NORTHWEST BANCORPORATION INC
Form 10-Q
August 14, 2012
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

Form 10-Q

(Mark One)

x **Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the quarterly period ended June 30, 2012.**

¨ **Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the transition period from to .**

Commission File Number: 000-24151

NORTHWEST BANCORPORATION, INC.

(Exact name of registrant as specified in its charter)

Washington	**91-1574174**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

421 West Riverside, Spokane, WA 99201-0403

(Address of principal executive offices) (Zip Code)

(509) 456-8888

(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 subject to such filing requirements for the past 90 days. Yes x No ¨

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

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

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

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

The Registrant has a single class of common stock, of which there were 3,084,548 shares issued and outstanding as of July 31, 2012.

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NORTHWEST BANCORPORATION, INC.

FORM 10-Q

For the three-month and six-month periods ended June 30, 2012

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PART I FINANCIAL INFORMATION

Item 1. Financial Statements (Unaudited)

NORTHWEST BANCORPORATION, INC.

Consolidated Statements of Financial Condition

($ in thousands, except per share data)

	June 30, 2012	December 31, 2011
ASSETS		
Cash and due from banks	$ 13,542	$ 13,511
Federal funds sold and other interest bearing deposits	15,497	13,774
Total cash and cash equivalents	29,039	27,285
Securities available for sale, at fair value	76,156	66,250
Federal Home Loan Bank stock, at cost	1,261	1,261
Loans receivable, net of allowance for loan losses $6,495 and $6,816	250,613	258,586
Loans held for sale	3,007	2,728
Premises and equipment, net	16,144	16,432
Accrued interest receivable	1,476	1,456
Foreclosed real estate	4,557	4,459
Bank owned life insurance	3,977	3,916
Other assets	2,486	3,360
TOTAL ASSETS	$ 388,716	$ 385,733
LIABILITIES		
Deposits	$ 334,319	$ 332,134
Accrued interest payable	554	507
Borrowed funds	12,315	13,207
Other liabilities	4,283	3,486
Total liabilities	351,471	349,334
SHAREHOLDERS EQUITY		
Preferred stock Series A Cumulative Perpetual; $1,000 par value; $1,000 liquidation value; 10,500 shares authorized and issued	10,308	10,249
Preferred stock Series B Cumulative Perpetual; $0.01 par value; $1,000 liquidation value; 525 shares authorized and issued	546	553
Common stock, no par value, 5,000,000 shares authorized; 3,084,548 shares issued and outstanding	26,025	25,984
Accumulated deficit	(1,323)	(1,599)
Accumulated other comprehensive income	1,689	1,212
Total shareholders equity	37,245	36,399
TOTAL LIABILITIES AND SHAREHOLDERS EQUITY	$ 388,716	$ 385,733

See accompanying notes.

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NORTHWEST BANCORPORATION, INC.

Consolidated Statements of Operations

($ in thousands, except per share data)

	Three months ended June 30, 2012	Three months ended June 30, 2011	Six months ended June 30, 2012	Six months ended June 30, 2011
Interest income:				
Loans, including fees	$ 3,757	$ 4,213	$ 7,591	$ 8,883
Investment securities	545	587	1,088	1,180
Federal funds sold and interest bearing deposits	9	3	15	6
Total interest income	4,311	4,803	8,694	10,069
Interest expense:				
Deposits	607	1,001	1,288	2,097
Borrowed funds	96	78	196	148
Total interest expense	703	1,079	1,484	2,245
Net interest income	3,608	3,724	7,210	7,824
Provision for loan losses	400	1,531	1,000	2,362
Net interest income after provision for loan losses	3,208	2,193	6,210	5,462
Noninterest income:				
Service charges on deposits	327	371	652	723
Gain from sale of loans, net	417	167	693	310
Gain on investment securities	99	33	119	33
Other noninterest income	552	333	1,034	648
Total noninterest income	1,395	904	2,498	1,714
Noninterest expense:				
Salaries and employee benefits	1,757	1,658	3,528	3,331
Occupancy and equipment	348	319	677	648
Depreciation and amortization	297	301	601	603
Advertising and promotion	91	104	156	174
Loss on foreclosed real estate, net	470	112	470	83
FDIC assessments	126	118	245	322
Other noninterest expense	1,166	965	2,236	1,695
Total noninterest expense	4,255	3,577	7,913	6,856
Income (loss) before income taxes	348	(480)	795	320
Income tax expense (benefit)	59	(231)	181	(31)
NET INCOME (LOSS)	$ 289	$ (249)	$ 614	$ 351
Preferred stock dividends and discount accretion, net	169	169	338	339
Net income (loss) applicable to common shares	$ 120	$ (418)	$ 276	$ 12

Earnings (loss) per common share basic	$ 0.04	$ (0.14)	$ 0.09	$ 0.00
Earnings (loss) per common share diluted	$ 0.04	$ (0.14)	$ 0.09	$ 0.00
Weighted average shares outstanding basic	3,084,548	3,080,133	3,084,548	3,078,499
Weighted average shares outstanding diluted	3,137,471	3,080,133	3,174,993	3,090,737

See accompanying notes.

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NORTHWEST BANCORPORATION, INC.

Consolidated Statements of Comprehensive Income

($ in thousands)

	Three months ended June 30, 2012	Three months ended June 30, 2011	Six months ended June 30, 2012	Six months ended June 30, 2011
Net income (loss)	$ 289	$ (249)	$ 614	$ 351
Other comprehensive income, net of tax:				
Unrealized gains (losses) on securities	411	994	398	1,338
Add: reclassification adjustment for gains included in net income (loss)	66	22	79	22
Other comprehensive income	477	1,016	477	1,360
COMPREHENSIVE INCOME	$ 766	$ 767	$ 1,091	$ 1,711

See accompanying notes.

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NORTHWEST BANCORPORATION, INC.

Consolidated Statements of Changes in Shareholders   Equity

($ in thousands)

	Preferred Stock	Common Stock	Accumulated Deficit	Accumulated Other Comprehensive Income (Loss)	Total
Balance, December 31, 2010	$ 10,697	$ 25,896	$ (175)	$ (731)	$ 35,687
Net loss	0	0	(746)	0	(746)
Stock issued to directors	0	33	0	0	33
Dividends on preferred stock	0	0	(573)	0	(573)
Accretion of preferred stock discount, net	105	0	(105)	0	0
Equity-based compensation expense	0	55	0	0	55
Net change in unrealized gain on securities available for sale, net of tax	0	0	0	1,943	1,943
Balance, December 31, 2011	10,802	25,984	(1,599)	1,212	36,399
Net income	0	0	614	0	614
Dividends on preferred stock	0	0	(286)	0	(286)
Accretion of preferred stock discount, net	52	0	(52)	0	0
Equity-based compensation expense	0	41	0	0	41
Net change in unrealized gain on securities available for sale, net of tax	0	0	0	477	477
Balance, June 30, 2012	$ 10,854	$ 26,025	$ (1,323)	$ 1,689	$ 37,245

See accompanying notes.

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NORTHWEST BANCORPORATION, INC.

Consolidated Statements of Cash Flows

($ in thousands)

	Six months ended June 30, 2012	2011
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	$ 614	$ 351
Adjustments to reconcile net income to cash provided by operating activities:		
Amortization of securities premiums and discounts, net	446	179
Gain on sale of securities	(119)	(33)
Accretion of net deferred loan fees	(57)	(156)
Provision for loan losses	1,000	2,362
Origination of loans held for sale	(28,479)	(15,360)
Proceeds from sales of loans held for sale	28,893	16,359
Gain on sale of loans held for sale, net	(693)	(310)
Depreciation and amortization	601	603
Provision for losses on foreclosed real estate	494	196
Gain on sale of foreclosed real estate, net	(24)	(113)
Increase in cash surrender value of bank owned life insurance	(61)	(60)
Decrease (increase) in deferred income taxes, net	174	(51)
Equity-based compensation expense	41	26
Issuance of common stock under directors compensation arrangements	0	21
Change in assets and liabilities:		
Accrued interest receivable	(20)	6
Other assets	454	842
Accrued interest payable	47	3
Other liabilities	511	256
Net cash provided by operating activities	3,822	5,121
CASH FLOWS FROM INVESTING ACTIVITIES		
Securities available for sale:		
Purchases	(20,493)	(6,185)
Proceeds from maturities, calls and principal repayments	7,058	10,718
Proceeds from sales	3,925	2,494
Net decrease in loans	6,120	4,881
Purchase of premises and equipment	(313)	(199)
Proceeds from sale of foreclosed real estate, net of capital improvements	342	588
Net cash (used) provided by investing activities	(3,361)	12,297
CASH FLOWS FROM FINANCING ACTIVITIES		
Net increase (decrease) in deposits	2,185	(19,150)
Net decrease in securities sold under agreement to repurchase	0	(135)
Proceeds from borrowed funds	0	7,000
Repayment of borrowed funds	(892)	(2,423)
Net cash provided (used) by financing activities	1,293	(14,708)
NET CHANGE IN CASH AND CASH EQUIVALENTS	1,754	2,710

Cash and cash equivalents, beginning of period	27,285	15,841
Cash and cash equivalents, end of period	$ 29,039	$ 18,551
SUPPLEMENTAL DISCLOSURES:		
Cash paid during the year for:		
Interest	$ 1,437	$ 2,241
Income taxes	0	0
Noncash investing and financing activities:		
Increase in fair value of securities available for sale, net	477	1,360
Acquisition of real estate in settlement of loans	910	271
Foreclosed real estate financed in-house	0	234
Preferred stock dividend accrued but not paid	286	286

See accompanying notes.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1. Summary of Significant Accounting Policies

Basis of presentation and consolidation**:** The consolidated financial statements include the accounts of Northwest Bancorporation, Inc. (the Company), its wholly-owned subsidiary, Inland Northwest Bank (the Bank), and the Bank s wholly-owned subsidiary, Northwest Property LLC. All material intercompany balances and transactions have been eliminated in consolidation.

The foregoing unaudited interim consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X as promulgated by the Securities and Exchange Commission (the SEC). Accordingly, these financial statements do not include all of the disclosures required by accounting principles generally accepted in the United States of America (GAAP) for complete financial statements. These unaudited interim consolidated financial statements should be read in conjunction with the audited consolidated financial statements and the accompanying notes as disclosed in the annual report on Form 10-K for the year ended December 31, 2011.

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities known to exist as of the date the financial statements are published, and the reported amounts of revenues and expenses during the reporting period. Uncertainties with respect to such estimates and assumptions are inherent in the preparation of the Company s consolidated financial statements; accordingly, it is possible that the actual results could differ from these estimates and assumptions, which could have a material effect on the reported amounts of the Company s consolidated financial position and results of operations.

In preparing these financial statements, the Company has evaluated events and transactions subsequent to June 30, 2012 for potential recognition or disclosure. In management s opinion, all accounting adjustments necessary to accurately reflect the financial position and results of operations on the accompanying financial statements have been made. The adjustments include normal and recurring accruals considered necessary for a fair and accurate presentation. The results for interim periods are not necessarily indicative of results for the full year or any other interim period. Certain reclassifications of prior period amounts have been made to conform to current classifications. These reclassifications had no effect on retained earnings or net income as previously presented.

Segment reporting: The Company has not established any independent business activity apart from acting as the parent company of the Bank. The Company and the Bank are managed as a single entity and not by departments or lines of business. Based on management s analysis, no department or line of business meets the criteria l established in Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 280, Segment Reporting, for reporting of selected information about operating segments.

New accounting pronouncements: In addition to other established accounting policies, the following is a discussion of recent accounting pronouncements:

ASU No. 2011-04 Fair Value Measurement (Topic 820) Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs. The provisions of Accounting Standards Update (ASU) No. 2011-04 result in a consistent definition of fair value and common requirements for the measurement of and disclosure about fair value between U.S. GAAP and International Financial Reporting Standards (IFRS). The changes to U.S. GAAP as a result of ASU No. 2011-04 are as follows: (1) the concepts of highest and best use and valuation premise are only relevant when measuring the fair value of nonfinancial assets; (2) U.S. GAAP currently prohibits application of a blockage factor in valuing financial instruments with quoted prices in active markets. ASU No. 2011-04 extends that prohibition to all fair value measurements; (3) an exception is provided to the basic fair value measurement principles for an entity that holds a group of financial assets and financial liabilities with offsetting positions in market risks or counterparty credit risk that are managed on the basis of the entity s net exposure to either of those risks. This exception

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allows the entity, if certain criteria are met, to measure the fair value of the net asset or liability position in a manner consistent with how market participants would price the net risk position; (4) aligns the fair value measurement of instruments classified within an entity s shareholders equity with the guidance for liabilities; and (5) disclosure requirements have been enhanced for Level 3 fair value measurements to disclose quantitative information about unobservable inputs and assumptions used, to describe the valuation processes used by the entity, and to qualitatively describe the sensitivity of fair value measurements to changes in unobservable inputs and the interrelationships between those inputs. In addition, entities must report the level in the fair value hierarchy of items that are not measured at fair value in the statement of condition but whose fair value must be disclosed. The Company adopted the provisions of ASU No. 2011-04 effective January 1, 2012. The fair value measurement provisions of ASU No. 2011-04 had no impact on the Company s consolidated financial statements. The notes to consolidated financial statements include the enhanced disclosures required by ASU No. 2011-04.

ASU No. 2011-11 Balance Sheet (Topic 210) Disclosures about Offsetting Assets and Liabilities. This update was issued jointly by the FASB and International Accounting Standards Board (IASB) to require specific disclosures about netting arrangements for assets and liabilities. Entities are now required to disclose both gross information and net information about both instruments and transactions eligible for offset in the statement of financial position and instruments and transactions subject to an agreement similar to a master netting arrangement. The scope of this update includes derivatives, sale and repurchase agreements and reverse sale and repurchase agreements, and securities borrowing and securities lending arrangements. The objective of this disclosure is to facilitate comparison between those entities that prepare their financial statements on the basis of U.S. GAAP and those that prepare their financial statements on the basis of IFRS, as well as to enable users of the financial statements to understand the effect of those arrangements on its financial position. This amendment is effective for the interim period beginning on or after January 1, 2013 and is not expected to have a material impact on the Company s consolidated financial statements.

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. In June 2011, the FASB issued ASU No. 2011-05, which includes, among other things, requirements to disclose reclassifications of items out of accumulated other comprehensive income by component in both the statement of operations and the statement of other comprehensive income. Due to concerns that the disclosure requirements may add unnecessary complexity to financial statements, the FASB deferred the effective date pertaining to reclassification adjustments until the IASB is able to reconsider those provisions. All other requirements in ASU No. 2011-05 are not affected by this update, including the requirement to present comprehensive income either in a single continuous financial statement or in two separate but consecutive financial statements. The provisions of this update were effective upon its issuance in December 2011 and are not expected to have an impact on the Company s consolidated financial statements.

NOTE 2. Investments in Securities

Securities held by the Bank have been classified in the consolidated statements of financial condition according to management s intent, and all securities were classified as available for sale at June 30, 2012 and December 31, 2011.

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The amortized cost of securities and their approximate fair values at June 30, 2012 and December 31, 2011, were as follows:

	June 30, 2012			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
	($ in thousands)			
U.S. government agency securities	$ 3,647	$ 35	$ 0	$ 3,682
State and municipal securities	25,681	1,746	(19)	27,408
Corporate debt obligations	11,435	271	(39)	11,667
SBA guaranteed loan pools	11,677	349	0	12,026
Mortgage backed securities	5,634	144	(3)	5,775
Collateralized mortgage obligations	13,603	149	(74)	13,678
Other	1,920	0	0	1,920
	$ 73,597	$ 2,694	$ (135)	$ 76,156

	December 31, 2011			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
	($ in thousands)			
U.S. government agency securities	$ 6,735	$ 67	$ 0	$ 6,802
State and municipal securities	23,529	1,526	(1)	25,054
Corporate debt obligations	11,909	120	(278)	11,751
SBA guaranteed loan pools	8,756	194	0	8,950
Mortgage backed securities	4,284	115	(2)	4,397
Collateralized mortgage obligations	9,201	146	(51)	9,296
	$ 64,414	$ 2,168	$ (332)	$ 66,250

As of June 30, 2012, there were 24 securities with unrealized losses. The following tables show the investments 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:

	June 30, 2012					
	Less Than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
	($ in thousands)					
State and municipal securities	$ 1,483	$ 19	$ 0	$ 0	$ 1,483	$ 19
Corporate debt obligations	2,679	39	0	0	2,679	39
SBA guaranteed loan pools	1,067	0	0	0	1,067	0
Mortgage backed securities	951	3	0	0	951	3
Collateralized mortgage obligations	7,105	74	0	0	7,105	74
	$ 13,285	$ 135	$ 0	$ 0	$ 13,285	$ 135

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	December 31, 2011					
	Less Than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
	($ in thousands)					
State and municipal securities	$ 0	$ 0	$ 259	$ 1	$ 259	$ 1
Corporate debt obligations	3,018	103	3,622	175	6,640	278
SBA guaranteed loan pools	1,079	0	0	0	1,079	0
Mortgage backed securities	1,085	2	0	0	1,085	2
Collateralized mortgage obligations	3,883	51	267	0	4,150	51
	$ 9,065	$ 156	$ 4,148	$ 176	$ 13,213	$ 332

Management has evaluated the above securities and does not believe that any individual unrealized loss as of June 30, 2012, represents an other-than-temporary impairment (OTTI). The decline in fair market value of these securities was generally due to changes in market interest rates or the widening of market spreads since purchase and was not related to any known decline in the creditworthiness of the issuer. Management does not intend to sell any impaired securities nor does available evidence suggest it is more likely than not that management will be required to sell any impaired securities. Management believes there is a high probability of collecting all contractual amounts due, because the majority of the securities in the Bank s investment portfolio are backed by government agencies or government-sponsored enterprises. However, a recovery in value may not occur for some time, if at all, and may be delayed for greater than the one-year time horizon or perhaps even until maturity.

Scheduled maturities of securities available for sale at June 30, 2012, are listed below according to contractual maturity date. Expected or actual maturities may differ from contractual maturities, because issuers may have the right to call or prepay obligations with or without call or prepayment penalties.

	Amortized Cost	Fair Value
	($ in thousands)	
Due within one year	$ 984	$ 1,009
Due after one year through five years	18,148	18,678
Due after five years through ten years	17,332	18,344
Due after ten years	37,133	38,125
	$ 73,597	$ 76,156

At June 30, 2012 and December 31, 2011, securities with an amortized cost of $5.9 million and $6.0 million were pledged to secure public deposits and for other purposes as required or permitted by law. The market value for these securities was $6.0 million and $6.1 million at June 30, 2012 and December 31, 2011, respectively.

Eight securities were sold in the six-month period ended June 30, 2012, resulting in gross gains of $132 thousand and gross losses of $3 thousand. Three securities were sold in the six-month period ended June 30, 2011 resulting in gross gains of $35 thousand.

When a security is called by the issuer prior to maturity, any remaining premium or discount is reported in noninterest income as a gain or loss. During the six months ended June 30, 2012, one security was called prior to maturity, resulting in a net loss of $10 thousand. During the six months ended June 30, 2011, one security was called prior to maturity, resulting in a loss of $2 thousand.

Management reviews investment securities on an ongoing basis for the presence of OTTI, taking into consideration current market conditions, fair value in relationship to cost, extent and nature of the change in fair value, issuer rating changes and trends, whether we intend to sell a security or if it is likely that we will be required to sell the security before recovery of the amortized cost basis of the investment, which may be maturity, and other factors. The evaluation includes a consideration of the risk profile specific to each

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class of security; for example, the contractual terms of U.S. government agency securities do not permit the issuer to settle the securities at a price less than par. The Bank s securities portfolio does not include any private label mortgage backed securities or investments in trust preferred securities.

For debt securities, if we intend to sell the security or it is likely that we will be required to sell the security before recovering its cost basis, the entire impairment loss would be recognized in earnings as an OTTI. If we do not intend to sell the security and it is not likely that we will be required to sell the security but we do not expect to recover the entire amortized cost basis of the security, only the portion of the impairment loss representing credit losses would be recognized in earnings. The credit loss on a security is measured as the difference between the amortized cost basis and the present value of the cash flows expected to be collected. Projected cash flows are discounted by the original or current effective interest rate depending on the nature of the security being measured for potential OTTI. The remaining impairment related to all other factors, the difference between the present value of the cash flows expected to be collected and fair value, is recognized as a charge to other comprehensive income (OCI). Impairment losses related to all other factors are presented as separate categories within OCI. If there is an indication of additional credit losses, the security is re-evaluated in accordance with the procedures described above.

At June 30, 2012, the Bank owned $1.3 million of stock of the Federal Home Loan Bank of Seattle (FHLB). As a condition of membership in the FHLB, the Bank is required to purchase and hold a certain amount of FHLB stock, which is based, in part, upon the outstanding principal balance of advances from the FHLB and is calculated in accordance with the Capital Plan of the FHLB. FHLB stock has a par value of $100 per share, is carried at cost, and is subject to impairment testing per ASC 320-10-35. The FHLB has a risk-based capital deficiency under the regulations of the Federal Housing Finance Agency (FHFA), its primary regulator, and therefore has suspended future dividends and the repurchase and redemption of outstanding capital stock. The FHLB has communicated that it believes the calculation of risk-based capital under the current rules of the FHFA significantly overstates the market risk of the FHLB s private-label mortgage-backed securities in the current market environment and that it has enough capital to cover the risks reflected in the FHLB s balance sheet. As a result, an OTTI has not been recorded for the Bank s investment in FHLB stock. However, continued deterioration in the FHLB s financial position may result in impairment in the value of those securities. Management will continue to monitor the financial condition of the FHLB as it relates to, among other things, the recoverability of the Bank s investment.

NOTE 3. Loans Receivable and Allowance for Loan Losses

The Bank originates residential mortgage loans intended for sale in the secondary market. Loans held for sale are stated at the lower of cost or estimated fair value determined on an aggregate basis. Any net unrealized losses on loans held for sale are recognized through a valuation allowance by charges to income. The Bank also originates construction and land, commercial and multifamily real estate, commercial business, agricultural and consumer loans for portfolio investment. Loans receivable that have not been designated as held for sale are recorded at the principal amount outstanding. Deferred loan fees, net of costs, are amortized to maturity using the level-yield method.

Interest is accrued as earned unless management determines that the collectability of the loan or the unpaid interest is doubtful. Interest accruals are generally discontinued when loans become 90 days past due on scheduled payments. All previously accrued but uncollected interest is deducted from interest income upon transfer to nonaccrual status. Future collection of interest is included in interest income based upon an assessment of the likelihood that the loans will be repaid or recovered.

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The following table presents the Bank s loan balances for the periods indicated:

	June 30, 2012	December 31, 2011
	($ in thousands)	
Real estate:		
Commercial	$ 138,809	$ 142,465
Construction and land development	28,753	31,381
Residential	28,847	32,180
Commercial and industrial	54,016	53,224
Consumer	6,973	6,553
	257,398	265,803
Allowance for loan losses	(6,495)	(6,816)
Net deferred loan fees	(290)	(401)
	$ 250,613	$ 258,586

Loan origination/risk management: The Bank has lending policies and procedures in place that are designed to maximize loan income within an acceptable level of risk. Management reviews and approves these policies and procedures on a regular basis. A reporting system supplements the review process by providing management with frequent reports related to loan production, loan quality, concentrations of credit, loan delinquencies, nonperforming loans and other potential problem loans. Diversification in the loan portfolio is a means of managing risk associated with fluctuations in economic conditions. In general, loans are underwritten after evaluating and understanding the borrower s ability to operate profitably and prudently and to repay their obligations as agreed. Cash flows of borrowers, however, may not be as expected, and the collateral securing these loans may fluctuate in value. Most loans are secured by the assets being financed or other business assets such as accounts receivable or inventory and typically incorporate a personal guarantee. However, some short-term loans may be made on an unsecured basis. In the case of loans secured by accounts receivable, the availability of funds for the repayment of these loans may be substantially dependent on the ability of the borrower to collect amounts due from its customers. In the case of loans secured by real estate, the properties are diverse in terms of type, but are concentrated to a large extent in the Bank s primary market area, which is Spokane County, Washington and Kootenai County, Idaho. This concentration may increase the Bank s exposure to adverse economic events that affect a single market or industry. Construction loans are generally based upon estimates of costs and value associated with the complete project with repayment substantially dependent on the success of the ultimate project such as sales of developed property or an interim loan commitment from the Bank until permanent financing is obtained. These loans are closely monitored by on-site inspections and are considered to have higher risks than other real estate loans due to their ultimate repayment being sensitive to interest rate changes, governmental regulation of real property, general economic conditions and the availability of long-term financing.

The Bank originates consumer loans utilizing an individualized underwriting process. To monitor and manage consumer loan risk, policies and procedures are developed and modified as needed. This activity, coupled with relatively small loan amounts that are spread across many individual borrowers, minimizes risk.

The Bank s internal audit department performs an independent review to validate the credit risk program on a periodic basis. Results of these reviews are presented to management and the Board of Directors. The loan review process complements and reinforces the risk identification and assessment decisions made by the Bank s loan officers and credit personnel, as well as the Bank s policies and procedures.

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Past due and nonaccrual loans: The following table presents an age analysis of past due loans, segregated by class of loans:

	June 30, 2012					
	30-59 Days Past Due	60-89 Days Past Due	90 or More Days Past Due	Total Past Due	Current	Total Loans
	($ in thousands)					
Real estate:						
Commercial	$ 1,216	$ 344	$ 3,698	$ 5,258	$ 133,551	$ 138,809
Construction and land development	837	0	1,268	2,105	26,648	28,753
Residential	726	0	0	726	28,121	28,847
Commercial and industrial	30	319	0	349	53,667	54,016
Consumer	63	0	5	68	6,905	6,973
	$ 2,872	$ 663	$ 4,971	$ 8,506	$ 248,892	$ 257,398

	December 31, 2011					
	30-59 Days Past Due	60-89 Days Past Due	90 or More Days Past Due	Total Past Due	Current	Total Loans
	($ in thousands)					
Real estate:						
Commercial	$ 743	$ 349	$ 3,273	$ 4,365	$ 138,100	$ 142,465
Construction and land development	1,268	102	2,685	4,055	27,326	31,381
Residential	11	1,690	0	1,701	30,479	32,180
Commercial and industrial	294	0	0	294	52,930	53,224
Consumer	127	44	1	172	6,381	6,553
	$ 2,443	$ 2,185	$ 5,959	$ 10,587	$ 255,216	$ 265,803

No loans over 90 days past due were still on accrual status as of June 30, 2012 and December 31, 2011.

Nonaccrual loans, segregated by class of loans, were as follows:

	June 30, 2012	December 31, 2011
	($ in thousands)	
Real estate:		
Commercial	$ 6,250	$ 3,870
Construction and land development	3,692	3,953
Residential	968	1,758
Commercial and industrial	34	50
Consumer	19	43
	$ 10,963	$ 9,674

If the Bank s nonaccrual loans had performed in accordance with their original contract terms, additional interest income of $383 thousand and $338 thousand would have been recognized for the six-month periods ended June 30, 2012 and 2011, respectively.

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Impaired loans: Loans are considered impaired when, based on current information and events, it is improbable the Bank will be able to collect all amounts due in accordance with the original contractual terms of the loan agreement, including scheduled principal and interest payments. Impairment is evaluated in total for smaller-balance loans of a similar nature and on an individual loan basis for other loans. If a loan is impaired, a specific valuation allowance is allocated, if necessary, so that the loan is reported net, at the present value of estimated future cash flows using the loan s effective interest rate or at the fair value of collateral if repayment is expected solely from the collateral. Interest payments on impaired loans are applied to principal if the loan is on nonaccrual. Impaired loans, or portions thereof, are charged off if management determines them to be uncollectible. As of June 30, 2012 and December 31, 2011, the Bank s impaired loan balances were as follows:

	June 30, 2012				
	Unpaid Contractual Principal Balance	Recorded Investment With No Allowance	Recorded Investment With Allowance	Total Recorded Investment	Related Allowance
			($ in thousands)		
Real estate:					
Commercial	$ 19,142	$ 12,593	$ 4,092	$ 16,685	$ 1,184
Construction and land development	12,528	9,019	76	9,095	32
Residential	1,994	936	682	1,618	344
Commercial and industrial	1,279	518	452	970	266
Consumer	108	26	52	78	26
	$ 35,051	$ 23,092	$ 5,354	$ 28,446	$ 1,852

	December 31, 2011				
	Unpaid Contractual Principal Balance	Recorded Investment With No Allowance	Recorded Investment With Allowance	Total Recorded Investment	Related Allowance
			($ in thousands)		
Real estate:					
Commercial	$ 16,726	$ 4,964	$ 9,681	$ 14,645	$ 1,587
Construction and land development	15,015	8,451	3,131	11,582	115
Residential	3,033	849	1,911	2,760	543
Commercial and industrial	1,279	34	1,246	1,280	323
Consumer	126	17	103	120	44
	$ 36,179	$ 14,315	$ 16,072	$ 30,387	$ 2,612

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The average recorded investment in impaired loans and the related interest income recognized for cash payments received were as follows:

	Three months ended June 30,			
	2012		2011	
	Average Recorded Investment	Interest Income Recorded for Cash Payments Received	Average Recorded Investment	Interest Income Recorded for Cash Payments Received
	($ in thousands)			
Real estate:				
Commercial	$ 16,809	$ 149	$ 21,281	$ 263
Construction and land development	8,448	93	11,607	79
Residential	1,891	11	2,983	33
Commercial and industrial	1,098	17	2,507	23
Consumer	120	4	159	3
	$ 28,366	$ 274	$ 38,537	$ 401

	Six months ended June 30,			
	2012		2011	
	Average Recorded Investment	Interest Income Recorded for Cash Payments Received	Average Recorded Investment	Interest Income Recorded for Cash Payments Received
	($ in thousands)			
Real estate:				
Commercial	$ 16,247	$ 397	$ 21,716	$ 550
Construction and land development	10,450	185	11,318	224
Residential	2,005	34	3,085	64
Commercial and industrial	1,190	37	1,931	45
Consumer	153	9	147	8
	$ 30,045	$ 662	$ 38,197	$ 891

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Troubled debt restructuring: A troubled debt restructuring occurs when, due to a borrower s financial difficulties, the Bank grants a concession that it would not otherwise consider. The concession can take the form of an interest rate or principal reduction or an extention of payments of principal or interest, or both. Restructured loans are included in impaired loans until such time as the restructured loan performs according to the new terms for an acceptable duration, typically one year or longer depending on the circumstances specific to each credit, and is at a market rate for a transaction of similar risk. Restructured loans performing in accordance with their new terms are not included in nonaccrual loans unless there is uncertainty as to the ultimate collection of principal or interest. The recorded investment in restructured loans was as follows:

	June 30, 2012			December 31, 2011		
	Accruing Restructured Loans	Restructured Loans Included in Nonaccrual Loans	Total	Accruing Restructured Loans	Restructured Loans Included in Nonaccrual Loans	Total
	($ in thousands)					
Real estate:						
Commercial	$ 9,655	$ 1,867	$ 11,522	$ 9,684	$ 1,939	$ 11,623
Construction and land development	0	2,696	2,696	0	2,957	2,957
Residential	0	293	293	0	815	815
Commercial and industrial	521	0	521	535	0	535
Consumer	0	0	0	0	0	0
	$ 10,176	$ 4,856	$ 15,032	$ 10,219	$ 5,711	$ 15,930

For the six-month periods ended June 30, 2012 and 2011, the Bank recognized interest income of $282 thousand and $320 thousand, respectively, in connection with restructured accruing loans.

Troubled debt restructurings which occurred during the three and six-month periods ending June 30, 2012 and 2011, were as follows:

	Three months ended June 30,					
	2012			2011		
	Number of Contracts	Pre-modification Recorded Investment	Post-modification Recorded Investment	Number of Contracts	Pre-modification Recorded Investment	Post-modification Recorded Investment
	($ in thousands)					
Real estate:						
Commercial	0	$ 0	$ 0	2	$ 2,154	$ 2,154
Construction and land development	1	45	45	0	0	0
Residential	0	0	0	1	920	920
Commercial and industrial	0	0	0	2	312	312
Consumer	0	0	0	0	0	0
	1	$ 45	$ 45	5	$ 3,386	$ 3,386

	Six months ended June 30,					
	2012			2011		
	Number of Contracts	Pre-modification Recorded Investment	Post-modification Recorded Investment	Number of Contracts	Pre-modification Recorded Investment	Post-modification Recorded Investment
	($ in thousands)					
Real estate:						
Commercial	0	$ 0	$ 0	6	$ 7,653	$ 7,653

Construction and land development	1		45		45	0		0		0
Residential	0		0		0	1		920		920
Commercial and industrial	0		0		0	2		312		312
Consumer	0		0		0	0		0		0
	1	$	45	$	45	9	$	8,885	$	8,885

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In each case, the loans listed above were modified to allow the borrower an additional period of interest-only payments, and in some cases, the interest rate was decreased. Such modifications do not obligate the Bank to lend additional funds to debtors whose loans have been restructured.

Troubled debt restructurings modified within the previous 12 months for which there was a declaration of default which remains unresolved during the three and six-month periods ending June 30, 2012 and 2011, were as follows:

	Three months ended June 30,			
	2012		2011	
	Number of Contracts	Recorded Investment	Number of Contracts	Recorded Investment
		($ in thousands)		
Real estate:				
Commercial	2	$ 1,614	5	$ 6,375
Construction and land development	0	0	0	0
Residential	0	0	1	920
Commercial and industrial	1	285	0	0
Consumer	0	0	0	0
	3	$ 1,899	6	$ 7,295

	Six months ended June 30,			
	2012		2011	
	Number of Contracts	Recorded Investment	Number of Contracts	Recorded Investment
		($ in thousands)		
Real estate:				
Commercial	2	$ 1,614	5	$ 6,375
Construction and land development	1	272	0	0
Residential	0	0	1	920
Commercial and industrial	1	285	0	0
Consumer	0	0	0	0
	4	$ 2,171	6	$ 7,295

The Bank may declare a borrower to be in default when an event of default, such as a past due payment, has occurred and is not remedied in a reasonable amount of time. Restructured loans for which there was a declared and continuing default during the period are included in the calculation of the allowance for loan losses as deemed appropriate for each defaulted credit.

Credit Quality Indicators: The Bank utilizes a risk grading matrix to assign a risk grade to each loan. Loans are graded on a scale of 1 to 10. The ten risk rating categories can be generally described by the following groupings for non-homogeneous loans:

Pass/Watch These loans range from minimal credit risk to lower than average, but still acceptable, credit risk.

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Special Mention A Special Mention loan has potential weaknesses that deserve management s close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the asset or the Bank s credit position at some future date. They contain unfavorable characteristics and are generally undesirable. Loans in this category are currently protected but are potentially weak and constitute an undue and unwarranted credit risk, but not to the point of a Substandard classification. A Special Mention loan has potential weaknesses such as inadequate working capital or underperformance compared to plan, which if not checked or corrected, weaken the asset or inadequately protect the Bank s position at some future date. Unlike a Substandard credit, there should be a reasonable expectation that these temporary issues will be corrected in a reasonable period of time, without liquidation of assets and within the normal course of business.

Substandard A Substandard loan is inadequately protected by the current sound worth and paying capacity of the obligor or of the collateral pledged, if any. Assets so classified must have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. They are characterized by the distinct possibility that the Bank will sustain some loss if the deficiencies are not corrected. Loss potential, while existing in the aggregate amount of Substandard loans, does not have to exist in individual assets classified as Substandard. Loans are classified as Substandard when they have unsatisfactory characteristics causing unacceptable levels of risk, such as cash flow trends that are of a magnitude as to jeopardize current and future payments, or prolonged unsuccessful business operations or economic trends to which the borrower has not been able to adjust. The likely need to liquidate assets to correct the problem, rather than repayment from successful operations is a key distinction between Special Mention and Substandard.

Doubtful/Loss Loans classified as Doubtful have all the same weaknesses inherent in loans classified as Substandard with the added characteristic that the weaknesses make collection or liquidation in full highly questionable and improbable, on the basis of currently existing facts, conditions and values. The possibility of loss is extremely high, but because of certain important and reasonably specific pending factors, which may work towards strengthening of the loan, classification as a Loss (and immediate charge-off) is deferred until a more exact status may be determined. Pending factors include proposed merger, acquisition, liquidation procedures, capital injection, and perfection of liens on additional collateral and refinancing plans. A Loss rating is assigned to loans considered uncollectible and of such little value that the continuance as an active Bank asset is not warranted. This rating does not mean that the loan has no recovery or salvage value, but rather that the loan should be charged off now, even though partial or full recovery may be possible in the future.

The following table summarizes the Bank s internal risk rating by loan class:

	June 30, 2012				
	Pass/Watch	Special Mention	Substandard	Doubtful/Loss	Total Loans
			($ in thousands)		
Real estate:					
Commercial	$ 111,828	$ 9,222	$ 17,759	$ 0	$ 138,809
Construction and land development	16,576	9,319	2,858	0	28,753
Residential	25,374	1,194	2,279	0	28,847
Commercial and industrial	47,770	4,876	1,370	0	54,016
Consumer	6,848	31	94	0	6,973
	$ 208,396	$ 24,642	$ 24,360	$ 0	$ 257,398

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	December 31, 2011				
	Pass/Watch	Special Mention	Substandard	Doubtful/Loss	Total Loans
			($ in thousands)		
Real estate:					
Commercial	$ 107,723	$ 18,790	$ 15,952	$ 0	$ 142,465
Construction and land development	15,432	4,028	11,921	0	31,381
Residential	27,655	1,533	2,992	0	32,180
Commercial and industrial	47,556	3,170	2,498	0	53,224
Consumer	6,406	26	118	3	6,553
	$ 204,772	$ 27,547	$ 33,481	$ 3	$ 265,803

Allowance for Loan Losses*:* The allowance for loan losses is a reserve established through a provision for loan losses charged to expense. The allowance for loan losses represents management s best estimate of probable losses within the existing loan portfolio. The allowance, in the judgment of management, is necessary to reserve for estimated loan losses and risks inherent in the loan portfolio. The Bank s allowance for loan loss methodology is based on guidance from ASC Topic 310, *Receivables*, and ASC Topic 450, *Contingencies*. The Bank s process for determining the appropriate level of the allowance for loan losses is designed to account for credit deterioration as it occurs. The amount of the provision reflects not only the necessary increases in the allowance for loan losses related to newly identified criticized loans, but it also reflects actions taken related to other loans including, among other things, any necessary increases or decreases in required allowances for specific loans or loan pools.

The level of the allowance reflects management s continuing evaluation of industry concentrations, specific credit risks, loan loss experience, current loan portfolio quality, present economic, political and regulatory conditions and unidentified losses inherent in the current loan portfolio. Portions of the allowance may be allocated for specific credits; however, the entire allowance is available for any credit that, in management s judgment, should be charged off. While management utilizes its best judgment and information available, the ultimate adequacy of the allowance is dependent upon a variety of factors beyond the Bank s control, including, among other things, the performance of the Bank s loan portfolio, the economy, changes in interest rates and the view of regulatory authorities toward loan classifications.

The Bank s allowance for loan losses consists of two elements: (1) general valuation allowances determined in accordance with ASC Topic 450 based on historical loan loss experience for similar loans with similar characteristics and trends, adjusted as necessary to reflect the impact of current economic conditions and other qualitative risk factors both internal and external to the Bank; and (2) specific valuation allowances determined in accordance with ASC Topic 310 based on probable losses on specific loans.

The allowances established for expected losses on specific loans are based on a regular analysis and evaluation of problem loans. Loans are classified based on an internal credit risk grading process that evaluates, among other things: (1) the borrower s ability to repay; (2) the financial condition of the borrower; (3) the quality of the borrower s management; (4) the underlying collateral, if any; (5) the strength of the guarantors; (6) the structure of the loan; (7) the quality, availability and timeliness of financial information; and (8) the industry and economic environment in which the borrower operates. This analysis is performed at the relationship manager level for all commercial loans. When a loan has been classified as Substandard or worse, a special assets officer analyzes the loan to determine whether the loan is impaired and, if impaired, the need to specifically allocate a portion of the allowance for loan losses to the loan. Impairment is determined in accordance with ASC Topic 310, which specifies that a loan is impaired when, based on current information and events, it is probable that the Bank will be unable to collect all amounts due according to the contractual terms of the loan agreement, including principal and interest, as scheduled in the loan agreement. Indicators of impairment include evidence the borrower is experiencing problems such as operating losses, marginal working capital, inadequate cash flow, or business interruptions; loans that are secured with collateral that is no longer readily marketable or that is subject to deterioration in realizable value; loans to borrowers in industries that are currently experiencing economic instability; and other factors. If a loan is determined to be impaired, the balance is segregated from the pool of loans and a specific valuation allowance is established by measuring the impairment. Most loans are collateral dependent and as such, impairment is measured by comparing the loan balance with the current

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market value of the collateral, less selling and holding costs. A deficiency is recorded as a specific valuation allowance, and is included as a component of the allowance for loan losses. If the deficiency on a collateral dependent loan remains for more than 90 days, it is charged off.

General valuation allowances are calculated based on the historical loss experience of specific types of loans, plus general economic conditions and other qualitative internal and external risk factors. The Bank calculates historical loss ratios for pools of similar loans with similar characteristics based on the proportion of actual charge-offs experienced compared to the total population of loans in the pool. The historical loss ratios are periodically updated based on actual charge-off experience. A historical valuation allowance is established for each pool of similar loans based upon the product of the historical loss ratio and the total dollar amount of the loans in the pool.

Added to the Bank s historical loss experience are metrics of general economic conditions and other qualitative risk factors both internal and external to the Bank. The risk factors believed by management to be most relevant to the loan portfolio are: (1) current unemployment levels in our operating areas, as compared to normal levels of unemployment; (2) the current level of past due and nonaccrual loans as compared to levels during years of low charge-offs; (3) a consideration of the trend of median home prices and foreclosure rates as they relate to construction and land loans; (4) a consideration of the trend of new housing starts and absorption rates as they relate to construction loans; (5) commercial and apartment vacancy rates and their relationship to multi-family and other commercial real estate loans; and (6) the change in the average risk rating of our portfolio, by loan type, as it relates to charge-off experience. Each component is used to calculate a risk factor, which is input into a general reserve matrix along with the historical loss rates discussed above. The total combined risk factor for each loan type is then applied to the loan balances that remain after impaired loans are segregated from the pool to determine an appropriate general valuation allowance. Management evaluates the change each one of these components has on the quality of the loan portfolio on a quarterly basis. In addition, management evaluates and documents intangible factors such as: (1) the experience, ability and effectiveness of the Bank s lending management and staff; (2) the effectiveness of the Bank s loan policies, procedures and internal controls; (3) the composition and concentrations of credit; and (4) the effectiveness of the internal loan review function.

The following table presents activity in the allowance for loan losses for the three-month periods ended June 30, 2012 and 2011:

	Three months ended June 30, 2012				
	Balance, Beginning of Period	Provision for Loan Losses	Charge-offs	Recoveries	Balance, End of Period
			($ in thousands)		
Real estate:					
Commercial	$ 2,936	$ 45	$ (292)	$ 3	$ 2,693
Construction and land development	1,367	(313)	(24)	1	1,031
Residential	1,194	559	(552)	4	1,204
Commercial and industrial	745	365	(366)	14	758
Consumer	111	18	(38)	7	98
Unallocated	984	(274)	0	0	711
	$ 7,337	$ 400	$ (1,272)	$ 29	$ 6,495

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	Three months ended June 30, 2011				
	Balance, Beginning of Period	Provision for Loan Losses	Charge-offs	Recoveries	Balance, End of Period
			($ in thousands)		
Real estate:					
Commercial	$ 1,949	$ 1,391	$ 0	$ 0	$ 3,340
Construction and land development	1,066	73	(215)	0	924
Residential	1,366	52	(55)	0	1,363
Commercial and industrial	1,239	(222)	(129)	0	888
Consumer	280	(7)	(47)	1	227
Unallocated	271	244	0	0	515
	$ 6,171	$ 1,531	$ (446)	$ 1	$ 7,257

The following table presents activity in the allowance for loan losses for the six-month periods ended June 30, 2012 and 2011:

	Six months ended June 30, 2012				
	Balance, Beginning of Period	Provision for Loan Losses	Charge-offs	Recoveries	Balance, End of Period
			($ in thousands)		
Real estate:					
Commercial	$ 3,135	$ (153)	$ (292)	$ 3	$ 2,693
Construction and land development	1,304	(207)	(69)	3	1,031
Residential	1,274	542	(617)	5	1,204
Commercial and industrial	751	354	(366)	19	758
Consumer	140	(34)	(42)	34	98
Unallocated	212	498	0	0	711
	$ 6,816	$ 1,000	$ (1,386)	$ 64	$ 6,495

	Six months ended June 30, 2011				
	Balance, Beginning of Period	Provision for Loan Losses	Charge-offs	Recoveries	Balance, End of Period
			($ in thousands)		
Real estate:					
Commercial	$ 2,779	$ 1,889	$ (1,328)	$ 0	$ 3,340
Construction and land development	1,341	(90)	(327)	0	924
Residential	1,081	426	(160)	16	1,363
Commercial and industrial	1,162	(104)	(171)	1	888
Consumer	347	(66)	(55)	1	227
Unallocated	208	307	0	0	515
	$ 6,918	$ 2,362	$ (2,041)	$ 18	$ 7,257

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The Bank s recorded investment in loans and the related allowance for loan losses by portfolio segment, disaggregated on the basis of the Bank s impairment methodology, was as follows:

	June 30, 2012			
	Collectively Evaluated for Impairment		Individually Evaluated for Impairment	
	Loans	Related Allowance	Loans	Related Allowance
	($ in thousands)			
Real estate:				
Commercial	$ 122,124	$ 1,509	$ 16,685	$ 1,184
Construction and land development	19,658	999	9,095	32
Residential	27,229	860	1,618	344
Commercial and industrial	53,046	492	970	266
Consumer	6,895	72	78	26
Unallocated	0	711	0	0
	$ 228,952	$ 4,643	$ 28,446	$ 1,852

	December 31, 2011			
	Collectively Evaluated for Impairment		Individually Evaluated for Impairment	
	Loans	Related Allowance	Loans	Related Allowance
	($ in thousands)			
Real estate:				
Commercial	$ 127,820	$ 1,548	$ 14,645	$ 1,587
Construction and land development	19,799	1,189	11,582	115
Residential	29,419	732	2,760	543
Commercial and industrial	51,945	428	1,279	323
Consumer	6,433	95	121	44
Unallocated	0	212	0	0
	$ 235,416	$ 4,204	$ 30,387	$ 2,612

Management also evaluates the risk of loss associated with commitments to lend funds, such as with a letter or line of credit. A reserve has been established to absorb inherent losses with unfunded commitments using a blended rate of historical charge-off experience, and is monitored on a regular basis.

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NOTE 4. Foreclosed Real Estate

The following table presents the changes in foreclosed real estate, net of any related valuation allowance:

	Three months ended June 30,		Six months ended June 30,	
	2012	2011	2012	2011
	($ in thousands)			
Balance, beginning of period	$ 4,756	$ 3,972	$ 4,459	$ 3,963
Transfers from loans	452	0	910	271
Capital improvements to property	27	0	27	50
Dispositions of property	(184)	(447)	(345)	(759)
Provision charged to income	(494)	(196)	(494)	(196)
Balance, end of period	$ 4,557	$ 3,329	$ 4,557	$ 3,329

Foreclosed real estate is carried at the lower of the recorded investment in the loan (prior to foreclosure) or the fair market value of the property less expected selling costs. Valuation allowances on foreclosed real estate are based on updated appraisals of the underlying collateral as received during the period or management s authorization to reduce the selling price of a property during the period.

NOTE 5. Deposits

Classifications of deposits were as follows:

	June 30, 2012	December 31, 2011
	($ in thousands)	
Noninterest bearing demand deposits	$ 74,597	$ 64,982
Money market accounts	44,365	40,388
NOW accounts	66,918	69,818
Savings accounts	57,647	58,505
Time deposits, $100,000 and over	49,792	52,620
Time deposits, under $100,000	41,000	45,821
	$ 334,319	$ 332,134

NOTE 6. Borrowed Funds

Borrowed funds consist of the following:

	June 30, 2012	December 31, 2011
	($ in thousands)	
Federal Home Loan Bank advances	$ 6,588	$ 7,473
Junior subordinated debentures	5,155	5,155
Capital lease obligation	572	579
	$ 12,315	$ 13,207

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FHLB advances: FHLB advances are secured by a blanket pledge on Bank assets, including certain qualified loans.

Junior subordinated debentures: In June 2005, the Company issued junior subordinated debentures with an aggregate value of $5.2 million to Northwest Bancorporation Capital Trust I (the Trust), with interest fixed at 5.95% through June 30, 2010, thereafter re-pricing quarterly at three-month LIBOR plus 1.70%, which was 2.16% at June 30, 2012. The Trust issued $155 thousand of common securities to the Company and capital securities with an aggregate liquidation amount of $5.0 million to third-party investors. The common securities are included in other assets and the subordinated debentures are included in borrowed funds on the consolidated statements of financial condition. The subordinated debentures are includable as Tier I capital for regulatory purposes. The subordinated debentures and the capital securities pay interest and dividends, respectively, on a quarterly basis, which are included in interest expense. The subordinated debentures will mature on June 30, 2035, at which time the capital securities must be redeemed. The subordinated debentures and capital securities can be redeemed prior to maturity, at the Company s discretion, in whole or in part, beginning June 30, 2010, at par value. The Company has provided a full and unconditional guarantee of the obligations of the Trust under the capital securities in the event of default. Pursuant to ASC 810, *Consolidation*, the Trust is not consolidated in these financial statements.

On June 4, 2010, the Company gave written notice to the holders of its outstanding junior subordinated debentures that regularly scheduled interest payments would be deferred. Under the terms of the related Trust documents, the Company is allowed to defer payments of interest for up to 20 consecutive quarterly periods without default. During the deferral period, the respective Trust will likewise suspend the declaration and payment of dividends on the trust preferred securities. Also during the deferral period, the Company generally may not pay cash dividends on or repurchase its common stock or preferred stock, including the Fixed Rate Cumulative Perpetual Preferred Stock, Series A and Series B, issued by the Company under the U.S. Department of the Treasury s Capital Purchase Program. In addition, the Company is restricted from making any payment on outstanding debt obligations that rank equally with, or junior to, the junior subordinated notes. As of June 30, 2012 and December 31, 2011, the accumulated deferred interest that was accrued on these securities was $300 thousand and $243 thousand, respectively.

Capital lease obligation: The capital lease obligation is related to a ground lease, with a purchase option, that the Bank entered into in 2005 for one of the Bank s branch locations. As a capitalized lease, the value of the property is included as an asset on the consolidated statements of financial condition in Premises and equipment, net, and the net present value of future payments is included in Borrowed funds.

Lines of credit: The Bank has operating lines of credit with various correspondent banks, which are detailed as follows:

	June 30, 2012		December 31, 2011	
	Line Amount	Outstanding Balance	Line Amount	Outstanding Balance
		($ in thousands)		
Federal Home Loan Bank	$ 56,790	$ 0	$ 44,984	$ 0
Pacific Coast Bankers Bank	10,000	0	10,000	0
Zions Bank	5,000	0	5,000	0
	$ 71,790	$ 0	$ 59,984	$ 0

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The FHLB line is secured by a blanket pledge on Bank assets as well as certain specific loans; advances on the FHLB line may require additional purchases of FHLB stock. The Pacific Coast Bankers Bank line is unsecured. The Zions Bank line includes $1 million that is unsecured, and the rest of the line is secured by certain investment securities.

NOTE 7. Commitments

In the ordinary course of business the Bank makes various commitments and incurs certain contingent liabilities, which are not reflected in the accompanying financial statements. The Bank uses the same credit policies in making such commitments as they do for instruments that are included in the consolidated statements of financial condition. These commitments and contingent liabilities include various commitments to extend credit and standby letters of credit. At June 30, 2012 and December 31, 2011, commitments under standby letters of credit were $1.8 million and $1.6 million, respectively, and firm loan commitments were $81.4 million and $74.1 million, respectively. The Bank has not experienced any losses and does not anticipate any material losses as a result of these commitments.

The Bank is a party to various claims and lawsuits that are brought by and against the Bank and Company in the ordinary course of business, the aggregate effect of which are not expected to be material to the financial condition of the Company.

The Bank has an agreement with the Spokane Public Facilities District (PFD) for the purchase of naming rights to the INB Performing Arts Center in Spokane. Under the agreement, the Bank will pay the PFD $150,000 per year for a period of ten years, with the final payment due in 2015.

The Bank leases its principal office and main branch, which is located in the Paulsen Center Building in downtown Spokane. The lease is for a 10-year term with additional renewal options. The initial lease rate is $30,839 per month and escalates approximately 3% per year. A copy of the lease agreement has been filed as Exhibit 99.1 to the current report on Form 8-K filed by the Company with the SEC on May 11, 2009.

NOTE 8. Income Taxes

The Company s normal, expected statutory income tax rate is 36.1%, representing a blend of the statutory federal income tax rate of 34.0% and apportioned effects of the Idaho income tax rate of 7.6%. The ratio of tax expense to the net income before tax (referred to as the effective tax rate) differs from statutory tax rates due to permanent differences arising primarily from nontaxable interest income on state and municipal securities and nontaxable increases in the value of bank owned life insurance. The differences between tax expense at the statutory rates and actual tax expense were as follows for the periods indicated:

	Six months ended June 30, 2012	2011
	($ in thousands)	
Federal income tax expense at statutory rate	$ 258	$ 98
Effect of tax-exempt interest income	(121)	(128)
Effect of nondeductible interest expense	5	7
Effect of other nondeductible expenses	7	6
Effect of state income tax expense	17	2
Other	15	(16)
Income tax expense	$ 181	$ (31)

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During 2009, the Company recorded a valuation allowance of $742 thousand against a portion of its deferred tax assets due to uncertainty about the Company s ability to generate future taxable income sufficient to realize the benefits of temporary deductible differences that could not have been realized through carry-backs to prior years or through the reversal of future temporary taxable differences. Due to the ongoing weakness in the economy and its affect on credit quality, uncertainty remains about the extent to which a pattern of future taxable income will be established. Accordingly, the Company continued to maintain a valuation allowance of $742 thousand as of June 30, 2012.

The Company follows the provisions of ASC 740, *Income Taxes,* relating to the accounting for uncertainty in income taxes. The Company periodically reviews its income tax positions based on tax laws and regulations and financial reporting considerations, and records adjustments as appropriate. This review takes into consideration the status of current taxing authorities examinations of the Company s tax returns, recent positions taken by the taxing authorities on similar transactions, if any, and the overall tax environment.

The Company had no unrecognized tax benefits at June 30, 2012 or December 31, 2011. The Company recognizes interest accrued and penalties related to unrecognized tax benefits in tax expense. During the periods ended June 30, 2012 and December 31, 2011, the Company recognized no interest and penalties. The Company is no longer subject to U.S. federal or Idaho State tax authority examinations for tax years before 2009.

NOTE 9. Common and Preferred Stock

Common Stock:

No cash or stock dividends on common stock were declared during the six-month periods ended June 30, 2012 and 2011.

Preferred Stock:

On February 14, 2009, as part of the Capital Purchase Program of the U.S. Department of the Treasury (Treasury), the Company entered into a Letter Agreement incorporating an attached Securities Purchase Agreement Standard Terms (collectively, the Purchase Agreement) with the Treasury. Under the Purchase Agreement, the Company agreed to issue and sell to the Treasury (1) 10,500 shares of the Company s Fixed Rate Cumulative Perpetual Preferred Stock, Series A (the Series A Preferred Stock), having no par value per share, and (2) a warrant (the Warrant) to purchase 525 shares of the Company s Fixed Rate Cumulative Perpetual Preferred Stock, Series B (the Series B Preferred Stock), having no par value per share, for an aggregate purchase price of $10.5 million. The Treasury immediately exercised the Warrant.

The Series A Preferred Stock pays cumulative dividends at a rate of 5% per annum for the first five years and 9% per annum thereafter. The Series B Preferred Stock pays a cumulative dividend of 9% per year. The Company may, at its option, redeem the Series A Preferred Stock and the Series B Preferred Stock (together, the Preferred Stock) at the issue price, plus accrued and unpaid dividends. The Preferred Stock is generally non-voting and qualifies as Tier 1 capital.

As a result of the Company s participation in the Capital Purchase Program, the Company is restricted from paying any dividend on its common stock unless all accrued and unpaid dividends are paid in full on the Preferred Stock. During the three year period beginning February 13, 2009, payment of dividends on common stock by the Company were not permitted to exceed the last annual cash dividend of $0.20 per share. Prior consent of the Treasury is required from February 13, 2012 until February 13, 2019, for any annual increase of 3% or more in aggregate common dividends per share. After February 13, 2019, the Company will be prohibited from paying any common dividends or repurchasing any equity securities or trust preferred securities until all of the Preferred Stock has been redeemed in whole or the Treasury has transferred all of the Preferred Stock to third parties.

During each of the six-month periods ended June 30, 2012 and 2011, the Company declared preferred stock dividends totaling $286 thousand. Subsequent to the payment made on February 16, 2010, the Company began deferring payment of dividends on its

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preferred stock but continues to accrue the liability for the dividends. As of June 30, 2012 and December 31, 2011, accrued and unpaid dividends totaled $1.4 million and $1.1 million, respectively.

NOTE 10. Fair Values

Fair Value Hierarchy:

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in the principal or most advantageous market for an asset or liability in an orderly transaction between market participants at the measurement date. GAAP established a fair value hierarchy that prioritizes the use of inputs used in valuation methodologies into the following three levels:

Level 1: Inputs to the valuation methodology are quoted prices, unadjusted, for identical assets or liabilities in active markets. A quoted price in an active market provides the most reliable evidence of fair value and shall be used to measure fair value whenever available. A contractually binding sales price also provides reliable evidence of fair value.

Level 2: Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets; inputs to the valuation methodology include quoted prices for identical or similar assets or liabilities in markets that are not active; or inputs to the valuation methodology that utilize model-based techniques for which all significant assumptions are observable in the market.

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement; inputs to the valuation methodology that utilize model-based techniques for which significant assumptions are not observable in the market; or inputs to the valuation methodology that requires significant management judgment or estimation, some of which may be internally developed.

Management maximizes the use of observable inputs and minimizes the use of unobservable inputs when determining fair value measurements. Management reviews and updates the fair value hierarchy classifications of the Company s assets and liabilities on a quarterly basis.

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

The following table presents the Company s financial instruments measured at fair value on a recurring basis:

	June 30, 2012			
	Level 1	Level 2	Level 3	Total
	($ in thousands)			
Securities available for sale:				
U.S. government agency securities	$ 0	$ 3,682	$ 0	$ 3,682
State and municipal securities	0	27,408	0	27,408
Corporate debt obligations	0	11,667	0	11,667
SBA guaranteed loan pools	0	12,026	0	12,026
Mortgage backed securities	0	5,775	0	5,775
Collateralized mortgage obligations	0	13,678	0	13,678
Other	0	1,920	0	1,920

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	December 31, 2011			
	Level 1	Level 2	Level 3	Total
	($ in thousands)			
Securities available for sale:				
U.S. government agency securities	$ 0	$ 6,802	$ 0	$ 6,802
State and municipal securities	0	25,054	0	25,054
Corporate debt obligations	0	11,751	0	11,751
SBA guaranteed loan pools	0	8,950	0	8,950
Mortgage backed securities	0	4,397	0	4,397
Collateralized mortgage obligations	0	9,296	0	9,296

Fair values of investment securities available-for-sale were primarily measured using information from a third-party pricing service. This service provides pricing information by utilizing evaluated pricing models supported with market data information. Standard inputs include benchmark yields, reported trades, broker/dealer quotes, issuer spreads, two-sided markets, benchmark securities, bids, offers, and reference data from market research publications. Fair values were estimated primarily by obtaining quoted prices for similar assets in active markets or through the use of pricing models. In cases where there may be limited or less transparent information provided by the Company s third-party pricing service, fair value may be estimated by the use of secondary pricing services or through the use of non-binding third-party broker quotes.

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

Certain financial instruments are measured at fair value on a nonrecurring basis. Adjustments to fair value generally result from the application of lower-of-cost-or-market accounting or write-downs of individual assets due to impairment. The following table presents the Company s financial instruments measured at fair value on a nonrecurring basis:

	June 30, 2012			
	Level 1	Level 2	Level 3	Total
	($ in thousands)			
Impaired loans	$ 0	$ 0	$ 3,502	$ 3,502
Foreclosed real estate	0	0	4,557	4,557

	December 31, 2011			
	Level 1	Level 2	Level 3	Total
	($ in thousands)			
Impaired loans	$ 0	$ 0	$ 13,460	$ 13,460
Foreclosed real estate	0	0	4,459	4,459

Losses resulting from nonrecurring fair value adjustments were as follows:

	Six months ended June 30,	
	2012	2011
	($ in thousands)	
Impaired loans	$ 1,307	$ 1,915
Foreclosed real estate	470	83

Impaired loans: The loan amount above represents impaired, collateral dependent loans held by the Bank at the balance sheet date that have been adjusted to fair value. When collateral dependent loans are identified as impaired, the impairment is measured using

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the current fair value of the collateral securing these loans, less selling costs. The fair value of real estate collateral is determined using independent appraisals. The fair value of business equipment, inventory and accounts receivable collateral is typically based on the net book value on the business financial statements, but in some cases, an appraisal is obtained for equipment and inventory. Appraised and reported values are discounted based on management s review and analysis, which may include historical knowledge, changes in market conditions, estimated selling and other anticipated costs, and/or expertise and knowledge of the client and the client s business. The loss represents charge-offs or impairments on collateral dependent loans for adjustments made based on the fair value of the collateral.

Foreclosed real estate: The amount shown above represents impaired real estate properties that have been adjusted to fair value, which is typically determined using an independent appraisal. At the time of foreclosure, these assets are measured and recorded at the lower of carrying amount of the loan or fair value less costs to sell, which becomes the property s new basis. Any write-downs based on the asset s fair value at the date of acquisition are charged to the allowance for loan losses. After foreclosure, management periodically re-assesses the value so that the property is carried at the lower of its new cost basis or fair value, net of estimated costs to sell. Appraised values may be discounted based on management s review and analysis, which may include historical knowledge, changes in market conditions, estimated selling and other anticipated costs, and/or expertise and knowledge of the client and the client s business. Fair value adjustments on foreclosed real estate are recognized in the consolidated statements of operations. Losses from nonrecurring valuations represent impairments on foreclosed real estate made based on the fair value of the property.

Disclosures about Fair Value of Financial Instruments:

The following table presents the carrying amount, fair value, and placement in the fair value hierarchy of the Company s financial instruments as of June 30, 2012 and December 31, 2011.

	June 30, 2012				
			Fair Value Measurements		
	Carrying Amount	Fair Value	Level 1	Level 2	Level 3
			($ in thousands)		
Financial Instruments Assets:					
Cash and cash equivalents	$ 29,039	$ 29,039	$ 29,039	$ 0	$ 0
Loans receivable, net	250,613	253,508	0	0	253,508
Loans held for sale	3,007	3,007	0	3,007	0
Financial Instruments Liabilities:					
Deposits	334,319	335,406	243,527	0	91,879
Borrowed funds	12,315	10,386	0	10,386	0

	December 31, 2011				
			Fair Value Measurements		
	Carrying Amount	Fair Value	Level 1	Level 2	Level 3
			($ in thousands)		
Financial Instruments Assets:					
Cash and cash equivalents	$ 27,285	$ 27,285	$ 27,285	$ 0	$ 0
Loans receivable, net	258,586	262,237	0	0	262,237
Loans held for sale	2,728	2,728	0	2,728	0
Financial Instruments Liabilities:					
Deposits	332,134	333,404	233,693	0	99,711
Borrowed funds	13,207	11,221	0	11,221	0

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The following methods and assumptions were used to estimate the fair value of each class of financial instruments for which is it practicable to estimate that value:

Cash and cash equivalents: The carrying value approximates fair value because of the short maturity of these investments.

Loans: Fair values are estimated for portfolios of loans with similar financial characteristics. Loans are segregated by type such as real estate, commercial and industrial, and consumer. Each loan category is further segmented into fixed and adjustable rate interest terms. The fair values for fixed-rate loans are estimated by discounting the future cash flows using the current rates at which similar loans would be made to borrowers with similar credit ratings and for the same remaining maturities. Expected future cash flows were projected based on contractual cash flows, adjusted for estimated prepayments. For variable rate loans that re-price frequently and have no significant change in credit risk, fair values are based on carrying values.

Loans held for sale: The carrying value approximates fair value because of the short maturity of these instruments.

Deposits: The fair value of deposits with no stated maturity such as noninterest bearing demand deposits, money market accounts, NOW accounts, and savings accounts is equal to the amount payable on demand at the reporting date, and such deposits are classified as Level 2 instruments. The fair value of fixed-maturity time deposits is 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. Time deposits are classified ast Level 3 instruments.

Borrowed funds: The fair values of term debt, junior subordinated debentures, and capital lease obligations are estimated using the discounted value of contractual cash flow using the Company s current incremental borrowing rate for similar types of borrowing arrangements.

Off-balance sheet instruments: Fair values for off-balance sheet lending commitments are based on fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the counterparties credit standings. The fair value of these commitments were not significant as of June 30, 2012 and December 31, 2011.

Amounts could be transferred between levels if the inputs used for valuation change and become more or less observable. The Company s policy is to recognize transfers in and transfers out as of the actual date of the event or change in circumstances that caused the transfer. There were no transfers between levels during the periods ended June 30, 2012 and December 31, 2011.

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

Northwest Bancorporation, Inc. (the Company) is a bank holding company headquartered in Spokane, Washington, and was incorporated in 1991 under the laws of the State of Washington. The Company s wholly-owned subsidiary, Inland Northwest Bank (the Bank), is a Washington state-chartered bank, through which substantially all business is conducted. The Bank offers a broad range of banking services to businesses and consumers throughout Spokane County, Washington, and Kootenai County, Idaho.

Forward-Looking Statements

From time to time, the Company and its senior managers have made and will make forward-looking statements that are not historical facts and that are intended to be covered by the safe harbor for forward-looking statements provided by the Private Securities Litigation Reform Act of 1995. These forward-looking statements may include, but are not limited to, statements about the Company s plans, objectives, expectations, strategies and intentions and other statements contained in this report that are not historical facts and pertain to the Company s future operating results and capital position. When used in this report, the words expects, anticipates, intends, plans, believes, seeks, estimates and simi expressions are generally intended to identify forward-looking statements. Management may make forward-looking statements regarding projected sources of funds, use of proceeds, availability of acquisition and growth opportunities, ability to repay government funds, payment of dividends, adequacy of the Company s allowance for loan losses and provision for loan losses, the Company s real estate portfolio and subsequent charge-offs. Such statements may be contained in this report and in other documents that the Company files with the SEC. Such statements may also be made by the Company and its senior managers in oral or written presentations to analysts, investors, the media and others.

Actual results may differ materially from the results discussed in these forward-looking statements, because such statements are inherently subject to significant assumptions, risks and uncertainties, many of which are difficult to predict and are generally beyond the Company s control. These include but are not limited to:

- the rate of inflation, interest rate levels and market and monetary fluctuations;
- trade, monetary and fiscal policies and laws, including interest rate policies of the federal government;
- applicable laws and regulations and legislative or regulatory changes;
- the timely development and acceptance of new products and services of the Company;
- the willingness of customers to substitute competitors products and services for the Company s products and services;
- the financial condition of the Company s borrowers and lenders;
- the Company s success in gaining regulatory approvals, when required;
- technological and management changes;
- growth and acquisition strategies;
- the Company s critical accounting policies and the implementation of such policies;

lower-than-expected revenue or cost savings or other issues in connection with mergers and acquisitions;

changes in consumer spending and saving habits;

the strength of the United States economy in general and the strength of the local economies in which the Company conducts its operations; and

the Company s success at managing the risks involved in the foregoing.

Other factors that could cause actual conditions, events or results to differ significantly from those described in the forward-looking statements may be found under the headings Risk Factors and Management s Discussion and Analysis of Financial Condition

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and Results of Operations in the Company s annual report on Form 10-K, as updated regularly in the Company s filings with the SEC. Unless legally required, the Company disclaims any obligation to update any forward-looking statements. You should consider any forward-looking statements in light of this explanation, and we caution you about relying on forward-looking statements.

Management s Discussion and Analysis of Financial Condition and Results of Operations should be read in conjunction with the Consolidated Financial Statements and Notes presented elsewhere in this report and in the Company s annual report on Form 10-K for the year ended December 31, 2011.

Summary of Critical Accounting Policies

The SEC defines critical accounting policies as those that require the application of management s most difficult, subjective, or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain and may change in future periods. The accounting policies that the Company s management have identified as critical to understanding the Company s financial statements and operating results are described in Note 1 of the Notes to Consolidated Financial Statements in the Company s annual report on Form 10-K for the year ended December 31, 2011. There have been no significant changes in our application of accounting policies since December 31, 2011.

Financial Highlights

The table below summarizes the Company s financial performance for the three-month and six-month periods ended June 30, 2012 and 2011:

	Three months ended June 30,			Six months ended June 30,		
	2012	2011	% Change	2012	2011	% Change
	($ in thousands, except per share data)					
Results of Operations:						
Interest income	$ 4,311	$ 4,803	-10.2%	$ 8,694	$ 10,069	-13.7%
Interest expense	703	1,079	-34.8%	1,484	2,245	-33.9%
Net interest income	3,608	3,724	-3.1%	7,210	7,824	-7.8%
Provision for loan losses	400	1,531	-73.9%	1,000	2,362	-57.7%
Net interest income after provision for loan losses	3,208	2,193	46.3%	6,210	5,462	13.7%
Noninterest income	1,395	904	54.3%	2,498	1,714	45.7%
Noninterest expense	4,255	3,577	19.0%	7,913	6,856	15.4%
Income before income taxes	348	(480)	172.5%	795	320	148.4%
Income tax expense	59	(231)	125.5%	181	(31)	683.9%
Net income	289	(249)	216.1%	614	351	74.9%
Preferred stock dividends and discount accretion, net	169	169	0.0%	338	339	-0.3%
Net income applicable to common shares	$ 120	$ (418)	128.7%	$ 276	$ 12	2200.0%
Per Common Share Data:						
Basic earnings	$ 0.04	$ (0.14)		$ 0.09	$ 0.00	
Diluted earnings	$ 0.04	$ (0.14)		$ 0.09	$ 0.00	
Book value	$ 8.56	$ 8.57		$ 8.56	$ 8.57	
Selected Ratios:						
Return on average assets	0.12%	-0.43%		0.14%	0.01%	
Return on average equity	1.30%	-4.55%		1.50%	0.07%	
Net interest margin	4.06%	4.21%		4.08%	4.39%	
Efficiency ratio	85.05%	77.29%		81.51%	71.88%	

Noninterest income to average assets	1.43%	0.93%	1.29%	0.87%
Noninterest expense to average assets	4.35%	3.66%	4.07%	3.49%
Ending shareholders equity to average assets	9.51%	9.51%	9.58%	9.45%
Nonperforming loans to gross loans	4.26%	4.08%	4.26%	4.08%
Allowance for loan losses to gross loans	2.52%	2.64%	2.52%	2.64%

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Results of Operations

Earnings

The Company reported net income applicable to common shares of $120 thousand for the three months ended June 30, 2012, compared to a net loss applicable to common shares of $418 thousand for the comparable period in 2011. The second quarter profit resulted in net income applicable to common shares of $276 thousand for the first six months of 2012, compared to net income applicable to common shares of $12 thousand for the first six months of 2011. Compared to the second quarter of 2011, operating results improved during 2012 due to lower provision for loan losses, lower interest expense and higher noninterest income. These improvements in operating results were partially offset by a reduction in interest income and increased noninterest expense.

The return on average assets was 0.12% and -0.43% for the three-month periods ended June 30, 2012 and 2011, and 0.14% and 0.01% for the six-month periods ending on the same dates, respectively. The return on average equity was 1.30% and -4.55% for the three-month periods ended June 30, 2012 and 2011, and 1.50% and 0.07% for the six-month periods ending on the same dates, respectively.

Net Interest Income

The principal component of the Company s earnings is its net interest income. Net interest income is the difference between the income earned on assets and the interest paid on deposits and on borrowings used to support such assets. Net interest income is determined by the yields earned on the Company s interest earning assets and the rates paid on its interest bearing liabilities, the relative amounts of interest earning assets and interest bearing liabilities, and the degree of mismatch and the maturity and re-pricing characteristics of its interest earning assets and interest bearing liabilities. The Company s net interest rate spread is determined based upon the total interest earning assets yield less the total interest bearing liabilities rate.

Average Balances, Rates, and Interest Income and Expenses. The tables below set forth certain information related to the Company s average balance sheet and its average yields on assets and average costs of liabilities. Such yields are derived by dividing annualized income or expense by the average balance of the corresponding assets or liabilities.

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The following table presents an analysis of the net interest income and net interest margin for the three months ended June 30, 2012 and 2011:

	Three months ended June 30,					
	2012			2011		
	Average Balance	Interest Income or Expense(1)	Average Yield or Rate	Average Balance	Interest Income or Expense(1)	Average Yield or Rate
	($ in thousands)					
ASSETS						
Loans receivable, gross(2)(3)	$ 269,360	$ 3,757	5.58%	$ 277,777	$ 4,213	6.07%
Investment securities	76,799	545	2.84%	69,356	587	3.39%
FHLB stock	1,261	0	0.00%	1,261	0	0.00%
Federal funds sold and interest bearing deposits	8,220	9	0.44%	5,420	3	0.22%
Total interest earning assets	355,640	4,311	4.85%	353,814	4,803	5.43%
Noninterest earning assets	35,896			36,743		
Total assets	$ 391,536			$ 390,557		
LIABILITIES AND SHAREHOLDERS EQUITY						
Money market accounts	46,287	38	0.33%	41,479	63	0.61%
NOW accounts	65,835	143	0.87%	57,527	277	1.93%
Savings accounts	58,120	52	0.36%	53,673	99	0.74%
Time deposits	91,894	374	1.63%	118,934	562	1.89%
Total interest bearing deposits	262,136	607	0.93%	271,613	1,001	1.47%
Securities sold under repurchase agreements	0	0	0.00%	1	0	0.00%
Borrowed funds	7,495	67	3.58%	5,245	50	3.81%
Junior subordinated debentures	5,155	29	2.25%	5,155	28	2.17%
Total borrowed funds	12,650	96	3.04%	10,401	78	3.00%
Total interest bearing liabilities	274,786	703	1.02%	282,014	1,079	1.53%
Noninterest bearing deposits	75,909			68,633		
Other noninterest bearing liabilities	3,917			3,152		
Shareholders equity	36,924			36,758		
Total liabilities and shareholders equity	$ 391,536			$ 390,557		
Net interest income		$ 3,608			$ 3,724	
Net interest spread			3.83%			3.90%
Net interest income to average earning assets (margin)			4.06%			4.21%

Comments:

(1) There are no tax equivalency adjustments.
(2) Nonaccrual loans are included in average loan balances.
(3) Loan fee income in the amount of $56 thousand and $107 thousand is included in loan interest income for 2012 and 2011, respectively.

During the three months ended June 30, 2012 and 2011, net interest income was $3.6 million and $3.7 million, respectively. This decrease in net interest income of $116 thousand, or 3.1%, resulted from interest income declining at a faster rate than interest expense as well as from decreases in, and changes in the mix of, average interest earning assets and interest bearing liabilities. The net interest margin declined 15 basis points to 4.06% from 4.21% for the three-month periods ending June 30, 2012 and 2011, respectively.

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The following table presents an analysis of the net interest income and net interest margin for the six months ended June 30, 2012 and 2011:

	Six months ended June 30,					
	2012			2011		
	Average Balance	Interest Income or Expense(1)	Average Yield or Rate	Average Balance	Interest Income or Expense(1)	Average Yield or Rate
	($ in thousands)					
ASSETS						
Loans receivable, gross(2)(3)	$ 269,647	$ 7,591	5.63%	$ 280,537	$ 8,883	6.33%
Investment securities	74,005	1,088	2.94%	69,611	1,180	3.39%
FHLB stock	1,261	0	0.00%	1,261	0	0.00%
Federal funds sold and interest bearing deposits	8,092	15	0.37%	5,052	6	0.24%
Total interest earning assets	353,005	8,694	4.93%	356,461	10,069	5.65%
Noninterest earning assets	35,768			36,958		
Total assets	$ 388,773			$ 393,419		
LIABILITIES AND SHAREHOLDERS EQUITY						
Money market accounts	44,171	72	0.33%	41,739	133	0.64%
NOW accounts	67,037	321	0.96%	58,463	591	2.02%
Savings accounts	59,020	118	0.40%	51,492	185	0.72%
Time deposits	93,495	777	1.66%	122,570	1,188	1.94%
Total interest bearing deposits	263,723	1,288	0.98%	274,264	2,097	1.53%
Securities sold under repurchase agreements	0	0	0.00%	26	0	0.00%
Borrowed funds	7,770	139	3.58%	4,510	94	4.17%
Junior subordinated debentures	5,155	57	2.21%	5,155	54	2.10%
Total borrowed funds	12,925	196	3.03%	9,691	148	3.05%
Total interest bearing liabilities	276,648	1,484	1.07%	283,955	2,245	1.58%
Noninterest bearing deposits	71,627			70,133		
Other noninterest bearing liabilities	3,749			2,930		
Shareholders equity	36,749			36,401		
Total liabilities and shareholders equity	$ 388,773			$ 393,419		
Net interest income		$ 7,210			$ 7,824	
Net interest spread			3.86%			4.07%
Net interest income to average earning assets (margin)			4.08%			4.39%

Comments:

(1) There are no tax equivalency adjustments.
(2) Nonaccrual loans and loans held for sale are included in average loan balances.
(3) Loan fee income in the amount of $102 thousand and $225 thousand is included in loan interest income for 2012 and 2011, respectively.

During the six months ended June 30, 2012 and 2011, net interest income was $7.2 million and $7.8 million, respectively. This decrease in net interest income of $614 thousand, or 7.8%, resulted from interest income declining at a faster rate than interest expense as well as from decreases in, and changes in the mix of, average interest earning assets and interest bearing liabilities. The net interest margin declined 31 basis points to 4.08% from 4.39% for the six-month periods ending June 30, 2012 and 2011, respectively.

Interest income for the six months ended June 30, 2012 was $8.7 million, representing a decrease of $1.4 million, or 13.7%, compared to the same period in 2011. The decrease in interest income is related to decreases in yields on loans and investments, a reduction in average loans outstanding, and a change in the mix of interest earning assets. Loans, the highest yielding component of earning assets, represented 76.4% of average earning assets during the first six months of 2012, compared to 78.7% during the first six months of 2011. The average yield on loans fell 70 basis points to 5.63% for the first six months of 2012 from 6.33% for the comparable period in 2011. The reduction in loan yield combined with a $10.9 million, or 3.9%, decrease in average loan balances resulted in interest income on loans decreasing $1.3 million, or 14.5%. Average investment securities increased $4.4 million, or 6.3%, from June 30, 2011 to June 30, 2012. The yield on securities decreased 45 basis points from 3.39% for the six months ended June 30, 2011, to 2.94% for the comparable period in 2012. The increase in investment securities combined with the decrease in yield on securities resulted in a reduction in investment income of $92 thousand, or 7.8%.

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Interest expense for the six months ended June 30, 2012, was $1.5 million, representing a decrease of $761 thousand, or 33.9%, compared to $2.2 million for the same period in 2011. This improvement in interest expense was impacted by reductions in time deposit balances as well as reductions in rates paid on all interest bearing deposits and borrowed funds, and was partially offset by increased balances in non-maturity deposit accounts and borrowed funds. Overall, the average cost of interest bearing deposits improved 55 basis points from 1.53% for the six months ended June 30, 2011, to 0.98% for the comparable period in 2012.

Rate/Volume Analysis. The following table sets forth the effects of changing rates and volumes on net interest income. The rate column shows the effects attributable to changes in rate (changes in rate multiplied by prior volume). The volume column shows the effects attributable to changes in volume (changes in volume multiplied by prior rate). The rate/volume column shows the effects attributable to changes in both rate and volume (changes in rate multiplied by changes in volume).

	Three months ended June 30 2012 over 2011 Increase (Decrease) Due to Changes in				Six months ended June 30 2012 over 2011 Increase (Decrease) Due to Changes in			
	Volume	Rate	Rate/ Volume	Total	Volume	Rate	Rate/ Volume	Total
				($ in thousands)				
Interest income:								
Loans receivable	$ (128)	$ (340)	$ 12	$ (456)	$ (345)	$ (982)	$ 35	$ (1,292)
Investment securities	63	(95)	(10)	(42)	74	(157)	(9)	(92)
Fed funds sold and interest bearing deposits	2	3	1	6	4	3	2	9
Total interest income	(63)	(432)	3	(492)	(267)	(1,136)	28	(1,375)
Interest expense:								
Money market accounts	7	(29)	(3)	(25)	8	(65)	(4)	(61)
NOW accounts	40	(152)	(22)	(134)	87	(310)	(47)	(270)
Savings accounts	8	(51)	(4)	(47)	27	(82)	(12)	(67)
Time deposits	(128)	(77)	17	(188)	(282)	(172)	43	(411)
Borrowed funds	21	(3)	(1)	17	68	(13)	(10)	45
Junior subordinated debentures	0	1	0	1	0	3	0	3
Total interest expense	(52)	(311)	(13)	(376)	(92)	(639)	(30)	(761)
Net interest income	$ (11)	$ (121)	$ 16	$ (116)	$ (175)	$ (497)	$ 58	$ (614)

The year over year decreases in interest income were primarily attributable to decreases in yields on loans and investments and changes in the mix of interest earning assets with loan volume down and investment volume up. The decreases in interest income were partially offset by reductions in rates paid on interest bearing deposits and decreases in time deposit balances.

Interest Rate Risk. The Bank seeks to reduce fluctuations in its net interest margin and to optimize net interest income with acceptable levels of risk through periods of changing interest rates. The Bank s interest rate sensitivity is monitored by its Asset and Liability Committee (ALCO) on an ongoing basis. The ALCO establishes risk measures, limits and policy guidelines for managing the amount of interest rate risk and its effect on net interest income and capital. An earnings simulation model is used as a quantitative tool to measure the impact of changing interest rates on net interest income. The model quantifies the effects of various interest rate scenarios on projected net interest income over the next 12 months and uses various assumptions regarding the maturity and re-pricing characteristics of interest bearing assets and liabilities, as well as the relative sensitivities of these balance sheet components. The model assumes instantaneous and uniform changes in market interest rates at the earliest re-pricing opportunity. Notwithstanding the Bank s interest rate risk management activities, the potential for changing interest rates is an uncertainty that can have an adverse effect on net income.

At June 30, 2012, the simulation model projected that immediate rate increases of 100, 200 and 300 basis points would result in decreases to net interest income of 2.4%, 3.2% and 4.3%, respectively, relative to the base case, over the next 12 months. Conversely, the simulation model projected that an immediate rate decrease of 25 basis points would result in an increase to net interest income of 1.1% relative to the base case, over the next 12 months. The likelihood of a decrease in interest rates beyond 25 basis points as of June 30, 2012, was considered remote given prevailing interest rate levels.

Computation of the prospective effect of hypothetical interest rate changes is based on a number of assumptions and results could vary significantly if different assumptions were used. The assumptions relied upon in making these calculations include the level of market interest rates, the shape of the yield curve, the degree to which certain assets and liabilities with similar maturities or periods to re-pricing react to changes in market interest rates, the degree to which non-maturity deposits react to changes in market rates, expected prepayment rates, the degree to which early withdrawals occur on time deposits and the volume of other deposit flows. In addition, the analysis does not reflect future actions that the Bank s ALCO might take in responding to or anticipating changes in interest rates. Accordingly, although the above table provides an indication of the Bank s sensitivity to interest rate changes at a point in time, these estimates are not intended to, and do not provide, a precise forecast of the effect of changes in market interest rates on the Bank s net interest income.

Provision for Loan Losses

The provision for loan losses represents an expense against income that allows the Bank to establish an appropriate allowance for loan losses. Charges to the provision for loan losses result from management s ongoing analysis of probable losses in the loan portfolio. The provision for loan losses during the three months ended June 30, 2012 was $400 thousand, which is a decrease of $1.1 million, or 73.9%, from the $1.5 million added to the provision for the same period in 2011. The provision for loan losses during the six months ended June 30, 2012 was $1.0 million, which is a decrease of $1.4 million, or 57.7%, from the $2.4 million added to the provision for the same period in 2011. The lower provision for loan losses is attributable to a $17.7 million decline in loans receivable and improved credit quality of the loan portfolio. The provision for loan losses as an annualized percentage of average outstanding loans was 0.74% and 1.68% for the six months ended June 30, 2012 and 2011, respectively. See Allowance for Loan Losses caption below for further analysis of the provision for loan losses and net charge-offs.

Noninterest Income

Noninterest income for the three months ended June 30, 2012, was $1.4 million, an increase of $491 thousand, or 54.3%, from the same period in 2011. Noninterest income for the six months ended June 30, 2012, was $2.5 million, an increase of $784 thousand, or 45.7%, from the same period in 2011. Service charge income on deposits declined $71 thousand, or 9.8%, year over year as a result of reduced income from overdraft and nonsufficient funds fees collected under the Bank s overdraft privilege program. Net gains from the sale of loans improved $383 thousand, or 123.5%, year over year due to an increase in the volume of homeowners refinancing their existing mortgages and purchasing new homes, which is partially attributable to the Bank hiring two additional mortgage loan officers. Net gains on investment securities were $99 thousand for the quarter ended June 30, 2012, compared to $33 thousand for the quarter ended June 30, 2011. Net gains on investment securities were $119 thousand for the six months ended June 30, 2012, compared to $33 for the six months ended June 30, 2011. Other noninterest income increased $386 thousand, or 59.6%, year over year. This increase is primarily attributable to higher income generated from foreclosed real estate properties totaling $289 thousand in addition to higher debit and credit card income of $84 thousand.

Noninterest Expense

Noninterest expense for the three months ended June 30, 2012, was $4.3 million, an increase of $678 thousand, or 19.0%, from the same period in 2011. Noninterest expense for the six months ended June 30, 2012, was $7.9 million, an increase of $1.1 million, or 15.4%, from the same period in 2011.

Salaries and employee benefits increased $197 thousand, or 5.9%, year over year. This increase is primarily attributable to higher commissions related to increased mortgage loan income and general salary and benefit cost increases. Full-time employee equivalents (FTEs) declined from 114 FTEs as of June 30, 2011, to 112 FTEs as of June 30, 2012. The FTEs decreases were near the end of the quarter, so related savings are not expected to be fully realized until the third quarter. Salary and benefit increases were partially offset by an increase of $138 thousand in loan origination fee salary credits.

Net losses on foreclosed real estate were $470 thousand for the three months ended June 30, 2012, compared to a net loss of $112 thousand for the comparable period in 2011. Net losses on foreclosed real estate were $470 thousand for the six months ended June 30, 2012, compared to a net loss of $83 thousand for the comparable period in 2011.

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FDIC assessments decreased $77 thousand, or 23.9%, year over year. This reduction in assessments was a result of the FDIC changing its assessment method from a deposit-based assessment to an asset-based assessment in April 2011, the FDIC s discontinuance of its Transaction Account Guarantee Program premium in January 2011, and the Bank s average assets decreasing $4.6 million.

Other noninterest expense for the three months ended June 30, 2012, were $1.2 million, an increase of $201 thousand, or 20.8%, from the same period in 2011. Other noninterest expense for the six months ended June 30, 2012, were $2.2 million, an increase of $541 thousand, or 31.9%, from the same period in 2011. Significant year over year cost increases in other noninterest expense included: costs related to maintaining or selling foreclosed real estate or for properties securing nonperforming loans, which increased $232 thousand; software costs, which increased $86 thousand; other noninterest loan and deposit account costs, which increased $65 thousand; director compensation and other costs, which increased $40 thousand; appraisal costs related to new and existing loans, which increased $37 thousand; stationery and supplies costs, which increased $20 thousand; and sundry losses, which increased $15 thousand.

Income Taxes

For the quarter ended June 30, 2012, the Company recorded income tax expense of $59 thousand compared to an income tax benefit of $231 thousand for the same period in 2011. For the six months ended June 30, 2012, the Company recorded income tax expense of $181 thousand compared to an income tax benefit of $31 thousand for the same period in 2011.

The Company s normal, expected statutory income tax rate is 36.1%, representing a blend of the statutory federal income tax rate of 34.0% and apportioned effects of the Idaho income tax rate of 7.6%. The ratio of tax expense (benefit) to the net income before tax (referred to as the effective tax rate) differs from statutory tax rates due to permanent differences arising primarily from nontaxable interest income on state and municipal securities and nontaxable increases in the value of bank owned life insurance. The differences between tax expense (benefit) at the statutory rates and actual tax expense (benefit) were as follows for the periods indicated:

	Six months ended June 30,	
	2012	2011
	($ in thousands)	
Federal income tax expense at statutory rate	$ 258	$ 98
Effect of tax-exempt interest income	(121)	(128)
Effect of nondeductible interest expense	5	7
Effect of other nondeductible expenses	7	6
Effect of state income tax expense	17	2
Other	15	(16)
Income tax expense	$ 181	$ (31)

Financial Condition

Securities

As of June 30, 2012, the Bank had $76.2 million of investment securities, which is an increase of $9.9 million, or 15.0%, from December 31, 2011. Activity in the securities portfolio during the six months ended June 30, 2012, included $20.5 million in

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purchases, $5.3 million in called and matured securities, $3.9 million in securities sold, paydowns of $1.8 million, and amortization of net purchase price premiums of $446 thousand. As of June 30, 2012, the securities portfolio included a net unrealized gain of $2.6 million, an increase of $723 thousand from December 31, 2011. With the exception of corporate bonds with a fair value of $11.7 million, all securities at June 30, 2012, are fully insured by or are obligations of either U.S. government agencies or government-sponsored enterprises or state or municipal governments.

Loans

The following table presents the composition of the loan portfolio by type and by interest rate structure for the periods indicated:

	June 30, 2012		December 31, 2011	
	Amount	%	Amount	%
	($ in thousands)			
Real estate:				
Commercial	$ 138,809	53.9%	$ 142,465	53.6%
Construction and land development	28,753	11.2%	31,381	11.8%
Residential	28,847	11.2%	32,180	12.1%
Commercial and industrial	54,016	21.0%	53,224	20.0%
Consumer	6,973	2.7%	6,553	2.5%
	$ 257,398	100.0%	$ 265,803	100.0%
Fixed rate loans	$ 97,871	38%	$ 97,629	37%
Variable rate loans	159,527	62%	168,174	63%
	$ 257,398	100%	$ 265,803	100%

At June 30, 2012, the Bank reported $257.4 million in gross loans, a decrease of $8.4 million, or 3.2%, compared to December 31, 2011. Total real estate loans decreased $9.6 million, or 4.7%. Included in total real estate loans is commercial real estate loans, which decreased $3.7 million, or 2.6%, construction and land development loans, which decreased $2.6 million, or 8.4%, and residential real estate loans, which decreased $3.3 million, or 10.4%. Commercial and industrial loans increased $792 thousand, or 1.5%. The Bank has experienced weak loan demand in 2011 and 2012 despite efforts to pursue lending relationships with creditworthy customers in our market place. Loan demand has been adversely influenced by economic forces that have disrupted local and national economies. Specifically, real estate and related activities have slowed significantly, local unemployment rates remain very high, and real estate and other asset prices have declined appreciably.

Nonperforming assets include nonaccrual loans, loans that are 90 or more days past due, and foreclosed real estate. The following table shows a summary of nonperforming assets:

	June 30, 2012	December 31, 2011
	($ in thousands)	
Nonaccrual loans:		
Commercial real estate	$ 6,250	$ 3,870
Construction and land development	3,692	3,953
Residential real estate	968	1,758
Commercial and industrial	34	50
Consumer	19	43
Loans past due 90 days or more and accruing interest	0	0
Total nonperforming loans	10,963	9,674
Foreclosed real estate	4,557	4,459

Total nonperforming assets	$ 15,520	$ 14,133

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At June 30, 2012, nonperforming assets were $15.5 million, representing an increase of $1.4 million, or 9.8%, from December 31, 2011. Nonperforming assets as a percentage of total assets were 4.0% as of June 30, 2012, and 3.7% as of December 31, 2011.

Loans are generally placed on nonaccrual status when full payment of principal and interest is not reasonably expected, or when principal or interest due on the loan is 90 days or more past due. A rare exception to the 90-day nonaccrual policy may be allowed if the loan is both well secured and in the process of collection. When loans are placed on nonaccrual status, future interest accruals are discontinued and all unpaid accrued interest is reversed against interest income. Loans may be returned to accrual status when all principal and interest amounts contractually due are brought current and future payments are reasonably assured.

At June 30, 2012, the Bank had seventeen nonaccrual loans totaling $11.0 million compared to eighteen nonaccrual loans totaling $9.7 million at December 31, 2011, representing an increase of $1.3 million, or 13.3%. This increase was comprised of $2.4 million in commercial real estate loans and was partially offset by decreases of $261 thousand in construction and land development loans and $790 thousand in residential real estate loans.

All of the Bank s nonaccrual loans are in the process of collection or under some form of a negotiated agreement for repayment of the debt and are supported by liens on collateral that mitigates the risk of loss. Whenever management determines that a collateral position is weak or insufficient to reasonably protect the Bank from loss, the loan balance is written down with a partial charge-off to a level where collateral protection is deemed adequate. If the customer has identifiable sources of repayment and is working on a repayment plan, a partial charge-off may be deferred and the amount of the exposure set aside in a specific reserve.

Ten of the nonaccrual loans totaling $6.3 million, or 57% of total nonaccrual loans, are under a formal workout, forbearance agreement or approved bankruptcy plan. All of these loans include negotiated repayment schedules which are current at this time. As these borrowers perform under the terms of their agreement for a period of at least six months, and if they can establish a reliable source of future repayment, their loans may be considered for return to accrual. In several cases, the repayment plan includes the liquidation of all or a portion of the collateral supporting the loan. In such cases, the loan has also been written down to a balance that management believes can be supported by the collateral value. The remaining nonaccrual loans totaling $4.7 million are either in the process of foreclosure or repossession, are the subject of negotiations for a workout or forbearance agreement, or are in litigation.

Foreclosed real estate represents real property acquired as the result of borrowers defaulting on loans and is recorded at estimated fair value, less estimated selling costs, at the time of foreclosure. Impairments occurring at foreclosure are charged against the allowance for loan losses. Foreclosed properties are appraised as deemed necessary due to market fluctuations or as required by applicable regulations. Impairments for declines in value subsequent to foreclosure are included in other noninterest expense along with other expenses related to maintaining the properties. Foreclosed real estate was $4.6 million at June 30, 2012, representing an increase of $98 thousand, or 2.2%, from the amount reported at December 31, 2011. The largest foreclosed real estate property balances consist of a motel, business park, and undeveloped land located in Clark, Kootenai and Shoshone counties. The remaining foreclosed real estate properties consist of twenty-one residential lots, all in the Bank s primary market area, and an out of state recreational property. Most of the properties are listed for sale under a marketing plan intended to liquidate properties in a responsible and timely manner. Approximately $1.2 million of the foreclosed properties are currently under contract for sale.

Restructured loans, also known as troubled debt restructurings, are those for which, due to a borrower s financial difficulties, the Bank grants a concession in loan terms or conditions that it would not otherwise consider or that would not otherwise be available to the borrower. Restructured loans are included in impaired loans until such time as the restructured loan bears a market rate of interest

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and performs according to the new terms for an acceptable duration, typically one year or longer depending on the circumstances specific to each loan. Restructured loans performing in accordance with their new terms are not included in nonaccrual loans unless there is uncertainty as to the ultimate collection of principal or interest. The following table presents a summary of restructured loans:

	June 30, 2012			December 31, 2011		
	Accruing Restructured Loans	Restructured Loans Included in Nonaccrual Loans	Total	Accruing Restructured Loans	Restructured Loans Included in Nonaccrual Loans	Total
			($ in thousands)			
Real estate:						
Commercial	$ 9,655	$ 1,867	$ 11,522	$ 9,684	$ 1,939	$ 11,623
Construction and land development	0	2,696	2,696	0	2,957	2,957
Residential	0	293	293	0	815	815
Commercial and industrial	521	0	521	535	0	535
Consumer	0	0	0	0	0	0
	$ 10,176	$ 4,856	$ 15,032	$ 10,219	$ 5,711	$ 15,930

Restructured loans decreased from $15.9 million at December 31, 2011, to $15.0 million at June 30, 2012. Many of the restructured loan agreements grant a period of interest-only payments without imposing other significant consequences. The Bank enters into workout agreements with the intention of improving or protecting the Bank s opportunity for successful liquidation of the asset. As of June 30, 2012, four restructured loans were not current with their payments. Any failure of a borrower with a restructured loan to make timely payments according to the terms of their agreement is subject to aggressive collection efforts or legal action and will be placed on nonaccrual if future payment is deemed to be in jeopardy.

Included in total restructured loans are A/B notes totaling $2.1 million as of both June 30, 2012 and December 31, 2011. In A/B note restructurings, the original note is split into two notes where the A note represents the portion of the original loan which allows for an acceptable loan-to-value and debt service coverage and is expected to be collected in full. The B note is fully charged off and represents the portion of the original loan where there is a shortfall in collateral and/or cash flow support. The A/B note balances as of June 30, 2012 and December 31, 2011, are comprised of A note balances only.

Allowance for Loan Losses

The allowance for loan losses is a reserve established through a provision for loan losses charged to expense. The allowance for loan losses represents management s best estimate of probable losses within the existing portfolio of loans. The allowance is necessary to reserve for estimated loan losses and risks inherent in the loan portfolio. The Bank s methodology for establishing the allowance for loan losses is based upon guidance from ASC Topic 310, *Receivables*, and ASC Topic 450, *Contingencies*. Accordingly, the methodology is based on historical loss experience, internal risk grade, specific homogeneous risk pools and specific loss allocations, with adjustments for current events and conditions. The Bank s process for determining the appropriate level of the allowance for loan losses is designed to account for credit deterioration as it occurs. The provision for loan losses reflects not only the necessary increases in the allowance for loan losses related to newly identified classified loans, but it also reflects actions taken related to other loans including, among other things, any necessary increases or decreases in required allowances for specific loans or loan pools. Management s methodology for analyzing probable loan losses is consistent with the methods used as of December 31, 2011, except that the calculation was adjusted for changes in leading indicators such as unemployment and real estate market trends, as well as changes in the weighted average risk rating of loans in the portfolio.

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As of June 30, 2012, the allowance for loan losses was $6.5 million, a decrease of $321 thousand, or 4.7%, from December 31, 2011. The decrease in the allowance for loan losses is principally attributable to net charge-offs exceeding the amount that was provisioned for loan losses during the six months ended June 30, 2012. The allowance for loan losses represented 2.5% and 2.6% of gross loans outstanding as of June 30, 2012 and December 31, 2011, respectively.

The following table provides a summary of activity in the allowance for loan losses during the second quarter of 2012 and 2011:

	Three months ended June 30, 2012				
	Balance, Beginning of Period	Provision for Loan Losses	Charge-offs	Recoveries	Balance, End of Period
			($ in thousands)		
Real estate:					
Commercial	$ 2,936	$ 45	$ (292)	$ 3	$ 2,693
Construction and land development	1,367	(313)	(24)	1	1,031
Residential	1,194	559	(552)	4	1,204
Commercial and industrial	745	365	(366)	14	758
Consumer	111	18	(38)	7	98
Unallocated	984	(274)	0	0	711
	$ 7,337	$ 400	$ (1,272)	$ 29	$ 6,495

	Three months ended June 30, 2011				
	Balance, Beginning of Period	Provision for Loan Losses	Charge-offs	Recoveries	Balance, End of Period
			($ in thousands)		
Real estate:					
Commercial	$ 1,949	$ 1,391	$ 0	$ 0	$ 3,340
Construction and land development	1,066	73	(215)	0	924
Residential	1,366	52	(55)	0	1,363
Commercial and industrial	1,239	(222)	(129)	0	888
Consumer	280	(7)	(47)	1	227
Unallocated	271	244	0	0	515
	$ 6,171	$ 1,531	$ (446)	$ 1	$ 7,257

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The following table provides a summary of activity in the allowance for loan losses during the six months ended June 30, 2012 and 2011:

	Six months ended June 30, 2012				
	Balance, Beginning of Period	Provision for Loan Losses	Charge-offs	Recoveries	Balance, End of Period
	($ in thousands)				
Real estate:					
Commercial	$ 3,135	$ (153)	$ (292)	$ 3	$ 2,693
Construction and land development	1,304	(207)	(69)	3	1,031
Residential	1,274	542	(617)	5	1,204
Commercial and industrial	751	354	(366)	19	758
Consumer	140	(34)	(42)	34	98
Unallocated	212	498	0	0	711
	$ 6,816	$ 1,000	$ (1,386)	$ 64	$ 6,495

	Six months ended June 30, 2011				
	Balance, Beginning of Period	Provision for Loan Losses	Charge-offs	Recoveries	Balance, End of Period
	($ in thousands)				
Real estate:					
Commercial	$ 2,779	$ 1,889	$ (1,328)	$ 0	$ 3,340
Construction and land development	1,341	(90)	(327)	0	924
Residential	1,081	426	(160)	16	1,363
Commercial and industrial	1,162	(104)	(171)	1	888
Consumer	347	(66)	(55)	1	227
Unallocated	208	307	0	0	515
	$ 6,918	$ 2,362	$ (2,041)	$ 18	$ 7,257

Net charge-offs for the first six months of 2012 were $1.3 million compared to net charge-offs of $2.0 million for the first six months of 2011. Annualized net charge-offs were 0.98% and 1.44% of average gross loans for the six months ended June 30, 2012 and 2011, respectively. The majority of charge-offs during the first six months of 2012 and 2011 were due to losses on real estate secured loans, which accounted for 70.6% and 88.9% of total charge-offs, respectively, and reflected the ongoing effects of the recent recession on the Bank s depressed real estate market and general economy.

The table below sets forth the allowance for loan losses by category of loan and summarizes the percentage of loans in each category to total loans:

	June 30, 2012		December 31, 2011	
	Amount	Percent of Loans	Amount	Percent of Loans
	($ in thousands)			
Real estate:				
Commercial	$ 2,693	53.9%	$ 3,135	53.6%
Construction and land development	1,031	11.2%	1,304	11.8%
Residential	1,204	11.2%	1,274	12.1%

Commercial and industrial loans	758	21.0%	751	20.0%
Consumer and other	98	2.7%	140	2.5%
Unallocated	711	n/a	212	n/a
	$ 6,495	100.0%	$ 6,816	100.0%

Deferred Tax Asset

At June 30, 2012, the Company had recorded a net deferred tax asset of $14 thousand, which compared to a net deferred tax asset of $433 thousand at December 31, 2011. The net deferred tax asset decreased during the first six months of 2012 primarily as a result of a decrease in the Company s net operating loss carryforward. During 2009, the Company recorded a valuation allowance of $742 thousand against a portion of its net deferred tax asset due to uncertainty about the Company s ability to generate future taxable income sufficient to realize the benefits of temporary deductible differences that could not have been realized through carry-backs to prior years or through the reversal of future temporary taxable differences. Due to the ongoing weakness in the economy and its affect on credit quality, uncertainty remains about the extent to which a pattern of future taxable income will be established. Accordingly, the Company continued to maintain a valuation allowance of $742 thousand as of June 30, 2012.

Deposits

As of June 30, 2012, the Bank reported $334.3 million in deposits, which represents an increase of $2.2 million, or 0.7%, from the $332.1 million in deposits reported as of December 31, 2011. Noninterest bearing demand deposits increased $9.6 million, time deposits decreased $7.6 million, and other interest bearing deposits decreased $219 thousand. The increase in noninterest bearing demand deposits is primarily attributable to one depositor whose funds are not expected to remain on deposit long-term. Included in time deposits are brokered time deposits and time deposits obtained through a national listing service, which together decreased $2.0 million during the period. Management elected not to renew these time deposits at maturity, because the funds were not needed for loan growth. Other time deposits decreased $5.6 million, which reflects management s decision, due to an abundance of liquidity, to allow maturing higher priced time deposits to migrate off the balance sheet or into non-maturity deposit accounts.

Core deposits, which exclude time deposits, are considered to be more stable and typically carry a lower cost of funds than time deposits. Core deposits increased $9.8 million, or 4.2%, during the first six months of 2012 and represented 72.8% and 70.4% of total deposits as of June 30, 2012 and December 31, 2011, respectively.

Borrowed Funds

Borrowings provide an additional source of funding for the Company and include FHLB advances and junior subordinated debentures. The Company also records a capital lease obligation as part of its borrowed funds. Borrowed funds were $12.3 million and $13.2 million as of June 30, 2012 and December 31, 2011, respectively. The $892 thousand decrease in borrowed funds is the result of regularly scheduled payments on FHLB advances and the capital lease obligation.

Capital Resources

Capital reflects the value of the shareholders investment in the Company. Capital can be increased through the retention of earnings and the sale of new stock, including the exercise of stock options, and can be decreased as a result of the payment of dividends, the repurchase of outstanding shares and operating losses. Stock dividends do not affect capital. Capital formation allows the Company to grow assets and provides flexibility in times of adversity.

Shareholders equity was $37.2 million at June 30, 2012, compared with $36.4 million at December 31, 2011. The $846 thousand increase in shareholders equity is attributable to $614 thousand in net income, $477 thousand from increases in unrealized gains on securities available for sale, and $41 thousand in equity compensation, offset by $286 thousand in accrued preferred stock dividends.

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

	June 30, 2012	December 31, 2011	Minimum Requirements for Capital Adequacy Purposes	Minimum To Be Well Capitalized Under Prompt Corrective Action Provisions
Leverage:				
Company	10.3%	10.3%	4.0%	n/a
Bank	10.3%	10.2%	4.0%	5.0%
Tier 1 capital to risk-weighted assets:				
Company	12.9%	12.4%	4.0%	n/a
Bank	12.9%	12.2%	4.0%	6.0%
Total capital to risk-weighted assets:				
Company	14.2%	13.6%	8.0%	n/a
Bank	14.1%	13.4%	8.0%	10.0%

In April 2010, the Bank agreed with the FDIC and the Washington State Department of Financial Institutions (the DFI) that the Bank would, among other things, achieve and maintain a minimum leverage ratio of 10%. As of June 30, 2012, the Bank s leverage ratio was 10.3%. The Bank also agreed that it would obtain written approval from the FDIC prior to paying dividends or any other form of payment or distribution representing a reduction of Bank capital.

The Company also agreed with the Federal Reserve Bank that the Company would, among other things, support the Bank s compliance with the Bank s obligations to the FDIC and DFI by not receiving dividends or any other form of payment or distribution representing a reduction of capital from the Bank without the prior written approval of the Federal Reserve Bank. The Company further agreed that it would obtain written approval from the Federal Reserve Bank prior to the Company: (a) declaring or paying dividends, (b) making payments on trust preferred securities, or (c) making any other capital distributions.

In February 2009, the Company received $10.5 million in proceeds from the issuance and sale of 10,500 shares of Series A preferred stock and 525 shares of Series B preferred stock to the Treasury under the Capital Purchase Program. From these proceeds, the Company invested $7 million in the Bank, paid off a $2.9 million note payable, and retained the remainder for operating cash.

The Company received no cash dividends from the Bank during the six-month periods ended June 30, 2012 and 2011. The Company s ability to service borrowings is generally dependent upon the availability of dividends from the Bank. The Bank s ability to pay dividends is limited by its earnings, financial condition, capital requirements, and capital distribution regulations. As a result of current restrictions that prevent the Bank from paying dividends to the Company, the Company has been deferring the payment of interest on its trust preferred debentures and the payment of dividends on its preferred stock.

The Company has the potential to secure additional capital through the capital markets. The availability and cost of such capital is partially dependent on conditions in the capital markets, economic conditions and a number of other factors, many of which are outside our control, as well as on our financial performance. There can be no assurance the Company will be able to raise additional capital if needed or on terms acceptable to us.

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The Company declared no dividends during the three-month and six-month periods ended June 30, 2012 and 2011, and the ability of the Company to declare or pay dividends or distributions on, or purchase, redeem or otherwise acquire for consideration, shares of its common stock is subject to various restrictions as a result of its participation in the Capital Purchase Program. These restrictions include a requirement to receive prior consent from Treasury from February 13, 2012 until February 13, 2019, for any annual increase of 3% or more in aggregate common dividends per share. From and after February 13, 2019, the Company will be prohibited from paying any common dividends or repurchasing any equity securities or trust preferred securities until all of the preferred stock held by Treasury has been redeemed in whole or Treasury has transferred all of the preferred stock to third parties. The Board of Directors intends to continue evaluating whether to resume the payment of dividends to common shareholders as growth and earnings permit.

Off-Balance Sheet Arrangements and Commitments

In the normal course of operations, the Company engages in a variety of financial transactions that, in accordance with accounting principles generally accepted in the United States of America, are not recorded in our consolidated financial statements. These transactions consist primarily of commitments to extend credit and other contractual obligations and are more fully described in the Company s annual report on Form 10-K for the year ended December 31, 2011. As of June 30, 2012, unused commitments to extend credit totaled $81.4 million and letters of credit totaled $1.8 million. The Company s most significant contractual obligations, other than deposits and borrowings, include operating leases and salary continuation agreements. There have been no material changes in contractual obligations since December 31, 2011.

Liquidity

Liquidity management involves the ability to meet current and future cash flow requirements arising from fluctuations in deposit levels and demands of daily operations, which include funding of securities purchases, providing for customers credit needs, and ongoing repayment of borrowings.

The Bank s primary sources of liquidity are derived from financing activities, which include the acceptance of customer, and to a lesser extent, broker deposits, federal funds facilities, and advances from the Federal Home Loan Bank. These funding sources are augmented by payments of principal and interest on loans and securities, the stability of our core deposits, and the ability to sell investment securities. Primary uses of funds include withdrawal of and interest payments on deposits, originations and purchases of loans, purchases of investment securities, capital expenditures, and payment of operating expenses. Due to the negative impact of the current economic environment and slow economic recovery, expanding the loan portfolio or finding adequate investments to utilize some of our excess liquidity has proven difficult.

As a means of augmenting our liquidity, the Bank has established access to various borrowing arrangements. At June 30, 2012, the Bank s available borrowing capacity includes approximately $15.0 million in federal funds lines with various correspondent banks and $56.8 million in unused FHLB advances. Additional information regarding the terms of borrowings is included in the Company s annual report on Form 10-K for the year ended December 31, 2011.

The liquidity of the Company, separate from the Bank, has historically been dependent on the payment of cash dividends from the Bank, subject to limitations imposed by regulations. In addition to its operating expenses, the Company is responsible for the payment of any dividends that may be declared for its shareholders and interest and principal on outstanding debt. As previously noted, the Company has deferred interest payments on its junior subordinated debentures. During the period the junior subordinated debenture payments are deferred, the Company is prohibited under the indentures from declaring or paying dividends on its capital stock. During six-month periods ended June 30, 2011 and 2010, the Company did not receive any dividends from the Bank.

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The Company s liquidity position is actively managed on a daily basis and reviewed periodically by management and the Board of Directors. This process is intended to ensure the maintenance of sufficient funds to meet our needs, including adequate cash flow for off-balance sheet commitments. Management is not aware of any undisclosed information that is reasonably likely to have a material adverse effect on the Company s liquidity position.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Not applicable because the Company is a smaller reporting company.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

The Company s Chief Executive Officer and Chief Financial Officer have reviewed and evaluated the effectiveness of disclosure controls and procedures (as defined in Exchange Act Rules 240.13a-15(e)) as of June 30, 2012, the date of this quarterly report. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that the Company s current disclosure controls and procedures are effective and timely, providing them with material information relating to the Company required to be disclosed in the reports that are filed or submitted under the Exchange Act.

Changes in Internal Controls

There have been no changes in internal controls or procedures during the last quarter that have materially affected, or are reasonably likely to materially affect the Company s control over financial reporting.

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PART II OTHER INFORMATION

Item 1. Legal Proceedings.

There are no material pending legal proceedings to which the Company is a party, or to which any of its property is subject, other than ordinary routine litigation incidental to the business of banking. No material loss is expected from any such pending claims or lawsuits.

Item 1A. Risk Factors.

An investment in our common stock is subject to risks inherent to our business. Before making an investment decision, you should carefully consider the risks and uncertainties described both in this report and in our annual report on Form 10-K for the fiscal year ended December 31, 2011, as updated by our filings with the SEC. These are not the only risks and uncertainties we face. Additional risks and uncertainties that management is not currently aware of or that management currently deems immaterial may also impair our business operations or adversely affect us. If any of these risks or uncertainties actually occurs, our business, financial condition, operating results or liquidity could be materially affected.

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

Not applicable.

Item 3. Defaults Upon Senior Securities.

Not applicable.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information.

Not applicable.

Item 6. Exhibits.

The exhibits filed as part of this report and the exhibits incorporated herein by reference are listed in the Exhibits Index to this report, which follows the signature page.

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SIGNATURES

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

NORTHWEST BANCORPORATION, INC.
(Registrant)

Dated: August 14, 2012	/s/ Randall L. Fewel Randall L. Fewel President & Chief Executive Officer (Principal Executive Officer)
Dated: August 14, 2012	/s/ Holly A. Poquette Holly A. Poquette Chief Financial Officer (Principal Financial Officer)
Dated: August 14, 2012	/s/ Leilani T. McKernan Leilani T. McKernan Controller, Secretary/Treasurer (Principal Accounting Officer)

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Exhibit Index

Exhibit No.	Description
3.1	Restated Articles of Incorporation of the Company. Filed as Exhibit 3.1 to the Company s annual report on Form 10-K, filed with the SEC on March 27, 2009, and incorporated herein by reference.
3.2	Amended and restated bylaws of the Company. Filed as Exhibit 3.1 to the Company s current report on Form 8-K, filed with the SEC on January 25, 2010, and incorporated herein by reference.
4.1	Reference is made to Exhibits 3.1, 3.2, 4.2, 4.3 and 4.4.
4.2	Form of Certificate for Series A Preferred Stock. Filed as Exhibit 4.1 to the Company s current report on Form 8-K, filed with the SEC on February 17, 2009, and incorporated herein by reference.
4.3	Form of Certificate for Series B Preferred Stock. Filed as Exhibit 4.2 to the Company s current report on Form 8-K, filed with the SEC on February 17, 2009, and incorporated herein by reference.
31.1	Certification of Randall L. Fewel, President and Chief Executive Officer, pursuant to Rule 13a-14(a) under the Securities and Exchange Act of 1934. Filed herewith.
31.2	Certification of Holly A. Poquette, Chief Financial Officer, pursuant to Rule 13a-14(a) under the Securities and Exchange Act of 1934. Filed herewith.
32.1	Certification of Randall L. Fewel, President and Chief Executive Officer, pursuant to 18 U.S.C. 1350. Furnished herewith.
32.2	Certification of Holly A. Poquette, Chief Financial Officer, pursuant to 18 U.S.C. 1350. Furnished herewith.
101	The following materials from the Company s Quarterly Report on Form 10-Q for the quarter ended June 30, 2012, are formatted in Extensible Business Reporting Language (XBRL) and furnished herewith: (i) the Consolidated Statements of Financial Condition, (ii) the Consolidated Statements of Operations, (iii) the Consolidated Statements of Comprehensive Income, (iv) the Consolidated Statements of Changes in Shareholders Equity, (v) the Consolidated Statements of Cash Flows, and (vi) the Notes to Consolidated Financial Statements.[1]

(1) As provided in Rule 406T of Regulation S-T, these interactive data files are furnished and not deemed filed or part of a registration statement or prospectus for purposes of Sections 11 and 12 of the Securities Act of 1933, as amended, or Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under these sections.