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EAGLE BANCORP/MT
Form 10QSB
May 09, 2002

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-QSB

(Mark One)

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2002

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE
ACT

For the transition period from _____ to _____.

Commission file number 0-29687

Eagle Bancorp

(Exact name of small business issuer as specified in its charter)

United States

81-0531318

(State or other jurisdiction of
incorporation or organization)

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

1400 Prospect Avenue, Helena, MT 59601

(Address of principal executive offices)

(406) 442-3080

(Issuer's telephone number)

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY
PROCEEDINGS DURING THE PRECEDING FIVE YEARS

Check whether the registrant filed all documents and reports required to be
filed by Section 12, 13 or 15(d) of the Exchange Act after the distribution of
securities under a plan confirmed by a court. Yes No

APPLICABLE ONLY TO CORPORATE ISSUERS

State the number of shares outstanding of each of the issuer's classes of common
equity, as of the latest practicable date:

Common stock, par value \$0.01 per share 1,208,172 shares outstanding

As of May 10, 2002

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Transitional Small Business Disclosure Format (Check one): Yes [] No [X]

EAGLE BANCORP AND SUBSIDIARY

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Signatures

EAGLE BANCORP AND SUBSIDIARY CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION

| | March 31, 2002 | June 30, 2001 |
|--|----------------|---------------|
| | (Unaudited) | (Audited) |
| ASSETS | | |
| Cash and due from banks | \$ 2,850,003 | \$ 3,427,038 |
| Interest-bearing deposits with banks | 6,285,332 | 4,925,000 |
| | 9,135,335 | 8,352,038 |
| Total cash and cash equivalents | | |

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| | | |
|---|---------------|---------------|
| Investment securities available for sale, at market value | 43,136,336 | 21,603,520 |
| Investment securities held-to-maturity, at amortized cost | 4,709,886 | 6,570,794 |
| Federal Home Loan Bank stock, at cost | 1,562,900 | 1,487,300 |
| Mortgage loans held-for-sale | 1,910,055 | 3,033,244 |
| Loans receivable, net of deferred loan fee and allowance for loan losses | 107,947,811 | 114,977,895 |
| Accrued interest and dividends receivable | 988,028 | 941,117 |
| Mortgage servicing rights, net | 1,492,085 | 1,315,819 |
| Property and equipment, net | 6,264,564 | 6,505,627 |
| Cash surrender value of life insurance | 2,218,114 | 2,140,524 |
| Real estate acquired in settlement of loans, net of allowance for losses | -- | -- |
| Other assets | 226,633 | 195,034 |
| | ----- | ----- |
| Total assets | \$179,591,747 | \$167,122,912 |
| | ===== | ===== |

See accompanying notes to consolidated financial statements.

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EAGLE BANCORP AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION
(Continued)

| | March 31, 2002 | June 30, 2001 |
|---|----------------|---------------|
| | ----- | ----- |
| | (Unaudited) | (Audited) |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| Liabilities: | | |
| Deposit accounts: | | |
| Noninterest bearing | \$ 5,919,159 | \$ 6,486,306 |
| Interest bearing | 141,574,275 | 127,564,024 |
| Advances from Federal Home Loan Bank | 9,368,889 | 11,443,889 |
| Accrued expenses and other liabilities | 1,831,390 | 1,926,450 |
| | ----- | ----- |
| Total liabilities | 158,693,713 | 147,420,669 |
| | ----- | ----- |
| Stockholders' Equity: | | |
| Preferred stock (no par value, 1,000,000 shares authorized, none issued or outstanding) | | |
| Common stock (par value \$0.01 per share; 10,000,000 shares authorized; 1,223,572 shares issued and 1,208,172 outstanding at March 31, 2002 and 1,203,572 outstanding at June 30, 2001) | 12,236 | 12,236 |
| Additional paid-in capital | 3,872,793 | 3,845,908 |
| Unallocated common stock held by employee stock ownership plan ("ESOP") | (285,248) | (312,848) |

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| | | |
|---|---------------|---------------|
| Treasury stock, at cost (15,400 shares at March 31, 2002 and 20,000 shares at June 30,2001) | (180,950) | (235,000) |
| Retained earnings | 17,505,970 | 16,220,812 |
| Accumulated other comprehensive income (loss) .. | (26,767) | 171,135 |
| | ----- | ----- |
| Total equity | 20,898,034 | 19,702,243 |
| | ----- | ----- |
| Total liabilities and stockholders' equity . | \$179,591,747 | \$167,122,912 |
| | ===== | ===== |

See accompanying notes to consolidated financial statements.

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EAGLE BANCORP AND SUBSIDIARY
QUARTERLY CONSOLIDATED STATEMENTS OF INCOME

| | Three Months Ended March 31, | | Nine Months Ended March 31, | |
|--|---------------------------------|-------------|--------------------------------|-------------|
| | 2002 | 2001 | 2002 | 2001 |
| | ----- | ----- | ----- | ----- |
| | (unaudited) | | (unaudited) | |
| Interest and dividend income: | | | | |
| Interest and fees on loans | \$2,165,050 | \$2,294,079 | \$6,905,858 | \$6,848,557 |
| Interest on deposits with banks . | 27,851 | 46,859 | 138,673 | 74,458 |
| FHLB Stock dividends | 22,787 | 23,060 | 75,733 | 68,951 |
| Securities available-for-sale ... | 430,175 | 314,536 | 1,080,061 | 887,452 |
| Securities held-to-maturity | 67,377 | 126,495 | 237,638 | 433,539 |
| | ----- | ----- | ----- | ----- |
| Total interest and dividend income | 2,713,240 | 2,805,029 | 8,437,963 | 8,312,957 |
| | ----- | ----- | ----- | ----- |
| Interest expense: | | | | |
| Deposits | 1,044,883 | 1,297,021 | 3,419,933 | 3,829,644 |
| FHLB Advances | 144,716 | 185,926 | 498,806 | 497,291 |
| | ----- | ----- | ----- | ----- |
| Total interest expense | 1,189,599 | 1,482,947 | 3,918,739 | 4,326,935 |
| | ----- | ----- | ----- | ----- |
| Net Interest Income | 1,523,641 | 1,322,082 | 4,519,224 | 3,986,022 |
| Loan loss provision | -- | -- | -- | -- |
| | ----- | ----- | ----- | ----- |
| Net interest income after loan loss provision | 1,523,641 | 1,322,082 | 4,519,224 | 3,986,022 |
| | ----- | ----- | ----- | ----- |
| Noninterest income: | | | | |
| Net gain on sale of loans | 324,974 | 87,636 | 897,131 | 218,914 |
| Demand deposit service charges | 127,025 | 125,016 | 380,828 | 398,845 |
| Mortgage loan servicing fees | 83,542 | 74,163 | 177,705 | 219,524 |

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| | | | | |
|--|---------|---------|-----------|-----------|
| Net gain (loss) on sale of available-for-sale securities .. | 14,653 | 4,755 | 16,629 | 4,755 |
| Other | 102,647 | 108,350 | 289,125 | 302,563 |
| | ----- | ----- | ----- | ----- |
| Total noninterest income | 652,841 | 399,920 | 1,761,418 | 1,144,601 |
| | ----- | ----- | ----- | ----- |

See accompanying notes to consolidated financial statements.

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EAGLE BANCORP AND SUBSIDIARY
 QUARTERLY CONSOLIDATED STATEMENTS OF INCOME
 (Continued)

| | Three Months Ended March 31, | | Nine Months Ended March 31, | |
|--|---------------------------------|------------|--------------------------------|-------------|
| | 2002 | 2001 | 2002 | 2001 |
| | ----- | ----- | ----- | ----- |
| | (unaudited) | | (unaudited) | |
| Noninterest expense: | | | | |
| Salaries and employee benefits | \$ 745,396 | \$ 741,461 | \$2,177,650 | \$2,103,716 |
| Occupancy expenses | 120,654 | 118,062 | 356,191 | 359,767 |
| Furniture and equipment depreciation .. | 71,554 | 82,523 | 210,924 | 247,769 |
| In-house computer expense | 55,614 | 44,461 | 153,992 | 133,370 |
| Advertising expense | 20,439 | 31,664 | 78,354 | 119,259 |
| Amortization of mortgage servicing fees | 76,820 | 33,704 | 250,612 | 89,806 |
| Federal insurance premiums | 6,221 | 6,077 | 18,435 | 18,471 |
| Postage | 34,752 | 34,771 | 86,524 | 81,967 |
| Legal, accounting, and examination fees | 33,769 | 36,048 | 105,938 | 134,964 |
| Consulting fees | 3,920 | 7,482 | 17,156 | 23,958 |
| ATM processing | 11,004 | 14,079 | 34,301 | 44,597 |
| Other | 182,819 | 150,037 | 567,585 | 507,852 |
| | ----- | ----- | ----- | ----- |
| Total noninterest expense | 1,362,962 | 1,300,369 | 4,057,662 | 3,865,496 |
| | ----- | ----- | ----- | ----- |
| Income before provision for income taxes | 813,520 | 421,633 | 2,222,980 | 1,265,127 |
| | ----- | ----- | ----- | ----- |
| Provision for income taxes | 270,040 | 149,735 | 771,147 | 418,099 |
| | ----- | ----- | ----- | ----- |
| Net income | \$ 543,480 | \$ 271,898 | \$1,451,833 | \$ 847,028 |
| | ===== | ===== | ===== | ===== |
| Earnings per share -- basic | \$ 0.46 | \$ 0.23 | \$ 1.24 | \$ 0.72 |
| | ===== | ===== | ===== | ===== |
| Earnings per share -- diluted | \$ 0.46 | \$ 0.23 | \$ 1.22 | \$ 0.72 |
| | ===== | ===== | ===== | ===== |
| Weighted average shares outstanding (basic eps) | 1,171,683 | 1,169,701 | 1,167,517 | 1,177,178 |
| | ===== | ===== | ===== | ===== |

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| | | | | |
|--|-----------|-----------|-----------|-----------|
| Weighted average shares outstanding (diluted eps) | 1,187,952 | 1,182,562 | 1,186,273 | 1,181,411 |
| | ===== | ===== | ===== | ===== |

See accompanying notes to consolidated financial statements.

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EAGLE BANCORP AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
For the Nine Months Ended March 31, 2002

| | PREFERRED STOCK | COMMON STOCK | ADDITIONAL PAID-IN CAPITAL | UNALLOCATED ESOP SHARES | TREASURY STOCK | R E |
|---|--------------------|-----------------|----------------------------------|-------------------------------|-------------------|--------|
| | ----- | ----- | ----- | ----- | ----- | ----- |
| Balance, June 30, 2001 | \$ -- | \$12,236 | \$3,845,908 | \$ (312,848) | \$ (235,000) | \$16 |
| Net income (unaudited) | -- | -- | -- | -- | -- | 1 |
| Other comprehensive loss (unaudited) ... | -- | -- | -- | -- | -- | |
| Total comprehensive income (unaudited) | -- | -- | -- | -- | -- | |
| Dividends paid (\$.30 per share) (unaudited) | -- | -- | -- | -- | -- | |
| Restricted stock plan shares allocated (4,600 shares) (unaudited) | -- | -- | -- | -- | 54,050 | |
| ESOP shares allocated or committed to be released for allocation (3,450 shares) (unaudited) | -- | -- | 26,885 | 27,600 | -- | |
| Balance, March 31, 2002 (unaudited) | \$ -- | \$12,236 | \$3,872,793 | \$ (285,248) | \$ (180,950) | \$17 |
| | ===== | ===== | ===== | ===== | ===== | ===== |

See accompanying notes to consolidated financial statements.

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EAGLE BANCORP AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF CASH FLOWS

Nine Months Ended
March 31,

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| | ----- 2002 ----- | 2001 ----- ----- |
|---|------------------------|------------------------|
| | (unaudited) | |
| CASH FLOWS FROM OPERATING ACTIVITIES: | | |
| Net income | \$ 1,451,833 | \$ 847,028 |
| Adjustments to reconcile net income to net cash from operating activities: | | |
| Provision for loan losses | -- | -- |
| Provision for mortgage servicing rights valuation losses | 58,433 | -- |
| Depreciation | 356,304 | 390,835 |
| Net amortization of marketable securities premium and discounts | 99,564 | 28,846 |
| Amortization of capitalized mortgage servicing rights | 250,612 | 89,805 |
| Gain on sale of loans | (897,131) | (218,914) |
| Gain on sale of real estate owned | -- | (8,951) |
| Net realized (gain) loss on sale of available-for-sale securities | (16,629) | -- |
| FHLB & other dividends reinvested | (124,880) | (68,800) |
| Increase in cash surrender value of life insurance | (77,590) | (73,910) |
| Gain on sale of property & equipment | (950) | -- |
| Change in assets and liabilities: | | |
| (Increase) decrease in assets: | | |
| Accrued interest and dividends receivable .. | (46,911) | (157,161) |
| Loans held-for-sale | 2,010,007 | (1,506,627) |
| Other assets | (25,089) | 43,603 |
| Increase (decrease) in liabilities: | | |
| Accrued expenses and other liabilities | 148,737 | (61,501) |
| Deferred compensation payable | 18,232 | 17,305 |
| Deferred income taxes payable | (82,736) | (7,108) |
| | ----- | ----- |
| Net cash provided by (used in) operating activities | 3,121,806 | (685,550) |
| | ----- | ----- |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | |
| Purchase of securities: | | |
| Investment securities held-to-maturity | (278,708) | (641,150) |
| Investment securities available-for-sale | (28,371,953) | (3,904,060) |
| Proceeds from maturities, calls and principal payments: | | |
| Investment securities held-to-maturity | 3,132,203 | 2,597,139 |
| Investment securities available-for-sale | 4,490,896 | 1,901,519 |

See accompanying notes to consolidated financial statements.

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EAGLE BANCORP AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Continued)

Nine Months Ended
March 31,

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| | ----- 2002 ----- | 2001 ----- ----- |
|--|------------------------|------------------------|
| | (unaudited) | |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | |
| (CONTINUED) | | |
| Proceeds from sales of investment securities available-for-sale | 1,010,755 | 201,396 |
| Increase in interest-bearing deposits held at banks | (1,360,332) | -- |
| Net (increase) decrease in loan receivable, excludes transfers to real estate acquired in settlement of loans | 6,538,263 | (6,916,112) |
| Proceeds from the sale of real estate acquired in the settlement of loans | -- | 129,957 |
| Purchase of property and equipment | (115,242) | (54,717) |
| Proceeds from sale of equipment | 950 | -- |
| | ----- | ----- |
| Net cash used in investing activities .. | (14,953,168) | (6,686,028) |
| | ----- | ----- |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | |
| Net increase in checking and savings accounts | 13,443,102 | 6,973,408 |
| Net increase (decrease) in advances to borrowers for taxes and insurance | -- | 243,994 |
| Net increase (decrease) in FHLB advances ... | (2,075,000) | 3,425,000 |
| Sale (purchase) of treasury stock | 52,900 | (235,000) |
| Dividends paid | (166,675) | (119,542) |
| | ----- | ----- |
| Net cash provided by financing activities | 11,254,327 | 10,287,860 |
| | ----- | ----- |
| Net increase (decrease) in cash | (577,035) | 2,916,282 |
| CASH AND CASH EQUIVALENTS, beginning of period | 3,427,038 | 3,477,650 |
| | ----- | ----- |
| CASH AND CASH EQUIVALENTS, end of period | \$ 2,850,003 | \$ 6,393,932 |
| | ===== | ===== |
| SUPPLEMENTAL CASH FLOW INFORMATION: | | |
| Cash paid during the period for interest ... | \$ 3,889,652 | \$ 3,869,803 |
| | ===== | ===== |
| Cash paid during the period for income taxes | \$ 873,950 | \$ 429,500 |
| | ===== | ===== |
| NON-CASH INVESTING ACTIVITIES: | | |
| (Increase) decrease in market value of securities available-for-sale | \$ 311,244 | \$ (457,731) |
| | ===== | ===== |
| Mortgage servicing rights capitalized | \$ 485,311 | \$ 64,655 |
| | ===== | ===== |

See accompanying notes to consolidated financial statements.

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EAGLE BANCORP AND SUBSIDIARY
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

NOTE 1. BASIS OF PRESENTATION

The accompanying unaudited consolidated financial statements have been prepared in accordance with instructions for Form 10-QSB. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. However, such information reflects all adjustments (consisting of normal recurring adjustments) which are, in the opinion of management, necessary for a fair presentation of results for the unaudited interim periods.

The results of operations for the three and nine month periods ended March 31, 2002 are not necessarily indicative of the results to be expected for the fiscal year ending June 30, 2002 or any other period. The unaudited consolidated financial statements and notes presented herein should be read in conjunction with the audited consolidated financial statements and related notes thereto included in Eagle's Form 10-KSB dated June 30, 2001.

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EAGLE BANCORP AND SUBSIDIARY
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

NOTE 2. INVESTMENT SECURITIES

Investment securities are summarized as follows:

| | March 31, 2002 | | | June 30, 2002 | |
|--|---------------------|---------------------------------|---------------------|---------------------|---------------------------|
| | AMORTIZED COST | GROSS UNREALIZED GAINS (LOSSES) | FAIR VALUE | AMORTIZED COST | UNREALIZED GAINS (LOSSES) |
| Available-for-sale: | | | | | |
| U.S. government and agency obligations | \$ 5,985,578 | \$ 14,984 | \$ 6,000,562 | \$ 4,566,644 | \$ 14,984 |
| Municipal obligations | 4,301,920 | (165,227) | 4,136,693 | 4,303,574 | (165,227) |
| Corporate obligations | 6,956,424 | 139,122 | 7,095,546 | 7,114,917 | 139,122 |
| Mortgage-backed securities .. | 9,719,827 | 24,958 | 9,744,785 | 4,029,519 | 24,958 |
| Collateralized mortgage obligations | 14,278,598 | (14,938) | 14,263,660 | 1,190,586 | (14,938) |
| Corporate preferred stock .. | 1,956,953 | (61,863) | 1,895,090 | 150,000 | (61,863) |
| Total | <u>\$43,199,300</u> | <u>\$ (62,964)</u> | <u>\$43,136,336</u> | <u>\$21,355,240</u> | <u>\$ (62,964)</u> |

Held-to-maturity:

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| | | | | | |
|--|--------------|-----------|--------------|--------------|-------|
| U.S. government and agency obligations | \$ 499,328 | \$ 2,857 | \$ 502,185 | \$ 1,395,905 | \$ |
| Municipal obligations | 1,355,283 | 6,705 | 1,361,988 | 1,078,681 | |
| Mortgage-backed securities . | 2,855,275 | 63,510 | 2,918,785 | 4,096,208 | |
| | ----- | ----- | ----- | ----- | ----- |
| Total | \$ 4,709,886 | \$ 73,072 | \$ 4,782,958 | \$ 6,570,794 | \$ |
| | ===== | ===== | ===== | ===== | ===== |

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EAGLE BANCORP AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

NOTE 3. LOANS RECEIVABLE

Loans receivable consist of the following:

| | March 31, 2002 (Unaudited) | June 30, 2001 (Audited) |
|---|----------------------------------|-------------------------------|
| | ----- | ----- |
| First mortgage loans: | | |
| Residential mortgage (1-4 family) | \$ 69,506,223 | \$ 75,961,742 |
| Commercial real estate | 9,929,715 | 9,062,769 |
| Real estate construction | 3,218,981 | 1,981,968 |
| Other loans: | | |
| Home equity | 13,978,083 | 15,698,367 |
| Consumer | 9,894,624 | 10,362,135 |
| Commercial | 2,281,889 | 2,720,740 |
| | ----- | ----- |
| Total | 108,809,515 | 115,787,721 |
| Less: | | |
| Allowance for loan losses | (709,071) | (688,282) |
| Deferred loan fees | (152,633) | (121,544) |
| | ----- | ----- |
| Total | \$107,947,811 | \$114,977,895 |
| | ===== | ===== |

Loans net of related allowance for loan losses on which the accrual of interest has been discontinued were \$505,000 and \$407,000 at March 31, 2002 and June 30, 2001, respectively. Classified assets, including real estate owned, totaled \$1.56 million and \$1.50 million at March 31, 2002 and June 30, 2001, respectively.

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

| | Nine Months Ended March 31, 2002 (Unaudited) | Year Ended June 30, 2001 (Audited) |
|---------------------------------------|---|---|
| | ----- | ----- |
| Balance, beginning of period | \$688,282 | \$712,165 |
| Reclassification to REO reserve | -- | (13,725) |

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| | | |
|---------------------------------------|-----------|-----------|
| Transfer from interest reserve | 6,510 | -- |
| Provision charged to operations | -- | -- |
| Charge-offs | (20,144) | (29,037) |
| Recoveries | 34,423 | 18,879 |
| | ----- | ----- |
| Balance, end of period | \$709,071 | \$688,282 |
| | ===== | ===== |

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EAGLE BANCORP AND SUBSIDIARY
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

NOTE 4. DEPOSITS

Deposits are summarized as follows:

| | March 31, 2002 (Unaudited) | June 30, 2001 (Audited) |
|------------------------------------|----------------------------------|-------------------------------|
| | ----- | ----- |
| Noninterest checking | \$ 5,919,159 | \$ 6,486,306 |
| Interest-bearing checking | 24,399,061 | 22,535,586 |
| Passbook | 23,589,438 | 20,688,121 |
| Money market | 25,422,895 | 17,399,325 |
| Time certificates of deposit | 68,162,881 | 66,940,992 |
| | ----- | ----- |
| Total | \$147,493,434 | \$134,050,330 |
| | ===== | ===== |

NOTE 5. EARNINGS PER SHARE

Basic earnings per share for the three months ended March 31, 2002 is computed using 1,171,683 weighted average shares outstanding. Basic earnings per share for the nine months ended March 31, 2002 is computed using 1,167,517 weighted average shares outstanding. Diluted earnings per share is computed by adjusting the number of shares outstanding by the shares purchased to fund the Company's restricted stock plan, for which stock was awarded in January 2001, as determined by the treasury stock method. The weighted average shares outstanding for the diluted earnings per share calculations are 1,187,952 for the three months ended March 31, 2002 and 1,186,273 for the nine months ended March 31, 2002. Earnings per share for the three months ended March 31, 2001 is computed using 1,169,701 weighted average shares outstanding. Earnings per share for the nine months ended March 31, 2001 is computed using 1,177,178 weighted average shares outstanding.

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EAGLE BANCORP AND SUBSIDIARY
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

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NOTE 6. DIVIDENDS AND STOCK REPURCHASE PROGRAM

This fiscal year Eagle has paid three dividends of \$0.10 per share, on August 24, 2001, November 16, 2001, and February 15, 2002. Another dividend of \$0.10 per share was declared on April 18, 2002, payable May 17, 2002 to stockholders of record on May 3, 2002. Eagle Financial MHC, Eagle's mutual holding company, has waived the receipt of dividends on its 648,493 shares.

A stock repurchase program was announced on December 21, 2000, covering 4% of the Company's outstanding common stock. Through May 10, 2002, 20,000 shares had been repurchased. At the annual meeting held October 19, 2000, shareholders approved stock option and restricted stock plans for the Company covering aggregate grants of up to 80,511 and 23,003, respectively. The repurchase plan announced in December is intended to meet the needs of the restricted stock plan. On January 18, 2002, 4,600 shares of the restricted stock plan vested and were distributed to the participants.

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EAGLE BANCORP AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

NOTE 7. MORTGAGE SERVICING RIGHTS

The Bank allocates its total cost in mortgage loans between mortgage servicing rights and loans, based upon their relative fair values, when loans are subsequently sold or securitized, with the servicing rights retained. Fair values are generally obtained from an independent third party. Impairment of mortgage servicing rights is measured based upon the characteristics of the individual loans, including note rate, term, underlying collateral, current market conditions, and estimates of net servicing income. If the carrying value of the mortgage servicing rights exceeds the estimated fair market value, a valuation allowance is established for any decline, which is viewed to be temporary. Charges to the valuation allowance are charged against or credited to mortgage servicing income. Periodic independent valuations of the mortgage servicing rights are performed. As a result of a valuation performed on September 30, 2001, a temporary decline in the fair value was determined to have occurred, and a valuation allowance of \$58,333 was established. There was no valuation allowance at June 30, 2001. The following schedules show the activity in the mortgage servicing rights and the valuation allowance.

| | Nine Months Ended March 31, 2002 (Unaudited) | Twelve Months Ended June 30, 2001 (Audited) |
|------------------------------------|--|---|
| | ----- | ----- |
| Mortgage Servicing Rights | | |
| Beginning balance | \$1,315,819 | \$1,338,271 |
| Servicing rights capitalized | 485,311 | 150,029 |
| Servicing rights amortized | (250,612) | (172,481) |
| | ----- | ----- |
| Ending balance | 1,550,518 | 1,315,819 |
| | ----- | ----- |

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| | | |
|-------------------------------------|-------------|-------------|
| Valuation Allowance | | |
| Beginning balance | -- | -- |
| Provision | 58,433 | -- |
| Adjustments | -- | -- |
| | ----- | ----- |
| Ending balance | 58,433 | -- |
| | ----- | ----- |
| Net Mortgage Servicing Rights | \$1,492,085 | \$1,315,819 |
| | ===== | ===== |

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EAGLE BANCORP AND SUBSIDIARY MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Note Regarding Forward-Looking Statements

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

Financial Condition

Comparisons of results in this section are between the nine months ended March 31, 2002 and June 30, 2001.

Total assets increased by \$12.47 million, or 7.46%, to \$179.59 million at March 31, 2002, from \$167.12 million at June 30, 2001. Total liabilities increased by \$11.27 million to \$158.69 million at March 31, 2002, from \$147.42 million at June 30, 2001. Total equity increased \$1.2 million to \$20.90 million at March 31, 2002 from \$19.70 million at June 30, 2001.

Growth in the available-for-sale investment portfolio of \$21.54 million accounted for the majority of the growth in total assets. The investment category with the largest increase was collateralized mortgage obligations, which increased \$13.07 million. The loan portfolio decreased \$7.03 million, or 6.11%, to \$107.95 million at March 31, 2002 from \$114.98 million at June 30,

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2001. Heavy refinancing activity and the sale of practically all new originations contributed to the decline in single-family mortgage loan balances to \$69.51 million at March 31, 2002 from \$75.96 million at June 30, 2001. The commercial real estate and construction loan categories showed increased balances, while all other loan categories showed small decreases since June 30, 2001. Total loan originations were \$94.20 million for the nine months ended March 31, 2002. Single-family mortgages accounted for \$70.24 million of the total.

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EAGLE BANCORP AND SUBSIDIARY MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Financial Condition (continued)

Commercial real estate loan originations totaled \$6.98 million (including a \$1.5 million construction loan not fully funded). Home equity and consumer loan originations totaled \$6.05 million and \$6.01 million, respectively, for the same period.

Growth in deposits funded asset growth. Deposits have grown \$13.44 million, or 10.03%, to \$147.49 million at March 31, 2002 from \$134.05 million at June 30, 2001. Growth in money market accounts and checking accounts contributed to the increase in deposits. The balances in Federal Home Loan Bank advances declined \$2.07 million, as an advance matured in December 2001.

The growth in total equity was the result of earnings for the nine months of \$1.45 million, offset by an increase in the unrealized loss on securities available for sale of \$198,000 and the payment of three \$0.10 per share regular cash dividends during the period.

Results of Operations for the Three Months Ending March 31, 2002 and 2001

Net Income. Eagle's net income was \$543,000 and \$272,000 for the three months ended March 31, 2002, and 2001, respectively. The increase of \$271,000, or 99.63%, was primarily due to increases in non-interest income of \$253,000 and net interest income of \$202,000, partially offset by increases in noninterest expense of \$63,000 and income tax expense of \$120,000. Basic earnings per share were \$0.46 for the current period, compared to \$0.23 for the previous year's period.

Net Interest Income. Net interest income increased to \$1.52 million for the quarter ended March 31, 2002 from \$1.32 million for the quarter ended March 31, 2001. This increase of \$202,000 was the result of decreases in interest and dividend income of \$91,000 and in interest expense of \$293,000.

Interest and Dividend Income. Total interest and dividend income was \$2.71 million for the quarter ended March 31, 2002, compared to \$2.80 million for the quarter ended March 31, 2001, representing a decrease of \$91,000, or 3.25%. Interest and fees on loans decreased to \$2.16 million for 2002 from \$2.29 million for 2001. This decrease of \$130,000, or 5.68%, was due to a decrease in the average balances of loans receivable for the quarter ended March 31, 2002 and a decline in the average interest rate earned on loans. Average balances for loans receivable, net, for the quarter ended March 31, 2002 were \$113.14 million, compared to \$114.78 million for the previous year. This represents a

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decrease of \$1.64 million, or 1.43%. Most loan categories had

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EAGLE BANCORP AND SUBSIDIARY MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Results of Operations for the Three Months Ended March 31, 2002 and 2001
(continued)

Interest and Dividend Income (continued)

shown decreases from the previous year. The average interest rate earned on loans receivable decreased by 34 basis points, from 7.99% at March 31, 2001 to 7.65% at March 31, 2002. Interest and dividends on investment securities available-for-sale (AFS) increased to \$430,000 for the quarter ended March 31, 2002 from \$315,000 for quarter ended March 31, 2001. Average balances on investments increased significantly, to \$41.86 million for the quarter ended March 31, 2002, compared to \$28.59 million for the quarter ended March 31, 2001. The average interest rate earned dropped to 4.75% from 6.17%. Interest on securities held-to-maturity (HTM) decreased to \$67,000 from \$126,000, as most of the new investment purchases are placed in the AFS portfolio. Interest earned from deposits held at other banks decreased to \$28,000 for the quarter ended March 31, 2002 from \$47,000 for the quarter ended March 31, 2001, due to the significant drop in short-term interest rates.

Interest Expense. Total interest expense decreased to \$1.19 million for the quarter ended March 31, 2002, from \$1.48 million for the quarter ended March 31, 2001, a decrease of \$293,000, or 19.86%, due to a decrease in interest paid on deposits. Interest on deposits decreased to \$1.05 million for the quarter ended March 31, 2002, from \$1.30 million for the quarter ended March 31, 2001. This decrease of \$252,000, or 19.38%, was the result of a decrease in average rates paid despite higher balances on deposit accounts. Money market accounts accounted for the largest gain in balances during the period from March 31, 2001 to March 31, 2002. The decline in interest rates over the past year combined with the poor performance of the stock market appears to have led consumers to invest in safe, short-term insured deposits. Average balances in money market accounts increased from \$14.84 million for the quarter ended March 31, 2001 to \$24.34 million for the quarter ended March 31, 2002. The average rate paid on money market accounts decreased, from 3.94% to 2.40% for the period. Average rates paid on all interest-bearing deposits declined from 2001 to 2002, with the average rate paid on all liabilities dropping 116 basis points from the quarter ended March 31, 2001 to the quarter ended March 31, 2002. The cost of deposits is expected to continue to decline in the coming quarter, as the interest rate on statement savings and passbook accounts will be lowered in May 2002. Interest paid on borrowings decreased to \$145,000 for the quarter ended March 31, 2002 from \$186,000 for the quarter ended March 31, 2001. The decrease in borrowing costs was due to a decrease in the average balance of Federal Home Loan Bank advances.

Provision for Loan Losses. Provisions for loan losses are charged to earnings to maintain the total allowance for loan losses at a level considered adequate by Eagle's subsidiary, American Federal Savings Bank, to provide for probable loan losses based on prior loss experience, volume and type of lending conducted by American Federal, available peer group information, and past due loans in portfolio. The Bank's policies require the review of assets on a quarterly basis.

EAGLE BANCORP AND SUBSIDIARY
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL
CONDITION AND RESULTS OF OPERATIONS

Results of Operations for the Three Months Ended March 31, 2002 and 2001
(continued)

Provision for Loan Losses (continued)

The Bank classifies loans as well as other assets if warranted. While the Bank believes it uses the best information available to make a determination with respect to the allowance for loan losses, it recognizes that future adjustments may be necessary. No provision was made for loan losses for either the quarter ended March 31, 2002 or the quarter ended March 31, 2001. This is a reflection of the continued strong asset quality of American Federal's loan portfolio. Total classified assets increased slightly to \$1.56 million at March 31, 2002 from \$1.50 million at June 30, 2001. The Bank currently has no foreclosed property.

Noninterest Income. Total noninterest income increased to \$653,000 for the quarter ended March 31, 2002, from \$400,000 for the quarter ended March 31, 2001, an increase of \$253,000 or 63.25%. This was the result of an increase in net gain on sale of loans of \$237,000. Increased loan originations compared to a year ago contributed to the increase in income from sale of loans. Low interest rates contributed to unusually high levels of refinancing activity, which will likely decline in the coming quarter, resulting in lower loan originations and income from the sale of loans. Mortgage loan servicing fees increased to \$84,000 in the quarter ended March 31, 2002 from \$74,000 in the quarter ended March 31, 2001. A security was sold for a gain of \$15,000 during the current quarter, compared to a gain of \$5,000 in the previous year's quarter.

Noninterest Expense. Noninterest expense increased by \$63,000 or 4.85% to \$1.36 million for the quarter ended March 31, 2002, from \$1.30 million for the quarter ended March 31, 2001. This increase was primarily due to an increase in amortization of mortgage service fees of \$43,000. The increase was related to increased prepayment activity on mortgage loans. An increase in overall lending activity led to an increase in loan expenses of \$15,000 over the previous period. Advertising expense decreased \$11,000 due to decreased advertising for product promotions.

Income Tax Expense. Eagle's income tax expense was \$270,000 for the quarter ended March 31, 2002, compared to \$150,000 for the quarter ended March 31, 2001. The effective tax rate for the quarter ended March 31, 2002 was 33.19% and was 35.51% for the quarter ended March 31, 2001. Management expects Eagle's effective tax rate to be approximately 35%.

Results of Operations for the Nine Months Ending March 31, 2002 and 2001

Net Income. Eagle's net income was \$1.45 million and \$847,000 for the nine months ended March 31, 2002 and 2001, respectively. The increase of \$603,000, or 71.19%, was primarily due to increases in noninterest income of \$620,000 and net interest income of \$530,000, partially offset by increases in non-interest expense of \$190,000 and income tax expense of \$353,000. Basic earnings per share for the period ended March 31, 2002 were \$1.24, compared to \$0.72 per share for the period ended March 31, 2001.

EAGLE BANCORP AND SUBSIDIARY
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL
CONDITION AND RESULTS OF OPERATIONS

Results of Operations for the Nine Months Ending March 31, 2002 and 2001
(continued)

Net Interest Income. Net interest income increased to \$4.52 million for the nine months ended March 31, 2002 from \$3.99 million for the nine months ended March 31, 2001. This increase of \$530,000 was the result of an increase in interest and dividend income of \$120,000 and a decrease in interest expense of \$410,000.

Interest and Dividend Income. Total interest and dividend income was \$8.43 million for the nine months ended March 31, 2002, compared to \$8.31 million for the same period ended March 31, 2001, representing an increase of \$120,000, or 1.44%. Interest and fees on loans increased to \$6.91 million for 2002 from \$6.85 million for 2001. This increase of \$60,000, or 0.87%, was due primarily to an increase in the average balances of loans receivable for the nine months ended March 31, 2002. Average balances for loans receivable, net, for this period were \$117.22 million, compared to \$113.01 million for the previous year. This is an increase of \$4.21 million, or 3.72%. The average interest rate earned on loans receivable decreased by 22 basis points, to 7.86% from 8.08%. Interest and dividends on investment securities available-for-sale (AFS) increased to \$1.08 million for the nine months ended March 31, 2002 from \$887,000 for the same period ended March 31, 2001, while interest on securities held to maturity (HTM) decreased from \$434,000 to \$238,000. Most new purchases of securities are placed in the AFS portfolio, and the HTM portfolio will likely continue to shrink as the securities in it mature. Interest earned from deposits held at other banks increased to \$139,000 for the nine months ended March 31, 2002 from \$74,000 for the nine months ended March 31, 2001 due primarily to higher average balances in these accounts due to increased liquidity from deposit growth and higher loan sale volume.

Interest Expense. Total interest expense decreased to \$3.92 million for the nine months ended March 31, 2002 from \$4.33 million for the nine months ended March 31, 2001, a decrease of \$410,000, or 9.46%, due to the decrease in interest paid on deposits. Interest on deposits decreased to \$3.42 million for the nine months ended March 31, 2002 from \$3.83 million for the nine months ended March 31, 2001. This decrease of \$410,000, or 10.70%, was the result of a decrease in average rates paid on deposit accounts despite higher balances on deposit accounts. Money market accounts accounted for the largest gain in balances during the period from March 31, 2001 to March 31, 2002. Average balances in money market accounts increased from \$14.80 million at March 31, 2001 to \$22.48 million at March 31, 2002. The average rate paid on money market accounts decreased, from 4.02% to 2.97%. Average rates paid on all interest-bearing deposits declined from 2001 to 2002, with the average rate paid on all liabilities dropping by 78 basis points from the nine month period ended March 31, 2001 to the nine month period ended March 31, 2002. The cost of deposits is expected to continue to decline in the coming months,

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EAGLE BANCORP AND SUBSIDIARY MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Results of Operations for the Nine Months Ending March 31, 2002 and 2001
(continued)

Interest Expense (continued)

as the interest rate on statement savings and passbook accounts will be lowered in May 2002. Interest paid on borrowings showed no change at \$500,000 for the nine months ended March 31, 2002 and March 31, 2001.

Provision for Loan Losses. Provisions for loan losses are charged to earnings to maintain the total allowance for loan losses at a level considered adequate by Eagle's subsidiary, American Federal Savings Bank, to provide for probable loan losses based on prior loss experience, volume and type of lending conducted by American Federal, available peer group information, and past due loans in portfolio. The Bank's policies require the review of assets on a quarterly basis. The Bank classifies loans as well as other assets if warranted. While the Bank believes it uses the best information available to make a determination with respect to the allowance for loan losses, it recognizes that future adjustments may be necessary. No provision was made for loan losses for either of the nine-month periods ended March 31, 2002 or March 31, 2001. This is a reflection of the continued strong asset quality of American Federal's loan portfolio. Total classified assets increased slightly to \$1.56 million at March 31, 2002 from \$1.50 million at June 30, 2001. The Bank currently has no foreclosed property.

Noninterest Income. Total noninterest income increased to \$1.76 million for the nine months ended March 31, 2002, from \$1.14 million for the nine months ended March 31, 2001, an increase of \$620,000 or 54.38%. This was the result of an increase in net gain on sale of loans of \$678,000. Increased loan originations contributed to the increase in income from sale of loans. Low interest rates over the past year have contributed to unusually high levels of refinancing activity, which will likely decline over the remainder of the year, resulting in lower loan originations and income from the sale of loans. Mortgage loan servicing fees declined to \$178,000 for the current nine-month period compared to \$220,000 for the previous year's period. An independent valuation of the Bank's mortgage portfolio indicated a temporary decline in the value of the servicing rights in the amount of \$58,000. A provision was made to a valuation allowance in that amount. Changes to the valuation allowance for mortgage servicing rights are charged against mortgage loan servicing fees. Demand deposit service charges declined by \$18,000 from the previous year due to a decline in the volume of overdraft fees.

Noninterest Expense. Noninterest expense increased by \$190,000 or 4.90% to \$4.06 million for the nine months ended March 31, 2002, from \$3.87 million for the nine months ended March 31, 2001. This increase was primarily due to an increase in amortization of mortgage servicing fees of \$161,000 and in salaries and benefits of \$80,000. The increase in amortization of mortgage servicing fees was related to increased prepayment activity on mortgage loans, while the

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Results of Operations for the Nine Months Ending March 31, 2002 and 2001
(continued)

Noninterest expense (continued)

increase in salaries was due to merit raises. These increases were partially offset by decreases of \$41,000 in advertising expense and \$37,000 in furniture and equipment depreciation. The decrease in advertising expense was due to decreased product promotional advertising, while a portion of the bank's equipment becoming fully depreciated led to the decline in depreciation expense.

Income Tax Expense. Eagle's income tax expense was \$771,000 for the nine months ended March 31, 2002, compared to \$418,000 for the nine months ended March 31, 2001. The effective tax rate for the nine months ended March 31, 2002 was 34.68% and 33.04% for the nine months ended March 31, 2001.

Liquidity, Interest Rate Sensitivity and Capital Resources

The Company's subsidiary, American Federal Savings Bank (the Bank), is required to maintain minimum levels of liquid assets as defined by the Office of Thrift Supervision (OTS) regulations. The OTS has eliminated the statutory requirement based upon a percentage of deposits and short-term borrowings. The OTS states that the liquidity requirement is retained for safety and soundness purposes, and that appropriate levels of liquidity will depend upon the types of activities in which the company engages. For internal reporting purposes, the Bank uses the previous regulatory definitions of liquidity. The Bank's average liquidity ratio average was 20.82% and 17.06% for the months ended March 31, 2002 and March 31, 2001, respectively. Liquidity increased due to growth in deposits and the increased loan sale volume for the period ending March 31, 2002.

The Bank's primary sources of funds are deposits, repayment of loans and mortgage-backed securities, maturities of investments, funds provided from operations, and advances from the Federal Home Loan Bank of Seattle. Scheduled repayments of loans and mortgage-backed securities and maturities of investment securities are generally predictable. However, other sources of funds, such as deposit flows and loan prepayments, can be greatly influenced by the general level of interest rates, economic conditions and competition. The Bank uses liquidity resources principally to fund existing and future loan commitments. It also uses them to fund maturing certificates of deposit, demand deposit withdrawals and to invest in other loans and investments, maintain liquidity, and meet operating expenses.

Liquidity may be adversely affected by unexpected deposit outflows, higher interest rates paid by competitors, and similar matters. Management monitors projected liquidity needs and determines

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EAGLE BANCORP AND SUBSIDIARY
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL
CONDITION AND RESULTS OF OPERATIONS

Liquidity, Interest Rate Sensitivity and Capital Resources (continued)

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the level desirable, based in part on commitments to make loans and management's assessment of the bank's ability to generate funds.

At December 31, 2001 (the most recent report available), the Bank's measure of sensitivity to interest rate movements, as measured by the OTS, worsened slightly from the previous quarter. The Bank's capital position, when measured against its interest rate risk, remains very strong. The Bank is well within the guidelines set forth by its Board of Directors for interest rate risk sensitivity.

As of March 31, 2002, the Bank's regulatory capital was in excess of all applicable regulatory requirements. At March 31, 2002, the Bank's tangible, core, and risk-based capital ratios amounted to 11.0%, 11.0%, and 20.2%, respectively, compared to regulatory requirements of 1.5%, 3.0%, and 8.0%, respectively.

| | At March 31, 2001 | |
|---------------------|-------------------|----------------|
| | Amount | % of Assets |
| Tangible capital: | | |
| Capital level | \$19,564 | 10.96% |
| Requirement | 2,678 | 1.50 |
| | ----- | ----- |
| Excess | \$16,886 | 9.46% |
| | ===== | ===== |
| Core capital: | | |
| Capital level | \$19,564 | 10.96% |
| Requirement | 5,356 | 3.00 |
| | ----- | ----- |
| Excess | \$13,854 | 7.96% |
| | ===== | ===== |
| Risk-based capital: | | |
| Capital level | \$20,242 | 20.23% |
| Requirement | 8,003 | 8.00 |
| | ----- | ----- |
| Excess | \$12,239 | 12.23% |
| | ===== | ===== |

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EAGLE BANCORP AND SUBSIDIARY MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Impact of Inflation and Changing Prices

Our financial statements and the accompanying notes have been prepared in accordance with accounting principles generally accepted in the United States of America, which require the measurement of financial position and operating results in terms of historical dollars without considering the change in the relative purchasing power of money over time and due to inflation. The impact of inflation is reflected in the increased cost of our operations. Interest rates have a greater impact on our performance than do the general levels of inflation, as demonstrated in the results of the current reporting period. Interest rates do not necessarily move in the same direction or to the same

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extent as the prices of goods and services.

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EAGLE BANCORP AND SUBSIDIARY

Part II - OTHER INFORMATION

Item 1. Legal Proceedings.

Neither the Company nor the Bank is involved in any pending legal proceedings other than non-material legal proceedings occurring in the ordinary course of business.

Item 2. Changes in Securities and Use of Proceeds

Not applicable.

Item 3. Defaults Upon Senior Securities

Not applicable.

Item 4. Submission of Matters to a Vote of Security Holders

Not applicable.

Item 5. Other Information.

None.

Item 6. Exhibits and Reports on Form 8-K

None

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EAGLE BANCORP AND SUBSIDIARY

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

EAGLE BANCORP

Date: May 10, 2002

By: /s/ Larry A. Dreyer

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Larry A. Dreyer
President/CEO

Date: May 10, 2002

By: /s/ Peter J. Johnson

Peter J. Johnson
Sr. VP/Treasurer

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