NORTHWEST BANCORPORATION INC
Form 10-Q
November 12, 2010
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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 September 30, 2010.

¨ **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)

(509) 456-8888

(Registrant s telephone number, including area code)

Indicate by check mark whether the registrant (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act 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 ¨ 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 3,072,498 shares issued and outstanding as of November 10, 2010.

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NORTHWEST BANCORPORATION, INC.

FORM 10-Q

For the three-month and nine-month periods ended September 30, 2010

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PART I FINANCIAL INFORMATION

Item 1. Financial Statements

NORTHWEST BANCORPORATION, INC. AND SUBSIDIARY

Consolidated Statements of Financial Condition

(unaudited)

(dollars in thousands)

	September 30, 2010	December 31, 2009
ASSETS		
Cash and due from banks	$ 12,365	$ 13,789
Interest bearing deposits at other financial institutions	36	28
Federal funds sold	8,790	4,302
Total cash and cash equivalents	21,191	18,119
Securities available for sale	41,761	24,808
Federal Home Loan Bank stock, at cost	1,261	1,261
Loans receivable, net of allowance for loan losses $7,429 on September 30, 2010 and $7,082 on December 31, 2009	289,059	314,153
Loans held for sale	6,145	3,112
Premises and equipment, net	17,498	18,098
Accrued interest receivable	1,586	1,467
Foreclosed real estate and other repossessed assets	4,037	3,672
Bank owned life insurance	3,762	3,670
Other assets	3,415	5,342
TOTAL ASSETS	$ 389,715	$ 393,702
LIABILITIES		
Noninterest bearing demand deposits	$ 65,353	$ 63,850
Money market accounts	33,368	23,005
NOW accounts	62,947	35,507
Savings accounts	43,064	42,321
Time certificates of deposit, $100,000 and over	66,398	75,983
Time certificates of deposit, under $100,000	64,747	97,111
TOTAL DEPOSITS	335,877	337,777
Securities sold under agreements to repurchase	194	291
Borrowed funds	7,123	13,177
Capital lease liability	595	599
Junior subordinated debentures	5,155	5,155
Accrued interest payable	465	658
Other liabilities	2,713	2,239

TOTAL LIABILITIES	352,122	359,896
SHAREHOLDERS EQUITY		
Preferred stock - Series A Cumulative Perpetual; $1,000 par value; $1,000 liquidation value; 10,500 shares authorized and issued	10,101	10,012
Preferred stock - Series B Cumulative Perpetual; $0.01 par value; $1,000 liquidation value; 525 shares authorized and issued	570	580
Common stock, no par, 5,000,000 shares authorized; issued and outstanding 3,072,498 on September 30, 2010 and 2,380,793 on December 31, 2009	25,902	23,269
Retained earnings (accumulated deficit)	432	(443)
Accumulated other comprehensive income, net of tax effect of $302 and $199, respectively	588	388
TOTAL SHAREHOLDERS EQUITY	37,593	33,806
TOTAL LIABILITIES AND SHAREHOLDERS EQUITY	$ 389,715	$ 393,702

NORTHWEST BANCORPORATION, INC. AND SUBSIDIARY

Consolidated Statements of Operations

(unaudited)

(dollars in thousands, except per share data)

	Three months ended September 30,		Nine months ended September 30,	
	2010	2009	2010	2009
Interest income:				
Loans, including fees	$ 4,868	$ 5,272	$ 14,730	$ 15,718
Investment securities	356	225	1,063	699
Federal funds sold and interest bearing deposits	5	8	18	12
Total interest income	5,229	5,505	15,811	16,429
Interest expense:				
Deposits	1,345	1,758	4,377	5,456
Securities sold under agreements to repurchase				7
Borrowed funds	108	285	474	884
Total interest expense	1,453	2,043	4,851	6,347
Net interest income	3,776	3,462	10,960	10,082
Provision for loan losses	600	2,405	2,050	5,400
Net interest income after provision for loan losses	3,176	1,057	8,910	4,682
Noninterest income:				
Service charges on deposits	399	395	1,032	1,100
Gain from sale of loans, net	237	148	553	514
Gains on sales of securities	64		382	
Gain from sale of foreclosed real estate and other property owned	68	3	187	57
Other noninterest income	263	218	956	782
Total noninterest income	1,031	764	3,110	2,453
Noninterest expense:				
Salaries and employee benefits	1,619	1,555	4,719	4,955
Occupancy and equipment	305	346	918	1,010
Depreciation and amortization	289	247	859	741
Advertising and promotion	65	67	227	251
Loss on foreclosed real estate and other property owned	154		476	300
Other noninterest expenses	1,009	943	2,868	3,005
Total noninterest expense	3,441	3,158	10,067	10,262
Income (loss) before income taxes	766	(1,337)	1,953	(3,127)
Income tax expense (benefit)	238	(706)	570	(1,394)

Net income (loss)	$ 528	($ 631)	$ 1,383	($ 1,733)
Preferred stock dividends	144	146	429	365
Preferred stock discount accretion, net	26	27	79	66
Net income (loss) applicable to common shares	$ 358	($ 804)	$ 875	($ 2,164)
Earnings (loss) per common share - basic	$ 0.12	$ (0.34)	$ 0.34	$ (0.91)
Earnings (loss) per common share - diluted	$ 0.12	$ (0.34)	$ 0.34	$ (0.91)
Weighted average shares outstanding - basic	2,967,984	2,376,539	2,579,769	2,371,540
Weighted average shares outstanding - diluted	2,970,334	2,376,539	2,581,447	2,371,540

NORTHWEST BANCORPORATION, INC. AND SUBSIDIARY

Consolidated Statements of Changes in Shareholders Equity and Comprehensive Income (Loss)

(unaudited)

(dollars in thousands)

	Total	Preferred Stock	Common Stock	(Accumulated Deficit) Retained Earnings	Accumulated Other Comprehensive Income	Comprehensive Income (Loss)
Balance, December 31, 2008	$ 26,919	$	$ 23,211	$ 3,429	$ 279	
Net loss	(3,277)			(3,277)		($ 3,277)
Stock issued to directors	22		22			
Issuance of preferred stock series A	9,909	9,909				
Issuance of preferred stock series B	591	591				
Cash dividends declared on preferred stock	(503)			(503)		
Accretion of preferred stock discount, net		92		(92)		
Equity-based compensation expense, net	75		75			
Tax effect of vested stock grants	(39)		(39)			
Unrealized holding gain on securities transferred from held to maturity to available for sale, net of taxes	224				224	224
Net change in unrealized gain on securities available for sale, net of taxes	(115)				(115)	(115)
Comprehensive loss						($ 3,168)
Balance December 31, 2009	33,806	10,592	23,269	(443)	388	
Net income	1,383			1,383		1,383
Stock issued to directors	22		22			
Issuance of common stock, net of issuance costs of $162	2,585		2,585			
Dividends on preferred stock	(429)			(429)		
Accretion of preferred stock discount, net		79		(79)		
Equity-based compensation expense, net	26		26			
Change in unrealized gain on securities available for sale, net of taxes	200				200	200
Comprehensive income						$ 1,583
Balance, September 30, 2010	$ 37,593	$ 10,671	$ 25,902	$ 432	$ 588	
Disclosure of 2010 reclassification amount:						
Net change in unrealized holding gains on available for sale securities	($ 79)					
Reclassification adjustment for net gains realized in income	382					
Net change in unrealized gains	303					

Tax effect		(103)
Net of tax amount	$	200

NORTHWEST BANCORPORATION, INC. AND SUBSIDIARY

Consolidated Statements of Cash Flows

(unaudited)

(dollars in thousands)

	Nine months ended September 30,	
	2010	2009
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income (loss)	$ 1,383	($ 1,733)
Adjustments to reconcile net income (loss) to cash provided by operating activities:		
Amortization (accretion) of securities premiums and discounts, net	(25)	(57)
Gain on sale of securities, net	(382)	
Amortization of deferred loan fees	165	289
Provision for loan losses	2,050	5,400
Originations of loans held for sale	(31,368)	(37,177)
Proceeds from sales of loans held for sale	28,888	35,205
Gain on sale of loans, net	(553)	(514)
Depreciation and amortization	859	741
Loss on sale of premises and equipment		9
Provision for losses and impairment of foreclosed real estate and other property owned	439	300
Gain on sale of foreclosed real estate and other property owned, net	(150)	(57)
Net increase in bank owned life insurance	(92)	(95)
Gain on redemption of bank owned life insurance		(145)
Net increase in deferred income taxes	(94)	(425)
Equity-based compensation expense	26	33
Issuance of common stock under directors compensation arrangements	22	22
Change in assets and liabilities:		
Accrued interest receivable	(119)	55
Other assets	1,670	(436)
Interest payable	(193)	(18)
Other liabilities	116	(352)
Net cash provided (used) by operating activities	2,642	1,045
CASH FLOWS FROM INVESTING ACTIVITIES		
Securities available for sale:		
Purchases	(45,120)	(7,961)
Proceeds from maturities, calls and principal repayments	22,409	13,499
Proceeds from sale	6,529	
Securities held to maturity:		
Purchases		(2,216)
Proceeds from maturities, calls and principal repayments		100
Purchases of FHLB stock		(155)
Proceeds from sale of equity security	189	
Net decrease (increase) in loans	20,439	7,514
Purchase of premises and equipment	(460)	(1,138)
Proceeds from sale of premises and equipment		4
Proceeds from sale of foreclosed real estate and other repossessed assets	1,986	738

Proceeds from redemption of bank owned life insurance		291
Net cash provided by investing activities	5,972	10,676
CASH FLOWS FROM FINANCING ACTIVITIES		
Net (decrease) increase in deposits	(1,900)	10,007
Net decrease in securities sold under agreement to repurchase	(97)	(21,307)
Net decrease in federal funds purchased		(3,465)
Proceeds from borrowed funds		5,000
Repayment of borrowed funds	(6,058)	(5,855)
Proceeds from issuance of preferred stock		10,500
Proceeds from issuance of common stock, net of expenses	2,585	
Cash dividend paid	(72)	(289)
Net cash (used) provided by financing activities	(5,542)	(5,409)
NET CHANGE IN CASH AND CASH EQUIVALENTS	3,072	6,312
Cash and cash equivalents, beginning of period	18,119	11,414
Cash and cash equivalents, end of period	$ 21,191	$ 17,726
SUPPLEMENTAL DISCLOSURES		
Cash paid during the year for:		
Interest	$ 5,044	$ 6,365
Income taxes	$ 574	$
SUPPLEMENTAL SCHEDULE OF NONCASH INVESTING AND FINANCING ACTIVITIES		
Net change in fair value of securities available for sale	$ 200	$ 305
Acquisition of real estate and other repossessed assets in settlement of loans	$ 2,539	$ 3,567
Foreclosed real estate financed in-house	$ 99	$ 409
Preferred stock dividend accrued but not paid	$ 358	$ 76

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1. Basis of Presentation and Consolidation

The consolidated financial statements include the accounts of Northwest Bancorporation, Inc. (the Company) and its wholly-owned subsidiary, Inland Northwest Bank (the Bank). All significant 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 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 included in the annual report on Form 10-K for the year ended December 31, 2009. In the opinion of management, the unaudited interim consolidated financial statements furnished herein include all adjustments, all of which are of a normal recurring nature, necessary for a fair statement of the results for the interim periods presented. The results of operations for the three-month and nine-month periods ended September 30, 2010 and 2009 are not necessarily indicative of the operating results for the full year. Certain prior year balances have been reclassified to conform to the current year presentation. These reclassifications had no effect on retained earnings or net income as previously presented.

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.

The Company has evaluated events and transactions for potential recognition and disclosure through the day the financial statements were issued.

NOTE 2. New Accounting Pronouncements

In July 2010, the FASB issues ASU 2010-20, *Receivables; Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses*. ASU 2010-20 requires an entity to provide disclosures that facilitate financial statement users evaluation of the nature of credit risk inherent in the entity s portfolio of financing receivables; how that risk is analyzed and assessed in arriving at the allowance for credit losses; and the changes and reasons for those changes in the allowance for credit losses. To achieve these objectives, an entity should provide disclosures that are disaggregated by portfolio segment and class of financing receivables. Existing disclosures are amended to require an entity to provide the following disclosures about its financing receivables on a disaggregated basis: 1) a rollforward schedule of the allowance for credit losses from the beginning of the reporting period to the end of the reporting period on a portfolio segment basis, with the ending balance further disaggregated on the basis of the impairment method; 2) for each disaggregated ending balance in item (1) above, the related recorded investment in financing receivables; 3) the nonaccrual status of financing receivables by class of financing receivables; 4) impaired financing receivables by class of financing receivables. The amendments in this Update require an entity to provide the following additional disclosures about its financing receivables: 1) credit quality indicators of financing receivables at the end of the reporting period by

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class of financing receivables; 2) the aging of past due financing receivables at the end of the reporting period by class of financing receivables; 3) the nature and extent of troubled debt restructurings that occurred during the period by class of financing receivables and their effect on the allowance for credit losses; 4) the nature and extent of financing receivables modified as troubled debt restructurings within the previous 12 months that defaulted during the reporting period by class of financing receivables and their effect on the allowance for credit losses; 5) significant purchases and sales of financing receivables during the reporting period disaggregated by portfolio segment. The disclosures as of the end of a reporting period are effective for interim and annual reporting periods ending on or after December 15, 2010. The disclosures about activity that occurs during a reporting period are effective for interim and annual reporting periods beginning on or after December 15, 2010. The adoption of this amendment will increase the Company s loan-related disclosures to provide for greater transparency about the Company s allowance for credit losses and the credit quality of its loans receivable.

NOTE 3. Business Segments

The Company is managed by legal entity and not by lines of business. The Bank s primary business is that of a traditional banking institution, gathering deposits and originating loans for its portfolio in its respective primary market areas. The Bank offers a wide variety of deposit products to its consumer and commercial customers. Lending activities include the origination of real estate, commercial/agriculture business and consumer loans. Inland Northwest Bank is also an active participant in the secondary market, originating residential loans for sale on a servicing released basis. In addition to interest income on loans and investment securities, the Bank receives other income from deposit service charges, loan servicing fees and from the sale of loans and investments.

Generally accepted accounting principles establish standards to report information about operating segments in annual financial statements and require reporting of selected information about operating segments in interim reports to stockholders. The Company has determined that its current business and operations consist of a single business segment.

NOTE 4. Stock-Based Compensation

On May 15, 2006, shareholders approved the Inland Northwest Bank 2006 Share Incentive Plan (the Plan) and the issuance of shares of common stock of the Company pursuant to the Plan. This Plan is an amendment and restatement of the Inland Northwest Bank Non-Qualified Stock Option Plan originally effective July 21, 1992, as revised December 21, 1993, December 21, 1999 and April 16, 2002. The Plan allows the Board of Directors of Inland Northwest Bank to grant stock options and restricted stock awards to key employees of the Bank. Since the adoption of the amendments to the Plan in May 2006, stock options are, for the most part, expected to be granted during the process of recruiting new employees to the Bank. The maximum number of stock options and restricted shares that may be granted under the Plan, as adjusted for stock dividends, is 384,912. At September 30, 2010, 221,224 shares and/or options were available for grant to employees.

Additional information regarding stock options and restricted stock outstanding at December 31, 2009 is detailed in Note 14 Stock Based Compensation in the audited consolidated financial statements and the accompanying notes included in the annual report on Form 10-K for the year ended December 31, 2009. Note 14 also provides additional details on the method of accounting for stock-based compensation expense and the Black-Scholes model assumptions utilized to calculate that expense. Stock based compensation expense of $9 thousand and $19 thousand was recorded for the three-month period ended September 30, 2010 and 2009. Stock based compensation expense of $26 thousand and $58 thousand was recorded for the nine-month period ended September 30, 2010 and 2009. At September 30, 2010, compensation costs not yet recognized for non-vested stock options and restricted stock awards was $67 thousand.

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Stock options are subject to a graded five-year vesting period and expire ten years from the date of the grant. The exercise price of each option equals the fair market value of the Company s stock on the date of the grant. The fair value of each option is estimated on the date of grant using the Black-Scholes option pricing model. No stock options were granted during the three-month and nine-month periods ended September 30, 2010 and 2009. Stock options outstanding and exercisable as of September 30, 2010 are as follows:

	Number of shares	Weighted-average exercise price	Intrinsic Value
Outstanding options, December 31, 2009	87,003	$ 9.67	$ 0.00
Granted			
Exercised			
Forfeited	(2,205)	16.73	
Outstanding options, September 30, 2010	84,798	9.49	
Options exercisable, September 30, 2010	79,876	9.02	

Restricted stock awards cliff vest after either a three-year or five-year period depending on the individual grant with the exception of awards issued in 2009 to two executive officers, which cliff-vest in five years or upon the redemption of the Company s outstanding preferred stock, whichever is later. The fair value of these awards is recognized ratably over the vesting period as compensation expense. Restricted stock-award activity is summarized as follows:

	Number of shares	Weighted average fair value
Outstanding, December 31, 2009	21,351	$ 5.98
Granted		
Vested		
Forfeited		
Outstanding, September 30, 2010	21,351	$ 5.98

NOTE 5. Securities

All securities held by the Bank at September 30, 2010 are classified as available for sale and are stated at fair value with unrealized holding gains and losses, net of related deferred taxes, reported as a separate component of shareholders equity. Realized gains or losses on sales of available for sale securities are reported as part of noninterest income based on the net proceeds and the adjusted carrying amount of the securities sold, using the specific identification method. Premiums and discounts are recognized in interest income using the effective method over the period to maturity unless the security is called prior to maturity. When a security is called prior to maturity, any remaining premium or discount is reported as noninterest income. Eleven securities were sold in the nine-month period ended September 30, 2010, resulting in a net gain of $382 thousand. There were no securities sold in the nine-month period ended September 30, 2009.

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The amortized cost of securities available for sale and their approximate fair values at September 30, 2010 and December 31, 2009 were as follows:

	September 30, 2010			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
	($ in thousands)			
U.S. government agency securities	$ 15,663	$ 62	$ 2	$ 15,723
Corporate debt obligations	7,248	87	12	7,323
State and municipal securities	17,266	736	31	17,971
Mortgage backed securities	694	50		744
	$ 40,871	$ 935	$ 45	$ 41,761

	December 31, 2009			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
	($ in thousands)			
U.S. government agency securities	$ 8,102	$ 47	$ 135	$ 8,014
Corporate debt obligations	1,541		22	1,519
State and municipal securities	9,615	391	28	9,978
Mortgage backed securities	4,963	334		5,297
	$ 24,221	$ 772	$ 185	$ 24,808

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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:

	September 30, 2010					
	Impaired Less Than 12 Months		Impaired 12 Months or More		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
	($ in thousands)					
U.S. government agency securities	$ 2,151	$ 2	$	$	$ 2,151	$ 2
Corporate debt obligations	2,807	12			2,807	12
State and municipal securities	2,327	31			2,327	31
	$ 7,285	$ 45	$	$	$ 7,285	$ 45

	December 31, 2009					
	Impaired Less Than 12 Months		Impaired 12 Months or More		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
	($ in thousands)					
U.S. government agency securities	$ 6,465	$ 135	$	$	$ 6,465	$ 135
Corporate debt obligations	1,021	20	499	2	1,520	22
State and municipal securities	905	28			905	28
	$ 8,391	$ 183	$ 499	$ 2	$ 8,890	$ 185

Management has evaluated the above securities and does not believe that any individual unrealized loss as of September 30, 2010, represents an other-than-temporary impairment (OTTI). The decline in fair market value of these securities is generally due to changes in interest rates since purchase and is 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. The Company s securities portfolio does not include any private label mortgage backed securities or investments in trust preferred securities. Management believes the nature of securities in the Bank s investment portfolio present a very high probability of collecting all contractual amounts due, as the majority of the securities held are backed by government agencies or government-sponsored enterprises. However, this recovery in value may not occur for some time, perhaps greater than the one-year time horizon or perhaps even at maturity. At September 30, 2010, 26 securities had unrealized losses. At December 31, 2009, 16 securities had unrealized losses.

Management reviews investment securities on an ongoing basis for the presence of OTTI or permanent impairment, 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. 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. For investment securities held to maturity, this amount is accreted over the remaining life of the debt security prospectively based on the amount and timing of future estimated cash flows. The accretion of the OTTI amount recorded in OCI will increase the carrying value of the investment, and would not affect earnings. If there is an indication of additional credit losses the security is re-evaluated accordingly to the procedures described above.

The unrealized losses on investments in U.S. government agency securities were caused by interest rate increases subsequent to the purchase of these securities. The contractual terms of these investments do not permit the issuer to settle the securities at a price less than par. Because the Bank does not intend to sell the securities in this class and it is not likely that the Bank will be required to sell these securities before recovery of their amortized cost bases, which may include holding each security until contractual maturity, the unrealized losses on these investments are not considered other-than-temporarily impaired.

The unrealized losses on obligations of states and municipalities were caused by changes in market interest rates or the widening of market spreads subsequent to the initial purchase of these securities. Management monitors published credit ratings of these securities and no adverse ratings changes have occurred since the date of purchase of obligations of political subdivisions which are in an unrealized loss position as of September 30, 2010. Because the decline in fair value is attributable to changes in interest rates or widening market spreads and not credit quality, and because the Bank does not intend to sell the securities in this class and it is not likely that Bank will be required to sell these securities before recovery of their amortized cost bases, which may include holding each security until maturity, the unrealized losses on these investments are not considered other-than-temporarily impaired.

At September 30, 2010, 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 Accounting Standards Codification (ASC) 320-10-35. The FHLB recently announced that it had a risk-based capital deficiency under the regulations of the Federal Housing Finance Agency (FHFA), its primary regulator, and that it would suspend 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.

Scheduled maturities of securities available for sale at September 30, 2010, are as follows:

	Amortized Cost	Fair Value
	($ in thousands)	
Due in one year or less	$ 554	$ 563
Due from one year to five years	10,837	11,049
Due from five to ten years	13,639	14,045
Due after ten years	15,147	15,360
Mortgage backed securities	694	744
	$ 40,871	$ 41,761

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At September 30, 2010 and December 31, 2009, securities with an amortized cost of $12.1 million and $16.4 million, respectively, were pledged to secure public deposits, repurchase agreements, and for other purposes as required or permitted by law. The market value for these securities was $12.2 million and $17.1 million at September 30, 2010 and December 31, 2009, respectively.

NOTE 6. Loans

The Company originates residential mortgage loans 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 Company 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 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 interest 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.

Loan detail by category is as follows:

	September 30, 2010	December 31, 2009
	($ in thousands)	
1-4 family and multi-family real estate	$ 49,757	$ 48,365
Commercial real estate	142,683	137,225
Commercial construction	13,001	34,217
Commercial non-real estate	51,800	55,071
Land and land development	31,119	36,833
Consumer	8,797	10,167
	297,157	321,878
Allowance for loan losses	(7,429)	(7,082)
Net deferred loan fees	(669)	(643)
	$ 289,059	$ 314,153

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A loan is considered impaired when, based on current information and circumstances, management determines it is probable we will be unable to collect all amounts due according to the contractual terms of the loan agreement, including scheduled interest payments. Impaired loans include loans on nonaccrual and troubled debt restructurings (TDRs) that are performing under their restructured terms. Some impaired loans are still on accrual status because the loan is not delinquent.

The amount of impaired loans, net of any charge-offs recorded as a result of specific impairment analysis, and the related allocated reserve for loan losses were as follows:

	September 30, 2010		December 31, 2009	
	Loan Amount	Specific Reserve	Loan Amount	Specific Reserve
	($ in thousands)			
Impaired Loans:				
Loans on nonaccrual	$ 11,491	$ 2,138	$ 11,676	$ 1,191
Loans on accrual status	29,685	2,121	15,979	1,436
Total impaired loans	$ 41,176	$ 4,259	$ 27,655	$ 2,627

NOTE 7. Allowance for Loan Losses

The Bank maintains an allowance for loan losses at a level considered adequate by management to provide for probable credit losses in the Bank s loan portfolio. Credit losses are estimated through an analysis of various factors affecting the performance of the loan portfolio, including: individual review of problem loans, including an evaluation of the quality of underlying collateral; current business conditions and the Bank s historical loan loss experience; the term, in years, that the average loan is expected to remain on the Bank s books; and other factors that management determines to be relevant at the time of the analysis. In accordance with accounting and regulatory requirements, the portion of the allowance relating to unused loan commitments and other off-balance sheet items is reclassified to Other liabilities. Changes in the allowance for loan losses for the periods indicated were as follows:

	Three months ended		Nine months ended	
	9/30/2010	9/30/2009	9/30/2010	9/30/2009
	($ in thousands)		*($ in thousands)*	
Balance, beginning of period	$ 7,251	$ 4,425	$ 7,082	$ 4,737
Provision for loan losses	600	2,405	2,050	5,400
Loan charge-offs	(441)	(502)	(1,765)	(3,818)
Loan recoveries	19	6	62	15
Balance, end of period	$ 7,429	$ 6,334	$ 7,429	$ 6,334

NOTE 8. Borrowed Funds

Borrowed funds consist of FHLB term loan advances at September 30, 2010 and December 31, 2009.

The Bank has operating lines of credit with various correspondent banks. 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 is secured with investment securities. These lines of credit are available for short-term funding to meet current liquidity needs. Although general market trends in connection with the current distress in financial markets may impact the availability of such operating lines from other financial institutions, the Bank believes that the financial institutions with which it has relationships are stable and that the Bank will continue to have sufficient access to short term funding. There can be no assurance that short-term funding will continue to be available. The amount of federal funds purchased and outstanding balances on the credit lines for the periods covered in this report are detailed as follows:

	September 30, 2010		December 31, 2009	
	Line Amount	Outstanding Balance	Line Amount	Outstanding Balance
	($ in thousands)			
Federal Home Loan Bank	$ 51,038	$	$ 53,753	$
Pacific Coast Bankers Bank	10,000		10,000	
Zions Bank	5,000		5,000	

NOTE 9. Capital Lease Liability

The capital lease liability outstanding on September 30, 2010 and December 31, 2009 is related to a ground lease, with a purchase option, that the Bank entered into in early 2005 (a copy of the ground lease was filed as an Exhibit to the Company s annual report on Form 10-KSB filed with the SEC on March 24, 2005). As a capitalized lease, the value of the property is included as an asset on the consolidated statement of financial condition in Premises and equipment, net, and the net present value of future payments is included as a liability in Capital lease liability.

NOTE 10. Material Contracts

In the third quarter of 2006, the Bank entered into an agreement with the Spokane Public Facilities District (PFD) for the purchase of naming rights to the Spokane Opera House; that facility is now known as the INB Performing Arts Center. Under the agreement, the Bank will pay the PFD $150 thousand per year for a period of ten years. The contract expires July 20, 2016; however, the Bank has the right to extend the contract for an additional ten years, at an annual rate that will not exceed the current annual rate by more than twenty percent. Expenses related to the agreement are recognized as Other operating expense.

In March of 2009, the Bank entered into a renegotiated lease with Diamond Plaza, LLC for its principal office and main branch, which is located in the Paulsen Center Building in downtown Spokane. The new lease is for a 10-year term with additional renewal options on approximately 22,971 square feet. 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.

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NOTE 11. Junior Subordinated Debentures

In June 2005, the Company issued junior subordinated debentures with an aggregate value of $5.16 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%. The Trust issued $155 thousand of common securities to the Company and capital securities with an aggregate liquidation amount of $5 million to third-party investors. The common securities are included in Other assets on the consolidated statement of financial condition; the subordinated debentures are detailed individually in this report and are included in Borrowed funds in the consolidated financial statements included in the annual report on Form 10-K for the year ended December 31, 2009. 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. The Trust is not consolidated in these financial statements, pursuant to ASC 810, *Consolidation*. The Company reports the junior subordinated debentures within the liabilities section of the consolidated statements of financial condition.

The following table presents a summary of the Company s outstanding trust preferred securities at September 30, 2010 and December 31, 2009:

Name of Trust	Aggregate liquidation amount of trust preferred securities	Aggregate liquidation amount of common capital securities	Aggregate principal amount of junior subordinated debentures	Stated maturity date	Per annum interest rate	Extension period	Redemption option
		($ in thousands)					
Northwest Bancorporation Capital Trust I	$ 5,000	$ 155	$ 5,155	2035	3-mo. LIBOR + 1.70%	20 consecutive quarters	On or after 6/30/2010

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 will be restricted from making any payment on outstanding debt obligations that rank equally with, or junior to, the junior subordinated notes.

NOTE 12. Common and Preferred Stock

Common Stock:

No cash dividends on common stock were declared during the three-month and nine-month periods ended September 30, 2010 and 2009.

On July 15, 2010, the Company concluded a rights offering to the holders of its common stock, raising $2,747,220 in exchange for 686,805 shares of the Company s common stock. Net proceeds to the Company, after expenses, were $2,585,002.

Preferred Stock:

On February 14, 2009, as part of the Troubled Asset Relief Capital Purchase Program (the CPP) 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 (i) 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 (ii) a warrant (the Warrant) to purchase 525.00525 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 $10,500,000. 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 Series A Preferred Stock and the Series B Preferred Stock (together, the Preferred Stock) may not be redeemed by the Company during the first three years following the investment by the Treasury, except with the proceeds from a Qualified Equity Offering (as defined in the Company s Articles of Amendment). After three years, the Company may, at its option, redeem the Preferred Stock at the issue price, plus accrued and unpaid dividends. The Preferred Stock is generally non-voting and will qualify as Tier 1 capital.

As a result of the Company s participation in the CPP, 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 from February 13, 2009, payment of dividends on common stock by the Company may not exceed the last annual cash dividend of $0.20 per share. Prior consent of the Treasury will be required after 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 the nine months ended September 30, 2010 and 2009, the Company declared preferred stock dividends totaling $429,188 and $365,604. Subsequent to the payment made on February 16, 2010, the Company began deferring payment of dividends on its preferred stock but continues to accrue the liability for the dividends. As of September 30, 2010, dividend payments in arrears on preferred stock were $357,656. As of December 31, 2009, accrued and unpaid dividends totaled $71,531 and no dividend payments on the preferred stock were in arrears.

NOTE 13. Fair Value Measurements

The Company determines the fair market value of its financial instruments based on the fair value hierarchy established in ASC 820 Fair Value Measurements and Disclosures. The Standard provides enhanced guidance for measuring assets and liabilities using fair value and applies to situations where other standards require or permit assets or liabilities to be measured at fair value. ASC 820 also requires expanded disclosure of items that are measured at fair value, the information used to measure fair value, and the effect of fair value measurements on earnings.

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The estimated fair values of the Bank s financial instruments are summarized below.

	September 30, 2010		December 31, 2009	
	Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
	($ in thousands)			
Financial Assets:				
Cash and due from banks	$ 12,365	$ 12,365	$ 13,789	$ 13,789
Federal funds sold/interest bearing balances at other financial institutions	8,826	8,826	4,330	4,330
Securities available for sale	41,761	41,761	24,808	24,808
Federal Home Loan Bank stock	1,261	1,261	1,261	1,261
Loans receivable, net	289,059	297,845	314,153	319,036
Loans held for sale	6,145	6,145	3,112	3,112
Bank owned life insurance	3,762	3,762	3,670	3,670
Financial Liabilities:				
Deposits	335,877	337,594	337,777	339,544
Securities sold under agreements to repurchase	194	194	291	291
Borrowed funds	7,123	7,301	13,177	13,419
Capital lease	595	593	599	554
Junior subordinated debentures	5,155	2,482	5,155	5,056

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

	Fair Value at September 30, 2010			
Description of Financial Instrument	Fair Value	Level 1	Level 2	Level 3
	($ in thousands)			
Securities available for sale				
U.S. government agency securities	$ 15,723	$	$ 15,723	$
Corporate debt obligations	7,323		7,323	
State and municipal securities	17,971		17,971	
Mortgage backed securities	744		744	

	Fair Value at December 31, 2009			
Description of Financial Instrument	Fair Value	Level 1	Level 2	Level 3
	($ in thousands)			
Securities available for sale				
U.S. government agency securities	$ 8,014	$	$ 8,014	$
Corporate debt obligations	1,519		1,519	
State and municipal securities	9,978		9,978	
Mortgage backed securities	5,297		5,297	

The following methods and assumptions were used to estimate the fair value of each class of financial instruments:

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

Securities available for sale, securities held to maturity, and other investments: The fair values of marketable securities are based on quoted market prices or dealer quotes. If a quoted market price is not available, fair value is estimated using quoted market prices for similar securities.

Loans receivable: Fair values are estimated for portfolios of loans with similar financial characteristics. Loans are segregated by type such as commercial, real estate, consumer, credit card, and other. 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. For variable rate loans that re-price frequently and have no significant change in credit risk, fair values are based on carrying values.

Federal funds purchased: The carrying amount approximates fair value.

Bank owned life insurance: The carrying amount (the cash surrender value) approximates fair value.

Deposits and securities sold under agreements to repurchase: The fair value of demand deposits, savings accounts, NOW, securities sold under agreements to repurchase and money market deposits is the amount payable on demand at the reporting date. The fair value of fixed-maturity time deposits is estimated using the rates currently offered for deposits of similar remaining maturities.

Borrowed funds and junior subordinated debentures: The fair values of the Bank s long-term debt and junior subordinated debentures are estimated using discounted cash flow analyses based on the Bank s current incremental borrowing rates for similar types of borrowing arrangements.

Loan commitments and letters of credit: Fair values of commitments are estimated using fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the present creditworthiness of counterparties. The difference between the carrying value of commitments to fund loans or standby letters of credit and their fair values are not significant and, therefore, not included in the table above.

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

Description of Financial Instrument	Fair Value	Fair Value at September 30, 2010 Level 1	Level 2	Level 3
		($ in thousands)		
Impaired loans	$ 19,965	$	$	$ 19,965
Foreclosed real estate and other repossessed assets	4,037			4,037

Description of Financial Instrument	Fair Value	Fair Value at December 31, 2009 Level 1	Level 2	Level 3
		($ in thousands)		
Impaired loans	$ 9,079	$	$	$ 9,079
Foreclosed real estate and other repossessed assets	3,672			3,672

Loans. Loans measured at fair value on a nonrecurring basis are impaired loans, and are evaluated and valued at the time the loan is identified as impaired, at the lower of cost or market value. Market value is measured based on the value of the collateral securing these loans. The value of real estate collateral is determined based on an independent appraisal. The 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 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 customer and the customer s business. The impaired loans included in the table above are reported net of their specific reserve, which is management s best estimate of fair value. The specific reserve is established by recording provision expense in the Consolidated Statements of Operations.

Foreclosed real estate and other repossessed assets. Fair values of foreclosed real estate and other repossessed assets are typically determined based on an independent appraisal. 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 customer and the customer s business. Any write-downs of foreclosed or repossessed assets subsequent to the initial classification are recorded as an expense in the Consolidated Statements of Operations.

Valuation techniques are based upon observable and unobservable inputs. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Company s assumptions about market value. These two types of inputs create a fair value hierarchy. Level 1 includes quoted prices for identical instruments in active markets. Level 2 includes quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations whose inputs are observable. Level 3 includes instruments whose significant value drivers are unobservable. The level of a financial instrument within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement.

NOTE 14. Income Taxes

The effective tax rates presented for the nine-month period ended September 30, 2010 are not consistent with the nine-month period ended September 30, 2009 or the Company s historical effective tax rates. Our normal, expected statutory income tax rate is 36.0%, 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%. Our effective tax rates have historically been lower than statutory tax rates due to permanent differences arising primarily from nontaxable interest income on state and municipal securities and nontaxable gains in bank owned life insurance. The effect of these permanent differences combined with a loss before income taxes for the nine-month period ended September 30, 2009, and adjustments related to certain state deferred tax benefits, has resulted in a higher effective tax benefit percentage in the nine months ended September 30, 2009 as compared to the same period ended in 2010.

As of September 30, 2010 and December 31, 2009, the Company had recorded net deferred income tax assets of approximately $386 thousand and $291 thousand, respectively; in addition, the Company had recorded an income tax payable of $184 thousand and an income tax receivable of $1.0 million as of September 30, 2010 and December 31, 2009, respectively. These balances were included in other assets in the accompanying consolidated statements of financial condition.

As of December 31, 2009, the Company recorded a valuation allowance totaling $742 thousand against a portion of its deferred tax assets, because taxable income in the next calendar year may not be sufficient to realize the benefits of temporary deductible differences that cannot be realized through carry-back to prior years or through the reversal of future temporary taxable differences. This valuation allowance remained as of September 30, 2010 and will be reduced or eliminated as future taxable income is earned.

The Company follows the provisions of ASC 740, *Income Taxes*. The Company had no unrecognized tax benefits at September 30, 2010 or December 31, 2009. The Company recognizes interest accrued and penalties related to unrecognized tax benefits in tax expense. During the periods ended September 30, 2010 and December 31, 2009 the Company recognized no interest and penalties.

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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 and intentions and other statements contained in this release that are not historical facts and pertain to the Company s future operating results. When used in this report, the words expects, anticipates, intends, plans, believes, seeks, estimates and similar expressions are generally inten identify forward-looking statements. The Company and its senior managers have made and will 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 allowance for loan losses and provision for loan losses, the 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 Securities and Exchange Commission (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.

Forward-looking statements provide management s expectations or predictions of future conditions, events or results. They are not guarantees of future performance. By their nature, forward-looking statements are subject to risks and uncertainties. These statements speak only as of the date they are made. The Company does not undertake to update forward-looking statements to reflect the impact of circumstances or events that arise after the date the forward-looking statements were made. There are a number of factors, many of which are beyond the Company s control, that could cause actual conditions, events or results to differ significantly from those described in the forward-looking statements. These factors, some of which are discussed elsewhere in this report, include:

- further deterioration in economic conditions that could result in increased loan and lease losses;
- 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 ability to dispose of real estate acquired;
- the Company s success in gaining regulatory approvals, when required;

technological and management changes;

growth and acquisition strategies;

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- 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.

This list of factors is not complete and additional information about risks of the Company achieving results suggested by any forward-looking statements may be found under the headings Risk Factors and Management s Discussion and Analysis of Financial Condition 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.

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 2009 Annual Report on Form 10-K.

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, 2009. There have been no significant changes in our application of accounting policies since December 31, 2009.

Results of Operations

Summary

The Company reported net income applicable to common shares of $358 thousand and $875 thousand for the three-month and nine-month periods ended September 30, 2010, compared to a net loss applicable to common shares of approximately $804 thousand and $2.16 million for the comparable periods in 2009. The improvement in operating results compared to the first nine months of 2009 is largely attributable to increased net interest income, a lower provision for loan losses, a reduction in non-interest expenses, and increased noninterest income.

During the first nine months of 2010, total assets decreased $4.0 million, or 1.0%. Total gross loans decreased $24.7 million, or 7.7%, and deposits decreased $1.9 million, or 0.6%, during the same period. Despite these decreases, the Company showed an improvement in operating results because a lower loan loss provision was required, and the Company s net interest margin improved. The shift from time certificates of deposit to core deposits, coupled with the decline in interest rates, resulted in a notable reduction of interest expense. In addition, management has been proactive in identifying and charging off problem loans, and the resolution of loan issues contributed to a reduced need for provision expense.

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The table below summarizes the Company s financial performance for the three-month and nine-month periods ended September 30, 2010 and 2009:

Financial Highlights

($ in thousands, except per share data)

	Three months ended September 30,			Nine months ended September 30,		
	2010	2009	% Change	2010	2009	% Change
Results of Operations:						
Interest income	$ 5,229	$ 5,505	-5.0%	$ 15,811	$ 16,429	-3.8%
Interest expense	1,453	2,043	-28.9%	4,851	6,347	-23.6%
Net interest income	3,776	3,462	9.1%	10,960	10,082	8.7%
Provision for loan losses	600	2,405	-75.1%	2,050	5,400	-62.0%
Net interest income after provision for loan losses	3,176	1,057	200.5%	8,910	4,682	90.3%
Noninterest income	1,031	764	34.9%	3,110	2,453	26.8%
Noninterest expense	3,441	3,158	9.0%	10,067	10,262	-1.9%
Income (loss) before income taxes	766	(1,337)	157.3%	1,953	(3,127)	162.5%
Income tax expense (benefit)	238	(706)	133.7%	570	(1,394)	140.9%
Net income (loss)	528	(631)	183.7%	1,383	(1,733)	179.8%
Preferred stock dividends and discount accretion	170	173	-1.7%	508	431	17.9%
Net income (loss) applicable to common shares	$ 358	$ (804)	144.5%	$ 875	$ (2,164)	140.4%
Share Data:						
Basic earnings (loss) per common share	$ 0.12	$ (0.34)		$ 0.34	$ (0.91)	
Diluted earnings (loss) per common share	$ 0.12	$ (0.34)		$ 0.34	$ (0.91)	
Selected Ratios:						
Return on average assets	0.36%	-0.81%		0.24%	-0.72%	
Return on average equity	3.94%	-8.96%		3.27%	-9.22%	
Net interest income to average earning assets	4.23%	3.76%		4.07%	3.66%	
Efficiency ratio	71.58%	74.85%		71.55%	82.66%	
Noninterest income to average assets	1.05%	0.77%		0.86%	0.82%	
Noninterest expense to average assets	3.51%	3.17%		2.78%	3.45%	
Ending shareholders equity to average assets	9.58%	8.94%		7.80%	8.91%	
Nonperforming loans to gross loans	3.87%	4.17%		3.87%	4.17%	
Allowance for loan losses to gross loans	2.50%	1.95%		2.50%	1.95%	

Net Interest Income

The principal component of the Company s revenues is net interest income. Net interest income is the difference between interest income derived from earning assets, primarily loans and investment securities, and interest expense associated with interest bearing liabilities, primarily deposits, securities sold under agreement to repurchase and borrowed funds. The volume and mix of earning assets and funding sources, market rates of interest, demand for loans, and the availability of deposits affect net interest income.

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Average Balances, Rates, and Interest Income and Expenses. The following table presents an analysis of the Company s net interest income and net interest margin for the three-month period ended September 30, 2010 and 2009:

	Three months ended September 30,					
	2010			2009		
	Average Balance	Interest Income or Expense	Average Yield or Cost	Average Balance	Interest Income or Expense	Average Yield or Cost
ASSETS			($ in thousands)			
Loans, gross [1,2]	$ 306,022	$ 4,868	6.36%	$ 338,753	$ 5,272	6.23%
Taxable investments	25,244	264	4.18%	13,394	134	4.00%
Nontaxable investments [3]	14,767	92	2.49%	9,038	91	4.03%
FHLB stock	1,261		0.00%	1,181		0.00%
Federal funds sold & interest-bearing deposits with banks	10,133	5	0.20%	6,208	8	0.52%
Total interest earning assets	357,427	5,229	5.85%	368,574	5,505	5.97%
Less allowance for loan losses	(7,476)			(5,183)		
Cash and due from banks	11,871			8,456		
Other non-earning assets	30,720			27,247		
Total assets	$ 392,542			$ 399,094		
LIABILITIES AND SHAREHOLDERS EQUITY						
NOW accounts	56,400	272	1.93%	15,251	17	0.45%
Money market accounts	34,337	82	0.96%	28,521	64	0.90%
Savings accounts	43,707	91	0.83%	42,116	138	1.31%
Time certificates of deposit	140,496	900	2.56%	181,382	1,539	3.39%
Total interest bearing deposits	274,940	1,345	1.96%	267,270	1,758	2.63%
Securities sold under repurchase agreements	159		0.00%	3,496		0.00%
Borrowed funds	8,179	80	3.91%	22,977	206	3.59%
Junior subordinated note [4]	5,155	28	2.17%	5,155	79	6.13%
Total borrowed funds	13,493	108	3.20%	31,628	285	3.60%
Total interest bearing liabilities	288,433	1,453	2.02%	298,898	2,043	2.73%
Demand deposits	65,641			62,456		
Other liabilities	2,085			1,852		
Shareholders equity	36,383			35,888		
Total liabilities and shareholders equity	$ 392,542			$ 399,094		
Net interest income		$ 3,776			$ 3,462	
Net interest spread			3.83%			3.24%
Net interest income to average earning assets (margin)			4.23%			3.76%

Comments:

1. Nonaccrual loan balances are included in average loan balances; however, no interest income is imputed to nonaccrual loans.
2. Loan fee income in the amount of $54 thousand and $127 thousand is included in loan interest income for 2010 and 2009, respectively.
3. Yields have not been adjusted on tax-exempt investments to determine a tax-equivalent yield.

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4. On July 1, 2010, the interest rate on the junior subordinated note changed to a variable rate equal to the 3-month LIBOR +1.70%. Interest is computed using 360/365.

The following table presents an analysis of the Company s net interest income and net interest margin for the nine-month period ended September 30, 2010 and 2009:

	Nine months ended September 30,					
	2010			2009		
	Average Balance	Interest Income or Expense	Average Yield or Cost	Average Balance	Interest Income or Expense	Average Yield or Cost
ASSETS			*($ in thousands)*			
Loans, gross [1,2]	$ 310,848	$ 14,730	6.32%	$ 332,579	$ 15,718	6.30%
Taxable investments	24,139	767	4.24%	11,473	444	5.16%
Nontaxable investments [3]	11,962	296	3.30%	9,624	255	3.53%
FHLB stock	1,261		0.00%	1,261		0.00%
Federal funds sold & interest-bearing deposits with banks	10,511	18	0.23%	12,494	12	0.13%
Total interest earning assets	358,721	15,811	5.88%	367,431	16,429	5.96%
Less allowance for loan losses	(7,416)			(5,097)		
Cash and due from banks	11,017			9,187		
Other non-earning assets	119,794			28,748		
Total assets	$ 482,116			$ 400,269		
LIABILITIES AND SHAREHOLDERS EQUITY						
NOW accounts	48,298	598	1.65%	16,965	48	0.38%
Money market accounts	30,450	229	1.00%	26,432	186	0.94%
Savings accounts	45,022	331	0.98%	43,231	408	1.26%
Time certificates of deposit	152,392	3,219	2.82%	178,214	4,814	3.60%
Total interest bearing deposits	276,162	4,377	2.11%	264,842	5,456	2.75%
Securities sold under repurchase agreements	219		0.00%	852	7	1.10%
Borrowed funds	10,189	291	3.81%	23,589	650	3.67%
Junior subordinated note [4]	5,155	183	4.73%	5,155	234	6.05%
Total borrowed funds	15,563	474	4.06%	29,596	891	4.01%
Total interest bearing liabilities	291,725	4,851	2.22%	294,438	6,347	2.87%
Demand deposits	62,968			66,550		
Other liabilities	91,724			7,982		
Shareholders equity	35,699			31,299		
Total liabilities and shareholders equity	$ 482,116			$ 400,269		
Net interest income		$ 10,960			$ 10,082	
Net interest spread			3.66%			3.09%
Net interest income to average earning assets (margin)			4.07%			3.66%

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Comments:

1. Nonaccrual loan balances are included in average loan balances; however, no interest income is imputed to nonaccrual loans.
2. Loan fee income in the amount of $259 thousand and $441 thousand is included in loan interest income for 2010 and 2009, respectively.
3. Yields have not been adjusted on tax-exempt investments to determine a tax-equivalent yield.
4. On July 1, 2010, the interest rate on the junior subordinated note changed to a variable rate equal to the 3-month LIBOR +1.70%. Interest is computed using 360/365.

During the nine months ended September 30, 2010 and 2009, the net interest margin increased 41 basis points from 3.66% to 4.07%. This increase resulted from interest expense declining at a faster rate than interest income.

Interest income for the nine months ended September 30, 2010 was $15.8 million, representing a decrease of $618 thousand, or 3.76%, compared to the same period in 2009. The decrease in interest income is related to a decrease of $8.7 million in average interest earning assets combined with a change in the mix of interest earning assets and a decrease in yields on investments, but was offset by a slight increase in the yields on loans. Loans, the highest yielding component of earning assets, represented 86.7% of average earning assets during the first nine months of 2010, compared to 90.5% during the first nine months of 2009. The average yield on loans increased 2 basis points to 6.32% for the first nine months of 2010 from 6.30% for the comparable period in 2009. For the third quarter of 2010, the average yield on loans was 6.36%, an increase of 13 basis points compared to the same quarter last year. The Bank has intentionally taken steps to lower its loan to deposit ratio from 98% at September 30, 2009, to 87% at September 30, 2010 in order to improve its on-balance sheet liquidity. As loans have been reduced, funds have been invested in securities which have lower yields than loans.

Interest expense for the nine months ended September 30, 2010 was $4.9 million, representing a decrease of $1.5 million, or 23.6%, compared to $6.3 million for the same period in 2009. This improvement in interest expense is a result of the reductions in and re-pricing of time certificates of deposit along with the paydown of higher costing borrowed funds. The Bank expects to continue to see reductions in interest expense in the near-term as time certificates of deposit re-price to the lower rates that are currently being offered. The decrease was offset by an increase during the quarter in interest expense for NOW and money market accounts because the Bank offered higher than market rates on these accounts to increase core deposits.

The percentage of average interest earning assets funded by average interest bearing liabilities increased to 81.3% for the first nine months of 2010, compared to 80.1% for the same period in 2009. Deposits represented 94.7% of average interest bearing liabilities at September 30, 2010, compared to 89.9% at September 30, 2009. The cost of interest bearing funds for the first nine months of 2010 decreased 65 basis points to 2.22%, from 2.87% during the same period last year.

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Rate/Volume Analysis. Net interest income can be analyzed in terms of the impact of varying rates and volumes. The following table sets forth the effects that different levels of interest earning assets and interest bearing liabilities and that applicable rates have had on net interest income for the periods presented:

	Three months ended September 30 2010 over 2009 Increase (Decrease) Due to Changes in				Nine months ended September 30 2010 over 2009 Increase (Decrease) Due to Changes in			
	Volume	Rate	Rate/ Volume	Total	Volume	Rate	Rate/ Volume	Total
				($ in thousands)				
Interest earning assets								
Loans	$ (510)	$ 110	$ (4)	$ (404)	$ (1,027)	$ 50	$ (11)	$ (988)
Securities	168	(21)	(16)	131	469	(64)	(41)	364
Fed funds sold/interest-bearing balances	5	(5)	(3)	(3)	(2)	9	(1)	6
Total interest earning assets	(337)	84	(23)	(276)	(560)	(5)	(53)	(618)
Interest bearing liabilities								
NOW accounts	46	56	153	255	89	162	299	550
Money market accounts	13	4	1	18	28	12	3	43
Savings accounts	5	(51)	(1)	(47)	17	(91)	(3)	(77)
Time certificates of deposit	(347)	(376)	84	(639)	(697)	(1,043)	145	(1,595)
Securities sold under repurchase agreements					(5)	(7)	5	(7)
Borrowed funds	(133)	18	(11)	(126)	(369)	25	(15)	(359)
Junior subordinated debentures		(51)		(51)		(51)		(51)
Total interest bearing liabilities	(416)	(400)	226	(590)	(937)	(993)	434	(1,496)
Total increase (decrease) in net interest income	$ 79	$ 484	$ (249)	$ 314	$ 377	$ 988	$ (487)	$ 878

Net interest income improved $878 thousand for the nine months ended September 30, 2010 compared to September 30, 2009; this improvement in earnings stemmed primarily from lower interest rates paid on time certificates of deposit, a lower volume of time certificates of deposit, higher loan rates, and paydowns on borrowed funds. The Company has benefited from reducing the volume of certificates of deposit because they bear a higher rate of interest and therefore increase interest expense for the Company, compared to other forms of deposit.

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. Accordingly, 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 interest rate simulation model is used as a quantitative tool to monitor the impact of changing interest rates on net interest income and the economic value of equity. To evaluate changes in net interest income, the model uses various assumptions and considers the maturity and re-pricing characteristics of interest bearing assets and liabilities, as well as the relative sensitivities of these balance sheet components over a range of interest rate scenarios. The simulation model captures the impact of interest rate changes on the net value of future cash flows, which is the economic value of equity (EVE). Net interest income simulation measures exposure over a relatively

short time period of 12 months and the EVE simulation measures exposure over the estimated remaining life of all balance sheet positions. 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.

Presented below are the results of the simulation performed on the Bank s financial information as of September 30, 2010 and 2009. Immediate rate increases of 100, 200 and 300 basis points were modeled, while a rate decrease of just 25 basis points was modeled since the Fed Funds Target Discount Rate is 0.25% and cannot go lower than 0%. These rate changes assume an instantaneous and uniform change in market interest rates at the earliest re-pricing opportunity.

	% Change in Net Interest Income		% Change in Economic Value of Equity	
Projected Interest Rate Scenario	**2010**	**2009**	**2010**	**2009**
+300	-14.1%	11.9%	-23.5%	-18.9%
+200	-9.7%	5.1%	-14.5%	-15.3%
+100	-5.1%	44.0%	-5.5%	-9.2%
-25	1.8%	0.1%	2.1%	2.4%

As noted above, 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 (i.e. demand deposits) react to changes in market rates, expected prepayment rates, the degree to which early withdrawals occur on certificates of deposit 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 or economic value of equity.

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 our loan portfolio. Our methodology for analyzing probable loan losses is consistent with the methods used as of December 31, 2009, except that the calculation has been adjusted each quarter during 2010 for changes in leading indicators such as unemployment and trends in the real estate market, as well as changes in the weighted average risk rating of loans in our portfolio.

The provision for loan losses during the nine-month period ended September 30, 2010 was $2.05 million, which was a substantial decrease of $3.35 million, or 62.0%, compared to the $5.40 million added to the provision for the same period in 2009. Over the course of 2009, the Bank increased the allowance for loan losses dramatically to address higher levels of charged-off loans and indications of probable losses. During the first nine months of 2010, actual charge-offs were lower than anticipated, so even though the Company slightly increased the allowance for loan losses, the required provision was much lower than in the same period last year. The third quarter of 2010 followed this same trend as compared to the same quarter last year; provision expense was $600 thousand for the third quarter of 2010 compared to $2.4 million in the same quarter last year, a decrease of $1.81 million, or 75.1%.

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Net charge-offs for the first nine months of 2010 were $1.7 million compared to net charge-offs of $3.8 million for the first nine months of 2009, a decrease of 55.3%. Annualized net charge-offs were 0.73% and 1.52% of average gross loans for the nine-month periods ended September 30, 2010 and 2009, respectively. The majority of net charge-offs during the first nine months of 2010 were due to losses on real estate secured loans, which comprised 72.8% of total net charge-offs, while net charge-offs for the same period of 2009 resulted from both real estate secured loans, which comprised 52.5% of total net charge-offs, and commercial loans, which comprised 46.0% of total net charge-offs. The significant decrease in the dollar amount of charge-offs between the first nine months of 2010 and the same period of 2009, combined with the shift in the source of charge-offs away from commercial purpose loans, is the result of the Bank addressing specific commercial loan relationships that were troubled in 2009. These loans have either been charged-off or the credit quality issues have been resolved and have not recurred. Although year-to-date net charge-offs decreased significantly compared to the same period last year, results for the third quarter showed a more modest decrease compared to the same quarter last year, as net charge-offs were $422 thousand for the 3 months ended September 30, 2010, compared to net charge-offs of $496 thousand in the same quarter last year, a decrease of 14.9%.

Management is committed to maintaining an adequate allowance for loan losses relative to our level of problem loans. See the Loans and Allowance for Loan Losses sections below for additional discussion on the Bank s loan portfolio and the adequacy of the allowance for loan losses.

Noninterest Income

For the nine months ended September 30, 2010, noninterest income was $3.1 million, an increase of $357 thousand, or 26.8%, from the same period in 2009. The increase in noninterest income was attributable to a $39 thousand increase in the gain on sales of mortgage loans, a $130 thousand increase in the gain on sales of foreclosed real estate and other property owned, a $373 thousand increase in the gain on sales of securities, and a $224 thousand B&O tax refund, offset by a $68 thousand decrease in service charges on deposits; noninterest income in 2009 included $145 thousand in nonrecurring life insurance proceeds.

Noninterest Expense

Noninterest expense for the nine-month period ended September 30, 2010 was $10.1 million, a decrease of $195 thousand or 1.9%, from the same period in 2009. Noninterest expense for the third quarter of 2010 was $3.4 million, an increase of $283 thousand or 8.9%, from the same quarter in 2009.

Salaries and employee benefits for the first nine months of 2010 decreased $236 thousand, or 4.8%, compared to the same period in 2009. Contributing to the overall decrease were cost cutting measures taken to reduce staffing levels and reductions in the amount of incentive compensation paid to loan officers for commercial loan production. Full-time employee equivalents (FTEs) declined from 107 FTEs as of September 30, 2009 to 106 FTEs as of September 30, 2010. Salaries and benefits for the third quarter of 2010 increased $64 thousand, or 4.1%, compared to the same quarter in 2009. As the Bank has become profitable over the last three consecutive quarters, positions that were eliminated early in 2009 have begun to be replaced, which has led to an increase in expense.

During the first nine months of 2010, depreciation and amortization expense was $118 thousand higher than the same period in 2009. The increased expense is primarily due to higher depreciation costs for a Bank branch that was moved from inside a grocery store to a free-standing facility in February 2010. The third quarter of 2010 showed a similar trend.

The Company s loss on foreclosed real estate and other property owned included losses on sales of foreclosed real estate of $37 thousand, a valuation allowance for foreclosed real estate held by the Company at period end of $239 thousand, and an impairment charge of $200 thousand for land included in the balance sheet under the caption Premises and equipment, net. For the same period in 2009, this category consisted of a valuation allowance for foreclosed real estate held by the Company at period end of $300 thousand. In total, these expenses were $176 thousand higher for the nine months ended September 30, 2010 than in the same period in 2009. For the third quarter of 2010, these expenses were $154 thousand; no expenses of this nature were recorded in the same quarter of 2009.

Other noninterest expenses for the first nine months of 2010 decreased $137 thousand, or 4.6%, compared to the same period in 2009. This decrease in expenses was largely caused by overall cost cutting measures in several other operating expense categories including: outside professional fees, advertising and promotion costs, and stationery and supplies expenses. The decrease was offset by an increase in costs related to maintaining or selling real estate securing nonperforming assets. For the third quarter of 2010, other noninterest expenses showed an increase of $66 thousand or 7.0% over the same quarter last year, primarily related to an increase in FDIC insurance premiums.

Financial Condition

Securities

As of September 30, 2010, the Bank had $41.8 million of securities, which is an increase of $17.0 million from December 31, 2009. This increase is a result of a combination of declining loan demand and a conscious effort by management to increase on-balance sheet liquidity in light of the current economy. With the exception of corporate bonds with a fair value of $7.3 million, all securities at September 30, 2010, are obligations of the Treasury Department, U.S. agencies, and state or municipal governments. As of September 30, 2010, the securities portfolio included a net unrealized gain of $890 thousand.

Loans

At September 30, 2010, the Bank reported $296 million in gross loans, a decrease of $24.7 million, or 7.7%, compared to December 31, 2009. This decrease is primarily attributable to a $21.2 million, or 62.0%, reduction in commercial construction loans and a $5.7 million, or 15.5%, reduction in land and land acquisition loans; these decreases were partially offset by an increase of $5.5 million, or 4.0%, in other commercial real estate loans. Management plans to further reduce commercial real estate loan balances as part of a strategy to re-balance assets and liabilities and focus closely upon asset quality. As part of this strategy, the Bank has implemented more stringent lending practices, has discontinued purchasing participation loans from other banks, and is limiting new loans for land development, speculative construction and non-owner occupied commercial real estate.

There is continued competitive pressure on pricing in the Bank s local market area, especially for those loans considered to be the most desirable. The Bank, like many other banks, is setting floors on variable rate lines of credit, and overall, this has helped to improve the Bank s interest income despite a reduction in total loans. Many customers are requesting longer term fixed rates in anticipation of future rate increases. However, the Bank also believes that rates are likely to rise over the next one to five years and is attempting to minimize interest rate risk by keeping rates adjustable and by structuring loans to mature in five years or less.

The demand for loans in our local markets has been adversely influenced by macroeconomic forces that have disrupted local and national economies. Specifically, real estate and related activities have slowed significantly, local unemployment rates have increased substantially, and real estate and other asset prices have declined appreciably. Despite overall weaknesses in the marketplace, management sees evidence that its workout efforts are making progress. Several foreclosed properties have been sold without unreasonable discounts.

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Nonperforming assets increased $188 thousand, or 1.2%, from $15.3 million at December 31, 2009 to $15.5 million at September 30, 2010. Nonperforming assets as a percentage of total assets were 4.0% as of September 30, 2010, and 3.9% as of December 31, 2009. The following table shows a summary of nonperforming assets for the periods covered in this report:

	September 30, 2010	December 31, 2009
	($ in thousands)	
Loans accounted for on a nonaccrual basis	$ 11,499	$ 11,676
Loans contractually past due 90 days or more as to interest or principal		
Total nonperforming loans	11,499	11,676
Foreclosed real estate and other repossessed assets	4,037	3,672
Total nonperforming assets	$ 15,536	$ 15,348

Nonperforming loans decreased $177 thousand, or 1.5%, from $11.7 million at December 31, 2009, to $11.5 million at September 30, 2010. This decrease in nonperforming loans was offset by a $365 thousand, or 9.9%, increase in foreclosed real estate and other repossessed assets. Of the $11.5 million in nonaccrual loans, management believes $2.9 million is well protected by collateral and is expected to be paid in full. The majority of the remaining $8.6 million is supported by collateral but carries a risk of loss for a portion of the outstanding balance. When a risk of loss has been identified, an appropriate reserve for the loss is also established through an impairment analysis which considers estimated fair market value of collateral, net of selling costs. All nonaccrual loans are in the process of collection or under some form of a negotiated agreement for repayment of the debt.

Just over one-half of the nonaccrual balances are related to participation loans purchased from other banks. In most cases, there is either reasonable or strong collateral support. The Bank is aggressively working with the borrowers wherever possible so that these loans can be either repaid or restructured as performing assets.

One participation loan totaling $2.8 million is secured by commercial real estate and the borrower has signed new tenants. These tenants appear to have restored positive cash flow for the borrower. However, uncertainty related to their ability to retain the tenants and an updated appraisal which reflects further deterioration in the value of the collateral preclude a return to accrual status as previously anticipated. Another local borrower, with approximately $1.4 million outstanding, is participating in a workout plan, and is current on payments. With the establishment of a satisfactory pattern of payments it is possible that these loans could be returned to accrual status by year end.

A large parcel land development loan was foreclosed in June but is subject to redemption rights which will delay liquidation. There are up to $1 million in nonperforming assets with some opportunity for resolution by year end.

Foreclosed real estate and other repossessed assets increased by $365 thousand from $3.7 million at December 31, 2009, to $4.0 million at September 30, 2010. The largest foreclosed real estate property consisted of 240 acres of land in Silver Valley, Washington. Another significant property consists of 13 lots for sale in southwest Washington; two lots have been sold since the property was foreclosed in November 2009. The third largest property consists of 33 lots north of Spokane, Washington; 3 lots from this property have been sold as of September 30, 2010. Most of the properties are listed for sale under marketing plans intended to liquidate properties in a responsible and timely manner.

Restructured notes decreased slightly from $5.5 million at December 31, 2009 to $5.1 million at September 30, 2010. This change is primarily the result of continuing negotiations related to troubled loans and implementation of workout plans that are documented with forbearance or other agreements specifying the terms of those plans. Many of these agreements grant a period of interest-only payments without imposing other significant consequences. The intention of such agreements is always to improve or protect

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the Bank s opportunity for successful liquidation of the asset. Below is a summary of restructured loans for the periods covered in this report:

	September 30, 2010	December 31, 2009
	($ in thousands)	
Restructured notes included in nonaccrual loans	$ 4,034	$ 5,315
Performing restructured notes	1,102	202
Total restructured notes	$ 5,136	$ 5,517

All of the restructured loans, both those accruing interest and those on nonaccrual were contractually current as of September 30, 2010. During 2010, the Bank added a full time loan workout specialist to the credit administration department. Significant progress has been made in working with borrowers to develop viable and mutually acceptable plans for repayment, and management believes the renegotiated terms for these loans create a realistic opportunity for the Bank to be paid in full.

Allowance for Loan Losses

The allowance for loan losses is a valuation allowance for probable losses inherent in the loan portfolio. Management evaluates the need to establish allowances against losses on loans on a monthly basis. When additional allowances are deemed necessary, a provision for loan losses is charged to earnings. In estimating the allowance for loan losses, management considers a number of factors, including: review of specific impaired loans; historical loan loss experience; quality, mix and size of loan portfolio; type and value of collateral; current and anticipated economic conditions; and other relevant factors. When there is clear evidence of an economic downturn, higher levels of reserves may be warranted. Since loan losses have significantly increased over the last 18 months, management has shifted from using a five-year weighted average historical loss experience to a two-year weighted average.

As of September 30, 2010, the allowance for loan losses was $7.4 million, an increase of $347 thousand, or 4.9%, over December 31, 2009, and an increase of $1.1 million, or 17.3%, over September 30, 2009. These allowance balances represented 2.5%, 2.2%, and 2.0% of gross loans outstanding as of September 30, 2010, December 31, 2009, and September 30, 2009, respectively. The increase in the allowance for loan losses over the past nine quarters was driven primarily by a higher level of estimated required reserves as a result of ongoing depressed economic conditions in our market area. Net charge-offs were significantly lower in the most recent three and nine months than compared to the same periods of 2009, therefore management determined that a lower provision expense was required in order to maintain the allowance for loan losses at an appropriate level. Below is a summary of activity in the allowance for loan losses for the current quarter and the first nine months of 2010 and 2009, respectively:

	Three months ended		**Nine months ended**	
	9/30/2010	**9/30/2009**	**9/30/2010**	**9/30/2009**
	($ in thousands)		*($ in thousands)*	
Allowance for loan losses, beginning of period	$ 7,251	$ 4,425	$ 7,082	$ 4,737
Loan charge-offs:				
Commercial	153	132	313	1,751
Real estate	217	320	1,273	2,004
Installment and credit card	71	50	179	63
Total charge-offs	441	502	1,765	3,818
Recoveries of loans previously charged-off:				
Commercial	1	1	10	2
Real estate	1	2	33	9
Installment and credit card	17	3	19	4
Total recoveries	19	6	62	15

Net charge-offs	422	496	1,703	3,803
Provision charged to expense	600	2,405	2,050	5,400
Allowance for loan losses, end of period	$ 7,429	$ 6,334	$ 7,429	$ 6,334
Annualized net charge-offs to average gross loans	0.54%	0.60%	0.73%	1.52%

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The table below sets forth the allowance for loan losses by category of loan and summarizes the percentage of allowance for loan losses in each category to loans as of September 30, 2010 and December 31, 2009:

	September 30, 2010		December 31, 2009	
	Amount	Percent of Loans	Amount	Percent of Loans
	($ in thousands)			
Construction and land development	$ 1,305	13.66%	$ 1,801	22.18%
Secured by farmland	4	0.65%	3	0.42%
Home equity loans	920	7.58%	483	6.40%
Revolving loans secured by 1-4 family residential	81	4.12%	122	3.83%
Secured by multi-family residential	269	4.50%	23	5.18%
Secured by non-farm, non-residential real estate	2,309	47.24%	1,244	40.79%
Commercial and industrial loans	1,596	17.21%	2,659	16.98%
Loans to individuals	107	2.57%	115	2.87%
Credit card loans	85	0.35%	18	0.37%
All other loans and leases		0.09%		0.03%
Mortgage loans held for sale		2.03%		0.95%
Supplementary allowance/non-specific factors	753	n/a	614	n/a
	$ 7,429	100.00%	$ 7,082	100.00%

Deferred Tax Asset

At September 30, 2010, the Company had a net deferred tax asset of $386 thousand, which compared to a net deferred tax asset of $291 thousand at December 31, 2009.

During the fourth quarter of 2009, the Company recorded a valuation allowance of $742 thousand against its net deferred tax asset due to uncertainty about the Company s ability to generate taxable income in the near term; the valuation allowance had the effect of increasing the provision for income taxes in 2009. There was no prior valuation allowance recorded. The Company will not be able to recognize the tax benefits on future losses until it can show that it is more likely than not that it will generate enough taxable income in future periods to realize the benefits of its deferred tax asset and loss carryforwards.

Deposits

As of September 30, 2010, the Bank reported $335.9 million in deposits, which represents a decrease of $1.9 million over total deposits reported as of December 31, 2009. Time certificates of deposits declined $41.9 million while other interest bearing deposits increased $38.5 million; noninterest bearing demand deposits increased $1.5 million. Core deposits, which exclude time certificates of deposit, provide a relatively stable funding source. Core deposits increased $40.0 million, or 24.3%, during the first nine months of 2010 and represented 61.0% and 48.8% of total deposits as of September 30, 2010 and December 31, 2009, respectively. The balances and activity in deposit accounts for the quarter ended September 30, 2010 were consistent with the year-to-date totals.

Deposit growth continues to be positively affected by general adverse economic conditions that have encouraged consumers to become more defensive by saving a greater percentage of their income, as well as spreading their deposit balances to multiple financial institutions to ensure their balances are insured by the FDIC.

Competition for deposits in the Bank s primary market area has made it difficult to significantly reduce the rates that the Bank pays to customers on their deposits. Part of this competitive pressure is caused by larger financial institutions that have an increased need for liquidity, particularly those institutions that have responded to marketplace demand for refinancing and originating significant volumes of mortgage loans. In order to retain existing deposits, and to attract new deposits, the Bank has strived to remain competitive on deposit rates. Compared to the first nine months of last year, the Bank has been successful in decreasing deposit rates and has reduced the Bank s average cost of funds by 65 basis points

since September 30, 2009. The average cost of funds for the third quarter of 2010 decreased by 71 basis points compared to the same quarter last year.

Junior Subordinated Debentures

The Company had $5.2 million in junior subordinated debentures at September 30, 2010; most of the proceeds have been invested in the Bank and have been primarily used by the Bank for branch expansion and relocation. The junior subordinated debentures bear interest at a rate of 5.95% that was fixed through June 30, 2010, after which time the rate decreased to 3-month LIBOR plus 1.7%. As of September 30, 2010, the entire balance of the junior subordinated debentures qualified as Tier 1 capital under regulatory capital guidelines. Additional information regarding the terms of the junior subordinated debentures, including maturity, re-pricing dates and interest rate, is included in Note 8 of the Notes to Consolidated Financial Statements in the Company s 2009 annual report on Form 10-K.

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 decreases 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.

Banking regulations require the Bank to maintain minimum levels of capital. The Bank manages its capital to maintain a well-capitalized designation (the FDIC s highest rating). A well-capitalized rating from the FDIC requires that the Bank maintain or exceed capital levels of 10% of total risk-based assets. At September 30, 2010, the Bank s total capital to risk weighted assets was 13.4% compared to 11.9% reported as of December 31, 2009. The improved capital ratio reflects the Bank s net income for the first three quarters of 2010, combined with a change in the mix of risk-based assets. In addition, $900 thousand of the capital raised by the Company during the third quarter, as further described below, was down-streamed to the Bank and is reflected in the ratio of total capital to risk weighted assets.

Historically, the Board of Directors has scheduled its dividend considerations so that annual cash dividends on its common stock, when and if declared by the Company, would be paid in mid-June of each year. The Company paid its first cash dividend in 2003, in the amount of $0.10 per share. In each of the subsequent years through 2008, the Board of Directors increased the amount of the cash dividend paid per common share by $0.02. No dividends on common stock were declared in 2009 or 2010, and dividends are not expected to resume until the Company has returned to sustained profitability.

In April 2010, the Bank agreed with the FDIC and the Washington Department of Financial Institutions (WDFI) that the Bank would, among other things, achieve and maintain a minimum leverage ratio of 10%, compared to its current minimum required regulatory ratio of 5%. As of September 30, 2010, the Bank s leverage ratio was 10.2%. 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 WDFI 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 also 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 May 2010, the Board of Directors approved a rights offering for the purpose of raising up to $4 million in new capital for the following purposes:

- to increase the Bank s leverage ratio above 10%;
- to position the Company to take advantage of opportunities that might present themselves as a result of the turmoil in the banking industry; and
- to retain the remaining net proceeds at the Company for general corporate purposes.

The rights offering concluded on July 15, 2010. The Company raised $2.7 million in capital, of which $900 thousand was down-streamed to the Bank during the third quarter of 2010.

Off-Balance Sheet Arrangements and Commitments

In the normal course of operations, the Bank engages in a variety of financial transactions that, in accordance with U.S. generally accepted accounting principles, are not recorded in our consolidated financial statements. These transactions are used primarily to manage customers requests for funding and take the form of commitments to extend credit and standby letters of credit. The Bank uses the same credit policies in making commitments to lend funds and conditional obligations as it does for other credit products. In the

event of nonperformance by the customer, the Bank s exposure to credit loss is represented by the contractual amount of the instruments. Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established by the contract. Since some commitments may expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. As of September 30, 2010, commitments to extend credit totaled $52.7 million, and letters of credit totaled $1.6 million.

Liquidity

Liquidity is the term used to refer to the Bank s ability to meet its cash requirements. The Bank maintains sufficient liquidity to ensure that funds are available for both lending needs and the withdrawal of deposit funds. The Bank derives liquidity primarily through deposit growth, including core deposits, the maturity of investment securities, cash from operations and loan payments received. Additional liquidity is provided through sales of loans, sales of securities, and access to alternative funding sources. National time deposits, including brokered deposits, public deposits, and deposits available through various national listing programs are traditionally considered to be more volatile than core deposits; however, more recently, the volatility has been associated with pricing rather than with availability. FHLB borrowings and unsecured overnight Federal Reserve funds are referred to as alternative funding sources.

The primary ongoing funding needs of the Company, separate from the Bank, include debt service on junior subordinated debentures and dividends on preferred stock. Liquidity needs of the Company have historically been met through dividends from the Bank. The Bank has historically relied upon the generation of local deposits to fund its investment in loans, securities and other assets. On occasion, the Bank generates funds by advertising its certificate of deposit rates on a national listing service. Public funds are another source of deposits and are typically received from the states of either Washington or Idaho. Public funds are stable and are generally deposited with the Bank for as long as the Bank is willing to pay the required rate of interest on such funds and pledge securities equal to 100% of the uninsured balance for Washington public funds.

Concerns over deposit fluctuations with respect to the overall banking industry were addressed by the FDIC in September and October 2008. The FDIC increased the amount of deposit insurance available on individual accounts from $100,000 per account to $250,000 per account through December 31, 2013. The FDIC also implemented the Transaction Account Guarantee Program, which provides for full FDIC coverage for noninterest bearing transaction accounts and certain low-interest rate transaction accounts, regardless of dollar amounts. The Bank elected to participate in this program, which is set to expire on December 31, 2010. On July 21, 2010, the Dodd-Frank Wall Street Reform and Consumer Protection Act was signed into law, which, in part, permanently raised the current standard maximum deposit insurance amount to $250,000. The FDIC insurance coverage limit applies per depositor, per insured depository institution for each account ownership category.

Additionally, the Company is a member of the Certificate of Deposit Account Registry Service (CDARS®) program. Through CDARS®, the Bank s customers can increase their FDIC insurance by up to $50 million through reciprocal certificate of deposit accounts. This is accomplished by the Bank entering into reciprocal depository relationships with other member banks. The individual customer s large deposit is broken into amounts below the $250,000 amount and is placed with other banks that are members of the network. A reciprocal member bank issues certificates of deposit in amounts that ensure that the entire deposit is FDIC insured.

When the level of liquid assets (our primary liquidity) does not meet our liquidity needs, other available sources of liquid assets (our secondary liquidity) include: the purchase of federal funds, sales of securities under agreements to repurchase, purchase of brokered certificates of deposit, liquidation of unpledged securities, and sales of loans. Our lines of credit with the FHLB and other correspondent banks are also available to meet current and anticipated liquidity needs. At September 30, 2010, the Company had approximately $51.3 million of funds available on its FHLB line and $15 million of funds available on its federal funds lines with correspondent banks.

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As a member of the CDARS® program, the Company can purchase certificates of deposit through the program. At September 30, 2010, the Company was eligible to purchase certificates of deposit of up to five percent of its total assets through CDARS®. These sources provide significant secondary liquidity to the Company to service its customers needs.

The Bank must maintain an adequate level of liquidity to ensure the availability of sufficient funds to accommodate deposit withdrawals, to support loan growth, to satisfy financial commitments and to take advantage of investment opportunities. Management estimates that the Bank has sufficient primary and secondary liquidity sources in place to meet the anticipated needs of both the Bank and the Company.

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-14(c) and 15d-14(c)) as of September 30, 2010, 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, 2009, 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 focused on or that management currently deems immaterial may also impair our business operations. If any of these risks or uncertainties actually occurs, our business, financial condition, operating results or liquidity could be materially affected.

The following risk factor updates, and should be read together, with the risk factors set forth in our Annual Report on Form 10-K for the fiscal year ended December 31, 2009, as updated by our filings with the SEC.

Recent changes have created regulatory uncertainty. Regulation of the financial services industry is undergoing major changes. The Dodd-Frank Act, signed into law on July 21, 2010, significantly revises and expands the rulemaking, supervisory and enforcement authority of federal bank regulators. Although the statute will have a greater impact on larger institutions than community institutions such as the Company, many of its provisions will apply to us. Among other things, the Dodd-Frank Act:

- is changing the capital requirements for bank holding companies and would require less favorable capital treatment for future issuances of trust preferred (although our existing trust preferred are grandfathered and therefore not subject to the new rules);

- raises prudential standards by requiring, for instance, annual internal stress testing and establishment of independent risk committees for banks with $10 billion or more in assets;

- grants the FDIC back-up supervisory authority with respect to depository institution holding companies that engage in conduct that poses a foreseeable and material risk to the Deposit Insurance Fund, and heightens the Federal Reserve s authority to examine, prescribe regulations and take action with respect to all subsidiaries of a bank holding company;

- prohibits insured state-chartered banks from engaging in derivatives transactions unless the chartering state s lending limit laws take into consideration credit exposure to derivative transactions;

- specifies that a bank holding company may acquire control of an out of state bank only if it is well-capitalized and well-managed, and does not allow interstate merger transactions unless the resulting bank would be well-capitalized and well-managed after the transaction;

- changes how the FDIC calculates deposit insurance assessments and effectively requires increases in deposit insurance fees that will be borne primarily by institutions with assets of greater than $10 billion;

subjects both large and small financial institutions to data and information gathering by a newly created Office of Financial Research;

requires retention of 5% of the credit risk in assets transferred, sold or conveyed through issuances of asset-backed securities, with the risk-retention obligation spread between securitizers and originators;

creates a new Consumer Bureau given rulemaking, examination and enforcement authority over consumer protection matters, imposes limits on debit card interchange fees that may be charged by card issuers with $10 billion or more in assets and contains provisions on mortgage-related matters such as steering incentives, determinations as to a borrowers ability to repay and prepayment penalties; and

mandates and allows certain changes regarding corporate governance and executive compensation such as shareholder proxy access for publicly-traded banks director nominations, clawback of incentive-based compensation from executive officers and increased disclosure on compensation arrangements.

Some of these changes are effective immediately, though most will be phased in gradually. In addition, the statute in many instances calls for future rulemaking to implement its provisions, so the precise contours of the law and its effects on us cannot yet be fully understood. The provisions of the Dodd-Frank Act and the subsequent exercise by regulators of their revised and expanded powers thereunder could materially impact the profitability of our business, the value of assets we hold or the collateral available for our loans, require changes to business practices or force us to discontinue businesses and expose us to additional costs, taxes, liabilities, enforcement actions and reputational risk. Legislators and regulators are also considering a wide range of proposals beyond the Dodd-Frank Act that, if enacted, could result in major changes to the way banking operations are regulated.

We may be subject to more stringent capital requirements. As discussed above, the Dodd-Frank Act would require the federal banking agencies to establish stricter risk-based capital requirements and leverage limits to apply to banks and bank holding companies. In addition, the Basel III standards recently announced by the Basel Committee on Banking Supervision (the Basel Committee), if adopted, could lead to significantly higher capital requirements, higher capital charges and more restrictive leverage and liquidity ratios. The standards would, among other things, impose more restrictive eligibility requirements for Tier 1 and Tier 2 capital; increase the minimum Tier 1 common equity ratio to 4.5 percent, net of regulatory deductions, and introduce a capital conservation buffer of an additional 2.5 percent of common equity to risk-weighted assets, raising the target minimum common equity ratio to 7 percent; increase the minimum Tier 1 capital ratio to 8.5 percent inclusive of the capital conservation buffer; increase the minimum total capital ratio to 10.5 percent inclusive of the capital buffer; and introduce a countercyclical capital buffer of up to 2.5 percent of common equity or other fully loss absorbing capital for periods of excess credit growth. Basel III also introduces a non-risk adjusted Tier 1 leverage ratio of 3 percent, based on a measure of total exposure rather than total assets, and new liquidity standards.

The new Basel III capital standards will be phased in from January 1, 2013 until January 1, 2019, and it is not yet known how these standards will be implemented by U.S. regulators generally or how they will be applied to community banks of our size. There can be no assurance that implementation of these standards, or any other new regulations, will not adversely affect our ability to pay dividends, or require us to reduce business levels or raise capital, including in ways that may adversely affect our results of operations or financial condition.

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

Not applicable.

Item 3. Defaults upon Senior Securities.

Not applicable.

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Item 4. Reserved.

Item 5. Other Information.

Not applicable.

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Item 6. Exhibits.

Exhibit 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 by reference herein.
Exhibit 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 by reference herein.
Exhibit 4.1	Reference is made to Exhibits 3.1 and 3.2 as well as Exhibits 4.2, 4.3 and 4.4 below.
Exhibit 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 by reference herein.
Exhibit 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 by reference herein.
Exhibit 4.4	Warrant to purchase shares of the Company s Series B Preferred Stock, dated February 13, 2009 and issued to the United States Department of the Treasury. Filed as Exhibit 4.3 to the Company s current report on Form 8-K, filed with the SEC on February 17, 2009 and incorporated by reference herein.
Exhibit 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.
Exhibit 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.
Exhibit 32.1	Certification of Randall L. Fewel, President and Chief Executive Officer, pursuant to 18 U.S.C. 1350. Filed herewith.
Exhibit 32.2	Certification of Holly A. Poquette, Chief Financial Officer, pursuant to 18 U.S.C. 1350. Filed herewith.

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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: November 12, 2010	/s/ Randall L. Fewel Randall L. Fewel President & Chief Executive Officer
Dated: November 12, 2010	/s/ Holly A. Poquette Holly A. Poquette Chief Financial Officer

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Exhibit Index

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Exhibit 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 by reference herein.
Exhibit 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 by reference herein.
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