

NORTHWEST BANCORPORATION INC  
Form 10-K  
March 18, 2013  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-K**

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the fiscal year ended December 31, 2012

or

**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**  
(State or other jurisdiction of  
incorporation or organization)

**91-1574174**  
(I.R.S. Employer  
Identification No.)

**421 W. Riverside Avenue, Spokane, WA**  
(Address of principal executive offices)

**99201-0403**  
(Zip Code)

Registrant's telephone number, including area code: **(509) 456-8888**

Securities registered pursuant to Section 12(b) of the Act: **None**

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

**Common Stock, No Par Value**

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Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Exchange Act.

Yes  No

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

Indicate by a check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 229.405 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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this annual report on Form 10-K or any amendment to this annual report on Form 10-K.

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 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

Smaller reporting company

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

The aggregate market value of the common stock held by non-affiliates of the registrant computed by reference to the price at which the common equity was last sold as of the last business day of the registrant's most recently completed second fiscal quarter was \$16,170,568.

The number of shares outstanding of the registrant's common stock, as of February 15, 2013, was 3,089,957.

### DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Proxy Statement for the registrant's Annual Meeting of Shareholders to be held on May 20, 2013 (the 2013 Proxy Statement) have been incorporated by reference into Part III, Items 10, 11, 12, 13 and 14 of this annual report on Form 10-K.

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**NORTHWEST BANCORPORATION, INC.**

**ANNUAL REPORT ON FORM 10-K**

**For the fiscal year ended December 31, 2012**

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**PART I**

*This report contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. For a discussion of the risks and uncertainties inherent in such statements, see Business Forward-Looking Statements and Risk Factors.*

**Item 1. Business.**  
**General**

Northwest Bancorporation, Inc. (the Company), a Washington corporation incorporated in 1991, is a bank holding company registered with and supervised by the Board of Governors of the Federal Reserve System (the Federal Reserve Board). In 1993, the Company became the bank holding company parent of Inland Northwest Bank (the Bank) by acquiring all the outstanding shares of common stock of the Bank in exchange for an equal number of shares of common stock of the Company. Since commencing operations, the Company's business has consisted primarily of managing and supervising the Bank, and its principal source of income has been derived from the Bank. Although the Company's management continues to consider the possibility of other business opportunities, the Company currently has not established any independent business activity apart from acting as the parent company of the Bank. The Company also owns one-hundred percent of the common stock of Northwest Bancorporation Capital Trust I, a trust established in 2005 for the purpose of issuing trust preferred securities; proceeds received by the trust from the issuance of the trust preferred securities were funded to the Company.

The Bank commenced operations in 1989 as a Washington state-chartered commercial bank and is regulated by the Federal Deposit Insurance Corporation (the FDIC) and the Washington State Department of Financial Institutions (the WDFI). The Bank is a full service commercial bank providing a wide range of services to individuals and small to medium-sized businesses in eastern Washington and northern Idaho. The Bank operates seven branch offices in Washington and four branches in Idaho. In November 2011, the Bank formed a wholly-owned subsidiary, Northwest Property LLC, for the sole purpose of holding real estate acquired through foreclosure.

The Company and the Bank are managed as a single entity and not by departments or lines of business. Based on management's analysis, no department or line of business meets the criteria established in Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 280, *Segment Reporting*, for reporting of selected information about operating segments.

The primary asset of the Company is its investment in the common stock of the Bank. The Bank's operating results, financial position, and ability to provide dividends to the Company will directly and materially affect the operating results, financial position and liquidity of the Company. The Bank derives its income principally from interest charged on loans and, to a lesser extent, interest earned on investments and fees received in connection with the origination of loans and for other services. The Bank's principal expenses are interest expense on deposits and borrowings, operating expenses, and the provision for loan losses. Funds for activities of the Bank are provided principally by operating revenues, deposit growth and repayment of outstanding loans and investments. Specific information concerning the effect of these items upon the Bank's operating results for the fiscal years 2012 and 2011 is set forth in Part II, Item 7 of this annual report on Form 10-K. At such time as the Company decides to engage in any other business activities, the success or failure of any new business activities and the associated costs and expenses would be additional factors affecting the operating results, financial position and liquidity of the Company.

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### **Products and Services**

The Bank promotes relationship-based products and services to meet the banking needs of its primary market area. The Bank strives to occupy a niche market wherein it specializes in the personalized delivery of depository, cash management, and lending services to individuals, professionals and small to medium-sized businesses.

A full range of deposit products is offered including noninterest bearing demand deposits, money market demand accounts, negotiable order of withdrawal ( NOW ) accounts, savings accounts, and time deposits. The flow of deposits is influenced significantly by general economic conditions, changes in prevailing interest rates, pricing of deposits and competition. Our deposits are primarily obtained from areas surrounding our banking offices. We rely on marketing, new products, service and long-standing relationships with customers to attract and retain these deposits. Occasionally, the Bank solicits time deposits through brokers. Broker deposits are placed by brokers acting as an administrator, custodian, agent or trustee for funds placed at financial institutions on behalf of a third-party. Deposits of the Bank are insured by the Deposit Insurance Fund administered by the FDIC up to the maximum amount allowed by law.

Other services offered to the Bank's depositors include: cash management services, wire transfers, ACH origination, merchant bankcard services, electronic bill payment, Internet banking, commercial remote deposit capture, ATM and debit cards, safe deposit boxes, and overdraft protection.

The Bank also engages in a full complement of commercial and consumer lending activities in its market area, with the main focus on commercial lending. The Bank primarily originates commercial real estate secured loans, which include loans secured by nonresidential real property. To a lesser extent, the Bank originates commercial loans not secured by real estate, construction and land development loans, one- to four-family and multifamily residential real estate loans, and other consumer loans. Commercial loans consist of business loans and lines of credit on a secured and unsecured basis. Consumer loans consist of loans for a consumer purpose that are secured by collateral other than real estate, such as automobiles, recreational vehicles and boats, however such loans may also be made on an unsecured basis. The Bank also originates first mortgage residential loans, a majority of which are sold to the secondary mortgage market.

### **Market Area and Competition**

The Bank's primary market area is Spokane County, Washington, and Kootenai County, Idaho. Based on population estimates by the U.S. Census Bureau from data collected in the 2011 American Community Survey, the population of Spokane County is 473,761 and the population of Kootenai County is 141,132.

The Bank encounters vigorous competition in its primary market area for the attraction of retail deposits and the origination of loans. Our most direct competition for depositors has historically come from locally owned and out-of-state commercial banks, thrift institutions and credit unions operating in our primary market area. Our competition for loans also comes from banks, thrifts and credit unions in addition to mortgage bankers and brokers. With liberalization of interstate banking limitations and other financial institution regulations, increased competition and consolidation in the overall financial services industry, it is anticipated that competition will continue to increase in the future.

### **Regulation and Supervision**

**General.** Bank holding companies and banks are extensively regulated under both federal and state law. The following information describes certain aspects of regulations applicable to the Company and the Bank, but does not purport to be complete and is qualified in its entirety by reference to the particular provisions of these regulations. In addition, federal and state regulations are subject to future changes that may have

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significant impact on the way in which bank holding companies and their subsidiaries (including banks) may conduct business. The likelihood and potential effects of such changes cannot be predicted. Legislation enacted in recent years has substantially increased the level of competition among commercial banks, savings banks, thrift institutions and non-banking companies, including insurance companies, securities brokerage firms, mutual funds, investment banks and major retailers. Recent legislation also has broadened the regulatory powers of the federal banking agencies in a number of areas.

**The Company.** As a bank holding company, the Company is subject to various regulations, including the following, some of which may have a material impact upon the Company's future financial performance.

*Bank Holding Company Act.* The Company is subject to the Bank Holding Company Act of 1956, as amended (the BHC Act), and related federal statutes, and is subject to supervision, regulation and inspection by the Board of Governors of the Federal Reserve System and the Federal Reserve Bank of San Francisco (collectively, the Federal Reserve). The Company is required to file with the Federal Reserve an annual report and any additional information that the Federal Reserve may require pursuant to the BHC Act. The Federal Reserve possesses cease and desist powers over bank holding companies and their non-bank subsidiaries if their actions represent unsafe or unsound practices.

*Bank Acquisitions.* With some limited exceptions, the BHC Act requires a bank holding company to obtain prior approval from the Federal Reserve if the Company proposes to: (1) acquire all or substantially all of the assets of any bank, (2) acquire direct or indirect ownership or control of more than 5% of the voting shares of any bank, or (3) merge or consolidate with any other bank holding company. The BHC Act currently permits bank holding companies from any state to acquire banks and bank holding companies located in any other state, subject to certain conditions, including certain nationwide and state-imposed concentration limits. The establishment of new interstate branches also will be possible in those states with laws that expressly permit it. Interstate branches will be subject to certain laws of the states in which they are located. Competition may increase further as banks branch across state lines and enter new markets.

*Non-Bank Acquisitions.* The BHC Act also prohibits a bank holding company, with certain exceptions, from acquiring or retaining direct or indirect ownership or control of more than 5% of the voting shares of any company that is not a bank or bank holding company, and from engaging in any activities other than those of banking, managing or controlling banks, or activities which the Federal Reserve has determined to be so closely related to the business of banking or managing or controlling banks as to be a proper incident thereto.

*Change in Bank Control Act.* The acquisition of 10% or more of the Company's outstanding shares by any person or group of persons may, in certain circumstances, be subject to the provisions of the Change in Bank Control Act of 1978, as amended, and the acquisition of control of the Company by another company would be subject to regulatory approval under the BHC Act.

*Source of Strength Policy.* Under Federal Reserve policy, a bank holding company is expected to act as a source of financial strength to each of its subsidiary banks and to commit resources to support each such bank. Consistent with its source of strength policy for subsidiary banks, the Federal Reserve has stated that, as a matter of prudent banking, a bank holding company generally should not maintain a rate of cash dividends unless its net income available to common shareholders has been sufficient to fully fund the dividends, and the prospective rate of earnings retention appears to be consistent with the corporation's capital needs, asset quality and overall financial condition.

*Sarbanes-Oxley Act.* The Sarbanes-Oxley Act of 2002 requires the Company to comply with the internal controls and procedures for reporting companies established by Section 404.

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*Gramm-Leach-Bliley Act.* The Gramm-Leach-Bliley Financial Modernization Act (the GLB ) authorizes a bank holding company to apply to the Federal Reserve to become a financial holding company, and thereby engage (directly or through a subsidiary) in certain activities deemed financial in nature, such as securities brokerage, insurance underwriting, and merchant banking. The Company has not made this application and is not currently engaged in such activities.

*Legislative Initiatives to Address Financial and Economic Crisis.* In response to unprecedented market turmoil and the financial crises affecting the overall banking system and financial markets in the United States, the Emergency Economic Stabilization Act of 2008 ( EESA ) was enacted in October 2008. On February 17, 2009, the American Recovery and Reinvestment Act of 2009 ( ARRA ) was enacted, which among other things augmented certain provisions of EESA. EESA authorized the United States Department of Treasury (the Treasury ) to establish the Troubled Asset Relief Program ( TARP ) to purchase troubled assets held by financial institutions.

In October 2008, the Treasury announced terms of the TARP Capital Purchase Program (the Capital Purchase Program ), through which the Treasury has made capital investments in banking institutions by purchasing senior preferred shares. The purpose of this program is to restore confidence and stability to the financial markets and to encourage the flow of credit within the financial system. Only institutions determined to be eligible for the Capital Purchase Program by the Treasury and the financial institution's primary federal regulator were allowed to participate.

The Company elected to participate in the Capital Purchase Program and received \$10.5 million through the issuance and sale of (1) 10,500 shares of the Company's Fixed Rate Cumulative Perpetual Preferred Stock Series A (the Series A Preferred Stock ), with a liquidation value of \$1,000 per share, and (2) a warrant (the Warrant ) to purchase 525 shares of the Company's Fixed Rate Cumulative Perpetual Preferred Stock Series B (the Series B Preferred Stock ), with an exercise price of \$0.01 per share. The Treasury immediately exercised the Warrant. Terms of the Series A Preferred Stock and Series B Preferred Stock issued pursuant to the Capital Purchase Program (together, the CPP Stock ) include: (1) an obligation of the Company to pay dividends on the Series A Preferred Stock of 5% per year until February 2014, when the dividend rate increases to 9% per year; (2) an obligation of the Company to pay dividends on the Series B Preferred Stock at a rate of 9% per year; (3) the CPP Stock may be redeemed by the Company at the issue price, plus all accrued and unpaid dividends, and subject to approval by the Company's banking regulators; (4) dividends on the CPP Stock must be paid before other dividends can be paid, except in the case of parity, or pari passu, stock that may be paid pro rata with the CPP Stock; and, (5) compliance with executive compensation standards and restrictions established by the Treasury and the ARRA. On March 11, 2013, Treasury sold its shares of CPP Stock to certain domestic qualified institutional buyers and domestic institutional accredited investors and notified the Company that the information rights and registration rights provided to Treasury under the securities purchase agreement by and between Treasury and the Company dated February 13, 2009 had been assigned to the purchasers of greater than 2% of the aggregate principal amount of the CPP Stock. Additional disclosure regarding the details of this transaction, the agreements and other documents related to the transaction have been filed with the Securities and Exchange Commission (the SEC ) and can be found on the SEC's website at [www.sec.gov](http://www.sec.gov). Additional details regarding the Capital Purchase Program can be found on the Treasury's website at [www.treas.gov/initiatives/financial-stability](http://www.treas.gov/initiatives/financial-stability).

*Securities and Exchange Commission.* The Company is under the jurisdiction of the SEC and certain state securities commissions for matters relating to the offering and sale of our securities. The Company is subject to the disclosure and regulatory requirements of the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended, as administered by the SEC.

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**The Bank.** As a Washington state-chartered commercial bank, with deposits insured by the Deposit Insurance Fund of the FDIC, the Bank is subject to various regulations, including the following:

*Bank Regulation.* The Bank is subject to supervision, regulation and examination by the Divisions of Banking of the States of Washington and Idaho and by the FDIC. The Bank is subject to various requirements and restrictions under federal and state law, including (1) requirements to maintain reserves against deposits, (2) restrictions on the types, amount and terms and conditions of loans that may be granted, (3) limitations on the types of investments that may be made, the activities that may be engaged in, and the types of services that may be offered, and (4) standards relating to asset quality, earnings, and employee compensation.

The approval of a Bank's primary regulator is required prior to any merger or consolidation or the establishment or relocation of any office. Various consumer laws and regulations also affect the operations of the Bank.

*Affiliate Transactions.* The Bank is subject to federal laws that limit the transactions by subsidiary banks with or on behalf of their parent company and with or on behalf of any non-bank subsidiaries. Such transactions by a subsidiary bank to its parent company or to any non-bank subsidiary are limited to 10% of a bank subsidiary's capital and surplus and, with respect to such parent company and all such non-bank subsidiaries, to an aggregate of 20% of such bank subsidiary's capital and surplus. Further, loans and extensions of credit generally are required to be secured by eligible collateral in specified amounts. Federal law also prohibits banks from purchasing low quality assets from affiliates.

*Deposit Insurance.* The deposits of the Bank are insured up to prescribed limits for each depositor by the FDIC's Deposit Insurance Fund (DIF) and are subject to deposit insurance assessments to maintain the DIF. Under the Dodd-Frank Wall Street Reform and Consumer Protection Act (the Dodd-Frank Act), the maximum deposit insurance amount has been permanently increased from \$100,000 to \$250,000 per depositor. Temporary unlimited deposit insurance coverage on noninterest bearing transaction accounts was extended from December 31, 2010 through December 31, 2012. This temporary unlimited coverage is in addition to, and separate from, the coverage of at least \$250,000 available to depositors under the FDIC's general deposit insurance rules.

The DIF is funded by risk-based insurance premium assessments on insured depository institutions. Assessments are based upon several factors, including the level of regulatory capital and the results of regulatory examinations. The FDIC may adjust assessments if the insured institution's risk profile changes or if the size of the DIF declines in relation to the total amount of insured deposits. Since 2008, there have been higher levels of bank failures which has dramatically increased resolution costs of the FDIC and depleted the DIF. In order to maintain a strong funding position and restore reserve ratios of the DIF, the FDIC has increased assessment rates of insured institutions and may continue to do so in the future. In 2009, the FDIC instituted an additional special assessment totaling \$180 thousand for the Bank. Also in 2009, the FDIC required institutions to prepay their assessments for 13 quarters, beginning with the fourth quarter of 2009 through the fourth quarter of 2012. The Bank paid \$2.8 million for this prepaid assessment, which will be applied toward actual quarterly assessments until exhausted; any funds remaining after June 30, 2013 will be returned to the Bank.

The Dodd-Frank Act requires the FDIC to take future steps to increase the reserve ratio of the DIF from 1.15% to 1.35% of insured deposits by September 30, 2020. In setting the assessments, the FDIC is required to offset the effect of the higher reserve ratio against insured depository institutions with total consolidated assets of less than \$10 billion. The Dodd-Frank Act also broadens the base for FDIC insurance assessments so that assessments will be based on the average consolidated total assets less average tangible equity capital of the financial institution, whereas assessments were previously based on an institution's insured deposits.



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In addition to the FDIC assessments, all FDIC-insured depository institutions must pay a quarterly assessment to the FDIC to fund interest payments on bonds issued by the Financing Corporation ( FICO ), an agency of the Federal government established to recapitalize the Federal Savings and Loan Insurance Corporation. These assessments will continue until the FICO bonds mature in 2017 through 2019.

We are generally unable to control the amount of premiums that we are required to pay for FDIC insurance. If there are additional financial institution failures or if the FDIC otherwise determines, we may be required to pay even higher FDIC premiums than the recently increased levels. Any future increases in FDIC insurance premiums may have a material and adverse effect on our earnings.

In October 2008, the FDIC announced the Temporary Liquidity Guarantee Program (the TLGP ) to strengthen confidence and encourage liquidity in the banking system. The TLGP consists of two components: a temporary guarantee of newly issued senior unsecured debt (the Debt Guarantee Program ) and a temporary unlimited guarantee of funds in noninterest bearing transaction accounts at FDIC-insured institutions (the Transaction Account Guarantee Program or TAGP ). The Company elected to participate in the TAGP, which expired on December 31, 2012.

*Capital Requirements.* The FDIC has adopted risk-based capital guidelines to which the Bank is subject. The guidelines establish a systematic analytical framework that makes regulatory capital requirements more sensitive to differences in risk profiles among banking organizations. The Bank is required to maintain certain levels of regulatory capital in relation to regulatory risk-weighted assets. The ratio of such regulatory capital to regulatory risk-weighted assets is referred to as the risk-based capital ratio. Risk-based capital ratios are determined by allocating assets and specified off-balance sheet items to four risk-weighted categories ranging from 0% to 100%, with the higher levels of capital being required for the categories perceived as representing greater risk.

These guidelines divide a bank's capital into two tiers. The first tier ( Tier 1 ) primarily includes common shareholders' equity, retained earnings, and qualifying preferred stock, less goodwill and other disallowed intangibles. Supplementary ( Tier 2 ) capital includes, among other items, partial recognition of increases in the market value of qualifying equity securities, certain cumulative and limited-life preferred stock, qualifying subordinated debt and the allowance for loan losses, subject to certain limitations, less required deductions as prescribed by regulation. Banks are required to maintain a total risk-based capital ratio of at least 8% and a Tier 1 risk-based capital ratio of at least 4%.

In addition, the FDIC has established regulations prescribing a minimum Tier 1 leverage ratio (Tier 1 capital to adjusted average assets as specified in the regulations). These regulations provide for a minimum Tier 1 leverage ratio of 3% for banks that meet certain specified criteria, including that such banks have the highest examination rating, the bank is not anticipating or experiencing significant growth and has well-diversified risk, including no undue interest rate risk exposure, excellent asset quality, high liquidity, good earnings, and in general, a strong banking organization, and receiving the highest rating under the Uniform Financial Institutions Rating System established by the Federal Financial Institutions Examination Council. For all but the most highly rated institutions meeting the conditions set forth above, the minimum leverage capital ratio is 4%. The FDIC may, however, set higher capital requirements when particular circumstances warrant.

Under federal banking laws, failure to meet the minimum regulatory capital requirements could subject a bank to a variety of enforcement remedies available to federal bank regulatory agencies, including the termination of deposit insurance by the FDIC and seizure of the institution.

*Prompt Corrective Action.* Federal banking agencies possess broad powers to take corrective action as deemed appropriate for an insured depository institution and its holding company. The extent of these powers depends on whether the institution in question is considered well capitalized, adequately

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capitalized, undercapitalized, significantly undercapitalized or critically undercapitalized. The required Tier 1 capital to average assets ratio, Tier 1 capital to risk-weighted assets ratio and total capital to risk-weighted assets ratio for classification as adequately capitalized are 4.0%, 4.0% and 8.0%, respectively. The required Tier 1 capital to average assets ratio, Tier 1 capital to risk-weighted assets ratio and total capital to risk-weighted assets ratio for classification as well capitalized are 5.0%, 6.0% and 10.0%, respectively. As of December 31, 2012, the Bank exceeded the required Tier 1 capital to average assets ratio, Tier 1 capital to risk-weighted assets ratio and total capital to risk-weighted assets ratio for classification as well capitalized, with ratios of 10.5%, 12.4% and 13.7%, respectively.

*Reserve Requirements.* The Federal Reserve Board of Governors requires all depository institutions to maintain reserves against their net transaction deposit accounts. Within limits specified by law, the Board of Governors has sole authority over changes in reserve requirements. As of December 31, 2012, the Bank is required to maintain reserves of 3% against net transaction accounts greater than \$12.4 million and up to \$79.5 million, and reserves of 10% must be maintained against net transaction accounts in excess of \$79.5 million.

*Environmental Regulations.* Our business is affected from time to time by federal and state laws and regulations relating to hazardous substances. Under the federal Comprehensive Environmental Response, Compensation and Liability Act ( CERCLA ), owners and operators of properties containing hazardous substances may be liable for the costs of cleaning up the substances. CERCLA and similar state laws can affect us both as an owner of branches and other properties used in our business and as a lender holding a security interest in property found to contain hazardous substances. While CERCLA contains an exemption for holders of security interests, the exemption is not available if the holder participates in the management of a property, and some courts have broadly defined what constitutes participation in management of property. Moreover, CERCLA and similar state statutes can affect our decision as to whether or not to foreclose on a property. When appropriate, before foreclosing on commercial real estate, our general policy is to obtain an environmental report, thereby increasing the costs of foreclosure. In addition, the existence of hazardous substances on a property securing a troubled loan may cause us to elect not to foreclose on the property, thereby reducing our flexibility in handling the loan.

*Gramm-Leach-Bliley Act.* In addition to other consumer privacy provisions, the GLB Act restricts the use by financial institutions of customers nonpublic personal information. At the inception of the customer relationship and annually thereafter, the Bank is required to provide its customers with information regarding its policies and procedures with respect to handling of customers nonpublic personal information. The GLB Act generally prohibits a financial institution from providing a customer s nonpublic personal information to unaffiliated third parties without prior notice and approval by the customer.

*U.S.A. Patriot Act.* The U.S.A. Patriot Act ( the Patriot Act ) facilitates the sharing of information among government entities and financial institutions to combat terrorism and money laundering. The Patriot Act imposes an obligation on financial institutions to establish and maintain anti-money laundering policies and procedures, including a customer identification program.

**The Company and the Bank.** As a bank holding company and state-chartered bank, the Company and the Bank are also subject to the following further regulation:

*Dodd-Frank Act.* On July 21, 2010, the Dodd-Frank Wall Street Reform and Consumer Protection Act was signed into law. The Dodd-Frank Act is intended to effect a fundamental restructuring of federal banking regulation. 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:

centralizes responsibility for consumer financial protection by creating a new agency, the Consumer Financial Protection Bureau, responsible for implementing, examining and enforcing compliance with federal consumer financial laws;

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

permanently increases the maximum deposit insurance amount to \$250,000 per depositor and extended unlimited deposit insurance to noninterest bearing transaction accounts through December 31, 2012;

broadens the FDIC insurance assessment base to be calculated on the average consolidated total assets less tangible equity capital of a financial institution and increased the reserve ratio for the Deposit Insurance Fund from 1.15% to 1.35% of insured deposits by 2020;

repeals the federal statutory prohibition on the payment of interest on demand deposits, thereby permitting financial institutions to pay interest on business and other accounts;

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 institution would be well capitalized and well managed after the transaction;

subjects 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;

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 borrower's 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 aspects of the Dodd-Frank Act 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 the Company cannot yet be fully understood. The provisions of the Dodd-Frank Act and the subsequent exercise by regulators of their revised and expanded powers

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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.

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*Incentive Compensation.* In June 2010, the FDIC issued comprehensive final guidance on incentive compensation policies intended to ensure that the incentive compensation practices of banking organizations do not undermine the safety and soundness of such organizations by encouraging excessive risk-taking. The guidance, which covers all employees that have the ability to materially affect the risk profile of an organization, either individually or as part of a group, is based upon the key principles that a banking organization's incentive compensation arrangements should (1) provide incentives that do not encourage risk-taking beyond the organization's ability to effectively identify and manage risks, (2) be compatible with effective internal controls and risk management, and (3) be supported by strong corporate governance, including active and effective oversight by the organization's board of directors. As part of its regular, risk-focused examination process, the FDIC will review incentive compensation arrangements of banking organizations, such as the Company, that are not large, complex banking organizations. The FDIC's findings will be incorporated into the organization's supervisory ratings, which can affect an organization's ability to make acquisitions and take other actions. Enforcement actions may be taken against a banking organization if its incentive compensation arrangements, or related risk-management control or governance processes, pose a risk to the organization's safety and soundness and the organization is not taking prompt and effective measures to correct the deficiencies.

*Capital Requirements.* In June 2012, the Federal Reserve Board, the FDIC and the other federal bank regulatory agencies issued a joint proposal seeking comment on three notices of proposed rulemaking (NPR) that would revise and replace the agencies' current capital rules in connection with the Basel accords. The two NPRs discussed below concern capital issues of significant importance to the Bank and, under certain circumstances, the Company. The third NPR relates to advanced approaches and market risk capital rules and is not applicable to the organization's current operations.

The first NPR relates to Basel III and proposes to revise risk-based and leverage capital requirements, including the implementation of new common equity Tier 1 capital requirements and a higher minimum Tier 1 capital requirement. Also included in the NPR are proposed limitations on capital distributions and certain discretionary bonus payments for any banking organization not holding a specified buffer of common equity Tier 1 capital in excess of its minimum risk-based capital requirement. Revisions to the prompt correction action framework and the tangible common equity definition are also included in the NPR. The other NPR applicable to the organization's operations proposes a standardized approach for risk-weighted assets to enhance risk sensitivity and to address certain weaknesses identified over recent years, including methods for determining risk-weighted assets for residential mortgages, securitization exposures and counterparty credit risk.

The proposed capital requirements were originally proposed to be phased in beginning on January 1, 2013. However, in November 2012, the Federal Reserve Board and FDIC announced that they do not expect that any of the proposed rules would become effective on January 1, 2013 as originally proposed. The announcement did not indicate the likely new effective date.

*Restrictions on Dividends and Other Capital Distributions.* Federal and state banking regulations place restrictions on dividends paid by the Bank and by the Company. In March 2010, the Company entered into a regulatory agreement with the Federal Reserve Bank, the Company's primary regulator, that, among other restrictions, the Company 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 October 2012, the Bank executed a revised regulatory agreement with its primary regulators, the FDIC and the WDFI, that updates and revises an agreement entered into in April 2010. Pursuant to the revised agreement, the Bank has agreed, among other things, that the Bank 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.

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As long as any shares of the CPP Stock continue to be held by a third party, the Company will be prohibited under the terms of the CPP Stock from paying dividends on our common stock or any shares of capital stock that rank equal to or junior to the Company's CPP Stock if the Company is not current in our payment of dividends on our CPP Stock, except in the case of parity, or pari passu, preferred stock that may be paid pro rata with the CPP Stock, so that the respective amounts of such dividends declared shall bear the same ratio to each other as all accrued and unpaid dividends per share on the shares of the CPP Stock and all parity stock payable on such a scheduled dividend payment date bear to each other.

*Consumer Protection Regulations.* Retail activities of banks are subject to a variety of statutes and regulations designed to protect consumers. The Dodd-Frank Act established the Consumer Financial Protection Bureau (the CFPB) that, together with the statute's changes to consumer protection laws such as limits on debit card interchange fees and provisions on mortgage-related matters, will likely increase the compliance costs of consumer banking operations. Interest and other charges collected or contracted for by banks are subject to state usury laws and federal laws concerning interest rates. In January 2012, a director was appointed to lead the CFPB and the CFPB began exercising its full range of powers. The CFPB has exclusive authority to require reports and conduct examinations, for purposes of ensuring compliance with federal consumer financial laws and related matters, of insured depository institutions with more than \$10 billion of assets. For insured depository institutions with assets of \$10 billion or less, the CFPB can require reports and conduct examinations on a sample basis.

*Community Reinvestment Act.* Bank holding companies and their subsidiary banks are also subject to the provisions of the Community Reinvestment Act of 1977, as amended (the CRA). Under the terms of the CRA, a bank's record in meeting the credit needs of the community served by the bank, including low-income and moderate-income neighborhoods, is assessed by the bank's primary federal regulator. When a bank holding company applies for approval to acquire a bank or other bank holding company, the Federal Reserve will review the assessment of each subsidiary bank of the applicant bank holding company, and such records may be the basis for denying the application. As of December 31, 2012, the Bank was rated Satisfactory with respect to compliance with the CRA.

*Other Regulations.* The policies of regulatory authorities, including the Federal Reserve and the FDIC, have had a significant effect on the operating results of financial institutions in the past and are expected to do so in the future. An important function of the Federal Reserve is to regulate aggregate national credit and money supply through such means as open market dealings in securities, establishment of the discount rate on bank borrowings and changes in reserve requirements against bank deposits. Policies of these agencies may be influenced by many factors, including inflation, unemployment, short-term and long-term changes in the international trade balance and fiscal policies of the United States government. Supervision, regulation or examination of the Company by these regulatory agencies is not intended for the protection of the Company's shareholders.

## **Employees**

The Bank employed 120 employees, representing 111 full-time equivalent positions as of December 31, 2012. The Company, separate from the Bank, does not have any compensated employees; however, the Company reimburses the Bank for time that Bank employees spend on Company business. In 2012, the Company reimbursed the Bank \$85,320 for work performed by Bank employees. None of the Bank's employees are represented by a union or covered under a collective bargaining agreement. Management of the Bank considers their employee relations to be excellent.

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### **Forward-Looking Statements**

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

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

the inflation, interest rate levels and market and monetary fluctuations;

trade, monetary and fiscal policies and laws, including interest rate policies of the federal government;

applicable laws and regulations and legislative or regulatory changes;

the timely development and acceptance of new products and services of the Company;

the willingness of customers to substitute competitors' products and services for the Company's products and services;

the financial condition of the Company's borrowers and lenders;

the Company's success in gaining regulatory approvals, when required;

technological and management changes;

growth and acquisition strategies;

the Company's critical accounting policies and the implementation of such policies;

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

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changes in consumer spending and saving habits;

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

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

Other factors that could cause actual conditions, events or results to differ significantly from those described in the forward-looking statements may be found under the headings "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" below, as updated periodically in the Company's filings with the SEC. Unless legally required, the Company disclaims any obligation to update any forward-looking statements. You should consider any forward-looking statements in light of this explanation, and we caution you about relying on forward-looking statements.



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### **Available Information**

The Company files reports with the SEC. The public may read and copy any materials the Company files with the SEC at the SEC's Public Reference Room at 100 F Street, NE, Washington, DC 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-732-0330. The SEC maintains an Internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC. The SEC Internet site is [www.sec.gov](http://www.sec.gov). The Company maintains a corporate website at [www.inb.com](http://www.inb.com), and electronic copies of our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and any amendments to these reports can be found at <http://investors.inb.com>. We will also provide printed copies of our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and any amendments to these reports at no charge upon written request. Requests should be made to Northwest Bancorporation, Inc., 421 W. Riverside Ave., Suite 113, Spokane, WA 99201, Attention: Leilani McKernan, Corporate Secretary.

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

An investment in our common stock is subject to risks inherent to our business. The material risks and uncertainties that management believes affect us are described below. Before making an investment decision, you should carefully consider the risks and uncertainties described below together with all of the other information included or incorporated by reference in this report. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties that management is not aware of or focused on or that management currently deems immaterial may also impair our business operations. This report is qualified in its entirety by these risk factors.

If any of the following risks or uncertainties actually occur, our financial condition, results of operations or cash flows could be materially and adversely affected. If this were to happen, the value of our common stock could decline significantly, and you could lose all or part of your investment.

***Our business has been adversely affected by conditions in the local economies where we operate as well as by the national economy and financial markets.***

Our success significantly depends upon the growth in population, income levels, deposits and housing starts in our primary and secondary markets as well as economic and political conditions at the local and national level. If the communities in which we operate do not grow or if prevailing economic conditions locally or nationally continue to be unfavorable, our business may not succeed.

We are currently experiencing adverse economic conditions in some of our market areas, which affect the ability of our customers to repay their loans to us and generally negatively affect our financial condition and results of operations. We are less able than a larger institution to spread the risks of unfavorable local economic conditions across a large number of diversified economies and are thus disproportionately impacted. Conditions such as inflation, recession, unemployment, changes in interest rates, money supply and other factors beyond our control may adversely affect our asset quality, deposit levels and loan demand and, therefore, our earnings.

Capital and credit markets have experienced unprecedented levels of volatility and disruption for more than three years. In some cases, the markets have produced downward pressure on stock prices and credit availability for certain issuers without regard to those issuers' underlying financial strength. In addition, the market value of the real estate securing our loans as collateral has been adversely affected by the weak economy and unfavorable economic conditions in our market areas and could be further adversely affected in the future. As of December 31, 2012, approximately 74% of our loans receivable were secured by real

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estate. Any sustained period of increased payment delinquencies, foreclosures or losses caused by the adverse market and economic conditions, including the downturn in the real estate market in Eastern Washington and Northern Idaho, will adversely affect the value of our assets, our revenues, results of operations and financial condition. Currently, our market is experiencing such an economic downturn, and if market conditions continue to worsen, they would likely have adverse effects on us and other financial institutions. In particular, we may face the following risks in connection with these events:

The processes we use to estimate inherent losses may no longer be reliable, because they rely on complex judgments, including forecasts of economic conditions, which may no longer be capable of accurate estimation.

Our ability to assess the creditworthiness of our customers may be impaired if the models and approaches we use to select, manage, and underwrite our customers become less predictive of future charge-offs.

The values of our real estate collateral supporting many construction, land acquisition, multifamily and commercial loans and home mortgages have declined and may continue to decline.

Our ability to borrow from other financial institutions or to engage in securitization funding transactions on favorable terms or at all could be adversely affected by further disruptions in the capital markets or other events, including actions by rating agencies and deteriorating investor expectations.

We may be required to pay significantly higher FDIC premiums, because market developments have significantly depleted the insurance fund of the FDIC and reduced the ratio of reserves to insured deposits.

Competition in our industry for deposits and quality loans has increased significantly and could intensify as a result of the increasing consolidation of financial services companies in connection with current market conditions.

We expect to face increased regulation of our industry. Compliance with such regulation may increase our costs, limit our ability to pursue business opportunities, and increase compliance challenges.

Market developments may affect consumer confidence levels and may cause declines in credit use and adverse changes in payment patterns, causing increases in delinquencies and default rates.

***We remain subject to certain agreements entered into with our regulators and are uncertain when they will be lifted.***

In March 2010, the Company executed a memorandum of understanding ( MOU ) with the Federal Reserve Bank of San Francisco (the Reserve Bank ). The Reserve Bank MOU is an informal administrative agreement pursuant to which the Company has agreed to take various actions and comply with certain requirements to facilitate improvement in its financial condition. In accordance with the MOU, the Company agreed, among other things, to (a) utilize financial and managerial resources to function in a safe and sound manner; (b) obtain prior written approval from the Reserve Bank before receiving dividends or any other form of payment or distribution from the Bank; (c) refrain from paying any dividends, payments on trust preferred securities or make other capital distributions without prior regulatory approval; (d) refrain from incurring, increasing, renewing or guaranteeing any existing debt, or issuing any trust preferred securities without prior regulatory approval; (e) refrain from purchasing, redeeming or otherwise acquiring any of its stock without prior regulatory approval; (f) refrain from appointing any new director or senior executive officer or changing the responsibilities of any senior officer without prior regulatory approval; (g) comply with restrictions on indemnification and severance payments; (h) submit written progress reports detailing the Company's compliance with the MOU within 30 days after the end of each quarter.



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In October 2012, the Bank executed a revised MOU with the FDIC and the WDFI that updates and revises an MOU entered into in April 2010. Pursuant to the revised Bank MOU, the Bank has agreed, among other things, to (a) provide prior notice to, and receive prior approval from, the FDIC and the WDFI prior to appointing any new director or senior executive officer or changing the responsibilities of any senior officer; (b) eliminate or correct all violations of law and contraventions and take steps to ensure future compliance with all applicable laws and regulations; (c) have and maintain its Tier 1 capital equal to or above 9.5% of the Bank's adjusted total assets with the level of Tier 1 capital being in addition to a fully funded allowance for loan losses; (d) refrain from paying dividends or otherwise reducing the Bank's capital without prior regulatory approval; (e) revise, adopt and implement a written three-year strategic plan to improve and sustain the profitability of the Bank, improve its risk profile, and satisfactorily maintain capital; (f) reduce the level of adversely classified and criticized assets pursuant to plan containing appropriate benchmarks; and (g) submit written progress reports detailing the Bank's compliance with the MOU within 30 days after the end of each quarter.

The MOUs will remain in effect until modified or terminated by the Reserve Bank, the FDIC and the WDFI. We cannot determine when or if the MOUs will be lifted or terminated. Even if lifted or terminated, we may still be subject to other agreements with regulators that restrict our activities. The requirements and restrictions of the MOUs are judicially enforceable and the failure of the Company or the Bank to comply with such requirements and restrictions may subject the Company and the Bank to additional regulatory restrictions including: the imposition of civil monetary penalties; the issuance of directives to increase capital or enter into a strategic transaction, whether by merger or otherwise, with a third party; the appointment of a conservator or receiver for the Bank; the termination of insurance of deposits; the issuance of removal and prohibition orders against institution-affiliated parties; and the enforcement of such actions through injunctions or restraining orders.

***As a result of our recent discovery that we failed to provide accurate disclosure to certain customers, we expect to be subject to regulatory action.***

We recently discovered that disclosure provided to our customers regarding the terms of certain interest bearing accounts had not been updated to reflect changes in such terms. As a result, we anticipate that the Bank will be required to provide restitution to certain customers and may be required to pay civil penalties or be subject to other regulatory actions. Accordingly, the Bank accrued \$150,000 in December 2012 for estimated restitution and/or penalties.

***Our allowance for loan losses may not be sufficient to cover actual loan losses.***

Our success depends to a significant extent upon the quality of our assets, particularly loans. In originating loans, there is a substantial likelihood that credit losses will be experienced. The risk of loss will vary with, among other things, general economic conditions, the type of loan being made, the creditworthiness of the borrower over the term of the loan and, in the case of a collateralized loan, the quality of the collateral for the loan.

Our loan customers may not repay their loans according to the terms of these loans, and the collateral securing the payment of these loans may be insufficient to assure repayment. As a result, we may experience significant loan losses, which could have a material adverse effect on our operating results. Management makes various assumptions and judgments about the collectability of our loan portfolio, including the creditworthiness of our borrowers and the value of the real estate and other assets serving as collateral for the repayment of many of our loans. We maintain an allowance for loan losses in an attempt to cover any loan losses that may occur. In determining the size of the allowance, we rely on an analysis of our loan portfolio based on historical loss experience, volume and types of loans, trends in classification, volume and trends in

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delinquencies and nonaccruals, national and local economic conditions and other pertinent information. Our determination of the size of the allowance could be understated due to deviations in one or more of these factors.

If our assumptions are wrong, our current allowance may not be sufficient to cover future loan losses, and adjustments may be necessary to allow for different economic conditions or adverse developments in our loan portfolio. Material additions to our allowance would materially decrease our net income, and our allowance may not be adequate to cover future loan losses given current and future market conditions.

In addition, federal and state regulators periodically review our allowance for loan losses and may require us to increase our provision for loan losses or recognize further loan charge-offs, based on judgments different from those of our management. Any increase in our allowance for loan losses or loan charge-offs as required by these regulatory agencies could have a negative effect on our operating results.

### ***Liquidity risk could impair our ability to fund operations and jeopardize our financial condition.***

Liquidity is essential to our business. An inability to raise funds through traditional deposits, brokered deposits, borrowings, the sale of securities or loans and other sources could have a substantial negative effect on our liquidity. Our access to funding sources in amounts adequate to finance our activities on terms which are acceptable to us could be impaired by factors that affect us specifically or the financial services industry or economy in general. Factors that could detrimentally impact our access to liquidity sources include a decrease in the level of our business activity as a result of a downturn in the markets in which our loans are concentrated or adverse regulatory action against us. Our ability to borrow could also be impaired by factors that are not specific to us, such as a disruption in the financial markets or negative views and expectations about the prospects for the financial services industry in light of the recent turmoil faced by banking organizations and the continued deterioration in credit markets.

We rely on commercial and retail deposits, brokered deposits, advances from the Federal Home Loan Bank of Seattle ( FHLB ) and other borrowings to fund our operations. Although we have historically been able to replace maturing deposits and advances if desired, we might not be able to replace such funds in the future if, among other things, our results of operations or financial condition or the results of operations or financial condition of the FHLB or market conditions were to change. In addition, if we fall below the FDIC's thresholds to be considered well capitalized, we will be unable to continue with uninterrupted access to brokered funds markets.

Although we consider these sources of funds adequate for our liquidity needs, we may be compelled or elect to seek additional sources of financing in the future. Likewise, we may seek additional debt in the future to achieve our business objectives, in connection with future acquisitions or for other reasons. Additional borrowings, if sought, may not be available to us or, if available, may not be on reasonable terms. Bank and holding company stock prices have been negatively affected by the recent adverse economic trend, as has the ability of banks and holding companies to raise capital or borrow in the debt markets. If additional financing sources are unavailable or not available on reasonable terms, our financial condition, results of operations and future prospects could be materially adversely affected.

We actively monitor the depository institutions that hold our federal funds sold and due from banks cash balances. However, access to our cash equivalents and federal funds sold may be impacted by adverse conditions in the financial markets. Our emphasis is primarily on safety of principal, and we diversify our cash due from banks and federal funds sold among counterparties to minimize exposure to any one of these entities. The financials of the counterparties are routinely reviewed as part of our asset/liability management process. Balances in our accounts with financial institutions in the United States may exceed the FDIC

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insurance limits. While we monitor and adjust the balances in our accounts as appropriate, these balances could be impacted if the financial institutions fail and could be subject to other adverse conditions in the financial markets.

### ***We are subject to credit risk.***

There are inherent risks associated with our lending activities. These risks include, among other things, the impact of changes in interest rates and changes in the economic conditions in the markets where we operate as well as those across the United States and abroad. Increases in interest rates and/or weakening economic conditions could adversely impact the ability of borrowers to repay outstanding loans or the value of the collateral securing these loans. We are also subject to various laws and regulations that affect our lending activities. Failure to comply with applicable laws and regulations could subject us to regulatory enforcement action that could result in the assessment of significant civil money penalties against us.

We seek to mitigate the risks inherent in our loan portfolio by adhering to specific underwriting practices. Although we believe that our underwriting criteria are appropriate for the various kinds of loans we make, we may incur losses on loans that meet our underwriting criteria, and these losses may exceed the amounts set aside as reserves in our allowance for loan losses. Due to recent economic conditions affecting the real estate market, many lending institutions, including us, have experienced substantial declines in the performance of their loans, including commercial real estate, construction, land development and land loans. The value of real estate collateral supporting many construction and land development loans and commercial loans have declined and may continue to decline. Recent negative developments in the financial industry and credit markets may continue to adversely impact our financial condition and results of operations.

### ***We have made and hold in our portfolio a significant number of land acquisition and development and construction loans, which pose more credit risk than other types of loans typically made by financial institutions.***

Historically, we have offered land acquisition and development and construction loans for builders and developers. As of December 31, 2012, these loans totaled \$22 million, or 8%, of our loan portfolio. These land acquisition and development and construction loans are considered more risky than other types of real estate loans. The primary credit risks associated with land acquisition and development and construction lending are underwriting, project risks and market risks. Project risks include cost overruns, borrower credit risk, project completion risk, general contractor credit risk, and environmental and other hazard risks. Market risks are risks associated with the sale of the completed projects. They include affordability risk, which means the risk of affordability of financing by borrowers, product design risk, and risks posed by competing projects. While we believe we have established adequate reserves on our financial statements to cover the credit risk of our land acquisition and development and construction loan portfolio, our losses may exceed our reserves, which could adversely impact our earnings. Given the current environment, we expect that loans in our loan portfolio could result in a material level of charge-offs, which will negatively impact our capital and earnings.

### ***Further deterioration in the housing market may lead to increased losses, delinquencies and nonperforming assets in our loan portfolios. Consequently, our results of operations may be adversely impacted.***

There has been substantial industry concern and publicity over asset quality among financial institutions due in large part to issues related to subprime mortgage lending, declining real estate values and general economic concerns. At December 31, 2012, the Bank's nonperforming assets were \$12.5 million, representing 3.1% of total assets. Furthermore, housing and residential mortgage markets have experienced a variety of difficulties and changed economic conditions. If market conditions continue to deteriorate, they

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may lead to additional valuation adjustments on our loan portfolios and real estate owned as we continue to reassess the market value of our loan portfolio, the losses associated with the loans in default and the net realizable value of real estate owned.

The homebuilding industry has experienced a significant and sustained decline in demand for new homes and an oversupply of new and existing homes available for sale in various markets, including some of the markets in which we lend. Our customers who are builders and developers face greater difficulty in selling their homes in markets where these trends are more pronounced. Consequently, we are facing increased delinquencies and nonperforming assets as these builders and developers are forced to default on their loans with us. We do not anticipate that the housing market will improve in the near-term, and accordingly, additional downgrades, provisions for loan losses and charge-offs related to our loan portfolio may occur. Real estate values and real estate markets are generally affected by changes in national, regional or local economic conditions, fluctuations in interest rates and the availability of loans to potential purchasers, changes in tax laws and other governmental statutes, regulations and policies and acts of nature. We anticipate that further declines in the real estate markets in our primary market area would affect our business.

### ***We face regulatory risks related to our commercial real estate loan concentrations.***

Commercial real estate is cyclical and poses risks of possible loss due to concentration levels and similar risks of the asset class. As of December 31, 2012, approximately 56% of our loan portfolio consisted of commercial real estate loans. Banking regulators have begun giving commercial real estate lending greater scrutiny and may require banks with higher levels of commercial real estate loans to implement more conservative underwriting, internal controls, risk management policies and portfolio stress testing, as well as possibly requiring higher levels of allowances for possible loan losses and capital levels as a result of commercial real estate lending growth and exposures.

### ***Our loan portfolio has commercial and industrial loans that include risks that may be greater than the risks related to residential loans.***

Our commercial and industrial loan portfolio was \$64 million at December 31, 2012, comprising 23% of loans receivable. Commercial and industrial loans generally carry larger loan balances and involve a greater degree of financial and credit risk than home equity loans or residential mortgage loans. Any significant failure to pay on time by our customers would hurt our earnings. The increased financial and credit risk associated with these types of loans is a result of several factors, including the concentration of principal in a limited number of loans and borrowers, the size of loan balances, the effects of general economic conditions on income-producing properties and the increased difficulty of evaluating and monitoring these types of loans. In addition, when underwriting a commercial or industrial loan, we may take a security interest in commercial real estate, and, in some instances upon a default by the borrower, we may foreclose on and take title to the property, which may lead to potential financial risk for us under applicable environmental laws. If hazardous substances were discovered on any of these properties, we may be liable to governmental entities or third parties for the costs of remediation of the hazard, as well as for personal injury and property damage. Many environmental laws can impose liability regardless of whether we knew of, or were responsible for, the contamination.

Furthermore, the repayment of loans secured by commercial real estate is typically dependent upon the successful operation of the related real estate or commercial project. If the cash flow from the project is reduced, a borrower's ability to repay the loan may be impaired. This cash flow shortage may result in the failure to make loan payments. In such cases, we may be compelled to modify the terms of the loan. In addition, the nature of these loans is such that they are generally less predictable and more difficult to evaluate and monitor. As a result, repayment of these loans may, to a greater extent than residential loans, be subject to adverse conditions in the real estate market or economy.

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***Our net interest income could be negatively affected by interest rates adjustments by the Board of Governors of the Federal Reserve, as well as by competition in our primary market area.***

As a financial institution, our earnings are significantly dependent upon our net interest income, which is the difference between the interest income that we earn on interest earning assets, such as investment securities and loans, and the interest expense that we pay on interest bearing liabilities, such as deposits and borrowings. Therefore, any change in general market interest rates, including changes resulting from changes in the Federal Reserve's fiscal and monetary policies, affects us more than non-financial institutions and can have a significant effect on our net interest income and total income. Our assets and liabilities may react differently to changes in overall market rates or conditions, because there may be mismatches between the re-pricing or maturity characteristics of the assets and liabilities. As a result, an increase or decrease in market interest rates could have material adverse effects on our net interest margin and results of operations.

***Our deposit insurance premiums could be substantially higher in the future, which could have a material adverse effect on our future earnings.***

The FDIC insures deposits at the Bank and at other financial institutions. The FDIC charges insured financial institutions premiums to maintain the Deposit Insurance Fund at a certain level. Current economic conditions have caused bank failures and expectations for additional bank failures, in which case the FDIC, through the Deposit Insurance Fund, ensures payments of customer deposits at failed banks up to insured limits. In addition, deposit insurance limits on customer deposit accounts have generally increased to \$250,000 from \$100,000, and the FDIC adopted the TLGP for noninterest bearing transaction deposit accounts. These developments will cause the premiums assessed by the FDIC to increase and may increase our noninterest expense. An increase in the risk category of the Bank would also cause our premiums to increase. Whether through adjustments to base deposit insurance assessment rates, significant special assessments or emergency assessments under the TLGP, increased deposit insurance premiums could have a material adverse effect on our earnings.

***The price of our common stock could decline.***

The market price of our common stock could decline in response to numerous factors, some of which are beyond our control. These factors include, among other things, actual or anticipated variations in our costs of doing business, operating results and cash flow, the nature and content of our earnings releases and our competitors' earnings releases, changes in financial estimates by securities analysts, business conditions in our markets and the general state of the securities markets and the market for other financial stocks, changes in capital markets that affect the perceived availability of capital to companies in our industry, governmental legislation or regulation, currency and exchange rate fluctuations, as well as general economic and market conditions, such as downturns in our economy and recessions.

***We rely on dividends from our banking subsidiary for most of our revenue.***

As a bank holding company with no significant assets other than the Bank, the Company derives substantially all of its revenue in the form of dividends from the Bank. The Bank's ability to declare and pay dividends to the Company is dependent on certain regulatory considerations in addition to the agreements entered into with the Company's and Bank's regulators and described above. Our ability to pay dividends on our common stock or preferred stock, service our debt or make payments on our other obligations will, therefore, continue to depend in large part upon our receipt of dividends or other capital distributions from the Bank. The ability of the Bank to pay dividends or make other capital distributions to the Company is subject to the Bank's ability to earn net income, comply with state law and meet the regulatory requirements of the Federal Reserve Board, the FDIC and the WDFI.



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***Our ability to pay dividends on our preferred stock and common stock is subject to regulatory and contractual considerations, and under the terms of our preferred stock, we are subject to restrictions that limit our ability to declare or pay dividends and repurchase our shares.***

The terms of the CPP Stock the Company issued under the Treasury's Capital Purchase Program could reduce investment returns to the Company's common shareholders by restricting dividends and restricting capital management practices.

The Company is required to make quarterly dividend payments under the terms of the CPP Stock, until such time as the stock is redeemed by the Company. Payment of these dividends will decrease funds the Company may otherwise have available to pay dividends on the Company's common stock and to use for general corporate purposes, including working capital. The Company is prohibited from continuing to pay dividends on its common stock unless the Company has fully paid all required dividends on the CPP Stock. Our ability to repurchase shares of our common stock and preferred stock is also restricted under the terms of the CPP Stock.

As long as any shares of the CPP Stock continue to be held by a third party, the Company will be prohibited under the terms of the CPP Stock from paying dividends on our common stock or any shares of capital stock that rank equal to or junior to the Company's CPP Stock if the Company is not current in our payment of dividends on our CPP Stock, except in the case of parity, or pari passu, preferred stock that may be paid pro rata with the CPP Stock, so that the respective amounts of such dividends declared shall bear the same ratio to each other as all accrued and unpaid dividends per share on the shares of the CPP Stock and all parity stock payable on such a scheduled dividend payment date bear to each other. For the foreseeable future, the Company does not intend to declare and pay, or seek any and all regulatory or other approvals necessary to declare and pay, each scheduled dividend payment on the CPP Stock or on the Company's common stock, because the Company intends to conserve capital in order to comply with the Reserve Bank MOU and FDIC MOU that are currently in place for the Company and the Bank, respectively.

The Company is also subject to certain other contractual restrictions that could prohibit it from declaring or paying dividends or making liquidation payments on its preferred stock or common stock. See *If we defer payments of interest on our outstanding junior subordinated debentures or if certain defaults relating to those debentures occur, we will be prohibited from declaring or paying dividends or distributions on, and from making liquidation payments with respect to, our preferred stock and common stock* below.

***If we defer payments of interest on our outstanding junior subordinated debentures or if certain defaults relating to those debentures occur, we will be prohibited from declaring or paying dividends or distributions on, and from making liquidation payments with respect to, our preferred stock and common stock.***

As of December 31, 2012, we had outstanding an aggregate principal amount of \$5.15 million of junior subordinated debentures issued in connection with the sale of trust preferred securities by our subsidiary; the accumulated deferred interest that was accrued on these securities was \$356,594. We have also guaranteed those trust preferred securities. There is currently one series of these junior subordinated debentures outstanding, which was issued under an indenture and with a guarantee. This indenture, together with the related guarantee, prohibits us, subject to limited exceptions, from declaring or paying any dividends or distributions on, or redeeming, repurchasing, acquiring or making any liquidation payments with respect to, any of our capital stock (including our preferred stock and common stock) at any time when (1) there shall have occurred and be continuing an event of default under the indenture or any event, act or condition that with notice or lapse of time or both would constitute an event of default under the indenture; or (2) we are in default with respect to payment of any obligations under the guarantee; or (3) we have deferred payment of

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interest on the junior subordinated debentures outstanding under the indenture. In that regard, we are entitled, at our option but subject to certain conditions, to defer payments of interest on the junior subordinated debentures from time to time for up to five years.

Events of default under the indenture generally consist of our failure to pay interest on the junior subordinated debentures outstanding under the indenture under certain circumstances, our failure to pay any principal of or premium on such junior subordinated debentures when due, our failure to comply with certain covenants under the indenture, and certain events of bankruptcy, insolvency or liquidation relating to the Company or the Bank.

As a result of these provisions, whenever we elect to defer payments of interest on the junior subordinated debentures, or if any of the other events described in clause (1) or (2) of the first paragraph of this risk factor were to occur, we would be prohibited from declaring or paying any dividends on our preferred stock and our common stock, from repurchasing or otherwise acquiring any of our preferred stock or common stock, and from making any payments to holders of our preferred stock or common stock in the event of our liquidation, which would likely have a material adverse effect on the market value of the preferred stock and common stock. Moreover, without notice to or consent from the holders of the preferred stock or common stock, we may issue additional series of junior subordinated debentures in the future with terms similar to those of our existing junior subordinated debentures or enter into other financing agreements that limit our ability to purchase or to pay dividends or distributions on our capital stock, including our common stock.

***Our preferred stock and common stock are equity and are subordinate to all of our existing and future indebtedness, and we and our subsidiaries may incur additional indebtedness in the future.***

Shares of our preferred stock and common stock are equity interests in the Company and do not constitute indebtedness. As such, our preferred stock and common stock rank junior to all indebtedness and other non-equity claims on the Company with respect to assets available to satisfy claims on the Company, including in a liquidation of the Company. Unlike indebtedness, where principal and interest would customarily be payable on specified due dates, in the case of our preferred stock and common stock: (1) dividends are payable only when, as and if authorized and declared by our Board of Directors and depend on, among other things, our results of operations, financial condition, debt service requirements, other cash needs and any other factors our Board of Directors deems relevant; (2) as a Washington corporation, under Washington law we are subject to restrictions on payments of dividends out of lawfully available funds; and (3) the Company's ability to pay dividends is subject to regulatory and contractual restrictions.

In addition, our preferred stock does not limit the amount of additional debt or other obligations we may incur in the future. Accordingly, we and our subsidiaries may incur substantial amounts of debt and other obligations that will rank senior to our preferred stock and common stock or to which the preferred stock and common stock will be structurally subordinated.

***We may need to raise additional capital in the future, but the Company may not be able to obtain approval to issue capital stock of the Company and such capital may not be available when it is needed.***

We are required by federal and state regulatory authorities to maintain adequate levels of capital to support our operations. In addition, we may elect to raise additional capital to support our business or to finance acquisitions, if any, or we may otherwise elect to raise additional capital. In that regard, a number of financial institutions have recently raised considerable amounts of capital as a result of deterioration in their results of operations and financial condition arising from the turmoil in the mortgage loan market, deteriorating economic conditions, declines in real estate values and other factors. Should we be required by regulatory authorities to raise additional capital, we may seek to do so through the issuance of, among other things, our common stock or preferred stock, which could dilute current shareholders' ownership interest in the Company.

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Pursuant to the Reserve Bank MOU, the Company is currently required to obtain prior written approval of the Reserve Bank before issuing additional shares of the Company's capital stock. Even if the Company successfully obtains any required regulatory or shareholder approval, the Company's ability to successfully raise capital will depend on conditions in the capital markets, economic conditions and a number of other factors, many of which are outside our control, and on our financial performance. Accordingly, we may not be able to raise additional capital if needed or on terms acceptable to us. If we cannot raise additional capital when needed, it may have a material adverse effect on our financial condition, results of operations and prospects.

### ***Recent changes have created regulatory uncertainty.***

Regulation of the financial services industry is undergoing major changes. The Dodd-Frank Act of 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 securities (although our existing trust preferred securities 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 Financial Protection 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 borrower's 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.

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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 could be materially and adversely affected if we or any of our officers or directors fail to comply with bank and other laws and regulations.***

The Company and the Bank are subject to laws, regulations, administrative actions and policies that govern financial institutions in each location in which we operate. Congress and federal regulatory agencies continually review banking laws, regulations and policies for possible changes. Such changes could subject the Company to additional costs, limit the types of financial services and products the Company may offer and/or increase the ability of non-banks to offer competing financial services and products, among other things. Failure to comply with applicable laws, regulations or policies could result in sanctions by regulatory agencies, civil money penalties and/or reputation damage, which could have a material adverse effect on the Company's business, financial condition and results of operations.

***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 announced by 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%, net of regulatory deductions, and introduce a capital conservation buffer of an additional 2.5% of common equity to risk-weighted assets, raising the target minimum common equity ratio to 7%; increase the minimum Tier 1 capital ratio to 8.5% inclusive of the capital conservation buffer; increase minimum total capital ratio to 10.5% inclusive of the capital buffer; and introduce a countercyclical capital buffer up to 2.5% 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%, based on a measure of total exposure rather than total assets, and new liquidity standards. It is not yet known when the Basel III capital standards will be implemented by U.S. regulators or how they will be applied to community banks of our size. Implementation of these standards, or any other new regulations, may 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.

***Our profitability depends significantly on economic conditions in the Pacific Northwest.***

Our success depends primarily on the general economic conditions in the areas in which we conduct business. Unlike larger banks that are more geographically diversified, we provide banking and financial services to customers primarily in the Inland Northwest. The local economic conditions in our market area have a significant impact on the demand for our products and services as well as the ability of our customers to repay loans, the value of collateral securing loans and the stability of our deposit funding sources. Adverse economic conditions unique to the Pacific Northwest could have a material adverse effect on our financial condition and results of operations. Further, a significant decline in general economic conditions caused by inflation, natural disasters, recession, unemployment or other factors beyond our control could affect our local economic conditions and could adversely affect our financial condition and results of operations.

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***The value of our investment securities portfolio may be negatively affected by interest rate changes or disruptions in securities markets, including the municipal bond markets and we may realize losses on our investment securities in future periods.***

The market for some of the investment securities held in our portfolio experienced extreme volatility over the past two years. Volatile market conditions may detrimentally affect the value of these securities, such as through reduced valuations due to the perception of heightened credit and liquidity risks. Declines in market value associated with these disruptions may result in other-than-temporary or permanent impairments of these assets, which would lead to accounting charges that could have a material adverse effect on our net income, capital levels and liquidity.

In addition, we held \$26 million of municipal bonds as of December 31, 2012. The current economic downturn has impacted the credit worthiness of a number of municipalities and some municipalities are struggling to meet financial obligations. We have certain municipal investment securities that are subject to credit risk if the municipalities are unable to meet their obligations. A continued or further decline in the economy could result in credit ratings downgrades for the municipalities that have issued the bonds held by us, which could negatively impact the value of the bonds. Although we believe the municipalities will be able to meet their obligations, there can be no certainty in this regard, and a significant decline in the value of these securities could have a material adverse effect on the Company's results of operations.

***The Bank may be required to repurchase mortgage loans in some circumstances, which could harm our liquidity, results of operations and financial condition.***

When the Bank sells mortgage loans, we are required to make certain representations and warranties to the purchaser about the loans and the manner in which they were originated. Our sales agreements require us to repurchase mortgage loans in the event we breach any of these representations or warranties. In addition, we may be required to repurchase mortgage loans as a result of borrower fraud or in the event of early payment default of the borrower on a mortgage loan. If repurchase and indemnity demands increase, our liquidity, results of operations and financial condition will be adversely affected.

***The soundness of other financial institutions could adversely affect us.***

Our ability to engage in routine funding transactions could be adversely affected by the actions and commercial soundness of other financial institutions. Financial services companies are interrelated as a result of trading, clearing, counterparty, or other relationships. We have exposure to many different industries and counterparties, and we routinely execute transactions with counterparties in the financial services industry, including brokers and dealers, commercial banks, investment banks, mutual funds, and other institutional clients. As a result, defaults by, or even rumors or questions about, one or more financial services companies, or the financial services industry generally, have led to market-wide liquidity problems and could lead to losses or defaults by us or by other institutions.

***We operate in a highly competitive industry and market area.***

We face substantial competition in all areas of our operations from a variety of direct and indirect competitors, some of which are larger and may have more financial resources. Such competitors primarily include national, regional, and community banks within the market areas we serve. We also face competition from many other types of financial institutions, including, without limitation, savings and loans, credit unions, finance companies, brokerage firms, insurance companies, factoring companies and other financial intermediaries. The financial services industry could become even more competitive as a result of legislative, regulatory and technological changes and continued consolidation. Banks, securities firms and insurance companies can merge under the umbrella of a financial holding company, which can offer virtually any type

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of financial service, including banking, securities underwriting, insurance (both agency and underwriting) and merchant banking. Additionally, we expect competition to intensify among financial services companies due to the recent consolidation of certain competing financial institutions and the conversion of certain investment banks to bank holding companies. Also, technology has lowered barriers to entry and made it possible for non-banks to offer products and services traditionally provided by banks, such as automatic funds transfer and automatic payment systems. Some of our competitors have fewer regulatory constraints and may have lower cost structures. Additionally, due to their size, some competitors may be able to achieve economies of scale and, as a result, may offer a broader range of products and services as well as better pricing for those products and services.

### ***Our cost of funds may increase as a result of a change in one or more variables.***

Our cost of funds may remain higher than prevailing interest rates because of general economic conditions, unfavorable conditions in the capital markets, interest rates and competitive pressures. The Bank has traditionally obtained funds principally through deposits and borrowings. As a general matter, deposits are a cheaper source of funds than borrowings, because interest rates paid for deposits are typically less than interest rates charged for borrowings. If, as a result of general economic conditions, market interest rates, competitive pressures, or other factors, our level of deposits decreases relative to our overall banking operation, we may have to rely more heavily on borrowings as a source of funds in the future, which may negatively impact net interest margin. Additional borrowings, if sought, may not be available to us or, if available, may not be on favorable terms. If additional borrowing sources are unavailable or not available on reasonable terms, our financial condition, results of operations and future prospects could be materially adversely affected.

### ***We are dependent on key personnel and the loss of one or more of those key personnel could harm our business.***

As a community bank, our success depends greatly on the continued services of our senior management. Failure to attract, retain and motivate key employees could have an adverse effect on our results of operations, financial condition and prospects. In connection with the Company's sale of preferred stock to the Treasury as part of its participation in the Capital Purchase Program, we agreed to abide by certain limitations on the compensation of certain executive officers. Congress may impose additional restrictions in the future. These restrictions may have an adverse effect on our ability to attract and retain executive talent.

### ***Our controls and procedures may fail or be circumvented.***

Management regularly reviews and updates our internal controls, disclosure controls and procedures, and corporate governance policies and procedures. Any system of controls, however well designed and operated, is based in part on certain assumptions and can provide only reasonable, not absolute, assurances that the objectives of the system are met. Any failure or circumvention of our controls and procedures or failure to comply with regulations related to controls and procedures could have a material adverse effect on our business, results of operations, cash flows and financial condition.

### ***Our information systems may experience an interruption or breach in security.***

We rely heavily on communications and information systems to conduct our business, including systems provided by third-party service providers. Specifically, we receive core systems processing, essential web hosting and other Internet systems and deposit and other transaction processing services from third-party service providers. If these third-party service providers experience difficulties or terminate their services, and we are unable to replace them with other service providers, our operations could be interrupted. Any failure, interruption or breach in security of these systems could result in failures or disruptions in our customer

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relationship management, general ledger, deposit, loan and other systems. While we have policies and procedures designed to prevent or limit the effect of the failure, interruption or security breach of our information systems, such failures, interruptions or security breaches may occur, and if they do occur, they may not be adequately addressed. The occurrence of any failures, interruptions or security breaches of information systems could damage our reputation, result in a loss of customer business, subject us to additional regulatory scrutiny, or expose us to civil litigation and possible financial liability, any of which could have a material adverse effect on our financial condition, results of operations and cash flows.

***We are exposed to the risk of environmental liabilities with respect to properties to which we take title.***

In the course of our business, we may own or foreclose and take title to real estate, and could be subject to environmental liabilities with respect to these properties. We may be held liable to a governmental entity or to third parties for property damage, personal injury, investigation and clean-up costs incurred by these parties in connection with environmental contamination, or may be required to investigate or clean up hazardous or toxic substances, or chemical releases at a property. The costs associated with investigation or remediation activities could be substantial. In addition, as the owner or former owner of a contaminated site, we may be subject to common law claims by third parties based on damages and costs resulting from environmental contamination emanating from the property. If we ever become subject to significant environmental liabilities, our business, financial condition, cash flows, liquidity and results of operations could be materially and adversely affected.

***Because we have less than 1,200 record holders of our common stock, we may elect to terminate our reporting obligations under the Securities Exchange Act. If we choose to do so, the price and liquidity of our common stock would likely decline.***

As a result of the passage of the Jumpstart Our Business Startups Act ( JOBS Act ), the Company is eligible to voluntarily suspend our reporting obligations under the Securities Exchange Act, because we have fewer than 1,200 holders of record of our common shares. If we were to terminate our reporting obligations, we would no longer be required to file periodic reports, including financial information, proxy solicitation materials, or other information with the SEC. As a financial institution, our common stock would continue to be eligible to be quoted on the OTC Bulletin Board, so long as we continued to file certain financial information with the FDIC. The lack of publicly available information about the Company from SEC periodic reports, however, may have a negative effect on the liquidity, trading volume and trading prices of our common stock as well as our ability to raise future financing. The lack of publicly available information about the Company would also likely make it more difficult for affiliates of the Company to trade any restricted shares of the Company's common stock.

**Item 1B. *Unresolved Staff Comments.***

None.

**Item 2. *Properties.***

The Company historically has not owned or leased real or personal property apart from the premises and equipment of the Bank. In 2008, the Company purchased undeveloped property located in Airway Heights, Washington for \$1.3 million and divided it into two parcels, one of which was used to construct a new branch for the Bank as a replacement for the branch located in a grocery store in Airway Heights. The ground on which the branch was built was transferred to the Bank in 2008. The Company retained ownership of the remaining parcel and currently has it listed for sale.



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The Bank leases its principal office and main branch, which is located in downtown Spokane. The Company's registered office is also at this location. The Company pays no rent or other form of consideration for the use of the Bank's main office as its principal executive offices.

The Bank also owns the real property for the Northpointe, Ruby and Valley branches located in Spokane, Washington. In Idaho, the Bank owns the real property for the Coeur d'Alene, Post Falls, Hayden and Spirit Lake branches. The Bank owns the buildings for the Francis and South Hill branches, which are located on leased property.

We consider our facilities to be suitable and adequate for our current and immediate future purposes. As of December 31, 2012, the total net book value of the Company's premises and equipment was \$16.5 million.

**Item 3.        *Legal Proceedings.***

Other than routine litigation incidental to the business of the Bank, there are no pending legal proceedings in which the Company or the Bank is a party or any of their respective properties is subject. There are no pending legal proceedings to which any director, officer or affiliate of the Company, any owner of record or beneficiary of more than 5% of the common stock of the Company, or any security holder of the Company is a party adverse to the Company or the Bank or has a material interest adverse to the Company or the Bank.

**Item 4.        *Mine Safety Disclosures.***

Not applicable.

**Table of Contents****PART II****Item 5. Market for Registrant's Common Equity, Related Shareholder Matters and Issuer Purchases of Equity Securities. Market Price of and Dividends on Issuer's Common Equity**

Common shares of Northwest Bancorporation, Inc. are traded over-the-counter under the symbol NBCT. At the close of business on December 31, 2012, there were 3,089,957 shares of common stock outstanding, held by approximately 556 shareholders of record, including shares held by 164 known beneficial shareholders by 25 nonaffiliated depositories. The Company has relied upon information received from those depositories in determining the number of beneficial holders.

There is no established public trading market for the Company's shares of common stock. Quotations may be obtained by researching the stock symbol NBCT. Various Internet quotation services detail information about daily transaction volume and price. One such service is the OTC Markets ([www.otcmarkets.com](http://www.otcmarkets.com)) where a list of market makers is also detailed. The high and low range of actual transactions using the daily ending price, by quarter, for the Company's last two fiscal years is set forth below.

	2012		2011	
	High	Low	High	Low
First quarter	\$8.00	\$4.50	\$4.90	\$3.68
Second quarter	\$7.50	\$5.85	\$5.00	\$4.00
Third quarter	\$6.75	\$6.55	\$4.65	\$4.30
Fourth quarter	\$6.74	\$5.41	\$5.00	\$4.00

The above quotations may not reflect inter-dealer prices and should not be considered over-the-counter market quotations as that term is customarily used.

In order to conserve capital in the current uncertain economic environment, the Company's Board of Directors determined that it was in the best interest of the Company and its shareholders not to declare a dividend on its common stock during 2012 and 2011 and not to declare the dividends payable during 2012 and 2011 on its Series A and Series B Preferred Stock. As of the date of this report, the Company has deferred 12 dividend payments on the CPP Stock. In addition, the Company has been deferring interest payments on the junior subordinated debentures underlying its trust preferred securities as permitted by the related indentures. As of December 31, 2012, the accumulated deferred interest that was accrued on the trust preferred securities was \$356,594. During the period which the Company defers payments on its junior subordinated debentures, it is prohibited under the indentures from declaring or paying dividends on its capital stock. The Company is also prohibited from declaring or paying dividends on its common stock while dividends on its CPP Stock are in arrears. For the foreseeable future, the Company does not intend to declare and pay, or seek any and all regulatory or other approvals necessary to declare and pay, each scheduled dividend payment on the CPP Stock, because the Company intends to conserve capital in order to comply with the Reserve Bank MOU and FDIC MOU that are currently in place for the Company and the Bank, respectively. In March 2010, the Company agreed with the Federal Reserve Bank that the Company 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 April 2010, the Bank agreed with the FDIC and the WDFI that the Bank 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.

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As a bank holding company that has no significant assets other than its equity interest in the Bank, the Company's ability to declare dividends depends primarily upon dividends it receives from the Bank. Future dividend payments are at the discretion of the Board of Directors and will depend on a variety of factors including, but not limited to, results of operations, general business and economic conditions, financial condition, capital adequacy, liquidity, statutory and regulatory limitations and other factors deemed relevant.

**Equity Compensation Plan Information**

Information regarding stock-based compensation awards outstanding and available for future grant as of December 31, 2012, is presented in the table below.

	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted average exercise price of outstanding options, warrants and rights (b)	Number of securities available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	13,682	\$ 13.75	218,939
Equity compensation plans not approved by security holders	-	-	-
	13,682	\$ 13.75	218,939

**Recent Sales of Unregistered securities**

Not applicable.

**Purchases of Equity Securities by the Issuer and Affiliated Purchasers**

Occasionally, the Company will repurchase shares of its common stock from employees, former employees, or other shareholders who own less than 100 shares; the price that the Company pays for such shares is reflective of the last several trades reported on various Internet quotation services, such as www.otcmatrix.com. During the fourth-quarter, the Company did not repurchase any shares.

**Item 6. Selected Financial Data.**

Not applicable because the Company is a smaller reporting company.

**Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.**

*This report contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. For a discussion of the risks and uncertainties inherent in such statements, see Business Forward-Looking Statements and Risk Factors.*

**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. Significant accounting policies are also described in the notes to consolidated financial statements included in Item 8 of this Form 10-K. Management believes that the following policies would be considered critical under the SEC's definition:

*Allowance for Loan Losses*

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The allowance for losses on outstanding loans is classified as a contra-asset account offsetting outstanding loans on the consolidated statements of financial condition. The allowance for loan losses is established

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through a provision for loan losses charged against earnings. The balance of the allowance for loan losses for outstanding loans is maintained at an amount that management believes will be adequate to absorb known and inherent losses in the loan portfolio. The allowance is evaluated on a regular basis by management and is based upon management's periodic review of the collectability of loans in light of historical experience, the nature and volume of the loan portfolio, adverse situations that may affect the borrower's ability to repay, estimated value of any underlying collateral and prevailing economic conditions. This evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available. Revisions to these estimates and assumptions typically occur on a regular basis and may have a material impact on the Company's consolidated financial statements or results of operations.

### *Foreclosed Real Estate*

Foreclosed real estate is recorded at the lower of estimated fair value, less costs to sell, or the carrying value of the defaulted loan on the acquisition date. Estimated fair value is based upon many subjective factors, including location and condition of the property and current economic conditions, among other things. The carrying value of the property is periodically evaluated by management and, if necessary, allowances are established to reduce the carrying value to net realizable value. Because the calculation of fair value relies on estimates and judgments relating to inherently uncertain events, the amounts ultimately recovered from property sales may differ substantially from the carrying value of the assets.

### *Fair Value Measurements*

FASB ASC 820, *Fair Value Measurements*, establishes a hierarchical disclosure framework associated with the level of pricing observability utilized in measuring financial instruments at fair value. The degree of judgment utilized in measuring the fair value of financial instruments generally correlates to the level of pricing observability. Financial instruments with readily available active quoted prices or for which fair value can be measured from actively quoted prices generally will have a higher degree of pricing observability and a lesser degree of judgment utilized in measuring fair value. Conversely, financial instruments rarely traded or not quoted will generally have little or no pricing observability and a higher degree of judgment utilized in measuring fair value. Pricing observability is impacted by a number of factors, including the type of financial instrument, whether the financial instrument is new to the market and not yet established and the characteristics specific to the transaction. See the notes to consolidated financial statements included in Item 8 of this Form 10-K for additional information about the level of pricing transparency associated with financial instruments carried at fair value.

### *Income Taxes*

Deferred income tax assets and liabilities are determined using the liability method. Under this method, the net deferred tax asset or liability is recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases as well as net operating and capital loss carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates applied to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income tax expense in the period that includes the enactment date. To the extent that current available evidence about the future raises doubt about the likelihood of a deferred tax asset being realized, a valuation allowance is established. The judgment about the level of future taxable income, including that which is considered capital, is inherently subjective and is reviewed on a continual basis as regulatory and business factors change.

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**Overview and Financial Highlights**

We are a bank holding company providing banking and other financial services throughout Eastern Washington and Northern Idaho to consumers and to small- and medium-sized businesses, including the owners and employees of those businesses. We offer an array of banking products and services to the communities we serve, including accepting time and demand deposits and originating real estate loans, commercial loans and consumer loans. We derive our income primarily from interest received on loans and, to a lesser extent, interest on investment securities, and fees received in connection with servicing loans and deposit accounts. Our major operating expenses are the interest we pay on deposits and borrowings and general operating expenses. We rely primarily on locally generated deposits to provide us with funds for making loans, but we have also used brokered time deposits and time deposits obtained through a national listing service to fund loan demand.

We are subject to competition from other financial institutions and our operating results, like those of other financial institutions operating exclusively or primarily in the Pacific Northwest, are significantly influenced by economic conditions in Washington and Idaho, including the strength of the real estate market. In addition, both the fiscal and regulatory policies of the federal government and regulatory authorities that govern financial institutions and market interest rates also impact our financial condition, results of operations and cash flows.

The following discussion contains a review of Northwest Bancorporation, Inc.'s and its wholly-owned subsidiary, Inland Northwest Bank's, consolidated operating results and financial condition for the year ended December 31, 2012. When warranted, comparisons are made to the same period in 2011. The discussion should be read in conjunction with the consolidated financial statements and related notes included in Item 8 of this Form 10-K. All numbers, except per share data, are expressed in thousands of dollars, unless otherwise noted.

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The following summary financial information is derived from the consolidated financial statements and other data of the Company for the years ended December 31, 2012 and 2011:

	Year Ended December 31,	
	2012	2011
	(\$ in thousands, except per share data)	
<b>Results of Operations:</b>		
Interest income	\$ 16,949	\$ 19,370
Interest expense	2,749	4,123
Net interest income	14,200	15,247
Provision for loan losses	1,600	6,874
Net interest income after provision for loan losses	12,600	8,373
Noninterest income	5,566	4,053
Noninterest expense	16,431	13,965
Income (loss) before income taxes	1,735	(1,539)
Income tax expense (benefit)	371	(793)
Net income (loss)	1,364	(746)
Preferred stock dividends and discount accretion, net	677	677
Net income (loss) applicable to common shares	\$ 687	\$ (1,423)

**Per Common Share Data:**

Basic earnings (loss)	\$ 0.22	\$ (0.46)
Diluted earnings (loss)	\$ 0.22	\$ (0.46)
Book value	\$ 8.74	\$ 8.30

**Selected Ratios:**

Return on average assets	0.18%	-0.36%
Return on average equity	1.86%	-3.89%
Net interest margin	4.00%	4.29%
Efficiency ratio	83.13%	72.36%
Noninterest income to average assets	1.42%	1.03%
Noninterest expense to average assets	4.20%	3.57%
Ending shareholders equity to average assets	9.69%	9.29%
Nonperforming loans to gross loans	2.96%	3.64%
Allowance for loan losses to gross loans	1.94%	2.56%

**Results of Operations***Earnings*

The Company recognized net income applicable to common shares of \$687 thousand for the year ended December 31, 2012, compared to a net loss applicable to common shares of \$1.4 million in 2011. The return on average assets during 2012 was 0.18% compared to 0.36% in 2011, and the return on average equity during 2012 was 1.86% compared to 3.89% in 2011.

Earnings during 2012 compared to the prior year were favorably impacted by an increase in noninterest income and decreases in interest expense and the provision for loan losses. These improvements in operating results were partially offset by reductions in interest income and increased noninterest expenses. Details of changes in the various components of earnings are further discussed below.

*Net Interest Income*

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The principal component of the Company's earnings is its net interest income. Net interest income is the difference between the income earned on assets and the interest paid on deposits and on borrowings used to



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

*Average Balances, Rates, and Interest Income and Expense.* The following table sets forth certain information related to the Company's average balance sheet and its average yields on assets and average costs of liabilities. Such yields are derived by dividing income or expense by the average balance of the corresponding assets or liabilities.

	Year Ended December 31,					
	Average Balance	2012 Interest Income or Expense <sup>(1)</sup>	Average Yield or Rate	Average Balance	2011 Interest Income or Expense <sup>(1)</sup>	Average Yield or Rate
(\$ in thousands)						
<b>ASSETS</b>						
Loans receivable, gross <sup>(2) (3)</sup>	\$ 270,291	\$ 14,911	5.52%	\$ 277,571	\$ 17,071	6.15%
Investment securities	74,379	1,997	2.68%	69,218	2,282	3.30%
Other interest earning assets	10,695	41	0.38%	8,511	17	0.20%
Total interest earning assets	355,365	16,949	4.77%	355,300	19,370	5.45%
Noninterest earning assets	36,015			36,361		
Total assets	\$ 391,380			\$ 391,661		
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>						
Money market accounts	46,370	137	0.30%	39,820	214	0.54%
NOW accounts	66,444	562	0.85%	60,403	1,038	1.72%
Savings accounts	58,441	206	0.35%	53,825	343	0.64%
Time deposits	90,284	1,462	1.62%	115,236	2,185	1.90%
Total interest bearing deposits	261,539	2,367	0.91%	269,284	3,780	1.40%
Securities sold under repurchase agreements	-	-	0.00%	13	-	0.00%
Federal funds purchased and borrowed funds	7,408	269	3.63%	6,490	234	3.61%
Junior subordinated debentures	5,155	113	2.19%	5,155	109	2.11%
Total borrowed funds	12,563	382	3.04%	11,658	343	2.94%
Total interest bearing liabilities	274,102	2,749	1.00%	280,942	4,123	1.47%
Noninterest bearing deposits	74,714			69,500		
Other noninterest bearing liabilities	5,536			4,637		
Shareholders' equity	37,028			36,582		
Total liabilities and shareholders' equity	\$ 391,380			\$ 391,661		
Net interest income		\$ 14,200			\$ 15,247	
Net interest spread			3.77%			3.98%
Net interest income to average earning assets (margin)			4.00%			4.29%

**Comments:**

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- (1) There are no tax equivalency adjustments.
- (2) Nonaccrual loans and loans held for sale are included in average loan balances.
- (3) Loan fee income in the amount of \$180 thousand and \$426 thousand is included in loan interest income for 2012 and 2011, respectively. During the years ended December 31, 2012 and 2011, net interest income was \$14.2 million and \$15.2 million, respectively. This decrease in net interest income of \$1.0 million, or 6.9%, resulted from interest income declining at a faster rate than interest expense as well as from decreases in, and changes in the mix of, interest earning assets and interest bearing liabilities. The net interest margin declined 29 basis points from 4.29% to 4.00% for the years ended December 31, 2011 and 2012, respectively.

Interest income fell \$2.5 million, or 12.5%, during 2012 ending the year at \$16.9 million compared to \$19.4 million for 2011. The decrease in interest income is related to a change in the mix of interest earning

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assets and decreases in yields on loans and investments. Loans, the highest yielding component of earning assets, represented 76.1% of average earning assets in 2012, compared to 78.1% in 2011. The average yield on loans fell 63 basis points to 5.52% in 2012 from 6.15% in 2011. The reduction in loan yield combined with a \$7.3 million, or 2.6%, decrease in average loan balances resulted in interest income on loans decreasing \$2.2 million, or 12.7%. Average investment securities increased \$5.2 million, or 7.5%, during 2012. The yield on investment securities decreased 62 basis points from 3.30% in 2011 to 2.68% in 2012. The decrease in yield on securities resulted in a reduction in investment income of \$285 thousand, or 12.5%.

Interest expense was \$2.7 million in 2012, representing a decrease of \$1.4 million, or 33.3%, from the \$4.1 million in interest expense for 2011. This improvement in interest expense was impacted by reductions in time deposit balances as well as reductions in rates paid on all interest bearing deposits, and was partially offset by increased balances in non-maturity deposit accounts and borrowed funds. Overall, the average cost of interest bearing deposits improved 49 basis points from 1.40% in 2011 to 0.91% in 2012.

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

	2012 over 2011				2011 over 2010			
	Increase (Decrease) Due to Changes in				Increase (Decrease) Due to Changes in			
	Volume	Rate	Rate/ Volume	Total	Volume	Rate	Rate/ Volume	Total
	(\$ in thousands)							
<b><u>Interest and dividend income:</u></b>								
Loans receivable	\$ (448)	\$ (1,749)	\$ 37	\$ (2,160)	\$ (1,907)	\$ (339)	\$ 23	\$ (2,223)
Investment securities	170	(429)	(26)	(285)	1,156	(199)	(155)	802
Other interest earning assets	4	15	5	24	(11)	-	-	(11)
<b>Total interest and dividend income</b>	<b>(274)</b>	<b>(2,163)</b>	<b>16</b>	<b>(2,421)</b>	<b>(762)</b>	<b>(538)</b>	<b>(132)</b>	<b>(1,432)</b>
<b><u>Interest expense:</u></b>								
Money market accounts	35	(96)	(16)	(77)	73	(132)	(33)	(92)
NOW accounts	104	(526)	(54)	(476)	140	(5)	(3)	132
Savings accounts	30	(156)	(11)	(137)	81	(126)	(26)	(71)
Time deposits	(474)	(323)	74	(723)	(922)	(1,125)	254	(1,793)
Borrowed funds	33	1	1	35	(96)	(26)	7	(115)
Junior subordinated debentures	-	4	-	4	-	(102)	-	(102)
<b>Total interest expense</b>	<b>(272)</b>	<b>(1,096)</b>	<b>(6)</b>	<b>(1,374)</b>	<b>(724)</b>	<b>(1,516)</b>	<b>199</b>	<b>(2,041)</b>
<b>Net interest income</b>	<b>\$ (2)</b>	<b>\$ (1,067)</b>	<b>\$ 22</b>	<b>\$ (1,047)</b>	<b>\$ (38)</b>	<b>\$ 978</b>	<b>\$ (331)</b>	<b>\$ 609</b>

During 2012, the decreases in interest income were primarily attributable to decreases in yields on loans and investments and changes in the mix of interest earning assets with loan volume down and investment volume up. The decreases in interest income were partially offset by reductions in rates paid on interest bearing deposits and decreases in time deposit balances.

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



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At December 31, 2012, the simulation model projected that immediate rate increases of 100, 200 and 300 basis points would result in decreases to net interest income of 1.0%, 1.8% and 3.0%, respectively, relative to the base case, over the next 12 months. Conversely, the simulation model projected that an immediate rate decrease of 25 basis points would result in an increase to net interest income of 0.8% relative to the base case, over the next 12 months. The likelihood of a decrease in interest rates beyond 25 basis points as of December 31, 2012, was considered remote given prevailing interest rate levels.

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

### *Provision for Loan Losses*

The provision for loan losses represents an expense against income that allows the Bank to establish an appropriate allowance for loan losses. Charges to the provision for loan losses result from management's ongoing analysis of probable losses in the loan portfolio. The 2012 provision for loan losses was \$1.6 million, a substantial decrease from the \$6.9 million expensed in 2011. The lower provision for loan losses is attributable to a \$7.3 million decline in average loans receivable and improved credit quality of the loan portfolio. The provision for loan losses as a percentage of average outstanding loans was 0.59% and 2.48% in 2012 and 2011, respectively. See Allowance for Loan Losses caption below for further analysis of the provision for loan losses.

### *Noninterest Income*

Noninterest income in 2012 was \$5.6 million, an increase of \$1.5 million, or 37.3%, from 2011.

Service charge income on deposits declined \$213 thousand, or 14.3%, in 2012 compared to 2011 primarily due to reduced income from overdraft and nonsufficient funds fees collected under the Bank's overdraft privilege program, which decreased \$200 thousand from 2011 to 2012.

Net gains from sale of loans totaled \$1.6 million in 2012, representing an increase of \$672 thousand, or 74.9%, from 2011. Gains from the sale of loans represent income from the origination and sale of residential mortgage loans, which are typically sold in the secondary mortgage market. This mortgage loan income increased as a result of a higher volume of homeowners refinancing their existing mortgages and purchasing new homes, which is partially attributable to the Bank adding two additional mortgage loan officers during 2012.

During 2012, the Company reported net gains on sales of securities totaling \$380 thousand compared to \$264 thousand in 2011.

Other noninterest income was \$2.3 million in 2012, compared to \$1.4 million in 2011, representing an increase of \$939 thousand, or 66.9%. This increase is primarily attributable to higher operating income generated from foreclosed real estate properties totaling \$748 thousand in addition to higher debit and credit card income totaling \$159 thousand.

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*Noninterest Expense*

Noninterest expense increased from \$14.0 million in 2011 to \$16.4 million in 2012, representing an increase of \$2.5 million, or 17.7%. The increase in noninterest expense from 2011 to 2012 was primarily a result of increased net losses on foreclosed real estate and higher costs related to operating, maintaining or selling foreclosed real estate properties.

Salaries and employee benefits in 2012 increased 4.7%, or \$303 thousand, compared to 2011. Full-time employee equivalents ( FTEs ) shrunk 2.6% from 114 FTEs at the end of 2011 to 111 FTEs at the end of 2012. Most of the FTE reduction occurred during the fourth quarter of 2012, so savings from the reduction will not be fully realized until 2013. Mortgage loan officer commissions increased \$194 thousand, or 52.4%, year over year, which is attributable to the increase in gains on sales of mortgage loans. Salaries, incentive, employee benefits and stock compensation costs also increased during the year. However, these increases were partially offset by an increase of \$221 thousand in loan origination fee salary credits.

Occupancy and equipment expense was \$24 thousand, or 1.8%, lower in 2012 compared to 2011. The decrease is attributable to \$56 thousand in lower rental expense for bank premises, partially offset by \$33 thousand in higher outsourced computer maintenance costs.

Depreciation and amortization expense decreased \$23 thousand, or 1.9%, during 2012 as a result of older assets becoming fully depreciated.

Advertising and promotion expense for 2012 increased \$12 thousand, or 4.0%, compared to 2011 primarily due to higher business development costs associated with increased loan and deposit production.

Net losses on foreclosed real estate and other property owned were \$1.2 million in 2012, compared to \$355 thousand in 2011. During 2012, the net loss on foreclosed real estate and other property owned included net losses from property sales of \$43 thousand and foreclosed real estate valuation allowance provisions of \$1.2 million. During 2011, the net loss on foreclosed real estate and other property owned included net gains from property sales of \$391 thousand, offset by valuation allowance provisions of \$646 thousand on foreclosed real estate and \$100 thousand on other property owned.

FDIC assessments decreased \$80 thousand, or 13.9%, in 2012 compared to 2011. This reduction in assessments was the result of the FDIC changing its assessment method from a deposit-based assessment to an asset-based assessment in April 2011.

Other noninterest expense increased \$1.4 million, or 37.2%, in 2012 compared to 2011. The largest contributor to the year-over-year increase was higher costs related to operating, maintaining or selling foreclosed real estate properties. Aggregate total expense in this category for 2012 was \$764 thousand, with this expense mostly offset by an increase in income generated by these properties. Other significant year-over-year cost increases in other noninterest expense included: noninterest loan and deposit account costs, which increased \$113 thousand; software expense, which increased \$99 thousand; legal fees, which increased \$125 thousand; director compensation and other costs, which increased \$85 thousand; appraisal costs related to new and existing loans, which increased \$43 thousand; and office supply costs, which increased \$39 thousand. These increases in other noninterest expense were partially offset by a decrease of \$114 thousand in costs related to properties securing nonaccrual loans. Other nonrecurring costs included in noninterest expense during 2012 included \$150 thousand in accrued costs associated with estimated regulatory compliance restitution and/or penalties and \$81 thousand in fees incurred for the prepayment of \$557 thousand in FHLB advances that carried a weighted average rate of 5.16% and a weighted average maturity of 6 years.

**Table of Contents***Income Taxes*

For the year ended December 31, 2012, the Company recorded income tax expense of \$371 thousand compared to an income tax benefit of \$793 thousand in 2011, reflecting the Company's return to profitability in 2012.

The Company's 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 7.4%. The ratio of tax expense (benefit) to the net income (loss) before tax (referred to as the effective tax rate) differs from statutory tax rates due to permanent differences arising primarily from nontaxable interest income on state and municipal securities and nontaxable increases in the value of bank owned life insurance. The differences between tax expense (benefit) at the statutory rates and actual tax expense (benefit) were as follows for the years ended December 31, 2012 and 2011:

	December 31,	
	2012	2011
	<i>(\$ in thousands)</i>	
Federal income tax at statutory rate	\$ 585	\$ (524)
Effect of tax-exempt interest income	(243)	(246)
Effect of nondeductible interest expense	9	13
Effect of other nondeductible expenses	16	14
Effect of state income taxes	-	(34)
Other	4	(16)
<b>Income tax expense (benefit)</b>	<b>\$ 371</b>	<b>\$ (793)</b>

*Preferred Stock Dividends and Discount Accretion*

In connection with preferred stock issued to the Treasury under the Capital Purchase Program in February 2009, the Company accrued preferred stock dividends and accreted the related net discount in the amount of \$677 thousand during both years ending December 31, 2012 and 2011. As of the date of this report, the Company has deferred 12 dividend payments on the CPP Stock.

**Financial Condition**

Total assets at December 31, 2012, were \$398.9 million, an increase of \$13.2 million, or 3.4%, when compared to total assets of \$385.7 million at December 31, 2011. Total earning assets, which are comprised of loans, investment securities, FHLB stock, interest bearing deposits, averaged \$355.4 million in 2012, compared to \$355.3 million in 2011. Earning assets serve as the primary revenue source for the Company.

**Table of Contents***Securities*

In addition to generating revenue, the Bank maintains its investment securities portfolio to manage interest rate risk, provide liquidity, provide collateral for borrowings, and to diversify the credit risk of earning assets. The securities portfolio is classified as available for sale and consists primarily of U.S. government agency securities, municipal securities, corporate debt obligations, and mortgage-backed and other asset-backed securities. The following table sets forth the amortized cost and fair values of the securities portfolio:

	December 31, 2012		December 31, 2011	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
	(\$ in thousands)			
U.S. government agency securities	\$ 5,140	\$ 5,177	\$ 6,735	\$ 6,802
State and municipal securities	24,688	26,243	23,529	25,054
Corporate debt obligations	11,886	12,442	11,909	11,751
SBA participation certificates	11,461	11,920	8,756	8,950
Mortgage backed securities	4,970	5,073	4,284	4,397
Collateralized mortgage obligations	12,646	12,701	9,201	9,296
	\$ 70,791	\$ 73,556	\$ 64,414	\$ 66,250

As of December 31, 2012, the Bank had \$73.6 million in securities classified as available for sale, which represents an increase of \$7.3 million, or 11.0%, from December 31, 2011. Activity in the securities portfolio during 2012 included \$26.8 million in purchases, \$7.7 million in called and matured securities, principal paydowns of \$5.3 million, amortization of net purchase price premiums of \$1.1 million, and \$6.4 million in securities sold. As of December 31, 2012, the securities portfolio included a net unrealized gain of \$2.8 million, representing an improvement of \$929 thousand, or 50.6%, from December 31, 2011. With the exception of corporate bonds with a fair value of \$12.4 million, all securities as of December 31, 2012, are fully insured by or are obligations of either U.S. government agencies or government-sponsored enterprises or state or municipal governments. At December 31, 2012, there were no securities issued by a single issuer (other than U.S. government or government-sponsored enterprise securities) that had an aggregate book value in excess of 10% of our shareholders' equity.

The following table sets forth the distribution of contractual maturities, excluding periodic principal payments, and the weighted average yields of available for sale securities, based on amortized cost, at December 31, 2012. Actual maturities will differ from contractual maturities, because issuers may have the right to call or prepay obligations. Weighted average yields are not presented on a tax equivalent basis.

	Within one year		After one but within five years		After five but within ten years		After ten years		Total	
	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield
	(\$ in thousands)									
U.S. government agency securities	\$ -	0.00%	\$ -	0.00%	\$ 3,636	2.89%	\$ 1,504	4.29%	\$ 5,140	3.30%
State and municipal securities	429	3.73%	7,896	2.67%	9,621	3.82%	6,742	4.49%	24,688	3.64%
Corporate debt obligations	-	0.00%	8,539	3.63%	3,097	4.19%	250	4.37%	11,886	3.80%
SBA participation certificates	-	0.00%	-	0.00%	-	0.00%	11,461	3.31%	11,461	3.31%
Mortgage backed securities	-	0.00%	-	0.00%	837	1.84%	4,133	1.67%	4,970	1.69%
Collateralized mortgage obligations	-	0.00%	-	0.00%	918	0.89%	11,728	1.59%	12,646	1.53%
	\$ 429	3.73%	\$ 16,435	3.17%	\$ 18,109	3.46%	\$ 35,818	2.83%	\$ 70,791	3.07%

*Loans*



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At December 31, 2012, the Bank reported \$271.7 million in gross loans receivable, an increase of \$5.9 million, or 2.2%, compared to December 31, 2011. This increase is a result of organic growth realized within the Bank's primary market, reflecting efforts to pursue lending relationships with creditworthy customers

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despite continued weak loan demand in our market place during 2012 and 2011. Loan demand has been adversely influenced by economic forces that have disrupted local and national economies. Specifically, real estate and related activities have slowed significantly, local unemployment rates remain very high, and real estate and other asset prices have declined appreciably.

The following table presents the composition of the loan portfolio for the periods indicated:

	2012		2011		December 31, 2010		2009		2008	
	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%
(\$ in thousands)										
<b>Real estate:</b>										
Commercial	\$ 152,734	56.2%	\$ 142,465	53.6%	\$ 150,373	53.4%	\$ 149,970	46.6%	\$ 159,839	47.0%
Construction and land development	21,923	8.1%	31,381	11.8%	40,145	14.2%	72,076	22.4%	72,815	21.4%
Residential	26,641	9.8%	32,180	12.1%	35,061	12.4%	33,227	10.3%	29,853	8.8%
Commercial and industrial	63,678	23.4%	53,224	20.0%	47,345	16.8%	55,917	17.4%	65,590	19.3%
Consumer	6,742	2.5%	6,553	2.5%	9,026	3.2%	10,688	3.3%	11,891	3.5%
<b>Total gross loans</b>	<b>271,718</b>	<b>100.0%</b>	<b>265,803</b>	<b>100.0%</b>	<b>281,950</b>	<b>100.0%</b>	<b>321,878</b>	<b>100.0%</b>	<b>339,988</b>	<b>100.0%</b>
Allowance for loan losses	(5,260)		(6,816)		(6,918)		(7,082)		(4,737)	
Net deferred loan fees	(380)		(401)		(616)		(643)		(946)	
<b>Total loans, net</b>	<b>\$ 266,078</b>		<b>\$ 258,586</b>		<b>\$ 274,416</b>		<b>\$ 314,153</b>		<b>\$ 334,305</b>	

**Loan Origination/Risk Management.** The Bank has lending policies and procedures in place that are designed to maximize loan income within an acceptable level of risk. Management reviews and approves these policies and procedures on a regular basis. A reporting system supplements the review process by providing management with frequent reports related to loan production, loan quality, concentrations of credit, loan delinquencies, nonperforming loans and other potential problem loans. Diversification in the loan portfolio is a means of managing risk associated with fluctuations in economic conditions. See the notes to consolidated financial statements included in Item 8 of this Form 10-K for further details of the Bank's policies and procedures related to loan origination and risk management.

**Real Estate Loans.** Real estate loans are generally collateralized by real property located within the Bank's market area and are made primarily for the purpose of purchasing, refinancing and constructing 1-4 family, multifamily and commercial properties, and for the acquisition and development of land for the purpose of providing residential and commercial lots for sale. Real estate loans also include consumer home equity loans and lines of credit. Because a significant portion of real estate loans are secured by properties located in Spokane County, Washington and Kootenai County, Idaho, declines in these local economies and in real estate values have had a significant effect on the collectability of our real estate loans and on the level of allowance for loan losses determined to be necessary.

Total real estate loans decreased \$4.7 million, or 2.3%, during 2012 and comprise 74.1% of the loan portfolio. Included in real estate loans are commercial real estate loans, which increased \$10.3 million (7.2%). This increase in commercial real estate loans was more than offset by decreases in construction and land development loans, which decreased \$9.5 million (30.1%), and residential real estate loans, which decreased \$5.5 million (17.2%). In response to the continuing weak economy, the Bank has implemented more stringent lending practices and is limiting new loans for land development, speculative construction and non-owner occupied commercial real estate. The Bank's primary focus for the commercial real estate portfolio has been growth in loans secured by owner occupied properties. These loans are viewed primarily as cash flow loans and secondarily as loans secured by real estate. Consequently, these loans must undergo a similar analysis and underwriting process as that of a commercial and industrial loan, in addition to a real estate analysis.

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The Bank also originates long-term conventional residential real estate loans which typically conform to secondary market requirements and are originated with a commitment from a correspondent financial institution to purchase the loan within 30 days of closing. Such loans are classified as loans held for sale in the Company's consolidated financial statements. At December 31, 2012 and 2011, loans held for sale totaled \$6.5 million and \$2.7 million, respectively.

*Commercial and Industrial Loans.* The commercial and industrial loan segment comprised 23.4% of the loan portfolio at December 31, 2012, representing an increase of \$10.5 million, or 19.6%, during the year. Commercial and industrial loans include both secured and unsecured loans for working capital, expansion, and other business purposes. The Bank also makes term commercial loans secured by real estate, which are categorized as real estate loans. Lending decisions are based on an evaluation of the financial strength, management and credit history of the borrower, and the quality of the collateral securing the loan. The Bank's underwriting standards require a verifiable primary and secondary source of repayment, a reasonable expectation of future profitability based on historical earnings and future projections, and personal guarantees when appropriate. Commercial loans are a major focus of the Bank's lending activities as they have lower historical net charge-off ratios and generally provide greater yields and more frequent re-pricing than other types of loans.

*Consumer.* The consumer loan segment accounted for 2.5% of the loan portfolio at December 31, 2012, representing an increase of \$189 thousand, or 2.9%, during the year. Consumer loans include vehicle loans, boat and other recreational vehicle financing, and other secured and unsecured personal loans and lines of credit. Consumer loans are generally smaller in amount and are often either unsecured or secured by rapidly depreciable assets. Consumer delinquencies are sensitive to job loss, illness and other personal factors. The Bank attempts to manage the risks inherent in consumer lending by following established credit guidelines and underwriting practices designed to minimize risk of loss.

*Maturities and Sensitivities of Loans to Changes in Interest Rates.* The table below presents the maturity distribution and interest rate structure for loans outstanding as of December 31, 2012. The dollar amounts of loans maturing are based on their contractual terms to maturity and do not include scheduled payments or potential prepayments.

	Within one year	One to five years	Over five years	Total
	(\$ in thousands)			
By loan type:				
Commercial real estate	\$ 32,785	\$ 35,847	\$ 84,102	\$ 152,734
Construction and land development	17,034	3,903	986	21,923
Residential real estate	5,888	8,595	12,158	26,641
Commercial and industrial	33,677	21,653	8,348	63,678
Consumer	2,353	1,843	2,546	6,742
	\$ 91,737	\$ 71,841	\$ 108,140	\$ 271,718
By interest rate structure:				
Fixed rate loans	\$ 37,578	\$ 54,875	\$ 10,362	