BRYN MAWR BANK CORP
Form DEF 14A
March 28, 2011
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# UNITED STATES

# SECURITIES AND EXCHANGE COMMISSION

**Washington, D.C. 20549**

# SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the**

**Securities Exchange Act of 1934**

Filed by the Registrant x Filed by a Party other than the Registrant ¨

Check the appropriate box:

¨ Preliminary Proxy Statement

¨ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

x Definitive Proxy Statement

¨ Definitive Additional Materials

¨ Soliciting Material under §240.14a-12

**Bryn Mawr Bank Corporation**

**(Name of Registrant as Specified In Its Charter)**

**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

x No fee required.

¨ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1. Title of each class of securities to which transaction applies:

2. Aggregate number of securities to which transaction applies:

3. Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4. Proposed maximum aggregate value of transaction:

5. Total fee paid:

¨ Fee paid previously with preliminary materials:

¨ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

1. Amount previously paid:

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**BRYN MAWR BANK CORPORATION**

**801 Lancaster Avenue**

**Bryn Mawr, PA 19010-3396**

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

**TO BE HELD ON WEDNESDAY APRIL 27, 2011**

TO OUR SHAREHOLDERS:

Notice is hereby given that the Annual Meeting of Shareholders of Bryn Mawr Bank Corporation (the Corporation ) will be held at St. Davids Golf Club, 845 Radnor Street Road, Wayne, PA on Wednesday, April 27, 2011, at 11:00 A.M., for the following purposes:

1. To elect three Class I directors to serve a four-year term;

2. To approve a non-binding advisory vote on executive officer compensation;

3. To approve a non-binding advisory vote on the frequency of the advisory vote on executive officer compensation in future years;

4. To ratify the appointment of KPMG LLP as the independent registered public accounting firm for the fiscal year ended December 31, 2011; and

Such other business as may properly come before the meeting or any adjournment thereof.

In their discretion, the proxies are authorized to act upon such other matters as may properly come before the meeting. See the accompanying Proxy Statement for details about these proposals. Only shareholders of record at the close of business on March 10, 2011, are entitled to notice of, and to vote at, the Annual Meeting and any adjournment or postponement of the meeting. Shareholders may vote in person or by proxy.

Our proxy statement and a form of proxy are included with this Notice.

By Order of the Board of Directors of

Bryn Mawr Bank Corporation

Geoffrey L. Halberstadt

Corporate Secretary

Bryn Mawr, PA

March 28, 2011

**IMPORTANT NOTICE**

**To assure your representation at the Annual Meeting, please complete, date, sign, and promptly mail the enclosed proxy card in the return envelope, or submit your proxy by telephone or over the Internet by following the instructions found on the proxy card, so that your shares may be voted in accordance with your wishes and so that enough shares are represented to allow us to conduct the business of the Annual Meeting. If you mail your proxy card, no postage is necessary if mailed in the United States. Submitting your proxy by**

**mail, telephone or over the Internet does not affect your right to vote in person if you attend the Annual Meeting, or to revoke your proxy at any time prior to its use for any purpose. Any shareholder who is present at the meeting may withdraw its proxy prior to its use for any purpose and vote in person.**

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**PROXY STATEMENT**

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**PROXY STATEMENT**

**BRYN MAWR BANK CORPORATION**

**801 Lancaster Avenue**

**Bryn Mawr, PA 19010**

**INFORMATION REGARDING THE ANNUAL MEETING**

**Matters to be Considered at the Annual Meeting of Shareholders**

This Proxy Statement is being furnished to shareholders of Bryn Mawr Bank Corporation ( we, us, our or the Corporation ) in connection with th solicitation of proxies by the Board of Directors of the Corporation for use at the Corporation s Annual Meeting of Shareholders to be held on Wednesday, April 27, 2011, at 11:00 A.M. at St. Davids Golf Club, 845 Radnor Street Road, Wayne, PA, or any adjournment or postponement of the meeting (the Annual Meeting ). At the Annual Meeting, the shareholders will consider and vote upon the election of three Class I directors to serve a four-year term, a non-binding advisory vote on executive officer compensation, a non-binding advisory vote on the frequency of the advisory vote on executive officer compensation in future years, the ratification of the appointment of KPMG LLP as the independent registered public accounting firm for the fiscal year ended December 31, 2011, and such other business as may properly come before the meeting or any adjournment thereof.

The proxies are authorized to transact such other business as may properly come before the Annual Meeting. This proxy statement and the proxy are being mailed to shareholders on or about March 28, 2011.

**Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to be Held on April 27, 2011**

**This proxy statement and the Corporation s annual report to security holders are available at www.bmtc.com by clicking on About Us, followed by Investor Relations, and then the SEC Filings tab.**

**Record Date, Voting and Voting Procedures**

Our Board has fixed the close of business on March 10, 2011, as the date for determining holders of record of our common stock, entitled to notice of, and to vote at, the Annual Meeting. Each shareholder is entitled to one vote per share on the matters to be considered at the Annual Meeting.

A quorum is the minimum number of shares required to be present at the Annual Meeting for the meeting to be properly held under our bylaws. The holders of a majority of the outstanding shares of our common stock, present either in person or by proxy, will constitute a quorum for the transaction of business at the Annual Meeting. As of March 10, 2011, there were 12,460,376 shares of our common stock outstanding. The shares for which shareholders abstain on one or more matters will be counted as present at the meeting for purposes of determining a quorum if the shareholder is physically present or if the shareholder has executed a valid proxy for the shares. Broker non-votes will be counted as present at the meeting for purposes of determining a quorum so long as the shares are voted by the broker on at least one matter.

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Shares represented by properly executed proxies will be voted in accordance with the directions indicated in the proxies, unless those proxies have previously been revoked. If a properly executed proxy does not give any voting directions, then that proxy will be voted in favor of the adoption of the proposals recommended by the Board, and in the discretion of the proxy agents on any other matters which may properly come before the Annual Meeting.

For purposes of the Annual Meeting, if a quorum is present, the Corporation s articles provide that each director shall be elected by a majority of the votes cast in person or by proxy for that position. Cumulative voting is not permitted. Withheld votes and broker non-votes will not count in determining the number of votes required to elect a director, and they will not count in favor of or against a director s election.

For the other items of business to be presented at the Annual Meeting, if a quorum is present, the Corporation s bylaws require the affirmative vote of a majority of the shares having voting powers and present in person or represented by proxy to approve the proposals. Abstentions and broker non-votes are not deemed to constitute votes cast and, therefore, do not count either for or against approval of a given proposal.

A shareholder may revoke a proxy at any time prior to its use for any purpose by giving written notice of revocation to our Corporate Secretary Geoffrey L. Halberstadt at our principal executive offices at 801 Lancaster Avenue, Bryn Mawr, PA 19010-3396. A shareholder may also appear in person at the Annual Meeting and ask to withdraw the proxy prior to its use for any purpose and can vote in person. A later dated proxy revokes an earlier dated proxy.

We do not know at this time of any business, other than that stated in this Proxy Statement, which will be presented for consideration at the Annual Meeting. If any unanticipated business is properly brought before the Annual Meeting, then the proxy agents will vote in accordance with their best judgment.

**Other Matters**

We will bear the entire cost of soliciting proxies for the Annual Meeting. In addition to the use of the mails, proxies may be solicited by personal interview, telephone, telefax and e-mail, by our directors, officers and employees and those of our wholly-owned subsidiary, The Bryn Mawr Trust Company (the Bank ). Arrangements have been made with brokerage houses and other custodians, nominees and fiduciaries for forwarding proxy materials to beneficial owners of our common stock held of record by such persons, and we will reimburse them for their expenses in doing so.

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## PROPOSAL 1 ELECTION OF DIRECTORS

One of the purposes of the Annual Meeting is the election of three directors to our Board. The following directors have been nominated by our Board for election as directors to serve as follows:

Class I Term to Expire in 2015:

(1) Donald S. Guthrie

(2) Scott M. Jenkins

(3) Jerry L. Johnson

The persons named as proxies in the accompanying form of proxy have advised us that, unless otherwise instructed, they intend at the Annual Meeting to vote the shares covered by proxies for the election of the nominees named in this Proxy Statement. The proxies cannot be voted for a greater number of persons than the number of nominees named above. If one or more of the nominees should, at the time of the Annual Meeting, be unavailable or unable to serve as a director, the shares represented by the proxies will be voted to elect any remaining nominee. The Board knows of no reason why the nominees will be unavailable or unable to serve as directors. We expect all nominees to be willing and able to serve as directors.

For each director position to be elected, a majority of the votes cast in person or by proxy for that position is required to elect a nominee. Proxies solicited by the Board will be voted for the nominees listed above, unless the shareholders specify a contrary choice in their proxies.

***THE BOARD RECOMMENDS A VOTE FOR THE NOMINEES LISTED ABOVE.***

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## INFORMATION ABOUT OUR DIRECTORS

**Our Directors**

The following table sets forth certain information for each of our directors. Except as indicated below, each of the persons named below has been employed in their present principal occupation for the past five years.

| Name, Principal Occupation and Business Experience For Past Five Years | Age | Director Since |
|---|---|---|
| NOMINEES FOR DIRECTOR CLASS I | | |
| *If elected, the terms of the following directors will expire in 2015:* | | |
| **Donald S. Guthrie** | 76 | 2010 |
| Mr. Guthrie joined the Corporation s Board of Directors in connection with the acquisition by merger of First Keystone Financial, Inc. ( First Keystone ). Mr. Guthrie was the Chairman of the Board of First Keystone from 2005 until the closing of the First Keystone transaction. | | |
| Mr. Guthrie brings to the Board both valuable contacts within the Media and Delaware County communities, and also significant insight and relationships with the Bank s former First Keystone Bank customers and prospects. | | |
| **Scott M. Jenkins** | 56 | 2006 |
| President, S. M. Jenkins & Co., a financial and management consulting firm; Director and Chairman of the Board of The Philadelphia Contributionship since 2002; Director of The Reinvestment Fund since 2000; and Director of Encorium Group, Inc. from 2001 to 2008. | | |
| Mr. Jenkins has over 20 years of experience as President of his own financial management and consulting firm which provides services to publicly and privately held corporations, family groups and high net worth individuals. Mr. Jenkins extensive accounting and finance experience coupled with his investment advisory experience are valuable resources for our Board and Wealth Management Division. | | |
| **Jerry L. Johnson** | 63 | n/a |
| Mr. Johnson has been a Principal Partner at the accounting firm of Heffler, Radetich & Saitta, LLP since October 2010 and a member of the Executive Committee since January 2011. From 2008 to August 2010, Mr. Johnson was the Vice Chairman, responsible for mergers and acquisitions, activities and growth initiatives for PRWT Services, Inc., a business services company. Prior to that, he was the Chairman of Radnor Trust from 2002 to 2006 and Chairman of the RTC Holding from 2006 to 2009. Mr. Johnson was the President of eMoney Advisor, Inc. Mr. Johnson also has almost 20 years of experience in the telecommunications industry, and venture capital | | |

management experience. From 1998 to 2006, Mr. Johnson served on the board of OAO Technologies Solution from 1996 to 2001 the board of Dynegy, Inc. from 2000 to 2002 and Educational Management Corp. from 2003 to 2005. Mr. Johnson also has current and past experience on a number of boards of private and non-profit organizations, including bank and trust companies.

Mr. Johnson brings to the Board significant public company, corporate and business related experience. His background in the financial services and telecommunications industries, as well as his activities and business contacts provide valuable insight and networks within the local and regional business communities.

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| Name, Principal Occupation and Business Experience For Past Five Years | Age | Director Since |
|---|---|---|
| CONTINUING DIRECTORS CLASS II | | |
| *The terms of the following directors expire in 2012:* | | |
| **B. Loyall Taylor, Jr.** | 64 | 1986 |
| President, Taylor Gifts, Inc., mail order catalog sales. | | |
| Mr. Taylor has financial expertise in foreign and domestic market trading coupled with expertise in marketing to consumers from his 31 plus years as Chief Executive Officer of a mail order catalog company. Mr. Taylor is our longest serving board member, providing over 25 years of board experience as well as extensive knowledge of our business. | | |
| **Andrea F. Gilbert** | 57 | 2004 |
| President, Bryn Mawr Hospital. | | |
| As President of Bryn Mawr Hospital, Ms. Gilbert has responsibility for the day to day operations, strategic planning, fundraising, recruitment of leadership personnel and physicians, and hospital clinical outcomes of a $300 million (based on revenues and expenses) organization which employs 2,000 people. With 26 years of experience in health care management, Ms. Gilbert brings to the Board an extensive background and experience level in governance, risk management, compensation and benefits, marketing, organizational management and financial planning. | | |

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| Name, Principal Occupation and Business Experience For Past Five Years | Age | Director Since |
|---|---|---|
| CONTINUING DIRECTORS CLASS III | | |
| *The term of the following directors expire in 2013:* | | |
| **Wendell F. Holland** | 59 | 1997 |
| Partner, Saul Ewing LLP; Chairman, Pennsylvania Public Utility Commission until 2008 and previously Commissioner from September, 2003. | | |
| Mr. Holland has 31 years of experience as a business and energy lawyer and is currently a partner at Saul Ewing LLP. He has previously served as both the Chairman (during two separate terms for a total of four years) and the Commissioner (for four years) of the Pennsylvania Public Utility Commission. Mr. Holland has been on our Board since 1997 and provides a unique perspective on legal and regulatory matters, as well as issues in the public arena at the local, state and regional levels. | | |
| **Frederick C. Peters II** | 61 | 2001 |
| Chairman of the Corporation and the Bank since August, 2002, President and Chief Executive Officer of the Corporation and the Bank since January 2001; Director of Bryn Mawr Film Institute; Director of Pennsylvania Association of Community Bankers; and Director and Deputy Chairman of the Audit Committee of the Federal Reserve Bank of Philadelphia. | | |
| Mr. Peters has over 35 years of experience in the Banking Industry. Mr. Peters day to day leadership as Chief Executive Officer of Bryn Mawr Bank Corporation and The Bryn Mawr Trust Company provide him with intimate knowledge of our operations. | | |
| **David E. Lees** | 50 | 2005 |
| Senior Partner, myCIO Wealth Partners, LLC since July, 2005; Partner and National Director of Ernst & Young s Wealth Advisory Service Practice from December, 1996 to June 30, 2005; Partner, Renaissance Equity Fund since August, 2005; Adjunct Professor of Finance & Portfolio Management in Villanova University s Commerce & Finance Department from January, 2000 to May, 2005. | | |
| Mr. Lees has significant experience in the financial services and wealth management arena as a Senior Partner of myCIO Wealth Partners, and a former partner and National Director of Ernst & Young s Wealth Advisory Service Practices. Mr. Lees experience as a nationally recognized wealth and investment advisor provides valuable insight for the wealth management and financial sectors for our Board and our Wealth Management Division. | | |

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| Name, Principal Occupation and Business Experience For Past Five Years | Age | Director Since |
|---|---|---|
| CONTINUING DIRECTORS CLASS IV | | |
| *The term of the following directors expire in 2014:* | | |
| **Francis J. Leto** | 51 | 2002 |
| Executive Vice President and head of the Bank s Wealth Management Division, since January 20, 2009; member of the Board of Managers of Lau Associates LLC, a subsidiary of the Corporation, since September 2009 and member of the Board of Managers of its former parent holding company, JNJ Holdings LLC, from September 2009 until it was merged out of existence on December 31, 2009; General Counsel, Lifestyle Development, LP, October 2007 to January 2009; Of Counsel, Brett Senior & Associates, April 2006 to January 2009; President, Brandywine Abstract Company, L.P. from May 1988 to January 2009. | | |
| Mr. Leto s background as a lawyer and his many years of experience in real estate matters, title insurance, and business development provide a unique perspective to the Board, both as a director and a member of the Bank s executive management team. Mr. Leto s experience has also allowed him to develop many relationships in the greater Philadelphia area which foster good relations between the Bank and the community in general. | | |
| **Britton H. Murdoch** | 53 | 2006 |
| Lead Director of the Boards of Directors of the Corporation and the Bank. Chief Executive Officer, BMW of the Main Line since July 2006; Managing Director of Strattech Partners, LLC, a business consulting and venture capital firm since January 2000; member of the Board of Trustees since 2008 and head of Audit Committee for Thomas Jefferson University; principal of Bala Properties North, South, & West LLC, dealership real estate holding companies, since July 2008; and Director of Susquehanna Patriot Bank from 1997 to 2006. | | |
| Mr. Murdoch s years of experience as chief financial officer of Airgas, Inc., a New York Stock Exchange publicly traded company, from 1990 to 1996 provides the Board with the perspective of someone with direct responsibility for financial and accounting issues. Mr. Murdoch is currently a Trustee of Thomas Jefferson University since 2008 and is chairman of their Audit Committee. He also manages his own companies, is the founder and managing director of a business consulting and venture capital firm, and is the Chief Executive Officer and principal of an automotive dealership group. Mr. Murdoch has extensive experience in the field of mergers and acquisitions, and his finance experience and leadership skills make him a valuable resource to our Board. | | |

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## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table lists the beneficial ownership of shares of our common stock as of March 10, 2011 (except as otherwise indicated), for each of our directors, director nominees, certain executive officers and the persons known to us who may be beneficial owners of more than 5% of our common stock. The table also shows the total number of shares owned by the directors, director nominees and executive officers as a group.

| Name | Common Stock(1) | Exercisable Stock Options | Percent of Outstanding Stock(2) |
|---|---|---|---|
| **Current Directors and Nominees(8)** | | | |
| Thomas L. Bennett(9) | 7,995 | 4,395 | * |
| Andrea F. Gilbert | 7,874 | 13,645 | * |
| Donald S. Guthrie | 76,602 | | * |
| Wendell F. Holland | 6,172 | 9,395 | * |
| Scott M. Jenkins | 3,500 | 7,020 | * |
| Jerry L. Johnson | | | * |
| David E. Lees | 19,000 | 10,520 | * |
| Britton H. Murdoch | 11,745 | 6,716 | * |
| B. Loyall Taylor, Jr. | 8,260(4) | 19,395 | * |
| **Named Executive Officers(8)** | | | |
| Frederick C. Peters II | 44,163(3) | 144,600 | 1.5% |
| J. Duncan Smith | 7,309(5) | 38,300 | * |
| Alison E. Gers | 4,742(6) | 73,300 | * |
| Joseph G. Keefer | 6,740(7) | 63,300 | * |
| Francis J. Leto | 8,985 | 21,506 | * |
| **All Directors and Executive Officers as a Group (15 persons)** | **214,961** | **455,777** | **5.19%** |
| **5% Owners** | | | |
| Radnor Blind Trust(10)<br>John F. McGill, Trustee<br>9419 Meadowbrooke Ave.<br>Philadelphia, PA 19118 | 1,698,675 | | 13.63% |
| BlackRock Inc.<br>40 East 52nd Street<br>New York, NY 10022 | 656,050(11) | | 5.27% |

* Less than one percent.

(1) Certain of our directors have elected to defer their fees and stock awards through our Deferred Payment Plans for Directors. Among other options, under these plans, a director may elect to earn a yield on the deferred compensation based on changes in the price of our common stock (including dividends). Making this election creates phantom stock. Additionally, Mr. Peters holds his shares of phantom stock under our Deferred Bonus Plan for Executives. Deferred fees which would otherwise be paid in the form of shares of our common stock are automatically converted to phantom stock units under the plans for at least one year. A share of phantom stock is economically equivalent to one share of common stock, but the directors do not have the present right to receive an actual share of stock or to vote the phantom stock unit. At such time as a Director is entitled to receive a distribution of his account balance under the plan, he can elect to receive a distribution either in cash or shares of stock, as he directs. The below chart shows the number of shares of phantom stock outstanding for our directors as of March 10, 2011. Taking the number of shares of phantom stock held by directors and executive officers into account

together with the total security ownership of such persons as represented in the beneficial ownership table above, the Corporation s current directors and executive officers hold the economic equivalent of 6.00% of the Corporation s stock (including exercisable stock options).

| Name | Phantom Stock Held |
|---|---|
| Fredrick C. Peters II | 197 |
| Scott M. Jenkins | 10,488 |
| David E. Lees | 5,942 |
| B. Loyall Taylor, Jr. | 59,739 |

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For additional information, see the section entitled DIRECTOR COMPENSATION Directors Deferred Payment Plans at page 19, and NONQUALIFIED DEFERRED COMPENSATION Deferred Bonus Plan for Executives at page 43.

(2) Stock ownership information includes shares that the individual has the right to acquire within sixty days of March 10, 2011. Each executive officer holds sole investment power over shares held for such executive officer in our 401(k) Plan. Unless otherwise indicated, each person has sole voting and investment power over the shares listed. There are no pledged shares.
(3) Includes 3,263 shares held for Mr. Peters in the 401(k) Plan, determined as of March 10, 2011.
(4) Includes 4,173 shares held in trust for his children over which Mr. Taylor has sole voting and investment power, and 2,087 shares held in a trust over which Mr. Taylor as co-trustee has joint voting and investment power.
(5) Includes 1,704 shares held for Mr. Smith in the 401(k) Plan, determined as of March 10, 2011.
(6) All shares are held for Ms. Gers in the 401(k) Plan, determined as of March 10, 2011.
(7) All shares are held for Mr. Keefer in the 401(k) Plan, determined as of March 10, 2011.
(8) The address for our directors and named executive officers is c/o Bryn Mawr Bank Corporation, 801 Lancaster Avenue, Bryn Mawr, PA 19010-3396.
(9) Mr. Bennett s term as a director will expire at the Annual Meeting in 2011.
(10) The Radnor Blind Trust, John F. McGill, Trustee, has the sole voting and dispositive power over the shares for which Mr. George W. Connell, Sr. is the sole beneficial owner.
(11) As of December 31, 2010.

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## CORPORATE GOVERNANCE

### Introduction

All of our directors also serve as directors of our subsidiaries, including the Bank, and serve on the same committees of each organization. Five of our directors also serve on the Bank s Wealth Management Committee.

### Code of Business Conduct and Ethics

We have a Code of Business Conduct and Ethics ( Code of Ethics ). The Code of Ethics is available on our website at www.bmtc.com on the Investor Relations Governance Documents page under the Code of Business Conduct and Ethics heading. Printed copies are available to any shareholder upon request. The Code of Ethics meets the requirements for a code of ethics for our principal executive officer, principal financial officer or persons performing similar functions under Item 406 of Regulation S-K promulgated under the Securities Exchange Act of 1934, as amended ( Exchange Act ).

Under our Code of Ethics, the Board is responsible for resolving any conflict of interest involving the directors, executive officers and senior financial officers. The President and the Corporate Secretary are responsible for resolving any conflict of interest involving any other officer or employee.

### Director Independence

The Board has determined that all of its members during 2010 were independent and met the independence requirements of Nasdaq Stock Market, except for Frederick C. Peters II, Francis J. Leto and Donald S. Guthrie. In determining the independence of its directors other than Mr. Peters, Mr. Leto and Mr. Guthrie during 2010, the Board of Directors considered routine banking transactions between the Bank or its affiliates and each of the directors, their family members and businesses with whom they are associated, such as loans, deposit accounts, wealth management and fiduciary accounts, routine purchases of insurance or securities brokerage products, any overdrafts that may have occurred on deposit accounts, any contributions the Corporation made to non-profit organizations with whom any of the directors are associated, and any transactions described below in the section of this Proxy Statement under the heading, transactions with Related Persons. In each case, the Board of Directors determined that none of the transactions, relationships or arrangements impaired the independence of the director.

### Board Leadership Structure

At the present time, the Board believes that the Corporation s Chief Executive Officer is best situated to serve as Chairman because he is the director most familiar with the Corporation s business and the financial services industry, and most capable of effectively identifying strategic priorities and leading the discussion and execution of strategy. Independent directors and management have different perspectives and roles in strategy development. The Corporation s independent directors bring experience, oversight and expertise from outside the Corporation and industry, while the Chief Executive Officer brings Corporation specific experience and expertise. The Board believes that the combined role of Chairman and Chief Executive Officer promotes strategy development and its execution, and facilitates information flow between management and the Board, which are essential to effective governance.

One of the key responsibilities of the Board is to develop strategic direction and hold management accountable for the execution of strategy once it is developed. The Board believes the combined role of Chairman and Chief Executive Officer, together with an independent Lead Director having the duties described below, is in the best interest of shareholders because it provides the appropriate balance between management and strategy development on the one hand and independent oversight on the other.

Britton H. Murdoch, an independent director who serves as Chairman of the Executive Committee, was selected by the Board to serve as the Lead Director in 2010. As Lead Director, Mr. Murdoch presides over all Board meetings when the Chairman is not present, and presides over meetings of the non-management directors held in executive session. The Lead Director has the responsibility of meeting and consulting with the Chairman and Chief Executive Officer on Board and committee meeting agendas, acting as a liaison between management and the non-management directors, including maintaining frequent contact with the Chairman and Chief Executive Officer and advising him on the efficiency of the Board meetings, facilitating teamwork and communication between the non-management directors and management.

**Communications with Directors**

Our Board of Directors provides a process for security holders to send communications to the Board. Shareholders may communicate directly with any member or committee of our Board by mailing the written communications, first class mail, postage prepaid, to Bryn Mawr Bank Corporation, Board of Directors, P.O. Box 351, Bryn Mawr, PA, 19010-3396. A member of the audit department routinely checks and distributes mail sent to this post office box directly to the intended recipient(s).

**Policy for Attendance at Annual Meeting**

We have adopted a policy requiring all of our directors to attend our annual meeting. All of our directors attended our 2010 annual meeting.

**Executive Sessions of Independent Directors**

The independent members of our Board will continue their practice of holding scheduled executive sessions on a regular basis but, in any event, not less than twice a year. Executive sessions were held at the conclusion of each meeting of the Board of Directors in 2010.

**Risk Oversight**

The Board believes that establishing the right tone at the top and that full and open communication between management and the Board of Directors is essential for effective risk management and oversight. Our Chairman and Chief Executive Officer meets regularly with other senior officers to discuss strategy and risks facing the Corporation. Senior management attends the quarterly Board meetings and is available to address any questions or concerns raised by the Board on risk management-related and other matters. Each quarter, the Board of Directors receives presentations from senior management on strategic matters, key challenges, and risks and opportunities for the Corporation.

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The Board has an active role, as a whole and also at the committee level, in overseeing management of the Corporation s risks. The Audit Committee assists the Board in fulfilling its oversight responsibilities with respect to areas of financial reporting, internal controls and compliance with accounting regulatory requirements, and, in accordance with Nasdaq Stock Market requirements, discusses policies with respect to risk assessment and risk management. Reports addressing these responsibilities are regularly provided by management to the Audit Committee. The Compensation Committee assists the Board in fulfilling its oversight responsibilities with respect to our compensation policies and programs. The Nominating and Corporate Governance Committee assists the Board in fulfilling its oversight responsibilities with respect to the management of risks associated with Board organization and membership, succession planning for our directors, and corporate governance. The Risk Management committee assists the Board in fulfilling its oversight responsibilities with respect to the management of risks related to the Bank s loan portfolio and its credit quality, asset and liability management, the Bank s investment portfolio and various consumer regulatory matters.

Additionally, the Board of Director s leadership structure with a combined Chairman and Chief Executive Officer and a Lead Director provide substantial opportunities for the independent directors to interact with the management of the Corporation and Bank at various Board and committee meetings. The Board believes this interaction offers independent directors added insight to the risks of the Bank and the Corporation, and aids the Board in its risk management function.

**Nominations for Directors**

The Nominating and Corporate Governance Committee considers candidates for director nominations from various sources including other directors, our clients and other relevant constituencies, and may also engage, if it deems appropriate, a professional search firm. For incumbent directors whose terms of office are set to expire, it reviews the directors overall service to the Corporation during their terms, including the number of meetings attended, level of participation, quality of performance and their respective contributions towards advancing our interests and enhancing shareholder value. For a new director candidate, the committee reviews the candidate s biographical information and qualifications and may check the candidate s references, if applicable. The committee may obtain any additional information which it deems necessary. A qualified nominee will be interviewed by all members of the committee, if practicable. Serious candidates may meet with all members of the Board. Using the input from the interviews and information obtained, the committee evaluates whether a prospective candidate is qualified to serve as a director and whether it should recommend to the Board that the Board nominate (or select to fill a vacancy) the proTimes New Roman; font-size:10pt">

Loss on sale of foreclosed real estate

**808**

Core deposit intangible asset amortization

**7,250** 8,750

Premises and equipment depreciation and amortization

**60,083** 62,465

Gain on sale of property and equipment

**(407,188)** (1,832)

Stock based compensation

**108,449** 105,798

Provision for loan losses

300,000

Decrease (increase) in

Accrued interest receivable

**62,533** (28,780)

Loans held for sale

**320,456** (791,795)

Cash surrender value of life insurance

**(87,742)** (90,530)

Income taxes refundable and deferred income taxes

**186,288** (175,473)

Other assets

**180,314** 233,544

Increase (decrease) in

Accrued interest payable

**(237)** (211)

Deferred loan origination fees

**2,322** (15,984)

Other liabilities

**(173,182)** (324,967)

Net cash provided (used) by operating activities

| | |
|---|---|
| **$499,437** | $(839,396) |

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

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**HAMILTON BANCORP, INC. AND SUBSIDIARY**

**Form 10-Q**

**Notes to Consolidated Financial Statements (Unaudited)**

**June 30, 2015**

**Note 1: Nature of Operations and Summary of Significant Accounting Policies**

Hamilton Bancorp, Inc. (the Company ) was incorporated on June 7, 2012 to serve as the stock holding company for Hamilton Bank (the Bank ), a federally chartered savings bank. On October 10, 2012, in accordance with a Plan of Conversion adopted by its Board of Directors and approved by its members, the Bank converted from a mutual savings bank to a stock savings bank and became the wholly owned subsidiary of the Company. In connection with the conversion, the Company sold shares of common stock at a price of $10.00 per share, through which the Company received proceeds of approximately $35,580,000, net of offering expenses of approximately $1,450,000. As part of the conversion, the Bank s Board of Directors adopted an employee stock ownership plan (the ESOP ) which subscribed for 8.0% of shares sold in the offering, or 296,240 common shares. The purchase of shares by the ESOP was funded by a loan from the Company.

In accordance with Office of the Comptroller of the Currency (the OCC ) regulations, upon the completion of the conversion, the Bank restricted retained earnings by establishing a liquidation account. The liquidation account will be maintained for the benefit of eligible account holders who continue to maintain their accounts at the Bank after conversion. The liquidation account will be reduced annually to the extent that eligible account holders have reduced their qualifying deposits. Subsequent increases will not restore an eligible account holder s interest in the liquidation account. In the event of a complete liquidation of the Bank, and only in such event, each account holder will be entitled to receive a distribution from the liquidation account in an amount proportionate to the adjusted qualifying account balances then held. The Bank may not pay dividends if those dividends would reduce equity capital below the required liquidation account amount.

The accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ( GAAP ) for interim financial reporting and with instructions for Form 10 Q and Regulation S X as promulgated by the Securities and Exchange Commission (the SEC ). Accordingly, certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations. In the opinion of management, the preceding unaudited consolidated financial statements contain all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation of the financial condition and results of operations for the periods presented. We derived the balances as of March 31, 2015 from audited financial statements. Operating results for the three months ended June 30, 2015 are not necessarily indicative of the results that may be expected for the fiscal year ending March 31, 2016, or any other period. For further information, refer to the consolidated financial statements and notes thereto included in the Company s Annual Report on Form 10-K for the year ended March 31, 2015. Certain amounts from prior period financial statements have been reclassified to conform to the current period s presentation.

**Summary of Significant Accounting Policies**

The accounting and reporting policies of Hamilton Bancorp, Inc. and Subsidiary ( Hamilton ) conform to accounting principles generally accepted in the United States of America ( U.S. GAAP ) and to general practices in the banking industry. The more significant policies follow:

***Principles of Consolidation***. The accompanying consolidated financial statements include the accounts of the parent company and its wholly owned subsidiary, Hamilton Bank. All significant intercompany balances and transactions have been eliminated in consolidation.

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HAMILTON BANCORP, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements (Unaudited)

***Nature of Operations.*** Hamilton Bancorp is a holding company that operates a community bank with four branches in the Baltimore-metropolitan area. Its primary deposit products are certificates of deposit and demand, savings, NOW, and money market accounts. Its primary lending products consist of real estate mortgages, along with commercial and consumer loans. Hamilton Bancorp s primary source of revenue is derived from loans to customers, who are predominately small and middle-market businesses and middle-income individuals.

***Use of Estimates.*** The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and the accompanying notes. Actual results could differ significantly from those estimates. Material estimates that are particularly susceptible to significant change in the near term relate to the determination of the allowance for loan losses, deferred income tax valuation allowances, the fair value of investment securities and other temporary impairment of investment securities.

***Allowance for Loan Losses.*** The allowance for loan losses represents an amount which, in management s judgment, will be adequate to absorb probable future losses on existing loans. The allowance for loan losses is established, as loan losses are estimated to have occurred, through a provision for loan losses charged to earnings. Loan losses are charged against the allowance when management believes the uncollectability of a loan balance is confirmed. Recoveries on previously charged-off loans are credited to the allowance for loan losses.

The allowance for loan losses is increased by provisions charged to income and reduced by charge-offs, net of recoveries. Management s periodic evaluation of the adequacy of the allowance is based on the Bank s past loan loss experience, known and inherent risks in the loan portfolio, adverse situations that may affect the borrower s ability to repay, estimated value of any underlying collateral and current economic conditions.

Management considers a number of factors in estimating the required level of the allowance. These factors include: historical loss experience in the loan portfolios; the levels and trends in past-due and nonaccrual loans; the status of nonaccrual loans and other loans identified as having the potential for further deterioration; credit risk and industry concentrations; trends in loan volume; the effects of any changes in lending policies and procedures or underwriting standards; and a continuing evaluation of the economic environment. Management modified the analysis in fiscal 2015 by weighting our net charge-off history to specifically reflect recent changes in the loan portfolio, the commercial lending staff, and our internal credit administration procedures.

***Accumulated Other Comprehensive Income (Loss).*** The Bank records unrealized gains and losses on available for sale securities in accumulated other comprehensive income, net of taxes. Unrealized gains and losses on available for sale securities are reclassified into earnings as the gains or losses are realized upon sale of the securities. The credit component of unrealized losses on available for sale securities that are determined to be other-than-temporarily impaired are reclassified into earnings at the time the determination is made.

***Stock Based Compensation.*** Compensation cost is recognized for stock options and restricted stock awards issued to employees and directors, based on the fair value of these awards at the date of grant. A Black-Scholes model is utilized to estimate the fair value of stock options, while the market price of the Company s common stock at the date of grant is used for restricted stock awards. Compensation cost is recognized over the required service period, generally defined as the vesting period. For awards with graded vesting, compensation cost is recognized on a straight-line basis over the requisite service period for the entire award.

***Pending Merger.*** On April 15, 2015, Hamilton Bancorp, Inc. ( Hamilton Bancorp ) entered into an Agreement and Plan of Merger (the Merger Agreement ) by and among Hamilton Bancorp, Hamilton Acquisition Corp. (a wholly owned subsidiary of Hamilton Bancorp) and Fairmount Bancorp, Inc. ( Fairmount Bancorp ), pursuant to which, among other things, Fairmount Bancorp will merge with and into Hamilton Bancorp, with Hamilton Bancorp as the surviving entity, and immediately thereafter, Fairmount Bank will be merged with and into Hamilton Bank with Hamilton Bank as the surviving bank (collectively, the Merger ).

Under the terms of the Merger Agreement, stockholders of Fairmount Bancorp will receive a cash payment equal to thirty dollars ($30.00) for each share of Fairmount Bancorp common stock, or an aggregate of approximately $15.4 million.

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HAMILTON BANCORP, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements (Unaudited)

The transaction has been approved by the Board of Directors of each company and is expected to close in the quarter ending September 30, 2015. Completion of the Merger is subject to customary closing conditions, including the receipt of required regulatory approvals and the approval of Fairmount Bancorp s stockholders.

***Subsequent Events.*** There were no significant subsequent events identified that would affect the presentation of the financial statements.

**Note 2: New Accounting Pronouncements**
**Recent Accounting Pronouncements**

*ASU No. 2014-04*, *Receivables Troubled Debt Restructurings by Creditors (Subtopic 310-40): Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans upon Foreclosure (a consensus of the FASB Emerging Issues Task Force).* The guidance clarifies when an in substance repossession or foreclosure occurs, that is, when a creditor should be considered to have received physical possession of residential real estate property collateralizing a consumer mortgage loan, such that all or a portion of the loan should be derecognized and the real estate property recognized. ASU 2014-04 states that a creditor is considered to have received physical possession of residential real estate property collateralizing a consumer mortgage loan, upon either the creditor obtaining legal title to the residential real estate property upon completion of a foreclosure, or the borrower conveying all interest in the residential real estate property to the creditor to satisfy that loan through completion of a deed in lieu of foreclosure or through a similar legal agreement. The amendments of ASU 2014-04 also require interim and annual disclosure of both the amount of foreclosed residential real estate property held by the creditor and the recorded investment in consumer mortgage loans collateralized by residential real estate property that are in the process of foreclosure. ASU 2014-04 became effective for interim and annual periods beginning after December 15, 2014, and did not have a significant impact on our financial statements.

*ASU 2014-09, Revenue from Contracts with Customers (Topic 606).* ASU 2014-09 implements a common revenue standard that clarifies the principles for recognizing revenue. The core principle of ASU 2014-09 is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. To achieve that core principle, an entity should apply the following steps: (i) identify the contract(s) with a customer, (ii) identify the performance obligations in the contract, (iii) determine the transaction price, (iv) allocate the transaction price to the performance obligations in the contract and (v) recognize revenue when (or as) the entity satisfies a performance obligation. ASU 2014-09 is effective on January 1, 2018 and is not expected to have a significant impact on our financial statements.

*ASU 2014-11, Transfers and Servicing (Topic 860).* ASU 2014-11 requires that repurchase-to-maturity transactions be accounted for as secured borrowings consistent with the accounting for other repurchase agreements. In addition, ASU 2014-11 requires separate accounting for repurchase financings, which entails the transfer of a financial asset executed contemporaneously with a repurchase agreement with the same counterparty. ASU 2014-11 requires entities to disclose certain information about transfers accounted for as sales in transactions that are economically similar to repurchase agreements. In addition, ASU 2014-11 requires disclosures related to collateral, remaining contractual term and of the potential risks associated with repurchase agreements, securities lending transactions and repurchase-to-maturity transactions. ASU 2014-11 became effective on April 1, 2015 and did not have a significant impact on our financial statements.

*ASU No. 2014-12, Compensation  Stock Compensation (Topic 718): Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period (a consensus of the FASB Emerging Issues Task Force*). The amendments require that a performance target that affects vesting and that could be achieved after the requisite service period be treated as a performance condition. Guidance in Topic 718 as it relates to awards with performance conditions that affect vesting should be applied to account for such awards. As such, the performance target should not be reflected in estimating the grant-date fair value of the award. Compensation cost should be recognized in the period in which it becomes probable that the performance target will be

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HAMILTON BANCORP, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements (Unaudited)

achieved and should represent the compensation cost attributable to the period(s) for which the requisite service has already been rendered. If the performance target becomes probable of being achieved before the end of the requisite service period, the remaining unrecognized compensation cost should be recognized prospectively over the remaining requisite service period. The total amount of compensation cost recognized during and after the requisite service period should reflect the number of awards that are expected to vest and should be adjusted to reflect those awards that ultimately vest. The requisite service period ends when the employee can cease rendering service and still be eligible to vest in the award if the performance target is achieved. As indicated in the definition of vest, the stated vesting period (which includes the period in which the performance target could be achieved) may differ from the requisite service period. The amendment of ASU 2014-12 became effective for interim and annual periods beginning after December 15, 2014, and did not have a significant impact on our financial statements.

**Note 3: Earnings per Share**

Basic earnings per share is computed by dividing income available to common shareholders by the weighted average number of common shares outstanding for the period. Weighted average shares excludes unallocated ESOP shares. Diluted earnings per share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that then shared in the earnings of the entity.

Both the basic and diluted earnings per share for the three months ended June 30, 2015 and 2014 are summarized below:

| | Three Months ended June 30, 2015 | | Three Months ended June 30, 2014 | |
|---|---|---|---|---|
| Net income (loss) | **$** | **118,323** | $ | (191,981) |
| Average common shares outstanding - basic | | **3,165,909** | | 3,263,298 |
| Average common shares outstanding - diluted | | **3,166,901** | | N/A |
| Loss per common share - basic and diluted | **$** | **0.04** | $ | (0.06) |

During the three months ending June 30, 2014, none of the common stock equivalents were dilutive due to the average fair value of our common stock being lower than the exercise price of outstanding stock options during that period.

**Note 4: Goodwill and Other Intangible Assets**

On December 4, 2009, the Bank acquired a branch office in Pasadena, Maryland. The Bank recorded goodwill totaling $2,664,432 and identifiable intangibles (core deposit intangible) totaling $434,000. The goodwill is deductible for tax purposes. We evaluate goodwill and other intangible assets for impairment on an annual basis. The core deposit intangible asset is being amortized over 10 years.

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HAMILTON BANCORP, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements (Unaudited)

The activity in goodwill and acquired intangible assets related to the branch purchase is as follows:

| | Goodwill | Core deposit intangible |
|---|---|---|
| **Balance March 31, 2014** | $ 2,664,432 | $ 171,333 |
| Amortization | | (8,750) |
| **Balance June 30, 2014** | $ 2,664,432 | $ 162,583 |

| | Goodwill | Core deposit intangible |
|---|---|---|
| **Balance March 31, 2015** | **$ 2,664,432** | **$ 138,333** |
| Amortization | | **(7,250)** |
| **Balance June 30, 2015** | **$ 2,664,432** | **$ 131,083** |

At June 30, 2015, future expected annual amortization associated with the core deposit intangible is as follows:

| Year ending June 30, | Amount |
|---|---|
| 2016 | $ 28,417 |
| 2017 | 28,000 |
| 2018 | 28,000 |
| 2019 | 28,000 |
| 2020 | 18,666 |
| | $ 131,083 |

**Note 5: Investment Securities Available for Sale**

The amortized cost and fair value of securities at June 30, 2015 and March 31, 2015, are summarized as follows:

| **June 30, 2015** | Amortized cost | Gross unrealized gains | Gross unrealized losses | Fair value |
|---|---|---|---|---|
| U.S. government agencies | **$ 17,505,895** | **$ 2,236** | **$ 467,802** | **$ 17,040,329** |
| Municipal bonds | **2,143,921** | **116,899** | | **2,260,820** |
| Corporate bonds | **2,000,000** | | **62,394** | **1,937,606** |
| Mortgage-backed | **66,421,348** | **232,152** | **1,519,159** | **65,134,341** |
| | **$ 88,071,164** | **$ 351,287** | **$ 2,049,355** | **$ 86,373,096** |

| March 31, 2015 | Amortized cost | Gross unrealized gains | Gross unrealized losses | Fair value |
|---|---|---|---|---|
| U.S. government agencies | $ 17,509,211 | $ 3,363 | $ 200,627 | $ 17,311,947 |
| Municipal bonds | 2,149,114 | 168,016 | | 2,317,130 |
| Corporate bonds | 2,000,000 | | 46,736 | 1,953,264 |
| Mortgage-backed | 71,779,015 | 387,015 | 808,620 | 71,357,410 |
| | $ 93,437,340 | $ 558,394 | $ 1,055,983 | $ 92,939,751 |

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HAMILTON BANCORP, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements (Unaudited)

There were no sales of investment securities during the three months ended June 30, 2015. Proceeds from the sale of investment securities were $28,700 during the three months ended June 30, 2014, with gains of $22,019 and no losses for the three months ended June 30, 2014.

As of June 30, 2015 and March 31, 2015, all mortgage-backed securities are backed by U.S. Government-Sponsored Enterprises (GSE s).

As of June 30, 2015 and March 31, 2015, the Company had one pledged security to the Federal Reserve Bank with a book value of $2,000,000 for both periods and a fair value of $1,932,870, and $1,970,080, respectively.

The amortized cost and estimated fair value of debt securities by contractual maturity at June 30, 2015 and March 31, 2015 follow. Actual maturities may differ from contractual maturities because borrowers may have the right to call or prepay obligations.

| | **Available for Sale** | | | |
|---|---|---|---|---|
| | **June 30, 2015** | | March 31, 2015 | |
| | Amortized cost | Fair value | Amortized cost | Fair value |
| Maturing | | | | |
| Within one year | **$ 505,895** | **$ 508,131** | $ 509,211 | $ 512,574 |
| Over one to five years | | | | |
| Over five to ten years | **19,000,000** | **18,469,804** | 19,000,000 | 18,752,637 |
| Over ten years | **2,143,921** | **2,260,820** | 2,149,114 | 2,317,130 |
| Mortgage-backed, in monthly installments | **66,421,348** | **65,134,341** | 71,779,015 | 71,357,410 |
| | **$ 88,071,164** | **$ 86,373,096** | $ 93,437,340 | $ 92,939,751 |

The following table presents the Company s investments gross unrealized losses and the corresponding fair values by investment category and length of time that the securities have been in a continuous unrealized loss position at June 30, 2015 and March 31, 2015.

| | Less than 12 months | | 12 months or longer | | Total | |
|---|---|---|---|---|---|---|
| | Gross Unrealized losses | Fair value | Gross Unrealized losses | Fair value | Gross Unrealized losses | Fair value |
| **June 30, 2015** | | | | | | |

| | | | | | | |
|---|---|---|---|---|---|---|
| U.S. government agencies | **$ 81,968** | **$ 3,918,032** | **$ 385,834** | **$ 12,614,166** | **$ 467,802** | **$ 16,532,198** |
| Municipal bonds | | | | | | |
| Corporate bonds | **62,394** | **1,937,606** | | | **62,394** | **1,937,606** |
| Mortgage-backed securities | **659,263** | **14,626,834** | **859,896** | **27,970,266** | **1,519,159** | **42,597,100** |
| | **$ 803,625** | **$ 20,482,472** | **$ 1,245,730** | **$ 40,584,432** | **$ 2,049,355** | **$ 61,066,904** |
| March 31, 2015 | | | | | | |
| U.S. government agencies | $ 11,208 | $ 3,988,792 | $ 189,419 | $ 12,810,581 | $ 200,627 | $ 16,799,373 |
| Municipal bonds | | | | | | |
| Corporate bonds | 46,736 | 1,953,264 | | | 46,736 | 1,953,264 |
| Mortgage-backed securities | 187,176 | 9,687,070 | 621,444 | 33,241,821 | 808,620 | 42,928,891 |
| | $ 245,120 | $ 15,629,126 | $ 810,863 | $ 46,052,402 | $ 1,055,983 | $ 61,681,528 |

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HAMILTON BANCORP, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements (Unaudited)

The gross unrealized losses on debt securities are not considered by management to be other-than-temporary impairments. Management has the intent and ability to hold these securities until recovery of their value. In most cases, temporary impairment is caused by market interest rate fluctuations.

**Note 6: Loans Receivable and Allowance for Loan Losses**

Loans receivable, excluding loans held for sale, consist of the following at June 30, 2015 and March 31, 2015:

| | **June 30, 2015** | | March 31, 2015 | |
|---|---|---|---|---|
| | **Amount** | **% of Total** | Amount | % of Total |
| Real estate loans: | | | | |
| One-to four-family: | | | | |
| Residential | **$ 48,331,343** | **28%** | $ 49,864,923 | 31% |
| Residential construction | **5,335,744** | **3%** | 3,955,702 | 2% |
| Investor (1) | **12,793,901** | **8%** | 12,971,519 | 8% |
| Commercial | **66,148,361** | **39%** | 59,273,398 | 37% |
| Commercial construction | **2,866,664** | **2%** | 2,405,849 | 1% |
| Total real estate loans | **135,476,013** | **80%** | 128,471,391 | 79% |
| Commercial | **17,961,324** | **11%** | 18,489,603 | 12% |
| Home equity loans | **12,308,056** | **7%** | 12,261,292 | 8% |
| Consumer | **3,872,597** | **2%** | 1,166,155 | 1% |
| Total Loans | **169,617,990** | **100%** | 160,388,441 | 100% |
| Net deferred loan origination fees and costs | **(105,569)** | | (103,247) | |
| Loan premium | **106,558** | | | |
| Allowance for loan losses | **(1,673,225)** | | (1,690,236) | |
| | **167,945,754** | | 158,594,958 | |

(1) Investor loans are residential mortgage loans secured by non-owner occupied one- to four-family properties Residential lending is generally considered to involve less risk than other forms of lending, although payment experience on these loans is dependent on economic and market conditions in the Bank s lending area. Construction loan repayments are generally dependent on the related properties or the financial condition of its borrower or guarantor. Accordingly, repayment of such loans can be more susceptible to adverse conditions in the real estate

market and the regional economy.

A substantial portion of the Bank s loan portfolio is real estate loans secured by residential and commercial real estate properties located in the Baltimore metropolitan area. Loans are extended only after evaluation of a customer s creditworthiness and other relevant factors on a case-by-case basis. The Bank generally does not lend more than 90% of the appraised value of a property at origination and requires private mortgage insurance on residential mortgages with loan-to-value ratios in excess of 80%. In addition, the Bank generally obtains personal guarantees of repayment from borrowers and/or others for construction loans and disburses the proceeds of those and similar loans only as work progresses on the related projects.

The following tables set forth for the three months ended June 30, 2015 and for the year ended March 31, 2015, the balance of the allowance for loan losses by portfolio segment, disaggregated by impairment methodology, which is further segregated by amounts evaluated for impairment collectively and individually. Rather than establishing reserves for loans that are individually evaluated for impairment, the Bank typically charges-off the portion of the loan that is considered uncollectible. The allowance for loan losses allocated to each portfolio segment is not necessarily indicative of future losses in any particular portfolio segment and does not restrict the use of the allowance to absorb losses in other portfolio segments.

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HAMILTON BANCORP, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements (Unaudited)

| **hs ended: June 30, 2015** | Allowance 3/31/2015 | Provision for loan losses | Charge offs | Recoveries | Allowance 6/30/2015 | Allowance Individually evaluated for impairment | Allowance Collectively evaluated for impairment | Loan Bala Individually evaluated for impairment | Co e in |
|---|---|---|---|---|---|---|---|---|---|
| **oans:** | | | | | | | | | |
| **family** | **$ 433,570** | **$ 59,327** | **$ 60,000** | **$ 848** | **$ 433,745** | **$ 92,054** | **$ 341,691** | **$ 2,135,316** | **$** |
| | **585,817** | **76,988** | | | **662,805** | | **662,805** | **3,358,431** | |
| **Construction** | **67,835** | **33,202** | | | **101,037** | | **101,037** | **1,330,559** | |
| | **473,127** | **(164,574)** | **10,533** | **66,239** | **364,259** | | **364,259** | **1,687,697** | |
| **loans** | **98,983** | **(8,392)** | **6,000** | | **84,591** | | **84,591** | **20,136** | |
| | **727** | **33,626** | **7,565** | | **26,788** | | **26,788** | | |
| | **30,177** | **(30,177)** | | | | | | | |
| | **$ 1,690,236** | **$** | **$ 84,098** | **$ 67,087** | **$ 1,673,225** | **$ 92,054** | **$ 1,581,171** | **$ 8,532,139** | **$ 1** |

| s ended: June 30, 2014 | Allowance 3/31/2014 | Provision for loan losses | Charge offs | Recoveries | Allowance 6/30/2014 | Allowance Individually evaluated for impairment | Allowance Collectively evaluated for impairment | Loan Bala Individually evaluated for impairment | Co e in |
|---|---|---|---|---|---|---|---|---|---|
| oans: | | | | | | | | | |
| family | $ 528,362 | $ (159) | $ 1,638 | $ 1,105 | $ 527,670 | $ 167,547 | $ 360,123 | $ 2,096,687 | $ |
| | 575,881 | 19,921 | | | 595,802 | | 595,802 | 3,359,813 | |
| Construction | 60,361 | (60,361) | | | | | | 1,505,008 | |
| | 590,975 | 287,369 | | 4,657 | 883,001 | 2,466 | 880,535 | 3,507,889 | |
| loans | 27,181 | 54,128 | 42,850 | | 38,459 | | 38,459 | 161,271 | |
| | 3,213 | (898) | | | 2,315 | | 2,315 | | |
| | $ 1,785,973 | $ 300,000 | $ 44,488 | $ 5,762 | $ 2,047,247 | $ 170,013 | $ 1,877,234 | $ 10,630,668 | $ 1 |

| 015 | Allowance 3/31/2014 | Provision for Loan Losses | Charge offs | Recoveries | Allowance 3/31/2015 | Individually Evaluated for Impairment | Collectively Evaluated for Impairment | Individually Evaluated for Impairment | Co E In |
|---|---|---|---|---|---|---|---|---|---|
| oans: | | | | | | | | | |
| family | $ 528,362 | $ 38,738 | $ 138,821 | $ 5,291 | $ 433,570 | $ 97,632 | $ 335,938 | $ 2,092,580 | $ |
| | 575,881 | 9,936 | | | 585,817 | | 585,817 | 3,358,447 | |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| Construction | 60,361 | 7,474 | | | 67,835 | | 67,835 | 1,374,530 | |
| | 590,975 | (82,390) | 83,879 | 48,421 | 473,127 | 730 | 472,397 | 2,010,424 | |
| loans | 27,181 | 169,990 | 100,693 | 2,505 | 98,983 | | 98,983 | 15,229 | |
| | 3,213 | (3,925) | | 1,439 | 727 | | 727 | | |
| | | 30,177 | | | 30,177 | | 30,177 | | |
| | $ 1,785,973 | $ 170,000 | $ 323,393 | $ 57,656 | $ 1,690,236 | $ 98,362 | $ 1,591,874 | $ 8,851,210 | $ 1 |

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HAMILTON BANCORP, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements (Unaudited)

Past due loans, segregated by age and class of loans, as of and for the three months ended June 30, 2015 and as of and for the year ended March 31, 2015, were as follows.

| ne 30, 2015 | Loans 30-59 days past due | Loans 60-89 days past due | Loans 90 or more days past due | Total past due loans | Current loans | Totals loans | Accruing loans 90 or more days past due | Nonaccrual loans | Nonaccru interest not accrued |
|---|---|---|---|---|---|---|---|---|---|
| eal estate ans: | | | | | | | | | |
| ne-to ur-family | **$ 197,512** | **$ 258,229** | **$ 416,111** | **$ 871,852** | **$ 65,589,136** | **$ 66,460,988** | **$** | **$ 564,444** | **$ 30,64** |
| ommercial | | | | | **66,148,361** | **66,148,361** | | | |
| ommercial onstruction | | | | | **2,866,664** | **2,866,664** | | **1,330,559** | **11,49** |
| ommercial | **15,074** | | **778,074** | **793,148** | **17,168,176** | **17,961,324** | **599,630** | **178,444** | **66,66** |
| ome equity ans | **44,790** | | **11,659** | **56,449** | **12,251,607** | **12,308,056** | | **20,136** | **18** |
| onsumer | **533** | **284** | | **817** | **3,871,780** | **3,872,597** | | | |
| | **$ 257,909** | **$ 258,513** | **$ 1,205,844** | **$ 1,722,266** | **$ 167,895,724** | **$ 169,617,990** | **$ 599,630** | **$ 2,093,583** | **$ 108,98** |

| arch 31, 2015 | Loans 30-59 days past due | Loans 60-89 days past due | Loans 90 or more days past due | Total past due loans | Current loans | Totals loans | Accruing loans 90 or more days past due | Nonaccrual loans | Nonaccru interest not accrued |
|---|---|---|---|---|---|---|---|---|---|
| eal estate ans: | | | | | | | | | |
| ne-to ur-family | $ 299,259 | $ 158,898 | $ 487,617 | $ 945,774 | $ 65,846,370 | $ 66,792,144 | $ | $ 639,191 | $ 28,33 |
| ommercial | | | | | 59,273,398 | 59,273,398 | | | |
| ommercial onstruction | | | 1,374,530 | 1,374,530 | 1,031,319 | 2,405,849 | | 1,374,530 | 11,97 |
| ommercial | | 733,809 | 225,573 | 959,382 | 17,530,221 | 18,489,603 | | 225,573 | 82,78 |
| ome equity ans | | | 6,000 | 6,000 | 12,255,292 | 12,261,292 | | 15,229 | 98 |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| onsumer | 187 | 492 | | 679 | 1,165,476 | 1,166,155 | | | |
| | $ 299,446 | $ 893,199 | $ 2,093,720 | $ 3,286,365 | $ 157,102,076 | $ 160,388,441 | $ | $ 2,254,523 | $ 124,08 |

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Notes to Consolidated Financial Statements (Unaudited)

Impaired Loans as of and for the three months ended June 30, 2015 and as of and for the year ended March 31, 2015, were as follows:

| June 30, 2015 | Unpaid contractual principal balance | Recorded investment with no allowance | Recorded investment with allowance | Total recorded investment | Related allowance | Average recorded investment | Interest recognized |
|---|---|---|---|---|---|---|---|
| Real estate loans: | | | | | | | |
| One-to four-family | **$ 2,327,127** | **$ 703,183** | **$ 1,432,133** | **$ 2,135,316** | **$ 92,054** | **$ 2,186,765** | **$ 15,992** |
| Commercial | **3,433,653** | **3,358,431** | | **3,358,431** | | **3,358,439** | **41,985** |
| Commercial Construction | **2,549,027** | **1,330,559** | | **1,330,559** | | **1,352,544** | |
| Commercial | **2,400,189** | **1,687,697** | | **1,687,697** | | **1,820,249** | **40,338** |
| Home equity loans | **79,295** | **20,136** | | **20,136** | | **20,575** | |
| Consumer | | | | | | | |
| | **$ 10,789,291** | **$ 7,100,006** | **$ 1,432,133** | **$ 8,532,139** | **$ 92,054** | **$ 8,738,572** | **$ 98,315** |

| March 31, 2015 | Unpaid contractual principal balance | Recorded investment with no allowance | Recorded investment with allowance | Total recorded investment | Related allowance | Average recorded investment | Interest recognized |
|---|---|---|---|---|---|---|---|
| Real estate loans: | | | | | | | |
| One-to four-family | $ 2,221,429 | $ 652,411 | $ 1,440,169 | $ 2,092,580 | $ 97,632 | $ 2,176,952 | $ 72,593 |
| Commercial | 3,433,669 | 3,358,447 | | 3,358,447 | | 3,359,762 | 157,242 |
| Commercial Construction | 2,549,027 | 1,374,530 | | 1,374,530 | | 1,775,778 | |
| Commercial | 2,730,393 | 1,961,074 | 49,350 | 2,010,424 | 730 | 2,810,816 | 96,056 |
| Home equity loans | 67,924 | 15,229 | | 15,229 | | 40,701 | 112 |
| Consumer | | | | | | | |
| | $ 11,002,442 | $ 7,361,691 | $ 1,489,519 | $ 8,851,210 | $ 98,362 | $ 10,164,009 | $ 326,003 |

***Credit quality indicators***

As part of the ongoing monitoring of the credit quality of the Bank s loan portfolio, management tracks certain credit quality indicators including trends related to the risk grade of loans, the level of classified loans, net charge offs, nonperforming loans, and the general economic conditions in the Bank s market.

The Bank utilizes a risk grading matrix to assign a risk grade to each of its loans. A description of the general characteristics of loans characterized as watch list or classified is as follows:

***Pass***

A pass loan is considered of sufficient quality to preclude a special mention or an adverse rating. Pass assets generally are well protected by the current net worth and paying capacity of the obligor or by the value of the asset or underlying collateral.

***Special Mention***

A special mention loan has potential weaknesses that deserve management s close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the loan or in the Bank s credit position at some future date. Special mention loans are not adversely classified and do not expose the Bank to sufficient risk to warrant adverse classification.

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Loans that would primarily fall into this notational category could have been previously classified adversely, but the deficiencies have since been corrected. Management should closely monitor recent payment history of the loan and value of the collateral.

Borrowers may exhibit poor liquidity and leverage positions resulting from generally negative cash flow or negative trends in earnings. Access to alternative financing may be limited to finance companies for business borrowers and may be unavailable for commercial real estate borrowers.

***Substandard***

A substandard loan is inadequately protected by the current sound worth and paying capacity of the obligor or of the collateral pledged, if any. Substandard loans have a well defined weakness, or weaknesses, that jeopardize the collection or liquidation of the debt. They are characterized by the distinct possibility that the Bank will sustain some loss if the deficiencies are not corrected. This will be the measurement for determining if a loan is impaired.

Borrowers may exhibit recent or unexpected unprofitable operations, an inadequate debt service coverage ratio, or marginal liquidity and capitalization. These loans require more intense supervision by Bank management.

***Doubtful***

A doubtful loan has all the weaknesses inherent as a substandard loan with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions, and values, highly questionable and improbable. A loan classified as doubtful exhibits loss potential. However, there is still sufficient reason to permit the loan to remain on the books. A doubtful classification could reflect the deterioration of the primary source of repayment and serious doubt exists as to the quality of the secondary source of repayment.

Doubtful classifications should be used only when a distinct and known possibility of loss exists. When identified, adequate loss should be recorded for the specific assets. The entire asset should not be classified as doubtful if a partial recovery is expected, such as liquidation of the collateral or the probability of a private mortgage insurance payment is likely.

***Loss***

Loans classified as loss are considered uncollectable and of such little value that their continuance as loans is unjustified. A loss classification does not mean a loan has absolutely no value; partial recoveries may be received in the future. When loans or portions of a loan are considered a loss, it will be the policy of the Bank to write-off the amount designated as a loss. Recoveries will be treated as additions to the allowance for loan losses.

The following tables present the June 30, 2015 and March 31, 2015, balances of classified loans based on the risk grade. Classified loans include Special Mention, Substandard, and Doubtful loans. The Bank had no loans classified as Doubtful or Loss as of June 30, 2015 or March 31, 2015.

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| June 30, 2015 | Pass | Special Mention | Substandard | Total |
|---|---|---|---|---|
| Real estate loans: | | | | |
| One-to four-family | $ 64,275,451 | $ 1,511,196 | $ 674,341 | $ 66,460,988 |
| Commercial | 59,878,342 | 2,911,588 | 3,358,431 | 66,148,361 |
| Commercial Construction | 1,536,105 | | 1,330,559 | 2,866,664 |
| Commercial | 13,734,331 | 3,153,481 | 1,073,512 | 17,961,324 |
| Home equity loans | 12,296,397 | | 11,659 | 12,308,056 |
| Consumer | 3,872,313 | 284 | | 3,872,597 |
| | $ 155,592,939 | $ 7,576,549 | $ 6,448,502 | $ 169,617,990 |
| Percentage of total loans | 91.7% | 4.5% | 3.8% | 100% |

| March 31, 2015 | Pass | Special Mention | Substandard | Total |
|---|---|---|---|---|
| Real estate loans: | | | | |
| One-to four-family | $ 64,467,025 | $ 1,678,604 | $ 646,515 | $ 66,792,144 |
| Commercial | 52,979,048 | 2,935,904 | 3,358,446 | 59,273,398 |
| Commercial Construction | 1,031,319 | | 1,374,530 | 2,405,849 |
| Commercial | 13,966,656 | 3,126,880 | 1,396,067 | 18,489,603 |
| Home equity loans | 12,255,292 | | 6,000 | 12,261,292 |
| Consumer | 1,165,476 | 679 | | 1,166,155 |
| | $ 145,864,816 | $ 7,742,067 | $ 6,781,558 | $ 160,388,441 |
| Percentage of total loans | 91.0% | 4.8% | 4.2% | 100% |

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Notes to Consolidated Financial Statements (Unaudited)

Impaired loans also include certain loans that have been modified in troubled debt restructurings (TDRs) where economic concessions have been granted to borrowers who have experienced or are expected to experience financial difficulties. These concessions typically result from the Bank s loss mitigation activities and could include reductions in the interest rate, payment extensions, forgiveness of principal, forbearance or other actions. Generally, nonaccrual loans that are modified and considered TDRs are classified as nonperforming at the time of restructure and may only be returned to performing status after considering the borrower s sustained repayment performance for a reasonable period, generally six months.

A summary of TDRs at June 30, 2015 and March 31, 2015 follows:

| June 30, 2015 | Number of contracts | Performing | Nonperforming | Total |
|---|---|---|---|---|
| Real estate loans: | | | | |
| One-to four-family | **5** | **$ 1,313,684** | **$ 118,567** | **$ 1,432,251** |
| Commercial | **2** | **3,358,431** | | **3,358,431** |
| Commercial Construction | | | | |
| Commercial | **3** | **614,185** | **44,850** | **659,035** |
| Home equity loans | | | | |
| Consumer | | | | |
| | **10** | **$ 5,286,300** | **$ 163,417** | **$ 5,449,717** |

| March 31, 2015 | Number of contracts | Performing | Nonperforming | Total |
|---|---|---|---|---|
| Real estate loans: | | | | |
| One-to four-family | 5 | $ 1,366,132 | $ 74,085 | $ 1,440,217 |
| Commercial | 2 | 3,358,446 | | 3,358,446 |
| Commercial Construction | | | | |
| Commercial | 3 | 614,358 | 59,883 | 674,241 |
| Home equity loans | | | | |
| Consumer | | | | |
| | 10 | $ 5,338,936 | $ 133,968 | $ 5,472,904 |

The Bank did not add any new TDR s, nor were there any TDR s that defaulted within twelve months of their restructuring, during the three month period ended June 30, 2015.

In the normal course of business, the Bank has various outstanding commitments and contingent liabilities that are not reflected in the accompanying financial statements. Loan commitments and lines of credit are agreements to lend to a customer as long as there is no violation of any condition to the contract. Mortgage loan commitments generally have fixed interest rates, fixed expiration dates, and may require payment of a fee. Other loan commitments generally have fixed interest rates. Lines of credit generally have variable interest rates. Such lines do not represent future cash requirements because it is unlikely that all customers will draw upon their lines in full at any time.

The Bank s maximum exposure to credit loss in the event of nonperformance by the customer is the contractual amount of the credit commitment. Loan commitments, lines of credit, and letters of credit are made on the same terms, including collateral, as outstanding loans. Management is not aware of any accounting loss to be incurred by funding these loan commitments.

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Notes to Consolidated Financial Statements (Unaudited)

The Bank had the following outstanding commitments and unused lines of credit as of June 30, 2015 and March 31, 2015:

| | **June 30, 2015** | March 31, 2015 |
|---|---|---|
| Unused commercial lines of credit | **$ 7,517,138** | $ 8,074,686 |
| Unused home equity lines of credit | **14,950,123** | 15,885,344 |
| Unused consumer lines of credit | **31,591** | 31,876 |
| Residential mortgage loan commitments | **155,000** | |
| Home equity loan commitments | **54,000** | 337,000 |
| Commercial loan commitments | **500,000** | 269,000 |
| Residential construction loan commitments | **4,906,501** | 5,325,095 |
| Commercial construction loan commitments | **472,895** | 1,129,681 |
| Standby letters of credit | **100,000** | 50,000 |

**Note 7: Deposits**

The following table details the composition of deposits and the related percentage mix of total deposits, respectively:

| | **June 30, 2015** | | **March 31, 2015** | |
|---|---|---|---|---|
| | Amount | % of Total | Amount | % of Total |
| Savings | **$ 16,961,611** | **8%** | $ 16,933,011 | 8% |
| Noninterest-bearing checking | **17,685,631** | **8%** | 16,652,771 | 7% |
| Interest-bearing checking | **11,442,171** | **5%** | 11,003,370 | 5% |
| Money market accounts | **28,780,509** | **13%** | 28,033,238 | 13% |
| Time deposits | **148,180,184** | **66%** | 149,696,502 | 67% |
| Total deposits | **$ 223,050,106** | **100%** | $ 222,318,892 | 100% |

**Note 8: Lines of Credit and Federal Home Loan Bank Advances**

The Bank may borrow up to $5,000,000 from a correspondent bank under a secured federal funds line of credit and $1,000,000 under an unsecured federal funds line of credit. The Bank would be required to pledge investment securities to draw upon the secured line of credit. There were no borrowings under these lines of credit at June 30, 2015 and March 31, 2015.

Borrowings consist of advances from the Federal Home Loan Bank (FHLB). The Bank may borrow up to 20 percent of its assets under a line of credit agreement with the FHLB. Advances under the line of credit are secured by investments and certain loans owned by the Bank. As of June 30, 2015 and March 31, 2015, the Bank had $51.0 million and $50.1 million respectively, of available credit from the FHLB. Advances would be limited by the balance of investment securities and loans available for pledge. As a condition of obtaining the line of credit from the FHLB, the FHLB also requires the Bank purchase shares of capital stock in the FHLB. Information relating to borrowings at June 30, 2015 and March 31, 2015 is presented below.

| | **June 30, 2015** | | | March 31, 2015 | | |
|---|---|---|---|---|---|---|
| | **Amount** | **Rate** | **Maturity Date** | Amount | Rate | Maturity Date |
| FHLB advance | **$ 2,000,000** | **0.28%** | 9/3/2015 | $ 2,000,000 | 0.21% | 6/3/2015 |
| FHLB advance | **2,000,000** | **0.43%** | 3/3/2016 | 2,000,000 | 0.28% | 9/3/2015 |
| FHLB advance | **2,000,000** | **0.43%** | 6/3/2016 | 2,000,000 | 0.43% | 3/3/2016 |
| At period end | **$ 6,000,000** | | | $ 6,000,000 | | |

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HAMILTON BANCORP, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements (Unaudited)

**Note 9: Regulatory Capital Ratios**

Banks and bank holding companies are subject to various regulatory capital requirements administered by state and federal banking agencies. Capital adequacy guidelines and, additionally for banks, prompt corrective action regulations, involve quantitative measures of assets, liabilities, and certain off-balance-sheet items calculated under regulatory accounting practices. Capital amounts and classifications are also subject to qualitative judgments by regulators about components, risk weighting and other factors.

The Basel III Capital Rules became effective for Hamilton Bank on January 1, 2015 (subject to a phase-in period for certain provisions). Quantitative measures established by the Basel III Capital Rules to ensure capital adequacy require the maintenance of minimum amounts and ratios (set forth in the table below) of Common Equity Tier 1 capital, Tier 1 capital and Total capital (as defined in the regulations) to risk-weighted assets (as defined), and of Tier 1 capital to adjusted quarterly average assets (as defined).

In connection with the adoption of the Basel III Capital Rules, we elected to opt-out of the requirement to include accumulated other comprehensive income in Common Equity Tier 1. Common Equity Tier 1 for Hamilton Bank is reduced by goodwill and other intangible assets, net of associated deferred tax liabilities and subject to transition provisions.

Under the revised prompt corrective action requirements, as of January 1, 2015, insured depository institutions are required to meet the following in order to qualify as well capitalized: (1) a common equity Tier 1 risk-based capital ratio of 6.5%; (2) a Tier 1 risk-based capital ratio of 8%; (3) a total risk-based capital ratio of 10% and (4) a Tier 1 leverage ratio of 5%. Management believes that, as of June 30, 2015, The Bank would meet all capital adequacy requirements under the Basel III Capital Rules on a fully phased-in basis as if such requirements were currently in effect.

The implementation of the capital conservation buffer will begin on January 1, 2016 at the 0.625% level and be phased in over a four-year period (increasing by that amount on each subsequent January 1, until it reaches 2.5% on January 1, 2019). The Basel III Capital Rules also provide for a countercyclical capital buffer that is applicable to only certain covered institutions and does not have any current applicability to Hamilton Bank.

The aforementioned capital conservation buffer is designed to absorb losses during periods of economic stress. Banking institutions with a ratio of Common Equity Tier 1 capital to risk-weighted assets above the minimum but below the conservation buffer (or below the combined capital conservation buffer and countercyclical capital buffer, when the latter is applied) will face constraints on dividends, equity repurchases and compensation based on the amount of the shortfall.

The following table presents actual and required capital ratios as of June 30, 2015 and March 31, 2015 for Hamilton Bank under the Basel III Capital Rules. The minimum required capital amounts presented include the minimum required capital levels as of March 31, 2015 based on the phase-in provisions of the Basel III Capital Rules and the minimum required capital levels as of January 1, 2019 when the Basel III Capital Rules have been fully phased-in. Capital levels required to be considered well capitalized are based upon prompt corrective action regulations, as amended to reflect the changes under the Basel III Capital Rules.

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HAMILTON BANCORP, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements (Unaudited)

| | Actual | | Minimum Capital Required - Basel III Phase-In Schedule | | Minimum Capital Required - Basel III Fully Phased-In | | To be well Capitalized (1) | |
|---|---|---|---|---|---|---|---|---|
| | Amount | Ratio | Amount | Ratio | Amount | Ratio | Amount | Ratio |
| | | | | *(dollars in thousands)* | | | | |
| **June 30, 2015** | | | | | | | | |
| Common equity tier 1 capital (to risk-weighted assets) | **$ 44,844** | **23.47%** | **$ 8,598** | **4.50%** | **$ 13,374** | **7.00%** | **$ 12,419** | **6.50%** |
| Total risk-based capital (to risk-weighted assets) | **46,554** | **24.37%** | **15,285** | **8.00%** | **20,061** | **10.50%** | **19,106** | **10.00%** |
| Tier 1 capital (to risk-weighted assets) | **44,844** | **23.47%** | **11,463** | **6.00%** | **16,240** | **8.50%** | **15,285** | **8.00%** |
| Tier 1 capital (to adjusted total assets) | **44,844** | **15.77%** | **11,373** | **4.00%** | **11,373** | **4.00%** | **14,217** | **5.00%** |
| March 31, 2015 | | | | | | | | |
| Common equity tier 1 capital (to risk-weighted assets) | $ 44,187 | 24.37% | $ 8,160 | 4.50% | $ 12,694 | 7.00% | $ 11,787 | 6.50% |
| Total risk-based capital (to risk-weighted assets) | 45,910 | 25.32% | 14,508 | 8.00% | 19,041 | 10.50% | 18,134 | 10.00% |
| Tier 1 capital (to risk-weighted assets) | 44,187 | 24.37% | 10,881 | 6.00% | 15,414 | 8.50% | 14,508 | 8.00% |
| Tier 1 capital (to adjusted total assets) | 44,187 | 15.82% | 11,168 | 4.00% | 11,168 | 4.00% | 13,960 | 5.00% |

(1) - Under prompt corrective action

Tier 1 capital consists of total shareholders equity less goodwill and intangible assets. Total capital includes a limited amount of the allowance for loan losses and a portion of any unrealized gain on equity securities. In calculating risk-weighted assets, specified risk percentages are applied to each category of asset and off-balance-sheet items.

Failure to meet the capital requirements could affect, among other things, the Bank s ability to accept brokered deposits and may significantly affect the operations of the Bank.

In its regulatory report filed as of June 30, 2015, the Bank exceeded all regulatory capital requirements and was considered well capitalized under regulatory guidelines. Management is not aware of any events that would have caused this classification to change. Management has no plans that should change the classification of the capital adequacy.

**Note 10: Stock Based Compensation**

In November 2013, the Company s shareholders approved a new Equity Incentive Plan (the 2013 Equity Incentive Plan ). The 2013 Equity Incentive Plan allows for up to 148,120 shares to be issued to employees, executive officers or Directors in the form of restricted stock, and up to 370,300 shares to be issued to employees, executive officers or Directors in the form of stock options. At June 30, 2015, there were 81,500 restricted stock awards issued and outstanding and 219,650 stock option awards granted under the 2013 Equity Incentive Plan. The cost to fund these equity awards for the three months ended June 30, 2015 and 2014 was $108,449 and $105,798, respectively.

Stock Options:

Under the above plan, the exercise price for stock options is the market price at date of grant. The maximum option term is ten years and the options granted shall vest in five equal annual installments of 20% with the first installment becoming exercisable on the first anniversary of the date of grant, or February 3, 2015, and succeeding installments on each anniversary thereafter, through February 3, 2019. The Company plans to issue new shares to satisfy share option exercises. The total cost that has been incurred for the stock option plan was $52,302 for the three months ended June 30, 2015 and 2014, respectively.

The fair value of each option award is estimated on the date of grant using a closed form option valuation (Black-Scholes) model that uses the assumptions noted in the table below. Expected volatilities are based on historical data. The

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Company uses historical data to estimate option exercise and post-vesting termination behavior. The expected term of options granted represents the period of time that options granted are expected to be outstanding, which takes into account that the options are not transferable. The risk-free interest rate for the expected term of the option is based on the U.S. Treasury rate equal to the expected term of the option in effect at the time of the grant.

The fair value of options granted during the year ended March 31, 2015 was determined using the following weighted-average assumptions as of grant date.

| | 2015 |
|---|---|
| Risk free interest rate | 2.07% |
| Expected term | 7.0 years |
| Expected stock price volatility | 27.30% |
| Dividend yield | 0.00% |

A summary of stock option activity for the three months ended June 30, 2015 is as follows:

| Three Months Ended June 30, 2015: | Shares | Weighted Average Exercise Price | Weighted Average Remaining Contractual Term |
|---|---|---|---|
| Outstanding at beginning of period | **219,650** | **$ 13.85** | 8.6 years |
| Granted | | | |
| Exercised | | | |
| Forfeited, exchanged or expired | | | |
| Outstanding at end of year | **219,650** | **$ 13.85** | 8.6 years |
| Vested at end of year | **43,930** | **$ 13.85** | 8.6 years |

As of June 30, 2015 there was $749,667 of total unrecognized compensation cost related to nonvested stock options granted under the Plan. The cost is expected to be recognized over a weighted-average period of 3.6 years. As of June 30, 2015, the weighted average fair value of the options granted was $13.85. As of June 30, 2015, the outstanding stock options have an intrinsic value of $70,288.

Restricted Stock:

The specific terms of each restricted stock award are determined by the Compensation Committee at the date of the grant. Compensation expense is recognized over the vesting period of the awards based on the fair value of the stock at the grant date. Restricted stock awards granted shall vest in five equal annual installments of 20% with the first installment becoming vested on the first anniversary of the date of grant and succeeding installments on each anniversary thereafter.

A summary of changes in the Company s nonvested shares for the year is as follows:

| | Shares | Weighted-Average Grant-Date Fair Value |
|---|---|---|
| Nonvested at April 1, 2015 | **66,500** | **$ 13.76** |
| Granted | | |
| Vested | | |
| Forfeited | | |
| Nonvested at June 30, 2015 | **66,500** | **$ 13.76** |

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The Company recorded restricted stock awards expense of $56,146 and $53,496 during the three months ended June 30, 2015 and June 30, 2014. As of June 30, 2015, there was $820,196 of total unrecognized compensation cost related to nonvested shares granted under the 2013 stock incentive plan. The cost is expected to be recognized over a weighted-average period of 3.7 years.

**Note 11: Fair Value Measurements**

Generally accepted accounting principles define fair value, establish a framework for measuring fair value, and establish a hierarchy for determining fair value measurement. The hierarchy includes three levels and is based upon the valuation techniques used to measure assets and liabilities. The three levels are as follows:

*Level 1*: Valuation is based on quoted prices (unadjusted) for identical assets or liabilities in active markets;

*Level 2*: Valuation is determined from quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar instruments in markets that are not active or by model-based techniques in which all significant inputs are observable in the market; and

*Level 3*: Valuation is derived from model-based techniques in which at least one significant input is unobservable and based on the Company s own estimates about the assumptions that market participants would use to value the asset or liability.

The following is a description of the valuation methods used for instruments measured at fair value as well as the general classification of such instruments pursuant to the applicable valuation method.

***Fair value measurements on a recurring basis***

Securities available for sale If quoted prices are available in an active market for identical assets, securities are classified within Level 1 of the hierarchy. If quoted market prices are not available, then fair values are estimated using pricing models, quoted prices of securities with similar characteristics or discounted cash flows. As of June 30, 2015 and March 31, 2015, the Bank has categorized its investment securities available for sale as follows:

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| | Level 1 inputs | Level 2 inputs | Level 3 inputs | Total |
|---|---|---|---|---|
| **June 30, 2015** | | | | |
| U.S. government agencies | **$** | **$ 17,040,329** | **$** | **$ 17,040,329** |
| Municipal bonds | | **2,260,820** | | **2,260,820** |
| Corporate bonds | | **1,937,606** | | **1,937,606** |
| Mortgage-backed | | **65,134,341** | | **65,134,341** |
| Total investment securities available for sale | **$** | **$ 86,373,096** | **$** | **$ 86,373,096** |
| March 31, 2015 | | | | |
| U.S. government agencies | $ | $ 17,311,947 | $ | $ 17,311,947 |
| Municipal bonds | | 2,317,130 | | 2,317,130 |
| Corporate bonds | | 1,953,264 | | 1,953,264 |
| Mortgage-backed | | 71,357,410 | | 71,357,410 |
| Total investment securities available for sale | $ | $ 92,939,751 | $ | $ 92,939,751 |

***Fair value measurements on a nonrecurring basis***

Impaired Loans - The Bank has measured impairment generally based on the fair value of the loan s collateral. Fair value is generally determined based upon independent appraisals of the properties, or discounted cash flows based upon the expected proceeds. These assets are included as Level 3 fair values. As of June 30, 2015 and March 31, 2015, the fair values consist of loan balances of $8,532,139 and $8,851,210 that have been written down by $92,054 and $98,362, respectively, as a result of specific loan loss allowances.

Foreclosed real estate The Bank s foreclosed real estate is measured at fair value less estimated cost to sell. As of June 30, 2015 and March 31, 2015, the fair value of foreclosed real estate was estimated to be $443,015 and $455,575, respectively. Fair value was determined based on offers and/or appraisals. Cost to sell the assets was based on standard market factors. The Company has categorized its foreclosed assets as Level 3.

| | Level 1 inputs | Level 2 inputs | Level 3 inputs | Total |
|---|---|---|---|---|
| **June 30, 2015** | | | | |
| Impaired loans | **$** | **$** | **$ 8,440,085** | **$ 8,440,085** |
| Foreclosed real estate | | | **443,015** | **443,015** |

| | | | | |
|---|---|---|---|---|
| **Total impaired loans and foreclosed real estate** | **$** | **$** | **$ 8,883,100** | **$ 8,883,100** |
| March 31, 2015 | | | | |
| Impaired loans | $ | $ | $ 8,752,848 | $ 8,752,848 |
| Foreclosed real estate | | | 455,575 | 455,575 |
| Total impaired loans and foreclosed real estate | $ | $ | $ 9,208,423 | $ 9,208,423 |

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HAMILTON BANCORP, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements (Unaudited)

The following table summarizes changes in foreclosed real estate for the three months ended June 30, 2015, which is measured on a nonrecurring basis using significant unobservable, level 3, inputs.

| | |
|---|---|
| Balance, March 31, 2015 | **$ 455,575** |
| Transfer to foreclosed real estate | |
| Proceeds from sale of foreclosed real estate | **(11,752)** |
| Loss on sale of foreclosed real estate | **(808)** |
| Balance, June 30, 2015 | **$ 443,015** |

The remaining financial assets and liabilities are not reported on the balance sheets at fair value on a recurring basis. The calculation of estimated fair values is based on market conditions at a specific point in time and may not reflect current or future fair values.

| | **June 30, 2015** | | March 31, 2015 | |
|---|---|---|---|---|
| | Carrying amount | Fair value | Carrying amount | Fair value |
| Financial assets | | | | |
| Level 1 inputs | | | | |
| Cash and cash equivalents | **$ 14,584,019** | **$ 14,584,019** | $ 16,643,888 | $ 16,643,888 |
| Level 2 inputs | | | | |
| Loans held for sale | **260,683** | **265,372** | 581,139 | 591,670 |
| Federal Home Loan Bank stock | **522,700** | **522,700** | 522,700 | 522,700 |
| Bank-owned life insurance | **12,447,711** | **12,447,711** | 12,359,969 | 12,359,969 |
| Level 3 inputs | | | | |
| Loans receivable, net | **167,945,754** | **169,816,405** | 158,594,958 | 160,612,436 |
| Financial liabilities | | | | |
| Level 1 inputs | | | | |
| Advance payments by borrowers for taxes and insurance | **970,939** | **970,939** | 619,028 | 619,028 |
| Level 3 inputs | | | | |
| Deposits | **223,050,106** | **223,659,478** | 222,318,892 | 222,880,492 |
| Borrowings | **6,000,000** | **5,999,152** | 6,000,000 | 5,999,250 |

The fair values of cash and cash equivalents and advances by borrowers for taxes and insurance are estimated to equal the carrying amount.

The fair value of loans held for sale is based on commitments from investors.

The fair value of Federal Home Loan Bank stock and bank-owned life insurance are estimated to equal carrying amounts, which are based on repurchase prices of the FHLB stock and the insurance company.

The fair value of fixed-rate loans is estimated to be the present value of scheduled payments discounted using interest rates currently in effect. The fair value of variable-rate loans, including loans with a demand feature, is estimated to equal the carrying amount. The valuation of loans is adjusted for estimated loan losses.

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HAMILTON BANCORP, INC AND SUBSIDIARY

Notes to Consolidated Financial Statements (Unaudited)

The fair value of interest-bearing checking, savings, and money market deposit accounts is equal to the carrying amount. The fair value of fixed-maturity time deposits is estimated based on interest rates currently offered for deposits of similar remaining maturities.

The fair value of borrowings is estimated based on interest rates currently offered for borrowings of similar remaining maturities.

The fair value of outstanding loan commitments and unused lines of credit are considered to be the same as the contractual amounts, and are not included in the table above. These commitments generate fees that approximate those currently charged to originate similar commitments.

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## ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

### Safe Harbor Statement for Forward-Looking Statements

This report may contain forward-looking statements within the meaning of the federal securities laws. These statements are not historical facts; rather they are statements based on the Company s current expectations regarding its business strategies and their intended results and its future performance. Forward-looking statements are preceded by terms such as expects , believes , anticipates , intends , and similar expressions.

Forward-looking statements are not guarantees of future performance. Numerous risks and uncertainties could cause or contribute to the Company s actual results, performance, and achievements being materially different from those expressed or implied by the forward-looking statements. Factors that may cause or contribute to these differences include, without limitation, general economic conditions, including changes in market interest rates and changes in monetary and fiscal policies of the federal government, legislative and regulatory changes, the quality and composition of the loan and investment securities portfolio, loan demand, deposit flows, competition, and changes in accounting principles and guidelines. Additional factors that may affect our results are discussed in item 1A of Hamilton Bancorp, Inc. s Annual Report on Form 10-K filed June 26, 2015 with the Securities and Exchange Commission under the section titled *Risk Factors* . These factors should be considered in evaluating the forward-looking statements, and undue reliance should not be placed on such statements. Except as required by applicable law or regulation, the Company assumes no obligation and disclaims any obligation to update any forward-looking statements.

### General

Hamilton Bancorp, Inc. (the Company ) is a Maryland corporation incorporated on June 7, 2012 by Hamilton Bank (the Bank ) to be its holding company following the Bank s conversion from the mutual to the stock form of organization (the Conversion ). The Conversion was completed on October 10, 2012. On that same date, the Company completed its public stock offering and issued 3,703,000 shares of its common stock for aggregate proceeds of $37,030,000, and net proceeds of $35,580,000. The Company s business is the ownership of the outstanding capital stock of the Bank. The Company does not own or lease any property but instead uses the premises, equipment and other property of the Bank.

Founded in 1915 and currently celebrating its 100$^{th}$ year anniversary, the Bank is a community-oriented financial institution, dedicated to serving the financial service needs of customers and businesses within its geographic area, which consists of Baltimore City, Baltimore County, and Anne Arundel County in Maryland. We offer a variety of deposit products and provide loans secured by real estate located in our market area. Our real estate loans consist primarily of one-to four-family mortgage loans, as well as commercial real estate loans, and home equity loans and lines of credit. We also offer commercial term and line of credit loans and, to a limited extent, consumer loans. We currently operate out of our corporate headquarters in Towson, Maryland and our four full-service branch offices located in Baltimore City, Cockeysville, Towson and Pasadena, Maryland. The Bank is subject to extensive regulation, examination and supervision by the Office of the Comptroller of the Currency, its primary federal regulator, and the Federal Deposit Insurance Corporation, its deposit insurer. The Company is subject to regulation and supervision by the Board of Governors of the Federal Reserve System.

The Company and the Bank maintain an Internet website at http://www.hamilton-bank.com. Information on our website should not be considered a part of this Quarterly Report on Form 10-Q.

**Summary of Recent Performance and Other Activities**

The Company and its wholly owned subsidiary, Hamilton Bank, continue to show improvement in earnings and earnings per share, as well as loan growth and asset quality during the first quarter of fiscal 2016 compared to the same period a year ago. We were able to record no provision for loan loss during the first three months of fiscal 2016 compared to $300,000 for the same period in fiscal 2015 as a result of fewer charge-offs and improving asset

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quality. Net interest income improved $42,000 during the first quarter ended June 30, 2015 compared to the first quarter ended June 30, 2014 as the Company continued to show strong loan demand and worked towards reducing our cost of funds by concentrating on growing core deposits which we consider to be all deposits except certificate of deposits. The Company was able to increase its non-interest revenue in the first three months of fiscal 2016 compared to the first three months of fiscal 2015 due to the sale of its Towson branch location, which generated a gain on sale of $407,000. Finally, non-interest expenses increased $68,000 in the first quarter of 2016 compared to the same period a year ago, however, that increase was due to $216,000 in expenses that have been incurred to date relating to the merger agreement entered into with Fairmount. Excluding the expenses relating to the merger, the Company was able to reduce operating expenses by $148,000. Management has diligently worked at monitoring and improving efficiencies to reduce our overall operating expenses and improve our efficiency ratio going forward.

The following highlights contain additional financial data and events that have occurred during the first quarter ended June 30, 2015:

Hamilton Bancorp recorded net income of $118,000, or $0.04 per common share for the first quarter of fiscal 2016 compared to a net loss of $192,000, or $(0.06) per common share for the same period a year ago, a $0.10 increase in earnings per share.

Hamilton Bancorp entered into and signed a definitive agreement in April 2015 to merge Fairmount Bancorp, Inc. with Hamilton Bancorp. Upon signing the definitive agreement, our team completed and submitted its regulatory application and is currently awaiting regulatory approval to proceed with the transaction. The cost incurred for the quarter to complete the application and perform other necessary tasks associated with the deal was $216,000. Additional costs are still anticipated to complete the merger.

The Company closed its Towson branch location in early May of 2015 and converted its limited service branch located at the administrative offices in Towson to a full service branch so that we may continue to service our customers in the Towson area. The Towson branch property was subsequently sold for $500,000, generating a gain on sale of $407,000 in the first quarter. The branch closure is expected to reduce operating costs on an annual basis by $150,000.

Total gross loans, including loans held for sale, increased $8.9 million, or 5.5 percent, during the first quarter of fiscal 2016, from $161.0 million at March 31, 2015 to $169.9 million at June 30, 2015. The growth in loans is attributable to management s focus on growing commercial real estate loans and the purchase of a $2.8 million auto loan portfolio

Nonperforming loans to total loans decreased more than 50 percent compared to a year ago, from 3.46 percent at June 30, 2014 to 1.59 percent at June 30, 2015. The improved credit quality over the past year resulted in no provision for loan losses during the first quarter ended June 30, 2015.

Net interest margin for the first quarter of fiscal 2016 increased 12 basis points to 2.94 percent compared to 2.82 percent for the same period last year due to an increase in the average balance of higher interest-earning assets, primarily commercial loans.

The Company s book value per common share was $17.64 at June 30, 2015.

The Company maintained strong liquidity and at June 30, 2015 the Bank was deemed well capitalized under federal regulations.

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## Strategic Plan

We have based our strategic plan on the objective of improving shareholder value and growth through creating sustainable and profitable growth given the current and expected economic and competitive environment in the financial industry. Our short-term goals include continuing the growth of our loan portfolio, changing the mix of our deposits base to be more concentrated in lower costing core deposits, collecting payments on non-accrual and past due loans, enhancing and improving credit quality, expanding fee income, maintaining a sensible branch network, and using technology to improve efficiencies and enhance the customer experience.

We identified several strategic priorities that we wanted to focus on throughout the 2016 fiscal year. Those priorities included focusing on the following core areas:

Profitable growth of commercial / small business relationships We want to grow the number and profitability of commercial relationships across all product lines including loans, deposits, cash management, and payments. This will include a more focused approach to identifying our target customer, being disciplined in our approach to pricing, and understanding the products and services our customers want as well as new products and services that they need to make their businesses more functional.

Enhanced efficiency and productivity To create and support profitable growth of new commercial relationships, as well as maintain existing relationships, we will work to enhance efficiency and productivity bank wide. This includes a consistent customer experience at every touch point and convenient, responsive customer support. In addition, we will evaluate our people, processes, policies, technology, and delivery to ensure effectiveness and efficiency with regards to properly supporting customers and employees while continually evaluating our cost structure and allocation of resources.

Acquisition strategy and planning It is expected that the banking industry will continue to consolidate over the coming years due to a competitive market and the cost of regulatory compliance. Hamilton Bancorp is well positioned to take advantage of strategic opportunities that present themselves either through potential mergers or acquisitions in our marketplace. This may include other financial institutions, individual branches, or loan purchases. These opportunities, however, will be aligned with our strategic vision and goal of creating shareholder value and growth.

Although the current economic climate continues to present significant challenges for the financial industry, management believes that based on our strategic initiatives, we have positioned the Company to capitalize on the opportunities that may become available in the current economy.

## Critical Accounting Policies

We consider accounting policies involving significant judgments and assumptions by management that have, or could have, a material impact on the carrying value of certain assets or on income to be critical accounting policies. The following represent our critical accounting policies:

***Allowance for Loan Losses.*** The allowance for loan losses is the estimated amount considered necessary to cover inherent credit losses in the loan portfolio at the balance sheet date. The allowance is established through the provision for losses on loans which is charged against income. In determining the allowance for loan losses, management makes significant estimates and has identified this policy as one of our most critical accounting policies.

Management performs an evaluation of the allowance for loan losses at least quarterly. Consideration is given to historical losses in conjunction with a variety of other factors including, but not limited to, current economic conditions, delinquency statistics, geographic and industry concentrations, the adequacy of the underlying collateral, the financial strength of the borrower, results of internal loan reviews and other relevant factors. This evaluation is inherently subjective as it requires material estimates that may be susceptible to significant change.

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The analysis has two components, specific and general allocations. Specific allocations can be made for estimated losses related to loans that are determined to be impaired. Impairment is measured by determining the present value of expected future cash flows or, for collateral-dependent loans, the fair value of the collateral adjusted for market conditions and selling expenses. If the fair value of the loan is less than the loan s carrying value, a charge is recorded for the difference. The general allocation is determined by segregating the remaining loans by type of loan, risk weighting (if applicable) and payment history. We also analyze historical loss experience, delinquency trends, general economic conditions and geographic and industry concentrations. This analysis establishes factors that are applied to the loan groups to determine the amount of the general reserve. Actual loan losses may be significantly more than the allowances we have established which could result in a material negative effect on our financial results.

***Securities Valuation and Impairment.*** We classify our investments in debt and equity securities as either held to maturity or available for sale. Securities classified as held to maturity are recorded at cost or amortized cost. Available-for-sale securities are carried at fair value. We obtain our fair values from a third party service. This service s fair value calculations are based on quoted market prices when such prices are available. If quoted market prices are not available, estimates of fair value are computed using a variety of techniques, including extrapolation from the quoted prices of similar instruments or recent trades for thinly traded securities, fundamental analysis, or through obtaining purchase quotes. Due to the subjective nature of the valuation process, it is possible that the actual fair values of these investments could differ from the estimated amounts, thereby affecting our financial position, results of operations and cash flows.

If the estimated value of investments is less than the cost or amortized cost, we evaluate whether an event or change in circumstances has occurred that may have a significant adverse effect on the fair value of the investment. If such an event or change has occurred and we determine that the impairment is other-than-temporary, we record the impairment of the investment in the period in which the event or change occurred. We also consider how long a security has been in a loss position in determining if it is other than temporarily impaired. Management also assesses the nature of the unrealized losses taking into consideration factors such as changes in risk-free interest rates, general credit spread widening, market supply and demand, creditworthiness of the issuer, and quality of the underlying collateral. At June 30, 2015, all of our securities were either issued by U.S. government agencies, U.S. government-sponsored enterprises, municipalities, or corporations and the principal and interest on 95.4% of our securities were guaranteed by the issuing entity.

***Goodwill Impairment.*** Goodwill represents the excess purchase price paid for our Pasadena branch over the fair value of the net assets acquired. Goodwill is not amortized but is tested for impairment annually or more frequently if events or changes in circumstances indicate that the asset might be impaired. The Company is considered the Reporting Unit for purposes of impairment testing. Impairment testing requires that the fair value of the Company be compared to the carrying amount of the Company s net assets, including goodwill. If the fair value of the Company exceeds the book value, no write-down of recorded goodwill is required. If the fair value of the Company is less than book value, an expense may be required to write-down the related goodwill to the proper carrying value. We test for impairment of goodwill during February of each year. We estimate the fair value of the Company utilizing four valuation methods including the Comparable Transactions Approach, the Control Premium Approach, the Public Market Peers Approach, and the Discounted Cash Flow Approach.

Based on our impairment testing during February 2015, there was no evidence of impairment of the Company s goodwill or intangible assets.

***Income Taxes.*** We account for income taxes under the asset/liability method. We recognize deferred tax assets for the future consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases, as well as operating loss and tax credit carry-forwards. We measure deferred tax assets and liabilities using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. We recognize the effect on deferred tax assets and liabilities of a change in tax rates in income in the period indicated by the enactment date. We establish a valuation allowance for deferred tax assets when, in the judgment of management, it is more likely than not that such deferred tax assets will not become realizable. The judgment about the level of future taxable income is dependent to a great extent on matters that may, at least in part, be beyond our control. It is at least reasonably possible that management s judgment about the need for a valuation allowance for deferred tax assets could change in the near term.

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**Comparison of Financial Condition at June 30, 2015 and March 31, 2015**

***Assets.*** Total assets increased $410,000, or 0.1%, to $291.4 million at June 30, 2015 from $291.0 million at March 31, 2015. The increase was primarily the result of a $9.0 million increase in net loans (including loans held for sale), partially offset by a decrease of $2.1 million in cash and cash equivalents and a $6.7 million decrease in investment securities.

***Cash and Cash Equivalents.*** Cash and cash equivalents decreased by $2.1 million, or 12.4%, to $14.6 million at June 30, 2015 from $16.6 million at March 31, 2015. These funds were used to fund a $9.2 million increase in gross loans over the first quarter of fiscal 2016.

***Investment Securities.*** Our investment portfolio consists primarily of investment grade securities including U.S. government agency and government sponsored entity securities, securities issued by states, counties and municipalities, corporate bonds, and mortgage backed securities. At June 30, 2015, all securities are classified as available for sale. While we usually intend to hold investment securities until maturity, this classification provides us the opportunity to divest of securities that may no longer meet our liquidity objectives. During the first quarter of fiscal 2016, we did not purchase or sell any securities, nor did any securities mature.

Investment securities decreased $6.6 million, or 7.1%, to $86.4 million at June 30, 2015, from $92.9 million at March 31, 2015. The proceeds from the decreasing investment portfolio during the first quarter of fiscal 2016 were used to fund a growing loan portfolio. The decrease resulted from $5.3 million in monthly principal pay-downs associated with government sponsored collaterized mortgage obligations and mortgage-backed securities. In addition to principal paydowns, the fair value of the investment portfolio also decreased $1.2 million from an unrealized loss position of $498,000 at March 31, 2015 to an unrealized loss position of $1.7 million at June 30, 2015. The decrease in fair value of the investment portfolio is a result of the increase in interest rates over the past three months.

We have evaluated securities with unrealized losses for an extended period of time and determined that these losses are temporary because, at this point in time, we have the ability to hold them until maturity. Currently, we have no intent to sell these securities, however, if market conditions or funding needs change, we may sell securities if needed. It is not likely that we will have to sell these securities. As a result we have not identified any portion of the loss that is a result of credit deterioration in the issuer of the security. As the maturity date moves closer and/or interest rates decline, any unrealized losses in the portfolio will decline or dissipate.

***Loans.*** Gross loans, excluding loans held for sale, increased by $9.2 million, or 5.8%, to $169.6 million at June 30, 2015 from $160.4 million at March 31, 2015. The following table details the composition of loans and the related percentage mix and growth of total loans:

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| | June 30, 2015 | | March 31, 2015 | | Year-To-Date Growth | |
|---|---|---|---|---|---|---|
| | Amount | Percent of Total | Amount | Percent of Total | Amount | Percent |
| Real estate loans: | | | | | | |
| One-to four-family: | | | | | | |
| Residential | $ 48,331,343 | 28% | $ 49,864,923 | 31% | $ (1,533,580) | -3% |
| Residential construction | 5,335,744 | 3% | 3,955,702 | 2% | 1,380,042 | 35% |
| Investor | 12,793,901 | 8% | 12,971,519 | 8% | (177,618) | -1% |
| Commercial | 66,148,361 | 39% | 59,273,398 | 36% | 6,874,963 | 12% |
| Commercial construction | 2,866,664 | 2% | 2,405,849 | 1% | 460,815 | 19% |
| | 135,476,013 | 80% | 128,471,391 | 79% | 7,004,622 | 5% |
| Commercial | 17,961,324 | 11% | 18,489,603 | 12% | (528,279) | -3% |
| Home equity loans | 12,308,056 | 7% | 12,261,292 | 8% | 46,764 | 0% |
| Consumer | 3,872,597 | 2% | 1,166,155 | 1% | 2,706,442 | 232% |
| Total Loans | $ 169,617,990 | | $ 160,388,441 | | $ 9,229,549 | 6% |

The Bank continues to focus on growing both commercial real estate and commercial business loans as these loans offer higher rates of return and shorter maturity periods than typical retail lending. The largest increase in loans over the most recent three months is a $6.9 million, or 11.6%, increase in commercial real estate loans from $59.3 million at March 31, 2015 to $66.1 million at June 30, 2015. Commercial business loans declined slightly, decreasing $528,000, or 2.9%, to $18.0 million at June 30, 2015 from $18.5 million at March 31, 2015. The Bank continues to see the benefits of our new commercial lending platform that has been restructured with new personnel and improved underwriting and monitoring procedures from both an origination and credit quality perspective.

In addition to the increase in the commercial portfolio, the Bank saw strong growth in consumer loans. Consumer loans grew by $2.7 million, or 232%, from $1.2 million at March 31, 2015 to $3.9 million at June 30, 2015. That growth is attributable to the purchase of an automobile loan portfolio by the Bank in the amount of $2.8 million from another financial institution. This purchase enabled the Bank to further diversify its loan portfolio and generate additional interest income.

Partially offsetting the increases in the commercial and consumer loan portfolio is a $331,000 decrease in one- to four-family residential loans (including investor loans) from $66.8 million at March 31, 2015 to $66.5 million at June, 2015 as these loans either paid down, prepaid or refinanced. The Bank continues to originate traditional one- to four-family residential loans and sell them in the secondary market at a premium in order to manage interest rate risk in a rising rate environment. Beginning in fiscal 2015, the Bank began to promote its one- to four-family residential construction lending program. During the first quarter of fiscal 2016, the Bank originated roughly $5.0 million in residential construction loans. As a result, at June 30, 2015 there is $10.2 million in residential construction commitments, of which $5.3 million in funds have been advanced compared to $7.1 million in residential construction commitments, at March 31, 2015 of which $4.0 million in funds had been advanced. The construction period on the residential homes is typically nine to twelve months, at which time Hamilton Bank is repaid through permanent financing by a third party.

***Deposits.*** Total deposits increased $731,000, or 0.3%, to $223.1 million at June 30, 2015 from $222.3 million at March 31, 2015. The Company continues to focus on generating lower cost core deposits (which we consider to be all deposits other than certificates of deposit), as well as concentrate on both increasing and maintaining our maturing certificates of deposits. As a result, core deposits increased $2.2 million to $74.9 million at June 30, 2015 compared to $72.6 million at March 31, 2015. The increase in core deposits over the past three months consisted of a $1.5 million, or 5.3%, increase in checking accounts to $29.1 million, a $747,000, or 2.7%, increase in money market accounts to $28.8 million, and a $29,000 increase in savings accounts.

The increase in core deposits was partially offset by a $1.5 million, or 1.0%, decrease in time deposits, which declined from $149.7 million at March 31, 2015 to $148.2 million at June 30, 2015. As loan demand has increased, our strategy has changed with respect to certificates of deposit as we are now trying to maintain our current certificate of deposit base and attract new certificates of deposits through various promotions.

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***Borrowings.*** Borrowings consist of short-term credit borrowings from the Federal Home Loan Bank (FHLB) with a maturity of less than a year. At June 30, 2015, the Company had $6.0 million in FHLB borrowings outstanding compared to the same amount at the beginning of the quarter. The short-term borrowings provide a less expensive means to support the cash outflow needed to fund new loan originations and the decline in time deposits experienced over the past couple of quarters versus selling higher yielding investment securities. These obligations are secured by our home equity loan portfolio. At June 30, 2015, we had the ability to borrow approximately $51.0 million from the FHLB, subject to our pledging sufficient assets.

***Equity.*** Total equity decreased $500,000, or 0.8%, to $60.3 million at June 30, 2015 from $60.8 million at March 31, 2015. The decrease was primarily attributable to a $727,000 decrease in accumulated other comprehensive income (loss) associated with a decrease in the fair value of the investment portfolio due to increasing interest rates over the first quarter of fiscal 2016, partially offset by the $118,000 in net income for the first quarter. The Company s book value per share was $17.64 at June 30, 2015.

**Comparison of Asset Quality at June 30, 2015 and March 31, 2015**

The Bank s asset quality continues to improve and remains a primary focus of management and the Board of Directors. Nonperforming assets at June 30, 2015, 2014 were $3.1 million, an increase of $426,000, or 15.7%, from March 31, 2015, but a $2.6 million, or 45.5%, decrease from a year ago. Nonperforming assets to total assets increased slightly from 0.93% at March 31, 2015 to 1.08% at June 30, 2015. Nonperforming assets for the respective periods were as follow:

| | At June 30, 2015 | At March 31, 2015 | At June 30, 2014 |
|---|---|---|---|
| | | (dollars in thousands) | |
| Nonaccruing loans | $ 2,094 | $ 2,255 | $ 3,790 |
| Accruing loans delinquent more than 90 days | 600 | | 1,297 |
| Foreclosed real estate | 443 | 455 | 664 |
| Total nonperforming assets | $ 3,137 | $ 2,710 | $ 5,751 |
| Asset Quality Ratios: | | | |
| Nonperforming loans to gross loans | 1.59% | 1.41% | 3.46% |
| Nonperforming assets to total assets | 1.08% | 0.93% | 1.91% |
| Net charge-offs (annulaized) to average loans | 0.04% | 0.18% | 0.11% |

Nonperforming loans, consisting of accruing loans delinquent more than 90 days, made up the increase in nonperforming assets, increasing $600,000 at June 30, 2015 compared to March 31, 2015. Accruing loans delinquent more than 90 days represent loans that are on accrual status and paying under the contractually agreed upon terms of the note, however, such loans were 90 days past their contractual maturity date and, therefore, reported as nonperforming. At March 31, 2015 there were no such loans as all loans that matured were either renewed or extended.

Nonaccrual loans decreased $161,000, or 7.1%, to $2.1 million at June 30, 2015 compared to $2.3 million at March 31, 2015. The decrease in non-accrual loans includes $76,000 in charge-offs, a $68,000 residential mortgage loan that was on non-accrual at March 31, 2015 due to an unknown error in payment at the time and subsequently returned to accrual status, and $81,000 in proceeds from loan payments and/or sale of collateral. Partially offsetting the decrease in nonaccrual loans was $72,000 in loans that were added to non-accrual over the current quarter.

Nonaccrual loans at June 30, 2015, 2014 include four commercial loans totaling $1.5 million, one of which is a construction loan for $1.3 million that is current and paying as agreed but has been placed on nonaccrual by management due to failure to complete the project and lack of funding to do so. The remaining balance of nonaccrual loans is primarily associated with one- to four-family residential mortgages.

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Foreclosed real estate decreased $13,000 from $456,000 at March 31, 2015 to $443,000 at June 30, 2015. Two of three properties making up foreclosed real estate at March 31, 2015 were disposed of during the quarter at a slight loss. These properties were one-to four-family residential properties in which the Bank held a minor participation interest. The remaining property as of June 30, 2015 represents semi-developed land in the amount of $443,000. The Bank is a participant in this credit and not the lead lender. The lead lender has since failed and the Federal Deposit Insurance Corporation (FDIC) has taken interest in this property.

The Bank did not record a provision for loan loss in the first quarter of fiscal 2016 compared to a $300,000 provision for loan loss for the same period a year ago. No provision was necessary due to the improved asset quality, fewer charge-offs and increased recoveries. We estimate the allowance for loan losses within a range based upon our historical charge-off history and certain environmental factors. Our current estimate of the allowance for loan losses falls within that range at June 30, 2015, indicating no provision for the quarter was necessary.

The allowance for loan losses at June 30, 2015 totaled $1.7 million, or .98% of total gross loans, compared to $1.7 million, or 1.05% of total gross loans, at March 31, 2015. The small decrease of $17,000 from March 31, 2015 in the allowance for loan losses is the result of $84,000 in charge-offs, partially offset by $67,000 in recoveries for the three month period ended June 30, 2015. We currently review the adequacy of the allowance for loan losses on a monthly basis to be more aware and proactive in dealing with problem assets. Based upon our analysis and the historical performance of the loan portfolio, we believe this allowance appropriately reflects the inherent risk of loss in our loan portfolio.

**Results of Operations for the Three Months Ended June 30, 2015 and 2014 (unaudited)**

***General.*** Net income available to common shareholders was $118,000 or $0.04 per basic and diluted common share for the three month period ended June 30, 2015 compared to a net loss available to common shareholders of $192,000 or $(0.06) per basic and diluted common share for the same period in fiscal 2015, an improvement of $310,000. The increase in net income resulted primarily from a $300,000 decrease in the provision for loan losses and a $398,000 increase in noninterest revenue, partially offset by a $68,000 increase in noninterest expense and a $362,000 increase in income tax expense.

***Net Interest Income.*** Net interest income increased $42,000, or 2.1%, to $2.0 million for the three months ended June 30, 2015 compared to $2.0 million for the three months ended June 30, 2014. The increase in net interest income was due to a $54,000 decrease in interest expense, partially offset by a $12,000 decrease in interest revenue. The decrease in interest revenue was due to a decrease in the average balance of interest-earning assets, partially offset by an increase in average yield. The average balance of interest-earning assets decreased $5.5 million, or 2.0%, for the quarter ended June 30, 2015 compared to the same period in fiscal 2015, while the average yield increased 6 basis points from 3.44% for the quarter ended June 30, 2014 to 3.50% for the quarter ended June 30, 2015. Over this period, the Bank was able to increase the average balance of higher interest-earning assets, particularly commercial loans, while lowering lower yielding assets.

The decline in the average balance of interest-earning assets for the quarter ended June 30, 2015 was offset by a $10.9 million decline in the average balance of interest-bearing liabilities for the same period, as well as a 7 basis point decrease in the average yield of interest-bearing liabilities from 0.78% for the quarter ended June 30, 2014 to 0.71% for the quarter ended June 30, 2015. As a result, the net interest margin increased 12 basis point from 2.82% for the three months ended June 30, 2014 to 2.94% for the three months ended June 30, 2015.

***Interest Revenue.*** Interest revenue decreased $12,000 to $2.3 million during the three months ended June 30, 2015 compared to the three months ended June 30, 2014, as a result of decreases in interest on investment securities, partially offset by an increase in revenue from interest and fees on loans.

Interest and fees on loans increased $99,000, or 5.4%, to $1.9 million for the three months ended June 30, 2015, compared to $1.8 million for the three months ended June 30, 2014. The increase in interest and fees on loans is due to an $18.3 million increase in the average balance of net loans from $144.1 million for the three months ended June 30, 2014 to $162.4 million for the three months ended June 30, 2015. The increase in average loans is attributable to our new commercial lending platform and staff that was put in place at the beginning of fiscal 2015. Partially offsetting revenue derived from an increase in the average balance of loans is a 33 basis point decrease in the yield earned on average loans from 5.11% for the three months ended June 30, 2014 to 4.78% for the three months ended June 30, 2015. The decline in yield is a result of the extended low interest rate environment in today s market.

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Interest revenue on investment securities decreased $106,000 to $429,000 during the three months ended June 30, 2015 from $535,000 during the three months ended June 30, 2014. The average balance of investment securities decreased by $14.5 million, or 13.6%, to $91.5 million during the three months ended June 30, 2015 from $106.0 million during the same period last year, while the average yield decreased to 1.87% during the three months ended June 30, 2015 from 2.01% during the same period last year. The largest decrease in the average balance of investment securities was in mortgage-backed securities, which declined $10.4 million to $69.2 million during the three months ended June 30, 2015 from $79.6 million during the same period last year. The proceeds from the mortgage-backed securities have been used to fund the increase in the average loans over the same period.

***Interest Expense.*** Total interest expense decreased $54,000, or 12.5%, to $377,000 during the three months ended June 30, 2015 from $431,000 for the same period in fiscal 2015, as a result of the decrease in the average balance of interest bearing liabilities, primarily interest bearing deposits. The average interest bearing deposits decreased $16.9 million, or 7.6%, to $205.1 million for the three months ended June 30, 2015 from $221.9 million for the three months ended June 30, 2014. Over this same period, the average rate on interest bearing deposits declined from 0.78% for the three months ended June 30, 2014 to 0.73% for the three months ended June 30, 2015. A significant portion of our time deposits have already repriced in today s low interest rate environment, as a result, the decrease in interest expense is more attributable to a decrease in average balances compared to interest rates.

For the three month period ended June 30, 2015, we were able to change the mix of the average interest bearing liabilities compared to the same period last year by allowing higher costing time deposits to run off and partially replace them with lower costing core deposits, including savings, interest bearing checking and money market accounts. The average balance of time deposits decreased $20.6 million to $148.1 million for the three months ended June 30, 2015 compared to $168.6 million for the three months ended June 30, 2014. Over this same period, the core interest bearing deposits increased $3.7 million, or 7.0%, to $57.0 million for the three months ended June 30, 2015. The growth in core deposits was primarily a result of the continued efforts by our cash management and financial service teams.

Non-interest bearing deposits allow us to fund growth in interest earning assets at minimal cost. As a result of the growth generated primarily from the efforts of our cash management personnel and commercial loan officers in working with commercial loan clients to move their commercial loan deposits to Hamilton Bank, average non-interest bearing deposits increased $3.2 million, or 19.9%, to $19.1 million for the three months ended June 30, 2015, compared to $16.0 million for the three months ended June 30, 2014.

In the quarter ended June 30, 2015, the Bank had outstanding $6.0 million in short-term borrowed funds from the Federal Home Loan Bank (FHLB) at an average rate of 0.38% compared to no outstanding borrowings in the same period last year. Additional funding was needed in the past seven months to support new loan originations, as well as fund the decrease in deposits over that period. Short-term borrowing from the FHLB in today s low interest rate environment is a more cost effective means to obtain funds compared to selling investment securities that are earning a higher yield.

***Average Balances, Interest and Yields.*** The following table presents information regarding average balances of assets and liabilities, the total dollar amounts of interest revenue from average interest-earning assets, the dollar amounts of interest expense on average interest-bearing liabilities, and the resulting annualized average yields and costs. The yields and costs for the periods indicated are derived by dividing revenue or expense by the average balances of assets or liabilities, respectively, for the periods presented. Average balances have been calculated using average daily balances. No tax-equivalent adjustments were made. Nonaccrual loans have been included in the table as loans carrying a zero yield.

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| | Three Months Ended June 30, (dollars in thousands) | | | | | |
|---|---|---|---|---|---|---|
| | 2015 | | | 2014 | | |
| | Average Balance | Interest | Yield/ Cost | Average Balance | Interest | Yield/ Cost |
| **Interest-earning assets:** | | | | | | |
| Cash and cash equivalents | **$ 17,698** | **$ 5** | **0.11%** | $ 27,113 | $ 10 | 0.15% |
| Investment securities (1) | **22,346** | **131** | **2.34%** | 26,420 | 146 | 2.21% |
| Mortgage-backed securities | **69,203** | **298** | **1.72%** | 79,594 | 389 | 1.95% |
| Loans receivable, net (2) | **162,443** | **1,941** | **4.78%** | 144,094 | 1,842 | 5.11% |
| Total interest-earning assets | **271,690** | **2,375** | **3.50%** | 277,221 | 2,387 | 3.44% |
| Noninterest-earning assets | **21,449** | | | 22,937 | | |
| Total assets | **$ 293,139** | | | $ 300,158 | | |
| **Interest-bearing liabilities:** | | | | | | |
| Certificates of deposit | **$ 148,059** | **$ 361** | **0.98%** | $ 168,633 | $ 419 | 0.99% |
| Money Market | **27,679** | **8** | **0.12%** | 28,330 | 9 | 0.13% |
| Statement savings | **17,560** | **2** | **0.05%** | 15,716 | 2 | 0.05% |
| NOW accounts | **11,764** | **1** | **0.03%** | 9,242 | 1 | 0.04% |
| Total interest-bearing deposits | **205,062** | **372** | **0.73%** | 221,921 | 431 | 0.78% |
| Borrowings | **6,000** | **5** | **0.33%** | | | 0.00% |
| Total interest-bearing liabilities | **211,062** | **377** | **0.71%** | 221,921 | 431 | 0.78% |
| **Noninterest-bearing liabilities and equity:** | | | | | | |
| Noninterest-bearing deposits | **19,142** | | | **15,968** | | |
| Other noninterest-bearing liabilities | **1,886** | | | **2,240** | | |
| Total liabilities | **232,090** | | | 240,129 | | |
| Total shareholders equity | **61,049** | | | **60,029** | | |
| Total liabilities and shareholders equity | **$ 293,139** | | | $ 300,158 | | |
| Net interest income | | **$ 1,998** | | | $ 1,956 | |
| Net interest rate spread (3) | | | **2.78%** | | | 2.66% |
| Net interest-earning assets (4) | **$ 60,628** | | | $ 55,300 | | |
| Net interest margin (5) | | | **2.94%** | | | 2.82% |
| Average interest-earning assets to average interest-bearing liabilities | **128.73%** | | | 124.92% | | |

(1) Includes U.S agency and treasury securities, municipal and corporate bonds and to a much lesser extent, FHLMC and Federal Home Loan Bank equity securities.
(2) Loans on non-accrual status are included in average loans carrying a zero yield.
(3) Net interest rate spread represents the difference between the yield on average interest-earning assets and the cost of average interest-bearing liabilities.
(4) Net interest-earning assets represents total interest-earning assets less total interest-bearing liabilities.
(5) Net interest margin represents net interest income divided by average total interest-earning assets.

***Provision for Loan Losses.*** We establish provisions for loan losses that are charged to operations in order to maintain the allowance for loan losses at a level believed, to the best of management s knowledge, to cover all known and inherent losses in the portfolio both probable and reasonable to estimate at each reporting date. The was no provision for loan losses for the three months ended June 30, 2015 compared to a provision of $300,000 for the three months ended June 30, 2014. We were able to record no provision during the most recent quarter due to fewer charge-offs and improved asset quality. Management identified probable losses in the loan portfolio and recorded net charge-offs of $17,000 for the three months ended June 30, 2015, compared to $39,000 for the three months ended June 30, 2014.

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The allowance for loan losses was $1.7 million, or 62.1% of non-performing loans at June 30, 2015 compared to $2.0 million, or 40.2% of non-performing loans at June 30, 2014. During the three months ended June 30, 2015, loan charge offs totaled $84,000 with recoveries of $67,000, compared to $45,000 in charge offs and $6,000 in recoveries during the three months ended June 30, 2014. During fiscal year 2016 we will continue our emphasis in growing commercial real estate and commercial business loans, which are generally considered to bear higher risk than one-to four-family mortgage loans and could contribute to higher provisions going forward.

***Summary of Allowance for Loan Losses Activity.*** The following table sets forth an analysis of the allowance for loan losses for the periods indicated.

| | **Three Months Ended June 30,** | |
|---|---|---|
| | **2015** | **2014** |
| | (dollars in thousands) | |
| Allowance for loan losses at beginning of period | **$ 1,690** | $ 1,786 |
| Charge-offs: | | |
| Real estate loans: | | |
| One-to four-family | **60** | 2 |
| Commercial | | |
| Construction | | |
| Commercial | **10** | |
| Home equity | **6** | 43 |
| Consumer | **8** | |
| Total charge-offs | **84** | 45 |
| Recoveries | **67** | 6 |
| Net charge-offs | **17** | 39 |
| Provision for loan losses | | 300 |
| Allowance for loan losses at end of period | **$ 1,673** | $ 2,047 |
| Allowance for loan losses to non-performing loans | **62.12%** | 40.24% |
| Allowance for loan losses to total loans outstanding at the end of the period | **0.98%** | 1.39% |
| Net charge-offs to average loans outstanding during the period (annualized) | **0.04%** | 0.11% |

***Noninterest Revenue.*** Noninterest revenue increased $398,000, or 171.6%, to $630,000 for the three months ended June 30, 2015, compared to $232,000 for the three months ended June 30, 2014. The following table outlines the changes in noninterest revenue for the three month periods.

| | Three months ended June 30, 2015 | 2014 | $ Change | % Change |
|---|---|---|---|---|
| Service charges | $ 91,621 | $ 98,418 | $ (6,797) | (6.9) |
| Gain (loss) on sale of investment securities | | 22,019 | (22,019) | (100.0) |
| Gain on sale of loans held for sale | 16,998 | 1,199 | 15,799 | 1,317.7 |
| Gain on sale of property and equipment | 407,188 | 1,832 | 405,356 | 22,126.4 |
| Earnings on bank-owned life insurance | 87,742 | 90,530 | (2,788) | (3.1) |
| Other fees and commissions | 26,454 | 17,674 | 8,780 | 49.7 |
| Total noninterest revenue | $ 630,003 | $ 231,672 | $ 398,331 | 171.9 |

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Noninterest revenue increased as a result of increases in gain on sale of property and equipment, gain on sale of loans held for sale, and other fees and commissions. The increase on gain on sale of property and equipment is a result of the Company closing its Towson branch location in early May of 2015 and converting its limited service branch located at the administrative offices in Towson to a full service branch. The Towson branch closure will allow us to reduce expenses by an estimated $150,000 and continue to give our customers in the Towson area the same quality service and convenience. The Towson branch property was sold for $500,000, generating a gain on sale of $407,000 after applicable expenses. The increase associated with gain on sale of loans held for sale is attributable to the revenues earned on residential mortgage loans sold in the secondary market and the premiums associated with such sales.

These increases were partially offset by decreases in service charges, gain on sale of investment securities, and bank-owned life insurance (BOLI). Service charges primarily pertain to fees associated with retail deposit products. We have continued to focus on growing our core deposits, particularly checking accounts, which generate more service fee income. In addition, we continually review our fee structure on transactional accounts so that we may be more aligned with our market. The decrease in gain on sale of investments is a result us not selling any securities during the three months ended June 30, 2015 compared to the same period a year ago.

***Noninterest Expense.*** Noninterest expense increased $68,000, or 3.0%, to $2.3 million for the three months ended June 30, 2015 compared to the three months ended June 30, 2014. The following table outlines the changes in noninterest expense for the three month periods.

| | Three months ended June 30, | | | |
|---|---|---|---|---|
| | 2015 | 2014 | $ Change | % Change |
| Salaries and benefits | $ 1,200,422 | $ 1,283,612 | $ (83,190) | (6.5) |
| Occupancy | 174,626 | 183,891 | (9,265) | (5.0) |
| Advertising | 27,363 | 33,738 | (6,375) | (18.9) |
| Furniture and equipment | 78,440 | 76,121 | 2,319 | 3.0 |
| Data processing | 141,988 | 147,527 | (5,539) | (3.8) |
| Legal services | 28,634 | 59,691 | (31,057) | (52.0) |
| Other professional services | 95,094 | 94,483 | 611 | 0.6 |
| Merger related expenses | 216,312 | | 216,312 | N/A |
| Deposit insurance premiums | 49,864 | 58,198 | (8,334) | (14.3) |
| Foreclosed real estate expense and losses (gains) | 808 | (4,964) | 5,772 | (116.3) |
| Other operating | 309,423 | 322,364 | (12,941) | (4.0) |
| Total noninterest expense | $ 2,322,974 | $ 2,254,661 | $ 68,313 | 3.0 |

The $68,000 increase in noninterest expense during the three months ended June 30, 2015, as compared to the same period of 2014, was attributable to the $216,000 in merger related expenses pertaining to the on-going merger between Hamilton Bancorp and Fairmount. This expense includes fees paid to attorneys, investment bankers and accountants, as well other costs associated with items that are necessary to assist with the progression of this transaction.

Other than merger related expenses, the majority of other noninterest expenses, including salaries and benefits, occupancy, advertising, data processing, legal, FDIC insurance and other operating expenses decreased during the three months ended June 30, 2015 compared to the same period a year ago. Salaries and benefits decreased $83,000 as a result of a change in our health benefit carrier and the loss of a couple of employees that were not replaced, including one commercial loan officer. Included within salaries and benefits for the three months ended June 30, 2015 is $79,000 in expense relating to equity awards granted to officers in prior periods. The equity awards provide for management to have a vested interest in the performance of the Company and share in the benefit of an increase in shareholder value. Similarly, other operating expenses for the same period include $29,000 in expense associated with equity awards granted to Directors.

Legal expenses continue to trend downward as we have worked through our problem assets and subsequently have not incurred any significant new problems within the loan portfolio. Our new lending platform has made our underwriting stronger and improved our monitoring. Other areas of noninterest expenses, such as occupancy, advertising, and other operating have also decreased as management has diligently looked for ways to cut costs and improve efficiency. We continue to monitor more closely the costs associated with daily operations and are reviewing existing vendor contracts and discussing cost reductions and/or alternative means.

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***Income Tax Expense.*** We recorded $186,000 in income tax expense for the three months ended June 30, 2015 after net income before income taxes of $305,000, compared to a tax benefit of $175,000 for the three months ended June 30, 2014 after a net loss before income taxes of $367,000. The effective income tax rate was 61.2% for the three months ended June 30, 2015 and a negative 47.8% for the three months ended June 30, 2014. The reason the effective tax rate is so high for the current quarter is that the $216,000 in merger related expenses are non-deductible for tax purposes, thus increasing taxable income as compared to book income. In the prior year period, the effective tax rate was negative due to the net loss before income taxes, as well as the impact from tax-exempt revenue.

**Liquidity and Capital Resources**

Liquidity is the ability to meet current and future financial obligations of a short-term nature. Our primary sources of funds available to meet short-term liquidity needs consist of deposit inflows, loan repayments, and maturities and sales of investment securities. While maturities and scheduled amortization of loans and securities are predictable sources of funds, deposit flows and mortgage prepayments are greatly influenced by general interest rates, economic conditions, and competition. We regularly adjust our investments in liquid assets available to meet short-term liquidity needs based upon our assessment of (i) expected loan demand, (ii) expected deposit flows, (iii) yields available on interest-earning deposits and securities, and (iv) the objectives of our asset/liability management policy. We do not have long-term debt or other financial obligations that would create long-term liquidity concerns.

Our most liquid assets are cash and cash equivalents and interest-bearing deposits. The level of these assets depends on our operating, financing, lending, and investing activities during any given period. At June 30, 2015, cash and cash equivalents totaled $14.6 million and securities classified as available-for-sale amounted to $86.4 million. The Bank also has the ability to borrow from the Federal Home Loan Bank (FHLB) to meet liquidity demands. At June 30, 2015, we had $6.0 million in borrowings outstanding from the FHLB and the capacity to borrow approximately $51.0 million more, subject to our pledging sufficient assets.

Hamilton Bank may also borrow up to $5.0 million from a correspondent bank under a secured federal funds line of credit, and $1.0 million under an unsecured line of credit. We would be required to pledge investment securities to draw upon the secured line of credit.

Certificates of deposit due within one year of June 30, 2015 totaled $78.1 million, or 52.7% of certificates of deposit. We believe the large percentage of certificates of deposit that mature within one year reflects customers hesitancy to invest their funds for longer periods due to the current low interest rate environment and local competitive pressures. If these maturing deposits do not remain with us, we will be required to seek other sources of funds, including other certificates of deposit and borrowings. Depending on market conditions, we may be required to pay higher rates on such deposits or other borrowings than we currently pay on certificates of deposit due on or before June 30, 2016. We believe, however, based on past experience that a significant portion of our certificates of deposit will remain with us. We have the ability to attract and retain deposits by adjusting the interest rates offered.

In the normal course of operations, we engage in a variety of financial transactions that, in accordance with generally accepted accounting principles, are not recorded in our financial statements. These transactions involve, to varying degrees, elements of credit, interest rate and liquidity risk. Such transactions are used primarily to manage customers requests for funding and take the form of loan commitments, unused lines of credit and letters of credit. At June 30, 2015, we had $28.7 million in commitments to extend credit outstanding.

At June 30, 2015, we exceeded all of the applicable regulatory capital requirements for the Bank, including a new requirement under Basel III to obtain a minimum common equity core (Tier 1) capital to risk-weighted assets ratio of 4.5%. To be classified as a well-capitalized bank, we must have a common equity core (Tier 1) capital to risk-weighted assets ratio of at least 6.5%. For the quarter ended June 30, 2015, our common equity to Tier 1 capital was $44.8 million, or 23.47%, of risk-weighted assets. Basel III was not in effect as of the prior year, and therefore, there is no ratio to report for the year ended June 30, 2014.

Our core (Tier 1) capital was $46.8 million and $44.2 million, or 15.77% and 15.82% of total assets, at June 30, 2015 and March 31, 2015. In order to be classified as well-capitalized under federal banking regulations, we were

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required to have core capital of at least $14.2 million, or 5.0% of total assets, as of June 30, 2015. To be classified as a well-capitalized bank, we must also have a ratio of total risk-based capital to risk-weighted assets of at least 10.0%, and a Tier 1 risk-based capital to risk-weighted assets of at least 8%. At June 30, 2015 and March 31, 2015, we had total risk-based capital ratios of 24.37% and 25.32%, respectively, and Tier 1 risk-based capital ratios of 23.47% and 24.37%, respectively. Our regulatory risk weighted capital ratios decreased during the first quarter of 2016 primarily as a result of our risk-weighted assets increasing $9.7 million due to an increase in commercial loans, while our core capital ratio year for the quarter remained relatively the same as a result of minimal change in our adjusted total assets.

**Item 3. Quantitative and Qualitative Disclosures About Market Risk**

For a discussion of our market risk, please refer to the consolidated financial statements and notes thereto included in the Company s Annual Report on Form 10-K for the year ended March 31, 2015 filed on June 26, 2015. The Company s market risk has not changed materially from that disclosed in the annual report.

**Item 4. Controls and Procedures**

As of the end of the period covered by this report, management of the Company carried out an evaluation, under the supervision and with the participation of the Company s principal executive officer and principal financial officer, of the effectiveness of the Company s disclosure controls and procedures as that term is defined in Rule 13a-15(e). Based on this evaluation, the Company s principal executive officer and principal financial officer concluded that the Company s disclosure controls and procedures are effective in ensuring that information required to be disclosed by the Company in reports that it files or submits under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission s rules and forms and is accumulated and communicated to the Company s management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure.

It should be noted that the design of the Company s disclosure controls and procedures is based in part upon certain reasonable assumptions about the likelihood of future events, and there can be no reasonable assurance that any design of disclosure controls and procedures will succeed in achieving its stated goals under all potential future conditions, regardless of how remote, but the Company s principal executive and financial officers have concluded that the Company s disclosure controls and procedures are, in fact, effective at a reasonable assurance level.

During the period covered by this report, there have been no changes in the Company s internal control over financial reporting identified in connection with the evaluation required by paragraph (d) of Securities and Exchange Commission Rule 13a-15 that has materially affected, or is reasonably likely to materially affect, the Company s internal control over financial reporting.

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## Part II Other Information

### Item 1. Legal Proceedings

The Bank and Company are subject to various legal actions arising in the normal course of business. In the opinion of management, the resolution of these legal actions is not expected to have a material adverse effect on the Bank s or the Company s financial condition or results of operations.

### Item 1A. Risk Factors

For information regarding the Company s risk factors, see Risk Factors in the Company s Annual Report on Form 10-K, filed with the Securities and Exchange Commission on June 26, 2015. As of June 30, 2015, the risk factors of the Company have not changed materially from those disclosed in the annual report.

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

None.

### Item 3. Defaults Upon Senior Securities

None.

### Item 4. Mine Safety Disclosures

None.

### Item 5. Other Information

None.

### Item 6. Exhibits

| | |
|---|---|
| 31.1 | Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 31.2 | Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 32 | Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002* |
| 101 | |

Interactive data files pursuant to Rule 405 of Regulation S-T: (i) the Consolidated Statements of Financial Condition as of June 30, 2015 (unaudited) and March 31, 2015; (ii) the Consolidated Statements of Operations for the three months ended June 30, 2015 and 2014 (unaudited); (iii) the Consolidated Statements of Comprehensive Income for the three months ended June 30, 2015 and 2014 (unaudited); (iv) the Consolidated Statements of Equity for the three months ended June 30, 2015 and 2014 (unaudited); (v) the Consolidated Statement of Cash Flows for the three months ended June 30, 2015 and 2014 (unaudited); and (vi) Notes to Consolidated Financial Statements (unaudited).

* This information is furnished and not filed for purposes of Section 18 of the Securities Exchange Act of 1934, and shall not be deemed incorporated into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934 unless specifically incorporated therein.

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## SIGNATURES

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

| | |
|---|---|
| | **HAMILTON BANCORP, INC.** |
| Date: August 14, 2015 | /s/ Robert A. DeAlmeida<br>Robert A. DeAlmeida<br>President and Chief Executive Officer |
| Date: August 14, 2015 | /s/ John P. Marzullo<br>John P. Marzullo<br>Senior Vice President, Chief Financial Officer and<br><br>Treasurer |