

Home Federal Bancorp, Inc.  
Form S-4/A  
November 05, 2007

As filed with the Securities and Exchange Commission on November 5, 2007

Registration No. 333-146292

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**SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Amendment No. 2 to  
**FORM S-4**  
**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**HOME FEDERAL BANCORP, INC.**

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(Exact name of registrant as specified in its charter)

Maryland

6035

26-0886727

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(State or other jurisdiction of  
incorporation or organization)

(Primary Standard Industrial  
Classification Code Number)

(I.R.S. Employer  
Identification Number)

**500 12<sup>th</sup> Avenue South  
Nampa, Idaho 83651  
(208) 466-4634**

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(Address, including zip code, and telephone number,  
including area code, of registrant's principal executive offices)

John F. Breyer, Jr., Esquire  
Breyer & Associates PC  
8180 Greensboro Drive, Suite 785  
McLean, Virginia 22102  
(703) 883-1100

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(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

Approximate date of commencement of proposed sale to the public:  
As soon as practicable after this registration statement becomes effective.

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement and the conditions to the consummation of the merger described herein have been satisfied or waived.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Calculation of Registration Fee

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Title of Each Class of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee (2)
Common Stock, \$0.01 par value	15,870,000	Not applicable	\$ 158,700,000	\$ 4,873.00(3)

- (1) Represents the maximum number of shares of common stock issuable upon the consummation of the conversion of Home Federal MHC and computed based on the number of shares that may be exchanged for the securities being registered. Pursuant to Rule 416, this Registration Statement also covers an indeterminate number of shares of common stock as may become issuable as a result of stock splits, stock dividends or similar transactions.
- (2) Pursuant to Rule 457(f) under the Securities Act of 1933, as amended, and solely for the purpose of calculating the registration fee, the proposed maximum aggregate offering price is based on the price per share (\$10.00) and the number of shares of Home Federal Bancorp, Inc. (new) to be issued in the exchange.
- (3) Registration fee of \$3,393.00 previously paid with the filing of the registration statement on September 25, 2007 .

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

**PROSPECTUS OF HOME FEDERAL BANCORP, INC. (NEW)  
PROXY STATEMENT OF HOME FEDERAL BANCORP, INC.**

Home Federal Bancorp, Inc., Home Federal Bank and Home Federal MHC are converting from the mutual holding company structure to a fully public ownership structure. Currently, Home Federal MHC owns 58.9% of the issued and outstanding shares of Home Federal Bancorp's common stock. The remaining 41.1% of Home Federal Bancorp's outstanding shares of common stock is owned by other stockholders, who are referred to as the public stockholders. As a result of the conversion, new Home Federal Bancorp, Inc., a Maryland corporation which was recently formed by Home Federal Bank, will become the parent holding company for Home Federal Bank.

Shares of Home Federal Bancorp's common stock owned by the public will be exchanged for between 10,200,000 and 13,800,000 shares of common stock of new Home Federal Bancorp (subject to increase to 15,870,000 shares as a result of market demand, regulatory considerations or changes in financial markets) so that Home Federal Bancorp's existing public stockholders will own approximately the same percentage of new Home Federal Bancorp common stock as they owned of Home Federal Bancorp's common stock immediately prior to the conversion. The actual number of shares that you will receive will depend on the exchange ratio, which will depend on the percentage of Home Federal Bancorp's common stock held by the public at the completion of the conversion, the final independent appraisal of new Home Federal Bancorp and the number of shares of new Home Federal Bancorp common stock sold in the offering described in the following paragraph. It will not depend on the market price of common stock. See "The Conversion and Stock Offering" and "Effect of the Conversion on Current Stockholders' Effect on Outstanding Shares of Home Federal Bancorp" for a discussion of the exchange ratio. Based on the \$\_\_\_\_\_ per share closing price of Home Federal Bancorp's common stock as of the date of this proxy statement/prospectus, unless at least 10,200,000 shares of new Home Federal Bancorp are sold in the Offering (slightly over the mid-point of the offering range), the initial aggregate value of the new Home Federal Bancorp common stock you receive in the share exchange would be less than the aggregate market value of the Home Federal Bancorp common stock that you currently own. See "Risk Factors" and "Holders of New Home Federal Bancorp common stock may not be able to sell their shares when desired if a liquid trading market does not develop, or for \$10.00 or more per share even if a liquid trading market develops."

Concurrently with the exchange offer, we are offering up to 13,800,000 shares of common stock of new Home Federal Bancorp, representing the 58.9% ownership interest of Home Federal MHC in Home Federal Bancorp, for sale to eligible depositors and the public at a price of \$10.00 per share. We may increase the maximum number of shares that we sell in the offering, without notice to persons who have subscribed for shares, by up to 15%, to 15,870,000 shares, as a result of market demand, regulatory considerations or changes in financial markets. The conversion of Home Federal MHC and the offering and exchange of common stock by new Home Federal Bancorp is referred to herein as the "conversion and offering." After the conversion and offering are completed, Home Federal Bank will be a wholly-owned subsidiary of new Home Federal Bancorp, and 100% of the common stock of new Home Federal Bancorp will be owned by public stockholders. As a result of the conversion and offering, Home Federal MHC and Home Federal Bancorp will cease to exist.

Home Federal Bancorp's common stock is currently listed on the Nasdaq Global Market under the symbol "HOME." We have applied to have the common stock of new Home Federal Bancorp listed for trading on the Nasdaq Global Select Market and we expect that the common stock will trade under the symbol "HOMED" for a period of 20 trading days after completion of the offering. Thereafter, new Home Federal Bancorp's trading symbol will revert to "HOME." We cannot assure you that our common stock will be approved for listing on the Nasdaq Global Select Market. The conversion and offering cannot be completed unless the stockholders of Home Federal Bancorp approve the plan of conversion and reorganization. Home Federal Bancorp is holding a special meeting of stockholders at the \_\_\_\_\_, \_\_\_\_\_, Boise, Idaho, on \_\_\_\_\_, \_\_\_\_\_, 2007 at \_\_\_\_\_ p.m., Mountain time, to consider and vote upon:

1. The amended plan of conversion and reorganization (the "plan of conversion and reorganization") of Home Federal MHC, Home Federal Bank and Home Federal Bancorp;
  2. The approval of the adjournment of the special meeting, if necessary, to solicit additional proxies in the event that there are not sufficient votes at the time of the special meeting to approve the plan of conversion;
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3. Informational proposals with respect to the articles of incorporation and bylaws of new Home Federal Bancorp which were approved as part of the process in which the board of directors of Home Federal Bancorp approved the plan of conversion and reorganization. These proposals are informational in nature only, because the Office of Thrift Supervision regulations governing mutual to stock conversions do not provide for votes on matters other than the plan of conversion and reorganization. While we are asking you to vote with respect to each of the informational proposals listed above, the proposed provisions for which an informational vote is requested will become effective if stockholders approve the plan of conversion and reorganization, regardless of whether stockholders vote to approve any or all of the informational proposals; and

4. Such other business that may properly come before the meeting (management is not aware of any such matters).

Home Federal Bancorp's board of directors unanimously recommends that its stockholders vote FOR the plan of conversion and reorganization, FOR the adjournment of the special meeting, and FOR the Informational Proposals.

This document serves as the proxy statement for the special meeting of stockholders of Home Federal Bancorp and the prospectus for the shares of new Home Federal Bancorp's common stock to be issued in exchange for shares of Home Federal Bancorp's common stock. We urge you to read this entire document carefully. You can also obtain information about our companies from documents that we have filed with the Securities and Exchange Commission and the Office of Thrift Supervision. This document does not serve as the prospectus relating to the offering by new Home Federal Bancorp of its shares of common stock in the subscription offering and any community offering or syndicated community offering, both of which will be made pursuant to a separate prospectus.

**This investment involves a degree of risk, including the possible loss of principal. Please read Risk Factors beginning on page 4.**

These securities are not deposits or savings accounts and are not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency.

None of the Securities and Exchange Commission, the Office of Thrift Supervision or any state securities regulator has approved or disapproved of these securities or determined if this proxy statement/prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

**For assistance, please contact the Stock Information Center at (208) \_\_\_\_\_.**

**KEEFE, BRUYETTE & WOODS**

**The date of this proxy statement/prospectus is \_\_\_\_\_, 2007, and it is first being mailed to stockholders of Home Federal Bancorp, Inc. on or about \_\_\_\_\_, 2007.**

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**REFERENCE TO ADDITIONAL INFORMATION**

This proxy statement/prospectus incorporates important business and financial information about Home Federal Bancorp, new Home Federal Bancorp, Home Federal MHC and Home Federal Bank from other documents that are not included in, or delivered with, this proxy statement/prospectus, including the plan of conversion and reorganization. This information is available to you without charge upon your written or oral request. You can obtain these documents relating to Home Federal Bancorp, new Home Federal Bancorp, Home Federal Bank or Home Federal MHC by requesting them in writing or by telephone from:

**Home Federal Bancorp  
500 12th Avenue South  
Nampa, Idaho 83651  
Attention: Investor Relations  
(208) 466-4634**

**If you would like to request documents, you must do so no later than \_\_\_\_\_, 2007 in order to receive them before Home Federal Bancorp's special meeting of stockholders. You will not be charged for any of these documents that you request.**

For additional information, please see the section entitled "Where You Can Find More Information" beginning on page \_\_\_\_ of this proxy statement/prospectus. A copy of the plan of conversion and reorganization is also available for inspection at each of Home Federal Bank's branches.

**For information on submitting your proxy, please refer to the instructions on the enclosed proxy card.**

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You should rely only on the information contained in this proxy statement/prospectus or to which we have referred you. We have not authorized anyone to provide you with information that is different. This proxy statement/prospectus does not constitute an offer to sell, or the solicitation of an offer to buy, any of the securities offered hereby to any person in any jurisdiction in which such offer or solicitation would be unlawful. The affairs of Home Federal Bancorp, Home Federal MHC, new Home Federal Bancorp and Home Federal Bank and their subsidiaries may change after the date of this proxy statement/prospectus. Delivery of this proxy statement/prospectus and the exchange of shares of new Home Federal Bancorp common stock made hereunder does not mean otherwise.

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**Home Federal Bancorp, Inc.**  
**500 12th Avenue South**  
**Nampa, Idaho 83651**  
**(208) 466-4634**

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS**  
**To Be Held on \_\_\_\_\_, 2007**

NOTICE IS HEREBY GIVEN that a special meeting of stockholders of Home Federal Bancorp, Inc. will be held at the \_\_\_\_\_, \_\_\_\_\_, Nampa, Idaho on \_\_\_\_\_, \_\_\_\_\_, 2007 at \_\_\_ p.m., Mountain Time, to consider and vote upon:

1. The approval of a plan of conversion and reorganization and the transactions contemplated thereby pursuant to which, among other things, new Home Federal Bancorp, Inc. will offer for sale shares of its common stock and shares of common stock of Home Federal Bancorp currently held by public stockholders will be exchanged for shares of common stock of new Home Federal Bancorp upon the conversion of Home Federal MHC, Home Federal Bank and Home Federal Bancorp from the mutual holding company structure to the stock holding company form;

2. The approval of the adjournment of the special meeting, if necessary, to solicit additional proxies in the event that there are not sufficient votes at the time of the special meeting to approve the plan of conversion;

3. The following informational proposals:

3a Approval of an increase in the authorized shares of capital stock;

3b Approval of a provision in new Home Federal Bancorp's articles of incorporation requiring a super-majority stockholder vote to approve mergers, consolidations and similar transactions;

3c Approval of a provision in new Home Federal Bancorp's articles of incorporation limiting the ability of stockholders to remove directors;

3d Approval of a provision in new Home Federal Bancorp's articles of incorporation to limit the voting rights of shares beneficially owned in excess of 10% of new Home Federal Bancorp's outstanding voting stock;

3e Approval of a provision in new Home Federal Bancorp's articles of incorporation requiring a super-majority stockholder vote to amend certain provisions of new Home Federal Bancorp's articles of incorporation; and

3f Approval of a provision in new Home Federal Bancorp's bylaws requiring a super-majority stockholder vote to amend certain provisions of new Home Federal Bancorp's bylaws.

4. Such other business that may properly come before the meeting.

NOTE: The Board of Directors is not aware of any other business to come before the meeting.

The provisions of new Home Federal Bancorp's articles of incorporation and bylaws which are summarized as informational proposals 3a through 3f were approved as part of the process in which the board of directors of Home Federal Bancorp approved the plan of conversion and reorganization. These proposals are informational in nature only, because the office of Thrift Supervision regulations governing mutual to stock conversions do not provide for votes on matters other than the plan of conversion and reorganization. While we are asking you to vote

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with respect to each of the informational proposals listed above, the proposed provisions for which an informational vote is requested will become effective if stockholders approve the plan of conversion and reorganization, regardless of whether stockholders vote to approve any or all of the informational proposals.

The board of directors has fixed \_\_\_\_\_, 2007, as the record date for the determination of stockholders entitled to notice of and to vote at the special meeting and at an adjournment or postponement thereof. Upon written request addressed to the Secretary of Home Federal Bancorp at the address given above, stockholders may obtain an additional copy of this proxy statement/prospectus and/or a copy of the plan of conversion and reorganization. In order to assure timely receipt of the additional copy of the proxy statement/prospectus and/or the plan of conversion and reorganization, the written request should be received by Home Federal Bancorp by \_\_\_\_\_, 2007. In addition, all such documents may be obtained by calling our Stock Information Center at (208)\_\_\_\_\_, Monday through Friday, between \_\_\_\_ a.m. and \_\_\_\_ p.m.

By Order of the Board of Directors,

Daniel L. Stevens  
Chairman, President and Chief  
Executive Officer

Nampa, Idaho  
\_\_\_\_\_, 2007

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QUESTIONS AND ANSWERS

FOR STOCKHOLDERS OF HOME FEDERAL BANCORP

**You should read this document and the plan of conversion and reorganization for more information about the conversion and stock offering. The plan of conversion and reorganization has been conditionally approved by our regulators.**

**Q. What are stockholders being asked to approve?**

**A.** Home Federal Bancorp stockholders as of \_\_\_\_\_, 2007 are being asked to vote on the plan of conversion and reorganization. Under the plan of conversion and reorganization, Home Federal MHC will convert from the mutual holding company form to a stock holding company, and as part of such conversion, a new company, new Home Federal Bancorp will offer for sale, in the form of shares of its common stock, Home Federal MHC's 58.9% ownership interest in Home Federal Bancorp. In addition to the shares of common stock to be issued to those who purchase shares in the stock offering, public stockholders of Home Federal Bancorp as of the completion of the conversion, will receive shares of new Home Federal Bancorp common stock in exchange for their existing shares. Informational proposals relating to new Home Federal Bancorp's articles of incorporation are also described in this proxy statement/prospectus, but, due to Office of Thrift Supervision regulations, are not subject to a vote of the Home Federal Bancorp's stockholders. Home Federal Bancorp's stockholders are not being asked to approve these informational proposals at the special meeting.

In addition, Home Federal Bancorp stockholders are asked to approve the adjournment of the special meeting, if necessary, to solicit additional proxies in the event that there are not sufficient votes at the time of the special meeting approve the plan of conversion and reorganization.

Stockholders also are asked to vote on the following informational proposals with respect to the articles of incorporation and bylaws of new Home Federal Bancorp:

Approval of an increase in the authorized shares of capital stock;

Approval of a provision in new Home Federal Bancorp's articles of incorporation requiring a super-majority stockholder vote to approve mergers, consolidations and similar transactions;

Approval of a provision in new Home Federal Bancorp's articles of incorporation limiting the ability of stockholders to remove directors;

Approval of a provision in new Home Federal Bancorp's articles of incorporation to limit the voting rights of shares beneficially owned in excess of 10% of new Home Federal Bancorp's outstanding voting stock;

Approval of a provision in new Home Federal Bancorp's articles of incorporation requiring a super-majority stockholder vote to amend certain provisions of new Home Federal Bancorp's articles of incorporation; and

Approval of a provision in new Home Federal Bancorp's bylaws requiring a super-majority stockholder vote to amend certain provisions of new Home Federal Bancorp's bylaws.

The provisions of new Home Federal Bancorp's articles of incorporation and bylaws which are summarized as informational proposals 3a through 3f were approved as part of the process in which the board of directors of Home Federal Bancorp approved the plan of conversion and reorganization. These proposals are informational in nature only, because the Office of Thrift Supervision regulations governing mutual to stock conversions do not provide for votes on matters other than the plan of conversion and reorganization. While we are asking you to vote with respect to each of the informational proposals listed above, the proposed provisions for which an informational vote is requested will become effective if stockholders approve the plan of conversion and reorganization, regardless of whether stockholders vote to approve any or all of the informational proposals. The provisions of new Home Federal Bancorp's articles of incorporation and bylaws which are summarized as informational proposals may have the effect of deterring or rendering more difficult attempts by third parties to obtain control of new Home Federal Bancorp if such attempts are not approved by the Board of Directors, or may make the removal of the board of directors management, or the appointment of new directors, more difficult.

**Q. What is the conversion?**

**A.** Home Federal Bank, Home Federal Bancorp and Home Federal MHC are converting from a mutual holding company structure to a fully-public ownership structure. Currently, Home Federal MHC owns 58.9% of Home Federal Bancorp's common stock. The remaining 41.1% of common stock is owned by public stockholders. As a result of the conversion, our newly formed company, called new Home Federal Bancorp, will become the parent of Home Federal Bank.

Shares of common stock of new Home Federal Bancorp, representing the current 58.9% ownership interest of Home Federal MHC in Home Federal Bancorp, are being offered for sale to eligible depositors and to the public. At the completion of the conversion and offering, current public stockholders of Home Federal Bancorp will exchange their shares of Home Federal Bancorp common stock for shares of common stock of new Home Federal Bancorp.

After the conversion and offering are completed, Home Federal Bank will become a wholly-owned subsidiary of new Home Federal Bancorp, and 100% of the common stock of new Home Federal Bancorp will be owned by public stockholders. As a result of the conversion and offering, Home Federal MHC and Home Federal Bancorp will cease to exist.

See "The Conversion and Stock Offering" beginning on page 130 of this proxy statement/prospectus, for more information about the conversion.

**Q. What will stockholders receive for their existing Home Federal Bancorp shares?**

**A.** As more fully described in the section entitled "The Conversion and Stock Offering," depending on the number of shares sold in the stock offering, each share of common stock of Home Federal Bancorp that you own immediately prior to the completion of the conversion and stock offering will be exchanged for between 7,103,110 new shares of new Home Federal Bancorp at the minimum and 9,610,090 new shares of new Home Federal Bancorp at the maximum of the offering range (cash will be paid in lieu of fractional shares). For example, if you own 100 shares of Home Federal Bancorp common stock and the exchange ratio is 1.3364, after the conversion you will receive 133 shares of new Home Federal Bancorp common stock and \$6.40 in cash, the value of the fractional share, based on the \$10.00 per share offering price. Stockholders who hold shares in street-name at a brokerage firm will receive these funds in their brokerage account. Stockholders who have stock certificates will receive checks. The actual number of shares you receive will depend upon the number of shares we sell in our offering, which in turn will depend upon the final appraised value of new Home Federal Bancorp. The exchange ratio will adjust based on the number of shares sold in the offering. It will not depend on the market price of Home Federal Bancorp's common stock.

**Q. What are the reasons for the conversion and offering?**

**A.** We believe that this is the right time for Home Federal MHC to convert to the stock form. We are pursuing the conversion for the following general reasons:

The additional funds resulting from the offering will support continued growth and expansion as well as provide increased lending capability.

We believe that our current mutual holding company structure has limited our opportunities to acquire other institutions because we cannot now issue stock in an acquisition in an amount that would cause Home Federal MHC to own less than a majority of the outstanding shares of Home Federal Bancorp. We expect that our conversion will facilitate our ability to acquire other institutions in the future by eliminating this requirement of majority ownership by our mutual holding company. Currently, we have no plans, agreements or understandings regarding any merger or acquisition transactions.

The conversion will increase the number of outstanding shares held by public stockholders and we expect our stock to have greater liquidity.

We believe that the conversion also will help us grow our loan portfolio, particularly in the commercial lending area. The increased capital from the offering proceeds will enable us to make larger loans than we have been able to in the past and make us a more effective competitor in our market areas. In order to capitalize on these opportunities we have hired and plan to hire several additional commercial lending officers who will focus on increasing our commercial loan portfolio. We believe that, as a stock-form institution, we may be in a better position to attract and retain quality loan officers. In addition, we plan to expand our banking franchise by opening additional branch offices. We are planning four to six new branches that we intend to open within the next 24 months. There is currently one new branch under construction in Nampa, Idaho and plans are being finalized for the construction of a new branch office in the Meridian, Idaho market in 2008. We hope to be able to use these new branches to enhance our commercial lending efforts in which we open new offices. In addition, we believe that there may be opportunities to make acquisitions of other financial institutions in the future, although we do not currently have any plans, agreements or understandings regarding any acquisition transactions. The proceeds from the offering as well as the stock form of ownership will facilitate our ability to consider acquisitions in the future.

**Q. Why should I vote?**

**A.** You are not required to vote, but your vote is very important. In order for us to implement the plan of conversion and reorganization, we must receive the affirmative vote of the holders of a majority of the outstanding shares of Home Federal Bancorp common stock, other than shares held by Home Federal MHC. **YOUR BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE FOR THE PLAN OF CONVERSION AND REORGANIZATION.**

**Q. What happens if I don't vote?**

**A.** **Your prompt vote is very important. Not voting will have the same effect as voting Against the plan of conversion and reorganization.** Without sufficient favorable votes for the conversion, we will not proceed with the conversion and offering.

**Q. How do I vote?**

**A.** You should sign your proxy card and return it in the enclosed proxy reply envelope. **Please vote promptly. Not voting has the same effect as voting Against.**

**Q. If my shares are held in street name, will my broker automatically vote on my behalf?**

**A.** No. Your broker will not be able to vote your shares without instructions from you. You should instruct your broker to vote your shares, using the directions that your broker provides to you.

**Q. What if I do not give voting instructions to my broker?**

**A.** Your vote is important. If you do not instruct your broker to vote your shares by proxy they will not be voted, and each unvoted share will have the same effect as a vote against the plan of conversion and reorganization.

**Q. How will my existing Home Federal Bancorp shares be exchanged?**

**A.** The conversion of your shares of Home Federal Bancorp common stock into the right to receive shares of new Home Federal Bancorp common stock will occur automatically on the effective date of the conversion, although you will need to exchange your stock certificate(s) if you hold shares in certificate form. As soon as practicable after the effective date of the conversion and reorganization, our exchange agent will send a transmittal form to you. The transmittal forms are expected to be mailed promptly after the effective date and will contain instructions on how to submit the stock certificate(s) representing existing shares of Home Federal Bancorp common stock. No fractional shares of new Home Federal Bancorp common stock will be issued to you when the conversion is completed. For

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each fractional share that would otherwise be issued to a stockholder who holds a certificate, you will be paid by check an amount equal to the product obtained by multiplying the fractional share interest to which you would otherwise be entitled by \$10.00. If your shares are held in street name, you will automatically receive cash in lieu of fractional shares.

**Q. Should I submit my stock certificates now?**

**A.** No. If you hold your certificate(s), instructions for exchanging the shares will be sent to you after completion of the conversion and stock offering. If your shares are held in street name, rather than in certificate form, the share exchange will occur automatically upon completion of the conversion and stock offering.

**Further Questions?**

For answers to other questions, please read this proxy statement/prospectus. Questions about the stock offering or voting may be directed to the Stock Information Center by calling (208) \_\_\_\_\_, Monday - Friday, from \_\_\_ a.m. to \_\_\_ p.m., Mountain time.

**SUMMARY**

*The following summary highlights the material information from this proxy statement/prospectus and may not contain all the information that is important to you. You should read this entire document carefully, including the sections entitled Risk Factors and The Conversion and Stock Offering and the consolidated financial statements and the notes to the consolidated financial statements.*

**What This Document Is About**

The boards of directors of Home Federal Bancorp, Home Federal MHC, Home Federal Bank and new Home Federal Bancorp have adopted a plan of conversion and reorganization pursuant to which Home Federal Bank will reorganize from a mutual holding company structure to a stock form holding company structure. As part of the conversion, Home Federal Bank formed new Home Federal Bancorp. Public stockholders of Home Federal Bancorp will receive shares in new Home Federal Bancorp in exchange for their shares of Home Federal Bancorp common stock based on an exchange ratio. This conversion to a stock holding company structure also includes the offering by new Home Federal Bancorp of shares of its common stock to eligible depositors and borrowers of Home Federal Bank in a subscription offering and, if necessary, to the public in a community offering and syndicated community offering. Following the conversion and offering, Home Federal MHC and Home Federal Bancorp will no longer exist and new Home Federal Bancorp will be the parent company of Home Federal Bank.

The conversion and offering cannot be completed unless the stockholders of Home Federal Bancorp approve the plan of conversion and reorganization. Home Federal Bancorp's stockholders will vote on the plan of conversion and reorganization at Home Federal Bancorp's special meeting. This document is the proxy statement used by Home Federal Bancorp's board of directors to solicit proxies for the special meeting. It is also the prospectus of new Home Federal Bancorp regarding the shares of new Home Federal Bancorp common stock to be issued to Home Federal Bancorp's stockholders in the share exchange. This document does not serve as the prospectus relating to the offering by new Home Federal Bancorp of its shares of common stock in the subscription offering and any community offering or syndicated community offering, both of which will be made pursuant to a separate prospectus.

In addition, informational proposals relating to new Home Federal Bancorp's articles of incorporation are also described in this proxy statement/prospectus, but, due to Office of Thrift Supervision regulations, are not subject to a vote of Home Federal Bancorp stockholders. Home Federal Bancorp stockholders are not being asked to approve these informational proposals at the special meeting.

**The Home Federal Bancorp Special Meeting**

**Date, Time and Place.** Home Federal Bancorp will hold its special meeting of stockholders to consider and vote on the plan of conversion and reorganization at the \_\_\_\_\_, \_\_\_\_\_, Nampa, Idaho on \_\_\_\_\_, 2007 at \_\_\_\_\_ p.m., Mountain Time.

**Record Date.** The record date for stockholders entitled to vote at the special meeting of stockholders is \_\_\_\_\_, 2007. As of that date, \_\_\_\_\_ shares of Home Federal Bancorp common stock were outstanding and entitled to vote at the special meeting.

**The Proposals.** Stockholders will be voting on the following proposals at the special meeting:

1. Approval of the plan of conversion and reorganization;
2. Approval of the adjournment of the special meeting, if necessary, to solicit additional proxies in the event that there are not sufficient votes at the time of the special meeting to approve the plan of conversion;

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3. The approval of the following informational proposals:
  - 3a Approval of an increase in the authorized shares of capital stock;
  - 3b Approval of a provision in new Home Federal Bancorp's articles of incorporation requiring a super-majority stockholder vote to approve mergers, consolidations and similar transactions;
  - 3c Approval of a provision in new Home Federal Bancorp's articles of incorporation limiting the ability of stockholders to remove directors;
  - 3d Approval of a provision in new Home Federal Bancorp's articles of incorporation to limit the voting rights of shares beneficially owned in excess of 10% of new Home Federal Bancorp's outstanding voting stock;
  - 3e Approval of a provision in new Home Federal Bancorp's articles of incorporation requiring a super-majority stockholder vote to amend certain provisions of new Home Federal Bancorp's articles of incorporation; and
  - 3f Approval of a provision in new Home Federal Bancorp's bylaws requiring a super-majority stockholder vote to amend certain provisions of new Home Federal Bancorp's bylaws.
4. Any other matters that may properly come before the special meeting or any adjournment or postponement thereof (management is not aware of any such matters).

The provisions of new Home Federal Bancorp's articles of incorporation and bylaws which are summarized as informational proposals 3a through 3f were approved as part of the process in which the board of directors of Home Federal Bancorp approved the plan of conversion and reorganization. These proposals are informational in nature only, because the Office of Thrift Supervision's regulations governing mutual-to-stock conversions do not provide for votes on matters other than the plan of conversion and reorganization. While we are asking you to vote with respect to each of the informational proposals listed above, the proposed provisions for which an informational vote is requested will become effective if stockholders approve the plan of conversion and reorganization, regardless of whether stockholders vote to approve any or all of the informational proposals. The provisions of new Home Federal Bancorp's articles of incorporation and bylaws which are summarized as informational proposals may have the effect of deterring or rendering more difficult attempts by third parties to obtain control of new Home Federal Bancorp if such attempts are not approved by the Board of Directors, or may make the removal of the board of directors management, or the appointment of new directors, more difficult.

### Vote Required

**Proposal 1: Approval of the plan of conversion and reorganization.** We must obtain the affirmative vote of (i) the holders of a majority of the outstanding shares of common stock of Home Federal Bancorp, other than Home Federal MHC, and (ii) the holders of two-thirds of the votes eligible to be cast by stockholders of Home Federal Bancorp, including Home Federal MHC.

**Proposal 2: Approval of the adjournment of the special meeting.** We must obtain the affirmative vote of the majority of the votes cast by holders of outstanding shares of Home Federal Bancorp common stock to adjourn the special meeting, if necessary, to solicit additional proxies in the event that there are not sufficient votes at the time of the special meeting to approve the proposal to approve the plan of conversion and reorganization.

**Informational Proposals 3a through 3f.** The provisions of new Home Federal Bancorp's articles of incorporation and bylaws which are summarized as informational proposals 3a through 3f were approved as part of

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the process in which the board of directors of Home Federal Bancorp approved the plan of conversion and reorganization. These proposals are informational in nature only, because the Office of Thrift Supervision regulations governing mutual to stock conversions do not provide for votes on matters other than the plan of conversion and reorganization. While we are asking you to vote with respect to each of the informational proposals listed above, the proposed provisions for which an informational vote is requested will become effective if stockholders approve the plan of conversion and reorganization, regardless of whether stockholders vote to approve any or all of the informational proposals. The provisions of new Home Federal Bancorp's articles of incorporation and bylaws which are summarized as informational proposals may have the effect of deterring or rendering more difficult attempts by third parties to obtain control of new Home Federal Bancorp if such attempts are not approved by the Board of Directors, or may make the removal of the board of directors management, or the appointment of new directors, more difficult.

**Other Matters.** We must obtain the affirmative vote of the majority of the votes cast by holders of outstanding shares of common stock of Home Federal Bancorp.

As of the voting record date, the directors and executive officers of Home Federal Bancorp owned \_\_\_\_\_ shares, or approximately \_\_\_% of the outstanding shares of Home Federal Bancorp common stock eligible to vote at the special meeting and Home Federal MHC owned 8,979,246 shares, or approximately 58.9% of the outstanding shares of Home Federal Bancorp common stock. Home Federal MHC will vote all of its shares FOR the plan of conversion and reorganization, FOR approval of the adjournment of the special meeting, and FOR each of the Informational Proposals 3a through 3f.

**Your board of directors unanimously recommends that you vote FOR the plan of conversion and reorganization, FOR the adjournment of the special meeting, and FOR the Informational Proposals 3a through 3f.**

### The Companies

**New Home Federal Bancorp, Inc.** New Home Federal Bancorp is a newly formed Maryland corporation. New Home Federal Bancorp is offering for sale to certain depositors and borrowers of Home Federal Bank and others, shares of its common stock representing the 58.9% ownership interest in Home Federal Bancorp, the mid-tier stock holding company, that is currently owned by Home Federal MHC. The remaining 41.1% ownership interest in Home Federal Bancorp is currently owned by other stockholders (who are sometimes referred to as the public stockholders ) and will be exchanged for shares of new Home Federal Bancorp's common stock based on an exchange ratio of 1.1360 to 1.5369. The exchange ratio may be increased to as much as 1.7674 in the event the maximum of the offering range is increased by 15%. The actual exchange ratio will be determined at the closing of the offering and will depend on the number of shares of new Home Federal Bancorp's common stock sold in the stock offering. The executive offices of new Home Federal Bancorp are located at 500 12th Avenue South, Nampa, Idaho 83651, and its telephone number is (208) 466-4634.

**Home Federal Bank.** Home Federal Bank was founded in 1920 as a building and loan association and reorganized as a federal mutual savings and loan association in 1936. We are a community-based financial institution primarily serving the Boise, Idaho and surrounding metropolitan area known as the Treasure Valley region of southwestern Idaho, including Ada, Canyon, Elmore and Gem counties. We conduct our operations through our 15 full-service banking offices, and two loan centers. Included in our 15 full-service banking offices are six Wal-Mart in-store branch locations. We are in the business of attracting deposits from the public and utilizing those deposits, along with other borrowings, to originate loans. We offer a wide range of loan products to meet the demands of our customers. Historically, lending activities have been primarily directed toward the origination of residential and commercial real estate loans. Real estate lending activities have been primarily focused on first mortgages on owner occupied, one- to four-family residential properties. To an increasing extent in recent years, lending activities have also included the origination of residential and commercial construction and land development loans and home equity loans. While continuing our commitment to residential lending, management expects commercial lending, including commercial real estate, builder finance and commercial business lending, to

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become increasingly important activities for us. Consistent with this strategy, we appointed Mr. Len E. Williams as President of Home Federal Bank in September 2006 and to Home Federal Bancorp's board of directors in April 2007. Mr. Williams has extensive experience in business related lending. Before starting his tenure with us, Mr. Williams served as Senior Vice President and Head of Business Banking of Fifth Third Bank and held several management positions with Key Bank, including President of Business Banking from 2003 to 2005. We expect him to succeed Mr. Daniel L. Stevens, Home Federal Bancorp's Chairman, President and Chief Executive Officer, as President and Chief Executive Officer of new Home Federal Bancorp and Home Federal Bank in October 2008.

At June 30, 2007, we had total assets of \$728.3 million, deposit accounts of \$418.7 million and equity of \$110.0 million. Home Federal Bank maintains a website at [www.myhomefed.com](http://www.myhomefed.com).

**Home Federal MHC.** Home Federal MHC currently is the mutual holding company parent of Home Federal Bancorp. The principal business purpose of Home Federal MHC is owning more than a majority of the outstanding shares of common stock of Home Federal Bancorp. Home Federal MHC currently owns 58.9% of the outstanding shares of Home Federal Bancorp. Home Federal MHC will no longer exist upon completion of the conversion and offering.

**Home Federal Bancorp, Inc.** Home Federal Bancorp, Inc. is a federal corporation and a mid-tier holding company that owns 100% of Home Federal Bank. It was formed in 2004 in connection with the reorganization of Home Federal Bank into the mutual holding company form of organization. Effective with the reorganization, it became a stock holding company and the wholly-owned subsidiary of Home Federal MHC, a federally chartered mutual holding company.

Home Federal Bancorp conducts its business as a savings and loan holding company and has no significant liabilities. Its primary business consists of directing, planning and coordinating the business activities of Home Federal Bank.

**Stockholders of Home Federal Bancorp who receive new Home Federal Bancorp common stock in exchange for their stock in the conversion will receive lesser rights as stockholders than they currently have.**

As a result of the conversion, existing stockholders of Home Federal Bancorp will become stockholders of new Home Federal Bancorp. The rights of stockholders of new Home Federal Bancorp will be less than the rights Home Federal Bancorp stockholders currently have. The decrease in stockholder rights results from differences between the articles of incorporation and bylaws of new Home Federal Bancorp and the charter and bylaws of Home Federal Bancorp and from distinctions between Maryland and federal law. The differences in stockholder rights under the articles of incorporation and bylaws of new Home Federal Bancorp are not mandated by Maryland law but have been chosen by management as being in the best interests of the corporation and all of its stockholders. However, the provisions in new Home Federal Bancorp's articles of incorporation and bylaws may make it more difficult to pursue a takeover attempt that management opposes. These provisions will also make the removal of the Board of Directors or management, or the appointment of new directors, more difficult. A comparison of the differences in stockholder rights include the following:



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	Home Federal Bancorp	New Home Federal Bancorp
Increased vote for removal of directors for cause	Directors may be removed for cause by the affirmative vote of a majority of the outstanding shares.	Directors may be removed for cause by an affirmative vote of 80% or more of the outstanding shares.
Additional lead time for stockholder proposals and director nominations	Any stockholder proposal for an annual meeting must be submitted five days before the meeting for new business and 60 days before the meeting for nominations for directors.	Any stockholder proposal for an annual meeting must be submitted not less than 90 days nor more than 120 days before the anniversary of the preceding year's meeting. Nominations for directors must be submitted not less than 90 days nor more than 120 days before the meeting.
Increased vote to amend articles of incorporation	Need to be approved by board of directors and preliminarily approved by the Office of Thrift Supervision and a majority of the total votes of stockholders eligible to be cast.	Generally may be amended by a majority vote of stockholders except certain provisions require approval by the holders of 80% or more of the outstanding shares.
Increased vote to amend bylaws	Need a majority vote of board of directors or a majority of votes cast by stockholders as well as approval from the Office of Thrift Supervision.	Majority vote of the board of directors or the affirmative vote of 80% or more of the outstanding shares.
Requirement for approval of business combinations with interested stockholders	No requirement.	Certain business combinations involving interested shareholders require the affirmative vote of 80% or more of the outstanding shares.
Greater vote required to call a special meeting of stockholders	May be called by Chairman, President, a majority of the board of directors or holders of not less than 10% of the outstanding shares.	May be called by President, a majority of the board of directors or holders of not less than a majority of the outstanding shares.
Restrictions on payment of greenmail	No requirement.	Prohibits new Home Federal Bancorp from acquiring shares from any owner of 5% or more of the outstanding shares unless certain conditions are satisfied.
Additional limitation on voting shares held in excess of 10% of the outstanding shares after five years from the conversion	No restriction after five years.	May not vote shares held in excess of 10% of the outstanding shares.

See Comparison of Rights of New Home Federal Bancorp and Home Federal Bancorp's Stockholders for a further discussion of these differences.

## RISK FACTORS

*You should consider these risk factors, in addition to the other information in this prospectus, in deciding how to vote on the conversion and before deciding whether to make an investment in new Home Federal Bancorp's stock.*

### Risks Related to Our Business

#### **Our increased emphasis on commercial lending may expose us to increased lending risks.**

Our business strategy is focused on the expansion of commercial real estate, construction and land development and commercial business lending. These types of lending activities, while potentially more profitable than single-family residential lending, are generally more sensitive to regional and local economic conditions, making loss levels more difficult to predict. Collateral evaluation and financial statement analysis in these types of loans requires a more detailed analysis at the time of loan underwriting and on an ongoing basis. While economic trends in the Treasure Valley Region of Southwest Idaho have been relatively positive, a decline in real estate values, would reduce the value of the real estate collateral securing our loans and increase the risk that we would incur losses if borrowers defaulted on their loans. In addition, these loans generally expose a lender to greater risk of non-payment and loss than one- to four-family residential mortgage loans because repayment of the loans often depends on the successful operation of the property and the income stream of the borrowers. Further, such loans typically involve larger loan balances to single borrowers or groups of related borrowers compared to one- to four-family residential mortgage loans. Also, many of our commercial borrowers have more than one loan outstanding with us. Consequently, an adverse development with respect to one loan or one credit relationship can expose us to a significantly greater risk of loss compared to an adverse development with respect to a one- to four-family residential mortgage loan. Accordingly, when there are defaults and losses on these types of loans, they are often larger on a per loan basis than those for permanent single-family or consumer loans. A secondary market for most types of commercial real estate and construction loans is not readily liquid, so we have less opportunity to mitigate credit risk by selling part or all of our interest in these loans.

#### **Our business strategy includes significant growth plans, and our financial condition and results of operations could be negatively affected if we fail to grow or fail to manage our growth effectively.**

We intend to continue pursuing a significant growth strategy for our business. Our growth initiatives are based upon recruiting experienced personnel to lead such initiatives, and, accordingly, the failure to identify and retain such personnel would place significant limitations on our ability to execute our growth strategy. In addition, achieving our growth targets requires us to attract customers that currently have banking relationships with other financial institutions in our market, thereby increasing our share of the market. To the extent we expand our lending beyond our current market area, we could incur additional risk related to those new market areas. We cannot assure that we will be able to expand our market presence in our existing markets or successfully enter new markets or that any such expansion will not adversely affect our profitability. If we do not manage our growth effectively, we may not be able to achieve our business plan, and our business, profitability and prospects could be harmed. Also, if our growth occurs more slowly than anticipated or declines, our profitability could be materially adversely affected.

Our ability to successfully grow will depend on a variety of factors, including our ability to attract and retain experienced bankers, the continued availability of desirable business opportunities, the competitive responses from other financial institutions in our market area and our ability to manage our growth. While we believe we have the executive management resources and internal systems in place to successfully manage our future growth, there can be no assurance growth opportunities will be available or that we will successfully manage our growth.

**We are highly dependent on key individuals and a number of the members of the original senior management team that were in place at the time of our mutual holding company reorganization have either left Home Federal Bank or will be retiring in the next year and as a result there will be a new management team leading us going forward.**

Consistent with our policy of focusing on select growth initiatives we are highly dependent on the continued services of a limited number of our executive officers and key management personnel. The loss of services of any of these individuals could have a material adverse impact on our operations because other officers may not have the experience and expertise to readily replace these individuals.

The senior management team of Home Federal Bancorp in place at the time of the mutual holding company reorganization had worked together for a number of years and, until recently, virtually all of them had worked for us for five years or more. Daniel L. Stevens who has been our President and Chief Executive Officer since 1995 has announced that he will retire on September 30, 2008 and has begun the transition to his retirement, including working with his replacement, Len E. Williams. Roger D. Eisenbarth who has been our Senior Vice President and Chief Lending Officer since 1993 retired on October 15, 2007. Karen Wardwell who had been a Senior Vice President in Operations and Technology left in June 2007 and T. Blake Burgess our Corporate Secretary and Director of Accounting left in August 2007. In addition, we are currently interviewing potential candidates for the chief financial officer position. Once this individual is hired, Robert A. Schoelkopf, our current Chief Financial Officer, will continue to serve as Treasurer and Secretary of Home Federal Bancorp and Home Federal Bank.

While we believe we have in place qualified individuals to replace these individuals and have provided for an orderly transition, the new individuals will need to develop a cohesive and unified management team. Changes in key personnel and their responsibilities may be disruptive to our business and could have a material adverse effect on our business, financial condition and profitability. Moreover, our anticipated growth is expected to place increased demands on our human resources and will require the recruitment of additional middle management personnel. The competition to hire experienced banking professionals is also intense. If we are unable to attract qualified banking professionals, our expansion plans could be delayed or curtailed and our business, financial condition, and profitability may be adversely affected.

**Fluctuations in interest rates could reduce our profitability and affect the value of our assets.**

Like other financial institutions, we are subject to interest rate risk. Our primary source of income is net interest income, which is the difference between interest earned on loans and investments and the interest paid on deposits and borrowings. We expect that we will periodically experience imbalances in the interest rate sensitivities of our assets and liabilities and the relationships of various interest rates to each other. Over any defined period of time, our interest-earning assets may be more sensitive to changes in market interest rates than our interest-bearing liabilities, or vice versa. In addition, the individual market interest rates underlying our loan and deposit products (*e.g.*, prime) may not change to the same degree over a given time period. In any event, if market interest rates should move contrary to our position, our earnings may be negatively affected. In addition, loan volume and quality and deposit volume and mix can be affected by market interest rates. Changes in levels of market interest rates could materially affect our net interest spread, asset quality, origination volume, and overall profitability.

Interest rates have recently been at historically low levels. However, since June 30, 2004, the U.S. Federal Reserve Board has increased its target for the federal funds rate 17 times, from 1.00% to 5.25%. While these short-term market interest rates (which we use as a guide to price our deposits) have increased, longer-term market interest rates (which we use as a guide to price our longer-term loans such as one- to four-family residential mortgages) have not. This flattening of the market yield curve has had a negative impact on our interest rate spread and net interest margin to date. If short-term interest rates continue to rise, and if rates on our deposits and borrowings continue to reprice upwards faster than the rates on our long-term loans and investments, we would experience further compression of our interest rate spread and net interest margin, which would have a negative effect on our profitability.

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We principally manage interest rate risk by managing our volume and mix of our earning assets and funding liabilities. In a changing interest rate environment, we may not be able to manage this risk effectively. If we are unable to manage interest rate risk effectively, our business, financial condition and results of operations could be materially harmed.

Changes in the level of interest rates also may negatively affect our ability to originate real estate loans, the value of our assets and our ability to realize gains from the sale of our assets, all of which ultimately affect our earnings. At June 30, 2007, we had \$215.2 million in loans due after one year with fixed rates of interest, representing 43.4% of our total loan portfolio and 29.5% of our total assets. Our most recent rate shock analysis indicates that our net portfolio value would be more adversely affected by an increase in interest rates than by a decrease. See

Management's Discussion and Analysis of Financial Condition and Results of Operations Asset and Liability Management and Market Risk.

### **Our business is subject to various lending risks which could adversely impact our results of operations and financial condition.**

Our business strategy centers on the continued transition to commercial banking activities in order to expand our net interest margin. Consistent with this strategy, we are working to further reduce the percentage of our assets that are lower-yielding residential loans and mortgage-backed securities and to increase the percentage of our assets consisting of construction and land development, commercial and multi-family real estate and commercial business loans that have higher risk-adjusted returns. Our increasing focus on these types of lending will continue to increase our risk profile relative to traditional thrift institutions as we continue to implement our business strategy for the following reasons:

*Our commercial and multi-family real estate loans involve higher principal amounts than other loans and repayment of these loans may be dependent on factors outside our control or the control of our borrowers.* We originate commercial and multi-family real estate loans for individuals and businesses for various purposes which are secured by commercial properties. As of June 30, 2007, \$134.7 million, or 27.2% and \$6.9 million, or 1.4% (excluding commercial real estate construction loans of \$15.2 million), of our total loan portfolio was secured by commercial and multi-family real estate property, respectively.

The credit risk related to commercial and multi-family real estate loans is considered to be greater than the risk related to one- to four-family residential or consumer loans because the repayment of commercial and multifamily real estate loans typically is dependent on the income stream of the real estate securing the loan as collateral and the successful operation of the borrower's business, which can be significantly affected by conditions in the real estate markets or in the economy. For example, if the cash flow from the borrower's project is reduced as a result of leases not being obtained or renewed, the borrower's ability to repay the loan may be impaired. In addition, many of our commercial and multi-family real estate loans are not fully amortizing and contain large balloon payments upon maturity. These balloon payments may require the borrower to either sell or refinance the underlying property in order to make the balloon payment.

If we foreclose on a commercial and multi-family real estate loan, our holding period for the collateral typically is longer than for one- to four-family residential mortgage loans because there are fewer potential purchasers of the collateral. Additionally, commercial and multi-family real estate loans generally have relatively large balances to single borrowers or related groups of borrowers. Accordingly, if we make any errors in judgment in the collectibility of our commercial and multi-family real estate loans, any resulting charge-offs may be larger on a per loan basis than those incurred with our residential or consumer loan portfolios. See Business of Home Federal Bancorp and Home Federal Bank Lending Activities Commercial and Multi-Family Real Estate Lending.

*Our construction and land development loans are based upon estimates of costs and value associated with the complete project.* We make land purchase, lot development and real estate construction loans to individuals and builders, primarily for the construction of residential properties and, to a lesser extent, commercial and multi-family real estate projects. We will originate these loans whether or not the collateral property underlying the loan is under

contract for sale. Residential real estate construction loans include single-family tract construction loans for the construction of entry level residential homes. Over the last two years, we have significantly increased the amount of construction and land development loans in our loan portfolio, both in dollar amounts and as a percentage of our total loans. At June 30, 2007, \$46.2 million or 9.32% of our total loan portfolio consisted of construction and land development loans.

Our construction and land development loans are based upon estimates of costs and values associated with the completed project, which may be inaccurate. Construction and land development lending involves additional risks when compared with permanent residential lending because funds are advanced upon the security of the project, which is of uncertain value prior to its completion. Because of the uncertainties inherent in estimating construction costs, as well as the market value of the completed project and the effects of governmental regulation of real property, it is relatively difficult to evaluate accurately the total funds required to complete a project and the related loan-to-value ratio. This type of lending also typically involves higher loan principal amounts and is often concentrated with a small number of builders. These loans often involve the disbursement of substantial funds with repayment primarily dependent on the success of the ultimate project and the ability of the borrower to sell or lease the property or obtain permanent take-out financing, rather than the ability of the borrower or guarantor to repay principal and interest. If our appraisal of the value of a completed project proves to be overstated, we may have inadequate security for the repayment of the loan upon completion of construction of the project and may incur a loss. Our ability to continue to originate a significant amount of construction loans is dependent on the continued strength of the housing market in the Treasure Valley Region of Southwest, Idaho. Further, if we lost our relationship with one or more of our larger borrowers building in these counties or there is a decline in the demand for new housing in these counties, it is expected that the demand for construction loans would decline, our liquidity would substantially increase and our net income would be adversely affected.

*Repayment of our commercial business loans is often dependent on the cash flows of the borrower, which may be unpredictable, and the collateral securing these loans may fluctuate in value.* At June 30, 2007, commercial business loans totaled \$4.1 million of our total loan portfolio, however, we intend to significantly expand these types of loans as a percentage of our total loan portfolio. Our commercial business loans are primarily made based on the identified cash flow of the borrower and secondarily on the underlying collateral provided by the borrower. Most often, this collateral consists of accounts receivable, inventory or equipment. Credit support provided by the borrower for most of these loans and the probability of repayment is based on the liquidation of the pledged collateral and enforcement of a personal guarantee, if any exists. As a result, in the case of loans secured by accounts receivable, the availability of funds for the repayment of these loans may be substantially dependent on the ability of the borrower to collect amounts due from its customers. The collateral securing other loans may depreciate over time, may be difficult to appraise and may fluctuate in value based on the success of the business.

**If our allowance for loan losses is not sufficient to cover actual loan losses, our earnings could be reduced.**

We make various assumptions and judgments about the collectibility of our loan portfolio, including the creditworthiness of our borrowers and the value of the real estate and other assets serving as collateral for the repayment of many of our loans. In determining the amount of the allowance for loan losses, we review our loans and our loss and delinquency experience, and evaluate economic conditions. Management recognizes that significant new growth in loan portfolios, new loan products and the refinancing of existing loans can result in portfolios comprised of unseasoned loans that may not perform in a historical or projected manner. If our assumptions are incorrect, our allowance for loan losses may not be sufficient to cover actual losses, resulting in additions to our allowance. Material additions to our allowance could materially decrease our net income. In addition, bank regulators periodically review our allowance for loan losses and may require us to increase our provision for loan losses or recognize additional loan charge-offs. Any increase in our allowance for loan losses or loan charge-offs as required by these regulatory authorities could have a material adverse effect on our financial condition and profitability.

**If the value of real estate in the Boise metropolitan area were to decline materially, a significant portion of our loan portfolio could become under-collateralized, which could have a material adverse effect on us.**

With substantially all of our loans secured by real property and concentrated in the State of Idaho, and specifically 43.9%, 30.0%, 4.4% and 3.2%, respectively, of our total loan portfolio concentrated in Ada, Canyon, Elmore and Gem counties, Idaho, respectively, a decline in local economic conditions could adversely affect the values of our real estate collateral. As a result, we have a greater risk of loan defaults and losses in the event of an economic downturn in our market area as adverse economic changes may have a negative effect on the ability of our borrowers to make timely repayment of their loans. Consequently, a decline in local economic conditions may have a greater effect on our earnings and capital than on the earnings and capital of larger financial institutions whose real estate loan portfolios are geographically diverse. If we are required to liquidate a significant amount of collateral during a period of reduced real estate values to satisfy the debt, our financial condition and profitability could be adversely affected.

**Because our loans are concentrated to borrowers in our market area, a downturn in the local economy or a decline in local real estate values could cause increases in nonperforming loans, which could hurt our profits.**

Because the majority of our borrowers and depositors are individuals and businesses located and doing business in the Boise and surrounding metropolitan area, our success depends to a significant extent upon economic conditions in the Boise and surrounding metropolitan area. Adverse economic conditions in our market area could reduce our growth rate, affect the ability of our customers to repay their loans and generally affect our financial condition and results of operations. Conditions such as inflation, recession, unemployment, high interest rates, short money supply, scarce natural resources, international disorders, terrorism and other factors beyond our control may adversely affect our profitability. We do not have the ability of a larger institution to spread the risks of unfavorable local economic conditions across a large number of diversified economies. Any sustained period of increased payment delinquencies, foreclosures or losses caused by adverse market or economic conditions in the State of Idaho could adversely affect the value of our assets, revenues, profitability and financial condition. Moreover, we cannot give any assurance we will benefit from any market growth or favorable economic conditions in our primary market areas if they do occur.

**The building of market share through our branching strategy could cause our expenses to increase faster than revenues.**

We intend to continue to build market share through our branching strategy. We are planning four to six new branches that we intend to open within the next 24 months. There are costs involved in opening branches and new branches generally require a period of time to generate sufficient revenues to offset their costs, especially in areas in which we do not have an established presence. Accordingly, any new branch may negatively impact our earnings for some period of time until the branch reaches certain economies of scale. Our expenses could be further increased if we encounter delays in the opening of any of our new branches. Finally, there is a risk that our new branches will not be successful even after they have been established.

**If external funds are not available, this could adversely impact our growth and future prospects.**

We rely on deposits, brokered deposits, Federal Home Loan Bank advances and other borrowings to fund our operations. Although we have historically been able to replace maturing deposits if desired, no assurance can be given that we will be able to replace such funds in the future if our financial condition or market conditions were to change. Although we consider the sources of existing funds adequate for our current liquidity needs, we may seek additional brokered deposits or debt in the future to achieve our long-term business objectives. There can be no assurance additional funds, if sought, would be available to us or, if available, would be on favorable terms. If additional financing sources are unavailable or are not available on reasonable terms, our growth and future prospects could be adversely affected.

**We face strong competition from other financial institutions, financial service companies and other organizations offering services similar to those offered by us, which could limit our growth and profitability.**

We face direct competition from a significant number of financial institutions, many with a state-wide or regional presence, and in some cases a national presence, in both originating loans and attracting deposits. Competition in originating loans comes primarily from other banks, mortgage companies and consumer finance institutions that make loans in our primary market areas. We also face substantial competition in attracting deposits from other banking institutions, money market and mutual funds, credit unions and other investment vehicles.

In addition, banks with larger capitalization and non-bank financial institutions that are not governed by bank regulatory restrictions have large lending limits and are better able to serve the needs of larger customers. Many of these financial institutions are also significantly larger and have greater financial resources than us, have been in business for a long period of time and have established customer bases and name recognition.

We compete for loans principally on the basis of interest rates and loan fees, the types of loans we originate and the quality of service we provide to borrowers. Our ability to attract and retain deposits requires that we provide customers with competitive investment opportunities with respect to rate of return, liquidity, risk and other factors. To effectively compete, we may have to pay higher rates of interest to attract deposits, resulting in reduced profitability. If we are not able to effectively compete in our market area, our profitability may be negatively affected, potentially limiting our ability to pay dividends. The greater resources and deposit and loan products offered by some of our competitors may also limit our ability to increase our interest-earning assets. See Business of Home Federal Bancorp and Home Federal Bank Competition.

**We continually encounter technological change, and we may have fewer resources than many of our competitors to continue to invest in technological improvements.**

The financial services industry is undergoing rapid technological changes, with frequent introductions of new technology-driven products and services. The effective use of technology increases efficiency and enables financial institutions to better serve customers and to reduce costs. Our future success will depend, in part, upon our ability to address the needs of our clients by using technology to provide products and services that will satisfy client demands for convenience, as well as to create additional efficiencies in our operations. Many of our competitors have substantially greater resources to invest in technological improvements. We may not be able to effectively implement new technology-driven products and services or be successful in marketing these products and services to our customers.

**We are subject to extensive regulation which could adversely affect our business.**

Our operations are subject to extensive regulation by federal, state and local governmental authorities and are subject to various laws and judicial and administrative decisions imposing requirements and restrictions on part or all of our operations. Because our business is highly regulated, the laws, rules and regulations applicable to it are subject to regular modification and change. Regulatory authorities have extensive discretion in their supervisory and enforcement activities, including the imposition of restrictions on our operations, the classification of our assets and determination of the level of our allowance for loan losses. Any change in this regulation and oversight, whether in the form of regulatory policy, regulations, legislation or supervisory action, may have a material impact on our operations or otherwise materially and adversely affect our business, financial condition, prospects or profitability. See How We Are Regulated Regulation and Supervision of Home Federal Bank.

**Risks Related to the Offering**

**The Market Value of new Home Federal Bancorp Common Stock Received in the Share Exchange May Be Less than the Market Value of Home Federal Bancorp Common Stock Exchanged**

The number of shares of new Home Federal Bancorp common stock you receive will be based on an exchange ratio which will be determined as of the date of completion of the conversion and offering. The exchange ratio will be based on the percentage of Home Federal Bancorp common stock held by the public prior to the conversion, the final independent appraisal of new Home Federal Bancorp common stock prepared by RP Financial and the number of shares of common stock sold in the offering. The exchange ratio will ensure that existing public shareholders of Home Federal Bancorp common stock will own approximately the same percentage of new Home Federal Bancorp common stock after the conversion and offering as they owned of Home Federal Bancorp common stock immediately prior to completion of the conversion and offering, exclusive of the effect of their purchase of additional shares in the offering and the receipt of cash in lieu of fractional shares. The exchange ratio will not depend on the market price of Home Federal Bancorp's common stock.

The exchange ratio ranges from a minimum of 1.1360 to a maximum of 1.5369 shares of new Home Federal Bancorp common stock per share of Home Federal Bancorp common stock. Under certain circumstances, the pro forma market value can be adjusted upward by 15.0% to reflect changes in market conditions, and, at the adjusted maximum, the exchange ratio would be 1.7674 shares of new Home Federal Bancorp common stock per share of Home Federal Bancorp common stock. Shares of new Home Federal Bancorp common stock issued in the share exchange will have an initial value of \$10.00 per share. The exchange ratio and the number of shares of new Home Federal Bancorp you would receive in exchange for your Home Federal Bancorp shares will be determined by the number of shares we sell in the offering. The higher the number of shares sold, the higher the exchange ratio. If the offering closes at the minimum of the offering range and you own 100 shares of Home Federal Bancorp common stock, you would receive 113 shares of new Home Federal Bancorp common stock, which would have an initial value of \$1,130 based on the offering price, plus \$6.00 cash. If the offering closes at 15% above the maximum of the offering range, you would receive 176 shares of new Home Federal Bancorp common stock for each 100 shares of Home Federal Bancorp stock, with an initial value of \$1,760 based on the offering price, plus \$7.00 cash. As a result of current market conditions, there have been significant declines in the stock prices of many financial institutions. To the extent that such declines continue, this could reduce the appraisal of new Home Federal Bancorp common stock as well as the number of shares of common stock that are sold in the offering. The result of this would be to reduce the exchange ratio and consequently the number of shares you receive of new Home Federal Bancorp common stock in exchange for your shares of Home Federal Bancorp common stock. We cannot tell you today whether the offering will close at the minimum or some other point in the valuation range. Depending on the exchange ratio and the market value of Home Federal Bancorp common stock at the time of the exchange, the initial market value of the new Home Federal Bancorp common stock that you receive in the share exchange could be less than the market value of the Home Federal Bancorp common stock that you currently own. Based on the \$\_\_\_\_\_ per share closing price of Home Federal Bancorp common stock as of the date of this proxy/prospectus, unless at least \_\_\_\_\_ shares of new Home Federal Bancorp common stock are sold in the offering (slightly above the mid-point of the offering range), the initial value of the new Home Federal Bancorp common stock you receive in the share exchange would be less than the market value of the Home Federal Bancorp common stock you currently own. See "The Conversion and Stock Offering - Delivery and Exchange of Stock Certificates" and "The Conversion and Stock Offering - Effect of the Conversion on Current Stockholders."

**After this offering, our compensation expenses will increase and our return on equity will be low compared to other companies. These factors could negatively impact the price of our stock.**

The proceeds we will receive from the sale of our common stock will significantly increase our capital and it will take us time to fully deploy those proceeds in our business operations. Our compensation expense will increase because of the costs associated with the employee stock ownership and new stock-based incentive plans. These additional expenses will adversely affect our net income. We cannot determine the actual amount of these new stock-related compensation and benefit expenses at this time because applicable accounting practices generally



require that they be based on the fair market value of the options or shares of common stock at the date of the grant; however, we expect them to be significant. We will recognize expenses for our employee stock ownership plan when shares are committed to be released to participants accounts and will recognize expenses for restricted stock awards and stock options generally over the vesting period of awards made to recipients. We estimate, once these plans are adopted, the increase in compensation expense will be approximately \$1.6 million on an after-tax basis, based on the maximum of the valuation range. As a result we expect our return on equity to be below our historical level and less than many of our regional and national peers. Following the first step conversion, which occurred in December 2004, return on equity decreased from 10.47% for the year ended September 30, 2004 to 5.69% for the year ended September 30, 2005. In addition, return on assets also decreased from 0.93% for the year ended September 30, 2004 to 0.82% for the year ended September 30, 2005. For the nine months ended June 30, 2007 and for the year ended September 30, 2006, our return on equity was 4.92% and 5.90%, respectively. Although we expect that our net income will increase following the offering, we expect that our return on equity will also be reduced as a result of the additional capital that we will raise in the offering. For example, our pro forma return on equity for the twelve months ended June 30, 2007 was 3.36%, assuming the sale of shares at the maximum of the offering range. In comparison, the peer group used by RP Financial in its appraisal had an average return on equity of 7.18% for the twelve months ended June 30, 2007. If our return on equity remains below the industry average following the stock offering, this could hurt our stock price. We cannot guarantee when or if we will achieve returns on equity that are comparable to industry peers. For further information regarding pro forma income and expenses, see Pro Forma Data.

**Holders of New Home Federal Bancorp common stock may not be able to sell their shares when desired if a liquid trading market does not develop.**

Currently shares of Home Federal Bancorp's common stock are listed on the Nasdaq Global Market under the symbol HOME and there is an established market for the common stock. In connection with the offering, we have applied to have our common stock listed for trading on the Nasdaq Global Select Market under the symbol HOME. We cannot predict whether a liquid trading market in shares of new Home Federal Bancorp's common stock will develop or how liquid that market might become. The development of a liquid public market depends upon the existence of willing buyers and sellers, the presence of which is not within our control or the control of any market maker. See Market for Our Common Stock.

**The shares of most recent second step conversions have traded below their initial offering price and as a result, our stock price may decline when trading commences.**

If you purchase shares in the offering, you may not be able to sell them at above the \$10.00 per share purchase price even if a liquid trading market develops. The shares of several recent offerings in connection with second step conversions have traded below the initial offering price after completion of the offering. After our shares begin trading, the trading price of our common stock will be determined by the marketplace and may be influenced by many factors, including prevailing interest rates, investor perceptions, securities analysts reports and general industry, geopolitical and economic conditions. See The Conversion and Stock Offering How We Determined Our Price and the Number of Shares to Be Issued in the Stock Offering.

**The amount of common stock we will control, our articles of incorporation and bylaws, and state and federal law could discourage hostile acquisitions of control of Home Federal Bancorp.**

Our directors and executive officers, as a group, beneficially owned approximately 4.42% of Home Federal Bancorp's outstanding common stock as of June 30, 2007 which will be exchanged for new Home Federal Bancorp common stock. Our board of directors and executive officers intend to purchase approximately 0.5% and 0.4% of additional common stock at the minimum and maximum of the offering range, respectively. These purchases, together with their prior ownership, as well as their potential acquisition of common stock through the employee stock ownership plan and proposed new stock option and stock recognition and retention plans will result in ownership by insiders of new Home Federal Bancorp in excess of 13.9% of the total shares issued in the offering at the maximum of the offering range. This inside ownership and provisions in our articles of incorporation and bylaws

may discourage attempts to acquire new Home Federal Bancorp, pursue a proxy contest for control of new Home Federal Bancorp, assume control of new Home Federal Bancorp by a holder of a large block of common stock, and remove new Home Federal Bancorp's management, all of which stockholders might think are in their best interests. These provisions include a prohibition on any holder of common stock voting more than 10% of the outstanding common stock. See Restrictions on Acquisition of Home Federal Bancorp and Home Federal's Anti-takeover Provisions in Home Federal Bancorp's Articles of Incorporation and Bylaws.

In addition, the business corporation law of Maryland, the state where new Home Federal Bancorp is incorporated, provides for certain restrictions on acquisition of new Home Federal Bancorp. Furthermore, federal law restricts acquisitions of control of savings and loan holding companies such as new Home Federal Bancorp.

**We intend to remain independent which may mean you will not receive a premium for your common stock.**

We intend to remain independent for the foreseeable future. Because we do not plan on seeking possible acquirors, it is unlikely that we will be acquired in the foreseeable future. Accordingly, you should not purchase our common stock with any expectation that a takeover premium will be paid to you in the near term.

**We intend to grant stock options and restricted stock to the board of directors and certain employees following the conversion which will likely reduce your ownership interest.**

New Home Federal Bancorp's articles of incorporation would not restrict new Home Federal Bancorp from adopting other stock-related compensation plans, however, the rules of the NASDAQ Stock Market, on which the common stock of Home Federal Bancorp is currently listed and on which the common stock of new Home Federal Bancorp will be listed, generally require stockholder approval of most compensation plans for directors, officers and key employees of the corporation. Moreover, although generally not required, stockholder approval of stock-related compensation plans may be sought in certain instances to qualify such plans for favorable treatment under current federal income tax laws and regulations. In addition, we plan to submit the stock compensation plans discussed in this prospectus to the stockholders for their approval. For a further discussion, see Comparison of Rights of New Home Federal Bancorp and Home Federal Bancorp's Stockholders - Issuance of Capital Stock.

If approved by a vote of the stockholders following the conversion, we intend to establish a new stock option plan with a number of shares equal to 8.7% of the shares sold in the offering and a new stock recognition and retention plan with a number of shares equal to 3.5% of the shares sold in the offering. These new stock benefit plans are being established for the benefit of selected directors, officers and employees of new Home Federal Bancorp and Home Federal Bank and are worth a total of \$8.0 million at the purchase price, based on the maximum of the estimated offering range. Awards under these plans will likely reduce the ownership interest of all stockholders by increasing the number of shares outstanding. The issuance of authorized but unissued shares of common stock pursuant to the exercise of options under the new stock option plan and the new stock recognition and retention plan would dilute the voting interests of existing stockholders, by up to 4.9% and 2.0%, respectively. For further discussion regarding these plans, see Pro Forma Data and Management Benefits to Be Considered Following Completion of the Conversion and Reorganization.

**INFORMATION ABOUT THE SPECIAL MEETING OF STOCKHOLDERS  
TO BE HELD ON \_\_\_\_\_, 2007**

**General**

This proxy statement/prospectus is being furnished to you in connection with the solicitation by the board of directors of Home Federal Bancorp of proxies to be voted at the special meeting of stockholders to be held at the \_\_\_\_\_, \_\_\_\_\_, Nampa, Idaho on \_\_\_\_\_, \_\_\_\_\_, 2007 at \_\_\_\_\_ p.m., Mountain Time, and any adjournment or postponement thereof.

The purpose of the special meeting is to consider and vote upon the plan of conversion and reorganization of Home Federal MHC, Home Federal Bancorp, new Home Federal Bancorp and Home Federal Bank. In addition, stockholders will vote on a proposal to approve the adjournment of the special meeting, if necessary, to solicit additional proxies in the event that there are not sufficient votes at the time of the special meeting to approve the proposal to approve the plan of conversion and reorganization. Stockholders will vote on the approval of the following informational proposals with respect to the articles of incorporation and bylaws of new Home Federal Bancorp:

increasing the authorized capital stock of new Home Federal Bancorp to 90,000,000 shares of serial preferred stock and 10,000,000 shares of common stock from 50,000,000 shares of serial preferred stock and 5,000,000 shares of common stock in Home Federal Bancorp's Articles of Incorporation;

a super-majority stockholder approval requirement for mergers, consolidations and similar transactions, unless they have been approved in advance by at least two-thirds of the board of directors of new Home Federal Bancorp;

a higher stockholder vote requirement for the removal of directors from the board of directors of new Home Federal Bancorp;

a limitation on the voting rights of shares beneficially owned in excess of 10% of new Home Federal Bancorp's outstanding voting stock, and a limitation on the acquisition of over 10% of new Home Federal Bancorp's common stock during the first five years following the conversion;

a super-majority stockholder approval requirement for amendments to certain provisions in the articles of incorporation of new Home Federal Bancorp; and

a super-majority stockholder approval requirement for amendments to certain provisions in the bylaws of new Home Federal Bancorp.

The plan of conversion and reorganization provides for a series of transactions, referred to as the conversion and offering, which will result in the elimination of the mutual holding company. The plan of conversion and reorganization will also result in the creation of a new stock form holding company which will own all of the outstanding shares of Home Federal Bank, the exchange of shares of common stock of Home Federal Bancorp by stockholders other than Home Federal MHC, who are referred to as the public stockholders, for shares of the new stock form holding company, new Home Federal Bancorp, the issuance and the sale of additional shares to certain depositors and borrowers of Home Federal Bank and others in the offering. The conversion and offering will be accomplished through a series of substantially simultaneous and interdependent transactions as follows:

Home Federal Bancorp will convert to a federal interim stock savings institution and simultaneously merge with and into Home Federal Bank with Home Federal Bank being the survivor; and

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Home Federal MHC company will convert from mutual form to a federal interim stock savings institution and simultaneously merge with and into Home Federal Bank, pursuant to which the mutual holding company will cease to exist and the shares of Home Federal Bancorp common stock held by the mutual holding company will be canceled; and

an interim federal savings association will be formed as a wholly owned subsidiary of the newly formed Maryland corporation, new Home Federal Bancorp, and then will merge with and into Home Federal Bank.

As a result of the above transactions, Home Federal Bank will become a wholly-owned subsidiary of the new holding company, new Home Federal Bancorp, and the outstanding shares of Home Federal Bancorp common stock will be converted into shares of new Home Federal Bancorp common stock pursuant to the exchange ratio, which will result in the holders of such shares owning in the aggregate approximately the same percentage of new Home Federal Bancorp common stock to be outstanding upon completion of the conversion and offering as the percentage of Home Federal Bancorp common stock owned by them in the aggregate immediately prior to consummation of the conversion and offering before giving effect to (a) the payment of cash in lieu of issuing fractional exchange shares, and (b) any shares of common stock purchased by public stockholders in the offering.

This proxy statement/prospectus, together with the accompanying proxy card(s), is first being mailed or delivered to stockholders of Home Federal Bancorp on or about \_\_\_\_\_, 2007.

**Voting in favor of or against the plan of conversion and reorganization includes a vote for or against the conversion of Home Federal MHC to a stock holding company as contemplated by the plan of conversion and reorganization. Voting in favor of the plan of conversion and reorganization will not obligate you to purchase any common stock in the offering and will not affect the balance, interest rate or federal deposit insurance of any deposits at Home Federal Bank.**

### Record Date and Voting Rights

You are entitled to one vote at the special meeting for each share of Home Federal Bancorp common stock that you owned of record at the close of business on \_\_\_\_\_, 2007 (the Record Date). On the Record Date, there were \_\_\_\_\_ shares of common stock outstanding.

You may vote your shares at the special meeting in person or by proxy. To vote in person, you must attend the special meeting and obtain and submit a ballot, which we will provide to you at the special meeting. To vote by proxy, you must complete, sign and return the enclosed proxy card. If you properly complete your proxy card and send it to us in time to vote, your proxy (one of the individuals named on your proxy card) will vote your shares as you have directed. **If you sign the proxy card but do not make specific choices, your proxy will vote your shares FOR the proposal identified in the Notice of Special Meeting.**

If any other matter is presented, your proxy will vote the shares represented by all properly executed proxies on such matters as a majority of the board of directors determines. As of the date of this proxy statement, we know of no other matters that may be presented at the special meeting, other than that listed in the Notice of Special Meeting.

### Quorum

A quorum of stockholders is necessary to hold a valid meeting. If the holders of at least a majority of the total number of the outstanding shares of common stock entitled to vote are represented in person or by proxy at the special meeting, a quorum will exist. We will include proxies marked as abstentions and broker non-votes to determine the number of shares present at the special meeting.

## Vote Required

**Proposal 1: Approval of the plan of conversion and reorganization.** We must obtain the affirmative vote of (i) the holders of a majority of the outstanding shares of common stock of Home Federal Bancorp, other than Home Federal MHC, and (ii) the holders of two-thirds of the votes eligible to be cast by stockholders of Home Federal Bancorp, including Home Federal MHC.

**Proposal 2: Approval of the adjournment of the special meeting.** We must obtain the affirmative vote of the majority of the votes cast by holders of outstanding shares of Home Federal Bancorp common stock to adjourn the special meeting, if necessary, to solicit additional proxies in the event that there are not sufficient votes at the time of the special meeting to approve the proposal to approve the plan of conversion and reorganization.

**Informational Proposals 3a through 3f.** The provisions of new Home Federal Bancorp's articles of incorporation and bylaws which are summarized as informational proposals 3a through 3f were approved as part of the process in which the board of directors of Home Federal Bancorp approved the plan of conversion and reorganization. These proposals are informational in nature only, because the Office of Thrift Supervision regulations governing mutual to stock conversions do not provide for votes on matters other than the plan of conversion and reorganization. While we are asking you to vote with respect to each of the informational proposals listed above, the proposed provisions for which an informational vote is requested will become effective if stockholders approve the plan of conversion and reorganization, regardless of whether stockholders vote to approve any or all of the informational proposals. The provisions of new Home Federal Bancorp's articles of incorporation and bylaws which are summarized as informational proposals may have the effect of deterring or rendering more difficult attempts by third parties to obtain control of new Home Federal Bancorp if such attempts are not approved by the Board of Directors, or may make the removal of the board of directors management, or the appointment of new directors, more difficult.

**Other Matters.** We must obtain the affirmative vote of the majority of the votes cast by holders of outstanding shares of common stock of Home Federal Bancorp.

We expect that Home Federal MHC will vote all of the shares of Home Federal Bancorp common stock that it owns in favor of Proposal 1, approval of the plan of conversion and reorganization.

## Effect of Broker Non-Votes

If your broker does not vote on the proposals, this will constitute a broker non-vote. Broker non-votes and abstentions will have the same effect as shares voted Against the plan of conversion and reorganization.

## Revoking Your Proxy

You may revoke your grant of proxy at any time before it is voted by:

filing a written revocation of the proxy with the Secretary;

submitting a signed proxy card bearing a later date; or

attending and voting in person at the special meeting, but you also must file a written revocation with the Secretary of the special meeting prior to the voting.

If your shares are not registered in your own name, you will need appropriate documentation from your stockholder of record to vote personally at the special meeting. Examples of such documentation include a broker's statement, letter or other document that will confirm your ownership of shares of Home Federal Bancorp.

**Solicitation of Proxies**

This proxy statement/prospectus and the accompanying proxy card are being furnished to you in connection with the solicitation of proxies for the special meeting by the board of directors. Home Federal Bancorp will pay the costs of soliciting proxies from its stockholders. To the extent necessary to permit approval of the plan of conversion and reorganization and the other proposals being considered, directors, officers or employees of Home Federal Bancorp and Home Federal Bank may solicit proxies by mail, telephone and other forms of communication. We will reimburse such persons for their reasonable out-of-pocket expenses incurred in connection with such solicitation.

We have retained Regan & Associates, Inc., a proxy solicitation firm, to assist in soliciting proxies in connection with the special meeting of stockholders with respect to approval of the plan of conversion and reorganization as set forth in Proposal 1. We have agreed to pay Regan & Associates, Inc. a base fee of \$10,000 plus reasonable out-of-pocket expenses. The aggregate fee will vary considerably based on the number and length of telephone solicitations made. We will also reimburse banks, brokers, nominees and other fiduciaries for the expenses they incur in forwarding the proxy materials to you.

**The board of directors recommends that you promptly sign, date and mark the enclosed proxy card in favor of the approval of the plan of conversion and reorganization and promptly return it in the enclosed self-addressed, postage-prepaid proxy reply envelope. Returning the proxy card will not prevent you from voting in person at the special meeting.**

**Your prompt vote is very important. Failure to vote will have the same effect as voting against the plan of conversion and reorganization.**

**PROPOSAL 1**

**APPROVAL OF THE PLAN OF CONVERSION AND REORGANIZATION**

The boards of directors of Home Federal Bancorp, Home Federal MHC, new Home Federal Bancorp and Home Federal Bank have approved the plan of conversion and reorganization. The plan of conversion and reorganization also has been approved by the Office of Thrift Supervision, subject to approval by certain depositors and borrowers of Home Federal Bank and the stockholders of Home Federal Bancorp entitled to vote on the matter. Office of Thrift Supervision approval does not constitute an endorsement or recommendation of the plan of conversion and reorganization.

**General**

The boards of directors of Home Federal MHC, Home Federal Bancorp and Home Federal Bank unanimously adopted the plan of conversion and reorganization on May 11, 2007 and it was amended on September 14, 2007. The plan of conversion and reorganization has been approved by the Office of Thrift Supervision, subject to, among other things, approval of the plan of conversion and reorganization by certain depositors and borrowers of Home Federal Bank and the stockholders of Home Federal Bancorp. The special meeting of stockholders has been called for this purpose on \_\_\_\_\_, 2007.

The conversion to a stock holding company structure also includes the offering by new Home Federal Bancorp of its shares to qualifying depositors and borrowers of Home Federal Bank in a subscription offering and to certain other persons in a community offering and/or syndicated community offering. The conversion and offering will be effected as described under The Conversion And Stock Offering. The plan of conversion and reorganization has been included as an exhibit to the registration statement filed with the SEC. See Where You Can Find More Information in this proxy statement/prospectus.

## Our Reasons for the Conversion

Because it is a mutual holding company, Home Federal MHC has no authority to issue shares of capital stock and consequently has no access to market sources of equity capital. Home Federal Bancorp may issue shares but only to a limited extent, as Home Federal MHC must own a majority of its shares of common stock. This conversion is another step in our strategic plan to increase our capital and expand our operations.

Upon completion of the conversion, we will no longer be in the mutual holding company form of organization and Home Federal Bank will be organized in the form used by commercial banks, most major corporations and a majority of savings institutions. The ability to raise new equity capital through the issuance and sale of capital stock of new Home Federal Bancorp will allow Home Federal Bank the flexibility to increase its capital position more rapidly than by accumulating earnings and at times deemed advantageous by the board of directors. It will also support future growth and expanded operations, including increased lending and investment activities, as business and regulatory needs require. The ability to attract new capital also will help better address the needs of the communities we serve and enhance our ability to make acquisitions or expand into new businesses. The acquisition alternatives available to Home Federal MHC are limited as a mutual holding company. However, after the conversion, we will have increased ability to merge with other institutions. Finally, the ability to issue additional capital stock will enable us to establish additional stock compensation plans for directors, officers and employees, giving them equity interests in new Home Federal Bancorp and greater incentive to improve its performance. For a description of the stock compensation plans which will be adopted by us in connection with the conversion, see Management Benefits to Be Considered Following Completion of the Conversion and Reorganization.

The disadvantages of the offering considered the fact that operating in the stock holding company form of organization could subject Home Federal Bancorp to contests for corporate control, including the possibility that a director could be elected that advocates the particular position of the group which elected him or her, rather than positions that are in the best interests of new Home Federal Bancorp and all stockholders.

After considering the advantages and disadvantages of the conversion, as well as applicable fiduciary duties and alternative transactions, including remaining as a mutual holding company, the boards of directors of Home Federal MHC, Home Federal Bancorp and Home Federal Bank approved the conversion as being in the best interests of our companies and equitable to the members of Home Federal MHC.

## Effect of the Conversion on Current Stockholders

**Effect on Outstanding Shares of Home Federal Bancorp.** Federal regulations provide that in a conversion of a mutual holding company to stock form, the public stockholders of Home Federal Bancorp will be entitled to exchange their shares of common stock for common stock of the converted holding company, provided that the federal savings bank and the mutual holding company demonstrate to the satisfaction of the Office of Thrift Supervision that the basis for the exchange is fair and reasonable. Each publicly held share of Home Federal Bancorp common stock will, on the date of completion of the conversion, be automatically converted into and become the right to receive a number of shares of common stock of new Home Federal Bancorp determined pursuant to the exchange ratio (we refer to these shares as the exchange shares ). The public stockholders of Home Federal Bancorp common stock will own the same percentage of common stock in new Home Federal Bancorp after the conversion as they hold in Home Federal Bancorp subject to additional purchases, or the receipt of cash in lieu of fractional shares. The total number of shares of new Home Federal Bancorp held by the former public stockholders of Home Federal Bancorp common stock after the conversion will also be affected by any purchases by these persons in the offering.

Based on the independent valuation, the 58.9% of the outstanding shares of Home Federal Bancorp common stock held by Home Federal MHC as of the date of the independent valuation and the 41.1% public ownership interest of Home Federal Bancorp, the following table sets forth, at the minimum, mid-point, maximum, and adjusted maximum of the offering range:

the total number of shares of common stock to be issued in the conversion;

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the total shares of common stock outstanding after the conversion;

the exchange ratio; and

the number of shares an owner of 100 shares of Home Federal Bancorp common stock will receive in the exchange, adjusted for the number of shares sold in the offering.

	<u>Shares to be sold in the offering</u>		<u>Shares of new Home Federal Bancorp stock to be exchanged for current Home Federal Bancorp common stock</u>		<u>Total shares of new Home Federal Bancorp common stock to be outstanding after the conversion</u>	<u>Exchange ratio</u>	<u>100 shares of Home Federal Bancorp common stock would be exchanged for the following number of shares of new Home Federal Bancorp</u>	<u>Value of new Home Federal Bancorp shares to be received in exchange for 100 shares of Home Federal Bancorp common stock assuming value at \$10.00 per share</u>
	<u>Amount</u>	<u>Percent</u>	<u>Amount</u>	<u>Percent</u>				
Minimum	10,200,000	58.9%	7,103,110	41.1%	17,303,110	1.1360	113	\$ 1,130
Midpoint	12,000,000	58.9	8,356,600	41.1	20,356,600	1.3364	133	1,330
Maximum	13,800,000	58.9	9,610,090	41.1	23,410,090	1.5369	153	1,530
15% above the maximum	15,870,000	58.9	11,051,604	41.1	26,921,604	1.7674	176	1,760

If you currently own shares of Home Federal Bancorp which are held in street name, they will be exchanged without any action on your part. If you currently are the record owner of shares of Home Federal Bancorp and hold certificates for these shares you will receive, after the conversion and offering is completed, a transmittal form with instructions to surrender your stock certificates. New certificates of our common stock will be mailed within five business days after the exchange agent receives properly executed transmittal forms and stock certificates. You should not submit a stock certificate for exchange until you receive a transmittal form.

No fractional shares of our common stock will be issued to any public stockholder of Home Federal Bancorp upon consummation of the conversion. For each fractional share that would otherwise be issued, we will pay an amount equal to the product obtained by multiplying the fractional share interest to which the holder would otherwise be entitled by the \$10.00 per share subscription price.

Under federal law and regulations, current public stockholders of Home Federal Bancorp do not have dissenters' rights or appraisal rights.

Outstanding options to purchase shares of Home Federal Bancorp common stock also will convert into and become options to purchase new shares of new Home Federal Bancorp, Inc. common stock. The number of shares of common stock to be received upon exercise of these options will be determined pursuant to the exchange ratio. The aggregate exercise price, duration and vesting schedule of these options will not be affected by the conversion. At June 30, 2007, there were 559,228 outstanding options to purchase shares of Home Federal Bancorp common stock, 49,233 of which have vested. Such options will be converted into options to purchase 635,283 shares of common stock at the minimum of the offering range and 859,478 shares of common stock at the maximum of the offering range. Because Office of Thrift Supervision regulations prohibit us from repurchasing our common stock during the first year following the conversion unless compelling business reasons exist for such repurchases, we may use authorized but unissued shares to fund option exercises that occur during the first year following the conversion. If



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all existing options were exercised for authorized, but unissued shares of common stock following the conversion, stockholders would experience dilution of approximately 3.5%.

**Effect on Stockholders' Equity per Share of the Shares Exchanged.** As adjusted for exchange ratio, the conversion will increase the stockholders' equity share of the current stockholder of Home Federal Bancorp common stock. At June 30, 2007, the stockholders' equity per share of Home Federal Bancorp common stock including shares held by Home Federal MHC was \$7.22. Based on the pro forma information set forth for June 30, 2007, in Pro Forma Data, pro forma stockholders' equity per share following the conversion will be \$11.33, \$10.38, \$9.69 and \$9.08 at the minimum, midpoint, maximum and adjusted maximum, respectively, of the offering range. As adjusted at that date for the exchange ratio, the effective stockholders' equity per share of current stockholder would be \$8.20, \$9.65, \$11.0 and \$12.76 at the minimum, midpoint, maximum and adjusted maximum, respectively, of the offering range.

**Effect on Earnings per Share of the Shares Exchanged.** As adjusted for exchange ratio, the conversion will also increase the pro forma earnings per share. For the year ended September 30, 2006, basic earnings per share of Home Federal Bancorp common stock was \$0.28, including shares held by Home Federal MHC. Based on the pro forma information set forth for the year ended September 30, 2006, in Pro Forma Data, earnings per share of common stock following the conversion will range from \$0.32 to \$.023, respectively, for the minimum to the adjusted maximum of the offering range. As adjusted at that date for the exchange ratio, the effective annualized earnings per share for current stockholders would range from \$0.32 to \$0.49, respectively, for the minimum to the adjusted maximum of the offering range.

### **Dissenters' and Appraisal Rights**

The public stockholders of Home Federal Bancorp common stock will not have dissenters' rights or appraisal rights in connection with the exchange of publicly held shares of Home Federal Bancorp common stock as part of the conversion.

### **Exchange of Shares**

The conversion of your shares of Home Federal Bancorp common stock into the right to receive shares of new Home Federal Bancorp common stock will occur automatically on the effective date of the conversion, although you will need to exchange your stock certificate(s) if you hold shares in certificate form. As soon as practicable after the effective date of the conversion, our transfer agent will send a transmittal form to you. The transmittal forms are expected to be mailed promptly after the effective date and will contain instructions on how to submit the stock certificate(s) representing existing shares of Home Federal Bancorp common stock.

No fractional shares of new Home Federal Bancorp common stock will be issued to you when the conversion is completed. For each fractional share that would otherwise be issued to a stockholder who holds a certificate, you will be paid by check an amount equal to the product obtained by multiplying the fractional share interest to which you would otherwise be entitled by \$10.00. If your shares are held in street name, you will automatically receive cash in lieu of fractional shares. For more information regarding the exchange of your shares see The Conversion and Stock Offering - Delivery and Exchange of Stock Certificates.

### **Conditions to the Conversion and Offering**

Consummation of the conversion and stock offering are subject to the receipt of all requisite regulatory approvals, including various approvals of the Office of Thrift Supervision. No assurance can be given that all regulatory approvals will be received. Receipt of such approvals from the Office of Thrift Supervision will not constitute a recommendation or endorsement of the Plan of Conversion or the stock offering by the Office of Thrift Supervision. Consummation of the conversion and stock offering also are subject to approval by the stockholders of Home Federal Bancorp at the special meeting of stockholders of Home Federal Bancorp and of depositors and

borrowers of Home Federal Bank at a special meeting of depositors to be held the same day as the special meeting of stockholders. we may use borrowers of Home Federal Bank at a special meeting of depositors to be held the same day as the special meeting of stockholders.

### **Effect on Existing Compensation Plans**

Under the plan of conversion and reorganization, the existing 2005 Stock Option and Incentive Plan and 2005 Recognition and Retention Plan of Home Federal Bancorp will become stock benefit plans of new Home Federal Bancorp and shares of new Home Federal Bancorp common stock will be issued (or reserved for issuance) pursuant to such benefit plans and not shares of the current Home Federal Bancorp common stock. Upon consummation of the conversion, the common stock currently reserved for or held by these benefit plans will be converted into options or new Home Federal Bancorp common stock based upon the exchange ratio. Upon completion of the conversion, (i) all rights to purchase, sell or receive Home Federal Bancorp common stock currently under any agreement between Home Federal Bancorp and Home Federal Bank and any director, officer or employee of Home Federal Bank or under any plan or program of Home Federal Bancorp or Home Federal Bank (including, without limitation, the 2005 Recognition and Retention Plan), shall automatically, by operation of law, be converted into and shall become an identical right to purchase, sell or receive new Home Federal Bancorp common stock and an identical right to make payment in common stock under any such agreement between Home Federal Bancorp or Home Federal Bank and any director, officer or employee or under such plan or program of Home Federal Bancorp or Home Federal Bank, and (ii) rights outstanding under the 2005 Stock Option and Incentive Plan shall be assumed by new Home Federal Bancorp and thereafter shall be rights only for shares of new Home Federal Bancorp common stock, with each such right being for a number of shares of new Home Federal Bancorp common stock based upon the exchange ratio and the number of shares of Home Federal Bancorp that were available thereunder immediately prior to consummation of the conversion, with the price adjusted to reflect the exchange ratio but with no change in any other term or condition of such right.

### **New Stock Benefit Plans**

**Employee Stock Ownership Plan.** Home Federal Bancorp has established an employee stock ownership plan for its employees which previously acquired 571,320 shares of Home Federal Bancorp's common stock on behalf of participants. As part of the conversion, the employee stock ownership plan intends to purchase a number of shares of new Home Federal Bancorp common stock equal to 8.0% of the shares sold in the offering, or 1,104,000 shares and 1,269,600 shares based on the maximum and 15% above the maximum of the offering range, respectively. We anticipate that the employee stock ownership plan will borrow funds from new Home Federal Bancorp, and that such loan will equal 100% of the aggregate purchase price of the common stock acquired by the employee stock ownership plan.

**Stock Option Plan.** Following consummation of the conversion and offering, new Home Federal Bancorp intends to adopt a new stock option plan. Options may be granted to our directors and key employees. The new stock option plan will be administered and interpreted by a committee of the board of directors. Unless sooner terminated, the new stock option plan shall continue in effect for a period of 10 years from the date the stock option plan is adopted by the board of directors. At a meeting of new Home Federal Bancorp's stockholders after the conversion and offering, which under applicable Office of Thrift Supervision policies may be held no earlier than six months after the completion of the conversion and offering, new Home Federal Bancorp intends to present the stock option plan to stockholders for approval and to reserve an amount equal to 8.7% of the shares of new Home Federal Bancorp common stock sold in the offering, which is 1,195,696 shares or 1,375,051 shares based on the maximum and 15% above the maximum of the offering range, respectively, for issuance under the new stock option plan. Office of Thrift Supervision regulations provide that, in the event such plan is implemented within one year after the conversion and offering, no individual officer or employee of new Home Federal Bancorp may receive more than 25% of the options granted under the new stock option plan and non-employee directors may not receive more than 5% individually, or 30% in the aggregate of the options granted under the new stock option plan.

**Stock Recognition and Retention Plan.** After the conversion and offering, new Home Federal Bancorp intends to adopt a stock recognition and retention plan for its directors, officers and employees. New Home Federal

Bancorp intends to present the stock recognition and retention plan to its stockholders for their approval at a meeting of stockholders which, pursuant to applicable Office of Thrift Supervision regulations, may be held no earlier than six months after the offering. The recognition plan will be administered by a committee of new Home Federal Bancorp's board of directors, which will have the responsibility to invest all funds contributed to the trust created for the stock recognition and retention plan. New Home Federal Bancorp will contribute sufficient funds to the trust so that it can purchase, following the receipt of stockholder approval, a number of shares equal to 3.5% of the shares of new Home Federal Bancorp common stock sold in the offering, which is 478,278 shares or 550,020 shares based on the maximum and 15% above the maximum of the offering range, respectively. Shares of common stock granted pursuant to the recognition plan generally will be in the form of restricted stock vesting at a rate to be determined by new Home Federal Bancorp's board of directors or a board committee. Currently, new Home Federal Bancorp expects that shares awarded under the recognition plan will vest over a five year period at a rate no faster than 20% per year.

**The Board of Directors recommends that you vote FOR the adoption of the plan of conversion and reorganization. See The Conversion and Stock Offering Our Reasons for the Conversion in this proxy statement/prospectus.**

## PROPOSAL 2

### ADJOURNMENT OF THE SPECIAL MEETING

If there are not sufficient votes to constitute a quorum or to approve the plan of conversion and reorganization at the time of the special meeting, the plan of conversion and reorganization may not be approved unless the special meeting is adjourned to a later date or dates in order to permit further solicitation of proxies. In order to allow proxies that have been received by Home Federal Bancorp at the time of the special meeting to be voted for an adjournment, if necessary, Home Federal Bancorp has submitted the question of adjournment to its stockholders as a separate matter for their consideration. The Board of Directors of Home Federal Bancorp recommends that stockholders vote FOR the adjournment proposal. If it is necessary to adjourn the special meeting, no notice of the adjourned special meeting is required to be given to stockholders (unless the adjournment is for more than 120 days or if a new record date is fixed), other than an announcement at the special meeting of the hour, date and place to which the special meeting is adjourned.

**The Board of Directors recommends that you vote FOR the adjournment of the special meeting, if necessary, to solicit additional proxies in the event that there are not sufficient votes at the time of the special meeting to approve the proposal to approve the plan of conversion and reorganization.**

## PROPOSALS 3a THROUGH 3f

### INFORMATIONAL PROPOSALS RELATED TO THE ARTICLES OF INCORPORATION AND BYLAWS OF HOME FEDERAL BANCORP (NEW)

By their approval of the plan of conversion as set forth in Proposal 1, the board of directors of Home Federal Bancorp has approved each of the informational proposals numbered 1A through 1F, all of which relate to provisions included in the articles of incorporation of new Home Federal Bancorp. Each of these informational proposals is discussed in more detail below.

As a result of the conversion, the public stockholders of Home Federal Bancorp, whose rights are presently governed by the charter and bylaws of Home Federal Bancorp, will become stockholders of new Home Federal Bancorp, whose rights will be governed by the articles of incorporation and bylaws of new Home Federal Bancorp. The following informational proposals address the material differences between the governing documents of the two companies. This discussion is qualified in its entirety by reference to the charter of Home Federal Bancorp and the articles of incorporation of new Home Federal Bancorp. See [Where You Can Find Additional Information](#) for procedures for obtaining a copy of those documents.

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The provisions of new Home Federal Bancorp's articles of incorporation which are summarized as informational proposals 3a through 3f were approved as part of the process in which the board of directors of Home Federal Bancorp approved the plan of conversion and reorganization. These proposals are informational in nature only, because the Office of Thrift Supervision's regulations governing mutual-to-stock conversions do not provide for votes on matters other than the plan of conversion. Home Federal's Bancorp's stockholders are not being asked to approve these informational proposals at the special meeting. While we are asking you to vote with respect to each of the informational proposals set forth below, the proposed provisions for which an informational vote is requested will become effective if stockholders approve the plan of conversion, regardless of whether stockholders vote to approve any or all of the informational proposals. The provisions of new Home Federal Bancorp's articles of incorporation which are summarized as informational proposals may have the effect of deterring or rendering more difficult attempts by third parties to obtain control of new Home Federal Bancorp, if such attempts are not approved by the Board of Directors, or may make the removal of the board of directors or management, or the appointment of new directors, more difficult.

**Informational Proposal 3a Approval of an Increase of Authorized Shares of Capital Stock.** Home Federal Bancorp's authorized capital stock consists of 5,000,000 shares of serial preferred stock and 50,000,000 shares of common stock. The articles of incorporation of new Home Federal Bancorp authorize 10,000,000 shares of serial preferred stock and 90,000,000 shares of common stock.

At June 30, 2007, there were 15,232,243 issued and outstanding shares of common stock of Home Federal Bancorp and no outstanding shares of preferred stock. At the maximum of the offering range, we expect to issue an aggregate of 23,410,090 shares of new Home Federal Bancorp common stock in the offering and as exchange shares, almost double the existing number of outstanding shares of Home Federal Bancorp. At the maximum of the offering range, an additional 1,195,696 shares of new Home Federal Bancorp common stock will be reserved for issuance pursuant to the proposed stock option plan and another 478,278 shares will be reserved under the new recognition and retention option plan. Given the increased number of shares of common stock to be issued and outstanding and reserved for issuance, an increase in the number of authorized shares of capital stock is believed to be appropriate.

New Home Federal Bancorp's board of directors currently has no plans for the issuance of additional shares of common stock, other than the issuance of shares pursuant to the terms of the proposed stock option plan and recognition and retention plan.

All authorized and unissued shares of new Home Federal Bancorp's common stock and preferred stock following the conversion and offering will be available for issuance without further action of the stockholders, unless such action is required by applicable law or the listing standards of The Nasdaq Stock Market or the listing standards of any other stock exchange on which new Home Federal Bancorp's securities may then be listed.

An increase in the number of authorized shares of capital stock may have the effect of deterring or rendering more difficult attempts by third parties to obtain control of new Home Federal Bancorp, if such attempts are not approved by the board of directors. In the event that a tender offer or other takeover attempt is threatened, the board of directors could issue shares of stock from authorized and unissued shares in order to dilute the stock ownership of persons seeking to take control of new Home Federal Bancorp.

**The Board of Directors recommends that you vote FOR the proposal to increase the authorized shares of capital stock.**

**Informational Proposal 3b Approval of a Provision in new Home Federal Bancorp's Articles of Incorporation requiring a Super-Majority Stockholder Vote to Approve Mergers, Consolidations and Similar Transactions.** Office of Thrift Supervision regulations currently require the approval of two-thirds of the board of directors of Home Federal Bancorp and the holders of two-thirds of the outstanding shares of Home Federal Bancorp common stock for mergers, consolidations and sales of all or substantially all of its assets. The charter and bylaws of Home Federal Bancorp do not provide any alternative approval standard for mergers and similar transactions. However, Home Federal MHC, as the owner of 58.9% of the outstanding shares of common stock of Home Federal Bancorp, has the ability to block any such transaction.

However, Home Federal MHC, as the owner of 58.9% of the outstanding shares of common stock of Home Federal Bancorp, has the ability to block any such transaction.

The articles of incorporation of new Home Federal Bancorp provide that certain business combinations (for example, mergers, share exchanges, significant asset sales and significant stock issuances) involving **interested stockholders of new Home Federal Bancorp require, in addition to any vote required by law, the approval of at least 80% of the voting power of the outstanding shares of stock entitled to vote generally in the election of directors, voting together as a single class, unless either (1) a majority of the disinterested directors of new Home Federal Bancorp have approved the business combination or (2) certain fair price and procedural requirements are satisfied. An interested stockholder generally means a person who is a greater than 10% stockholder of new Home Federal Bancorp or who is an affiliate of new Home Federal Bancorp and at any time within the past two years was a greater than 10% stockholder of new Home Federal Bancorp.** The board of directors of new Home Federal Bancorp believes that these types of fundamental transactions generally should be first considered and approved by the board of directors as the board generally believes that it is in the best position to make an initial assessment of the merits of any such transactions. This provision in new Home Federal Bancorp's articles of incorporation makes an acquisition, merger or other similar corporate transaction less likely to occur, even if such transaction is supported by most stockholders, unless it is supported by the board of directors. Thus, it may be deemed to have an anti-takeover effect.

**The Board of Directors recommends that you vote FOR the proposal to approve a provision in new Home Federal Bancorp's Articles of Incorporation requiring a Super-Majority Stockholder Vote to Approve Mergers, Consolidations and Similar Transactions.**

**Information Proposal 3c Approval of a Provision in new Home Federal Bancorp's Articles of Incorporation Limiting the Ability of Stockholders to Remove Directors.** The provisions of new Home Federal Bancorp's articles of incorporation provide that any director may be removed by stockholders only for cause upon the affirmative vote of not less than 80% of the shares entitled to vote in the election of directors.

Home Federal Bancorp's charter provides that any director may be removed only for cause by the vote of the holders of a majority of the outstanding shares at a meeting of stockholders called for such purpose. This provision has provided an adequate degree of protection under the mutual holding company structure, in which the mutual holding company owns a majority of all voting shares and can prevent a third party from seeking removal of one or more directors in order to promote an agenda that may not be in the interests of all other stockholders.

The 80% voting requirement of the articles of incorporation of new Home Federal Bancorp is intended to prevent sudden and fundamental changes to the composition of the board of directors except in the case of director misconduct. This provision does not prevent the replacement of one or more directors at an annual meeting of stockholders, and will not prevent the replacement of the entire board over the course of three years. This provision is intended to reduce the ability of anyone to coerce members of the board of directors by threatening them with removal from office, in cases where the directors are acting in good faith to discharge their duties to the corporation and to all stockholders as a group. This provision will not prevent a stockholder from conducting a proxy contest with respect to the election of directors at an annual meeting of stockholders.

The higher vote threshold may make it more difficult to bring about a change of control of new Home Federal Bancorp. One method for a hostile stockholder to take control of a company is to acquire a majority of the outstanding shares through a tender offer or open market purchases and then use its voting power to remove the existing directors.

The board of directors believes that it is desirable to adopt this provision so that a director's continued service will be conditioned on his or her duties to the company and the stockholders in good faith, rather than his or her position relative to a dominant stockholder.

**The Board of Directors recommends that you vote FOR the proposal to approve a provision in new Home Federal Bancorp s Articles of Incorporation limiting the ability of stockholders to remove directors.**

**Information Proposal 3d. Approval of a Provision in new Home Federal Bancorp s Articles of Incorporation to Limit the Voting Rights and Acquisition of in Excess of 10% of new Home Federal Bancorp s Common Stock.** The articles of incorporation of new Home Federal Bancorp provide that in no event shall any person, who directly or indirectly beneficially owns in excess of 10% of the then-outstanding shares of common stock as of the record date for the determination of stockholders entitled or permitted to vote on any matter, be entitled or permitted to any vote in respect of the shares held in excess of the 10% limit. The articles of incorporation also provide that for a period of five years from the conversion of Home Federal MHC from mutual to stock form, no person shall directly or indirectly offer to acquire more than 10% of the outstanding shares of common stock (the 10% limit ). This 10% limit restriction does not apply if the beneficial owner s ownership position in excess of the 10% limit was approved by a majority of unaffiliated directors before the beneficial owner of such shares acquired beneficial ownership of the shares in excess of the 10% limit. Beneficial ownership is determined pursuant to the federal securities laws and includes, but is not limited to, shares as to which any person and his or her affiliates (1) have the right to acquire upon the exercise of conversion rights, exchange rights, warrants or options and (2) have or share investment or voting power (but shall not be deemed the beneficial owner of any voting shares solely by reason of a revocable proxy granted for a particular meeting of stockholders, and that are not otherwise beneficially, or deemed by new Home Federal Bancorp to be beneficially, owned by such person and his or her affiliates).

The articles of incorporation of Home Federal Bancorp also provides that for a period of five years from the effective date of Home Federal MHC s mutual holding company reorganization, no person shall directly or indirectly offer to acquire more than 10% of the outstanding shares of common stock

This provision is intended to limit the ability of any person to acquire a significant number of shares of new Home Federal Bancorp s common stock and thereby gain sufficient voting control so as to cause new Home Federal Bancorp to effect a transaction that may not be in the best interests of new Home Federal Bancorp and its stockholders generally. This provision will not prevent a stockholder from seeking to acquire a controlling interest in new Home Federal Bancorp but it will prevent a person from doing so for the first five years after the conversion unless the stockholder has first persuaded the board of directors of the merits of the course of action proposed by the stockholder. This provision in new Home Federal Bancorp s articles of incorporation makes an acquisition, merger or other similar transaction that is not supported by the board of directors less likely to occur because it can prevent the a holder of shares in excess of 10% of the outstanding shares from voting the excess in favor of the transaction. Thus, it may be deemed to have an anti-takeover effect.

**The Board of Directors \recommends that you vote FOR the proposal to approve a provision in new Home Federal Bancorp s Articles of Incorporation limiting the voting rights and acquisition of in excess of 10% of new Home Federal Bancorp s common stock.**

**Informational Proposal 3e. Approval of a provision in new Home Federal Bancorp s Articles of Incorporation requiring a Super-Majority Stockholder Vote to Amend Certain Provisions of New Home Federal Bancorp s Articles of Incorporation.** Any amendments of the charter of Home Federal Bancorp must be approved first by the board of directors, then preliminarily approved by the Office of Thrift Supervision, and thereafter approved by the holders of a majority of the total votes eligible to be cast at a legal meeting of stockholders. The articles of incorporation of new Home Federal Bancorp generally may be amended by the holders of a majority of the shares entitled to vote; provided, however, that any amendment of Section C of Article 5 (Issuing Preferred Stock; Limitation of Voting Common Stock), Article 7 (Number, Classification, Election and Removal of Directors), Article 8 and 14 (Amendment of Governing Instruments), Article 9 (Approval of Certain Business Combinations), Article 11 (Acquisitions of Securities from Interested Persons (anti-greenmail provision)), 12 (Indemnification of Directors and Officers) and Article 13 (Limitation of Liability of Directors and Officers) must be approved by the board of directors and by the affirmative vote of the holders of at least 80% of the outstanding

shares entitled to vote, except that the board of directors may amend the articles of incorporation without any action by the stockholders in increase or decrease the number of authorized shares of common stock or preferred stock.

These limitations on amendments to specified provisions of new Home Federal Bancorp's articles of incorporation are intended to ensure that the referenced provisions are not limited or changed upon a simple majority vote. While this limits the ability of stockholders to amend those provisions, Home Federal MHC, as a 58.9% stockholder of Home Federal Bancorp, currently can effectively block any stockholder proposed change to the charter. This provision in new Home Federal Bancorp's articles of incorporation could have the effect of discouraging a tender offer or other takeover attempt where to ability to make fundamental changes through amendments to the articles of incorporation is an important element of the takeover strategy of the potential acquiror. The board of directors believes that the provisions limiting certain amendments to the articles of incorporation will put the board of directors in a stronger position to negotiate with third parties with respect to transactions potentially affecting the corporate structure of new Home Federal Bancorp and the fundamental rights of its stockholders, and to preserve the ability of all stockholders to have an effective voice in the outcome of such matters.

**The Board of Directors recommends that you vote FOR the proposal to approve a provision in new Home Federal Bancorp's Articles of Incorporation requiring a super-majority stockholder vote to amend certain provisions of new Home Federal Bancorp's articles of incorporation.**

**Informational Proposal 3f. - Approval of a Provision in new Home Federal Bancorp's Bylaws Requiring a Super-majority Stockholder Vote to Amend Certain Provisions of New Home Federal Bancorp's Bylaws.** The bylaws of Home Federal Bancorp may be amended in a manner consistent with regulations of the Office of Thrift Supervision and shall be effective after: (1) approval of the amendment by a majority vote of the authorized board of directors, or by a majority of the votes cast by the stockholders of Home Federal Bancorp at any legal meeting; and (2) receipt of applicable regulatory approval. The bylaws of new Home Federal Bancorp may be amended by the board of directors with a majority vote of the total number of directors assuming no vacancies on the board, or by the stockholders by the affirmative vote of the holders of at least 80% of the voting power of the outstanding shares entitled to vote generally in the election of directors, voting together as a single class.

This provision limits the ability of new Home Federal Bancorp's stockholders to revise certain bylaw provisions. However, stockholders do retain the authority to authorize changes in the bylaws of new Home Federal Bancorp. Currently, Home Federal MHC, as the owner of 58.9% of the outstanding shares of common stock of Home Federal Bancorp, has the ability to block any proposed change to the bylaws of Home Federal Bancorp.

This provision in new Home Federal Bancorp's bylaws could have the effect of discouraging a tender offer or other takeover attempt where the ability to make fundamental changes through bylaw amendments is an important element of the takeover strategy of the potential acquiror. The board of directors believes that

the provision limiting certain amendments to the bylaws will put the board of directors in a stronger position to negotiate with third parties with respect to transactions potentially affecting the corporate structure of new Home Federal Bancorp and the fundamental rights of its stockholders, and to preserve the ability of all stockholders to have an effective voice in the outcome of such matters.

**The Board of Directors recommends that you vote FOR the proposal to approve a provision in new Home Federal Bancorp's Bylaws requiring a super-majority stockholder vote to amend certain provisions of new Home Federal Bancorp's bylaws.**

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**SELECTED FINANCIAL AND OTHER DATA**

The Financial Condition Data as of September 30, 2006 and 2005 and the Operating Data for the years ended September 30, 2006, 2005 and 2004 are derived from the audited consolidated financial statements and related notes included elsewhere in the prospectus. The Financial Condition Data as of September 30, 2004, 2003 and 2002 and the Operating Data for the years ended September 30, 2003 and 2002 are derived from audited consolidated financial statements, not included in this prospectus. The Financial Condition Data as of June 30, 2007 and the Operating Data for the nine months ended June 30, 2007 and 2006 are derived from unaudited consolidated financial statements included elsewhere in this prospectus which, in the opinion of management, include all adjustments (consisting of normal recurring adjustments) necessary to present fairly the data for the unaudited periods. Historical results are not necessarily indicative of results to be expected in any future period, and results for the nine months ended June 30, 2007 are not necessarily indicative of the results to be expected for the year ended September 30, 2007. The following information is only a summary and you should read it in conjunction with our consolidated financial statements and related notes beginning on page F-1 and with Management's Discussion and Analysis of Financial Condition and Results of Operations included elsewhere in this prospectus.

	At June 30, 2007	At September 30,				
		2006	2005	2004	2003	2002
FINANCIAL CONDITION DATA:	(Unaudited)	(In Thousands)				
Total assets	\$ 728,315	\$ 761,292	\$ 689,577	\$ 743,867	\$ 450,196	\$ 416,543
Investment securities available for sale, at fair value					5,440	2,507
Mortgage-backed securities, available for sale	166,755	12,182	14,830	871		
Mortgage-backed securities, held to maturity		183,279	180,974	96,595	24,425	44,325
Loans receivable, net (1)	491,768	503,065	430,944	392,634	372,629	318,297
Loans held for sale	4,363	4,119	5,549	3,577	5,066	12,722
Total deposit accounts	418,698	430,281	396,325	343,087	301,273	279,772
Federal Home Loan Bank advances	189,264	210,759	175,932	122,797	96,527	91,008
Stockholders' equity	109,998	107,869	101,367	45,097	40,399	34,961

	Nine Months Ended June 30,		Year Ended September 30,				
	2007	2006	2006	2005	2004	2003	2002
OPERATING DATA:	(Unaudited)		(In Thousands)				
Interest income	\$ 32,260	\$ 29,293	\$ 39,913	\$ 33,910	\$ 27,512	\$ 26,896	\$ 26,904
Interest expense	16,088	11,883	16,917	12,231	9,650	9,705	11,465
Net interest income	16,172	17,410	22,996	21,679	17,862	17,191	15,439
Provision for loan losses	71	320	138	456	900	615	277
Net interest income after provision for loan losses	16,101	17,090	22,858	21,223	16,962	16,576	15,162
Noninterest income	8,626	8,343	11,109	10,128	8,982	11,188	5,767
Noninterest expense	18,134	18,062	23,945	23,158	18,576	18,885	17,178
Income before income taxes	6,593	7,371	10,022	8,193	7,368	8,879	3,751
Federal income tax expense	2,517	2,817	3,810	2,910	2,684	3,423	1,644
Net income	\$ 4,076	\$ 4,544	\$ 6,212	\$ 5,283	\$ 4,684	\$ 5,456	\$ 2,107
Earnings per common share:							
Basic	\$ 0.28	\$ 0.31	\$ 0.43	\$ 0.36	nm <sup>(2)</sup>	nm <sup>(2)</sup>	nm <sup>(2)</sup>
Diluted	0.28	0.31	0.43	0.36	nm <sup>(2)</sup>	nm <sup>(2)</sup>	nm <sup>(2)</sup>



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Dividends declared per share:	\$ 0.165	\$ 0.160	\$ 0.215	\$ 0.100	nm(2)	nm(2)	nm(2)
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- (1) Net of allowances for loan losses, loans in process and deferred loan fees.  
(2) Per share information is not meaningful. Home Federal Bancorp did not complete its minority stock offering until December 6, 2004 and did not have any outstanding shares prior to that date.

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OTHER DATA:	At June 30,	At September 30,						
	2007	2006	2005	2004	2003	2002		
<b>Number of:</b>								
Real estate loans outstanding	3,047	3,389	3,236	3,081	3,053	2,565		
Deposit accounts	70,546	70,373	73,013	75,565	72,327	70,183		
Full-service offices	15	14	15	14	14	14		
		At or For the Nine Months Ended June 30, (1)		At or For the Year Ended September 30,				
<b>KEY FINANCIAL RATIOS:</b>	2007	2006	2006	2005	2004	2003	2002	
<b>Performance Ratios:</b>								
Return on average assets (2)		0.72%	0.85%	0.85%	0.82%	0.93%	1.23%	0.53%
Return on average equity (3)		4.92	5.81	5.90	5.69	10.47	13.39	6.03
Dividend payout ratio		21.96	21.76	19.72	10.68			
Equity to asset ratio (4)		14.70	14.56	14.47	14.38	8.86	9.17	8.74
Interest rate spread (5)		2.41	2.87	2.79	3.15	3.55	3.93	3.98
Net interest margin (6)		3.02	3.41	3.33	3.57	3.84	4.19	4.23
Efficiency ratio (8)		73.13	70.14	70.21	72.81	69.20	66.55	81.01
Noninterest income/operating revenue (9)		34.8	32.4	32.6	31.8	33.5	39.4	27.2
Average interest-earning assets to average interest-bearing liabilities		120.44	122.86	122.32	121.07	113.62	110.96	107.83
Noninterest expense as a percent of average total assets		2.41	2.52	3.29	3.59	3.68	4.25	4.29
<b>Capital Ratios:</b>								
Tier I (core) capital (to tangible assets)		12.97	11.59	11.77	12.00	6.01	8.89	8.50
Total risk-based capital (to risk-weighted assets)		20.58	19.34	19.46	20.46	12.76	14.18	13.79
Tier I risk-based capital (to risk-weighted assets)		19.95	18.65	18.82	19.75	12.05	13.56	13.27
<b>Asset Quality Ratios:</b>								
Non-accrual and 90 days or more past due loans as a percent of total loans		0.07	0.01	0.08	0.11	0.16	0.04	0.14
Non-performing assets as a percent of total assets		0.07		0.05	0.15	0.10	0.03	0.17
Allowance for losses as a percent of gross loans receivable		0.56	0.64	0.59	0.67	0.67	0.49	0.41
Allowance for losses as a percent of nonperforming loans		748.77	10,533.33	766.49	602.97	432.30	1,393.23	295.94
Net charge-offs to average loans		0.02	0.01	0.01	0.05	0.03	0.04	0.10

- (1) Ratios have been annualized.  
(2) Net income divided by average total assets.  
*(footnotes continued on following page)*

- (3) Net income divided by average equity.
- (4) Average equity divided by average total assets.
- (5) Difference between weighted average yield on interest-earning assets and weighted average rate on interest-bearing liabilities.
- (6) Net interest margin, otherwise known as net yield on interest-earning assets, is calculated as net interest income divided by average interest-earning assets.
- (7) Tangible equity is equity less goodwill and other intangible assets.
- (8) The efficiency ratio represents the ratio of noninterest expense divided by the sum of net interest income and noninterest income (expense).
- (9) Operating revenue is defined as the sum of net interest and non-interest income.

**A WARNING ABOUT FORWARD-LOOKING STATEMENTS**

This prospectus contains forward-looking statements, which can be identified by the use of words such as believes, expects, anticipates, estimates or similar expressions. Forward-looking statements include:

- statements of our goals, intentions and expectations;
- statements regarding our business plans, prospects, growth and operating strategies;
- statements regarding the quality of our loan and investment portfolios; and
- estimates of our risks and future costs and benefits.

These forward-looking statements are subject to significant risks and uncertainties. Actual results may differ materially from those contemplated by the forward-looking statements due to, among others, the following factors:

- general economic conditions, either nationally or in our market area, that are worse than expected;
- changes in the interest rate environment that reduce our interest margins or reduce the fair value of financial instruments;
- increased competitive pressures among financial services companies;
- changes in consumer spending, borrowing and savings habits;
- our ability to successfully manage our growth;
- legislative or regulatory changes that adversely affect our business;
- adverse changes in the securities markets; and
- changes in accounting policies and practices, as may be adopted by the bank regulatory agencies, the Public Company Accounting Oversight Board or the Financial Accounting Standards Board.

Any of the forward-looking statements that we make in this prospectus and in other public statements we make may turn out to be wrong because of inaccurate assumptions we might make, because of the factors illustrated above or because of other factors that we cannot foresee. Because of these and other uncertainties, our actual future results may be materially different from the results indicated by these forward-looking statements and you should not rely on such statements.

**HOW WE INTEND TO USE THE PROCEEDS FROM THE SUBSCRIPTION  
OFFERING, DIRECT COMMUNITY OFFERING AND SYNDICATED COMMUNITY OFFERING**

No proceeds will be received in connection with the exchange offer. However, we will receive proceeds from the sale of the shares of new Home Federal Bancorp's common stock in the stock offering and information regarding the anticipated use of these proceeds is provided herein for informational purposes.

Although the actual net proceeds from the sale of the shares of common stock cannot be determined until the conversion is completed, we presently anticipate that the net proceeds will be between \$97.5 million at the minimum of the offering range and \$132.4 million at the maximum of the offering range and may be up to \$152.4 million assuming an increase in the estimated offering range by 15%. See Pro Forma Data and The Conversion and Stock Offering How We Determined Our Price and the Number of Shares to Be Issued in the Stock Offering as to the assumptions used to arrive at these amounts.

We intend to use the net proceeds received from the stock offering as follows:

	Minimum	Maximum	Maximum, as adjusted
		(In Thousands)	
Gross proceeds	\$ 102,000	\$ 138,000	\$ 158,700
Less: estimated underwriting commission and other offering expenses	4,471	5,613	6,269
Estimated net proceeds	97,529	132,387	152,431
Less:			
Net proceeds to Home Federal Bank	48,765	66,194	76,216
Loan to our employee stock ownership plan	8,160	11,040	12,696
Net cash proceeds retained by new Home Federal Bancorp	40,604	55,153	63,519

New Home Federal Bancorp will retain 50% of the net conversion proceeds and will purchase all of the capital stock of Home Federal Bank to be issued in the conversion in exchange for the remaining 50% of the net conversion proceeds. The net proceeds retained by new Home Federal Bancorp will initially be deposited with Home Federal Bank and may ultimately be used to support lending and investment activities, future expansion of operations through the establishment or acquisition of banking offices or other financial service providers, to pay dividends or for other general corporate purposes, including repurchasing shares of its common stock. No such acquisitions are specifically being considered at this time. Home Federal Bank intends to use the proceeds received from new Home Federal Bancorp for future lending and investment activities, in addition to general and other corporate purposes. Initially, a substantial portion of the net proceeds will be invested in short-term investments, investment-grade debt obligations and mortgage-backed securities.

In particular, the net conversion proceeds will be used to expand our branch network and are planning four to six new branches that we intend to open within the next 24 months. There is currently one new branch under construction in Nampa, Idaho and plans are being finalized for the construction of a new branch office in the Meridian, Idaho market in 2008. Our long-term strategy is to build two or three branches per year if appropriate sites can be identified and obtained. We expect that each new branch office will cost between \$1.3 million to \$2.2 million, depending upon the location, cost of land, and the size and design of the building and permitting costs, which may vary from one jurisdiction to another. Initially, the net proceeds from the offering will be utilized to fund new loan originations, particularly in the commercial lending area.

As our strategic plan for growth and enhanced business model implementation is realized, new services and products will continue to be offered. We expect that these new services and products will reflect our plans to expand our commercial business related banking and therefore the new product and services will be directed towards attracting and retaining commercial business customers.

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New Home Federal Bancorp intends to use a portion of the net proceeds to make a loan directly to the employee stock ownership plan to enable it to purchase up to 8% of the aggregate shares of common stock sold in the offering; or if shares are not available, in the open market after the conversion. Based upon the sale of 10,200,000 shares of common stock in the offering and the sale of 13,800,000 shares of common stock in the offering and at the minimum and maximum of the estimated offering range, respectively, the loan to the Home Federal Bancorp employee stock ownership plan would be \$8.2 million and \$11.0 million, respectively. See Management Benefits to Be Considered Following Completion of the Conversion and Reorganization Employee Stock Ownership Plan.

New Home Federal Bancorp intends to adopt a new stock recognition and retention plan, subject to stockholder approval, and will use a portion of its proceeds to fund the purchase of shares in the open market for the plan. The stock recognition and retention plan intends to purchase in the open market 3.5% of the aggregate shares sold in the offering or \$3.5 million and \$4.8 million at the minimum and maximum of the estimated offering range, respectively.

The net proceeds may vary because total expenses of the conversion may be more or less than those estimated. The net proceeds will also vary if the number of shares to be issued in the conversion is adjusted to reflect a change in the estimated pro forma market value of new Home Federal Bancorp. Payments for shares made through withdrawals from existing deposit accounts at Home Federal Bank will not result in the receipt of new funds for investment by Home Federal Bank but will result in a reduction of Home Federal Bank's interest expense and liabilities as funds are transferred from interest-bearing certificates or other deposit accounts.

### **WE INTEND TO CONTINUE TO PAY QUARTERLY CASH DIVIDENDS**

Home Federal Bancorp has paid quarterly cash dividends since the quarter ended June 30, 2005. Home Federal Bancorp's current quarterly dividend is \$0.055 per share. After we complete the conversion, dividends will be paid by new Home Federal Bancorp on its outstanding shares of common stock. We currently expect that the level of cash dividends per share after the conversion, and offering will be substantially consistent with the current amount of dividends per share paid by Home Federal Bancorp on its common stock as adjusted for the additional shares issued pursuant to the exchange ratio. For example, based on the current cash dividend of \$0.055 per share and an assumed exchange ratio of 1.5369 at the maximum of the offering range, the cash dividend, if paid, would be approximately \$0.035 per share. However, the rate of such dividends and the initial or continued payment thereof will be in the discretion of the board of directors of new Home Federal Bancorp and will depend upon a number of factors, including the amount of net proceeds retained by us in the offering, investment opportunities available to us, capital requirements, our financial condition and result of operations, tax considerations, statutory and regulatory limitations, and general economic conditions. No assurance can be given that we will continue to pay dividends or that they will not be reduced in the future. We cannot guarantee that the amount of dividends that we pay after the conversion will be equal to the per share dividend amount that Home Federal Bancorp's stockholders currently receive, as adjusted to reflect the exchange ratio. In addition, during the first three years after the conversion, no dividend will be declared or paid if it would be classified as a return of capital.

Dividends from new Home Federal Bancorp may eventually depend, in part, upon receipt of dividends from Home Federal Bank, because new Home Federal Bancorp initially will have no source of income other than dividends from Home Federal Bank, earnings from the investment of proceeds from the sale of common stock retained by us, and interest payments with respect to our loan to our employee stock ownership plan.

Home Federal Bank's ability to pay dividends to new Home Federal Bancorp will be governed by the Home Owners' Loan Act, as amended, and the regulations of the Office of Thrift Supervision. In addition, the prior approval of the Office of Thrift Supervision will be required for the payment of a dividend if the total of all dividends declared by Home Federal Bank in any calendar year would exceed the total of its net profits for the year combined with its net profits for the two preceding years, less any required transfers to surplus or a fund for the retirement of any preferred stock. In addition, Home Federal Bank will be prohibited from paying cash dividends to new Home Federal Bancorp to the extent that any such payment would reduce Home Federal Bank's regulatory capital below required capital levels or would impair the liquidation account to be established for the benefit of Home Federal Bank's eligible account holders and supplemental eligible account holders. See The Conversion and Offering Liquidation Rights.

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Any payment of dividends by Home Federal Bank to new Home Federal Bancorp which would be deemed to be drawn out of Home Federal Bank's bad debt reserves would require a payment of taxes at the then-current tax rate of Home Federal Bank on the amount of earnings deemed to be removed from the reserves for such distribution. Home Federal Bank does not intend to make any distribution to new Home Federal Bancorp that would create such a federal tax liability. See Taxation.

Unlike Home Federal Bank, new Home Federal Bancorp is not subject to the above regulatory restrictions on the payment of dividends to its stockholders.

### MARKET FOR OUR COMMON STOCK

Home Federal Bancorp's common stock is currently listed on the Nasdaq Global Market under the symbol HOME, and there is an established market for such common stock. We have applied to have the common stock of new Home Federal Bancorp listed for trading on the Nasdaq Global Select Market and we expect that the common stock will trade under the symbol HOMED for a period of 20 trading days after completion of the offering. Thereafter, new Home Federal Bancorp's trading symbol will revert to HOME. We cannot assure you our common stock will be approved for listing on the Nasdaq Global Select Market.

Making a market may include the solicitation of potential buyers and sellers in order to match buy and sell orders. The development of a liquid public market depends upon the existence of willing buyers and sellers, the presence of which is not within our control or the control of any market maker. You should view the common stock as a long-term investment. Furthermore, there can be no assurance that you will be able to sell your shares at or above the purchase price.

The following table sets forth the high and low closing stock prices for Home Federal Bancorp common stock as reported by The Nasdaq Stock Market LLC and cash dividends per share declared for the periods indicated.

	Stock Price Per Share		Cash
	High	Low	Dividends Per Share
<u>Fiscal Year Ended September 30, 2007</u>			
Quarter Ended December 31, 2006	\$ 17.91	\$ 15.51	\$ 0.055
Quarter Ended March 31, 2007	17.69	14.02	0.055
Quarter Ended June 30, 2007	17.80	14.53	0.055
<u>Fiscal Year Ended September 30, 2006</u>			
Quarter Ended December 31, 2005	\$ 13.00	\$ 12.10	\$ 0.050
Quarter Ended March 31, 2006	13.67	12.16	0.055
Quarter Ended June 30, 2006	15.64	13.30	0.055
Quarter Ended September 30, 2006	15.74	13.63	0.055
<u>Fiscal Year Ended September 30, 2005</u>			
Quarter Ended December 31, 2004	\$ 12.96	\$ 12.49	\$
Quarter Ended March 31, 2005	13.04	11.91	
Quarter Ended June 30, 2005	13.42	11.16	0.050
Quarter Ended September 30, 2005	13.19	11.97	0.050

At May 10, 2007, the business day immediately preceding the public announcement of the conversion, and at \_\_\_\_\_, 2007, the date of this prospectus, the closing prices of Home Federal Bancorp common stock as reported on the Nasdaq Global Market were \$15.03 per share and \$\_\_\_\_ per share, respectively. At June 30, 2007, Home Federal Bancorp had approximately 680 stockholders of record, excluding persons or entities that hold stock in nominee or street name accounts with brokers.

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CAPITALIZATION

The following table presents the capitalization of Home Federal Bancorp at June 30, 2007, and the pro forma consolidated capitalization of new Home Federal Bancorp after giving effect to the conversion, excluding assumed earnings on the net proceeds, based upon the sale of the number of shares shown below and the other assumptions set forth under Pro Form a Data.

	Home Federal Bancorp Capitalization at June 30, 2007	New Home Federal Bancorp Pro Forma Based Upon Sale at \$10.00 Per Share			15,870,000 Shares (1) (Maximum of Range, as Adjusted)
		10,200,000 Shares (Minimum of Range)	12,000,000 Shares (Midpoint of Range)	13,800,000 Shares (Maximum of Range)	
(Dollars in Thousands)					
Deposits (2)	\$ 418,698	\$ 418,698	\$ 418,698	\$ 418,698	\$ 418,698
Borrowings (2)	189,264	189,264	189,264	189,264	189,264
<b>Total deposits and borrowings</b>	<b>\$ 607,962</b>	<b>\$ 607,962</b>	<b>\$ 607,962</b>	<b>\$ 607,962</b>	<b>\$ 607,962</b>
<b>Stockholders' equity</b>					
Preferred stock, \$0.01 par value, 5,000,000 shares authorized; issued and outstanding, none					
Common stock, \$0.01 par value, 100,000,000 shares authorized;					
shares to be issued as reflected (3)	\$ 152	\$ 173	\$ 204	\$ 234	\$ 269
Additional paid-in capital	59,209	156,717	174,115	191,514	211,523
Retained earnings (4)	57,922	57,922	57,922	57,922	57,922
Equity Received from MHC		50	50	50	50
Accumulated other comprehensive loss	(3,477)	(3,477)	(3,477)	(3,477)	(3,477)
<b>Less:</b>					
Common stock to be acquired by the employee stock ownership plan (5)	(3,808)	(11,968)	(13,408)	(14,848)	(16,504)
Common stock to be acquired by the stock recognition and retention plan (6)		(3,535)	(4,159)	(4,783)	(5,500)
<b>Total stockholders' equity</b>	<b>\$ 109,998</b>	<b>\$ 195,882</b>	<b>\$ 211,247</b>	<b>\$ 226,612</b>	<b>\$ 244,283</b>
Total stockholders' equity as a percentage of pro forma assets	15.10%	24.06%	25.46%	26.82%	28.32%
<b>Pro forma shares outstanding</b>					
Shares offered for sale in offering		10,200,000	12,000,000	13,800,000	15,870,000
Shares to be exchanged		7,103,110	8,356,600	9,610,090	11,051,064
<b>Total shares outstanding</b>		<b>17,303,110</b>	<b>20,356,600</b>	<b>23,410,090</b>	<b>26,921,604</b>

(footnotes on following page)

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- (1) As adjusted to give effect to an increase in the number of shares of common stock which would be offered as a result of a 15% increase in the estimated offering range to reflect demand for shares, changes in market and general financial conditions following the commencement of the subscription and community offerings or regulatory considerations.
  - (2) Does not reflect withdrawals from deposit accounts for the purchase of shares of common stock in the conversion. These withdrawals would reduce pro forma deposits by the amount of the withdrawals.
  - (3) No effect has been given to the issuance of additional shares of common stock pursuant to the proposed stock option plan. If this plan is implemented, an amount up to 10% of the shares of new Home Federal Bancorp common stock sold in the offering will be reserved for issuance upon the exercise of options under the stock option plan. See Management Benefits to be Considered Following Completion of the Conversion and Reorganization.
  - (4) The retained earnings of Home Federal Bank will be substantially restricted after the conversion. Additionally, Home Federal Bank will be prohibited from paying any dividend that would reduce its regulatory capital below the amount required for the liquidation account that will be set up in connection with the conversion. See The Conversion and Stock Offering Effects of the Conversion Depositors Rights if We Liquidate.
  - (5) Assumes that 8% of the shares sold in the offering will be purchased by the employee stock ownership plan financed by a loan from new Home Federal Bancorp. The loan will be repaid principally from Home Federal Bank's contributions to the employee stock ownership plan. Since new Home Federal Bancorp will finance the employee stock ownership plan debt, this debt will be eliminated through consolidation and no liability will be reflected on new Home Federal Bancorp's consolidated financial statements. Accordingly, the amount of shares of common stock acquired by the employee stock ownership plan is shown in this table as a reduction of total stockholders equity.
  - (6) Assumes a number of shares of common stock equal to 3.5% of the shares of common stock sold in the offering. The dollar amount of common stock to be purchased is based on the \$10.00 per share subscription price in the offering and represents unearned compensation. This amount does not reflect possible increases or decreases in the value of common stock relative to the subscription price in the offering. As new Home Federal Bancorp accrues compensation expense to reflect the vesting of shares pursuant to the new stock recognition and retention plan, the credit to equity will be offset by a charge to noninterest expense. Implementation of the new stock recognition and retention plan will require stockholder approval. The funds to be used by the new stock recognition and retention plan to purchase the shares will be provided by new Home Federal Bancorp. See Management Benefits to Be Considered Following Completion of the Conversion and Reorganization Stock Recognition and Retention Plan.

**HOME FEDERAL BANK  
EXCEEDS ALL REGULATORY CAPITAL REQUIREMENTS**

At June 30, 2007, Home Federal Bank exceeded all of its applicable regulatory capital requirements. The table on the following page sets forth the regulatory capital of Home Federal Bank at June 30, 2007 and the pro forma regulatory capital of Home Federal Bank after giving effect to the conversion, based upon the sale of the number of shares shown in the table. The pro forma regulatory capital amounts reflect the receipt by Home Federal Bank of 50% of the net stock proceeds, after expenses. The pro forma risk-based capital amounts assume the investment of the net proceeds received by Home Federal Bank in assets that have a risk-weight of 20% under applicable regulations, as if such net proceeds had been received and so applied at June 30, 2007.



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Pro Forma at June 30, 2007

At June 30, 2007	10,200,000 Shares Sold at \$10.00 per Share (Minimum of Range)		12,000,000 Shares Sold at \$10.00 per Share (Midpoint of Range)		13,800,000 Shares Sold at \$10.00 per Share (Maximum of Range)		15,870,000 Shares Sold at \$10.00 per Share (Maximum of Range, as Adjusted)			
	Amount	Percent of Assets (1)	Amount	Percent of Assets	Amount	Percent of Assets	Amount	Percent of Assets		
(Dollars in Thousands)										
Equity capital under generally accepted accounting principles ( GAAP )	\$ 89,306	12.61%	\$ 129,911	17.16%	\$ 137,185	17.91%	\$ 144,460	18.65%	\$ 152,826	19.48%
Tangible capital Requirement	\$ 92,234 10,669	12.97% 1.50	\$ 132,839 11,401	17.48% 1.50	\$ 140,113 11,532	18.23% 1.50	\$ 147,388 11,662	18.96% 1.50	\$ 155,754 11,813	19.78% 1.50
Excess	\$ 81,565	11.47%	\$ 121,438	15.98%	\$ 128,581	16.73%	\$ 135,726	17.46%	\$ 143,941	18.28%
Core capital Requirement	\$ 92,234 28,452	12.97% 4.00	\$ 132,839 30,402	17.48% 4.00	\$ 140,113 30,751	18.23% 4.00	\$ 147,388 31,099	18.96% 4.00	\$ 155,754 31,500	19.78% 4.00
Excess	\$ 63,782	8.97%	\$ 102,437	13.48%	\$ 109,362	14.23%	\$ 116,289	14.96%	\$ 124,254	15.78%
Total risk based capital	\$ 95,063	20.58%	\$ 135,668	28.76%	\$ 142,942	30.19%	\$ 150,217	31.61%	\$ 158,583	33.23%
Risk based requirement	36,954	8.00	37,734	8.00	37,873	8.00	38,013	8.00	38,173	8.00
Excess	\$ 58,109	12.58%	\$ 97,934	20.76%	\$ 105,069	22.19%	\$ 112,204	23.61%	\$ 120,410	25.23%
<b>Reconciliation of capital infused into Home Federal Bank:</b>										
Net proceeds infused			\$ 48,765		\$ 57,479		\$ 66,194		\$ 76,216	
Less:										
Common stock acquired by employee stock ownership plan			(8,160)		(9,600)		(11,040)		(12,696)	
Pro forma increase in GAAP and regulatory capital			\$ 40,605		\$ 47,879		\$ 55,154		\$ 63,520	

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(1) Adjusted total or adjusted risk-weighted assets, as appropriate.

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**PRO FORMA DATA**

We cannot determine the actual net proceeds from the sale of our common stock until the conversion is completed. However, we estimate that net proceeds will be between \$97.5 million and \$132.4 million, or \$152.4 million if the estimated offering range is increased by 15%, based upon the following assumptions:

all shares of common stock will be sold through non-transferable rights to subscribe for the common stock, in order of priority, to:

eligible account holders, who are depositors of Home Federal Bank with account balances of at least \$50.00 as of the close of business on March 31, 2006,

the proposed employee stock ownership plan, which will purchase 8% of the shares of common stock sold in the offering,

supplemental eligible account holders, who are depositors of Home Federal Bank with account balances of at least \$50.00 as of the close of business on September 30, 2007, and

other members, who are depositors of Home Federal Bank and borrowers of Home Federal Bank as of the close of business on \_\_\_\_\_, 2007, and March 16, 2004, respectively, other than eligible account holders or supplemental eligible account holders.

Keefe, Bruyette & Woods will receive a success fee equal to 1.0% of the gross proceeds from the offering, excluding shares of common stock sold to directors, officers, employees and the employee stock ownership plan; and

total expenses, excluding the success fee paid to Keefe, Bruyette & Woods, are estimated to be approximately \$1.2 million. Actual expenses may vary from those estimated.

Pro forma consolidated net income and stockholders' equity of new Home Federal Bancorp have been calculated for the year ended September 30, 2006 and for the nine months ended June 30, 2007 as if the common stock to be issued in the conversion had been sold at the beginning of the period and the net proceeds had been invested at 4.91% and 4.91%, which represent the yields on one-year U.S. Government securities at September 30, 2006 and at June 30, 2007. We believe that this rate more accurately reflects a pro forma reinvestment rate than the arithmetic average method, which assumes reinvestment of the net proceeds at a rate equal to the average of the yield on interest-earning assets and the cost of deposits for these periods. The effect of withdrawals from deposit accounts for the purchase of common stock has not been reflected. A tax rate of 39.0% has been assumed for periods resulting in an after-tax yields of 3.00% and 3.00% for the year ended September 30, 2006 and for the nine months ended June 30, 2007, respectively. We have also assumed that approximately 50% of the shares of common stock being offered will be sold in the subscription and community offerings and the remaining 50% of the shares of common stock will be sold in the syndicated community offering. Historical and pro forma per share amounts have been calculated by dividing historical and pro forma amounts by the indicated number of shares of common stock, as adjusted to give effect to the shares purchased by the employee stock ownership plan. See Note 2 to the following tables. As discussed under "How We Intend to Use the Proceeds From this Offering," new Home Federal Bancorp intends to make a loan to fund the purchase of 8% of the common stock sold in the offering by the employee stock ownership plan and intends to retain 50% of the net proceeds from the conversion.

No effect has been given in the tables to the issuance of additional shares of common stock pursuant to the proposed stock option plan. See "Management Benefits to Be Considered Following Completion of the Conversion and Reorganization - Stock Option Plan." The table below gives effect to the new stock recognition and retention plan, which is expected to be adopted by new Home Federal Bancorp following the conversion and presented along with the new stock option plan to stockholders for approval at an annual or special meeting of stockholders to be held at least six

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months following the completion of the conversion. If the new stock recognition and retention plan is approved by stockholders, the stock recognition and retention plan intends to acquire an amount of common stock equal to 3.5% of the shares of common stock sold in the offering, either through open market purchases or from authorized but unissued shares of common stock, if permissible. The following tables assume that stockholder approval has been obtained, as to which there can be no assurance, and that the shares acquired by the stock recognition and retention plan are purchased in the open market at \$10.00 per share. No effect has been given to new Home Federal Bancorp's results of operations after the conversion, the market price of the common stock after the conversion or a less than 3.5% purchase by the new stock recognition and retention plan.

The following pro forma information may not be representative of the financial effects of the foregoing transactions at the dates on which such transactions actually occur and should not be taken as indicative of future results of operations. Pro forma stockholders' equity represents the difference between the stated amount of assets and liabilities of Home Federal Bancorp computed in accordance with GAAP. Stockholders' equity does not give effect to intangible assets in the event of a liquidation, to Home Federal Bank's bad debt reserve or to the liquidation account to be maintained by Home Federal Bank. The pro forma stockholders' equity is not intended to represent the fair market value of the common stock and may be different than amounts that would be available for distribution to stockholders in the event of liquidation.

The tables on the following pages summarize historical consolidated data of Home Federal Bank and new Home Federal Bancorp's pro forma data at or for the dates and periods indicated based on the assumptions set forth above and in the table and should not be used as a basis for projection of the market value of our common stock following the conversion and the offering.

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At or For the Nine Months Ended June 30, 2007

	10,200,000 Shares Sold at \$10.00 Per Share (Minimum of Range)	12,000,000 Shares Sold at \$10.00 Per Share (Midpoint of Range)	13,800,000 Shares Sold at \$10.00 Per Share (Maximum of Range)	15,870,000 Shares Sold at \$10.00 Per Share (Maximum of Range, as Adjusted) (1)
(Dollars in Thousands)				
Gross proceeds of offering	\$ 102,000	\$ 120,000	\$ 138,000	\$ 158,700
Less Expenses	(4,471)	(5,042)	(5,613)	(6,269)
Plus: MHC assets reinvested	50	50	50	50
Estimated net proceeds	97,579	115,008	132,437	152,481
Less: Common stock purchased by employee stock ownership plan (2)	(8,160)	(9,600)	(11,040)	(12,696)
Less: Common stock purchased by the stock recognition and retention plan (3)	(3,535)	(4,159)	(4,783)	(5,500)
Estimated investable net proceeds	\$ 85,884	\$ 101,249	\$ 116,614	\$ 134,285
<b>For the Nine Months ended June 30, 2007:</b>				
Consolidated net income:				
Historical	\$ 4,076	\$ 4,076	\$ 4,076	\$ 4,076
Pro forma income on net proceeds	1,928	2,273	2,618	3,015
Pro forma income on assets from MHC	1	1	1	1
Pro forma employee stock ownership plan adjustment (2)	(249)	(293)	(337)	(387)
Pro forma restricted stock award adjustment (3)	(323)	(380)	(437)	(503)
Pro forma stock option adjustment (4)	(324)	(382)	(439)	(505)
Pro forma net income	\$ 5,109	\$ 5,296	\$ 5,483	\$ 5,697
Per share net income:				
Historical	\$ 0.26	\$ 0.22	\$ 0.19	\$ 0.17
Pro forma income on net proceeds, as adjusted	0.12	0.12	0.12	0.12
Pro forma employee stock ownership plan adjustment (2)	(0.02)	(0.02)	(0.02)	(0.02)
Pro forma restricted stock award adjustment (3)	(0.02)	(0.02)	(0.02)	(0.02)
Pro forma stock option adjustment (4)	(0.02)	(0.02)	(0.02)	(0.02)
Pro forma net income per share (5)	\$ 0.32	\$ 0.28	\$ 0.25	\$ 0.23
Offering price as a multiple of pro forma net earnings per share	23.44x	26.79x	30.00x	32.61x
Number of shares outstanding for pro forma income per share calculations	15,804,647	18,592,672	21,382,157	24,588,970

(table continued on following page)

(Footnotes on page 43)

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At or For the Nine Months Ended June 30, 2007

10,200,000 Shares Sold at \$10.00 Per Share (Minimum of Range)	12,000,000 Shares Sold at \$10.00 Per Share (Midpoint of Range)	13,800,000 Shares Sold at \$10.00 Per Share (Maximum of Range)	15,870,000 Shares Sold at \$10.00 Per Share (Maximum of Range, as Adjusted) (1)
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(Dollars in Thousands)

**At June 30, 2007:**

Stockholders equity:				
Historical	\$ 109,998	\$ 109,998	\$ 109,998	\$ 109,998
Estimated net proceeds	97,529	114,958	132,387	152,431
Plus: Equity Increase from MHC	50	50	50	50
Less: Common stock acquired by the employee stock ownership plan (2)	(8,160)	(9,600)	(11,040)	(12,696)
Less: Common stock acquired by the stock recognition and retention plan (3)(4)	(3,535)	(4,159)	(4,783)	(5,500)
<b>Pro forma stockholders equity</b>	<b>\$ 195,882</b>	<b>\$ 211,247</b>	<b>\$ 226,612</b>	<b>\$ 244,283</b>
Less: Intangibles				
<b>Pro forma tangible stockholders equity</b>	<b>\$ 195,882</b>	<b>\$ 211,247</b>	<b>\$ 226,612</b>	<b>\$ 244,283</b>
Stockholders equity per share:				
Historical	\$ 6.36	\$ 5.40	\$ 4.70	\$ 4.09
Estimated net proceeds	5.64	5.65	5.66	5.66
Less: Common stock acquired by the employee stock ownership plan (2)	(0.47)	(0.47)	(0.47)	(0.47)
Less: Common stock acquired by the stock recognition and retention plan (3)(4)	(0.20)	(0.20)	(0.20)	(0.20)
<b>Pro forma stockholders equity per share (6)</b>	<b>\$ 11.33</b>	<b>\$ 10.38</b>	<b>\$ 9.69</b>	<b>\$ 9.08</b>
Less: Intangibles per share				
<b>Pro forma tangible stockholders equity per share</b>	<b>\$ 11.33</b>	<b>\$ 10.38</b>	<b>\$ 9.69</b>	<b>\$ 9.08</b>
Offering price as a percentage of pro forma stockholders equity (5)	88.26%	96.34%	103.20%	110.13%
Offering price as a percentage of pro forma tangible stockholders equity per share	88.26%	96.34%	103.20%	110.13%
Number of shares outstanding for pro forma book value per share calculations	17,303,110	20,356,600	23,410,090	26,921,604

(Footnotes on page 43)

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At or For the Year Ended September 30, 2006

	10,200,000 Shares Sold at \$10.00 Per Share (Minimum of Range)	12,000,000 Shares Sold at \$10.00 Per Share (Midpoint of Range)	13,800,000 Shares Sold at \$10.00 Per Share (Maximum of Range)	15,870,000 Shares Sold at \$10.00 Per Share (Maximum of Range, as Adjusted) (1)
(Dollars in Thousands)				
Gross proceeds of offering	\$ 102,000	\$ 120,000	\$ 138,000	\$ 158,700
Less Expenses	(4,471)	(5,042)	(5,613)	(6,269)
Plus: Assets Received from MHC	50	50	50	50
Estimated net proceeds	97,579	115,008	132,437	152,481
Less: Common stock purchased by employee stock ownership plan (2)	(8,160)	(9,600)	(11,040)	(12,696)
Less: Common stock purchased by the stock recognition and retention plan (3)	(3,535)	(4,159)	(4,783)	(5,500)
Estimated investable net proceeds	\$ 85,884	\$ 101,249	\$ 116,614	\$ 134,285
<b>For the Year Ended September 30, 2006:</b>				
Consolidated net income:				
Historical	\$ 6,212	\$ 6,212	\$ 6,212	\$ 6,212
Pro forma income on net proceeds	2,571	3,031	3,491	4,020
Pro forma income on assets from MHC	1	1	1	1
Pro forma employee stock ownership plan adjustment (2)	(332)	(390)	(449)	(516)
Pro forma restricted stock award adjustment (3)	(431)	(507)	(583)	(671)
Pro forma stock option adjustment (4)	(432)	(509)	(585)	(673)
Pro forma net income	\$ 7,589	\$ 7,838	\$ 8,087	\$ 8,373
Per share net income:				
Historical	\$ 0.40	\$ 0.34	\$ 0.29	\$ 0.25
Pro forma income on net proceeds, as adjusted	0.16	0.16	0.16	0.16
Pro forma employee stock ownership plan adjustment (2)	(0.02)	(0.02)	(0.02)	(0.02)
Pro forma restricted stock award adjustment (3)	(0.03)	(0.03)	(0.03)	(0.03)
Pro forma stock option adjustment (4)	(0.03)	(0.03)	(0.03)	(0.03)
Pro forma net income per share (5)	\$ 0.48	\$ 0.42	\$ 0.37	\$ 0.33
Offering price as a multiple of pro forma net earnings per share	20.83x	23.81x	27.03x	30.30x
Number of shares outstanding for pro forma income per share calculations	15,693,340	18,461,730	21,231,569	24,415,797

(table continued on following page)

(Footnotes on page 43)

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At or For the Year Ended September 30, 2006

10,200,000 Shares Sold at \$10.00 Per Share (Minimum of Range)	12,000,000 Shares Sold at \$10.00 Per Share (Midpoint of Range)	13,800,000 Shares Sold at \$10.00 Per Share (Maximum of Range)	15,870,000 Shares Sold at \$10.00 Per Share (Maximum of Range, as Adjusted) (1)
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(Dollars in Thousands)

**At September 30, 2006:**

Stockholders' equity:

Historical	\$ 107,869	\$ 107,869	\$ 107,869	\$ 107,869
Estimated net proceeds	97,529	114,958	132,387	152,431
Plus: Equity Increase from MHC	50	50	50	50
Less: Common stock acquired by the employee stock ownership plan (2)	(8,160)	(9,600)	(11,040)	(12,696)
Less: Common stock acquired by the stock recognition and retention plan (3)(4)	(3,535)	(4,159)	(4,783)	(5,500)

Pro forma stockholders' equity	193,753	209,118	224,483	242,154
Less: Intangibles				

Pro forma tangible stockholders' equity	\$ 193,753	\$ 209,118	\$ 224,483	\$ 242,154
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Stockholders' equity per share:

Historical	\$ 6.23	\$ 5.30	\$ 4.61	\$ 4.01
Estimated net proceeds	5.64	5.65	5.66	5.66
Less: Common stock acquired by the employee stock ownership plan (2)	(0.47)	(0.47)	(0.47)	(0.47)
Less: Common stock acquired by the stock recognition and retention plan (3)(4)	(0.20)	(0.20)	(0.20)	(0.20)

Pro forma stockholders' equity per share (6)	\$ 11.20	\$ 10.28	\$ 9.60	\$ 9.00
Less: Intangibles per share				

Pro forma tangible stockholders' equity per share	\$ 11.20	\$ 10.28	\$ 9.60	\$ 9.00
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Offering price as a percentage of pro forma stockholders' equity (5)	89.29%	97.28%	104.17%	111.11%
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Offering price as a percentage of pro forma tangible stockholders' equity per share	89.29%	97.28%	104.17%	111.11%
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Number of shares outstanding for pro forma book value per share calculations	17,303,110	20,356,600	23,410,090	26,921,604
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(footnotes on following page)



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- (1) As adjusted to give effect to an increase in the number of shares which could occur as a result of a 15% increase in the offering range to reflect demand for the shares, changes in market and financial conditions following the commencement of the offering or regulatory considerations.
  - (2) Assumes that 8% of shares of common stock sold in the offering will be purchased by the employee stock ownership plan. For purposes of this table, the funds used to acquire these shares are assumed to have been borrowed by the employee stock ownership plan from new Home Federal Bancorp. Home Federal Bank intends to make annual contributions to the employee stock ownership plan in an amount at least equal to the required principal and interest payments on the debt. Home Federal Bank's total annual payments on the employee stock ownership plan debt are based upon 15 equal annual installments of principal and interest. Statement of Position 93-6 requires that an employer record compensation expense in an amount equal to the fair value of the shares committed to be released to employees. The pro forma adjustments assume that the employee stock ownership plan shares are allocated in equal annual installments based on the number of loan repayment installments assumed to be paid by Home Federal Bank, the fair value of the common stock remains equal to the subscription price and the employee stock ownership plan expense reflects an effective combined federal and state tax rate of 39.0%. The unallocated employee stock ownership plan shares are reflected as a reduction of stockholders' equity. No reinvestment is assumed on proceeds contributed to fund the employee stock ownership plan. The pro forma net income further assumes that 40,800, 48,000, 55,200 and 63,480 shares were committed to be released during the nine-month period ending June 30, 2007; and 54,400, 64,000, 73,600 and 84,640 shares were committed to be released during the 12-month period ending September 30, 2006, at the minimum, midpoint, maximum, and adjusted maximum of the offering range, respectively, and in accordance with Statement of Position 93-6, only the employee stock ownership plan shares committed to be released during the period were considered outstanding for purposes of income per share calculations. See Management Benefits to Be Considered Following Completion of the Conversion and Reorganization Employee Stock Ownership Plan.
  - (3) If approved by new Home Federal Bancorp's stockholders, the new stock recognition and retention plan may purchase an aggregate number of shares of common stock equal to 3.5% of the shares sold in the offering (or possibly a greater number of shares if the plan is implemented more than one year after completion of the conversion). Stockholder approval of the new stock recognition and retention plan, and purchases by the plan may not occur earlier than six months after the completion of the conversion. The shares may be acquired directly from new Home Federal Bancorp or through open market purchases. The funds to be used by the new stock recognition and retention plan to purchase the shares will be provided by new Home Federal Bancorp. The table assumes that (i) the new stock recognition and retention plan acquires the shares through open market purchases at \$10.00 per share, (ii) 15% and 20% of the amount contributed to the new stock recognition and retention plan is amortized as an expense during the nine months ended June 30, 2007 and the year ended September 30, 2006, respectively, and (iii) the stock recognition and retention plan expense reflects an effective combined federal and state tax rate of 39.0%. Assuming stockholder approval of the new stock recognition and retention plan and that shares of common stock (equal to 3.5% of the shares sold in the offering) are awarded through the use of authorized but unissued shares of common stock, stockholders would have their ownership and voting interests diluted by approximately 2.0%. See Management Benefits to Be Considered Following Completion of the Conversion and Reorganization Stock Recognition and Retention Plan.
  - (4) If approved by new Home Federal Bancorp's stockholders, the new stock option plan may grant options to acquire an aggregate number of shares of common stock equal to 10% of the shares sold in the offering (or possibly a greater number of shares if the plan is implemented more than one year after completion of the conversion). Stockholder approval of the new stock option plan may not occur earlier than six months after the completion of the conversion. In calculating the pro forma effect of the stock option plan, it is assumed that the exercise price of the stock options and the trading price of the common stock at the date of grant were \$10.00 per share, the estimated grant-date fair value determined using the Black-Scholes option pricing model was \$2.71 for each option, the aggregate grant-date fair value of the stock options was amortized to expense on a straight-line basis over a five-year vesting period of the options, and that 25% of the amortization expense (or

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the assumed portion relating to options granted to directors) resulted in a tax benefit using an assumed tax rate of 39.0%. The actual expense of the stock option plan will be determined by the grant-date fair value of the options, which will depend on a number of factors, including the valuation assumptions used in the option pricing model ultimately adopted. Under the above assumptions, the adoption of the stock option plan will result in no additional shares under the treasury stock method for purposes of calculating earnings per share. There can be no assurance that the actual exercise price of the stock options will be equal to the \$10.00 price per share. If a portion of the shares to satisfy the exercise of options under the stock option plan are obtained from the issuance of authorized but unissued shares, our net income per share and stockholders' equity per share will decrease. The issuance of authorized but previously unissued shares of common stock pursuant to the exercise of options under such plan would dilute existing stockholders' ownership and voting interests by approximately 4.9%.

- (5) Income per share computations are determined by taking the number of shares assumed to be sold in the offering and, in accordance with Statement of Position 93-6, subtracting the employee stock ownership plan shares that have not been committed for release during the period. See note 2, above.
- (6) The retained earnings of Home Federal Bank will be substantially restricted after the conversion. See The Conversion and Stock Offering Effect of the Conversion Depositors' Rights if We Liquidate Liquidation Rights.

## RECENT DEVELOPMENTS

The following tables set forth certain information concerning our consolidated financial position and results of operations at the dates and for the periods indicated. Information at September 30, 2007 and June 30, 2007, the three and twelve months ended September 30, 2007 and the three months ended September 30, 2006 are unaudited, but, in the opinion of management, contain all adjustments (none of which were other than normal recurring entries) necessary for a fair presentation of the results of these periods. This information should be read in conjunction with our consolidated financial statements and related notes beginning on page F-1 of this prospectus.

FINANCIAL CONDITION DATA:	At September	At June	At September
	30, 2007	30, 2007	30, 2006
	(In Thousands)		
Total assets	\$ 709,954	\$ 728,315	\$ 761,292
Mortgage-backed securities, available for sale	162,258	166,755	12,182
Mortgage-backed securities, held to maturity			183,279
Loans receivable, net (1)	480,118	491,768	503,065
Loans held for sale	4,904	4,363	4,119
Total deposit accounts	404,609	418,698	430,281
Federal Home Loan Bank advances	180,730	189,264	210,759
Stockholders equity	112,637	109,998	107,869

  

OPERATING DATA:	Three Months Ended		Twelve Months	
	September 30,		Ended	
	2007	2006	2007	2006
	(In Thousands)			
Interest income	\$ 10,378	\$ 10,620	\$ 42,638	\$ 39,913
Interest expense	5,248	5,034	21,336	16,917
Net interest income	5,130	5,586	21,302	22,996
Provision for loan losses	338	(182)	409	138
Net interest income after provision for loan losses	4,792	5,768	20,893	22,858
Noninterest income	2,564	2,766	11,190	11,109
Noninterest expense	5,411	5,883	23,545	23,945
Income before income taxes	1,945	2,651	8,538	10,022
Income tax expense	750	993	3,267	3,810
Net income	\$ 1,195	\$ 1,658	\$ 5,271	\$ 6,212
Earnings per common share				
Basic	\$ 0.08	\$ 0.11	\$ 0.36	\$ 0.43
Diluted	0.08	0.11	0.36	0.43
Dividends declared per share	\$ 0.055	\$ 0.055	\$ 0.22	\$ 0.215

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(1) Net of allowances for loan losses, loans in process and deferred loan fees.

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	At or For the Three Months Ended September 30, (1)		At or For the Twelve Months Ended September 30,	
	2007	2006	2007	2006
<b>KEY FINANCIAL RATIOS:</b>				
Performance Ratios:				
Return on average assets (2)	0.67%	0.88%	0.71%	0.85%
Return on average equity (3)	4.27	6.16	4.75	5.90
Dividend payout ratio	26.19	18.32	23.52	19.72
Equity-to-assets ratio (4)	15.70	14.24	14.94	14.47
Interest rate spread (5)	2.37	2.54	2.40	2.79
Net interest margin (6)	3.04	3.12	3.03	3.33
Efficiency ratio (7)	70.33	70.44	72.46	70.21
Noninterest income/operating revenue (8)	33.32	33.12	34.43	32.57
Average interest-earning assets to average interest-bearing liabilities	121.59	120.83	120.71	122.32
Noninterest expense as a percent of average total assets	3.04	3.11	3.17	3.29
Capital Ratios:				
Tier 1 (core) capital (to tangible assets)	13.56	11.77	13.56	11.77
Total risk-based capital (to risk-weighted assets)	21.38	19.46	21.38	19.46
Tier 1 risk-based capital (to risk-weighted assets)	20.69	18.82	20.69	18.82
Asset Quality Ratios:				
Nonaccrual and 90 days or more past due loans as a percent of total loans	0.32	0.08	0.32	0.08
Nonperforming assets as a percent of total assets	0.29	0.05	0.29	0.05
Allowance for losses as a percent of gross loans receivable	0.62	0.59	0.62	0.59
Allowance for losses as a percent of nonperforming loans	195.17	766.55	195.17	766.55
Net charge-offs to average loans	0.02	0.001	0.04	0.01

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(1) Ratios have been annualized

(2) Net income divided by average total assets.

(3) Net income divided by average equity.

(4) Average equity divided by average total assets.

(5) Difference between weighted average yield on interest-earning assets and weighted average rate on interest-bearing liabilities.

(6) Net interest margin, otherwise known as net yield on interest-earning assets, is calculated as net interest income divided by average interest-earning assets.

(7) The efficiency ratio represents the ratio of noninterest expense divided by the sum of net interest income and noninterest income.

(8) Operating revenue is defined as the sum of net interest and noninterest income

**Regulatory Capital**

The table below sets forth Home Federal's capital position relative to its Office of Thrift Supervision capital requirements at September 30, 2007. The definitions used in the table are those provided in the capital regulations issued by the Office of Thrift Supervision. See How We Are Regulated - Regulation and Supervision of Home Federal - Capital Requirements.

	<b>At September 30, 2007</b>	
	<b>Amount</b>	<b>Percent of Assets (1)</b>
	<b>(Dollars in Thousands)</b>	
Equity capital under generally accepted accounting principles ( GAAP )	\$ 91,908	13.33%
Tier 1 risk-based capital Requirement	\$ 93,678 18,112	20.69% 10.00
Excess	\$ 75,566	16.69%
Tier 1 (core) capital Requirement	\$ 93,736 20,741	13.56% 3.00
Excess	\$ 72,995	10.56%
Total risk-based capital Risk-based requirement	\$ 96,805 36,224	21.38% 8.00
Excess	\$ 60,581	13.38%

(1) Adjusted total or adjusted risk-weighted assets, as appropriate.

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF RECENT DEVELOPMENTS****Comparison of Financial Condition at September 30, 2007 and September 30, 2006**

**General.** Total assets decreased \$51.4 million, or 6.7%, to \$709.9 million at September 30, 2007 from \$761.3 million at September 30, 2006. Mortgage-backed securities and loans, net decreased \$33.2 million and \$22.9 million respectively and were the primary reason for the asset decline during the twelve-month period. Total liabilities decreased \$56.1 million, or 8.6% to \$597.3 million. Federal Home Loan Bank advances and deposits decreased by \$30.0 million and \$25.7 million respectively.

**Assets.** For the year ended September 30, 2007, total assets decreased \$51.4 million. The increases and decreases were primarily concentrated in the following asset categories:

	Balance at September 30, 2007	Balance at September 30, 2006	Increase (decrease)	
			Amount	Percent
(Dollars in Thousands)				
Cash and amounts due from depository institutions	\$ 20,588	\$ 18,385	2,203	12.0%
Mortgage-backed securities, available for sale	162,258	12,182	150,076	1,231.9
Mortgage-backed securities, held to maturity		183,279	(183,279)	(100.0)
Loans receivable, net of allowance for loan losses	480,118	503,065	(22,947)	(4.6)

Cash and amounts due from depository institutions increased \$2.2 million as a result of normal fluctuations of amounts due from other financial institutions.

Mortgage-backed securities decreased \$33.2 million to \$162.3 million at September 30, 2007, from \$195.5 million at September 30, 2006. During the year ended September 30, 2007, we purchased \$2.1 million of 5/1 hybrid adjustable-rate mortgage-backed securities issued by Freddie Mac. Repayments of principal and proceeds from sales totaled \$31.9 million for the year ended September 30, 2007. We purchase mortgage-backed securities to manage interest rate sensitivity, supplement loan originations and provide liquidity.

During the quarter ended June 30, 2007, we transferred our entire portfolio of held-to-maturity mortgage-backed securities to available for sale to help meet future liquidity needs associated with increasing commercial banking and other lending activities. As part of our liquidity management, we do not intend to classify any investments as held to maturity in the foreseeable future.

Loans receivable, net, decreased \$23.0 million to \$480.1 million at September 30, 2007, from \$503.1 million at September 30, 2006. One-to four-family residential mortgage loans decreased \$49.5 million as we sold a majority of the one-to four-family loans that we originated. In prior years, we held a portion of the one-to four-family loans we originated in our loan portfolio. Commercial loans increased \$18.6 million during the year ended September 30, 2007. We have made significant progress in building our commercial and small business banking programs, including the addition of an experienced commercial banking team to expand our existing commercial real estate lending program. We will also emphasize other commercial banking activities, including business banking, cash management and other products associated with a full-service commercial bank.

**Deposits.** Deposits decreased \$25.7 million, or 6.0%, to \$404.6 million at September 30, 2007, from \$430.3 million at September 30, 2006. Certificates of deposit accounted for the majority of the decrease in total deposits during the period. The decrease in certificates of deposit was primarily the result of our choosing not to match rates offered by local competitors that in some cases exceeded our alternative funding sources. The following table details the changes in deposit accounts:

	Balance at September 30, 2007	Balance at September 30, 2006	Increase (decrease)	
			Amount	Percent
(Dollars in Thousands)				
Noninterest-bearing demand deposits	\$ 38,643	\$ 44,626	(5,983)	(13.4)%
Interest-bearing demand deposits	127,659	128,276	(617)	(0.5)
Savings deposits	23,116	23,655	(539)	(2.3)
Certificates of deposit	215,191	233,724	(18,533)	(7.9)
<b>Total deposit accounts</b>	<b>404,609</b>	<b>\$ 430,281</b>	<b>(25,672)</b>	<b>(6.0)</b>

**Borrowings.** Federal Home Loan Bank advances decreased \$30.1 million, or 14.3%, to \$180.7 million at September 30, 2007, from \$210.8 million at September 30, 2006. We use Federal Home Loan Bank advances as an alternative funding source to deposits, and to manage funding costs, reduce interest rate risk and to leverage our balance sheet.

**Equity.** Stockholders' equity increased \$4.8 million, or 4.4%, to \$112.6 million at September 30, 2007, from \$107.9 million at September 30, 2006. The increase was primarily a result of the \$5.3 million in net income and the allocation of earned employee stock ownership plan shares, equity compensation and the exercise of stock options totaling \$2.2 million, offset by \$1.3 million in cash dividends paid to stockholders and \$2.0 million increase in unrealized losses on securities available for sale. On September 14, 2007, the Company paid \$0.055 per share in cash dividends to stockholders of record as of August 31, 2007, excluding shares held by Home Federal MHC.

#### Comparison of Operating Results for the Three Months ended September 30, 2007 and September 30, 2006

**General.** Net income for the three months ended September 30, 2007 was \$1.2 million, or \$0.08 per diluted share, compared to net income of \$1.7 million, or \$0.11 per diluted share, for the three months ended September 30, 2006.

**Net Interest Income.** Our net interest income decreased \$456,000 or 8.2% to \$5.1 million for the three months ended September 30, 2007 from \$5.6 million for the three months ended September 30, 2006. Average total interest-earning assets decreased \$41.1 million between the two three month time periods. During that same period, our net interest spread decreased 17 basis points.

**Interest and Dividend Income.** Total interest and dividend income for the three months ended September 30, 2007 decreased \$242,000 to \$10.4 million from \$10.6 million for the three months ended September 30, 2006. The decrease during the period was primarily attributable to the \$41.1 million or 5.7% decrease in the average balance of interest-earning assets.

The following table compares detailed average earning asset balances, associated yields and resulting changes in interest and dividend income for the three months ended September 30, 2007 and 2006:



## Three Months Ended September 30,

	2007		2006		Increase/ (Decrease) in Interest and Dividend Income from 2006
	Average Balance	Yield	Average Balance	Yield	
(Dollars in Thousands)					
Loans receivable, net of deferred taxes	\$ 487,737	6.70%	\$ 501,279	6.51%	\$ 8
Loans held for sale	3,587	6.48	3,661	6.56	(2)
Investment securities, including interest-bearing deposits in other banks	9,412	5.18	1,952	5.33	96
Mortgage-backed securities	164,326	4.91	199,304	4.77	(359)
Federal Home Loan Bank stock	9,591	0.63	9,591	0.00	15
Total interest-earning assets	\$ 674,653	6.15%	\$ 715,787	5.93%	\$ (2 42)

**Interest Expense.** Interest expense increased \$214,000 or 4.3% to \$5.2 million for the three months ended September 30, 2007 from \$5.0 million for the three months ended September 30, 2006. The average balance of total interest-bearing liabilities decreased \$37.5 million, or 6.3% to \$554.9 million for the three months ended September 30, 2007 from \$592.4 million for the three months ended September 30, 2006. The increase in interest expense from the prior year is primarily due to an increase in cost of funds. The average cost of funds increased 38 basis points to 3.78% for the three months ended September 30, 2007 compared to 3.40% for the three months ended September 30, 2006.

The following table details average balances, cost of funds and the change in interest expense for the three months ended September 30, 2007 and 2006:

## Three Months Ended September 30,

	2007		2006		Increase/ (Decrease) in Interest Expense from 2006
	Average Balance	Cost	Average Balance	Cost	
(Dollars in Thousands)					
Savings deposits	\$ 23,220	0.60%	\$ 23,610	0.22%	\$ 22
Interest-bearing demand deposits	84,868	0.70	96,464	0.58	10
Money market accounts	46,009	3.47	32,220	2.04	235
Certificates of deposit	215,484	4.73	230,183	4.19	139
Federal Home Loan Bank advances	185,277	4.57	204,898	4.40	(192)
Total interest-bearing liabilities	\$ 554,858	3.78%	\$ 592,375	3.40%	\$ 214

**Provision for Loan Losses.** . In connection with its analysis of the loan portfolio for the three months ended September 30, 2007, management determined that a provision for loan losses of \$338,000 was required for the three months ended September 30, 2007, compared to a reversal of allowance of \$182,000 for the three months ended September 30, 2006. The \$520,000 increase in the provision takes into account increased activity within classified assets as well as the current downturn in the real estate market. We do not originate or purchase one- to four-family subprime loans. Management considers the allowance for loans losses at September 30, 2007 to be adequate to cover probable losses inherent in the loan portfolio based on the assessment of the above-mentioned factors affecting the loan portfolio. While management believes the estimates and assumptions used in its determination of the adequacy of the allowance are reasonable, there can be no assurance that such estimates and assumptions will not be proven incorrect in the future, or that the actual amount of future provisions will not exceed the amount of past provisions or



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that any increased provision that may be required will not adversely impact our financial condition and results of operations. In addition, the determination of the amount of our allowance for loan losses is subject to review by bank regulators, as part of the routine examination process, which may result in the establishment of additional reserves based upon their judgment of information available to them at the time of their examination.

The following table details selected activity associated with the allowance for loan losses for the three months ended September 30, 2007 and 2006:

	<b>At or For the Three Months Ended September 30,</b>	
	<b>2007</b>	<b>2006</b>
	<b>(Dollars in Thousands)</b>	
Provision for loan losses	\$ 338	\$ (182)
Net charge-offs	98	3
Allowance for loan losses	2,988	2,974
Allowance for loan losses as a percentage of gross loans receivable at the end of the period	0.62%	0.59%
Allowance for loan losses as a percentage of nonperforming loans at the end of the period	195.17	766.49
Nonperforming loans	\$ 1,531	\$ 388
Nonaccrual and 90 days or more past due loans as a percentage of loans receivable at the end of the period	0.32%	0.08%
Loans receivable, net	\$ 480,118	\$ 503,065

**Noninterest Income.** Noninterest income for the three months ended September 30, 2007 was \$2.6 million, a decrease of \$202,000, or 7.3%, from the three months ended September 30, 2006.

The following table provides a detailed analysis of the changes in components of noninterest income:

	<b>Three Months Ended September 30, 2007</b>	<b>Increase/(Decrease) from September 30, 2006</b>	<b>Percentage Increase/(Decrease)</b>
	<b>(Dollars in Thousands)</b>		
Service fees and charges	\$ 2,297	\$ (102)	(4.3)%
Gain on sale of loans	251	(11)	(4.2)
Increase in cash surrender value of bank life insurance	104	6	(6.1)
Loan servicing fees	129	(21)	(14.0)
Mortgage servicing rights, net	(222)	(90)	(68.2)
Other	5	16	(145.5)
<b>Total noninterest income</b>	<b>\$ 2,564</b>	<b>\$ (202)</b>	<b>(7.30)%</b>

Noninterest income decreased \$202,000, or 7.3%, to \$2.6 million for the three months ended September 30, 2007 from \$2.8 million for the three months ended September 30, 2006. The decrease was primarily attributable to a \$102,000 or 4.3% decrease in fees and service charges and a \$90,000 or 68.2% decrease in the value of the mortgage servicing asset.

**Noninterest Expense.** Total noninterest expense for the three months ended September 30, 2007 was \$5.4 million, a decrease of \$472,000 or 8.0% compared to the three months ended September 30, 2006.

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The following table provides a detailed analysis of the changes in components of noninterest expense:

	<b>Three Months Ended September 30, 2007</b>	<b>Increase/(Decrease) from September 30, 2006</b>	<b>Percentage Increase/(Decrease)</b>
	<b>(Dollars in Thousands)</b>		
Compensation and benefits	\$ 2,886	\$ (767)	(21.0)%
Occupancy and equipment	726	40	5.8
Data processing	548	110	25.1
Advertising	503	218	76.5
Other	748	(73)	(8.9)
<b>Total noninterest expense</b>	<b>\$ 5,411</b>	<b>\$ (472)</b>	<b>(8.0)%</b>

Compensation and benefits decreased \$767,000 or 21.0% to \$2.9 million for the three months ended September 30, 2007 from \$3.7 million for the same period a year ago. The decrease was primarily attributable to a decreased incentive payout in the current year. Advertising costs increased \$218,000 or 76.5%, primarily as a result of marketing costs related to a debit card rewards program and a business banking campaign that were recently initiated.

**Income Tax Expense.** Income tax expense for the three months ended September 30, 2007 was \$750,000, which represented a decrease of \$243,000 from the three months ended September 30, 2006. Income before income taxes was \$1.9 million for the three months ended September 30, 2007 compared to \$2.6 million for the three months ended September 30, 2006, a decrease of \$706,000, or 26.6%. Our combined federal and state effective income tax rate for the quarter ending September 30, 2007 was 38.6% compared to 37.5% for the three months ended September 30, 2006.

### Comparison of Operating Results for the Years ended September 30, 2007 and September 30, 2006

**General.** Net income for the year ended September 30, 2007 was \$5.3 million, or \$0.36 per diluted share, compared to net income of \$6.2 million, or \$0.43 per diluted share, for the year ended September 30, 2006.

**Net Interest Income.** Net interest income decreased \$1.7 million, or 7.4%, to \$21.3 million for the year ended September 30, 2007, from \$23.0 million for the year ended September 30, 2006. The decrease in net interest income was primarily attributable to a lower net interest margin, despite an overall increase in average interest-earning assets and interest-bearing liabilities 2007 versus 2006.

Our net interest margin decreased 30 basis points to 3.03% for the year ended September 30, 2007, from 3.33% for the same period last year. The cost of interest bearing liabilities increased 66 basis points to 3.66% for the fiscal year from 3.00% for the same period of the prior year. The decline in the net interest margin reflects the relatively flat yield curve that currently exists, as the cost of shorter-term deposits and borrowed funds increased more rapidly than the yield on longer-term assets. Although we believe the repricing of existing loans and the emphasis on expanding the commercial and small business banking programs, including both loan and deposit products, will help counter the trend in net interest margin, pressure will likely continue in the near term as a result of the flat yield curve environment.

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The following table sets forth the results of balance sheet growth and changes in interest rates to our net interest income. The rate column shows the effects attributable to changes in rate (changes in rate multiplied by prior volume). The volume column shows the effects attributable to changes in volume (changes in volume multiplied by prior rate). Changes attributable to both rate and volume, which cannot be segregated, are allocated proportionately to the changes in rate and volume.

<b>Year Ended September 30, 2007 Compared to September 30, 2006 Increase (Decrease) Due to</b>			
	<b>Rate</b>	<b>Volume</b>	<b>Total</b>
<b>(In Thousands)</b>			
<b>Interest-earning assets:</b>			
Loans receivable, net	\$ 1,276	\$ 2,098	\$ 3,374
Loans held for sale	11	(7)	4
Investment securities, including interest-bearing deposits in other banks	30	175	205
Mortgage-backed securities	130	(1,036)	(906)
Federal Home Loan Bank stock	48		48
	\$ 1,495	\$ 1,230	\$ 2,725
<b>Interest-bearing liabilities:</b>			
Savings deposits	\$ 55	\$ (3)	\$ 52
Interest-bearing demand deposits	137	(34)	103
Money market accounts	519	161	680
Certificates of deposit	2,232	298	2,530
	2,943	422	3,365
Federal Home Loan Bank advances	568	486	1,054
	\$ 3,511	\$ 908	\$ 4,419
<b>Total net change in expense on interest-bearing liabilities</b>			<b>\$ (1,694)</b>
<b>Total increase (decrease) in net interest income</b>			<b>\$ (1,694)</b>

**Interest and Dividend Income.** Total interest and dividend income for the year ended September 30, 2007 increased \$2.7 million, or 6.8%, to \$42.6 million, from \$39.9 million for the same period of the prior year. The increase during the period was primarily attributable to the \$14.0 million, or 2.0%, increase in the average balance of interest-earning assets and an increase in the yield on interest-earning assets to 6.06% from 5.79% as a result of the general increase in interest rates and changes in our loan portfolio mix.

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The following table compares detailed average earning asset balances, associated yields, and resulting changes in interest and dividend income for the years ended September 30, 2007 and 2006.

	Year Ended September 30,				
	2007		2006		Increase/ (Decrease) in Interest and Dividend Income from 2006
	Average Balance	Yield	Average Balance	Yield	
	(Dollars in Thousands)				
Loans receivable, net of deferred taxes	\$ 503,478	6.62%	\$ 471,291	6.35%	\$ 3,374
Loans held for sale	3,652	6.46	3,771	6.15	4
Investment securities, available for sale, including interest-bearing deposits in other banks	6,645	5.19	3,197	4.38	205
Mortgage-backed securities	180,309	4.82	201,838	4.76	(906)
FHLB stock	9,591	0.50	9,591		48
	\$ 703,675	6.06%	\$ 689,688	5.79%	\$ 2,725

**Interest Expense.** Interest expense increased \$4.4 million, or 26.1%, to \$21.3 million for the year ended September 30, 2007 from \$16.9 million for the year ended September 30, 2006. The average balance of total interest-bearing liabilities increased \$19.1 million, or 3.4%, to \$582.9 million for the year ended September 30, 2007 from \$563.8 million for the year ended September 30, 2006. The increase was primarily a result of growth in certificates of deposit, money market accounts, and additional FHLB advances. As a result of general market rate increases, the average cost of funds for total interest-bearing liabilities increased 66 basis points to 3.66% for the year ended September 30, 2007 compared to 3.00% for the year ended September 30, 2006.

The following table details average balances, cost of funds and the change in interest expense for the years ended September 30, 2007 and 2006:

	Year Ended September 30,				
	2007		2006		Increase/ (Decrease) in Interest Expense from 2006
	Average Balance	Cost	Average Balance	Cost	
	(Dollars in Thousands)				
Savings deposits	\$ 23,397	0.44%	\$ 24,863	0.21%	\$ 52
Interest-bearing demand deposits	91,198	0.62	97,916	0.48	103
Money market deposits	39,908	3.04	31,875	1.68	680
Certificates of deposit	226,522	4.59	218,496	3.60	2,530
FHLB advances	201,911	4.49	190,684	4.20	1,054
	\$ 582,936	3.66%	\$ 563,834	3.00%	\$ 4,419

**Provision for Loan Losses.** A provision for loan losses of \$409,000 was established by management in connection with its analysis of the loan portfolio for the year ended September 30, 2007, compared to a provision for loan losses of \$138,000 established for the same period of 2006. The \$271,000 increase in the provision takes into account increased activity within classified assets as well as the current downturn in the real estate market. We do not originate or purchase one- to four-family subprime loans. Management considers the allowance for loans losses at

September 30, 2007 to be adequate to cover probable losses inherent in the loan portfolio based on the assessment of

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the above-mentioned factors affecting the loan portfolio. While management believes the estimates and assumptions used in its determination of the adequacy of the allowance are reasonable, there can be no assurance that such estimates and assumptions will not be proven incorrect in the future, or that the actual amount of future provisions will not exceed the amount of past provisions or that any increased provision that may be required will not adversely impact our financial condition and results of operations. In addition, the determination of the amount of our allowance for loan losses is subject to review by bank regulators, as part of the routine examination process, which may result in the establishment of additional reserves based upon their judgment of information available to them at the time of their examination.

The following table details selected activity associated with the allowance for loan losses for the years ended September 30, 2007 and 2006:

	At or For the Year Ended September 30,	
	2007	2006
	(Dollars in Thousands)	
Provision for loan losses	\$ 409	\$ 138
Net charge-offs	203	46
Allowance for loan losses	2,988	2,974
Allowance for loan losses as a percentage of gross loans receivable at the end of the period	0.62%	0.59%
Allowance for loan losses as a percentage of nonperforming loans at the end of the period	195.17%	766.49%
Nonperforming loans	\$ 1,531	\$ 388
Nonaccrual and 90 days or more past due loans as a percentage of loans receivable at the end of the period	0.32%	0.08%
Loans receivable, net	\$ 480,118	\$ 503,065

**Noninterest Income.** Noninterest income increased \$81,000, or 0.7%, to \$11.2 million for the year ended September 30, 2007 from \$11.1 million for the year ended September 30, 2006. While overall noninterest income was flat, gain on sale of loans increased \$363,000 or 34.4%. This increase in noninterest income was offset by a \$266,000 or 148.6% decrease in the value of the mortgage servicing asset. We currently sell a majority of the one-to-four-family residential loans we originate. For the year ended September 30, 2006, a larger percentage of the residential mortgage loans originated were held in the loan portfolio. For the year ended September 30, 2007 we had a \$150,000 write down of the value of the mortgage servicing rights.

The following table provides a detailed analysis of the changes in components of noninterest income:

	Year Ended September 30,		Increase (decrease)	
	2007	2006	Amount	Percent
	(Dollars in Thousands)			
Service fees and charges	\$ 9,218	\$ 9,292	\$ (74)	(0.8)%
Gain on sale of loans	1,419	1,056	363	34.4
Increase in cash surrender value of bank owned life insurance	405	383	22	5.7
Loan servicing fees	549	620	(71)	(11.5)
Mortgage servicing rights, net	(445)	(179)	(266)	(148.6)
Other	44	(63)	107	169.8
<b>Total noninterest income</b>	<b>\$ 11,190</b>	<b>\$ 11,109</b>	<b>\$ 81</b>	<b>0.7%</b>

**Noninterest Expense.** Noninterest expense decreased \$400,000, or 1.7%, to \$23.5 million for the year ended September 30, 2007 from \$23.9 million for the year ended September 30, 2006.

The following table provides a detailed analysis of the changes in components of noninterest expense:





	Year Ended September 30,		Increase (decrease)	
	2007	2006	Amount	Percent
(Dollars in Thousands)				
Compensation and benefits	\$ 14,249	\$ 15,081	\$ (832)	(5.5)%
Occupancy and equipment	2,871	2,759	112	4.1
Data processing	2,097	1,802	295	16.4
Advertising	1,475	1,025	450	43.9
Other	2,853	3,278	(425)	(13.0)
Total noninterest expense	\$ 23,545	\$ 23,945	\$ (400)	(1.7)%

Compensation and benefits decreased \$832,000 or 5.5% to \$14.2 million for the year ended September 30, 2007 from \$15.1 million for the same period a year ago. The decrease was primarily attributable to a decreased incentive payout in the current year. In addition, full-time equivalent employees has decreased from 240 as of September 30, 2006 to 223 as of September 30, 2007. Advertising costs increased \$450,000 or 43.9%, primarily as a result of marketing costs related to a debit card rewards program and a business banking campaign that were initiated during the current fiscal year. Other noninterest expenses decreased \$425,000 primarily as a result of costs incurred in the prior fiscal year related to the conversion of the core processing system and professional costs associated with the initial year of Sarbanes-Oxley compliance.

Our efficiency ratio, which is the percentage of noninterest expense to net interest income plus noninterest income, was 72.5% for the year ended September 30, 2007 compared to 70.2% for the year ended September 30, 2006. The increase in efficiency ratio was primarily attributable to a \$1.7 million, or 7.4% decrease in net interest income. By definition, a lower efficiency ratio would be an indication that we are more efficiently utilizing resources to generate net interest income and other fee income.

**Income Tax Expense.** Income tax expense decreased \$543,000, or 14.3%, to \$3.3 million for the year ended September 30, 2007 from \$3.8 million for the same period a year ago. Income before income taxes decreased \$1.5 million or 14.8% to \$8.5 million for the year ended September 30, 2007 compared to \$10.0 million for the year ended September 30, 2006. Our combined federal and state effective income tax rate for the current period was 38.3% compared to 38.0% for the same period of the prior year.

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION  
AND RESULTS OF OPERATIONS**

**Overview**

We are a community-based financial institution primarily serving the Boise, Idaho and surrounding metropolitan area known as the Treasure Valley region of southwestern Idaho, including Ada, Canyon, Elmore and Gem counties, through our 15 full-service banking offices and two loan centers. We are in the business of attracting deposits from the public and utilizing those deposits to originate loans. We offer a wide range of loan products to meet the demands of our customers. Historically, lending activities have been primarily directed toward the origination of residential and commercial real estate loans. Real estate lending activities have been primarily focused on first mortgages on owner occupied, and one- to four-family residential properties. To an increasing extent in recent years, lending activities have also included the origination of residential and commercial construction and land development loans and home equity loans. While continuing our commitment to residential lending, management expects commercial lending, including commercial real estate, builder finance and commercial business lending, to become increasingly important activities for us. Consistent with this strategy, we appointed Mr. Williams as President of Home Federal Bank in September 2006 and expect him to succeed Mr. Stevens in September 2008. Mr. Williams has extensive experience in business related lending.

Our primary source of pre-tax income is net interest income. Net interest income is the difference between interest income, which is the income that we earn on our loans and investments, and interest expense, which is the interest that we pay on our deposits and borrowings. Changes in levels of interest rates affect our net interest income. The recent interest rate environment, which has caused short-term market interest rates to rise, while longer term interest rates have remained stable, has had a negative impact on our interest rate spread and net interest margin, which has reduced profitability and caused a decrease in our return on average assets and return on average equity. To offset the negative impact the current interest rate environment is having on our profitability, we are seeking to find means of increasing interest income while controlling expenses. We intend to diversify the mix of our assets by reducing the percentage of our assets that are lower-yielding residential loans and mortgage-backed securities and increasing the percentage of our assets consisting of construction and land development, commercial real estate, and commercial business loans that have higher risk-adjusted returns.

Our operating expenses consist primarily of compensation and benefits, occupancy and equipment, data processing, advertising, postage and supplies, professional services and, when applicable, deposit insurance premiums. Compensation and benefits consist primarily of the salaries and wages paid to our employees, payroll taxes, expenses for retirement and other employee benefits. Occupancy and equipment expenses, which are the fixed and variable costs of building and equipment, consist primarily of lease payments, taxes, depreciation charges, maintenance and costs of utilities.

Following the completion of the offering, we anticipate that our operating expense will increase as a result of the increased compensation expenses associated with the purchases of shares of common stock by our employee stock ownership plan, and awards under additional stock-based incentive plans. While these additional expenses will negatively impact earnings, we do not expect them to completely offset the additional income we expect to receive by leveraging the proceeds from this offering.

Assuming that the adjusted maximum number of shares is sold in the offering:

- our employee stock ownership plan will acquire 1,269,600 additional shares of common stock with a \$12.7 million loan from new Home Federal Bancorp, that is expected to be repaid over 15 years, resulting in an annual pre-tax expense of approximately \$846,400 (assuming that the common stock maintains a value of \$10.00 per shares);
- our new stock option plan would authorize the grant of options to purchase shares up to 8.7% of the amount of our shares sold in the offering to eligible participants, which would result in

compensation expense over the vesting period of the options. Assuming the market price of the common stock is \$10.00 per share, all options are granted with an exercise price of \$10.00 per share and have a term of 10 years; the dividend yield on the stock is zero; the risk free interest rate is 5.03%; and the volatility rate on the common stock is 11.31%, the estimated grant-date fair value of the options utilizing a Black-Scholes option pricing analysis is \$2.71 per option granted. Assuming this value is amortized over the five year vesting period, the corresponding annual pre-tax expense associated with the stock option plan would be approximately \$745,000; and

- our new stock recognition and retention plan would authorize the award of a number of shares equal to up to 3.5% of the amount of our shares sold in the offering to eligible participants, which would be expense as the awards vest. Assuming that all shares are awarded at a price of \$10.00 per share, and that the awards vest over a five year period, the corresponding annual pre-tax expense would be approximately \$1.1 million.

The actual expense that will be recorded for the additional shares purchased by our employee stock ownership plan will be determined by the market value of the shares of common stock as they are released to employees over the term of the loan, and depending on whether the loan is repaid faster than its contractual term allowing for an acceleration in the release of shares held as collateral for the loan. Accordingly, increases in the stock price above \$10.00 per share will increase the total employee stock ownership plan expense, and any accelerated repayment of the loan along with an accelerated release of shares will increase the annual employee stock ownership plan expense. Additionally, the actual expense of the restricted shares will be determined by the fair market value of the stock on the grant date, which might be greater than \$10.00 per share. Further, the actual expense of the stock options will be determined by the grant-date fair value of the options which will depend on a number of factors, including the valuation assumptions used in the Black-Scholes option pricing model. For more information of expenses associated with new equity based benefit plans, see □Pro Forma Data.□

Our results of operations may also be affected significantly by general and local economic and competitive conditions, changes in market interest rates, governmental policies and actions of regulatory authorities.

## Operating Strategy

Our strategies center on our continued development into a full service, community-oriented bank. Our goal is to continue to enhance our franchise value and earnings through controlled growth in our banking operations, especially small business lending, while maintaining the community-oriented customer service and sales focus that has characterized our success to date. In order to be successful in this objective and increase stockholder value, we are committed to the following strategies:

*Continue Growing in Our Existing Markets.* We believe there is a large customer base in our market that is dissatisfied with the service received from larger regional banks. By offering quicker decision making in the delivery of banking products and services, offering customized products where appropriate, and providing customer access to our senior managers, we hope to distinguish ourselves from larger, regional banks operating in our market areas. Our larger capital base resulting from this offering and our plans to diversify our product mix should allow us to compete effectively against smaller banks.

*Continue Our Disciplined Execution.* We believe our success as a banking organization depends on a disciplined approach to originating loans and monitoring the performance of our loan portfolio. Despite our growth, we have consistently maintained strong asset quality. We believe our strong asset quality is the result of our underwriting standards, experienced loan officers and the strength of the local economy. In addition, many of the commercial loans we originate are to borrowers well known by our loan officers from existing and prior banking relationships. At June 30, 2007, our nonperforming assets as a percentage of total assets were 0.07% and for the nine months ended June 30, 2007 our ratio of net charge-offs to average loans was 0.02%. Our year-end nonperforming assets as a percentage of total assets and ratio of net charge-offs to average loans have not exceeded 0.17% and 0.10%, respectively, in any of the past five years.

*Expanding Our Product Offerings.* We intend to continue our emphasis on originating commercial lending products that diversify our loan portfolio by increasing the percentage of our assets consisting of higher-yielding construction and land development and commercial real estate and commercial business loans with higher risk-adjusted returns, shorter maturities and more sensitivity to interest rate fluctuations, while still providing high quality loan products for single-family residential borrowers. We also intend to selectively add products to provide diversification of revenue sources and to capture our customer's full relationship. We intend to continue to expand our business by cross selling our loan and deposit products and services to our customers in order to increase our fee income.

*Focus on our Branch Expansion.* Branch expansion has played a significant role in our ability to grow loans, deposits and customer relationships. Since August 2000 we have opened eight branches in our existing markets. We are planning four to six new branches that we intend to open within the next 24 months. There is currently one new branch under construction in Nampa, Idaho and plans are being finalized for the construction of a new branch office in the Meridian, Idaho market in 2008. Our long-term strategy is to build two or three branches per year if appropriate sites can be identified and obtained. We will also actively search for appropriate acquisitions to enhance our ability to deliver products and services in our existing markets and to expand into surrounding markets. However, there are currently no specific acquisitions under consideration.

*Increasing Our Core Transaction Deposits.* A fundamental part of our overall strategy is to improve both the level and the mix of deposits that serve as a funding base for asset growth. By growing demand deposit accounts and other transaction accounts, we intend to reduce our reliance on higher-cost certificates of deposit and borrowings such as advances from the Federal Home Loan Bank of Seattle. In order to expand our core deposit franchise, we are focusing on introducing additional products and services to obtain money market and time deposits by bundling them with other consumer services. Business deposits are being pursued by the introduction of cash management products and by specific targeting of small business customers.

*Hire Experienced Employees With a Customer Service Focus.* Our ability to continue to attract and retain banking professionals with strong business banking and service skills, community relationships and significant knowledge of our markets is key to our success. We believe that by focusing on experienced bankers who are established in their communities, we enhance our market position and add profitable growth opportunities. We emphasize to our employees the importance of delivering exemplary customer service and seeking opportunities to build further relationships with our customers. Our goal is to compete by relying on the strength of our customer service and relationship banking approach.

*Continuing an internal management culture which is driven by a focus on profitability, productivity and accountability for results and which responds proactively to the challenge of change.* The primary method for reinforcing our culture is the comprehensive application of our "Pay for Performance" total compensation program. Every employee has clearly defined accountabilities and performance standards that tie directly or indirectly to our profitability. All incentive compensation is based on specific profitability measures, sales volume goals or a combination of specific profitability measures and individual performance goals. This approach encourages all employees to focus on our profitability and has created an environment that embraces new products, services and delivery systems.

## **Critical Accounting Policies**

We use estimates and assumptions in our financial statements in accordance with generally accepted accounting principles. Management has identified several accounting policies that, due to the judgments, estimates and assumptions inherent in those policies, are critical to an understanding of our financial statements. These policies relate to the determination of the allowance for loan losses and the associated provision for loan losses, the fair market value of capitalized mortgage servicing rights, as well as deferred income taxes and the associated income tax expense. Management reviews the allowance for loan losses for adequacy on a quarterly basis and establishes a provision for loan losses that it believes is sufficient for the loan portfolio growth expected and the loan quality of the existing portfolio. The carrying value of the capitalized mortgage servicing rights is also assessed on a

quarterly basis. Income tax expense and deferred income taxes are calculated using an estimated tax rate and are based on management's and our tax advisor's understanding of our effective tax rate and the tax code. These estimates are reviewed by our independent auditor on an annual basis and by our regulators when they examine Home Federal Bank.

**Allowance for Loan Losses.** Management recognizes that loan losses may occur over the life of a loan and that the allowance for loan losses must be maintained at a level necessary to absorb specific losses on impaired loans and probable losses inherent in the loan portfolio. Our Asset Liability Management Committee assesses the allowance for loan losses on a quarterly basis. The Committee analyzes several different factors including delinquency rates, charge-off rates and the changing risk profile of our loan portfolio, as well as local economic conditions such as unemployment rates, bankruptcies and vacancy rates of business and residential properties.

We believe that the accounting estimate related to the allowance for loan losses is a critical accounting estimate because it is highly susceptible to change from period to period, requiring management to make assumptions about future losses on loans. The impact of a sudden large loss could deplete the allowance and require increased provisions to replenish the allowance, which would negatively affect earnings.

Our methodology for analyzing the allowance for loan losses consists of specific allocations on significant individual credits and a general allowance amount, including a range of losses. The specific allowance component is determined when management believes that the collectibility of a specific large loan has been impaired and a loss is probable. The general allowance component relates to assets with no well-defined deficiency or weakness and takes into consideration loss that is inherent within the portfolio but has not been realized. The general allowance is determined by applying a historical loss percentage to various types of loans with similar characteristics and classified loans that are not analyzed specifically. Due to the imprecision in calculating inherent and potential losses, a range is added to the general allowance to provide an allowance for loan losses that is adequate to cover losses that may arise as a result of changing economic conditions and other factors that may alter our historical loss experience.

The allowance is increased by the provision for loan losses, which is charged against current period operating results and decreased by the amount of actual loan charge-offs, net of recoveries.

**Mortgage Servicing Rights.** Mortgage servicing rights represent the present value of the future loan servicing fees from the right to service loans for others. The most critical accounting policy associated with mortgage servicing is the methodology used to determine the fair value of capitalized mortgage servicing rights, which requires the development of a number of estimates, the most critical of which is the mortgage loan prepayment speeds assumption. The mortgage loan prepayment speeds assumption is significantly impacted by interest rates. In general, during periods of falling interest rates, the mortgage loans prepay faster and the value of our mortgage servicing asset declines. Conversely, during periods of rising rates, the value of mortgage servicing rights generally increases due to slower rates of prepayments. We perform a quarterly review of mortgage servicing rights for potential changes in value. This review may include an independent appraisal by an outside party of the fair value of the mortgage servicing rights.

**Deferred Income Taxes.** Deferred income taxes are reported for temporary differences between items of income or expense reported in the financial statements and those reported for income tax purposes. Deferred taxes are computed using the asset and liability approach as prescribed in Statement of Financial Accounting Standards No. 109, "Accounting for Income Taxes." Under this method, a deferred tax asset or liability is determined based on the enacted tax rates that will be in effect when the differences between the financial statement carrying amounts and tax basis of existing assets and liabilities are expected to be reported in an institution's income tax returns. The deferred tax provision for the year is equal to the net change in the net deferred tax asset from the beginning to the end of the year, less amounts applicable to the change in value related to investments available for sale. The effect on deferred taxes of a change in tax rates is recognized as income in the period that includes the enactment date. The primary differences between financial statement income and taxable income result from depreciation expense, mortgage servicing rights, loan loss reserves and dividends received from the Federal Home Loan Bank of Seattle.

Deferred income taxes do not include a liability for pre-1988 bad debt deductions allowed to thrift institutions that may be recaptured if the institution fails to qualify as a bank for income tax purposes in the future.

### Comparison of Financial Condition at June 30, 2007 and September 30, 2006

**General.** Total assets decreased \$33.0 million, or 4.3%, to \$728.3 million at June 30, 2007 from \$761.3 million at September 30, 2006. Mortgage-backed securities decreased \$28.7 million, or 14.7%, to \$166.8 million and were the primary reason for the asset decline during the nine-month period. As a result, we also reduced outstanding Federal Home Loan Bank advances by \$21.5 million, or 10.2%, to \$189.3 million. Total deposits decreased \$11.6 million, or 2.7%, to \$418.7 million as customers transferred funds into higher rate deposit products during the past several quarters and as a result of the transfer from Home Federal Bank of a single commercial relationship that reduced outstanding balances by approximately \$4.1 million during the nine-month period.

**Assets.** For the nine months ended June 30, 2007, total assets decreased \$33.0 million. The increases and decreases were primarily concentrated in the following asset categories:

	Balance at June 30, 2007	Balance at September 30, 2006	Increase (Decrease)	
			Amount	Percent
(Dollars in Thousands)				
Cash and amounts due from depository institutions	\$ 23,086	\$ 18,385	\$ 4,701	25.6%
Mortgage-backed securities, available for sale	166,755	12,182	154,573	1,268.9
Mortgage-backed securities, held to maturity		183,279	(183,279)	(100.0)
Loans receivable, net of allowance for loan losses	491,768	503,065	(11,297)	(2.2)

Cash and amounts due from depository institutions increased \$4.7 million as a result of normal fluctuations of amounts due from other financial institutions.

Mortgage-backed securities decreased \$28.7 million to \$166.8 million at June 30, 2007, from \$195.5 million at September 30, 2006. During the nine months ended June 30, 2007, we purchased \$2.1 million of 5/1 hybrid adjustable-rate mortgage-backed securities issued by Freddie Mac. Repayments of principal and proceeds from sales totaled \$25.4 million for the nine months ended June 30, 2007. We purchase mortgage-backed securities to manage interest rate sensitivity, supplement loan originations and provide liquidity.

We had a change in our strategy regarding mortgage-backed securities and during the quarter ended June 30, 2007, we transferred our entire portfolio of held-to-maturity mortgage-backed securities to available for sale to help meet future liquidity needs associated with increasing commercial banking and other lending activities. As part of our liquidity management, we do not currently intend to classify any investments as held to maturity in the foreseeable future.

Loans receivable, net, decreased \$11.3 million to \$491.8 million at June 30, 2007, from \$503.1 million at September 30, 2006. One- to four-family residential mortgage loans decreased \$34.0 million as we sold a majority of the one- to four-family loans that we originate. In prior years, we held a portion of the one- to four-family loans we originated in our loan portfolio. Commercial loans increased \$18.5 million, or 12.8%, during the nine months ended June 30, 2007. We have made significant progress in building our commercial and small business banking programs, including the addition of an experienced commercial banking team to expand our existing commercial real estate lending program. We will also emphasize other commercial banking activities, including business banking, cash management and other products associated with a full-service commercial bank.

**Deposits.** Deposits decreased \$11.6 million, or 2.7%, to \$418.7 million at June 30, 2007, from \$430.3 million at September 30, 2006. A significant portion of the decrease in noninterest-bearing demand deposits was the

result of a single commercial relationship that reduced outstanding balances by approximately \$4.1 million during the nine-month period. Money market deposits accounted for the majority of the increase in interest-bearing deposits as a result of our increased emphasis on commercial accounts and as customers transferred funds into higher rate deposit products. The decrease in certificates of deposit was primarily the result of our choosing not to match rates offered by local competitors that in some instances exceeded our alternative funding sources.

The following table details the changes in deposit accounts:

	Balance at June 30, 2007	Balance at September 30, 2006	Increase (Decrease)	
			Amount	Percent
(Dollars in Thousands)				
Noninterest-bearing demand deposits	\$ 34,368	\$ 44,626	\$ (10,258)	(23.0)%
Interest-bearing demand deposits	133,770	128,276	5,494	4.3
Savings deposits	23,465	23,655	(190)	(0.8)
Certificates of deposit	227,095	233,724	(6,629)	(2.8)
<b>Total deposit accounts</b>	<b>\$ 418,698</b>	<b>\$ 430,281</b>	<b>\$ (11,583)</b>	<b>(2.7)%</b>

**Borrowings.** Federal Home Loan Bank advances decreased \$21.5 million, or 10.2%, to \$189.3 million at June 30, 2007, from \$210.8 million at September 30, 2006. We use Federal Home Loan Bank advances as an alternative funding source to deposits, and to manage funding costs, reduce interest rate risk and to leverage our balance sheet.

**Equity.** Stockholders' equity increased \$2.1 million, or 2.0%, to \$110.0 million at June 30, 2007, from \$107.9 million at September 30, 2006. The increase was primarily a result of the \$4.1 million in net income and the allocation of earned employee stock ownership plan shares, equity compensation and the exercise of stock options totaling \$2.3 million, offset by \$959,000 in cash dividends paid to stockholders and \$3.3 million increase in unrealized losses on securities available for sale. During the quarter ended June 30, 2007, we transferred our entire portfolio of held-to-maturity mortgage-backed securities to available for sale for additional liquidity purposes. As a result, stockholders' equity was decreased by the securities unrealized holding loss of \$1.9 million at the date of transfer. On June 15, 2007, we paid \$0.055 per share in cash dividends to stockholders of record as of June 1, 2007, excluding shares held by Home Federal MHC.

#### Comparison of Operating Results for the Nine Months ended June 30, 2007 and June 30, 2006

**General.** Net income for the nine months ended June 30, 2007 was \$4.1 million, or \$0.28 per diluted share, compared to net income of \$4.6 million, or \$0.31 per diluted share, for the nine months ended June 30, 2006.

**Net Interest Income.** Net interest income decreased \$1.2 million, or 7.1%, to \$16.2 million for the nine months ended June 30, 2007, from \$17.4 million for the nine months ended June 30, 2006. The decrease in net interest income was primarily attributable to the ongoing compression of our net interest margin, despite an overall increase in average interest-earning assets and interest-bearing liabilities of \$32.6 million and \$38.2 million, respectively.

Our net interest margin decreased 39 basis points to 3.02% for the nine months ended June 30, 2007, from 3.41% for the same period of the prior year. The cost of interest-bearing liabilities increased 76 basis points to 3.62% for the nine months of fiscal 2007 compared to 2.86% for the same period of the prior year. The decline in the net interest margin reflects the relatively flat yield curve that currently exists, as the cost of shorter-term deposits and borrowed funds increased more rapidly than the yield on longer-term assets. Although we believe the repricing of existing loans and the emphasis on expanding the commercial and small business banking programs, including





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both loan and deposit products, will help counter the trend in net interest margin, pressure will likely continue in the near term as a result of the flat yield curve environment.

The following table sets forth the results of balance sheet growth and changes in interest rates to our net interest income. The rate column shows the effects attributable to changes in rate (changes in rate multiplied by prior volume). The volume column shows the effects attributable to changes in volume (changes in volume multiplied by prior rate). Changes attributable to both rate and volume, which cannot be segregated, are allocated proportionately to the changes in rate and volume.

	Nine Months Ended June 30, 2007 Compared to June 30, 2006		
	Increase (Decrease) Due to		
	Rate	Volume	Total
	(In Thousands)		
<b>Interest-earning assets:</b>			
Loans receivable, net	\$ 1,049	\$ 2,320	\$ 3,369
Loans held for sale	7	(4)	3
Investment securities, including interest-bearing deposits in other banks	32	77	109
Mortgage-backed securities	25	(572)	(547)
Federal Home Loan Bank stock	33		33
	<u>1,146</u>	<u>1,821</u>	<u>2,967</u>
<b>Total net change in income on interest-earning assets</b>	<b>\$ 1,146</b>	<b>\$ 1,821</b>	<b>\$ 2,967</b>
<b>Interest-bearing liabilities:</b>			
Savings deposits	\$ 31	\$ (1)	\$ 30
Interest-bearing demand deposits	100	(8)	92
Money market accounts	363	82	445
Certificates of deposit	1,969	423	2,392
	<u>2,463</u>	<u>496</u>	<u>2,959</u>
Federal Home Loan Bank advances	490	756	1,246
	<u>2,953</u>	<u>1,252</u>	<u>4,205</u>
<b>Total net change in expense on interest-bearing liabilities</b>	<b>\$ 2,953</b>	<b>\$ 1,252</b>	<b>\$ 4,205</b>
<b>Total decrease in net interest income</b>			<b>\$ (1,238)</b>

**Interest and Dividend Income.** Total interest and dividend income for the nine months ended June 30, 2007 increased \$3.0 million, or 10.1%, to \$32.3 million, from \$29.3 million for the nine months ended June 30, 2006. The increase during the period was primarily attributable to the \$32.6 million, or 4.8%, increase in the average balance of interest-earning assets and an increase in the yield on interest-earning assets to 6.03% from 5.73% as a result of the general increase in interest rates and changes in the our loan portfolio mix.

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The following table compares detailed average earning asset balances, associated yields, and resulting changes in interest and dividend income for the nine months ended June 30, 2007 and 2006:

	Nine Months Ended June 30,				
	2007		2006		Increase/ (Decrease) in Interest and Dividend Income from 2006
	Average Balance	Yield	Average Balance	Yield	
(Dollars in Thousands)					
Loans receivable, net	\$ 508,782	6.59%	\$ 461,185	6.30%	\$ 3,369
Loans held for sale	3,675	6.54	3,809	6.21	3
Investment securities, available for sale, including interest-bearing deposits in other banks	5,713	5.20	3,617	4.20	109
Mortgage-backed securities	185,694	4.79	202,692	4.75	(547)
Federal Home Loan Bank stock	9,591	0.46	9,591		33
<b>Total interest-earning assets</b>	<b>\$ 713,455</b>	<b>6.03%</b>	<b>\$ 680,894</b>	<b>5.73%</b>	<b>\$ 2,967</b>

**Interest Expense.** Interest expense increased \$4.2 million, or 35.4%, to \$16.1 million for the nine months ended June 30, 2007 from \$11.9 million for the nine months ended June 30, 2006. The average balance of total interest-bearing liabilities increased \$38.2 million, or 6.9%, to \$592.4 million for the nine months ended June 30, 2007 from \$554.2 million for the nine months ended June 30, 2006. The increase was primarily a result of growth in certificates of deposits and additional Federal Home Loan Bank advances. As a result of general market rate increases, the average cost of funds for total interest-bearing liabilities increased 76 basis points to 3.62% for the nine months ended June 30, 2007 compared to 2.86% for the nine months ended June 30, 2006.

The following table details average balances, cost of funds and the change in interest expense for the nine months ended June 30, 2007 and 2006:

	Nine Months Ended June 30,				
	2007		2006		Increase/ (Decrease) in Interest Expense from 2006
	Average Balance	Cost	Average Balance	Cost	
(Dollars in Thousands)					
Savings deposits	\$ 23,457	0.39%	\$ 25,285	0.20%	\$ 30
Interest-bearing demand deposits	93,330	0.60	98,405	0.44	92
Money market deposits	37,852	2.87	31,759	1.55	445
Certificates of deposit	230,242	4.54	214,558	3.39	2,392
Federal Home Loan Bank advances	207,517	4.46	184,209	4.12	1,246
<b>Total interest-bearing liabilities</b>	<b>\$ 592,398</b>	<b>3.62%</b>	<b>\$ 554,216</b>	<b>2.86%</b>	<b>\$ 4,205</b>

**Provision for Loan Losses.** In connection with its analysis of the loan portfolio for the nine months ended June 30, 2007, management determined that a provision for loan losses of \$71,000 was required for the nine months ended June 30, 2007, compared to a provision for loan losses of \$320,000 established for the nine months ended



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June 30, 2006. The \$249,000, or 77.8% decrease in the provision primarily reflects an \$11.9 million reduction in loans receivable for the current year as compared to an increased of \$63.1 million for the same period of last year. Our credit quality also remained excellent, as non-performing assets were \$520,000, or 0.07% of total assets, at June 30, 2007, compared to \$30,000, or 0.004% of total assets, at June 30, 2006. We do not originate or purchase one- to four-family subprime loans. Management considers the allowance for loan losses at June 30, 2007 to be adequate to cover probable losses inherent in the loan portfolio based on the assessment of the above-mentioned factors affecting the loan portfolio. While management believes the estimates and assumptions used in its determination of the adequacy of the allowance are reasonable, there can be no assurance that such estimates and assumptions will not be proven incorrect in the future, or that the actual amount of future provisions will not exceed the amount of past provisions or that any increased provisions that may be required will not adversely impact our financial condition and results of operations. In addition, the determination of the amount of our allowance for loan losses is subject to review by bank regulators, as part of the routine examination process, which may result in the establishment of additional reserves based upon their judgment of information available to them at the time of their examination.

Prior to March 31, 2007, the allowance for loan losses included the estimated loss from unfunded loan commitments. The preferred accounting method is to separate the unfunded loan commitments from the disbursed loan amounts and record the unfunded loan commitment portion as a liability. At June 30, 2007, the reserve for unfunded loan commitments was \$139,000, which was included in other liabilities on the Consolidated Balance Sheet. Combining the \$139,000 liability for unfunded commitments with the allowance for loan losses provides an allowance of \$2.9 million, or 0.59% of gross loans at June 30, 2007, compared to \$3.2 million, or 0.64% at June 30, 2006.

The following table details selected activity associated with the allowance for loan losses for the nine months ended June 30, 2007 and 2006:

	At or For the Nine Months Ended June 30,	
	2007	2006
	(Dollars in Thousands)	
Provision for loan losses	\$ 71	\$ 320
Net charge-offs	105	43
Allowance for loan losses	2,748	3,160
Allowance for loan losses as a percentage of gross loans receivable at the end of the period	0.56%	0.64%
Nonperforming loans	\$ 367	\$ 30
Allowance for loan losses as a percentage of nonperforming loans at the end of the period	748.77%	10,533.33%
Nonaccrual and 90 days or more past due loans as a percentage of loans receivable at the end of the period	0.074	0.006
Loans receivable, net	\$ 491,768	\$ 494,016

**Noninterest Income.** Noninterest income increased \$283,000, or 3.4%, to \$8.6 million for the nine months ended June 30, 2007 from \$8.3 million for the nine months ended June 30, 2006. The increase was primarily attributable to a \$374,000, or 47.1%, increase in gains on the sale of residential mortgage loans offset by a \$176,000, or 374.5%, decrease related to the value of the mortgage servicing rights. We currently sell a majority of the one- to four-family residential mortgage loans that we originate. For the nine months ended June 30, 2006, a larger percentage of the residential mortgage loans originated were held in the loan portfolio. For the nine months ended June 30, 2006, we had a \$201,000 write-up of the value of the mortgage servicing rights. As a result of the conversion of our core processing system during the quarter ended December 31, 2005, we retired fixed assets and

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software related to the prior system, resulting in an \$86,000 charge to other noninterest income for the nine months ended June 30, 2006.

The following table provides a detailed analysis of the changes in components of noninterest income:

	Nine Months Ended June 30,		Increase (Decrease)	
	2007	2006	Amount	Percent
(Dollars In Thousands)				
Service fees and charges	\$ 6,921	\$ 6,893	\$ 28	0.4%
Gain on sale of loans	1,168	794	374	47.1
Increase in cash surrender value of bank owned life insurance	301	285	16	5.6
Loan servicing fees	420	470	(50)	(10.6)
Mortgage servicing rights, net	(223)	(47)	(176)	(374.5)
Other	39	(52)	91	(175.0)
<b>Total noninterest income</b>	<b>\$ 8,626</b>	<b>\$ 8,343</b>	<b>\$ 283</b>	<b>3.4%</b>

**Noninterest Expense.** Noninterest expense increased \$72,000, or less than 1%, to \$18.1 million for the nine months ended June 30, 2007 from \$18.1 million for the nine months ended June 30, 2006.

The following table provides a detailed analysis of the changes in components of noninterest expense:

	Nine Months Ended June 30,		Increase (Decrease)	
	2007	2006	Amount	Percent
(Dollars in Thousands)				
Compensation and benefits	\$ 11,363	\$ 11,428	\$ (65)	(0.6)%
Occupancy and equipment	2,145	2,073	72	3.5
Data processing	1,549	1,364	185	13.6
Advertising	972	740	232	31.4
Other	2,105	2,457	(352)	(14.3)
<b>Total noninterest expense</b>	<b>\$ 18,134</b>	<b>\$ 18,062</b>	<b>\$ 72</b>	<b>0.4%</b>

Compensation and benefits decreased \$65,000, or less than 1%, to \$11.4 million for the nine months ended June 30, 2007 from \$11.4 million for the same period a year ago. The decrease was primarily attributable to a decrease in the number of full-time equivalent employees offset by increased costs related to equity compensation plans and annual merit increases. As of June 30, 2007, we employed 215 full-time equivalent employees, compared to 240 at June 30, 2006, a decrease of approximately 10%. Advertising costs increased \$232,000, or 31.4%, primarily as a result of marketing costs related to a debit card rewards program and a business banking campaign that were initiated during the current fiscal year. Other noninterest expenses decreased \$352,000 primarily as a result of costs incurred in the prior fiscal year related to the conversion of the core processing system and professional costs associated with the initial year of Sarbanes-Oxley compliance.

Our efficiency ratio, which is the percentage of noninterest expense to net interest income plus noninterest income, was 73.1% for the nine months ended June 30, 2007 compared to 70.1% for the nine months ended June 30, 2006. The increase in efficiency ratio was primarily attributable to a \$1.2 million, or 7.1%, decrease in net interest income. By definition, a lower efficiency ratio would be an indication that we are more efficiently utilizing resources to generate net interest income and other fee income.

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**Income Tax Expense.** Income tax expense decreased \$300,000, or 10.6%, to \$2.5 million for the nine months ended June 30, 2007 from \$2.8 million for the same period a year ago. Income before income taxes decreased \$778,000, or 10.6%, to \$6.6 million for the nine months ended June 30, 2007 compared to \$7.4 million for the nine months ended June 30, 2006. Our combined federal and state effective income tax rate for the current period was unchanged at 38.2% as compared to the same period of the prior fiscal year. Additionally, as a result of the reclassification of our mortgage-backed securities to available-for-sale, our deferred tax position changed from a net liability of (\$800,000) to a net asset of \$1.7 million.

### Comparison of Financial Condition at September 30, 2006 and September 30, 2005

**General.** Total assets increased \$71.7 million, or 10.4%, to \$761.3 million at September 30, 2006 from \$689.6 million at September 30, 2005. Loans receivable, net, increased \$72.1 million, or 16.7%, to \$503.1 million, and was the primary reason for the asset growth during the fiscal year. The demand for loans was funded with increased deposits of \$34.0 million and Federal Home Loan Bank advances of \$34.9 million.

**Assets.** For the year ended September 30, 2006, total assets increased \$71.7 million. The increases and decreases were primarily concentrated in the following asset categories:

	Balance at September 30, 2006	Balance at September 30, 2005	Increase/(Decrease)	
			Amount	Percent
(Dollars in Thousands)				
Mortgage-backed securities, available for sale	\$ 12,182	\$ 14,830	\$ (2,648)	(17.9)%
Mortgage-backed securities, held to maturity	183,279	180,974	2,305	1.3
Loans receivable, net of allowance for loan losses	503,065	430,944	72,121	16.7
Loans held for sale	4,119	5,549	(1,430)	(25.8)

Mortgage-backed securities decreased \$343,000 to \$195.5 million at September 30, 2006, from \$195.8 million at September 30, 2005. For the year ended September 30, 2006, we purchased \$30.3 million of mortgage-backed securities that consisted primarily of hybrid adjustable and fixed rate securities with terms of 15 years or less. Normal repayments of principal totaled \$30.7 million for the year ended September 30, 2006. We may purchase mortgage-backed securities to manage interest rate sensitivity and to supplement loan originations during periods when the we are not able to originate the desired type or volume of portfolio loans.

Loans receivable, net, increased \$72.1 million to \$503.1 million at September 30, 2006, from \$430.9 million at September 30, 2005. One- to four-family residential loans and commercial real estate loans increased \$50.8 million and \$17.8 million, respectively, during the year ended September 30, 2006. During the 2006 fiscal year, we purchased \$38.8 million of hybrid adjustable, one- to four-family mortgage loans located primarily in the Western United States. Purchased mortgage loans allow us to increase interest-earning assets, manage interest rate risk, and geographically diversify our mortgage loan portfolio at a relatively low overhead cost. As of September 30, 2006, over 90% of our loan portfolio was secured by real estate, either as primary or secondary collateral.

Loans held for sale decreased \$1.4 million to \$4.1 million at September 30, 2006, from \$5.5 million at September 30, 2005. The balance of loans held for sale can vary significantly from period to period reflecting loan demand by borrowers and the current interest rate environment. We originate fixed-rate residential loans, the majority of which are sold in the secondary market. Selling fixed-rate mortgage loans allows us to reduce interest rate risk associated with long term, fixed-rate products and provides funds to make new loans and diversify the loan portfolio.

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**Deposits.** Deposits increased \$34.0 million, or 8.6%, to \$430.3 million at September 30, 2006, from \$396.3 million at September 30, 2005. Certificates of deposit accounted for the majority of the increase in total deposits during the period with certificates of six to 12-month terms having the largest increase in balances. Demand deposits and savings accounts decreased \$2.3 million, or 1.2%, as customers migrated towards higher rate deposit products during the fiscal year. The following table details the changes in deposit accounts:

	Balance at September 30, 2006	Balance at September 30, 2005	Increase/(Decrease)	
			Amount	Percent
(Dollars in Thousands)				
Noninterest-bearing demand deposits	\$ 44,626	\$ 46,311	\$ (1,685)	(3.6)%
Interest-bearing demand deposits	128,276	127,330	946	0.7
Savings deposits	23,655	25,219	(1,564)	(6.2)
Certificates of deposit	233,724	197,465	36,259	18.4
Total deposit accounts	\$ 430,281	\$ 396,325	\$ 33,956	8.6%

**Borrowings.** Advances from the Federal Home Loan Bank increased \$34.9 million, or 19.8%, to \$210.8 million at September 30, 2006, from \$175.9 million at September 30, 2005.

**Equity.** Stockholders' equity increased \$6.5 million, or 6.4%, to \$107.9 million at September 30, 2006, from \$101.4 million at September 30, 2005. The increase was primarily a result of the \$6.2 million in net income and earned employee stock ownership plan shares and equity compensation totaling \$1.5 million, offset by \$1.2 million of cash dividends paid to stockholders. On September 15, 2006, we paid \$0.055 per share in cash dividends to stockholders of record as of September 1, 2006, excluding shares held by Home Federal MHC.

### Comparison of Operating Results for the Years ended September 30, 2006 and September 30, 2005

**General.** Net income for the year ended September 30, 2006 was \$6.2 million, or \$0.43 per diluted share, compared to net income of \$5.3 million, or \$0.36 per diluted share, for the year ended September 30, 2005. Results for the year ended September 30, 2005 included the \$386,000 pre-tax gain on the sale of a former branch and a \$1.8 million pre-tax expense for establishing the Home Federal Foundation, Inc. a charitable foundation established in connection with the initial formation and minority stock offering of Home Federal Bancorp. Excluding the gain on the sale of the branch and the expense for establishing the Home Federal Foundation, we had net income of \$6.2 million, or \$0.42 per diluted share, for the year ended September 30, 2005.

The following table reconciles our actual net income to pro forma net income for the fiscal year ended September 30, 2006 and 2005, exclusive of the sale of the branch and the contribution to the Home Federal Foundation, as adjusted for federal and state taxes:

	Year Ended September 30,	
	2006	2005
(Dollars in Thousands)		
Pro forma disclosure		
Net income, as reported	\$ 6,212	\$ 5,283
Gain on sale of branch		(386)
Contribution to Home Federal Foundation		1,825
Federal and state income tax effect		(561)
Pro forma net income	\$ 6,212	\$ 6,161
Earnings per share		
Diluted as reported	\$ 0.43	\$ 0.36
Pro forma diluted	\$ 0.43	\$ 0.42



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**Net Interest Income.** Net interest income increased \$1.3 million, or 6.1%, to \$23.0 million for the year ended September 30, 2006, from \$21.7 million for the year ended September 30, 2005. Average total interest-earning assets increased \$83.0 million, or 13.7% to \$689.7 million for the year ended September 30, 2006 from \$606.7 million for the same period last year. Average total interest-bearing liabilities increased \$62.7 million, or 12.5%, to \$563.8 million for the year ended September 30, 2006 from \$501.1 million for the same period last year.

Our net interest margin decreased 24 basis points to 3.33% for the year ended September 30, 2006, from 3.57% for the same period last year. The cost of deposits increased 58 basis points to 2.39% for the fiscal year from 1.81% for the same period last year. The decline in the net interest margin to 3.33% reflects competitive pricing pressures and the relatively flat yield curve that currently exists, as the cost of shorter-term deposits and borrowed funds increased more rapidly than the yield on longer-term assets.

**Interest and Dividend Income.** Total interest and dividend income for the year ended September 30, 2006 increased \$6.0 million, or 17.7%, to \$39.9 million, from \$33.9 million for the year ended September 30, 2005. The increase was primarily attributable to the \$83.0 million, or 13.7%, increase in the average balance of interest-earning assets and an increase in the yield on interest-earning assets to 5.79% as a result of the general increase in interest rates.

The following table compares detailed average earning asset balances, associated yields, and resulting changes in interest and dividend income for the years ended September 30, 2006 and 2005:

	Year Ended September 30,				
	2006		2005		Increase/ (Decrease) in Interest and Dividend Income from 2005
	Average Balance	Yield	Average Balance	Yield	
	(Dollars in Thousands)				
Loans receivable, net	\$ 471,291	6.35%	\$ 419,940	6.14%	\$ 4,155
Loans held for sale	3,771	6.15	2,518	5.80	86
Investment securities available for sale, including interest-bearing deposits in other banks	3,197	4.38	14,972	2.09	(173)
Mortgage-backed securities	201,838	4.76	160,780	4.75	1,965
Federal Home Loan Bank stock	9,591		8,480	0.35	(30)
<b>Total interest-earning assets</b>	<b>\$ 689,688</b>	<b>5.79%</b>	<b>\$ 606,690</b>	<b>5.59%</b>	<b>\$ 6,003</b>

On May 18, 2005, the Federal Home Loan Bank indefinitely suspended dividends on all classes of its stock as part of its recapitalization plans.

**Interest Expense.** Interest expense increased \$4.7 million, or 38.3%, to \$16.9 million for the year ended September 30, 2006 from \$12.2 million for the year ended September 30, 2005. The average balance of total interest-bearing liabilities increased \$62.7 million, or 12.5%, to \$563.8 million for the year ended September 30, 2006 from \$501.1 million for the year ended September 30, 2005. The increase was primarily a result of growth in certificates of deposit and additional Federal Home Loan Bank advances. As a result of general market rate increases following the U.S. Federal Reserve Board rate increases during the past several quarters, the average cost of funds for total interest-bearing liabilities increased 56 basis points to 3.00% for the year ended September 30, 2006 compared to 2.44% for the year ended September 30, 2005.

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The following table details average balances, cost of funds and the change in interest expense for the year ended September 30, 2006 and 2005:

	Year Ended September 30,				
	2006		2005		Increase/ (Decrease) in Interest Expense from 2005
	Average Balance	Cost	Average Balance	Cost	
	(Dollars in Thousands)				
Savings deposits	\$ 24,863	0.21%	\$ 25,633	0.20%	\$
Interest-bearing demand deposits	97,916	0.48	104,972	0.28	168
Money market accounts	31,875	1.68	36,061	1.09	140
Certificates of deposit	218,496	3.60	181,015	3.06	2,318
Federal Home Loan Bank advances	190,684	4.20	153,443	3.87	2,060
<b>Total interest-bearing liabilities</b>	<b>\$ 563,834</b>	<b>3.00%</b>	<b>\$ 501,124</b>	<b>2.44%</b>	<b>\$ 4,686</b>

**Provision for Loan Losses.** A provision for loan losses of \$138,000 was established by management in connection with its analysis of the loan portfolio for the year ended September 30, 2006, compared to a provision for loan losses of \$456,000 established for the same period of 2005. The \$318,000 decrease in the provision took into account the increase in loans receivable during the fiscal year, offset by the loan portfolio's overall strong credit quality, reduction in classified assets, level of nonperforming loans and net charge-offs. On an annual basis we also analyzes its historical loan loss rates used in the calculation of the provision. As a result of the fiscal 2006 analysis, the allowance for loan losses was reduced \$182,000 due to a decline in three and five year average historical loss rates for certain loan categories.

The following table details selected activity associated with the allowance for loan losses for the year ended September 30, 2006 and 2005:

	At or For the Year Ended September 30,	
	2006	2005
	(Dollars in Thousands)	
Provision for loan losses	\$ 138	\$ 456
Net charge-offs	46	211
Allowance for loan losses	2,974	2,882
Allowance for loan losses as a percentage of gross loans receivable at the end of the period	0.59%	0.67%
Allowance for loan losses as a percentage of nonperforming loans at end of period	766.49%	602.97%
Nonperforming loans	\$ 388	\$ 478
Nonaccrual and 90 days or more past due loans as a percentage of loans receivable at the end of the period	0.08%	0.11%
Loans receivable, net	\$ 503,065	\$ 430,944

**Noninterest Income.** Noninterest income increased \$981,000, or 9.7%, to \$11.1 million for the year ended September 30, 2006 from \$10.1 million for the year ended September 30, 2005. The increase in noninterest income was primarily attributable to a \$1.0 million increase in service charges as a result of enhancements to the retail

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checking program related to the core processing conversion that took place in the first quarter of the current fiscal year. Gains on sale of loans also increased to \$1.1 million for the year ended September 30, 2006 from \$382,000 for the comparable period in 2005 as loans sold to investors increased to \$81.6 million for the year ended September 30, 2006 from \$57.6 million for the year ended September 30, 2005. We also recaptured \$137,000 of prior write-downs of the mortgage servicing rights for the 2006 fiscal year compared to a \$300,000 write-down for the prior fiscal year. Other noninterest income for the year ended September 30, 2005 included a \$386,000 gain on the sale of a former branch and a \$456,000 gain from life insurance proceeds, which were not experienced in the 2006 fiscal year.

The following table provides a detailed analysis of the changes in components of noninterest income:

	Year Ended September 30,		Increase (Decrease)	
	2006	2005	Amount	Percent
(Dollars in Thousands)				
Service fees and charges	\$ 9,292	\$ 8,274	\$ 1,018	12.3%
Gain on sale of loans	1,056	382	674	176.4
Increase in cash surrender value of bank owned life insurance	383	343	40	11.7
Loan servicing fees	620	672	(52)	(7.7)
Mortgage servicing rights, net	(179)	(480)	301	(62.7)
Other	(63)	937	(1,000)	(106.7)
<b>Total noninterest income</b>	<b>\$ 11,109</b>	<b>\$ 10,128</b>	<b>\$ 981</b>	<b>9.7%</b>

We perform a quarterly review of mortgage servicing rights for potential increases or declines in value. For the year ended September 30, 2006, we determined the value of the mortgage servicing rights increased \$137,000. In addition, amortization of the servicing rights exceeded the servicing rights capitalized as the majority of loans were sold with the servicing rights released, resulting in a net expense of \$179,000 for the year ended September 30, 2006. The mortgage servicing right was 1.15% of mortgage loans serviced for others at September 30, 2006 compared to 1.10% at September 30, 2005. Mortgage servicing rights is an accounting estimate of the present value of the future servicing fees from the right to service mortgage loans for others. This estimate is affected by prepayment speeds of the underlying mortgages and interest rates. In general, during periods of rising interest rates, mortgage loans prepay slower and the value of the mortgage-servicing asset increases.

**Noninterest Expense.** Noninterest expense increased \$787,000, or 3.4%, to \$23.9 million for the year ended September 30, 2006 from \$23.2 million for the year ended September 30, 2005.

The following table provides a detailed analysis of the changes in components of noninterest expense:

	Year Ended September 30,		Increase (Decrease)	
	2006	2005	Amount	Percent
(Dollars in Thousands)				
Compensation and benefits	\$ 15,081	\$ 12,636	\$ 2,445	19.3%
Occupancy and equipment	2,759	2,765	(6)	(0.2)
Data processing	1,802	1,616	186	11.5
Advertising	1,025	1,147	(122)	(10.6)
Contribution to Home Federal Foundation		1,825	(1,825)	(100.0)
Other	3,278	3,169	109	3.4
<b>Total noninterest expense</b>	<b>\$ 23,945</b>	<b>\$ 23,158</b>	<b>\$ 787</b>	<b>3.4%</b>

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During the year ended September 30, 2005, we established the Home Federal Foundation by contributing \$1.8 million, consisting of 146,004 shares of our common stock and \$365,010 in cash. The Home Federal Foundation was formed for the purpose of supporting charitable organizations and activities that enhance the quality of life for residents within our market area.

Excluding the contribution to the Home Federal Foundation, noninterest expense increased \$2.6 million for the year ended September 30, 2006. Compensation and benefits accounted for \$2.4 million of the total increase, increasing to \$15.1 million for the year ended September 30, 2006 from \$12.6 million for the same period a year ago. The majority of the increase in compensation and benefits was attributable to the establishment of our equity compensation plans, annual merit increases, and increases in employee commissions and incentive plans. The equity compensation plans consist of our ESOP, 2005 Recognition and Retention Plan, and the 2005 Stock Option and Incentive Plan. See Note 9 of the Selected Notes to Consolidated Financial Statements contained in this prospectus for further information. As of September 30, 2006, we employed 240 full-time equivalent employees, compared to 237 at September 30, 2005. The 11.5% increase in data processing was primarily attributable to the outsourcing of our check processing function as part of the conversion of our core processing system in November 2005. The outsourcing costs were offset by a corresponding reduction in compensation, equipment expense and other costs.

The efficiency ratio was 70.2% for the year ended September 30, 2006 compared to 72.8% for the year ended September 30, 2005. Excluding the non-recurring contribution to the Home Federal Foundation and the gain on the sale of a former branch, the efficiency ratio was 67.9% for the year ended September 30, 2005.

**Income Tax Expense.** Income tax expense increased \$900,000, or 30.9%, to \$3.8 million for the year ended September 30, 2006 from \$2.9 million for the same period a year ago. Income before income taxes was \$10.0 million for the year ended September 30, 2006 compared to \$8.2 million for the year ended September 30, 2005. Our combined federal and state effective income tax rate for the current year was 38.0% compared to 35.5% for the prior fiscal year. For the year ended September 30, 2005, the effective tax rate was lower primarily as a result of the receipt of life insurance proceeds that are not subject to income taxes.

### Comparison of Operating Results for the Years ended September 30, 2005 and September 30, 2004

**General.** Net income for the year ended September 30, 2005 was \$5.3 million, or \$0.36 per diluted share, compared to net income of \$4.7 million for the year ended September 30, 2004. On December 6, 2004, we completed our mutual holding company reorganization, at which time Home Federal Bancorp was organized. As a result, comparisons to prior periods refer to the results of Home Federal Bank as a federal mutual savings and loan association, and per share data is not applicable. The per share data for the year ended September 30, 2005 is being reported on shares outstanding from December 6, 2004 through September 30, 2005, because we completed our reorganization on December 6, 2004.

As part of the reorganization and minority stock offering, we formed and capitalized the Home Federal Foundation with a one-time contribution of \$1.8 million, which consisted of 146,004 shares of its common stock and \$365,010 in cash. The Home Federal Foundation was formed for the purpose of supporting charitable organizations and activities that enhance the quality of life for residents within our market area. In addition, during the second quarter ended March 31, 2005, we sold a former branch for a pre-tax gain of \$386,000.

Excluding the contribution to the Home Federal Foundation and the sale of the branch, we had net income of \$6.2 million, or \$0.42 per diluted share, for the year ended September 30, 2005, compared to \$4.7 million for the year ended September 30, 2004. The following table reconciles our actual net income to pro forma net income, exclusive of the contribution to the Home Federal Foundation and sale of the branch and as adjusted for federal and state taxes:

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	Year Ended September 30,	
	2005	2004
	(Dollars in Thousands)	
Pro forma disclosure		
Net income, as reported	\$ 5,283	\$ 4,684
Gain on sale of branch	(386)	
Contribution to Home Federal Foundation	1,825	
Federal and state income tax effect	(561)	
Pro forma net income	\$ 6,161	\$ 4,684
Earnings per share		
Diluted as reported	\$ 0.36	nm(1)
Pro forma diluted	\$ 0.42	nm(1)

(1) Earnings per share information is not meaningful. We did not complete our minority stock offering until December 6, 2004.

**Net Interest Income.** Net interest income increased \$3.8 million, or 21.2%, to \$21.7 million for the year ended September 30, 2005, from \$17.9 million for the year ended September 30, 2004. Average total interest-earning assets increased \$141.3 million to \$606.7 million for the year ended September 30, 2005 primarily as a result of the purchase of mortgage-backed securities with the net proceeds of the minority stock offering and additional purchases throughout the past year to achieve a desired level of interest-earning assets. Cash that was received from subscribers in the minority stock offering and invested in lower-yielding overnight funds also contributed to the increase in interest-earning assets. The additional mortgage-backed securities and cash contributed to a 32 basis point decline in our average asset yields during the year ended September 30, 2005. During that same period, our average cost of funds increased 8 basis points, resulting in a 40 basis point decrease in the net interest spread.

**Interest and Dividend Income.** Total interest and dividend income for the year ended September 30, 2005 increased \$6.4 million, or 23.3%, to \$33.9 million, from \$27.5 million for the year ended September 30, 2004. The increase was the result of the \$141.3 million increase in the average balance of interest-earning assets. The increase in average balance of interest-earning assets was partially offset by lower interest rates on mortgage-backed securities purchased and the decision by the Federal Home Loan Bank to indefinitely suspend dividend payments on Federal Home Loan Bank stock.

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The following table compares detailed average earning asset balances, associated yields, and resulting changes in interest and dividend income for the year ended September 30, 2005 and 2004:

	Year Ended September 30,				
	2005		2004		Increase/ (Decrease) in Interest and Dividend Income from 2004
	Average Balance	Yield	Average Balance	Yield	
	(Dollars in Thousands)				
Loans receivable, net	\$ 419,940	6.14%	\$ 382,947	6.21%	\$ 36,993
Loans held for sale	2,518	5.80	2,910	5.79	(392)
Investment securities available for sale, including interest-bearing deposits in other banks	14,972	2.09	14,690	1.77	282
Mortgage-backed securities	160,780	4.75	58,076	5.23	102,704
Federal Home Loan Bank stock	8,480	0.35	6,761	4.11	1,719
<b>Total interest-earning assets</b>	<b>\$ 606,690</b>	<b>5.59%</b>	<b>\$ 465,384</b>	<b>5.91%</b>	<b>\$ 141,306</b>

**Interest Expense.** Interest expense increased \$2.6 million, or 27.1%, to \$12.2 million for the year ended September 30, 2005 from \$9.6 million for the year ended September 30, 2004. The average balance of total interest-bearing liabilities was \$501.1 million, an increase of \$91.5 million, for the year ended September 30, 2005 compared to \$409.6 million for the year ended September 30, 2004. The increase was primarily a result of deposits received from stock subscription requests prior to the completion of the minority stock offering, growth in certificates of deposits as general market interest rates increased and additional Federal Home Loan Bank advances to leverage the balance sheet and to achieve the desired level of interest-earning assets. The average cost of funds for total interest-bearing liabilities was 2.44%, an increase of 8 basis points for the year ended September 30, 2005 compared to 2.36% for the year ended September 30, 2004.

The following table details average balances, cost of funds and the change in interest expense for the year ended September 30, 2005 and 2004:

	Year Ended September 30,				
	2005		2004		Increase/ (Decrease) in Interest Expense from 2004
	Average Balance	Cost	Average Balance	Cost	
	(Dollars in Thousands)				
Savings deposits	\$ 25,633	0.20%	\$ 24,431	0.25%	\$ 1,202
Interest-bearing demand deposits	104,972	0.28	83,364	0.27	21,608
Money market deposits	36,061	1.09	33,319	0.70	2,742
Certificates of deposit	181,015	3.06	153,280	2.89	27,735
Federal Home Loan Bank advances	153,443	3.87	115,197	4.08	38,246
<b>Total interest-bearing liabilities</b>	<b>\$ 501,124</b>	<b>2.44%</b>	<b>\$ 409,591</b>	<b>2.36%</b>	<b>\$ 91,533</b>

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**Provision for Loan Losses.** The provision for loan losses decreased \$444,000, or 49.3%, to \$456,000 for the year ended September 30, 2005 from \$900,000 for the year ended September 30, 2004. The following table details selected activity associated with the allowance for loan losses for the years ended September 30, 2005 and 2004:

	At or For the Year Ended September 30,	
	2005	2004
	(Dollars in Thousands)	
Provision for loan losses	\$ 456	\$ 900
Net charge-offs	211	116
Allowance for loan losses	2,882	2,637
Allowance for loan losses as a percentage of gross loans receivable and loans held for sale at the end of the period	0.67%	0.67%
Allowance for loan losses as a percentage of nonperforming loans at end of period	602.97%	432.30%
Nonperforming loans	\$ 478	\$ 610
Nonaccrual and 90 days or more past due loans as a percentage of loans receivable and loans held for sale at the end of the period	0.11%	0.16%
Loans receivable, net	\$ 430,944	\$ 392,634

We increased our provision for loan losses for the fiscal year ended September 30, 2004 due to the then unseasoned nature of our loan portfolio that resulted from a record volume of refinanced mortgage loans. In management's judgment, the increase in the amount of refinanced mortgage loans resulted in an increase in the level of unseasoned loans within the loan portfolio thereby increasing the inherent risk of loss to us. In addition, during the prior fiscal year, management revised the estimated loss ratios of certain loan categories to more accurately reflect our loss history. Industry or peer loss rates were used if we did not have a meaningful history of losses.

**Noninterest Income.** Noninterest income increased \$1.1 million, or 12.2%, to \$10.1 million for the year ended September 30, 2005 from \$9.0 million for the year ended September 30, 2004. Other noninterest income for the year ended September 30, 2005 included a \$386,000 gain on the sale of a branch and \$456,000 in net life insurance proceeds as a result of the death of a former bank officer.

We perform a quarterly review of mortgage servicing rights for potential changes in value. For the year ended September 30, 2005, we determined the value of the mortgage servicing right had declined \$300,000. In addition, amortization of the servicing right exceeded the servicing rights capitalized as loans sold with servicing rights retained have declined as compared to the prior year. The mortgage servicing right was 1.10% of mortgage loans serviced for others at September 30, 2005 compared to 1.23% at September 30, 2004.

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The following table provides a detailed analysis of the changes in components of noninterest income:

	Year Ended September 30,		Increase (Decrease)	
	2005	2004	Amount	Percent
	(Dollars in Thousands)			
Service fees and charges	\$ 8,274	\$ 7,401	\$ 873	11.8%
Gain on sale of loans	382	375	7	1.9
Increase in cash surrender value of bank owned life insurance	343	493	(150)	(30.4)
Loan servicing fees	672	671	1	0.1
Mortgage servicing rights, net	(480)	22	(502)	(2,281.8)
Other	937	20	917	4,585.0
<b>Total noninterest income</b>	<b>\$ 10,128</b>	<b>\$ 8,982</b>	<b>\$ 1,146</b>	<b>12.8%</b>

**Noninterest Expense.** Noninterest expense increased \$4.6 million, or 24.7%, to \$23.2 million for the year ended September 30, 2005 from \$18.6 million for the year ended September 30, 2004. Excluding the \$1.8 million one-time contribution to the Home Federal Foundation, noninterest expense increased \$2.8 million, or 15.1%.

The following table provides a detailed analysis of the changes in components of noninterest expense:

	Year Ended September 30,		Increase (Decrease)	
	2005	2004	Amount	Percent
	(Dollars in Thousands)			
Compensation and benefits	\$ 12,636	\$ 10,553	\$ 2,083	19.7%
Occupancy and equipment	2,765	2,778	(13)	(0.5)
Data processing	1,616	1,549	67	4.3
Advertising	1,147	1,060	87	8.2
Contribution to Home Federal Foundation	1,825		1,825	100.0
Other	3,169	2,636	533	20.2
<b>Total noninterest expense</b>	<b>\$ 23,158</b>	<b>\$ 18,576</b>	<b>\$ 4,582</b>	<b>24.7%</b>

Compensation expense increased as a result of the establishment of the ESOP, annual merit pay increases, incentive compensation and an increase in the number of employees. As of September 30, 2005, Home Federal Bancorp employed 237 full-time equivalent employees, compared to 228 at September 30, 2004. Other noninterest expenses increased primarily as a result of a \$206,000 accrued death benefit to the family of a former bank officer pursuant to a nonqualified retirement plan and professional expenses related to being a publicly held company. The efficiency ratio increased to 72.8% for the year ended September 30, 2005 compared to 69.2% for the year ended September 30, 2004. Excluding the non-recurring contribution to the Home Federal Foundation and the gain on sale of the branch, the efficiency ratio was 67.9% for the year ended September 30, 2005.

**Income Tax Expense.** Income tax expense increased \$226,000 to \$2.9 million for the year ended September 30, 2005 from \$2.7 million for the year ended September 30, 2004. Income before income taxes was \$8.2 million for the year ended September 30, 2005 compared to \$7.4 million for the year ended September 30, 2004. Our combined federal and state effective income tax rate for the year ended September 30, 2005 was 35.5% compared to 36.4% for the prior fiscal year. The decrease in the effective tax rate was primarily as a result of the receipt of life insurance proceeds that are not subject to income taxes.



**Average Balances, Interest and Average Yields/Cost**

The following table sets forth for the periods indicated, information regarding average balances of assets and liabilities as well as the total dollar amounts of interest income from average interest-earning assets and interest expense on average interest-bearing liabilities, resultant yields, interest rate spread, net interest margin, and the ratio of average interest-earning assets to average interest-bearing liabilities. Average balances have been calculated using the average of daily balances during the period. Interest and dividends are reported on a tax-equivalent basis. During the time periods presented, we did not own any tax-exempt investment securities.

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	Nine Months Ended June 30,						Year Ended September 30,								
	2007			2006			2006			2005			2004		
	Average Balance	Interest and Dividends	Yield/ Cost	Average Balance	Interest and Dividends	Yield/ Cost	Average Balance	Interest and Dividends	Yield/ Cost	Average Balance	Interest and Dividends	Yield/ Cost	Average Balance	Interest and Dividends	Yield/ Cost
(Dollars in Thousands)															
Interest-earning assets:															
Loans receivable, net (1)	\$ 508,732	\$ 25,151	6.59%	\$ 461,185	\$ 21,782	6.30%	\$ 471,291	\$ 29,943	6.35%	\$ 419,940	\$ 25,788	6.14%	\$ 382,947	\$ 23,768	6.19%
Loans held for sale	3,675	180	6.54	3,809	177	6.21	3,771	232	6.15	2,518	146	5.80	2,910	168	5.77
Investment securities including interest-bearing deposits in other banks	5,713	223	5.20	3,617	114	4.20	3,197	140	4.38	14,972	313	2.09	14,690	260	1.77
Mortgage-backed securities	185,694	6,673	4.79	202,692	7,220	4.75	201,838	9,598	4.76	160,780	7,633	4.75	58,076	3,038	5.23
Federal Home Loan Bank stock	9,591	33	0.46	9,591			9,591			8,480	30	0.35	6,761	278	4.11
<b>Total interest-earning assets</b>	<b>713,455</b>	<b>\$ 32,260</b>	<b>6.03%</b>	<b>680,894</b>	<b>\$ 29,293</b>	<b>5.73%</b>	<b>689,688</b>	<b>\$ 39,913</b>	<b>5.79%</b>	<b>606,690</b>	<b>\$ 33,910</b>	<b>5.59</b>	<b>465,384</b>	<b>\$ 27,512</b>	<b>5.91</b>
Noninterest earning assets	38,825			37,039			38,015			39,101			39,418		
<b>Total assets</b>	<b>\$ 752,280</b>			<b>\$ 717,933</b>			<b>\$ 727,703</b>			<b>\$ 645,791</b>			<b>\$ 504,802</b>		
Interest-bearing liabilities:															
Savings deposits	\$ 23,457	\$ 68	0.39%	\$ 25,285	\$ 38	0.20%	\$ 24,863	\$ 51	0.21%	\$ 25,633	\$ 51	0.20%	\$ 24,431	\$ 60	0.25%
Interest-bearing demand deposits	93,330	420	0.60	98,405	328	0.44	97,916	466	0.48	104,972	298	0.28	83,364	228	0.27
Money market accounts	37,852	815	2.87	31,759	370	1.55	31,875	534	1.68	36,061	394	1.09	33,319	232	0.70
Certificates of deposit	230,242	7,843	4.54	214,558	5,451	3.39	218,496	7,863	3.60	181,015	5,545	3.06	153,280	4,435	2.89
<b>Total deposits</b>	<b>384,881</b>	<b>9,146</b>	<b>3.17</b>	<b>370,007</b>	<b>6,187</b>	<b>2.23</b>	<b>373,150</b>	<b>8,914</b>	<b>2.39</b>	<b>347,681</b>	<b>6,288</b>	<b>1.81</b>	<b>294,394</b>	<b>4,955</b>	<b>1.91</b>
Federal Home Loan Bank advances	207,517	6,942	4.46	184,209	5,696	4.12	190,684	8,003	4.20	153,443	5,943	3.87	115,197	4,695	4.07
<b>Total interest-bearing liabilities</b>	<b>592,398</b>	<b>\$ 16,088</b>	<b>3.62%</b>	<b>554,216</b>	<b>\$ 11,883</b>	<b>2.86%</b>	<b>563,834</b>	<b>\$ 16,917</b>	<b>3.00%</b>	<b>501,124</b>	<b>\$ 12,231</b>	<b>2.44%</b>	<b>409,591</b>	<b>\$ 9,650</b>	<b>2.35%</b>
Noninterest-bearing liabilities	49,314			59,221			58,559			51,786			50,476		
<b>Total liabilities</b>	<b>641,712</b>			<b>613,437</b>			<b>622,393</b>			<b>552,910</b>			<b>460,067</b>		
Stockholders equity	110,568			104,496			105,310			92,881			44,735		

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Total liabilities and equity	\$ 752,280	\$ 717,933	\$ 727,703	\$ 645,791	\$ 504,802
Net interest income	\$ 16,172	\$ 17,410	\$ 22,996	\$ 21,679	\$ 17,862
Interest rate spread	2.41%				