

Home Federal Bancorp, Inc.
Form 424B3
November 16, 2007

Filed Pursuant to Rule 424(b)3
File No. 333-146289

PROSPECTUS

(Proposed Holding Company for Home Federal Bank)
Up to 13,800,000 Shares of Common Stock
(Subject to increase to up to 15,870,000 shares)

New Home Federal Bancorp, Inc., is a newly formed Maryland corporation, that is offering up to 13,800,000 shares of its common stock to the public in connection with the conversion of Home Federal MHC from the mutual to the stock form of organization. As part of the conversion, Home Federal Bank will become our wholly-owned subsidiary. We may increase the maximum number of shares that we sell in the offering by up to 15%, to 15,870,000 shares, as a result of the demand for shares or changes in market and financial conditions. The shares being offered represent the 58.9% ownership interest in Home Federal Bancorp, Inc. now owned by Home Federal MHC, its mutual holding company parent. Home Federal Bancorp, a Federal corporation, currently is the mid-tier holding company of Home Federal Bank and will cease to exist upon completion of the conversion. The remaining 41.1% ownership interest in Home Federal Bancorp is owned by the public and will be exchanged for shares of new Home Federal Bancorp common stock upon the completion of the conversion. If you are now a stockholder of Home Federal Bancorp, your shares will be canceled and exchanged for shares of new Home Federal Bancorp. The number of shares you will receive will be based on an exchange ratio that will depend upon the number of new shares we sell in this offering. All shares of common stock being offered for sale will be sold at a price of \$10.00 per share.

If you are a current or former depositor of Home Federal Bank as of the eligibility record dates, you may have priority rights to purchase shares in the subscription offering, if (1) you had at least \$50.00 on deposit at Home Federal Bank at the close of business on March 31, 2006; (2) you had at least \$50.00 on deposit at Home Federal Bank at the close of business on September 30, 2007; or (3) you were a depositor or borrower of Home Federal Bank on October 31, 2007 and March 15, 2004, respectively.

If you are a current stockholder of Home Federal Bancorp, your shares will be exchanged automatically for between 7,103,110 and 9,610,090 new shares of new Home Federal Bancorp, or up to 11,051,604 shares in the event the maximum of the offering range is increased by 15%.

If you are not a depositor, but are interested in purchasing shares of our common stock, you may be able to purchase shares of our common stock in the community offering and/or a syndicated community offering (collectively referred to as the offering) to the extent shares remain available after priority orders are filled.

In order to complete the offering, we must sell, in the aggregate, at least 10,200,000 shares. The minimum purchase is 25 shares. The subscription offering is scheduled to end at 12:00 Noon, Mountain time, on December 11, 2007, unless extended for the full 45 day period from the date of this prospectus until December 24, 2007, or thereafter to February 7, 2008 without the approval of the Office of Thrift Supervision. Any further extensions of the subscription offering must be approved by the Office of Thrift Supervision. The subscription offering may not be extended beyond December 17, 2009. Once submitted, orders are irrevocable unless the offering is terminated or extended beyond February 7, 2008. If the offering is extended beyond February 7, 2008, subscribers will have the right to modify or rescind their purchase orders. In the event this occurs, or there is a change in the offering range, we will resolicit purchasers and you will have the opportunity to maintain, change or cancel your order. If you do not provide us with a written indication of your intent after you receive the resolicitation materials, your order will be cancelled and your funds will be returned to you, with interest. New Home Federal Bancorp will hold all subscribers' funds received before the completion of the conversion in a segregated account at Home Federal Bank or, at our discretion, at an independent insured depository institution until the conversion is completed or terminated. We will pay interest on all funds received at a rate equal to Home Federal Bank's passbook/statement savings rate, which is currently 0.20% per annum. Funds will be returned promptly with interest if the conversion is terminated.

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. For the first 20 trading days after the conversion and offering is completed, we expect new Home Federal Bancorp common stock to trade under the symbol HOMED, thereafter it will revert to the HOME trading symbol. We cannot assure you that our common stock will be approved for listing on the Nasdaq Global Select Market.

Investing in our common stock involves risks. See Risk Factors beginning on page 1.

Edgar Filing: Home Federal Bancorp, Inc. - Form 424B3

OFFERING SUMMARY

Price Per Share: \$10.00; Minimum Subscription: 25 shares or \$250

	Minimum	Maximum	Maximum, as adjusted (1)
Number of Shares	10,200,000	13,800,000	15,870,000
Gross Offering Proceeds	\$102,000,000	\$138,000,000	\$158,700,000
Underwriting Commission	3,228,000	4,370,000	5,026,000
Other Expenses	1,243,000	1,243,000	1,243,000
Net Proceeds to Home Federal Bancorp, Inc.	97,529,000	132,387,000	152,431,000
Net Proceeds Per Share	9.56	9.59	9.61

- (1) For information regarding underwriting compensation to be paid to Keefe, Bruyette & Woods, including the assumptions regarding the number of shares sold in the offering that we used to determine the estimated offering expenses, see Pro Forma Data and The Conversion and Stock Offering Marketing Arrangements.

Keefe, Bruyette & Woods will use its best efforts to assist us in our selling efforts, but is not required to purchase any of the common stock that is being offered for sale. Subscribers will not pay any commissions to purchase shares of common stock in the offering.

These securities are not deposits or accounts and are not insured or guaranteed by the Federal Deposit Insurance Corporation or any other governmental agency. Neither the Securities and Exchange Commission, the Office of Thrift Supervision, nor any other federal agency or state securities regulator has approved or disapproved these securities or determined if this prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

For information on how to subscribe, call the stock information center at (208) 468-5151.

KEEFE, BRUYETTE & WOODS

November 9, 2007

TABLE OF CONTENTS

	<u>Page</u>
<u>Summary</u>	i
<u>Risk Factors</u>	1
<u>Selected Financial and Other Data</u>	10
<u>A Warning About Forward-Looking Statements</u>	12
<u>How We Intend to Use the Proceeds From this Offering</u>	13
<u>We Intend to Continue to Pay Quarterly Cash Dividends</u>	14
<u>Market for Our Common Stock</u>	15
<u>Capitalization</u>	16
<u>Home Federal Bank Exceeds All Regulatory Capital Requirements</u>	17
<u>Pro Forma Data</u>	19
<u>Recent Developments</u>	27
<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	38
<u>Business of Home Federal Bancorp, Inc. and Home Federal Bank</u>	67
<u>Management</u>	101
<u>Proposed Purchases by Management</u>	126
<u>Security Ownership of Certain Beneficial Owners and Management</u>	127
<u>How We Are Regulated</u>	129
<u>Taxation</u>	138
<u>The Conversion and Stock Offering</u>	141
<u>Comparison of Rights of New Home Federal Bancorp and Home Federal Bancorp's Stockholders</u>	163
<u>Restrictions on Acquisitions of New Home Federal Bancorp and Home Federal Bank</u>	170
<u>Description of Capital Stock</u>	174
<u>Transfer Agent and Registrar</u>	175
<u>Experts</u>	175
<u>Legal and Tax Opinions</u>	175
<u>Where You Can Find More Information</u>	176
<u>Index to Consolidated Financial Statements</u>	F-1

SUMMARY

This summary provides an overview of the key aspects of the stock offering as described in more detail elsewhere in this prospectus and may not contain all the information that is important to you. To completely understand the stock offering, you should read the entire prospectus 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 beginning on page F-1, before making a decision to invest in our common stock.

Overview

New Home Federal Bancorp, is a newly formed Maryland corporation. New Home Federal Bancorp is conducting this offering of between 10,200,000 and 13,800,000 shares of common stock in connection with the conversion of Home Federal MHC from the mutual to the stock form of organization. The shares of new Home Federal Bancorp to be sold represent the 58.9% ownership interest in the mid-tier holding company, Home Federal Bancorp now owned by Home Federal MHC. This ownership interest is being sold to raise additional capital to support the operational growth of Home Federal Bank. The remaining 41.1% ownership interest in Home Federal Bancorp is owned by the public and will be exchanged for shares of new Home Federal Bancorp common stock upon the completion of the conversion. In this exchange, 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 an exchange ratio. The current 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 actual number of shares a current stockholder of Home Federal Bancorp receives pursuant to the exchange ratio will therefore depend on the number of shares we sell in our offering, which in turn will depend on the final appraised value of new Home Federal Bancorp. We may increase the maximum number of shares that we sell in the offering by up to 15% to 15,870,000 shares, as a result of the demand for shares or changes in market and financial conditions. The offering includes a subscription offering in which certain persons, including depositors of Home Federal Bank, have prioritized subscription rights. There are limitations on how many shares of common stock a person may purchase in the offering. The amount of capital being raised is based on an appraisal of Home Federal Bancorp. Most of the terms and requirements of this offering are required by regulations of the Office of Thrift Supervision. The same directors and certain officers who manage Home Federal Bancorp will manage new Home Federal Bancorp.

The following tables show how many shares of common stock that may be issued in the offering, and subsequently issued if our new proposed stock benefit plans are adopted.

	Shares to be sold to the public in this offering		Shares to be sold to the employee stock ownership plan (2)		Shares proposed to be sold to directors and officers		Exchange shares		Total shares of common stock to be outstanding after the conversion	
	Amount	%(1)	Amount	%(1)	Amount	%(1)	Amount	%(1)	Amount	%(1)
Minimum	9,321,500	53.9%	816,000	4.7%	62,500	0.3%	7,103,110	41.1%	17,303,110	100.0%
Midpoint	10,977,500	53.9	960,000	4.7	62,500	0.3	8,356,600	41.1	20,356,600	100.0
Maximum	12,633,500	53.9	1,104,000	4.7	62,500	0.3	9,610,090	41.1	23,410,090	100.0
Maximum, as adjusted	14,537,900	54.0	1,269,600	4.7	62,500	0.2	11,051,604	41.1	26,921,604	100.0

	Shares that may be awarded under a restricted stock plan		Shares that may be issued under a stock option plan	
	Amount	%(1)	Amount	%(1)
Minimum	353,510	2.0%	883,776	5.1%
Midpoint	415,894	2.0	1,039,736	5.1
Maximum	478,278	2.0	1,195,696	5.1
Maximum, as adjusted	550,020	2.0	1,375,051	5.1

Edgar Filing: Home Federal Bancorp, Inc. - Form 424B3

- (1) As a percentage of total shares outstanding after the offering.
- (2) Assumes 8% of the shares sold in the conversion are sold to the employee stock ownership plan in the offering.
- Dollar amounts in this prospectus are consolidated and refer to Home Federal Bancorp and subsidiary unless otherwise indicated.

The Companies:

Home Federal Bancorp, Inc. (new)

500 12th Avenue South
Nampa, Idaho 83651
(208) 466-4634

New Home Federal Bancorp is a newly formed Maryland corporation that will hold all of the outstanding shares of Home Federal Bank following the conversion to stock ownership. New Home Federal Bancorp is conducting the stock offering in connection with the conversion of Home Federal MHC from the mutual to the stock form of organization. Following the completion of the offering, new Home Federal Bancorp will be the savings and loan holding company of Home Federal Bank and its primary regulator will be the Office of Thrift Supervision.

Home Federal MHC

500 12th Avenue South
Nampa, Idaho 83651
(208) 466-4634

Home Federal MHC is a federally chartered mutual holding company that owns 58.9% of the outstanding common stock of Home Federal Bancorp. Home Federal MHC was formed in 2004 in connection with the reorganization of Home Federal Bank into the mutual holding company form of organization. Home Federal MHC is a savings and loan holding company and its business is to own at least a majority of Home Federal Bancorp's outstanding shares of common stock. Following the conversion, Home Federal MHC will cease to exist as a separate entity; it will be replaced by new Home Federal Bancorp.

Home Federal Bancorp, Inc.

500 12th Avenue South
Nampa, Idaho 83651
(208) 466-4634

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 58.9% 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.

Home Federal Bank

500 12th Avenue South
Nampa, Idaho 83651
(208) 466-4634

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 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 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 to become Chief Executive Officer of Home Federal Bank in October 2008. See Business of Home Federal Bancorp, Inc. and Home Federal Bank Lending Activities.

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. The information on our website is not part of this prospectus.

Operating Lines

The following reflects our management structure and responsibilities of each of our operating lines before and after the conversion: The information on our website is not part of this prospectus.

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. We do not originate subprime mortgage loans and currently hold no such loans in our portfolio or service any of these loans. 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 (September 30) 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, 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.

The Conversion and Stock Offering

Home Federal MHC is currently in the mutual form of ownership. Our depositors and certain borrowers as members have the right to vote on certain matters, such as the conversion. The conversion is a series of transactions by which we are reorganizing from a mutual holding company structure, where the mid-tier holding company, Home Federal Bancorp, is 58.9% owned by a mutual holding company, Home Federal MHC, and 41.1% owned by other stockholders (who are sometimes referred to as the public stockholders), to a stock holding company which will be 100% owned by public stockholders. As part of the conversion, Home Federal Bancorp and Home Federal MHC will cease to exist as separate entities, and Home Federal Bank will be owned directly by new Home Federal Bancorp. Voting rights in new Home Federal Bancorp will be vested solely in the public stockholders following the conversion.

As a result of the conversion of Home Federal MHC into new Home Federal Bancorp, the shares of common stock of the mid-tier holding company, Home Federal Bancorp, owned by Home Federal MHC will be cancelled. New shares of common stock, representing the 58.9% ownership interest of Home Federal MHC in the mid-tier holding company, Home Federal Bancorp, are being offered for sale by new Home Federal Bancorp in this offering. The remaining 41.1% ownership interest in Home Federal Bancorp is currently owned by 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 that are sold in the offering.

Terms of the Offering

We are offering between 10,200,000 and 13,800,000 shares of common stock, to those with subscription rights in the following order of priority:

- (1) Depositors who held at least \$50 with us on March 31, 2006.
- (2) The Home Federal Bancorp employee stock ownership plan.
- (3) Depositors who held at least \$50 with us on September 30, 2007.

- (4) Depositors and borrowers with us as of October 31, 2007 and March 16, 2004, respectively, to the extent not already included in a prior category.

We may increase the maximum number of shares that we sell in the offering by up to 15% to 15,870,000 shares as a result of market demand, regulatory considerations or changes in financial conditions with the approval of the Office of Thrift Supervision and without any notice to you. If we increase the number of shares in the offering, you will not have the opportunity to change or cancel your stock order. The offering price is \$10.00 per share. All purchasers will pay the same purchase price per share. No commission will be charged to purchasers in the offering.

If we receive subscriptions for more shares than are to be sold in the subscription offering, shares will be allocated in order of the priorities described above under a formula outlined in the plan of conversion and reorganization. If we increase the number of shares to be sold above 13,800,000, the employee stock ownership plan will have the first priority right to purchase any shares exceeding that amount to the extent that its subscription has not previously been filled. Any shares remaining will be allocated in the order of priorities described above. Shares of common stock not subscribed for in the subscription offering will be offered to the general public in a direct community offering with a preference to natural persons residing in Ada, Canyon, Elmore and Gem counties, Idaho and, if necessary, a syndicated community offering. The direct community offering, if any, shall begin at the same time as, during or promptly after the subscription offering. See The Conversion and Stock Offering Subscription Offering and Subscription Rights, Direct Community Offering and Syndicated Community Offering.

Keefe, Bruyette & Woods, our financial advisor and selling agent in connection with the offering, will use its best efforts to assist us in selling our common stock in the offering. Keefe, Bruyette & Woods is not obligated to purchase any shares of common stock in the offering. For further information about the role of Keefe, Bruyette & Woods in the offering, see The Conversion and Stock Offering Marketing Arrangements.

Reasons for the Conversion and Offering

We believe that this is the right time for Home Federal MHC to convert to the stock form. Generally, the conversion and stock offering will give us the financial strength to continue to grow our bank, better enable us to serve our customers in our market area, help us retain and attract qualified management through stock-based compensation plans, and provide us with easier access to the capital markets through possible future equity and debt offerings.

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.

The Exchange of Home Federal Bancorp Common Stock

If you are now a stockholder of Home Federal Bancorp, the existing publicly traded mid-tier holding company, your shares will be cancelled and exchanged for new shares of new Home Federal Bancorp common stock. The exchange of shares is subject to the completion of the conversion including the approval of the members of Home Federal MHC, the stockholders of Home Federal Bancorp, Inc. and the approval of the appraisal update by

Edgar Filing: Home Federal Bancorp, Inc. - Form 424B3

the Office of Thrift Supervision. The number of shares you receive will be based on an exchange ratio determined as of the closing of the conversion. 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 following table shows how the exchange ratio will adjust, based on the number of shares sold in our offering. The table also shows how many shares a hypothetical owner of Home Federal Bancorp common stock would receive in the exchange, based on the number of shares sold in the offering.

	Shares to be sold in the offering		Shares of new Home Federal Bancorp stock to be exchanged for current Home Federal Bancorp common stock		Total shares of new Home Federal Bancorp common stock to be outstanding after the conversion	Exchange ratio	100 shares of Home Federal Bancorp common stock would be exchanged for the following number of shares of Home Federal Bancorp	Value of new Home Federal Bancorp shares to be received in exchange for 100 shares of Home Federal Bancorp common stock assuming value at
	Amount	Percent	Amount	Percent			Federal Bancorp	\$10.00 per share
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

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

How We Determined the Offering Range and the \$10.00 Price Per Share

The offering range is based on an independent appraisal of the market value of the common stock to be issued in the offering. RP Financial, LC., an appraisal firm experienced in appraisals of financial institutions, has advised us that, as of September 14, 2007, the estimated pro forma market value of our common stock, including exchange shares, ranges from a minimum of \$173.0 million to a maximum of \$234.1 million, with a midpoint of \$203.6 million. Based on this valuation range, the percentage of Home Federal Bancorp's common stock owned by Home Federal MHC, and the \$10.00 price per share, the respective boards of directors of Home Federal Bank, Home Federal MHC and Home Federal Bancorp determined to offer shares of new Home Federal Bancorp's common stock ranging from a minimum of 10,200,000 shares to a maximum of 13,800,000 shares, with a midpoint of 12,000,000 shares. The pro forma market value can be adjusted upward by us subsequent to the expiration date of the offering and prior to closing to reflect the demand for shares in the offering or changes in market and financial conditions without the resolicitation of subscribers if supported by an appropriate change in our independent appraisal and the approval of the Office of Thrift Supervision. At the adjusted maximum, the estimated pro forma market value of new Home Federal Bancorp's common stock would be \$269.2 million and the number of shares offered would equal 15,870,000 shares.

The independent appraisal was based in part on our financial condition and results of operations, the pro forma impact of the additional capital raised by the sale of common stock in the offering, and an analysis of a peer group of companies that RP Financial considered comparable to us. The peer group, which consists of 10 publicly traded thrift institutions, includes companies that range in asset size from \$531 million to \$1.2 billion, have market capitalizations that range from \$53.2 million to \$174.6 million, and have been in fully converted form for more than one year. A majority of the peer group companies are located in the Western states.

The independent valuation was prepared by RP Financial in reliance upon the information contained in this prospectus, including the consolidated financial statements of Home Federal Bancorp. RP Financial also considered the following factors, among others:

- the present results and financial condition of Home Federal Bank, and the projected results and financial condition of new Home Federal Bancorp, a Maryland corporation;
- the economic and demographic conditions in Home Federal Bank's existing market area;
- certain historical, financial and other information relating to Home Federal Bank;
- a comparative evaluation of the operating and financial characteristics of Home Federal Bank with those of other similarly situated publicly traded savings institutions located in the United States;
- the impact of the conversion and the offering on Home Federal Bancorp's stockholders' equity and earnings potential;