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NORTHEAST BANCORP /ME/  
Form SC 13D  
April 20, 2001

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OMB APPROVAL  
OMB NUMBER: 3235-0145  
EXPIRES: OCTOBER 31, 1997  
ESTIMATED AVERAGE BURDEN  
HOURS PER RESPONSE....14.90

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO.\_\_\_\_) \*

Northeast Bancorp  
(NAME OF ISSUER)

Common Stock, par value \$ 1.00 per share  
(TITLE OF CLASS OF SECURITIES)

663904100  
(CUSIP NUMBER)

Mr. Terry Maltese, Sandler O'Neill Asset Management LLC,  
780 Third Avenue, 30th Floor, New York, NY 10017 (212) 486-7300  
(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON AUTHORIZED TO RECEIVE NOTICES AND  
COMMUNICATIONS)

April 10, 2001  
(DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b) (3) or (4), check the following box / /.

Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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EXHIBIT INDEX LOCATED ON PAGE \_\_\_\_

SEC 1746 (12-91)

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CUSIP NO. 663904100

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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Sandler O'Neill Asset Management, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) / /  
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED / /  
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZEN OR PLACE OF ORGANIZATION

New York

|                     |    |                          |
|---------------------|----|--------------------------|
|                     | 7  | SOLE VOTING POWER        |
| NUMBER OF           |    |                          |
| SHARES BENEFICIALLY | 8  | SHARED VOTING POWER      |
| OWNED BY            |    |                          |
| EACH                |    | 148,100                  |
| REPORTING PERSON    | 9  | SOLE DISPOSITIVE POWER   |
| WITH                |    |                          |
|                     | 10 | SHARED DISPOSITIVE POWER |
|                     |    | 148,100                  |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
148,100

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN / /  
SHARES\*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
5.6%

14 TYPE OF REPORTING PERSON\*  
00

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7  
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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

SOAM Holdings, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) / /  
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e) / /

6 CITIZEN OR PLACE OF ORGANIZATION

Delaware

|                     |    |                          |
|---------------------|----|--------------------------|
|                     | 7  | SOLE VOTING POWER        |
| NUMBER OF           | 8  | SHARED VOTING POWER      |
| SHARES BENEFICIALLY |    |                          |
| OWNED BY            |    |                          |
| EACH                |    | 128,400                  |
| REPORTING PERSON    | 9  | SOLE DISPOSITIVE POWER   |
| WITH                | 10 | SHARED DISPOSITIVE POWER |
|                     |    | 128,400                  |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
128,400

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES\* / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
4.8%

14 TYPE OF REPORTING PERSON\*  
00

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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Malta Partners, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) / /  
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)

/ /

6 CITIZEN OR PLACE OF ORGANIZATION

Delaware

NUMBER OF  
SHARES BENEFICIALLY  
OWNED BY  
EACH  
REPORTING PERSON  
WITH

7 SOLE VOTING POWER

8 SHARED VOTING POWER

9,900

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

9,900

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,900

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES\*

/ /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.4%

14 TYPE OF REPORTING PERSON\*

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PN

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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Malta Partners II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) / /  
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED / /  
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZEN OR PLACE OF ORGANIZATION

Delaware

|                     |    |                          |
|---------------------|----|--------------------------|
|                     | 7  | SOLE VOTING POWER        |
| NUMBER OF           |    |                          |
| SHARES BENEFICIALLY | 8  | SHARED VOTING POWER      |
| OWNED BY            |    |                          |
| EACH                |    | 34,700                   |
| REPORTING PERSON    |    |                          |
| WITH                | 9  | SOLE DISPOSITIVE POWER   |
|                     | 10 | SHARED DISPOSITIVE POWER |
|                     |    | 34,700                   |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

34,700

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN / /  
SHARES\*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.3%

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14 TYPE OF REPORTING PERSON\*

PN

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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Malta Hedge Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) / /

(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)

/ /

6 CITIZEN OR PLACE OF ORGANIZATION

Delaware

|                     |    |                          |
|---------------------|----|--------------------------|
|                     | 7  | SOLE VOTING POWER        |
| NUMBER OF           |    |                          |
| SHARES BENEFICIALLY | 8  | SHARED VOTING POWER      |
| OWNED BY            |    |                          |
| EACH                |    | 13,100                   |
| REPORTING PERSON    |    |                          |
| WITH                | 9  | SOLE DISPOSITIVE POWER   |
|                     | 10 | SHARED DISPOSITIVE POWER |
|                     |    | 13,100                   |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,100

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES\*

/ /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

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0.5%

14 TYPE OF REPORTING PERSON\*

PN

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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Malta Hedge Fund II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) / /  
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)

/ /

6 CITIZEN OR PLACE OF ORGANIZATION

Delaware

|                     |    |                          |
|---------------------|----|--------------------------|
|                     | 7  | SOLE VOTING POWER        |
| NUMBER OF           |    |                          |
| SHARES BENEFICIALLY | 8  | SHARED VOTING POWER      |
| OWNED BY            |    |                          |
| EACH                |    | 70,700                   |
| REPORTING PERSON    |    |                          |
| WITH                | 9  | SOLE DISPOSITIVE POWER   |
|                     | 10 | SHARED DISPOSITIVE POWER |
|                     |    | 70,700                   |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

70,700

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES\*

/ /

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.7%

14 TYPE OF REPORTING PERSON\*

PN

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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Malta Offshore, Ltd

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) / /

(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)

/ /

6 CITIZEN OR PLACE OF ORGANIZATION

Cayman Islands

|                     |    |                          |
|---------------------|----|--------------------------|
|                     | 7  | SOLE VOTING POWER        |
| NUMBER OF           |    |                          |
| SHARES BENEFICIALLY | 8  | SHARED VOTING POWER      |
| OWNED BY            |    |                          |
| EACH                |    | 19,700                   |
| REPORTING PERSON    |    |                          |
| WITH                | 9  | SOLE DISPOSITIVE POWER   |
|                     | 10 | SHARED DISPOSITIVE POWER |
|                     |    | 19,700                   |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

19,700

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN

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SHARES\*

/ /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.7%

14 TYPE OF REPORTING PERSON\*

CO

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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Terry Maltese

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) / /

(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)

/ /

6 CITIZEN OR PLACE OF ORGANIZATION

USA

NUMBER OF  
SHARES BENEFICIALLY  
OWNED BY  
EACH  
REPORTING PERSON  
WITH

7 SOLE VOTING POWER

8 SHARED VOTING POWER

148,100

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

148,100

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

148,100

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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES\* / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.6%

14 TYPE OF REPORTING PERSON\*

IN

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ITEM 1. SECURITY AND ISSUER.

The class of equity securities to which this statement relates is the common stock, par value \$1.00 per share ("Common Stock"), of Northeast Bancorp (the "Issuer"), a Maine corporation having its principal office at 232 Center Street, Auburn, Maine 04210.

ITEM 2. IDENTITY AND BACKGROUND.

(a) This statement is being filed by (i) Sandler O'Neill Asset Management LLC, a New York limited liability company ("SOAM"), with respect to shares of Common Stock beneficially owned by Malta Partners, L.P., a Delaware limited partnership ("MP"), Malta Hedge Fund, L.P., a Delaware limited partnership ("MHF"), Malta Partners II, L.P., a Delaware limited partnership ("MPII"), Malta Hedge Fund II, L.P., a Delaware limited partnership ("MHFII") and Malta Offshore, Ltd., a Cayman Islands company ("MO"), (ii) SOAM Holdings, LLC, a Delaware limited liability company ("Holdings"), with respect to shares of Common Stock beneficially owned by MP, MHF, MPII and MHFII, (iii) MP, with respect to shares of Common Stock beneficially owned by it, (iv) MHF, with respect to shares of Common Stock beneficially owned by it, (v) MPII, with respect to shares of Common Stock beneficially owned by it, (vi) MHFII, with respect to shares of Common Stock beneficially owned by it, (vii) MO, with respect to shares of Common Stock beneficially owned by it, and (viii) Terry Maltese, with respect to shares of Common Stock beneficially owned by MP, MHF, MPII, MHFII and MO. The foregoing persons are hereinafter sometimes referred to collectively as the "Reporting Persons" and MP, MHF, MPII and MHFII are sometimes collectively referred to herein as the "Partnerships." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

The sole general partner of each of the Partnerships is Holdings, and administrative and management services for the Partnerships are provided by SOAM. SOAM also provides management services to MO. The managing member and President of Holdings and SOAM is Mr. Maltese. In his capacity as President and managing member of Holdings and SOAM, Mr. Maltese exercises voting and dispositive power over all shares of Common Stock beneficially owned by MP, MHF, MPII, MHFII, MO, SOAM and Holdings. The non-managing member of Holdings and SOAM is 2 WTC LLC, a New York limited liability company ("2WTC").

(b) The address of the principal offices of each of MP, MHF, MPII, MHFII, Holdings and SOAM and the business address of Mr. Maltese is Sandler O'Neill Asset Management LLC, 780 Third Avenue, 30th Floor, New York, New York 10017.

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The address of the principal offices of MO is c/o Hemisphere Fund Managers Limited, Harbour Centre, Third Floor, George Town, Grand Cayman, Cayman Islands, British West Indies. The address of the principal offices of 2WTC is c/o Sandler O'Neill & Partners, L.P., 2 World Trade Center -- 104th Floor, New York, New York 10048.

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(c) The principal business of MP, MHF, MPPII and MHFII is that of private partnerships engaged in investment in securities for its own account. The principal business of MO is that of investment in securities for its own account. The principal business of Holdings is that of acting as general partner for the Partnerships. The principal business of SOAM is that of providing administrative and management services to the Partnerships and management services to MO. The present principal occupation or employment of Mr. Maltese is President of SOAM and Holdings. The principal business of 2WTC is investing in Holdings and SOAM.

(d) During the last five years, none of MP, MHF, MPPII, MHFII, MO, Holdings, SOAM, 2WTC or Mr. Maltese has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the last five years, none of MP, MHF, MPPII, MHFII, MO, Holdings, SOAM, 2WTC or Mr. Maltese has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Mr. Maltese is a U.S. citizen.

### ITEM 3. SOURCE AND AMOUNT OF FUNDS.

The net investment cost (including commissions, if any) of the shares of Common Stock held by MP, MHF, MPPII, MHFII and MO is \$94,319, \$124,961, \$332,378, \$686,887 and \$189,957, respectively. Such shares were purchased with the investment capital of the respective entities.

### ITEM 4. PURPOSE OF TRANSACTION.

The purpose for which the Common Stock was acquired by the Reporting Persons is for investment. As such, in the ordinary course of their business, the Reporting Persons will continuously evaluate the financial condition, results of operations, business and prospects of the Issuer, the securities markets in general and the market for the Common Stock in particular, conditions in the economy and the financial institutions industry generally and other investment opportunities, all with a view to determining whether to hold, decrease or increase its investment in the Common Stock, through open market, privately negotiated or any other transactions. In the ordinary course of evaluating its investment, representatives of the Reporting Persons may from time to time seek to (or be invited to) discuss the business and policies of the Issuer with the management of the Issuer. However, none of the Reporting Persons has any plan or proposal as of the date hereof which would relate to or result in any transaction, change or event specified in clauses (a) through (j) of Item 4 of Schedule 13D.

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ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

(a) Based upon an aggregate of 2,661,270 shares of Common Stock outstanding, as set forth in the Issuer's Quarterly Report on Form 10-Q for the quarter ended December 31, 2000, as of the close of business on April 16, 2001:

- (i) MP beneficially owned 9,900 shares of Common Stock, constituting approximately 0.4% of the shares outstanding.
- (ii) MHF beneficially owned 13,100 shares of Common Stock, constituting approximately 0.5% of the shares outstanding.
- (iii) MPPII beneficially owned 34,700 shares of Common Stock, constituting approximately 1.3% of the shares outstanding.
- (iv) MHFII beneficially owned 70,700 shares of Common Stock, constituting approximately 2.7% of the shares outstanding.
- (v) MO beneficially owned 19,700 shares of Common Stock, constituting approximately 0.7% of the shares outstanding.
- (vi) SOAM owned directly no shares of Common Stock. By reason of its position as management company for MP, MHF, MPPII, MHFII and MO, under the provisions of Rule 13d-3, SOAM may be deemed to beneficially own the 9,900 shares owned by MP, the 13,100 shares owned by MHF, the 34,700 shares owned by MPPII, the 70,700 shares owned by MHFII and the 19,700 shares owned by MO, or an aggregate of 148,100 shares of Common Stock, constituting approximately 5.6% of the shares outstanding.
- (vii) Holdings owned directly no shares of Common Stock. By reason of its position as general partner of MP, MHF, MPPII and MHFII, under the provisions of Rule 13d-3 of the Securities and Exchange Commission ("Rule 13d-3"), Holdings may be deemed to beneficially own the 9,900 shares owned by MP, the 13,100 shares owned by MHF, the 34,700 shares owned by MPPII, and the 70,700 shares owned by MHFII, or an aggregate of 128,400 shares of Common Stock, constituting approximately 4.8% of the shares outstanding.
- (viii) Mr. Maltese directly owned no shares of Common Stock. By reason of his position as President of Holdings and SOAM, Mr. Maltese may be deemed to beneficially own the 9,900 shares owned by MP, the 13,100 shares owned by MHF, the 34,700 shares owned by MPPII, the 70,700 shares owned by MHFII and the 19,700 shares owned by MO, or an aggregate of 148,100 shares of Common Stock, constituting approximately 5.6% of the shares outstanding.

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- (ix) In the aggregate, the Reporting Persons beneficially own an aggregate of 148,100 shares of Common Stock, constituting approximately 5.6% of the shares outstanding.
- (x) 2WTC directly owned no shares of Common Stock.

(b) The Partnerships each have the power to dispose of and to vote the shares of

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Common Stock beneficially owned by it, which power may be exercised by its general partner, Holdings. Holdings is a party to a management agreement with SOAM pursuant to which SOAM shares the power to dispose of and to vote the shares of Common Stock beneficially owned by Holdings. MO has the power to dispose of and to vote the shares of Common Stock beneficially owned by it. MO is a party to a management agreement with SOAM pursuant to which SOAM shares the power to dispose of and to vote the shares of Common Stock beneficially owned by MO. Mr. Maltese, as President and managing member of Holdings and SOAM, shares the power to dispose of and to vote the shares of Common Stock beneficially owned by the other Reporting Persons.

(c) During the sixty days prior to April 16, 2001, MP effected the following transactions in the Common Stock in open market transactions with brokers:

| Date<br>---- | Action<br>-----       | Number<br>of Shares<br>----- | Price<br>per Share<br>----- |
|--------------|-----------------------|------------------------------|-----------------------------|
| 03/29/01     | Bought                | 200                          | \$10.060                    |
| 03/29/01     | Transfer to<br>MHF II | 2,500                        | 10.100                      |
| 04/02/01     | Bought                | 200                          | 10.296                      |
| 04/03/01     | Bought                | 300                          | 10.287                      |
| 04/04/01     | Bought                | 700                          | 10.274                      |
| 04/06/01     | Bought                | 200                          | 10.260                      |
| 04/10/00     | Bought                | 100                          | 10.260                      |
| 04/16/01     | Bought                | 700                          | 10.310                      |

During the sixty days prior to April 16, 2001, MHF effected the following transactions in the Common Stock in open market transactions with brokers:

| Date<br>---- | Action<br>----- | Number<br>of Shares<br>----- | Price<br>per Share<br>----- |
|--------------|-----------------|------------------------------|-----------------------------|
| 03/29/01     | Bought          | 200                          | \$10.060                    |
| 04/02/01     | Bought          | 200                          | 10.296                      |
| 04/03/01     | Bought          | 300                          | 10.287                      |
| 04/04/01     | Bought          | 700                          | 10.274                      |
| 04/06/01     | Bought          | 200                          | 10.260                      |
| 04/10/00     | Bought          | 100                          | 10.260                      |
| 04/16/01     | Bought          | 1,400                        | 10.310                      |

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During the sixty days prior to April 16, 2001, MP II effected the following transactions in the Common Stock in open market transactions with brokers:

| Date | Action | Number<br>of Shares | Price<br>per Share |
|------|--------|---------------------|--------------------|
|------|--------|---------------------|--------------------|

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| -----    | -----  | ----- | -----    |
|----------|--------|-------|----------|
| 03/29/01 | Bought | 700   | \$10.060 |
| 04/02/01 | Bought | 1,000 | 10.296   |
| 04/03/01 | Bought | 1,100 | 10.287   |
| 04/04/01 | Bought | 2,900 | 10.274   |
| 04/06/01 | Bought | 700   | 10.260   |
| 04/10/00 | Bought | 500   | 10.260   |
| 04/16/01 | Bought | 2,800 | 10.310   |

During the sixty days prior to April 16, 2001, MHFII effected the following transactions in the Common Stock in open market transactions with brokers:

| Date     | Action              | Number<br>of Shares | Price<br>per Share |
|----------|---------------------|---------------------|--------------------|
| ----     | -----               | -----               | -----              |
| 03/29/01 | Bought              | 1,700               | \$10.060           |
| 03/29/01 | Transfer from<br>MP | 2,500               | 10.060             |
| 03/29/01 | Transfer from<br>MO | 2,500               | 10.060             |
| 04/02/01 | Bought              | 2,800               | 10.296             |
| 04/03/01 | Bought              | 3,100               | 10.287             |
| 04/04/01 | Bought              | 8,000               | 10.274             |
| 04/06/01 | Bought              | 1,800               | 10.260             |
| 04/10/00 | Bought              | 1,300               | 10.260             |
| 04/16/01 | Bought              | 2,800               | 10.310             |

During the sixty days prior to April 16, 2001, MO effected the following transaction in the Common Stock in open market transactions with brokers:

| Date     | Action                | Number<br>of Shares | Price<br>per Share |
|----------|-----------------------|---------------------|--------------------|
| ----     | -----                 | -----               | -----              |
| 03/29/01 | Bought                | 500                 | \$10.060           |
| 03/29/01 | Transfer to<br>MHF II | 2,500               | 10.100             |
| 04/02/01 | Bought                | 700                 | 10.296             |
| 04/03/01 | Bought                | 900                 | 10.287             |
| 04/04/01 | Bought                | 2,200               | 10.274             |
| 04/06/01 | Bought                | 500                 | 10.260             |
| 04/10/00 | Bought                | 300                 | 10.260             |
| 04/16/01 | Bought                | 2,100               | 10.310             |

(d) Not applicable.

(e) Not applicable.

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ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

There are no contracts, arrangements, understandings or relationships among the persons named in Item 2 or between such persons and any other person with respect to any securities of the Issuer.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Exhibit 1 Written Agreement relating to the filing of joint acquisition statements as required by Rule 13d-1(f)(1) of the Securities and Exchange Commission

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: April 18, 2001

MALTA PARTNERS, L.P.

MALTA HEDGE FUND, L.P.

By: SOAM Holdings, LLC,  
the sole general partner

By: SOAM Holdings, LLC,  
the sole general partner

By: /s/ Terry Maltese

By: /s/ Terry Maltese

-----  
Terry Maltese  
President

-----  
Terry Maltese  
President

MALTA PARTNERS II, L.P.

MALTA HEDGE FUND II, L.P.

By: SOAM Holdings, LLC,  
the sole general partner

By: SOAM Holdings, LLC,  
the sole general partner

By: /s/ Terry Maltese

By: /s/ Terry Maltese

-----  
Terry Maltese  
President

-----  
Terry Maltese  
President

MALTA OFFSHORE, LTD

Sandler O'Neill Asset Management LLC

By: Sandler O'Neill Asset  
Management LLC

By: /s/ Terry Maltese

By: /s/ Terry Maltese

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|                            |                            |
|----------------------------|----------------------------|
| -----                      | -----                      |
| Terry Maltese<br>President | Terry Maltese<br>President |
| SOAM Holdings, LLC         | Terry Maltese              |
| By: /s/ Terry Maltese      | /s/ Terry Maltese          |
| -----                      | -----                      |
| Terry Maltese<br>President | Terry Maltese              |

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EXHIBIT 1

JOINT ACQUISITION STATEMENT PURSUANT TO RULE 13d-1(f)(1)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13D is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13D shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning it contained herein, but shall not be responsible for the completeness and accuracy of the information concerning the other, except to the extent that it knows or has reason to believe that such information is inaccurate.

Dated: April 18, 2001

|                                                                                |                                                                                  |
|--------------------------------------------------------------------------------|----------------------------------------------------------------------------------|
| MALTA PARTNERS, L.P.<br>By: SOAM Holdings, LLC,<br>the sole general partner    | MALTA HEDGE FUND, L.P.<br>By: SOAM Holdings, LLC,<br>the sole general partner    |
| By: /s/ Terry Maltese                                                          | By: /s/ Terry Maltese                                                            |
| -----                                                                          | -----                                                                            |
| Terry Maltese<br>President                                                     | Terry Maltese<br>President                                                       |
| MALTA PARTNERS II, L.P.<br>By: SOAM Holdings, LLC,<br>the sole general partner | MALTA HEDGE FUND II, L.P.<br>By: SOAM Holdings, LLC,<br>the sole general partner |
| By: /s/ Terry Maltese                                                          | By: /s/ Terry Maltese                                                            |
| -----                                                                          | -----                                                                            |
| Terry Maltese<br>President                                                     | Terry Maltese<br>President                                                       |
| MALTA OFFSHORE, LTD.<br>By: Sandler O'Neill Asset<br>Management LLC            | SANDLER O'NEILL ASSET<br>MANAGEMENT LLC                                          |
| By: /s/ Terry Maltese                                                          | By: /s/ Terry Maltese                                                            |
| -----                                                                          | -----                                                                            |
| Terry Maltese<br>President                                                     | Terry Maltese<br>President                                                       |
| SOAM HOLDINGS, LLC                                                             | TERRY MALTESE                                                                    |

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By: /s/ Terry Maltese

/s/ Terry Maltese

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Terry Maltese  
President

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Terry Maltese

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