

Edgar Filing: NASB FINANCIAL INC - Form 10-Q

NASB FINANCIAL INC  
Form 10-Q  
August 08, 2008

SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 10-Q

Quarterly Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the period ended June 30, 2008

or

Transition Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from to

Commission File Number 0-24033

NASB Financial, Inc.

(Exact name of registrant as specified in its charter)

Missouri  
(State or other jurisdiction of  
incorporation or organization)

43-1805201  
(IRS Employer  
Identification No.)

12498 South 71 Highway, Grandview, Missouri 64030  
(Address of principal executive offices) (Zip Code)

(816) 765-2200  
(Registrant's telephone number, including area code)

N/A

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes X No

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, or non-accelerated filer, or a small reporting company. See definition of "accelerated filer", "large accelerated filer" and "small reporting company" in Rule 12b-2 of the

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Exchange Act. (Check one):

Large accelerated filer \_\_\_\_\_ Accelerated filer  X

Non-accelerated filer \_\_\_\_\_ Small reporting Company \_\_\_\_\_

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No  X

The number of shares of Common Stock of the Registrant outstanding as of August 5, 2008, was 7,867,614.

NASB FINANCIAL, INC. AND SUBSIDIARY  
Condensed Consolidated Balance Sheets  
(In thousands)

|  | June 30,<br>2008<br>(Unaudited)<br>----- | September 30,<br>2007<br>----- |
|--|--|--------------------------------|
| <b>ASSETS</b>  |  |                                |
| Cash and cash equivalents                                    | \$ 34,218                                | 26,050                         |
| Securities available for sale, at fair value                 | 38                                       | 42                             |
| Stock in Federal Home Loan Bank, at cost                     | 26,195                                   | 22,307                         |
| Mortgage-backed securities:                                  |  |                                |
| Available for sale, at fair value                            | 65,528                                   | 80,622                         |
| Held to maturity, at cost                                    | 169                                      | 217                            |
| Loans receivable:  |  |                                |
| Held for sale, at lower of amortized cost or fair value, net | 71,729                                   | 47,233                         |
| Held for investment, net                                     | 1,324,157                                | 1,277,456                      |
| Allowance for loan losses                                    | (10,626)                                 | (8,097)                        |
| Accrued interest receivable                                  | 6,884                                    | 8,398                          |
| Foreclosed asset held for sale, net                          | 6,230                                    | 6,511                          |
| Premises and equipment, net                                  | 14,790                                   | 15,765                         |
| Investment in LLCs   | 19,994                                   | 19,058                         |
| Mortgage servicing rights, net                               | 783                                      | 911                            |
| Deferred income tax asset, net                               | 2,426                                    | 1,998                          |
| Other assets   | 8,657                                    | 8,012                          |
|  | -----<br>\$ 1,571,172<br>=====           | -----<br>1,506,483<br>=====    |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>                  |  |                                |
| Liabilities:   |  |                                |
| Customer deposit accounts                                    | \$ 670,549                               | 722,102                        |
| Brokered deposit accounts                                    | 160,985                                  | 133,434                        |
| Advances from Federal Home Loan Bank                         | 546,108                                  | 458,933                        |
| Subordinated debentures                                      | 25,774                                   | 25,774                         |
| Escrows  | 7,388                                    | 9,468                          |
| Income taxes payable   | 799                                      | 1,261                          |
| Liability for unrecognized tax benefit                       | 850                                      | --                             |
| Accrued expenses and other liabilities                       | 5,948                                    | 6,119                          |

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|   |              |           |
|---|--------------|-----------|
| Total liabilities   | 1,418,401    | 1,357,091 |
| Stockholders' equity:   |              |           |
| Common stock of \$0.15 par value:<br>20,000,000 authorized; 9,857,112<br>issued at June 30, 2008, and<br>September 30, 2007 | 1,479        | 1,479     |
| Serial preferred stock of \$1.00 par<br>value: 7,500,000 shares authorized;<br>none issued or outstanding                   | --           | --        |
| Additional paid-in capital  | 16,466       | 16,400    |
| Retained earnings   | 173,370      | 170,613   |
| Treasury stock, at cost; 1,989,498<br>shares at June 30, 2008, and<br>at September 30, 2007                                 | (38,418)     | (38,418)  |
| Accumulated other comprehensive<br>loss   | (126)        | (682)     |
| Total stockholders' equity  | 152,771      | 149,392   |
|   | \$ 1,571,172 | 1,506,483 |

See accompanying notes to condensed consolidated financial statements.

1

NASB FINANCIAL, INC. AND SUBSIDIARY  
Condensed Consolidated Statements of Income (Unaudited)  
(In thousands, except share data)

|   | Three months ended<br>June 30, |        | Nine months ended<br>June 30, |        |
|---|--------------------------------|--------|-------------------------------|--------|
|   | 2008                           | 2007   | 2008                          | 2007   |
| Interest on loans receivable                          | \$ 22,261                      | 24,706 | 69,818                        | 74,237 |
| Interest on mortgage-backed securities                | 648                            | 763    | 1,962                         | 2,445  |
| Interest and dividends on securities                  | 232                            | 452    | 824                           | 994    |
| Other interest income                                 | 47                             | 133    | 143                           | 239    |
| Total interest income                                 | 23,188                         | 26,054 | 72,747                        | 77,915 |
| Interest on customer and brokered<br>deposit accounts | 7,169                          | 8,534  | 23,980                        | 24,664 |

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|  |           |           |           |           |
|--|-----------|-----------|-----------|-----------|
| Interest on advances from FHLB                             | 5,866     | 6,569     | 18,697    | 20,445    |
| Interest on subordinated debentures                        | 295       | 443       | 1,071     | 974       |
| Interest on securities sold under agreements to repurchase | --        | 72        | --        | 396       |
| Total interest expense                                     | 13,330    | 15,618    | 43,748    | 46,479    |
| Net interest income  | 9,858     | 10,436    | 28,999    | 31,436    |
| Provision for loan losses                                  | 1,600     | 175       | 3,000     | 934       |
| Net interest income after provision for loan losses        | 8,258     | 10,261    | 25,999    | 30,502    |
| Other income (expense):                                    |           |           |           |           |
| Loan servicing fees, net                                   | 172       | 138       | 51        | 160       |
| Impairment (loss) recovery on mortgage servicing rights    | (36)      | (28)      | 23        | (2)       |
| Customer service fees and charges                          | 1,448     | 1,582     | 4,166     | 4,425     |
| Provision for loss on real estate owned                    | (400)     | (340)     | (1,250)   | (445)     |
| Gain on sale of securities available for sale              | --        | --        | 122       | --        |
| Gain on sale of loans held for sale                        | 4,251     | 4,166     | 9,956     | 11,397    |
| Other  | 1,337     | 340       | 1,382     | 1,229     |
| Total other income   | 6,772     | 5,858     | 14,450    | 16,764    |
| General and administrative expenses:                       |           |           |           |           |
| Compensation and fringe benefits                           | 4,136     | 4,122     | 11,748    | 11,818    |
| Commission-based mortgage banking compensation             | 2,214     | 2,075     | 5,741     | 5,570     |
| Premises and equipment                                     | 1,004     | 953       | 3,113     | 2,713     |
| Advertising and business promotion                         | 1,144     | 1,220     | 3,106     | 3,163     |
| Federal deposit insurance premiums                         | 23        | 25        | 70        | 79        |
| Other  | 1,387     | 1,566     | 3,913     | 4,196     |
| Total general and administrative expenses                  | 9,908     | 9,961     | 27,691    | 27,539    |
| Income before income tax expense                           | 5,122     | 6,158     | 12,758    | 19,727    |
| Income tax expense   | 1,512     | 2,372     | 4,473     | 7,598     |
| Net income   | \$ 3,610  | 3,786     | 8,285     | 12,129    |
| Basic earnings per share                                   | \$ 0.46   | 0.47      | 1.05      | 1.48      |
| Diluted earnings per share                                 | \$ 0.45   | 0.47      | 1.04      | 1.47      |
| Basic weighted average shares outstanding                  | 7,867,614 | 7,986,967 | 7,867,614 | 8,169,670 |

See accompanying notes to condensed consolidated financial statements.

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(In thousands)

|   | Common<br>stock | Additional<br>paid-in<br>capital | Retained<br>earnings | Treasury<br>stock | Accumulated<br>other<br>comprehensive<br>income (loss) | Tota<br>stockho<br>equi |
|---|-----------------|----------------------------------|----------------------|-------------------|--|-------------------------|
| (Dollars in thousands)                              |                 |                                  |                      |                   |  |                         |
| Balance at October 1, 2007                          | \$ 1,479        | 16,400                           | 170,613              | (38,418)          | (682)  | 149,                    |
| Comprehensive income:                               |                 |                                  |                      |                   |  |                         |
| Net income  | --              | --                               | 8,285                | --                | --   | 8,                      |
| Other comprehensive income (loss),<br>net of tax:   |                 |                                  |                      |                   |  |                         |
| Unrealized gain on securities<br>available for sale | --              | --                               | --                   | --                | 556  | ---                     |
| Total comprehensive income                          |                 |                                  |                      |                   |  | 8,                      |
| Cash dividends paid                                 | --              | --                               | (5,311)              | --                | --   | (5,                     |
| Stock based compensation expense                    | --              | 66                               | --                   | --                | --   | (                       |
| Adoption of FIN 48                                  | --              | --                               | (217)                | --                | --   | (                       |
| Balance at June 30, 2008                            | \$ 1,479        | 16,466                           | 173,370              | (38,418)          | (126)  | 152,                    |

See accompanying notes to condensed consolidated financial statements.

3

NASB FINANCIAL, INC. AND SUBSIDIARY  
Condensed Consolidated Statements of Cash Flows (Unaudited)  
(In thousands)

|  | Nine months ended<br>June 30, |         |
|--|-------------------------------|---------|
|  | 2008                          | 2007    |
| Cash flows from operating activities:  |                               |         |
| Net income   | \$ 8,285                      | 12,129  |
| Adjustments to reconcile net income to net cash<br>provided by operating activities: |                               |         |
| Depreciation   | 1,363                         | 863     |
| Amortization and accretion, net  | (981)                         | (1,340) |
| Gain on sale of securities available for sale  | (122)                         | --      |

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|   |           |           |
|---|-----------|-----------|
| Loss from investment in LLCs  | 119       | 66        |
| Impairment (recovery) loss on mortgage servicing rights               | (23)      | 2         |
| Gain on sale of loans receivable held for sale                        | (9,956)   | (11,397)  |
| Provision for loan losses   | 3,000     | 934       |
| Provision for loss on real estate owned                               | 1,250     | 445       |
| Origination of loans receivable held for sale                         | (681,837) | (754,225) |
| Sale of loans receivable held for sale                                | 667,297   | 748,838   |
| Stock based compensation - stock options                              | 66        | 55        |
| Changes in:   |           |           |
| Net fair value of loan-related commitments                            | (716)     | (88)      |
| Accrued interest receivable   | 1,514     | 105       |
| Accrued expenses and other liabilities and income taxes payable       | (1,208)   | 2,082     |
| Net cash used in operating activities                                 | (11,949)  | (1,531)   |
| Cash flows from investing activities:                                 |           |           |
| Principal repayments of mortgage-backed securities:                   |           |           |
| Held to maturity  | 48        | 62        |
| Available for sale  | 15,747    | 11,670    |
| Principal repayments of mortgage loans receivable held for investment | 245,873   | 321,184   |
| Principal repayments of other loans receivable                        | 8,806     | 7,097     |
| Maturity of investment securities available for sale                  | 4         | 4         |
| Loan origination - mortgage loans held for investment                 | (298,575) | (307,631) |
| Loan origination - other loans receivable                             | (6,529)   | (7,273)   |
| Purchase of mortgage loans receivable held for investment             | (330)     | --        |
| Purchase of Federal Home Loan Bank stock                              | (3,888)   | (578)     |
| Proceeds from sale of securities available for sale                   | 122       | --        |
| Proceeds from sale of real estate owned                               | 4,202     | 5,869     |
| Purchases of premises and equipment, net                              | (388)     | (3,744)   |
| Investment in LLCs  | (1,055)   | (2,148)   |
| Other   | 426       | (1,923)   |
| Net cash provided by (used in) investing activities                   | (35,537)  | 22,589    |

4

NASB FINANCIAL, INC. AND SUBSIDIARY  
Condensed Consolidated Statements of Cash Flows (Unaudited)  
(In thousands)

|  | Nine months ended<br>June 30, |         |
|--|-------------------------------|---------|
|  | 2008                          | 2007    |
| Cash flows from financing activities:                  |                               |         |
| Net decrease in customer and brokered deposit accounts | (24,305)                      | (1,941) |

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|  |           |           |
|--|-----------|-----------|
| Proceeds from advances from Federal Home Loan Bank                     | 324,000   | 278,650   |
| Repayment on advances from Federal Home Loan Bank                      | (236,650) | (283,848) |
| Proceeds from subordinated debentures                                  | --        | 25,774    |
| Proceeds from the sale of securities<br>under agreements to repurchase | --        | 30,900    |
| Repayment of securities sold under<br>agreements to repurchase         | --        | (30,900)  |
| Cash dividends paid  | (5,311)   | (5,552)   |
| Repurchase of common stock for treasury                                | --        | (14,407)  |
| Change in escrows  | (2,080)   | (1,878)   |
|  | -----     | -----     |
| Net cash provided by (used in) financing activities                    | 55,654    | (3,202)   |
|  | -----     | -----     |
| Net increase in cash and cash equivalents                              | 8,168     | 17,856    |
| Cash and cash equivalents at beginning of the period                   | 26,050    | 11,442    |
|  | -----     | -----     |
| Cash and cash equivalents at end of period                             | \$ 34,218 | 29,298    |
|  | =====     | =====     |
| Supplemental disclosure of cash flow information:                      |           |           |
| Cash paid for income taxes (net of refunds)                            | \$ 5,078  | 8,812     |
| Cash paid for interest   | 45,287    | 44,249    |
| Supplemental schedule of non-cash investing and financing activities:  |           |           |
| Conversion of loans receivable to real estate owned                    | \$ 8,413  | 12,820    |
| Conversion of real estate owned to loans receivable                    | 2,499     | 4,461     |
| Capitalization of originated mortgage servicing rights                 | --        | 6         |

See accompanying notes to condensed consolidated financial statements.

5

### (1) BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated financial statements are prepared in accordance with instructions to Form 10-Q and do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America ("GAAP") for complete financial statements. All adjustments are of a normal and recurring nature and, in the opinion of management, the statements include all adjustments considered necessary for fair presentation. These statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K to the Securities and Exchange Commission. Operating results for the nine months ended June 30, 2008, are not necessarily indicative of the results that may be expected for the fiscal year ending September 30, 2008. The condensed consolidated balance sheet of the Company as of September 30, 2007, has been derived from the audited balance sheet of the Company as of that date.

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In preparing the financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the balance sheet and revenues and expenses for the period. Material estimates that are particularly susceptible to significant change in the near-term relate to the determination of the allowances for losses on loans, real estate owned, valuation of mortgage servicing rights, and unrecognized tax benefits. Management believes that these allowances are adequate, however, future additions to the allowances may be necessary based on changes in economic conditions.

The Company's critical accounting policies involving the more significant judgements and assumptions used in the preparation of the condensed consolidated financial statements as of June 30, 2008, have remained unchanged from September 30, 2007. These policies relate to the allowance for loan losses and the valuation of mortgage servicing rights. Disclosure of these critical accounting policies is incorporated by reference under Item 8 "Financial Statements and Supplementary Data" in the Company's Annual Report on Form 10-K for the Company's year ended September 30, 2007.

Certain quarterly amounts for previous periods have been reclassified to conform to the current quarter's presentation.

### (2) RECONCILIATION OF BASIC EARNINGS PER SHARE TO DILUTED EARNINGS PER SHARE

The following table presents a reconciliation of basic earnings per share to diluted earnings per share for the periods indicated.

|  | Three months ended |           | Nine months ended |           |
|--|--------------------|-----------|-------------------|-----------|
|  | 6/30/08            | 6/30/07   | 6/30/08           | 6/30/07   |
| Net income (in thousands)                      | \$ 3,610           | 3,786     | 8,285             | 12,129    |
| Average common shares outstanding              | 7,867,614          | 7,986,967 | 7,867,614         | 8,169,670 |
| Average common share stock options outstanding | 112,568            | 63,293    | 109,257           | 58,086    |
| Average diluted common shares                  | 7,980,182          | 8,050,260 | 7,976,871         | 8,227,756 |
| Earnings per share:                            |                    |           |                   |           |
| Basic  | \$ 0.46            | 0.47      | 1.05              | 1.48      |
| Diluted  | 0.45               | 0.47      | 1.04              | 1.47      |

The dilutive securities included for each period presented above consist entirely of stock options granted to employees as incentive stock options under Section 442A of the Internal Revenue Code as amended.



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6

(3) MORTGAGE-BACKED SECURITIES AVAILABLE FOR SALE

The following table presents a summary of mortgage-backed securities available for sale. Dollar amounts are expressed in thousands.

|   | June 30, 2008     |                              |                               |                            |
|---|-------------------|------------------------------|-------------------------------|----------------------------|
|   | Amortized<br>cost | Gross<br>unrealized<br>gains | Gross<br>unrealized<br>losses | Estimated<br>fair<br>value |
| Pass-through certificates<br>guaranteed by GNMA |                   |                              |                               |                            |
| - fixed rate                                    | \$ 138            | 2                            | --                            | 140                        |
| Pass-through certificates<br>guaranteed by FNMA |                   |                              |                               |                            |
| - adjustable rate                               | 8,910             | --                           | 18                            | 8,892                      |
| FHLMC participation<br>certificates:            |                   |                              |                               |                            |
| - fixed rate                                    | 787               | --                           | 41                            | 746                        |
| - adjustable rate                               | 55,898            | --                           | 148                           | 55,750                     |
| Total   | \$ 65,733         | 2                            | 207                           | 65,528                     |

(4) MORTGAGE-BACKED SECURITIES HELD TO MATURITY

The following table presents a summary of mortgage-backed securities held to maturity. Dollar amounts are expressed in thousands.

|   | June 30, 2008     |                              |                               |                            |
|---|-------------------|------------------------------|-------------------------------|----------------------------|
|   | Amortized<br>cost | Gross<br>unrealized<br>gains | Gross<br>unrealized<br>losses | Estimated<br>fair<br>value |
| FHLMC participation<br>certificates:            |                   |                              |                               |                            |
| Balloon maturity and<br>adjustable rate         | \$ 77             | 4                            | --                            | 81                         |
| FNMA pass-through<br>certificates:              |                   |                              |                               |                            |
| Fixed rate                                      | 41                | --                           | --                            | 41                         |
| Balloon maturity and<br>adjustable rate         | 48                | --                           | --                            | 48                         |
| Pass-through certificates<br>guaranteed by GNMA |                   |                              |                               |                            |
| - fixed rate                                    | 3                 | --                           | --                            | 3                          |
| Total   | \$ 169            | 4                            | --                            | 173                        |

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7

(5) LOANS RECEIVABLE

Loans receivable are as follows:

|  | June 30,<br>2008       |
|--|------------------------|
|  | -----                  |
|  | (Dollars in thousands) |
| LOANS HELD FOR INVESTMENT:                             |                        |
| Mortgage loans:  |                        |
| Permanent loans on:                                    |                        |
| Residential properties                                 | \$ 377,282             |
| Business properties                                    | 499,951                |
| Partially guaranteed by VA or<br>insured by FHA        | 1,615                  |
| Construction and development                           | 424,956                |
|  | -----                  |
| Total mortgage loans                                   | 1,303,804              |
| Commercial loans                                       | 94,273                 |
| Installment loans to individuals                       | 15,271                 |
|  | -----                  |
| Total loans held for investment                        | 1,413,348              |
| Less:  |                        |
| Undisbursed loan funds                                 | (82,748)               |
| Unearned discounts and fees and costs<br>on loans, net | (6,443)                |
|  | -----                  |
| Net loans held for investment                          | \$1,324,157            |
|  | =====                  |

|                                  | June 30,<br>2008       |
|----------------------------------|------------------------|
|                                  | -----                  |
|                                  | (Dollars in thousands) |
| LOANS HELD FOR SALE:             |                        |
| Mortgage loans:                  |                        |
| Permanent loans on:              |                        |
| Residential properties           | \$ 94,972              |
| Installment loans to individuals | 335                    |
| Less:                            |                        |
| Undisbursed loan funds           | (23,578)               |
|                                  | -----                  |
| Net loans held for sale          | \$ 71,729              |
|                                  | =====                  |

Included in the loans receivable balances at June 30, 2008, are participating interests in mortgage loans and wholly owned mortgage loans serviced by other institutions in the amount of \$68,000. Loans and participations serviced for others amounted to approximately \$68.6 million at June 30, 2008.

The following table presents the activity in the allowance for losses on loans for the period ended June 30, 2008. Allowance for losses on mortgage loans includes specific valuation allowances and valuation allowances associated with homogenous pools of loans. Dollar amounts are expressed in thousands.

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|                            |           |
|----------------------------|-----------|
| Balance at October 1, 2007 | \$ 8,097  |
| Provisions                 | 3,000     |
| Charge-offs                | (484)     |
| Recoveries                 | 13        |
|                            | -----     |
| Balance at June 30, 2008   | \$ 10,626 |
|                            | =====     |

8

(6) FORECLOSED ASSETS HELD FOR SALE

Real estate owned and other repossessed property consisted of the following:

|  |                        |
|--|------------------------|
|  | June 30,<br>2008       |
|  | -----                  |
|  | (Dollars in thousands) |
| Real estate acquired through (or deed<br>in lieu of) foreclosure | \$ 6,577               |
| Less: allowance for losses                                       | (347)                  |
|  | -----                  |
| Total  | \$ 6,230               |
|  | =====                  |

Foreclosed assets held for sale are initially recorded at fair value as of the date of foreclosure minus any estimated selling costs (the "new basis"), and are subsequently carried at the lower of the new basis or fair value less selling costs on the current measurement date.

(7) MORTGAGE SERVICING RIGHTS

The following provides information about the Bank's mortgage servicing rights for the period ended June 30, 2008. Dollar amounts are expressed in thousands.

|                            |        |
|----------------------------|--------|
| Balance at October 1, 2007 | \$ 911 |
| Additions:                 |        |
| Impairment recovery        | 23     |
| Reductions:                |        |
| Amortization               | (151)  |
|                            | -----  |
| Balance at June 30, 2008   | \$ 783 |
|                            | =====  |

(8) SUBORDINATED DEBENTURES

On December 13, 2006, NASB Financial, Inc. (the "Company"), through its wholly owned statutory trust, NASB Preferred Trust I (the "Trust"), issued \$25 million of pooled Trust Preferred Securities. The Trust used the proceeds from the offering to purchase a like amount of NASB Financial Inc.'s subordinated debentures. The debentures, which have a variable rate of 1.65% over the 3-month LIBOR and a 30-year term, are the sole assets of the Trust. In exchange for the capital contributions made to the Trust by NASB Financial, Inc. upon formation, NASB Financial, Inc. owns all the common securities of the Trust.

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In accordance with Financial Accounting Standards Board Interpretation No. 46R, Consolidation of Variable Interest Entities (FIN 46R), the Trust qualifies as a special purpose entity that is not required to be consolidated in the financial statements of the Company. The \$25.0 million Trust Preferred Securities issued by the Trust will remain on the records of the Trust. The debentures are included in Tier I capital for regulatory capital purposes.

The Trust Preferred Securities have a variable interest rate of 1.65% over the 3-month LIBOR, and are mandatorily redeemable upon the 30-year term of the debentures, or upon earlier redemption as provided in the Indenture. The debentures are callable, in whole or in part, after five years from the issuance date. The Company did not incur a placement or annual trustee fee related to the issuance. The securities are subordinate to all other debt of the Company and interest may be deferred up to five years.

9

### (9) INCOME TAXES

Effective October 1, 2007, the Company adopted Financial Accounting Standards Board Interpretation No. 48, "Accounting for Uncertainty in Income Taxes" (FIN 48). Upon adoption of FIN 48, the Company recognized a \$217,000 increase in the liability for unrecognized tax benefits, which, as required, was accounted for as a decrease to the October 1, 2007 balance of retained earnings. The resulting amount of unrecognized tax benefits of \$1.3 million included \$511,000 of related accrued interest and penalties.

During the quarter ended June 30, 2008, the statute of limitations lapsed with regard to the \$1.3 million aforementioned unrecognized tax benefit. As a result, this liability was derecognized during the period, resulting in a decrease in income tax expense.

Additionally, during the quarter ended June 30, 2008, the Company recognized an \$850,000 liability for unrecognized tax benefits, which included \$149,000 of related interest and penalties. This unrecognized tax benefit is expected to decrease in the next twelve months as a result of the settlements with various taxing authorities.

The Company's policy is to recognize interest and penalties related to unrecognized tax benefits within income tax expense in the consolidated statements of income.

The Company's federal and state income tax returns for fiscal years 2005 through 2007 remain subject to examination by the Internal Revenue Service and various state jurisdictions, based on the statute of limitations.

### (10) SEGMENT INFORMATION

In accordance with SFAS No. 131, "Disclosures about Segments of an Enterprise and Related Information," the Company has identified three principal operating segments for purposes of financial reporting: Banking, Local Mortgage Banking, and National Mortgage Banking. These segments were determined based on the Company's internal financial accounting and reporting processes and are consistent with the information that is used to make operating decisions and to assess the

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Company's performance by the Company's key decision makers.

The National Mortgage Banking segment originates mortgage loans via the internet primarily for sale to investors. The Local Mortgage Banking segment originates mortgage loans for sale to investors and for the portfolio of the Banking segment. Effective October 1, 2007, the National Mortgage Banking and Local Mortgage Banking segments were combined for reporting purposes due to the consolidation of substantial operating and occupancy resources. The Banking segment provides a full range of banking services through the Bank's branch network, exclusive of mortgage loan originations. A portion of the income presented in the Mortgage Banking segment is derived from sales of loans to the Banking segment based on a transfer pricing methodology that is designed to approximate economic reality. The Other and Eliminations segment includes financial information from the parent company plus inter-segment eliminations.

The following table presents financial information from the Company's operating segments for the periods indicated. Dollar amounts are expressed in thousands.

| Three months ended<br>June 30, 2008    | Banking   | Mortgage<br>Banking | Other and<br>Eliminations | Consolidated |
|--|-----------|---------------------|---------------------------|--------------|
| Net interest income                    | \$ 10,128 | --                  | (270)                     | 9,858        |
| Provision for loan losses              | 1,600     | --                  | --                        | 1,600        |
| Other income                           | 1,247     | 6,273               | (748)                     | 6,772        |
| General and administrative<br>expenses | 4,542     | 5,522               | (156)                     | 9,908        |
| Income tax expense (benefit)           | 2,015     | 289                 | (792)                     | 1,512        |
| Net income                             | \$ 3,218  | 462                 | (70)                      | 3,610        |

10

| Three months ended<br>June 30, 2007    | Banking   | Local<br>Mortgage<br>Banking | National<br>Mortgage<br>Banking | Other and<br>Eliminations | Consolidated |
|--|-----------|------------------------------|---------------------------------|---------------------------|--------------|
| Net interest income                    | \$ 10,862 | --                           | --                              | (426)                     | 10,436       |
| Provision for loan losses              | 175       | --                           | --                              | --                        | 175          |
| Other income                           | 1,025     | 1,863                        | 3,543                           | (573)                     | 5,858        |
| General and administrative<br>expenses | 4,354     | 2,037                        | 3,627                           | (57)                      | 9,961        |
| Income tax expense (benefit)           | 2,833     | (67)                         | (32)                            | (362)                     | 2,372        |

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|            |          |       |      |       |       |
|------------|----------|-------|------|-------|-------|
| Net income | \$ 4,525 | (107) | (52) | (580) | 3,786 |
|------------|----------|-------|------|-------|-------|

| Nine months ended<br>June 30, 2008     | Banking   | Mortgage<br>Banking | Other and<br>Eliminations | Consolidated |
|--|-----------|---------------------|---------------------------|--------------|
| Net interest income                    | \$ 30,009 | --                  | (1,010)                   | 28,999       |
| Provision for loan losses              | 3,000     | --                  | --                        | 3,000        |
| Other income                           | 1,560     | 15,804              | (2,914)                   | 14,450       |
| General and administrative<br>expenses | 13,117    | 15,163              | (589)                     | 27,691       |
| Income tax expense (benefit)           | 5,949     | 247                 | (1,723)                   | 4,473        |
| Net income                             | \$ 9,503  | 394                 | (1,612)                   | 8,285        |

| Nine months ended<br>June 30, 2007     | Banking   | Local<br>Mortgage<br>Banking | National<br>Mortgage<br>Banking | Other and<br>Eliminations | Consolidated |
|--|-----------|------------------------------|---------------------------------|---------------------------|--------------|
| Net interest income                    | \$ 32,356 | --                           | --                              | (920)                     | 31,436       |
| Provision for loan losses              | 934       | --                           | --                              | --                        | 934          |
| Other income                           | 3,260     | 4,987                        | 9,971                           | (1,454)                   | 16,764       |
| General and administrative<br>expenses | 12,282    | 5,476                        | 9,925                           | (144)                     | 27,539       |
| Income tax expense (benefit)           | 8,624     | (188)                        | 18                              | (856)                     | 7,598        |
| Net income                             | \$ 13,776 | (301)                        | 28                              | (1,374)                   | 12,129       |

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

GENERAL

The principal business of the Company is to provide banking

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services through the Bank. Specifically, the Bank obtains savings and checking deposits from the public, then uses those funds to originate and purchase real estate loans and other loans. The Bank also purchases mortgage-backed securities ("MBS") and other investment securities from time to time as conditions warrant. In addition to customer deposits, the Bank obtains funds from the sale of loans held-for-sale, the sale of securities available-for-sale, repayments of existing mortgage assets, advances from the Federal Home Loan Bank ("FHLB"), and the purchase of brokered deposit accounts. The Bank's primary sources of income are interest on loans, MBS, and investment securities plus customer service fees and income from mortgage banking activities. Expenses consist primarily of interest payments on customer deposits and other borrowings and general and administrative costs.

The Bank is regulated by the Office of Thrift Supervision ("OTS") and the Federal Deposit Insurance Corporation ("FDIC"), and is subject to periodic examination by both entities. The Bank is also subject to the regulations of the Board of Governors of the Federal Reserve System ("FRB"), which establishes rules regarding reserves that must be maintained against customer deposits.

### FINANCIAL CONDITION

#### ASSETS

The Company's total assets as of June 30, 2008, were \$1,571.2 million, an increase of \$64.7 million from September 30, 2007, the prior fiscal year end.

11

As the Bank originates mortgage loans each month, management evaluates the existing market conditions to determine which loans will be held in the Bank's portfolio and which loans will be sold in the secondary market. Loans sold in the secondary market can be sold with servicing released or converted into MBS and sold with the loan servicing retained by the Bank. At the time of each loan commitment, a decision is made to either hold the loan for investment, hold it for sale with servicing retained, or hold it for sale with servicing released. Management monitors market conditions to decide whether loans should be held in portfolio or sold and if sold, which method of sale is appropriate. During the nine months ended June 30, 2008, the Bank originated and purchased \$681.8 million in mortgage loans held for sale, \$298.9 million in mortgage loans held for investment, and \$6.5 million in other loans. This total of \$987.2 million in loans compares to \$1,069.1 million in loans originated and purchased during the nine months ended June 30, 2007.

Loans held for sale as of June 30, 2008 were \$71.7 million, and consisted entirely of mortgage loans held for sale with servicing released. All loans held for sale are carried at the lower of cost or fair value.

The Bank classifies problem assets as "substandard," "doubtful" or "loss." Substandard assets have one or more defined weaknesses, and it is possible that the Bank will sustain some loss unless the deficiencies are corrected. Doubtful assets have the same defects as substandard assets plus other weaknesses that make collection or full liquidation improbable. Assets classified as loss are considered uncollectible and of such little value that a specific loss allowance is warranted.

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The following table summarizes the Bank's classified assets as reported to the OTS, plus any classified assets of the holding company. Dollar amounts are expressed in thousands.

|   | 6/30/08   | 9/30/07 | 6/30/07 |
|---|-----------|---------|---------|
| -----   |           |         |         |
| Asset Classification:                                     |           |         |         |
| Substandard   | \$ 30,273 | 11,726  | 11,301  |
| Doubtful  | --        | --      | --      |
| Loss  | 215       | 357     | 427     |
|   | -----     |         |         |
|   | 30,488    | 12,083  | 11,728  |
| Allowance for losses on<br>loans and real estate<br>owned | (10,973)  | (8,301) | (8,123) |
|   | -----     |         |         |
|   | \$ 19,515 | 3,782   | 3,605   |
|   | =====     |         |         |

The following table summarizes non-performing assets, troubled debt restructurings, and real estate acquired through foreclosure or in-substance foreclosure. Dollar amounts are expressed in thousands.

|   | 6/30/08      | 9/30/07   | 6/30/07   |
|---|--------------|-----------|-----------|
| -----   |              |           |           |
| Total Assets  | \$ 1,571,172 | 1,506,483 | 1,535,846 |
| =====   |              |           |           |
| Non-accrual loans   | \$ 10,936    | 3,284     | 2,036     |
| Troubled debt<br>restructurings                                     | --           | --        | 70        |
| Net real estate and<br>other assets acquired<br>through foreclosure | 6,230        | 6,511     | 7,631     |
|   | -----        |           |           |
| Total   | \$ 17,166    | 9,795     | 9,737     |
| =====   |              |           |           |
| Percent of total assets   | 1.09%        | 0.65%     | 0.63%     |
| =====   |              |           |           |

12

Management records a provision for loan losses in amounts sufficient to cover current net charge-offs and an estimate of probable losses based on an analysis of risks that management believes to be inherent in the loan portfolio. The Allowance for Loan and Lease Losses ("ALLL") recognizes the inherent risks associated with lending activities, but, unlike specific allowances, have not been allocated to particular problem assets but to a homogenous pool of loans. Management believes that the specific loss allowances and ALLL are adequate. While management uses available information to determine these allowances, future allowances may be necessary because of changes in economic conditions. Also, regulatory agencies (OTS and FDIC) review the Bank's allowance for losses as part of their examinations, and they may require the Bank to recognize additional loss provisions based on the information available at the time of their examinations.



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### LIABILITIES AND EQUITY

Customer and brokered deposit accounts decreased \$24.0 million during the nine months ended June 30, 2008. The weighted average rate on customer and brokered deposits as of June 30, 2008, was 3.51%, a decrease from 4.22% as of June 30, 2007.

Advances from the FHLB were \$546.1 million as of June 30, 2008, an increase of \$87.2 million from September 30, 2007. During the nine-month period, the Bank borrowed \$324.0 million of new advances and repaid \$236.7 million. Management regularly uses FHLB advances as an alternate funding source to provide operating liquidity and to fund the origination and purchase of mortgage loans.

Subordinated debentures were \$25.8 million as of June 30, 2008. Such debentures resulted from the issuance of pooled Trust Preferred Securities through the Company's wholly owned statutory trust, NASB Preferred Trust I. The Trust used the proceeds from the offering to purchase a like amount of the Company's subordinated debentures. The debentures, which have a variable rate of 1.65% over the 3-month LIBOR and a 30-year term, are the sole assets of the Trust.

Escrows were \$7.4 million as of June 30, 2008, a decrease of \$2.1 million from September 30, 2007. This decrease is due to amounts paid for borrowers' taxes during the fourth calendar quarter of 2007.

Total stockholders' equity as of June 30, 2008, was \$152.8 million (9.7% of total assets). This compares to \$149.4 million (9.9% of total assets) at September 30, 2007. On a per share basis, stockholders' equity was \$19.42 on June 30, 2008, compared to \$18.99 on September 30, 2007.

The Company paid cash dividends on its common stock of \$0.225 per share on November 30, 2007, February 22, 2008, and May 23, 2008. Subsequent to the quarter ended June 30, 2008, the Company announced a cash dividend of \$0.225 per share to be paid on August 22, 2008, to stockholders of record as of August 1, 2008.

Total stockholders' equity as of June 30, 2008, includes an unrealized loss of \$126,000 net of deferred income taxes, on available for sale securities. This amount is reflected in the line item "Accumulated other comprehensive loss."

### RATIOS

The following table illustrates the Company's return on assets (annualized net income divided by average total assets); return on equity (annualized net income divided by average total equity); equity-to-assets ratio (ending total equity divided by ending total assets); and dividend payout ratio (dividends paid divided by net income).

|                        | Nine months ended |         |
|------------------------|-------------------|---------|
|                        | 6/30/08           | 6/30/07 |
| Return on assets       | 0.72%             | 1.06%   |
| Return on equity       | 7.31%             | 10.58%  |
| Equity-to-assets ratio | 9.72%             | 9.71%   |
| Dividend payout ratio  | 64.10%            | 45.78%  |

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RESULTS OF OPERATIONS - Comparison of three and nine months ended June 30, 2008 and 2007.

For the three months ended June 30, 2008, the Company had net income of \$3,610,000 or \$0.46 per share. This compares to net income of \$3,786,000 or \$0.47 per share for the quarter ended June 30, 2007.

13

For the nine months ended June 30, 2008, the Company had net income of \$8,285,000 or \$1.05 per share. This compares to net income of \$12,129,000 or \$1.48 per share for the nine months ended June 30, 2007.

### NET INTEREST MARGIN

The Company's net interest margin is comprised of the difference ("spread") between interest income on loans, MBS and investments and the interest cost of customer and brokered deposits and other borrowings. Management monitors net interest spreads and, although constrained by certain market, economic, and competition factors, it establishes loan rates and customer deposit rates that maximize net interest margin.

The following table presents the total dollar amounts of interest income and expense on the indicated amounts of average interest-earning assets or interest-costing liabilities for the nine months ended June 30, 2008 and 2007. Average yields reflect reductions due to non-accrual loans. Once a loan becomes 90 days delinquent, any interest that has accrued up to that time is reserved and no further interest income is recognized unless the loan is paid current. Average balances and weighted average yields for the periods include all accrual and non-accrual loans. The table also presents the interest-earning assets and yields for each respective period. Dollar amounts are expressed in thousands.

|  | Nine months ended 6/30/08 |          | As of<br>6/30/08 |                |
|--|---------------------------|----------|------------------|----------------|
|  | Average<br>Balance        | Interest | Yield/<br>Rate   | Yield/<br>Rate |
|  |                           |          |                  |                |
| Interest-earning assets                        |                           |          |                  |                |
| Loans  | \$1,367,604               | 69,818   | 6.81%            | 6.39%          |
| Mortgage-backed securities                     | 74,217                    | 1,962    | 3.52%            | 4.14%          |
| Securities                                     | 25,923                    | 824      | 4.23%            | 4.00%          |
| Bank deposits                                  | 8,656                     | 143      | 2.20%            | 1.63%          |
|  |                           |          |                  |                |
| Total earning assets                           | 1,476,400                 | 72,747   | 6.57%            | 6.22%          |
|  |                           |          |                  |                |
| Non-earning assets                             | 60,775                    |          |                  |                |
|  |                           |          |                  |                |
| Total  | \$1,537,175               |          |                  |                |
|  |                           |          |                  |                |
| Interest-costing liabilities                   |                           |          |                  |                |
| Customer checking and savings deposit accounts | \$ 166,160                | 1,478    | 1.19%            | 1.00%          |
| Customer and brokered certificates of deposit  | 643,638                   | 22,502   | 4.66%            | 4.15%          |
| FHLB Advances                                  | 535,499                   | 18,697   | 4.66%            | 4.28%          |
| Subordinated debentures                        | 25,000                    | 1,071    | 5.71%            | 4.55%          |

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|  |             |        |       |       |
|--|-------------|--------|-------|-------|
| Total costing liabilities  | 1,370,297   | 43,748 | 4.26% | 3.83% |
| Non-costing liabilities  | 16,060      |        |       |       |
| Stockholders' equity   | 150,818     |        |       |       |
| Total  | \$1,537,175 |        |       |       |
| Net earning balance  | \$ 106,103  |        |       |       |
| Earning yield less costing rate  |             |        | 2.31% | 2.39% |
| Average interest-earning assets,<br>net interest, and net yield<br>spread on average interest-<br>earning assets | \$1,476,400 | 28,999 | 2.62% |       |

|  | Nine months ended 6/30/07 |          | As of 6/30/07 |            |
|--|---------------------------|----------|---------------|------------|
|  | Average Balance           | Interest | Yield/Rate    | Yield/Rate |
| Interest-earning assets  |                           |          |               |            |
| Loans  | \$1,342,913               | 74,237   | 7.37%         | 7.25%      |
| Mortgage-backed securities   | 92,042                    | 2,445    | 3.54%         | 4.24%      |
| Securities   | 25,539                    | 994      | 5.19%         | 4.25%      |
| Bank deposits  | 6,955                     | 239      | 4.58%         | 4.74%      |
| Total earning assets   | 1,467,449                 | 77,915   | 7.08%         | 7.01%      |
| Non-earning assets   | 63,379                    |          |               |            |
| Total  | \$1,530,828               |          |               |            |
| Interest-costing liabilities   |                           |          |               |            |
| Customer checking and savings<br>deposit accounts  | \$ 169,806                | 1,503    | 1.18%         | 1.03%      |
| Customer and brokered<br>certificates of deposit   | 644,628                   | 23,161   | 4.79%         | 5.08%      |
| FHLB Advances  | 521,642                   | 20,445   | 5.23%         | 5.14%      |
| Subordinated debentures  | 18,500                    | 974      | 7.01%         | 7.01%      |
| Repurchase agreements  | 9,810                     | 396      | 5.37%         | --%        |
| Total costing liabilities  | 1,364,386                 | 46,479   | 4.54%         | 4.61%      |
| Non-costing liabilities  | 11,922                    |          |               |            |
| Stockholders' equity   | 154,520                   |          |               |            |
| Total  | \$1,530,828               |          |               |            |
| Net earning balance  | \$ 103,063                |          |               |            |
| Earning yield less costing rate  |                           |          | 2.54%         | 2.40%      |
| Average interest-earning assets,<br>net interest, and net yield<br>spread on average interest- |                           |          |               |            |



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prior year. Specifically, interest income decreased \$2.9 million due to a decrease in the average rate earned on interest-earning assets, which was partially offset by an increase in the average balance of such assets. The decrease in interest income was largely offset by a \$2.3 million decrease in interest expense, which resulted primarily from decreases in the average rate paid on interest-costing liabilities.

Net interest margin before loan loss provision for the nine months ended June 30, 2008, decreased \$2.4 million from the same period in the prior year. Specifically, interest income decreased \$5.2 million, which was partially offset by a \$2.7 million decrease in interest expense for the period. Interest on loans decreased \$4.4 million as the result of a 56 basis point decrease in the average yield earned on loans outstanding during the period. The effect of this decrease was partially offset by a \$24.7 million increase in the average balance of loans receivable. Interest on mortgage-backed securities decreased \$483,000 due primarily to a \$17.8 million decrease in the average balance of such securities. Interest on investment securities decreased \$170,000 due primarily to a 96 basis point decrease in the average yield earned on such securities. Interest expense on FHLB advances decreased \$1.7 million primarily as the result of a 57 basis point decrease in the average rate paid on such liabilities. The effect of this decrease was partially offset by a \$13.9 million increase in the average balance of FHLB advances outstanding. Interest expense on customer and brokered deposit accounts decreased \$684,000 due to a 71 basis point decrease in the average rate and \$4.6 million decrease in the average balance of such interest-costing liabilities. Interest expense on securities sold under agreements to repurchase decreased \$396,000 due to a \$9.8 million decrease in the average balance of securities sold under agreements to repurchase.

### PROVISION FOR LOAN LOSSES

The Company recorded a provision for loan losses of \$1.6 million during the quarter ended June 30, 2008, due primarily to increases in residential construction and development loans classified as substandard. The Company recorded a provision for loan losses of \$700,000 during both the quarter ended December 31, 2007 and the quarter ended March 31, 2008, due to increases in loan charge-offs related to the residential construction and development loan portfolio and increases in commercial real estate loans and residential construction and development loans classified as substandard. Management performs an ongoing analysis of individual loans and of homogenous pools of loans to assess for any impairment. On a consolidated basis, the allowance for losses on loans and real estate owned was 36.0% of total classified assets at June 30, 2008, 68.7% at September 30, 2007, and 69.3% at June 30, 2007.

Management believes that the provisions for loan losses is adequate. The provision can fluctuate based on changes in economic conditions, changes in the level of classified assets, changes in the amount of loan charge-offs and recoveries, or changes in other information available to management. Also, regulatory agencies review the Company's allowances for losses as a part of their examination process and they may require changes in loss provision amounts based on

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information available at the time of their examination.

### OTHER INCOME

Other income for the three months ended June 30, 2008, increased \$914,000 from the same period in the prior year. Specifically, other income increased \$997,000 due primarily to the effect of recording the net fair value of certain loan-related commitments in accordance with FASB Statement No. 133, "Accounting for Derivative Instruments and Hedging Activities. This was offset by a decrease in customer service fees and charges of \$134,000, which resulted primarily from a decrease in miscellaneous loan origination fees resulting from the decrease in mortgage banking volume.

Other income for the nine months ended June 30, 2008, decreased \$2.3 million from the same period in the prior year. Specifically, gain on sale of loans held for sale decreased \$1.4 million due to decreased mortgage banking volume during the period. Provision for loss on real estate owned increased \$805,000 due to an increase in charge-offs of foreclosed assets held for sale during the period. Customer service fees and charges decreased \$259,000 due to a decrease in miscellaneous loan origination fees resulting from the decrease in mortgage banking volume, and a decrease in appraisal fee income resulting from the elimination of the Company's internal appraisal department in March 2008. Loan servicing fees decreased \$109,000 due primarily to an increase in capitalized servicing amortization, which resulted from an increase in actual prepayments and estimated future repayments of the underlying mortgage loans during the period. These decreases were partially offset by a \$122,000 increase in gain on sale of securities due to the redemption of Visa, Inc. common stock during their initial public offering in March 2008. In addition, other income increased \$153,000 due to a \$628,000 increase in the effect of recording the net fair value of certain loan-related commitments in accordance with FASB Statement No. 133, "Accounting for Derivative Instruments and Hedging Activities," which was largely offset by decreases in income received on foreclosed assets held for sale, loan prepayment penalties, and official check processing fee income.

### GENERAL AND ADMINISTRATIVE EXPENSES

Total general and administrative expenses for the three months ended June 30, 2008, decreased \$53,000 from the same period in the prior year. Specifically, other expense decreased \$179,000 due primarily to decreases in credit, appraisal, underwriting, and other costs related to the consolidation of loan origination offices in fiscal 2007. This decrease was partially offset by a \$153,000 increase in compensation, fringe benefits, and commission-based mortgage banking compensation due primarily to an increase in mortgage banking spreads for the quarter.

Total general and administrative expenses for the nine months ended June 30, 2008, increased \$152,000 from the same period in the prior year. Specifically, compensation, fringe benefits, and commission-based mortgage banking compensation increased \$101,000 due primarily to an increase in mortgage banking spreads for the period. Premises and equipment expense increased \$400,000 due primarily to costs related to a new loan origination system implemented in fiscal 2007. These increases were partially offset by a \$283,000 decrease in other expense due to decreases in professional fees and other lending-related costs resulting from the consolidation of loan origination offices in fiscal 2007 and from the decrease in mortgage banking volume for the period.

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### REGULATION

The Bank is a member of the FHLB System and its customers' deposits are insured by the Deposit Insurance Fund ("DIF") of the FDIC. The Bank is subject to regulation by the OTS as its chartering authority. Since passage of the Financial Institutions Reform, Recovery, and Enforcement Act of 1989 ("FIRREA" or the "Act"), the FDIC also has regulatory control over the Bank. The transactions of DIF-insured institutions are limited by statute and regulations that may require prior supervisory approval in certain instances. Institutions also must file reports with regulatory agencies regarding their activities and their financial condition. The OTS and FDIC make periodic examinations of the Bank to test compliance with the various regulatory requirements. The OTS can require an institution to re-value its assets based on appraisals and to establish specific valuation allowances. This supervision and regulation is intended primarily for the protection of depositors. Also, savings institutions are subject to certain reserve requirements under Federal Reserve Board regulations.

16

### INSURANCE OF ACCOUNTS

The DIF insures the Bank's customer deposit accounts to a maximum of \$100,000 for each insured owner, with the exception of self-directed retirement accounts, which are insured to a maximum of \$250,000. Deposit insurance premiums are determined using a Risk-Related Premium Schedule ("RRPS"), a matrix which places each insured institution into one of three capital groups and one of three supervisory groups. Currently, deposit insurance premiums range from 5 to 43 basis points of the institution's total deposit accounts, depending on the institution's risk classification. The Bank is currently considered "well capitalized," which is the most favorable capital group and supervisory subgroup. DIF-insured institutions are also assessed a premium to service the interest on Financing Corporation ("FICO") debt.

### REGULATORY CAPITAL REQUIREMENTS

At June 30, 2008, the Bank exceeds all capital requirements prescribed by the OTS. To calculate these requirements, a thrift must deduct any investments in and loans to subsidiaries that are engaged in activities not permissible for a national bank. As of June 30, 2008, the Bank did not have any investments in or loans to subsidiaries engaged in activities not permissible for national banks.

The following tables summarize the relationship between the Bank's capital and regulatory requirements. Dollar amounts are expressed in thousands.

| At June 30, 2008  | Amount     |
|---|------------|
| GAAP capital (Bank only)  | \$ 155,776 |
| Adjustment for regulatory capital:                                |            |
| Intangible assets   | (2,796)    |
| Disallowed portion of servicing assets<br>and deferred tax assets | (2,426)    |
| Reverse the effect of SFAS No. 115                                | 126        |
|   | -----      |

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|  |            |
|--|------------|
| Tangible capital                       | 150,680    |
| Qualifying intangible assets           | --         |
|  | -----      |
| Tier 1 capital (core capital)          | 150,680    |
| Qualifying general valuation allowance | 10,421     |
|  | -----      |
| Risk-based capital                     | \$ 161,101 |
|  | =====      |

|  |    |         |       |         |        | As of June 30, 2008 |       |  |       |                  |
|--|----|---------|-------|---------|--------|---------------------|-------|--|-------|------------------|
|  |    |         |       |         |        | Actual              |       | Minimum required for<br>Capital Adequacy |       | Minimum<br>"Well |
|  |    |         |       |         |        | Amount              | Ratio | Amount                                   | Ratio | Amount           |
| Total capital to risk-weighted assets    | \$ | 161,101 | 12.5% | 103,105 | >=8%   | 128,88              |       |  |       |                  |
| Core capital to adjusted tangible assets |    | 150,680 | 9.8%  | 61,769  | >=4%   | 77,21               |       |  |       |                  |
| Tangible capital to tangible assets      |    | 150,680 | 9.8%  | 23,163  | >=1.5% | --                  |       |  |       |                  |
| Tier 1 capital to risk-weighted assets   |    | 150,680 | 11.7% | --      | --     | 77,32               |       |  |       |                  |

LOANS TO ONE BORROWER

Institutions are prohibited from lending to any one borrower in excess of 15% of the Bank's unimpaired capital plus unimpaired surplus, or 25% of unimpaired capital plus unimpaired surplus if the loan is secured by certain readily marketable collateral. Renewals that exceed the loans-to-one-borrower limit are permitted if the original borrower remains liable and no additional funds are disbursed. The Bank has received regulatory approval from the OTS under 12 CFR 560.93 to increase its loans-to-one-borrower limit to \$30 million for loans secured by certain residential housing units. Such loans must not, in the aggregate, exceed 150% of the Bank's unimpaired capital and surplus.

17

LIQUIDITY AND CAPITAL RESOURCES

Liquidity measures the ability to meet deposit withdrawals and lending commitments. The Bank generates liquidity primarily from the sale and repayment of loans, retention or newly acquired retail deposits, and advances from FHLB of Des Moines' credit facility. Management continues to use FHLB advances as a primary source of short-term funding. At June 30, 2008, there was \$47.6 million available to the Bank in the form of additional FHLB advances. The Bank has established relationships with various brokers, and, as a secondary source of liquidity, the Bank purchases brokered deposit accounts. At June 30, 2008, the Bank has \$161.0 million in brokered deposits, and it could purchase up to \$268.9 million in additional brokered deposits and remain "well capitalized" as defined by the OTS.



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Fluctuations in the level of interest rates typically impact prepayments on mortgage loans and MBS. During periods of falling interest rates, these prepayments increase and a greater demand exists for new loans. The Bank's customer deposits are partially impacted by area competition. Management believes that the Bank will retain most of its maturing time deposits in the foreseeable future. However, any material funding needs that may arise in the future can be reasonably satisfied through the use of additional FHLB advances and/or brokered deposits. Management is not aware of any other current market or economic conditions that could materially impact the Bank's future ability to meet obligations as they come due.

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

For a complete discussion of the Company's asset and liability management policies, as well as the potential impact of interest rate changes upon the market value of the Company's portfolio, see the "Asset/Liability Management" section of the Company's Annual Report for the year ended September 30, 2007.

Management recognizes that there are certain market risk factors present in the structure of the Bank's financial assets and liabilities. Since the Bank does not have material amounts of derivative securities, equity securities, or foreign currency positions, interest rate risk ("IRR") is the primary market risk that is inherent in the Bank's portfolio. On a quarterly basis, the Bank monitors the estimate of changes that would potentially occur to its net portfolio value ("NPV") of assets, liabilities, and off-balance sheet items assuming a sudden change in market interest rates. Management presents a NPV analysis to the Board of Directors each quarter and NPV policy limits are reviewed and approved. There have been no material changes in the market risk information provided in the Annual Report for the year ended September 30, 2007.

### Item 4. Controls and Procedures

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of our disclosure controls and procedures, as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities and Exchange Act of 1934. Based on this evaluation, our principal executive officer and our principal financial officer concluded that our disclosure controls and procedures were effective at the end of the period covered by this quarterly report. There were no changes in the Company's internal control over financial reporting during the period covered by this quarterly report on Form 10-Q that have materially affected or are reasonably likely to materially affect our internal control over financial reporting.

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Item 1. Legal Proceedings

There were no material proceedings pending other than ordinary and routine litigation incidental to the business of the Company.

Item 2. Changes in Securities  
None.

Item 3. Defaults Upon Senior Securities  
None.

Item 4. Submission of Matters to a Vote of Security Holders  
None.

Item 5. Other Information  
None.

Item 6. Exhibits

(a) Exhibits

Exhibit 31.1 - Certification of Chief Executive Officer pursuant to Rules 13a-15(e) and 15d-15(e)

Exhibit 31.2 - Certification of Chief Financial Officer pursuant to Rules 13a-15(e) and 15d-15(e)

Exhibit 32.1 - Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Exhibit 32.2 - Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

19

### S I G N A T U R E S

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

NASB Financial, Inc.  
(Registrant)

August 8, 2008

By: /s/David H. Hancock  
David H. Hancock  
Chairman and  
Chief Executive Officer

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August 8, 2008

By: /s/Rhonda Nyhus  
Rhonda Nyhus  
Vice President and  
Treasurer

20

19