

Edgar Filing: NASB FINANCIAL INC - Form 10-Q

NASB FINANCIAL INC  
Form 10-Q  
May 08, 2009

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 March 31, 2009

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 has submitted electronically and posted on its corporate web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the



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	\$ 1,549,748	1,516,761
	=====	=====
LIABILITIES AND STOCKHOLDERS' EQUITY		
Liabilities:		
Customer deposit accounts	\$ 712,983	691,615
Brokered deposit accounts	153,967	77,764
Advances from Federal Home Loan Bank	479,059	550,091
Subordinated debentures	25,774	25,774
Escrows	7,342	9,776
Income taxes payable	3,201	4,002
Liability for unrecognized tax benefit	850	850
Accrued expenses and other liabilities	8,883	4,477
	-----	-----
Total liabilities	1,392,059	1,364,349
	-----	-----
Stockholders' equity:		
Common stock of \$0.15 par value:		
20,000,000 authorized; 9,857,112		
issued at March 31, 2009, and		
September 30, 2008	1,479	1,479
Additional paid-in capital	16,533	16,484
Retained earnings	178,101	172,612
Treasury stock, at cost; 1,989,498		
shares at March 31, 2009, and		
at September 30, 2008	(38,418)	(38,418)
Accumulated other comprehensive		
income (loss)	(6)	255
	-----	-----
Total stockholders' equity	157,689	152,412
	-----	-----
	\$ 1,549,748	1,516,761
	=====	=====

See accompanying notes to condensed consolidated financial statements.

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

	Three months ended March 31,		Six months ended March 31,	
	2009	2008	2009	2008
	-----	-----	-----	-----
Interest on loans receivable	\$ 20,898	23,043	43,117	47,557

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Interest on mortgage-backed securities	498	644	1,043	1,314
Interest and dividends on securities	357	295	461	592
Other interest income	5	32	92	96
	-----	-----	-----	-----
Total interest income	21,758	24,014	44,713	49,559
	-----	-----	-----	-----
Interest on customer and brokered deposit accounts	6,398	8,198	13,297	16,811
Interest on advances from FHLB	4,131	6,419	9,292	12,831
Interest on subordinated debentures	223	345	536	776
	-----	-----	-----	-----
Total interest expense	10,752	14,962	23,125	30,418
	-----	-----	-----	-----
Net interest income	11,006	9,052	21,588	19,141
Provision for loan losses	1,000	700	1,250	1,400
	-----	-----	-----	-----
Net interest income after provision for loan losses	10,006	8,352	20,338	17,741
	-----	-----	-----	-----
Other income (expense):				
Loan servicing fees, net	(20)	(69)	(232)	(123)
Impairment recovery on mortgage servicing rights	18	24	41	61
Customer service fees and charges	1,740	1,423	3,137	2,718
Provision for loss on real estate owned	--	(300)	(250)	(850)
Gain on sale of securities available for sale	--	122	--	122
Gain from sale of loans receivable held for sale	5,502	4,103	10,245	5,705
Other	1,990	87	1,488	45
	-----	-----	-----	-----
Total other income	9,230	5,390	14,429	7,678
	-----	-----	-----	-----
General and administrative expenses:				
Compensation and fringe benefits	4,266	3,872	8,127	7,612
Commission-based mortgage banking compensation	3,435	2,062	5,623	3,527
Premises and equipment	1,096	1,046	2,063	2,109
Advertising and business promotion	1,098	934	2,394	1,962
Federal deposit insurance premiums	37	24	71	47
Other	1,612	1,207	2,865	2,526
	-----	-----	-----	-----
Total general and administrative expenses	11,544	9,145	21,143	17,783
	-----	-----	-----	-----
Income before income tax expense	7,692	4,597	13,624	7,636
Income tax expense	2,961	1,791	5,245	2,961
	-----	-----	-----	-----
Net income	\$ 4,731	2,806	8,379	4,675
	=====	=====	=====	=====
Basic earnings per share	\$ 0.60	0.36	1.06	0.59
	=====	=====	=====	=====
Diluted earnings per share	\$ 0.60	0.35	1.06	0.59
	=====	=====	=====	=====
Basic weighted average shares outstanding	7,867,614	7,867,614	7,867,614	7,867,614

See accompanying notes to condensed consolidated financial statements.

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NASB FINANCIAL, INC. AND SUBSIDIARY  
 Condensed Consolidated Statement of Stockholders' Equity (Unaudited)  
 (In thousands)

	Common stock	Additional paid-in capital	Retained earnings	Treasury stock	Accumulated other comprehensive income (loss)	Tota stockho equi
(Dollars in thousands)						
Balance at October 1, 2008	\$ 1,479	16,484	172,612	(38,418)	255	152,
Comprehensive income:						
Net income	--	--	8,379	--	--	8,
Other comprehensive income (loss), net of tax:						
Unrealized gain on securities available for sale	--	--	--	--	(261)	(
Total comprehensive income						8,
Cash dividends paid	--	--	(3,540)	--	--	(3,
Stock based compensation expense	--	49	--	--	--	
Adoption of FAS 159	--	--	650	--	--	
Balance at March 31, 2009	\$ 1,479	16,533	178,101	(38,418)	(6)	157,

See accompanying notes to condensed consolidated financial statements.

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

Six months ended March 31,	
2009	2008

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Cash flows from operating activities:		
Net income	\$ 8,379	4,675
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	880	901
Amortization and accretion, net	(2,295)	(541)
Gain on sale of securities available for sale	--	(122)
Loss from investment in LLCs	19	86
Impairment recovery on mortgage servicing rights	(41)	(61)
Gain from loans receivable held for sale	(10,245)	(5,705)
Provision for loan losses	1,250	1,400
Provision for loss on real estate owned	250	850
Origination of loans receivable held for sale	(649,904)	(397,782)
Sale of loans receivable held for sale	653,822	399,067
Stock based compensation - stock options	49	48
Changes in:		
Net fair value of loan-related commitments	(1,428)	354
Accrued interest receivable	283	1,470
Accrued expenses and other liabilities and income taxes payable	3,933	(980)
	-----	
Net cash provided by operating activities	4,952	3,660
Cash flows from investing activities:		
Principal repayments of mortgage-backed securities:		
Held to maturity	9	26
Available for sale	8,133	9,950
Principal repayments of mortgage loans receivable held for investment	142,283	158,139
Principal repayments of other loans receivable	2,971	3,830
Maturity of investment securities available for sale	5	4
Loan origination - mortgage loans receivable held for investment	(153,770)	(212,114)
Loan origination - other loans receivable	(2,299)	(3,661)
Purchase of mortgage loans receivable held for investment	(580)	(128)
Purchase of Federal Home Loan Bank stock	(356)	(3,955)
Purchase of investment securities available for sale	(37,252)	--
Proceeds from sale of securities available for sale	--	122
Proceeds from sale of real estate owned	3,935	2,711
Purchases of premises and equipment, net	(251)	(261)
Investment in LLCs	(395)	(774)
Other	183	639
	-----	
Net cash used in investing activities	(37,384)	(45,472)

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	Six months ended March 31,	
	----- 2009	2008 -----
Cash flows from financing activities:		
Net increase (decrease) in customer and brokered deposit accounts	97,339	(39,358)
Proceeds from advances from Federal Home Loan Bank	193,000	188,000
Repayment on advances from Federal Home Loan Bank	(264,000)	(108,000)
Cash dividends paid	(3,540)	(3,540)
Change in escrows	(2,434)	(2,756)
	-----	-----
Net cash provided by financing activities	20,365	34,346
	-----	-----
Net decrease in cash and cash equivalents	(12,067)	(7,466)
Cash and cash equivalents at beginning of the period	21,735	26,050
	-----	-----
Cash and cash equivalents at end of period	\$ 9,668	18,584
	=====	=====
Supplemental disclosure of cash flow information:		
Cash paid for income taxes (net of refunds)	\$ 6,041	2,205
Cash paid for interest	21,446	31,434
Supplemental schedule of non-cash investing and financing activities:		
Conversion of loans receivable to real estate owned	\$ 10,736	5,506
Conversion of real estate owned to loans receivable	383	2,134

See accompanying notes to condensed consolidated financial statements.

(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

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Commission. Operating results for the six months ended March 31, 2009, are not necessarily indicative of the results that may be expected for the fiscal year ending September 30, 2009. The condensed consolidated balance sheet of the Company as of September 30, 2008, has been derived from the audited balance sheet of the Company as of that date.

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 March 31, 2009, have remained unchanged from September 30, 2008. 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, 2008.

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

### (2) RECENTLY ISSUED ACCOUNTING STANDARDS

On April 9, 2009, the FASB issued FSP FAS 107-1 which amends SFAS No. 107, "Disclosures about Fair Value of Financial Instruments" ("SFAS 107") to require disclosures about fair value of financial instruments for interim reporting periods of publicly traded companies as well as in annual financial statements. This FSP also amends Accounting Principles Board Opinion No. 28, "Interim Financial Reporting", to require those disclosures in summarized financial information at interim reporting periods. FSP FAS 107-1 is effective for interim reporting periods ending after June 15, 2009, (effective June 30, 2009, for the Company).

On April 9, 2009, the FASB issued FSP FAS 115-2 which amends the other-than-temporary impairment guidance in U.S. GAAP for debt securities to make the guidance more operational and to improve the presentation and disclosure of other-than-temporary impairments on debt and equity securities in the financial statements. This FSP does not amend existing recognition and measurement guidance related to other-than-temporary impairments of equity securities. FSP FAS 115-2 is effective for interim and annual reporting periods ending after June 15, 2009 (effective June 30, 2009, for the Company). Management does not anticipate that this FSP will have a material impact on the Company's consolidated financial statements.

On April 9, 2009, the FASB issued FSP FAS 157-4, which provides additional guidance for estimating fair value in accordance with SFAS No. 157 "Fair Value Measurement" ("SFAS 157") when the volume and level of activity for the asset or liability have significantly decreased. This FSP also includes guidance on identifying circumstances that indicate a transaction is not orderly. FSP FAS 157-4 is effective for



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interim and annual reporting periods ending after June 15, 2009 (effective June 30, 2009, for the Company), and should be applied prospectively. Management does not anticipate that this FSP will have a material impact on the Company's consolidated financial statements.

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In March 2008, the FASB issued SFAS No. 161, "Disclosures About Derivative Instruments and Hedging Activities," ("SFAS No. 161"). This statement establishes, among other things, the disclosure requirements for derivative instruments and hedging activities. This statement is effective at the beginning of the first interim period beginning after November 15, 2008, or January 1, 2009 for the Company. The Company's disclosures about derivative instruments and hedging activities reflect the adoption of this statement.

### (3) 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		Six months ended	
	3/31/09	3/31/08	3/31/09	3/31/08
Net income (in thousands)	\$ 4,731	2,806	8,379	4,675
Average common shares outstanding	7,867,614	7,867,614	7,867,614	7,867,614
Average common share stock options outstanding	--	118,160	--	105,435
Average diluted common shares	7,867,614	7,985,774	7,867,614	7,973,049
Earnings per share:				
Basic	\$ 0.60	0.36	1.06	0.59
Diluted	0.60	0.35	1.06	0.59

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.

At March 31, 2009, options to purchase 72,038 shares of the Company's stock were outstanding. These options were not included in the calculation of diluted earnings per share, as they were considered anti-dilutive.

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(4) SECURITIES AVAILABLE FOR SALE

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

	March 31, 2009			
	Amortized cost	Gross unrealized gains	Gross unrealized losses	Estimated fair value
Debt securities	\$ 37,395	259	(759)	36,895
Municipal securities	30	--	--	30
<b>Total</b>	<b>\$ 37,425</b>	<b>259</b>	<b>(759)</b>	<b>36,925</b>

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(5) 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.

	March 31, 2009			
	Amortized cost	Gross unrealized gains	Gross unrealized losses	Estimated fair value
Pass-through certificates guaranteed by GNMA				
- fixed rate	\$ 123	--	--	123
Pass-through certificates guaranteed by FNMA				
- adjustable rate	6,674	54	--	6,728
FHLMC participation certificates:				
- fixed rate	630	1	(1)	630
- adjustable rate	43,844	437	--	44,281
<b>Total</b>	<b>\$ 51,271</b>	<b>492</b>	<b>(1)</b>	<b>51,762</b>

(6) 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.

	March 31, 2009		
	Gross	Gross	Estimated

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	Amortized cost	unrealized gains	unrealized losses	fair value
FHLMC participation certificates:				
Balloon maturity and adjustable rate	\$ 70	5	--	75
FNMA pass-through certificates:				
Fixed rate	11	--	--	11
Balloon maturity and adjustable rate	45	--	--	45
Total	\$ 126	5	--	131

(7) LOANS RECEIVABLE

Loans receivable are as follows:

	March 31, 2009
	(Dollars in thousands)
LOANS HELD FOR INVESTMENT:	
Mortgage loans:	
Permanent loans on:	
Residential properties	\$ 373,666
Business properties	474,082
Partially guaranteed by VA or insured by FHA	3,442
Construction and development	357,176
Total mortgage loans	1,208,366
Commercial loans	129,495
Installment loans to individuals	14,249
Total loans held for investment	1,352,110
Less:	
Undisbursed loan funds	(45,431)
Unearned discounts and fees and costs on loans, net	(8,503)
Net loans held for investment	\$1,298,176

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	March 31, 2009
	(Dollars in thousands)
LOANS HELD FOR SALE:	
Mortgage loans:	
Permanent loans on:	
Residential properties	\$ 123,483
Less:	
Undisbursed loan funds	(51,795)

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Net loans held for sale	\$ 71,688
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Included in the loans receivable balances at March 31, 2009, are participating interests in mortgage loans and wholly owned mortgage loans serviced by other institutions in the amount of \$57,000. Loans and participations serviced for others amounted to approximately \$100.8 million at March 31, 2009.

The following table presents the activity in the allowance for losses on loans for the period ended March 31, 2009. 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.

Balance at October 1, 2008	\$ 13,807
Provisions	1,250
Charge-offs	(2,011)
Recoveries	4
	-----
Balance at March 31, 2009	\$ 13,050

### (8) FORECLOSED ASSETS HELD FOR SALE

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

	March 31, 2009
	-----
	(Dollars in thousands)
Real estate acquired through (or deed in lieu of) foreclosure	\$ 10,364
Less: allowance for losses	(463)
	-----
Total	\$ 9,901

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.

### (9) MORTGAGE SERVICING RIGHTS

The following provides information about the Bank's mortgage servicing rights for the period ended March 31, 2009. Dollar amounts are expressed in thousands.

Balance at October 1, 2008	\$ 716
Additions:	

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Impairment recovery	41
Reductions:	
Amortization	(341)
	-----
Balance at March 31, 2009	\$ 416
	=====

### (10) 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.

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.

### (11) INCOME TAXES

Effective October 1, 2007, the Company adopted Financial Accounting Standards Board Interpretation No. 48, "Accounting for Uncertainty in Income Taxes" (FIN 48). As of March 31, 2009, the Company's liability for unrecognized tax benefits of \$850,000 included \$149,000 of related interest and penalties. 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 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 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.

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### (12) SEGMENT INFORMATION

In accordance with SFAS No. 131, "Disclosures about Segments of an Enterprise and Related Information," the Company has identified two principal operating segments for purposes of financial reporting: Banking and 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 Company's performance by the Company's key decision makers.

The Mortgage Banking segment originates mortgage loans for sale to investors and for the portfolio of the Banking segment. 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 March 31, 2009	Banking	Mortgage Banking	Other and Eliminations	Consolidated
Net interest income	\$ 11,216	--	(210)	11,006
Provision for loan losses	1,000	--	--	1,000
Other income	1,702	7,876	(348)	9,230
General and administrative expenses	4,803	6,881	(140)	11,544
Income tax expense (benefit)	2,739	383	(161)	2,961
Net income	\$ 4,376	612	(257)	4,731

Three months ended March 31, 2008	Banking	Mortgage Banking	Other and Eliminations	Consolidated
Net interest income	\$ 9,379	--	(327)	9,052
Provision for loan losses	700	--	--	700
Other income	969	5,325	(904)	5,390
General and administrative expenses	4,230	5,097	(182)	9,145
Income tax expense (benefit)	2,086	88	(383)	1,791

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Net income	\$ 3,332	140	(666)	2,806
=====				
-----				
Six months ended		Mortgage	Other and	
March 31, 2009	Banking	Banking	Eliminations	Consolidated
-----				
Net interest income	\$ 22,098	--	(510)	21,588
Provision for loan losses	1,250	--	--	1,250
Other income	1,674	13,847	(1,092)	14,429
General and administrative expenses	9,652	11,893	(402)	21,143
Income tax expense (benefit)	4,955	752	(462)	5,245
-----				
Net income	\$ 7,915	1,202	(738)	8,379
=====				

-----				
Six months ended		Mortgage	Other and	
March 31, 2008	Banking	Banking	Eliminations	Consolidated
-----				
Net interest income	\$ 19,881	--	(740)	19,141
Provision for loan losses	1,400	--	--	1,400
Other income	313	9,531	(2,166)	7,678
General and administrative expenses	8,575	9,641	(433)	17,783
Income tax expense (benefit)	3,934	(42)	(931)	2,961
-----				
Net income	\$ 6,285	(68)	(1,542)	4,675
=====				

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(13) FAIR VALUE OPTION

On October 1, 2008, the Company adopted Statement of Financial Accounting Standards No. 159, The Fair Value Option for Financial Assets and Financial Liabilities - Including an Amendment of FASB Statement No. 115 (FAS 159). FAS 159 permits entities to choose to measure many financial instruments and certain other items at fair value.

In accordance with FAS 159, the Company has elected to measure loans held for sale at fair value. This portfolio is made up entirely

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of mortgage loans held for immediate sale with servicing released. Such loans are sold prior to origination at a contracted price to outside investors on a best-efforts basis (i.e., the loan becomes mandatorily deliverable to the investor only when, and if, it closes) and remain on the Company's balance sheet for a very short period of time, typically less than one month. It is management's opinion, given the short-term nature of these loans, that fair value provides a reasonable measure of the economic value of these assets. In addition, carrying such loans at fair value eliminates some measure of volatility created by the timing of sales proceeds from outside investors, which typically occur in the month following origination.

The Company elected the fair value option for the following item (in thousands):

	Balance Sheet Prior to Adoption 10/1/08	Gain Upon Adoption	Balance Sheet After Adoption 10/1/08
Loans held for sale	\$ 64,030	1,058	65,088
Pre-tax cumulative effect of adoption		\$ 1,058	
Decrease in deferred tax asset		(408)	
Cumulative effect of adoption		\$ 650	

The difference between the aggregate fair value and the aggregate unpaid principal balance of these loans was \$1.0 million at March 31, 2009. Interest income on loans held for sale is included in interest on loans receivable in the accompanying statements of income.

### (14) DERIVATIVE INSTRUMENTS

The Company has commitments outstanding to extend credit that have not closed prior to the end of the period. As the Company enters into commitments to originate loans, it also enters into commitments to sell the loans in the secondary market on a best-efforts basis. Such commitments to originate and sell loans on a best efforts basis are considered derivative instruments under Statement of Financial Accounting Standards ("SFAS") No. 133, "Accounting for Derivative Instruments and Hedging Activities," as amended by SFAS No. 138 and SFAS No. 149. These statements require the Company to recognize all derivative instruments in the balance sheet and to measure those instruments at fair value. As a result of marking to market commitments to originate loans, the Company recorded a decrease in other assets of \$354,000, an increase in other liabilities of \$94,000, and a decrease in other income of \$448,000 for the quarter ended March 31, 2009. The Company recorded a decrease in other assets of \$309,000, an increase in other liabilities of \$120,000, and a decrease in other income of \$429,000 for the six month period ended March 31, 2009.

Additionally, the Company has commitments to sell loans that have closed prior to the end of the period on a best efforts basis. Due to the mark to market adjustment on commitments to sell loans held for sale, the Company recorded an increase in other assets of \$1.4 million, a decrease in other liabilities of \$916,000, and an increase in other income of \$2.3 million during the quarter ended March 31, 2009. The



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Company recorded an increase in other assets of \$1.4 million, a decrease in other liabilities of \$449,000, and an increase in other income of \$1.9 million sale during the six month period ended March 31, 2009.

The balance of derivative instruments related to commitments to originate and sell loans at March 31, 2009, is disclosed in Footnote 15, Fair Value Measurements.

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### (15) FAIR VALUE MEASUREMENTS

On October 1, 2008, the Company adopted Statement of Financial Accounting Standards No. 157, Fair Value Measurements (FAS 157). FAS 157 establishes a framework for measuring fair value and expands disclosures about fair value measurements. FAS 157 defines fair value as the price that would be received to sell an asset, or paid to transfer a liability, in an orderly transaction between market participants at the measurement date. FAS 157 identifies three primary measurement techniques: the market approach, the income approach, and the cost approach. The market approach uses prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities. The income approach uses valuations or techniques to convert future amounts, such as cash flows or earnings, to a single present amount. The cost approach is based on the amount that currently would be required to replace the service capability of an asset.

FAS 157 establishes a fair value hierarchy and prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The fair value hierarchy gives the highest priority to observable inputs such as quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The maximization of observable inputs and the minimization of the use of unobservable inputs are required. Classification within the fair value hierarchy is based upon the objectivity of the inputs that are significant to the valuation of an asset or liability as of the measurement date. The three levels within the fair value hierarchy are characterized as follows:

- Level 1 - Quoted prices in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date.
- Level 2 - Inputs other than quoted prices included with Level 1 that are observable for the asset or liability, either directly or indirectly. Level 2 inputs include: quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability; and inputs that are derived principally from, or corroborated by, observable market data by correlation or other means.
- Level 3 - Unobservable inputs for the asset or liability for which there is little, if any, market activity for the asset or liability at the measurement date. Unobservable inputs reflect the Company's own assumptions about what market participants would use to price

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the asset or liability. These inputs may include internally developed pricing models, discounted cash flow methodologies, as well as instruments for which the fair value determination requires significant management judgment.

The Company measures certain financial assets and liabilities at fair value in accordance with FAS 157. These measurements involve various valuation techniques and assume that the transactions would occur between market participants in the most advantageous market for the Company.

The following is a summary of valuation techniques utilized by the Company for its significant financial assets and liabilities measured at fair value on a recurring basis and recognized in the accompanying balance sheets, as well as the general classification of such assets and liabilities pursuant to the valuation hierarchy:

### Available for sale securities

Securities available for sale consist of corporate debt securities and are valued using quoted market prices in an active market. This measurement is classified as Level 1 within the hierarchy.

Mortgage-backed available for sale securities are valued using industry-standard pricing models that consider assumptions, including market yield and prepayment speeds. These measurements are classified as Level 2.

### Loans held for sale

Loans held for sale are valued using quoted market prices for loans with similar characteristics. This measurement is classified as Level 2 within the hierarchy.

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### Mortgage Servicing Rights

Mortgage servicing rights do not trade in an active market with readily observable market prices. Therefore, fair value is assessed using a valuation model that calculates the discounted cash flow using assumption such as estimates of prepayment speeds, market discount rates, servicing fee income, and cost of servicing. These measurements are classified as Level 3. Mortgage servicing rights are carried on the Company's books at fair value and are amortized over the period of net servicing income. Additionally, they are evaluated for impairment monthly.

### Commitments to Originate Loans and Forward Sales Commitments

Commitments to originate loans and forward sales commitments are valued using a valuation model which considers differences between current market interest rates and committed rates. The model also includes assumptions which estimate fall-out percentages for commitments to originate loans. These measurements use significant unobservable inputs and are classified as Level 3 within the hierarchy.

The following table presents the fair value measurements of assets recognized in the accompanying balance sheets measured at fair value on

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a recurring basis and the level within the fair value hierarchy in which the measurements fall at March 31, 2009 (in thousands):

	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>Assets:</b>				
Securities available for sale	\$ 36,925	36,925	--	--
Mortgage-backed securities available for sale	51,762	--	51,762	--
Loans held for sale	71,688	--	71,688	--
Mortgage servicing rights	416	--	--	416
Commitments to originate loans	275	--	--	275
Forward sales commitments	1,580	--	--	1,580
<b>Total assets</b>	<b>\$ 162,646</b>	<b>36,925</b>	<b>123,450</b>	<b>2,271</b>
<b>Liabilities:</b>				
Commitments to originate loans	\$ 377	--	--	377
Forward sales commitments	41	--	--	41
<b>Total liabilities</b>	<b>\$ 418</b>	<b>--</b>	<b>--</b>	<b>418</b>

The following table is a reconciliation of the beginning and ending balances of recurring fair value measurements recognized in the accompanying balance sheet using significant unobservable (Level 3) inputs (in thousands):

	Mortgage Servicing Rights	Commitments to Originate Loans	Forward Sales Commitments
Asset balance at October 1, 2008	\$ 716	327	(319)
Total realized and unrealized gains (losses):			
Included in net income	(300)	(429)	1,858

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Included in other comprehensive income	--	--	--
Purchases, issuances, and settlements	--	--	--
Transfers in (out) of Level 3	--	--	--
Asset balance at March 31, 2009	\$ 416	(102)	1,539

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Realized and unrealized gains and losses noted in the table above and included in net income for the period ended March 31, 2009, are reported in the consolidated statements of income as follows (in thousands):

	Loan Servicing Fees	Impairment Recovery on Mortgage Servicing Rights	Other Income
Total gains (losses)	\$ (341)	41	1,428
Changes in unrealized gains (losses) relating to assets still held at the balance sheet date	\$ --	--	--

The following is a summary of valuation techniques utilized by the Company for its significant financial assets and liabilities measured at fair value on a nonrecurring basis and recognized in the accompanying balance sheets, as well as the general classification of such assets and liabilities pursuant to the valuation hierarchy:

### Impaired loans

Loans for which it is probable that the Company will not collect principal and interest due according to contractual terms are measured for impairment in accordance with Statement of Financial Accounting Standards No. 114, Accounting by Creditors for Impairment of a Loan. Allowable methods for estimating fair value include using the fair value of the collateral for collateral dependent loans, or, where the loan is determined not to be collateral dependent, using the discounted cash flows.

If the impaired loan is identified as collateral dependent, then the fair value method of measuring the amount of impairment is utilized. This method requires obtaining a current independent appraisal of the collateral and other internal assessments of value. If the impaired loan is determined not to be collateral dependent, then the discounted cash flow method is used. This method requires the impaired loan to be recorded at the present value of expected future cash flows discounted

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at the loans effective interest rate. Impaired loans are classified within Level 3 of the fair value hierarchy.

The carrying value of impaired loans was \$4.9 million at March 31, 2009.

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 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.

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### FINANCIAL CONDITION

#### ASSETS

The Company's total assets as of March 31, 2009, were \$1,549.7 million, an increase of \$33.0 million from September 30, 2008, the prior fiscal year end.

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 six months ended March 31, 2009, the Bank originated and purchased \$650.0 million in mortgage loans held for sale, \$154.4 million in mortgage loans held for investment, and \$2.3 million in other loans. This total of \$806.7 million in loans compares to \$613.7 million in loans originated and purchased during the six months

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ended March 31, 2008.

Loans held for sale as of March 31, 2009 were \$71.7 million, and consisted entirely of mortgage loans held for sale with servicing released. As of October 1, 2008, the Company elected to carry loans held for sale at fair value, as permitted under FAS 159.

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.

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.

	3/31/09	9/30/08	3/31/08
Asset Classification:			
Substandard	\$ 40,638	34,320	19,543
Doubtful	--	--	--
Loss	1,424	1,442	375
	42,062	35,762	19,918
Allowance for losses on loans and real estate owned	(13,513)	(14,476)	(9,544)
	\$ 28,549	21,286	10,374

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.

	3/31/09	9/30/08	3/31/08
Total Assets	\$ 1,549,748	1,516,761	1,547,377
Non-accrual loans	\$ 18,249	35,075	13,033
Troubled debt restructurings	--	--	--
Net real estate and other assets acquired through foreclosure	9,901	6,038	6,171
Total	\$ 28,150	41,113	19,204
Percent of total assets	1.81%	2.71%	1.24%

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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.

### LIABILITIES AND EQUITY

Customer and brokered deposit accounts increased \$97.6 million during the six months ended March 31, 2009. The weighted average rate on customer and brokered deposits as of March 31, 2009, was 2.99%, a decrease from 3.91% as of March 31, 2008

Advances from the FHLB were \$479.1 million as of March 31, 2009, a decrease of \$71.0 million from September 30, 2008. During the six-month period, the Bank borrowed \$193.0 million of new advances and repaid \$264.0 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 March 31, 2009. 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 \$7.3 million as of March 31, 2009, a decrease of \$2.4 million from September 30, 2008. This decrease is due to amounts paid for borrowers' taxes during the fourth calendar quarter of 2008.

Total stockholders' equity as of March 31, 2009, was \$157.7 million (10.2% of total assets). This compares to \$152.4 million (10.0% of total assets) at September 30, 2008. On a per share basis, stockholders' equity was \$20.04 on March 31, 2009, compared to \$19.37 on September 30, 2008.

The Company paid cash dividends on its common stock of \$0.225 per share on November 28, 2008, and February 27, 2009. Subsequent to the quarter ended March 31, 2009, the Company announced a cash dividend of \$0.225 per share to be paid on May 29, 2009, to stockholders of record as of May 8, 2009.

Total stockholders' equity as of March 31, 2009, includes an unrealized loss of \$6,000 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

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(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).

	Six months ended	
	3/31/09	3/31/08
Return on assets	1.09%	0.61%
Return on equity	10.81%	6.22%
Equity-to-assets ratio	10.18%	9.77%
Dividend payout ratio	42.25%	75.72%

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RESULTS OF OPERATIONS - Comparison of three and six months ended March 31, 2009 and 2008.

For the three months ended March 31, 2009, the Company had net income of \$4,731,000 or \$0.60 per share. This compares to net income of \$2,806,000 or \$0.36 per share for the quarter ended March 31, 2008.

For the six months ended March 31 2009, the Company had net income of \$8,379,000 or \$1.06 per share. This compares to net income of \$4,675,000 or \$0.59 per share for the six months ended March 31, 2008.

### 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 six months ended March 31, 2009 and 2008. 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.

	Six months ended 3/31/09		As of	
	Average Balance	Interest	Yield/ Rate	3/31/09 Yield/ Rate
Interest-earning assets				
Loans	\$1,352,788	43,117	6.37%	6.23%
Mortgage-backed securities	54,548	1,043	3.82%	4.25%



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Securities	38,300	461	2.41%	3.81%
Bank deposits	28,075	92	0.66%	0.01%
<hr/>				
Total earning assets	1,473,711	44,713	6.07%	6.04%
<hr/>				
Non-earning assets	63,840			
<hr/>				
Total	\$1,537,551			
<hr/>				
Interest-costing liabilities				
Customer checking and savings deposit accounts	\$ 164,315	755	0.92%	0.78%
Customer and brokered certificates of deposit	667,973	12,542	3.76%	3.53%
FHLB Advances	513,565	9,292	3.62%	3.41%
Subordinated debentures	25,000	536	4.29%	2.82%
<hr/>				
Total costing liabilities	1,370,853	23,125	3.37%	3.14%
<hr/>				
Non-costing liabilities	12,221			
Stockholders' equity	154,477			
<hr/>				
Total	\$1,537,551			
<hr/>				
Net earning balance	\$ 102,858			
<hr/>				
Earning yield less costing rate			2.70%	2.90%
<hr/>				
Average interest-earning assets, net interest, and net yield spread on average interest-earning assets	\$1,473,711	21,588	2.93%	
<hr/>				

	Six months ended 3/31/08		As of 3/31/08	
	Average Balance	Interest	Yield/Rate	Yield/Rate
	<hr/>			
Interest-earning assets				
Loans	\$1,365,354	47,557	6.97%	6.36%
Mortgage-backed securities	76,838	1,314	3.42%	4.12%
Securities	25,734	592	4.60%	4.50%
Bank deposits	6,240	96	3.08%	1.63%
<hr/>				
Total earning assets	1,474,166	49,559	6.72%	6.20%
<hr/>				
Non-earning assets	61,274			
<hr/>				
Total	\$1,535,440			
<hr/>				
Interest-costing liabilities				
Customer checking and savings deposit accounts	\$ 165,214	1,025	1.24%	1.06%
Customer and brokered certificates of deposit	648,089	15,786	4.87%	4.64%
FHLB Advances	529,637	12,831	4.85%	4.60%
Subordinated debentures	25,000	776	6.21%	4.90%
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Total costing liabilities	1,367,940	30,418	4.45%	4.19%
Non-costing liabilities	17,363			
Stockholders' equity	150,137			
Total	\$1,535,440			
Net earning balance	\$ 106,226			
Earning yield less costing rate			2.27%	2.01%
Average interest-earning assets, net interest, and net yield spread on average interest- earning assets	\$1,474,166	19,141	2.60%	

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The following table provides information regarding changes in interest income and interest expense. For each category of interest-earning asset and interest-costing liability, information is provided on changes attributable to (1) changes in rates (change in rate multiplied by the old volume), and (2) changes in volume (change in volume multiplied by the old rate), and (3) changes in rate and volume (change in rate multiplied by the change in volume). Average balances, yields and rates used in the preparation of this analysis come from the preceding table. Dollar amounts are expressed in thousands.

	Six months ended March 31, 2009, compared to six months ended March 31, 2008			
	Yield	Volume	Yield/ Volume	Total
Components of interest income:				
Loans	\$ (4,096)	(438)	94	(4,440)
Mortgage-backed securities	154	(381)	(44)	(271)
Securities	(282)	289	(138)	(131)
Bank deposits	(76)	336	(264)	(4)
Net change in interest income	(4,300)	(194)	(352)	(4,846)
Components of interest expense:				
Customer and brokered deposit accounts	(3,782)	392	(124)	(3,514)
FHLB Advances	(3,257)	(390)	108	(3,539)
Subordinated debentures	(240)	--	--	(240)
Net change in interest expense	(7,279)	2	(16)	(7,293)

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Increase in net interest margin	\$	2,979	(196)	(336)	2,447
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Net interest margin before loan loss provision for the three months ended March 31, 2009, increased \$2.0 million from the same period in the prior year. Specifically, interest income decreased \$2.2 million due primarily to a decrease in the average rate earned on interest-earning assets. The decrease in interest income was offset by a \$4.2 million decrease in interest expense, which resulted primarily from a decrease in the average rate paid on interest-costing liabilities.

Net interest margin before loan loss provision for the six months ended March 31, 2009, increased \$2.4 million from the same period in the prior year. Specifically, interest income decreased \$4.8 million, which was offset by a \$7.3 million decrease in interest expense for the period. Interest on loans decreased \$4.4 million as the result of a 60 basis point decrease in the average yield and a \$12.6 million decrease in the average balance of loans receivable outstanding during the period. Interest on mortgage-backed securities decreased \$271,000 due primarily to a \$22.3 million decrease in the average balance of such securities. Interest expense on customer and brokered deposit accounts decreased \$3.5 million due primarily to a 92 basis point decrease in the average rate paid on such interest-costing liabilities. Interest expense on FHLB advances decreased \$3.5 million as the result of a 123 basis point decrease in the average rate paid on such liabilities and a \$16.1 million decrease in the average balance of FHLB advances outstanding during the period. Interest expense on subordinated debentures decreased \$240,000 due to a 192 basis point decrease in the average rate paid on such liabilities.

### PROVISION FOR LOAN LOSSES

The Company recorded a provision for loan losses of \$1.0 million during the quarter ended March 31, 2009, due primarily to increases in loan charge offs related to the residential construction and development and commercial real estate loan portfolios. The Company recorded a provision for loan losses of \$250,000 during the quarter ended December 31, 2008, due primarily to increases in commercial real estate and residential construction and development loans classified as special mention. 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 32.1% of total classified assets at March 31, 2009, 40.5% at September 30, 2008, and 47.9% at March 31, 2008.

Management believes that the allowance for losses on loans and real estate owned 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 information available at the time of their examination.

## OTHER INCOME

Other income for the three months ended March 31, 2009, increased \$3.8 million from the same period in the prior year. Specifically, gain on sale of loans held for sale increased \$1.4 million due to increased mortgage banking volume during the period. Provision for loss on real estate owned decreased \$300,000 due to a decrease in charge-offs of foreclosed assets held for sale during the quarter. Customer service fees and charges increased \$317,000 due to an increase in miscellaneous loan origination fees resulting from the increase in mortgage banking volume. In addition, other income increased \$1.9 million 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." These increases were offset by a \$122,000 decrease in gain on sale of securities available for sale, which resulted from the redemption of Visa, Inc. common stock during their initial public offering in March 2008.

Other income for the six months ended March 31, 2009, increased \$6.8 million from the same period in the prior year. Specifically, gain on sale of loans held for sale increased \$4.5 million due to increased mortgage banking volume during the period. Provision for loss on real estate owned decreased \$600,000 due to a decrease in charge-offs of foreclosed assets held for sale during the period. Customer service fees and charges increased \$419,000 due to an increase in miscellaneous loan origination fees resulting from the increase in mortgage banking volume. In addition, other income increased \$1.4 million 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." These increases were offset by a \$122,000 decrease in gain on sale of securities available for sale, which resulted from the redemption of Visa, Inc. common stock during their initial public offering in March 2008. In addition, 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.

## GENERAL AND ADMINISTRATIVE EXPENSES

Total general and administrative expenses for the three months ended March 31, 2009, increased \$2.4 million from the same period in the prior year. Specifically, compensation and fringe benefits increased \$394,000 due primarily to the addition of personnel in the Company's information technology, training, and loan servicing departments. Commission-based mortgage banking compensation increased \$1.4 million due primarily to an increase in mortgage banking volume for the period. Advertising and business promotion expense increased \$164,000 resulting from an increase in mortgage banking volume for the quarter. Additionally, other expense increased \$405,000 due primarily to increases in legal fees related to the Company's lending operations.

Total general and administrative expenses for the six months ended March 31, 2009, increased \$3.4 million from the same period in the prior year. Specifically, compensation and fringe benefits increased \$515,000 due primarily to the addition of personnel in the Company's information technology, training, and loan servicing departments. Commission-based mortgage banking compensation increased \$2.1 million due primarily to an increase in mortgage banking volume for the period. Advertising and

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business promotion expense increased \$432,000 resulting from an increase in mortgage banking volume for the quarter. Additionally, other expense increased \$339,000 due primarily to increases in legal fees related to the Company's lending operations.

### 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.

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### 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. On October 3, 2008, the Emergency Economic Stabilization Act of 2008 temporarily raised the basic limit of federal deposit insurance coverage from \$100,000 to \$250,000 per depositor. This legislation provides that the basic deposit insurance limit will return to \$100,000 after December 31, 2009. 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.

On February 27, 2009, the Federal Deposit Insurance Corporation (FDIC) adopted an interim rule imposing a 20 basis point special assessment on the deposits of insured financial institutions as of June 30, 2009, to be collected on September 30, 2009. The interim rule also permits the FDIC to impose additional emergency special assessments after June 30, 2009, of up to 10 basis points. The interim rule was available for comment for thirty days, and a final rule is expected to be adopted in the near future.

### REGULATORY CAPITAL REQUIREMENTS

At March 31, 2009, the Bank exceeds all capital requirements

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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 March 31, 2009, 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 March 31, 2009	Amount
-----	-----
GAAP capital (Bank only)	\$ 158,659
Adjustment for regulatory capital:	
Intangible assets	(2,724)
Disallowed portion of servicing assets and deferred tax assets	(6,085)
Reverse the effect of SFAS No. 115	6
	-----
Tangible capital	149,856
Qualifying intangible assets	--
	-----
Tier 1 capital (core capital)	149,856
Qualifying general valuation allowance	11,626
	-----
Risk-based capital	\$ 161,482
	=====

	As of March 31, 2009				
	Actual		Minimum required for Capital Adequacy		Minimum "Well
	Amount	Ratio	Amount	Ratio	Amount
Total capital to risk-weighted assets	\$ 161,482	11.5%	112,042	>=8%	140,05
Core capital to adjusted tangible assets	149,856	9.9%	60,730	>=4%	75,91
Tangible capital to tangible assets	149,856	9.9%	22,774	>=1.5%	-
Tier 1 capital to risk-weighted assets	149,856	10.7%	--	--	84,03

### 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

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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.

### 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 March 31, 2009, the Bank had \$73.5 million available 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 March 31, 2009, the Bank has \$154.0 million in brokered deposits, and it could purchase up to \$258.2 million in additional brokered deposits and remain "well capitalized" as defined by the OTS.

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, 2008.

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, 2008.

### Item 4. Controls and Procedures

Under the supervision and with the participation of our management,

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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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### PART II - OTHER INFORMATION

#### 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

The annual stockholder's meeting was held on January 27, 2009. The following persons were elected to NASB Financial Inc.'s Board of Directors for three-year terms:

Frederick V. Arbanas  
Laura Brady  
W. Russell Welsh

The firm of BKD, LLP was ratified for appointment as independent auditors for the fiscal year ended September 30, 2009.

#### 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)



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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

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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)

May 8, 2009

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

May 8, 2009

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

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