

NASB Financial, Inc.

Trust your dreams to us.

# ANNUAL REPORT 2019

# NASB Financial, Inc.

---

December 16, 2019

Dear Fellow Shareholder:

Your company had a very successful fiscal 2019 by quietly sticking to the core business areas that have made us successful in the past. We did not announce any mergers, major purchases, introduce exciting new products, or open new offices. While we had a few personnel changes, NASB is still essentially managed by the same long-time executives, most of whom have been here well in excess of ten years. We remain primarily focused on loans secured by real estate - commercial real estate loans, permanent residential loans, and loans for the development and construction of one-to-four family residences.

Net income in fiscal 2019 was \$43.2 million, a 48% increase from the previous year. We paid common stock dividends of \$14.8 million, and increased shareholders' equity by \$30.6 million. Since NASB was reorganized in 1990, our compounded return on capital, based solely on earnings, has been 12.3%. As in previous years, future dividends will be determined by our net income and alternative uses for capital.

Total assets increased by \$544.9 million. While this larger asset base enabled an increase in net interest income (+6.1%), our net interest spread actually fell year-over-year, from 4.01% in fiscal 2018 to 3.55% this year. While a flattening yield curve (yields on treasury notes across a variety of maturities) had a modest impact on our net interest spread, a bigger impact was felt from a rising cost of funds. Increases made by the Federal Reserve Bank to fed fund rates over the last two years had the expected impact on our deposit and overnight borrowing rates and caused our cost of funds to rise from 1.23% to 1.85%. Although the Fed began lowering rates in the second half of 2019, the higher rates were still baked into most of our debt and deposit costs, but we expect to see relief later in 2020.

We are competing in a very dynamic economic environment. While much attention is given to global competition, exciting new fintech companies, and the usual vast array of sophisticated new financial products, we continue to believe there remains a place in our economy for a company taking deposits from savers and primarily using the funds to make loans to enable the financing of residential properties.

I continue to be optimistic about our future and again thank our shareholders for their continued support.

Sincerely,



David H. Hancock  
Board Chairman

# NASB Financial, Inc.

## 2019 Annual Report

### Contents

1	Letter to Shareholders
2	Contents and Financial Highlights
3-47	Consolidated Financial Statements
48-49	Independent Auditor's Report
50	Listing of Directors, Officers, and Branch Offices
51	Investor Information

### Financial Highlights

	2019	2018	2017	2010	2000	1990
	(Dollars in thousands, except per share data)					
<b>For the year ended September 30:</b>						
Net interest income	\$ 82,672	77,928	74,114	53,848	35,838	7,983
Net interest spread	3.55%	4.01%	3.82%	3.73%	3.71%	1.99%
Other income	\$ 56,286	37,299	50,796	43,580	9,409	2,774
General and administrative expenses	79,652	69,991	76,420	57,667	20,120	8,169
Net income (loss)	43,167	29,131	29,397	6,323	14,721	(369)
Basic earnings (loss) per share	5.85	3.94	3.98	0.80	1.66	(0.18)
Cash dividends paid	14,764	28,210	9,016	3,540	3,370	--
Dividend payout ratio	34.20%	96.84%	30.67%	55.99%	22.89%	--
<b>At year end:</b>						
Assets	\$ 2,605,225	2,060,361	2,062,302	1,434,196	984,525	388,477
Loans, net	2,324,961	1,836,624	1,711,809	1,220,886	914,012	180,348
Investment securities	130,310	130,087	215,464	76,511	20,451	179,599
Customer and brokered deposit accounts	1,828,972	1,536,226	1,296,112	933,453	621,665	333,634
Stockholders' equity	262,267	231,681	232,969	167,762	83,661	16,772
Book value per share	35.56	31.37	31.55	21.32	9.84	1.83
Basic shares outstanding (in thousands)	7,375	7,385	7,384	7,868	8,500	9,148
<b>Other Financial Data:</b>						
Return on average assets	1.85%	1.41%	1.47%	0.42%	1.63%	(0.20)%
Return on average equity	17.48%	12.54%	13.14%	3.78%	18.12%	(2.50)%
Stockholders' equity to assets	10.07%	11.24%	11.30%	11.70%	8.50%	4.30%
Average shares outstanding (in thousands)	7,384	7,385	7,395	7,868	8,863	8,116
<b>Selected year end information:</b>						
Stock price per share: Bid	\$ 42.00	40.60	36.11	15.90	14.50	1.03
Ask	44.20	41.75	36.20	16.79	15.50	1.13

Per share amounts have been adjusted to give retroactive effect to the four-for-one stock split, which occurred during the fiscal year ended September 30, 1999.

Cash dividends paid for the year ended September 30, 2018, include a special dividend of \$14.8 million, or \$2.00 per share, and regular dividends of \$13.4 million, or \$1.82 per share.

**NASB Financial, Inc. and Subsidiary**  
**Consolidated Balance Sheets**

	September 30,	
	2019	2018
(Dollars in thousands)		
<b>ASSETS</b>		
Cash and cash equivalents	\$ 62,156	12,691
Interest bearing deposits	2,745	4,207
Securities available for sale, at fair value	123,322	126,108
Stock in Federal Home Loan Bank, at cost	20,705	12,037
Mortgage-backed securities available for sale, at fair value	6,988	3,979
Loans receivable:		
Held for sale, at fair value	420,428	123,245
Held for investment, net	1,927,544	1,733,108
Allowance for loan losses	(23,011)	(19,729)
Accrued interest receivable	8,830	7,767
Foreclosed assets held for sale, net	3,773	5,147
Premises and equipment, net	9,546	11,237
Investment in LLC	11,695	11,364
Mortgage servicing rights, net	8,674	10,235
Deferred income tax asset, net	2,847	3,022
Goodwill and other intangibles	6,423	6,495
Other assets	12,560	9,448
	<u>\$ 2,605,225</u>	<u>2,060,361</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Liabilities:		
Customer deposit accounts	\$ 1,538,982	1,338,757
Brokered deposit accounts	289,990	197,469
Escrows	21,549	15,806
Advances from Federal Home Loan Bank	451,000	240,000
Subordinated debentures	25,774	25,774
Income taxes payable	1,950	924
Accrued expenses and other liabilities	13,713	9,950
Total liabilities	<u>2,342,958</u>	<u>1,828,680</u>
Stockholders' equity:		
Common stock of \$0.15 par value: 20,000,000 authorized; 9,865,281 shares issued at September 30, 2019 and September 30, 2018	1,480	1,480
Additional paid-in capital	16,847	16,820
Retained earnings	292,815	264,412
Treasury stock, at cost; 2,490,330 shares at September 30, 2019 and 2,480,430 shares at September 30, 2018	(50,876)	(50,461)
Accumulated other comprehensive income (loss)	2,001	(570)
Total stockholders' equity	<u>262,267</u>	<u>231,681</u>
	<u>\$ 2,605,225</u>	<u>2,060,361</u>

See accompanying notes to consolidated financial statements.

***NASB Financial, Inc. and Subsidiary***  
***Consolidated Statements of Operations***

	Years Ended September 30,	
	2019	2018
	(Dollars in thousands, except share data)	
Interest on loans receivable	\$ 113,463	92,807
Interest on mortgage-backed securities	204	146
Interest and dividends on securities	6,265	6,066
Other interest income	796	295
Total interest income	<u>120,728</u>	<u>99,314</u>
Interest on customer and brokered deposit accounts	30,301	15,707
Interest on advances from Federal Home Loan Bank	6,671	4,756
Interest on subordinated debentures	1,061	895
Other interest expense	23	28
Total interest expense	<u>38,056</u>	<u>21,386</u>
Net interest income	82,672	77,928
Provision for loan losses	1,750	2,625
Net interest income after provision for loan losses	<u>80,922</u>	<u>75,303</u>
Other income (expense):		
Loan servicing fees, net	1,116	1,391
Impairment loss on mortgage servicing rights	(2,136)	--
Customer service fees and charges	3,439	3,402
Provision for loss on real estate owned	(622)	(256)
Income (expense) on real estate owned, net	3,086	(289)
Gain (loss) on disposal of securities available for sale	--	(8)
Gain from loans receivable held for sale	47,901	30,512
Other income	3,502	2,547
Total other income	<u>56,286</u>	<u>37,299</u>
General and administrative expenses:		
Compensation and benefits	34,667	33,788
Commission-based mortgage banking compensation and benefits	20,576	12,676
Premises and equipment	6,223	6,872
Advertising and business promotion	7,694	7,537
Federal deposit insurance premiums	526	632
Other	9,966	8,486
Total general and administrative expenses	<u>79,652</u>	<u>69,991</u>
Income before income tax expense	<u>57,556</u>	<u>42,611</u>
Income tax expense (benefit):		
Current	15,071	10,797
Deferred	(682)	2,683
Total income tax expense	<u>14,389</u>	<u>13,480</u>
Net income	<u>\$ 43,167</u>	<u>29,131</u>
Basic earnings per share	<u>\$ 5.85</u>	<u>3.94</u>
Diluted earnings per share	<u>\$ 5.85</u>	<u>3.94</u>
Basic weighted average shares outstanding	<u>7,383,976</u>	<u>7,384,604</u>

See accompanying notes to consolidated financial statements.

***NASB Financial, Inc. and Subsidiary***  
***Consolidated Statements of Comprehensive Income***

	<u>Years ended September 30,</u>	
	2019	2018
	(Dollars in thousands)	
Net income	\$ <u>43,167</u>	<u>29,131</u>
Other comprehensive income:		
Unrealized gain (loss) on available for sale securities, net of income tax expense (benefit) of \$857 and (\$790) at September 30, 2019 and 2018, respectively	2,571	(2,262)
Reclassification adjustment for loss included in net income, net of income tax benefit of \$0 and \$2 at September 30, 2019 and 2018, respectively	<u>--</u>	<u>6</u>
Change in unrealized gain (loss) on available for sale securities, net of income tax expense (benefit) of \$857 and (\$788) at September 30, 2019 and 2018, respectively	2,571	(2,256)
Comprehensive income	\$ <u>45,738</u>	<u>26,875</u>

See accompanying notes to consolidated financial statements.

***NASB Financial, Inc. and Subsidiary***  
***Consolidated Statements of Cash Flows***

	Years ended September 30,	
	2019	2018
(Dollars in thousands)		
Cash flows from operating activities:		
Net income	\$ 43,167	29,131
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Depreciation	1,061	1,303
Accretion, net	(9,096)	(9,009)
Gain on disposal of premises and equipment	(746)	(13)
Deferred income tax expense (benefit)	(682)	2,683
(Gain) loss on disposal of securities available for sale	--	8
Gain on sale of foreclosed assets held for sale	(2,798)	(143)
Gain on acquisition of foreclosed assets held for sale	(468)	(134)
Income from investment in LLCs	(583)	(580)
Impairment loss on mortgage servicing rights	2,136	--
Gain from loans receivable held for sale	(47,901)	(30,512)
Provision for loan losses	1,750	2,625
Provision for loss on real estate owned	622	256
Origination of loans receivable held for sale	(2,054,816)	(1,334,363)
Sale of loans receivable held for sale	1,803,107	1,414,881
Stock based compensation – stock options	27	27
Changes in:		
Net fair value of loan-related commitments	(1,978)	(1,328)
Accrued interest receivable	(1,063)	(583)
Other assets, accrued expenses and other liabilities, and income taxes payable	3,605	2,508
Net cash provided by (used in) operating activities	<u>(264,656)</u>	<u>76,757</u>
Cash flows from investing activities:		
Principal repayments of mortgage-backed securities available for sale	345	169
Principal repayments of mortgage loans receivable held for investment	515,815	494,402
Principal repayments of other loans receivable	9,129	24,797
Principal repayments of investment securities available for sale	15,696	95,637
Proceeds from maturities of bank certificates of deposit	1,440	742
Loan origination - mortgage loans receivable held for investment	(499,244)	(416,590)
Loan origination - other loans receivable	(3,982)	(5,721)
Purchase of mortgage loans receivable held for investment	(205,176)	(264,722)
(Purchase) sale of Federal Home Loan Bank stock, net	(8,668)	9,561
Purchase of securities available for sale	(10,166)	(14,588)
Purchase of mortgage-backed securities available for sale	(3,173)	--
Proceeds from sale of mortgage-backed securities available for sale	--	562

***NASB Financial, Inc. and Subsidiary***  
***Consolidated Statements of Cash Flows (continued)***

	Years ended September 30,	
	2019	2018
Cash flows from investing activities (continued):	(Dollars in thousands)	
Proceeds from sale of investment in LLC	300	350
Proceeds from sale of real estate owned	7,076	1,299
Proceeds from disposal of premises, equipment and software	2,044	22
Purchase of premises, equipment and software	(1,602)	(1,353)
Proceeds from investment in LLC	--	3,000
Net cash used in investing activities	<u>(180,166)</u>	<u>(72,433)</u>
Cash flows from financing activities:		
Net increase in customer and brokered deposit accounts	292,723	240,086
Proceeds from advances from Federal Home Loan Bank	276,000	65,000
Repayment of advances from Federal Home Loan Bank	(65,000)	(308,000)
Cash dividends paid	(14,764)	(28,210)
Stock options exercised	--	20
Purchase of common stock for treasury	(415)	--
Change in escrows	5,743	1,129
Net cash provided by (used in) financing activities	<u>494,287</u>	<u>(29,975)</u>
Net increase (decrease) in cash and cash equivalents	49,465	(25,651)
Cash and cash equivalents at beginning of year	<u>12,691</u>	<u>38,342</u>
Cash and cash equivalents at end of year	<u>\$ 62,156</u>	<u>12,691</u>
Supplemental disclosure of cash flow information:		
Cash paid for income taxes (net of refunds)	\$ 14,043	10,370
Cash paid for interest	38,209	20,770
Supplemental schedule of non-cash investing and financing activities:		
Conversion of loans receivable to real estate owned	\$ 3,340	1,999
Conversion of real estate owned to loans receivable	77	--
Capitalization of originated mortgage servicing rights	2,428	905

See accompanying notes to consolidated financial statements.



**NASB Financial, Inc. and Subsidiary**  
**Consolidated Statements of Stockholders' Equity**

	Common stock	Additional paid-in capital	Retained earnings	Treasury stock	Accumulated other comprehensive income (loss)	Total stockholders' equity
(Dollars in thousands)						
Balance at October 1, 2017	\$ 1,480	16,773	263,773	(50,461)	1,404	232,969
Comprehensive income:						
Net income	--	--	29,131	--	--	29,131
Other comprehensive income, net of tax:						
Unrealized loss on securities	--	--	--	--	(2,256)	(2,256)
Reclassification of stranded tax effects due to Tax Cuts and Jobs Act	--	--	(282)	--	282	--
Total comprehensive income						26,875
Cash dividends paid (\$3.82 per share)	--	--	(28,210)	--	--	(28,210)
Stock options exercised	--	20	--	--	--	20
Stock based compensation	--	27	--	--	--	27
Balance at September 30, 2018	\$ 1,480	16,820	264,412	(50,461)	(570)	231,681
Comprehensive income:						
Net income	--	--	43,167	--	--	43,167
Other comprehensive income, net of tax:						
Unrealized gain on securities	--	--	--	--	2,571	2,571
Total comprehensive income						45,738
Cash dividends paid (\$2.00 per share)	--	--	(14,764)	--	--	(14,764)
Treasury stock purchased	--	--	--	(415)	--	(415)
Stock based compensation	--	27	--	--	--	27
Balance at September 30, 2019	\$ 1,480	16,847	292,815	(50,876)	2,001	262,267

See accompanying notes to consolidated financial statements.

## ***(1) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES***

### **Principles of Consolidation**

The consolidated financial statements include the accounts of NASB Financial, Inc. (the “Company”), its wholly-owned subsidiary, North American Savings Bank, F.S.B. (the “Bank”), and the Bank’s wholly-owned subsidiary, Nor-Am Service Corporation. All significant inter-company transactions have been eliminated in consolidation. The consolidated financial statements do not include the accounts of our wholly owned statutory trust, NASB Preferred Trust I (the “Trust”). The Trust qualifies as a special purpose entity that is not required to be consolidated in the financial statements of NASB Financial, Inc. The Trust Preferred Securities issued by the Trust are included in Tier I capital for regulatory capital purposes.

### **Cash and Cash Equivalents**

Cash and cash equivalents consist of cash on hand plus interest-bearing deposits in the Federal Home Loan Bank of Des Moines and the Federal Reserve Bank totaling \$56.9 million and \$8.1 million as of September 30, 2019 and 2018, respectively, and interest-bearing deposits in other financial institutions totaling \$94,000 and \$261,000 at September 30, 2019 and 2018, respectively. Management considers interest bearing deposits with maturities of less than three months to be cash equivalents.

The Federal Reserve Board (“FRB”) requires federally chartered savings banks to maintain cash reserves at specified levels against their transaction accounts. Required reserves may be maintained in the form of vault cash, an account at a Federal Reserve Bank, or a pass-through account, as defined by the FRB. At September 30, 2019, the Bank’s reserve requirement was \$12.2 million.

### **Securities and Mortgage-Backed Securities**

Securities and mortgage-backed securities are classified as held to maturity when the Company has the positive intent and ability to hold the securities to maturity. Securities and mortgage-backed securities not classified as held to maturity or trading are classified as available for sale. As of September 30, 2019 and 2018, the Company had no assets designated as trading or held to maturity. Securities and mortgage-backed securities classified as available for sale are recorded at their fair values, with unrealized gains and losses, net of income taxes, reported as accumulated other comprehensive income or loss.

Premiums and discounts are recognized as adjustments to interest income over the life of the securities using a method that approximates the level yield method. Gains or losses on the disposition of securities are based on the specific identification method. Securities are valued using market prices in an active market, if available. Less frequently traded securities are valued using industry standard models which utilize various assumptions such as historical prices of the same or similar securities, and observation of market prices of securities of the same issuer, market prices of same-sector issuers, and fixed income indexes. Mortgage-backed securities are valued by using industry standard models which utilize various inputs and assumptions such as historical prices of benchmark securities, prepayment estimates, loan type, and year of origination.

Management monitors the securities and mortgage-backed securities portfolios for impairment on an ongoing basis. This process involves monitoring market conditions and other relevant information, including external credit ratings, to determine whether or not a decline in value is other-than-temporary. If management intends to sell an impaired security or mortgage-backed security, or if it is more likely than not that management will be required to sell the impaired security prior to recovery of its amortized cost basis, the Bank will recognize a loss in earnings. If management does not intend to sell a debt security or mortgage-backed security, or if it is more likely than not that management will not be required to sell the impaired security prior to recovery of its amortized cost, regardless of whether the security is classified as available for sale or held to maturity, the Bank will recognize the credit component of the loss in earnings and the remaining portion in other comprehensive income. The credit loss component recognized in earnings is the amount of principal cash flows not expected to be received over the remaining life of the security. The amount of other-than temporary-impairment included in other comprehensive income is amortized over the remaining life of the security.

### **Loans Receivable Held for Sale**

As the Bank originates loans each month, management determines 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 are sold with servicing released or converted into mortgage-backed securities (“MBS”) and sold with the servicing retained by the Bank.

Loans held for sale are carried at fair value. Gains or losses on such sales are recognized using the specific identification method. The transfer of a loan receivable held for sale is accounted for as a sale when control over the asset has been surrendered. The Bank issues various representations and warranties and standard recourse provisions associated with the sale of loans, which are described more fully in Footnote 4, Loans Receivable.

### **Loans Receivable Held for Investment, Net**

Loans that management has the intent and ability to hold for the foreseeable future or until maturity or payoff are stated at the amount of unpaid principal less an allowance for loan losses, undisbursed loan funds and unearned discounts and loan fees, net of certain direct loan origination costs. Interest on loans is credited to income as earned and accrued only when it is deemed collectible. Loans are placed on nonaccrual status when, in the opinion of management, the full timely collection of principal or interest is in doubt. The accrual of interest is discontinued when principal or interest payments become doubtful. As a general rule, this occurs when the loan becomes ninety days past due. When a loan is placed on nonaccrual status, previously accrued but unpaid interest is reversed against current income. Subsequent collections of cash may be applied as reductions to the principal balance, interest in arrears or recorded as income, depending on Bank management's assessment of the ultimate collectability of the loan. Nonaccrual loans may be restored to accrual status when principal and interest become current and the full payment of principal and interest is expected.

A loan becomes impaired when management believes it will be unable to collect all principal and interest due according to the contractual terms of the loan. A restructuring of debt is considered a TDR if, because of a debtor's financial difficulty, a creditor grants concessions that it would not otherwise consider. Loans modified in troubled debt restructurings are also considered impaired. Concessions granted in a TDR could include a reduction in interest rate on the loan, payment extensions, forgiveness of principal, forbearance or other actions intended to maximize collection. Once a loan has been deemed impaired, the impairment must be measured by comparing the recorded investment in the loan to the present value of the estimated future cash flows discounted at the loan's effective rate, or to the fair value of the loan based on the loan's observable market price, or to the fair value of the collateral if the loan is collateral dependent. Unless the loan is performing prior to the restructure, TDRs are placed in non-accrual status at the time of restructuring and may only be returned to performing status after the borrower demonstrates sustained repayment performance for a reasonable period, generally six months.

Net loan fees, direct loan origination costs, and purchase discounts are deferred and amortized as yield adjustments to interest income using the level-yield method over the contractual lives of the related loans.

### **Allowance for Loan Losses**

The Bank considers a loan to be impaired when management believes it will be unable to collect all principal and interest due according to the contractual terms of the loan. If a loan is impaired, the Bank records a loss valuation equal to the excess of the loan's carrying value over the present value of the estimated future cash flows discounted at the loan's initial effective rate, or the loan's observable market price, or the fair value of the collateral if the loan is collateral dependent. One-to-four family residential loans and consumer loans are collectively evaluated for impairment until they become 180 days past due, at which time they are deemed impaired. Loans on residential properties with greater than four units, on construction and development and commercial properties are evaluated for impairment on a loan by loan basis. The allowance for loan losses is increased by charges to income and decreased by charge-offs (net of recoveries). Management's periodic evaluation of the adequacy of the allowance is based on the Bank's past loan loss experience, known and inherent losses in the portfolio, and various subjective factors such as economic and business conditions. Assessing the adequacy of the allowance for loan losses is inherently subjective as it requires making material estimates, including the amount and timing of future cash flows expected to be received on impaired loans that may be susceptible to significant change. In management's opinion, the allowance, when taken as a whole, is adequate to absorb reasonable estimated loan losses inherent in the Bank's loan portfolio.

### **Foreclosed Assets Held for Sale**

Foreclosed assets held for sale are initially recorded at fair value as of the date of foreclosure less 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. When foreclosed assets are acquired, any excess of the loan balance over the new basis of the foreclosed asset is charged to the allowance for loan losses. Subsequent adjustments for estimated losses are charged to operations when the fair value declines to an amount less than the carrying value. Costs and expenses related to major additions and improvements are capitalized, while maintenance and repairs that do not improve or extend the lives of the respective assets are expensed. Applicable gains and losses on the sale of real estate owned are realized when the asset is disposed of.

### **Premises and Equipment**

Premises and equipment are recorded at cost, less accumulated depreciation. Depreciation of premises and equipment is provided over the estimated useful lives (from three to forty years for buildings and improvements and from three to ten years for furniture, fixtures, and equipment) of the respective assets using the straight-line method. Maintenance and repairs are charged to expense. Major renewals and improvements are capitalized. Gains and losses on dispositions are credited or charged to earnings as incurred.

### **Investment in LLCs**

The Company is a partner in a limited liability company, which was formed for the purpose of purchasing and developing vacant land in Platte County, Missouri. This investment is accounted for using the equity method of accounting.

### **Goodwill and Other Intangibles**

The Company has goodwill of \$3.6 million at September 30, 2019 and September 30, 2018, respectively. This asset, which resulted from the Company's acquisition of CBES Bancorp, Inc. in fiscal 2003 and its acquisition of Lexington B&L Financial Corp in fiscal 2016, is assigned to the banking segment of the business. In accordance with Generally Accepted Accounting Principles ("GAAP"), the Company tests its goodwill for impairment annually, or more frequently if events indicate that the asset might be impaired. The first step of the goodwill impairment test compares the fair value of a reporting segment with its carrying amount, including goodwill. If the carrying value of a reporting unit exceeds its fair value, a second step of the goodwill impairment test is required, which compares the implied fair value of reporting unit goodwill to its carrying value. The implied fair value is determined in the same manner as the amount of goodwill recognized in a business combination is determined.

The Company has capitalized software of \$1.5 million at September 30, 2019 and 2018, which is net of accumulated amortization. Amortization of software is provided over its estimated useful life (from three to five years) using the straight-line method.

The Company has core deposit intangibles of \$1.4 million and \$1.5 million at September 30, 2019 and 2018, respectively, which resulted from the Company's acquisition of Lexington B&L Financial Corp in fiscal 2016. This asset has a useful life of approximately 15 years and will be amortized using the straight-line method.

### **Stock Options**

The Company has a stock-based employee compensation plan which is described more fully in Footnote 16, Stock Option Plan. The Company recognizes compensation cost over the five-year service period for its stock option awards. Stock based compensation related to stock options totaled \$27,000 during the years ended September 30, 2019 and 2018.

### **Income Taxes**

The Company files a consolidated Federal income tax return with its subsidiaries using the accrual method of accounting.

The Company provides for income taxes using the asset/liability method. Deferred income taxes are recognized for the tax consequences of temporary differences between the financial statement carrying amounts and the tax bases of existing assets and liabilities.

The Bank's bad debt deduction for the years ended September 30, 2019 and 2018, was based on the specific charge off method. The percentage method for additions to the tax bad debt reserve was used prior to the fiscal year ended September 30, 1997. Under the current tax rules, Banks are required to recapture their accumulated tax bad debt reserve, except for the portion that was established prior to 1988, the "base-year." The recapture of the excess reserve was completed over a six-year phase-in-period that began with the fiscal year ended September 30, 1999. A deferred income tax liability is required to the extent the tax bad debt reserve exceeds the 1988 base year amount. Retained earnings include approximately \$3.7 million representing such bad debt reserve for which no deferred taxes have been provided. Distributing the Bank's capital in the form of stock redemptions caused the Bank to recapture a significant amount of its bad debt reserve prior to the phase-in period.

## Mortgage Servicing Rights

Mortgage servicing assets are recognized separately when rights are acquired through purchase or through sale of financial assets. Servicing rights resulting from the sale or securitization of loans originated by the Bank are initially measured at fair value at the date of transfer. The Company has elected to subsequently measure its mortgage servicing rights using the amortization method, whereby servicing rights are amortized in proportion to and over the period of estimated net servicing income. The amortized assets are assessed for impairment or increased obligation based on fair value at each reporting date.

Fair value is based on a valuation model that calculates the present value of estimated future net servicing income. The model incorporates assumptions such as the cost to service, prepayment speeds, discount rate, ancillary income, and default rates. These variables change as market conditions change and may have an adverse impact on the value of mortgage servicing rights and may result in a reduction in noninterest income.

Mortgage servicing rights subsequently measured using the amortization method are evaluated and measured for impairment. Impairment is determined by stratifying the rights into tranches based on predominant characteristics, such as interest rate and loan type. Impairment is recognized through a valuation allowance for an individual tranche, to the extent that fair value is less than the carrying amount of servicing assets for that tranche. The valuation allowance is adjusted to reflect changes in the measurement of impairment after the initial measurement of impairment. Fair value in excess of the carrying amount of servicing assets is not recognized.

Servicing fee income is recorded for fees earned for servicing loans. Such fees are based on a contractual percentage of the outstanding principal or a fixed amount per loan and are recorded as income when earned. The amortization of mortgage servicing rights is netted against loan servicing fee income.

## Derivative Instruments

The Bank regularly enters into commitments to originate and sell loans held for sale, which are described more fully in Footnote 21, Derivative Instruments. Certain commitments are considered derivative instruments under GAAP, which requires the Bank to recognize all derivative instruments in the balance sheet and to measure those instruments at fair value. As of September 30, 2019 and 2018, the fair value of loan related commitments resulted in a net asset of \$3.5 million and \$1.5 million, respectively.

## Revenue Recognition

Interest income, loan servicing fees, and ancillary income related to the Bank's lending and investment activities are accrued as earned. Revenue recognition related to contracts with customers is described in Footnote 24, Revenue from Contracts with Customers.

## Earnings Per Share

Basic earnings per share is computed based upon the weighted-average common shares outstanding during the year. Diluted earnings per share is computed using the weighted average common shares and all potential dilutive common shares outstanding during the year. Dilutive securities consist entirely of stock options granted to employees as incentive stock options under Section 442A of the Internal Revenue Code as amended.

The computations of basic and diluted earnings per share are presented in the following table. Dollar amounts are expressed in thousands, except per share data, for the years ended September 30:

	2019	2018
Net income	\$ 43,167	29,131
Average common shares outstanding	7,383,976	7,384,604
Average common share stock options outstanding	14	--
Average diluted common shares	7,383,990	7,384,604
Earnings per share:		
Basic earnings per share	\$ 5.85	3.94
Diluted earnings per share	5.85	3.94

At September 30, 2019 and 2018, options to purchase 24,450 shares of the Company's stock were outstanding. The exercise price of options outstanding at September 30, 2018, was greater than the average market price of the common shares for the period ended September 30, 2018, thus making the options anti-dilutive.

### **Recently Issued Accounting Standards**

In May 2014, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2014-09, Revenue from Contracts with Customers. The ASU clarifies principles for recognizing revenue and provides implementation guidance on several topics and requires entities to disclose both quantitative and qualitative information regarding contracts with customers. This standard is effective for fiscal years beginning after December 15, 2016. In August 2015, the FASB issued ASU 2015-14, Revenue from Contracts with Customers, which deferred the effective date of ASU 2014-09 one year, making the standard effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2017. ASU 2014-09 became effective for the Company on October 1, 2018. The majority of the Company’s revenue results from loans and securities, which are excluded from the ASU. This ASU did not result in material changes to the Company’s consolidated financial statements or revenue recognition practices. The new disclosures required by this ASU are included in Footnote 24, Revenue from Contracts with Customers.

In January 2016, the FASB issued ASU 2016-01, Financial Instruments – Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities, which amends the presentation and accounting for certain financial instruments, including liabilities measured at fair value under the fair value option and equity investments. The ASU also updates fair value presentation and disclosure requirement for financial instruments measured at amortized cost. ASU 2016-01 is effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years, beginning after June 15, 2018. In February 2018, the FASB issued ASU 2018-03, Technical Corrections and Improvements to Financial Instruments – Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities, which clarified certain aspects of the guidance on recognizing and measuring financial assets and liabilities in ASU 2016-01. The amendments in ASU 2018-03 are effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years, beginning after June 15, 2018. ASU 2016-01 became effective for the Company on October 1, 2018. The adoption of this standard did not have a material impact on the Company’s consolidated financial statements. In accordance with the guidance contained in this ASU, the fair value of financial instruments previously measured at amortized cost was determined using an exit price notion in the Company’s fair value disclosures in Footnote 22, Fair Value Measurements.

In February 2016, the FASB issued ASU 2016-02, Leases, which amends lease accounting guidance by requiring that lessees recognize the assets and liabilities arising from leases on the balance sheet. Additionally, the ASU requires entities to disclose both quantitative and qualitative information regarding their leasing activities. ASU 2016-02 is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years, which is October 1, 2019 for the Company. Management has completed its evaluation of ASU 2016-02 and does not believe that it will have a material impact on the Company’s consolidated financial statements and results of operations. The Company will recognize right-of-use assets and lease liabilities of approximately \$8.5 million for substantially all of its operating leases, based on the present value of the minimum commitments under non-cancellable leases, as of the date of adoption.

In June 2016, the FASB issued ASU 2016-13, Financial Instruments - Credit Losses: Measurement of Credit Losses on Financial Instruments. This ASU replaces the incurred loss impairment methodology in current GAAP, which requires credit losses to be recognized when it is probable that a loss has incurred, with a new impairment methodology. The new impairment methodology requires an entity to measure, at each reporting date, the expected credit losses of financial assets not measured at fair value, such as loans, HTM debt securities, and loan commitments, over their contractual lives. Under the new impairment methodology, expected credit losses will be measured at each reporting date based on historical experience, current conditions, and reasonable and supportable forecasts. Additionally, the ASU amends the current credit loss measurements for AFS debt securities. The ASU also requires enhanced disclosures related to credit quality and significant estimates and judgments used by management when estimating credit losses. The ASU was initially effective for the Company for annual reporting periods beginning after December 15, 2020. However, in November 2019, the FASB issued ASU 2019-10, Financial Instruments - Credit Losses, Derivatives and Hedging, and Leases, which delayed the effective date for the Company until annual reporting periods beginning after December 15, 2022, including interim periods within those annual reporting periods. The Company has not yet completed its evaluation of ASU 2016-13. The Company is utilizing a third-party software solution to assist with the implementation of this ASU. Management is currently unable to reasonably estimate the impact of adopting this ASU.

In March 2017, the FASB issued ASU 2017-08, Receivables – Nonrefundable Fees and Other Costs (Subtopic 310-20): Premium Amortization on Purchased Callable Debt Securities. The purpose of the ASU was to shorten the amortization period for certain purchased callable debt securities held at a premium to the earliest call date. Under current GAAP, entities generally amortize the premium over the contractual life of the instrument. The ASU is effective for annual reporting periods beginning after December 15, 2018, including interim periods within those annual reporting periods. Management has completed its review of ASU 2017-08 and does not believe that the adoption of this standard will have a material impact on the Company’s consolidated financial statements.

In August 2017, the FASB issued ASU 2017-12, Derivatives and Hedging: Targeted Improvements to Accounting for Hedging Activities, which amends the hedge accounting recognition and presentation requirements in current GAAP. The purpose of the ASU was to improve transparency of hedging relationships in the financial statements and to reduce the complexity of applying hedge accounting for preparers. The ASU is effective for annual reporting periods beginning after December 15, 2018, including interim periods within those annual reporting periods. However, the Company elected to early adopt this guidance effective October 1, 2017. The adoption of this standard did not have a material impact on the Company’s consolidated financial statements.

In February 2018, the FASB issued ASU 2018-02, Income Statement – Reporting Comprehensive Income: Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income (“AOCI”). The purpose of the ASU was to allow a reclassification from accumulated other comprehensive income to retained earnings for stranded tax effects resulting from the Tax Cuts and Jobs Act (the “Tax Act”). The ASU is effective for fiscal years beginning after December 15, 2018, including interim periods within those annual reporting periods. The Company elected to early-adopt this ASU effective March 31, 2018. Stranded tax effects resulting from the Tax Act, specifically those related to the change in the federal corporate income tax rate, were reclassified from AOCI to retained earnings. The reclassification related to adoption of this ASU was \$282,000.

In August 2018, the FASB issued ASU 2018-13, Fair Value Measurement (Topic 820): Disclosure Framework – Changes to the Disclosure Requirements for Fair Value Measurement, which modifies the fair value measurement disclosure requirements of ASC 820. The ASU is effective for fiscal years beginning after December 15, 2019, including interim periods within those annual reporting periods. Management has not yet completed its review of ASU 2018-13.

In August 2018, the FASB issued ASU 2018-15, Intangibles - Goodwill and Other - Internal-Use Software: Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That Is a Service Contract. The purpose of the ASU is to align the requirements for capitalizing implementation costs incurred in a hosting arrangement that is a service contract with the requirements for capitalizing implementation costs incurred to develop or obtain internal-use software. The ASU is effective for fiscal years beginning after December 15, 2019, including interim periods within those annual reporting periods. Management has not yet completed its review of ASU 2018-15.

### **Use of Estimates**

The preparation of financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported amounts of revenues and expenses during the reported periods. Estimates were used to establish loss reserves for both loans and foreclosed assets, accruals for loan recourse provisions, and fair values of financial instruments, derivatives, and mortgage servicing rights, among other items. Actual results could differ from those estimates.

### **Transfers of Financial Assets**

Transfers of financial assets are accounted for as sales, when control over the assets has been surrendered. Control over transferred assets is deemed to be surrendered when (1) the assets have been isolated from the Company - put presumptively beyond the reach of the transferor and its creditors, even in bankruptcy or other receivership, (2) the transferee obtains the right (free of conditions that constrain it from taking advantage of that right) to pledge or exchange the transferred assets and (3) the Company does not maintain effective control over the transferred assets through an agreement to repurchase them before their maturity or the ability to unilaterally cause the holder to return specific assets.

### **Transfers Between Fair Value Hierarchy Levels**

Transfers in and out of Level 1 (quoted market prices), Level 2 (other significant observable inputs), and Level 3 (significant unobservable inputs) are recognized on the period ending date.

### **Reclassifications**

Certain amounts for fiscal 2018 have been reclassified to conform to the current year presentation.

## (2) SECURITIES AVAILABLE FOR SALE

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

	September 30, 2019			
	Amortized	Gross unrealized	Gross unrealized	Estimated
	cost	gains	losses	fair value
Corporate debt securities	\$ 120,217	2,719	36	122,900
Municipal securities	422	--	--	422
Total	\$ 120,639	2,719	36	123,322

	September 30, 2018			
	Amortized	Gross unrealized	Gross unrealized	Estimated
	cost	gains	losses	fair value
Corporate debt securities	\$ 126,236	367	917	125,686
Municipal securities	422	--	--	422
Total	\$ 126,658	367	917	126,108

There were no sales of securities available for sale during the years ended September 30, 2019 or 2018.

The following tables present a summary of the fair value and gross unrealized losses of those securities available for sale which had unrealized losses at September 30. Dollar amounts are expressed in thousands.

	September 30, 2019			
	Less than 12 months		12 months or longer	
	Estimated	Gross	Estimated	Gross
	fair value	unrealized losses	fair value	unrealized losses
Corporate debt securities	\$ 9,950	36	\$ --	--
Total	\$ 9,950	36	\$ --	--

	September 30, 2018			
	Less than 12 months		12 months or longer	
	Estimated	Gross	Estimated	Gross
	fair value	unrealized losses	fair value	unrealized losses
Corporate debt securities	\$ 88,835	917	\$ --	--
Total	\$ 88,835	917	\$ --	--

Management monitors the securities portfolio for impairment on an ongoing basis. This process involves monitoring market conditions and other relevant information, including external credit ratings, to determine whether or not a decline in value is other-than-temporary. When the fair value of a security is less than its amortized cost, an other-than-temporary impairment is considered to have occurred if the present value of expected cash flows is not sufficient to recover the entire amortized cost, or if the Company intends to, or will be required to, sell the security prior to the recovery of its amortized cost. There are no securities available for sale at September 30, 2019 and 2018, for which the Company has taken an other-than-temporary impairment loss through earnings.



The scheduled maturities of securities available for sale at September 30, 2019 are presented in the following table. Dollar amounts are expressed in thousands.

	Amortized cost	Gross unrealized gains	Gross unrealized losses	Estimated fair value
Due in less than one year	\$ 9,597	74	--	9,671
Due from one to five years	27,498	728	--	28,226
Due from five to ten years	62,656	1,563	36	64,183
Due after ten years	20,888	354	--	21,242
Total	\$ 120,639	2,719	36	123,322

The principal balances of securities available for sale that are pledged to secure certain obligations of the Bank as of September 30 are as follows. Dollar amounts are expressed in thousands.

	September 30, 2019			
	Amortized cost	Gross unrealized gains	Gross unrealized losses	Estimated fair value
FRB advance commitments	\$ 9,597	74	--	9,671
	\$ 9,597	74	--	9,671

	September 30, 2018			
	Amortized cost	Gross unrealized gains	Gross unrealized losses	Estimated fair value
FRB advance commitments	\$ 9,728	--	33	9,695
	\$ 9,728	--	33	9,695

### ***(3) MORTGAGE-BACKED SECURITIES AVAILABLE FOR SALE***

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

	September 30, 2019			
	Amortized cost	Gross unrealized gains	Gross unrealized losses	Estimated fair value
Pass-through certificates guaranteed by GNMA – fixed rate	\$ 4,932	5	36	4,901
Pass-through certificates guaranteed by FNMA – adjustable rate	35	2	--	37
FHLMC participation certificates:				
Fixed rate	2,008	14	--	2,022
Adjustable rate	27	1	--	28
Total	\$ 7,002	22	36	6,988

	September 30, 2018			
	Amortized cost	Gross unrealized gains	Gross unrealized losses	Estimated fair value
Pass-through certificates guaranteed by GNMA – fixed rate	\$ 4,116	1	216	3,901
Pass-through certificates guaranteed by FNMA – adjustable rate	46	2	--	48
FHLMC participation certificates – adjustable rate	29	1	--	30
Total	\$ 4,191	4	216	3,979

During the year ended September 30, 2019, there were no sales of mortgage-backed securities available for sale. During the year ended September 30, 2018, the Company realized gross losses of \$8,200 and no gross gains on the sales of mortgage-backed securities available for sale.

The scheduled maturities of mortgage-backed securities available for sale at September 30, 2019, are presented in the following table. Dollar amounts are expressed in thousands.

	Amortized cost	Gross unrealized gains	Gross unrealized losses	Estimated fair value
Due from five to ten years	\$ 25	1	--	26
Due after ten years	6,977	21	36	6,962
Total	\$ 7,002	22	36	6,988

Actual maturities of mortgage-backed securities available for sale may differ from scheduled maturities depending on the repayment characteristics and experience of the underlying financial instruments, on which borrowers have the right to prepay certain obligations.

The following table presents a summary of the fair value and gross unrealized losses of those mortgage-backed securities available for sale which had unrealized losses at September 30. Dollar amounts are expressed in thousands.

	September 30, 2019			
	Less than 12 months		12 months or longer	
	Estimated fair value	Gross unrealized losses	Estimated fair value	Gross unrealized losses
Pass-through certificates guaranteed by GNMA – fixed rate	\$ --	--	\$ 3,735	36
Total	\$ --	--	\$ 3,735	36

	September 30, 2018			
	Less than 12 months		12 months or longer	
	Estimated fair value	Gross unrealized losses	Estimated fair value	Gross unrealized losses
Pass-through certificates guaranteed by GNMA – fixed rate	\$ --	--	\$ 3,869	216
Total	\$ --	--	\$ 3,869	216

Management monitors the mortgage-backed securities portfolio for impairment on an ongoing basis. This process involves monitoring market conditions and other relevant information, including external credit ratings, to determine whether or not a decline in value is other-than-temporary. There are no mortgage-backed securities available for sale at September 30, 2019 and 2018, for which the Company has taken an other-than-temporary impairment loss through earnings.

The principal balances of mortgage-backed securities available for sale that are pledged to secure certain obligations of the Bank as of September 30 are as follows. Dollar amounts are expressed in thousands.

	September 30, 2019			
	Amortized cost	Gross unrealized gains	Gross unrealized losses	Estimated fair value
Customer deposit accounts	\$ 1,824	3	16	1,811

	September 30, 2018			
	Amortized cost	Gross unrealized gains	Gross unrealized losses	Estimated fair value
Customer deposit accounts	\$ 610	4	27	587

#### **(4) LOANS RECEIVABLE**

The Bank has traditionally concentrated its lending activities on mortgage loans secured by residential and business property and, to a lesser extent, development lending. Residential mortgage loans have either long-term fixed or adjustable rates. The Bank also has a portfolio of mortgage loans that are secured by multifamily, construction, development, and commercial real estate properties. The remaining part of North American's loan portfolio consists of non-mortgage commercial and installment loans.

The following table presents the Bank's total loans receivable at September 30. Dollar amounts are expressed in thousands.

<b>HELD FOR INVESTMENT</b>	2019	2018
Mortgage loans:		
Permanent loans on:		
Residential properties	\$ 1,439,617	1,288,209
Business properties	224,619	211,131
Partially guaranteed by VA or insured by FHA	72,279	59,483
Construction and development	345,555	333,552
Total mortgage loans	2,082,070	1,892,375
Commercial loans	11,072	16,067
Installment loans and lease financing to individuals	9,629	7,539
Total loans receivable held for investment	2,102,771	1,915,981
Less:		
Undisbursed loan funds	(110,021)	(118,940)
Unearned discounts and fees on loans, net of deferred costs	(65,206)	(63,933)
Net loans receivable held for investment	\$ 1,927,544	1,733,108
<b>HELD FOR SALE</b>		
Mortgage loans:		
Permanent loans on:		
Residential properties	\$ 420,428	123,245

Included in the loans receivable balances are mortgage loans serviced by other institutions of approximately \$18.7 million and \$21.0 million at September 30, 2019 and 2018, respectively.

First mortgage loans were pledged to secure FHLB advances in the amount of approximately \$1,790.2 million and \$1,375.4 million at September 30, 2019 and 2018, respectively.

Aggregate loans to executive officers, directors and their associates, including companies in which they have partial ownership interest, did not exceed 5% of equity as of September 30, 2019 and 2018. Such loans were made under terms and conditions substantially the same as loans made to parties not affiliated with the Bank.

Proceeds from the sale of loans receivable held for sale during fiscal 2019 and 2018, were \$1,805.5 million and \$1,415.8 million, respectively. In fiscal 2019, the Bank realized gross gains of \$74.9 million and \$27.0 million of gross losses on the sale of such loans. In fiscal 2018, the Bank realized gross gains of \$36.4 million and \$5.9 million of gross losses.

The Bank purchases single-family residential real estate loans which are of similar credit quality to other such loans held for investment in the Bank's portfolio. These loans had an unpaid principal balance totaling \$911.2 million at September 30, 2019 and were purchased at an average discount of approximately 6%. At September 30, 2018, these loans had an unpaid principal balance totaling \$841.8 million and were purchased at an average discount of approximately 6%.

### **Lending Practices and Underwriting Standards**

Residential real estate loans - The Bank offers a range of residential loan programs, including programs offering loans guaranteed by the Veterans Administration ("VA") and loans insured by the Federal Housing Administration ("FHA"). The Bank's residential loans come from several sources. The loans that the Bank originates are generally a result of direct solicitations of real estate brokers, builders, developers, or potential borrowers via the internet. North American periodically purchases real estate loans from other financial institutions or mortgage bankers.

The Bank's residential real estate loan underwriters are grouped into three different levels, based upon each underwriter's experience and proficiency. Underwriters within each level are authorized to approve loans up to prescribed dollar amounts. Loans over \$1 million up to \$1.5 million must also be approved by the Underwriting Manager. Loans over \$1.5 million must also be approved by either the Board Chairman, CEO or EVP/Chief Credit Officer. Prior approval is required from the Bank's Board of Directors for newly originated residential real estate loans with a balance of \$5 million or greater that will be retained in the Bank's portfolio. Conventional residential real estate loans are underwritten using FNMA's Desktop Underwriter or FHLMC's Loan Prospector automated underwriting systems, which analyze credit history, employment and income information, qualifying ratios, asset reserves, and loan-to-value ratios. If a loan does not meet the automated underwriting standards, it is underwritten manually. Full documentation to support each applicant's credit history, income, and sufficient funds for closing is required on all loans, with the exception of Government Streamline Refinance loans, which are underwritten to the appropriate FHA or VA guidelines. An appraisal report, performed in conformity with the Uniform Standards of Professional Appraisers Practice by an approved outside licensed appraiser, is required for substantially all loans. Typically, the Bank requires borrowers to purchase private mortgage insurance when the loan-to-value ratio exceeds 80%.

NASB originates Adjustable Rate Mortgages ("ARMs"), which fully amortize and typically have initial rates that are fixed for three to ten years before becoming adjustable. Such loans are underwritten based on the appropriate portfolio or agency guidelines and ability to pay requirements. Each underwriting decision takes into account the type of loan and the borrower's ability to pay at higher rates. While lifetime rate caps are taken into consideration, qualifying ratios may not be calculated at this level due to an extended number of years required to reach the fully-indexed rate.

At the time a potential borrower applies for a residential mortgage loan, it is designated as either a portfolio loan, which is held for investment and carried at amortized cost, or a loan held-for-sale in the secondary market and carried at fair value. All the loans on single family property that the Bank holds for sale conform to secondary market underwriting criteria established by various institutional investors. All loans originated, whether held for sale or held for investment, conform to internal underwriting guidelines, which consider, among other things, a property's value and the borrower's ability to repay the loan.

Construction and development loans - Construction and land development loans are made primarily to builders/developers, who construct single family residential properties for resale. The Bank's requirements for a residential construction loan are similar to those of a mortgage on an existing residence. In addition, the borrower must submit accurate plans, specifications, and cost projections of the property to be constructed. All construction and development loans are manually underwritten using NASB's internal underwriting standards. All construction and development loans require two approvals, from either the Board Chairman, CEO, or EVP/Chief Credit Officer. Prior approval is required from the Bank's Board of Directors for newly originated construction and development loans with a proposed balance of \$5 million or greater. The bank has adopted internal loan-to-value limits consistent with regulations, which are 65% for raw land, 75% for land development, and 85% for residential and non-residential construction. An appraisal report performed in conformity with the Uniform Standards of Professional Appraisers Practice by an approved outside licensed appraiser is required on all loans in excess of \$250,000. Generally, the Bank will commit to an initial term of 12 to 18 months on construction loans, and an initial term of 24 to 60 months on land acquisition and development loans. Interest rates on construction loans typically adjust daily and are tied to a predetermined index. NASB's staff regularly performs inspections of each property during its construction phase to help ensure adequate progress is achieved before making scheduled loan disbursements.

The Bank also originates commercial real estate development and construction loans, although at a much lower level. The outstanding balance of such loans was \$49.2 million and \$38.2 million at September 30, 2019 and 2018, respectively. These loans are generally the result of national developer relationships. Such loans are typically secured by built-to-suit properties to be occupied by strong tenants and are generally developed for resale. In addition, the bank also originates bridge loans for investors to acquire land for future development or to repurpose existing properties. In both scenarios, the bank obtains full personal or corporate guarantees from the primary individuals and/or company involved in the transaction, in addition to an assignment of the lease/rents, if applicable.

When construction and development loans mature, the Bank typically considers extensions for short term (six to twelve-month) periods. This allows the Bank to more frequently evaluate the loan, including creditworthiness and current market conditions and, if management believes it is in the best interest of the Company, to modify the terms accordingly. In addition, the Bank typically requires a 5% principal reduction 18 months after origination of a construction loan. This portfolio consists primarily of assets with rates tied to the prime rate and, in most cases, the conditions for loan renewal include an interest rate "floor" in accordance with the market conditions that exist at the time of renewal. Such extensions are accounted for as Troubled Debt Restructurings ("TDRs") if the restructuring was related to the borrower's financial difficulty, and if the Bank made concessions that it would not otherwise consider. In order to determine whether or not a renewal should be accounted for as a TDR, management reviewed the borrower's current financial information, including an analysis of income and liquidity in relation to debt service requirements.

Commercial real estate loans and commercial loans - The Bank purchases and originates several different types of commercial real estate loans. The Bank's commercial real estate loans are secured primarily by income producing properties. Property types include Multifamily, Retail, Single Tenant, Multi-Tenant, Office, and Industrial, among others. To a lesser degree, the Bank also originates several different types of commercial loans on a term or line-of-credit basis. Such loans are manually underwritten using NASB's internal underwriting standards, which evaluate the sources of repayment, including the ability of income producing property to generate sufficient cash flow to service the debt, the capacity of the borrower or guarantors to cover any shortfalls in operating income, and, as a last resort, the ability to liquidate the collateral in such a manner as to completely protect the Bank's investment. All commercial real estate loans require two approvals, from either the Board Chairman, CEO, or EVP/Chief Credit Officer. Prior approval is required from the Bank's Board of Directors for newly originated commercial real estate loans with a proposed balance of \$5 million or greater. Typically, loan-to-value ratios do not exceed 80%; however, exceptions may be made when it is determined that the safety of the loan is not compromised, and the rationale for exceeding this limit is clearly documented. An appraisal report performed in conformity with the Uniform Standards of Professional Appraisers Practice by an approved outside licensed appraiser is required on all loans not secured by a single 1-to-4 family residential property in excess of \$500,000. Interest rates on commercial real estate loans may be either fixed or tied to a predetermined index and adjusted daily.

The Bank typically obtains full personal or corporate guarantees from the primary individuals and/or company involved in the transaction. Guarantor financial statements and tax returns are reviewed annually to determine their continuing ability to perform under such guarantees. The Bank typically pursues repayment from guarantors when the primary source of repayment is not sufficient to service the debt. However, the Bank may decide not to pursue a guarantor if, given the guarantor's financial condition, it is likely that the estimated legal fees would exceed the probable amount of any recovery. Although the Bank does not typically release guarantors from their obligation, the Bank may decide to delay the decision to pursue civil enforcement of a deficiency judgment. Alternatively, the Bank may consider non-recourse lending, but typically only when loans are secured by properties leased to credit-rated, publicly traded tenants, where reliance on the primary source of repayment (lease payments) is considered strong and long-term leases are in place.

On an annual basis, the Bank develops a risk-based internal loan review scope and also engages a third party to complete an independent loan review, which validates the Bank's internal loan grading system. Collateral inspections are obtained at a minimum of every two years for commercial properties with balances equal to or in excess of \$2.5 million and may be completed more frequently depending on the level of credit risk. Financial information, such as tax returns, is requested annually for all commercial and construction borrowers with aggregate debt equal to or greater than \$500,000. The Bank believes it has sufficient monitoring procedures in place to identify potential problem loans. A loan is deemed impaired when, based on current information and events, it is probable that a creditor will be unable to collect all amounts due in accordance with the contractual terms of the loan agreement. Any loans deemed impaired, regardless of their balance, are reviewed by management at the time of the impairment determination, and monitored on a quarterly basis thereafter, including calculation of specific valuation allowances, if applicable.

Installment Loans - These loans consist primarily of loans on savings accounts and consumer lines of credit that are secured by a customer's equity in their primary residence.

### **Allowance for Loan Losses**

The Allowance for Loan and Lease Losses ("ALLL") recognizes the inherent risks associated with lending activities for individually identified problem assets as well as the entire homogenous and non-homogenous loan portfolios. ALLLs are established by charges to the provision for loan losses and carried as contra assets. Management analyzes the adequacy of the allowance on a quarterly basis and appropriate provisions are made to maintain the ALLLs at adequate levels. At any given time, the ALLL should be sufficient to absorb at least all estimated credit losses on outstanding balances over the next twelve months. While management uses information currently available to determine these allowances, they can fluctuate based on changes in economic conditions and changes in the information available to management. Also, regulatory agencies review the Bank's allowances for loan loss as part of their examination, and they may require the Bank to recognize additional loss provisions, within their regulatory filings, based on the information available at the time of their examinations.

The ALLL is determined based upon two components. The first is made up of specific reserves for loans which have been deemed impaired in accordance with GAAP. The second component is made up of general reserves for loans that are not impaired. A loan becomes impaired when management believes it will be unable to collect all principal and interest due according to the contractual terms of the loan. Once a loan has been deemed impaired, the impairment must be measured by comparing the recorded investment in the loan to the present value of the estimated future cash flows discounted at the loan's effective rate, or to the fair value of the loan based on the loan's observable market price, or to the fair value of the collateral if the loan is collateral dependent. Any measured impairments that are deemed "confirmed losses" are charged-off and netted from their respective loan balances. For impaired loans that are collateral dependent, a "confirmed loss" is generally the amount by which the loan's recorded investment exceeds the fair value of its collateral. If a loan is considered uncollectible, the entire balance is deemed a "confirmed loss" and is fully charged-off.

Loans that are not impaired are evaluated based upon the Bank's historical loss experience, as well as various subjective factors, to estimate potential unidentified losses within the various loan portfolios. These loans are categorized into pools based upon certain characteristics such as loan type, collateral type and repayment source. In addition to analyzing historical losses, the Bank also evaluates the following subjective factors for each loan pool to estimate future losses: changes in lending policies and procedures, changes in economic and business conditions, changes in the nature and volume of the portfolio, changes in management and other relevant staff, changes in the volume and severity of past due loans, changes in the quality of the Bank's loan review system, changes in the value of the underlying collateral for collateral dependent loans, changes in the level of lending concentrations, and changes in other external factors such as competition and legal and regulatory requirements. Historical loss ratios are adjusted accordingly, based upon the effect that the subjective factors have in estimated future losses. These adjusted ratios are applied to the balances of the loan pools to determine the adequacy of the ALLL each quarter.

The Bank does not routinely obtain updated appraisals for their collateral dependent loans that are not adversely classified. However, when analyzing the adequacy of its allowance for loan losses, the Bank considers potential changes in the value of the underlying collateral for such loans as one of the subjective factors used to estimate potential losses in the various loan pools.

The following table presents the balance in the allowance for loan losses for the years ended September 30, 2019 and 2018. Dollar amounts are expressed in thousands.

	Residential	Residential Held For Sale	Commercial Real Estate	Construction & Development	Commercial	Installment	Total
<u>Allowance for loan losses:</u>							
Balance at October 1, 2018	\$ 16,032	--	1,394	2,141	48	114	19,729
Provision for loan losses	2,605	1	559	(1,368)	(58)	11	1,750
Losses charged off	(648)	(2)	(5)	--	(15)	(11)	(681)
Recoveries	617	1	81	1,440	43	31	2,213
Balance at September 30, 2019	\$ 18,606	--	2,029	2,213	18	145	23,011
Balance at October 1, 2017	\$ 14,448	--	1,815	1,650	183	134	18,230
Provision for loan losses	3,258	--	(480)	93	(182)	(64)	2,625
Losses charged off	(1,887)	--	--	--	(56)	(11)	(1,954)
Recoveries	213	--	59	398	103	55	828
Balance at September 30, 2018	\$ 16,032	--	1,394	2,141	48	114	19,729

The following table presents the balance in the allowance for loan losses and the recorded investment in loans based on portfolio segment and impairment method at September 30, 2019. Dollar amounts are expressed in thousands.

	Residential	Residential Held For Sale	Commercial Real Estate	Construction & Development	Commercial	Installment	Total
<u>Allowance for loan losses:</u>							
Ending balance of allowance for loan losses related to loans:							
Individually evaluated for impairment	\$ 305	--	--	--	--	--	305
Collectively evaluated for impairment	\$ 18,301	--	2,029	2,213	18	145	22,706
Acquired with deteriorated credit quality *	\$ --	--	--	--	--	--	--
<u>Loans:</u>							
Balance at September 30, 2019	\$ 1,449,282	420,428	222,290	235,352	11,061	9,559	2,347,972
Ending balance:							
Loans individually evaluated for impairment	\$ 14,580	--	2,503	568	8,686	--	26,337
Loans collectively evaluated for impairment	\$ 1,434,702	420,428	219,787	234,784	2,375	9,559	2,321,635
Loans acquired with deteriorated credit quality *	\$ 3,718	--	--	--	--	--	3,718

The following table presents the balance in the allowance for loan losses and the recorded investment in loans based on portfolio segment and impairment method at September 30, 2018. Dollar amounts are expressed in thousands.

	Residential	Residential Held For Sale	Commercial Real Estate	Construction & Development	Commercial	Installment	Total
<b>Allowance for loan losses:</b>							
Ending balance of allowance for loan losses related to loans:							
Individually evaluated for impairment	\$ 187	--	--	--	--	--	187
Collectively evaluated for impairment	\$ 15,845	--	1,394	2,141	48	114	19,542
Acquired with deteriorated credit quality *	\$ --	--	--	--	--	--	--
<b>Loans:</b>							
Balance at September 30, 2018	\$ 1,286,570	123,245	208,711	214,229	16,061	7,537	1,856,353
Ending balance:							
Loans individually evaluated for impairment	\$ 18,311	2	1,696	1,531	9,762	--	31,302
Loans collectively evaluated for impairment	\$ 1,268,259	123,243	207,015	212,698	6,299	7,537	1,825,051
Loans acquired with deteriorated credit quality *	\$ 4,006	--	--	--	--	--	4,006

\* Included in the ending balance of: 1) allowance for loan losses related to loans individually evaluated for impairment, or 2) loans individually evaluated for impairment, or 3) loans collectively evaluated for impairment, as applicable.

### **Classified Assets, Delinquencies, and Non-accrual Loans**

Classified assets - In accordance with the Bank's asset classification system, problem assets are classified with risk ratings of either "substandard," "doubtful," or "loss." An asset is considered substandard if it is inadequately protected by the borrower's ability to repay, or the value of collateral. Substandard assets include those characterized by a possibility that the institution will sustain some loss if the deficiencies are not corrected. Assets classified as doubtful have the same weaknesses of those classified as substandard with the added characteristic that the weaknesses present make collection or liquidation in full, on the basis of currently existing facts, conditions, and values, highly questionable and improbable. Assets classified as loss are considered uncollectible and of little value. Such assets are charged-off against the ALLL at the time they are deemed to be a "confirmed loss."

In addition to the risk rating categories for problem assets noted above, loans may be assigned a risk rating of "pass," "pass-watch," or "special mention." The pass category includes loans with borrowers and/or collateral that is of average quality or better. Loans in this category are considered average risk and satisfactory repayment is expected. Assets classified as pass-watch are those in which the borrower has the capacity to perform according to the terms and repayment is expected. However, one or more elements of uncertainty exist. Assets classified as special mention have a potential weakness that deserves management's close attention. If left undetected, the potential weakness may result in deterioration of repayment prospects.



Each quarter, management reviews the problem loans in its portfolio to determine whether changes to the asset classifications or allowances are needed. The following table presents the credit risk profile of the Company's loan portfolio based on risk rating category as of September 30, 2019. Dollar amounts are expressed in thousands.

Rating:	Residential	Residential Held For Sale	Commercial Real Estate	Construction & Development	Commercial	Installment	Total
	Pass	\$ 1,427,992	420,428	171,350	174,882	2,375	9,559
Pass – Watch	4,579	--	48,468	59,902	8,686	--	121,635
Special Mention	--	--	--	--	--	--	--
Substandard	16,543	--	2,472	568	--	--	19,583
Doubtful	168	--	--	--	--	--	168
Loss	--	--	--	--	--	--	--
Total	\$ 1,449,282	420,428	222,290	235,352	11,061	9,559	2,347,972

The following table presents the credit risk profile of the Company's loan portfolio based on risk rating category as of September 30, 2018. Dollar amounts are expressed in thousands.

Rating:	Residential	Residential Held For Sale	Commercial Real Estate	Construction & Development	Commercial	Installment	Total
	Pass	\$ 1,259,481	123,245	181,343	170,732	6,297	7,537
Pass – Watch	5,797	--	25,920	43,497	9,764	--	84,978
Special Mention	--	--	--	--	--	--	--
Substandard	21,292	--	1,448	--	--	--	22,740
Doubtful	--	--	--	--	--	--	--
Loss	--	--	--	--	--	--	--
Total	\$ 1,286,570	123,245	208,711	214,229	16,061	7,537	1,856,353

The following table presents the Company's loan portfolio aging analysis as of September 30, 2019. Dollar amounts are expressed in thousands.

	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days Past Due	Total Past Due	Current	Total Loans Receivable	Total Loans > 90 Days & Accruing
Residential	\$ 8,848	1,643	17,252	27,743	1,421,539	1,449,282	454
Residential held for sale	--	--	--	--	420,428	420,428	--
Commercial real estate	--	--	1,087	1,087	221,203	222,290	--
Construction & development	--	--	568	568	234,784	235,352	--
Commercial	--	--	--	--	11,061	11,061	--
Installment	--	--	--	--	9,559	9,559	--
Total	\$ 8,848	1,643	18,907	29,398	2,318,574	2,347,972	454

The following table presents the Company's loan portfolio aging analysis as of September 30, 2018. Dollar amounts are expressed in thousands.

	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days Past Due	Total Past Due	Current	Total Loans Receivable	Total Loans > 90 Days & Accruing
Residential	\$ 7,376	2,820	20,502	30,698	1,255,872	1,286,570	102
Residential held for sale	--	--	3	3	123,242	123,245	--
Commercial real estate	47	--	--	47	208,664	208,711	--
Construction & development	--	--	--	--	214,229	214,229	--
Commercial	138	--	--	138	15,923	16,061	--
Installment	--	--	--	--	7,537	7,537	--
Total	\$ 7,561	2,820	20,505	30,886	1,825,467	1,856,353	102

When a loan becomes more than 90 days past due, or when full payment of interest and principal is not expected, the Bank stops accruing interest and establishes a reserve for the unpaid interest accrued-to-date. In some instances, a loan may become 90 days past due if it has exceeded its maturity date but the Bank and borrower are still negotiating the terms of an extension agreement. In those instances, the Bank typically continues to accrue interest, provided the borrower has continued making interest payments after the maturity date and full payment of interest and principal is expected.

The following table presents the Company's loans meeting the regulatory definition of nonaccrual, which includes certain loans that are current and paying as agreed. This table does not include purchased impaired loans or troubled debt restructurings that are performing. Dollar amounts are expressed in thousands.

	2019	2018
Residential	\$ 16,463	20,161
Residential held for sale	--	3
Commercial real estate	1,108	--
Construction & development	568	--
Commercial	--	--
Installment	--	--
Total	\$ 18,139	20,164

As of September 30, 2019 and 2018, \$612,000 and \$92,000 of the loans classified as nonaccrual were current and paying as agreed, respectively. Additionally, \$7.8 million and \$9.5 million of the loans classified as nonaccrual were either partially guaranteed by VA or insured by FHA as of September 30, 2019 and 2018, respectively.

Gross interest income would have increased by \$683,000 and \$896,000 for the years ended September 30, 2019 and 2018, respectively, if the nonaccrual loans had been performing.

A loan becomes impaired when management believes it will be unable to collect all principal and interest due according to the contractual terms of the loan. A restructuring of debt is considered a TDR if, because of a debtor's financial difficulty, a creditor grants concessions that it would not otherwise consider. Loans modified in troubled debt restructurings are also considered impaired. Concessions granted in a TDR could include a reduction in interest rate on the loan, payment extensions, forgiveness of principal, forbearance or other actions intended to maximize collection. Once a loan has been deemed impaired, the impairment must be measured by comparing the recorded investment in the loan to the present value of the estimated future cash flows discounted at the loan's effective rate, or to the fair value of the loan based on the loan's observable market price, or to the fair value of the collateral if the loan is collateral dependent. Unless the loan is performing prior to the restructure, TDRs are placed in non-accrual status at the time of restructuring and may only be returned to performing status after the borrower demonstrates sustained repayment performance for a reasonable period, generally six months.

The following table presents the recorded balance of troubled debt restructurings as of September 30. Dollar amounts are expressed in thousands.

	2019	2018
Troubled debt restructurings:		
Residential	\$ 1,740	2,617
Residential held for sale	--	--
Commercial real estate	571	501
Construction & development	--	1,531
Commercial	8,686	9,762
Installment	--	--
Total	<u>\$ 10,997</u>	<u>14,411</u>
Performing troubled debt restructurings:		
Residential	\$ 1,655	1,385
Residential held for sale	--	--
Commercial real estate	215	96
Construction & development	--	1,531
Commercial	8,686	9,762
Installment	--	--
Total	<u>\$ 10,556</u>	<u>12,774</u>

At September 30, 2019 and 2018, the Bank had no outstanding commitments to be advanced in connection with TDRs.

The following table presents the number of loans and the Company's recorded investment in TDRs modified during the fiscal year ended September 30, 2019. Dollar amounts are expressed in thousands.

	Number of Loans		Recorded Investment Prior to Modification		Recorded Investment After Modification		Increase in ALLL or Charge-offs
Residential	--	\$	--	\$	--	\$	--
Residential held for sale	--		--		--		--
Commercial real estate	2		468		468		--
Construction & development	--		--		--		--
Commercial	--		--		--		--
Installment	--		--		--		--
Total	<u>2</u>	<u>\$</u>	<u>468</u>	<u>\$</u>	<u>468</u>	<u>\$</u>	<u>--</u>

The following table presents the number of loans and the Company's recorded investment in TDRs modified during the fiscal year ended September 30, 2018. Dollar amounts are expressed in thousands.

	Number of Loans		Recorded Investment Prior to Modification		Recorded Investment After Modification		Increase in ALLL or Charge-offs
Residential	5	\$	913	\$	913	\$	--
Residential held for sale	--		--		--		--
Commercial real estate	1		363		363		--
Construction & development	2		788		788		--
Commercial	--		--		--		--
Installment	--		--		--		--
Total	<u>8</u>	<u>\$</u>	<u>2,064</u>	<u>\$</u>	<u>2,064</u>	<u>\$</u>	<u>--</u>

The following table presents TDRs restructured during the fiscal year ended September 30, 2019, by type of modification. Dollar amounts are expressed in thousands.

		Extension Of Maturity	Interest Only Period	Combination of Terms Modified	Total Recorded Investment Prior to Modification
Residential	\$	--	--	--	--
Residential held for sale		--	--	--	--
Commercial real estate		468	--	--	468
Construction & development		--	--	--	--
Commercial		--	--	--	--
Installment		--	--	--	--
Total	\$	468	--	--	468

The following table presents TDRs restructured during the fiscal year ended September 30, 2018, by type of modification. Dollar amounts are expressed in thousands.

		Extension of Maturity	Interest Only Period	Combination of Terms Modified	Total Recorded Investment Prior to Modification
Residential	\$	913	--	--	913
Residential held for sale		--	--	--	--
Commercial real estate		363	--	--	363
Construction & development		788	--	--	788
Commercial		--	--	--	--
Installment		--	--	--	--
Total	\$	2,064	--	--	2,064

The following table presents the Company's recorded investment and number of loans considered TDRs at September 30 that defaulted during the fiscal year. Dollar amounts are expressed in thousands.

	2019		2018	
	Number of Loans	Recorded Investment	Number of Loans	Recorded Investment
Residential	2	\$ 5	7	\$ 1,232
Residential held for sale	--	--	--	--
Commercial real estate	2	356	2	405
Construction & development	--	--	--	--
Commercial	--	--	--	--
Installment	--	--	1	--
Total	4	\$ 361	10	\$ 1,637

The following table presents impaired loans, including troubled debt restructurings, as of September 30, 2019. Dollar amounts are expressed in thousands.

	Recorded	Unpaid	Specific	YTD Average	Interest
	Balance	Principal	Allowance	Investment in	Income
				Impaired Loans	Recognized
Loans without a specific valuation allowance:					
Residential	\$ 13,525	15,011	--	12,568	257
Residential held for sale	--	--	--	--	--
Commercial real estate	2,503	3,591	--	2,579	202
Construction & development	568	909	--	568	40
Commercial	8,686	8,850	--	9,183	447
Installment	--	133	--	--	8
Loans with a specific valuation allowance:					
Residential	\$ 1,055	1,087	305	1,071	52
Residential held for sale	--	--	--	--	--
Commercial real estate	--	--	--	--	--
Construction & development	--	--	--	--	--
Commercial	--	--	--	--	--
Installment	--	--	--	--	--
Total:					
Residential	\$ 14,580	16,098	305	13,639	309
Residential held for sale	--	--	--	--	--
Commercial real estate	2,503	3,591	--	2,579	202
Construction & development	568	909	--	568	40
Commercial	8,686	8,850	--	9,183	447
Installment	--	133	--	--	8

The following table presents impaired loans, including troubled debt restructurings, as of September 30, 2018. Dollar amounts are expressed in thousands.

	Recorded	Unpaid	Specific	YTD Average	Interest
	Balance	Principal	Allowance	Investment in	Income
				Impaired Loans	Recognized
Loans without a specific valuation allowance:					
Residential	\$ 17,178	20,831	--	16,185	168
Residential held for sale	2	2	--	2	(1)
Commercial real estate	1,696	2,702	--	1,736	66
Construction & development	1,531	2,959	--	1,738	186
Commercial	9,762	9,971	--	10,241	532
Installment	--	175	--	1	7
Loans with a specific valuation allowance:					
Residential	\$ 1,133	1,154	187	1,150	59
Residential held for sale	--	--	--	--	--
Commercial real estate	--	--	--	--	--
Construction & development	--	--	--	--	--
Commercial	--	--	--	--	--
Installment	--	--	--	--	--
Total:					
Residential	\$ 18,311	21,985	187	17,335	227
Residential held for sale	2	2	--	2	(1)
Commercial real estate	1,696	2,702	--	1,736	66
Construction & development	1,531	2,959	--	1,738	186
Commercial	9,762	9,971	--	10,241	532
Installment	--	175	--	1	7

Although the Bank has a diversified loan portfolio, a substantial portion is secured by real estate. The following table presents information as of September 30 about the location of real estate that secures loans in the Bank's mortgage loan portfolio. The line item "Other" includes total investments in other states of less than \$10 million each. Dollar amounts are expressed in thousands.

State	2019					Total
	Residential		Commercial real estate	Construction and development		
	1-4 family	5 or more family				
California	\$ 388,828	3,052	3,271	--		395,151
Missouri	114,166	12,610	19,773	155,777		302,326
Kansas	54,980	5,399	3,018	166,158		229,555
Texas	139,968	3,794	53,366	--		197,128
Florida	149,964	--	4,064	7,571		161,599
Washington	51,521	775	3,843	--		56,139
Illinois	40,688	348	12,077	986		54,099
Arizona	47,800	--	3,320	1,476		52,596
Colorado	40,422	285	7,108	--		47,815
Georgia	44,953	--	1,921	--		46,874
North Carolina	38,683	--	3,178	--		41,861
Virginia	31,796	--	6,450	--		38,246
Massachusetts	25,404	--	--	9,847		35,251
Maryland	34,316	373	--	--		34,689
Ohio	11,355	1,335	17,405	1,127		31,222
New Jersey	27,180	912	325	--		28,417
Nevada	27,933	98	--	--		28,031
Oregon	23,446	837	--	1,725		26,008
South Carolina	16,697	78	4,434	--		21,209
Utah	18,905	--	1,328	--		20,233
Minnesota	16,772	373	673	--		17,818
Michigan	8,785	--	7,481	--		16,266
Mississippi	1,487	12,661	1,817	--		15,965
Tennessee	14,070	254	1,391	--		15,715
Pennsylvania	10,426	--	3,505	--		13,931
Hawaii	13,263	--	--	--		13,263
Oklahoma	12,541	--	510	--		13,051
Indiana	7,727	790	3,629	888		13,034
Alabama	8,876	252	2,124	--		11,252
Other	88,944	629	13,753	--		103,326
	\$ 1,511,896	44,855	179,764	345,555		2,082,070

2018						
State		Residential		Commercial real estate	Construction and development	Total
		1-4 Family	5 or more family			
California	\$	367,426	2,241	7,066	5,315	382,048
Missouri		111,247	7,662	19,565	144,965	283,439
Kansas		43,318	5,824	1,979	183,272	234,393
Texas		117,952	3,910	39,018	--	160,880
Florida		110,238	--	2,882	--	113,120
Illinois		41,471	383	14,933	--	56,787
Washington		46,472	--	6,539	--	53,011
Arizona		43,139	--	5,450	--	48,589
Colorado		36,624	409	8,257	--	45,290
Virginia		35,880	--	6,390	--	42,270
Georgia		38,512	--	2,174	--	40,686
North Carolina		32,326	--	3,477	--	35,803
Maryland		33,215	--	--	--	33,215
Oregon		24,428	1,017	1,445	--	26,890
New Jersey		25,264	--	333	--	25,597
Massachusetts		23,534	--	--	--	23,534
Nevada		21,706	229	--	--	21,935
Ohio		7,372	1,345	12,054	--	20,771
South Carolina		14,749	119	3,864	--	18,732
Minnesota		15,483	385	709	--	16,577
Utah		14,561	--	1,361	--	15,922
Mississippi		1,543	12,872	571	--	14,986
Indiana		8,418	824	5,386	--	14,628
Michigan		6,751	--	7,603	--	14,354
Tennessee		11,579	269	1,533	--	13,381
Pennsylvania		9,593	--	1,066	--	10,659
Alabama		7,526	272	2,354	--	10,152
Other		97,365	690	16,671	--	114,726
	\$	1,347,692	38,451	172,680	333,552	1,892,375

The Bank issues various representations and warranties and standard recourse provisions associated with the sale of loans to outside investors, which may require the Bank to repurchase a loan that defaults or has identified defects, or to indemnify the investor in the event of a material breach of contractual representations and warranties. Such provisions related to early payoff and early payment default typically expire 90 to 180 days after purchase. Repurchase obligations related to fraud or misrepresentation remain outstanding during the life of the loan. The Bank has established reserves related to various representations and warranties that reflect management's estimate of losses based on various factors. Such factors include estimated level of defects, historical repurchase demand, success rate in avoiding claims, and projected loss severity. Reserves are established at the time loans are sold, and updated during their estimated life. It is management's estimate that the total recourse liability associated with such loans was \$599,000 and \$502,000 at September 30, 2019 and 2018, respectively. The reserve for such losses is included in "Accrued expenses and other liabilities" in the Company's consolidated financial statements.

Following the economic downturn in the housing market, the Bank experienced increased losses resulting from investor charges for loans with defects, repurchased loans, early prepayment penalties, and early default penalties. During fiscal 2013, the Bank negotiated global settlements with two investors, which released the Bank from further liability for all known and unknown claims, subject to certain exceptions for fraud committed by Bank employees. During fiscal 2016, the Bank negotiated global settlements with two additional investors. As a result of these settlements and improving economic conditions, the Bank experienced fewer losses during recent fiscal years. Total losses incurred on these loans were \$453,000 and \$349,000 during fiscal year 2019 and 2018, respectively. Repurchased loans are recorded at fair value and evaluated for impairment in accordance with GAAP.

The following table presents the activity in the reserve related to representations and warranties for the year ended September 30. Dollar amounts are expressed in thousands.

	2019	2018
Balance at beginning of year	\$ 502	642
Additions to reserve	550	209
Losses, settlements, and penalties incurred	(453)	(349)
Balance at end of year	<u>\$ 599</u>	<u>502</u>

If economic conditions, particularly the housing market, decline in future periods, it is management's opinion that the Bank may experience increased loss severity on repurchased loans, resulting in further additions to the reserve. However, the Bank tightened underwriting standards in mid-2008, and expects a lower level of repurchase requests for loans originated thereafter. Management believes that the current reserve is adequate to cover the expected settlement amount on loans that remain outstanding and are not covered under the aforementioned global settlements.

### **(5) FORECLOSED ASSETS HELD FOR SALE**

The carrying value of real estate owned and other repossessed property was \$3.8 million and \$5.1 million at September 30, 2019 and 2018, respectively.

Foreclosed assets held for sale are initially recorded at fair value as of the date of foreclosure less 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. When foreclosed assets are acquired, any excess of the loan balance over the new basis of the foreclosed asset is charged to the allowance for loan losses. Subsequent adjustments for estimated losses are charged to operations when the fair value declines to an amount less than the carrying value. Costs and expenses related to major additions and improvements are capitalized, while maintenance and repairs that do not improve or extend the lives of the respective assets are expensed. Applicable gains and losses on the sale of real estate owned are realized when the asset is disposed of, depending on the adequacy of the down payment and other requirements.

The allowance for losses on real estate owned includes the following activity for the years ended September 30. Dollar amounts are expressed in thousands.

	2019	2018
Balance at beginning of year	\$ --	--
Provision for loss	622	256
Charge-offs	(622)	(256)
Recoveries	--	--
Balance at end of year	<u>\$ --</u>	<u>--</u>

In addition to the provision for loss noted above, the Company incurred net expenses of \$248,000 and \$565,000 related to foreclosed assets held for sale during the fiscal years ended September 30, 2019 and 2018, respectively.

### **(6) PREMISES AND EQUIPMENT**

The following table summarizes premises and equipment as of September 30. Dollar amounts are expressed in thousands.

	2019	2018
Land	\$ 4,648	5,124
Buildings and improvements	15,172	18,168
Furniture, fixtures and equipment	6,601	8,725
	<u>26,421</u>	<u>32,017</u>
Accumulated depreciation	(16,875)	(20,780)
Total	<u>\$ 9,546</u>	<u>11,237</u>



Certain facilities of the Bank are leased under various operating leases. Amounts paid for rent expense for the fiscal years ended September 30, 2019 and 2018, were approximately \$1.1 million and \$1.4 million, respectively.

Future minimum rental commitments under noncancelable leases are presented in the following table. Dollar amounts are expressed in thousands.

Fiscal year ended September 30,	Amount
2020	\$ 1,343
2021	1,343
2022	1,343
2023	1,343
2024	1,340
Thereafter	3,170

## **(7) INVESTMENT IN LLC**

The Company's investment in Central Platte Holdings LLC ("Central Platte") consists of a 50% ownership interest in an entity that develops land for residential real estate sales in Platte County, Missouri. Sales of lots have not met previous expectations and, as a result, the Company evaluated its investment for impairment, in accordance with ASC 323-10-35-32, which provides guidance related to a loss in value of an equity method investment. The Company utilizes a multi-faceted approach to measure the potential impairment. The internal model utilizes the following valuation methods: 1) liquidation or appraised values determined by an independent third party appraisal; 2) an on-going business, or discounted cash flows method wherein the cash flows are derived from the sale of fully-developed lots, the development and sale of partially-developed lots, the operation of the homeowner's association, and the value of raw land obtained from an independent third party appraiser; and 3) another on-going business method, which utilizes the same inputs as method 2, but presumes that cash flows will first be generated from the sale of raw ground and then from the sale of fully-developed and partially-developed lots and the operation of the homeowner's association. The internal model also includes method 4, an on-going business method wherein the cash flows are derived from the sale of fully-developed lots, the development and sale of partially-developed lots, the operation of the homeowner's association, and the development and sale of lots from the property that is currently raw land. However, management does not feel the results from this method provide a reliable indication of value because the time to "build-out" the development exceeds 18 years. Because of this unreliability, the results from method 4 are given a zero weighting in the final impairment analysis. The significant inputs include raw land values, absorption rates of lot sales, and a market discount rate. Management believes this multi-faceted approach is reasonable given the highly subjective nature of the assumptions and the differences in valuation techniques that are utilized within each approach (e.g., order of distribution of assets upon potential liquidation). It is management's opinion that no one valuation method within the model is preferable to the other and that no one method is more likely to occur than the other. Therefore, the final estimate of value is determined by assigning an equal weight to the values derived from each of the first three methods described above.

The following table displays the results derived from the Company's internal valuation model at September 30, 2019, and the carrying value of its investment in Central Platte at September 30, 2019. Dollar amounts are expressed in thousands.

Method 1	\$ 14,756
Method 2	15,986
Method 3	16,286
Average of methods 1, 2, and 3	\$ <u>15,676</u>
Carrying value of investment in Central Platte Holdings, LLC	\$ <u><u>11,695</u></u>

## **(8) MORTGAGE SERVICING RIGHTS**

The following provides information about the Bank's mortgage servicing rights for the years ended September 30. Dollar amounts are expressed in thousands.

	Mortgage Servicing Rights		Valuation Allowances	
	2019	2018	2019	2018
Balance at beginning of year	\$ 10,235	11,051	\$ --	--
Originated mortgage servicing rights	2,428	904	--	--
Amortization	(1,853)	(1,720)	--	--
Impairment recovery (loss)	(2,136)	--	2,136	--
Balance at end of year	<u>\$ 8,674</u>	<u>10,235</u>	<u>\$ 2,136</u>	<u>--</u>

Mortgage servicing rights are initially recorded at fair value at the date of transfer. The Company has elected to subsequently measure its mortgage servicing rights using the amortization method, whereby servicing rights are amortized in proportion to and over the period of estimated net servicing income. The amortized assets are assessed for impairment or increased obligation based on fair value at each reporting date. Fair value is based on a valuation model that calculates the present value of estimated future net servicing income. The model incorporates assumptions such as the cost to service, prepayment speeds, discount rate, ancillary income, and default rates. Impairment is determined by stratifying the rights into tranches based on predominant characteristics, such as interest rate and loan type. Impairment is recognized through a valuation allowance for an individual tranche, to the extent that fair value is less than the carrying amount of servicing assets for that tranche. At September 30, 2019, key assumptions utilized in the valuation model included an average constant prepayment rate of 15.8% and an average discount rate of 10.3%. At September 30, 2018, key assumptions utilized in the valuation model included an average constant prepayment rate of 9.1% and an average discount rate of 10.3%. Mortgage servicing rights are classified within Level 3 of the fair value hierarchy.

During fiscal 2019, a valuation allowance of \$2.1 million was necessary to adjust the aggregate cost basis of the Company's mortgage servicing asset to fair market value. The Company's mortgage servicing asset had a carrying value of \$8.7 million and a market value of \$8.8 million at September 30, 2019. At September 30, 2018, this asset had a carrying value of \$10.2 million and a market value of \$12.8 million.

Whole loans and participations serviced for others were approximately \$1,336.5 million and \$1,297.5 million at September 30, 2019 and 2018, respectively. Loans serviced for others are not included in the accompanying consolidated balance sheets.

## **(9) CUSTOMER AND BROKERED DEPOSIT ACCOUNTS**

Customer and brokered deposit accounts as of September 30 are illustrated in the following table. Dollar amounts are expressed in thousands.

	2019		2018	
	Amount	%	Amount	%
Demand deposit accounts	\$ 208,516	11	192,073	12
Savings accounts	273,197	15	192,929	13
Money market demand accounts	239,631	13	162,621	11
Certificate accounts	817,638	45	791,134	51
Brokered accounts	289,990	16	197,469	13
	<u>\$ 1,828,972</u>	<u>100</u>	<u>1,536,226</u>	<u>100</u>
Weighted average interest rate	<u>1.73%</u>		<u>1.44%</u>	

The aggregate amount of certificate accounts in excess of \$100,000 was approximately \$532.5 million and \$516.3 million as of September 30, 2019 and 2018, respectively. In addition, the entire amount of brokered accounts was in excess of \$100,000 as of September 30, 2019 and 2018.

At September 30, 2019 and 2018, the Bank had certificate accounts in the amount of \$251.3 million and \$289.6 million which were acquired through a deposit listing service, respectively.

The following table presents contractual maturities of certificate accounts as of September 30, 2019. Dollar amounts are expressed in thousands.

	Maturing during the fiscal year ended September 30,						Total
	2020	2021	2022	2023	2024	2025 and after	
Certificate accounts	\$ 618,965	147,320	45,434	4,074	1,050	795	817,638
Brokered accounts	289,990	--	--	--	--	--	289,990
Total	\$ 908,955	147,320	45,434	4,074	1,050	795	1,107,628

The following table presents interest expense on customer deposit accounts for the years ended September 30. Dollar amounts are expressed in thousands.

	2019	2018
Savings accounts	\$ 3,401	1,208
Money market demand and demand deposit accounts	3,331	1,491
Certificate and brokered accounts	23,569	13,008
	\$ 30,301	15,707

#### ***(10) ADVANCES FROM FEDERAL HOME LOAN BANK***

Advances from the FHLB are secured by all stock held in the FHLB, mortgage-backed securities and first mortgage loans with aggregate unpaid principal balances equal to approximately 125% of outstanding advances not secured by FHLB stock. The following table provides a summary of advances by year of maturity as of September 30. Dollar amounts are expressed in thousands.

Year ending September 30,	2019		2018	
	Amount	Weighted average rate	Amount	Weighted average rate
2019	\$ --	--	\$ 65,000	1.86%
2020	226,000	1.98%	100,000	1.79%
2021	25,000	1.53%	25,000	1.53%
2022	100,000	2.29%	--	--
2023	50,000	3.26%	50,000	3.26%
2024	50,000	2.23%	--	--
	\$ 451,000	2.20%	\$ 240,000	2.09%

The Bank's advances have a fixed interest rate and require monthly interest payments, with a single principal payment due at maturity. At September 30, 2019 and 2018, the Bank had no advances that were callable at the option of the Federal Home Loan Bank.

## **(11) SUBORDINATED DEBENTURES**

On December 13, 2006, 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 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. In exchange for the capital contributions made to the Trust by the Company upon formation, the Company owns all the common securities of the Trust.

In accordance with Financial Accounting Standards Board ASC 810-10, 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 Trust Preferred Securities 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 of 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.

## **(12) INCOME TAXES**

The differences between the effective income tax rates and the statutory federal corporate tax rate for the years ended September 30 are as follows:

	2019	2018
Statutory federal income tax rate	21.0%	24.5%
State income taxes, net of federal benefit	4.1	4.0
Deferred tax asset impairment	--	2.9
Other, net	(0.1)	0.2
	<u>25.0%</u>	<u>31.6%</u>

The Tax Cuts and Jobs Act (the "Tax Act") was enacted on December 22, 2017, which reduced the federal corporate income tax rate from 35% to 21% effective January 1, 2018. As required by Internal Revenue Code, the Company had a blended federal income tax rate of 24.5% for fiscal 2018, which is based upon the applicable tax rates prior to and subsequent to the effective date of the Tax Act. In accordance with GAAP, the Company revalued its net deferred tax asset as of December 31, 2017, to account for the lower corporate income tax rate. This revaluation resulted in the Company recording additional income tax expense of \$1.2 million to recognize an impairment of its net deferred tax asset.

Deferred income tax expense (benefit) results from temporary differences in the recognition of income and expense for tax purposes and financial statement purposes. The following table lists these temporary differences and their related tax effect for the years ended September 30. Dollar amounts are expressed in thousands.

	2019	2018
Deferred loan fees and costs	\$ 456	573
Tax depreciation vs. book depreciation	195	169
Mortgage servicing rights	(395)	(213)
Loan loss reserves	(630)	(506)
Mark-to-market adjustment	(430)	537
Accrued expenses	(120)	566
NOL Carryforward	89	101
Prepaid expenses	(30)	33
Impairment loss on LLCs	225	--
Revaluation of deferred tax asset, net	--	1,223
Other	(42)	200
	<u>\$ (682)</u>	<u>2,683</u>

The tax effect of significant temporary differences representing deferred tax assets and liabilities are presented in the following table. Dollar amounts are expressed in thousands.

	2019	2018
Deferred income tax assets:		
Loan loss reserves	\$ 6,097	5,467
Accrued expenses	1,229	1,109
Impairment loss on LLCs	607	832
Book depreciation in excess of tax depreciation	--	155
Unrealized loss on securities available for sale	--	190
NOL Carryforward	149	238
	<u>8,082</u>	<u>7,991</u>
Deferred income tax liabilities:		
Basis difference on investments	(4)	(4)
Deferred loan fees and costs	(1,993)	(1,537)
Unrealized gain on securities available for sale	(667)	--
Tax depreciation in excess of book depreciation	(40)	--
Mark-to-market adjustment	(4)	(434)
Mortgage servicing rights	(2,145)	(2,540)
Prepaid expenses	(216)	(246)
Other	(166)	(208)
	<u>(5,235)</u>	<u>(4,969)</u>
Net deferred tax asset	<u>\$ 2,847</u>	<u>3,022</u>

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 2016 through 2018 remain subject to examination by the Internal Revenue Service and various state jurisdictions, based on the statute of limitations.

### ***(13) STOCKHOLDERS' EQUITY***

During fiscal 2019, the Company paid cash dividends on common stock of \$0.50 per share on December 28, 2018, March 29, 2019, June 28, 2019, and September 27, 2019.

During fiscal 2018, the Company paid cash dividends on common stock of \$0.32 per share on December 22, 2017 and cash dividends of \$0.50 per share on March 30, 2018, June 29, 2018, and September 21, 2018. The Company paid a special cash dividend on common stock of \$2.00 per share on March 30, 2018.

During fiscal 2019, the Company repurchased 9,900 shares of its own stock with a value of \$415,000 at the time of repurchase. During fiscal 2018, the Company did not repurchase any shares of its own stock.

### ***(14) REGULATORY CAPITAL REQUIREMENTS***

The Bank is subject to various regulatory capital requirements as administered by federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory, and possibly additional discretionary, actions by the regulators that, if undertaken, could have a direct material effect on the Bank's financial statements. Under the capital adequacy guidelines and the regulatory framework for prompt corrective action, the Bank must meet specific capital guidelines that involve quantitative measures of the Bank's assets, liabilities, and certain off-balance sheet items as calculated under regulatory accounting practices. The Bank's capital amounts and classification are also subject to qualitative judgments by regulators about components, risk weightings, and other factors.

In July 2013, the federal banking agencies published final rules establishing a new comprehensive capital framework for U.S. banking organizations. The rules implemented the “Basel III” regulatory capital reforms and changes required by the Dodd-Frank act. Basel III refers to various documents released by the Basel Committee on Banking Supervision. The new rules became effective for the Bank in January 2015, with some rules being transitioned into full effectiveness over two-to-four years. The new rules, among other things, introduced a new capital measure called Common Equity Tier 1 (“CET1”), increased the Tier 1 capital ratio requirement, changed the total assets utilized in the Tier 1 leverage ratio calculation from total assets at quarter-end to total average assets during the quarter, changed the risk-weighting of certain assets for purpose of risk-based capital ratios, created an additional capital conservation buffer over the required capital ratios, and changed what qualified as capital for purposes of meeting various capital requirements.

As of September 30, 2019, the most recent regulatory guidelines categorize the Bank as “well capitalized” under the framework for prompt corrective action. The Bank must maintain minimum capital ratios as set forth in the tables below. As of September 30, 2019, management believes that the Bank meets all capital adequacy requirements to which it is subject.

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

	As of September 30, 2019					
	Actual		Minimum Required For Capital Adequacy		Minimum Required To Be Well Capitalized	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
Tier 1 leverage ratio	260,058	10.4%	100,553	≥4%	125,691	≥5%
CET1 capital ratio	260,058	13.2%	88,595	≥4.5%	127,970	≥6.5%
Tier 1 capital ratio	260,058	13.2%	118,126	≥6%	157,502	≥8%
Total capital ratio	283,069	14.4%	157,502	≥8%	196,877	≥10%

	As of September 30, 2018					
	Actual		Minimum Required For Capital Adequacy		Minimum Required To Be Well Capitalized	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
Tier 1 leverage ratio	231,062	11.4%	80,738	≥4%	100,922	≥5%
CET1 capital ratio	231,062	14.2%	73,352	≥4.5%	105,952	≥6.5%
Tier 1 capital ratio	231,062	14.2%	97,802	≥6%	130,403	≥8%
Total capital ratio	250,791	15.4%	130,403	≥8%	163,004	≥10%

### ***(15) EMPLOYEES’ RETIREMENT PLAN***

Substantially all of the Bank’s full-time employees participate in a 401(k) retirement plan (the “Plan”). The Plan is administered by Standard Insurance Company, through which employees can choose from a variety of retail mutual funds to invest their fund contributions. Under the terms of the Plan, the Bank makes monthly contributions for the benefit of each participant in an amount that matches one-half of the participant’s contribution, not to exceed 3% of the participants’ monthly base salary. All contributions made by participants are immediately vested and cannot be forfeited. Contributions made by the Bank, and related earnings thereon, become vested to the participants according to length of service requirements as specified in the Plan. Any forfeited portions of the contributions made by the Bank and the allocated earnings thereon are used to reduce future contribution requirements of the Bank. The Plan may be modified, amended or terminated at the discretion of the Bank.

The Bank’s contributions to the Plan amounted to \$921,000 and \$753,000 for the years ended September 30, 2019 and 2018, respectively. These amounts have been included as compensation and benefits expense in the accompanying consolidated statements of operations.

## **(16) STOCK OPTION PLAN**

On March 14, 2017, the Company's Board of Directors approved an equity stock option plan ("2017 Option Plan") through which options to purchase up to 400,000 shares of common stock may be granted to officers and employees of the Company. Options may be granted over a period of ten years. The option price may not be less than 100% of the fair market value of the shares on the date of the grant.

The following table summarizes Option Plan activity during fiscal years 2019 and 2018.

	Number of shares	Weighted avg. exercise price per share	Range of exercise price per share
Options outstanding at October 1, 2017	25,000	\$ 36.53	\$ 36.53
Exercised	(550)	36.53	36.53
Options outstanding at September 30, 2018	24,450	\$ 36.53	\$ 36.53
Exercised	--	--	--
Options outstanding at September 30, 2019	24,450	\$ 36.53	\$ 36.53

The weighted average remaining contractual life of options outstanding at September 30, 2019 and 2018 were 7.46 years and 8.46 years, respectively.

The following table provides information regarding the expiration dates of the stock options outstanding at September 30, 2019.

	Number of shares	Weighted average exercise price
Expiring on: March 14, 2027	24,450	\$ 36.53

All the options outstanding at September 30, 2019, are exercisable at future dates in accordance with the vesting schedules outlined in each stock option agreement.

The following table illustrates the range of exercise prices and the weighted average remaining contractual lives for options outstanding under the Option Plan as of September 30, 2019.

Range of exercise prices	Options Outstanding		Options Exercisable	
	Number	Weighted avg. remaining contractual life	Number	Weighted avg. exercise price
\$ 36.53	24,450	7.46 years	9,450	\$ 36.53

## **(17) COMMITMENTS AND CONTINGENCIES**

In the normal course of business, the Bank has entered into financial agreements with off-balance-sheet risk to meet the financing needs of its customers. These financial instruments include commitments to extend credit, standby letters of credit and financial guarantees. Those instruments involve, to varying degrees, elements of credit risk, interest rate risk, and liquidity risk, which may exceed the amount recognized in the consolidated financial statements. The contract amounts or notional amounts of those instruments express the extent of involvement the Bank has in particular classes of financial instruments.

With regard to financial instruments for commitments to extend credit, standby letters of credit, and financial guarantees, the Bank's exposure to credit loss because of non-performance by another party is represented by the contractual amount of those instruments. The Bank uses the same credit policies in making commitments and conditional obligations as it does for on-balance-sheet instruments.

As of September 30, 2019, the Bank had outstanding commitments to originate \$64.8 million in commercial real estate loans, \$503.9 million of fixed rate residential first mortgage loans, and \$1.4 million of adjustable rate residential first mortgage loans. Commercial real estate loan commitments have approximate average committed rates of 5.9%. Residential mortgage loan commitments have an approximate average committed rate of 3.5% and approximate average fees and discounts of 0.2%. The interest rate commitments on residential loans generally expire 60 days after the commitment date. Interest rate commitments on commercial real estate loans have varying terms to expiration. As of September 30, 2019, the Bank had outstanding commitments related to stand-by letters of credit of \$1.8 million.

As of September 30, 2018, the Bank had outstanding commitments to originate \$19.0 million in commercial real estate loans, \$153.1 million of fixed rate residential first mortgage loans, and \$2.8 million of adjustable rate residential first mortgage loans. Commercial real estate loan commitments have approximate average committed rates of 5.6%. Residential mortgage loan commitments have an approximate average committed rate of 4.4% and approximate average fees and discounts of 0.3%. The interest rate commitments on residential loans generally expire 60 days after the commitment date. Interest rate commitments on commercial real estate loans have varying terms to expiration. As of September 30, 2018, the Bank had outstanding commitments related to stand-by letters of credit of \$489,000.

At September 30, 2019 and 2018, the Bank had commitments to sell loans of approximately \$94.3 million and \$33.4 million, respectively. In addition, the Company had forward sales commitments of mortgage-backed securities of approximately \$699.0 million and \$206.8 million that have not settled at September 30, 2019 and 2018, respectively. These instruments contain an element of risk in the event that other parties are unable to meet the terms of such agreements. In such event, the Bank's loans receivable held for sale would be exposed to market fluctuations. Management does not expect any other party to default on its obligations and, therefore, does not expect to incur any costs due to such possible default.

## ***(18) LEGAL CONTINGENCIES***

Various legal claims arise from time to time within the normal course of business which, in the opinion of management, are not expected to have a material effect on the Company's consolidated financial statements.

## ***(19) SIGNIFICANT ESTIMATES AND CONCENTRATIONS***

The Company's construction and development loan portfolio includes loans that are in excess of supervisory loan-to-value limits. As of September 30, 2019 and 2018, 1.4% and 0.8% of this portfolio was made up of such loans, respectively.

## ***(20) FAIR VALUE OPTION***

The Company has elected to measure loans held for sale at fair value. 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 first few months following origination.

The aggregate fair value of these loans was \$11.1 million and \$1.8 million greater than the aggregate unpaid principal balance at September 30, 2019 and 2018, respectively. Interest income on loans held for sale is included in interest on loans receivable in the accompanying statements of income.

## ***(21) DERIVATIVE INSTRUMENTS***

The Company enters into derivative contracts to manage interest rate and pricing risk associated with its mortgage banking activities. In accordance with GAAP, derivative instruments are recorded in the Company's balance sheet at fair value. As the Company enters into commitments to originate loans, it also enters into commitments to sell certain loans in the secondary market. These derivative commitments to sell loans, which may include best efforts commitments, mandatory commitments, and forward sales of mortgage-backed securities, are used to hedge the risks resulting from interest rate movements on the Company's outstanding commitments to originate loans held for sale and its portfolio of loans held for sale.



The Company has commitments outstanding to extend credit that have not closed prior to the end of the period. Commitments to originate loans held for sale are also considered derivative instruments in accordance with GAAP. As a result of marking to market commitments to originate loans held for sale, the Company recorded an increase in other assets of \$4.0 million, a decrease in other liabilities of \$11,000, and an increase in other income of \$4.0 million for the year ended September 30, 2019. The Company recorded an increase in other assets of \$355,000, a decrease in other liabilities of \$718,000, and an increase in other income of \$1.1 million for the year ended September 30, 2018.

The Company also has best-efforts commitments to sell loans that have closed prior to the end of the period. Due to the mark to market adjustment on commitments to sell such loans held for sale, the Company recorded an increase in other assets of \$71,000, an increase in other liabilities of \$2,000, and an increase in other income of \$69,000 during the year ended September 30, 2019. The Company recorded an increase in other assets of \$18,000, a decrease in other liabilities of \$83,000, and an increase in other income of \$101,000 during the year ended September 30, 2018.

The Company also has mandatory commitments to sell loans that have closed prior to the end of the period. Due to the mark to market adjustment on commitments to sell such loans held for sale, the Company recorded an increase in other assets of \$1.8 million, a decrease in other liabilities of \$6,000, and an increase in other income of \$1.8 million during the year ended September 30, 2019. The Company recorded an increase in other assets of \$139,000, a decrease in other liabilities of \$37,000, and an increase in other income of \$176,000 during the year ended September 30, 2018.

In addition, the Company has forward sales commitments of mortgage-backed securities that have not settled prior to the end of the period. Due to the mark to market adjustment on forward sales of mortgage-backed securities, the Company recorded a decrease in other assets of \$37,000, an increase in other liabilities of \$2.0 million, and a decrease in other income of \$2.0 million during the year ended September 30, 2019. The Company had \$699.0 million of forward sales commitments of mortgage-backed securities that had not settled at September 30, 2019. The Company recorded an increase in other assets of \$162,000, a decrease in other liabilities of \$305,000, and an increase in other income of \$467,000 during the year ended September 30, 2018. The Company had \$206.8 million of forward sales commitments of mortgage-backed securities that had not settled at September 30, 2018.

The balance of derivative instruments related to commitments to originate and sell loans at September 30, 2019 and 2018, is disclosed in Footnote 22, Fair Value Measurements.

## ***(22) FAIR VALUE MEASUREMENTS***

Fair value is defined as the price that would likely be received to sell an asset, or paid to transfer a liability, in an orderly transaction between market participants at the measurement date. GAAP 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.

GAAP 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 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 GAAP. 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, U. S. government sponsored agency, and municipal securities. Such securities are valued using market prices in an active market, if available. This measurement is classified as Level 1 within the hierarchy. Less frequently traded securities are valued using industry standard models which utilize various assumptions such as historical prices of the same or similar securities, and observation of market prices of securities of the same issuer, market prices of same-sector issuers, and fixed income indexes. Substantially all of these assumptions are observable in the marketplace or can be derived from observable data. These measurements are classified as Level 2 within the hierarchy.

Mortgage-backed securities available for sale, which consist of collateralized mortgage obligations and agency pass-through and participation certificates issued by GNMA, FNMA, and FHLMC, were valued by using industry standard models which utilize various inputs and assumptions such as historical prices of benchmark securities, prepayment estimates, loan type, and year of origination. Substantially all of these assumptions are observable in the marketplace or can be derived from observable data. These measurements are classified as Level 2 within the hierarchy.

#### *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.

#### *Commitments to Originate Loans and Forward Sales Commitments*

During fiscal 2018, the Company implemented a change in its valuation technique for measuring the fair value of commitments to originate loans and forward sales commitments. The new valuation model estimates the fair value for commitments to originate loans based upon prices for similar loans available from investors with whom the Company is currently doing business and estimated origination costs. The model also includes fall-out assumptions, ranging from zero to fifty percent, which are estimated based primarily upon the loan stage and difference between current market rates and committed rates. These measurements use significant unobservable inputs and are classified as Level 3 within the hierarchy. The new valuation model estimates the fair value of forward commitments to sell loans based upon prices for similar loans available from investors with whom the Company is currently doing business. This measurement is classified as Level 2 within the hierarchy. The new valuation model estimates the fair value of forward commitments to sell mortgage-backed securities based upon current market prices provided by an on-line trading platform. This measurement is classified as Level 2 within the hierarchy. The change in valuation technique for measuring the fair value of commitments to originate loans and forward sales commitments resulted in an increase in other income of \$1.5 million during the first quarter of fiscal 2018.

The following table presents the fair value measurements of assets and liabilities recognized in the accompanying balance sheets measured at fair value on a recurring basis and the level within the fair value hierarchy in which the measurements fall at September 30, 2019 (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				
Corporate debt securities	\$ 122,900	--	122,900	--
Municipal securities	422	--	422	--
Mortgage-backed securities, available for sale				
Pass through certificates				
guaranteed by GNMA – fixed rate	4,901	--	4,901	--
Pass through certificates				
guaranteed by FNMA – adjustable rate	37	--	37	--
FHLMC participation certificates:				
Fixed rate	2,022	--	2,022	--
Adjustable rate	28	--	28	--
Loans held for sale	420,428	--	420,428	--
Commitments to originate loans	4,795	--	--	4,795
Forward sales commitments	800	--	800	--
<b>Total assets</b>	<b>\$ 556,333</b>	<b>--</b>	<b>551,538</b>	<b>4,795</b>
<b>Liabilities:</b>				
Commitments to originate loans	\$ 65	--	--	65
Forward sales commitments	2,026	--	2,026	--
<b>Total liabilities</b>	<b>\$ 2,091</b>	<b>--</b>	<b>2,026</b>	<b>65</b>

The following table presents the fair value measurements of assets and liabilities recognized in the accompanying balance sheets measured at fair value on a recurring basis and the level within the fair value hierarchy in which the measurements fall at September 30, 2018 (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				
Corporate debt securities	\$ 125,686	--	125,686	--
Municipal securities	422	--	422	--
Mortgage-backed securities, available for sale				
Pass through certificates guaranteed by GNMA – fixed rate	3,901	--	3,901	--
Pass through certificates guaranteed by FNMA – adjustable rate	48	--	48	--
FHLMC participation certificates - adjustable rate	30	--	30	--
Loans held for sale	123,245	--	123,245	--
Commitments to originate loans	791	--	--	791
Forward sales commitments	837	--	837	--
<b>Total assets</b>	<b>\$ 254,960</b>	<b>--</b>	<b>254,169</b>	<b>791</b>
<b>Liabilities:</b>				
Commitments to originate loans	\$ 76	--	--	76
Forward sales commitments	26	--	26	--
<b>Total liabilities</b>	<b>\$ 102</b>	<b>--</b>	<b>26</b>	<b>76</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):

	Commitments to Originate Loans	Forward Sales Commitments
Balance at October 1, 2017	\$ (357)	211
Total realized and unrealized gains (losses):		
Included in net income	1,072	(211)
Balance at September 30, 2018	\$ 715	--
Total realized and unrealized gains (losses):		
Included in net income	4,015	--
Balance at September 30, 2019	\$ 4,730	--

Realized and unrealized gains and losses noted in the table above and included in net income for the year ended September 30, 2019, are reported in the consolidated statements of operations as follows (in thousands):

	Other Income
Total gains (losses)	<u>\$ 4,015</u>
Changes in unrealized gains (losses) relating to assets still held at the balance sheet date	<u>\$ 4,730</u>

Realized and unrealized gains and losses noted in the table above and included in net income for the year ended September 30, 2018, are reported in the consolidated statements of operations as follows (in thousands):

	Other Income
Total gains (losses)	<u>\$ 861</u>
Changes in unrealized gains (losses) relating to assets still held at the balance sheet date	<u>\$ 715</u>

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. 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. Appraisals are obtained when an impaired loan is deemed to be collateral dependent, and at least annually thereafter, an updated appraisal is obtained or an internal valuation is performed. Fair value is generally the appraised value less selling costs, which are estimated at 9% of the appraised value, and may be discounted further if management believes any other factors or events have affected the fair value. Impaired loans are classified within Level 3 of the fair value hierarchy.

The carrying value of impaired loans that were re-measured during the years ended September 30, 2019 and 2018 was \$8.5 million and \$14.0 million, respectively.

#### *Foreclosed Assets Held For Sale*

Foreclosed assets held for sale are initially recorded at fair value as of the date of foreclosure less 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. Fair value is estimated through current appraisals, broker price opinions, or listing prices. Appraisals are obtained when the real estate is acquired, and at least annually thereafter, an updated appraisal is obtained or an internal valuation is performed. Foreclosed assets held for sale are classified within Level 3 of the fair value hierarchy.

The carrying value of foreclosed assets held for sale was \$3.8 million and \$5.1 million at September 30, 2019 and 2018, respectively. During fiscal 2019, charge-offs and increases in specific reserves related to foreclosed assets held for sale that were re-measured during the period totaled \$622,000. During fiscal 2018, charge-offs and increases in specific reserves related to foreclosed assets held for sale that were re-measured during the period totaled \$256,000.

## Mortgage Servicing Rights

Mortgage servicing rights are initially recorded at fair value at the date of transfer. The Company has elected to subsequently measure its mortgage servicing rights using the amortization method, whereby servicing rights are amortized in proportion to and over the period of estimated net servicing income. Fair value is based on a valuation model that calculates the present value of estimated future net servicing income. The model incorporates assumptions such as the cost to service, prepayment speeds, discount rate, ancillary income, and default rates. Impairment is determined by stratifying the rights into tranches based on predominant characteristics, such as interest rate and loan type. Impairment is recognized through a valuation allowance for an individual tranche, to the extent that fair value is less than the carrying amount of servicing assets for that tranche. Mortgage servicing rights are classified within Level 3 of the fair value hierarchy.

During fiscal 2019, an impairment loss of \$2.1 million was recorded to adjust the aggregate cost basis of the Company's mortgage servicing asset to fair market value. The Company's mortgage servicing asset had a carrying value of \$8.7 million and a market value of \$8.8 million at September 30, 2019.

At September 30, 2018, the Company's mortgage servicing asset had a carrying value of \$10.2 million and a market value of \$12.8 million.

The following table presents estimated fair values of the Company's financial instruments and the level within the fair value hierarchy in which the fair value measurements fall at September 30, 2019 (in thousands):

	Carrying Value	Fair Value Measurements Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>Financial Assets:</b>				
Cash and cash equivalents	\$ 62,156	62,156	--	--
Interest bearing deposits	2,745	2,745	--	--
Stock in Federal Home Loan Bank	20,705	--	20,705	--
Loans receivable held for investment	1,927,544	--	--	1,951,142
Accrued interest receivable	8,830	--	8,830	--
Investment in LLC	11,695	--	--	15,676
<b>Financial Liabilities:</b>				
Customer deposit accounts	1,538,982	--	--	1,502,244
Brokered deposit accounts	289,980	--	--	289,995
Advances from FHLB	451,000	--	--	455,545
Subordinated debentures	25,774	--	--	20,619
Accrued interest payable	691	--	691	--

The following table presents estimated fair values of the Company's financial instruments and the level within the fair value hierarchy in which the fair value measurements fall at September 30, 2018 (in thousands):

	Carrying Value	Fair Value Measurements Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>Financial Assets:</b>				
Cash and cash equivalents	\$ 12,691	12,691	--	--
Interest bearing deposits	4,207	4,207	--	--
Stock in Federal Home Loan Bank	12,037	--	12,037	--
Loans receivable held for investment	1,733,108	--	--	1,694,901
Accrued interest receivable	7,767	--	7,767	--
Investment in LLC	11,364	--	--	15,362
<b>Financial Liabilities:</b>				
Customer deposit accounts	1,338,757	--	--	1,283,910
Brokered deposit accounts	197,469	--	--	197,297
Advances from FHLB	240,000	--	--	237,288
Subordinated debentures	25,774	--	--	21,908
Accrued interest payable	847	--	847	--

The following tables present the carrying values and fair values of the Company's unrecognized financial instruments. Dollar amounts are expressed in thousands.

	September 30, 2019		September 30, 2018	
	Contract or notional amount	Estimated unrealized gain (loss)	Contract or notional amount	Estimated unrealized gain (loss)
<b>Unrecognized financial instruments:</b>				
Lending commitments – fixed rate, net	\$ 80,394	138	\$ 27,017	52
Lending commitments – floating rate	1,390	12	2,826	24
Commitments to sell loans	--	--	--	--

The fair value estimates presented are based on pertinent information available to management as of September 30, 2019 and 2018. Although management is not aware of any factors that would significantly affect the estimated fair values, such amounts have not been comprehensively revalued for purposes of these consolidated financial statements since that date. Therefore, current estimates of fair value may differ significantly from the amounts presented above.

## **(23) CHANGES IN ACCUMULATED OTHER COMPREHENSIVE INCOME**

Amounts reclassified from Accumulated Other Comprehensive Income (“AOCI”) and the affected line items in the statement of operations during the years ending September 30, were as follows (in thousands):

	Amounts reclassified from AOCI		Affected line item in the Statement of Operations
	2019	2018	
Unrealized gains (losses) on available for sale Securities:			
			Gain (loss) on disposal of securities available for sale
\$	--	(8)	
	--	--	Impairment loss on securities
	--	(8)	Total reclassified before tax
	--	2	Income tax (expense) benefit
\$	--	(6)	Net reclassified amount

## **(24) REVENUE FROM CONTRACTS WITH CUSTOMERS**

On October 1, 2018, the Company adopted ASU 2014-09, Revenue from Contracts with Customers. The majority of the Company’s revenue results from loans and investment securities, which are excluded from the ASU. Management completed an assessment of revenue within the scope of the ASU and concluded that the new guidance did not require any material changes in the Company’s revenue recognition practices. The Company’s sources of revenue that were determined to be within the scope of the ASU are disclosed below, by financial statement line reported in the consolidated statements of operations.

### **Customer Service Fees and Charges**

*Customer Fees on Deposit Accounts* – Customer fees on deposit accounts include account service charges and transaction-related fees, such as return item, overdraft protection, wire transfers, insufficient funds, cashier’s checks, and stop payment fees. The Company’s performance obligation is over time, typically one month for account services charges, and at the time of service for transaction-related fees. Revenue is recognized when the performance obligation has been satisfied and payment is typically collected from the customer’s account at the time the transaction is processed. Customer fees on deposit accounts totaled \$1.5 million and \$1.3 million for the years ended September 30, 2019 and 2018, respectively.

*Card Fee Income* – Card fee income includes debit card interchange fees earned on a per transaction basis through the card payment networks, as well as ATM processing fees. The performance obligation for these fees is satisfied on a daily basis, concurrent with the settlement of such transactions. Revenue from card transactions is reported net of various interchange networks charges established by the payment networks. Card fee income totaled \$892,000 and \$714,000 for the years ended September 30, 2019 and 2018, respectively.

### **Income (Expense) on Real Estate Owned**

*Gains and losses on the Sale of Real Estate Owned* – Gains on the sale of real estate owned result from the sale of assets that have been acquired by the Company through foreclosure. The performance obligation is satisfied when control of the property is delivered to the buyer. The gain or loss is calculated as the difference between the transaction price and the carrying value of the real estate owned. If the Company is providing seller financing, consideration of credit risk and market financing terms must be included in the determination of the transaction price. Net gains from the sale of real estate owned totaled \$2.8 million and \$143,000 for the years ended September 30, 2019 and 2018, respectively.

## **(25) SUBSEQUENT EVENT**

Subsequent events have been evaluated through December 16, 2019, which is the date the consolidated financial statements were available to be issued.



## Independent Auditor's Report

Audit Committee, Board of Directors  
and Stockholders  
NASB Financial, Inc.  
Kansas City, Missouri

We have audited the accompanying consolidated financial statements of NASB Financial, Inc. and its subsidiaries, which comprise the consolidated balance sheets as of September 30, 2019 and 2018, and the related consolidated statements of operations, comprehensive income, cash flows and stockholders' equity for the years then ended, and the related notes to the consolidated financial statements. We also have audited NASB Financial, Inc.'s internal control over financial reporting as of September 30, 2019, based on criteria established in the *Internal Control – Integrated Framework (2013)*, issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

### *Management's Responsibility for the Financial Statements and Internal Control Over Financial Reporting*

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation and maintenance of effective internal control over financial reporting relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management is also responsible for its assessment about the effectiveness of internal control over financial reporting, included in the accompanying *Management's Assertion Regarding the Effectiveness of Internal Controls Over Financial Reporting*.

### *Auditor's Responsibility*

Our responsibility is to express an opinion on these consolidated financial statements and an opinion on the entity's internal control over financial reporting based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement and whether effective internal control over financial reporting was maintained in all material respects.

An audit of financial statements involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances. An audit of the consolidated financial statements also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

An audit of internal control over financial reporting involves performing procedures to obtain evidence about whether a material weakness exists. The procedures selected depend on the auditor's judgment, including the assessment of the risk that a material weakness exists. An audit of internal control over financial reporting also involves obtaining an understanding of internal control over financial reporting and testing and evaluating the design and operating effectiveness of internal control over financial reporting based on the assessed risk.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

*Definition and Inherent Limitations of Internal Control Over Financial Reporting*

An entity's internal control over financial reporting is a process effected by those charged with governance, management and other personnel, designed to provide reasonable assurance regarding the preparation of reliable financial statements in accordance with accounting principles generally accepted in the United States of America. Because management's assessment and our audit were conducted to meet the reporting requirements of Section 112 of the *Federal Deposit Insurance Corporation Improvement Act* (FDICIA), our audit of NASB Financial, Inc.'s internal control over financial reporting included controls over the preparation of financial statements in accordance with accounting principles generally accepted in the United States of America and with the instructions to the Parent Company Only Financial Statements for Small Holding Companies (Form FR Y-9SP). An entity's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the entity; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the United States of America, and that receipts and expenditures of the entity are being made only in accordance with authorizations of management and those charged with governance and (3) provide reasonable assurance regarding prevention, or timely detection and correction of unauthorized acquisition, use or disposition of the entity's assets that could have a material effect on the consolidated financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent, or detect and correct, misstatements. Also, projections of any assessment of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

*Opinions*

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of NASB Financial, Inc. and its subsidiaries as of September 30, 2019 and 2018, and the results of their operations and their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America. Also, in our opinion, NASB Financial, Inc. maintained, in all material respects, effective internal control over financial reporting as of September 30, 2019 based on criteria established in the *Internal Control - Integrated Framework (2013)*, issued by the COSO.

*BKD, LLP*

Kansas City, Missouri  
December 16, 2019

## **Board of Directors of NASB Financial, Inc.**

---

**David H. Hancock**  
Chairman  
NASB Financial, Inc. and  
North American Savings Bank

**Barrett Brady**  
Retired

**E. Alexander Hancock**  
Portfolio Manager  
Kornitzer Capital Management  
Mission, Kansas

**Paul L. Thomas**  
Chief Executive Officer  
NASB Financial, Inc. and  
North American Savings Bank

**Laura Brady**  
Partner  
Royal Street Ventures  
Kansas City, Missouri

**Linda S. Hancock**  
Linda Smith Hancock Interiors  
Kansas City, Missouri

**Thomas B. Wagers, Sr.**  
Vice President  
NASB Financial, Inc.  
Executive Vice President and  
Chief Risk Officer  
North American Savings Bank

**Thomas S. Dreyer**  
Manager  
CN Capital, LLC  
Kansas City, Missouri

**W. Russell Welsh**  
Retired  
Former Chairman and  
Chief Executive Officer  
Polsinelli Shughart PC  
Kansas City, Missouri

## **Officers of NASB Financial, Inc.**

---

**David H. Hancock**  
Chairman

**Brian Zoellner**  
Corporate Secretary

**Dena Sanders**  
Vice President

**Thomas B. Wagers, Sr.**  
Vice President

**Paul L. Thomas**  
Chief Executive Officer

**John M. Nesselrode**  
Vice President

**J. Enrique Venegas**  
Vice President

**Burke R. Walker**  
Vice President

**Rhonda Nyhus**  
Vice President and Treasurer

## **Branch Offices**

---

### *Main Office*

**Grandview, Missouri**  
12498 South 71 Highway

**Independence, Missouri**  
11400 East 23rd Street

**Platte City, Missouri**  
2707 NW Prairie View Road

**St. Joseph, Missouri**  
920 North Belt

### *Residential Lending and Banking Operations*

**Kansas City, Missouri**  
903 East 104<sup>th</sup> Street  
Building C, Suite 400

**Lee's Summit, Missouri**  
646 North 291 Highway

**Harrisonville, Missouri**  
2002 East Mechanic

**Lexington, Missouri**  
205 South 13<sup>th</sup> Street

### *Residential Lending*

**Lee's Summit, Missouri**  
937 NE Columbus Street

**Kansas City, Missouri**  
8501 North Oak Trafficway  
and  
7012 NW Barry Road

**Excelsior Springs, Missouri**  
1001 North Jesse James Road

**Odessa, Missouri**  
228 South 2<sup>nd</sup> Street

## **Investor Information**

---

### **Annual Meeting of Stockholders:**

The Annual Meeting of Stockholders will be held on Tuesday, January 28, 2020, at 8:30 a.m. in the lobby of North American Savings Bank, 12498 South 71 Highway, Grandview, Missouri.

### **Transfer Agent:**

Computershare, P.O. Box 505000, Louisville, KY 40233-5002, (800) 368-5948, [www.computershare.com](http://www.computershare.com)

### **Stock Trading Information:**

The common stock of NASB Financial, Inc. is quoted on the OTCQX. The Company's symbol is **NASB**.

### **Independent Registered Public Accounting Firm:**

BKD LLP, 1201 Walnut, Suite 1700, Kansas City, Missouri 64106

### **Shareholder and Financial Information:**

Contact Rhonda Nyhus, NASB Financial, Inc., 12498 South 71 Highway, Grandview, Missouri 64030, (816) 765-2200.

## OUR VISION

NASB aspires to be the first place people turn to when trust, service, and the right financial solution are what matter most.

## NASB Financial, Inc.

12498 S. 71 Highway  
Grandview, MO 64030  
816.765.2200

[nasb.com](http://nasb.com)



NMLS ID #: 400039  
Equal Housing Lender. Member FDIC.