

Go to...

[Toggle SGML Header \(+\)](#)**Section 1: 10-K**

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 10-K**

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES ACT OF 1934

For the fiscal year ended December 31, 2007

Commission File Number 0-18082

**GREAT SOUTHERN BANCORP, INC.**

(Exact name of registrant as specified in its charter)

**Maryland**

(State of Incorporation)

**43-1524856**

(IRS Employer Identification Number)

**1451 E. Battlefield, Springfield, Missouri**

(Address of Principal Executive Offices)

**65804**

(Zip Code)

**(417) 887-4400**

Registrant's telephone number, including area code

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
Common Stock, par value \$0.01 per share	The NASDAQ Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act: None.

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes [ ] No [X]

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes [ ] No [X]

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

Yes [X] No [ ]

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K.

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of "accelerated filer," "large accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

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

Yes  No

The aggregate market value of the common stock of the Registrant held by non-affiliates of the Registrant on June 30, 2007, computed by reference to the closing price of such shares on that date, was \$279,762,987. At March 13, 2008, 13,380,303 shares of the Registrant's common stock were outstanding.

---

---

## TABLE OF CONTENTS

	<b>Page</b>
ITEM 1. BUSINESS	1
Great Southern Bancorp, Inc.	1
Great Southern Bank	1
Forward-Looking Statements	2
Internet Website	2
Primary Market Area	2
Recent Acquisitions	3
Lending Activities	3
Loan Portfolio Composition	5
Environmental Issues	7
Residential Real Estate Lending	8
Commercial Real Estate and Construction Lending	8
Other Commercial Lending	10
Consumer Lending	10
Originations, Purchases, Sales and Servicing of Loans	11
Loan Delinquencies and Defaults	12
Classified Assets	13
Non-Performing Assets	14
Allowances for Losses on Loans and Foreclosed Assets	15
Investment Activities	17
Sources of Funds	21
Subsidiaries	27
Competition	28
Employees	29
Government Supervision and Regulation	29
Federal and State Taxation	32
ITEM 1A. RISK FACTORS	33
ITEM 1B. UNRESOLVED STAFF COMMENTS	38
ITEM 2. PROPERTIES.	39
ITEM 3. LEGAL PROCEEDINGS.	41
ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.	41
ITEM 4A. EXECUTIVE OFFICERS OF THE REGISTRANT.	41
ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES	42
ITEM 6. SELECTED CONSOLIDATED FINANCIAL DATA	44
ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION	48
ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK	79
ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY INFORMATION	84
ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE	85
ITEM 9A. CONTROLS AND PROCEDURES.	85
ITEM 9B. OTHER INFORMATION.	88
ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.	88
ITEM 11. EXECUTIVE COMPENSATION.	88
ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS	88

ITEM 13.	CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE.	89
ITEM 14.	PRINCIPAL ACCOUNTANT FEES AND SERVICES.	89
ITEM 15.	EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.	90
SIGNATURES		
INDEX TO EXHIBITS		

## PART I

### ITEM 1. BUSINESS.

#### THE COMPANY

##### Great Southern Bancorp, Inc.

Great Southern Bancorp, Inc. ("Bancorp" or "Company") is a financial holding company and parent of Great Southern Bank ("Great Southern" or the "Bank"). Bancorp was incorporated under the laws of the State of Delaware in July 1989 as a unitary savings and loan holding company. After receiving the approval of the Federal Reserve Bank of St. Louis (the "Federal Reserve Board" or "FRB"), the Company became a one-bank holding company on June 30, 1998, upon the conversion of Great Southern to a Missouri-chartered trust company. In 2004, Bancorp was re-incorporated under the laws of the State of Maryland.

As a Maryland corporation, the Company is authorized to engage in any activity that is permitted by the Maryland General Corporation Law and is not prohibited by law or regulatory policy. The Company currently conducts its business as a financial holding company. Through the financial holding company structure, it is possible to expand the size and scope of the financial services offered by the Company beyond those offered by the Bank. The financial holding company structure provides the Company with greater flexibility than the Bank has to diversify its business activities, through existing or newly formed subsidiaries, or through acquisitions or mergers of other financial institutions as well as other companies. At December 31, 2007, Bancorp's consolidated assets were \$2.43 billion, consolidated net loans were \$1.81 billion, consolidated deposits were \$1.76 billion and consolidated stockholders' equity was \$190 million. The assets of the Company consist primarily of the stock of Great Southern, available-for-sale securities, minority interests in a local trust company and a merchant banking company and cash.

Through the Bank and subsidiaries of the Bank, the Company offers insurance, travel, investment and related services, which are discussed further below. The activities of the Company are funded by retained earnings and through dividends from Great Southern. Activities of the Company may also be funded through borrowings from third parties, sales of additional securities or through income generated by other activities of the Company. The Company expects to finance its future activities in a similar manner.

The executive offices of the Company are located at 1451 East Battlefield, Springfield, Missouri 65804, and its telephone number at that address is (417) 887-4400.

##### Great Southern Bank

Great Southern was formed as a Missouri-chartered mutual savings and loan association in 1923, and, in 1989, converted to a Missouri-chartered stock savings and loan association. In 1994, Great Southern changed to a federal savings bank charter and then, on June 30, 1998, changed to a Missouri-chartered trust company (the equivalent of a commercial bank charter). Headquartered in Springfield, Missouri, Great Southern offers a broad range of banking services through its 38 branches located in southwestern and central Missouri and the Kansas City, Missouri area. At December 31, 2007, the Bank had total assets of \$2.43 billion, net loans of \$1.81 billion, deposits of \$1.77 billion and stockholders' equity of \$215.6 million, or 8.9% of total assets. Its deposits are insured by the Deposit Insurance Fund ("DIF") to the maximum levels permitted by the Federal Deposit Insurance Corporation ("FDIC").

Great Southern is principally engaged in the business of originating residential and commercial real estate loans, construction loans, other commercial and consumer loans and funding these loans through attracting deposits from the general public, originating brokered deposits and borrowings from the Federal Home Loan Bank of Des Moines (the "FHLBank") and others.

For many years, Great Southern has followed a strategy of emphasizing quality loan origination through residential, commercial and consumer lending activities in its local market area. The goal of this strategy has been to maintain its position as one of the leading providers of financial services in its market area, while simultaneously diversifying assets and reducing interest rate risk by originating and holding adjustable-rate loans in its portfolio and selling fixed-rate single-family mortgage loans in the secondary market. The Bank continues to place primary emphasis on residential mortgage and other real estate lending while also expanding and increasing its originations of commercial business and consumer loans.

The corporate office of the Bank is located at 1451 East Battlefield, Springfield, Missouri 65804 and its telephone number at that address is (417) 887-4400.

### **Forward-Looking Statements**

When used in this Form 10-K and in future filings by the Company with the Securities and Exchange Commission (the "SEC"), in the Company's press releases or other public or shareholder communications, and in oral statements made with the approval of an authorized executive officer, the words or phrases "will likely result" "are expected to," "will continue," "is anticipated," "estimate," "project," "intends" or similar expressions are intended to identify "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements are subject to certain risks and uncertainties, including, among other things, changes in economic conditions in the Company's market area, changes in policies by regulatory agencies, fluctuations in interest rates, the risks of lending and investing activities, including changes in the level and direction of loan delinquencies and write-offs and changes in estimates of the adequacy of the allowance for loan losses, the Company's ability to access cost-effective funding, fluctuations in real estate values and both residential and commercial real estate market conditions, demand for loans and deposits in the Company's market area and competition, that could cause actual results to differ materially from historical earnings and those presently anticipated or projected. The Company wishes to advise readers that the factors listed above could affect the Company's financial performance and could cause the Company's actual results for future periods to differ materially from any opinions or statements expressed with respect to future periods in any current statements.

The Company does not undertake-and specifically declines any obligation- to publicly release the result of any revisions which may be made to any forward-looking statements to reflect events or circumstances after the date of such statements or to reflect the occurrence of anticipated or unanticipated events.

### **Internet Website**

Bancorp maintains a website at [www.greatsouthernbank.com](http://www.greatsouthernbank.com). The information contained on that website is not included as part of, or incorporated by reference into, this Annual Report on Form 10-K. Bancorp currently makes available on or through its website Bancorp's Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K or amendments to these reports. These materials are also available free of charge (other than a user's regular internet access charges) on the Securities and Exchange Commission's website at [www.sec.gov](http://www.sec.gov).

### **Primary Market Area**

Great Southern's primary market area encompasses 16 counties in southwestern, western and central Missouri. The Bank's branches and ATMs support deposit and lending activities throughout the region, serving such diversified markets as Springfield, Joplin, the Kansas City metropolitan area, the resort areas of Branson and Lake of the Ozarks, and various smaller communities in the Bank's market area. Management believes that the Bank's share of the deposit and lending markets in its market area is approximately 10% and that the Bank's affiliates have an even smaller percent, with the exception of the travel agency which has a larger percent of its respective business in its market area.

Great Southern's largest concentration of loans and deposits is in the Greater Springfield area. With a population of approximately 407,000, the Greater Springfield area is the third largest metropolitan area in Missouri. Employment in this area is diversified, including small and medium-sized manufacturing concerns, service industries, especially in the resort and leisure activities sectors, agriculture, the federal government, and a major state university along with other smaller universities and colleges. Springfield is also a regional health care center with two major hospitals that employ a total of more than 14,000 people. The unemployment rate in this area is, and has consistently been, below the national average.

Beyond the significant concentration of loans in the Greater Springfield market, the Bank's loan portfolio is geographically diversified with various loan concentrations in several regional markets in Missouri, Kansas and Northwest Arkansas. The portfolio diversification is due in part to the Company's initiative during the last five years to open loan production offices (LPOs) in high growth markets. In 2003, offices were opened in Overland Park, Kan., and Rogers, Ark, which serves the Kansas City metropolitan area and Northwest Arkansas region, respectively. In 2005, a LPO in Creve Coeur, Mo., was opened serving the St. Louis metropolitan area; and in 2006, the Company opened an office in Columbia, Mo., which serves the Central Missouri region, including Jefferson City

and the Lake of the Ozarks region. Before opening the LPOs, Great Southern historically served commercial lending needs in the St. Louis, Kansas City, Lake of the Ozarks and Northwest Arkansas regions from its Springfield office. The Bank's familiarity with these four growth markets, coupled with potential strong loan demand, led to physical expansion in these regions that allows Great Southern to more conveniently serve and expand client relationships and attract new business. Managed by seasoned commercial lenders who have personal experience and knowledge in their respective markets, the offices offer all Great Southern commercial lending services. Underwriting of all loan production in these regions is performed in Springfield, so credit decisions are consistent across all markets.

As of December 31, 2007, the Company's total loan portfolio balance was \$1.84 billion. Geographically, the total loan portfolio consists of loans collateralized in the following regions (including loan balance and percentage of total loans): Springfield (\$565 million, 30%); St. Louis (\$255 million, 13%); Branson (\$214 million, 12%); Northwest Arkansas (\$203 million, 11%); Kansas City (\$113 million, 6%); Central Missouri (\$67 million, 4%); other Missouri regions (\$158 million, 9%), other Kansas regions (\$49 million, 3%), and other out-of-state regions (\$216 million, 12%).

As noted above, Great Southern has historically served commercial real estate and construction needs in both the St. Louis and Kansas City markets. Concentrations of loans have increased in both of these major metropolitan markets with the establishment of LPOs. Both markets have diverse and relatively stable economies and are currently experiencing some slow-down in home sales and residential construction. The Kansas City market has experienced some weakness in the commercial real estate market while the St. Louis market remained relatively positive in this sector, according to the March 5, 2008, Beige Book released by the Federal Reserve.

The Company has a long history of lending in the Branson market. The region is a vacation and entertainment center, attracting tourists to its theme parks, resorts, music and novelty shows, and other recreational facilities. In the mid-1990's, the region experienced overbuilding in commercial and residential properties which created downward pressure on property values. In recent years, commercial real estate values have stabilized and residential real estate demand and values have shown improvement. Branson is currently experiencing significant growth again due in part to a large retail and hotel/convention center development that opened in Branson's historic downtown. This project has created hundreds of new jobs in the area. In addition, several large national retailers have opened or will soon open stores in Branson.

The Northwest Arkansas region continues to be a burgeoning center of economic activity and growth. Home to the world's largest retailer, Wal-Mart, Inc., the country's largest poultry producer, Tyson Foods, Inc., and JB Hunt, one of the country's largest trucking firms, the region was recently ranked 21st in the Milken Institute's "2007 Best Performing Cities Index." The Index ranks U.S. metropolitan areas based on their ability to create and sustain jobs and includes both long-term and short-term measurements of employee and salary growth. While the area continues to experience significant growth, the region is currently experiencing some effects of overbuilding in the commercial and residential sectors.

### **Recent Acquisitions**

In early 2007, Great Southern purchased The Travel Company, a travel agency with two locations in the greater St. Louis, Missouri area. The agency serves both leisure and corporate travel needs in the St. Louis market.

### **Lending Activities**

#### **General**

From its beginnings in 1923 through the early 1980s, Great Southern primarily made long-term, fixed-rate residential real estate loans that it retained in its loan portfolio. Beginning in the early 1980s, Great Southern increased its efforts to originate short-term and adjustable-rate loans. Beginning in the mid-1980s, Great Southern increased its efforts to originate commercial real estate and other residential loans, primarily with adjustable rates or shorter-term fixed rates. In addition, some competitor banking organizations have merged with larger institutions and changed their business practices or moved operations away from the local area, and others have consolidated operations from the local area to larger cities. This has provided Great Southern expanded opportunity in the residential and commercial real estate lending areas as well as in the origination of commercial business and consumer loans, primarily in the indirect automobile area. In addition to origination of these loans, the Bank has expanded and enlarged its relationships with smaller banks to purchase participations (at par, generally with no servicing costs) in loans the smaller banks originate but are unable to retain in their portfolios due to capital limitations. The Bank uses the same underwriting guidelines in evaluating





these participations as it does in its direct loan originations. At December 31, 2007, the balance of participation loans purchased was \$49.5 million, or 2.4% of the total loan portfolio. None of these participation loans were non-performing at December 31, 2007.

One of the principal historical lending activities of Great Southern is the origination of fixed and adjustable-rate conventional residential real estate loans to enable borrowers to purchase or refinance owner-occupied homes. Great Southern originates a variety of conventional, residential real estate mortgage loans, principally in compliance with Freddie Mac and Fannie Mae standards for resale in the secondary market. Great Southern promptly sells most of the fixed-rate residential mortgage loans that it originates. Depending on market conditions, the ongoing servicing of these loans is at times retained by Great Southern and at other times released to the purchaser of the loan. Great Southern retains substantially all of the adjustable-rate mortgage loans that it originates in its portfolio. To date, Great Southern has not experienced problems selling these loans in the secondary market.

Another principal lending activity of Great Southern is the origination of commercial real estate and commercial construction loans. Since the early 1990s, this area of lending has been an increasing percentage of the loan portfolio and accounted for approximately 48% of the portfolio at December 31, 2007.

In addition, Great Southern in recent years has increased its emphasis on the origination of other commercial loans, home equity loans, consumer loans and student loans, and is also an issuer of letters of credit. Letters of credit are contingent obligations and are not included in the Bank's loan portfolio. See "-- Other Commercial Lending," "- Classified Assets," and "Loan Delinquencies and Defaults" below.

The percentage of collateral value Great Southern will loan on real estate and other property varies based on factors including, but not limited to, the type of property and its location and the borrower's credit history. As a general rule, Great Southern will loan up to 95% of the appraised value on single-family properties and up to 90% on two- to four-family residential property. Typically, private mortgage insurance is required for the loan amount above the 80% level. For commercial real estate and other residential real property loans, Great Southern may loan up to a maximum of 85% of the appraised value. The origination of loans secured by other property is considered and determined on an individual basis by management with the assistance of any industry guides and other information which may be available.

Loan applications are approved at various levels of authority, depending on the type, amount and loan-to-value ratio of the loan. Loan commitments of more than \$750,000 (or loans exceeding the Freddie Mac loan limit in the case of fixed-rate, one- to four-family residential loans for resale) must be approved by Great Southern's loan committee. The loan committee is comprised of the Chairman of the Bank, as chairman of the committee, and other senior officers of the Bank involved in lending activities.

Although Great Southern is permitted under applicable regulations to originate or purchase loans and loan participations secured by real estate located in any part of the United States, the Bank has concentrated its lending efforts in Missouri and Northern Arkansas, with the largest concentration of its lending activity being in southwestern and central Missouri. In addition, the Bank has made loans, secured primarily by commercial real estate, in other states, primarily Oklahoma, Texas, Kansas and other Midwestern states.

## Loan Portfolio Composition

The following table sets forth information concerning the composition of the Bank's loan portfolio in dollar amounts and in percentages (before deductions for loans in process, deferred fees and discounts and allowance for loan losses) as of the dates indicated. The table is based on information prepared in accordance with generally accepted accounting principles and is qualified by reference to the Company's consolidated financial statements and the notes thereto contained in Item 8 of this report.

	December 31,									
	2007		2006		2005		2004		2003	
	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%
	(Dollars in thousands)									
Real Estate Loans:										
Residential										
One- to four- family	\$ 191,970	9.1%	\$ 176,630	9.1%	\$ 173,135	9.7%	\$ 171,197	11.6%	\$ 158,990	12.4%
Other residential (multi-family)	87,177	4.1	73,366	3.8	105,845	6.0	117,755	8.0	107,090	8.4
Commercial and industrial revenue bonds	532,797	25.3	529,046	27.4	553,195	31.2	526,776	35.6	494,158	38.7
Residential Construction:										
One- to four-family	318,131	15.1	347,287	18.0	246,912	13.9	160,161	10.8	92,126	7.2
Other residential	83,720	4.0	69,077	3.6	72,262	4.1	40,587	2.7	29,211	2.3
Commercial construction	<u>517,208</u>	<u>24.6</u>	<u>443,286</u>	<u>22.9</u>	<u>382,651</u>	<u>21.6</u>	<u>230,103</u>	<u>15.5</u>	<u>180,211</u>	<u>14.1</u>
Total real estate loans	<u>1,731,003</u>	<u>82.2</u>	<u>1,638,692</u>	<u>84.8</u>	<u>1,534,000</u>	<u>86.5</u>	<u>1,246,579</u>	<u>84.2</u>	<u>1,061,786</u>	<u>83.1</u>
Other Loans:										
Consumer loans:										
Guaranteed student loans	3,342	.2	3,592	.2	3,345	.2	2,976	.2	3,090	.3
Automobile, boat, etc.	112,984	5.4	96,242	5.0	84,092	4.7	80,517	5.4	78,828	6.2
Home equity and improvement	44,287	2.1	42,824	2.2	48,992	2.8	45,703	3.1	40,028	3.1
Other	<u>4,161</u>	<u>.2</u>	<u>2,152</u>	<u>.1</u>	<u>1,371</u>	<u>.1</u>	<u>1,318</u>	<u>.1</u>	<u>1,482</u>	<u>.1</u>
Total consumer loans	164,774	7.9	144,810	7.5	137,800	7.8	130,514	8.8	123,428	9.7
Other commercial loans	<u>207,059</u>	<u>9.9</u>	<u>149,593</u>	<u>7.7</u>	<u>102,034</u>	<u>5.7</u>	<u>103,635</u>	<u>7.0</u>	<u>92,039</u>	<u>7.2</u>
Total other loans	<u>371,833</u>	<u>17.8</u>	<u>294,403</u>	<u>15.2</u>	<u>239,834</u>	<u>13.5</u>	<u>234,149</u>	<u>15.8</u>	<u>215,467</u>	<u>16.9</u>
Total loans	<u>2,102,836</u>	<u>100.0%</u>	<u>1,933,095</u>	<u>100.0%</u>	<u>1,773,834</u>	<u>100.0%</u>	<u>1,480,728</u>	<u>100.0%</u>	<u>1,277,253</u>	<u>100.0%</u>
Less:										
Loans in process	254,562		229,794		233,213		121,677		109,004	
Deferred fees and discounts	2,704		2,425		1,902		1,054		834	
Allowance for loan losses	<u>25,459</u>		<u>26,258</u>		<u>24,549</u>		<u>23,489</u>		<u>20,844</u>	
Total loans receivable, net	<u>\$ 1,820,111</u>		<u>\$ 1,674,618</u>		<u>\$ 1,514,170</u>		<u>\$ 1,334,508</u>		<u>\$ 1,146,571</u>	

The following table shows the fixed- and adjustable-rate composition of the Bank's loan portfolio at the dates indicated. The table is based on information prepared in accordance with generally accepted accounting principles.

	December 31,									
	2007		2006		2005		2004		2003	
	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%
	(Dollars in thousands)									
Fixed-Rate Loans:										
Real Estate Loans										
Residential										
One- to four- family	\$ 48,790	2.3%	\$ 33,378	1.7%	\$ 22,269	1.3%	\$ 25,266	1.7%	\$ 26,136	2.1%
Other residential	34,798	1.7	31,575	1.6	38,473	2.2	65,646	4.4	51,961	4.1
Commercial	158,223	7.5	117,701	6.1	130,316	7.3	110,414	7.5	125,949	9.9
Residential construction:										
One- to four- family	17,872	.8	9,740	.5	18,224	1.0	83,306	5.6	59,070	4.6
Other residential	4,040	.2	11,946	.6	16,166	.9	11,880	.8	8,165	.6
Commercial construction	12,483	.6	8,495	.4	13,980	.8	24,391	1.7	22,007	1.7
Total real estate loans	276,206	13.1	211,835	10.9	239,428	13.5	320,903	21.7	293,288	23.0
Consumer loans	123,232	5.9	104,789	5.4	91,639	5.2	87,868	5.9	85,710	6.7
Other commercial loans	33,903	1.6	26,173	1.4	20,374	1.1	36,660	2.5	29,242	2.3
Total fixed-rate loans	433,341	20.6	342,797	17.7	351,441	19.8	445,431	30.1	408,240	32.0
Adjustable-Rate Loans:										
Real Estate Loans										
Residential										
One- to four- family	143,180	6.8	143,252	7.4	150,866	8.5	145,931	9.9	132,854	10.4
Other residential	52,379	2.5	41,791	2.2	67,372	3.8	52,109	3.5	55,129	4.3
Commercial	374,574	17.8	411,346	21.3	422,879	23.8	416,362	28.1	368,210	28.8
Residential construction:										
One- to four-family	300,259	14.3	337,547	17.4	228,688	12.9	76,855	5.2	33,056	2.6
Other residential	79,680	3.8	58,131	3.0	56,096	3.2	28,707	1.9	21,046	1.6
Commercial construction	504,725	24.0	434,791	22.5	368,671	20.8	205,712	13.9	158,204	12.4
Total real estate loans	1,454,797	69.2	1,426,858	73.8	1,294,572	73.0	925,676	62.5	768,499	60.1
Consumer loans	41,542	2.0	40,020	2.1	46,161	2.6	42,646	2.9	37,718	3.0
Other commercial loans	173,156	8.2	123,420	6.4	81,660	4.6	66,975	4.5	62,796	4.9
Total adjustable-rate loans	1,669,495	79.4	1,590,298	82.3	1,422,393	80.2	1,035,297	69.9	869,013	68.0
Total loans	2,102,836	100.0%	1,933,095	100.0%	1,773,834	100.0%	1,480,728	100.0%	1,277,253	100.0%
Less:										
Loans in process	254,562		229,794		233,213		121,677		109,004	
Deferred fees and discounts	2,704		2,425		1,902		1,054		834	
Allowance for loan losses	25,459		26,258		24,549		23,489		20,844	
Total loans receivable, net	\$ 1,820,111		\$ 1,674,618		\$ 1,514,170		\$ 1,334,508		\$ 1,146,571	

The following table presents the contractual maturities of loans at December 31, 2007. The table is based on information prepared in accordance with generally accepted accounting principles.

	Less Than One Year	One to Five Years	After Five Years	Total
	(Dollars in thousands)			
<b>Real Estate Loans:</b>				
<b>Residential</b>				
One- to four- family	\$ 33,820	\$ 23,211	\$ 134,939	\$ 191,970
Other residential	19,013	53,761	14,403	87,177
Commercial	163,574	258,851	110,372	532,797
<b>Residential construction:</b>				
One- to four- family	245,266	65,010	7,855	318,131
Other residential	41,280	38,400	4,040	83,720
Commercial construction	399,771	98,759	18,678	517,208
<b>Total real estate loans</b>	<b>902,724</b>	<b>537,992</b>	<b>290,287</b>	<b>1,731,003</b>
<b>Other Loans:</b>				
<b>Consumer loans:</b>				
Guaranteed student loans	3,342	---	---	3,342
Automobile	16,433	40,946	55,605	112,984
Home equity and improvement	3,192	12,585	28,510	44,287
Other	4,161	---	---	4,161
<b>Total consumer loans</b>	<b>27,128</b>	<b>53,531</b>	<b>84,115</b>	<b>164,774</b>
<b>Other commercial loans</b>	<b>103,789</b>	<b>71,169</b>	<b>32,101</b>	<b>207,059</b>
<b>Total other loans</b>	<b>130,917</b>	<b>124,700</b>	<b>116,216</b>	<b>371,833</b>
<b>Total loans</b>	<b>\$ 1,033,641</b>	<b>\$ 662,692</b>	<b>\$ 406,503</b>	<b>\$ 2,102,836</b>

As of December 31, 2007, loans due after December 31, 2008 with fixed interest rates totaled \$346.1 million and loans due after December 31, 2008 with adjustable rates totaled \$723.1 million.

### Environmental Issues

Loans secured by real property, whether commercial, residential or other, may have a material, negative effect on the financial position and results of operations of the lender if the collateral is environmentally contaminated. The result can be, but is not necessarily limited to, liability for the cost of cleaning up the contamination imposed on the lender by certain federal and state laws, a reduction in the borrower's ability to pay because of the liability imposed upon it for any clean up costs, a reduction in the value of the collateral because of the presence of contamination or a subordination of security interests in the collateral to a super priority lien securing the clean up costs by certain state laws.

Management is aware of the risk that the Bank may be negatively affected by environmentally contaminated collateral and attempts to control this risk through commercially reasonable methods, consistent with guidelines arising from applicable government or regulatory rules and regulations, and to a more limited extent publications of the lending industry. Management currently is unaware (without, in many circumstances, specific inquiry or investigation of existing collateral, some of which was accepted as collateral before risk controlling measures were implemented) of any environmental contamination of real property securing loans in the Bank's portfolio that would subject the Bank to any material risk. No assurance can be made, however, that the Bank will not be adversely affected by environmental contamination.

## **Residential Real Estate Lending**

At December 31, 2007 and 2006, loans secured by residential real estate, excluding that which is under construction, totaled \$279 million and \$250 million, respectively, and represented approximately 13.2% and 12.9%, respectively, of the Bank's total loan portfolio. Compared to historical levels, market rates for fixed rate mortgages were low during the years ended December 31, 2003 through 2004. This caused a higher than normal level of refinancing of adjustable-rate loans into fixed-rate loans primarily during 2003 and the early portion of 2004, most of which were sold in the secondary market, and accounted for the decline in the Bank's one- to four-family residential real estate loan portfolio prior to 2004. As rates began to move up in 2004 through 2007, fewer loans were refinanced and paid off early. In addition, in some instances borrowers opted for adjustable-rate loans which the Bank generally retains in its portfolio. Other residential real estate loan balances decreased in 2005 and 2006, primarily as a result of loans secured by apartments and other multi-family units being refinanced elsewhere. Other residential real estate loan balances increased somewhat in 2007, although not back to levels seen in 2003 through 2005.

The Bank currently is originating one- to four-family adjustable-rate residential mortgage loans primarily with one-year adjustment periods. Rate adjustments on loans originated prior to July 2001 are based upon changes in prevailing rates for one-year U.S. Treasury securities. Rate adjustments on loans originated since July 2001 are based upon changes in the average of interbank offered rates for twelve month U.S. Dollar-denominated deposits in the London Market or changes in prevailing rates for one-year U.S. Treasury securities. Rate adjustments are generally limited to 2% maximum annual adjustments as well as a maximum aggregate adjustment over the life of the loan. Accordingly, the interest rates on these loans typically may not be as rate sensitive as is the Bank's cost of funds. Generally, the Bank's adjustable-rate mortgage loans are not convertible into fixed-rate loans, do not permit negative amortization of principal and carry no prepayment penalty. The Bank also currently is originating other residential (multi-family) mortgage loans with interest rates that are generally either adjustable with changes to the prime rate of interest or fixed for short periods of time (three to five years).

The Bank's portfolio of adjustable-rate mortgage loans also includes a number of loans with different adjustment periods, without limitations on periodic rate increases and rate increases over the life of the loans, or which are tied to other short-term market indices. These loans were originated prior to the industry standardization of adjustable-rate loans. Since the adjustable-rate mortgage loans currently held in the Bank's portfolio have not been subject to an interest rate environment which causes them to adjust to the maximum, these loans entail unquantifiable risks resulting from potential increased payment obligations on the borrower as a result of upward repricing. Many of these loans have experienced upward interest rate adjustments in 2006 and 2007; however, the indices used by Great Southern for these types of loans have decreased to date in 2008, so upcoming loan rate adjustments should be stable to declining. Further, the adjustable-rate mortgages offered by Great Southern, as well as by many other financial institutions, sometimes provide for initial rates of interest below the rates which would prevail were the index used for pricing applied initially. Compared to fixed-rate mortgage loans, these loans are subject to increased risk of delinquency or default as the higher, fully-indexed rate of interest subsequently comes into effect in replacement of the lower initial rate. The Bank had not experienced a significant increase in delinquencies in adjustable-rate mortgage loans due to a relatively low interest rate environment and favorable economic conditions in recent years. However, in 2007 delinquencies on mortgage loans increased.

In underwriting one- to four-family residential real estate loans, Great Southern evaluates the borrower's ability to make monthly payments and the value of the property securing the loan. It is the policy of Great Southern that generally all loans in excess of 80% of the appraised value of the property be insured by a private mortgage insurance company approved by Great Southern for the amount of the loan in excess of 80% of the appraised value. In addition, Great Southern requires borrowers to obtain title and fire and casualty insurance in an amount not less than the amount of the loan. Real estate loans originated by the Bank generally contain a "due on sale" clause allowing the Bank to declare the unpaid principal balance due and payable upon the sale of the property securing the loan. The Bank may enforce these due on sale clauses to the extent permitted by law.

## **Commercial Real Estate and Construction Lending**

Commercial real estate lending has been a significant part of Great Southern's business activities since the mid-1980's. Great Southern does commercial real estate lending in order to increase the yield on, and the proportion of interest rate sensitive loans in, its portfolio. Great Southern expects to maintain or increase the current percentage of commercial real estate and commercial construction loans in its total loan portfolio subject to commercial real estate and other market conditions and to applicable regulatory restrictions. See "Government Supervision and Regulation" below.

At December 31, 2007 and 2006, loans secured by commercial real estate (excluding that which is under construction) totaled \$533 million and \$529 million, respectively, or approximately 25.3% and 27.4%, respectively, of the Bank's total loan portfolio. In addition, at December 31, 2007 and 2006, construction loans secured by projects under construction and the land on which the projects are located aggregated \$919 million and \$860 million, respectively, or 43.7% and 44.5%, respectively, of the Bank's total loan portfolio. The majority of the Bank's commercial real estate loans have been originated with adjustable rates of interest, most of which are tied to the Bank's prime rate. Substantially all of these loans were originated with loan commitments which did not exceed 80% of the appraised value of the properties securing the loans.

The Bank's construction loans generally have a term of eighteen months or less. The construction loan agreements for one- to four-family projects generally provide that principal reductions are required as individual condominium units or single-family houses are built and sold to a third party. This insures that the remaining loan balance, as a proportion to the value of the remaining security, does not increase. Loan proceeds are disbursed in increments as construction progresses. Generally, the amount of each disbursement is based on the construction cost estimate of an independent architect, engineer or qualified fee inspector who inspects the project in connection with each disbursement request. Normally, Great Southern's commercial real estate and other residential construction loans are made either as the initial stage of a combination loan (i.e., with a commitment from the Bank to provide permanent financing upon completion of the project) or with a commitment from a third party to provide permanent financing.

The Bank's commercial real estate, construction and other residential loan portfolios consist of loans with diverse collateral types. The following table sets forth loans that were secured by certain types of collateral at December 31, 2007. These collateral types represent the five highest percentage concentrations of commercial real estate, construction and other residential loan types to the total loan portfolio.

Collateral Type	Loan Balance	Percentage of Total Loan Portfolio	Non-Performing Loans at December 31, 2007
(Dollars in thousands)			
Health Care Facilities	\$149,618	7.1%	\$ 60
Apartments	\$144,647	6.9%	\$ 561
Motels/Hotels	\$127,368	6.1%	\$ 768
Condominiums	\$125,314	6.0%	\$8,210
Subdivisions	\$123,240	5.9%	\$2,315

The Bank's commercial real estate loans and construction loans generally involve larger principal balances than do its residential loans. In general, state banking laws restrict loans to a single borrower and related entities to no more than 25% of a bank's unimpaired capital and unimpaired surplus, plus an additional 10% if the loan is collateralized by certain readily marketable collateral. (Real estate is not included in the definition of "readily marketable collateral.") As computed on the basis of the Bank's unimpaired capital and surplus at December 31, 2007, this limit was approximately \$59.9 million. See "Government Supervision and Regulation." At December 31, 2007, the Bank was in compliance with the loans-to-one borrower limit. At December 31, 2007, the Bank's largest relationship for purposes of this limit totaled \$40.2 million. All loans included in this relationship were current at December 31, 2007.

Commercial real estate lending and construction lending generally affords the Bank an opportunity to receive interest at rates higher than those obtainable from residential mortgage lending and to receive higher origination and other loan fees. In addition, commercial real estate loans and construction loans are generally made with adjustable rates of interest or, if made on a fixed-rate basis, for relatively short terms. Nevertheless, commercial real estate lending entails significant additional risks as compared with residential mortgage lending. Commercial real estate loans typically involve large loan balances to single borrowers or groups of related borrowers. In addition, the payment experience on loans secured by commercial properties is typically dependent on the successful operation of the related real estate project and thus may be subject, to a greater extent, to adverse conditions in the real estate market or in the economy generally.

Construction loans also involve additional risks attributable to the fact that loan funds are advanced upon the security of the project under construction, which is of uncertain value prior to the completion of construction. Moreover, because of the uncertainties inherent in estimating construction costs, delays arising from labor problems,

material shortages, and other unpredictable contingencies, it is relatively difficult to evaluate accurately the total loan funds required to complete a project, and the related loan-to-value ratios. See also the discussion under the headings "- Classified Assets" and "- Loan Delinquencies and Defaults" below.

### **Other Commercial Lending**

At December 31, 2007 and 2006, respectively, Great Southern had \$207 million and \$150 million in other commercial loans outstanding, or 9.9% and 7.7%, respectively, of the Bank's total loan portfolio. Great Southern's other commercial lending activities encompass loans with a variety of purposes and security, including loans to finance stock investments, accounts receivable, inventory and equipment.

Great Southern expects to continue to originate loans in this category subject to market conditions and applicable regulatory restrictions. See "Government Supervision and Regulation" below.

Unlike residential mortgage loans, which generally are made on the basis of the borrower's ability to make repayment from his or her employment and other income and which are secured by real property whose value tends to be more easily ascertainable, other commercial loans are of higher risk and typically are made on the basis of the borrower's ability to make repayment from the cash flow of the borrower's business. Commercial loans are generally secured by business assets, such as accounts receivable, equipment and inventory. As a result, the availability of funds for the repayment of other commercial loans may be substantially dependent on the success of the business itself. Further, the collateral securing the loans may depreciate over time, may be difficult to appraise and may fluctuate in value based on the success of the business.

The Bank's management recognizes the generally increased risks associated with other commercial lending. Great Southern's commercial lending policy emphasizes complete credit file documentation and analysis of the borrower's character, capacity to repay the loan, the adequacy of the borrower's capital and collateral as well as an evaluation of the industry conditions affecting the borrower. Review of the borrower's past, present and future cash flows is also an important aspect of Great Southern's credit analysis. In addition, the Bank generally obtains personal guarantees from the borrowers on these types of loans. The majority of Great Southern's commercial loans have been to borrowers in southwestern and central Missouri. Great Southern intends to continue its commercial lending in this geographic area.

At December 31, 2007, the Bank's largest other commercial loan relationship was with an Arkansas-based bank holding company, and totaled \$30.0 million. In addition, the Bank had other loans to stockholders of that bank holding company, at least partially secured by the individuals' stock in the holding company. Subsequent to December 31, 2007, a significant portion of these loans have been classified. See "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations -- Non-performing Assets -- Subsequent Event Regarding Potential problem Loans."

As part of its commercial lending activities, Great Southern issues letters of credit and receives fees averaging approximately 1% of the amount of the letter of credit per year. At December 31, 2007, Great Southern had 120 letters of credit outstanding in the aggregate amount of \$20.4 million. Approximately 79% of the aggregate amount of these letters of credit were secured, including one \$5.0 million letter of credit secured by real estate which was issued to enhance the issuance of housing revenue refunding bonds.

### **Consumer Lending**

Great Southern management views consumer lending as an important component of its business strategy. Specifically, consumer loans generally have short terms to maturity, thus reducing Great Southern's exposure to changes in interest rates, and carry higher rates of interest than do residential mortgage loans. In addition, Great Southern believes that the offering of consumer loan products helps to expand and create stronger ties to its existing customer base.

Great Southern offers a variety of secured consumer loans, including automobile loans, home equity loans and loans secured by savings deposits. In addition, Great Southern also offers home improvement loans, guaranteed student loans and unsecured consumer loans. Consumer loans totaled \$165 million and \$145 million at December 31, 2007 and 2006, respectively, or 7.9% and 7.5%, respectively, of the Bank's total loan portfolio.

The underwriting standards employed by the Bank for consumer loans include a determination of the applicant's payment history on other debts and an assessment of ability to meet existing obligations and payments on the proposed loan. Although creditworthiness of the applicant is of primary consideration, the underwriting process also includes a comparison of the value of the security, if any, in relation to the proposed loan amount.





Beginning in 1998, the Bank implemented indirect lending relationships, primarily with automobile dealerships. Through these dealer relationships, the dealer completes the application with the consumer and then submits it to the Bank for credit approval. At December 31, 2007 and 2006, the Bank had \$104.5 million and \$87.0 million, respectively, of indirect auto, boat, modular home and recreational vehicle loans in its portfolio. While the Bank's initial concentrated effort was on automobiles, the program has evolved for use with other tangible products where financing of the product is provided through the seller, including boats and manufactured homes.

Student loans are underwritten in compliance with the regulations of the U.S. Department of Education for the Federal Family Education Loan Programs ("FFELP"). The FFELP loans are administered and guaranteed by the Missouri Coordinating Board for Higher Education as long as the Bank complies with the regulations. The Bank has contracted with the Missouri Higher Education Loan Authority (the "MOHELA") to originate and service these loans and to purchase these loans during the grace period immediately prior to the loans beginning their repayment period. This repayment period generally commences at the time the student graduates or does not maintain the required hours of enrollment.

Consumer loans may entail greater risk than do residential mortgage loans, particularly in the case of consumer loans that are unsecured or secured by rapidly depreciable assets such as automobiles. In such cases, any repossessed collateral for a defaulted consumer loan may not provide an adequate source of repayment of the outstanding loan balance as a result of the greater likelihood of damage, loss or depreciation. The remaining deficiency often does not warrant further substantial collection efforts against the borrower. In addition, consumer loan collections are dependent on the borrower's continuing financial strength, and thus are more likely to be adversely affected by job loss, divorce, illness or personal bankruptcy. Furthermore, the application of various federal and state laws, including federal and state consumer bankruptcy and insolvency laws, may limit the amount which can be recovered on these loans. These loans may also give rise to claims and defenses by a consumer loan borrower against an assignee of these loans such as the Bank, and a borrower may be able to assert against the assignee claims and defenses which it has against the seller of the underlying collateral.

#### **Originations, Purchases, Sales and Servicing of Loans**

The Bank originates loans through internal loan production personnel located in the Bank's main and branch offices, as well as loan production offices. Walk-in customers and referrals from real estate brokers and builders are also important sources of loan originations.

Great Southern may also purchase whole loans and participation interests in loans (generally without recourse, except in cases of breach of representation, warranty or covenant) from other banks, thrift institutions and life insurance companies (originators). The purchase transaction is governed by a participation agreement entered into by the originator and participant (Great Southern) containing guidelines as to ownership, control and servicing rights, among others. The originator may retain all rights with respect to enforcement, collection and administration of the loan. This may limit Great Southern's ability to control its credit risk when it purchases participations in these loans. For instance, the terms of participation agreements vary; however, generally Great Southern may not have direct access to the borrower, and the institution administering the loan may have some discretion in the administration of performing loans and the collection of non-performing loans.

A number of banks, both locally and regionally, do not have the capital to handle large commercial credits or are seeking diversification of risk in their portfolios. In order to take advantage of this situation, beginning in 1998, Great Southern increased the number and amount of participations purchased in commercial real estate and commercial construction loans. Great Southern subjects these loans to its normal underwriting standards used for originated loans and rejects any credits that do not meet those guidelines. The originating bank retains the servicing of these loans. The Bank purchased \$1.6 million of these loans in the fiscal year ended December 31, 2007 and \$44.2 million in the fiscal year ended December 31, 2006. Of the total \$49.5 million of purchased participation loans outstanding at December 31, 2007, \$10.0 million was purchased from one institution, secured by properties located in Arkansas. None of these loans were non-performing at December 31, 2007.

There have been no whole loan purchases by the Bank in the last five years. At December 31, 2007 and 2006, approximately \$193,000, or 0.01%, and \$223,000, or 0.01%, respectively, of the Bank's total loan portfolio consisted of purchased whole loans.

Great Southern sells non-residential loan participations generally without recourse to private investors, such as other banks, thrift institutions and life insurance companies (participants). The sales transaction is governed by a participation agreement entered into by the originator (Great Southern) and participant containing guidelines as to ownership, control and servicing rights, among others. Great Southern retains servicing rights for these participations sold. These participations are sold with a provision for

repurchase upon breach of representation, warranty or covenant.

Great Southern also sells whole residential real estate loans without recourse to Freddie Mac as well as private investors, such as other banks, thrift institutions, mortgage companies and life insurance companies. Whole real estate loans are sold with a provision for repurchase upon breach of representation, warranty or covenant. These loans are generally sold for cash in amounts equal to the unpaid principal amount of the loans determined using present value yields to the buyer. The sale amounts generally produce gains to the Bank and allow a margin for servicing income on loans when the servicing is retained by the Bank. However, residential real estate loans sold in recent years have primarily been with Great Southern releasing control of the servicing of the loans.

The Bank sold one- to four-family whole real estate loans and loan participations in aggregate amounts of \$76.2 million, \$71.1 million and \$49.2 million during fiscal 2007, 2006 and 2005, respectively. Sales of whole real estate loans and participations in real estate loans can be beneficial to the Bank since these sales generally generate income at the time of sale, produce future servicing income on loans where servicing is retained, provide funds for additional lending and other investments, and increase liquidity.

Great Southern also sells guaranteed student loans to the MOHELA. These loans are sold for cash in amounts equal to the unpaid principal amount of the loans and a premium based on average borrower indebtedness. Great Southern does not underwrite these loans. Students work with their respective colleges' or universities' financial aid offices to secure these loans directly from MOHELA, with all underwriting performed by MOHELA and the financial aid offices. Periodically, MOHELA sells loans to financial institutions such as Great Southern for a short time. Great Southern then holds the loans for a short period and sells the loans back to MOHELA. This is all done without recourse unless the Bank engaged in some action that would constitute gross misconduct.

The Bank sold guaranteed student loans in aggregate amounts of \$3.0 million, \$2.3 million and \$3.9 million during fiscal 2007, 2006 and 2005, respectively. Sales of guaranteed student loans generally can be beneficial to the Bank since these sales remove the burdensome servicing requirements of these types of loans once the borrower begins repayment.

Gains, losses and transfer fees on sales of loans and loan participations are recognized at the time of the sale. When real estate loans and loan participations sold have an average contractual interest rate that differs from the agreed upon yield to the purchaser (less the agreed upon servicing fee), resulting gains or losses are recognized in an amount equal to the present value of the differential over the estimated remaining life of the loans. Any resulting discount or premium is accreted or amortized over the same estimated life using a method approximating the level yield interest method. When real estate loans and loan participations are sold with servicing released, as the Bank primarily does, an additional fee is received for the servicing rights. Net gains and transfer fees on sales of loans for fiscal 2007, 2006 and 2005 were \$1,037,000, \$944,000 and \$983,000, respectively. Of these amounts, \$53,000, \$40,000 and \$72,000, respectively, were gains from the sale of guaranteed student loans and \$984,000, \$904,000 and \$911,000, respectively, were gains from the sale of fixed-rate residential loans.

Although most loans currently sold by the Bank are sold with servicing released, the Bank had the servicing rights for approximately \$66.0 million and \$70.7 million at December 31, 2007 and 2006, respectively, of loans owned by others. The servicing of these loans generated net servicing fees to the Bank for the years ended December 31, 2007 and 2006, of \$50,000 and \$44,000, respectively.

In addition to interest earned on loans and loan origination fees, the Bank receives fees for loan commitments, letters of credit, prepayments, modifications, late payments, transfers of loans due to changes of property ownership and other miscellaneous services. The fees vary from time to time, generally depending on the supply of funds and other competitive conditions in the market. Fees from prepayments, commitments, letters of credit and late payments totaled \$1.2 million, \$1.8 million and \$1.7 million for the years ended December 31, 2007, 2006 and 2005, respectively. Loan origination fees, net of related costs, are accounted for in accordance with Statement of Financial Accounting Standards No. 91 "Accounting for Nonrefundable Fees and Costs Associated with Originating or Acquiring Loans and Initial Direct Costs of Leases." Loan fees and certain direct loan origination costs are deferred, and the net fee or cost is recognized in interest income using the level-yield method over the contractual life of the loan. For further discussion of this matter, see Note 1 of the Notes to Consolidated Financial Statements.

### **Loan Delinquencies and Defaults**

When a borrower fails to make a required payment on a loan, the Bank attempts to cause the delinquency to be cured by contacting the borrower. In the case of loans secured by residential real estate, a late notice is sent 15 days after the due date. If the delinquency is not cured by the 30th day, a delinquent notice is sent to the borrower.

Additional written contacts are made with the borrower 45 and 60 days after the due date. If the delinquency continues for a period of 65 days, the Bank usually institutes appropriate action to foreclose on the collateral. The actual time it takes to foreclose on the collateral varies depending on the particular circumstances and the applicable governing law. If foreclosed upon, the property is sold at public auction and may be purchased by the Bank. Delinquent consumer loans are handled in a generally similar manner, except that initial contacts are made when the payment is five days past due and appropriate action may be taken to collect any loan payment that is delinquent for more than 15 days. The Bank's procedures for repossession and sale of consumer collateral are subject to various requirements under the applicable consumer protection laws as well as other applicable laws and the determination by the Bank that it would be beneficial from a cost basis.

Delinquent commercial business loans and loans secured by commercial real estate are initially handled by the loan officer in charge of the loan, who is responsible for contacting the borrower. The President and Senior Lending Officer also work with the commercial loan officers to see that necessary steps are taken to collect delinquent loans. In addition, the Bank has a Problem Loan Committee which meets at least quarterly and reviews all classified assets, as well as other loans which management feels may present possible collection problems. If an acceptable workout of a delinquent commercial loan cannot be agreed upon, the Bank may initiate foreclosure proceedings on any collateral securing the loan. However, in all cases, whether a commercial or other loan, the prevailing circumstances may be such that management may determine it is in the best interest of the Bank not to foreclose on the collateral.

The following table sets forth our loans delinquent 30 - 89 days by type, number, amount and percentage of type at December 31, 2007.

	Loans Delinquent for 30-89 Days		
	Number	Amount	Percent of Total Delinquent Loans
	(Dollars in thousands)		
Real Estate:			
One- to four-family	90	\$ 5,578	27%
Other residential	2	224	1
Commercial	12	2,401	12
Construction or development	16	2,403	12
Consumer and overdrafts	943	2,580	13
Other commercial	17	7,209	35
Total	<u>1,080</u>	<u>\$ 20,395</u>	<u>100%</u>

### Classified Assets

Federal regulations provide for the classification of loans and other assets such as debt and equity securities considered to be of lesser quality as "substandard," "doubtful" or "loss" assets. The regulations require insured institutions to classify their own assets and to establish prudent specific allocations for losses from assets classified "substandard" or "doubtful." For the portion of assets classified as "loss," an institution is required to either establish specific allowances of 100% of the amount classified or charge such amount off its books. Assets that do not currently expose the insured institution to sufficient risk to warrant classification in one of the aforementioned categories but possess a potential weakness, are required to be listed on the Bank's watch list and monitored for further deterioration. In addition, a bank's regulators may require the establishment of a general allowance for losses based on the general quality of the asset portfolio of the bank. Following are the total classified assets at December 31, 2007, per the Bank's internal asset classification list. There were no significant off- balance sheet items classified at December 31, 2007.

Asset Category	Substandard	Doubtful	Loss	Total Classified	Allowance for Losses
	(Dollars in thousands)				
Investment securities	\$ ---	\$---	\$ ---	\$ ---	\$ ---
Loans	64,433	---	---	64,433	25,459
Foreclosed assets	20,399	---	---	20,399	---
Total	<u>\$84,832</u>	<u>\$---</u>	<u>\$ ---</u>	<u>\$84,832</u>	<u>\$25,459</u>



## Non-Performing Assets

The table below sets forth the amounts and categories of gross non-performing assets (classified loans which are not performing under regulatory guidelines and all foreclosed assets, including assets acquired in settlement of loans) in the Bank's loan portfolio as of the dates indicated. Loans generally are placed on non-accrual status when the loan becomes 90 days delinquent or when the collection of principal, interest, or both, otherwise becomes doubtful. For all years presented, the Bank has not had any troubled debt restructurings, which involve forgiving a portion of interest or principal on any loans or making loans at a rate materially less than that of market rates.

	December 31,				
	2007	2006	2005	2004	2003
	(Dollars in thousands)				
Non-accruing loans:					
One- to four-family residential	\$ 4,836	\$ 1,627	\$ 1,500	\$ 1,382	\$ 1,935
One- to four-family construction	1,767	3,931	2,103	---	---
Other residential	561	---	---	---	---
Commercial real estate	9,145	6,247	8,368	2,016	2,658
Other commercial	5,923	4,843	2,123	302	1,949
Commercial construction	12,935(1)	2,968	1,049	388	289
Consumer	112	186	237	271	213
Total gross non-accruing loans	<u>35,279</u>	<u>19,802</u>	<u>15,380</u>	<u>4,359</u>	<u>7,044</u>
Loans over 90 days delinquent still accruing interest:					
One- to four-family residential	38	---	640	---	10
Commercial real estate	---	59	---	---	---
Other commercial	34	---	---	---	---
Commercial construction	---	121	---	---	---
Consumer	124	261	190	120	337
Total loans over 90 days delinquent still accruing interest	<u>196</u>	<u>441</u>	<u>830</u>	<u>120</u>	<u>347</u>
Other impaired loans	---	---	---	---	---
Total gross non-performing loans	<u>35,475</u>	<u>20,243</u>	<u>16,210</u>	<u>4,479</u>	<u>7,391</u>
Foreclosed assets:					
One- to four-family residential	742	80	---	195	608
One- to four-family construction	7,701	400	2	431	543
Other residential	---	3,190	---	---	---
Commercial real estate	5,130	825	76	564	939
Commercial construction	6,416	2	---	242	6,277
Total foreclosed assets	<u>19,989</u>	<u>4,497</u>	<u>78</u>	<u>1,432</u>	<u>8,367</u>
Repossessions	<u>410</u>	<u>271</u>	<u>517</u>	<u>603</u>	<u>667</u>
Total gross non-performing assets	<u>\$ 55,874</u>	<u>\$ 25,011</u>	<u>\$ 16,805</u>	<u>\$ 6,514</u>	<u>\$ 16,425</u>
Total gross non-performing assets as a percentage of average total assets	<u>2.39%</u>	<u>1.15%</u>	<u>0.85%</u>	<u>0.38%</u>	<u>1.14%</u>

(1) One relationship is \$10.3 million of this total. The project has been completed in the first quarter of 2008 and the

company expects to resolve this non-performing asset shortly. See Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations -- Non-performing Assets.

Gross impaired loans totaled \$35.5 million at December 31, 2007 and \$20.2 million at December 31, 2006. A loan is considered impaired when, based on current information and events, it is probable that the Bank will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status, collateral value and the probability of collecting scheduled principal and interest payments when due.

For the year ended December 31, 2007, gross interest income which would have been recorded had the non-accruing loans been current in accordance with their original terms amounted to \$2.7 million. The amount that was included in interest income on these loans was \$1.1 million for the year ended December 31, 2007.

The level of non-performing assets is primarily attributable to the Bank's commercial real estate, commercial and residential construction, commercial business and one- to four-family residential lending activities. Commercial activities generally involve significantly greater credit risks than single-family residential lending. For a discussion of significant non-performing assets and potential problem loans, see "Management's Discussion and Analysis of Financial Condition and Results of Operations."

### **Allowances for Losses on Loans and Foreclosed Assets**

Great Southern maintains an allowance for loan losses to absorb losses known and inherent in the loan portfolio based upon ongoing, monthly assessments of the loan portfolio. Our methodology for assessing the appropriateness of the allowance consists of several key elements, which include a formula allowance, specific allowances for identified problem loans and portfolio segments and economic conditions that may lead to a concern about the loan portfolio or segments of the loan portfolio.

The formula allowance is calculated by applying loss factors to outstanding loans based on the internal risk evaluation of such loans or pools of loans. Changes in risk evaluations of both performing and non-performing loans affect the amount of the formula allowance. Loss factors are based both on our historical loss experience and on significant factors that, in management's judgment, affect the collectibility of the portfolio as of the evaluation date. Loan loss factors for portfolio segments are representative of the credit risks associated with loans in those segments. The greater the credit risks associated with a particular segment, the greater the loss factor.

The appropriateness of the allowance is reviewed by management based upon its evaluation of then-existing economic and business conditions affecting our key lending areas. Other conditions that management considers in determining the appropriateness of the allowance include, but are not limited to, changes to our underwriting standards (if any), credit quality trends (including changes in non-performing loans expected to result from existing economic and other market conditions), trends in collateral values, loan volumes and concentrations, and recent loss experience in particular segments of the portfolio that existed as of the balance sheet date and the impact that such conditions were believed to have had on the collectibility of those loans.

Senior management reviews these conditions monthly in discussions with our senior credit officers. To the extent that any of these conditions are evidenced by a specifically identifiable problem loan or portfolio segment as of the evaluation date, management's estimate of the effect of such condition may be reflected as a specific allowance applicable to such loan or portfolio segment. Where any of these conditions are not evidenced by a specifically identifiable problem loan or portfolio segment as of the evaluation date, management's evaluation of the loss related to these conditions is reflected in the unallocated allowance associated with our portfolios of mortgage, consumer, commercial and construction loans. The evaluation of the inherent loss with respect to these conditions is subject to a higher degree of uncertainty because they are not identified with specific problem loans or portfolio segments.

The amounts actually observed in respect to these losses can vary significantly from the estimated amounts. Our methodology permits adjustments to any loss factor used in the computation of the formula allowances in the event that, in management's judgment, significant factors which affect the collectibility of the portfolio, as of the evaluation date, are not reflected in the current loss factors. By assessing the estimated losses inherent in our loan portfolio on a monthly basis, we can adjust specific and inherent loss estimates based upon more current information.

On a quarterly basis, senior management presents a formal assessment of the adequacy of the allowance for loan losses to Great Southern's board of directors for the board's approval of the allowance. 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 or changes in the market value of collateral securing loans that may be susceptible to significant change. In the opinion of management, the allowance when taken as a whole is adequate to absorb reasonable estimated loan losses inherent in



Great Southern's loan portfolio.

Allowances for estimated losses on foreclosed assets (real estate and other assets acquired through foreclosure) are charged to expense, when in the opinion of management, any significant and permanent decline in the market value of the underlying asset reduces the market value to less than the carrying value of the asset. Senior management assesses the market value of each foreclosed asset individually.

At December 31, 2007 and 2006, Great Southern had an allowance for losses on loans of \$25.5 million and \$26.3 million, respectively, of which \$9.6 million and \$6.4 million, respectively, had been allocated as an allowance for specific loans, including \$6.0 million and \$3.3 million, respectively, allocated for impaired loans. The allowance is discussed further in Note 4 of the Notes to Consolidated Financial Statements and "Management's Discussion and Analysis of Financial Condition and Results of Operations."

The allocation of the allowance for losses on loans at the dates indicated is summarized as follows. The table is based on information prepared in accordance with generally accepted accounting principles.

	December 31,									
	2007		2006		2005		2004		2003	
	% of Loans to Total	% of Loans to Total	% of Loans to Total	% of Loans to Total	% of Loans to Total	% of Loans to Total	% of Loans to Total	% of Loans to Total	% of Loans to Total	% of Loans to Total
	<u>Amount</u>	<u>Loans</u>	<u>Amount</u>	<u>Loans</u>	<u>Amount</u>	<u>Loans</u>	<u>Amount</u>	<u>Loans</u>	<u>Amount</u>	<u>Loans</u>
	(Dollars in thousands)									
One- to four-family residential and construction	\$ 6,042	26.2%	\$ 2,029	27.1%	\$ 1,679	23.7%	\$ 2,019	23.1%	\$ 1,485	20.5%
Other residential and construction	1,929	8.1	1,436	7.4	2,084	10.0	1,030	11.0	2,092	11.1
Commercial real estate	2,257	22.4	9,363	27.4	9,331	31.2	8,984	33.5	8,986	36.1
Commercial construction	10,266	22.7	9,189	22.9	7,563	21.6	8,843	16.1	4,875	14.7
Other commercial	2,736	12.8	2,150	7.7	2,081	5.7	894	7.2	1,625	7.5
Consumer and overdrafts	2,229	7.8	2,091	7.5	1,811	7.8	1,719	9.1	1,781	10.1
Total	<u>\$25,459</u>	<u>100.0%</u>	<u>\$26,258</u>	<u>100.0%</u>	<u>\$24,549</u>	<u>100.0%</u>	<u>\$23,489</u>	<u>100.0%</u>	<u>\$20,844</u>	<u>100.0%</u>

The following table sets forth an analysis of activity in the Bank's allowance for losses on loans showing the details of the activity by types of loans. The table is based on information prepared in accordance with generally accepted accounting principles.

	December 31,				
	2007	2006	2005	2004	2003
	(Dollars in thousands)				
Balance at beginning of period	\$ 26,258	\$ 24,549	\$ 23,489	\$ 20,844	\$ 21,288
Charge-offs:					
One- to four-family residential	549	189	215	241	369
Other residential	---	96	---	---	---
Commercial real estate	1,122	310	163	70	1,016
Construction	3,428	1,618	570	36	1,016
Consumer, overdrafts and other loans	3,568	3,704	3,345	3,510	3,646
Other commercial	202	324	963	1,123	1,497
Total charge-offs	<u>8,869</u>	<u>6,241</u>	<u>5,256</u>	<u>4,980</u>	<u>7,544</u>
Recoveries:					
One- to four-family residential	24	59	16	265	22
Other residential	16	1	---	3	---
Commercial real estate	40	27	48	92	50
Construction	183	41	7	6	20
Consumer, overdrafts and other loans	2,132	2,290	2,109	2,138	2,089
Other commercial	200	82	111	321	119
Total recoveries	<u>2,595</u>	<u>2,500</u>	<u>2,291</u>	<u>2,825</u>	<u>2,300</u>
Net charge-offs	6,274	3,741	2,965	2,155	5,244
Provision for losses on loans	<u>5,475</u>	<u>5,450</u>	<u>4,025</u>	<u>4,800</u>	<u>4,800</u>
Balance at end of period	<u>\$ 25,459</u>	<u>\$ 26,258</u>	<u>\$ 24,549</u>	<u>\$ 23,489</u>	<u>\$ 20,844</u>
Ratio of net charge-offs to average loans					
Outstanding	<u>0.35%</u>	<u>0.23%</u>	<u>0.20%</u>	<u>0.17%</u>	<u>0.47%</u>

### Investment Activities

Excluding those issued by the United States Government, or its agencies, there were no investment securities in excess of 10% of the Bank's retained earnings at December 31, 2007 and 2006, respectively. Agencies, for this purpose, primarily include Freddie Mac, Fannie Mae and FHLBank.

As of December 31, 2007 and 2006, the Bank held approximately \$1.4 million and \$1.5 million, respectively, in principal amount of investment securities which the Bank intends to hold until maturity. As of such dates, these securities had fair values of approximately \$1.5 million and \$1.6 million, respectively. In addition, as of December 31, 2007 and 2006, the Company held approximately \$425.0 million and \$344.2 million, respectively, in principal amount of investment securities which the Company classified as available-for-sale. See Notes 1 and 2 of the Notes to Consolidated Financial Statements. Agencies, for this purpose, primarily include Freddie Mac, Fannie Mae and FHLBank.

The amortized cost and approximate fair values of, and gross unrealized gains and losses on, investment securities at the dates indicated are summarized as follows.

	December 31, 2007			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Approximate Fair Value
	(Dollars in thousands)			
<b>AVAILABLE-FOR-SALE SECURITIES:</b>				
U.S. government agencies	\$ 126,117	\$ 53	\$ 375	\$ 125,795
Collateralized mortgage obligations	39,769	214	654	39,329
Mortgage-backed securities	183,023	1,030	916	183,137
Corporate bonds	1,501	---	25	1,476
States and political subdivisions	62,572	533	453	62,652
Equity securities	12,874	4	239	12,639
Total available-for-sale securities	<u>\$ 425,856</u>	<u>\$ 1,834</u>	<u>\$ 2,662</u>	<u>\$ 425,028</u>
<b>HELD-TO-MATURITY SECURITIES:</b>				
States and political subdivisions	<u>\$ 1,420</u>	<u>\$ 88</u>	<u>\$ ---</u>	<u>\$ 1,508</u>
Total held-to-maturity securities	<u>\$ 1,420</u>	<u>\$ 88</u>	<u>\$ ---</u>	<u>\$ 1,508</u>

	December 31, 2006			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Approximate Fair Value
	(Dollars in thousands)			
<b>AVAILABLE-FOR-SALE SECURITIES:</b>				
U.S. government agencies	\$ 59,494	\$ ---	\$ 798	\$ 58,696
Collateralized mortgage obligations	30,536	1	453	30,084
Mortgage-backed securities	191,282	221	3,027	188,476
Corporate bonds	3,355	101	---	3,456
States and political subdivisions	51,128	870	31	51,967
Equity securities	11,196	317	---	11,513
Total available-for-sale securities	<u>\$ 346,991</u>	<u>\$ 1,510</u>	<u>\$ 4,309</u>	<u>\$ 344,192</u>
<b>HELD-TO-MATURITY SECURITIES:</b>				
States and political subdivisions	<u>\$ 1,470</u>	<u>\$ 99</u>	<u>\$ ---</u>	<u>\$ 1,569</u>
Total held-to-maturity securities	<u>\$ 1,470</u>	<u>\$ 99</u>	<u>\$ ---</u>	<u>\$ 1,569</u>

	December 31, 2005			Approximate Fair Value
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	
	(Dollars in thousands)			
<b>AVAILABLE-FOR-SALE SECURITIES:</b>				
U.S. government agencies	\$ 37,913	\$ ---	\$ 1,381	\$ 36,532
Collateralized mortgage obligations	32,671	---	628	32,043
Mortgage-backed securities	240,534	122	4,628	236,028
Corporate bonds	5,861	160	---	6,021
States and political subdivisions	45,215	507	107	45,615
Equity securities	13,334	5	262	13,077
Total available-for-sale securities	<u>\$ 375,528</u>	<u>\$ 794</u>	<u>\$ 7,006</u>	<u>\$ 369,316</u>
<b>HELD-TO-MATURITY SECURITIES:</b>				
States and political subdivisions	<u>\$ 1,510</u>	<u>\$ 93</u>	<u>\$ ---</u>	<u>\$ 1,603</u>
Total held-to-maturity securities	<u>\$ 1,510</u>	<u>\$ 93</u>	<u>\$ ---</u>	<u>\$ 1,603</u>

The following tables present the contractual maturities and weighted average tax-equivalent yields of available-for-sale securities at December 31, 2007.

	Tax-Equivalent		Approximate Fair Value
	Cost	Amortized Yield	
(Dollars in thousands)			
One year or less	\$ ---	---%	\$ ---
After one through five years	17,989	4.66%	17,922
After five through ten years	107,074	6.00%	107,084
After ten years	65,127	6.21%	64,917
Securities not due on a single maturity date	222,792	5.05%	222,466
Equity securities	12,874	7.41%	12,639
Total	<u>\$ 425,856</u>	5.52%	<u>\$ 425,028</u>

	One Year or Less	After One Through Five Years	After Five Through Ten Years	After Ten Years	Securities Not Due on a Single Maturity Date	Equity Securities	Total
(Dollars in thousands)							
U.S. government agencies	\$ ---	\$17,354	\$ 103,798	\$ 4,965	\$ ---	\$ ---	\$ 126,117
Collateralized mortgage obligations	---	---	---	---	39,769	---	39,769
Mortgage-backed securities	---	---	---	---	183,023	---	183,023
States and political subdivisions	---	635	3,276	58,661	---	---	62,572
Corporate bonds	---	---	---	1,501	---	---	1,501
Equity securities	---	---	---	---	---	12,874	12,874
<b>Total</b>	<b>\$ ---</b>	<b>\$17,989</b>	<b>\$107,074</b>	<b>\$65,127</b>	<b>\$222,792</b>	<b>\$12,874</b>	<b>\$425,856</b>

The following table presents the contractual maturities and weighted average tax-equivalent yields of held-to-maturity securities at December 31, 2007.

	Cost	Tax-Equivalent Amortized Yield	Approximate Fair Value
(Dollars in thousands)			
States and political subdivisions:			
After one through five years	\$ ---	---%	\$ ---
After five through ten years	---	---%	---
After ten years	<u>1,420</u>	7.48%	<u>1,508</u>
Total	<u>\$1,420</u>	7.48%	<u>\$ 1,508</u>

The following table shows our investments' gross unrealized losses and fair values, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position at December 31, 2007, 2006 and 2005, respectively:

Description of Securities	2007					
	Less than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
(Dollars in thousands)						
U.S. government agencies	\$ 43,418	\$ 80	\$ 13,524	\$ 295	\$ 56,942	\$ 375
Mortgage-backed securities	22,498	100	62,817	816	85,315	916
Collateralized mortgage obligations	11,705	154	18,238	500	29,943	654
State and political subdivisions	23,398	421	2,216	32	25,614	453
Equity securities	4,766	239	---	---	4,766	239
Corporate bonds	<u>1,476</u>	<u>25</u>	<u>---</u>	<u>---</u>	<u>1,476</u>	<u>25</u>

\$ 107,261   \$ 1,019   \$ 96,795   \$ 1,643   \$ 204,056   \$ 2,662

Description of Securities	2006					
	Less than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
	(Dollars in thousands)					
U.S. government agencies	\$ ---	\$ ---	\$ 23,455	\$ 798	\$ 23,455	\$ 798
Mortgage-backed securities	17,772	48	130,509	2,979	148,281	3,027
Collateralized mortgage obligations	---	---	28,246	453	28,246	453
State and political subdivisions	1,685	3	3,090	28	4,775	31
	<u>\$ 19,457</u>	<u>\$ 51</u>	<u>\$ 185,300</u>	<u>\$ 4,258</u>	<u>\$ 204,757</u>	<u>\$ 4,309</u>

Description of Securities	2005					
	Less than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
	(Dollars in thousands)					
U.S. government agencies	\$ 13,886	\$ 385	\$ 22,646	\$ 996	\$ 36,532	\$ 1,381
Mortgage-backed securities	110,202	1,850	92,965	2,778	203,167	4,628
State and political subdivisions	10,874	71	2,775	36	13,649	107
Equity securities	2,761	193	10,308	69	13,069	262
Collateralized mortgage obligations	20,101	252	11,942	376	32,043	628
	<u>\$ 157,824</u>	<u>\$ 2,751</u>	<u>\$ 140,636</u>	<u>\$ 4,255</u>	<u>\$ 298,460</u>	<u>\$ 7,006</u>

### Sources of Funds

*General.* Deposit accounts have traditionally been the principal source of the Bank's funds for use in lending and for other general business purposes. In addition to deposits, the Bank obtains funds through advances from the Federal Home Loan Bank of Des Moines ("FHLBank") and other borrowings, loan repayments, loan sales, and cash flows generated from operations. Scheduled loan payments are a relatively stable source of funds, while deposit inflows and outflows and the related costs of such funds have varied widely. Borrowings such as FHLBank advances may be used on a short-term basis to compensate for seasonal reductions in deposits or deposit inflows at less than projected levels and may be used on a longer-term basis to support expanded lending activities. The availability of funds from loan sales is influenced by general interest rates as well as the volume of originations.

*Deposits.* The Bank attracts both short-term and long-term deposits from the general public by offering a wide variety of accounts and rates and also purchases brokered deposits. In recent years, the Bank has been required by market conditions to rely increasingly on short-term accounts and other deposit alternatives that are more responsive to market interest rates. The Bank offers regular savings accounts, checking accounts, various money market accounts, fixed-interest rate certificates with varying maturities, certificates of deposit in minimum amounts of \$100,000 ("Jumbo" accounts), brokered certificates and individual retirement accounts.

The following table sets forth the dollar amount of deposits, by interest rate range, in the various types of deposit programs



offered by the Bank at the dates indicated. Interest rates on time deposits reflect the rate paid to the certificate holder and do not reflect the effects of the Company's interest rate swaps.

	December 31,					
	2007		2006		2005	
	Amount	Percent of Total	Amount	Percent of Total	Amount	Percent of Total
	(Dollars in thousands)					
Time deposits:						
0.00% - 1.99%	\$ 598	.04%	\$ ---	---%	\$ 3,605	.23%
2.00% - 2.99%	22,850	1.30	1,457	0.09	47,156	3.04
3.00% - 3.99%	93,717	5.34	155,213	9.13	398,560	25.72
4.00% - 4.99%	470,718	26.84	358,428	21.08	395,830	25.54
5.00% - 5.99%	497,877	28.39	567,767	33.39	94,588	6.10
6.00% - 6.99%	10,394	0.59	21,694	1.28	20,621	1.33
7.00% and above	374	0.02	369	0.02	365	0.02
Total time deposits	1,096,528	62.52	1,104,928	64.99	960,725	61.98
Non-interest-bearing demand deposits	166,231	9.48	205,191	12.07	192,247	12.40
Interest-bearing demand and savings deposits (2.75%-3.03%-2.55%)	491,135	28.00	390,158	22.94	397,064	25.62
	<u>1,753,894</u>	<u>100.00%</u>	<u>1,700,277</u>	<u>100.00%</u>	<u>1,550,036</u>	<u>100.00%</u>
Interest rate swap fair value adjustment	9,252		3,527		217	
Total Deposits	<u>\$ 1,763,146</u>		<u>\$ 1,703,804</u>		<u>\$ 1,550,253</u>	

A table showing maturity information for the Bank's time deposits as of December 31, 2007, is presented in Note 6 of the Notes to Consolidated Financial Statements.

The variety of deposit accounts offered by the Bank has allowed it to be competitive in obtaining funds and has allowed it to respond with flexibility to changes in consumer demand. The Bank has become more susceptible to short-term fluctuations in deposit flows, as customers have become more interest rate conscious. The Bank manages the pricing of its deposits in keeping with its asset/liability management and profitability objectives. Based on its experience, management believes that its certificate accounts are relatively stable sources of deposits, while its checking accounts have proven to be more volatile. However, the ability of the Bank to attract and maintain deposits, and the rates paid on these deposits, has been and will continue to be significantly affected by money market conditions.

The following table sets forth the time remaining until maturity of the Bank's time deposits as of December 31, 2007. The table is based on information prepared in accordance with generally accepted accounting principles.

	Maturity				Total
	3 Months or Less	Over 3 Months to 6 Months	Over 6 to 12 Months	Over 12 Months	
	(Dollars in thousands)				
Time deposits:					
Less than \$100,000	\$ 95,302	\$ 72,564	\$ 55,130	\$ 30,304	\$ 253,300
\$100,000 or more	66,234	45,296	34,556	13,965	160,051
Brokered	229,361	61,453	67,914	315,881	674,609
Public funds <sup>(1)</sup>	5,334	2,217	1,015	2	8,568
Total	<u>\$ 396,231</u>	<u>\$ 181,530</u>	<u>\$ 158,615</u>	<u>\$ 360,152</u>	<u>\$ 1,096,528</u>

<sup>(1)</sup> Deposits from governmental and other public entities.

*Brokered deposits.* Brokered deposits are marketed through national brokerage firms to their customers in \$1,000 increments. The Bank maintains only one account for the total deposit amount while the records of detailed owners are maintained by the Depository Trust Company under the name of CEDE & Co. The deposits are transferable just like a stock or bond investment and the customer can open the account with only a phone call, just like buying a stock or bond. This provides a large deposit for the Bank at a lower operating cost since the Bank only has one account to maintain versus several accounts with multiple interest and maturity checks. At December 31, 2007 and 2006, the Bank had approximately \$674.6 million and \$708.2 million in brokered deposits, respectively.

Unlike non-brokered deposits where the deposit amount can be withdrawn prior to maturity with a penalty for any reason, including increasing interest rates, a brokered deposit can only be withdrawn in the event of the death, or court declared mental incompetence, of the depositor. This allows the Bank to better manage the maturity of its deposits. Currently, the rates offered by the Bank for brokered deposits are comparable to that offered for retail certificates of deposit of similar size and maturity.

The Company uses interest rate swaps to manage its interest rate risks from recorded financial liabilities. During fiscal 2007 and 2006, the Company entered into interest rate swap agreements with the objective of economically hedging against the effects of changes in the fair value of its liabilities for fixed rate brokered certificates of deposit caused by changes in market interest rates. These interest rate swaps have allowed the Company to create funding of varying maturities at a variable rate that in the past has approximated three-month LIBOR.

*Borrowings.* Great Southern's other sources of funds include advances from the FHLBank and a Qualified Loan Review ("QLR") arrangement with the FRB and other borrowings.

As a member of the FHLBank, the Bank is required to own capital stock in the FHLBank and is authorized to apply for advances from the FHLBank. Each FHLBank credit program has its own interest rate, which may be fixed or variable, and range of maturities. The FHLBank may prescribe the acceptable uses for these advances, as well as other risks on availability, limitations on the size of the advances and repayment provisions. At December 31, 2007 and 2006, the Bank's FHLBank advances outstanding were \$213.9 million and \$179.2 million, respectively.

The FRB has a QLR program where the Bank can borrow on a temporary basis using commercial loans pledged to the FRB. Under the QLR program, the Bank can borrow any amount up to a calculated collateral value of the commercial loans pledged, for virtually any reason that creates a temporary cash need. Examples of this could be: (1) the need to fund for late outgoing wires or cash letter settlements, (2) the need to disburse one or several loans but the permanent source of funds will not be available for a few days; (3) a temporary spike in interest rates on other funding sources that are being used; or (4) the need to purchase a security for collateral pledging purposes a few days prior to the funds becoming available on an existing security that is maturing. The Bank had commercial



loans pledged to the FRB at December 31, 2007 that would have allowed approximately \$169.2 million to be borrowed under the above arrangement. Other than the Term Auction Facility described below, there were no outstanding borrowings from the FRB at December 31, 2007.

In December 2007, the FRB established a temporary Term Auction Facility ("TAF"). Under the TAF program, the FRB auctions term funds to depository institutions against the collateral that can be used to secure loans at the discount window. All depository institutions that are judged to be in generally sound financial condition by their local Reserve Bank and that are eligible to borrow under the primary credit discount window program are eligible to participate in TAF auctions. All advances must be fully collateralized. Each TAF auction is for a fixed amount and a fixed maturity date, with the rate determined by the auction process. At December 31, 2007, the Bank had an outstanding balance of \$50 million under the TAF program. This advance matured January 31, 2008. The interest rate on this advance was 4.67%. New advances of \$50 million were entered into in January and February 2008 upon maturity of the previous advances. The interest rate on the currently outstanding advance is 3.08%.

Great Southern Capital Trust I ("Trust I"), a Delaware statutory trust, issued 1,725,000 shares of unsecured 9.00% Cumulative Trust Preferred Securities at \$10 per share in an underwritten public offering. The gross proceeds of the offering were used to purchase 9.00% Junior Subordinated Debentures from the Company totaling \$17,784,000. The Company's proceeds from the issuance of the Subordinated Debentures to Trust I, net of underwriting fees and offering expenses, were \$16.3 million. The Subordinated Debentures were scheduled to mature in 2031; however, the Company elected to redeem the debentures (and as a result the Trust I Securities) in November 2006. As a result of the redemption of the Trust I securities, approximately \$510,000 (after tax) of related unamortized issuance costs were written off as a noncash expense in 2006. The Company entered into an interest rate swap agreement to effectively convert the subordinated debentures, which are fixed rate debt, into variable rates of interest. The variable rate was three-month LIBOR plus 202 basis points, adjusting quarterly. This interest rate swap was terminated in November 2006 at no cost to the Company.

In November 2006, Great Southern Capital Trust II ("Trust II"), a statutory trust formed by the Company for the purpose of issuing the securities, issued \$25,000,000 aggregate liquidation amount of floating rate cumulative trust preferred securities. The Trust II securities bear a floating distribution rate equal to 90-day LIBOR plus 1.60%. The Trust II securities are redeemable at the Company's option beginning in February 2012, and if not sooner redeemed, mature on February 1, 2037. The Trust II securities were sold in a private transaction exempt from registration under the Securities Act of 1933, as amended. The gross proceeds of the offering were used to purchase Junior Subordinated Debentures from the Company totaling \$25,774,000. The initial interest rate on the Trust II debentures and the rate at December 31, 2006, was 6.98%. The interest rate was 6.51% at December 31, 2007.

In July 2007, Great Southern Capital Trust III ("Trust III"), a statutory trust formed by the Company for the purpose of issuing the securities, issued \$5,000,000 aggregate liquidation amount of floating rate cumulative trust preferred securities. The Trust III securities bear a floating distribution rate equal to 90-day LIBOR plus 1.40%. The Trust III securities are redeemable at the Company's option beginning in October 2012, and if not sooner redeemed, mature on October 1, 2037. The Trust III securities were sold in a private transaction exempt from registration under the Securities Act of 1933, as amended. The gross proceeds of the offering were used to purchase Junior Subordinated Debentures from the Company totaling \$5,155,000. The initial interest rate on the Trust III debentures was 6.76%. The interest rate was 6.63% at December 31, 2007.

The following table sets forth the maximum month-end balances, average daily balances and weighted average interest rates of FHLBank advances during the periods indicated.

	Year Ended December 31,		
	2007	2006	2005
	(Dollars in thousands)		
FHLBank Advances:			
Maximum balance	\$ 213,867	\$ 263,984	\$ 241,946
Average balance	144,773	180,414	203,719
Weighted average interest rate	4.81%	4.51%	3.86%

The following table sets forth certain information as to the Company's FHLBank advances at the dates indicated.

	December 31,		
	2007	2006	2005
	(Dollars in thousands)		
FHLBank advances	<u>\$ 213,867</u>	<u>\$ 179,170</u>	<u>\$ 203,435</u>
Weighted average interest rate of FHLBank advances	<u>4.22%</u>	<u>5.13%</u>	<u>4.16%</u>

The following tables set forth the maximum month-end balances, average daily balances and weighted average interest rates of other borrowings during the periods indicated. Other borrowings includes primarily overnight borrowings and securities sold under reverse repurchase agreements.

	Year Ended December 31, 2007		
	Maximum Balance	Average Balance	Weighted Average Interest Rate
	(Dollars in thousands)		
Other Borrowings:			
Overnight borrowings	\$ 30,000	\$ 7,820	5.24%
Securities sold under reverse repurchase agreements	184,214	162,346	4.26
Federal Reserve term auction facility	50,000	779	4.86
Other	4	<u>1</u>	---
Total		<u>\$ 170,946</u>	4.30%
Total maximum month-end balance	\$ 216,721		

	Year Ended December 31, 2006		
	Maximum Balance	Average Balance	Weighted Average Interest Rate
	(Dollars in thousands)		
Other Borrowings:			
Overnight borrowings	\$ 37,000	\$ 6,831	5.26%
Securities sold under reverse repurchase agreements	153,819	122,688	4.31
Other	3	<u>4</u>	---
Total		<u>\$ 129,523</u>	4.36%
Total maximum month-end balance	\$ 186,688		

	Year Ended December 31, 2005		
	Maximum Balance	Average Balance	Weighted Average Interest Rate
	(Dollars in thousands)		
Other Borrowings:			
Overnight borrowings	\$ 51,500	\$ 8,200	3.65%
Securities sold under reverse repurchase agreements	172,162	149,418	3.12
Other	282	<u>129</u>	---
Total		<u>\$ 157,747</u>	3.15%
Total maximum month-end balance	\$ 199,076		

The following tables set forth year-end balances and weighted average interest rates of the Company's other borrowings at the dates indicated.

	December 31, 2007	
	Balance	Weighted Average Interest Rate
	(Dollars in thousands)	
Other borrowings:		
Overnight borrowings	\$ 23,000	3.18%
Securities sold under reverse repurchase agreements	143,721	3.52
Federal Reserve term auction facility	<u>50,000</u>	4.67
Total	<u>\$ 216,721</u>	3.75%

	December 31, 2006	
	Balance	Weighted Average Interest Rate
	(Dollars in thousands)	
Other borrowings:		
Securities sold under reverse repurchase agreements	<u>\$ 120,956</u>	4.45%
Total	<u>\$ 120,956</u>	4.45%

	December 31, 2005	
	Balance	Weighted Average Interest Rate
	(Dollars in thousands)	
Other borrowings:		
Overnight borrowings	\$ 1,001	4.33%
Securities sold under reverse repurchase agreements	132,512	4.01
Other	<u>45</u>	---

Total	\$ <u>133,558</u>	4.01%
-------	-------------------	-------



The following table sets forth the maximum month-end balances, average daily balances and weighted average interest rates of subordinated debentures issued to capital trust during the periods indicated.

	Year Ended December 31,		
	2007	2006	2005
	(Dollars in thousands)		
Subordinated debentures:			
Maximum balance	\$ 30,929	\$ 25,774	\$ 18,612
Average balance	28,223	18,739	18,305
Weighted average interest rate	6.78%	7.12%	5.39%

The following table sets forth certain information as to the Company's subordinated debentures issued to capital trust at the dates indicated.

	December 31,		
	2007	2006	2005
	(Dollars in thousands)		
Subordinated debentures	\$ 30,929	\$ 25,774	\$ 17,784
Interest rate swap fair value adjustment	N/A	N/A	275
	<u>\$ 30,929</u>	<u>\$ 25,774</u>	<u>\$ 18,059</u>
Weighted average interest rate of subordinated debentures	<u>6.53%</u>	<u>6.98%</u>	<u>6.04%</u>

## Subsidiaries

*Great Southern.* As a Missouri-chartered trust company, Great Southern may invest up to 3%, which was equal to \$73.0 million at December 31, 2007, of its assets in service corporations. At December 31, 2007, the Bank's total investment in Great Southern Real Estate Development Corporation ("Real Estate Development") was \$2.4 million. Real Estate Development was incorporated and organized in 2003 under the laws of the State of Missouri. At December 31, 2007, the Bank's total investment in Great Southern Financial Corporation ("GSFC") was \$4.0 million. GSFC is incorporated under the laws of the State of Missouri, and does business as Great Southern Insurance and Great Southern Travel. At December 31, 2007, the Bank's total investment in Great Southern Community Development Corporation ("Community Development") was \$1.7 million. Community Development was incorporated and organized in 2004 under the laws of the State of Missouri. At December 31, 2007, the Bank's total investment in GS, L.L.C. ("GSLLC") was \$(816,000). GSLLC was incorporated and organized in 2005 under the laws of the State of Missouri. At December 31, 2007, the Bank's total investment in GSSC, L.L.C. ("GSSCLLC") was \$1.1 million. GSSCLLC was incorporated and organized in 2007 under the laws of the State of Missouri. These subsidiaries are primarily engaged in the activities described below. In addition, Great Southern has two other subsidiary companies that are not considered service corporations, GSB One, L.L.C. and GSB Two, L.L.C. These companies are also described below.

### *Great Southern Real Estate Development Corporation.*

Generally, the purpose of Real Estate Development is to hold real estate assets which have been obtained through foreclosure by the Bank and which require ongoing operation of a business or completion of construction. In 2007 and 2006, Real Estate Development did not hold any significant real estate assets. Real Estate Development had net income of \$-0- and \$-0- in the years ended December 31, 2007 and 2006, respectively.

*General Insurance Agency.* Great Southern Insurance, a division of GSFC, was organized in 1974. It acts as a general property, casualty and life insurance agency for a number of clients, including the Bank. Great Southern

Insurance had net income of \$189,000 and \$176,000 in the years ended December 31, 2007 and 2006, respectively. In addition, Great Southern Insurance had gross revenues of \$1.6 million and \$1.5 million in the years ended December 31, 2007 and 2006, respectively.

*Travel Agency.* Great Southern Travel, a division of GSFC, was organized in 1976. At December 31, 2007, it was the largest travel agency based in southwestern Missouri and was estimated to be in the top 5% (based on gross revenue) of travel agencies nationwide. Great Southern Travel operates from thirteen full-time locations, including a facility at the Springfield-Branson National Airport, and additional corporate on-site locations. It engages in personal, commercial and group travel services. Great Southern Travel had net income of \$195,000 and \$436,000 in the years ended December 31, 2007 and 2006, respectively. In addition, Great Southern Travel had gross revenues of \$6.7 million and \$5.7 million in the years ended December 31, 2007 and 2006, respectively.

*GSB One, L.L.C.*

At December 31, 2007, the Bank's total investment in GSB One, L.L.C. ("GSB One") and GSB Two, L.L.C. ("GSB Two") was \$691 million. The capital contribution was made by transferring participations in loans to GSB Two. GSB One is a Missouri limited liability company that was formed in March of 1998. Currently the only activity of this company is the ownership of GSB Two.

*GSB Two, L.L.C.*

This is a Missouri limited liability company that was formed in March of 1998. GSB Two is a real estate investment trust ("REIT"). It holds participations in real estate mortgages from the Bank. The Bank continues to service the loans in return for a management and servicing fee from GSB Two. GSB Two had net income of \$39.3 million and \$39.0 million in the years ended December 31, 2007 and 2006, respectively.

*Great Southern Community Development Corporation.* Generally, the purpose of Community Development is to invest in community development projects that have a public benefit, and are permissible under Missouri law. These include such activities as investing in real estate and investing in other community development corporations. Community Development had a net loss of \$1,000 and net income of \$29,000 in the years ended December 31, 2007 and 2006, respectively.

*GS, L.L.C.*

GS, L.L.C. was organized in 2005. GSLLC is a limited liability corporation that invests in multiple limited liability corporations (as a limited partner) for the purpose of acquiring state and federal historic tax credits which are utilized by Great Southern. GSLLC had net losses of \$2.3 million and \$2.6 million in the years ended December 31, 2007 and 2006, respectively, which primarily resulted from the cost to acquire tax credits. These losses were offset by the tax credits utilized by Great Southern.

*GSSC, L.L.C.*

GSSC, L.L.C. was organized in 2007. GSSCLLC is a limited liability corporation that invests in multiple limited liability corporations (as a limited partner) for the purpose of acquiring state tax credits which are utilized by Great Southern. GSSCLLC had a net loss of \$-0- in the year ended December 31, 2007. Losses in GSSCLLC will primarily result from the cost to acquire tax credits. Losses will be offset by the tax credits utilized by Great Southern.

## **Competition**

Great Southern faces strong competition both in originating real estate and other loans and in attracting deposits. Competition in originating real estate loans comes primarily from other commercial banks, savings institutions and mortgage bankers making loans secured by real estate located in the Bank's market area. Commercial banks and finance companies provide vigorous competition in commercial and consumer lending. The Bank competes for real estate and other loans principally on the basis of the interest rates and loan fees it charges, the types of loans it originates and the quality of services it provides to borrowers. The other lines of business of the Bank, including loan servicing and loan sales, as well as the Bank and Company subsidiaries, face significant competition in their markets.

The Bank faces substantial competition in attracting deposits from other commercial banks, savings institutions, money market and mutual funds, credit unions and other investment vehicles. The Bank attracts a significant amount of deposits through its branch offices primarily from the communities in which those branch offices are located; therefore, competition for those deposits is principally from other commercial banks and savings institutions located in the same communities. The Bank competes for these deposits by offering a variety of deposit accounts at competitive rates, convenient business hours, and convenient branch and ATM locations with inter-branch deposit and withdrawal privileges at each branch location.



## **Employees**

At December 31, 2007, the Bank and its affiliates had a total of 775 employees, including 174 part-time employees. None of the Bank's employees are represented by any collective bargaining agreement. Management considers its employee relations to be good.

## **Government Supervision and Regulation**

### **General**

On June 30, 1998, the Bank converted from a federal savings bank to a Missouri-chartered trust company, with the approval of the Missouri Division of Finance ("MDF") and the FRB. The Bank is regulated as a bank under state and federal law. By converting, the Bank was able to expand its consumer and commercial lending authority.

The Company and its subsidiaries are subject to supervision and examination by applicable federal and state banking agencies. The earnings of the Bank's subsidiaries, and therefore the earnings of the Company, are affected by general economic conditions, management policies and the legislative and governmental actions of various regulatory authorities, including the FRB, the Federal Deposit Insurance Corporation ("FDIC") and the MDF. The following is a brief summary of certain aspects of the regulation of the Company and the Bank and does not purport to fully discuss such regulation.

### **Bank Holding Company Regulation**

The Company is a bank holding company that has elected to be treated as a financial holding company by the FRB. Financial holding companies are subject to comprehensive regulation by the FRB under the Bank Holding Company Act, and the regulations of the FRB. As a financial holding company, the Company is required to file reports with the FRB and such additional information as the FRB may require, and is subject to regular examinations by the FRB. The FRB also has extensive enforcement authority over financial holding companies, including, among other things, the ability to assess civil money penalties, to issue cease and desist or removal orders and to require that a holding company divest subsidiaries (including its bank subsidiaries). In general, enforcement actions may be initiated for violations of law and regulations and unsafe or unsound practices.

Under FRB policy, a bank holding company must serve as a source of strength for its subsidiary banks. Under this policy, the FRB may require, and has required in the past, that a bank holding company contribute additional capital to an undercapitalized subsidiary bank.

Under the Bank Holding Company Act, a financial holding company must obtain FRB approval before: (i) acquiring, directly or indirectly, ownership or control of any voting shares of another bank or bank holding company if, after such acquisition, it would own or control more than 5% of such shares (unless it already owns or controls the majority of such shares); (ii) acquiring all or substantially all of the assets of another bank or bank or financial holding company; or (iii) merging or consolidating with another bank or financial holding company.

The Bank Holding Company Act also prohibits a financial holding company generally from engaging directly or indirectly in activities other than those involving banking, activities closely related to banking that are permitted for a bank holding company, securities, insurance or merchant banking.

### **Interstate Banking and Branching**

Federal law allows the FRB to approve an application of a bank holding company to acquire control of, or acquire all or substantially all of the assets of, a bank located in a state other than such holding company's home state, without regard to whether the transaction is prohibited by the laws of any state. The FRB may not approve the acquisition of a bank that has not been in existence for the minimum time period (not exceeding five years) specified by the statutory law of the host state. Federal law also prohibits the FRB from approving such an application if the applicant (and its depository institution affiliates) controls or would control more than 10% of the insured deposits in the United States or if the applicant would control 30% or more of the deposits in any state in which the target bank maintains a branch and in which the applicant or any of its depository institution affiliates controls a depository institution or branch immediately prior to the acquisition of the target bank. Federal law does not affect the authority of states to limit the percentage of total insured deposits in the state which may be held or controlled by a bank or bank holding company to the extent such limitation does not discriminate against out-of-state banks or bank holding



companies. Individual states may also waive the 30% state-wide concentration limit.

The federal banking agencies are generally authorized to approve interstate bank merger transactions without regard to whether such transactions are prohibited by the law of any state. Interstate acquisitions of branches are permitted only if the law of the state in which the branch is located permits such acquisitions. Interstate mergers and branch acquisitions are also subject to the nationwide and statewide insured deposit concentration amounts described above.

Federal law also authorizes the Office of the Comptroller of the Currency ("OCC"), FRB and the FDIC to approve interstate branching de novo by national and state banks, respectively, only in states which specifically allow for such branching. As required by federal law, the OCC, FDIC and FRB have prescribed regulations which prohibit any out-of-state bank from using the interstate branching authority primarily for the purpose of deposit production, including guidelines to ensure that interstate branches operated by an out-of-state bank in a host state reasonably help to meet the credit needs of the communities which they serve.

### **Certain Transactions with Affiliates and Other Persons**

Transactions involving the Bank and its affiliates are subject to sections 23A and 23B of the Federal Reserve Act, and regulations thereunder, which impose certain quantitative limits and collateral requirements on such transactions, and require all such transactions to be on terms at least as favorable to the Bank as are available in transactions with non-affiliates.

All loans by the Bank to the principal shareholders, directors and executive officers of the Bank or any affiliate are subject to FRB regulations restricting loans and other transactions with affiliated persons of the Bank. Transactions involving such persons must be on terms and conditions comparable to those for similar transactions with non-affiliates. A bank may have a policy allowing favorable rate loans to employees as long as it is an employee benefit available to bank employees. The Bank has such a policy in place that allows for loans to all employees.

### **Dividends**

The FRB has issued a policy statement on the payment of cash dividends by bank holding companies, which expresses the FRB's view that a bank holding company should pay cash dividends only to the extent that its net income for the past year is sufficient to cover both the cash dividends and a rate of earnings retention that is consistent with the holding company's capital needs, asset quality and overall financial condition. The FRB also indicated that it would be inappropriate for a company experiencing serious financial problems to borrow funds to pay dividends. Furthermore, a bank holding company may be prohibited from paying any dividends if the holding company's bank subsidiary is not adequately capitalized.

A bank holding company is required to give the FRB prior written notice of any purchase or redemption of its outstanding equity securities if the gross consideration for the purchase or redemption, when combined with the net consideration paid for all such purchases or redemptions during the preceding 12 months, is equal to 10% or more of the company's consolidated net worth. The FRB may disapprove such a purchase or redemption if it determines that the proposal would constitute an unsafe or unsound practice or would violate any law, regulation, FRB order, or any condition imposed by, or written agreement with, the FRB. This notification requirement does not apply to any company that meets the well-capitalized standard for bank holding companies, is well-managed, and is not subject to any unresolved supervisory issues. Under Missouri law, the Bank may pay dividends from certain undivided profits and may not pay dividends if its capital is impaired.

The Federal banking agencies have adopted various capital-related regulations. Under those regulations, a bank will be well capitalized if it has: (i) a total risk-based capital ratio of 10% or greater; (ii) a Tier 1 risk-based ratio of 6% or greater; (iii) a leverage ratio of 5% or greater; and (iv) is not subject to a regulatory requirement to maintain any specific capital measure. A bank will be adequately capitalized if it is not "well capitalized" and: (i) has a total risk-based capital ratio of 8% or greater; (ii) has a Tier 1 risk-based ratio of 4% or greater; and (iii) has a leverage ratio of 4% or greater. As of December 31, 2007, the Bank was "well capitalized."

Federal banking agencies take into consideration concentrations of credit risk and risks from non-traditional activities, as well as an institution's ability to manage those risks, when determining the adequacy of an institution's capital. This evaluation will generally be made as part of the institution's regular safety and soundness examination.

Under their regulations, the federal banking agencies consider interest rate risk (when the interest rate sensitivity of an institution's assets does not match the sensitivity of its liabilities or its off-balance-sheet position) in the evaluation of a bank's capital adequacy. The banking agencies have issued guidance on evaluating interest rate risk.

The FRB has established capital regulations for bank holding companies that generally parallel the capital regulations for banks. To be considered "well capitalized," a bank holding company must have, on a consolidated basis, a total risk-based capital ratio of 10.0% or greater and a Tier 1 risk-based capital ratio of 6.0% or greater and must not be subject to an individual order, directive or agreement under which the FRB requires it to maintain a specific capital level. As of December 31, 2007, the Company was "well capitalized."

### **Insurance of Accounts and Regulation by the FDIC**

The FDIC currently maintains the Deposit Insurance Fund (the "DIF"), which was created in 2006 in the merger of the Bank Insurance Fund and the Savings Association Insurance Fund. The Bank's depositors are insured by the DIF generally up to \$100,000 per insured account (as defined by law and regulation). This insurance is backed by the full faith and credit of the United States Government.

As insurer, the FDIC is authorized to conduct examinations of and to require reporting by FDIC-insured institutions. It also may prohibit any FDIC-insured institution from engaging in any activity the FDIC determines by regulation or order to pose a serious threat to the DIF. The FDIC also has the authority to take enforcement actions against banks and savings associations.

The FDIC's regulations for risk-based deposit insurance assessments establish four Risk Categories. Risk Category I, for well-capitalized institutions that are financially sound with only a few minor weaknesses, includes about 95% of FDIC-insured institutions. Risk Categories II, III and IV present progressively greater risks to the DIF. Effective January 1, 2007, Risk Category I institutions pay quarterly assessments for deposit insurance at annual rates of 5 to 7 basis points. The rates for Risk Categories II, III and IV are 7, 28 and 43 basis points, respectively. With advance notice to insured institutions, rates are subject to change. Within Risk Category I, the precise rate for an individual institution with less than \$10 billion in assets is generally determined by a formula using CAMELS ratings, which are assigned in examinations, and financial ratios. A different method applies for larger institutions. The rate for an individual institution is applied to its assessment base, which is generally its deposit liabilities subject to certain adjustments. An institution insured by the FDIC on December 31, 1996 which had previously paid assessments (or its successor) is eligible for certain credit against deposit insurance assessments.

The FDIC also collects assessments against the assessable deposits of insured institutions to service the debt on bonds issued during the 1980's to resolve the thrift bailout. For the quarter ended December 31, 2007, the assessment rate was 1.14 basis points per \$100 of assessable deposits.

The Federal banking regulators are required to take prompt corrective action if an institution fails to satisfy the requirements to qualify as adequately capitalized. All institutions, regardless of their capital levels, will be restricted from making any capital distribution or paying any management fees that would cause the institution to fail to satisfy the requirements to qualify as adequately capitalized. An institution that is not at least adequately capitalized will be: (i) subject to increased monitoring by the appropriate Federal banking regulator; (ii) required to submit an acceptable capital restoration plan (including certain guarantees by any company controlling the institution) within 45 days; (iii) subject to asset growth limits; and (iv) required to obtain prior regulatory approval for acquisitions, branching and new lines of business. Additional restrictions, including appointment of a receiver or conservator, can apply, depending on the institution's capital level. The FDIC has jurisdiction over the Bank for purposes of prompt corrective action.

### **Federal Reserve System**

The FRB requires all depository institutions to maintain reserves against their transaction accounts (primarily NOW and Super NOW checking accounts) and non-personal time deposits. At December 31, 2007, the Bank was in compliance with these reserve requirements.

Banks are authorized to borrow from the FRB "discount window," but FRB regulations only allow this borrowing for short periods of time and generally require banks to exhaust other reasonable alternative sources of

funds where practical, including FHLBank advances, before borrowing from the FRB. See "Sources of Funds Borrowings" above.

### **Federal Home Loan Bank System**

The Bank is a member of the FHLBank of Des Moines, which is one of 12 regional FHLBanks.

As a member, Great Southern is required to purchase and maintain stock in the FHLBank of Des Moines in an amount equal to the greater of 1% of its outstanding home loans or 5% of its outstanding FHLBank advances. At December 31, 2007, Great Southern had \$13.6 million in FHLBank stock, which was in compliance with this requirement. In past years, the Bank has received dividends on its FHLBank stock. Over the past five years, such dividends have averaged 3.22% and were 4.31% for year the ended December 31, 2007.

### **Legislative and Regulatory Proposals**

Any changes in the extensive regulatory scheme to which the Company or the Bank is and will be subject, whether by any of the Federal banking agencies or Congress, could have a material effect on the Company or the Bank, and the Company and the Bank cannot predict what, if any, future actions may be taken by legislative or regulatory authorities or what impact such actions may have.

### **Federal and State Taxation**

The following discussion contains a summary of certain federal and state income tax provisions applicable to the Company and the Bank. It is not a comprehensive description of the federal income tax laws that may affect the Company and the Bank. The following discussion is based upon current provisions of the Internal Revenue Code of 1986 (the "Code") and Treasury and judicial interpretations thereof.

#### **General**

The Company and its subsidiaries file a consolidated federal income tax return using the accrual method of accounting, with the exception of GSB Two which files a separate return as a REIT. All corporations joining in the consolidated federal income tax return are jointly and severally liable for taxes due and payable by the consolidated group. The following discussion primarily focuses upon the taxation of the Bank, since the federal income tax law contains certain special provisions with respect to banks.

Financial institutions, such as the Bank, are subject, with certain exceptions, to the provisions of the Code generally applicable to corporations.

#### **Bad Debt Deduction**

As of December 31, 2007 and 2006, retained earnings included approximately \$17.5 million for which no deferred income tax liability has been recognized. This amount represents an allocation of income to bad debt deductions for tax purposes only for tax years prior to 1988. If the Bank were to liquidate, the entire amount would have to be recaptured and would create income for tax purposes only, which would be subject to the then-current corporate income tax rate. The unrecorded deferred income tax liability on the above amount was approximately \$6.5 million at December 31, 2007 and 2006.

The Bank is required to follow the specific charge-off method which only allows a bad debt deduction equal to actual charge-offs, net of recoveries, experienced during the fiscal year of the deduction. In a year where recoveries exceed charge-offs, the Bank would be required to include the net recoveries in taxable income.

#### **Interest Deduction**

In the case of a financial institution, such as the Bank, no deduction is allowed for the pro rata portion of its interest expense which is allocable to tax-exempt interest on obligations acquired after August 7, 1986. A limited class of tax-exempt obligations acquired after August 7, 1986 will not be subject to this complete disallowance rule. For tax-exempt obligations acquired after December 31, 1982 and before August 8, 1986 and for obligations acquired after August 7, 1986 that are not subject to the complete disallowance rule, 80% of interest incurred to purchase or carry such obligations will be deductible. No portion of the interest expense allocable to tax-exempt obligations acquired by a financial institution before January 1, 1983, which is otherwise deductible, will be disallowed. The interest expense disallowance rules cited above have not significantly impacted the Bank.





### **Alternative Minimum Tax**

Corporations generally are subject to a 20% corporate alternative minimum tax ("AMT"). A corporation must pay the AMT to the extent it exceeds that corporation's regular federal income tax liability. The AMT is imposed on "alternative minimum taxable income," defined as taxable income with certain adjustments and tax preference items, less any available exemption. Such adjustments and items include, but are not limited to, (i) net interest received on certain tax-exempt bonds issued after August 7, 1986; and (ii) 75% of the difference between adjusted current earnings and alternative minimum taxable income, as otherwise determined with certain adjustments. Net operating loss carryovers may be utilized, subject to adjustment, to offset up to 90% of the alternative minimum taxable income, as otherwise determined. A portion of the AMT paid, if any, may be credited against future regular federal income tax liability.

### **Missouri Taxation**

Missouri-based banks, such as the Bank, are subject to a franchise tax which is imposed on the larger of (i) the bank's taxable income at the rate of 7% of the taxable income (determined without regard for any net operating losses) - income-based calculation; or (ii) the bank's assets at a rate of .033% of total assets less deposits and the investment in greater than 50% owned subsidiaries - asset-based calculation. Missouri-based banks are entitled to a credit against the income-based franchise tax for all other state or local taxes on banks, except taxes on real estate, unemployment taxes, bank tax, and taxes on tangible personal property owned by the Bank and held for lease or rental to others.

The Company and all subsidiaries are subject to an income tax that is imposed on the corporation's taxable income at the rate of 6.25%. The return is filed on a consolidated basis by all members of the consolidated group including the Bank, but excluding GSB Two. As a REIT, GSB Two files a separate Missouri income tax return.

### **Maryland Taxation**

As a Maryland corporation, the Company is required to file an annual report with and pay an annual fee to the State of Maryland.

### **Examinations**

The Company and its consolidated subsidiaries have not been audited recently by the Internal Revenue Service or the State of Missouri with respect to income or franchise tax returns, and as such, tax years through December 31, 2003, have been closed without audit.

## **ITEM 1A. RISK FACTORS**

An investment in the common stock of the Company is speculative in nature and is subject to certain risks inherent in the business of the Company and the Bank. The material risks and uncertainties that management believes affect the Company and the Bank are described below. You should carefully consider the risks described below, as well as the other information included in this Annual Report on Form 10-K, before making an investment in the Company's common stock. The risks described below are not the only ones we face in our business. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may also impair our business operations. If any of the following risks occur, our business, financial condition or operating results could be materially harmed. In such an event, our common stock could decline in price.

References to "we," "us," and "our" in this "Risk Factors" section refer to the Company and its subsidiaries, including the Bank, unless otherwise specified or unless the context otherwise requires.

**Since our business is primarily concentrated in the Southwest Missouri area, including the Springfield metropolitan area and Branson, a downturn in the Springfield or Branson economies may adversely affect our business.**

Our lending and deposit gathering activities have been historically concentrated primarily in the Springfield and Branson, Missouri areas. Our success depends on the general economic condition of Springfield and Branson and their surrounding areas. Although we believe the economy in these areas has been favorable, we do not know whether these conditions will continue. Our greatest concentration of loans and deposits is in the Greater Springfield area. With a population of approximately 407,000, the Greater Springfield area is the third largest metropolitan area in Missouri.



Another large concentration of loans contiguous to Springfield is in the Branson area. The region is a vacation and entertainment center, attracting tourists to its lakes, theme parks, resorts, country music and novelty shows and other recreational facilities. The Branson area experienced rapid growth in the early 1990's, with stable to slightly negative growth trends occurring in the late 1990's and into the early 2000's. Branson is currently experiencing significant growth again as a result of a large retail, hotel, convention center project which has been constructed in Branson's historic downtown. This project has created hundreds of new jobs in the area. In addition, several large national retailers have opened new stores in Branson. At December 31, 2007, approximately 10% of our loan portfolio consisted of loans in the two county region that includes the Branson area.

Adverse changes in the regional and general economic conditions could reduce our growth rate, impair our ability to collect loans, increase loan delinquencies, increase problem assets and foreclosure, increase claims and lawsuits, decrease the demand for the Bank's products and services, and decrease the value of collateral for loans, especially real estate, thereby having a material adverse effect on our financial condition and results of operations.

**Our loan portfolio possesses increased risk due to our relatively high concentration of commercial and residential construction, commercial real estate, multi-family and other commercial loans.**

Our commercial and residential construction, commercial real estate, multi-family and other commercial loans accounted for approximately 83.0% of our total loan portfolio as of December 31, 2007. Generally, we consider these types of loans to involve a higher degree of risk compared to first mortgage loans on one- to four-family, owner-occupied residential properties. At December 31, 2007, we had \$149.6 million of loans secured by healthcare facilities, \$144.6 million of loans secured by apartments, \$127.4 million of loans secured by motels, \$125.3 million of loans secured by condominiums and \$123.2 million of loans secured by residential subdivisions and \$207.1 million of loans secured by business assets or stock investments, which are particularly sensitive to certain risks including the following:

- large loan balances owed by a single borrower;
- payments that are dependent on the successful operation of the project; and
- loans that are more directly impacted by adverse conditions in the real estate market or the economy generally.

The risks associated with construction lending include the borrower's inability to complete the construction process on time and within budget, the sale of the project within projected absorption periods, the economic risks associated with real estate collateral, and the potential of a rising interest rate environment. These loans may include financing the development and/or construction of residential subdivisions. This activity may involve financing land purchase, infrastructure development (i.e. roads, utilities, etc.), as well as construction of residences or multi-family dwellings for subsequent sale by the developer/builder. Because the sale of developed properties is critical to the success of developer business, loan repayment may be especially subject to the volatility of real estate market values. Management has established underwriting and monitoring criteria to help minimize the inherent risks of commercial real estate construction lending. However, there is no guaranty that these controls and procedures will avoid all losses on this type of lending.

Commercial and multi-family real estate lending typically involves higher loan principal amounts and the repayment of the loans generally is dependent, in large part, on the successful operation of the property securing the loan or the business conducted on the property securing the loan. Other commercial loans are typically made on the basis of the borrower's ability to make repayment from the cash flow of the borrower's business or investment. These loans may therefore be more adversely affected by conditions in the real estate markets or in the economy generally. For example, if the cash flow from the borrower's project is reduced due to leases not being obtained or renewed, the borrower's ability to repay the loan may be impaired. In addition, many commercial and multi-family real estate loans are not fully amortized over the loan period, but have balloon payments due at maturity. A borrower's ability to make a balloon payment typically will depend on being able to either refinance the loan or completing a timely sale of the underlying property.

We plan to continue to originate commercial real estate and construction loans based on economic and market conditions. Because of the increased risks related to these types of loans, we may determine it necessary to increase the level of our provision for loan losses. Increased provisions for loan losses would adversely impact our operating results. See "Item 1. Business-The Company-Lending Activities-Commercial Real Estate and Construction Lending," "-Other Commercial Lending," "-Residential Real Estate Lending" and "-Allowance for Losses on Loans and Foreclosed Assets" and "Item 7. Management's Discussion of Financial Condition and Results of Operations -- Non-performing Assets -- Subsequent Events Regarding Potential Problem Loans" in this Annual Report on Form 10-K.



**A slowdown in the residential or commercial real estate markets may have a negative impact on our earnings and liquidity position.**

The overall credit quality of our construction loan portfolio is impacted by trends in real estate values. We continually monitor changes in key regional and national economic factors because changes in these factors can impact our residential and commercial construction loan portfolio and the ability of our borrowers to repay their loans. Across the United States over the past year, the residential real estate market began to experience significant adverse trends, including accelerated price depreciation and rising delinquency and default rates, and weaknesses are beginning to be seen in the commercial real estate market as well. The conditions in the residential real estate market have led to significant increases in loan delinquencies and credit losses as well as higher provisioning for loan losses which in turn have had a negative effect on earnings for many banks across the country. Likewise, we have also experienced loan delinquencies in our construction loan portfolio. The current slowdown in both the residential and the commercial real estate markets could continue to negatively impact real estate values and the ability of our borrowers to liquidate properties. Despite reduced sales prices, the lack of liquidity in the real estate market and tightening of credit standards within the banking industry may continue to diminish all sales, further reducing our borrowers' cash flows and weakening their ability to repay their debt obligations to us. As a result, we may experience a further negative material impact on our earnings and liquidity positions.

**Our allowance for loan losses may prove to be insufficient to absorb potential losses in our loan portfolio.**

Lending money is a substantial part of our business. However, every loan we make carries a certain risk of non-payment. This risk is affected by, among other things:

- cash flow of the borrower and/or the project being financed;
- in the case of a collateralized loan, the changes and uncertainties as to the future value of the collateral;
- the credit history of a particular borrower;
- changes in economic and industry conditions; and
- the duration of the loan.

We maintain an allowance for loan losses that we believe is a reasonable estimate of known and inherent losses within the loan portfolio. We make various assumptions and judgments about the collectibility of our loan portfolio. Through a periodic review and consideration of the loan portfolio, management determines the amount of the allowance for loan losses by considering general market conditions, credit quality of the loan portfolio, the collateral supporting the loans and performance of customers relative to their financial obligations with us. The amount of future losses is susceptible to changes in economic, operating and other conditions, including changes in interest rates, which may be beyond our control, and these losses may exceed current estimates. Growing loan portfolios are, by their nature, unseasoned. As a result, estimating loan loss allowances for growing portfolios is more difficult, and may be more susceptible to changes in estimates, and to losses exceeding estimates, than more seasoned portfolios. We cannot fully predict the amount or timing of losses or whether the loss allowance will be adequate in the future. Excessive loan losses and significant additions to our allowance for loan losses could have a material adverse impact on our financial condition and results of operations.

In addition, bank regulators periodically review our allowance for loan losses and may require us to increase our provision for loan losses or recognize further loan charge-offs. Any increase in our allowance for loan losses or loan charge-offs as required by these regulatory authorities might have a material adverse effect on our financial condition and results of operations.

**Our operations depend upon our continued ability to access brokered deposits and Federal Home Loan Bank advances.**

Due to the high level of competition for deposits in our market, we utilize a sizable amount of certificates of deposit obtained through deposit brokers and advances from the Federal Home Loan Bank of Des Moines to help fund our asset base. Brokered deposits are marketed through national brokerage firms that solicit funds from their customers for deposit in banks, including our bank. Brokered deposits and Federal Home Loan Bank advances may generally be more sensitive to changes in interest rates and volatility in the capital markets than retail deposits attracted through our branch network, and our reliance on these sources of funds increases the sensitivity of our portfolio to these external factors. At December 31, 2007, we had \$674.6 million in brokered deposits and \$213.9 million in Federal Home Loan Bank advances.

Bank regulators can restrict our access to these sources of funds in certain circumstances. For example, if the Bank's regulatory capital ratios declined below the "well capitalized" status, banking regulators would require the Bank to obtain their approval prior to obtaining or renewing brokered deposits. The regulators might not approve our acceptance of brokered deposits in amounts that we desire or at all. In addition, the availability of brokered deposits and the rates paid on these brokered deposits may be volatile as the balance of the supply of and the demand for brokered deposits changes. Market credit and liquidity concerns may also

impact the availability and cost of brokered deposits. Similarly, Federal Home Loan Bank advances are only available to borrowers that meet certain conditions. If the Bank were to cease meeting these conditions, our access to Federal Home Loan Bank advances could be significantly reduced or eliminated.

We rely on these sources of funds because we believe that generating funds through brokered deposits and Federal Home Loan Bank advances in many instances decreases our cost of funds, relative to the cost of generating and retaining retail deposits through our branch network. If our access to brokered deposits or Federal Home Loan Bank advances were reduced or eliminated for whatever reason, the resulting decrease in our net interest income or limitation on our ability to fund additional loans would adversely affect our business, financial condition and results of operations.

Certain Federal Home Loan Banks, including Des Moines, have experienced lower earnings from time to time and paid out lower dividends to its members. Future problems at the Federal Home Loan Banks may impact the collateral necessary to secure borrowings and limit the borrowings extended to its member banks, as well as require additional capital contributions by its member banks. Should this occur, Great Southern's short term liquidity needs could be negatively impacted. Should Great Southern be restricted from using Federal Home Loan Bank advances due to weakness in the system or with the Federal Home Loan Bank of Des Moines, Great Southern may be forced to find alternative funding sources. These alternative funding sources may include the utilization of existing lines of credit with third party banks or the Federal Reserve Bank along with seeking other lines of credit, borrowing under repurchase agreement lines, increasing deposit rates to attract additional funds, accessing additional brokered deposits, or selling certain investment securities categorized as available-for-sale in order to maintain adequate levels of liquidity. At December 31, 2007, the Bank owned \$13.6 million of Federal Home Loan Bank of Des Moines stock, which paid an annualized dividend approximating 4.50% for the fourth quarter of 2007. The Federal Home Loan Bank of Des Moines may eliminate or reduce dividend payments at any time in the future in order for it to maintain or restore its retained earnings.

**Our future success is dependent on our ability to compete effectively in the highly competitive banking industry.**

We face substantial competition in all phases of our operations from a variety of different competitors. Our future growth and success will depend on our ability to compete effectively in this highly competitive environment. To date, we have grown our business successfully by focusing on our geographic market and emphasizing the high level of service and responsiveness desired by our customers. We compete for loans, deposits and other financial services with other commercial banks, thrifts, credit unions, consumer finance companies, insurance companies and brokerage firms. Many of our competitors offer products and services which we do not offer, and many have substantially greater resources, name recognition and market presence that benefit them in attracting business. In addition, larger competitors (including certain national banks that have a significant presence in Great Southern's market area) may be able to price loans and deposits more aggressively than we do, and smaller and newer competitors may also be more aggressive in terms of pricing loan and deposit products than us in order to obtain a larger share of the market. As we have grown, we have become increasingly dependent on outside funding sources, including funds borrowed from the Federal Home Loan Bank and brokered deposits, where we face nationwide competition. Some of the financial institutions and financial services organizations with which we compete are not subject to the same degree of regulation as is imposed on bank holding companies, federally insured state-chartered banks and national banks and federal savings banks. As a result, these non-bank competitors have certain advantages over us in accessing funding and in providing various services.

We also experience competition from a variety of institutions outside of the Company's market area. Some of these institutions conduct business primarily over the Internet and may thus be able to realize certain cost savings and offer products and services at more favorable rates and with greater convenience to the customer.

**Our business may be adversely affected by the highly regulated environment in which we operate, including the various capital adequacy guidelines we are required to meet.**

We are subject to extensive federal and state legislation, regulation, examination and supervision. Recently enacted, proposed and future legislation and regulations have had, will continue to have, or may have a material adverse effect on our business and operations. Our success depends on our continued ability to maintain compliance with these regulations. Some of these regulations may increase our costs and thus place other financial institutions in stronger, more favorable competitive positions. We cannot predict what restrictions may be imposed upon us with future legislation. See "Item 1.-The Company -Government Supervision and Regulation" in this Annual Report on Form 10-K.

The Company and the Bank are required to meet certain regulatory capital adequacy guidelines and other regulatory requirements imposed by the FRB, the FDIC and the Missouri Division of Finance. If the Company or the Bank fails to meet these minimum capital guidelines and other regulatory requirements, our financial condition and results of operations could be materially and adversely affected and could compromise the status of the Company as a financial holding company. See "Item 1 -The Company -Government Supervision and Regulation" in this Annual Report on Form 10-K for descriptions of the capital guidelines applicable to the Company and the Bank.





**We may be adversely affected by interest rate changes.**

Our earnings are largely dependent upon our net interest income. Net interest income is the difference between interest income earned on interest-earning assets such as loans and securities and interest expense paid on interest-bearing liabilities such as deposits and borrowed funds. Interest rates are highly sensitive to many factors that are beyond our control, including general economic conditions and policies of various governmental and regulatory agencies, in particular, the Federal Reserve Board. Changes in monetary policy, including changes in interest rates, could influence not only the interest we receive on loans and securities and the amount of interest we pay on deposits and borrowings, but such changes could also affect (i) our ability to originate loans and obtain deposits, (ii) the fair value of our financial assets and liabilities, and (iii) the average duration of our loan and mortgage-backed securities portfolios. If the interest rates paid on deposits and other borrowings increase at a faster rate than the interest rates received on loans and other investments, our net interest income, and therefore earnings, could be adversely affected. Earnings could also be adversely affected if the interest rates received on loans and other investments fall more quickly than the interest rates paid on deposits and other borrowings.

We generally seek to maintain a neutral position in terms of the volume of assets and liabilities that mature or re-price during any period. As such, Great Southern has adopted asset and liability management strategies to attempt to minimize the potential adverse effects of changes in interest rates on net interest income, primarily by altering the mix and maturity of loans, investments and funding sources, including interest rate swaps, so that it may reasonably maintain its net interest income and net interest margin. However, interest rate fluctuations, the level and shape of the interest rate yield curve, loan prepayments, loan production and deposit flows are constantly changing and influence the ability to maintain a neutral position. Accordingly, we may not be successful in maintaining a neutral position and, as a result, our net interest margin may be adversely impacted.

**Our exposure to operational risks may adversely affect the Company.**

Similar to other financial institutions, the Company is exposed to many types of operational risk, including reputational risk, legal and compliance risk, the risk of fraud or theft by employees or outsiders, the risk that sensitive customer or Company data is compromised, unauthorized transactions by employees or operational errors, including clerical or record-keeping errors. If any of these risks occur, it could result in material adverse consequences for the Company.

**We continually encounter technological change, and we may have fewer resources than many of our competitors to continue to invest in technological improvements.**

The financial services industry is undergoing rapid technological changes, with frequent introductions of new technology-driven products and services. In addition to better serving customers, the effective use of technology increases efficiency and enables financial institutions to reduce costs. Our future success will depend, in part, upon our ability to address the needs of our clients by using technology to provide products and services that will satisfy client demands for convenience, as well as to create additional efficiencies in our operations. Many of our competitors have substantially greater resources to invest in technological improvements. We may not be able to effectively implement new technology-driven products and services or be successful in marketing these products and services to our clients.

As a service to our clients, we currently offer an Internet PC banking product. Use of this service involves the transmission of confidential information over public networks. We cannot be sure that advances in computer capabilities, new discoveries in the field of cryptography or other developments will not result in a compromise or breach in the commercially available encryption and authentication technology that we use to protect our clients' transaction data. If we were to experience such a breach or compromise, we could suffer losses and our operations could be adversely affected.

**Our accounting policies and methods impact how we report our financial condition and results of operations. Application of these policies and methods may require management to make estimates about matters that are uncertain.**

The Company's accounting policies and methods are fundamental to how the Company records and reports its financial condition and results of operations. The Company's management must exercise judgment in selecting and applying many of these accounting policies and methods so they comply with generally accepted accounting principles and reflect management's judgment of the most appropriate manner to report its financial condition and results of operations. In some cases, management must select the accounting policy or method to apply from two or more alternatives, any of which might be reasonable under the circumstances yet might result in the Company reporting materially different amounts than would have been reported under a different alternative. Note 1 "Summary of Significant Accounting Policies" in the "Notes to Consolidated Financial Statements" describes the Company's significant accounting policies. These accounting policies are critical to presenting the Company's financial condition and results of operations. They may require management to make difficult, subjective or complex judgments about matters that are uncertain. Materially different amounts could be reported under different conditions or using different assumptions.

**Changes in accounting standards could materially impact our consolidated financial statements.**

The accounting standard setters, including the Financial Accounting Standards Board, Securities and Exchange Commission and other regulatory bodies, from time to time may change the financial accounting and reporting standards that govern the preparation of the Company's consolidated financial statements. These changes can be hard to predict and can materially impact how the Company records and reports its financial condition and results of operations. In some cases, the Company could be required to apply a new or revised standard retroactively, resulting in changes to previously reported financial results, or a cumulative charge to retained earnings.

**Our internal controls may be ineffective.**

We regularly review and update our internal controls, disclosure controls and procedures and corporate governance policies and procedures. As a result, we may incur increased costs to maintain and improve our controls and procedures. Any system of controls, however well designed and operated, is based in part on certain assumptions and can provide only reasonable, not absolute, assurances that the objectives of the system are met. Any failure or circumvention of our controls or procedures or failure to comply with regulations related to controls and procedures could have a material adverse effect on our business, results of operations or financial condition.

**Our stock price can be volatile.**

Our stock price can fluctuate widely in response to a variety of factors. Factors include actual or anticipated variations in our quarterly operating results, recommendations by securities analysts, operating and stock price performance of other companies, news reports, results of litigation and other factors, including those described in this "Risk Factors" section. General market fluctuations, industry factors and general economic conditions and events, such as economic slowdowns or recessions, interest rate changes and credit loss trends could also cause Great Southern's common stock price to decrease regardless of the Company's operating results. Our common stock also has a low average daily trading volume relative to many other stocks, which may limit a person's ability to quickly accumulate or divest themselves of large blocks of our stock. This can lead to significant price swings even when a relatively small number of shares are being traded.

**ITEM 1B. UNRESOLVED STAFF COMMENTS**

None.

**ITEM 2. PROPERTIES.**

The following table sets forth certain information concerning the main corporate office and each branch office of the Company at December 31, 2007. The aggregate net book value of the Company's premises and equipment was \$28.0 million at December 31, 2007 and \$26.4 million at December 31, 2006. See also Note 5 and Note 13 of the Notes to Consolidated Financial Statements. Substantially all buildings owned are free of encumbrances or mortgages. In the opinion of management, the facilities are adequate and suitable for the needs of the Company.

Location	Year Opened	Owned or Leased	Lease Expiration (Including any Renewal Option)
<b>CORPORATE HEADQUARTERS AND BANK:</b>			
1451 E. Battlefield Springfield, Missouri	1976	Owned	N/A
<b>OPERATIONS CENTER AND BRANCH OFFICE:</b>			
218 S. Glenstone Springfield, Missouri	2004	Owned	N/A
218A S. Glenstone Springfield, Missouri	2004	Owned	N/A
<b>BRANCH OFFICES:</b>			
430 South Avenue Springfield, Missouri	1983	Leased	2043
1607 W. Kearney Springfield, Missouri	1976	Leased*	2022
1615 W. Sunshine Springfield, Missouri	2001	Owned	N/A
2562 N. Glenstone Springfield, Missouri	2003	Owned	N/A
1955 S. Campbell Springfield, Missouri	1979	Leased*	2020
3961 S. Campbell Springfield, Missouri	1998	Leased	2028
2609 A E. Sunshine Springfield, Missouri	2001	Owned	N/A
2735 W. Chestnut Springfield, Missouri	2002	Owned	N/A
1580 W. Battlefield Springfield, Missouri	1985	Leased*	2017
723 N. Benton Springfield, Missouri	1985	Owned	N/A
507 E. Kearney Springfield, Missouri	2004	Owned	N/A
2945 W. Republic Road Springfield, Missouri	2007	Owned	N/A
1500 S. Elliot Aurora, Missouri	2003	Owned	N/A
102 N. Jefferson Ava, Missouri	1982	Owned	N/A
110 W. Hensley Branson Missouri	1982	Owned	N/A
1729 W. Highway 76 Branson, Missouri	1983	Owned	N/A
919 W. Dallas Buffalo Missouri	1976	Owned	N/A
527 Ozark Cabool, Missouri	1989	Leased	2026
398 E. State Highway 54 Camdenton, Missouri	2005	Owned	N/A
8736 N. State Highway 5 Camdenton, Missouri	2005	Owned	N/A
14411 State Highway 7 Climax Springs, Missouri	2005	Owned	N/A
1710 E. 32nd Street Joplin, Missouri	1989	Leased*	2031
1232 S. Rangeline Joplin, Missouri	1998	Leased	2018
2711 N. Rangeline <sup>(2)</sup> Joplin, Missouri	2004	Owned	N/A
Highway 00 and 13 Kimberling City, Missouri	1984	Owned	N/A
528 S. Jefferson Lebanon, Missouri	1978	Leased*	2028
300 S.W. Ward Street Lee's Summit, Missouri	2006	Owned	N/A
714 S. Neosho Boulevard Neosho, Missouri	1991	Owned	N/A
717 W. Mt. Vernon Nixa, Missouri	1995	Owned	N/A
1391 N. Main Street Nixa, Missouri	2003	Owned	N/A

Location	Year Opened	Owned or Leased	Lease Expiration (Including any Renewal Option)
4571 Highway 54	1987	Owned	N/A
1701 W. Jackson	1997	Owned	N/A
1198 W. State Highway NN <sup>(1)</sup>	2003	Owned	N/A
1444 W. State Highway J <sup>(1)</sup>	2006	Owned	N/A
620 E. Harrison	2004	Owned	N/A
118 South Street	2003	Owned	N/A
323 E. Walnut	1978	Leased*	2011
1210 Parkway Shopping Center	1975	Owned	N/A

#### LOAN PRODUCTION OFFICES:

14 Corporate Woods, Suite 500, 8717 W. 110 <sup>th</sup> Street	Overland Park, Kansas	2003	Leased	2009
5430 Pinnacle Point Dr, Suite 204	Rogers, Arkansas	2003	Leased	Monthly
Three City Place Dr., Suite 570	Creve Coeur, Missouri	2005	Leased	2010
1603 Chapel Hill Road	Columbia, Missouri	2006	Leased	2009
1625 E. Primrose <sup>(3)</sup>	Springfield, Missouri	2008	Leased	Monthly

\* Building owned with land leased.

- (1) In 2003, the Company purchased land on West Highway NN for a second branch location in Ozark, Missouri. In 2004 and 2005, nearby properties became available on West Highway J and were purchased by the Company. The land on West Highway NN is currently being marketed for sale. The new facility on West Highway J is owned by the Company and was opened in 2006.
- (2) In 2004, the Company purchased land on North Rangeline for a possible third branch location in Joplin, Missouri. This land is currently being marketed for sale.
- (3) In 2008, the Company leased space in the office of a local realtor for the purpose of generating mortgage loans.

The Company also has land under contract for purchase for two future banking center locations. One of the properties is located in the Kansas City metropolitan area in Lee's Summit, Missouri and the other property is located in the St. Louis metropolitan area in Creve Coeur, Missouri. The Company expects to close these land acquisitions in 2008, with completion of the banking centers expected in late 2008 or 2009.

In addition, the travel division has offices in many of the above locations as well as several small offices in other locations including some of its larger corporate customers' headquarters.

The Bank maintains depositor and borrower customer files on an on-line basis, utilizing a telecommunications network, portions of which are leased. The book value of all data processing and computer equipment utilized by the Bank at December 31, 2007 was \$550,000 compared to \$441,000 at December 31, 2006. Management has a disaster recovery plan in place with respect to the data processing system as well as the Bank's operations as a whole.

The Bank maintains a network of Automated Teller Machines ("ATMs"). The Bank utilizes an external service for operation of the ATMs that also allows access to the various national ATM networks. A total of 177 ATMs are located at various branches and primarily convenience stores located throughout southwest and central Missouri. The book value of all ATMs utilized by the Bank at December 31, 2007 was \$213,000 compared to \$283,000 at December 31, 2006. The Bank will evaluate and relocate existing ATMs as needed, but has no plans in the near future to materially increase its investment in the ATM network.

**ITEM 3. LEGAL PROCEEDINGS.**

In the normal course of business, the Company and its subsidiaries are subject to pending and threatened legal actions, some for which the relief or damages sought are substantial. After reviewing pending and threatened litigation with counsel, management believes at this time that the outcome of such litigation will not have a material adverse effect on the results of operations or stockholders' equity. We are not able to predict at this time whether the outcome or such actions may or may not have a material adverse effect on the results of operations in a particular future period as the timing and amount of any resolution of such actions and its relationship to the future results of operations are not known.

**ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.**

None.

**ITEM 4A. EXECUTIVE OFFICERS OF THE REGISTRANT.**

Pursuant to General Instruction G(3) of Form 10-K and Instruction 3 to Item 401(b) of Regulation S-K, the following list is included as an unnumbered item in Part I of this Form 10-K in lieu of being included in the Registrant's Definitive Proxy Statement.

The following information as to the business experience during the past five years is supplied with respect to executive officers of the Company and its subsidiaries who are not directors of the Company and its subsidiaries. There are no arrangements or understandings between the persons named and any other person pursuant to which such officers were selected. The executive officers are elected annually and serve at the discretion of their respective Boards of Directors.

Steven G. Mitchem. Mr. Mitchem, age 56, is Senior Vice President and Chief Lending Officer of the Bank. He joined the Bank in 1990 and is responsible for all lending activities of the Bank. Prior to joining the Bank, Mr. Mitchem was a Senior Bank Examiner for the Federal Deposit Insurance Corporation.

Rex A. Copeland. Mr. Copeland, age 43, is Treasurer of the Company and Senior Vice President and Chief Financial Officer of the Bank. He joined the Bank in 2000 and is responsible for the financial functions of the Company, including the internal and external financial reporting of the Company and its subsidiaries. Mr. Copeland is a Certified Public Accountant. Prior to joining the Bank, Mr. Copeland served other financial services companies in the areas of corporate accounting, internal audit and independent public accounting.

Douglas W. Marrs. Mr. Marrs, age 50, is Secretary of the Company and Secretary, Vice President - Operations of the Bank. He joined the Bank in 1996 and is responsible for all operations functions of the Bank. Prior to joining the Bank, Mr. Marrs was a bank officer in the areas of operations and data processing at a competing \$1 billion bank.

Linton J. Thomason. Mr. Thomason, age 51, is Vice President - Information Services of the Bank. He joined the Bank in 1997 and is responsible for information services for the Company and all of its subsidiaries and all treasury management sales/operations of the Bank. Prior to joining the Bank, Mr. Thomason was a bank officer in the areas of technology and data processing, operations and treasury management at a competing \$1 billion bank.

## PART II

Responses incorporated by reference into the items under Part II of this Form 10-K are done so pursuant to Rule 12b-23 and General Instruction G(2) for Form 10-K.

### ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.

*Market Information.* The Company's Common Stock is listed on The NASDAQ Global Select Market under the symbol "GSBC."

As of December 31, 2007 there were 13,400,197 total shares outstanding and approximately 2,650 shareholders of record.

#### High/Low Stock Price

	2007		2006		2005	
	High	Low	High	Low	High	Low
First Quarter	\$30.40	\$27.30	\$30.04	\$27.15	\$36.99	\$29.96
Second Quarter	30.09	25.96	31.00	25.05	33.15	28.45
Third Quarter	28.00	23.67	30.65	26.10	35.77	28.61
Fourth Quarter	26.45	21.10	32.14	26.58	32.61	26.32

The last sale price of the Company's Common Stock on December 31, 2007 was \$21.96.

#### Dividend Declarations

	December 31, 2007	December 31, 2006	December 31, 2005
First Quarter	\$.160	\$.140	\$.120
Second Quarter	.170	.150	.130
Third Quarter	.170	.150	.130
Fourth Quarter	.180	.160	.140

The Company's ability to pay dividends is substantially dependent on the dividend payments it receives from the Bank. For a description of the regulatory restrictions on the ability of the Bank to pay dividends to the Company, and the ability of the Company to pay dividends to its stockholders, see "Item 1. Business - Government Supervision and Regulation - Dividends."

### Issuer Purchases of Equity Securities

On November 15, 2006, the Company's Board of Directors authorized management to repurchase up to 700,000 shares of the Company's outstanding common stock, under a program of open market purchases or privately negotiated transactions. The plan does not have an expiration date. Information on the shares purchased during the fourth quarter of 2007 is shown below.

	Total Number of Shares Purchased	Average Price Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plan	Maximum Number of Shares that May Yet Be Purchased Under the Plan <sup>(1)</sup>
October 1, 2007 - October 31, 2007	35,000	\$24.00	35,000	501,191
November 1, 2007 - November 30, 2007	83,429	22.53	83,429	417,762
December 1, 2007 - December 31, 2007	---	---	---	417,762
	<u>118,429</u>	<u>\$22.97</u>	<u>118,429</u>	

<sup>(1)</sup> Amount represents the number of shares available to be repurchased under the November 2006 plan as of the last calendar day of the month shown.



**ITEM 6. SELECTED CONSOLIDATED FINANCIAL DATA**

The following table sets forth selected consolidated financial information and other financial data of the Company. The selected balance sheet and statement of income data, insofar as they relate to the years ended December 31, 2007, 2006, 2005, 2004 and 2003, are derived from our consolidated financial statements, which have been audited by BKD, LLP. The amounts for 2004 and 2003 are restated amounts, as described in the discussion following the table under "Restatement of Previously Issued Consolidated Financial Statements." See Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations," and Item 8, "Financial Statements and Supplementary Information." Results for past periods are not necessarily indicative of results that may be expected for any future period. All share and per share amounts have been adjusted for the two-for-one stock split in the form of a stock dividend declared in May 2004.

	<b>December 31,</b>				
	<b>2007</b>	<b>2006</b>	<b>2005</b>	<b>2004</b>	<b>2003</b>
	(Dollars in thousands)				
<b>Summary Statement of Condition Information:</b>					
Assets	\$2,431,732	\$2,240,308	\$ 2,081,155	\$1,851,214	\$1,544,052
Loans receivable, net	1,820,111	1,674,618	1,514,170	1,334,508	1,146,571
Allowance for loan losses	25,459	26,258	24,549	23,489	20,844
Available-for-sale securities	425,028	344,192	369,316	355,104	259,600
Held-to-maturity securities	1,420	1,470	1,510	1,545	1,570
Foreclosed assets held for sale, net	20,399	4,768	595	2,035	9,034
Deposits	1,763,146	1,703,804	1,550,253	1,298,723	1,138,625
Total borrowings	461,517	325,900	355,052	401,625	276,584
Stockholders' equity (retained Earnings substantially restricted)	189,871	175,578	152,802	140,837	121,679
Average loans receivable	1,774,253	1,653,162	1,458,438	1,263,281	1,106,714
Average total assets	2,340,443	2,179,192	1,987,166	1,704,703	1,437,869
Average deposits	1,784,060	1,646,370	1,442,964	1,223,895	1,057,798
Average stockholders' equity	185,725	165,794	150,029	130,600	113,822
Number of deposit accounts	95,908	91,470	85,853	76,769	74,822
Number of full-service offices	38	37	35	31	29

## For the Year Ended December 31,

	2007	2006	2005	2004	2003
	(Dollars in thousands)				
<b>Summary Income Statement Information:</b>					
Interest income:					
Loans	\$ 142,719	\$ 133,094	\$ 98,129	\$ 74,162	\$ 66,739
Investment securities and other	21,152	16,987	16,366	12,897	9,440
	<u>163,871</u>	<u>150,081</u>	<u>114,495</u>	<u>87,059</u>	<u>76,179</u>
Interest expense:					
Deposits	76,232	65,733	42,269	28,952	25,147
Federal Home Loan Bank advances	6,964	8,138	7,873	6,091	5,400
Short-term borrowings	7,356	5,648	4,969	1,580	588
Subordinated debentures issued to capital trust	1,914	1,335	986	610	594
	<u>92,466</u>	<u>80,854</u>	<u>56,097</u>	<u>37,233</u>	<u>31,729</u>
Net interest income	71,405	69,227	58,398	49,826	44,450
Provision for loan losses	5,475	5,450	4,025	4,800	4,800
Net interest income after provision for loan losses	<u>65,930</u>	<u>63,777</u>	<u>54,373</u>	<u>45,026</u>	<u>39,650</u>
Noninterest income:					
Commissions	9,933	9,166	8,726	7,793	5,859
Service charges and ATM fees	15,153	14,611	13,309	12,726	11,214
Net realized gains on sales of loans	1,037	944	983	992	2,187
Net realized gains (losses) on sales of available-for-sale securities	13	(1)	85	(373)	795
Realized impairment of available-for-sale securities	(1,140)	---	(734)	---	---
Late charges and fees on loans	962	1,567	1,430	872	771
Change in interest rate swap fair value net of change in hedged deposit fair value	1,632	1,498	---	---	---
Change in interest rate swap fair value	---	---	(6,600)	1,136	(3,089)
Interest rate swap net settlements	---	---	3,408	8,881	7,352
Other income	1,781	1,847	952	1,282	1,165
	<u>29,371</u>	<u>29,632</u>	<u>21,559</u>	<u>33,309</u>	<u>26,254</u>
Noninterest expense:					
Salaries and employee benefits	30,161	28,285	25,355	22,007	18,739
Net occupancy expense	7,927	7,645	7,589	7,247	6,335
Postage	2,230	2,178	1,954	1,784	1,691
Insurance	1,473	876	883	761	683
Advertising	1,446	1,201	1,025	794	735
Office supplies and printing	879	931	903	811	855
Telephone	1,363	1,387	1,068	903	797
Legal, audit and other professional fees	1,247	1,127	1,410	1,309	1,078
Expense on foreclosed assets	608	119	268	485	1,939
Write-off of trust preferred securities issuance costs	---	783	---	---	---
Other operating expenses	4,325	4,275	3,743	3,160	2,901
	<u>51,659</u>	<u>48,807</u>	<u>44,198</u>	<u>39,261</u>	<u>35,753</u>
Income before income taxes	43,642	44,602	31,734	39,074	30,151
Provision for income taxes	14,343	13,859	9,063	12,675	9,856
Net income	<u>\$ 29,299</u>	<u>\$ 30,743</u>	<u>\$ 22,671</u>	<u>\$ 26,399</u>	<u>\$ 20,295</u>



## At or For the Year Ended December 31,

	2007	2006	2005	2004	2003
--	------	------	------	------	------

(Dollars in thousands, except per share data)

**Per Common Share Data:**

Basic earnings per common share	\$ 2.16	\$ 2.24	\$ 1.65	\$ 1.93	\$ 1.48
Diluted earnings per common share	2.15	2.22	1.63	1.89	1.46
Cash dividends declared	0.68	0.60	0.52	0.44	0.36
Book value	14.17	12.84	11.13	10.28	8.88
Average shares outstanding	13,566	13,697	13,713	13,702	13,707
Year-end actual shares outstanding	13,400	13,677	13,723	13,699	13,703
Year-end fully diluted shares outstanding	13,654	13,825	13,922	13,995	13,887

**Earnings Performance Ratios:**

Return on average assets(1)	1.25%	1.41%	1.14%	1.55%	1.41%
Return on average stockholders' equity(2)	15.78	18.54	15.11	20.21	17.83
Non-interest income to average total assets	1.25	1.36	1.08	1.95	1.83
Non-interest expense to average total assets	2.18	2.23	2.21	2.27	2.35
Average interest rate spread(3)	2.71	2.83	2.73	2.81	2.98
Year-end interest rate spread	3.00	2.95	3.05	2.63	2.88
Net interest margin(4)	3.24	3.39	3.13	3.10	3.27
Efficiency ratio(5)	51.26	49.37	55.28	47.23	50.57
Net overhead ratio(6)	0.95	0.88	1.14	0.35	0.66
Common dividend pay-out ratio	31.63	27.03	31.90	23.28	24.32

**Asset Quality Ratios:**

Allowance for loan losses/year-end loans	1.38%	1.54%	1.59%	1.73%	1.78%
Non-performing assets/year-end loans and foreclosed assets	2.99	1.46	1.09	0.48	1.40
Allowance for loan losses/non-performing loans	71.77	129.71	151.44	524.43	282.02
Net charge-offs/average loans	0.35	0.23	0.20	0.17	0.47
Gross non-performing assets/year end assets	2.30	1.12	0.81	0.35	1.06
Non-performing loans/year-end loans	1.92	1.19	1.05	0.33	0.63

**Balance Sheet Ratios:**

Loans to deposits	103.23%	98.29%	97.67%	102.76%	100.70%
Average interest-earning assets as a percentage of average interest-bearing liabilities	112.71	114.26	113.05	112.56	112.30

**Capital Ratios:**

Average stockholders' equity to average assets	7.9%	7.6%	7.6%	7.7%	7.9%
Year-end tangible stockholders' equity to assets	7.7	7.8	7.2	7.6	7.9
Great Southern Bank:					
Tier 1 risk-based capital ratio	10.4	10.2	10.1	10.7	11.0
Total risk-based capital ratio	11.7	11.5	11.3	11.9	12.3
Tier 1 leverage ratio	9.0	8.9	8.3	8.5	9.0

**Ratio of Earnings to Fixed Charges:(7)**

Including deposit interest	1.47x	1.57x	2.05x	1.95x	2.18x
Excluding deposit interest	3.69x	3.29x	5.72x	5.58x	6.45x

(1) Net income divided by average total assets.

(2) Net income divided by average stockholders' equity.

- (3) Yield on average interest-earning assets less rate on average interest-bearing liabilities.
- (4) Net interest income divided by average interest-earning assets.
- (5) Non-interest expense divided by the sum of net interest income plus non-interest income.
- (6) Non-interest expense less non-interest income divided by average total assets.

In computing the ratio of earnings to fixed charges: (a) earnings have been based on income before income taxes and fixed charges, and (b) fixed charges consist of interest and amortization of debt discount and expense including amounts capitalized and the estimated interest portion of rents.

## RESTATEMENT OF PREVIOUSLY ISSUED CONSOLIDATED FINANCIAL STATEMENTS

On January 23, 2006, the Company announced that it would restate certain of its historical financial statements for the quarters ended March 31, 2005, June 30, 2005, and September 30, 2005, and years ended December 31, 2004, 2003, 2002, and 2001. The restatement of this financial information relates to the correction of prior accounting errors relating to certain interest rate swaps associated with brokered certificates of deposit (CDs).

The Company has entered into interest rate swap agreements to hedge the interest rate risk inherent in certain of its CDs. From the inception of the hedging program in 2000, the Company has applied a method of fair value hedge accounting under Statement of Financial Accounting Standards (SFAS) 133 to account for the CD swap transactions that allowed the Company to assume the effectiveness of such transactions (the so-called "short-cut" method). The Company concluded that the CD swap transactions did not qualify for this method in prior periods because the method to pay the related CD broker placement fee was determined, in retrospect, to have caused the swap to not have a fair value of zero at inception (which is required under SFAS 133 to qualify for the "short-cut" method). Although the impact of applying the alternative "long-haul" method of documentation using SFAS 133 and the results under the "short-cut" method are believed to result in no significant difference in the hedge effectiveness of the majority of these swaps, and management believes these interest rate swaps have been effective as economic hedges, hedge accounting under SFAS 133 is not allowed for the affected periods because the proper hedge documentation was not in place at the inception of the hedge.

The Company is charged a fee in connection with its acquisition of brokered CDs. For those CDs that were part of the Company's accounting restatement for interest rate swaps in 2005, this fee was not paid separately by the Company to the CD broker, but rather was built in as part of the overall rate on the interest rate swap. In connection with the restatement, the Company determined that this broker fee should be accounted for separately as a prepaid fee at the origination of the brokered CD and amortized into interest expense over the maturity period of the brokered CD. If the Company calls the brokered CD (at par) prior to maturity, the remaining unamortized broker fee is expensed at that time. The remaining unamortized prepaid broker fees related to these brokered CDs (that were subject to the restatement) at December 31, 2007 and 2006, were \$3.5 million and \$4.7 million, respectively. After December 31, 2005, and for any brokered CDs that do not have a corresponding interest rate swap, the broker fee may be paid separately by the Company to the CD broker, in which case the fee would be amortized into interest expense over the maturity period of the brokered CD. In any instances where the fee was not paid separately by the Company to the CD broker, but rather was built in as part of the overall rate on the interest rate swap, the Company must include this in its assessment of the transaction's qualification for hedge accounting.

As a result, the financial statements for all affected periods through December 31, 2005, reflect a cumulative charge of approximately \$3.4 million (net of income taxes) to account for the interest rate swaps referred to above as if hedge accounting was never applicable to them. In addition, the fiscal year 2005 financial statements include a charge of approximately \$5.1 million (net of income taxes), to reflect the same treatment.

Fair value hedge accounting allows a company to record the change in fair value of the hedged item (in this case, brokered CDs) as an adjustment to income by offsetting the fair value adjustment on the related interest rate swap. Eliminating the application of fair value hedge accounting reverses the fair value adjustments that were made to the brokered CDs. Therefore, while the interest rate swap is recorded on the balance sheet at its fair value, the related hedged items, the brokered CDs, are required to be carried at par. Additionally, the net cash settlement payments received during each of the above periods for these interest rate swaps were reclassified from interest expense on brokered CDs to noninterest income.

The effects of the change in accounting for certain interest rate swaps on the consolidated balance sheet as of, and income statement for the periods indicated previously, are detailed in the Company's December 31, 2005 Annual Report on Form 10-K.

## **ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION**

### **Forward-looking Statements**

When used in this Annual Report and in future filings by the Company with the Securities and Exchange Commission (the "SEC"), in the Company's press releases or other public or shareholder communications, and in oral statements made with the approval of an authorized executive officer, the words or phrases "will likely result," "are expected to," "will continue," "is anticipated," "estimate," "project," "intends" or similar expressions are intended to identify "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements are subject to certain risks and uncertainties, including, among other things, changes in economic conditions in the Company's market area, changes in policies by regulatory agencies, fluctuations in interest rates, the risks of lending and investing activities, including changes in the level and direction of loan delinquencies and write-offs and changes in estimates of the adequacy of the allowance for loan losses, the Company's ability to access cost-effective funding, fluctuations in real estate values and both residential and commercial real estate market conditions, demand for loans and deposits in the Company's market area and competition, that could cause actual results to differ materially from historical earnings and those presently anticipated or projected. The Company wishes to advise readers that the factors listed above could affect the Company's financial performance and could cause the Company's actual results for future periods to differ materially from any opinions or statements expressed with respect to future periods in any current statements.

The Company does not undertake-and specifically declines any obligation-to publicly release the result of any revisions which may be made to any forward-looking statements to reflect events or circumstances after the date of such statements or to reflect the occurrence of anticipated or unanticipated events.

### **Critical Accounting Policies, Judgments and Estimates**

The accounting and reporting policies of the Company conform with accounting principles generally accepted in the United States and general practices within the financial services industry. The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the financial statements and the accompanying notes. Actual results could differ from those estimates.

The Company considers that the determination of the allowance for loan losses involves a higher degree of judgment and complexity than its other significant accounting policies. The allowance for loan losses is calculated with the objective of maintaining an allowance level believed by management to be sufficient to absorb estimated loan losses. Management's determination of the adequacy of the allowance is based on periodic evaluations of the loan portfolio and other relevant factors. However, this evaluation is inherently subjective as it requires material estimates, including, among others, expected default probabilities, loss once loans default, expected commitment usage, the amounts and timing of expected future cash flows on impaired loans, value of collateral, estimated losses, and general amounts for historical loss experience. The process also considers economic conditions, uncertainties in estimating losses and inherent risks in the loan portfolio. All of these factors may be susceptible to significant change. To the extent actual outcomes differ from management estimates, additional provisions for loan losses may be required that would adversely impact earnings in future periods.

Additional discussion of the allowance for loan losses is included in the Company's Annual Report on Form 10-K for the year ended December 31, 2007, under the section titled "Item 1. Business - Allowances for Losses on Loans and Foreclosed Assets." Judgments and assumptions used by management in the past have resulted in an overall allowance for loan losses that has been sufficient to absorb estimated loan losses. Inherent in this process is the evaluation of individual significant credit relationships. From time to time certain credit relationships may deteriorate due to payment performance, cash flow of the borrower, value of collateral, or other factors. In these instances, management may have to revise its loss estimates and assumptions for these specific credits due to changing circumstances. In some cases, additional losses may be realized; in other instances, the factors that led to the deterioration may improve or the credit may be refinanced elsewhere and allocated allowances may be released from the particular credit. For the periods included in these financial statements, management's overall methodology for evaluating the allowance for loan losses has not changed significantly.

In addition, the company considers that the determination of the valuations of foreclosed assets held for sale involves a high degree of judgment and complexity. The carrying value of foreclosed assets reflects management's best estimate of the amount to be realized from the sales of the assets. While the estimate is generally based on a valuation by an independent appraiser or recent sales of similar properties, the amount that the Company realizes from the sales of the assets could differ materially in the near term from the carrying value reflected in these financial statements, resulting in losses that could adversely impact earnings in future periods.





## General

The profitability of the Company and, more specifically, the profitability of its primary subsidiary, Great Southern Bank, depends primarily on its net interest income. Net interest income is the difference between the interest income it earns on its loans and investment portfolio, and the interest it pays on interest-bearing liabilities, which consists mainly of interest paid on deposits and borrowings. Net interest income is affected by the relative amounts of interest-earning assets and interest-bearing liabilities and the interest rates earned or paid on these balances. When interest-earning assets approximate or exceed interest-bearing liabilities, any positive interest rate spread will generate net interest income.

In the year ended December 31, 2007, the Company's net loans increased \$141.4 million, or 8.5%. As loan demand is affected by a variety of factors, including general economic conditions, and because of the competition we face, we cannot be assured that our loan growth will match or exceed the level of increases achieved in prior years. If economic conditions do not deteriorate, we believe that we are well positioned to continue to originate a substantial amount of loans in our Southwest Missouri market as well as our loan production markets of St. Louis, Kansas City, Central Missouri and Northwest Arkansas. In addition, we may consider other markets in which to establish loan production offices. In the year ended December 31, 2007, the disbursed portion of residential and commercial construction loan balances increased \$59 million. Based upon the current lending environment and economic conditions, growth in our loan portfolio may be limited in 2008 to an amount that could be below our average of 11% over the last five years.

In addition, the level of non-performing loans and foreclosed assets may affect our net interest income and net income. While the Company has not historically had an overall high level of charge-offs on non-performing loans, the Company does not accrue interest income on these loans and does not recognize interest income until the loan is repaid or interest payments have been made for a period of time sufficient to provide evidence of performance on the loan. Generally, the higher the level of non-performing assets, the greater the negative impact on interest income and net income.

Loan growth continued in our Loan Production Offices (LPO). Many of these loans originated by our LPOs are construction loans where the customer has yet to draw the full line. In the year ended December 31, 2007, the Overland Park, Kansas LPO originated loans totaling \$77.7 million with outstanding loan balances of \$184.5 million at December 31, 2007. In the year ended December 31, 2007, the Rogers, Arkansas LPO originated loans totaling \$130.8 million with outstanding loan balances of \$173.7 million at December 31, 2007. In the year ended December 31, 2007, the St. Louis LPO originated loans totaling \$160.4 million with outstanding loan balances of \$251.5 million at December 31, 2007. The Columbia LPO, which began operating in March 2006 and serves the Columbia, Jefferson City, and Lake of the Ozarks, Mo., region, originated \$47.9 million of loans with outstanding loan balances of \$58.5 million at December 31, 2007.

The Company attracts deposit accounts through the Bank's retail branch network, correspondent banking and corporate services areas, and brokered deposits. The Company then utilizes these deposit funds, along with FHLBank advances and other borrowings, to meet loan demand. In the year ended December 31, 2007, total deposit balances increased \$59.3 million. Of this total increase, interest-bearing transaction accounts increased \$101.0 million and retail certificates of deposit increased \$25.2 million. Partially offsetting the increases in these deposit categories, non-interest-bearing checking accounts decreased \$39.0 million. As the generation of increased net interest income is critical to the growth of Great Southern's earnings, the continued ability to attract deposits or generate other funding sources is very important to successful loan growth. There is a high level of competition for deposits in our markets. While it is our goal to gain checking account and certificate of deposit market share in our branch footprint, we cannot be assured of this in future periods. During the year ended December 31, 2007, our interest-bearing checking account balances have continued to increase; however, our non-interest-bearing checking account balances have decreased in this same time period. Non-interest-bearing checking accounts have decreased primarily as a result of lower balances being kept in correspondent bank customers' accounts. These lower balances are due to the effects of the correspondent customers clearing checks through other avenues using electronic presentment, thus requiring lower compensating balances. If this decrease in non-interest-bearing checking account

balances continues, it could negatively impact our net interest income. In the year ended December 31, 2007, brokered deposit balances decreased \$33.6 million. As these balances matured, we elected to replace these funds with the retail deposits noted here and supplemented this with additional FHLBank advances.

Our ability to fund growth in future periods may also be dependent on our ability to continue to access brokered deposits and FHLBank advances. In times when our loan demand has outpaced our generation of new deposits, we have utilized brokered deposits and FHLBank advances to fund these loans. These funding sources have been attractive to us because we can create variable rate funding which more closely matches the variable rate nature of much of our loan portfolio. While we do not currently anticipate that our ability to access these sources will be reduced or eliminated in future periods, if this should happen, the limitation on our ability to fund additional loans would adversely affect our business, financial condition and results of operations.

Our net interest income may be affected positively or negatively by market interest rate changes. A large portion of our loan portfolio is tied to the "prime" rate and adjusts immediately when this rate adjusts. We also have a large portion of our liabilities that will reprice with changes to the federal funds rate or the three-month LIBOR rate. We monitor our sensitivity to interest rate changes on an ongoing basis (see "Item 7A. Quantitative and Qualitative Disclosures About Market Risk"). While we currently believe that neither increases nor decreases in market interest rates will materially adversely impact our net interest income, circumstances could change which may alter that outlook.

Ongoing changes in the level and shape of the interest rate yield curve pose challenges for interest rate risk management. Beginning in the second half of 2004 and through September 30, 2006, the Board of Governors of the Federal Reserve System (the "FRB") increased short-term interest rates through steady increases to the Federal Funds rate. Other short-term rates, such as LIBOR and short-term U.S. Treasury rates, increased in conjunction with these increases by the FRB. By September 30, 2006, the FRB had raised the Federal Funds rates by 4.25% (from 1.00% in June 2004) and other short-term rates rose by corresponding amounts. However, there was not a parallel shift in the yield curve; intermediate and long-term interest rates did not increase at a corresponding pace. This caused the shape of the interest rate yield curve to become much flatter, which creates different issues for interest rate risk management. On September 18, 2007, the FRB decreased the Federal Funds rate by 50 basis points and many market interest rates began to fall in the following weeks. In the months following September 2007, the FRB has reduced the Federal Funds rate by an additional 175 basis points. The Federal Funds rate now stands at 3.00%. In addition, during 2006 and 2007, Great Southern's net interest margin was negatively affected by certain characteristics of some of its loans, deposit mix, loan and deposit pricing by competitors, and timing of interest rate increases by the FRB as compared to interest rate changes in the financial markets. For the years ended December 31, 2007 and 2006, interest income was reduced \$1.6 million and \$695,000, respectively, due to the reversal of accrued interest on loans which were added to non-performing status during 2007 and 2006. This reduced net interest income and net interest margin. Also, for the year ended December 31, 2007, the average balance of investment securities increased by approximately \$44 million due to the purchase of securities to pledge against increased public funds deposits and customer repurchase agreements. While we earned a positive spread on these securities, it was much smaller than our overall net interest spread, having the effect of increasing net interest income but decreasing net interest margin.

Generally, the flattening interest rate yield curve hurt Great Southern's ability to reinvest proceeds from loan and investment repayments at higher rates. In 2006 and the first nine months of 2007, the Company's cost of funds increased faster than its yield on loans and investments. This trend moderated beginning in the third quarter of 2007 as market interest rates started moving lower and the FRB cut the Federal Funds rate beginning in September 2007 by a total of 225 basis points to date. Prior to this downward trend, Great Southern had increased rates on checking, money market and retail certificate accounts in order to remain competitive, while not leading the market. With the decreases in the Federal Funds rate, Great Southern has lowered rates paid on deposits while trying to remain competitive in the market. Great Southern's deposit mix has also led to a relatively increased cost of funds. The Company has significant balances in high-dollar money market and premium NOW accounts, the owners of which are very rate sensitive and compare these products to other bank and non-bank products available by competing financial services companies. Another factor that negatively impacted net interest income in the latter portion of 2007, was the increase in LIBOR interest rates compared to Federal Funds rates in the last half of 2007 as a result of credit and liquidity concerns in financial markets. These LIBOR interest rates were elevated approximately 30-70 basis points compared to historical averages versus the stated Federal Funds rate. The Company has interest rate swaps and other borrowings that are indexed to LIBOR, thereby causing increased funding costs. These higher LIBOR interest rates began to decline to more normal levels during the first two weeks of January 2008. Additionally, recent FRB interest rate cuts have impacted net interest income.

Generally, a rate cut by the FRB would have an anticipated immediate negative impact on net interest income due to the large total balance of loans that are tied to the "prime rate of interest" which generally adjust immediately as Fed Funds adjust. This negative impact is expected to be offset over the following 60- to 120-day period, and subsequently is expected to have a positive impact, as the Company's interest rates on deposits, borrowings and interest rate swaps should also reduce as a result of changes in interest rates by the FRB, assuming normal credit, liquidity and competitive loan and deposit pricing pressures.

In 2006 and the first half of 2007, margin compression also occurred in the Company's investment securities portfolio. The Company added securities in previous years to pledge as collateral to secure public funds deposits and customer reverse repurchase agreements. The interest rates paid to these customers increased consistent with short-term market interest rate increases, while the overall yield on the investment portfolio did not increase as rapidly. In previous years, the Company earned a greater spread on these securities due to the very low rate environment and the then-steeper interest rate yield curve compared to 2006 and 2007. As borrowing costs increased, the spread earned on these securities decreased. The Company has also repositioned some of its investment portfolio over time to shorten the time frame its securities will reprice. Margin compression related to the Company's investment securities portfolio improved in the last half of 2007 as yields on securities continue to increase and the FRB lowered the Federal Funds rate. In 2007, the overall yield on the investment portfolio (including other interest-earning assets) increased and was 5.49% at December 31, 2007 compared to 5.03% at December 31, 2006.

At December 31, 2007, the Company also had a portfolio of prime-based loans totaling approximately \$1.22 billion with rates that change immediately with changes to the prime rate of interest. Of this total, \$760 million represented loans which had interest rate floors. These floors were at varying rates, with \$328 million of these loans having floor rates of 7.0% or greater and another \$343 million of these loans having floor rates between 5.5% and 7.0%. During 2003 and 2004, the Company's loan portfolio had loans with rate floors that were much lower. However, since market interest rates were also much lower at that time, these loan rate floors went into effect and established a loan rate which was higher than the contractual rate would have otherwise been. This contributed to a loan yield for the entire portfolio which was approximately 139 and 55 basis points higher than the "prime rate of interest" at December 31, 2003 and 2004, respectively. As interest rates rose in the second half of 2004 and throughout 2005 and 2006, these interest rate floors were exceeded and the loans reverted back to their normal contractual interest rate terms. At December 31, 2005, the loan yield for the portfolio was approximately 8 basis points higher than the "prime rate of interest," resulting in lower interest rate margins. At December 31, 2006, the loan portfolio yield was approximately 5 basis points lower than the "prime rate of interest."

During the latter portion of 2007 and into 2008, as the "prime rate of interest" has gone down, the Company's loan portfolio again had loans with rate floors that went into effect and established a loan rate which was higher than the contractual rate would have otherwise been. This contributed to a loan yield for the entire portfolio which was approximately 33 basis points higher than the "prime rate of interest" at December 31, 2007. Through March 15, 2008, the "prime rate of interest" has decreased an additional 125 basis points since December 31, 2007.

The Company's profitability is also affected by the level of its non-interest income and operating expenses. Non-interest income consists primarily of service charges and ATM fees, commissions earned by our travel, insurance and investment divisions, late charges and prepayment fees on loans, gains on sales of loans and available-for-sale investments and other general operating income. Non-interest income is also affected by the Company's hedging activities. Operating expenses consist primarily of salaries and employee benefits, occupancy-related expenses, postage, insurance, advertising and public relations, telephone, professional fees, office expenses and other general operating expenses.

In the year ended December 31, 2007 compared to the year ended December 31, 2006, non-interest income decreased slightly due primarily to the impairment write-down in value of one available-for-sale Freddie Mac preferred stock security. This write-down totaled \$1.1 million. In November and December 2007, the value of this security declined sharply due to the credit and capital concerns faced by many financial services companies, including government-sponsored enterprises Freddie Mac and Fannie Mae. Excluding this securities loss, non-interest income increased primarily as a result of higher commission revenues from our travel, insurance and investment divisions and deposit account charges, partially offset by lower fees on loans. This increase in commission revenues was primarily in the travel division as a result of the acquisition of a St. Louis travel agency in the first quarter of 2007 and internal growth. Fees from service charges and overdrafts will likely increase modestly in 2008 compared to 2007 as we expect that retail checking accounts will grow at a modest pace in 2008. We expect to continue to add checking balances; however, much of this growth is expected to come from additional corporate

banking relationships which will not generate as much fee income as smaller individual checking accounts. The level of commission revenue in our travel division in 2008 is likely to remain consistent with 2007 levels; however, given current general economic conditions, substantial shocks could occur in the financial markets or the travel industry that could reduce travel by businesses and individuals in 2008. Currently the Company does not have any plans to acquire additional travel agencies. Increasing non-interest income in 2006 was the early repayment of five unrelated loans that triggered significant prepayment fees. Non-interest income increased \$1.6 million in the year ended December 31, 2007, and increased \$1.5 million in the year ended December 31, 2006, as a result of the change in the fair value of certain interest rate swaps and the related change in fair value of hedged deposits.

In the year ended December 31, 2007 compared to the year ended December 31, 2006, operating expenses increased primarily due to the continued growth of the Company. The primary increases were in the categories of salaries and benefits expense, insurance, and expenses on foreclosed assets, with smaller increases and decreases in some of the other expense categories such as occupancy and equipment expense, postage, advertising and others. During the fourth quarter of 2006, Great Southern completed its acquisition of a travel agency in Columbia, Mo., and opened banking centers in Lee's Summit, Mo. and Ozark, Mo. In March 2007, Great Southern acquired a travel agency in St. Louis, Mo., and in June 2007, opened a banking center in Springfield, Mo. We anticipate that increases will occur again in 2008, at a moderate level, with regard to employee costs and occupancy expenses as we continue to add new banking centers to serve new and existing customers. We anticipate that expense increases in 2008 will be fairly consistent with the expense increases recorded in 2007. In addition, due to the increases in levels of foreclosed assets, foreclosure-related expenses in 2007 were higher than in 2006.

In 2007, the Federal Deposit Insurance Corporation (FDIC) began to once again assess insurance premiums on insured institutions. Under the new pricing system, institutions in all risk categories, even the best rated, are charged an FDIC premium. Great Southern received a deposit insurance credit as a result of premiums previously paid. The Company's credit offset assessed premiums for the first half of 2007, but premiums were owed by the Company in the latter half of 2007. For the year ended December 31, 2007, the Company incurred additional insurance expense of \$568,000. The Company expects a similar quarterly expense of \$300,000 in future quarters, with additional expense based upon deposit growth.

The operations of the Bank, and banking institutions in general, are significantly influenced by general economic conditions and related monetary and fiscal policies of regulatory agencies. Deposit flows and the cost of deposits and borrowings are influenced by interest rates on competing investments and general market rates of interest. Lending activities are affected by the demand for financing real estate and other types of loans, which in turn are affected by the interest rates at which such financing may be offered and other factors affecting loan demand and the availability of funds.

### **Effect of Federal Laws and Regulations**

Federal legislation and regulation significantly affect the banking operations of the Company and the Bank, and have increased competition among commercial banks, savings institutions, mortgage banking enterprises and other financial institutions. In particular, the capital requirements and operations of regulated depository institutions such as the Company and the Bank have been and will be subject to changes in applicable statutes and regulations from time to time, which changes could, under certain circumstances, adversely affect the Company or the Bank.

### **Recent Accounting Pronouncements**

In September 2006, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards ("SFAS") No. 157, *Fair Value Measurements*. This Statement defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosure related to the use of fair value measures in financial statements. This Statement applies under other accounting pronouncements that require or permit fair value measurements, and does not expand the use of fair value measures in financial statements, but standardizes its definition and guidance in generally accepted accounting principles. SFAS No. 157 emphasizes that fair value is a market-based measurement based on an exchange transaction between market participants in which an entity sells an asset or transfers a liability. SFAS No. 157 also establishes a fair value hierarchy from observable market data as the highest level to fair value based on an entity's own fair value assumptions as the lowest level. The Statement is effective for financial statements issued for fiscal years beginning after November 15, 2007. SFAS No. 157 is effective for the Company on January 1, 2008 and is not expected to have a material effect on the Company's financial position or results of operations.

In February 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities*. SFAS No. 159 provides companies with the option to report selected financial assets and liabilities at fair value. Under the option, any changes in fair value would be included in earnings. This Statement seeks to reduce both complexity in accounting and volatility in earnings caused by differences in the existing accounting rules. Existing accounting principles use different measurement attributes

for different assets and liabilities, which can lead to earnings volatility. SFAS No. 159 helps to mitigate this type of accounting-induced

volatility by enabling companies to achieve a more consistent accounting for changes in the fair value of related assets and liabilities without having to apply complex hedge accounting provisions. Under this Statement, entities may measure at fair value financial assets and liabilities selected on a contract-by-contract basis. They would be required to display those values separately from those measured under different attributes on the face of the statement of financial condition. Furthermore, companies must provide additional information that would help investors and other users of financial statements to more easily understand the effect on earnings. SFAS No. 159 is effective for fiscal years beginning after November 15, 2007. SFAS No. 159 is effective for the Company on January 1, 2008 and is not expected to have a material effect on the Company's financial position or results of operations.

In January 2007, the FASB issued an exposure draft – *Disclosures about Derivative Instruments and Hedging Activities*. This exposure draft would amend and expand the disclosure requirements in SFAS No. 133, *Accounting for Derivatives Instruments and Hedging Activities*. The FASB issued this proposed Statement to address concerns that the existing disclosure requirements for derivative instruments and related hedged items do not provide adequate information on the effect that derivative activities have on an entity's overall consolidated financial condition or results of operations. Specific disclosure requirements are outlined in the proposed Statement. At this time, the FASB continues its deliberations regarding this exposure draft and has not adopted the final Statement. The Company continues to monitor the exposure draft to determine the impact, if any, on the consolidated financial condition or results of operations of the Company.

In November 2007, the Securities and Exchange Commission Staff issued Staff Accounting Bulletin (“SAB”) No. 109, *Written Loan Commitments Recorded at Fair Value Through Earnings*. This SAB supersedes the guidance previously issued in SAB No. 105, *Application of Accounting Principles to Loan Commitments*. SAB No. 109 expresses the current view of the staff that the expected net future cash flows related to the associated servicing of the loan should be included in the measurement of all written loan commitments that are accounted for at fair value through earnings. SAB No. 109 is effective for the Company on January 1, 2008 and is not expected to have a material effect on the Company's financial position or results of operations.

In December 2007, the FASB issued SFAS No. 141 (revised), *Business Combinations*. SFAS No. 141(revised) retains the fundamental requirements in Statement 141 that the acquisition method of accounting be used for business combinations, but broadens the scope of Statement 141 and contains improvements to the application of this method. The Statement requires an acquirer to recognize the assets acquired, the liabilities assumed, and any noncontrolling interest in the acquiree at the acquisition date, measured at their fair values as of that date. Costs incurred to effect the acquisition are to be recognized separately from the acquisition. Assets and liabilities arising from contractual contingencies must be measured at fair value as of the acquisition date. Contingent consideration must also be measured at fair value as of the acquisition date. SFAS No. 141 (revised) applies to business combinations occurring after January 1, 2009.

In December 2007, the FASB issued SFAS No. 160, *Noncontrolling Interests in Consolidated Financial Statements—an Amendment of ARB No. 51*. SFAS No. 160 requires that a noncontrolling interest in a subsidiary be accounted for as equity in the consolidated statement of financial position and that net income include the amounts for both the parent and the noncontrolling interest, with a separate amount presented in the income statement for the noncontrolling interest share of net income. SFAS No. 160 also expands the disclosure requirements and provides guidance on how to account for changes in the ownership interest of a subsidiary. SFAS No. 160 is effective for the Company on January 1, 2009 and is not expected to have a material effect on the Company's financial position or results of operations.

In January 2008, the FASB issued Statement 133 Implementation Issue No. E23 – *Issues Involving the Application of the Shortcut Method Under Paragraph 68*. This Implementation Issue amends the accounting and reporting requirements of paragraph 68 of Statement 133 (the shortcut method) to address certain practice issues. It addresses a limited number of issues that have caused implementation difficulties in the application of paragraph 68 of Statement 133. The objective is to improve financial reporting related to the shortcut method to increase comparability in financial statements. This pronouncement is effective for hedging relationships designated on or after January 1, 2008 and is not expected to have a material effect on the Company's financial position or results of operations.

## Comparison of Financial Condition at December 31, 2007 and December 31, 2006

During the year ended December 31, 2007, the Company increased total assets by \$191.4 million to \$2.43 billion. Net loans increased by \$141.4 million. The main loan areas experiencing increases were commercial and residential construction, commercial business, consumer and residential mortgage loans. The Company's strategy continues to be focused on growing the loan portfolio, while maintaining credit risk and interest rate risk at appropriate levels. For many years, the Company has developed a niche in commercial real estate and construction lending in Southwest Missouri. Great Southern's strategy is to continue to build on this competency in Southwest Missouri and in other geographic areas through the Company's loan production offices. Available-for-sale investment securities increased by \$80.8 million, primarily due to increased balances of U. S. Government Agency securities which were used for pledging to public fund deposit accounts. While there is no specifically stated goal, the available-for-sale securities portfolio has in recent years been approximately 15% to 20% of total assets. The available-for-sale securities portfolio was 17.5% and 15.4% of total assets at December 31, 2007 and 2006, respectively. Cash and cash equivalents decreased \$52.6 million, primarily due to smaller cash letter settlements between the Company and other banks at December 31, 2007. Foreclosed assets increased \$15.6 million, primarily due to the foreclosure of several loan relationships throughout 2007. See "Non-performing Assets" for additional information on foreclosed assets.

Total liabilities increased \$177.1 million from December 31, 2006 to \$2.24 billion at December 31, 2007. Deposits increased \$59.3 million, FHLBank advances increased \$34.7 million and short-term borrowings increased \$95.8 million. The increase in short-term borrowings was the result of increases in securities sold under repurchase agreements with Bank customers (\$23 million), increases in overnight borrowings (\$23 million) and a term borrowing from the FRB (\$50 million). FHLBank advances increased from \$179.2 million at December 31, 2006, to \$213.9 million at December 31, 2007. The level of FHLBank advances will fluctuate depending on growth in the Company's loan portfolio and other funding needs and sources of the Company. Retail certificates of deposit increased \$25.2 million, to \$421.9 million. Total brokered deposits were \$674.6 million at December 31, 2007, down from \$708.2 million at December 31, 2006. Interest-bearing checking balances increased \$101.0 million in the year ended December 31, 2007, to \$491.1 million. Non-interest-bearing checking balances decreased \$39.0 million in the year ended December 31, 2007, to \$166.2 million. Checking account balances totaled \$657.4 million at December 31, 2007, up from \$595.3 million at December 31, 2006. Subordinated debentures issued to capital trust increased \$5.2 million as a result of the Company's decision to add a new issue of trust preferred securities in 2007.

Stockholders' equity increased \$14.3 million from \$175.6 million at December 31, 2006 to \$189.9 million at December 31, 2007. Net income for fiscal year 2007 was \$29.3 million and accumulated other comprehensive income increased \$1.3 million, partially offset by dividends declared of \$9.2 million and net repurchases of the Company's common stock of \$7.1 million. In 2007, the Company repurchased 342,377 shares of its common stock at an average price of \$25.57 per share and reissued 65,609 shares of Company stock at an average price of \$17.62 per share to cover stock option exercises.

Management intends to continue to repurchase stock from time to time as long as management believes that repurchasing the stock contributes to the overall growth of shareholder value. The timing of repurchases, number of shares of stock that will be repurchased and the price that will be paid is the result of many factors, several of which are outside the control of the Company. The primary factors, however, are the number of shares available in the market from sellers at any given time, the price of the stock within the market as determined by the market, and the projected impact on the Company's earnings per share.

## Results of Operations and Comparison for the Years Ended December 31, 2007 and 2006

### General

Including the effects of the Company's hedge accounting entries recorded in 2007 and 2006, net income decreased \$1.4 million, or 4.7%, during the year ended December 31, 2007, compared to the year ended December 31, 2006. This decrease was primarily due to an increase in non-interest expense of \$2.9 million, or 5.8%, an increase in provision for income taxes of \$484,000, or 3.5%, and a decrease in non-interest income of \$261,000, or 0.9%, partially offset by an increase in net interest income of \$2.2 million, or 3.1%.

Excluding the effects of the Company's hedge accounting entries recorded in 2007 and 2006, net income decreased \$1.7 million, or 5.7%, during the year ended December 31, 2007, compared to the year ended December 31, 2006. This decrease was primarily due to an increase in non-interest expense of \$2.9 million, or 5.8%, an increase in provision for income taxes of \$328,000, or 2.4%, and a decrease in non-interest income of \$103,000, or 0.4%, partially offset by an increase in net interest income of \$1.6 million, or 2.2%. See "Item 6. - Selected Consolidated Financial Data - Restatement of Previously Issued Consolidated Financial Statements" for a discussion of the current and previously reported financial statements due to the Company's accounting change for certain interest rate swaps in 2005.

The information presented in the table below and elsewhere in this report excluding hedge accounting entries recorded (for the 2007 and 2006 periods) is not prepared in accordance with accounting principles generally accepted in the United States ("GAAP"). The tables below and elsewhere in this report excluding hedge accounting entries recorded (for the 2007 and 2006 periods) contain reconciliations of this information to the reported information prepared in accordance with GAAP. The Company believes that this non-GAAP financial information is useful in its internal management financial analyses and may also be useful to investors because the Company believes that the exclusion of these items from the specified components of net income better reflect the Company's underlying operating results during the periods indicated for the reasons described above. The amortization of the deposit broker fee and the net change in fair value of interest rate swaps and related deposits may be volatile. For example, if market interest rates decrease significantly, the interest rate swap counterparties may wish to terminate the swaps prior to their stated maturities. If a swap is terminated, it is likely that the Company would redeem the related deposit account at face value. If the deposit account is redeemed, any unamortized broker fee associated with the deposit account must be written off to interest expense. In addition, if the interest rate swap is terminated, there may be an income or expense impact related to the fair values of the swap and related deposit which were previously recorded in the Company's financial statements. The effect on net income, net interest income, net interest margin and non-interest income could be significant in any given reporting period.



**Non-GAAP Reconciliation**

(Dollars in thousands)

	Year Ended December 31,			
	2007		2006	
	Dollars	Earnings Per Diluted Share	Dollars	Earnings Per Diluted Share
<b>Reported Earnings</b>	\$ 29,299	\$ 2.15	\$ 30,743	\$ 2.22
Amortization of deposit broker origination fees (net of taxes)	762	.05	1,155	.08
Net change in fair value of interest rate swaps and related deposits (net of taxes)	(1,102)	(.08)	(1,204)	(.08)
Earnings excluding impact of hedge accounting entries	\$ 28,959	\$ 2.12	\$ 30,694	\$ 2.22

**Total Interest Income**

Total interest income increased \$13.8 million, or 9.2%, during the year ended December 31, 2007 compared to the year ended December 31, 2006. The increase was due to a \$9.6 million, or 7.2%, increase in interest income on loans and a \$4.2 million, or 24.5%, increase in interest income on investments and other interest-earning assets. Interest income for both loans and investment securities and other interest-earning assets increased due to higher average balances. Interest income for investment securities and other interest-earning assets also increased due to higher average rates of interest while loans experienced average rates of interest that were effectively unchanged.

**Interest Income - Loans**

During the year ended December 31, 2007 compared to December 31, 2006, interest income on loans increased primarily due to higher average balances. Interest income increased \$9.7 million as the result of higher average loan balances from \$1.65 billion during the year ended December 31, 2006 to \$1.77 billion during the year ended December 31, 2007. The higher average balance resulted principally from the Bank's increased commercial and residential construction lending, commercial business lending and consumer lending. The Bank's commercial real estate and multi-family residential average loan balances experienced small decreases, while one- to four-family residential average loan balances increased slightly during 2007.

Interest income on loans decreased \$116,000 as the result of a slight reduction in average interest rates. The average yield on loans decreased from 8.05% during the year ended December 31, 2006, to 8.04% during the year ended December 31, 2007. Average loan rates were generally similar in 2007 and 2006, as a result of market rates of interest, primarily the "prime rate" of interest. During the first half of 2006, market interest rates increased, with the "prime rate" of interest increasing 1.00% by the end of June 2006. A large portion of the Bank's loan portfolio adjusts with changes to the "prime rate" of interest. The Company has a portfolio of prime-based loans which have interest rate floors. Prior to 2005, many of these loan rate floors were in effect and established a loan rate which was higher than the contractual rate would have otherwise been. During 2005 and 2006, as market interest rates rose, many of these interest rate floors were exceeded and the loans reverted back to their normal contractual interest rate terms. In the year ended December 31, 2006, the average yield on loans was 8.05% versus an average prime rate for the period of 7.96%, or a difference of 9 basis points. In the year ended December 31, 2007, the average yield on loans was 8.04% versus an average prime rate for the period of 8.05%, or a difference of a negative 1 basis point.

For the years ended December 31, 2007, and 2006, interest income was reduced \$1.6 million and \$695,000, respectively, due to the reversal of accrued interest on loans that were added to non-performing status during the period. Partially offsetting this, the Company collected interest that was previously charged off in the amount of \$227,000 and \$189,000 in the years ended December 31, 2007 and 2006, respectively. See "Net Interest Income" for additional information on the impact of this interest activity.



Additionally, recent FRB interest rate cuts subsequent to December 31, 2007, have impacted interest income and net interest income. Generally, a rate cut by the FRB would have an anticipated immediate negative impact on interest income and net interest income due to the large total balance of loans which generally adjust immediately as Fed Funds adjust. This negative impact is expected to be offset over the following 60- to 120-day period, and subsequently is expected to have a positive impact, as the Company's interest rates on deposits, borrowings and interest rate swaps should also reduce as a result of changes in interest rates by the FRB, assuming normal credit, liquidity and competitive loan and deposit pricing pressures.

### **Interest Income - Investments and Other Interest-earning Deposits**

Interest income on investments and other interest-earning assets increased as a result of higher average rates of interest during the year ended December 31, 2007, when compared to the year ended December 31, 2006. Interest income increased by \$2.1 million as a result of an increase in average interest rates from 4.39% during the year ended December 31, 2006, to 4.91% during the year ended December 31, 2007. In 2006, as principal balances on mortgage-backed securities were paid down through prepayments and normal amortization, the Company replaced a portion of these securities with variable-rate mortgage-backed securities (primarily one-year and hybrid ARMs) which had a lower yield at the time of purchase relative to the fixed-rate securities remaining in the portfolio. As these securities reached interest rate reset dates in 2007, their rates increased along with market interest rate increases. Approximately \$50-55 million will have interest rate resets at some time in 2008, with the currently projected weighted average coupon rate decreasing approximately .34% based on market interest rates at December 31, 2007. In addition, approximately \$25-30 million will have initial interest rate resets at some time in 2009. The actual amount of securities that will reprice and the actual interest rate changes on these securities is subject to the level of prepayments on these securities and the changes that actually occur in market interest rates (primarily treasury rates and LIBOR rates). The Company has total variable-rate mortgage-backed securities of approximately \$109 million at December 31, 2007. In addition, the Company also increased its portfolio of tax-exempt securities issued by states and municipalities over the past two years from \$46 million at December 31, 2005 to \$63 million at December 31, 2007. These securities generally have coupon yields that are comparable to treasury market interest rates; however, the tax-equivalent yield is higher. Interest income increased \$2.0 million as a result of an increase in average balances from \$387 million during the year ended December 31, 2006, to \$431 million during the year ended December 31, 2007. This increase was primarily in available-for-sale agency securities, where securities were needed for liquidity and pledging to deposit accounts under customer repurchase agreements and public fund deposits. Many of these agency securities are callable at the option of the issuer, so it is likely that, as market interest rates have declined, agency security balances will be reduced in 2008.

### **Total Interest Expense**

Including the effects of the Company's accounting change in 2005 for certain interest rate swaps, total interest expense increased \$11.6 million, or 14.4%, during the year ended December 31, 2007, when compared with the year ended December 31, 2006, primarily due to an increase in interest expense on deposits of \$10.5 million, or 16.0%, an increase in interest expense on short-term borrowings of \$1.7 million, or 30.2%, and an increase in interest expense on subordinated debentures issued to capital trust of \$579,000, or 43.4%, partially offset by a decrease in interest expense on FHLBank advances of \$1.2 million, or 14.4%.

Excluding the effects of the Company's hedge accounting entries recorded in 2007 and 2006 for certain interest rate swaps, economically, total interest expense increased \$12.2 million, or 15.4%, during the year ended December 31, 2007, when compared with the year ended December 31, 2006, primarily due to an increase in interest expense on deposits of \$11.1 million, or 17.4%, an increase in interest expense on short-term borrowings of \$1.7 million, or 30.2%, and an increase in interest expense on subordinated debentures issued to capital trust of \$579,000, or 43.4%, partially offset by a decrease in interest expense on FHLBank advances of \$1.2 million, or 14.4%. See "Item 6. - Selected Consolidated Financial Data - Restatement of Previously Issued Consolidated Financial Statements" for a discussion of the current and previously reported financial statements due to the Company's accounting change for certain interest rate swaps in 2005.

### **Interest Expense - Deposits**

Including the effects of the Company's hedge accounting entries recorded in 2007 and 2006, interest on demand deposits increased \$1.5 million due to an increase in average rates from 3.01% during the year ended December 31, 2006, to 3.34% during the year ended December 31, 2007. Average interest rates increased due to

higher overall market rates of interest in 2006 and the first nine months of 2007. Market rates of interest on checking and money market accounts began to increase prior to 2007 as the FRB raised short-term interest rates. Interest on demand deposits increased \$1.9 million due to an increase in average balances. The Company's interest-bearing checking balances have grown in the past several years through increased relationships with correspondent, corporate and retail customers. Average interest-bearing demand balances were \$481 million, \$421 million and \$382 million in 2007, 2006 and 2005, respectively. Average non-interest bearing demand balances were \$171 million, \$189 million and \$170 million in 2007, 2006 and 2005, respectively.

Interest expense on deposits increased \$2.1 million as a result of an increase in average rates of interest on time deposits from 5.12% during the year ended December 31, 2006, to 5.32% during the year ended December 31, 2007, and increased \$5.1 million due to an increase in average balances of time deposits from \$1.036 billion during the year ended December 31, 2006, to \$1.132 billion during the year ended December 31, 2007. The average interest rates increased due to higher overall market rates of interest throughout 2006 and into 2007. As certificates of deposit matured in 2006 and the first half of 2007, they were generally replaced with certificates bearing a higher rate of interest. Market rates of interest on new certificates began to increase in the latter half of 2004 through the first half of 2007 as the FRB raised short-term interest rates. In 2006, the Company increased its balances of brokered certificates of deposit to fund a portion of its loan growth. Brokered certificates of deposit balances decreased \$33.6 million in 2007, to \$674.6 million. Retail certificates of deposit increased \$25.2 million in 2007, to \$421.9 million. In addition, the Company's interest rate swaps repriced higher in 2006 and 2007 in conjunction with the increases in market interest rates, specifically LIBOR. LIBOR interest rates increased compared to Federal Funds rates in the last half of 2007 as a result of credit and liquidity concerns in financial markets. These LIBOR interest rates were elevated approximately 30-70 basis points compared to historical averages versus the stated Federal Funds rate. The Company has interest rate swaps and other borrowings that are indexed to LIBOR, thereby causing increased funding costs. These higher LIBOR interest rates have declined significantly during January and February 2008.

The effects of the Company's hedge accounting entries recorded in 2007 and 2006 did not impact interest on demand deposits.

Excluding the effects of the Company's hedge accounting entries recorded in 2007 and 2006, economically, interest expense on deposits increased \$2.8 million as a result of an increase in average rates of interest on time deposits from 4.95% during the year ended December 31, 2006, to 5.21% during the year ended December 31, 2007, and increased \$4.9 million due to an increase in average balances of time deposits from \$1.036 billion during the year ended December 31, 2006, to \$1.132 billion during the year ended December 31, 2007. The average interest rates increased due to higher overall market rates of interest throughout 2006 and into 2007. See "Item 6. - Selected Consolidated Financial Data - Restatement of Previously Issued Consolidated Financial Statements" for a discussion of the current and previously reported financial statements due to the Company's accounting change for certain interest rate swaps in 2005.

#### **Interest Expense - FHLBank Advances, Short-term Borrowings and Subordinated Debentures Issued to Capital Trust**

Interest expense on FHLBank advances decreased \$1.7 million due to a decrease in average balances on FHLBank advances from \$180 million in the year ended December 31, 2006, to \$145 million in the year ended December 31, 2007. The reason for this decrease was the Company elected to utilize other forms of alternative funding during 2007. Partially offsetting this decrease, FHLBank advances experienced an increase in average interest rates from 4.51% during the year ended December 31, 2006, to 4.81% during the year ended December 31, 2007, resulting in increased interest expense of \$514,000.

Interest expense on short-term borrowings increased \$1.8 million due to an increase in average balances on short-term borrowings from \$130 million during the year ended December 31, 2006, to \$171 million during the year ended December 31, 2007. Partially offsetting this increase, average interest rates decreased from 4.36% in the year ended December 31, 2006, to 4.30% in the year ended December 31, 2007, resulting in decreased interest expense of \$75,000. The increase in balances of short-term borrowings was primarily due to increases in securities sold under repurchase agreements with Great Southern's corporate customers and increased short-term borrowings in the latter portion of 2007 to take advantage of declining Federal Funds rates. Market rates of interest on short-term borrowings increased beginning in the middle of 2004 through early 2007 as the FRB raised short-term interest rates. The FRB began to lower short-term interest rates in the latter portion of 2007 and has continued to lower these rates in the first two months of 2008.

Interest expense on subordinated debentures issued to capital trust increased \$646,000 due to increases in average balances from \$18.7 million in the year ended December 31, 2006, to \$28.2 million in the year ended December 31, 2007. The average rate of interest on these subordinated debentures decreased slightly in 2007 as these liabilities pay a variable rate of interest that is indexed to LIBOR. In November 2006, the Company redeemed its trust preferred debentures which were issued in 2001 and replaced them with new trust preferred debentures. These new debentures are not subject to an interest rate swap; however, they are variable-rate debentures and bear interest at a rate of three-month LIBOR plus 1.60%, adjusting quarterly. In July 2007, the Company issued additional trust preferred debentures. These new debentures are also not subject to an interest rate swap; however, they are variable-rate debentures and bear interest at a rate of three-month LIBOR plus 1.40%, adjusting quarterly.

## Net Interest Income

Including the impact of the accounting entries recorded for certain interest rate swaps, net interest income for the year ended December 31, 2007 increased \$2.2 million to \$71.4 million compared to \$69.2 million for the year ended December 31, 2006. Net interest margin was 3.24% in the year ended December 31, 2007, compared to 3.39% in 2006, a decrease of 15 basis points. This margin decrease was caused by several factors. For the years ended December 31, 2007, and 2006, interest income was reduced \$1.6 million and \$695,000, respectively, due to the reversal of accrued interest on loans that were added to non-performing status during the period. Partially offsetting this, the Company collected interest that was previously charged off in the amount of \$227,000 and \$189,000 in the years ended December 31, 2007 and 2006, respectively. Another factor that negatively impacted net interest income and net interest margin in 2007, was the increase in the spread between LIBOR interest rates compared to Federal Funds rates in the last half of 2007 as a result of credit and liquidity concerns in financial markets. These LIBOR interest rates were elevated approximately 30-70 basis points compared to historical averages versus the stated Federal Funds rate. The Company has interest rate swaps and other borrowings that are indexed to LIBOR, thereby causing increased funding costs. These relative higher LIBOR interest rates have declined to more normal levels in 2008. Additionally, recent FRB interest rate cuts have impacted net interest income. Generally, a rate cut by the FRB would have an anticipated immediate negative impact on net interest income due to the large total balance of loans which generally adjust immediately as Fed Funds adjust. This negative impact is expected to be offset over the following 60 to 120-day period, and subsequently is expected to have a positive impact, as the Company's interest rates on deposits, borrowings and interest rate swaps should also reduce as a result of changes in interest rates by the FRB, assuming normal credit, liquidity and competitive loan and deposit pricing pressures.

The Company's overall interest rate spread decreased 12 basis points, or 4.2%, from 2.83% during the year ended December 31, 2006, to 2.71% during the year ended December 31, 2007. The decrease was due to a 19 basis point increase in the weighted average rate paid on interest-bearing liabilities, partially offset by a 7 basis point increase in the weighted average yield on interest-earning assets. The Company's overall net interest margin decreased 15 basis points, or 4.4%, from 3.39% for the year ended December 31, 2006, to 3.24% for the year ended December 31, 2007. In comparing the two years, the yield on loans decreased 1 basis point while the yield on investment securities and other interest-earning assets increased 52 basis points. The rate paid on deposits increased 22 basis points, the rate paid on FHLBank advances increased 30 basis points, the rate paid on short-term borrowings decreased 6 basis points, and the rate paid on subordinated debentures issued to capital trust decreased 34 basis points. See "Item 6. - Selected Consolidated Financial Data - Restatement of Previously Issued Consolidated Financial Statements" for a discussion of the current and previously reported financial statements due to the Company's accounting change for certain interest rate swaps in 2005.

For the year ended December 31, 2007, compared to 2006, the average balance of investment securities increased by approximately \$44 million due to the purchase of securities in early 2007 to pledge against increased public fund deposits and customer repurchase agreements. While the Company earned a positive spread on these securities, it was much smaller than the Company's overall net interest spread, having the effect of increasing net interest income but decreasing net interest margin.

Excluding the impact of the accounting entries recorded for certain interest rate swaps, economically, net interest income for the year ended December 31, 2007 increased \$1.6 million to \$72.6 million compared to \$71.0 million for the year ended December 31, 2006. Net interest margin excluding the effects of the accounting change was 3.29% in the year ended December 31, 2007, compared to 3.48% in the year ended December 31, 2006. The Company's overall interest rate spread decreased 16 basis points, or 5.5%, from 2.93% during the year ended

December 31, 2006, to 2.77% during the year ended December 31, 2007. The decrease was due to a 23 basis point increase in the weighted average rate paid on interest-bearing liabilities, partially offset by a 7 basis point increase in the weighted average yield on interest-earning assets. The Company's overall net interest margin decreased 19 basis points, or 5.5%, from 3.48% for the year ended December 31, 2006, to 3.29% for the year ended December 31, 2007. In comparing the two years, the yield on loans decreased 1 basis point while the yield on investment securities and other interest-earning assets increased 52 basis points. The rate paid on deposits increased 26 basis points, the rate paid on FHLBank advances increased 30 basis points, the rate paid on short-term borrowings decreased 6 basis points, and the rate paid on subordinated debentures issued to capital trust decreased 34 basis points.

The prime rate of interest averaged 8.05% during the year ended December 31, 2007 compared to an average of 7.96% during the year ended December 31, 2006. The prime rate began to increase in the second half of 2004 and throughout 2005 and 2006 as the FRB began to raise short-term interest rates, and stood at 8.25% at December 31, 2006. In the last three months of 2007, the FRB began to decrease short-term interest rates. At December 31, 2007, the prime rate stood at 7.25%. Over half of the Bank's loans were tied to prime at December 31, 2007. The Company continues to utilize interest rate swaps and FHLBank advances that reprice frequently to manage overall interest rate risk. See "Item 7A. Quantitative and Qualitative Disclosures About Market Risk" for additional information on the Company's interest rate risk management.

**Non-GAAP Reconciliation:**  
(Dollars in thousands)

	Year Ended December 31			
	2007		2006	
	\$	%	\$	%
<b>Reported Net Interest Income/Margin</b>	<b>\$ 71,405</b>	<b>3.24%</b>	<b>\$ 69,227</b>	<b>3.39%</b>
Amortization of deposit broker origination fees	1,172	.05	1,777	.09
Net interest income/margin excluding impact of hedge accounting entries	<u>\$ 72,577</u>	<u>3.29%</u>	<u>\$ 71,004</u>	<u>3.48%</u>

For additional information on net interest income components, refer to "Average Balances, Interest Rates and Yields" table in this Annual Report on Form 10-K. This table is prepared including the impact of the accounting changes for interest rate swaps.

**Provision for Loan Losses and Allowance for Loan Losses**

The provision for loan losses was \$5.5 million and \$5.5 million during the years ended December 31, 2007 and December 31, 2006, respectively. The allowance for loan losses decreased \$0.8 million, or 3.0%, to \$25.5 million at December 31, 2007 compared to \$26.3 million at December 31, 2006. Net charge-offs were \$6.3 million in 2007 versus \$3.7 million in 2006. The increases in charge-offs and foreclosed assets were due to general market conditions, and more specifically, housing supply, absorption rates and unique circumstances related to individual borrowers and projects. As properties were transferred into foreclosed assets, evaluations were made of the value of these assets with corresponding charge-offs as appropriate.

Management records a provision for loan losses in an amount it believes sufficient to result in an allowance for loan losses that will cover current net charge-offs as well as risks believed to be inherent in the loan portfolio of the Bank. The amount of provision charged against current income is based on several factors, including, but not limited to, past loss experience, current portfolio mix, actual and potential losses identified in the loan portfolio, economic conditions, regular reviews by internal staff and regulatory examinations.

Weak economic conditions, higher inflation or interest rates, or other factors may lead to increased losses in the portfolio and/or requirements for an increase in loan loss provision expense. Management has established various controls in an attempt to limit future losses, such as a watch list



of possible problem loans, documented loan administration policies and a loan review staff to review the quality and anticipated collectibility of the portfolio. Management determines which loans are potentially uncollectible, or represent a greater risk of loss and makes additional provisions to expense, if necessary, to maintain the allowance at a satisfactory level.

The Bank's allowance for loan losses as a percentage of total loans was 1.38% and 1.54% at December 31, 2007 and 2006, respectively.

Management considers the allowance for loan losses adequate to cover losses inherent in the Company's loan portfolio at this time, based on recent internal and external reviews of the Company's loan portfolio and current economic conditions. Potential problem loans are included in management's consideration when determining the adequacy of the provision and allowance for loan losses.

### **Non-performing Assets**

As a result of continued growth in the loan portfolio, changes in portfolio mix, changes in economic and market conditions that occur from time to time, and other factors specific to a borrower's circumstances, the level of non-performing assets will fluctuate. Non-performing assets at December 31, 2007, were \$55.9 million, up \$30.9 million from December 31, 2006. Non-performing assets as a percentage of total assets were 2.30% at December 31, 2007. Compared to December 31, 2006, non-performing loans increased \$15.3 million to \$35.5 million while foreclosed assets increased \$15.6 million to \$20.4 million. Commercial real estate, commercial and residential construction and business loans comprised \$33.2 million, or 94%, of the total \$35.5 million of non-performing loans at December 31, 2007. Commercial real estate, construction and business loans historically comprise the majority of non-performing loans.

Net charge-offs for the year ended December 31, 2007, were \$6.3 million as compared to \$3.7 million for the year ended December 31, 2006. The increases in charge-offs and foreclosed assets were due to general economic and market conditions, and more specifically, housing supply, absorption rates and unique circumstances related to individual borrowers and projects. As properties were transferred into foreclosed assets, evaluations were made of the value of these assets with corresponding charge-offs as appropriate. The Company's allowance for loan losses was \$25.5 million and \$26.3 million at December 31, 2007 and 2006, respectively. Management considers the allowance for loan losses adequate to cover losses inherent in the Company's loan portfolio at this time, based on recent internal and external reviews of the Company's loan portfolio and current economic conditions. Potential problem loans are included in management's consideration when determining the adequacy of the provision and allowance for loan losses.

*Non-performing Loans.* Compared to December 31, 2006, non-performing loans increased \$15.3 million to \$35.5 million. Non-performing loan increases and decreases are described below.



Increases in non-performing loans in 2007 included:

- A \$10.3 million loan relationship, which is primarily secured by a condominium and retail historic rehabilitation development in St. Louis, Mo. This was originally included as a \$9.4 million relationship and has increased due to costs to complete construction. The project was completed during the first quarter of 2008 and the Company has begun marketing efforts to lease the condominium and retail spaces. The Company expects to receive Federal and State tax credits later in 2008, which should reduce the balance of this relationship to approximately \$5.0 million. The Company has obtained a recent appraisal that substantiates the value of the project. Because of the tax credits involved, the Company expects to foreclose on this property at some point in the future and hold this property for several years. The Company expects to remove this relationship from loans and hold it as a depreciating asset once the tax credit process is completed. Current projections by the Company indicate that a positive return on the investment is expected once the space is leased.
- A \$1.3 million loan relationship, which is secured by a restaurant building in northwest Arkansas. The Company has begun foreclosure on this property.
- A \$2.4 million loan relationship, which was described in the March 31, 2007, Quarterly Report on Form 10-Q. During the six months ended December 31, 2007, the original \$5.4 million relationship was reduced to \$2.4 million through the foreclosure and subsequent sale of the real estate collateral. At the time of the foreclosure on these real estate assets, there was no charge-off against the allowance for loan losses. The remaining \$2.4 million is secured by the borrower's ownership interest in a business. The borrower is pursuing options to pay off this loan.
- A \$5.7 million loan relationship, which is primarily secured by two office and retail historic rehabilitation developments. At the time this relationship was transferred to the Non-performing Loans category the Company recorded a write-down of \$240,000. Both of the projects are completed and the space in both cases is partially leased. The projects are located in southeast Missouri and southwest Missouri, respectively. The borrower is marketing the properties for sale; however, the Company has begun foreclosure proceedings in the event that the borrower is not successful in selling the properties.
- A \$1.9 million loan relationship, which is secured by partially-developed subdivision lots in northwest Arkansas. The Company has begun foreclosure proceedings.

At December 31, 2007, eight significant loan relationships accounted for \$27.7 million of the total non-performing loan balance of \$35.5 million. In addition to the five relationships noted above, three other loan relationships were previously included in Non-performing Loans and remained there at December 31, 2007. These relationships were described in the December 31, 2006, Annual Report on Form 10-K, and in previous Quarterly Reports on Form 10-Q. One of these relationships, a \$3.3 million loan on a nursing home in the State of Missouri, was paid off in the first quarter of 2008 upon the sale of the facility. The Company had previously recorded a charge to the allowance for loan losses regarding this relationship and recovered approximately \$500,000 to the allowance upon receipt of the loan payoff. The other two unrelated relationships totaled \$1.0 million and \$1.7 million, respectively. Both of these relationships are secured primarily by single-family houses and residential subdivision lots. The \$1.0 million relationship has been foreclosed upon and transferred to foreclosed assets at a book value of \$700,000 after a charge-off to the allowance for loan losses of \$320,000. The Company is in process of foreclosing on the \$1.7 million relationship and is currently determining what, if any, charge-off to the allowance for loan losses is needed regarding this relationship.

Two other significant relationships were both added to the Non-performing Loans category and subsequently transferred to foreclosed assets during the year ended December 31, 2007:

- A \$4.6 million loan relationship, described in the June 30, 2007, Quarterly Report on Form 10-Q, which is secured by two residential developments in the Kansas City, Mo., metropolitan area. At the time of the transfer to foreclosed assets, the asset was reduced to \$4.3 million through a charge-off to the allowance for loan losses.
- A \$1.5 million loan relationship, which was described in the June 30, 2007, Quarterly Report on Form 10-Q. During the quarter ended September 30, 2007, the loans in this relationship were transferred to foreclosed assets. At the time of the transfer, this relationship was reduced by \$538,000 through a charge-off against the allowance for loan losses.

One other significant relationship was included in the Non-performing Loans category at December 31, 2006, and subsequently transferred to foreclosed assets during the year ended December 31, 2007. This relationship involved a motel located in the State of Illinois. At December 31, 2007, this relationship was included in foreclosed assets at \$2.6 million. This motel was sold in the first quarter 2008 with no additional loss incurred by the Company.

*Foreclosed Assets.* Of the total \$20.4 million of foreclosed assets at December 31, 2007, foreclosed real estate totaled \$20.0 million and repossessed automobiles, boats and other personal property totaled \$410,000. Foreclosed assets increased \$15.6 million during the year ended December 31, 2007, from \$4.8 million at December 31, 2006, to \$20.4 million at December 31, 2007. During the year ended December 31, 2007, foreclosed assets increased primarily due to the addition of five significant relationships to the foreclosed assets category and the addition of several smaller relationships that involve houses that are completed and for sale or under construction, as well as developed subdivision lots, partially offset by the sale of similar houses and subdivision lots. These five significant relationships remain in foreclosed assets at December 31, 2007, and are described below.

At December 31, 2007, five separate relationships totaled \$13.1 million, or 65%, of the total foreclosed assets balance. These five relationships include:

- A \$2.6 million relationship, which involves a motel in the State of Illinois. As discussed above, the motel was sold in the first quarter 2008 at no additional loss to the Company.
- A \$3.1 million relationship, which involves residential developments in Northwest Arkansas. One of the developments has some completed houses and additional lots. The second development is comprised of completed duplexes and triplexes. A few sales of single-family houses have occurred and the remaining properties are being marketed for sale.
- A \$4.3 million loan relationship, which involves two residential developments in the Kansas City, Mo., metropolitan area. These two subdivisions are primarily comprised of developed lots with some additional undeveloped ground. The Company is marketing these projects and has seen some recent interest by prospective purchasers.
- A \$1.8 million relationship, which involves a residence and commercial building in the Lake of the Ozarks, Mo., area. The Company is marketing these properties for sale.
- A \$1.3 million relationship, which involves residential developments, primarily residential lots in three different subdivisions and undeveloped ground, in the Branson, Mo., area. The Company has been in contact with various developers to determine interest in the projects.

*Potential Problem Loans.* Potential problem loans increased \$16.7 million during the year ended December 31, 2007 from \$13.6 million at December 31, 2006 to \$30.3 million at December 31, 2007. Potential problem loans are loans which management has identified through routine internal review procedures as having possible credit problems that may cause the borrowers difficulty in complying with current repayment terms. These loans are not reflected in non-performing assets.

During the year ended December 31, 2007, potential problem loans increased primarily due to the addition of six unrelated relationships totaling \$20.0 million to the Potential Problem Loans category. Four of these relationships involve residential construction and development loans. Two relationships are in Springfield, Mo., and total \$1.7 million and \$3.0 million, respectively; one relationship near Little Rock, Ark. totals \$4.8 million; and one relationship in the St. Louis area totals \$4.3 million. This St. Louis area relationship was foreclosed in the first quarter 2008. The Company recorded a loan charge-off of \$1.0 million at the time of transfer to foreclosed assets based upon updated valuations of the assets. The Company is pursuing collection efforts against the guarantors on this credit. The fifth relationship consists of a condominium development in Kansas City totaling \$3.2 million. Some sales have occurred during 2007, with the outstanding balance decreasing \$1.9 million in 2007. The sixth relationship consists of a retail center, improved commercial land and other collateral in the states of Georgia and Texas totaling \$2.9 million. During the first quarter of 2008, performance on the relationship improved and the Company obtained additional collateral.

At December 31, 2007, two other large unrelated relationships were included in the Potential Problem Loan category. Both of these relationships were included in the potential problem loan category at December 31, 2006. The first relationship totaled \$3.3 million at December 31, 2006, and was reduced to \$1.4 million at December 31, 2007, through the sale of houses and townhomes. The relationship is secured primarily by a retail center, developed and undeveloped residential subdivisions, and single-family houses being constructed for resale in the Springfield, Missouri, area. The second relationship totaled \$2.7 million and is secured primarily by a motel in the State of Florida. The motel is operating but payment performance has been slow at times. At December 31, 2007, these eight significant relationships described above accounted for \$24.1 million of the potential problem loan total.

#### *Subsequent Event Regarding Potential Problem Loans.*

One of the Bank's largest lending relationships is a loan to an Arkansas-based bank holding company (ABHC). In addition, the Bank has made other loans to three of ABHC's stockholders (two of which are directors and/or executive officers of the holding company and the bank), at least partially secured by ABHC's stock. ABHC, through its subsidiary bank (ABank), is primarily a commercial real estate lender with an emphasis on land development and residential construction lending. In addition to the Arkansas lending franchise, ABank also has significant lending activities in the Mountain West and Southwest regions of the United States. The lending relationship with ABHC began in 1997, and is secured by a first lien against 100% of the stock of ABank. The loans to the stockholders are secured by each stockholder's stock in ABHC, as well as other collateral. At December 31, 2007, the outstanding balance on the loan to ABHC was \$30.0 million. The loan was current as of that date, and ABank's capital exceeded the amount of the loan, but the borrower was in default on certain of its financial covenants. During the past several months, markets for land development and new housing nationally, and particularly in Arkansas and portions of the Southwest, have seen a downturn. ABank began to experience the effects of this downturn through increased delinquencies and somewhat higher levels of non-performing loans in 2007. As a result, ABank's regulators restricted certain of ABank's operations and required increased reserves and capital. Subsequent to December 31, 2007, ABank reported that non-performing loans and foreclosed assets increased dramatically and significant additional reserves were being taken, reducing ABank's capital even further.

As a result, during the March 31, 2008 quarter, Great Southern has classified ABHC's loan as substandard and included it in "potential problem loans." Based upon ABank's most recent call report (as amended), ABank's capital has been reduced but is still at a level that appears to provide adequate collateral for Great Southern's loan. Thus, Great Southern has not made a specific allocation of its allowance for loan losses to the ABHC credit. Since the beginning of this year, Great Southern has obtained additional, unrelated collateral to help secure a portion of the outstanding balance of the loans to the individual stockholders, and a \$3.3 million payment was made reducing one of the loans. To date, however, there is still a portion that is not covered by additional collateral. Therefore, \$9.4 million of the loans to individual stockholders have been classified as substandard and are now included in "potential problem loans" and \$6.4 million of these loans are now considered non-performing. A specific allocation in the Bank's allowance for loan losses has been set up for a portion of the non-performing and a portion of the substandard loans to the individual stockholders.

Based on the information currently available, the Company believes that its allowance for loan losses is adequate. The ability of ABHC to ultimately resolve its issues and pay the Bank's loan off is subject to a number of factors, including the land development and housing markets in its market areas, the strength of its borrowers, the ability of ABHC and ABank to restructure their balance sheets and increase capital and the ability of ABHC and ABank to timely comply with the requirements of their federal bank regulators. The federal bank regulators have extensive enforcement authority over ABHC and ABank, giving them the ability to take actions which could negatively impact our lending position without prior notice to us. In addition, if ABHC and ABank are not successful in their efforts, the loan may be required to be charged off in whole or in part, significantly reducing future income. ABHC and ABank are actively pursuing various alternatives to work out their credit problems, increase capital ratios and strengthen their balance sheets. Great Southern is monitoring these activities closely, but does not control the process.

#### **Non-interest Income**

Including the effects of the Company's hedge accounting entries recorded in 2007 and 2006 for certain interest rate swaps, non-interest income for the year ended December 31, 2007 was \$29.4 million compared with \$29.6 million for the year ended December 31, 2006. The \$261,000, or 0.9%, decrease in non-interest income was primarily the result of the impairment write-down in value of one available-for-sale Freddie Mac preferred stock security. This write-down totaled \$1.1 million. This security has an interest rate that resets to a market index every 24 months and currently yields a tax-equivalent interest rate of about 8.5-9.0%. The security has had unrealized gains and losses from time to time. These unrealized gains and losses were recorded directly to equity in prior periods, so this other-than-temporary write-down did not affect total equity. Throughout the first ten months of 2007, as expected, the fair value of the security increased as market interest rates fell. However, in November and December 2007 the value of this security declined sharply due to the credit and capital concerns faced by many financial services companies, including government-sponsored enterprises Freddie Mac and Fannie Mae. Freddie Mac and Fannie Mae have recently issued new perpetual preferred stock at higher yields than this security and that has also driven the value down for many of the previously issued preferred stocks. The Company has the ability to continue to hold this security in its portfolio for the foreseeable future and believes that the fair value of this security may recover from the current level in future periods, if and when credit and capital concerns subside for these

government-sponsored enterprises.

Other items of non-interest income in 2007 increased \$879,000 compared to 2006, primarily as a result of higher revenue from commissions and deposit account charges, partially offset by lower fees on loans. For the year ended December 31, 2007, service charges on deposit accounts and ATM fees increased \$542,000, or 3.7%, compared to 2006 due to the increase in deposit accounts. During 2007, commission income from the Company's travel, insurance and investment divisions increased \$767,000, or 8.4%, compared to the same period in 2006. This increase was primarily in the travel division as a result of the acquisition of a St. Louis travel agency in the first quarter of 2007 and internal growth. Total late charges and fees on loans decreased \$605,000 in the year ended December 31, 2007, compared to the same period in 2006 due primarily to the early repayment of five unrelated loans that triggered total prepayment fees of \$532,000 in the year ended December 31, 2006. Although the Company does receive prepayment fees from time to time, it is difficult to forecast when and in what amounts these fees will be collected. Non-interest income increased \$1.6 million in the year ended December 31, 2007, and increased \$1.5 million in the year ended December 31, 2006, as a result of the change in the fair value of certain interest rate swaps and the related change in fair value of hedged deposits. See "Item 6. - Selected Consolidated Financial Data - Restatement of Previously Issued Consolidated Financial Statements" for a discussion of the current and previously reported financial statements due to the Company's accounting change for certain interest rate swaps in 2005. Other income in 2007 and 2006 includes the net benefits realized on federal historic tax credits utilized by the Company in both 2007 and 2006. The Company expects to utilize federal historic tax credits in the future; however, the timing and amount of these credits will vary depending upon availability of the credits and ability of the Company to utilize the credits.

**Non-GAAP Reconciliation**  
(Dollars in thousands)

	Year Ended December 31, 2007		
	<u>As Reported</u>	<u>Effect of Hedge Accounting Entries Recorded</u>	<u>Excluding Hedge Accounting Entries Recorded</u>
Non-interest income -- Net change in fair value of interest rate swaps and related deposits	\$ 29,371	\$ 1,695	\$ 27,676
	Year Ended December 31, 2006		
	<u>As Reported</u>	<u>Effect of Hedge Accounting Entries Recorded</u>	<u>Excluding Hedge Accounting Entries Recorded</u>
Non-interest income -- Net change in fair value of interest rate swaps and related deposits	\$ 29,632	\$ 1,853	\$ 27,779

**Non-Interest Expense**

Total non-interest expense increased \$2.9 million, or 5.8%, from \$48.8 million in the year ended December 31, 2006, compared to \$51.7 million in the year ended December 31, 2007. The increase was primarily due to: (i) an increase of \$1.9 million, or 6.6%, in salaries and employee benefits; (ii) an increase of \$597,000, or 68.2%, in insurance expense, primarily FDIC deposit insurance; (iii) an increase of \$489,000, or 410%, in expense on foreclosed assets and (iv) smaller increases and decreases in other non-interest expense areas, such as occupancy and equipment expense, postage, advertising, telephone, legal and professional fees, and bank charges and fees related to additional correspondent relationships. The Company's efficiency ratio for the year ended December 31, 2007, was 51.26% compared to 49.37% in 2006. These efficiency ratios include the impact of the hedge accounting entries for certain interest rate swaps. Excluding the effects of these entries, the efficiency ratio for the full year 2007 was 51.53% compared to 49.41% in 2006. The Company's ratio of non-interest expense to average assets decreased from 2.23% for the year ended December 31, 2006, to 2.18% for the year ended December 31, 2007. As discussed in the Company's 2006 Annual Report on Form 10-K, changes were made to the Company's retirement plans in 2006. These changes resulted in a decrease of \$315,000 in expenses in the year ended December 31, 2007, compared to 2006.



In 2007, the Federal Deposit Insurance Corporation (FDIC) began to once again assess insurance premiums on insured institutions. Under the new pricing system, institutions in all risk categories, even the best rated, are charged an FDIC premium. Great Southern received a deposit insurance credit as a result of premiums previously paid. The Company's credit offset assessed premiums for the first half of 2007, but premiums were owed by the Company in the latter half of 2007. The Company incurred additional insurance expense of \$568,000 related to this in 2007, and the Company expects expense of approximately \$300,000 per quarter in subsequent quarters, with additional expense based upon deposit growth.

Due to the increases in levels of foreclosed assets, foreclosure-related expenses in 2007 were higher than 2006 by approximately \$489,000 (net of income received on foreclosed assets). As previously disclosed in the Company's filings for the fourth quarter and full year 2006, these periods included an expense item of \$783,000 (\$501,000 after tax), which was a non-cash write-off of unamortized issuance costs related to the redemption of the 9.0% Cumulative Trust Preferred Securities of Great Southern Capital Trust I.

The Company's increase in non-interest expense in 2007 compared to 2006 also related to the continued growth of the Company. During the fourth quarter of 2006, Great Southern completed its acquisition of a travel agency in Columbia, Mo., and opened banking centers in Lee's Summit, Mo. and Ozark, Mo. In March 2007, Great Southern acquired a travel agency in St. Louis, Mo., and in June 2007, opened a banking center in Springfield, Mo. As a result, in the year ended December 31, 2007, compared to the year ended December 31, 2006, non-interest expenses increased \$1.9 million related to the ongoing operations of these entities.

#### Non-GAAP Reconciliation:

(Dollars in thousands)

Year Ended December 31,

	2007			2006		
	Non-Interest Expense	Revenue Dollars*	%	Non-Interest Expense	Revenue Dollars*	%
<b>Efficiency Ratio</b>	<b>\$ 51,659</b>	<b>\$ 100,776</b>	<b>51.26%</b>	<b>\$ 48,807</b>	<b>\$ 98,859</b>	<b>49.37%</b>
Amortization of deposit broker origination fees	---	1,172	(.61)	---	1,777	(.88)
Net change in fair value of interest rate swaps and related deposits	---	(1,695)	.88	---	(1,853)	.92
Efficiency ratio excluding impact of hedge accounting entries	<u>\$ 51,659</u>	<u>\$ 100,253</u>	<u>51.53%</u>	<u>\$ 48,807</u>	<u>\$ 98,783</u>	<u>49.41%</u>

\*Net interest income plus non-interest income.

#### Provision for Income Taxes

Provision for income taxes as a percentage of pre-tax income increased from 31.1% for the year ended December 31, 2006, to 32.9% for the year ended December 31, 2007. The lower effective tax rate (as compared to the statutory federal tax rate of 35.0%) was primarily due to higher balances and rates of tax-exempt investment securities and loans, federal tax credits and deductions for stock options exercised by certain employees. For future periods, the Company expects the effective tax rate to be in the range of 32-33% of pre-tax net income.

#### Average Balances, Interest Rates and Yields

The following table presents, for the periods indicated, the total dollar amount of interest income from average interest-earning assets and the resulting yields, as well as the interest expense on average interest-bearing liabilities, expressed both in dollars and rates, and the net interest margin. Average balances of loans receivable include the average balances of non-accrual loans for each period. Interest income on loans includes interest received on non-accrual loans on a cash basis. Interest income on loans includes the amortization of net loan fees which were deferred in accordance with accounting standards. Fees included in interest income were \$3.2 million, \$2.8 million and \$2.0 million for 2007, 2006 and 2005, respectively. Tax-exempt income was not calculated on a tax equivalent basis. The table does not reflect any effect of income taxes.





	December	Year Ended			Year Ended			Year Ended		
	31,	December 31, 2007			December 31, 2006			December 31, 2005		
	2007	Average	Interest	Yield/Rate	Average	Interest	Yield/Rate	Average	Interest	Yield/Rate
	Yield/Rate	Balance			Balance			Balance		
Interest-earning assets:										
Loans receivable:										
One- to four-family residential	7.02%	\$ 180,797	\$ 12,714	7.03%	\$ 177,040	\$ 12,031	6.80%	\$ 177,572	\$ 10,133	5.71%
Other residential	7.76	81,568	6,914	8.48	86,251	7,078	8.21	118,384	8,655	7.31
Commercial real estate	7.69	456,377	37,614	8.24	464,710	37,958	8.17	475,325	32,205	6.78
Construction	7.62	673,576	55,993	8.31	586,343	49,792	8.49	391,613	27,125	6.93
Commercial business	7.30	171,902	14,160	8.24	111,742	9,587	8.58	105,426	7,140	6.77
Other loans	8.07	153,421	11,480	7.48	142,877	10,560	7.39	136,772	9,565	6.99
Industrial revenue bonds(1)	7.19	56,612	3,844	6.79	84,199	6,088	7.23	53,346	3,306	6.20
Total loans receivable	7.58	1,774,253	142,719	8.04	1,653,162	133,094	8.05	1,458,438	98,129	6.73
Investment securities and other interest-earning assets(1)	5.49	430,874	21,152	4.91	387,110	16,987	4.39	409,691	16,366	3.99
Total interest-earning assets	7.18	2,205,127	163,871	7.43	2,040,272	150,081	7.36	1,868,129	114,495	6.12
Noninterest-earning assets:										
Cash and cash equivalents		84,668			98,210			92,402		
Other non-earning assets		50,648			40,710			26,635		
Total assets		<u>\$2,340,443</u>			<u>\$2,179,192</u>			<u>\$1,987,166</u>		
Interest-bearing liabilities:										
Interest-bearing demand and savings	2.75	\$ 480,756	16,043	3.34	\$ 421,201	12,678	3.01	\$ 381,840	8,093	2.12
Time deposits	4.83	1,131,825	60,189	5.32	1,035,685	53,055	5.12	890,925	34,176	3.84
Total deposits	4.18	1,612,581	76,232	4.73	1,456,886	65,733	4.51	1,272,765	42,269	3.32
Short-term borrowings	3.75	170,946	7,356	4.30	129,523	5,648	4.36	157,747	4,969	3.15
Subordinated debentures issued to capital trust	6.53	28,223	1,914	6.78	18,739	1,335	7.12	18,306	986	5.39
FHLB advances	4.22	144,773	6,964	4.81	180,414	8,138	4.51	203,719	7,873	3.86
Total interest-bearing liabilities	4.18	1,956,523	92,466	4.72	1,785,562	80,854	4.53	1,652,537	56,097	3.39
Noninterest-bearing liabilities:										
Demand deposits		171,479			189,484			170,199		
Other liabilities		26,716			38,352			14,401		
Total liabilities		2,154,718			2,013,398			1,837,137		
Stockholders' equity		185,725			165,794			150,029		
Total liabilities and stockholders' equity		<u>\$2,340,443</u>			<u>\$2,179,192</u>			<u>\$1,987,166</u>		
Net interest income:										
Interest rate spread	3.00%		\$ 71,405	2.71%		\$ 69,227	2.83%		\$ 58,398	2.73%
Net interest margin*				3.24%			3.39%			3.13%

Average interest-earning assets to average interest-bearing liabilities	<u>112.7%</u>	<u>114.3%</u>	<u>113.1%</u>
---	---------------	---------------	---------------

\* Defined as the Company's net interest income divided by total interest-earning assets.

(1) Of the total average balances of investment securities, average tax-exempt investment securities were \$69,687,000, \$63,125,000 and \$57,697,000 for 2007, 2006 and 2005, respectively. In addition, average tax-exempt industrial revenue bonds were \$30,583,000, \$25,766,000 and \$18,395,000 in 2007, 2006 and 2005, respectively. Interest income on tax-exempt assets included in this table was \$4,449,000, \$4,022,000 and \$3,577,000 for 2007, 2006 and 2005, respectively. Interest income net of disallowed interest expense related to tax-exempt assets was \$3,176,000, \$2,820,000 and \$2,900,000 for 2007, 2006 and 2005, respectively.

## Rate/Volume Analysis

The following table presents the dollar amount of changes in interest income and interest expense for major components of interest-earning assets and interest-bearing liabilities for the periods shown. For each category of interest-earning assets and interest-bearing liabilities, information is provided on changes attributable to (i) changes in rate (i.e., changes in rate multiplied by old volume) and (ii) changes in volume (i.e., changes in volume multiplied by old rate). For purposes of this table, changes attributable to both rate and volume, which cannot be segregated, have been allocated proportionately to volume and rate. Tax-exempt income was not calculated on a tax equivalent basis.

	Year Ended December 31, 2007 vs. December 31, 2006			Year Ended December 31, 2006 vs. December 31, 2005		
	Increase (Decrease) Due to		Total Increase (Decrease)	Increase (Decrease) Due to		Total Increase (Decrease)
	Rate	Volume		Rate	Volume	
	(Dollars in thousands)					
Interest-earning assets:						
Loans receivable	\$ (116)	\$ 9,741	\$ 9,625	\$ 20,822	\$ 14,143	\$ 34,965
Investment securities and other interest-earning assets	<u>2,133</u>	<u>2,032</u>	<u>4,165</u>	<u>1,410</u>	<u>(789)</u>	<u>621</u>
Total interest-earning assets	<u>2,017</u>	<u>11,773</u>	<u>13,790</u>	<u>22,232</u>	<u>13,354</u>	<u>35,586</u>
Interest-bearing liabilities:						
Demand deposits	1,462	1,903	3,365	3,682	903	4,585
Time deposits	<u>2,076</u>	<u>5,058</u>	<u>7,134</u>	<u>12,718</u>	<u>6,161</u>	<u>18,879</u>
Total deposits	3,538	6,961	10,499	16,400	7,064	23,464
Short-term borrowings	(75)	1,783	1,708	1,270	(591)	679
Subordinated debentures issued to capital trust	(67)	646	579	325	24	349
FHLBank advances	<u>514</u>	<u>(1,688)</u>	<u>(1,174)</u>	<u>1,227</u>	<u>(962)</u>	<u>265</u>
Total interest-bearing liabilities	<u>3,910</u>	<u>7,702</u>	<u>11,612</u>	<u>19,222</u>	<u>5,535</u>	<u>24,757</u>
Net interest income	<u>\$ (1,893)</u>	<u>\$ 4,071</u>	<u>\$ 2,178</u>	<u>\$ 3,010</u>	<u>\$ 7,819</u>	<u>\$ 10,829</u>

## Results of Operations and Comparison for the Years Ended December 31, 2006 and 2005

### General

Including the effects of the Company's hedge accounting entries recorded in 2006 and accounting change for interest rate swaps in 2005, net income increased \$8.1 million, or 35.6%, during the year ended December 31, 2006, compared to the year ended December 31, 2005. This increase was primarily due to an increase in net interest income of \$10.8 million, or 18.5%, and an increase in non-interest income of \$8.1 million, or 37.4%, partially offset by an increase in non-interest expense of \$4.6 million, or 10.4%, an increase in provision for income taxes of \$4.8 million, or 52.9%, and an increase in provision for loan losses of \$1.4 million, or 35.4%.

Excluding the effects of the Company's hedge accounting entries recorded in 2006 and accounting change for interest rate swaps in 2005, net income increased \$3.0 million, or 10.7%, during the year ended December 31, 2006, compared to the year ended December 31, 2005. This increase was primarily due to an increase in net interest income of \$8.0 million, or 12.7%, and an increase in non-interest income of \$3.0 million, or 12.2%, partially offset by an increase in non-interest expense of \$4.6 million, or 10.4%, an increase in provision for income taxes of \$2.0 million, or 17.3%, and an increase in provision for loan losses of \$1.4 million, or

35.4%. See "Item 6. - Selected Consolidated Financial Data - Restatement of Previously Issued Consolidated Financial Statements" for a discussion

of the current and previously reported financial statements due to the Company's accounting change for certain interest rate swaps in 2005.

**Non-GAAP Reconciliation**  
(Dollars in thousands)

	Year Ended December 31,			
	2006		2005	
	Dollars	Earnings Per Diluted Share	Dollars	Earnings Per Diluted Share
<b>Reported Earnings</b>	<b>\$ 30,743</b>	<b>\$ 2.22</b>	<b>\$ 22,671</b>	<b>\$ 1.63</b>
Amortization of deposit broker origination fees (net of taxes)	1,155	.08	776	.05
Net change in fair value of interest rate swaps and related deposits (net of taxes)	<u>(1,204)</u>	<u>(.08)</u>	<u>4,290</u>	<u>.31</u>
Earnings excluding impact of hedge accounting entries (2006)/ accounting change for interest rate swaps (2005)	<u>\$ 30,694</u>	<u>\$ 2.22</u>	<u>\$ 27,737</u>	<u>\$ 1.99</u>

**Total Interest Income**

Total interest income increased \$35.6 million, or 31.1%, during the year ended December 31, 2006 compared to the year ended December 31, 2005. The increase was due to a \$35.0 million, or 35.6%, increase in interest income on loans and a \$621,000, or 3.8%, increase in interest income on investments and other interest-earning assets. Interest income for both loans and investment securities and other interest-earning assets increased due to higher average rates of interest. Interest income for loans also increased due to higher average balances while investment securities and other interest-earning assets experienced lower average balances.

**Interest Income - Loans**

During the year ended December 31, 2006 compared to December 31, 2005, interest income on loans increased due to higher average balances and higher average interest rates. Interest income increased \$14.1 million as the result of higher average loan balances from \$1.46 billion during the year ended December 31, 2005 to \$1.65

billion during the year ended December 31, 2006. The higher average balance resulted principally from the Bank's increased commercial and residential construction lending, commercial business lending, consumer lending and financing of industrial revenue bonds. The Bank's commercial real estate and one- to four-family residential loan balances experienced little change, while multi-family residential loan balances decreased during 2006.

Interest income on loans increased \$20.8 million as the result of higher average interest rates. The average yield on loans increased from 6.73% during the year ended December 31, 2005, to 8.05% during the year ended December 31, 2006. Loan rates were generally lower in 2005 than in 2006, as a result of market rates of interest, primarily the "prime rate" of interest. During 2005 and through the first half of 2006, market interest rates increased substantially, with the "prime rate" of interest increasing 2.00% during 2005 and another 1.00% in 2006. A large portion of the Bank's loan portfolio adjusts with changes to the "prime rate" of interest. The Company has a portfolio of prime-based loans which have interest rate floors. Prior to 2005, many of these loan rate floors were in effect and established a loan rate which was higher than the contractual rate would have otherwise been. During 2005 and 2006, as market interest rates rose, many of these interest rate floors were exceeded and the loans reverted back to their normal contractual interest rate terms. In the year ended December 31, 2006, the average yield on loans was 8.05% versus an average prime rate for the period of 7.96%, or a difference of 9 basis points. In the year ended December 31, 2005, the average yield on loans was 6.73% versus an average prime rate for the period of 6.19%, or a difference of 54 basis points.

### **Interest Income - Investments and Other Interest-earning Deposits**

Interest income on investments and other interest-earning assets increased mainly as a result of higher average rates of interest during the year ended December 31, 2006, when compared to the year ended December 31, 2005. Interest income increased by \$1.4 million as a result of an increase in average interest rates from 3.99% during the year ended December 31, 2005, to 4.39% during the year ended December 31, 2006. In 2005 and 2006, as principal balances on mortgage-backed securities were paid down through prepayments and normal amortization, the Company replaced a large portion of these securities with variable-rate mortgage-backed securities (primarily one-year and hybrid ARMs) which had a lower yield at the time of purchase relative to the fixed-rate securities remaining in the portfolio. As these securities reach interest rate reset dates, their rates should increase along with market interest rate increases. Approximately \$55-60 million will have interest rate resets at some time in 2007, with the currently projected weighted average coupon rate increasing approximately 1.25%. The actual amount of securities that will reprice and the actual interest rate changes on these securities is subject to the level of prepayments on these securities and the changes that actually occur in market interest rates (primarily treasury rates and LIBOR rates). The Company has total variable-rate mortgage-backed securities of approximately \$121 million at December 31, 2006. In addition, the Company increased its portfolio of tax-exempt securities issued by states and municipalities, from \$34 million at December 31, 2004 to \$52 million at December 31, 2006. These securities generally have coupon yields that are comparable to the variable-rate mortgage-backed securities that the Company purchased; however, the tax-equivalent yield is higher. Interest income decreased \$789,000 as a result of a decrease in average balances from \$410 million during the year ended December 31, 2005, to \$387 million during the year ended December 31, 2006. This decrease was primarily in available-for-sale securities, where securities in excess of those needed for liquidity and pledging to deposit accounts under repurchase agreements were not replaced.

### **Total Interest Expense**

Including the effects of the Company's accounting change in 2005 for certain interest rate swaps, total interest expense increased \$24.8 million, or 44.1%, during the year ended December 31, 2006, when compared with the year ended December 31, 2005, primarily due to an increase in interest expense on deposits of \$23.5 million, or 55.5%, an increase in interest expense on FHLBank advances of \$265,000, or 3.4%, an increase in interest expense on short-term borrowings of \$679,000, or 13.7%, and an increase in interest expense on subordinated debentures issued to capital trust of \$349,000, or 35.4%.

Excluding the effects of the Company's hedge accounting entries recorded in 2006 and accounting change in 2005 for certain interest rate swaps, economically, total interest expense increased \$27.6 million, or 53.6%, during the year ended December 31, 2006, when compared with the year ended December 31, 2005, primarily due to an increase in interest expense on deposits of \$26.3 million, or 69.8%, an increase in interest expense on FHLBank advances of \$265,000, or 3.4%, an increase in interest expense on short-term borrowings of \$679,000, or 13.7%, and an increase in interest expense on subordinated debentures issued to capital trust of \$349,000, or 35.4%. See "Item 6. - Selected Consolidated Financial Data - Restatement of Previously Issued Consolidated Financial

Statements" for a discussion of the current and previously reported financial statements due to the Company's accounting change for certain interest rate swaps in 2005.

### **Interest Expense - Deposits**

Including the effects of the Company's hedge accounting entries recorded in 2006 and accounting change in 2005 for certain interest rate swaps, interest on demand deposits increased \$3.7 million due to an increase in average rates from 2.12% during the year ended December 31, 2005, to 3.01% during the year ended December 31, 2006. The average interest rates increased due to higher overall market rates of interest in 2006. Market rates of interest on checking and money market accounts began to increase in the latter half of 2004 and throughout 2005 and 2006 as the FRB raised short-term interest rates. The Company's interest-bearing checking balances have grown in the past several years through increased relationships with correspondent, corporate and retail customers. Average interest-bearing demand balances were \$421 million, \$382 million and \$382 million in 2006, 2005 and 2004, respectively. Average non-interest bearing demand balances were \$189 million, \$170 million and \$138 million in 2006, 2005 and 2004, respectively.

Interest expense on deposits increased \$12.7 million as a result of an increase in average rates of interest on time deposits from 3.84% during the year ended December 31, 2005, to 5.12% during the year ended December 31, 2006, and increased \$6.2 million due to an increase in average balances of time deposits from \$891 million during the year ended December 31, 2005, to \$1.036 billion during the year ended December 31, 2006. The average interest rates increased due to higher overall market rates of interest throughout 2006. As certificates of deposit matured in 2006, they were generally replaced with certificates bearing a higher rate of interest. Market rates of interest on new certificates began to increase in the latter half of 2004 and throughout 2005 and 2006 as the FRB started raising short-term interest rates. In 2005 and 2006, the Company increased its balances of brokered certificates of deposit to fund a portion of its loan growth. In addition, the Company's interest rate swaps repriced to higher rates in conjunction with the increases in market interest rates, specifically LIBOR.

The effects of the Company's hedge accounting entries recorded in 2006 and accounting change for interest rate swaps in 2005 did not impact interest on demand deposits.

Excluding the effects of the Company's hedge accounting entries recorded in 2006 and accounting change in 2005 for certain interest rate swaps, economically, interest expense on deposits increased \$16.3 million as a result of an increase in average rates of interest on time deposits from 3.32% during the year ended December 31, 2005, to 4.95% during the year ended December 31, 2006, and increased \$5.4 million due to an increase in average balances of time deposits from \$891 million during the year ended December 31, 2005, to \$1.036 billion during the year ended December 31, 2006. The average interest rates increased due to higher overall market rates of interest throughout 2006. See "Item 6. - Selected Consolidated Financial Data - Restatement of Previously Issued Consolidated Financial Statements" for a discussion of the current and previously reported financial statements due to the Company's accounting change for certain interest rate swaps in 2005.

### **Interest Expense - FHLBank Advances, Short-term Borrowings and Subordinated Debentures Issued to Capital Trust**

Interest expense on FHLBank advances increased \$1.2 million due to an increase in average interest rates from 3.86% during the year ended December 31, 2005, to 4.51% during the year ended December 31, 2006. Partially offsetting this increase, average balances on FHLBank advances decreased from \$204 million in the year ended December 31, 2005, to \$180 million in the year ended December 31, 2006, resulting in decreased interest expense of \$962,000. The Company elected to utilize other forms of alternative funding (primarily brokered CDs) during 2006.

Interest expense on short-term borrowings increased \$1.3 million due to an increase in average interest rates from 3.15% in the year ended December 31, 2005, to 4.36% in the year ended December 31, 2006. Partially offsetting this increase, average balances on short-term borrowings decreased from \$158 million during the year ended December 31, 2005, to \$130 million during the year ended December 31, 2006, resulting in decreased interest expense of \$591,000. The decrease in balances of short-term borrowings was primarily due to decreases in securities sold under repurchase agreements with Great Southern's corporate customers. The average interest rates increased due to higher overall market rates of interest in 2006. Market rates of interest on short-term borrowings have increased since the middle of 2004 as the Federal Reserve Board began raising short-term interest rates.

Interest expense on subordinated debentures issued to capital trust increased primarily due to increases in

average rates from 5.39% in the year ended December 31, 2005, to 7.12% in the year ended December 31, 2006. The average rate on these subordinated debentures increased significantly in 2006 as these liabilities were subject to an interest rate swap that requires the Company to pay a variable rate of interest that is indexed to LIBOR. In November 2006, the Company redeemed its trust preferred debentures which were issued in 2001 and replaced them with new trust preferred debentures. These new debentures are not subject to an interest rate swap; however, they are variable-rate debentures and bear interest at a rate of three-month LIBOR plus 1.60%, adjusting quarterly.

### Net Interest Income

Including the effects of the Company's hedge accounting entries recorded in 2006 and accounting change in 2005 for certain interest rate swaps, the Company's overall interest rate spread increased 10 basis points, or 3.7%, from 2.73% during the year ended December 31, 2005, to 2.83% during the year ended December 31, 2006. The increase was due to a 124 basis point increase in the weighted average yield on interest-earning assets, partially offset by a 114 basis point increase in the weighted average rate paid on interest-bearing liabilities. The Company's overall net interest margin increased 26 basis points, or 8.3%, from 3.13% for the year ended December 31, 2005, to 3.39% for the year ended December 31, 2006. In comparing the two years, the yield on loans increased 132 basis points while the yield on investment securities and other interest-earning assets increased 40 basis points. The rate paid on deposits increased 119 basis points, the rate paid on FHLBank advances increased 65 basis points, the rate paid on short-term borrowings increased 121 basis points, and the rate paid on subordinated debentures issued to capital trust increased 173 basis points. See "Item 6. - Selected Consolidated Financial Data - Restatement of Previously Issued Consolidated Financial Statements" for a discussion of the current and previously reported financial statements due to the Company's accounting change for certain interest rate swaps in 2005.

The prime rate of interest averaged 7.96% during the year ended December 31, 2006 compared to an average of 6.19% during the year ended December 31, 2005. The prime rate began to increase in the second half of 2004 and throughout 2005 and 2006 as the FRB began to raise short-term interest rates, and stood at 8.25% at December 31, 2006. Over half of the Bank's loans were tied to prime at December 31, 2006.

Interest rates paid on deposits, FHLBank advances and other borrowings increased significantly in 2006 compared to 2005. Interest costs on these liabilities increased in the latter half of 2004 and all of 2005 and 2006 as a result of rising short-term market interest rates, primarily increases by the FRB and increases in LIBOR. The Company continues to utilize interest rate swaps and FHLBank advances that reprice frequently to manage overall interest rate risk. See "Item 7A. Quantitative and Qualitative Disclosures About Market Risk" for additional information on the Company's interest rate risk management.

Excluding the effects of the Company's hedge accounting entries recorded in 2006 and accounting change in 2005 for certain interest rate swaps, economically, the Company's overall interest rate spread decreased 8 basis points, or 2.7%, from 3.01% during the year ended December 31, 2005, to 2.93% during the year ended December 31, 2006. The decrease was due to a 132 basis point increase in the weighted average rate paid on interest-bearing liabilities, partially offset by a 124 basis point increase in the weighted average yield on interest-earning assets. The Company's overall net interest margin increased 11 basis points, or 3.3%, from 3.37% for the year ended December 31, 2005, to 3.48% for the year ended December 31, 2006. In comparing the two years, the yield on loans increased 132 basis points while the yield on investment securities and other interest-earning assets increased 40 basis points. The rate paid on deposits increased 143 basis points, the rate paid on FHLBank advances increased 65 basis points, the rate paid on short-term borrowings increased 121 basis points, and the rate paid on subordinated debentures issued to capital trust increased 173 basis points.

### Non-GAAP Reconciliation:

(Dollars in thousands)

	Year Ended December 31			
	2006		2005	
<b>Reported Net Interest Margin</b>	<b>\$ 69,227</b>	<b>3.39%</b>	<b>\$ 58,398</b>	<b>3.13%</b>
Amortization of deposit broker origination fees	1,777	.09	1,194	.06
Interest rate swap net settlements	---	---	3,408	.18



Net interest margin excluding  
impact of hedge accounting entries

<u>\$ 71,004</u>	<u>3.48%</u>	<u>\$ 63,000</u>	<u>3.37%</u>
------------------	--------------	------------------	--------------

For additional information on net interest income components, refer to "Average Balances, Interest Rates and Yields" table in this Annual Report on Form 10-K. This table is prepared including the impact of the accounting changes for interest rate swaps.

### **Provision for Loan Losses and Allowance for Loan Losses**

The provision for loan losses was \$5.5 million and \$4.0 million during the years ended December 31, 2006 and December 31, 2005, respectively. The allowance for loan losses increased \$1.7 million, or 7.0%, to \$26.3 million at December 31, 2006 compared to \$24.5 million at December 31, 2005. Net charge-offs were \$3.7 million in 2006 versus \$3.0 million in 2005.

Management records a provision for loan losses in an amount it believes sufficient to result in an allowance for loan losses that will cover current net charge-offs as well as risks believed to be inherent in the loan portfolio of the Bank. The amount of provision charged against current income is based on several factors, including, but not limited to, past loss experience, current portfolio mix, actual and potential losses identified in the loan portfolio, economic conditions, regular reviews by internal staff and regulatory examinations.

Weak economic conditions, higher inflation or interest rates, or other factors may lead to increased losses in the portfolio. Management has established various controls in an attempt to limit future losses, such as a watch list of possible problem loans, documented loan administration policies and a loan review staff to review the quality and anticipated collectibility of the portfolio. Management determines which loans are potentially uncollectible, or represent a greater risk of loss and makes additional provisions to expense, if necessary, to maintain the allowance at a satisfactory level.

The Bank's allowance for loan losses as a percentage of total loans was 1.54% and 1.59% at December 31, 2006 and 2005, respectively. Management considers the allowance for loan losses adequate to cover losses inherent in the Company's loan portfolio at this time, based on current economic conditions. If economic conditions deteriorate significantly, it is possible that additional assets would be classified as non-performing, and accordingly, an additional provision for losses would be required, thereby adversely affecting future results of operations and financial condition.

### **Non-performing Assets**

As a result of continued growth in the loan portfolio, changes in portfolio mix, changes in economic and market conditions that occur from time to time, and other factors specific to a borrower's circumstances, the level of non-performing assets will fluctuate. Non-performing assets at December 31, 2006, were \$25.0 million, up \$8.2 million from December 31, 2005. Non-performing assets as a percentage of total assets were 1.12% at December 31, 2006. Compared to December 31, 2005, non-performing loans increased \$4.0 million to \$20.2 million while foreclosed assets increased \$4.2 million to \$4.8 million. Commercial real estate, construction and business loans comprised \$18.7 million, or 92%, of the total \$20.2 million of non-performing loans at December 31, 2006. Commercial real estate, construction and business loans historically comprise the majority of non-performing loans.

*Non-performing Loans.* Compared to December 31, 2005, non-performing loans increased \$4.0 million to \$20.2 million. Non-performing loans increased primarily as a result of the addition of two unrelated loan relationships to the non-performing category since December 31, 2005. In addition, two other relationships that were included in the non-performing loans category at December 31, 2005, were increased due to the transfer of additional loan balances from the potential problem loans category during 2006. These increases were partially offset by the reduction of several loan relationships that were included in the non-performing category at December 31, 2005. At December 31, 2006, the six significant relationships remaining in the non-performing category described below accounted for \$16.0 million of the non-performing loan total.

The two relationships that were added to the non-performing category during 2006 included a \$3.1 million relationship and a \$1.0 million relationship. The \$3.1 million relationship was placed in the non-performing loans category during the quarter ended March 31, 2006. At December 31, 2005, this relationship was included in the Potential Problem Loans category and was described there in the December 31, 2005, Annual Report on Form 10-K. This relationship is primarily secured by a motel located in the State of Illinois. The motel is operating and is currently offered for sale. The borrower is currently making partial payments monthly to the Bank. In addition, the Small Business Administration has a significant loan, which is subordinated to the Bank's position, on this same collateral. The \$1.0 million loan relationship was placed in the non-performing loans category during the quarter ended June 30, 2006. This relationship is primarily secured by subdivision lots, houses under construction and commercial real estate lots in the Lake of the Ozarks, Missouri, area.

The two relationships that were increased in the non-performing category during 2006 included a \$5.2 million relationship and a \$5.1 million relationship. The \$5.2 million relationship was included in non-performing loans as \$3.7 million at December 31, 2005; \$1.5 million was added to the non-performing loans category from the potential problem loans category during the three months ended June 30, 2006. The \$3.7 million portion of this relationship is secured by a nursing home in Missouri that has had cash flow problems. The additional \$1.5 million is secured by a second nursing home in the Springfield, Missouri, area. This second nursing home has performed satisfactorily; however, due to the performance issues of the other property, the entire relationship has now been categorized as non-performing. The \$5.1 million relationship was discussed in the December 31, 2005 Annual Report on Form 10-K, where \$1.5 million was included in the non-performing loans category and \$6.2 million was included in the potential problem loans category. This relationship is secured by commercial real estate, vacant land, developed and undeveloped residential subdivisions, houses under construction and houses used as rental property. The Company determined that the transfer of the potential problem loans portion of the relationship to the non-performing loans category was warranted due to continued deterioration of payment performance. During the three months ended March 31, 2006, the Company recorded a charge-off of \$283,000 on this relationship. In addition, during 2006, the borrower sold some of the commercial real estate, houses and subdivision lots. The proceeds of these sales were used to reduce loan balances.

Two additional unrelated credit relationships were included in non-performing loan totals at December 31, 2005, and remain non-performing loans at December 31, 2006. The first relationship totaled \$686,000 at December 31, 2006 and is secured primarily by a mobile home park in the Kansas City, Missouri, metropolitan area and other commercial real estate collateral. During the three months ended December 31, 2006, the Company recorded a charge-off of \$190,000 on this relationship. The second relationship totaled \$888,000 at December 31, 2006, and is secured primarily by commercial and residential real estate collateral in Missouri. At December 31, 2005, this relationship totaled \$2.0 million and was also secured by an automobile dealership. During 2006, the borrower sold the automobile dealership. This sale reduced the relationship balance by approximately \$1.0 million.

Four other unrelated relationships that were included in non-performing assets at December 31, 2005, were repaid during 2006. These four relationships were: a \$640,000 relationship secured by several single-family houses that were completed or under construction in Northwest Arkansas; a \$993,000 relationship secured by the receivables, inventory, equipment and other business assets of a home building materials company in Springfield, Missouri; a \$1.5 million relationship secured by commercial real estate and equipment of two restaurants; and a \$649,000 relationship secured by a motel near Branson, Missouri and additional commercial real estate collateral.

Two other significant unrelated relationships were both added to, and removed from, the non-performing category during 2006. A \$3.1 million loan relationship was placed in the non-performing loans category during the quarter ended September 30, 2006. This relationship was primarily secured by a townhome/apartment development in the Kansas City, Mo., area. During the quarter ended December 31, 2006, this relationship was transferred to foreclosed assets. Subsequent to December 31, 2006, the Company entered into a contract to sell this property for the carrying value of the foreclosed asset, with a closing scheduled in March 2007. A \$1.8 million loan relationship was also placed in the non-performing loans category during the quarter ended September 30, 2006. This relationship was primarily secured by a motel in Branson, Mo. Prior to December 31, 2006, this loan was refinanced at another institution and the principal balance was repaid.

*Foreclosed Assets.* Of the total \$4.8 million of foreclosed assets at December 31, 2006, foreclosed real estate totaled \$4.5 million and repossessed automobiles, boats and other personal property totaled \$271,000. At December 31, 2006, the Company's only significant foreclosed real estate asset was the \$3.1 million property discussed above.

*Potential Problem Loans.* Potential problem loans decreased \$4.8 million during the year ended December 31, 2006 from \$18.4 million at December 31, 2005 to \$13.6 million at December 31, 2006. Potential problem loans are loans which management has identified through routine internal review procedures as having possible credit problems that may cause the borrowers difficulty in complying with current repayment terms. These loans are not reflected in non-performing assets. During the year ended December 31, 2006, potential problem loans decreased primarily due to the transfer to the non-performing loan category portions of four unrelated loan relationships, partially offset by the addition of two significant unrelated loan relationships and other smaller unrelated relationships. At December 31, 2006, three large unrelated relationships made up a large portion of the potential problem loan category. The first relationship totaled \$3.3 million and is secured primarily by a retail center, developed and undeveloped residential subdivisions, and single-family houses being constructed for resale in the Springfield, Missouri, area. The second relationship totaled \$2.7 million and is secured primarily by a motel in the State of Florida. The motel is operating but payment performance has been slow at times. The third relationship totaled \$1.0 million (with an additional \$5.1 million included in Non-performing Loans) and is secured primarily by vacant land, developed and undeveloped residential subdivisions, and single-family houses used as rental property in the Branson, Missouri, area. At December 31, 2006, these three significant relationships described above accounted for \$7.0 million of the potential problem loan total.

### **Non-interest Income**

Including the effects of the Company's hedge accounting entries recorded in 2006 and restatement in 2005 for certain interest rate swaps, non-interest income for the year ended December 31, 2006 was \$29.6 million compared with \$21.5 million for the year ended December 31, 2005. The \$8.1 million increase in non-interest income is primarily attributable to the effects of the accounting change for interest rate swaps on the prior period results. Non-interest income decreased \$6.6 million in the year ended December 31, 2005, and increased \$1.9 million in the year ended December 31, 2006, as a result of the change in the fair value of certain interest rate swaps. In addition, non-interest income for 2005 was also impacted by the reclassification of the net interest settlements on these swaps from net interest income to non-interest income. While this had no effect on total net income, non-interest income was increased by \$3.4 million in the year ended December 31, 2005. There was no reclassification of net interest settlements in the year ended December 31, 2006.

Full year 2006 income from commissions from the Company's travel, insurance and investment divisions increased \$440,000, or 5.0%, compared to the year ended December 31, 2005. In January 2006, the Company completed its acquisition of a travel company in Lee's Summit, Missouri. During the quarter ended September 30, 2006, the Company completed its acquisition of a second travel company in Columbia, Missouri. The operations of these travel companies are now included in the operating results of the Company. The decrease in revenues in the investment division in the 2006 period is primarily related to lower sales of annuity products. Service charges on deposit accounts and ATM fees increased \$1.3 million, or 9.8%, compared to the year ended December 31, 2005. In 2006 the Company increased some of its per-item charges on certain account activities. In addition, a portion of the fee increase is attributed to growth in accounts to which charges may apply. Other income increased \$451,000 in 2006 compared to 2005 due to the net benefit realized on federal historic tax credits utilized by the Company in 2006. The Company expects to utilize federal historic tax credits in the future; however, the timing and amount of these credits will vary depending upon availability of the credits and ability of the Company to utilize the credits.

One additional item that decreased non-interest income in the year ended December 31, 2005 was the impairment write-down in value of one available-for-sale government preferred stock agency security. This write-down totaled \$734,000 in 2005. This security has a dividend rate that resets to a market index every 24 months. The security has had an unrealized loss that was recorded directly to equity prior to December 31, 2005, so the write-down did not affect total equity. During 2006, the fair value of the security has recovered some of the decline in value. This unrealized gain is being recorded directly to equity. The Company has the ability to continue to hold this security in its portfolio for the foreseeable future and believes that the fair value of this security may recover further in future periods, particularly as the next dividend rate reset date approaches.

Excluding the effects of the Company's hedge accounting entries recorded in 2006 and restatement for interest rate swaps in 2005, economically, total non-interest income increased \$3.0 million in the year ended December 31, 2006 when compared to the year ended December 31, 2005. The increases and decreases are the same as those stated above except that the interest rate swap net settlements would have been included in interest expense and the change in fair value of the interest rate swaps would have been recorded as an increase or decrease to the related brokered certificates of deposit. See "Item 6. - Selected Consolidated Financial Data - Restatement of

Previously Issued Consolidated Financial Statements" for a discussion of the current and previously reported financial statements due to the Company's accounting change for certain interest rate swaps in 2005.

**Non-GAAP Reconciliation**  
**(Dollars in thousands)**

	Year Ended December 31, 2006		
	<u>As Reported</u>	<u>Effect of Hedge Accounting Entries Recorded</u>	<u>Excluding Hedge Accounting Entries Recorded</u>
	Non-interest income -- Net change in fair value of interest rate swaps and related deposits	\$ 29,632	\$ 1,853

  

	Year Ended December 31, 2005		
	<u>As Reported</u>	<u>Effect of Hedge Accounting Entries Recorded</u>	<u>Excluding Hedge Accounting Entries Recorded</u>
	Non-interest income -- Net change in fair value of interest rate swaps and related deposits	\$ 21,559	\$ (3,192)

**Non-Interest Expense**

Total non-interest expense increased \$4.6 million, or 10.4%, from \$44.2 million in the year ended December 31, 2005, compared to \$48.8 million in the year ended December 31, 2006. The increase was primarily due to: (i) an increase of \$2.9 million, or 11.6%, in salaries and employee benefits and (ii) smaller increases and decreases in other non-interest expense areas, such as occupancy and equipment expense, postage, advertising, insurance, telephone, legal and professional fees, and bank charges and fees related to additional correspondent relationships. The Company's efficiency ratio for the year ended December 31, 2006, was 49.37% compared to 55.28% in 2005. These efficiency ratios include the impact of the accounting change for certain interest rate swaps. Excluding the effects of accounting for interest rate swaps, the efficiency ratio for the full year 2006 was 49.41% compared to 50.37% in 2005. The Company's ratio of non-interest expense to average assets has remained very constant over these recent periods at approximately 2.20%.

In addition to the expenses discussed above, during the three months ended December 31, 2006, the Company redeemed the 9.0% Cumulative Trust Preferred Securities of Great Southern Capital Trust I. As a result of the redemption of the Trust I Securities, and as previously reported, approximately \$783,000 (\$510,000 after tax) of related unamortized issuance costs was written off as a noncash expense in the fourth quarter of 2006.

The Company's increase in non-interest expense in 2006 compared to 2005 related to the continued growth of the Company. During the latter half of 2005, Great Southern completed its acquisition of three bank branches in central Missouri, acquired a Columbia, Mo.-based travel agency, and opened a banking center in Republic, Mo. In the first half of 2006, Great Southern acquired a travel agency in Lee's Summit, Mo., and established a new loan production office in Columbia, Mo. In September 2006, Great Southern opened new banking centers in Lee's Summit, Mo. and Ozark, Mo. As a result, in the year ended December 31, 2006, compared to the year ended December 31, 2005, non-interest expenses increased \$1.8 million related to the ongoing operations of these new offices. In addition to these acquisitions and new offices, the Company expanded the loan production offices in St.

Louis and Rogers, Ark., and added lending and lending support personnel in the Springfield market.

Consistent with many other employers, the cost of health insurance premiums and other benefits for the Company continues to rise and added \$546,000 in expenses in 2006 compared to 2005. Effective July 1, 2006, the Company reduced the benefits which may be earned by current employees in future periods under the Company's multi-employer defined benefit pension plan. In addition, employees hired after June 30, 2006, will not accrue any benefits under this plan. During the quarter ended December 31, 2006, the Company received an updated expense projection for its pension plan (which was modified by the Company effective July 1, 2006). This update indicated that benefit accruals for the 2006-2007 plan year have decreased. The Company recorded a corresponding reduction to expense of \$222,000 in the fourth quarter of 2006. The Company expects that expenses related to the pension plan will continue to be lower in 2007 than they were in 2006. The Company also made changes to other benefits in 2006. These changes resulted in non-recurring net decreases to accrued expenses of \$147,000 in the three months ended December 31, 2006. The savings achieved by taking these steps may be offset by other expenses associated with this plan, including, without limitation, additional Company contributions that may be necessary from time to time to ensure the plan is adequately funded and by a planned increase in the matching portion of the Company's 401(k) plan for all eligible participants.

As a result of the adoption of FAS 123(R) effective January 1, 2006, during the year ended December 31, 2006, the Company also recorded expenses of \$480,000, or \$.03 per diluted share, related to the cost of stock options previously granted by the Company. No corresponding expense was recorded in 2005.

#### Non-GAAP Reconciliation:

(Dollars in thousands)

Year Ended December 31,

	2006			2005		
	Non-Interest Expense	Revenue Dollars*	%	Non-Interest Expense	Revenue Dollars*	%
<b>Efficiency Ratio</b>	<b>\$ 48,807</b>	<b>\$ 98,859</b>	<b>49.37%</b>	<b>\$ 44,198</b>	<b>\$ 79,957</b>	<b>55.28%</b>
Amortization of deposit broker origination fees	---	1,777	(.88)	---	1,194	(.75)
Net change in fair value of interest rate swaps and related deposits	---	(1,853)	.92	---	6,600	(4.16)
Efficiency ratio excluding impact of hedge accounting entries	<u>\$ 48,807</u>	<u>\$ 98,783</u>	<u>49.41%</u>	<u>\$ 44,198</u>	<u>\$ 87,751</u>	<u>50.37%</u>

\*Net interest income plus non-interest income.

#### Provision for Income Taxes

Provision for income taxes as a percentage of pre-tax income increased from 28.6% for the year ended December 31, 2005, to 31.1% for the year ended December 31, 2006. The lower effective tax rate (as compared to the statutory federal tax rate of 35.0%) was primarily due to higher balances and rates of tax-exempt investment securities and loans, federal tax credits and deductions for stock options exercised by certain employees. For future periods, the Company expects the effective tax rate to be in the range of 30-32% of pre-tax net income.

#### Liquidity and Capital Resources

Liquidity is a measure of the Company's ability to generate sufficient cash to meet present and future financial obligations in a timely manner through either the sale or maturity of existing assets or the acquisition of additional funds through liability management. These obligations include the credit needs of customers, funding deposit withdrawals and the day-to-day operations of the Company. Liquid assets include cash, interest-bearing deposits with financial institutions and certain investment securities and

loans. As a result of the Company's

management of the ability to generate liquidity primarily through liability funding, management believes that the Company maintains overall liquidity sufficient to satisfy its depositors' requirements and meet its customers' credit needs. At December 31, 2007, the Company had commitments of approximately \$31.7 million to fund loan originations, \$362.2 million of unused lines of credit and unadvanced loans, and \$20.4 million of outstanding letters of credit.

The following table summarizes the Company's fixed and determinable contractual obligations by payment date as of December 31, 2007. Additional information regarding these contractual obligations is discussed further in Notes 6, 7, 8, 10 and 13 of the Notes to Consolidated Financial Statements.

	Payments Due In:			Total
	One Year or Less	Over One to Five Years	Over Five Years	
	(Dollars in thousands)			
Deposits without a stated maturity	\$ 657,366	\$ ---	\$ ---	\$ 657,366
Time and brokered certificates of deposit	736,376	165,474	194,678	1,096,528
Federal Home Loan Bank advances	93,395	34,972	85,500	213,867
Short-term borrowings	216,721	---	---	216,721
Subordinated debentures	---	---	30,929	30,929
Operating leases	889	1,660	15	2,564
Dividends declared but not paid	2,412	---	---	2,412
	1,707,159	202,106	311,122	2,220,387
Interest rate swap fair value adjustment	9,252	---	---	9,252
	<u>\$1,716,411</u>	<u>\$202,106</u>	<u>\$311,122</u>	<u>\$2,229,639</u>

Management continuously reviews the capital position of the Company and the Bank to ensure compliance with minimum regulatory requirements, as well as to explore ways to increase capital either by retained earnings or other means.

The Company's stockholders' equity was \$189.9 million, or 7.8% of total assets of \$2.43 billion at December 31, 2007, compared to equity of \$175.6 million, or 7.8% of total assets of \$2.24 billion at December 31, 2006.

Banks are required to maintain minimum risk-based capital ratios. These ratios compare capital, as defined by the risk-based regulations, to assets adjusted for their relative risk as defined by the regulations. Guidelines require banks to have a minimum Tier 1 risk-based capital ratio, as defined, of 4.00%, a minimum total risk-based capital ratio of 8.00%, and a minimum 4.00% Tier 1 leverage ratio. On December 31, 2007, the Bank's Tier 1 risk-based capital ratio was 10.43%, total risk-based capital ratio was 11.67% and the Tier 1 leverage ratio was 8.98%. As of December 31, 2007, the Bank was "well capitalized" as defined by the Federal banking agencies' capital-related regulations. The FRB has established capital regulations for bank holding companies that generally parallel the capital regulations for banks. On December 31, 2007, the Company's Tier 1 risk-based capital ratio was 10.62%, total risk-based capital ratio was 11.86% and the Tier 1 leverage ratio was 9.13%. As of December 31, 2007, the Company was "well capitalized" under the capital ratios described above.

At December 31, 2007, the held-to-maturity investment portfolio included no gross unrealized losses and \$88,000 of gross unrealized gains.

The Company's primary sources of funds are certificates of deposit, FHLBank advances, other borrowings, loan repayments, proceeds from sales of loans and available-for-sale securities and funds provided from operations. The Company utilizes particular sources of funds based on the comparative costs and availability at the time. The Company has from time to time chosen not to pay rates on deposits as high as the rates paid by certain of its competitors and, when believed to be appropriate, supplements deposits with less expensive alternative sources of funds.



**Statements of Cash Flows.** During the years ended December 31, 2007, 2006 and 2005, the Company had positive cash flows from operating activities and positive cash flows from financing activities. The Company experienced negative cash flows from investing activities during each of these same time periods.

Cash flows from operating activities for the periods covered by the Statements of Cash Flows have been primarily related to changes in accrued and deferred assets, credits and other liabilities, the provision for loan losses, depreciation, and the amortization of deferred loan origination fees and discounts (premiums) on loans and investments, all of which are non-cash or non-operating adjustments to operating cash flows. Net income adjusted for non-cash and non-operating items and the origination and sale of loans held-for-sale were the primary sources of cash flows from operating activities. Operating activities provided cash flows of \$28.0 million, \$47.1 million and \$35.4 million during the years ended December 31, 2007, 2006 and 2005, respectively.

During the years ended December 31, 2007, 2006 and 2005, investing activities used cash of \$253.6 million, \$143.1 million and \$173.0 million, primarily due to the net increase of loans and the net purchases of investment securities in each period.

Changes in cash flows from financing activities during the periods covered by the Statements of Cash Flows are due to changes in deposits after interest credited, changes in FHLBank advances and changes in short-term borrowings, as well as the purchases of Company stock and dividend payments to stockholders. Financing activities provided cash flows of \$173.0 million, \$111.4 million and \$162.1 million for the years ended December 31, 2007, 2006 and 2005, respectively. Financing activities in the future are expected to primarily include changes in deposits, changes in FHLBank advances, changes in short-term borrowings, purchases of Company stock and dividend payments to stockholders.

**Dividends.** During the year ended December 31, 2007, the Company declared dividends of \$0.68 per share (31.6% of net income per share) and paid dividends of \$0.66 per share (30.7% of net income per share). During the year ended December 31, 2006, the Company declared dividends of \$0.60 per share (27.0% of net income per share) and paid dividends of \$0.58 per share (26.1% of net income per share). The Board of Directors meets regularly to consider the level and the timing of dividend payments. The dividend declared but unpaid as of December 31, 2007, was paid to shareholders on January 16, 2008.

**Common Stock Repurchases.** The Company has been in various buy-back programs since May 1990. During the year ended December 31, 2007, the Company repurchased 342,377 shares of its common stock at an average price of \$25.57 per share and reissued 65,609 shares of Company stock at an average price of \$17.62 per share to cover stock option exercises. During the year ended December 31, 2006, the Company repurchased 135,028 shares of its common stock at an average price of \$27.56 per share and reissued 89,192 shares of Company stock at an average price of \$14.25 per share to cover stock option exercises.

Management intends to continue its stock buy-back programs from time to time as long as repurchasing the stock contributes to the overall growth of shareholder value. The number of shares of stock that will be repurchased and the price that will be paid is the result of many factors, several of which are outside of the control of the Company. The primary factors, however, are the number of shares available in the market from sellers at any given time and the price of the stock within the market as determined by the market.

## **ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

### **Asset and Liability Management and Market Risk**

A principal operating objective of the Company is to produce stable earnings by achieving a favorable interest rate spread that can be sustained during fluctuations in prevailing interest rates. The Company has sought to reduce its exposure to adverse changes in interest rates by attempting to achieve a closer match between the periods in which its interest-bearing liabilities and interest-earning assets can be expected to reprice through the origination of adjustable-rate mortgages and loans with shorter terms to maturity and the purchase of other shorter term interest-earning assets. Since the Company uses laddered brokered deposits and FHLBank advances to fund a portion of its loan growth, the Company's assets tend to reprice more quickly than its liabilities.

## Our Risk When Interest Rates Change

The rates of interest we earn on assets and pay on liabilities generally are established contractually for a period of time. Market interest rates change over time. Accordingly, our results of operations, like those of other financial institutions, are impacted by changes in interest rates and the interest rate sensitivity of our assets and liabilities. The risk associated with changes in interest rates and our ability to adapt to these changes is known as interest rate risk and is our most significant market risk.

## How We Measure the Risk To Us Associated with Interest Rate Changes

In an attempt to manage our exposure to changes in interest rates and comply with applicable regulations, we monitor Great Southern's interest rate risk. In monitoring interest rate risk we regularly analyze and manage assets and liabilities based on their payment streams and interest rates, the timing of their maturities and their sensitivity to actual or potential changes in market interest rates.

The ability to maximize net interest income is largely dependent upon the achievement of a positive interest rate spread that can be sustained despite fluctuations in prevailing interest rates. Interest rate sensitivity is a measure of the difference between amounts of interest-earning assets and interest-bearing liabilities which either reprice or mature within a given period of time. The difference, or the interest rate repricing "gap," provides an indication of the extent to which an institution's interest rate spread will be affected by changes in interest rates. A gap is considered positive when the amount of interest-rate sensitive assets exceeds the amount of interest-rate sensitive liabilities repricing during the same period, and is considered negative when the amount of interest-rate sensitive liabilities exceeds the amount of interest-rate sensitive assets during the same period. Generally, during a period of rising interest rates, a negative gap within shorter repricing periods would adversely affect net interest income, while a positive gap within shorter repricing periods would result in an increase in net interest income. During a period of falling interest rates, the opposite would be true. As of December 31, 2007, Great Southern's internal interest rate risk models indicate a one-year interest rate sensitivity gap that is slightly positive. Generally, a rate cut by the FRB would be expected to have an immediate negative impact on Great Southern's net interest income due to the large total balances of loans which adjust to the "prime interest rate" daily. The Company believes that this negative impact would be negated over the subsequent 60- to 120-day period as the Company's interest rates on deposits, borrowings and interest rate swaps should also reduce proportionately to the changes by the FRB, assuming normal credit, liquidity and competitive pricing pressures.

Interest rate risk exposure estimates (the sensitivity gap) are not exact measures of an institution's actual interest rate risk. They are only indicators of interest rate risk exposure produced in a simplified modeling environment designed to allow management to gauge the Bank's sensitivity to changes in interest rates. They do not necessarily indicate the impact of general interest rate movements on the Bank's net interest income because the repricing of certain categories of assets and liabilities is subject to competitive and other factors beyond the Bank's control. As a result, certain assets and liabilities indicated as maturing or otherwise repricing within a stated period may in fact mature or reprice at different times and in different amounts and cause a change, which potentially could be material, in the Bank's interest rate risk.

In order to minimize the potential for adverse effects of material and prolonged increases and decreases in interest rates on Great Southern's results of operations, Great Southern has adopted asset and liability management policies to better match the maturities and repricing terms of Great Southern's interest-earning assets and interest-bearing liabilities. Management recommends and the Board of Directors sets the asset and liability policies of Great Southern which are implemented by the asset and liability committee. The asset and liability committee is chaired by the Chief Financial Officer and is comprised of members of Great Southern's senior management. The purpose of the asset and liability committee is to communicate, coordinate and control asset/liability management consistent with Great Southern's business plan and board-approved policies. The asset and liability committee establishes and monitors the volume and mix of assets and funding sources taking into account relative costs and spreads, interest rate sensitivity and liquidity needs. The objectives are to manage assets and funding sources to produce results that are consistent with liquidity, capital adequacy, growth, risk and profitability goals. The asset and liability committee meets on a monthly basis to review, among other things, economic conditions and interest rate outlook, current and projected liquidity needs and capital positions and anticipated changes in the volume and mix of assets and liabilities. At each meeting, the asset and liability committee recommends appropriate strategy changes based on this review. The Chief Financial Officer or his designee is responsible for reviewing and reporting on the effects of the policy implementations and strategies to the Board of Directors at their monthly meetings.

In order to manage its assets and liabilities and achieve the desired liquidity, credit quality, interest rate risk, profitability and capital targets, Great Southern has focused its strategies on originating adjustable rate loans, and managing its deposits and borrowings to establish stable relationships with both retail customers and wholesale funding sources.

At times, depending on the level of general interest rates, the relationship between long- and short-term interest rates, market conditions and competitive factors, we may determine to increase our interest rate risk position somewhat in order to maintain or increase our net interest margin.

The asset and liability committee regularly reviews interest rate risk by forecasting the impact of alternative interest rate environments on net interest income and market value of portfolio equity, which is defined as the net present value of an institution's existing assets, liabilities and off-balance sheet instruments, and evaluating such impacts against the maximum potential changes in net interest income and market value of portfolio equity that are authorized by the Board of Directors of Great Southern.

The Company enters into interest-rate swap derivatives, primarily as an asset/liability management strategy, in order to hedge the change in the fair value from recorded fixed rate liabilities (long term fixed rate CDs). The terms of the swaps are carefully matched to the terms of the underlying hedged item and when the relationship is properly documented as a hedge and proven to be effective, it is designated as a fair value hedge. The fair market value of derivative financial instruments is based on the present value of future expected cash flows from those instruments discounted at market forward rates and are recognized in the statement of financial condition in the prepaid expenses and other assets or accounts payable and accrued expenses caption. Effective changes in the fair market value of the hedged item due to changes in the benchmark interest rate are similarly recognized in the statement of financial condition in the prepaid expenses and other assets or accounts payable and accrued expenses caption. Effective gains/losses are reported in interest expense and \$805,000 of ineffectiveness was recorded in income in the non-interest income caption for the year ended December 31, 2007. Gains and losses on early termination of the designated fair value derivative financial instruments are deferred and amortized as an adjustment to the yield on the related liability over the shorter of the remaining contract life or the maturity of the related asset or liability. If the related liability is sold or otherwise liquidated, the fair market value of the derivative financial instrument is recorded on the balance sheet as an asset or a liability (in prepaid expenses and other assets or accounts payable and accrued expenses) with the resultant gains and losses recognized in non-interest income.

The Company has entered into interest rate swap agreements with the objective of economically hedging against the effects of changes in the fair value of its liabilities for fixed rate brokered certificates of deposit caused by changes in market interest rates. The swap agreements generally provide for the Company to pay a variable rate of interest based on a spread to the one-month or three-month London Interbank Offering Rate (LIBOR) and to receive a fixed rate of interest equal to that of the hedged instrument. Under the swap agreements the Company is to pay or receive interest monthly, quarterly, semiannually or at maturity.

At December 31, 2007, the notional amount of interest rate swaps outstanding was approximately \$419.2 million. Of this amount, \$225.7 million consisted of swaps in a net settlement receivable position and \$193.5 million consisted of swaps in a net settlement payable position. At December 31, 2006, the notional amount of interest rate swaps outstanding was approximately \$541.0 million. Of this amount, \$125.0 million consisted of swaps in a net settlement receivable position and \$416.0 million consisted of swaps in a net settlement payable position. The maturities of interest rate swaps outstanding at December 31, 2007 and 2006, in terms of notional amounts and their average pay and receive rates is discussed further in Note 14 of the Notes to Consolidated Financial Statements.

The following tables illustrate the expected maturities and repricing, respectively, of the Bank's financial instruments at December 31, 2007. These schedules do not reflect the effects of possible prepayments or enforcement of due-on-sale clauses. The tables are based on information prepared in accordance with generally accepted accounting principles.

### Maturities

	December 31,						Total	2007 Fair Value
	2008	2009	2010	2011	2012	Thereafter		
	(Dollars in thousands)							
<b>Financial Assets:</b>								
Interest bearing deposits	\$ 973	---	---	---	---	---	\$ 973	\$ 973
Weighted average rate	3.18%	---	---	---	---	---	3.18%	
Available-for-sale equity securities	---	---	---	---	---	\$ 12,639	\$ 12,639	\$ 12,639
Weighted average rate	---	---	---	---	---	7.41%	7.41%	
Available-for-sale debt securities(1)	---	\$ 3,119	\$ 5,505	\$ 14,981	\$ 8,765	\$ 380,019	\$ 412,389	\$ 412,389
Weighted average rate	---	3.98%	4.00%	4.22%	5.03%	5.56%	5.46%	
Held-to-maturity securities	---	---	---	---	---	\$ 1,420	\$ 1,420	\$ 1,508
Weighted average rate	---	---	---	---	---	7.48%	7.48%	
Adjustable rate loans	\$ 691,834	\$204,383	\$159,154	\$ 77,435	\$ 41,740	\$ 240,387	\$1,414,933	\$1,415,732
Weighted average rate	7.58%	7.60%	7.39%	7.66%	7.34%	7.17%	7.49%	
Fixed rate loans	\$ 87,245	\$ 30,644	\$ 75,820	\$ 28,239	\$ 45,277	\$ 166,116	\$ 433,341	\$ 445,034
Weighted average rate	6.18%	8.29%	8.12%	9.03%	8.25%	8.00%	7.77%	
Federal Home Loan Bank stock	---	---	---	---	---	\$ 13,557	\$ 13,557	\$ 13,557
Weighted average rate	---	---	---	---	---	4.25%	4.25%	
<b>Total financial assets</b>	<b>\$ 780,052</b>	<b>\$238,146</b>	<b>\$240,479</b>	<b>\$120,655</b>	<b>\$ 95,782</b>	<b>\$ 814,138</b>	<b>\$2,289,252</b>	
<b>Financial Liabilities:</b>								
Time deposits	\$ 736,376	\$ 87,130	\$ 29,845	\$ 33,335	\$ 15,164	\$ 194,678	\$1,096,528	\$1,104,887
Weighted average rate	4.73%	4.97%	4.56%	5.04%	5.03%	4.99%	4.83%	
Interest-bearing demand	\$ 491,135	---	---	---	---	---	\$ 491,135	\$ 491,135
Weighted average rate	2.75%	---	---	---	---	---	2.75%	
Non-interest-bearing demand	\$ 166,231	---	---	---	---	---	\$ 166,231	\$ 166,231
Weighted average rate	---	---	---	---	---	---	---	
Federal Home Loan Bank	\$ 93,395	\$ 24,821	\$ 4,978	\$ 2,239	\$ 2,934	\$ 85,500	\$ 213,867	\$ 214,498
Weighted average rate	4.29%	5.10%	5.69%	6.29%	6.04%	3.70%	4.22%	
Short-term borrowings	\$ 216,721	---	---	---	---	---	\$ 216,721	\$ 216,721
Weighted average rate	3.75%	---	---	---	---	---	3.75%	
Subordinated debentures	---	---	---	---	---	\$ 30,929	\$ 30,929	\$ 30,929
Weighted average rate	---	---	---	---	---	6.53%	6.53%	
<b>Total financial liabilities</b>	<b>\$1,703,858</b>	<b>\$111,951</b>	<b>\$ 34,823</b>	<b>\$ 35,574</b>	<b>\$ 18,098</b>	<b>\$ 311,107</b>	<b>\$2,215,411</b>	

(1) Available-for-sale debt securities include approximately \$222 million of mortgage-backed securities and collateralized mortgage obligations which pay interest and principal monthly to the Company. Of this total, \$109 million represents securities that have variable rates of interest after a fixed interest period. These securities will experience rate changes at varying times over the next ten years, with \$80 million experiencing rate changes in the next two years. This table does not show the effect of these monthly repayments of principal or rate changes.

## Repricing

	December 31,						Total	2007 Fair Value
	2008	2009	2010	2011	2012	Thereafter		
	(Dollars in thousands)							
Financial Assets:								
Interest bearing deposits	\$ 973	---	---	---	---	---	\$ 973	\$ 973
Weighted average rate	3.18%	---	---	---	---	---	3.18%	
Available-for-sale equity securities	---	\$ 4,555	\$ 1,500	---	\$ 1,813	\$ 4,771	\$ 12,639	\$ 12,639
Weighted average rate	---	8.66%	8.24%	---	8.53%	5.63%	7.41%	
Available-for-sale debt securities(1)	\$ 190,728	\$ 3,119	\$ 5,506	\$ 14,981	\$ 8,765	\$ 189,290	\$ 412,389	\$ 412,389
Weighted average rate	5.53%	3.98%	4.00%	4.22%	5.03%	5.60%	5.46%	
Held-to-maturity securities	---	---	---	---	---	\$ 1,420	\$ 1,420	\$ 1,508
Weighted average rate	---	---	---	---	---	7.48%	7.48%	
Adjustable rate loans	\$ 1,346,832	\$ 17,252	\$ 41,780	\$ 6,459	\$ 2,480	\$ 130	\$ 1,414,933	\$ 1,415,732
Weighted average rate	7.50%	6.39%	7.66%	7.70%	8.07%	8.25%	7.49%	
Fixed rate loans	\$ 87,245	\$ 30,644	\$ 75,820	\$ 28,239	\$ 45,277	\$ 166,116	\$ 433,341	\$ 445,034
Weighted average rate	6.18%	8.29%	8.12%	9.03%	8.25%	8.00%	7.77%	
Federal Home Loan Bank stock	\$ 13,557	---	---	---	---	---	\$ 13,557	\$ 13,557
Weighted average rate	4.25%	---	---	---	---	---	4.25%	
<b>Total financial assets</b>	<b>\$ 1,639,335</b>	<b>\$ 55,570</b>	<b>\$ 124,606</b>	<b>\$ 49,679</b>	<b>\$ 58,335</b>	<b>\$ 361,727</b>	<b>\$ 2,289,252</b>	
Financial Liabilities:								
Time deposits(3)	\$ 1,046,199	\$ 36,656	\$ 6,002	\$ 2,293	\$ 2,915	\$ 2,463	\$ 1,096,528	\$ 1,104,887
Weighted average rate	4.82%	4.90%	5.00%	5.22%	5.25%	4.73%	4.83%	
Interest-bearing demand	\$ 491,135	---	---	---	---	---	\$ 491,135	\$ 491,135
Weighted average rate	2.75%	---	---	---	---	---	2.75%	
Non-interest-bearing demand(2)	---	---	---	---	---	\$ 166,231	\$ 166,231	\$ 166,231
Weighted average rate	---	---	---	---	---	---	---	
Federal Home Loan Bank advances	\$ 205,574	\$ 642	\$ 1,978	\$ 2,239	\$ 2,934	\$ 500	\$ 213,867	\$ 214,498
Weighted average rate	4.14%	5.96%	5.69%	6.29%	6.04%	5.66%	4.22%	
Short-term borrowings	\$ 216,721	---	---	---	---	---	\$ 216,721	\$ 216,721
Weighted average rate	3.75%	---	---	---	---	---	3.75%	
Subordinated debentures	\$ 30,929	---	---	---	---	---	\$ 30,929	\$ 30,929
Weighted average rate	6.53%	---	---	---	---	---	6.53%	
<b>Total financial liabilities</b>	<b>\$ 1,990,558</b>	<b>\$ 37,298</b>	<b>\$ 7,980</b>	<b>\$ 4,532</b>	<b>\$ 5,849</b>	<b>\$ 169,194</b>	<b>\$ 2,215,411</b>	
<b>Periodic repricing GAP</b>	<b>\$ (351,223)</b>	<b>\$ 18,272</b>	<b>\$ 116,626</b>	<b>\$ 45,147</b>	<b>\$ 52,486</b>	<b>\$ 192,533</b>	<b>\$ 73,841</b>	
<b>Cumulative repricing GAP</b>	<b>\$ (351,223)</b>	<b>\$ (332,951)</b>	<b>\$ (216,325)</b>	<b>\$ (171,178)</b>	<b>\$ (118,692)</b>	<b>\$ 73,841</b>		

- (1) Available-for-sale debt securities include approximately \$222 million of mortgage-backed securities and collateralized mortgage obligations which pay interest and principal monthly to the Company. Of this total, \$109 million represents securities that have variable rates of interest after a fixed interest period. These securities will experience rate changes at varying times over the next ten years, with \$80 million experiencing rate changes in the next two years. This table does not show the effect of these monthly repayments of principal or rate changes.
- (2) Non-interest-bearing demand is included in this table in the column labeled "Thereafter" since there is no interest rate related to these liabilities and therefore there is nothing to reprice.
- (3) Time deposits include the effects of the Company's interest rate swaps on brokered certificates of deposit. These derivatives qualify for hedge accounting treatment.



**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY INFORMATION****Report of Independent Registered Public Accounting Firm**

Audit Committee, Board of Directors and Stockholders  
Great Southern Bancorp, Inc.  
Springfield, Missouri

We have audited the accompanying consolidated statements of financial condition of Great Southern Bancorp, Inc. as of December 31, 2007 and 2006, and the related consolidated statements of income, stockholders' equity and cash flows for each of the years in the three-year period ended December 31, 2007. The Company's management is responsible for these financial statements. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. Our audits included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Great Southern Bancorp, Inc. as of December 31, 2007, and 2006, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2007, in conformity with accounting principles generally accepted in the United States of America.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Great Southern Bancorp, Inc.'s internal control over financial reporting as of December 31, 2007, based on criteria established in *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) and our report dated March 17, 2008, expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

/s/ **BKD, LLP**

Springfield, Missouri  
March 17, 2008

**Great Southern Bancorp, Inc.**  
**Consolidated Statements of Financial Condition**  
**December 31, 2007 and 2006**  
**(In Thousands, Except Per Share Data)**

**Assets**

	<u>2007</u>	<u>2006</u>
Cash	\$ 79,552	\$ 132,100
Interest-bearing deposits in other financial institutions	<u>973</u>	<u>1,050</u>
Cash and cash equivalents	80,525	133,150
Available-for-sale securities	425,028	344,192
Held-to-maturity securities	1,420	1,470
Mortgage loans held for sale	6,717	2,574
Loans receivable, net of allowance for loan losses of \$25,459 and \$26,258 at December 31, 2007 and 2006, respectively	1,813,394	1,672,044
Interest receivable	15,441	13,587
Prepaid expenses and other assets	14,904	15,554
Foreclosed assets held for sale, net	20,399	4,768
Premises and equipment, net	28,033	26,417
Goodwill and other intangible assets	1,909	1,395
Federal Home Loan Bank stock	13,557	10,479
Refundable income taxes	1,701	2,306
Deferred income taxes	<u>8,704</u>	<u>12,372</u>
Total assets	<u>\$ 2,431,732</u>	<u>\$ 2,240,308</u>

*See Notes to Consolidated Financial Statements*





## Liabilities and Stockholders' Equity

	<u>2007</u>	<u>2006</u>
<b>Liabilities</b>		
Deposits	\$ 1,763,146	\$ 1,703,804
Federal Home Loan Bank advances	213,867	179,170
Short-term borrowings	216,721	120,956
Subordinated debentures issued to capital trust	30,929	25,774
Accrued interest payable	6,149	5,810
Advances from borrowers for taxes and insurance	378	388
Accounts payable and accrued expenses	<u>10,671</u>	<u>28,828</u>
Total liabilities	<u>2,241,861</u>	<u>2,064,730</u>
<b>Commitments and Contingencies</b>		
	<u>—</u>	<u>—</u>
<b>Stockholders' Equity</b>		
Capital stock		
Serial preferred stock, \$.01 par value; authorized 1,000,000 shares	—	—
Common stock, \$.01 par value; authorized 20,000,000 shares; issued and outstanding 2007 – 13,400,197 shares, 2006 – 13,676,965 shares	134	137
Additional paid-in capital	19,342	18,481
Retained earnings	170,933	158,780
Accumulated other comprehensive loss		
Unrealized loss on available-for-sale securities, net of income taxes of \$(290) and \$(980) at December 31, 2007 and 2006, respectively	<u>(538)</u>	<u>(1,820)</u>
Total stockholders' equity	<u>189,871</u>	<u>175,578</u>
Total liabilities and stockholders' equity	<u>\$ 2,431,732</u>	<u>\$ 2,240,308</u>

**Great Southern Bancorp, Inc.**  
**Consolidated Statements of Income**  
**Years Ended December 31, 2007, 2006 and 2005**  
**(In Thousands, Except Per Share Data)**

	<u>2007</u>	<u>2006</u>	<u>2005</u>
<b>Interest Income</b>			
Loans	\$ 142,719	\$ 133,094	\$ 98,129
Investment securities and other	21,152	16,987	16,366
	<u>163,871</u>	<u>150,081</u>	<u>114,495</u>
<b>Interest Expense</b>			
Deposits	76,232	65,733	42,269
Federal Home Loan Bank advances	6,964	8,138	7,873
Short-term borrowings	7,356	5,648	4,969
Subordinated debentures issued to capital trust	1,914	1,335	986
	<u>92,466</u>	<u>80,854</u>	<u>56,097</u>
<b>Net Interest Income</b>	71,405	69,227	58,398
<b>Provision for Loan Losses</b>	<u>5,475</u>	<u>5,450</u>	<u>4,025</u>
<b>Net Interest Income After Provision for Loan Losses</b>	<u>65,930</u>	<u>63,777</u>	<u>54,373</u>
<b>Noninterest Income</b>			
Commissions	9,933	9,166	8,726
Service charges and ATM fees	15,153	14,611	13,309
Net gains on loan sales	1,037	944	983
Net realized gains (losses) on sales of available-for-sale securities	13	(1)	85
Realized impairment of available-for-sale securities	(1,140)	—	(734)
Late charges and fees on loans	962	1,567	1,430
Change in interest rate swap fair value net of change in hedged deposit fair value	1,632	1,498	—
Change in interest rate swap fair value	—	—	(6,600)
Interest rate swap net settlements	—	—	3,408
Other income	1,781	1,847	952
	<u>29,371</u>	<u>29,632</u>	<u>21,559</u>

(Continued on following page)

**Noninterest Expense**

Salaries and employee benefits	30,161	28,285	25,355
Net occupancy expense	7,927	7,645	7,589
Postage	2,230	2,178	1,954
Insurance	1,473	876	883
Advertising	1,446	1,201	1,025
Office supplies and printing	879	931	903
Telephone	1,363	1,387	1,068
Legal, audit and other professional fees	1,247	1,127	1,410
Expense on foreclosed assets	608	119	268
Write-off of trust preferred securities issuance costs	—	783	—
Other operating expenses	4,325	4,275	3,743
	<u>51,659</u>	<u>48,807</u>	<u>44,198</u>
<b>Income Before Income Taxes</b>	43,642	44,602	31,734
<b>Provision for Income Taxes</b>	14,343	13,859	9,063
<b>Net Income</b>	<u>\$ 29,299</u>	<u>\$ 30,743</u>	<u>\$ 22,671</u>
<b>Earnings Per Common Share</b>			
Basic	<u>\$ 2.16</u>	<u>\$ 2.24</u>	<u>\$ 1.65</u>
Diluted	<u>\$ 2.15</u>	<u>\$ 2.22</u>	<u>\$ 1.63</u>

*See Notes to Consolidated Financial Statements*

**Great Southern Bancorp, Inc.**  
**Consolidated Statements of Stockholders' Equity**  
**Years Ended December 31, 2007, 2006 and 2005**  
**(In Thousands, Except Per Share Data)**

	<u>Income</u>	<u>Common Stock</u>	<u>Additional Paid-in Capital</u>
<b>Balance, December 31, 2004</b>	\$ —	\$ 137	\$ 17,816
Net income	22,671	—	—
Stock issued under Stock Option Plan	—	—	(35)
Dividends declared, \$.52 per share	—	—	—
Change in unrealized loss on available-for-sale securities, net of income tax benefit of \$(1,697)	(3,151)	—	—
Company stock purchased	—	—	—
Reclassification of treasury stock per Maryland law	—	—	—
	<u>19,520</u>		
Comprehensive income	<u>\$ 19,520</u>		
<b>Balance, December 31, 2005</b>	\$ —	137	17,781
Net income	30,743	—	—
Stock issued under Stock Option Plan	—	—	700
Dividends declared, \$.60 per share	—	—	—
Change in unrealized gain on available-for-sale securities, net of income taxes of \$1,194	2,217	—	—
Company stock purchased	—	—	—
Reclassification of treasury stock per Maryland law	—	—	—
	<u>32,960</u>		
Comprehensive income	<u>\$ 32,960</u>		
<b>Balance, December 31, 2006</b>	—	137	18,481
Net income	29,299	—	—
Stock issued under Stock Option Plan	—	—	861
Dividends declared, \$.68 per share	—	—	—
Change in unrealized loss on available-for-sale securities, net of income tax benefit of \$690	1,282	—	—
Company stock purchased	—	—	—
Reclassification of treasury stock per Maryland law	—	(3)	—
	<u>30,581</u>	<u>134</u>	<u>19,342</u>
<b>Balance, December 31, 2007</b>	<u>\$ 30,581</u>	<u>\$ 134</u>	<u>\$ 19,342</u>

*See Notes to Consolidated Financial Statements*



<u>Retained Earnings</u>	<u>Accumulated Other Comprehensive Income (Loss)</u>	<u>Treasury Stock</u>	<u>Total</u>
\$ 123,770	\$ (886)	\$ 0	\$ 140,837
22,671	—	—	22,671
—	—	711	676
(7,132)	—	—	(7,132)
—	—	—	—
—	(3,151)	—	(3,151)
—	—	(1,099)	(1,099)
(388)	—	388	—
<u>138,921</u>	<u>(4,037)</u>	<u>—</u>	<u>152,802</u>
30,743	—	—	30,743
—	—	1,052	1,752
(8,214)	—	—	(8,214)
—	2,217	—	2,217
—	—	(3,722)	(3,722)
(2,670)	—	2,670	—
<u>158,780</u>	<u>(1,820)</u>	<u>—</u>	<u>175,578</u>
29,299	—	—	29,299
—	—	812	1,673
(9,205)	—	—	(9,205)
—	1,282	—	1,282
—	—	(8,756)	(8,756)
(7,941)	—	7,944	—
<u>\$ 170,933</u>	<u>\$ (538)</u>	<u>\$ 0</u>	<u>\$ 189,871</u>

**Great Southern Bancorp, Inc.**  
**Consolidated Statements of Cash Flows**  
**Years Ended December 31, 2007, 2006 and 2005**  
**(In Thousands)**

	<u>2007</u>	<u>2006</u>	<u>2005</u>
<b>Operating Activities</b>			
Net income	\$ 29,299	\$ 30,743	\$ 22,671
Proceeds from sales of loans held for sale	77,234	71,964	50,130
Originations of loans held for sale	(73,035)	(68,076)	(46,458)
Items not requiring (providing) cash			
Depreciation	2,706	2,932	3,406
Amortization	374	380	402
Write off of trust preferred securities issuance costs	—	783	—
Provision for loan losses	5,475	5,450	4,025
Net gains on loan sales	(1,037)	(944)	(983)
Net realized (gains) losses and impairment on available-for-sale securities	1,127	(1)	649
Gain on sale of premises and equipment	(48)	(167)	(30)
Gain on sale of foreclosed assets	(209)	(184)	(272)
Amortization of deferred income, premiums and discounts	(3,918)	(1,849)	(217)
Change in interest rate swap fair value net of change in hedged deposit fair value	(1,713)	(1,908)	—
Deferred income taxes	2,978	(365)	(7,356)
Changes in			
Interest receivable	(1,854)	(2,746)	(2,741)
Prepaid expenses and other assets	468	108	(78)
Accounts payable and accrued expenses	(10,453)	14,036	11,002
Income taxes refundable/payable	605	(3,012)	1,210
	<u>27,999</u>	<u>47,144</u>	<u>35,360</u>
Net cash provided by operating activities	<u>27,999</u>	<u>47,144</u>	<u>35,360</u>

*See Notes to Consolidated Financial Statements*



**Great Southern Bancorp, Inc.**  
**Consolidated Statements of Cash Flows**  
**Years Ended December 31, 2007, 2006 and 2005**  
**(In Thousands)**

	<u>2007</u>	<u>2006</u>	<u>2005</u>
<b>Investing Activities</b>			
Net change in loans	\$ (168,183)	\$ (127,762)	\$ (100,357)
Purchase of loans	(4,649)	(47,508)	(77,929)
Proceeds from sale of student loans	3,052	2,314	4,022
Purchase of bank branches, net of cash acquired	—	—	22,605
Purchase of additional business units	(730)	(143)	(169)
Purchase of premises and equipment	(4,080)	(4,094)	(7,168)
Proceeds from sale of premises and equipment	106	2,177	781
Proceeds from sale of foreclosed assets	3,290	2,861	4,139
Capitalized costs on foreclosed assets	(156)	—	—
Proceeds from maturities, calls and repayments of held-to-maturity securities	50	40	35
Proceeds from sale of available-for-sale securities	4,415	26,679	48,203
Proceeds from maturities, calls and repayments of available-for-sale securities	482,153	295,188	95,027
Purchase of available-for-sale securities	(565,819)	(294,218)	(164,735)
(Purchase) redemption of Federal Home Loan Bank stock	<u>(3,078)</u>	<u>1,378</u>	<u>2,581</u>
Net cash used in investing activities	<u>(253,629)</u>	<u>(143,088)</u>	<u>(172,965)</u>

*See Notes to Consolidated Financial Statements*

**Great Southern Bancorp, Inc.**  
**Consolidated Statements of Cash Flows**  
**Years Ended December 31, 2007, 2006 and 2005**  
**(In Thousands)**

	<u>2007</u>	<u>2006</u>	<u>2005</u>
<b>Financing Activities</b>			
Net increase (decrease) in certificates of deposit	\$ (8,400)	\$ 144,203	\$ 152,483
Net increase in checking and savings accounts	62,017	6,038	63,044
Proceeds from Federal Home Loan Bank advances	1,568,000	952,200	4,322,000
Repayments of Federal Home Loan Bank advances	(1,533,303)	(976,465)	(4,350,051)
Net increase (decrease) in short-term borrowings	95,765	(12,602)	(18,033)
Proceeds from issuance of trust preferred debentures	5,000	25,000	—
Repayment of trust preferred debentures	—	(17,250)	—
Advances to borrowers for taxes and insurance	(10)	155	(39)
Company stock purchased	(8,756)	(3,722)	(1,099)
Dividends paid	(8,981)	(7,947)	(6,855)
Stock options exercised	1,673	1,752	676
	<u>173,005</u>	<u>111,362</u>	<u>162,126</u>
Net cash provided by financing activities			
	<u>173,005</u>	<u>111,362</u>	<u>162,126</u>
<b>Increase (Decrease) in Cash and Cash Equivalents</b>	(52,625)	15,418	24,521
<b>Cash and Cash Equivalents, Beginning of Year</b>	<u>133,150</u>	<u>117,732</u>	<u>93,211</u>
<b>Cash and Cash Equivalents, End of Year</b>	<u>\$ 80,525</u>	<u>\$ 133,150</u>	<u>\$ 117,732</u>

*See Notes to Consolidated Financial Statements*

**Great Southern Bancorp, Inc.**  
**Notes to Consolidated Financial Statements**  
**December 31, 2007, 2006 and 2005**

**Note 1: Nature of Operations and Summary of Significant Accounting Policies**

*Nature of Operations and Operating Segments*

Great Southern Bancorp, Inc. (GSBC or the “Company”) operates as a one-bank holding company. GSBC’s business primarily consists of the business of Great Southern Bank (the “Bank”), which provides a full range of financial services as well as travel, insurance and investment services through the Bank’s other wholly owned subsidiaries to customers primarily in southwest and central Missouri. In addition, the Company serves the loan needs of customers through its loan origination offices in St. Louis, Kansas City and Columbia, Missouri, and Rogers, Arkansas. Outside of Missouri, the states with the largest concentrations of loans by the Company are Arkansas and Kansas. The Company and the Bank are subject to the regulation of certain federal and state agencies and undergo periodic examinations by those regulatory agencies.

The Company’s banking operation is its only reportable segment. The banking operation is principally engaged in the business of originating residential and commercial real estate loans, construction loans, commercial business loans and consumer loans and funding these loans through attracting deposits from the general public, accepting brokered deposits and borrowing from the Federal Home Loan Bank and others. The operating results of this segment are regularly reviewed by management to make decisions about resource allocations and to assess performance. Revenue from segments below the reportable segment threshold is attributable to three operating segments of the Company. These segments include insurance services, travel services and investment services. Selected information is not presented separately for the Company’s reportable segment, as there is no material difference between that information and the corresponding information in the consolidated financial statements.

*Use of Estimates*

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Material estimates that are particularly susceptible to significant change relate to the determination of the allowance for loan losses and the valuation of real estate acquired in connection with foreclosures or in satisfaction of loans. In connection with the determination of the allowance for loan losses and the valuation of foreclosed assets held for sale, management obtains independent appraisals for significant properties.

*Principles of Consolidation*

The consolidated financial statements include the accounts of Great Southern Bancorp, Inc., its wholly owned subsidiary, the Bank, and the Bank’s wholly owned subsidiaries, Great Southern Real Estate Development Corporation, GSB One LLC (including its wholly owned subsidiary, GSB Two LLC), Great Southern Financial Corporation, Great Southern Community Development Corporation, GS, LLC and GSSC, LLC. All significant intercompany accounts and transactions have been eliminated in

consolidation.

**Great Southern Bancorp, Inc.**  
**Notes to Consolidated Financial Statements**  
**December 31, 2007, 2006 and 2005**

***Reclassifications***

Certain prior periods' amounts have been reclassified to conform to the 2007 financial statements presentation. These reclassifications had no effect on net income.

***Federal Home Loan Bank Stock***

Federal Home Loan Bank stock is a required investment for institutions that are members of the Federal Home Loan Bank system. The required investment in common stock is based on a predetermined formula.

***Securities***

Available-for-sale securities, which include any security for which the Company has no immediate plan to sell but which may be sold in the future, are carried at fair value. Unrealized gains and losses are recorded, net of related income tax effects, in other comprehensive income.

Held-to-maturity securities, which include any security for which the Company has the positive intent and ability to hold until maturity, are carried at historical cost adjusted for amortization of premiums and accretion of discounts.

Amortization of premiums and accretion of discounts are recorded as interest income from securities. Realized gains and losses are recorded as net security gains (losses). Gains and losses on sales of securities are determined on the specific-identification method.

***Mortgage Loans Held for Sale***

Mortgage loans originated and intended for sale in the secondary market are carried at the lower of cost or fair value in the aggregate. Write-downs to fair value are recognized as a charge to earnings at the time the decline in value occurs. Nonbinding forward commitments to sell individual mortgage loans are generally obtained to reduce market risk on mortgage loans in the process of origination and mortgage loans held for sale. Gains and losses resulting from sales of mortgage loans are recognized when the respective loans are sold to investors. Fees received from borrowers to guarantee the funding of mortgage loans held for sale and fees paid to investors to ensure the ultimate sale of such mortgage loans are recognized as income or expense when the loans are sold or when it becomes evident that the commitment will not be used.

***Loans***

Loans that management has the intent and ability to hold for the foreseeable future or until maturity or payoff are reported at their outstanding principal balances adjusted for any charge-offs, the allowance for loan losses, any deferred fees or costs on originated loans and unamortized premiums or discounts on purchased loans. Interest income is reported on the interest method and includes amortization of net deferred loan fees and costs over the loan term. Generally, loans are placed on nonaccrual status at 90

days past due and interest is considered a loss, unless the loan is well secured and in the process of collection.

**Great Southern Bancorp, Inc.**  
**Notes to Consolidated Financial Statements**  
**December 31, 2007, 2006 and 2005**

Discounts and premiums on purchased loans are amortized to income using the interest method over the remaining period to contractual maturity, adjusted for anticipated prepayments.

***Allowance for Loan Losses***

The allowance for loan losses is established as losses are estimated to have occurred through a provision for loan losses charged to earnings. Loan losses are charged against the allowance when management believes the uncollectibility of a loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance.

The allowance for loan losses is evaluated on a regular basis by management and is based upon management's periodic review of the collectibility of the loans in light of historical experience, the nature and volume of the loan portfolio, adverse situations that may affect the borrower's ability to repay, estimated value of any underlying collateral and prevailing economic conditions. This evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available.

A loan is considered impaired when, based on current information and events, it is probable that the Bank will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status, collateral value and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record and the amount of the shortfall in relation to the principal and interest owed. Impairment is measured on a loan-by-loan basis for commercial and construction loans by either the present value of expected future cash flows discounted at the loan's effective interest rate, the loan's obtainable market price or the fair value of the collateral if the loan is collateral dependent.

Large groups of smaller balance homogenous loans are collectively evaluated for impairment. Accordingly, the Bank does not separately identify consumer and one-to-four family residential loans for impairment disclosures.

***Foreclosed Assets Held for Sale***

Assets acquired through, or in lieu of, loan foreclosure are held for sale and are initially recorded at fair value at the date of foreclosure, establishing a new cost basis. Subsequent to foreclosure, valuations are periodically performed by management and the assets are carried at the lower of carrying amount or fair value less estimated cost to sell. Revenue and expenses from operations and changes in the valuation allowance are included in net expense on foreclosed assets.

**Great Southern Bancorp, Inc.**  
**Notes to Consolidated Financial Statements**  
**December 31, 2007, 2006 and 2005**

***Premises and Equipment***

Premises and equipment are stated at cost less accumulated depreciation. Depreciation is charged to expense using the straight-line and accelerated methods over the estimated useful lives of the assets. Leasehold improvements are capitalized and amortized using the straight-line and accelerated methods over the terms of the respective leases or the estimated useful lives of the improvements, whichever is shorter.

***Goodwill and Intangible Assets***

Goodwill is tested annually for impairment. If the implied fair value of goodwill is lower than its carrying amount, a goodwill impairment is indicated and goodwill is written down to its implied fair value. Subsequent increases in goodwill value are not recognized in the financial statements.

Intangible assets are being amortized on the straight-line basis over periods ranging from three to seven years. Such assets are periodically evaluated as to the recoverability of their carrying value.

A summary of goodwill and intangible assets is as follows:

	<b>December 31,</b>	
	<b>2007</b>	<b>2006</b>
	<b>(In Thousands)</b>	
Goodwill – Branch acquisitions	\$ 379	\$ 379
Goodwill – Travel agency acquisitions	875	395
Deposit intangibles	401	488
Noncompete agreements	254	133
	\$ 1,909	\$ 1,395

***Loan Servicing and Origination Fee Income***

Loan servicing income represents fees earned for servicing real estate mortgage loans owned by various investors. The fees are generally calculated on the outstanding principal balances of the loans serviced and are recorded as income when earned. Loan origination fees, net of direct loan origination costs, are recognized as income using the level-yield method over the contractual life of the loan.

***Stockholders' Equity***

At the 2004 Annual Meeting of Stockholders, the Company's stockholders approved the Company's reincorporation to the State of Maryland. This reincorporation was completed in June 2004. Under Maryland law, there is no concept of "Treasury Shares." Instead, shares purchased by the Company constitute authorized but unissued shares under Maryland law. Accounting principles generally accepted in the United States of America state that accounting for treasury stock shall conform to state law. The Company's consolidated statements of financial condition reflects this change. The cost of shares



purchased by the Company has been allocated to common stock and retained earnings balances.

**Great Southern Bancorp, Inc.**  
**Notes to Consolidated Financial Statements**  
**December 31, 2007, 2006 and 2005**

***Earnings Per Share***

Basic earnings per share is computed based on the weighted average number of shares outstanding during each year. Diluted earnings per share is computed using the weighted average common shares and all potential dilutive common shares outstanding during the period.

Earnings per share (EPS) were computed as follows:

	<u>2007</u>	<u>2006</u>	<u>2005</u>
	(In Thousands, Except Per Share Data)		
Net income	\$ 29,299	\$ 30,743	\$ 22,671
Average common shares outstanding	13,566	13,697	13,713
Average common share stock options outstanding	<u>88</u>	<u>128</u>	<u>209</u>
Average diluted common shares	<u>13,654</u>	<u>13,825</u>	<u>13,922</u>
Earnings per common share – basic	<u>\$ 2.16</u>	<u>\$ 2.24</u>	<u>\$ 1.65</u>
Earnings per common share – diluted	<u>\$ 2.15</u>	<u>\$ 2.22</u>	<u>\$ 1.63</u>

Options to purchase 386,015, 318,695 and 116,213 shares of common stock were outstanding during the years ended December 31, 2007, 2006 and 2005, respectively, but were not included in the computation of diluted earnings per share for that year because the options' exercise price was greater than the average market price of the common shares.

***Stock Option Plans***

The Company has stock-based employee compensation plans, which are described more fully in *Note 18*. On January 1, 2006, the Company adopted SFAS No. 123(R), *Share Based Payment*. SFAS No. 123(R) specifies the accounting for share-based payment transactions in which an entity receives employee services in exchange for (a) equity instruments of the entity or (b) liabilities that are based on the fair value of the entity's equity instruments or that may be settled by the issuance of such equity instruments. SFAS No. 123(R) requires an entity to recognize as compensation expense within the income statement the grant-date fair value of stock options and other equity-based compensation granted

to employees. As a result, compensation cost related to share-based payment transactions is now recognized in the Company's consolidated financial statements using the modified prospective transition method provided for in the standard. For the years ended December 31, 2007 and 2006, share-based compensation expense totaling \$518,000 and \$480,000, respectively, has been included in salaries and employee benefits expense in the consolidated statements of income.

**Great Southern Bancorp, Inc.**  
**Notes to Consolidated Financial Statements**  
**December 31, 2007, 2006 and 2005**

Prior to the adoption of SFAS No. 123(R), the Company accounted for stock compensation using the intrinsic value method permitted by APB Opinion No. 25, *Accounting for Stock Issued to Employees*, and related Interpretations. For 2005, no stock-based employee compensation cost is reflected in the consolidated statements of income, as all options granted had an exercise price at least equal to the market value of the underlying common stock on the grant date. The following table illustrates the effect on net income and earnings per share for the year ended December 31, 2005, if the Company had applied the fair value provisions of SFAS 123, *Accounting for Stock-Based Compensation*, to stock-based employee compensation in those years.

	<b>Year Ended December 31, 2005</b> <hr style="border: 0.5px solid black;"/> <b>(In Thousands, Except Per Share Amounts)</b>
Net income, as reported	\$ 22,671
Less	
Total stock-based employee compensation cost determined under the fair value based method, net of income taxes	<hr style="border: 0.5px solid black;"/> (1,771)
Pro forma net income	<hr style="border: 0.5px solid black;"/> \$ 20,900
Earnings per share	
Basic – as reported	<hr style="border: 0.5px solid black;"/> \$ 1.65
Basic – pro forma	<hr style="border: 0.5px solid black;"/> \$ 1.52
Diluted – as reported	<hr style="border: 0.5px solid black;"/> \$ 1.63
Diluted – pro forma	<hr style="border: 0.5px solid black;"/> \$ 1.50

On December 31, 2005, the Board of Directors of the Company approved the accelerated vesting of certain outstanding out-of-the-money unvested options (Options) to purchase shares of the Company's common stock held by the Company's officers and employees. Options to purchase 183,935 shares which would otherwise have vested from time to time over the next five years became immediately exercisable as a result of this action. The accelerated Options had a weighted average exercise price of \$31.49. The closing market price on December 30, 2005, was \$27.61. The Company also placed a restriction on the sale or other transfer of shares (including pledging the shares as collateral) acquired through the exercise of the accelerated Options prior to the original vesting date. With the acceleration of these Options, the compensation expense, net of taxes, that was recognized in the Company's income

statements for 2006 and 2007 was reduced by approximately \$267,000 for each year. The Company estimates that, with the acceleration of these Options, the compensation expense, net of taxes, that will be recognized in its income statement for 2008, 2009 and 2010, will be reduced by approximately \$267,000, \$238,000 and \$103,000, respectively. The accelerated Options represent approximately 41% of the unvested Company options and 27% of the total of all outstanding Company options.

**Great Southern Bancorp, Inc.**  
**Notes to Consolidated Financial Statements**  
**December 31, 2007, 2006 and 2005**

***Cash Equivalents***

The Company considers all liquid investments with original maturities of three months or less to be cash equivalents. At December 31, 2007 and 2006, cash equivalents consisted of interest-bearing deposits in other financial institutions. At December 31, 2007, nearly all of the interest-bearing deposits were uninsured, with all of these balances held at the Federal Home Loan Bank.

***Income Taxes***

Deferred tax assets and liabilities are recognized for the tax effects of differences between the financial statement and tax bases of assets and liabilities. A valuation allowance is established to reduce deferred tax assets if it is more likely than not that a deferred tax asset will not be realized.

***Interest Rate Swaps***

The Company enters into interest-rate swap derivatives, primarily as an asset/liability management strategy, in order to hedge the change in the fair value from recorded fixed rate liabilities (long term fixed rate CDs). The terms of the swaps are carefully matched to the terms of the underlying hedged item and when the relationship is properly documented as a hedge and proven to be effective, it is designated as a fair value hedge. The fair market value of derivative financial instruments is based on the present value of future expected cash flows from those instruments discounted at market forward rates and are recognized in the statement of financial condition in the prepaid expenses and other assets or accounts payable and accrued expenses caption. Effective changes in the fair market value of the hedged item due to changes in the benchmark interest rate are similarly recognized in the statement of financial condition in the prepaid expenses and other assets or accounts payable and accrued expenses caption. Effective gains/losses are reported in interest expense and any ineffectiveness is recorded in income in the non-interest income caption. Gains and losses on early termination of the designated fair value derivative financial instruments are deferred and amortized as an adjustment to the yield on the related liability over the shorter of the remaining contract life or the maturity of the related asset or liability. If the related liability is sold or otherwise liquidated, the fair market value of the derivative financial instrument is recorded on the balance sheet as an asset or a liability (in prepaid expenses and other assets or accounts payable and accrued expenses) with the resultant gains and losses recognized in non-interest income.

***Restriction on Cash and Due From Banks***

The Bank is required to maintain reserve funds in cash and/or on deposit with the Federal Reserve Bank. The reserve required at December 31, 2007 and 2006, respectively, was \$32,463,000 and \$34,440,000.

**Great Southern Bancorp, Inc.**  
**Notes to Consolidated Financial Statements**  
**December 31, 2007, 2006 and 2005**

***Recent Accounting Pronouncements***

In September 2006, the Financial Accounting Standards Board (“FASB”) issued Statement of Financial Accounting Standards (“SFAS”) No. 157, *Fair Value Measurements*. This Statement defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosure related to the use of fair value measures in financial statements. This Statement applies under other accounting pronouncements that require or permit fair value measurements, and does not expand the use of fair value measures in financial statements, but standardizes its definition and guidance in generally accepted accounting principles. SFAS No. 157 emphasizes that fair value is a market-based measurement based on an exchange transaction between market participants in which an entity sells an asset or transfers a liability. SFAS No. 157 also establishes a fair value hierarchy from observable market data as the highest level to fair value based on an entity’s own fair value assumptions as the lowest level. The Statement is effective for financial statements issued for fiscal years beginning after November 15, 2007. SFAS No. 157 is effective for the Company on January 1, 2008 and is not expected to have a material effect on the Company’s financial position or results of operations.

In February 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities*. SFAS No. 159 provides companies with the option to report selected financial assets and liabilities at fair value. Under the option, any changes in fair value would be included in earnings. This Statement seeks to reduce both complexity in accounting and volatility in earnings caused by differences in the existing accounting rules. Existing accounting principles use different measurement attributes for different assets and liabilities, which can lead to earnings volatility. SFAS No. 159 helps to mitigate this type of accounting-induced volatility by enabling companies to achieve a more consistent accounting for changes in the fair value of related assets and liabilities without having to apply complex hedge accounting provisions. Under this Statement, entities may measure at fair value financial assets and liabilities selected on a contract-by-contract basis. They would be required to display those values separately from those measured under different attributes on the face of the statement of financial condition. Furthermore, companies must provide additional information that would help investors and other users of financial statements to more easily understand the effect on earnings. SFAS No. 159 is effective for fiscal years beginning after November 15, 2007. SFAS No. 159 is effective for the Company on January 1, 2008 and is not expected to have a material effect on the Company’s financial position or results of operations.

In January 2007, the FASB issued an exposure draft – *Disclosures about Derivative Instruments and Hedging Activities*. This exposure draft would amend and expand the disclosure requirements in SFAS No. 133, *Accounting for Derivatives Instruments and Hedging Activities*. The FASB issued this proposed Statement to address concerns that the existing disclosure requirements for derivative instruments and related hedged items do not provide adequate information on the effect that derivative activities have on an entity’s overall consolidated financial condition or results of operations. Specific disclosure requirements are outlined in the proposed Statement. At this time, the FASB continues its deliberations regarding this exposure draft and has not adopted the final Statement. The Company continues to monitor the exposure draft to determine the impact, if any, on the consolidated financial condition or results of operations of the Company.

In November 2007, the Securities and Exchange Commission Staff issued Staff Accounting Bulletin (“SAB”) No. 109, *Written Loan Commitments Recorded at Fair Value Through Earnings*. This SAB supersedes the guidance previously issued in SAB No. 105, *Application of Accounting Principles to Loan Commitments*. SAB No. 109 expresses the current view of the staff that the expected net future cash flows related to the associated servicing of the loan should be included in the measurement of all written





**Great Southern Bancorp, Inc.**  
**Notes to Consolidated Financial Statements**  
**December 31, 2007, 2006 and 2005**

loan commitments that are accounted for at fair value through earnings. SAB No. 109 is effective for the Company on January 1, 2008 and is not expected to have a material effect on the Company's financial position or results of operations.

In December 2007, the FASB issued SFAS No. 141 (revised), *Business Combinations*. SFAS No. 141 (revised) retains the fundamental requirements in Statement 141 that the acquisition method of accounting be used for business combinations, but broadens the scope of Statement 141 and contains improvements to the application of this method. The Statement requires an acquirer to recognize the assets acquired, the liabilities assumed, and any noncontrolling interest in the acquiree at the acquisition date, measured at their fair values as of that date. Costs incurred to effect the acquisition are to be recognized separately from the acquisition. Assets and liabilities arising from contractual contingencies must be measured at fair value as of the acquisition date. Contingent consideration must also be measured at fair value as of the acquisition date. SFAS No. 141 (revised) applies to business combinations occurring after January 1, 2009.

In December 2007, the FASB issued SFAS No. 160, *Noncontrolling Interests in Consolidated Financial Statements—an Amendment of ARB No. 51*. SFAS No. 160 requires that a noncontrolling interest in a subsidiary be accounted for as equity in the consolidated statement of financial position and that net income include the amounts for both the parent and the noncontrolling interest, with a separate amount presented in the income statement for the noncontrolling interest share of net income. SFAS No. 160 also expands the disclosure requirements and provides guidance on how to account for changes in the ownership interest of a subsidiary. SFAS No. 160 is effective for the Company on January 1, 2009 and is not expected to have a material effect on the Company's financial position or results of operations. In January 2008, the FASB issued Statement 133 Implementation Issue No. E23 – *Issues Involving the Application of the Shortcut Method Under Paragraph 68*. This Implementation Issue amends the accounting and reporting requirements of paragraph 68 of Statement 133 (the shortcut method) to address certain practice issues. It addresses a limited number of issues that have caused implementation difficulties in the application of paragraph 68 of Statement 133. The objective is to improve financial reporting related to the shortcut method to increase comparability in financial statements. This pronouncement is effective for hedging relationships designated on or after January 1, 2008 and is not expected to have a material effect on the Company's financial position or results of operations.

**Note 2: Investments in Debt and Equity Securities**

The amortized cost and approximate fair values of securities classified as available-for-sale were as follows:

	December 31, 2007			Approximate Fair Value
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	
(In Thousands)				
U.S. government agencies	\$ 126,117	\$ 53	\$ 375	\$ 125,795
Collateralized mortgage obligations	39,769	214	654	39,329

Mortgage-backed securities	183,023	1,030	916	183,137
States and political subdivisions	62,572	533	453	62,652
Corporate bonds	1,501	—	25	1,476
Equity securities	<u>12,874</u>	<u>4</u>	<u>239</u>	<u>12,639</u>
	<u>\$ 425,856</u>	<u>\$ 1,834</u>	<u>\$ 2,662</u>	<u>\$ 425,028</u>

**Great Southern Bancorp, Inc.**  
**Notes to Consolidated Financial Statements**  
**December 31, 2007, 2006 and 2005**

	December 31, 2006			Approximate Fair Value
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	
(In Thousands)				
U.S. government agencies	\$ 59,494	\$ —	\$ 798	\$ 58,696
Collateralized mortgage obligations	30,536	1	453	30,084
Mortgage-backed securities	191,282	221	3,027	188,476
States and political subdivisions	51,128	870	31	51,967
Corporate bonds	3,355	101	—	3,456
Equity securities	11,196	317	—	11,513
	<u>\$ 346,991</u>	<u>\$ 1,510</u>	<u>\$ 4,309</u>	<u>\$ 344,192</u>

The amortized cost and fair value of available-for-sale securities at December 31, 2007, by contractual maturity, are shown below. Expected maturities will differ from contractual maturities because issuers may have the right to call or prepay obligations with or without call or prepayment penalties.

	Amortized Cost	Approximate Fair Value
	(In Thousands)	
One year or less	\$ —	\$ —
After one through five years	17,989	17,922
After five through ten years	107,074	107,084
After ten years	65,127	64,917
Securities not due on a single maturity date	222,792	222,466
Equity securities	12,874	12,639
	<u>\$ 425,856</u>	<u>\$ 425,028</u>

The amortized cost and approximate fair values of securities classified as held-to-maturity were as follows:

December 31, 2007		
Amortized	Gross Unrealized	Gross Unrealized
		Approximate Fair

	<b>Cost</b>	<b>Gains</b>	<b>Losses</b>	<b>Value</b>
	<b>(In Thousands)</b>			
States and political subdivisions	\$ 1,420	\$ 88	\$ 0	\$ 1,508

**Great Southern Bancorp, Inc.**  
**Notes to Consolidated Financial Statements**  
**December 31, 2007, 2006 and 2005**

	December 31, 2006			
	Amortized	Gross	Gross	Approximate
	Cost	Unrealized	Unrealized	Fair
	(In Thousands)			
States and political subdivisions	\$ 1,470	\$ 99	\$ 0	\$ 1,569

The held-to-maturity securities at December 31, 2007, by contractual maturity, are shown below. Expected maturities may differ from contractual maturities because issuers may have the right to call or prepay obligations with or without call or prepayment penalties.

	Amortized	Approximate
	Cost	Fair
	(In Thousands)	
After one through five years	\$ —	\$ —
After five through ten years	—	—
After ten years	1,420	1,508
	<u>\$ 1,420</u>	<u>\$ 1,508</u>

The amortized cost and approximate fair values of securities pledged as collateral was as follows at December 31, 2007 and 2006:

	2007		2006	
	Amortized	Approximate	Amortized	Approximate
	Cost	Fair	Cost	Fair
	(In Thousands)			
Public deposits	\$ 194,889	\$ 194,401	\$ 173,218	\$ 172,556
Collateralized borrowing accounts	163,989	163,941	136,859	134,402
Federal Home Loan Bank advances	47,038	46,998	221	218
Interest rate swaps and treasury, tax and loan accounts	4,779	4,770	9,879	9,784
	<u>4,779</u>	<u>4,770</u>	<u>9,879</u>	<u>9,784</u>

\$ 410,695 \$ 410,110 \$ 320,177 \$ 316,960

Certain investments in debt and marketable equity securities are reported in the financial statements at an amount less than their historical cost. Total fair value of these investments at

**Great Southern Bancorp, Inc.**  
**Notes to Consolidated Financial Statements**  
**December 31, 2007, 2006 and 2005**

December 31, 2007 and 2006, respectively, was approximately \$204,056,000 and \$204,757,000 which is approximately 47.9% and 59.2% of the Company's available-for-sale and held-to-maturity investment portfolio, respectively. The declines in debt securities primarily resulted from increases in market interest rates in 2006, partially offset by decreases in market interest rates in the latter part of 2007.

Based on evaluation of available evidence, including recent changes in market interest rates, credit rating information and information obtained from regulatory filings, management believes the declines in fair value for these debt securities are temporary.

Should the impairment of any of these securities become other than temporary, the cost basis of the investment will be reduced and the resulting loss recognized in net income in the period the other-than-temporary impairment is identified. During 2007, the Company determined that the impairment of one security with an original cost of \$5.7 million had become other than temporary. Consequently, the Company recorded a \$1.1 million charge to income.

The following table shows the Company's gross unrealized losses and fair value, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position at December 31, 2007 and 2006:

<u>Description of Securities</u>	<b>2007</b>					
	<u>Less than 12 Months</u>		<u>12 Months or More</u>		<u>Total</u>	
	<u>Fair Value</u>	<u>Unrealized Losses</u>	<u>Fair Value</u>	<u>Unrealized Losses</u>	<u>Fair Value</u>	<u>Unrealized Losses</u>
	(In Thousands)					
U.S. government agencies	\$ 43,418	\$ (80)	\$ 13,524	\$ (295)	\$ 56,942	\$ (375)
Mortgage-backed securities	22,498	(100)	62,817	(816)	85,315	(916)
Collateralized mortgage obligations	11,705	(154)	18,238	(500)	29,943	(654)
State and political subdivisions	23,398	(421)	2,216	(32)	25,614	(453)
Corporate bonds	1,476	(25)	—	—	1,476	(25)
Equity securities	4,766	(239)	—	—	4,766	(239)
	<u>\$ 107,261</u>	<u>\$ (1,019)</u>	<u>\$ 96,795</u>	<u>\$ (1,643)</u>	<u>\$ 204,056</u>	<u>\$ (2,662)</u>

<u>Description of Securities</u>	<b>2006</b>					
	<u>Less than 12 Months</u>		<u>12 Months or More</u>		<u>Total</u>	
	<u>Fair Value</u>	<u>Unrealized Losses</u>	<u>Fair Value</u>	<u>Unrealized Losses</u>	<u>Fair Value</u>	<u>Unrealized Losses</u>
	(In Thousands)					
U.S. government agencies	\$ —	\$ —	\$ 23,455	\$ (798)	\$ 23,455	\$ (798)
Mortgage-backed securities	17,772	(48)	130,509	(2,979)	148,281	(3,027)
Collateralized mortgage obligations	—	—	28,246	(453)	28,246	(453)
State and political subdivisions	1,685	(3)	3,090	(28)	4,775	(31)

\$ 19,457   \$ (51)   \$ 185,300   \$ (4,258)   \$ 204,757   \$ (4,309)



**Great Southern Bancorp, Inc.**  
**Notes to Consolidated Financial Statements**  
**December 31, 2007, 2006 and 2005**

**Note 3: Other Comprehensive Income (Loss)**

	<b>2007</b>	<b>2006</b>	<b>2005</b>
	<b>(In Thousands)</b>		
Unrealized gain (loss) on available-for-sale securities, net of income taxes of \$296 for December 31, 2007; \$1,194 for December 31, 2006; \$(1,924) for December 31, 2005	\$ 549	\$ 2,217	\$ (3,573)
Less reclassification adjustment for gain (loss) included in net income, net of income taxes of \$(394) for December 31, 2007; \$0 for December 31, 2006; \$(227) for December 31, 2005	(733)	—	(422)
Change in unrealized gain (loss) on available-for-sale securities, net of income taxes	\$ 1,282	\$ 2,217	\$ (3,151)

**Note 4: Loans and Allowance for Loan Losses**

Categories of loans at December 31, 2007 and 2006, included:

	<b>2007</b>	<b>2006</b>
	<b>(In Thousands)</b>	
One-to-four family residential mortgage loans	\$ 185,253	\$ 174,056
Other residential mortgage loans	87,177	73,366
Commercial real estate loans	471,573	482,574
Other commercial loans	207,059	149,593
Industrial revenue bonds	61,224	46,472
Construction loans	919,059	859,650
Installment, education and other loans	154,015	136,620
Prepaid dealer premium	10,759	8,190
Discounts on loans purchased	(6)	(7)
Undisbursed portion of loans in process	(254,562)	(229,794)
Allowance for loan losses	(25,459)	(26,258)
Deferred loan fees and gains, net	(2,698)	(2,418)
	\$ 1,813,394	\$ 1,672,044



**Great Southern Bancorp, Inc.**  
**Notes to Consolidated Financial Statements**  
**December 31, 2007, 2006 and 2005**

Transactions in the allowance for loan losses were as follows:

	<b>2007</b>	<b>2006</b>	<b>2005</b>
	<b>(In Thousands)</b>		
Balance, beginning of year	\$ 26,258	\$ 24,549	\$ 23,489
Provision charged to expense	5,475	5,450	4,025
Loans charged off, net of recoveries of \$2,595 for 2007, \$2,500 for 2006 and \$2,291 for 2005	(6,274)	(3,741)	(2,965)
Balance, end of year	<u>\$ 25,459</u>	<u>\$ 26,258</u>	<u>\$ 24,549</u>

The weighted average interest rate on loans receivable at December 31, 2007 and 2006, was 7.58% and 8.20%, respectively.

Loans serviced for others are not included in the accompanying consolidated statements of financial condition. The unpaid principal balances of loans serviced for others were \$66,013,000 and \$70,686,000 at December 31, 2007 and 2006, respectively. In addition, available lines of credit on these loans were \$25,815,000 and \$28,057,000 at December 31, 2007 and 2006, respectively.

Gross impaired loans totaled approximately \$35,475,000 and \$20,243,000 at December 31, 2007 and 2006, respectively. An allowance for loan losses of \$2,583,000 and \$3,328,000 relates to these impaired loans at December 31, 2007 and 2006, respectively. There were \$25,241,000 of impaired loans at December 31, 2007, and \$478,000 of impaired loans at December 31, 2006, without a related allowance for loan losses assigned.

Interest of approximately \$1,097,000, \$722,000 and \$415,000 was received on average impaired loans of approximately \$31,757,000, \$22,630,000 and \$11,932,000 for the years ended December 31, 2007, 2006 and 2005, respectively. Interest of approximately \$2,659,000, \$1,954,000 and \$834,000 would have been recognized on an accrual basis during the years ended December 31, 2007, 2006 and 2005, respectively.

At December 31, 2007 and 2006, accruing loans delinquent 90 days or more totaled approximately \$196,000 and \$441,000, respectively. Nonaccruing loans at December 31, 2007 and 2006, were approximately \$35,279,000 and \$19,802,000, respectively.

Certain of the Bank's real estate loans are pledged as collateral for borrowings as set forth in *Notes 7 and 9*.

**Great Southern Bancorp, Inc.**  
**Notes to Consolidated Financial Statements**  
**December 31, 2007, 2006 and 2005**

Certain directors and executive officers of the Company and the Bank are customers of and had transactions with the Bank in the ordinary course of business. Except for the interest rates on loans secured by personal residences, in the opinion of management, all loans included in such transactions were made on substantially the same terms as those prevailing at the time for comparable transactions with unrelated parties. Generally, residential first mortgage loans and home equity lines of credit to all employees and directors have been granted at interest rates equal to the Bank's cost of funds, subject to annual adjustments in the case of residential first mortgage loans and monthly adjustments in the case of home equity lines of credit. At December 31, 2007 and 2006, loans outstanding to these directors and executive officers are summarized as follows:

	<b>December 31,</b>	
	<b>2007</b>	<b>2006</b>
	<b>(In Thousands)</b>	
Balance, beginning of year	\$ 20,205	\$ 19,783
New loans	24,114	18,835
Payments	(15,440)	(18,413)
Balance, end of year	\$ 28,879	\$ 20,205

**Note 5: Premises and Equipment**

Major classifications of premises and equipment, stated at cost, were as follows:

	<b>December 31,</b>	
	<b>2007</b>	<b>2006</b>
	<b>(In Thousands)</b>	
Land	\$ 8,475	\$ 8,057
Buildings and improvements	20,788	18,485
Furniture, fixtures and equipment	22,719	21,355
	51,982	47,897
Less accumulated depreciation	23,949	21,480
	\$ 28,033	\$ 26,417

**Great Southern Bancorp, Inc.**  
**Notes to Consolidated Financial Statements**  
**December 31, 2007, 2006 and 2005**

**Note 6: Deposits**

Deposits are summarized as follows:

	<u>Weighted Average Interest Rate</u>	<u>December 31,</u>	
		<u>2007</u>	<u>2006</u>
<u>(In Thousands, Except Interest Rates)</u>			
Noninterest-bearing accounts	—	\$ 166,231	\$ 205,191
Interest-bearing checking and savings accounts	2.75% - 3.03%	<u>491,135</u>	<u>390,158</u>
		<u>657,366</u>	<u>595,349</u>
Certificate accounts	0% - 1.99%	598	—
	2% - 2.99%	22,850	1,457
	3% - 3.99%	93,717	155,213
	4% - 4.99%	470,718	358,428
	5% - 5.99%	497,877	567,767
	6% - 6.99%	10,394	21,694
	7% and above	<u>374</u>	<u>369</u>
		<u>1,096,528</u>	<u>1,104,928</u>
Interest rate swap fair value adjustment		<u>9,252</u>	<u>3,527</u>
		<u>\$ 1,763,146</u>	<u>\$ 1,703,804</u>

The weighted average interest rate on certificates of deposit was 4.83% and 5.19% at December 31, 2007 and 2006, respectively.

The aggregate amount of certificates of deposit originated by the Bank in denominations greater than \$100,000 was approximately \$160,288,000 and \$144,053,000 at December 31, 2007 and 2006, respectively. The Bank utilizes brokered deposits as an additional funding source. The aggregate amount of brokered deposits, which are primarily in denominations of \$100,000 or more, was approximately \$674,609,000 and \$708,210,000 at December 31, 2007 and 2006, respectively.

**Great Southern Bancorp, Inc.**  
**Notes to Consolidated Financial Statements**  
**December 31, 2007, 2006 and 2005**

At December 31, 2007, scheduled maturities of certificates of deposit were as follows (in thousands):

2008	\$ 736,376
2009	87,130
2010	29,845
2011	33,335
2012	15,164
Thereafter	<u>194,678</u>
	<u>\$1,096,528</u>

A summary of interest expense on deposits is as follows:

	<b>2007</b>	<b>2006</b>	<b>2005</b>
	<b>(In Thousands)</b>		
Checking and savings accounts	\$ 16,043	\$ 12,679	\$ 8,093
Certificate accounts	60,295	53,145	34,228
Early withdrawal penalties	<u>(106)</u>	<u>(91)</u>	<u>(52)</u>
	<u>\$ 76,232</u>	<u>\$ 65,733</u>	<u>\$ 42,269</u>

**Note 7: Advances From Federal Home Loan Bank**

Advances from the Federal Home Loan Bank consisted of the following:

	<b>December 31, 2007</b>		<b>December 31, 2006</b>	
<b>Due In</b>	<b>Amount</b>	<b>Weighted Average Interest Rate</b>	<b>Amount</b>	<b>Weighted Average Interest Rate</b>
	<b>(In Thousands, Except Interest Rates)</b>			
2007	\$ —	—%	\$ 90,302	5.41%
2008	93,395	4.29	3,395	6.29
2009	24,821	5.10	24,822	5.34
2010	4,978	5.69	29,978	4.91
2011	2,239	6.29	2,239	6.29
2012	2,934	6.04	2,934	6.04
2013 and thereafter	<u>85,500</u>	3.70	<u>25,500</u>	3.85
	<u>\$ 213,867</u>	4.22	<u>\$ 179,170</u>	5.13

Included in the Bank's FHLB advances is a \$30,000,000 advance with a maturity date of March 29, 2017. The interest rate on this advance is 4.07%. The advance has a call provision that allows the Federal Home Loan Bank of Des Moines to call the advance quarterly beginning March 31, 2008.

**Great Southern Bancorp, Inc.**  
**Notes to Consolidated Financial Statements**  
**December 31, 2007, 2006 and 2005**

Included in the Bank's FHLB advances is a \$25,000,000 advance with a maturity date of December 7, 2016. The interest rate on this advance is 3.81%. The advance has a call provision that allows the Federal Home Loan Bank of Des Moines to call the advance quarterly.

Included in the Bank's FHLB advances is a \$30,000,000 advance with a maturity date of November 24, 2017. The interest rate on this advance is 3.20%. The advance has a call provision that allows the Federal Home Loan Bank of Des Moines to call the advance quarterly beginning November 24, 2008.

The Bank has pledged FHLB stock, investment securities and first mortgage loans free of pledges, liens and encumbrances as collateral for outstanding advances. Investment securities with approximate carrying values of \$46,998,000 and \$218,000, respectively, were specifically pledged as collateral for advances at December 31, 2007 and 2006. Loans with carrying values of approximately \$475,046,000 and \$489,006,000 were pledged as collateral for outstanding advances at December 31, 2007 and 2006, respectively.

**Note 8: Short-Term Borrowings**

Short-term borrowings are summarized as follows:

	<b>December 31,</b>	
	<b>2007</b>	<b>2006</b>
	<b>(In Thousands)</b>	
Federal Reserve Term Auction Facility (see Note 9)	\$ 50,000	\$ —
Overnight borrowings	23,000	—
Securities sold under reverse repurchase agreements	143,721	120,956
	\$ 216,721	\$ 120,956

The Bank enters into sales of securities under agreements to repurchase (reverse repurchase agreements). Reverse repurchase agreements are treated as financings, and the obligations to repurchase securities sold are reflected as a liability in the statements of financial condition. The dollar amount of securities underlying the agreements remains in the asset accounts. Securities underlying the agreements are being held by the Bank during the agreement period. All agreements are written on a one-month or less term.

Short-term borrowings had weighted average interest rates of 3.75% and 4.45% at December 31, 2007 and 2006, respectively. Short-term borrowings averaged approximately \$170,946,000 and \$129,523,000 for the years ended December 31, 2007 and 2006, respectively. The maximum amounts outstanding at any month end were \$216,721,000 and \$186,688,000, respectively, during those same periods.





**Great Southern Bancorp, Inc.**  
**Notes to Consolidated Financial Statements**  
**December 31, 2007, 2006 and 2005**

**Note 9: Federal Reserve Bank Borrowings**

The Bank has a potentially available \$169,195,000 line of credit under a borrowing arrangement with the Federal Reserve Bank at December 31, 2007. The line is secured primarily by commercial loans.

In December 2007, the Federal Reserve established a temporary Term Auction Facility (TAF). Under the TAF program, the Federal Reserve auctions term funds to depository institutions against the collateral that can be used to secure loans at the discount window. All depository institutions that are judged to be in generally sound financial condition by their local Reserve Bank and that are eligible to borrow under the primary credit discount window program are eligible to participate in TAF auctions. All advances must be fully collateralized. Each TAF auction is for a fixed amount and a fixed maturity date, with the rate determined by the auction process. At December 31, 2007, the Company had an outstanding balance of \$50,000,000 under the TAF program. This advance matures January 31, 2008. The interest rate on this advance is 4.67%.

**Note 10: Subordinated Debentures Issued to Capital Trust**

Great Southern Capital Trust I (Trust I), a Delaware statutory trust, issued 1,725,000 shares of unsecured 9.00% Cumulative Trust Preferred Securities at \$10 per share in an underwritten public offering. The gross proceeds of the offering were used to purchase 9.00% Junior Subordinated Debentures from the Company totaling \$17,784,000. The Company's proceeds from the issuance of the Subordinated Debentures to Trust I, net of underwriting fees and offering expenses, were \$16.3 million. The Subordinated Debentures were scheduled to mature in 2031; the Company elected to redeem the debentures (and as a result the Trust I securities) in November 2006. As a result of the redemption of the Trust I securities, approximately \$510,000 (after tax) of related unamortized issuance costs were written off as a noncash expense in 2006. The Company entered into an interest rate swap agreement to effectively convert this fixed rate debt to variable rates of interest. The variable rate was three-month LIBOR plus 202 basis points, adjusting quarterly. The interest rate swap was terminated in November 2006 at no cost to the Company.

In November 2006, Great Southern Capital Trust II (Trust II), a statutory trust formed by the Company for the purpose of issuing the securities, issued \$25,000,000 aggregate liquidation amount of floating rate Cumulative Trust Preferred Securities. The Trust II securities bear a floating distribution rate equal to 90-day LIBOR plus 1.60%. The Trust II securities are redeemable at the Company's option beginning in February 2012, and if not sooner redeemed, mature on February 1, 2037. The Trust II securities were sold in a private transaction exempt from registration under the Securities Act of 1933, as amended. The gross proceeds of the offering were used to purchase Junior Subordinated Debentures from the Company totaling \$25,774,000. The initial interest rate on the Trust II debentures and the rate at December 31, 2006, was 6.98%. The interest rate was 6.51% at December 31, 2007.

In July 2007, Great Southern Capital Trust III (Trust III), a statutory trust formed by the Company for the purpose of issuing the securities, issued \$5,000,000 aggregate liquidation amount of floating rate Cumulative Trust Preferred Securities. The Trust III securities bear a floating



**Great Southern Bancorp, Inc.**  
**Notes to Consolidated Financial Statements**  
**December 31, 2007, 2006 and 2005**

distribution rate equal to 90-day LIBOR plus 1.40%. The Trust III securities are redeemable at the Company's option beginning October 2012, and if not sooner redeemed, mature on October 1, 2037. The Trust III securities were sold in a private transaction exempt from registration under the Securities Act of 1933, as amended. The gross proceeds of the offering were used to purchase Junior Subordinated Debentures from the Company totaling \$5,155,000. The initial interest rate on the Trust III debentures was 6.76%. The interest rate was 6.63% at December 31, 2007.

Subordinated debentures issued to capital trust are summarized as follows:

	<b>December 31,</b>	
	<b>2007</b>	<b>2006</b>
	<b>(In Thousands)</b>	
Subordinated Debentures	\$ 30,929	\$ 25,774

**Note 11: Income Taxes**

The Company files a consolidated federal income tax return. As of December 31, 2007 and 2006, retained earnings included approximately \$17,500,000 for which no deferred income tax liability had been recognized. This amount represents an allocation of income to bad debt deductions for tax purposes only for tax years prior to 1988. If the Bank were to liquidate, the entire amount would have to be recaptured and would create income for tax purposes only, which would be subject to the then-current corporate income tax rate. The unrecorded deferred income tax liability on the above amount was approximately \$6,475,000 at December 31, 2007 and 2006.

The provision for income taxes included these components:

	<b>2007</b>	<b>2006</b>	<b>2005</b>
	<b>(In Thousands)</b>		
Taxes currently payable	\$ 11,365	\$ 14,224	\$ 16,419
Deferred income taxes	2,978	(365)	(7,356)
Income tax expense	\$ 14,343	\$ 13,859	\$ 9,063

**Great Southern Bancorp, Inc.**  
**Notes to Consolidated Financial Statements**  
**December 31, 2007, 2006 and 2005**

The tax effects of temporary differences related to deferred taxes shown on the statements of financial condition were:

	<b>December 31,</b>	
	<b>2007</b>	<b>2006</b>
	<b>(In Thousands)</b>	
Deferred tax assets		
Allowance for loan losses	\$ 8,911	\$ 9,190
Accrued expenses	429	427
Partnership tax credits	—	291
Excess of cost over fair value of net assets acquired	176	178
Book depreciation in excess of tax depreciation	—	78
Unrealized loss and realized impairment on available-for-sale securities	946	1,237
Fair value of interest rate swaps	593	3,420
Write-down of foreclosed assets	95	95
Other	10	43
	11,160	14,959
Deferred tax liabilities		
Tax depreciation in excess of book depreciation	(114)	—
FHLB stock dividends	(227)	(280)
Bank franchise tax refund	(28)	(76)
Partnership tax credits	(151)	—
Prepaid expenses	(518)	(433)
Deferred broker fees on CDs	(1,226)	(1,637)
Other	(192)	(161)
	(2,456)	(2,587)
Net deferred tax asset	\$ 8,704	\$12,372

Reconciliations of the Company's effective tax rates to the statutory corporate tax rates were as follows:

	<b>2007</b>	<b>2006</b>	<b>2005</b>
Tax at statutory rate	35.0%	35.0%	35.0%
Nontaxable interest and dividends	(2.5)	(2.2)	(3.2)
Tax credits	—	(.9)	(1.4)
Other	.4	(.8)	(1.8)
	32.9%	31.1%	28.6%



**Great Southern Bancorp, Inc.**  
**Notes to Consolidated Financial Statements**  
**December 31, 2007, 2006 and 2005**

**Note 12: Disclosures About Fair Value of Financial Instruments**

The following methods and assumptions were used to estimate the fair value of each class of financial instruments:

***Cash and Cash Equivalents and Federal Home Loan Bank Stock***

The carrying amount approximates fair value.

***Securities***

Fair values for securities equal quoted market prices, if available. If quoted market prices are not available, fair value is estimated based on quoted market prices of similar securities.

***Mortgage Loans Held for Sale***

Fair value is estimated using the quoted market prices of similar loans originated.

***Loans and Interest Receivable***

The fair value of loans is estimated by discounting the future cash flows using the current rates at which similar loans would be made to borrowers with similar credit ratings and for the same remaining maturities. Loans with similar characteristics are aggregated for purposes of the calculations. The carrying amount of accrued interest receivable approximates its fair value.

***Deposits and Accrued Interest Payable***

The fair value of demand deposits and savings accounts is the amount payable on demand at the reporting date, *i.e.*, their carrying amounts. The fair value of fixed maturity certificates of deposit is estimated using a discounted cash flow calculation that applies the rates currently offered for deposits of similar remaining maturities. The carrying amount of accrued interest payable approximates its fair value.

***Federal Home Loan Bank Advances***

Rates currently available to the Company for debt with similar terms and remaining maturities are used to estimate fair value of existing advances.

***Short-Term Borrowings***

The carrying amount approximates fair value.





**Great Southern Bancorp, Inc.**  
**Notes to Consolidated Financial Statements**  
**December 31, 2007, 2006 and 2005**

***Subordinated Debentures Issued to Capital Trust***

Rates currently available to the Company for debt with similar terms and remaining maturities are used to estimate fair value of existing debt.

***Commitments to Originate Loans, Letters of Credit and Lines of Credit***

The fair value of commitments is estimated using the fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the present creditworthiness of the counterparties. For fixed rate loan commitments, fair value also considers the difference between current levels of interest rates and the committed rates. The fair value of letters of credit is based on fees currently charged for similar agreements or on the estimated cost to terminate them or otherwise settle the obligations with the counterparties at the reporting date.

***Interest Rate Swaps***

Fair values of interest rate swaps are estimated based on the present value of future expected cash flows from those instruments discounted at market forward rates.

The following table presents estimated fair values of the Company's financial instruments. The fair values of certain of these instruments were calculated by discounting expected cash flows, which method involves significant judgments by management and uncertainties. Fair value is the estimated amount at which financial assets or liabilities could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. Because no market exists for certain of these financial instruments and because management does not intend to sell these financial instruments, the Company does not know whether the fair values shown below represent values at which the respective financial instruments could be sold individually or in the aggregate.

	<b>December 31, 2007</b>		<b>December 31, 2006</b>	
	<b>Carrying Amount</b>	<b>Fair Value</b>	<b>Carrying Amount</b>	<b>Fair Value</b>
	(In Thousands)			
Financial assets				
Cash and cash equivalents	\$ 80,525	\$ 80,525	\$ 133,150	\$ 133,150
Available-for-sale securities	425,028	425,028	344,192	344,192
Held-to-maturity securities	1,420	1,508	1,470	1,569
Mortgage loans held for sale	6,717	6,717	2,574	2,574
Loans, net of allowance for loan losses	1,813,394	1,825,886	1,672,044	1,669,592
Accrued interest receivable	15,441	15,441	13,587	13,587
Investment in FHLB stock	13,557	13,557	10,479	10,479
Interest rate swaps	3,293	3,293	3,444	3,444



**Great Southern Bancorp, Inc.**  
**Notes to Consolidated Financial Statements**  
**December 31, 2007, 2006 and 2005**

	December 31, 2007		December 31, 2006	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
	(In Thousands)			
Financial liabilities				
Deposits	1,763,146	1,771,505	1,703,804	1,704,685
FHLB advances	213,867	214,498	179,170	179,117
Short-term borrowings	216,721	216,721	120,956	120,956
Subordinated debentures	30,929	30,929	25,774	25,774
Accrued interest payable	6,149	6,149	5,810	5,810
Interest rate swaps	2,202	2,202	9,773	9,773
Unrecognized financial instruments (net of contractual value)				
Commitments to originate loans	—	—	—	—
Letters of credit	69	69	101	101
Lines of credit	—	—	—	—

**Note 13: Operating Leases**

The Company has entered into various operating leases at several of its locations. Some of the leases have renewal options.

At December 31, 2007, future minimum lease payments were as follows (in thousands):

2008	\$ 889
2009	695
2010	416
2011	283
2012	266
Thereafter	15
	\$ 2,564

Rental expense was \$866,000, \$718,000 and \$569,000 for the years ended December 31, 2007, 2006 and 2005, respectively.

**Note 14: Interest Rate Swaps**

In the normal course of business, the Company uses derivative financial instruments (primarily interest rate swaps) to assist in its interest rate risk management. In accordance with SFAS 133, *Accounting for Derivative Instruments and Hedging Activities*, all derivatives are measured and reported at fair value on the Company's consolidated statement of financial condition as either an asset or a liability. For derivatives that are designated and qualify as a fair value hedge, the gain or loss on the derivative, as well as the offsetting loss or gain on the hedged item attributable to the hedged risk, are recognized in current earnings during the period of the change in the fair values.

**Great Southern Bancorp, Inc.**  
**Notes to Consolidated Financial Statements**  
**December 31, 2007, 2006 and 2005**

For all hedging relationships, derivative gains and losses that are not effective in hedging the changes in fair value of the hedged item are recognized immediately in current earnings during the period of the change. Similarly, the changes in the fair value of derivatives that do not qualify for hedge accounting under SFAS 133 are also reported currently in earnings, in noninterest income.

The net cash settlements on derivatives that qualify for hedge accounting are recorded in interest income or interest expense, based on the item being hedged. The net cash settlements on derivatives that do not qualify for hedge accounting are reported in noninterest income.

At the inception of the hedge and quarterly thereafter, a formal assessment is performed to determine whether changes in the fair values of the derivatives have been highly effective in offsetting the changes in the fair values of the hedged item and whether they are expected to be highly effective in the future. The Company formally documents all relationships between hedging instruments and hedged items, as well as its risk-management objective and strategy for undertaking the hedge. This process includes identification of the hedging instrument, hedged item, risk being hedged and the method for assessing effectiveness and measuring ineffectiveness. In addition, on a quarterly basis, the Company assesses whether the derivative used in the hedging transaction is highly effective in offsetting changes in fair value of the hedged item, and measures and records any ineffectiveness. The Company discontinues hedge accounting prospectively when it is determined that the derivative is or will no longer be effective in offsetting changes in the fair value of the hedged item, the derivative expires, is sold, or terminated or management determines that designation of the derivative as a hedging instrument is no longer appropriate.

The estimates of fair values of the Company's derivatives and related liabilities are calculated by an independent third party using proprietary valuation models. The fair values produced by these valuation models are in part theoretical and reflect assumptions which must be made in using the valuation models. Small changes in assumptions could result in significant changes in valuation. The risks inherent in the determination of the fair value of a derivative may result in income statement volatility.

The Company uses derivatives to modify the repricing characteristics of certain assets and liabilities so that changes in interest rates do not have a significant adverse effect on net interest income and cash flows and to better match the repricing profile of its interest bearing assets and liabilities. As a result of interest rate fluctuations, certain interest-sensitive assets and liabilities will gain or lose market value. In an effective fair value hedging strategy, the effect of this change in value will generally be offset by a corresponding change in value on the derivatives linked to the hedged assets and liabilities.

At December 31, 2007 and 2006, the Company's fair value hedges include interest rate swaps to convert the economic interest payments on certain brokered CDs from a fixed rate to a floating rate based on LIBOR. At December 31, 2007, these fair value hedges were considered to be highly effective and any hedge ineffectiveness was deemed not material. The notional amounts of the liabilities being hedged were \$419.2 million and \$541.0 million at December 31, 2007 and 2006, respectively. At December 31, 2007, swaps in a net settlement receivable position totaled \$225.7 million and swaps in a net settlement payable position totaled \$193.5 million. At December 31, 2006, swaps in a net settlement receivable position totaled \$125.0 million and swaps in a net settlement payable position totaled \$416.0 million. The net gains (losses) recognized in earnings



**Great Southern Bancorp, Inc.**  
**Notes to Consolidated Financial Statements**  
**December 31, 2007, 2006 and 2005**

on fair value hedges were \$1.6 million, \$1.5 million and \$(6.6) million for the years ended December 31, 2007, 2006 and 2005, respectively.

The maturities of interest rate swaps outstanding at December 31, 2007 and 2006, in terms of notional amounts and their average pay and receive rates were as follows:

	<b>2007</b>			<b>2006</b>		
	<b>Fixed To Variable</b>	<b>Average Pay Rate</b>	<b>Average Receive Rate</b>	<b>Fixed To Variable</b>	<b>Average Pay Rate</b>	<b>Average Receive Rate</b>
	(In Millions)					
<b>Interest Rate Swaps</b>						
Expected Maturity Date						
2007	\$ —	—%	—%	\$ 169.7	5.18%	4.72%
2008	109.2	4.68	5.16	17.2	5.21	4.20
2009	50.5	4.95	4.04	69.1	5.32	4.08
2010	23.8	4.90	4.01	24.2	5.31	3.65
2011	31.1	4.95	4.12	41.4	5.31	3.92
2012	12.3	4.91	4.81	12.5	5.30	4.81
2013	42.0	4.85	4.52	42.7	5.29	4.30
2014	16.3	4.90	5.09	16.3	5.31	4.55
2015	29.0	4.84	4.84	29.2	5.30	4.67
2016	24.0	5.09	4.81	34.0	5.37	5.21
2017	15.5	4.87	5.28	16.2	5.30	5.27
2019	44.3	4.90	4.88	46.3	5.29	4.90
2020	14.7	4.97	4.00	14.8	5.29	4.00
2023	6.5	5.10	5.10	7.4	5.32	5.10
	<u>\$ 419.2</u>	4.86	4.70	<u>\$ 541.0</u>	5.27	4.52

**Note 15: Commitments and Credit Risk**

***Commitments to Originate Loans***

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since a significant portion of the commitments may expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. The Bank evaluates each customer's creditworthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary by the Bank upon extension of credit, is based on management's credit evaluation of the counterparty. Collateral held varies but may include accounts receivable, inventory, property and equipment, commercial real estate and residential real estate.

At December 31, 2007 and 2006, the Bank had outstanding commitments to originate loans and fund

commercial construction aggregating approximately \$30,777,000 and \$5,121,000, respectively. The commitments extend over varying periods of time with the majority being disbursed within a 30- to 180-day period.



**Great Southern Bancorp, Inc.**  
**Notes to Consolidated Financial Statements**  
**December 31, 2007, 2006 and 2005**

Mortgage loans in the process of origination represent amounts that the Bank plans to fund within a normal period of 60 to 90 days, many of which are intended for sale to investors in the secondary market. Total mortgage loans in the process of origination amounted to approximately \$905,000 and \$862,000, at December 31, 2007 and 2006, respectively.

### ***Letters of Credit***

Standby letters of credit are irrevocable conditional commitments issued by the Bank to guarantee the performance of a customer to a third party. Financial standby letters of credit are primarily issued to support public and private borrowing arrangements, including commercial paper, bond financing and similar transactions. Performance standby letters of credit are issued to guarantee performance of certain customers under nonfinancial contractual obligations. The credit risk involved in issuing standby letters of credit is essentially the same as that involved in extending loans to customers. Fees for letters of credit issued after December 31, 2002, are initially recorded by the Bank as deferred revenue and are included in earnings at the termination of the respective agreements. Should the Bank be obligated to perform under the standby letters of credit the Bank may seek recourse from the customer for reimbursement of amounts paid.

The Company had total outstanding standby letters of credit amounting to approximately \$20,422,000 and \$25,281,000, at December 31, 2007 and 2006, respectively, with \$15,447,000 and \$19,897,000, respectively, of the letters of credit having terms up to three years. The remaining \$4,975,000 and \$5,384,000 at December 31, 2007 and 2006, respectively, consisted of an outstanding letter of credit to guarantee the payment of principal and interest on a Multifamily Housing Refunding Revenue Bond Issue.

### ***Lines of Credit***

Lines of credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Lines of credit generally have fixed expiration dates. Since a portion of the line may expire without being drawn upon, the total unused lines do not necessarily represent future cash requirements. The Bank evaluates each customer's creditworthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary by the Bank upon extension of credit, is based on management's credit evaluation of the counterparty. Collateral held varies but may include accounts receivable, inventory, property and equipment, commercial real estate and residential real estate. The Bank uses the same credit policies in granting lines of credit as it does for on-balance-sheet instruments.

At December 31, 2007, the Bank had granted unused lines of credit to borrowers aggregating approximately \$318,321,000 and \$43,915,000 for commercial lines and open-end consumer lines, respectively. At December 31, 2006, the Bank had granted unused lines of credit to borrowers aggregating approximately \$311,325,000 and \$40,236,000 for commercial lines and open-end consumer lines, respectively.

**Great Southern Bancorp, Inc.**  
**Notes to Consolidated Financial Statements**  
**December 31, 2007, 2006 and 2005**

***Credit Risk***

The Bank grants collateralized commercial, real estate and consumer loans primarily to customers in the southwest and central portions of Missouri. Although the Bank has a diversified portfolio, loans aggregating approximately \$215,708,000 and \$196,958,000 at December 31, 2007 and 2006, respectively, are secured by motels, restaurants, recreational facilities, other commercial properties and residential mortgages in the Branson, Missouri, area. Residential mortgages account for approximately \$79,628,000 and \$68,531,000 of this total at December 31, 2007 and 2006, respectively.

**Note 16: Additional Cash Flow Information**

	<u>2007</u>	<u>2006</u>	<u>2005</u>
	(In Thousands)		
<b>Noncash Investing and Financing Activities</b>			
Real estate acquired in settlement of loans	\$ 24,615	\$ 7,869	\$ 3,422
Sale and financing of foreclosed assets	\$ 5,759	\$ 1,019	\$ 825
Conversion of foreclosed assets to premises and equipment	\$ 300	—	—
Dividends declared but not paid	\$ 2,412	\$ 2,188	\$ 1,921
<b>Additional Cash Payment Information</b>			
Interest paid	\$ 92,127	\$ 79,659	\$ 53,677
Income taxes paid	\$ 8,044	\$ 12,938	\$ 14,714

**Note 17: Employee Benefits**

The Company participates in a multiemployer defined benefit pension plan covering all employees who have met minimum service requirements. Effective July 1, 2006, this plan was closed to new participants. Employees already in the plan will continue to accrue benefits. The Company's policy is to fund pension cost accrued. Employer contributions charged to expense for the years ended December 31, 2007, 2006 and 2005, were approximately \$1.1 million, \$1.5 million and \$1.2 million, respectively. As a member of a multiemployer pension plan, disclosures of plan assets and liabilities for individual employers are not required or practicable.

The Company has a defined contribution retirement plan covering substantially all employees. In 2006, the Company matched 100% of the employee's contribution on the first 3% of the employee's compensation, and also matched 50% of the employee's contribution on the next 2% of the employee's compensation. Effective January 1, 2007, the Company matches 100% of the employee's contribution on the first 4% of the employee's compensation, and also matches 50% of the employee's contribution on the next 2% of the employee's compensation. Employer contributions charged to expense for the years ended December 31, 2007, 2006 and 2005, were approximately \$642,000, \$520,000 and \$404,000, respectively.



**Great Southern Bancorp, Inc.**  
**Notes to Consolidated Financial Statements**  
**December 31, 2007, 2006 and 2005**

**Note 18: Stock Option Plan**

The Company established the 1989 Stock Option and Incentive Plan for employees and directors of the Company and its subsidiaries. Under the plan, stock options or other awards could be granted with respect to 2,464,992 (adjusted for stock splits) shares of common stock. This plan has terminated; therefore, no new stock options or other awards may be granted under this plan. At December 31, 2007, there were 7,454 options outstanding under this plan.

The Company established the 1997 Stock Option and Incentive Plan for employees and directors of the Company and its subsidiaries. Under the plan, stock options or other awards could be granted with respect to 1,600,000 (adjusted for stock splits) shares of common stock. Upon stockholders' approval of the 2003 Stock Option and Incentive Plan, the 1997 Stock Option and Incentive Plan was frozen; therefore, no new stock options or other awards may be granted under this plan. At December 31, 2007, there were 119,474 options outstanding under this plan.

The Company established the 2003 Stock Option and Incentive Plan for employees and directors of the Company and its subsidiaries. Under the plan, stock options or other awards could be granted with respect to 1,196,448 (adjusted for stock splits) shares of common stock. At December 31, 2007, there were 543,365 options outstanding under the plan.

Stock options may be either incentive stock options or nonqualified stock options, and the option price must be at least equal to the fair value of the Company's common stock on the date of grant. Options are granted for a 10-year term and generally become exercisable in four cumulative annual installments of 25% commencing two years from the date of grant. The Stock Option Committee may accelerate a participant's right to purchase shares under the plan.

Stock awards may be granted to key officers and employees upon terms and conditions determined solely at the discretion of the Stock Option Committee.

The table below summarizes transactions under the Company's stock option plans:

	<u>Available To Grant</u>	<u>Shares Under Option</u>	<u>Weighted Average Exercise Price</u>
Balance, December 31, 2004	878,335	646,214	\$ 19.167
Granted	(127,000)	127,000	30.796
Exercised	—	(61,572)	(10.860)
Forfeited from terminated plan(s)	—	(4,450)	(16.788)
Forfeited from current plan(s)	<u>18,300</u>	<u>(18,300)</u>	<u>(26.326)</u>

**Great Southern Bancorp, Inc.**  
**Notes to Consolidated Financial Statements**  
**December 31, 2007, 2006 and 2005**

	<u>Available To Grant</u>	<u>Shares Under Option</u>	<u>Weighted Average Exercise Price</u>
Balance, December 31, 2005	769,635	688,892	21.877
Granted	(94,720)	94,720	30.600
Exercised	—	(89,192)	(14.249)
Forfeited from terminated plan(s)	—	(3,150)	(16.752)
Forfeited from current plan(s)	<u>10,913</u>	<u>(10,913)</u>	<u>(26.098)</u>
Balance, December 31, 2006	685,828	680,357	24.048
Granted	(99,710)	99,710	25.459
Exercised	—	(65,609)	(17.618)
Forfeited from terminated plan(s)	—	(2,625)	(16.457)
Forfeited from current plan(s)	<u>41,540</u>	<u>(41,540)</u>	<u>(29.010)</u>
Balance, December 31, 2007	<u><u>627,658</u></u>	<u><u>670,293</u></u>	<u><u>\$ 24.423</u></u>

The Company's stock option grants contain terms that provide for a graded vesting schedule whereby portions of the options vest in increments over the requisite service period. These options typically vest one-fourth at the end of years two, three, four and five from the grant date. As provided for under SFAS No. 123(R), the Company has elected to recognize compensation expense for options with graded vesting schedules on a straight-line basis over the requisite service period for the entire option grant. In addition, SFAS No. 123(R) requires companies to recognize compensation expense based on the estimated number of stock options for which service is expected to be rendered. Because the historical forfeitures of its share-based awards have not been material, the Company has not adjusted for forfeitures in its share-based compensation expensed under SFAS No. 123(R).

The fair value of each option award is estimated on the date of the grant using the Black-Scholes option pricing model with the following assumptions:

	<u>December 31, 2007</u>	<u>December 31, 2006</u>	<u>December 31, 2005</u>
Expected dividends per share	\$ 0.68	\$ 0.59	\$ 0.52
Risk-free interest rate	4.21%	4.71%	4.03%
Expected life of options	5 years	5 years	5 years
Expected volatility	21.89%	23.19%	28.68%
Weighted average fair value of options granted during year	\$ 5.01	\$ 7.26	\$ 8.38

Expected volatilities are based on the historical volatility of the Company's stock, based on the monthly

closing stock price. The expected term of options granted is based on actual historical exercise behavior of all employees and directors and approximates the graded vesting period of the options. Expected dividends are based on the annualized dividends declared at the time of the option grant. The risk-free interest rate is based on the five-year treasury rate on the grant date of the options.

**Great Southern Bancorp, Inc.**  
**Notes to Consolidated Financial Statements**  
**December 31, 2007, 2006 and 2005**

The following table presents the activity related to options under all plans for the year ended December 31, 2007.

	<u>Options</u>	<u>Weighted Average Exercise Price</u>	<u>Weighted Average Remaining Contractual Term</u>
Options outstanding, January 1, 2007	680,357	\$ 24.048	6.85
Granted	99,710	25.459	
Exercised	(65,609)	17.618	
Forfeited	<u>(44,165)</u>	28.264	
Options outstanding, December 31, 2007	<u>670,293</u>	24.423	6.69
Options exercisable, December 31, 2007	<u>406,184</u>	23.053	5.68

For the years ended December 31, 2007, 2006 and 2005, options granted were 99,710, 94,720 and 127,000, respectively. The total intrinsic value (amount by which the fair value of the underlying stock exceeds the exercise price of an option on exercise date) of options exercised during the years ended December 31, 2007, 2006 and 2005, was \$605,000, \$1.3 million and \$1.3 million, respectively. Cash received from the exercise of options for the years ended December 31, 2007, 2006 and 2005, was \$1.8 million, \$1.3 million and \$669,000, respectively. The actual tax benefit realized for the tax deductions from option exercises totaled \$238,000, \$715,000 and \$470,000 for the years ended December 31, 2007, 2006 and 2005, respectively.

The following table presents the activity related to nonvested options under all plans for the year ended December 31, 2007.

	<u>Options</u>	<u>Weighted Average Exercise Price</u>	<u>Weighted Average Grant Date Fair Value</u>
Nonvested options, January 1, 2007	257,522	\$ 26.024	\$ 6.120
Granted	99,710	25.459	5.011
Vested this period	(68,486)	21.362	4.993
Nonvested options forfeited	<u>(24,637)</u>	26.215	6.316
Nonvested options, December 31, 2007	<u>264,109</u>	27.002	5.976





**Great Southern Bancorp, Inc.**  
**Notes to Consolidated Financial Statements**  
**December 31, 2007, 2006 and 2005**

At December 31, 2007, there was \$1.3 million of total unrecognized compensation cost related to nonvested options granted under the Company's plans. This compensation cost is expected to be recognized through 2012, with the majority of this expense recognized in 2008 and 2009.

The following table further summarizes information about stock options outstanding at December 31, 2007:

<u>Range of Exercise Prices</u>	<u>Options Outstanding</u>			<u>Options Exercisable</u>	
	<u>Number Outstanding</u>	<u>Weighted Average Remaining Contractual Life</u>	<u>Weighted Average Exercise Price</u>	<u>Number Exercisable</u>	<u>Weighted Average Exercise Price</u>
\$7.688 to \$9.078	24,145	2.61 years	\$ 8.010	24,145	\$ 8.010
10.750 to \$13.594	47,968	2.93 years	\$ 12.578	47,968	\$ 12.578
18.188 to \$25.000	217,165	5.33 years	\$ 19.440	164,715	\$ 19.660
25.480 to \$36.390	381,015	8.19 years	\$ 29.789	169,356	\$ 31.451
	<u>670,293</u>	6.69 years	\$ 24.423	<u>406,184</u>	\$ 23.053

**Note 19: Significant Estimates and Concentrations**

Accounting principles generally accepted in the United States of America require disclosure of certain significant estimates and current vulnerabilities due to certain concentrations. Estimates related to the allowance for loan losses are reflected in the footnote regarding loans. Current vulnerabilities due to certain concentrations of credit risk are discussed in the footnotes on loans, deposits and on commitments and credit risk.

Other significant estimates not discussed in those footnotes include valuations of foreclosed assets held for sale. The carrying value of foreclosed assets reflects management's best estimate of the amount to be realized from the sales of the assets. While the estimate is generally based on a valuation by an independent appraiser or recent sales of similar properties, the amount that the Company realizes from the sales of the assets could differ materially in the near term from the carrying value reflected in these financial statements.

**Note 20: Regulatory Matters**

The Company and the Bank are subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can result in certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct and material effect on the Company's financial statements. Under capital adequacy guidelines and the

regulatory framework for prompt corrective action, the Company and the Bank must meet specific capital guidelines that involve quantitative measures of the Company's and the Bank's assets, liabilities and certain off-balance-sheet items as calculated under regulatory accounting practices. The Company's and the Bank's capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings and other factors.

Quantitative measures established by regulation to ensure capital adequacy require the Bank to maintain minimum amounts and ratios (set forth in the table below) of Total and Tier I Capital (as defined in the regulations) to risk-weighted assets (as defined) and of Tier I Capital (as defined) to adjusted tangible assets (as defined). Management believes, as of December 31, 2007, that the Bank meets all capital adequacy requirements to which it is subject.

**Great Southern Bancorp, Inc.**  
**Notes to Consolidated Financial Statements**  
**December 31, 2007, 2006 and 2005**

As of December 31, 2007, the most recent notification from the Bank's regulators categorized the Bank as well capitalized under the regulatory framework for prompt corrective action. To be categorized as well capitalized the Bank must maintain minimum total risk-based, Tier I risk-based and Tier 1 leverage capital ratios as set forth in the table. There are no conditions or events since that notification that management believes have changed the Bank's category.

The Company's and the Bank's actual capital amounts and ratios are presented in the following table. No amount was deducted from capital for interest-rate risk.

	Actual		For Capital Adequacy Purposes		To Be Well Capitalized Under Prompt Corrective Action Provisions	
	<u>Amount</u>	<u>Ratio</u>	<u>Amount</u>	<u>Ratio</u>	<u>Amount</u>	<u>Ratio</u>
	(In Thousands)					
As of December 31, 2007						
Total risk-based capital						
Great Southern Bancorp, Inc.	\$243,777	11.9%	\$ <sup>3</sup> 164,465	38.0%	N/A	N/A
Great Southern Bank	\$239,568	11.7%	\$ <sup>3</sup> 164,161	38.0%	\$ <sup>3</sup> 205,201	<sup>3</sup> 10.0%
Tier I risk-based capital						
Great Southern Bancorp, Inc.	\$218,318	10.6%	\$ <sup>3</sup> 82,233	34.0%	N/A	N/A
Great Southern Bank	\$214,109	10.4%	\$ <sup>3</sup> 82,080	34.0%	\$ <sup>3</sup> 123,120	<sup>3</sup> 6.0%
Tier I leverage capital						
Great Southern Bancorp, Inc.	\$218,318	9.1%	\$ <sup>3</sup> 95,603	34.0%	N/A	N/A
Great Southern Bank	\$214,109	9.0%	\$ <sup>3</sup> 95,410	34.0%	\$ <sup>3</sup> 119,263	<sup>3</sup> 5.0%
As of December 31, 2006						
Total risk-based capital						
Great Southern Bancorp, Inc.	\$224,680	11.9%	\$ <sup>3</sup> 150,979	38.0%	N/A	N/A
Great Southern Bank	\$216,972	11.5%	\$ <sup>3</sup> 150,982	38.0%	\$ <sup>3</sup> 188,727	<sup>3</sup> 10.0%
Tier I risk-based capital						
Great Southern Bancorp, Inc.	\$201,057	10.7%	\$ <sup>3</sup> 75,490	34.0%	N/A	N/A
Great Southern Bank	\$193,348	10.2%	\$ <sup>3</sup> 75,491	34.0%	\$ <sup>3</sup> 113,236	<sup>3</sup> 6.0%
Tier I leverage capital						
Great Southern Bancorp, Inc.	\$201,057	9.2%	\$ <sup>3</sup> 87,462	34.0%	N/A	N/A
Great Southern Bank	\$193,348	8.9%	\$ <sup>3</sup> 87,298	34.0%	\$ <sup>3</sup> 109,123	<sup>3</sup> 5.0%

The Company and the Bank are subject to certain restrictions on the amount of dividends that may be declared without prior regulatory approval. At December 31, 2007 and 2006, the Company and the Bank

exceeded their minimum capital requirements. The entities may not pay dividends which would reduce capital below the minimum requirements shown above.

**Great Southern Bancorp, Inc.**  
**Notes to Consolidated Financial Statements**  
**December 31, 2007, 2006 and 2005**

**Note 21: Litigation Matters**

In the normal course of business, the Company and its subsidiaries are subject to pending and threatened legal actions, some for which the relief or damages sought are substantial. After reviewing pending and threatened litigation with counsel, management believes at this time that the outcome of such litigation will not have a material adverse effect on the results of operations or stockholders' equity. We are not able to predict at this time whether the outcome or such actions may or may not have a material adverse effect on the results of operations in a particular future period as the timing and amount of any resolution of such actions and its relationship to the future results of operations are not known.

**Note 22: Summary of Unaudited Quarterly Operating Results**

Following is a summary of unaudited quarterly operating results for the years 2007, 2006 and 2005:

	<b>2007</b>			
	<b>Three Months Ended</b>			
	<b>September</b>			<b>December</b>
	<b>March 31</b>	<b>June 30</b>	<b>30</b>	<b>31</b>
	<b>(In Thousands, Except Per Share Data)</b>			
Interest income	\$ 39,458	\$ 41,703	\$ 41,976	\$ 40,733
Interest expense	22,272	23,215	24,044	22,934
Provision for loan losses	1,350	1,425	1,350	1,350
Net realized gains (losses) and impairments on available-for-sale securities	—	—	4	(1,131)
Noninterest income	6,965	7,927	7,610	6,902
Noninterest expense	11,918	12,742	13,320	13,713
Provision for income taxes	3,548	4,041	3,555	3,199
Net income	7,335	8,207	7,317	6,439
Earnings per common share – diluted	.53	.60	.54	.48

	<b>2006</b>			
	<b>Three Months Ended</b>			
	<b>September</b>			<b>December</b>
	<b>March 31</b>	<b>June 30</b>	<b>30</b>	<b>31</b>
	<b>(In Thousands, Except Per Share Data)</b>			
Interest income	\$ 34,197	\$ 37,228	\$ 39,204	\$ 39,452
Interest expense	17,565	20,105	21,339	21,845
Provision for loan losses	1,325	1,425	1,350	1,350
Net realized gains (losses) on available-for-sale securities	—	(29)	28	—
Noninterest income	7,123	7,441	7,090	7,978
Noninterest expense	11,750	12,115	12,288	12,654

Provision for income taxes	3,484	3,500	3,287	3,588
Net income	7,196	7,524	8,030	7,993
Earnings per common share – diluted	.52	.54	.58	.58

**Great Southern Bancorp, Inc.**  
**Notes to Consolidated Financial Statements**  
**December 31, 2007, 2006 and 2005**

	<b>2005</b>			
	<b>Three Months Ended</b>			
	<b>March 31</b>	<b>June 30</b>	<b>September 30</b>	<b>December 31</b>
	<b>(In Thousands, Except Per Share Data)</b>			
Interest income	\$ 25,001	\$ 27,538	\$ 29,924	\$ 32,032
Interest expense	11,672	13,524	14,824	16,077
Provision for loan losses	900	975	975	1,175
Net realized gains (losses) and impairments on available-for-sale securities	(20)	(3)	89	(715)
Noninterest income	2,897	13,096	2,695	2,871
Noninterest expense	10,562	10,770	11,390	11,476
Provision for income taxes	1,381	5,071	1,585	1,026
Net income	3,383	10,294	3,845	5,149
Earnings per common share – diluted	.24	.74	.28	.37

**Note 23: Condensed Parent Company Statements**

The condensed balance sheets at December 31, 2007 and 2006, and statements of income and cash flows for the years ended December 31, 2007, 2006 and 2005, for the parent company, Great Southern Bancorp, Inc., were as follows:

	<b>December 31,</b>	
	<b>2007</b>	<b>2006</b>
	<b>(In Thousands)</b>	
<b>Balance Sheets</b>		
<b>Assets</b>		
Cash	\$ 4,335	\$ 9,264
Available-for-sale securities	2,335	550
Investment in subsidiary bank	215,602	192,835
Income taxes receivable	91	79
Deferred income taxes	59	—
Premises and equipment	134	144
Prepaid expenses	18	15
Other assets	1,172	1,016
	<u>\$ 223,746</u>	<u>\$ 203,903</u>





**Great Southern Bancorp, Inc.**  
**Notes to Consolidated Financial Statements**  
**December 31, 2007, 2006 and 2005**

	<b>December 31,</b>	
	<b>2007</b>	<b>2006</b>
	<b>(In Thousands)</b>	
<b>Liabilities and Stockholders' Equity</b>		
Accounts payable and accrued expenses	\$ 2,946	\$ 2,533
Subordinated debentures issued to capital trust	30,929	25,774
Deferred income taxes	—	18
Common stock	134	137
Additional paid-in capital	19,342	18,481
Retained earnings	170,933	158,780
Unrealized loss on available-for-sale securities, net	(538)	(1,820)
	\$ 223,746	\$ 203,903

	<b>2007</b>	<b>2006</b>	<b>2005</b>
	<b>(In Thousands)</b>		
<b>Statements of Income</b>			
<b>Income</b>			
Dividends from subsidiary bank	\$ 10,000	\$ 10,000	\$ 8,000
Interest and dividend income	8	47	96
Net realized gains on sales of available-for-sale securities	—	—	(3)
Other income	1	1	17
	10,009	10,048	8,110
<b>Expense</b>			
Operating expenses	1,109	1,779	523
Interest expense	1,914	1,334	986
	3,023	3,113	1,509
Income before income tax and equity in undistributed earnings of subsidiaries	6,986	6,935	6,601
Credit for income taxes	(972)	(981)	(447)
Income before equity in earnings of subsidiaries	7,958	7,916	7,048

Equity in undistributed earnings of subsidiaries	<u>21,341</u>	<u>22,827</u>	<u>15,623</u>
Net income	<u>\$ 29,299</u>	<u>\$ 30,743</u>	<u>\$ 22,671</u>

**Great Southern Bancorp, Inc.**  
**Notes to Consolidated Financial Statements**  
**December 31, 2007, 2006 and 2005**

	<u>2007</u>	<u>2006</u>	<u>2005</u>
	(In Thousands)		
<b>Statements of Cash Flows</b>			
<b>Operating Activities</b>			
Net income	\$ 29,299	\$ 30,743	\$ 22,671
Items not requiring (providing) cash			
Equity in undistributed earnings of subsidiary	(21,341)	(22,827)	(15,623)
Depreciation	10	9	23
Amortization	—	806	31
Net realized gains on sale of fixed assets	—	—	(14)
Net realized losses on sales of available-for-sale securities	—	—	3
Net realized gains on other investments	(1)	(1)	(2)
Changes in			
Prepaid expenses and other assets	(3)	(1)	(4)
Accounts receivable	—	113	173
Accounts payable and accrued expenses	189	198	(7)
Income taxes	(12)	(39)	(64)
Net cash provided by operating activities	<u>8,141</u>	<u>9,001</u>	<u>7,187</u>
<b>Investing Activities</b>			
Purchase of fixed assets	—	—	(40)
Proceeds from sale of fixed assets	—	—	29
Proceeds from sale of available-for-sale securities	—	—	873
Purchase of available-for-sale securities	<u>(2,006)</u>	<u>(500)</u>	<u>—</u>
Net cash provided by (used in) investing activities	<u>(2,006)</u>	<u>(500)</u>	<u>862</u>
<b>Financing Activities</b>			
Proceeds from issuance of trust preferred debentures	5,000	25,000	—
Repayment of trust preferred debentures	—	(17,250)	—
Dividends paid	(8,981)	(7,947)	(6,855)
Stock options exercised	1,673	1,752	676
Company stock purchased	<u>(8,756)</u>	<u>(3,722)</u>	<u>(1,099)</u>
Net cash used in financing activities	<u>(11,064)</u>	<u>(2,167)</u>	<u>(7,278)</u>
<b>Increase (Decrease) in Cash</b>	(4,929)	6,334	771
<b>Cash, Beginning of Year</b>	<u>9,264</u>	<u>2,930</u>	<u>2,159</u>
<b>Cash, End of Year</b>	<u>\$ 4,335</u>	<u>\$ 9,264</u>	<u>\$ 2,930</u>

**Additional Cash Payment Information**

Interest paid	\$	1,751	\$	1,136	\$	986
---------------	----	-------	----	-------	----	-----

129

**ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.**

None.

**ITEM 9A. CONTROLS AND PROCEDURES.**

We maintain a system of disclosure controls and procedures (as defined in Rule 13(a)-15(e) under the Securities Exchange Act (the "Exchange Act")) that is designed to provide reasonable assurance that information required to be disclosed by us in the reports that we file under the Exchange Act is recorded, processed, summarized and reported accurately and within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate. An evaluation of our disclosure controls and procedures was carried out as of December 31, 2007, under the supervision and with the participation of our principal executive officer, principal financial officer and several other members of our senior management. Our principal executive officer and principal financial officer concluded that, as of December 31, 2007, our disclosure controls and procedures were effective in ensuring that the information we are required to disclose in the reports we file or submit under the Act is (i) accumulated and communicated to our management (including the principal executive officer and principal financial officer) to allow timely decisions regarding required disclosure, and (ii) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms.

There were no changes in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Act) that occurred during the quarter ended December 31, 2007, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. The annual report of management on the effectiveness of internal control over financial reporting and the attestation report thereon issued by our independent registered public accounting firm are set forth below under "Management's Report on Internal Control Over Financial Reporting" and "Report of the Independent Registered Public Accounting Firm."

We do not expect that our internal control over financial reporting will prevent all errors and all fraud. A control procedure, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control procedure are met. Because of the inherent limitations in all control procedures, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns in controls or procedures can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. The design of any control procedure also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control procedure, misstatements due to error or fraud may occur and not be detected.

**MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING**

The management of Great Southern Bancorp, Inc. (the "Company") is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). The Company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America. The Company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (ii) 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 Company are being made only in accordance with authorizations of management and directors of the Company; and (iii) provide reasonable assurance regarding prevention or timely detection of

unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. All internal control systems, no matter how well designed, have inherent limitations, including the possibility of human error and the circumvention of overriding controls. Accordingly, even effective internal control over financial reporting can provide only reasonable assurance with respect to financial statement preparation. Also, projections of any evaluation 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.

Management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2007, based on the framework set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control-Integrated Framework*. Based on that assessment, management concluded that, as of December 31, 2007, the Company's internal control over financial reporting was effective.

Management's assessment of the effectiveness of the Company's internal control over financial reporting as of December 31, 2007, has been audited by BKD, LLP, an independent registered public accounting firm. Their attestation report on management's assessment and on the effectiveness of the Company's internal control over financial reporting as of December 31, 2007 is set forth below.

## Report of Independent Registered Public Accounting Firm

Audit Committee, Board of Directors and Stockholders  
Great Southern Bancorp, Inc.  
Springfield, Missouri

We have audited Great Southern Bancorp, Inc.'s internal control over financial reporting as of December 31, 2007, based on criteria established in

*Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO)*. The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company'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 company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation 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.

In our opinion, Great Southern Bancorp, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2007, based on criteria established in *Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO)*.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements of Great Southern Bancorp, Inc. and our report dated March 17, 2008, expressed an unqualified opinion thereon.

/s/ **BKD, LLP**

Springfield, Missouri  
March 17, 2008



**ITEM 9B. OTHER INFORMATION.**

None.

**PART III****ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.**

**Directors and Executive Officers.** The information concerning our directors and executive officers required by this item is incorporated herein by reference from our definitive proxy statement for our 2008 Annual Meeting of Stockholders, a copy of which will be filed with the Securities and Exchange Commission not later than 120 days after the end of our fiscal year.

**Section 16(a) Beneficial Ownership Reporting Compliance.** The information concerning compliance with the reporting requirements of Section 16(a) of the Securities Exchange Act of 1934 by our directors, officers and ten percent stockholders required by this item is incorporated herein by reference from our definitive proxy statement for our 2008 Annual Meeting of Stockholders, a copy of which will be filed with the Securities and Exchange Commission not later than 120 days after the end of our fiscal year.

**Code of Ethics.** We have adopted a code of ethics that applies to our principal executive officer, principal financial officer, principal accounting officer, and persons performing similar functions, and to all of our other employees and our directors. A copy of our code of ethics was filed as an exhibit to our Annual Report on Form 10-K for the year ended December 31, 2003.

**ITEM 11. EXECUTIVE COMPENSATION.**

The information concerning compensation and other matters required by this item is incorporated herein by reference from our definitive proxy statement for our 2008 Annual Meeting of Stockholders, a copy of which will be filed with the Securities and Exchange Commission not later than 120 days after the end of our fiscal year.

**ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.**

The information concerning security ownership of certain beneficial owners and management required by this item is incorporated herein by reference from our definitive proxy statement for our 2008 Annual Meeting of Stockholders, a copy of which will be filed with the Securities and Exchange Commission not later than 120 days after the end of our fiscal year.

The following table sets forth information as of December 31, 2007 with respect to compensation plans under which shares of our common stock may be issued:

### Equity Compensation Plan Information

Plan Category	Number of Shares to be issued upon Exercise of Outstanding Options, Warrants and Rights	Weighted Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Shares Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Shares Reflected in the First Column)
Equity compensation plans approved by stockholders	670,293	\$24.423	627,658 <sup>(1)</sup>
Equity compensation plans not approved by stockholders	N/A	N/A	N/A
Total	670,293	\$24.423	627,658 <sup>(1)</sup>

<sup>(1)</sup> Under the Company's 2003 Stock Option and Incentive Plan, all remaining shares could be issued to plan participants as restricted stock.

#### ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE.

The information concerning certain relationships and related transactions and director independence required by this item is incorporated herein by reference from our definitive proxy statement for our 2008 Annual Meeting of Stockholders, a copy of which will be filed with the Securities and Exchange Commission not later than 120 days after the end of our fiscal year.

#### ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES.

The information concerning principal accountant fees and services is incorporated herein by reference from our definitive proxy statement for our 2008 Annual Meeting of Stockholders, a copy of which will be filed not later than 120 days after the end of our fiscal year.

**PART IV****ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.****(a) List of Documents Filed as Part of This Report****(1) Financial Statements**

The Consolidated Financial Statements and Independent Accountants' Report are included in Item 8.

**(2) Financial Statement Schedules**

Inapplicable.

**(3) List of Exhibits**

Exhibits incorporated by reference below are incorporated by reference pursuant to Rule 12b-32.

**(2) Plan of acquisition, reorganization, arrangement, liquidation, or succession**

Inapplicable.

**(3) Articles of incorporation and Bylaws**

(i) The Registrant's Charter previously filed with the Commission as Appendix D to the Registrant's Definitive Proxy Statement on Schedule 14A filed on March 31, 2004 (File No. 000-18082), is incorporated herein by reference as Exhibit 3.1.

(ii) The Registrant's Bylaws, previously filed with the Commission (File no. 000-18082) as Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed on October 19, 2007, are incorporated herein by reference as Exhibit 3.2.

**(4) Instruments defining the rights of security holders, including indentures**

The Company hereby agrees to furnish the SEC upon request, copies of the instruments defining the rights of the holders of each issue of the Registrant's long-term debt.

**(9) Voting trust agreement**

Inapplicable.

**(10) Material contracts**

The Registrant's 1989 Stock Option and Incentive Plan previously filed with the Commission (File no. 000-18082) as Exhibit 10.2 to the Registrant's Annual Report on Form 10-K for the fiscal year ended June 30, 1990, is incorporated herein by reference as Exhibit 10.1.

The Registrant's 1997 Stock Option and Incentive Plan previously filed with the Commission (File no. 000-18082) as Annex A to the Registrant's Definitive Proxy Statement on Schedule 14A filed on September 18, 1997, for the fiscal, is incorporated herein by reference as Exhibit 10.2.

The Registrant's 2003 Stock Option and Incentive Plan previously filed with the Commission (File No. 000-18082) as Annex A to the Registrant's Definitive Proxy Statement on Schedule 14A filed on April 14, 2003, is incorporated herein by reference as Exhibit 10.3.

The employment agreement dated September 18, 2002 between the Registrant and William V. Turner previously filed with the Commission (File no. 000-18082) as Exhibit 10.2 to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2003, is incorporated herein by reference as Exhibit 10.4.

The employment agreement dated September 18, 2002 between the Registrant and Joseph W. Turner previously filed with the Commission (File no. 000-18082) as Exhibit 10.4 to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2003, is incorporated herein by reference as Exhibit 10.5.

The form of incentive stock option agreement under the Registrant's 2003 Stock Option and Incentive Plan previously filed with the Commission as Exhibit 10.1 to the Registrant's Current Report on Form 8-K (File no. 000-18082) filed on February 24, 2005 is incorporated herein by reference as Exhibit 10.6.

The form of non-qualified stock option agreement under the Registrant's 2003 Stock Option and Incentive Plan previously filed with the Commission as Exhibit 10.2 to the Registrant's Current Report on Form 8-K (File no. 000-18082) filed on February 24, 2005 is incorporated herein by reference as Exhibit 10.7.

A description of the salary and bonus arrangements for the Registrant's executive officers for 2008 is attached as Exhibit 10.8.

A description of the current fee arrangements for the Registrant's directors is attached as Exhibit 10.9.

(11) Statement re computation of per share earnings

The Statement re computation of per share earnings is included in Note 1 of the Consolidated Financial Statements under Part II, Item 8 above.

(12) Statements re computation of ratios

The Statement re computation of ratio of earnings to fixed charges is attached hereto as Exhibit 12.

(13) Annual report to security holders, Form 10-Q or quarterly report to security holders

Inapplicable.

(14) Code of Ethics

The Registrant's Code of Business Conduct and Ethics is attached hereto as Exhibit 14.

- (16) Letter re change in certifying accountant

Inapplicable.

- (18) Letter re change in accounting principles

Inapplicable.

- (21) Subsidiaries of the registrant

A list of the Registrant's subsidiaries is attached hereto as Exhibit 21.

- (22) Published report regarding matters submitted to vote of security holders

Inapplicable.

- (23) Consents of experts and counsel

The consent of BKD, LLP to the incorporation by reference into the Form S-8s previously filed with the Commission (File nos. 33-55832, 333-104930 and 333-106190) of their report on the financial statements included in this Form 10-K, is attached hereto as Exhibit 23.

- (24) Power of attorney

Included as part of signature page.

- (31.1) Rule 13a-14(a) Certification of Chief Executive Officer

Attached as Exhibit 31.1

- (31.2) Rule 13a-14(a) Certification of Treasurer

Attached as Exhibit 31.2

- (32) Certification pursuant to Section 906 of Sarbanes-Oxley Act of 2002 (18 U.S.C. Section 1350)

Attached as Exhibit 32.

- (99) Additional Exhibits

Certifications pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

### GREAT SOUTHERN BANCORP, INC.

Date: March 17, 2008

By: /s/ Joseph W. Turner  
 Joseph W. Turner  
 President, Chief Executive Officer and  
 Director  
 ( *Duly Authorized Representative* )

## POWER OF ATTORNEY

We, the undersigned officers and directors of Great Southern Bancorp, Inc., hereby severally and individually constitute and appoint Joseph W. Turner and Rex A. Copeland, and each of them, the true and lawful attorneys and agents of each of us to execute in the name, place and stead of each of us (individually and in any capacity stated below) any and all amendments to this Annual Report on Form 10-K and all instruments necessary or advisable in connection therewith and to file the same with the Securities and Exchange Commission, each of said attorneys and agents to have the power to act with or without the others and to have full power and authority to do and perform in the name and on behalf of each of the undersigned every act whatsoever necessary or advisable to be done in the premises as fully and to all intents and purposes as any of the undersigned might or could do in person, and we hereby ratify and confirm our signatures as they may be signed by our said attorneys and agents or each of them to any and all such amendments and instruments.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the date indicated.

Signature	Capacity in Which Signed	Date
<u>/s/ Joseph W. Turner</u> Joseph W. Turner	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	March 17, 2008
<u>/s/ William V. Turner</u> William V. Turner	Chairman of the Board	March 17, 2008
<u>/s/ Rex A. Copeland</u> Rex A. Copeland	Treasurer <i>(Principal Financial Officer and Principal Accounting Officer)</i>	March 17, 2008
<u>/s/ William E. Barclay</u> William E. Barclay	Director	March 17, 2008
<u>/s/ Larry D. Frazier</u> Larry D. Frazier	Director	March 17, 2008

/s/ Thomas J. Carlson  
Thomas J. Carlson

Director

March 17, 2008

/s/ Julie T. Brown  
Julie T. Brown

Director

March 17, 2008

/s/ Earl A. Steinert, Jr.  
Earl A. Steinert, Jr.

Director

March 17, 2008

**GREAT SOUTHERN BANCORP, INC.**

**INDEX TO EXHIBITS**

Exhibit No.	Document
10.8	Description of Salary and Bonus Arrangements for Named Executive Officers for 2008
10.9	Description of Current Fee Arrangements for Directors
12	Statement of Ratio of Earnings to Fixed Charges
14	Code of Ethics
21	Subsidiaries of the Registrant
23	Consent of BKD, LLP, Certified Public Accountants
31.1	Certification of Chief Executive Officer Pursuant to Rule 13a-14(a)
31.2	Certification of Treasurer Pursuant to Rule 13a-14(a)
32	Certifications Pursuant to Section 906 of Sarbanes-Oxley Act

[\(Back To Top\)](#)

## Section 2: EX-10.8

### Exhibit 10.8

Named Executive Officer Salary and Bonus Arrangements for 2008

*Base Salaries*

The base salaries for 2008 for the following executive officers of Great Southern Bancorp, Inc. (the "Company") and Great Southern Bank (the "Bank") are as follows:

Name and Title	Base Salary
William V. Turner Chairman of the Board of the Company and the Bank	\$200,000
Joseph W. Turner President and Chief Executive Officer of the Company and the Bank	\$228,800
Rex A. Copeland Treasurer of the Company and Senior Vice President and	\$178,231



## Chief Financial Officer of the Bank

Steven G. Mitchem Senior Vice President and Chief Lending Officer of the Bank	\$190,000
---	-----------

Douglas W. Marrs Secretary of the Company and Secretary, Vice President – Operations of the Bank	\$105,755
---	-----------

Linton J. Thomason Vice President – Information Services of the Bank	\$103,214
--	-----------

*Description of Bonus Arrangements*

The bonus arrangement for William V. Turner and Joseph W. Turner has not been changed. For 2008, William V. Turner waived his right (as he did in 2007 and 2006) to receive the annual cash bonus provided for under his employment agreement (one-half of one percent of the Company's pre-tax net income). For 2008 (as it was in 2007 and 2006), the annual cash bonus payable to Joseph W. Turner under his employment agreement will be three-fourths of one percent of the Company's pre-tax net income. For 2008, each of Messrs. Copeland, Mitchem and Marrs, along with the other executive officers of the Company and the Bank, will be eligible for a cash bonus of up to 15.75% of his base annual salary (compared to 15% in prior years), with up to 8.25% of the bonus based on the extent to which the Company achieves targeted earnings per share results and up to 7.5% based on the officer's individual performance. In addition, effective for 2008, achievement of targeted earnings per share results will be measured on a quarterly, rather than an annual, basis. Any bonuses earned will continue to be paid out at or shortly after the end of the year.

[\(Back To Top\)](#)

**Section 3: EX-10.9****Exhibit 10.9**Current Director Fee Arrangements

Directors of Great Southern Bancorp, Inc. ("Bancorp") receive a monthly fee of \$750, which is the only compensation paid to directors by Bancorp, except for stock options which may be granted in the discretion of the Board of Directors under Bancorp's 2003 Stock Option and Incentive Plan. Directors of Great Southern Bank receive a monthly fee of \$1,750. The directors of Bancorp and the directors of the Bank are the same individuals. As the sole director of Great Southern Financial Corporation, a wholly owned subsidiary of the Bank, William V. Turner, the Chairman of the Board of Directors of the Company and the Bank, receives a monthly fee of \$600 for his service on that board. The directors of Bancorp and its subsidiaries are not paid any fees for committee service and are not reimbursed for their costs incurred in attending Board and committee meetings.

[\(Back To Top\)](#)

**Section 4: EX-12****Exhibit 12****RATIO OF EARNINGS TO FIXED CHARGES**

At or For Year Ended

	December 31,				
	2007	2006	2005	2004	2003
	(Dollars in thousands)				
Earnings:					
1. Income before income taxes	\$ 43,642	\$ 44,602	\$ 31,734	\$ 39,074	\$ 30,151
2. Plus interest expense	92,466	80,854	56,097	37,233	31,729
3. Earnings including interest on deposits	136,108	125,456	87,831	76,307	61,880
4. Less interest on deposits	76,232	65,733	42,269	28,952	25,147
5. Earnings excluding interest on deposits	<u>\$ 59,876</u>	<u>\$ 59,723</u>	<u>\$ 45,562</u>	<u>\$ 47,355</u>	<u>\$ 36,733</u>
Fixed Charges:					
6. Including interest on deposits and capitalized interest	\$ 92,466	\$ 80,854	\$ 56,097	\$ 37,233	\$ 31,729
7. Less interest on deposits (Line 4)	76,232	65,733	42,269	28,952	25,147
8. Excluding interest on deposits	<u>\$ 16,234</u>	<u>\$ 15,121</u>	<u>\$ 13,828</u>	<u>\$ 8,281</u>	<u>\$ 6,582</u>
Ratio of earnings to fixed charges:					
Including interest on deposits (Line 3 divided by Line 6)	<u>1.47</u>	<u>1.55</u>	<u>1.57</u>	<u>2.05</u>	<u>1.95</u>
Excluding interest on deposits (Line 5 divided by Line 8)	<u>3.69</u>	<u>3.95</u>	<u>3.29</u>	<u>5.72</u>	<u>5.58</u>

[\(Back To Top\)](#)

## Section 5: EX-14

**GREAT SOUTHERN BANCORP, INC.**

# **CODE OF BUSINESS CONDUCT AND ETHICS**

**Revised January 2008  
Board Approved January 23, 2008**

## **PART I**

### **OVERVIEW**

#### **Purpose of the Code**

This Code of Business Conduct and Ethics (“Code”) is intended to deter wrongdoing and promote:

- Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- Avoidance of conflicts of interest, or the appearance of conflicts, including appropriate disclosure to supervisors of any material transaction or relationship that reasonably could be expected to give rise to a conflict;
- Full, fair, accurate, timely and understandable disclosure in documents the Corporation files with, or submits to, the SEC and in all public communications made by the Corporation;
- Compliance with applicable governmental laws, rules and regulations;
- Prompt internal reporting to designated persons of violations of the Code; and
- Accountability for adherence to the Code.

#### **Application of the Code**

The Code applies to all Great Southern Bancorp, Inc. (the “Corporation”) directors and employees, including subsidiary and affiliate employees. The Code applies to all employee decisions and activities within the scope of employment, or when representing the Corporation in any capacity. A copy of the Code will be included in the orientation package provided to new employees. Following review of the Code, new employees will be asked to sign a written confirmation that they have reviewed the Code in its entirety, and agree to adhere to its provisions. Existing employees will be asked to review the Code annually. All Corporation officers and directors should be familiar with the requirements of the Code, and should encourage employees to apply the Code to their daily activities and decisions, and to seek guidance from the appropriate individuals when additional information or explanation is needed.

Copies of the Code may be obtained from several sources, including Human Resources, the Director of Internal Audit and Compliance and the Corporation’s intranet.

#### **Obtaining Guidance**

If you need additional explanation regarding a particular provision of the Code, or if you need guidance in a specific situation, including whether a potential conflict of interest may exist, please contact your immediate supervisor. If you are uncomfortable speaking to your immediate

supervisor, or if you require additional guidance after having consulted with your supervisor, you are encouraged to contact the following individual:

Shannon Thomason  
Director of Internal Audit and Compliance  
(417) 895-4538  
sthomason@greatsouthernbank.com

### **Reporting Violations of the Code**

Any known or suspected violation of the Code, including actions or failures to act, must be promptly reported to your supervisor or the person listed above. This includes violations or possible violations involving you another employee (including officers) or a director. Any violation of law, rule or regulation applicable to the Corporation and/or corporate policy is also a violation of this Code. Violations of the Code may result in disciplinary action including, in severe situations, immediate termination of employment.

Concerns regarding questionable accounting, internal accounting controls or auditing matters may be directed to the Chairman of the Audit Committee at (866) 436-0366 by leaving a confidential message.

All concerns or complaints will be promptly investigated and appropriate action taken. The Director of Internal Audit and Compliance will document the results of the investigation in a report to the Board of Directors in order to ensure a fair process is utilized in determining whether a violation of the Code has occurred. No person expressing concerns or complaints will be subject to any disciplinary or other adverse action by the Corporation absent a knowingly false report. All concerns or complaints may be made anonymously and will remain confidential. Please provide sufficient information to allow us to properly investigate your concerns. The Corporation will retain a record of all concerns and complaints, and the results of its investigations, for five years.

## **PART II**

### **PRINCIPLES AND STANDARDS OF CONDUCT**

One of the most valued assets of the Corporation is its reputation for integrity as determined by the personal conduct of its directors, officers and staff, and how that conduct may be perceived by the public. The ethical management of both personal and business affairs is most important to all directors and employees in order to avoid situations that might lead to a conflict, or even suspicion of a conflict, between personal interest and responsibility to the Corporation. One's position should never be used directly or indirectly for private gain, for advancement of personal interest or to obtain favors or benefits for oneself, customers, or suppliers.

The following is a statement of policy regarding standards of conduct expected from directors and employees of the Corporation and its subsidiaries in their treatment of confidential information, personal investments, gifts and fees, and outside activities.

Revised January, 2008  
Board Approved January 23, 2008

## **Confidential and Insider Information**

Confidentiality is a fundamental principle of the financial services business. In the course of performing duties, you may acquire confidential information. Confidential information includes all non-public information that might be of use to competitors or harmful to the Corporation or its customers, if disclosed. Confidential information, in any form, obtained through business or personal contacts with customers, prospective customers, suppliers, or other employees shall be used solely for the Corporation's purposes. Information reflecting favorably or adversely upon the current or future value of any business enterprise should not be used in any manner for personal gain or for advantage to a third party. This information must not be revealed to unauthorized persons or discussed with others within the Corporation unless their duties require disclosure of the information. The use of confidential information submitted to us through any source about one customer to further the private interests of another customer is unethical and may be illegal.

Some specific examples of confidential information include:

- The identity of customers and potential customers and their personal, business and financial information;
- Non-public business and financial information of the Corporation; personal information regarding any employee of the Corporation;
- Personal or non-public business information regarding any supplier, vendor or agent of the Corporation;
- Information related to, including the identity of, potential candidates for mergers and acquisitions;
- Information regarding the Corporation's sales strategies, plans or proposals;
- Information related to computer software programs, whether proprietary or standard;
- Information related to documentation systems, information databases, customized hardware or other information systems and technological developments;
- Manuals, processes, policies, procedures, compositions, opinion letters, ideas, innovations, inventions, formulas and other proprietary information belonging to the Corporation or related to the Corporation's activities;
- Security information, including without limitation, policies and procedures, passwords, personal identification numbers (PINs) and electronic access keys;
- Communications by, to and from regulatory agencies; and

Revised January, 2008  
Board Approved January 23, 2008

- Certain communications with or from attorneys for the Corporation, whether internal or external.

This caution on confidential information does not preclude releasing certain customer information w/ authorized by the customer or to the government when appropriate. The guidance of the Director of Intern Audit and Compliance should be sought in all such cases. Disclosure of confidential information to accountants and other professionals working on behalf of the Corporation, as well as regulatory examiners, may also be appropriate.

### **Personal Investments and Financial Affairs**

Directors and employees of the Corporation, like any other individuals, may make personal investments in corporate stock, real estate, etc. Such investments, however, shall not be made as a result of confidential information that is also material non-public information obtained through your position with the Corporation. Particular care should be taken with original or new stock issues. Confidential information about the Corporation and its customers and suppliers acquired by directors and employees in the course of their duties is to be used solely for the Corporation's purposes, and not as a basis for personal investment by directors and employees or their immediate families. In making personal investments, all directors and employees should be guided by a keen awareness of potential conflict. In addition, personal investments should not influence a director's or employee's judgment or action in the conduct of the Corporation's business.

It is expected that all directors and employees will conduct their personal financial affairs in a manner that will not reflect adversely upon the Corporation or on their personal standing in the community.

### **Gifts and Fees**

It is recognized that many customers and suppliers consider reasonable gifts and entertainment as a sensible and acceptable business practice, without intending to influence unduly the judgment of employees in business matters. It is illegal, however, for anyone to offer or promise anything of value to an employee, officer, director or agent of a financial institution with the intent to influence or reward the person in connection with any business or transaction of the financial institution. It is also illegal for an employee, officer, director or agent of a financial institution to solicit or accept anything of value from any person intending to be influenced or rewarded in connection with any business or transaction of the financial institution. A director or employee who is offered a gift should consider such factors as how the acceptance of such a gift is perceived by the donor, and how it would be viewed by the public and the regulators. A director or employee must never accept anything that could compromise the Corporations' position, or could influence his or her judgment in regards to the customer's dealings with the Corporation.

No employee or director of the Corporation or member of their immediate family shall accept anything of value from a customer of the Corporation or a vendor to the Corporation other than the following:

Revised January, 2008  
Board Approved January 23, 2008

1. Gifts based on a family relationship or gifts of a reasonable value based on a personal relationship where that relationship is the obvious motivating factor for the gift;
2. Advertising or promotional material with a value of less than \$100;
3. Gifts with a value of less than \$100 related to commonly recognized events such as a promotion, religious holiday, wedding or retirement;
4. Acceptance of customary hospitality (business luncheons, dinners, golf outings, ball games, etc.) where it is directly related to Corporation activities and provided that the expense would be paid for by the Corporation if not paid for by another party. Any entertainment beyond that scope or of a frequent nature (more than twice a year by the same party) must be pre-authorized by the Director of Internal Audit and Compliance;
5. Discounts or rebates on merchandise or services that do not exceed those available to other customers of the merchant; or
6. Awards for recognition of service or accomplishment from civic, charitable, educational or religious organizations.

If an employee or director receives or anticipates receiving a benefit from a Corporation customer or vendor and is unsure whether acceptance of the gift is in compliance with this policy, a written disclosure should be made to the Director of Internal Audit and Compliance. The President may approve the acceptance of the benefit if the acceptance is otherwise consistent with this policy.

Directors, employees and their immediate families should never borrow personally from customers or suppliers unless these entities are engaged directly in the lending business, and then only under normal conditions with respect to interest rates, terms, security, and repayment programs that are available to any borrower.

### **Outside Activities**

Outside activities that might constitute a conflict of interest or interfere with performance, or compromise a director's or employee's position, are to be avoided. Employee activities such as full-time outside employment; the rendering of investment, legal or accounting services; membership on corporate boards of directors; seeking of an elective political position; or appointment to government bodies should be reviewed and approved by the Director of Internal Audit and Compliance prior to such undertakings. As in the past, we continue to encourage active participation on the part of directors, officers and employees in service clubs and organizations fostering the betterment of the community, and the active use of various social memberships in maintaining a proper image of our organization within the community.

Revised January, 2008  
Board Approved January 23, 2008



## **Compliance with Laws, Rules and Regulations**

All directors and employees of the Corporation are required to comply with the requirements of this Code, all policies of the Corporation and applicable laws, rules and regulations. Directors and employees must also comply with the procedures implementing and effectuating the Corporation's policies. Failure to comply with the Corporation's policies and procedures may result in disciplinary action including, in severe situations, immediate termination of employment.

## **Accounting Practices**

All employees are expected to observe and comply with generally accepted accounting principles, the system of internal controls and disclosure controls and procedures established by the Corporation requiring that corporate books and records accurately and fairly reflect in reasonable detail the financial condition and results of operations of the Corporation. Corporation policies are intended to promote full, fair, accurate, timely and understandable disclosure in reports and documents filed with or submitted to the SEC and in the Corporation's public statements. In furtherance of these requirements, employees must practice the following:

1. No false, misleading or artificial entries shall be made on corporate books, records and reports for any reason.
2. No undisclosed or unrecorded corporate funds or assets shall be established for any purpose.
3. No payments from corporate funds or other assets shall be approved or be made with the intention or understanding that any part of such payment will be used for any purpose other than that described by the documents supporting the payment. All payments must be supported with appropriately approved purchase orders, invoices or receipts, expense reports or other customary documents, all in accordance with established policy.

## **PART III**

### **ADMINISTRATION AND WAIVERS**

#### **Administration**

This Code will be administered and monitored by the Corporation's Director of Internal Audit and Compliance. General questions and requests for additional information on this Code should be directed to this office at the telephone number and e-mail address in Part I.

#### **Waivers**

Any requests for waivers of the Code for employees who are not executive officers should be directed through your supervisor to the Director of Internal Audit and Compliance. Requests for waivers for directors and executive officers should be directed to the Board of Directors through the Corporate Secretary. Only a majority of the Board of Directors may waive the applicability

Revised January, 2008  
Board Approved January 23, 2008

of the Code for a director or executive officer. Any waiver granted to directors or executive officers, including the principal accounting officer, and the reasons for granting the waiver, and any change in the Code applicable to directors and executive officers, including the principal accounting officer, must be promptly disclosed to the public as required by law or the Nasdaq Stock Market.

Revised January, 2008  
Board Approved January 23, 2008

[\(Back To Top\)](#)

## Section 6: EX-21

### Exhibit 21

#### SUBSIDIARIES OF THE REGISTRANT

Parent	Subsidiary	Percentage of Ownership	State of Incorporation or Organization
Great Southern Bancorp, Inc.	Great Southern Bank	100%	Missouri
Great Southern Bancorp, Inc.	Great Southern Capital Trust II	100% <sup>(1)</sup>	Delaware
Great Southern Bancorp, Inc.	Great Southern Capital Trust III	100% <sup>(1)</sup>	Delaware
Great Southern Bank	Great Southern Real Estate Development Corporation	100%	Missouri
Great Southern Bank	Great Southern Community Development Corporation	100%	Missouri
Great Southern Bank	Great Southern Financial Corporation	100%	Missouri
Great Southern Bank	GS, L.L.C.	100%	Missouri
Great Southern Bank	GSSC, L.L.C.	100%	Missouri
Great Southern Bank	GSB One, L.L.C.	100%	Missouri
GSB One, L.L.C.	GSB Two, L.L.C.	89%	Missouri

<sup>(1)</sup> Reflects ownership of 100% of the common securities of the trust.

[\(Back To Top\)](#)

## Section 7: EX-23

### Exhibit 23

#### Consent of Independent Registered Public Accounting Firm

Audit Committee, Board of Directors and Stockholders  
Great Southern Bancorp, Inc.  
Springfield, Missouri

We consent to the incorporation by reference in Registration Statements on Form S-8 (Nos. 33-55832, 333-104930 and 333-106190) of our report dated March 17, 2008, on our audits of the consolidated financial

statements included in the Annual Report on Form 10-K of Great Southern Bancorp, Inc. as of December 31, 2007 and 2006, and for the years ended December 31, 2007, 2006 and 2005. We also consent to the incorporation by reference of our report dated March 17, 2008, on our audit of the internal control over financial reporting of Great Southern Bancorp, Inc. as of December 31, 2007, which report is included in the Annual Report on Form 10-K.

/s/ BKD, LLP

Springfield, Missouri  
March 17, 2008

[\(Back To Top\)](#)

## Section 8: EX-31.1

**Exhibit 31.1**

### CERTIFICATIONS

I, Joseph W. Turner, certify that:

1. I have reviewed this annual report on Form 10-K of Great Southern Bancorp, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially

affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 17, 2008

/s/ Joseph W. Turner

Joseph W. Turner

President and Chief Executive Officer

[\(Back To Top\)](#)

## Section 9: EX-31.2

**Exhibit 31.2**

### CERTIFICATIONS

I, Rex A. Copeland, certify that:

1. I have reviewed this annual report on Form 10-K of Great Southern Bancorp, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and

presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 17, 2008

/s/ Rex A. Copeland

Rex A. Copeland  
Treasurer

[\(Back To Top\)](#)

## Section 10: EX-32

**Exhibit 32**

### SECTION 1350 CERTIFICATIONS

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, each of the undersigned hereby certifies in his capacity as an officer of GREAT SOUTHERN BANCORP, INC. (the "Company") that the annual report of the Company on Form 10-K for the year ended December 31, 2007 fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934 and that the information contained in such report fairly presents, in all material respects, the financial condition and results of operations of the Company as of the dates and for the periods presented in the financial statements included in such report.

Dated: March 17, 2008

/s/ Joseph W. Turner

Joseph W. Turner  
President and Chief Executive Officer

Dated: March 17, 2008

/s/ Rex A. Copeland

Rex A. Copeland  
Treasurer

[\(Back To Top\)](#)