

TIERONE CORP
Form 10-K
March 13, 2009

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 Exchange Act of 1934
For the fiscal year ended December 31, 2008

OR

Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the period from _____ to _____.

Commission File Number 005-78774

TierOne Corporation
(Exact name of registrant as specified in its charter)

Wisconsin
(State of Incorporation)

04-3638672
(I.R.S. Employer Identification
Number)

Registrant's Address of Principal Executive Offices: 1235 N Street, Lincoln, Nebraska 68508

Registrant's Telephone Number, including area code: (402) 475-0521

Securities registered pursuant to Section 12(b) of the Act: Title of Class – Common Stock, Par Value \$0.01 Per Share

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

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

Yes No

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

Yes No

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 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 or any amendment to 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 "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

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Large accelerated filer
reporting company

Accelerated filer

Non-accelerated filer

Smaller

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

Yes No

The aggregate market value of the voting stock held by non-affiliates of the Registrant was \$82,785,855 as of June 30, 2008. As of March 11, 2009 there were 18,034,878 issued and outstanding shares of the Registrant's common stock.

Documents Incorporated by Reference

Portions of the definitive Proxy Statement for the Registrant's 2009 Annual Meeting of Shareholders will be, when filed, incorporated by reference in Part III, Items 10, 11, 12, 13 and 14.

TierOne Corporation

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Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995

Statements contained in this Annual Report on Form 10-K which are not historical facts may be forward-looking statements as that term is defined in the Private Securities Litigation Reform Act of 1995. Such forward looking statements are subject to risks and uncertainties which could cause actual results to differ materially from those currently anticipated due to a number of factors. In addition to the risk factors described in Item 1A. of this Annual Report on Form 10-K, factors that could result in material variations include, but are not limited to:

- General economic conditions and trends, either nationally or in some or all of the areas in which we and our customers conduct our businesses;
- Changes in interest rates or other competitive factors which could affect net interest margins and result in a decline in net interest income and noninterest income;
- Changes in deposit flows, and in the demand for deposits, loans, investment products and other financial services in the markets we serve;
- Changes in the quality or composition of our loan portfolios, or the unanticipated further deterioration of our loan portfolio;
- Changes in our underlying assumptions or any unanticipated issues that could impact management's judgment regarding our allowance and provisions for loan losses, which could cause our existing allowance for loan losses to be inadequate;
- Changes in real estate values, which could impact the quality of the assets securing the loans in our portfolios;
 - Changes in the financial or operating performance of our customers' businesses;
- Issues associated with unanticipated increases in the levels of losses, customer bankruptcies, claims and assessments;
- Our timely development of new lines of business and competitive products or services within our existing lines of business in a changing environment, and the acceptance of such products or services by our customers;
- Any interruption or breach of security resulting in failures or disruptions in customer account management, general ledger, deposit operations, lending or other systems;
 - Changes in fiscal, monetary, regulatory, trade and tax policies and laws;
- Increased competitive challenges and expanding product and pricing pressures among financial institutions;
 - Changes in accounting policies or procedures as may be required by various regulatory agencies;
 - Changes in consumer spending and saving habits;
- Unanticipated issues related to our ability to achieve expected results pursuant to our plan to address asset quality, restore long-term profitability and increase capital;
 - Changes in liquidity levels in capital markets;

- Unanticipated events related to the supervisory agreement or actions by regulators, including any failure to meet enhanced regulatory capital requirements; and

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- Other factors discussed in documents we may file with the Securities and Exchange Commission from time to time.

These factors should be considered in evaluating the forward-looking statements and undue reliance should not be placed on such statements. We undertake no obligation, and disclaim any obligation, to update information contained in this Annual Report on Form 10-K, including these forward-looking statements, to reflect events or circumstances that occur after the date of the filing of this Annual Report on Form 10-K.

Part I

As used in this report, unless the context otherwise requires, the terms “we,” “us,” or “our” refer to TierOne Corporation and its wholly owned subsidiary, TierOne Bank.

Item 1. Business

General

TierOne Corporation (“Company”) is a Wisconsin corporation headquartered in Lincoln, Nebraska. TierOne Corporation is the holding company for TierOne Bank (“Bank”). The Bank has two wholly owned subsidiaries, TMS Corporation of the Americas (“TMS”) and United Farm & Ranch Management, Inc. (“UFARM”). TMS is the holding company of TierOne Investments and Insurance, Inc. (d/b/a TierOne Financial), a wholly owned subsidiary that administers the sale of securities and insurance products, and TierOne Reinsurance Company, a wholly owned subsidiary that reinsures credit life and disability insurance policies. UFARM provides agricultural customers with professional farm and ranch management services.

The assets of the Company, on an unconsolidated basis, primarily consist of 100% of the Bank’s common stock. The Company has no significant independent source of income and therefore depends on cash distributions from the Bank to meet its funding requirements.

Our results of operations are dependent primarily on net interest income, which is the difference between the interest earned on our assets and our cost of funds. Our net income (loss) is also affected by our provision for loan losses, noninterest income, noninterest expense and income tax expense (benefit). Noninterest income includes fees and service charges, debit card fees, net income (loss) from real estate operations, net gain on sales of investment securities, loans held for sale and real estate owned and other operating income. Noninterest expense consists of salaries and employee benefits, occupancy, data processing, advertising, Federal Deposit Insurance Corporation insurance premium, legal services and other operating expense. Our earnings are significantly affected by general economic and competitive conditions; particularly changes in market interest rates and U.S. Treasury yield curves, governmental policies and actions of regulatory authorities.

Recent Developments

Sale/Purchase of Branches and Deposits. On June 2, 2006, we completed the purchase of Marine Bank’s only banking office in Omaha, Nebraska. We acquired \$8.1 million of deposits as a result of this transaction. On December 15, 2006, we sold our Plainville and Stockton, Kansas bank offices to Stockton National Bank of Stockton, Kansas. As a result of this sale, we transferred \$21.7 million of deposits to the purchaser and recorded a gain on sale of \$1.0 million.

Termination of Acquisition Agreement. On May 17, 2007, we entered into and announced an Agreement and Plan of Merger (“Merger Agreement”) with CapitalSource Inc. and CapitalSource TRS Inc. On March 20, 2008, our Board of Directors terminated the Merger Agreement. Pursuant to the terms of the Merger Agreement, either party had the right to terminate the Merger Agreement if the proposed merger was not completed by February 17, 2008. No termination fee was payable by either company as a result of the termination of the Merger Agreement.

TransLand Financial Services Loan Sale. On June 25, 2008, we announced the sale of over 300 delinquent residential construction loans previously originated by TransLand Financial Services Inc. (“TransLand”), a Florida-based mortgage brokerage firm. This sale comprised \$12.7 million, net of charge-offs, of our total nonperforming residential construction loans.

Loan Production Office Closings. On June 30, 2008, we announced the closing of all nine of our loan production offices in an effort to focus our lending activity in our primary market area of Nebraska, Iowa and Kansas. We completed the closure of all of our loan production offices during the three months ended September 30, 2008. The closed lending offices were located in Phoenix, Arizona; Colorado Springs, Denver and Fort Collins, Colorado; Orlando, Florida; Minneapolis, Minnesota; Las Vegas, Nevada and Charlotte and Raleigh, North Carolina. We will continue to service loans

made to existing customers. At the current time, customer transition and collection support functions for existing customers continue in Charlotte, Las Vegas, Minneapolis and Orlando.

Board of Director Appointment. On September 22, 2008, we announced that Ann Lindley Spence had submitted her resignation as a director of the Company and the Bank. On that same day, to fill the vacancy created by Ms. Spence's retirement, the Company's Board of Directors appointed Samuel P. Baird as an independent director of the Company and the Bank for a term expiring at the 2010 annual meeting of stockholders. Mr. Baird, who was Director of the Nebraska Department of Banking and Finance from 1999-2004, has over 35 years of experience in banking, real estate, insurance and law. Mr. Baird was also appointed to the Audit and Compensation Committees of the Company's Board of Directors.

Regulatory Developments. On January 15, 2009, the Bank entered into a supervisory agreement with the Office of Thrift Supervision ("OTS"), the Bank's primary federal regulator, in response to regulatory concerns raised in the Bank's most recent regulatory examination by the OTS and to address the current economic environment facing the banking and financial industry. The agreement requires, among other things:

- The review, and where appropriate, revisions to or adoption of: (a) loan policies, procedures and reporting; (b) credit administration and underwriting; (c) asset classification; (d) allowance for loan and lease losses; and (e) internal asset review;
 - Enhanced management oversight including restrictions on changes in compensation arrangements; and
- Strengthening the Bank's capital position, including a requirement that the Bank maintain a minimum core capital ratio of 8.5% and a minimum total risk-based capital ratio of 11.0%.

The supervisory agreement also prohibits capital distributions by the Bank and the acceptance of brokered deposits. The Company agreed to maintain the Bank's regulatory capital (at the levels described above) as well as to not pay dividends on its common stock, make payments on its trust preferred securities or repurchase any shares of its common stock until the OTS issues a written notice of non-objection. The supervisory agreement will remain in effect until modified, suspended or terminated by the OTS. The foregoing information does not purport to be a complete summary of the supervisory agreement and is qualified in its entirety by reference to the supervisory agreement filed as Exhibit 10.24 to this Annual Report on Form 10-K.

Government Monetary Policy

We are affected by the credit policies of monetary authorities, including the Board of Governors of the Federal Reserve System ("Federal Reserve Board"). An important objective of the Federal Reserve System is to regulate the national supply of bank credit. Among the instruments of monetary policy used by the Federal Reserve Board are open market operations in U.S. Government securities, changes in the discount rate, reserve requirements on member bank deposits and funds availability regulations. The monetary policies of the Federal Reserve Board have in the past had a significant effect on operations of financial institutions, including the Bank, and will continue to do so in the future. Changing conditions in the national economy and in the money markets make it difficult to predict future changes in interest rates, deposit levels, loan demand or their effects on the business and earnings of the Company.

Market Area and Competition

We are a regional community bank offering a variety of financial products and services to meet the needs of the customers we serve. Our deposit gathering is concentrated in the communities surrounding our 69 banking offices located in Nebraska, seven counties in southwest Iowa and one county in northern Kansas. We compete for customers by emphasizing convenience and service, and by offering a full range of traditional and non-traditional products and services. We offer 24-hour ATM banking at 68 of our banking offices and currently offer 31 ATM banking locations

at supermarkets, convenience stores and shopping malls.

We face significant competition, both in generating loans as well as in attracting deposits. Our market area is highly competitive and we face direct competition from a significant number of financial service providers, many with a regional or national presence. Many of these financial service providers are significantly larger and have greater financial resources. Our competition for loans comes principally from commercial banks, savings banks and associations, credit unions, mortgage brokers, mortgage-banking companies and insurance companies. Our most direct competition for deposits has historically come from commercial banks, savings banks and associations and credit

unions. In addition, we face increasing competition for deposits from non-bank institutions such as brokerage firms and insurance companies in such instruments as short-term money market funds, corporate and government securities funds, equity securities, mutual funds and annuities.

Available Information

We are a public company and are required to file annual, quarterly and current reports, proxy statements and other information with the Securities and Exchange Commission (“SEC”). We maintain a website at www.tieronebank.com and make available, free of charge, copies of our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K and any amendments to such documents as soon as reasonably practicable after the reports have been electronically filed or furnished to the SEC. In addition, we provide our Code of Conduct and Ethics, Audit Committee Charter, Compensation Committee Charter and Nominating and Corporate Governance Committee Charter on our website. We are not including the information contained on or available through our website as a part of, nor are we incorporating such information by reference into, this Annual Report on Form 10-K.

Lending Activities

General. As a regional community bank, we directly originate loans to customers located in Nebraska, Iowa and Kansas (“Primary Market Area”). We had also previously originated and purchased loans and loan participation interests from financial institutions, loan correspondents and mortgage brokers located throughout the United States. At December 31, 2008 and 2007, approximately 53.7% and 47.0%, respectively, of our total loan portfolio consisted of loans secured by properties located in Nebraska, Iowa and Kansas. Due to our revised lending strategy, most of our future loan activity will relate to loans within our Primary Market Area.

In previous years, we obtained a portion of our loans from originations made by our former loan production offices which were located in Arizona, Colorado, Florida, Minnesota, Nevada and North Carolina. On June 30, 2008, we announced the closing of all nine of our loan production offices in an effort to focus our lending activity in our Primary Market Area. We completed the closure of our loan production offices in September 2008.

Furthermore, in response to the economic environment prevalent in the United States during 2007 and 2008, we have realigned our lending strategy in an effort to reduce our exposure to higher risk loans (land development, construction and loans located outside of our Primary Market Area). We have shifted our lending focus to originations and/or purchases of one-to-four family residential, multi-family, commercial real estate, agricultural, business and consumer loans within our Primary Market Area. In addition, we also intend to continue offering warehouse mortgage lines of credit. During 2007 and 2008, we significantly reduced our originations and purchases of land development and construction (residential and commercial) loans.

Loan Approval Procedures and Authority. General lending policies and procedures are established by our Asset/Liability Committee which is composed of the following officers of the Bank: Chief Executive Officer, Chief Operating Officer, Director of Lending, Director of Administration, Director of Retail Banking, Chief Financial Officer, Controller and Senior Financial Analysis Manager. Our Board of Directors reviews and approves lending policies and procedures established by the Asset/Liability Committee. Under policies approved by the Board of Directors, various officers or combinations of officers have loan approval authority, the specific amounts and requirements being established for each loan type.

Loan Portfolio Composition. At December 31, 2008, our total loans receivable amounted to \$3.0 billion. Our loan portfolio consists of a variety of one-to-four family residential, second mortgage, multi-family, commercial real estate, land development, construction, agricultural, business and consumer loans and warehouse mortgage lines of credit. Loans that we may purchase and originate are subject to federal and state laws and regulations. The interest

rates we charge on loans are affected by the demand for such loans and the supply of money available for lending purposes and the rates offered by competitors. These factors are, in turn, affected by general and local economic conditions, monetary policies of the Federal Government, including the Board of Governors of the Federal Reserve System and legislative tax policies.

Residential Mortgage Lending. During 2008, we increased our investment in one-to-four family residential loans within our Primary Market Area to further realign our loan portfolio with loans perceived to have lower risk characteristics.

One-to-four family residential mortgage loan originations are generally obtained from our in-house loan representatives, from existing or past customers and from mortgage correspondents. We also originate and/or purchase from correspondent lenders second mortgage loans in amounts up to 85% of the appraised value of the collateral with maturities of up to 30 years.

We currently originate fixed-rate, one-to-four family residential mortgage loans generally with terms up to 30 years. In the past, we have sold substantially all newly originated fixed-rate, one-to-four family residential loans into the secondary market on a servicing retained basis which produces noninterest income in the form of net gains and losses on sales and loan servicing fees. We are currently retaining certain fixed-rate, one-to-four family residential loans for our portfolio. The loans we have chosen to retain primarily consist of those made to borrowers within our Primary Market Area with strong credit profiles.

We originate or purchase adjustable-rate, one-to-four family residential mortgage loans with terms up to 30 years and interest rates which generally adjust one to seven years from the outset of the loan and thereafter annually for the duration of the loan. The interest rates for such adjustable-rate loans are normally tied to indices such as the U.S. Treasury CMT or LIBOR, plus a margin. Our adjustable-rate loans generally provide for periodic caps (generally not more than 2.0%) on the increase or decrease in the interest rate at any adjustment date. The maximum amount the rate can increase or decrease from the initial rate during the life of the loan is 5.0% - 6.0% over the start rate.

The origination or purchase of adjustable-rate, one-to-four family residential mortgage loans allows us to control our exposure to interest rate risk. However, adjustable-rate loans generally pose risks not inherent in fixed-rate loans, primarily because as interest rates rise, the underlying payments of the borrower rise, thereby increasing the potential for default. Periodic and lifetime caps on interest rate increases help to reduce the risks associated with adjustable-rate loans but also limit the interest rate sensitivity of such loans.

Generally, we originate one-to-four family residential mortgage loans in amounts up to 80% of the lower of the appraised value or the selling price of the property and up to 100% if private mortgage insurance is obtained. Mortgage loans originated by us generally include due-on-sale provisions which provide us with the contractual right to deem the loan immediately due and payable in the event the borrower transfers ownership of the property without our consent. We require fire, casualty, title and, in certain cases, flood insurance on properties securing mortgage loans made by us.

We maintain a corporate policy of not participating in subprime residential real estate lending or negative amortizing mortgage products for loans placed into our portfolio. The OTS, our federal regulatory agency, defines subprime loans as loans to borrowers displaying one or more credit risk characteristics including lending to a borrower with a credit bureau risk score (FICO) of 660 or below. Furthermore, we have not purchased collateralized loan obligations, collateralized debt obligations, structured investment vehicles or asset-backed commercial paper.

Multi-Family Residential and Commercial Real Estate Lending. We offer multi-family residential and commercial real estate loans for permanent financing collateralized by real property. These loans are generally used for business purposes such as apartment buildings, office buildings and retail facilities. The properties securing these loans are generally located in our Primary Market Area.

Loans secured by multi-family residential and commercial real estate properties generally involve larger principal amounts and a greater degree of risk than one-to-four family residential mortgage loans. Payments on these loan types are often dependent on the successful operation or management of the properties. Repayment of such loans may be subject to adverse conditions in the real estate market or the economy and a concentration of loans in a geographic region may be subject to greater risk because of the potential for adverse economic conditions affecting that region. We seek to minimize these risks through our underwriting standards.

Construction and Land Development Lending. In past years, we have offered residential construction loans for either pre-sold houses (a purchase contract has been signed) or speculative houses (properties for which no buyer yet exists). We have significantly reduced our involvement with speculative residential construction lending in response to the current economic environment. We will continue to offer residential construction loans in our Primary Market Area for pre-sold homes.

In past years, we have also originated commercial real estate construction and land development loans as well as purchased participation interests in such loans. We have provided commercial construction loans to real estate developers for the purpose of constructing a variety of commercial projects such as retail facilities, industrial buildings and warehouses. Under our revised lending strategy, we have significantly reduced our involvement in these types of loans.

Risk of loss on construction and land development loans is dependent largely upon the accuracy of the initial estimate of the property's value when completed or developed compared to the projected cost (including interest) of construction and other assumptions, including the approximate time to build, sell or lease the properties. If the appraised collateral value proves to be inaccurate, we may be confronted with a project, when completed, having a value which is insufficient to assure full repayment.

Agricultural Loans. Agricultural loans are made predominantly to farmers and ranchers in our Primary Market Area. Agricultural operating loans are made to finance day-to-day operations, including crop and livestock production. Intermediate term loans are used to purchase breeding livestock and machinery. Real estate loans are used to purchase or refinance farm and ranchland.

Overall credit worthiness is determined by evaluation of the borrower, including management experience and skills, financial strength and the ability to service debt. Loans are generally repaid using cash flows from agricultural activities, including the sale of agricultural commodities, produced by the operation. Underwriting standards include maximum advance rates on collateral, minimum cash flow coverage and review of the historical net worth and cash flow trends of the operation.

Risk of loss is related to the effects of the external risk factors such as adverse weather conditions and poor commodity prices. The impact of external risk factors is significantly affected by the borrower's ability to mitigate the effect of risk on the borrower's operation. Commodity-based agricultural chattel assets are relatively easy to liquidate and there is also a stable demand for agricultural real estate. Our agricultural lenders are responsible for validating the existence, value and condition of the collateral. This monitoring may include periodic on-site inspections and the use of borrowing base reports.

Warehouse Mortgage Lines of Credit. We are actively involved in originating revolving lines of credit to mortgage brokers. These lines are drawn upon by mortgage brokers to fund the origination of one-to-four family residential mortgage loans. Prior to funding the advance, the mortgage broker must have an approved commitment for the purchase of the loan which reduces credit exposure associated with the line. The lines are repaid upon sale of the mortgage loan to a third party which usually occurs within 30 days of origination of the loan. In connection with extending the line of credit to the mortgage broker, we enter into agreements with the purchaser to which such mortgage broker intends to sell loans. Under such agreements, the loan purchaser agrees to hold the mortgage documents, excluding the original note which is held by us, issued by the mortgage brokers on our behalf and for our benefit until such time that the purchaser remits to us the purchase price for such loans. As part of the structure of the lines of credit, the mortgage brokers are required to maintain commercial deposits with us, with the amount of such deposits dependent upon the amount of the line and other factors. The lines are structured with adjustable rates indexed to the Wall Street Journal prime rate. Maximum amounts permitted to be advanced by us under existing warehouse mortgage lines of credit range in amounts from \$1.5 million to \$30.0 million.

Business Lending. Business loans are made predominantly to small- and mid-sized businesses located within our Primary Market Area. The business lending products we offer include lines of credit, receivable and inventory financing and equipment loans. We have established minimum underwriting standards in regard to business loans which set forth the criteria for sources of repayment, borrower's capacity to repay, specific financial and collateral margins and financial enhancements such as guarantees. Generally, the primary source of repayment is cash flow

from the business and the financial strength of the borrower.

Consumer and Other Lending. Consumer loans are generally originated directly through our network of banking offices. We offer home equity loans, home improvement loans and home equity lines of credit in amounts up to \$100,000 with a term of 15 years or less and a loan-to-value ratio up to 85% of the appraised value of the collateral. A portion of our home improvement loans consist of participation interests we have purchased from a third party. Under the terms of our third party arrangement, if any loan becomes more than 120 days past due, we can require the seller to repurchase such loan at a price equal to our total investment in the loan, including any uncollected and accrued interest. We also offer

automobile loans in amounts up to \$50,000 with maximum 72 month and 60 month terms for new and used cars, respectively, and purchase price ratios of generally not more than 95% and 85% for new and used cars, respectively. Most of our automobile loans are obtained through a network of 89 new and used automobile dealers located primarily in Lincoln and Omaha, Nebraska. Although employees of the automobile dealership take the application, the loan is made pursuant to our underwriting standards and must be approved by one of our authorized loan officers. Our consumer loan portfolio also includes manufactured housing, recreational vehicle, boat, motorcycle and unsecured loans.

Unsecured loans and loans secured by rapidly depreciating assets, such as automobiles, entail greater risks than one-to-four family residential mortgage loans. In such cases, repossessed collateral, if any, for a defaulted loan may not provide an adequate source of repayment of the outstanding loan balance. Further, consumer loan collections on these loans are dependent on the borrower's continuing financial stability and, therefore, are more likely to be adversely affected by job loss, divorce, illness or personal bankruptcy. Finally, the application of various federal and state laws, including federal and state bankruptcy and insolvency laws, may limit the amount which can be recovered on such loans in the event of a default.

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Loan Portfolio Composition. The following table shows the composition of our loan portfolio by type of loan at the dates indicated:

| (Dollars in thousands) | At December 31, | | | | |
|--------------------------------------------------------|-----------------|--------------|--------------|--------------|--------------|
| | 2008 | 2007 | 2006 | 2005 | 2004 |
| Real estate loans: | | | | | |
| One-to-four family residential (1) | \$ 384,614 | \$ 314,623 | \$ 339,080 | \$ 384,722 | \$ 418,270 |
| Second mortgage residential | 76,438 | 95,477 | 120,510 | 160,208 | 255,222 |
| Multi-family residential | 199,152 | 106,678 | 148,922 | 166,579 | 142,454 |
| Commercial real estate | 356,067 | 370,910 | 396,620 | 402,504 | 444,269 |
| Land and land development | 396,477 | 473,346 | 494,887 | 289,916 | 152,845 |
| Residential construction | 229,534 | 513,560 | 780,991 | 943,378 | 601,075 |
| Commercial construction | 360,163 | 540,797 | 491,997 | 351,767 | 282,399 |
| Agriculture | 95,097 | 91,068 | 68,459 | 57,008 | 66,830 |
| Total real estate loans | 2,097,542 | 2,506,459 | 2,841,466 | 2,756,082 | 2,363,364 |
| Business | | | | | |
| Agriculture - operating | 106,429 | 100,365 | 94,455 | 72,518 | 71,223 |
| Warehouse mortgage lines of credit | 133,474 | 86,081 | 112,645 | 95,174 | 132,928 |
| Consumer loans: | | | | | |
| Home equity | 55,355 | 72,517 | 71,476 | 61,600 | 56,441 |
| Home equity lines of credit | 126,393 | 120,465 | 130,071 | 141,021 | 142,725 |
| Home improvement | 36,747 | 46,045 | 55,513 | 69,165 | 73,386 |
| Automobile | 89,202 | 87,079 | 87,575 | 85,515 | 80,512 |
| Other | 65,390 | 71,141 | 68,365 | 49,812 | 25,956 |
| Total consumer loans | 373,087 | 397,247 | 413,000 | 407,113 | 379,020 |
| Total loans | 2,961,151 | 3,342,864 | 3,682,235 | 3,508,479 | 3,089,210 |
| Unamortized premiums, discounts and deferred loan fees | | | | | |
| Loans in process (2) | 9,558 | 9,451 | 5,602 | 4,778 | 7,228 |
| | (188,489) | (376,186) | (637,677) | (668,587) | (441,452) |
| Net loans | 2,782,220 | 2,976,129 | 3,050,160 | 2,844,670 | 2,654,986 |
| Allowance for loan losses | (63,220) | (66,540) | (33,129) | (30,870) | (26,831) |
| Net loans after allowance for loan losses | \$ 2,719,000 | \$ 2,909,589 | \$ 3,017,031 | \$ 2,813,800 | \$ 2,628,155 |
| (1) Includes loans held for sale | \$ 13,917 | \$ 9,348 | \$ 19,285 | \$ 8,666 | \$ 11,956 |

(2) Loans in process represents the undisbursed portion of construction and land development loans.

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Loan Portfolio Concentration by State. The following table details the concentration of our total loan portfolio by state at the dates indicated:

At December 31,

| (Dollars in thousands) | 2008 | % | 2007 | % | 2006 | % | 2005 | % |
|---------------------------------------------------|--------------|---------|--------------|---------|--------------|---------|--------------|---------|
| Within our Primary Market Area: | | | | | | | | |
| Nebraska | \$ 1,383,732 | 46.73% | \$ 1,367,659 | 40.91% | \$ 1,326,374 | 36.02% | \$ 1,248,165 | 35.58% |
| Iowa | 123,330 | 4.16 | 135,885 | 4.06 | 106,949 | 2.90 | 103,286 | 2.94 |
| Kansas | 82,834 | 2.80 | 69,180 | 2.07 | 75,362 | 2.05 | 60,807 | 1.73 |
| Total within our Primary Market Area | 1,589,896 | 53.69 | 1,572,724 | 47.04 | 1,508,685 | 40.97 | 1,412,258 | 40.25 |
| Within Former Loan Production Office States: | | | | | | | | |
| Nevada | 192,624 | 6.51 | 247,260 | 7.40 | 252,990 | 6.87 | 32,704 | 0.93 |
| Colorado | 157,924 | 5.33 | 237,441 | 7.10 | 283,543 | 7.70 | 277,184 | 7.90 |
| Arizona | 144,359 | 4.88 | 161,339 | 4.83 | 205,912 | 5.59 | 222,397 | 6.34 |
| Minnesota | 132,057 | 4.46 | 157,985 | 4.73 | 172,134 | 4.68 | 151,734 | 4.33 |
| North Carolina | 63,768 | 2.15 | 121,594 | 3.64 | 175,666 | 4.77 | 123,221 | 3.51 |
| Florida | 72,912 | 2.46 | 168,765 | 5.05 | 317,454 | 8.62 | 508,792 | 14.50 |
| Total within former loan production office states | 763,644 | 25.79 | 1,094,384 | 32.75 | 1,407,699 | 38.23 | 1,316,032 | 37.51 |
| Other States: | | | | | | | | |
| South Carolina | 66,786 | 2.26 | 103,153 | 3.09 | 132,508 | 3.60 | 137,640 | 3.92 |
| California | 68,642 | 2.32 | 78,817 | 2.36 | 95,453 | 2.59 | 114,286 | 3.26 |
| Texas | 76,162 | 2.57 | 74,390 | 2.22 | 83,050 | 2.26 | 72,696 | 2.07 |
| Illinois | 63,502 | 2.14 | 70,891 | 2.12 | 55,011 | 1.49 | 19,980 | 0.57 |
| Oregon | 45,078 | 1.52 | 37,266 | 1.11 | 44,168 | 1.20 | 30,360 | 0.87 |
| Washington | 31,052 | 1.05 | 29,736 | 0.89 | 53,698 | 1.46 | 62,081 | 1.77 |
| Other States | 256,389 | 8.66 | 281,503 | 8.42 | 301,963 | 8.20 | 343,146 | 9.78 |
| Total other states | 607,611 | 20.52 | 675,756 | 20.21 | 765,851 | 20.80 | 780,189 | 22.24 |
| Total loans | \$ 2,961,151 | 100.00% | \$ 3,342,864 | 100.00% | \$ 3,682,235 | 100.00% | \$ 3,508,479 | 100.00% |

Contractual Terms to Final Maturities. The following table shows the scheduled contractual maturities of our loans at December 31, 2008. Demand and overdraft loans which have no stated schedule of repayments and no stated maturity, are reported as due in 2009. The following amounts do not take into account loan prepayments.

Principal Payments Contractually Due in Years

| (Dollars in thousands) | 2009 | 2010 - 2013 | 2014 - 2018 | After 2018 | Total |
|------------------------------------|---------------------|-------------------|-------------------|-------------------|---------------------|
| Real estate loans: | | | | | |
| One-to-four family residential | \$ 2,482 | \$ 11,759 | \$ 11,790 | \$ 358,583 | \$ 384,614 |
| Second mortgage residential | 72 | 4,290 | 20,506 | 51,570 | 76,438 |
| Multi-family residential | 45,483 | 59,935 | 51,774 | 41,960 | 199,152 |
| Commercial real estate | 33,447 | 181,808 | 128,632 | 12,180 | 356,067 |
| Land and land development | 263,856 | 128,910 | 3,674 | 37 | 396,477 |
| Residential construction | 215,606 | 3,492 | 910 | 9,526 | 229,534 |
| Commercial construction | 165,800 | 186,403 | 6,350 | 1,610 | 360,163 |
| Agriculture | 11,244 | 26,818 | 48,929 | 8,106 | 95,097 |
| Total real estate loans | 737,990 | 603,415 | 272,565 | 483,572 | 2,097,542 |
| Business | 89,677 | 139,276 | 19,713 | 1,953 | 250,619 |
| Agriculture - operating | 85,978 | 18,780 | 1,551 | 120 | 106,429 |
| Warehouse mortgage lines of credit | 133,474 | - | - | - | 133,474 |
| Consumer | 38,617 | 235,034 | 34,247 | 65,189 | 373,087 |
| Total loans (1) (2) | \$ 1,085,736 | \$ 996,505 | \$ 328,076 | \$ 550,834 | \$ 2,961,151 |

(1)Gross of unamortized premiums, discounts and deferred loan fees, loans in process and allowance for loan losses.

(2)Total loans due after one year from December 31, 2008 with fixed interest rates totaled \$999.3 million. Total loans due after one year from December 31, 2008 with floating or adjustable interest rates totaled \$876.1 million.

Originations, Purchases and Sales of Loans. Our lending activities are subject to underwriting standards and loan origination procedures established by our Asset/Liability Committee and approved by our Board of Directors. Applications for mortgages and other loans are primarily taken at our banking offices. In the past, we have relied on a network of loan correspondents and mortgage brokers to originate a substantial part of our loans. Since 2006, we have significantly reduced our utilization of third-party originators of residential construction loans. We also use loan correspondents to originate one-to-four family residential loans to supplement our origination efforts.

Although we originate both adjustable-rate and fixed-rate loans, our ability to originate and purchase fixed- or adjustable-rate loans is dependent upon customer demand for such loans, which is affected by the current and expected future level of interest rates. The loans purchased during 2008 consisted of one-to-four family residential, consumer (primarily home improvement loans and automobile financing), construction, business, agricultural and second mortgage residential loans.

Generally, we originate adjustable-rate mortgage loans for retention in our portfolio. We are currently retaining certain fixed-rate, one-to-four family residential loans for our portfolio. The loans we have chosen to retain consist of

those made to borrowers within our Primary Market Area with strong credit profiles. Fixed-rate, one-to-four family residential loans that are not retained are sold to either the Federal National Mortgage Association (“Fannie Mae” or “FNMA”), the Federal Home Loan Mortgage Corporation (“FHLMC”) or the FHLBank Topeka (“FHLBank”) pursuant to the Mortgage Partnership Finance Program. Upon receipt of an application to make a fixed-rate loan, we typically enter into agreements to sell such loans to FNMA, FHLMC or the FHLBank pursuant to forward sale commitments, with delivery being required in approximately 90 days. We generally agree to deliver a somewhat smaller dollar amount of loans in the event that not all the loans for which applications are submitted actually close. Loans are delivered pursuant to such sale contracts upon their origination or purchase and are not aggregated for sale as loan packages. As a result, we typically do not have a significant amount of loans held for sale at any given point in time. We recognize, at the time of disposition, the gain or loss on the sale of the loans. The gain or loss is based on the difference between the net proceeds received and the carrying value of the loans sold excluding the value of servicing rights retained.

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Loan Portfolio Activity. The following table shows total loans originated, purchased, sold and repaid during the years indicated:

| (Dollars in thousands) | Year Ended December 31, | | |
|----------------------------------------------------------------|-------------------------|--------------|--------------|
| | 2008 | 2007 | 2006 |
| Net loans after allowance for loan losses at beginning of year | \$ 2,909,589 | \$ 3,017,031 | \$ 2,813,800 |
| Loan originations: | | | |
| One-to-four family residential | 157,257 | 168,077 | 161,672 |
| Second mortgage residential | 955 | 2,518 | 2,988 |
| Multi-family residential | 12,057 | 3,415 | 11,600 |
| Commercial real estate | 55,138 | 52,879 | 56,612 |
| Land and land development | 32,653 | 139,832 | 316,344 |
| Residential construction | 63,780 | 262,902 | 500,283 |
| Commercial construction | 74,624 | 111,451 | 249,732 |
| Agriculture - real estate | 37,755 | 47,179 | 27,376 |
| Business | 337,140 | 406,369 | 373,489 |
| Agriculture - operating | 325,470 | 275,042 | 235,845 |
| Warehouse mortgage lines of credit (1) | 2,164,117 | 2,706,073 | 2,946,983 |
| Consumer | 110,333 | 141,084 | 152,143 |
| Total loan originations | 3,371,279 | 4,316,821 | 5,035,067 |
| Loan purchases: | | | |
| One-to-four family residential (2) | 321,594 | 212,277 | 115,827 |
| Second mortgage residential | 100 | 872 | 1,649 |
| Multi-family residential | - | - | 10,000 |
| Commercial real estate | 295 | - | - |
| Land and land development | - | 10,246 | 7,917 |
| Residential construction | 19,823 | 55,387 | 161,461 |
| Commercial construction | 19,845 | 54,808 | 83,389 |
| Agriculture - real estate | 4,567 | 2,836 | - |
| Business | 11,546 | 15,842 | 15,463 |
| Agriculture - operating | 2,125 | 501 | - |
| Consumer | 47,274 | 58,647 | 88,429 |
| Total loan purchases | 427,169 | 411,416 | 484,135 |
| Total loan originations and purchases | 3,798,448 | 4,728,237 | 5,519,202 |
| Sales and loan principal repayments: | | | |
| Loan sales: | | | |
| One-to-four family residential | (353,026) | (339,013) | (242,991) |
| Land and land development | (99) | - | - |
| Residential construction | (12,437) | - | - |
| Consumer | (210) | (5,018) | (4,421) |

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| | | | |
|-----------------------------------------------------------|--------------|--------------|--------------|
| Loan principal reductions: | | | |
| Real estate, business, agriculture-operating and consumer | (1,697,664) | (1,992,193) | (2,166,909) |
| Warehouse mortgage lines of credit (1) | (2,116,723) | (2,732,637) | (2,929,512) |
| Total loan sales and principal repayments | (4,180,159) | (5,068,861) | (5,343,833) |
| Increase due to other items (3) | 191,122 | 233,182 | 27,862 |
| Net loans after allowance for loan losses at end of year | \$ 2,719,000 | \$ 2,909,589 | \$ 3,017,031 |

- (1) Reflects amounts advanced and repaid under such lines of credit during the years presented.
- (2) Substantially all of these fixed-rate loans were acquired from loan correspondents and mortgage brokers and sold to Fannie Mae, Freddie Mac or the FHLBank Topeka with servicing retained.
- (3) Other items consist of unamortized premiums, discounts and deferred loan fees, loans in process and changes in the allowance for loan losses.
-

Loan Servicing. Loan servicing includes collecting and remitting loan payments, accounting for principal and interest, holding escrow funds for the payment of real estate taxes and insurance premiums, contacting delinquent borrowers and supervising foreclosures and property dispositions in the event of unremedied defaults. The gross servicing fee income from loans sold is generally 0.25% to 0.50% of the total balance of each loan serviced. At December 31, 2008 and 2007, we were servicing \$1.6 billion and \$1.5 billion, respectively, of loans for others, primarily consisting of one-to-four family residential loans sold by us in the secondary market.

Loan Commitments. We generally issue written commitments to individual borrowers and loan correspondents for the purposes of originating and purchasing loans. These loan commitments establish the terms and conditions under which we will fund the loans. At December 31, 2008 and 2007, we had issued commitments totaling \$679.4 million and \$666.2 million, respectively, excluding loans in process, to fund and purchase loans, extend credit on commercial and consumer unused lines of credit and to extend credit under unused warehouse mortgage lines of credit. These outstanding loan commitments do not necessarily represent future cash requirements since many of the commitments may expire without being drawn.

Asset Quality

Reports listing all delinquent loans (loans 30 or more days delinquent), classified assets and other real estate owned are reviewed monthly by management and by our Board of Directors as part of its regular Board meetings. The procedures we take with respect to delinquencies vary depending on the nature of the loan, period and cause of delinquency and whether the borrower is habitually delinquent. When a borrower fails to make a required payment on a loan, we take a number of steps to have the borrower cure the delinquency and restore the loan to current status. In the event payment is not then received or the loan not otherwise satisfied, letters and telephone calls generally are made. If the loan is still not brought current or satisfied and it becomes necessary for us to take legal action, which typically occurs after a loan is 90 days or more delinquent, we will commence recovery proceedings against the property securing the loan. If a legal action is instituted and the loan is not brought current, paid in full, or refinanced before the recovery sale, the property securing the loan generally is sold and, if purchased by us, becomes other real estate owned or a repossessed asset.

During 2007 and 2008, our levels of delinquent loans, nonperforming loans (loans 90 or more days delinquent), impaired loans and other real estate owned increased significantly due to deterioration in the nation's economic conditions. The real estate market continued to decline in 2008 placing continued financial stress on customers, particularly those engaged in residential development. The downturn in the residential housing market has greatly reduced demand and market prices for developed residential lots and vacant land as well as completed homes. Where there is reduced demand for new homes, certain residential developers may be required to hold their properties for longer periods of time or be forced to sell their properties at a significantly reduced price which may result in greater holding costs and lower or deferred cash inflows. These factors have resulted in, and may continue to result in, greater credit risks for lenders. Additionally, significantly tightened credit standards have made it more difficult for potential borrowers to obtain financing and for current borrowers to refinance existing loans.

Delinquent Loans. The following table shows loans delinquent 30 – 89 days in our loan portfolio as of the dates indicated:

| (Dollars in thousands) | At December 31, | | | | |
|-----------------------------------------------------------------------------------|-----------------|-----------|-----------|-----------|-----------|
| | 2008 | 2007 | 2006 | 2005 | 2004 |
| One-to-four family residential | \$ 3,764 | \$ 5,798 | \$ 1,532 | \$ 2,081 | \$ 8,203 |
| Second mortgage residential | 1,682 | 1,499 | 2,085 | 1,844 | 1,426 |
| Multi-family residential | 7,923 | 2,019 | - | - | - |
| Commercial real estate | 3,222 | 5,268 | 728 | 269 | 643 |
| Land and land development | 16,817 | 15,997 | 144 | 2,373 | - |
| Residential construction | 24,015 | 8,263 | 17,524 | 8,287 | 1,529 |
| Commercial construction | 1,658 | - | - | - | - |
| Agriculture - real estate | 445 | 4,723 | 164 | 586 | 120 |
| Business | 5,008 | 3,247 | 620 | 1,740 | 1,122 |
| Agriculture - operating | 399 | 93 | 47 | 180 | 566 |
| Consumer | 5,441 | 5,560 | 4,818 | 6,416 | 3,448 |
| Total delinquent loans | \$ 70,374 | \$ 52,467 | \$ 27,662 | \$ 23,776 | \$ 17,057 |
| Delinquent loans as a percentage of net loans before allowance for loan losses | 2.53% | 1.76% | 0.91% | 0.84% | 0.64% |

Nonperforming Loans and Other Real Estate Owned. The following table sets forth information regarding nonperforming loans (90 or more days delinquent), other real estate owned and repossessed assets. It is our policy to cease accruing interest on loans contractually delinquent 90 days or more and to charge-off all accrued interest. We did not have any accruing loans 90 days or more past due at the dates shown.

| | At December 31, | | | | |
|---------------------------------------------------------------------------------------------|-------------------|-------------------|------------------|------------------|------------------|
| (Dollars in thousands) | 2008 | 2007 | 2006 | 2005 | 2004 |
| Nonperforming loans: | | | | | |
| One-to-four family residential | \$ 6,367 | \$ 7,029 | \$ 1,611 | \$ 1,902 | \$ 1,914 |
| Second mortgage residential | 677 | 487 | 234 | 609 | 739 |
| Multi-family residential | 412 | 603 | 1,152 | 5,731 | 2,374 |
| Commercial real estate | 4,285 | 590 | 324 | 1,007 | 707 |
| Land and land development | 58,428 | 38,708 | 4,696 | 915 | - |
| Residential construction | 51,295 | 57,709 | 18,074 | 1,840 | 2,256 |
| Commercial construction | 16,741 | 19,184 | - | - | - |
| Agriculture - real estate | 159 | 159 | 50 | 113 | 349 |
| Business | 1,313 | 1,268 | 2,280 | 526 | 771 |
| Agriculture - operating | 110 | 134 | 139 | 308 | 1 |
| Consumer | 2,428 | 2,619 | 1,490 | 1,454 | 1,121 |
| Total nonperforming loans | 142,215 | 128,490 | 30,050 | 14,405 | 10,232 |
| Other real estate owned and repossessed assets, net (1) | | | | | |
| | 37,236 | 6,405 | 5,264 | 2,446 | 382 |
| Total nonperforming assets | 179,451 | 134,895 | 35,314 | 16,851 | 10,614 |
| Troubled debt restructurings | 35,528 | 19,569 | 8,904 | 5,180 | 3,469 |
| Total nonperforming assets and troubled debt restructurings | \$ 214,979 | \$ 154,464 | \$ 44,218 | \$ 22,031 | \$ 14,083 |
| Total nonperforming loans as a percentage of net loans | 5.11% | 4.32% | 0.99% | 0.51% | 0.39% |
| Total nonperforming assets as a percentage of total assets | 5.41% | 3.81% | 1.03% | 0.52% | 0.35% |
| Total nonperforming assets and troubled debt restructurings as a percentage of total assets | 6.48% | 4.37% | 1.29% | 0.68% | 0.46% |

(1) Other real estate owned and repossessed asset balances are shown net of related loss allowances. Includes both real property and other repossessed collateral consisting primarily of automobiles.

Nonperforming Loans. At December 31, 2008, our nonperforming loans totaled \$142.2 million of which \$19.0 million, or 13.4%, was secured by property located in our Primary Market Area. Former loan production office states had \$106.1 million, or 74.6%, of total nonperforming loans at December 31, 2008. Other states comprised the remaining \$17.1 million, or 12.0%, on nonperforming loans at December 31, 2008. Due to the continued erosion of real estate values and increased housing inventory in several markets throughout the country, we have, and may continue to experience, increased levels of nonperforming loans.

The change in our nonperforming loans is primarily attributable to the following:

Land and Land Development. Our nonperforming land development loans at December 31, 2008 totaled \$58.4 million which consisted of 45 land development properties. At December 31, 2008, nonperforming land and land development loans consisted of 16 residential properties in Nevada totaling \$43.9 million, six residential properties in Nebraska totaling \$4.4 million, eight residential properties in Florida totaling \$4.1 million, four residential properties located in Arizona totaling \$3.2 million and 11 residential properties located in other states

totaling \$2.9 million. With the exception of a very limited number of local or existing borrowers, we have not committed to any additional land and land development loans since the end of 2006.

Residential Construction Loans. At December 31, 2008, our nonperforming residential construction loans totaled \$51.3 million and consisted of 96 residential properties. At December 31, 2008, nonperforming residential construction loans consisted of 38 properties located in South Carolina totaling \$13.9 million, seven properties located in Nevada totaling \$12.4 million, eight properties located in Arizona totaling \$7.8 million, 16 properties located in North Carolina totaling \$5.5 million, seven properties located in Florida totaling \$5.5 million, 16 properties located in Nebraska totaling \$4.4 million and four properties located in other states totaling \$1.6 million.

On June 25, 2008, we sold over 300 delinquent residential construction loans previously originated by TransLand. This sale of TransLand-related loans, net of charge-offs, represented \$12.7 million of our total nonperforming residential construction loans.

Commercial Construction. Nonperforming commercial construction loans totaled \$16.7 million at December 31, 2008. Our nonperforming commercial construction loans at December 31, 2008 consist of one property in Nevada totaling \$15.0 million and two properties in Nebraska totaling \$1.8 million. The nonperforming loans in Nevada are secured by one upscale condominium development located in the Las Vegas metro area. We have entered into a contract to complete the project with a local builder under the supervision of a court-appointed trustee.

Delinquent and Nonperforming Loans by State. The following table details our delinquent and nonperforming loans by state, on a net loan basis, as of December 31, 2008:

| (Dollars in thousands) | Net Loan Balance at December 31, 2008 | Loans 30 - 89 Days Delinquent | Nonperforming Loans | Total Delinquent and Nonperforming Loans |
|---------------------------------------------------|------------------------------------------------|-------------------------------------|------------------------|---------------------------------------------------|
| Within our Primary Market Area: | | | | |
| Nebraska | \$ 1,344,130 | \$ 14,366 | \$ 18,528 | \$ 32,894 |
| Iowa | 110,778 | 1,151 | 468 | 1,619 |
| Kansas | 65,993 | 54 | 23 | 77 |
| Total within our Primary Market Area | 1,520,901 | 15,571 | 19,019 | 34,590 |
| Within Former Loan Production Office States: | | | | |
| Nevada | 171,527 | 17,312 | 71,284 | 88,596 |
| Colorado | 139,730 | 1,781 | 33 | 1,814 |
| Minnesota | 130,076 | 528 | 3,197 | 3,725 |
| Arizona | 126,940 | 480 | 10,913 | 11,393 |
| Florida | 69,565 | 232 | 13,658 | 13,890 |
| North Carolina | 55,708 | 14,045 | 7,005 | 21,050 |
| Total within former loan production office states | 693,546 | 34,378 | 106,090 | 140,468 |
| Other States: | | | | |
| South Carolina | 59,597 | 4,709 | 14,387 | 19,096 |
| California | 68,642 | 121 | 1,032 | 1,153 |
| Texas | 58,122 | 3,350 | 35 | 3,385 |
| Illinois | 43,889 | 433 | 11 | 444 |
| Oregon | 44,133 | - | - | - |
| Washington | 31,052 | - | - | - |
| Other States | 262,338 | 11,812 | 1,641 | 13,453 |
| Total other states | 567,773 | 20,425 | 17,106 | 37,531 |
| Total net loans | \$ 2,782,220 | \$ 70,374 | \$ 142,215 | \$ 212,589 |

Impaired Loans. A loan is considered impaired when, based on current information and events, it is probable that we will be unable to collect the scheduled payments of principal and interest when due according to the contractual terms of the loan agreement. Impairment is measured by: (a) the fair value of the collateral if the loan is collateral dependent; (b) the present value of expected future cash flows; or (c) the loan's observable market price. Loans classified as impaired totaled \$185.9 million and \$125.9 million at December 31, 2008 and 2007, respectively. Our allowance for loan losses related to impaired loans totaled \$16.4 million and \$24.6 million at December 31, 2008 and 2007, respectively. Impaired loans at December 31, 2008 consisted primarily of \$80.6 million of land and land development loans, \$67.3 million of residential construction loans and \$20.1 million of commercial construction loans.

The average balance of impaired and restructured loans for the years ended December 31, 2008 and 2007 totaled \$171.5 million and \$58.4 million, respectively. Interest recognized on impaired and restructured loans for the years

ended December 31, 2008 and 2007 was \$1.7 million and \$675,000, respectively.

Other Real Estate Owned and Repossessed Assets. When we acquire real estate owned property or other assets through foreclosure, deed in lieu of foreclosure or repossession, it is initially recorded at the lower of the recorded investment in the corresponding loan or the fair value of the related assets at the date of foreclosure, less costs to sell. If there is a further deterioration in value, we record a loss provision for other real estate owned for the decline in value. We generally obtain an appraisal or broker's price opinion on all real estate subject to foreclosure proceedings prior to the time of foreclosure.

Other Real Estate Owned and Repossessed Asset Activity. The following table sets forth the activity of our other real estate owned and repossessed assets for the periods indicated:

| (Dollars in thousands) | Year Ended December 31, | | | |
|---------------------------------------|-------------------------|----------|----------|----------|
| | 2008 | 2007 | 2006 | 2005 |
| Balance at beginning of year | \$ 6,405 | \$ 5,264 | \$ 2,446 | \$ 382 |
| Loan foreclosures and other additions | 38,365 | 9,292 | 10,495 | 3,485 |
| Sales | (6,251) | (7,290) | (7,172) | (1,433) |
| Provisions for losses | (1,141) | (636) | (370) | (73) |
| Gain (loss) on disposal | (142) | (225) | (135) | 85 |
| Balance at end of year | \$ 37,236 | \$ 6,405 | \$ 5,264 | \$ 2,446 |

At December 31, 2008, other real estate owned and repossessed assets consisted primarily of eight commercial properties totaling \$21.7 million and 93 residential properties totaling \$15.5 million.

Classified Assets. Federal regulations and our Asset Classification Policy require that we utilize an internal asset classification system as a means of reporting problem and potential problem assets. We have incorporated the OTS's internal asset classifications as a part of our credit monitoring system. All assets are subject to classification. Asset quality ratings are divided into three asset classifications: Pass (unclassified), special mention and classified (adverse classification). Additionally, there are three adverse classifications: "substandard", "doubtful" and "loss". A pass asset is considered to be of sufficient quality to preclude a special mention or an adverse rating. The special mention asset has potential weaknesses that deserve management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the asset or in our credit position at a future date. Classified assets receive an adverse classification. An asset is considered "substandard" if it is inadequately protected by the current net worth and paying capacity of the borrower or of the collateral pledged, if any. "Substandard" assets include those characterized by the "distinct possibility" that we will sustain "some loss" if the deficiencies are not corrected. Assets classified as "doubtful" have all of the weaknesses inherent in those classified "substandard" with the added characteristic that the weaknesses present make "collection or liquidation in full," on the basis of currently existing facts, conditions, and values, "highly questionable and improbable." Assets classified as "loss" are those considered "uncollectible" and of such little value that their continuance as assets without the establishment of a specific loss reserve is not warranted. When we classify one or more assets, or portions thereof, as "substandard", "doubtful" or "loss", we establish a valuation allowance for loan losses in an amount deemed prudent by management based on the specific facts of the asset.

As part of our asset classification process, we identify loans that carry relative levels of risk which may be considered higher than normal due to possible deterioration of the borrower's financial condition or the value of the underlying collateral. Since these loans remain performing in accordance with the terms of the loan agreement, they are not included in impaired, delinquent or nonperforming loans or troubled debt restructurings; however, management is

aware of circumstances which may raise concern as to the ability of the borrower to comply with present repayment terms. These potential problem loans totaled \$285.6 million and \$53.1 million at December 31, 2008 and 2007, respectively, with the December 31, 2008 composition of loans primarily consisting of \$103.6 million of land and land development, \$60.9 million of commercial construction, \$39.7 million of multi-family and \$33.9 million of business loans. The increase in potential problem loans from 2007 was primarily the result of continued declines in real estate values, slow real estate sales and the economy in general.

Our Asset Classification Committee reviews and classifies assets no less frequently than quarterly and our Board of Directors reviews the asset classification reports on a quarterly basis. The Asset Classification Committee is composed of the following officers of the Bank: Chief Executive Officer, Chief Operating Officer, Director of Lending, Risk Management Officer, Chief Credit Officer, Director of Real Estate Lending, Chief Financial Officer, Controller, Director of Corporate Banking, Senior Financial Analysis Manager and External Reporting Manager.

Allowance for Loan Losses. A provision for loan losses is charged to earnings when it is determined by management to be required based on our analysis. The allowance for loan losses is maintained at a level believed to cover all known and inherent losses in the loan portfolio that are both probable and reasonable to estimate at each reporting date. Management reviews the loan portfolio no less frequently than monthly in order to identify those inherent losses and to assess the overall collection probability of the portfolio. Our review includes a quantitative analysis by loan category, using historical loss experience, classifying loans pursuant to a grading system and consideration of a series of qualitative

loss factors. These loss factors are developed using our historical loan loss experience for each group of loans as further adjusted for specific factors, including the following:

- Trends and levels of delinquent, nonperforming or “impaired” loans;
 - Trends and levels of charge-offs and recoveries;
 - Underwriting terms or guarantees for loans;
- Impact of changes in underwriting standards, risk tolerances or other changes in lending practices;
 - Changes in the value of collateral securing loans;
 - Total loans outstanding and the volume of loan originations;
 - Type, size, terms and geographic concentration of loans held;
 - Changes in qualifications or experience of the lending staff;
 - Changes in local or national economic or industry conditions;
 - Number of loans requiring heightened management oversight;
 - Changes in credit concentration; and
 - Changes in regulatory requirements.

In addition, we use information about specific borrower situations, including their financial position, work-out plans and estimated collateral values under various liquidation scenarios to estimate the risk and amount of potential loss.

Management believes that, based on information currently available to us at this time, our allowance for loan losses is maintained at a level which covers all known and inherent losses that are both probable and reasonable to estimate at each reporting date. Actual losses are dependent upon future events and, as such, further changes to the level of allowances for loan losses may become necessary.

The allowance for loan losses consists of two elements. The first element is an allocated allowance established for specific loans identified by the credit review function that are evaluated individually for impairment and are considered to be impaired. A loan is considered impaired when, based on current information and events, it is probable that we will be unable to collect the scheduled payments of principal and interest when due according to the contractual terms of the loan agreement. Impairment is measured by: (a) the fair value of the collateral if the loan is collateral dependent; (b) the present value of expected future cash flows; or (c) the loan’s observable market price. The second element is an estimated allowance established for losses which are probable and reasonable to estimate on each category of outstanding loans. While we utilize available information to recognize probable losses on loans inherent in the portfolio, future additions to the allowance may be necessary based on changes in economic conditions and other factors. In addition, various regulatory agencies, as an integral part of their examination process, periodically review our allowance for loan losses. Such agencies may require us to recognize additions to the allowance based on their judgment of information available to them at the time of their examination.

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Allowance for Loan Losses. The following table shows changes in our allowance for loan losses during the years presented:

| (Dollars in thousands) | At or For the Year Ended December 31, | | | | |
|-------------------------------------------------------------------------------------------------------|---------------------------------------|-----------|-----------|-----------|-----------|
| | 2008 | 2007 | 2006 | 2005 | 2004 |
| Allowance for loan losses at beginning of year | \$ 66,540 | \$ 33,129 | \$ 30,870 | \$ 26,831 | \$ 19,586 |
| Allowance for loan losses acquired | - | - | - | - | 4,221 |
| Charge-offs: | | | | | |
| One-to-four family residential | (7,833) | (302) | (6) | (11) | (16) |
| Second mortgage residential | (348) | (328) | (389) | (402) | (520) |
| Multi-family residential | (118) | (40) | - | (729) | - |
| Commercial real estate | (49) | (1,766) | (14) | (7) | - |
| Land and land development | (34,244) | (2) | (532) | - | - |
| Residential construction | (31,250) | (26,385) | (368) | (114) | (138) |
| Commercial construction | (10,040) | - | - | - | - |
| Business | (3,333) | (1,964) | (1,021) | (608) | (57) |
| Agriculture - operating | (16) | - | (227) | - | (64) |
| Warehouse mortgage lines of credit | - | - | - | - | (20) |
| Consumer | (3,167) | (2,250) | (1,550) | (1,192) | (1,421) |
| Total charge-offs | (90,398) | (33,037) | (4,107) | (3,063) | (2,236) |
| Recoveries on loans previously charged-off | 2,288 | 1,066 | 313 | 666 | 373 |
| Provision for loan losses | 84,790 | 65,382 | 6,053 | 6,436 | 4,887 |
| Allowance for loan losses at end of year | \$ 63,220 | \$ 66,540 | \$ 33,129 | \$ 30,870 | \$ 26,831 |
| Allowance for loan losses as a percentage of net loans | 2.27% | 2.24% | 1.09% | 1.09% | 1.01% |
| Allowance for loan losses as a percentage of nonperforming loans | 44.45% | 51.79% | 110.25% | 214.30% | 262.23% |
| Ratio of net charge-offs during the year as a percentage of average loans outstanding during the year | 3.20% | 1.07% | 0.13% | 0.09% | 0.08% |

We generally discontinue funding of loans which become nonperforming or are deemed impaired unless additional funding is required to protect the asset. In addition, due to certain laws and regulations in some states, additional funding may be required. Our reserve for unfunded loan commitments at December 31, 2008 and 2007 was \$300,000

and \$2.7 million, respectively, which represents potential future losses associated with these unfunded commitments. We did not have a reserve for unfunded loan commitments at December 31, 2006, 2005 and 2004.

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Allowance for Loan Losses by Loan Type. The following table shows how our allowance for loan losses is allocated by type of loan at each of the dates indicated:

| (Dollars in thousands) | At December 31, | | | | | |
|------------------------------------|---------------------|-------------------------------------|---------------------|-------------------------------------|---------------------|-------------------------------------|
| | 2008 | | 2007 | | 2006 | |
| | Amount of Allowance | Loan Category as a % of Total Loans | Amount of Allowance | Loan Category as a % of Total Loans | Amount of Allowance | Loan Category as a % of Total Loans |
| One-to-four family residential | \$ 5,655 | 12.99% | \$ 6,234 | 9.41% | \$ 339 | 9.21% |
| Second mortgage residential | 573 | 2.58 | 716 | 2.86 | 904 | 3.27 |
| Multi-family residential | 2,971 | 6.73 | 1,480 | 3.19 | 1,874 | 4.05 |
| Commercial real estate | 4,485 | 12.03 | 4,599 | 11.10 | 4,708 | 10.77 |
| Land and land development(1) | 19,662 | 13.39 | 11,963 | 14.16 | 4,387 | 13.44 |
| Residential construction(2) | 6,389 | 7.75 | 20,619 | 15.36 | 7,019 | 21.21 |
| Commercial construction | 9,863 | 12.16 | 7,893 | 16.18 | 3,123 | 13.36 |
| Agriculture - real estate | 1,034 | 3.21 | 953 | 2.72 | 702 | 1.86 |
| Business | 4,199 | 8.46 | 3,717 | 7.56 | 3,353 | 5.99 |
| Agriculture - operating | 1,410 | 3.59 | 1,257 | 3.00 | 1,185 | 2.56 |
| Warehouse mortgage lines of credit | 267 | 4.51 | 172 | 2.58 | 225 | 3.06 |
| Consumer | 6,712 | 12.60 | 6,937 | 11.88 | 5,310 | 11.22 |
| Total | \$ 63,220 | 100.00% | \$ 66,540 | 100.00% | \$ 33,129 | 100.00% |

(1)The 2008 increase was primarily attributable to a \$29.5 million increase in impaired land and land development loans.

(2)The 2008 decrease was primarily attributable to the charge-off of \$14.2 million of our allowance for loan losses in conjunction with our TransLand loan sale.

| (Dollars in thousands) | At December 31, | | | |
|--------------------------------|---------------------|-------------------------------------|---------------------|-------------------------------------|
| | 2005 | | 2004 | |
| | Amount of Allowance | Loan Category as a % of Total Loans | Amount of Allowance | Loan Category as a % of Total Loans |
| One-to-four family residential | \$ 740 | 10.96% | \$ 805 | 13.54% |
| Second mortgage residential | 1,502 | 4.57 | 2,369 | 8.26 |
| Multi-family residential | 2,659 | 4.75 | 2,468 | 4.61 |
| Commercial real estate | 5,376 | 11.47 | 6,041 | 14.38 |

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| | | | | |
|---------------------------------------|-----------|---------|-----------|---------|
| Land and land development | 3,363 | 8.27 | 1,282 | 4.95 |
| Residential construction | 4,455 | 26.89 | 3,140 | 19.46 |
| Commercial construction | 2,681 | 10.03 | 2,000 | 9.14 |
| Agriculture - real estate | 687 | 1.62 | 873 | 2.16 |
| Business | 2,531 | 5.06 | 1,796 | 4.62 |
| Agriculture - operating | 941 | 2.07 | 990 | 2.31 |
| Warehouse mortgage lines of credit | 190 | 2.71 | 266 | 4.30 |
| Consumer | 5,745 | 11.60 | 4,801 | 12.27 |
| Total | \$ 30,870 | 100.00% | \$ 26,831 | 100.00% |

Investment Activities

Federally chartered savings institutions have the authority to invest in various types of liquid assets, including United States Treasury obligations, securities of various federal agencies, time deposits of insured banks and savings institutions, bankers' acceptances, repurchase agreements and federal funds. Subject to various restrictions, federally chartered savings institutions may also invest in commercial paper, investment-grade corporate debt securities and mutual funds whose assets conform to the investments that a federally chartered savings institution is otherwise authorized to make directly. Historically, we have maintained liquid assets at a level considered to be adequate to meet our normal daily activities.

Our investment policy, as approved by our Board of Directors, requires management to maintain adequate liquidity and to generate a favorable return on investment without incurring undue interest rate and credit risk. We primarily utilize investments to collateralize deposits. Additionally, we may use investment securities for liquidity management, as a method of deploying excess funding not utilized for loan originations and purchases. We have invested in U.S. Government securities and agency obligations, corporate securities, municipal obligations, agency equity securities, mutual funds, U.S. Government sponsored agency issued mortgage-backed securities and collateralized mortgage obligations. As required by Statement of Financial Accounting Standard ("SFAS") No. 115, Accounting for Certain Investments in Debt and Equity Securities, we have established an investment portfolio of securities that are categorized as held to maturity or available for sale. We do not currently maintain a portfolio of securities categorized as trading. Substantially all of our investment securities are purchased for the available for sale portfolio which totaled \$137.7 million, or 4.1% of total assets, at December 31, 2008. At such date, we had net unrealized losses with respect to such securities of \$245,000. At December 31, 2008, the held to maturity securities portfolio totaled \$48,000.

At December 31, 2008, our mortgage-backed security portfolio (which was classified as available for sale) totaled \$3.1 million, or 0.1% of total assets. At such date, we had net unrealized gains with respect to our mortgage-backed securities of \$19,000. Investments in mortgage-backed securities involve a risk that actual prepayments will be greater than estimated prepayments over the life of the security, which may require adjustments to the amortization of any premium or accretion of any discount relating to such instruments thereby changing the net yield on such securities. There is also reinvestment risk associated with the cash flows from such securities or in the event the issuer redeems such securities. In addition, the fair value of such securities may be adversely affected by changes in interest rates.

Investment Securities Portfolio Composition. The following table sets forth certain information relating to our available for sale investment securities portfolio at the dates indicated:

| (Dollars in thousands) | At December 31, | | | | | |
|------------------------------------------------------|-----------------|------------|----------------|------------|----------------|------------|
| | 2008 | | 2007 | | 2006 | |
| | Amortized Cost | Fair Value | Amortized Cost | Fair Value | Amortized Cost | Fair Value |
| U.S. Government securities and agency obligations | \$ 119,811 | \$ 120,071 | \$ 105,428 | \$ 105,413 | \$ 78,201 | \$ 77,569 |
| Corporate securities | 3,548 | 3,527 | 4,935 | 4,920 | 5,245 | 5,130 |
| Municipal obligations | 9,635 | 9,652 | 13,931 | 13,914 | 15,970 | 15,928 |
| Agency equity securities | 8 | 8 | 536 | 422 | 547 | 537 |
| Asset Management Fund - ARM Fund | 4,907 | 4,406 | 5,812 | 5,812 | 6,000 | 5,836 |
| Total investment securities | 137,909 | 137,664 | 130,642 | 130,481 | 105,963 | 105,000 |
| FHLBank Topeka stock | 47,011 | 47,011 | 65,837 | 65,837 | 62,022 | 62,022 |
| Total investment securities and FHLBank Topeka stock | \$ 184,920 | \$ 184,675 | \$ 196,479 | \$ 196,318 | \$ 167,985 | \$ 167,022 |

Investment Security Maturity and Yield. The following table sets forth the fair value of available for sale investment securities which mature during each of the years indicated and the weighted average yields for each range of maturities at December 31, 2008. No tax-exempt yields have been adjusted to a tax-equivalent basis.

| (Dollars in thousands) | Maturing During the Year Ending December 31, | | | | | Total |
|---------------------------------------------------|----------------------------------------------|-------------|-------------|------------|------|------------|
| | 2009 | 2010 - 2013 | 2014 - 2018 | After 2018 | | |
| Bonds and other debt securities: | | | | | | |
| U.S. Government securities and agency obligations | | | | | | |
| Balance | \$ 95,071 | \$ 20,000 | \$ 5,000 | \$ - | \$ - | \$ 120,071 |
| Weighted average yield | 1.91% | 1.28% | 4.08% | - | - | 1.90% |
| Corporate securities | | | | | | |
| Balance | \$ - | \$ 3,527 | \$ - | \$ - | \$ - | \$ 3,527 |
| Weighted average yield | - | 6.56% | - | - | - | 6.56% |
| Municipal obligations | | | | | | |
| Balance | \$ 792 | \$ 4,542 | \$ 4,318 | \$ - | \$ - | \$ 9,652 |
| Weighted average yield | 4.56% | 4.21% | 4.39% | - | - | 4.32% |

Equity Securities:

Asset Management Fund - ARM Fund

| | | | | | |
|------------------------|----------|------|------|------|----------|
| Balance | \$ 4,406 | \$ - | \$ - | \$ - | \$ 4,406 |
| Weighted average yield | 4.25% | - | - | - | 4.25% |

Agency equity securities

| | | | | | |
|------------------------|------|------|------|------|------|
| Balance | \$ 8 | \$ - | \$ - | \$ - | \$ 8 |
| Weighted average yield | - | - | - | - | - |

FHLBank Topeka stock

| | | | | | |
|------------------------|-----------|------|------|------|-----------|
| Balance | \$ 47,011 | \$ - | \$ - | \$ - | \$ 47,011 |
| Weighted average yield | 2.32% | - | - | - | 2.32% |

| | | | | | |
|------------------|------------|-----------|----------|------|------------|
| Total fair value | \$ 147,288 | \$ 28,069 | \$ 9,318 | \$ - | \$ 184,675 |
|------------------|------------|-----------|----------|------|------------|

| | | | | | |
|------------------------|-------|-------|-------|---|-------|
| Weighted average yield | 2.13% | 2.42% | 4.22% | - | 2.28% |
|------------------------|-------|-------|-------|---|-------|

Mortgage-Backed Securities Portfolio Composition. The following table sets forth the composition of our mortgage-backed securities portfolio at the dates indicated:

| (Dollars in thousands) | At December 31, | | | | | |
|----------------------------------|-----------------|------------|----------------|------------|----------------|------------|
| | 2008 | | 2007 | | 2006 | |
| | Amortized Cost | Fair Value | Amortized Cost | Fair Value | Amortized Cost | Fair Value |
| Fixed-rate: | | | | | | |
| FHLMC | \$ 243 | \$ 239 | \$ 820 | \$ 802 | \$ 1,146 | \$ 1,100 |
| FNMA | 343 | 344 | 654 | 637 | 1,110 | 1,068 |
| GNMA | 360 | 370 | 458 | 445 | 654 | 604 |
| FHLMC/FNMA CMOs | 329 | 323 | 2,406 | 2,374 | 5,936 | 5,833 |
| Total fixed-rate | 1,275 | 1,276 | 4,338 | 4,258 | 8,846 | 8,605 |
| Adjustable-rate: | | | | | | |
| GNMA | 994 | 1,020 | 1,299 | 1,325 | 1,932 | 1,966 |
| FNMA | 734 | 728 | 988 | 979 | 1,535 | 1,541 |
| FHLMC | 111 | 109 | 130 | 127 | 163 | 160 |
| Total adjustable-rate | 1,839 | 1,857 | 2,417 | 2,431 | 3,630 | 3,667 |
| Total mortgage-backed securities | \$ 3,114 | \$ 3,133 | \$ 6,755 | \$ 6,689 | \$ 12,476 | \$ 12,272 |

Mortgage-Backed Security Maturity and Yield. Information regarding the contractual maturities and weighted average yield of our mortgage-backed securities portfolio at December 31, 2008 is presented below. Due to repayments of the underlying loans, the actual maturities of mortgage-backed securities generally are less than their contractual maturities.

| (Dollars in thousands) | Maturing During the Year Ending December 31, | | | |
|------------------------|----------------------------------------------|-------------|------------|--------|
| | 2009 | 2010 - 2013 | After 2013 | Total |
| Fixed-rate: | | | | |
| FHLMC | | | | |
| Balance | \$ 171 | \$ 41 | \$ 27 | \$ 239 |
| Weighted average yield | 3.18% | 7.26% | 7.64% | 4.38% |
| FNMA | | | | |
| Balance | \$ 124 | \$ - | \$ 220 | \$ 344 |
| Weighted average yield | 1.48% | - | 6.76% | 4.86% |

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| | | | | | |
|------------------------|----|-------|-------|-------|-------------------|
| GNMA | | | | | |
| Balance | \$ | - | \$ | - | \$ 370 \$ 370 |
| Weighted average yield | | - | - | 6.22% | 6.22% |
| FHLMC/FNMA CMOs | | | | | |
| Balance | \$ | 88 | \$ | - | \$ 235 \$ 323 |
| Weighted average yield | | 5.31% | - | 3.60% | 4.07% |
| Adjustable-rate: | | | | | |
| FHLMC | | | | | |
| Balance | \$ | - | \$ | - | \$ 109 \$ 109 |
| Weighted average yield | | - | - | 5.46% | 5.46% |
| FNMA | | | | | |
| Balance | \$ | - | \$ | - | \$ 728 \$ 728 |
| Weighted average yield | | - | - | 5.59% | 5.59% |
| GNMA | | | | | |
| Balance | \$ | - | \$ | - | \$ 1,020 \$ 1,020 |
| Weighted average yield | | - | - | 5.02% | 5.02% |
| Total fair value | \$ | 383 | \$ | 41 | \$ 2,709 \$ 3,133 |
| Weighted average yield | | 3.12% | 7.26% | 5.40% | 5.15% |

Unrealized Losses. At December 31, 2008 and 2007, all unrealized losses related to investment and mortgage-backed securities are considered temporary in nature. Investment and mortgage-backed securities with unrealized losses at December 31, 2008 and 2007, are summarized in the following tables:

| (Dollars in thousands) | Less than 12 Months | | 12 Months or Longer | | Total | |
|---------------------------------------------------|---------------------|-------------------|---------------------|-------------------|------------|-------------------|
| | Fair Value | Unrealized Losses | Fair Value | Unrealized Losses | Fair Value | Unrealized Losses |
| At December 31, 2008: | | | | | | |
| U.S. Government securities and agency obligations | \$ 5,004 | \$ 4 | \$ - | \$ - | \$ 5,004 | \$ 4 |
| Corporate securities | 3,548 | 21 | - | - | 3,548 | 21 |
| Municipal obligations | 1,475 | 15 | - | - | 1,475 | 15 |
| Asset Management Fund - ARM Fund | 4,907 | 501 | - | - | 4,907 | 501 |
| Mortgage-backed securities | 1,484 | 12 | 501 | 15 | 1,985 | 27 |
| Total temporarily impaired securities | \$ 16,418 | \$ 553 | \$ 501 | \$ 15 | \$ 16,919 | \$ 568 |
| At December 31, 2007: | | | | | | |
| U.S. Government securities and agency obligations | \$ 19,994 | \$ 3 | \$ 11,999 | \$ 30 | \$ 31,993 | \$ 33 |
| Corporate securities | 3,570 | 3 | 1,350 | 12 | 4,920 | 15 |
| Municipal obligations | 1,424 | 21 | 1,570 | 14 | 2,994 | 35 |
| Agency equity securities | 5 | 1 | 412 | 113 | 417 | 114 |
| Mortgage-backed securities | 1,871 | 17 | 3,062 | 81 | 4,933 | 98 |
| Total temporarily impaired securities | \$ 26,864 | \$ 45 | \$ 18,393 | \$ 250 | \$ 45,257 | \$ 295 |

We believe all unrealized losses on securities at December 31, 2008 and 2007 are temporary. Impairment is deemed temporary if the positive evidence indicating that an investment's carrying amount is recoverable within a reasonable time period outweighs negative evidence to the contrary. At December 31, 2008, we had the ability and intent to hold these securities until maturity or for the period necessary to recover the unrealized losses.

Sources of Funds

General. Our primary sources of funds are deposits; amortization of loans, loan prepayments and maturity of loans; repayment, maturity or sale of investment and mortgage-backed securities; and other funds provided from operations. While scheduled payments from the amortization of loans and mortgage-backed securities and maturing investment securities are relatively predictable sources of funds, deposit flows and loan prepayments can be greatly influenced by general interest rates, economic conditions and competition. We utilize FHLBank advances and other borrowings as additional funding sources.

Deposits. As a regional community bank, we offer a variety of products designed to attract deposits from the general public, local businesses and governmental entities. Our product offerings consist of checking (both interest- and noninterest-bearing), money market, savings, time deposits and individual retirement accounts. We did not have any brokered deposits at December 31, 2008, 2007 or 2006.

Deposit Composition. The following table shows the distribution of our deposits by type of deposit, as of the dates indicated:

| | At December 31, | | | | | |
|----------------------------|-----------------|-------|-----------|-------|-----------|-------|
| | 2008 | | 2007 | | 2006 | |
| (Dollars in thousands) | Amount | % | Amount | % | Amount | % |
| Time deposits: | | | | | | |
| 0.00% - 0.99% | \$ 67 | -% | \$ 20 | -% | \$ - | -% |
| 1.00% - 1.99% | 397 | 0.02 | 101 | - | 542 | 0.03 |
| 2.00% - 2.99% | 338,428 | 14.67 | 3,879 | 0.16 | 27,594 | 1.34 |
| 3.00% - 3.99% | 939,321 | 40.71 | 129,910 | 5.34 | 151,499 | 7.38 |
| 4.00% - 4.99% | 88,438 | 3.83 | 398,325 | 16.39 | 348,777 | 16.99 |
| 5.00% - 5.99% | 9,475 | 0.41 | 866,878 | 35.67 | 592,013 | 28.85 |
| 6.00% - 6.99% | - | - | - | - | 128 | 0.01 |
| Total time deposits | 1,376,126 | 59.64 | 1,399,113 | 57.56 | 1,120,553 | 54.60 |
| Transaction accounts: | | | | | | |
| Noninterest-bearing | | | | | | |
| checking | 149,597 | 6.49 | 164,275 | 6.76 | 154,123 | 7.51 |
| Savings | 204,494 | 8.86 | 188,613 | 7.76 | 45,452 | 2.21 |
| Interest-bearing | | | | | | |
| checking | 327,361 | 14.19 | 328,267 | 13.51 | 349,033 | 17.01 |
| Money market | 249,714 | 10.82 | 350,276 | 14.41 | 383,182 | 18.67 |
| Total transaction accounts | 931,166 | 40.36 | 1,031,431 | 42.44 | 931,790 | 45.40 |

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| | | | | | | |
|----------------|--------------|---------|--------------|---------|--------------|---------|
| Total deposits | \$ 2,307,292 | 100.00% | \$ 2,430,544 | 100.00% | \$ 2,052,343 | 100.00% |
|----------------|--------------|---------|--------------|---------|--------------|---------|

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Deposit Average Balances and Average Rates Paid. The following table shows the average balance of each type of deposit and the average rate paid on each type of deposit for the years indicated:

| (Dollars in thousands) | Year Ended December 31, | | | | | |
|---------------------------------|-------------------------|-------------------|-----------------|-------------------|-----------------|-------------------|
| | 2008 | | 2007 | | 2006 | |
| | Average Balance | Average Rate Paid | Average Balance | Average Rate Paid | Average Balance | Average Rate Paid |
| Interest-bearing checking | \$ 325,351 | 0.82% | \$ 326,545 | 1.13% | \$ 361,056 | 1.15% |
| Savings | 206,594 | 2.15 | 90,036 | 2.70 | 51,643 | 0.51 |
| Money market | 309,481 | 1.58 | 385,210 | 3.04 | 393,807 | 2.82 |
| Time deposits | 1,290,469 | 4.10 | 1,287,195 | 4.98 | 1,085,350 | 4.12 |
| Total interest-bearing deposits | 2,131,895 | 3.04 | 2,088,986 | 3.92 | 1,891,856 | 3.18 |
| Noninterest-bearing checking | 148,122 | - | 135,617 | - | 119,394 | - |
| Total deposits | \$ 2,280,017 | 2.84% | \$ 2,224,603 | 3.69% | \$ 2,011,250 | 2.99% |

Time Deposit Maturity. The following table presents, by various interest rate categories and maturities, the amount of time deposits at December 31, 2008:

| (Dollars in thousands) | Balance at December 31, 2008 | | | | |
|------------------------|-----------------------------------------------|------------|-----------|------------|--------------|
| | Maturing in the 12 Months Ending December 31, | | | | |
| | 2009 | 2010 | 2011 | Thereafter | Total |
| Time deposits: | | | | | |
| 0.00% - | | | | | |
| 0.99% | \$ 67 | \$ - | \$ - | \$ - | \$ 67 |
| 1.00% - | | | | | |
| 1.99% | 303 | - | - | 94 | 397 |
| 2.00% - | | | | | |
| 2.99% | 323,593 | 7,443 | 1,557 | 5,835 | 338,428 |
| 3.00% - | | | | | |
| 3.99% | 767,829 | 158,886 | 11,006 | 1,600 | 939,321 |
| 4.00% - | | | | | |
| 4.99% | 62,279 | 13,725 | 7,712 | 4,722 | 88,438 |
| 5.00% - | | | | | |
| 5.99% | 7,088 | 1,197 | 1,090 | 100 | 9,475 |
| Total time deposits | \$ 1,161,159 | \$ 181,251 | \$ 21,365 | \$ 12,351 | \$ 1,376,126 |

Time Deposits Exceeding \$100,000. The following table shows the maturities of our time deposits exceeding \$100,000 at December 31, 2008 by the time remaining to maturity.

| (Dollars in thousands) | Amount | Weighted Average Rate |
|-----------------------------------------|------------|--------------------------|
| Quarter ending: | | |
| March 31, 2009 | \$ 83,755 | 3.16% |
| June 30, 2009 | 55,180 | 3.53 |
| September 30, 2009 | 57,983 | 3.63 |
| December 31, 2009 | 66,913 | 3.78 |
| After December 31, 2009 | 41,868 | 3.83 |
| Total time deposits exceeding \$100,000 | \$ 305,699 | 3.54% |

Time Deposits Exceeding \$250,000. The following table shows the maturities of our time deposits exceeding \$250,000 at December 31, 2008 by the time remaining to maturity.

| (Dollars in thousands) | Amount | Weighted Average Rate |
|-----------------------------------------|-----------|--------------------------|
| Quarter ending: | | |
| March 31, 2009 | \$ 20,788 | 2.99% |
| June 30, 2009 | 13,620 | 3.83 |
| September 30, 2009 | 5,422 | 3.80 |
| December 31, 2009 | 11,813 | 4.04 |
| After December 31, 2009 | 7,226 | 3.98 |
| Total time deposits exceeding \$250,000 | \$ 58,869 | 3.59% |

Borrowings. We utilize advances from the FHLBank as an alternative to retail deposits to fund our operations as part of our operating strategy. The FHLBank is part of a system of 12 regional Federal Home Loan Banks, each subject to Federal Housing Finance Board supervision and regulation, that function as a central reserve bank providing credit to financial institutions. As a condition of membership in the FHLBank we are required to own stock of the FHLBank. Our FHLBank advances are collateralized by our qualifying residential, multi-family residential and commercial real estate mortgages, residential construction, commercial construction and agricultural real estate loans, and secondarily by our investment in capital stock of the FHLBank. FHLBank advances are made pursuant to several different credit programs, each of which has its own interest rate and range of maturities. The maximum amount that the FHLBank will advance to member institutions, including us, fluctuates from time to time in accordance with the policies of the FHLBank.

On April 26, 2004, we formed TierOne Capital Trust I (“TierOne Capital Trust”), which issued capital securities (“Trust Preferred Securities”) to investors. The proceeds from the sale of the Trust Preferred Securities were used to purchase \$30.9 million of our junior subordinated debentures (“debentures”). The debentures are callable at par in June 2009 and mature in June 2034. Our obligation under the debentures constitutes a full and unconditional guarantee of TierOne Capital Trust’s obligations under the Trust Preferred Securities. In accordance with Interpretation No. 46 (Revised), “Consolidation of Variable Interest Entities” (“FIN 46R”), the trust is not consolidated and related amounts are treated as debt of the Company. On November 18, 2008, we announced that we had elected to defer payments of interest on these debentures. As permitted under the terms of the indenture between the Company and our trustee, we have the right to extend the interest payment period at any time for up to 20 consecutive quarterly periods. Accordingly, our election to defer payments of interest does not constitute an event of default under the indenture and upon expiration of the deferral period, all accrued and unpaid interest on the debentures will be due and payable at the same contractual rate that would have been payable were it not for the extension. Pursuant to the indenture and subject to limited exceptions, we, among other limitations, may not pay dividends or repurchase the Company’s common stock during the deferral period.

FHLBank Advances and Other Borrowings. The following table shows certain information regarding our borrowings at or for the dates indicated:

| (Dollars in thousands) | At or For the Year Ended December 31, | | |
|-------------------------------------------------------------|---------------------------------------|------------|------------|
| | 2008 | 2007 | 2006 |
| FHLBank Topeka advances: | | | |
| Average balance outstanding during the year | \$ 609,095 | \$ 745,337 | \$ 824,101 |
| Maximum amount outstanding at any month-end during the year | \$ 608,752 | \$ 844,268 | \$ 907,920 |
| Balance outstanding at end of the year | \$ 608,715 | \$ 634,195 | \$ 907,164 |
| Average interest rate during the year | 4.46% | 4.27% | 4.07% |
| Weighted average interest rate at end of the year | 4.46% | 4.39% | 4.29% |
| Other borrowings: | | | |
| Average balance outstanding during the year | \$ 59,692 | \$ 67,011 | \$ 69,400 |
| Maximum amount outstanding at any month-end during the year | \$ 88,711 | \$ 82,990 | \$ 84,403 |
| Balance outstanding at end of the year | \$ 60,134 | \$ 55,093 | \$ 55,212 |
| Average interest rate during the year | 4.00% | 6.13% | 6.17% |
| Weighted average interest rate at end of the year | 2.60% | 5.76% | 6.12% |

For more information regarding our borrowings, see “Note 13 – FHLBank Topeka Advances and Other Borrowings” included in Item 8. Financial Statements and Supplementary Data in Part II of this Annual Report on Form 10-K.

Subsidiary Activities

TierOne Bank is the wholly owned subsidiary of TierOne Corporation. TMS Corporation of the Americas is the wholly owned subsidiary of TierOne Bank and holds all of the stock of TierOne Investments and Insurance, Inc. (d/b/a TierOne Financial) and TierOne Reinsurance Company. TierOne Financial provides a wide selection of investment and insurance products, equity securities, mutual funds and annuities. These products are made available to consumers via licensed representatives in our banking offices. TierOne Reinsurance Company reinsures credit life and disability insurance which is sold in conjunction with the origination of consumer loans by TierOne Bank. United Farm & Ranch Management, Inc. is a wholly owned subsidiary of TierOne Bank that provides agricultural customers with professional farm and ranch management and real estate brokerage services.

Personnel

As of December 31, 2008, 2007 and 2006, we had 855, 862 and 850 full-time equivalent employees, respectively. Employees are not represented by a collective bargaining unit and we consider our relationship with our employees to be good.

Regulation and Supervision

The following is not intended to be a complete discussion but is intended to be a summary of some of the more significant provisions of laws and regulations which are applicable to the Company and the Bank. This regulatory framework is intended to protect depositors, federal deposit insurance funds and the banking system as a whole, and not to protect security holders. To the extent that the information describes statutory and regulatory provisions, it is qualified in its entirety by reference to those provisions. Additionally, such statutes, regulations and policies are continually under review by Congress and state legislatures, and federal and state regulatory agencies. A change in statutes, regulations or regulatory policies applicable to the Company or the Bank, including changes in interpretations, could have a material effect on our business.

General. The Bank, as a federally chartered stock savings bank, is subject to OTS regulations, examinations and reporting requirements. The Bank is also subject to regulation and examination by the Federal Deposit Insurance Corporation ("FDIC"), which insures the deposits of the Bank to the maximum extent permitted by law and requirements established by the Board of Governors of the Federal Reserve System. The investment and lending authority of savings institutions is prescribed by federal laws and regulations and such institutions are prohibited from engaging in any activities not permitted by such laws and regulations. Such regulation and supervision primarily is intended for the protection of depositors and not for the purpose of protecting stockholders.

The OTS regularly examines the Bank and prepares reports for consideration by our Board of Directors on any deficiencies that it may find in the Bank's operations. The FDIC also has the authority to examine the Bank in its role as the administrator of the Deposit Insurance Fund. The Bank's relationship with its depositors and borrowers is also regulated to a great extent by both federal, and to a lesser extent, state laws, especially in such matters as the ownership of deposit accounts and the form and content of the Bank's mortgage requirements. The OTS enforcement authority over all savings institutions and their holding companies includes, among other things, the ability to assess civil money penalties, to issue cease and desist or removal orders and to initiate injunctive actions. In general, these enforcement actions may be initiated for violations of laws and regulations and unsafe or unsound practices. Other actions or inactions may provide the basis for enforcement action, including misleading or untimely reports filed with the OTS. Any change in such laws or regulations, whether by the FDIC, the OTS or the Congress, could have a material impact on our operations.

Supervisory Agreement. On January 15, 2009, the Bank entered into a supervisory agreement with the OTS, the Bank's primary federal regulator, in response to regulatory concerns raised in the Bank's most recent regulatory examination by the OTS and to address the current economic environment facing the banking and financial industry. The agreement requires, among other things:

- The review, and where appropriate, revisions to or adoption of: (a) loan policies, procedures and reporting; (b) credit administration and underwriting; (c) asset classification; (d) allowance for loan and lease losses; and (e) internal asset review;
 - Enhanced management oversight including restrictions on changes in compensation arrangements; and
- Strengthening the Bank's capital position, including a requirement that the Bank maintain a minimum core capital ratio of 8.5% and a minimum total risk-based capital ratio of 11.0%.

The supervisory agreement also prohibits capital distributions by the Bank and the acceptance of brokered deposits. The Company agreed to maintain the Bank's regulatory capital (at the levels described above) as well as to not pay dividends on its common stock, make payments on its trust preferred securities or repurchase any shares of its common stock until the OTS issues a written notice of non-objection. The supervisory agreement will remain in effect until modified, suspended or terminated by the OTS. The foregoing information does not purport to be a complete summary of the supervisory agreement and is qualified in its entirety by reference to the supervisory

agreement filed as Exhibit 10.24 to this Annual Report on Form 10-K.

Insurance of Deposit Accounts. The deposits of the Bank are insured up to applicable limits by the Deposit Insurance Fund (“DIF”) of the FDIC and are subject to deposit insurance assessments to maintain the DIF. The FDIC utilizes a risk-based assessment system that imposes insurance premiums based upon a risk matrix that takes into account a bank’s capital level and supervisory rating.

Deposit accounts are insured by the FDIC generally up to a maximum of \$100,000 per account and up to a maximum of \$250,000 for self-directed retirement accounts. Our deposits, therefore, are subject to FDIC deposit insurance assessments. The Emergency Economic Stabilization Act of 2008 included a provision that temporarily increased the FDIC insurance coverage from \$100,000 to \$250,000 per depositor, per insured bank. Additionally, deposits maintained in different categories of legal ownership at the same bank can be separately insured. Therefore, it is possible to have deposits of more than \$250,000 at one insured bank and still be fully insured. The increased deposit insurance provisions are currently scheduled to expire on December 31, 2009 at which time they will revert back to the traditional coverage amounts.

Effective January 1, 2007, the FDIC imposed deposit assessment rates based on the risk category of the Bank. Risk Category I is the lowest risk category while Risk Category IV is the highest risk category. The insurance assessment rate at December 31, 2008 ranges from five to 43 basis points of total qualified deposits depending on a bank's FDIC risk category. Because of favorable loss experience and a healthy reserve ratio in the Bank Insurance Fund ("BIF") of the FDIC, well-capitalized and well-managed banks have in recent years paid minimal premiums for FDIC insurance. With the additional deposit insurance, a deposit premium refund, in the form of credit offsets, was granted to banks that were in existence on December 31, 1996 and paid deposit insurance premiums prior to that date. For 2007, we utilized credit offsets to eliminate nearly all of our 2007 FDIC insurance assessments. We paid FDIC insurance premiums totaling \$3.1 million during the year ended December 31, 2008.

On October 16, 2008, the FDIC published a restoration plan designed to replenish the DIF over a period of five years and to increase the deposit insurance reserve ratio, which decreased to 1.01% of insured deposits on June 30, 2008, to the statutory minimum of 1.15% of insured deposits by December 31, 2013. In order to implement the restoration plan, the FDIC proposes to change both its risk-based assessment system and its base assessment rates. For the first quarter of 2009 only, the FDIC increased all FDIC deposit assessment rates by seven basis points. The new assessment rates range from 12-14 basis points for Risk Category I institutions to 50 basis points for Risk Category IV institutions. Changes to the risk-based assessment system would include increasing premiums for institutions that rely on excessive amounts of brokered deposits, increasing premiums for excessive use of secured liabilities (including FHLBank advances), lowering premiums for smaller institutions with high capital levels and adding financial ratios and debt issuers ratings to the premium calculations for banks with over \$10 billion in assets, while providing a reduction for their unsecured debt. Either an increase in the Risk Category of the Bank or adjustments to the base assessment rates could have a material adverse effect on our earnings.

Regulatory Capital Requirements. Pursuant to the Financial Institutions Reform, Recovery and Enforcement Act of 1989 ("FIRREA"), the OTS adopted regulations implementing new capital standards applicable to all savings associations, including the Bank. Such capital standards require that savings associations maintain: (a) capital of not less than 1.5% of adjusted total assets (Tangible Capital); (b) core (Tier 1) capital of not less than 4% of adjusted total assets; and (c) total risk-based capital of not less than 8% of risk-weighted assets. Pursuant to a supervisory agreement entered into between the OTS and the Bank on January 15, 2009, the OTS has required that the Bank maintain an elevated ratio of 11.0% (as opposed to 10.0%) with respect to total risk-based capital to risk-weighted assets and a ratio of 8.5% (as opposed to 5.0%) with respect to core (Tier 1) capital. The OTS is authorized to impose capital requirements in excess of those standards on individual institutions on a case-by-case basis. As of December 31, 2008, the Bank exceeded these elevated ratios mandated by the OTS and met all regulatory capital requirements.

Under the tangible capital requirement, a savings bank must maintain tangible capital in an amount equal to at least 1.5% of adjusted total assets. Tangible capital is defined as core capital less all intangible assets and goodwill, plus a specified amount of purchased mortgage servicing rights.

Under the Core (Tier 1) capital requirement adopted by the OTS, savings banks must maintain "core capital" in an amount equal to at least 4.0% of adjusted total assets. Core (Tier 1) capital consists of: common stockholders' equity

(including retained earnings), non-cumulative perpetual preferred stock, certain non-withdrawable and pledged deposits; and minority interests in the equity accounts of consolidated subsidiaries plus purchased mortgage servicing rights valued at the lower of 90% of fair value, 90% of original cost or the current amortized book value as determined in conformity with U.S. generally accepted accounting principles (“GAAP”) and goodwill, less non-qualifying intangible assets.

Under the risk-based capital requirement, a savings bank must maintain total capital (which is defined as core capital plus supplementary capital) equal to at least 8.0% of risk-weighted assets. A savings bank must calculate its risk-weighted assets by multiplying each asset and off-balance sheet item by various risk factors, which range from 0% for cash and securities issued by the United States Government or its agencies to 100% for repossessed assets or loans more than 90 days past due. Supplementary capital may include, among other items, cumulative perpetual preferred stock, perpetual subordinated debt, mandatory convertible subordinated debt, intermediate-term preferred stock and general allowances for loan losses. The allowance for loan losses includable in supplementary capital is limited to 1.25% of risk-weighted assets. The amount of supplementary capital that can be included is limited to 100% of core capital.

Certain exclusions from capital and assets are required to be made for the purpose of calculating total capital, in addition to the adjustments required for calculating core capital. However, in calculating regulatory capital, institutions can add back unrealized losses and deduct unrealized gains net of taxes, on debt securities reported as a separate component of capital calculated according to GAAP.

OTS regulations establish special capitalization requirements for savings banks that own service corporations and other subsidiaries, including subsidiary savings banks. According to these regulations, certain subsidiaries are consolidated for capital purposes and others are excluded from assets and capital. In determining compliance with the capital requirements, all subsidiaries engaged solely in activities permissible for national banks, engaged solely in mortgage-banking activities or engaged in certain other activities solely as agent for its customers are “includable” subsidiaries that are consolidated for capital purposes in proportion to the Bank’s level of ownership, including the assets of includable subsidiaries in which the Bank has a minority interest that is not consolidated for GAAP purposes. For excludable subsidiaries, the debt and equity investments in such subsidiaries are deducted from assets and capital. At December 31, 2008, the Bank had \$1.3 million of investments subject to a deduction from tangible capital.

Under current OTS policy, savings institutions must value securities available for sale at amortized cost for regulatory capital purposes. This means that in computing regulatory capital, savings institutions should add back any unrealized losses and deduct any unrealized gains, net of income taxes, on securities reported as a separate component of capital calculated according to GAAP.

The OTS and the FDIC generally are authorized to take enforcement action against a savings bank that fails to meet its capital requirements, which action may include restrictions on operations and banking activities, the imposition of a capital directive, a cease-and-desist order, civil money penalties or harsher measures such as the appointment of a receiver or conservator or a forced merger into another institution. In addition, under current regulatory policy, a savings bank that fails to meet its capital requirements is prohibited from paying any dividends.

For more information see “Note 20 – Regulatory Capital Requirements” included in Item 8. Financial Statements and Supplementary Data, in Part II of this Annual Report on Form 10-K.

Prompt Corrective Action. Under the prompt corrective action regulations, the OTS is required and authorized to take supervisory actions against undercapitalized savings associations. For this purpose, a savings institution is placed in one of the following five categories based on the savings institutions capital:

- well-capitalized (at least 5% leverage capital, 6% Tier 1 risk-based capital and 10% total risk-based capital);
- adequately capitalized (at least 4% leverage capital, 4% Tier 1 risk-based capital and 8% total risk-based capital);
- undercapitalized (less than 3% leverage capital, 4% Tier 1 risk-based capital or 8% total risk-based capital);
- significantly undercapitalized (less than 3% leverage capital, 3% Tier 1 risk-based capital or 6% total risk-based capital); and

- critically undercapitalized (less than 2% tangible capital)

Generally, the banking regulator is required to appoint a receiver or conservator for a savings association that is “critically undercapitalized” within specific time frames. The regulations also provide that a capital restoration plan must be filed with the OTS within 45 days of the date a savings institution receives notice that it is “undercapitalized,” “significantly undercapitalized” or “critically undercapitalized.” Any holding company for a savings institution required to submit a capital restoration plan must guarantee the lesser of an amount equal to 5% of the savings institution’s assets at

the time it was notified or deemed to be undercapitalized by the OTS, or the amount necessary to restore the savings institution to adequately capitalized status. This guarantee remains in place until the OTS notifies the savings institution that it has maintained adequately capitalized status for each of four consecutive calendar quarters, and the OTS has the authority to require payment and collect payment under the guarantee. Failure by a holding company to provide the required guarantee will result in certain operating restrictions on the savings institution, such as restrictions on the ability to declare and pay dividends, pay executive compensation and management fees and increase assets or expand operations. The OTS may also take any number of discretionary supervisory actions against undercapitalized institutions, including the issuance of a capital directive and the replacement of senior executive officers and directors.

Safety and Soundness Guidelines. Federal law requires each federal banking agency to prescribe certain standards for all insured depository institutions. These standards relate to, among other things, internal controls, information systems and audit systems, loan documentation, credit underwriting, interest rate risk exposure, asset growth, compensation and other operational and managerial standards as the agency deems appropriate. The federal banking agencies adopted Interagency Guidelines Prescribing Standards for Safety and Soundness to implement the safety and soundness standards required under federal law. The guidelines set forth the safety and soundness standards that the federal banking agencies use to identify and address problems at insured depository institutions before capital becomes impaired. If the appropriate federal banking agency determines that an institution fails to meet any standard prescribed by the guidelines, the agency may require the institution to submit to the agency an acceptable plan to achieve compliance with the standard. If an institution fails to meet these standards, the appropriate federal banking agency may require the institution to submit a compliance plan.

Capital Distributions. OTS regulations govern capital distributions by savings institutions, which include cash dividends, stock repurchases and other transactions charged to the capital account of a savings institution. A savings institution must file an application for OTS approval of the capital distribution if any of the following occur or would occur as a result of the capital distribution:

- the total capital distributions for the applicable calendar year exceed the sum of the institution's net income for that year to date plus the institution's retained net income for the preceding two years;
 - the institution would not be at least adequately capitalized following the distribution;
 - the distribution would violate any applicable statute, regulation, agreement or OTS-imposed condition; or
 - the institution is not eligible for expedited treatment of its filings.

Even if an application is not otherwise required, every savings institution that is a subsidiary of a holding company must still file a notice with the OTS at least 30 days before the board of directors declares a dividend or approves a capital distribution.

Branching by Federal Savings Institutions. OTS policy permits interstate branching to the full extent permitted by statute (which is essentially unlimited). Generally, federal law prohibits federal savings institutions from establishing, retaining or operating a branch outside the state in which the federal institution has its home office unless the institution meets the Internal Revenue Service ("IRS") domestic building and loan test (generally, 60% of a thrift's assets must be housing-related) ("IRS Test"). The IRS Test requirement does not apply if: (a) the branch(es) result(s) from an emergency acquisition of a troubled savings institution (however, if the troubled savings institution is acquired by a bank holding company, does not have its home office in the state of the bank holding company bank subsidiary and does not qualify under the IRS Test, its branching is limited to the branching laws for state-chartered banks in the state where the savings institution is located); (b) the law of the state where the branch would be located would permit the branch to be established if the federal savings institution were chartered by the state in which its home office is located; or (c) the branch was operated lawfully as a branch under state law prior to the savings institution's reorganization to a federal charter.

Furthermore, the OTS will evaluate a branching applicant's record of compliance with the Community Reinvestment Act of 1977 ("CRA"). An unsatisfactory CRA record may be the basis for denial of a branching application.

Community Reinvestment Act and the Fair Lending Laws. Under the CRA, as implemented by FDIC regulations, an institution has a continuing and affirmative obligation consistent with its safe and sound operation to help meet the credit needs of its entire community, including low- and moderate-income neighborhoods.

The CRA does not establish specific lending requirements or programs for financial institutions, nor does it limit an institution's discretion to develop the types of products and services that it believes are best suited to its particular community, consistent with the CRA. The CRA requires the FDIC, in connection with its examinations, to assess the institution's record of meeting the credit needs of its community and to take such record into account in its evaluation of certain applications by such institutions. In addition, the Equal Credit Opportunity Act and the Fair Housing Act prohibit lenders from discriminating in their lending practices on the basis of characteristics specified in those statutes. An institution's failure to comply with the provisions of the CRA could, at a minimum, result in regulatory restrictions on its activities, and failure to comply with the fair lending laws could result in enforcement actions by the OTS, as well as other federal regulatory agencies and the Department of Justice. The Bank received a satisfactory CRA rating in its recent federal examination.

Loans-to-One Borrower Limitations. Generally, a federal savings institution may not make a loan or extend credit to a single or related group of borrowers in excess of 15% of unimpaired capital and surplus (this amount was approximately \$53.5 million at December 31, 2008). An additional amount may be loaned, equal to 10% of unimpaired capital and surplus, if the loan is secured by readily marketable collateral, which generally does not include real estate. As of December 31, 2008, we were in compliance with the loans-to-one borrower limitations.

Qualified Thrift Lender Test. As a federal savings institution, we are required to satisfy the qualified thrift lender ("QTL") test. Under the QTL test, we must maintain at least 65% of our "portfolio assets" in "qualified thrift investments" (primarily residential mortgages and related investments, including mortgage-backed securities) in at least nine months of the most recent 12-month period. "Portfolio assets" generally means total assets of a savings institution, less the sum of specified liquid assets up to 20% of total assets, goodwill and other intangible assets and the value of property used to conduct the saving's institutions business. We may also satisfy the QTL test by qualifying as a "domestic building and loan association" as defined in the Internal Revenue Code. A savings institution that fails the QTL test must either convert to a bank charter or operate under specified restrictions.

At December 31, 2008, approximately 75.9% of the portfolio assets of the Bank were qualified thrift investments.

Federal Reserve System. The Bank is subject to various regulations promulgated by the Federal Reserve, including, among others, Regulation B (Equal Credit Opportunity), Regulation D (Reserves), Regulation E (Electronic Funds Transfers), Regulation Z (Truth in Lending), Regulation CC (Availability of Funds), and Regulation DD (Truth in Savings). Regulation D requires noninterest-bearing reserve maintenance in the form of either vault cash or funds on deposit at the Federal Reserve Bank of Kansas City or another designated depository institution in an amount calculated by a formula. The balances maintained to meet the reserve requirements imposed by the Federal Reserve may be used to satisfy liquidity requirements. At December 31, 2008, the Bank was in compliance with these reserve requirements.

Savings banks are authorized to borrow from a Federal Reserve Bank ("FRB") "discount window," but FRB regulations require savings banks to exhaust other reasonable alternative sources of funds, including FHLBank advances, before borrowing from a Federal Reserve Bank.

Affiliate Restrictions. Section 11 of the Home Owners' Loan Act provides that transactions between an insured subsidiary of a holding company and an affiliate thereof will be subject to the restrictions that apply to transactions between banks that are members of the Federal Reserve System and their affiliates pursuant to Sections 23A and 23B of the Federal Reserve Act.

Generally, Section 23A and 23B and OTS regulations issued in connection therewith limit the extent to which a savings institution or its subsidiaries may engage in certain "covered transactions" with affiliates to an amount equal to 10% of the institution's capital stock and surplus, in the case of covered transactions with any one affiliate, and to an

amount equal to 20% of such capital stock and surplus, in the case of covered transactions with all affiliates. Section 23B applies to “covered transactions” and certain other transactions and requires that all such transactions be on terms and under circumstances that are substantially the same, or at least as favorable to the savings institution or its subsidiary, as those prevailing at the time for comparable transactions with nonaffiliated companies. A “covered transaction” is defined to include a loan or extension of credit to an affiliate; a purchase of investment securities issued by an affiliate; a purchase of assets from an affiliate, with certain exceptions; the acceptance of securities issued by an affiliate as collateral for a loan or extension of credit to any party; or the issuance of a guarantee, acceptance or letter of credit on behalf of an affiliate.

Section 23B transactions also apply to the provision of services and the sale of assets by a savings association to an affiliate.

In addition, under OTS regulations, a savings institution may not make a loan or extension of credit to an affiliate unless the affiliate is engaged only in activities permissible for bank holding companies; a savings institution may not purchase or invest in securities of an affiliate other than shares of a subsidiary; a savings institution and its subsidiaries may not purchase a low-quality asset from an affiliate; and covered transactions and certain other transactions between a savings institution or its subsidiaries and an affiliate must be on terms and conditions that are consistent with safe and sound banking practices. With certain exceptions, each loan or extension of credit by a savings institution to an affiliate must be secured by collateral with a fair value of at least 100% (depending on the type of collateral) of the amount of the loan or extension of credit.

The OTS regulation generally excludes all non-bank and non-savings institution subsidiaries of savings institutions from treatment as affiliates, except to the extent that the OTS or the FRB decides to treat such subsidiaries as affiliates. The regulation also requires savings institutions to make and retain records that reflect affiliate transactions in reasonable detail, and provides that certain classes of savings institutions may be required to give the OTS prior notice of affiliate transactions.

The U.S.A. Patriot Act. In December 2001, the Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001 (“USA Patriot Act”) became effective. The USA Patriot Act is designed to combat money laundering and terrorist financing while protecting the United States financial system. The USA Patriot Act imposes enhanced policy, record keeping and due diligence requirements on domestic financial institutions. The USA Patriot Act also amended the Bank Secrecy Act to facilitate access to customer account information by government officials while immunizing banks from liability for releasing such information. Among other requirements, Title III of the USA Patriot Act and related OTS regulations impose the following requirements with respect to financial institutions:

- Establishment of anti-money laundering programs;
- Establishment of a program specifying procedures for obtaining identifying information from customers seeking to open new accounts, including verifying the identity of customers within a reasonable period of time;
- Establishment of enhanced due diligence policies, procedures and controls designed to detect and report money laundering; and
- Prohibition on correspondent accounts for foreign shell banks and compliance with record keeping obligations with respect to correspondent accounts of foreign banks.

In addition, bank regulators are directed to consider a holding company’s effectiveness in combating money laundering when ruling on Federal Reserve Act and Bank Merger Act applications. During 2008, we purchased a new software package from our core processor which is expected to enhance our ability to identify and react to possible money laundering activity.

Current and Future Regulatory Issues. During 2008, the Bank established an Identity Theft Protection Program to address potential issues in existing and prospective new accounts within both the deposit and lending business lines. In addition, we verified our compliance with the affiliated marketing provisions of the Fair and Accurate Credit Transaction Act and new FDIC insurance regulations surrounding the Temporary Liquidity Guarantee Program. The Bank also updated its Vendor Management Risk Assessment for Gramm-Leach-Bliley Act purposes.

In 2009, there are numerous regulatory issues in which the Bank is implementing additional controls and training to enhance compliance. New Regulation Z procedures for calculating high cost loans have been implemented and we are working with our third-party loan documentation vendors toward meeting higher-priced mortgage rules by the

October 2009 deadline. Our appraisal processes are being modified to conform to Regulation Z revisions pertaining to appraisals. Adoption of the new Good Faith Estimate form will be in place by the fourth quarter of 2009 compliance date. The Bank is also working on compliance with changes to international ACH transaction regulations which are scheduled for

September of 2009 and is also conducting various special reviews in regulatory areas such as Fair Lending and the USA Patriot Act Customer Identification Program.

Item 1A. Risk Factors

In addition to other information contained in this Annual Report on Form 10-K, the following risk factors should be considered in evaluating our business. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may adversely affect our business, financial condition and/or results of operations.

Liquidity risk could impair our ability to fund operations and could adversely impact our financial condition.

Liquidity is essential to our business. An inability to raise funds through traditional deposit taking processes, borrowings, the sale of securities or loans and other sources could have a substantial negative effect on our liquidity. Our access to funding sources in amounts adequate to finance our activities or the terms of which are acceptable to us could be impaired by factors that affect us specifically or the financial services industry or economy in general. Factors that could impact our access to liquidity sources include a decrease in the level of our business activity as a result of a downturn in the markets in which our loans are concentrated or adverse regulatory action against us. Our ability to borrow could also be impaired by factors that are not specific to us, such as a disruption in the financial markets or negative views and expectations regarding the prospects for the financial services industry in light of recent troubles faced by banking organizations and the continued deterioration in the credit markets.

We rely on commercial and retail deposits, advances from the FHLBank and other borrowings to fund our operations. Although we have historically been able to replace maturing deposits and advances as necessary, we might be unable to replace such funds in the future if, among other things, our results of operations or financial condition or the results of operations or financial condition of the FHLBank or market conditions were to change.

We may be unable to comply with the provisions of our supervisory agreement with the Office of Thrift Supervision.

On January 15, 2009, the Bank entered into a supervisory agreement with the OTS. The supervisory agreement requires, among other things, strengthening the Bank's capital position through increased minimum capital requirements, and the review, and where appropriate, revisions to or adoption of (i) loan policies, procedures and reporting, (ii) credit administration and underwriting, (iii) asset classification, (iv) allowance for loan and lease losses and (v) internal asset review. See "Recent Developments – Regulatory Developments" included in Item 1. Business in Part I of this Annual Report on Form 10-K. Failure to comply with the supervisory agreement could result in the initiation of a formal enforcement action by the OTS.

As a bank holding company, our earnings are dependent upon the performance of the Bank and the Bank's subsidiaries.

Since we are a holding company with no significant assets other than the Bank, we currently depend upon dividends from the Bank for a substantial portion of our revenues. These dividends are the primary funding source for the dividends we pay on our common stock. Our ability to pay dividends will continue to depend in large part upon our receipt of dividends or other capital distributions from the Bank. Various state and federal laws and regulations limit the amount of dividends that a bank may pay to a parent holding company. In addition, our right to participate in a distribution of assets upon the liquidation or reorganization of a subsidiary may be subject to prior claims of the subsidiary's creditors. In the event the Bank is unable to pay dividends to the Company, we may not be able to service our debt, pay our obligations or pay dividends on our common stock. The inability to receive dividends from the Bank could therefore have a material adverse effect on our business, our financial condition and our results of operations.

The continuation of adverse market conditions in the United States economy and the markets in which we operate could continue to adversely impact us.

The United States has experienced a prolonged weakening of economic conditions and declines in housing prices and real estate values in general. A continued deterioration of overall market conditions, a continued economic downturn or prolonged economic stagnation in our markets or adverse changes in laws and regulations that impact the banking industry may have a negative impact on our business. If the strength of the U.S. economy in general and the strength of the economy in areas where we lend (or previously provided real estate financing) continue to decline, this could result in, among other things, a further deterioration in credit quality or a continued reduced demand for credit, including a resultant adverse effect on our loan portfolio and provision for loan losses. Negative conditions in the real estate markets where we operate (or areas we formerly operated) could adversely affect our borrowers' ability to repay their loans and the value of the underlying collateral.

Current levels of market volatility are unprecedented.

The capital and credit markets have been experiencing volatility and disruption for the past 12-18 months. These levels of volatility and disruption have reached unprecedented levels. In many cases, the markets have produced significant downward pressure on stock prices and credit availability for certain issuers without regard to those issuers' underlying financial strength. If current levels of volatility and market disruption persist, or continue to worsen, there can

be no assurance that we will not experience an adverse effect, which may be material, on our financial condition or results of operations.

Current market conditions may continue to adversely affect our industry, business, financial conditions and results of operations.

Significant declines in the housing market, with falling home prices and increasing foreclosures and unemployment, have resulted in significant write-downs of asset values by financial institutions, including government-sponsored entities and major commercial and investment banks. Reflecting concern about the stability of the financial markets generally and the strength of counterparties, many lenders and institutional investors have reduced, and in some cases, ceased to provide funding to borrowers including other financial institutions. The resulting lack of available credit, lack of confidence in the financial sector, increased volatility in the financial markets and reduced business activity could materially and adversely affect our business, financial condition and results of operations. For example:

- Market developments have, and may continue to, affect borrower confidence levels, behaviors and financial condition, which could impact their borrowing and payment activities, and our ability to assess creditworthiness which could impact lending activities, charge-offs and provision for loan losses.
- Estimates of inherent losses in the loan portfolio rely on complex judgments. The current state of the economy and housing market makes the process of estimating inherent losses difficult and subject to significant volatility.
- Increased regulation in the financial services industry could increase compliance costs and limit our ability to pursue business opportunities.
- Industry competition could intensify as a result of the increasing consolidation of financial services companies in connection with current market conditions.

In addition, further negative market developments may affect consumer confidence levels and may cause adverse changes in payment patterns, causing increases in delinquencies and default rates, which may impact our charge-offs and provision for loan losses. A worsening of these conditions would likely exacerbate the adverse effects of these difficult market conditions on us and others in the financial services industry.

Overall, during the past year, the general business environment has had an adverse effect on our business, and there can be no assurance that the environment will improve in the near term. Until conditions improve, we expect our business, financial condition and results of operations to be adversely affected.

Concern of customers regarding deposit insurance may cause a decrease in deposits.

With recent increased concerns about the financial services industry, customers increasingly are concerned about the extent to which their deposits are insured by the FDIC. Customers may withdraw deposits in an effort to ensure that the amount they have on deposit with their bank is fully insured. Decreases in deposits may adversely affect our funding costs and results of operations.

Our deposit insurance premium could significantly increase which could have a material adverse effect on our results of operations.

The FDIC insures deposits at FDIC-insured financial institutions, including the Bank. The FDIC charges the insured financial institutions premiums to maintain the Deposit Insurance Fund at a certain level. Current economic conditions have increased bank failures and expectations for further failures, in which case the FDIC ensures payments of deposits up to insured limits from the Deposit Insurance Fund.

On October 16, 2008, the FDIC published a restoration plan designed to replenish the Deposit Insurance Fund over a period of five years and to increase the deposit insurance reserve ratio, which decreased to 1.01% of insured deposits on June 30, 2008, to the statutory minimum of 1.15% of insured deposits by December 31, 2013. In order to implement the restoration plan, the FDIC proposes to change both its risk-based assessment system and its base assessment rates. For the first quarter of 2009 only, the FDIC increased all FDIC deposit assessment rates by seven basis points. The new assessment rates range from 12-14 basis points for Risk Category I institutions to 50 basis points for Risk Category IV

institutions. Changes to the risk-based assessment system would include increasing premiums for institutions that rely on excessive amounts of brokered deposits, increasing premiums for excessive use of secured liabilities (including FHLBank advances), lowering premiums for smaller institutions with high capital levels and adding financial ratios and debt issuers ratings to the premium calculations for banks with over \$10 billion in assets, while providing a reduction for their unsecured debt. To supplement the DIF, the FDIC is also currently considering a special fee to be assessed to federally-insured financial institutions on September 30, 2009. An increase in the risk category of the Bank, adjustments to the base assessment rates or additional assessments could have a material adverse effect on our financial condition and results of operations.

Legislative and regulatory issues could adversely affect our financial condition and results of operations.

We are subject to extensive regulation, supervision and examination by the OTS as our primary federal regulator, and by the FDIC, which insures our deposits. As a member of the FHLBank, we must also comply with applicable regulations of the Federal Housing Finance Board and the FHLBank. Regulation by these agencies is intended primarily for the protection of our depositors and the Deposit Insurance Fund and not for the benefit of our stockholders. Our activities are also regulated under consumer protections laws applicable to our lending, deposit and other activities. A sufficient claim against us under these laws could have a material adverse effect on our financial condition and results of operations.

Our loan origination and purchase activity is highly concentrated in certain types of loans.

At December 31, 2008, \$1.6 billion, or 52.8%, of our total loans consisted of multi-family residential, commercial real estate, land and land development, commercial construction and business loans. These types of loans generally expose a lender to a greater risk of non-payment and loss than one-to-four family residential mortgage loans because repayment of such loans is dependent upon the successful operation of the property and the income stream of the borrowers. Additionally, these types of loans typically involve larger loan balances to single borrowers or groups of related borrowers compared to one-to-four family residential mortgage loans. Also, many of the Bank's commercial borrowers have more than one loan outstanding. Consequently, an adverse development with respect to one loan or one credit relationship may expose us to a significantly greater risk of loss compared to an adverse development with respect to a one-to-four family residential mortgage loan.

At December 31, 2008, \$229.5 million, or 7.8%, of our total loans consisted of residential construction loans. Our portfolio of residential construction loans increased dramatically in 2004, 2005 and 2006 as a result of our emphasis on loans with relatively higher yields, adjustable interest rates and/or shorter terms to maturity. Risk of loss on a residential construction loan is dependent largely upon the accuracy of the initial estimate of the property's value when completed compared to the projected cost (including interest) of construction and other assumptions, including the approximate time to sell the property. Due to the concentration of real estate collateral, these events could have a material adverse impact on the value of collateral, resulting in delinquencies and/or losses. Customer demand for loans secured by real estate may be negatively influenced by the economy in general, an increase in unemployment, a decrease in real estate values or an increase in interest rates.

Our concentration of loans in certain geographic areas of the United States may expose us to increased credit risk that may cause us to record additional provisions for loan losses and/or may result in future loan charge-offs.

Nevada. At December 31, 2008, \$171.5 million, or 6.2%, of our net loans were collateralized by properties in the state of Nevada, primarily in Las Vegas. Our loans in the Las Vegas area are primarily composed of land development, commercial construction and residential construction loans. At December 31, 2008, our nonperforming land development, commercial construction and residential construction loans in the state of Nevada totaled \$43.9 million, \$15.0 million and \$12.4 million, respectively. Additionally, loans 30-89 days delinquent in the state of

Nevada totaled \$17.3 million at December 31, 2008.

Arizona. At December 31, 2008, \$126.9 million, or 4.6%, of our net loans were collateralized by properties in the state of Arizona. Our loans in Arizona are primarily composed of land and land development loans, commercial construction loans, commercial real estate, residential construction loans and warehouse mortgage lines of credit. At December 31, 2008, our nonperforming loans collateralized by properties in Arizona consisted of \$7.8 million of residential construction loans and \$3.2 million of land development loans. Loans 30-89 days delinquent in the state of Arizona totaled \$480,000 at December 31, 2008.

Florida. At December 31, 2008, \$69.6 million, or 2.5%, of our net loans were collateralized by properties in the state of Florida. Our loans in Florida are primarily composed of one-to-four family residential loans, residential construction loans and land development loans. At December 31, 2008, our nonperforming residential construction, land development and one-to-four family residential loans in the state of Florida totaled \$5.5 million, \$4.1 million and \$4.0 million, respectively. Loans 30-89 days delinquent in the state of Florida totaled \$232,000 at December 31, 2008.

South Carolina. At December 31, 2008, \$59.6 million, or 2.1%, of our net loans were collateralized by properties in the state of South Carolina. Our loans in South Carolina primarily consist of residential construction loans. At December 31, 2008, our nonperforming residential construction loans in South Carolina totaled \$13.9 million. Loans 30-89 days delinquent in South Carolina totaled \$4.7 million at December 31, 2008.

North Carolina. At December 31, 2008, \$55.7 million, or 2.0%, of our net loans were collateralized by properties in the state of North Carolina. Our loans in North Carolina primarily consist of residential construction and land development loans. At December 31, 2008, our nonperforming residential construction and land development loans in the state of North Carolina totaled \$5.5 million and \$1.5 million, respectively. Loans 30-89 days delinquent in North Carolina totaled \$14.0 million at December 31, 2008.

Further deterioration in the nation's economic condition could materially affect geographic markets in which we have concentrations of loans and have a material adverse effect on our financial condition and results of operations.

Potential future loan losses may increase.

We maintain an allowance for loan losses that represents management's best estimate of probable losses within our existing loan portfolio. The level of the allowance for loan losses reflects management's continuing evaluation of industry concentrations, specific credit risks, loan loss experience, current loan portfolio quality, present economic, political and regulatory conditions and unidentified losses inherent in the current loan portfolio. During 2007 and 2008, our levels of delinquent loans, nonperforming loans (loans 90 or more days delinquent), impaired loans and charge-offs increased significantly. These increases were primarily attributable to the continued deterioration in the real estate market and the economy in general. We have been further impacted by the erosion of property values and an overall increase in housing inventory (both developed lots and completed houses) in many of the areas of the country in which we do business and where the collateral for our loans resides. Additionally, significantly tightened credit standards have made it more difficult for potential borrowers to obtain financing and for current borrowers to refinance existing loans. If the recent trend is prolonged and losses continue to increase, our results of operations will continue to be negatively impacted.

Our allowance for loan losses may be inadequate.

An inadequate allowance for loan losses could adversely affect our results of operations. We are exposed to the risk that our customers may be unable to repay their loans according to their terms and that any collateral securing the payment of their loans may not be sufficient to assure full repayment. We evaluate the collectibility of our loan portfolio and provide for an allowance for loan losses which is based on our historical loan loss experience for each group of loans as further adjusted for specific factors.

If our evaluation is incorrect, our allowance for loan losses may not be sufficient to cover losses inherent in the loan portfolio, resulting in additions to our allowance for loan losses. Increases in the allowance for loan losses result in an expense for the period. If, as a result of general economic conditions or a decrease in asset quality, management determines that additional increases in the allowance for loan losses are warranted, we may incur additional expenses. We can make no assurances that our allowance for loan losses will be adequate to cover loan losses

inherent in our portfolio.

Our loans are primarily secured by real estate, including regional concentrations of loans in areas of the United States that are susceptible to tornados, earthquakes, hurricanes or other natural disasters. If a natural disaster were to occur in one of our major market areas, loan losses could occur that are not incorporated in the existing allowance for loan losses.

Our results of operations are significantly affected by the fiscal and monetary policies of the federal government and the governments of the states in which we operate.

The Board of Governors of the Federal Reserve System, also known as the Federal Reserve Board, regulates the supply of money and credit in the United States. Its policies determine in large part our cost of funds for lending and investing and the return we earn on those loans and investments, both of which impact our net interest margin, and can significantly affect the value of financial instruments such as debt securities and mortgage servicing rights. Its policies can also affect our borrowers, potentially increasing the risk that they may fail to repay their loans. Changes in Federal Reserve Board policies are beyond our control and difficult to predict or anticipate.

The amount of income taxes we are required to pay on our earnings is based on federal and state legislation and regulations. We have provided for current and deferred income taxes in our financial statements, based on our results of operations, business activity, and interpretations of tax statutes. We may take filing positions or follow tax strategies that may be subject to challenge by federal and state taxing authorities. Our net income and earnings per share may be reduced if a federal, state or local authority assessed charges for taxes that have not been provided for in our consolidated financial statements.

If the interest payments on our interest-bearing liabilities increase relative to the interest we earn on our interest-earning assets, our net interest income may decline.

When interest-bearing liabilities mature or reprice more quickly than interest-earning assets, a significant increase in market interest rates could adversely affect net interest income. Conversely, a significant decrease in market interest rates could result in increased net interest income. We seek to manage our exposure to interest rate fluctuations, however, changes in market interest rates are neither predictable nor controllable and may have an adverse impact on our financial condition and results of operations.

Prevailing interest rates may significantly affect the overall demand for loans and could also impact the extent to which borrowers repay and refinance loans. Loan prepayments and refinancings, as well as prepayments of mortgage-backed securities, may increase in a declining interest rate environment. Call provisions associated with our investment in U.S. government securities and agency obligations and corporate securities may also negatively impact net interest income in a declining interest rate environment. Such prepayment, refinancing and security call activity may negatively impact the yield of our loan portfolio and investment and mortgage-backed security portfolios, as we would reinvest the prepaid funds in a lower interest rate environment. Additionally, adjustable-rate mortgage loans and mortgage-backed securities generally contain interim and lifetime caps that limit the amount interest rates can increase or decrease at repricing dates.

In a decreasing interest rate environment, our level of core deposits may decline if our depositors seek higher-yielding instruments or other investment products we are unwilling to offer. This may increase our cost of funds and decrease our net interest margin to the extent that alternative funding sources are utilized to fund our business activities. In an increasing interest rate environment, depositors tend to prefer higher-yielding time deposits which could adversely affect our net interest income if rates were to subsequently decline.

We could be held responsible for environmental liabilities of properties acquired through foreclosure.

If we are forced to foreclose on a defaulted mortgage loan to recover our investment, we may be subject to environmental liabilities related to the underlying real property. Hazardous substances or wastes, contaminants, pollutants or sources thereof may be discovered on properties under our ownership or after a sale to a third party. The amount of environmental liability could exceed the value of the real property. There can be no assurance that we would not be fully liable for the entire cost of any removal, remediation or other clean-up on the acquired property,

that the cost of removal and clean-up would not exceed the value of the property or that costs could be recovered from any third party. Additionally, it may be difficult or impossible to sell the property prior to or following any environmental remediation.

Our cost of funds may increase as a result of general economic conditions, interest rates or competitive pressures.

Our cost of funds may increase because of general economic conditions, unfavorable conditions in capital markets, interest rates and competitive pressures. We have traditionally obtained funds primarily through deposits and borrowings.

Generally, deposits are a preferable source of funds than borrowings because interest rates paid for deposits are typically less than interest rates charged for borrowings. If deposit growth is inadequate to fund our operations we may have to rely on borrowings as a source of funds. Relying on borrowings as a primary funding source may have an adverse impact on our net interest margin.

Competition could result in our loan portfolios and deposit base declining.

The banking and financial services businesses in our market areas are highly competitive. Our market areas have a high density of financial institutions, some of which have greater financial resources, name recognition and market presence than us, and all of which are our competitors. Competition within the banking, mortgage and finance industries may limit our ability to attract and retain customers. Our competition for loans comes primarily from commercial banks, savings banks, savings and loan associations, mortgage banking companies, insurance companies, finance companies and credit unions. Our most direct competition for deposits historically has come from commercial banks, savings banks, savings and loan associations and credit unions. In addition, we face competition for deposits from products offered by brokerage firms, insurance companies and other financial intermediaries, such as money market and other mutual funds and annuities. If we are unable to attract and retain customers, our loan and deposit growth may be inhibited which could have an adverse impact on our financial condition and results of operations.

We may not be able to retain or replace key members of management or attract and retain qualified customer relationship managers.

We depend on the services of existing management personnel to carry out our business and investment strategies. It is critical that we are able to attract and retain management and other qualified personnel. Competition for qualified personnel is significant in our geographical market areas. The loss of services of any management personnel, or the inability to recruit and retain qualified personnel in the future, could have an adverse effect on our financial condition and results of operations.

We rely on communications, information, operating and financial control systems technology from third-party service providers. An interruption in these third-party systems could have an adverse effect on our business.

We rely heavily on third-party service providers for much of our communications, information, operating and financial control systems technology. Any failure, interruption or breach in security of these systems could result in failures or interruptions in our customer relationship management, general ledger, deposit, loan servicing and loan origination systems. We can make no assurances that such failures or interruptions will not occur or, if they do occur, that they will be adequately addressed by us or the third parties on which we rely. Any failure or interruption could have a material adverse effect on our business, financial condition and results of operations. If any of our third-party service providers experience financial, operational or technological difficulties, or if there is any other disruption in our relationships with them, we may be required to locate alternative sources of such services. We can make no assurances that we could negotiate terms that are favorable to us, or could obtain comparable services without the need to expend substantial resources.

Our stock price can be volatile.

Our stock price can fluctuate in response to a variety of factors including actual or anticipated variations in quarterly operating results, changes in our stockholder dividend policy, recommendations of securities analysts and news media reports relating to trends, concerns and other issues in the financial services industry. Other factors that may influence our stock price include investor perception of the financial services industry; products or services offered by our competitors; operating and stock price performance of other companies that investors or analysts deem comparable to us; and changes in governmental regulations.

General market fluctuations, industry factors and general economic conditions and political conditions and events, such as future terrorist activities, economic slowdowns or recessions, interest rate changes or credit loss trends, also could cause our stock price to decline regardless of our operating results.

If we fail to maintain effective systems of internal and disclosure control, we may not be able to accurately report our financial results or prevent fraud.

Effective internal and disclosure controls are necessary for us to provide reliable financial reports, to effectively prevent fraud and to operate successfully as a public company. If we were unable to provide accurate and reliable financial reports or prevent fraud, our reputation and results of operations would be adversely effected. As part of our ongoing monitoring of internal controls, we may discover material weaknesses or significant deficiencies in our internal controls as defined under standards adopted by the Public Company Accounting Oversight Board (“PCAOB”) that require remediation. Under PCAOB standards, a “material weakness” is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the annual or interim financial statements will not be prevented or detected on a timely basis. A “significant deficiency” is a deficiency, or combination of deficiencies, in internal control over financial reporting that is less severe than a material weakness, yet important enough to merit attention by those responsible for oversight of the company’s financial reporting..

Any failure to maintain effective internal and disclosure controls, or to make necessary improvements in such controls in a timely manner, could harm operating results or cause us to fail in meeting our financial reporting obligations. Such a failure could have an impact on our ability to remain listed on the NASDAQ Global Select Market. Ineffective internal and disclosure controls could also cause investors to lose confidence in our reported financial information, which would likely have a negative effect on our stock price.

Item 1B. Unresolved Staff Comments

Not applicable.

Item 2. Properties

We currently operate 69 banking offices in Nebraska (59), Iowa (9) and Kansas (1) of which 51 are owned by us and 18 are under operating leases. We own our corporate headquarters located in Lincoln, Nebraska.

For further information regarding our properties, see “Note 21 – Lease Commitments” included in Item 8. Financial Statements and Supplementary Data, in Part II of this Annual Report on Form 10-K.

Item 3. Legal Proceedings

Except for litigation relating to an insurance claim against a large national insurance company as described below, we are not involved in any pending legal proceedings other than routine legal proceedings occurring in the ordinary course of business. Such routine legal proceedings, in the aggregate, are believed by management to be immaterial to our consolidated financial statements.

On July 18, 2008, the Bank filed suit against Hartford Financial Services Group (“Hartford”) on a bond insuring the Bank for up to \$7.5 million against fraudulent losses related to TransLand. The suit was filed after Hartford’s initial denial of the Bank’s 2007 claim following TransLand’s failure to remit loan payoffs and periodic payments to the Bank involving loans serviced by TransLand. The \$7.5 million insurance claim was recorded as a receivable in the third quarter of 2007. At December 31, 2008, this receivable was included in other assets in the Company’s Statement of Financial Condition. On February 17, 2009, Hartford remitted \$7.5 million to the Bank without prejudice to further claims for legal fees and interest asserted by the Bank in the aforementioned lawsuit. There can be no assurance as to additional amounts, if any, that we may recover or the timing, if we are successful, for recovery by us of our interest, fees and expenses.

Item 4. Submission of Matters to a Vote of Security Holders

There are no matters required to be reported under this item.

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PART II

Item 5. Market for the Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Common Stock Price Summary. Our common stock trades on the NASDAQ Global Select Market under the symbol "TONE." As of December 31, 2008, we had 1,397 stockholders of record, which does not include those persons or entities holding stock in nominee or "street" name through brokerage firms or others. The following table shows the high and low bid prices of our common stock during the periods indicated as well as the period end closing sales price and the dividend paid each quarter.

| | 2008 | | | | 2007 | | | |
|----------------|----------|----------|----------|----------|----------|----------|----------|----------|
| | High | Low | Close | Dividend | High | Low | Close | Dividend |
| First Quarter | \$ 22.75 | \$ 10.11 | \$ 11.28 | \$ 0.08 | \$ 32.04 | \$ 24.88 | \$ 27.04 | \$ 0.07 |
| Second Quarter | 11.42 | 4.25 | 4.60 | 0.04 | 32.98 | 24.01 | 30.10 | 0.08 |
| Third Quarter | 7.08 | 2.46 | 5.15 | - | 30.57 | 18.62 | 26.47 | 0.08 |
| Fourth Quarter | 6.24 | 2.67 | 3.75 | - | 28.16 | 18.62 | 22.15 | 0.08 |

Common Stock Repurchase Activity. The following table details our purchases of common stock during the three months ended December 31, 2008:

| | Total Number of Shares Purchased | Average Price Paid Per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs * | Maximum Number of Shares that May Yet Be Purchased Under Plans or Programs |
|-----------------------------------|-------------------------------------------|------------------------------------|------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|
| October 2008 | | | | |
| Beginning Date - October 1, 2008 | | | | |
| Ending Date - October 31, 2008 | 942 | \$ 4.43 | 942 | 1,772,838 |
| November 2008 | | | | |
| Beginning Date - November 1, 2008 | | | | |
| Ending Date - November 30, 2008 | - | - | - | 1,772,838 |
| December 2008 | | | | |

Beginning Date - December 1, 2008

| | | | | |
|---------------------------------|-----|------|-----|-----------|
| Ending Date - December 31, 2008 | 314 | 3.42 | 314 | 1,772,524 |
|---------------------------------|-----|------|-----|-----------|

| | | | | |
|---------------------------------------------------------------------------|-------|---------|-------|-----------|
| Total shares purchased during the three months ended December 31, 2008 | 1,256 | \$ 4.18 | 1,256 | 1,772,524 |
|---------------------------------------------------------------------------|-------|---------|-------|-----------|

* Information related to our publicly announced plan authorizing purchases of common stock during the three months ended December 31, 2008, is as follows:

| Date Purchase Plan Announced | Number of Shares Approved for Purchase | Expiration Date of Purchase Plan |
|------------------------------|----------------------------------------|----------------------------------|
| March 20, 2008 | 1,797,592 | No stated expiration date |

Performance Graph. The following graph represents \$100.00 invested in our common stock at the closing price of the common stock on December 31, 2003, and assumes the reinvestment of all dividends. The graph demonstrates comparison of the cumulative total returns for the common stock of TierOne Corporation, the Russell 2000 Index and the SNL Securities \$1B - \$5B Thrift Index for the periods indicated.

The following information in this Item 5 of this Annual Report on Form 10-K is not deemed to be “soliciting material” or to be “filed” with the SEC or subject to Regulation 14A or 14C under the Securities Act of 1934 or to the liabilities of Section 18 of the Securities Exchange Act of 1934, and will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent the Company specifically incorporates it by reference into such a filing.

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Item 6. Selected Financial Data

At or For the Year Ended December 31,

(Dollars in thousands, except per share data)

| | 2008 | 2007 | 2006 | 2005 | 2004 |
|-----------------------------------------------------|-------------|-------------|------------|------------|------------|
| Selected Statement of Operations Data: | | | | | |
| Total interest income | \$ 181,773 | \$ 234,021 | \$ 223,887 | \$ 177,343 | \$ 124,980 |
| Total interest expense | 94,409 | 117,901 | 98,019 | 72,428 | 47,769 |
| Net interest income | 87,364 | 116,120 | 125,868 | 104,915 | 77,211 |
| Provision for loan losses | 84,455 | 68,101 | 6,053 | 6,436 | 4,887 |
| Net interest income after provision for loan losses | 2,909 | 48,019 | 119,815 | 98,479 | 72,324 |
| Total noninterest income | 31,454 | 30,337 | 29,084 | 26,585 | 23,905 |
| Total noninterest expense (1) | 127,639 | 95,057 | 81,769 | 72,450 | 58,212 |
| Income (loss) before income taxes | (93,276) | (16,701) | 67,130 | 52,614 | 38,017 |
| Income tax expense (benefit) | (18,034) | (4,276) | 25,815 | 19,782 | 14,152 |
| Net income (loss) | \$ (75,242) | \$ (12,425) | \$ 41,315 | \$ 32,832 | \$ 23,865 |
| Net income (loss) per common share, basic | \$ (4.46) | \$ (0.74) | \$ 2.50 | \$ 2.02 | \$ 1.42 |
| Net income (loss) per common share, diluted | \$ (4.46) | \$ (0.74) | \$ 2.41 | \$ 1.97 | \$ 1.39 |
| Dividends declared per common share | \$ 0.12 | \$ 0.31 | \$ 0.27 | \$ 0.23 | \$ 0.20 |

Selected Financial Condition Data:

| | | | | | |
|----------------------------------------------|--------------|--------------|--------------|--------------|--------------|
| Total assets | \$ 3,317,945 | \$ 3,537,766 | \$ 3,431,169 | \$ 3,222,275 | \$ 3,048,081 |
| Cash and cash equivalents | 249,859 | 241,461 | 86,808 | 88,034 | 70,030 |
| Investment securities | 137,712 | 130,551 | 105,090 | 102,725 | 127,883 |
| Net loans after allowance for loan losses | 2,719,000 | 2,909,589 | 3,017,031 | 2,813,800 | 2,628,155 |
| Deposits | 2,307,292 | 2,430,544 | 2,052,343 | 2,038,319 | 1,864,761 |
| FHLBank Topeka advances and other borrowings | 668,849 | 689,288 | 962,376 | 814,924 | 841,666 |
| Stockholders' equity | 270,613 | 345,590 | 353,283 | 308,867 | 277,023 |

Selected Operating Ratios:

| | | | | | |
|------------------------------------------|-------|-------|-------|-------|-------|
| Average yield on interest-earning assets | 5.89% | 7.21% | 7.24% | 6.05% | 5.33% |
|------------------------------------------|-------|-------|-------|-------|-------|

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| | | | | | |
|--------------------------------------------------------------------------------|---------|---------|---------|---------|---------|
| Average rate on interest-bearing liabilities | 3.37% | 4.06% | 3.52% | 2.72% | 2.31% |
| Average interest rate spread (2) | 2.52% | 3.15% | 3.72% | 3.33% | 3.02% |
| Net interest margin (2) | 2.83% | 3.58% | 4.07% | 3.58% | 3.29% |
| Average interest-earning assets to average interest-bearing liabilities | 110.18% | 111.80% | 110.95% | 110.10% | 113.29% |
| Net interest income after provision for loan losses to noninterest expense (3) | 2.28% | 50.52% | 146.53% | 135.93% | 124.24% |
| Total noninterest expense to average assets (3) | 3.85% | 2.74% | 2.48% | 2.31% | 2.35% |
| Efficiency ratio (3)(4) | 106.18% | 63.78% | 51.64% | 53.70% | 56.95% |
| Return on average assets (3) | -2.27% | -0.36% | 1.25% | 1.05% | 0.96% |
| Return on average equity (3) | -25.51% | -3.39% | 12.48% | 11.28% | 8.53% |
| Average equity to average assets (3) | 8.90% | 10.56% | 10.04% | 9.29% | 11.29% |

(1) Includes a \$42.1 million goodwill impairment charge for the year ended December 31, 2008.

(2) Excluding the receipt of a \$2.7 million loan prepayment fee, our average interest rate spread and net interest margin would have been 3.63% and 3.99%, respectively, for the year ended December 31, 2006.

(3) Employee stock options were expensed beginning January 1, 2006.

(4) Efficiency ratio is calculated as total noninterest expense, less amortization expense of other intangible assets, as a percentage of the sum of net interest income and noninterest income.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

Introduction

We are a Nebraska-based financial services holding company that offers customers a wide variety of full-service consumer, commercial and agricultural banking products and services through TierOne Bank, our wholly owned banking subsidiary. TierOne Bank's franchise network includes 69 banking offices located in Nebraska, Iowa and Kansas.

As a regional community bank, our goal is to provide our customers competitive financial services through a positive, quality service environment that distinguishes us from our competition. This is achieved by our strategic focus on our core businesses of mortgage and business lending and retail banking that has contributed to the Bank's history of growth. At December 31, 2008, the Company had total assets of \$3.3 billion, net loan receivables of \$2.8 billion, total deposits of \$2.3 billion and stockholders equity of \$270.6 million.

The following is a discussion and analysis of the Company's financial condition and results of operations including information on the Company's critical accounting policies, asset/liability management, liquidity and capital resources and contractual obligations. Information contained in this Management's Discussion and Analysis should be read in conjunction with the disclosure regarding "Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995," as well as the discussion set forth in "Item 1A. Risk Factors" and "Item 8. Financial Statements and Supplementary Data."

Critical Accounting Policies

See "Note 1 – Summary of Significant Accounting Policies" included in Item 8. Financial Statements and Supplementary Data, in Part II of this Annual Report on Form 10-K for a summary of our significant accounting policies. Various elements of our accounting policies, by nature, are inherently subject to estimation techniques, valuation assumptions and other subjective assessments. Our policies with respect to the methodologies used to recognize income, determine the allowance for loan losses, evaluating investment and mortgage-backed securities for impairment, evaluating goodwill and other intangible assets, valuation of mortgage servicing rights, valuation and measurement of derivatives and commitments, valuation of other real estate owned and estimating income taxes are our most critical accounting policies. These policies are important to the presentation of our financial condition and results of operations, involve a higher degree of complexity and require management to make difficult and subjective judgments which often require assumptions or estimates about highly uncertain matters. The use of different judgments, assumptions and estimates could result in material differences in our financial condition and results of operations.

Income Recognition. We recognize interest income by methods that conform to GAAP. In the event management believes collection of all or a portion of contractual interest on a loan has become doubtful, which generally occurs after a loan is contractually delinquent 90 days or more, we discontinue the accrual of interest and charge-off all previously accrued interest. Interest received on nonperforming loans is included in income only if principal recovery is reasonably assured. A nonperforming loan is restored to accrual status when it is brought current and the collectibility of the total contractual principal and interest is no longer in doubt.

Allowance for Loan Losses. We have identified the allowance for loan losses as a critical accounting policy where amounts are subject to material variation. This policy is significantly affected by our judgment and uncertainties and there is a likelihood that materially different amounts could be reported under different, but reasonably plausible, conditions or assumptions. The allowance for loan losses is considered a critical accounting estimate because there is a large degree of judgment in:

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- Assigning individual loans to specific risk levels (pass, special mention, substandard, doubtful and loss);
 - Valuing the underlying collateral securing the loans;
- Determining the appropriate reserve factor to be applied to specific risk levels for special mention loans and those adversely classified (substandard, doubtful and loss); and
 - Determining reserve factors to be applied to pass loans based upon loan type.

We establish provisions for loan losses, which are charges to our operating results, in order to maintain a level of total allowance for loan losses that, in management's belief, covers all known and inherent losses that are both probable and reasonably estimable at each reporting date. Management reviews the loan portfolio no less frequently than monthly in order to identify those inherent losses and to assess the overall collection probability of the loan portfolio. Management's review includes a quantitative analysis by loan category, using historical loss experience, classifying loans pursuant to a grading system and consideration of a series of qualitative loss factors. This evaluation is inherently subjective, as it requires estimates that are susceptible to significant revision as more information becomes available or as future events occur.

The allowance for loan losses consists of two elements. The first element is an allocated allowance established for specific loans identified by the credit review function that are evaluated individually for impairment and are considered to be impaired. A loan is considered impaired when, based on current information and events, it is probable that we will be unable to collect the scheduled payments of principal and interest when due according to the contractual terms of the loan agreement. Impairment is measured by:

- The fair value of the collateral if the loan is collateral dependent;
 - The present value of expected future cash flows; or
 - The loan's observable market price.

The second element is an estimated allowance established for losses that are probable and reasonable to estimate on each category of outstanding loans. While management uses available information to recognize probable losses on loans inherent in the portfolio, future additions to the allowance may be necessary based on changes in economic conditions and other factors. In addition, various regulatory agencies, as an integral part of their examination process, periodically review our allowance for loan losses. Such agencies may require us to recognize additions to the allowance based on their judgment of information available to them at the time of their examination.

Investment and Mortgage-Backed Securities. We evaluate our available for sale and held to maturity investment securities for impairment on a quarterly basis. An impairment charge in the Consolidated Statements of Operations is recognized when the decline in the fair value of investment securities below their cost basis is judged to be other-than-temporary. Various factors are utilized in determining whether we should recognize an impairment charge, including, but not limited to, the length of time and extent to which the fair value has been less than its cost basis and our ability and intent to hold the investment security for a period of time sufficient to allow for any anticipated recovery in fair value.

Goodwill and Other Intangible Assets. We recorded goodwill as a result of our 2004 acquisition of United Nebraska Financial Co. ("UNFC"). We tested this goodwill for impairment annually during the third quarter of each year, or between annual assessment dates whenever events or significant changes in circumstances indicated that the carrying value may be impaired. We performed a goodwill impairment test as of March 31, 2008 due to adverse changes in the business climate. As a result of a decline in the market value of our common stock to levels below our book value, we determined that the entire amount of our goodwill was impaired, and we recorded a \$42.1 million goodwill impairment charge to write-off our goodwill at March 31, 2008.

The value of core deposit intangible assets acquired in connection with the UNFC transaction and our acquisition of Marine Bank's banking office in Omaha, Nebraska, which is subject to amortization, is included in the Consolidated Statements of Financial Condition as other intangible assets. Determining the amount of identifiable intangible assets and their average lives involves multiple assumptions and estimates and is typically determined by performing a discounted cash flow analysis, which involves a combination of any or all of the following assumptions: customer attrition, account runoff, alternative funding costs, deposit servicing costs and discount rates. Core deposit intangible assets are amortized using an accelerated method of amortization which is recorded in the Consolidated Statements of

Operations as other operating expense.

We review our core deposit intangible assets for impairment whenever events or changes in circumstances indicate that we may not recover our investment in the underlying assets or liabilities which gave rise to the identifiable intangible assets. No events or circumstances triggered an impairment analysis of our core deposit intangible assets during the year ended December 31, 2008.

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Mortgage Servicing Rights. On January 1, 2007 we adopted SFAS No. 156, Accounting for Servicing of Financial Assets – an Amendment of FASB Statement No. 140 (“SFAS No. 156”). In accordance with SFAS No. 156, we have elected to continue to utilize the amortization method for all of our mortgage servicing right assets, thus, carrying our mortgage servicing rights at the “lower of cost or market” (fair value). Under the amortization method, we amortize mortgage servicing rights in proportion to and over the period of net servicing income. Income generated as a result of new servicing assets is reported as net gain on sale of loans held for sale in the Consolidated Statements of Operations. Loan servicing fees, net of amortization of mortgage servicing rights, is recorded in fees and service charges in the Consolidated Statements of Operations.

We capitalize the estimated value of mortgage servicing rights upon the sale of loans. The estimated value takes into consideration contractually known amounts, such as loan balance, term and interest rate. These estimates are impacted by loan prepayment speeds, servicing costs and discount rates used to compute a present value of the cash flow stream. We evaluate the fair value of mortgage servicing rights on a quarterly basis using current prepayment speed, cash flow and discount rate estimates. Changes in these estimates impact fair value and could require us to record a valuation allowance or recovery. The fair value of mortgage servicing rights is highly sensitive to changes in assumptions. Changes in prepayment speed assumptions have the most significant impact on the fair value of mortgage servicing rights. Generally, as interest rates decline, prepayments accelerate with increased refinance activity, which results in a decrease in the fair value of mortgage servicing rights. As interest rates rise, prepayments generally slow, which results in an increase in the fair value of mortgage servicing rights. All assumptions are reviewed for reasonableness on a quarterly basis and adjusted as necessary to reflect current and anticipated market conditions. Thus, any measurement of fair value is limited by the conditions existing and the assumptions utilized as of a particular point in time, and those assumptions may not be appropriate if applied at a different point in time. We currently do not utilize direct financial hedges to mitigate the effect of changes in the fair value of our mortgage servicing rights.

Derivatives and Commitments. We account for our derivatives and hedging activities in accordance with SFAS No. 133, Accounting for Derivative Instruments and Hedging Activity, as amended by SFAS No. 138, Accounting for Certain Derivative Instruments and Certain Hedging Activities, SFAS No. 149, Amendment of Statement No. 133 on Derivative Instruments and Hedging Activities and SEC Staff Accounting Bulletin No. 109.

In the normal course of business, we enter into contractual commitments, including loan commitments and rate lock commitments, to extend credit to finance residential mortgages. These commitments, which contain fixed expiration dates, offer the borrower an interest rate guarantee provided the loan meets underwriting guidelines and closes within the time frame established by us. Interest rate risk arises on these commitments and subsequently closed loans if interest rates increase or decrease between the time of the interest rate lock and the delivery of the loan to the investor. Loan commitments related to mortgage loans that are intended to be sold are considered derivatives in accordance with the guidance of SEC Staff Accounting Bulletin No. 109, Written Loan Commitments Recorded at Fair Value Through Earnings. Accordingly, the fair value of these derivatives at the end of the reporting period is based on a quoted market price that closely approximates the amount that would have been recognized if the loan commitment was funded and sold.

To mitigate the effect of interest rate risk inherent in providing loan commitments, we hedge our commitments by entering into mandatory or best efforts delivery forward sale contracts. These forward contracts are marked-to-market through earnings and are not designated as accounting hedges under SFAS No. 133. The change in the fair value of loan commitments and the change in the fair value of forward sales contracts generally move in opposite directions and, accordingly, the impact of changes in these valuations on earnings during the loan commitment period is recorded in our results of operations.

Although the forward loan sale contracts also serve as an economic hedge of loans held for sale, forward contracts have not been designated as accounting hedges under SFAS No. 133 and, accordingly, loans held for sale are accounted for at the lower of cost or market in accordance with SFAS No. 65, Accounting for Certain Mortgage Banking Activities.

Other Real Estate Owned and Repossessed Assets. Property and other assets acquired through foreclosure of defaulted mortgage or other collateralized loans are carried at the lower of cost or fair value, less estimated costs to sell the property and other assets. The fair value of other real estate owned is generally determined from appraisals obtained by independent appraisers. Development and improvement costs relating to such property are capitalized to the extent they are deemed to be recoverable.

An allowance for losses on other real estate owned and repossessed assets is intended to include amounts for estimated losses as a result of impairment in value of real property after repossession. We review our other real estate owned for impairment in value whenever events or circumstances indicate that the carrying value of the property or other assets may not be recoverable.

Income Taxes. We estimate income taxes payable based on the amount we expect to owe various tax authorities. Accrued income taxes represent the net estimated amount due to, or to be received from, taxing authorities. In estimating accrued income taxes, we assess the relative merits and risks of the appropriate tax treatment of transactions, taking into account the applicable statutory, judicial and regulatory guidance in the context of our tax position. Although we utilize current information to record income taxes, underlying assumptions may change over time as a result of unanticipated events or circumstances.

In assessing the realizability of our deferred tax assets, we consider whether it is more likely than not that some portion or all of the deferred tax assets will be realized. We consider the scheduled reversals of deferred tax liabilities and carryback opportunities in making the assessment of the necessity of a valuation allowance.

In June 2006, the Financial Accounting Standards Board (“FASB”) issued Interpretation No. 48, Accounting for Uncertainty in Income Taxes – an Interpretation of FASB Statement No. 109 (“FIN 48”). FIN 48 requires that we determine whether a tax position is more likely than not to be sustained upon examination, including resolution of any related appeals or litigation processes, based on the technical merits of the position. Once it is determined that a position meets the recognition threshold, the position is measured to determine the amount of benefit to be recognized in the financial statements. Any interest and penalties related to uncertain tax positions are recorded in income tax expense in the Consolidated Statements of Operations.

Comparison of Financial Condition at December 31, 2008 and 2007

General. Our total assets were \$3.3 billion at December 31, 2008, a decrease of \$219.8 million, or 6.2%, compared to \$3.5 billion at December 31, 2007.

Cash and Cash Equivalents. Our cash and cash equivalents totaled \$249.9 million at December 31, 2008, an increase of \$8.4 million, or 3.5%, compared to \$241.5 million at December 31, 2007. The increase was primarily attributable to loan repayments which exceeded deposit outflows during the year.

Investment Securities. Our available for sale investment securities totaled \$137.7 million at December 31, 2008, an increase of \$7.2 million, or 5.5%, compared to \$130.5 million at December 31, 2007. During the year ended December 31, 2008, security purchases totaled \$453.7 million which were substantially offset by maturing investment securities totaling \$447.3 million. The securities purchased during 2008 were primarily agency obligations that were purchased to collateralize deposits. Losses due to other-than-temporary impairment were \$1.4 million for the year ended December 31, 2008. These losses related to a \$906,000 loss on the Asset Management Fund (ARM Fund), a \$519,000 loss on Freddie Mac preferred stock and a \$9,000 loss on Farmer Mac preferred stock.

Mortgage-Backed Securities. Our mortgage-backed securities, all of which are recorded as available for sale, totaled \$3.1 million at December 31, 2008, a decrease of \$3.6 million, or 53.2%, compared to \$6.7 million at December 31, 2007. The decrease in our mortgage-backed securities was the result of \$3.6 million of principal payments received during the year ended December 31, 2008.

Loans Receivable. Net loans totaled \$2.8 billion at December 31, 2008, a decrease of \$193.9 million, or 6.5%, compared to \$3.0 billion at December 31, 2007. During the year ended December 31, 2008, we originated \$1.2 billion of loans (exclusive of warehouse mortgage lines of credit) and purchased \$427.2 million of loans. These increases were offset by \$1.7 billion of principal repayments (exclusive of warehouse mortgage lines of credit) and charge-offs and \$365.8 million of loan sales.

The decrease in net loans at December 31, 2008 was primarily attributable to a decrease in loan originations related to our tightening of our credit policies and our reduction of exposure in selected business lines and geographic markets due to the continued deterioration in these real estate markets and the economy in general. See "Loan Quality and Nonperforming Assets" for a discussion on the business lines and geographic markets in which we have reduced our exposure.

The following table details the composition of our loan portfolio at the dates indicated:

| (Dollars in thousands) | At December 31, | | Increase | % |
|-----------------------------------------------------------|-----------------|--------------|--------------|---------|
| | 2008 | 2007 | (Decrease) | Change |
| One-to-four family residential (1) | \$ 384,614 | \$ 314,623 | \$ 69,991 | 22.25% |
| Second mortgage residential | 76,438 | 95,477 | (19,039) | (19.94) |
| Multi-family residential | 199,152 | 106,678 | 92,474 | 86.69 |
| Commercial real estate | 356,067 | 370,910 | (14,843) | (4.00) |
| Land and land development | 396,477 | 473,346 | (76,869) | (16.24) |
| Residential construction | 229,534 | 513,560 | (284,026) | (55.31) |
| Commercial construction | 360,163 | 540,797 | (180,634) | (33.40) |
| Agriculture - real estate | 95,097 | 91,068 | 4,029 | 4.42 |
| Business | 250,619 | 252,712 | (2,093) | (0.83) |
| Agriculture - operating | 106,429 | 100,365 | 6,064 | 6.04 |
| Warehouse mortgage lines of credit | 133,474 | 86,081 | 47,393 | 55.06 |
| Consumer | 373,087 | 397,247 | (24,160) | (6.08) |
| Total loans | 2,961,151 | 3,342,864 | (381,713) | (11.42) |
| Unamortized premiums, discounts and deferred loan fees | 9,558 | 9,451 | 107 | 1.13 |
| Loans in process (2): | | | | |
| Land and land development | (50,622) | (84,765) | 34,143 | (40.28) |
| Residential construction | (32,846) | (139,514) | 106,668 | (76.46) |
| Commercial construction | (105,021) | (151,907) | 46,886 | (30.86) |
| Net loans | \$ 2,782,220 | \$ 2,976,129 | \$ (193,909) | (6.52)% |
| (1) Includes loans held for sale | \$ 13,917 | \$ 9,348 | \$ 4,569 | 48.88% |

(2) Loans in process represents the undisbursed portion of construction and land development loans.

At December 31, 2008, the outstanding balance (net of loans in process) of our residential construction loans was \$196.7 million, a decrease of \$177.4 million, or 47.4%, compared to \$374.0 million at December 31, 2007. The outstanding balance (net of loans in process) of our land and land development loans was \$345.9 million at December 31, 2008, a decrease of \$42.7 million, or 11.0%, compared to \$388.6 million at December 31, 2007. The outstanding balance (net of loans in process) of our commercial construction loans was \$255.1 million at December 31, 2008, a decrease of \$133.7 million, or 34.4%, compared to \$388.9 million at December 31, 2007.

The increase in multi-family residential loans at December 31, 2008 was primarily the result of the completion of construction on several multi-family development projects. Upon completion of construction, the loans were reclassified to multi-family residential from commercial construction.

We maintain a corporate policy of not participating in subprime residential real estate lending or negative amortizing mortgage products for loans placed into our portfolio. The OTS, our primary federal regulatory agency, defines subprime loans as loans to borrowers displaying one or more credit risk characteristics including lending to a borrower with a credit bureau risk score (FICO) of 660 or below. Furthermore, we have not purchased collateralized loan obligations, collateralized debt obligations, structured investment vehicles or asset-backed commercial paper.

Redefining our Primary Lending Market Area. As previously discussed, on June 30, 2008, we announced the closing of all nine of our loan production offices in an effort to focus our lending activity in our primary market area of Nebraska, Iowa and Kansas. At December 31, 2008, \$1.6 billion, or 53.7%, of our total loans were secured by property located in Nebraska, Iowa and Kansas. Loans collateralized by property in states in which we formerly operated a loan production office (Arizona, Colorado, Florida, Minnesota, Nevada and North Carolina) totaled \$763.6 million, or 25.8%, of our total loan portfolio at December 31, 2008. Loans in all other states totaled \$607.6 million, or 20.5%, of our total loan portfolio.

Loan Portfolio Concentration by State. The following table details the concentration of our total loan portfolio by state at the dates indicated:

| (Dollars in thousands) | At December 31, | | | |
|----------------------------------------------------------|------------------|--------------|------------------|--------------|
| | 2008 | % | 2007 | % |
| Within our Primary Market Area: | | | | |
| Nebraska | \$ 1,383,732 | 46.73% | \$ 1,367,659 | 40.91% |
| Iowa | 123,330 | 4.16 | 135,885 | 4.06 |
| Kansas | 82,834 | 2.80 | 69,180 | 2.07 |
| Total within our Primary Market Area | 1,589,896 | 53.69 | 1,572,724 | 47.04 |
| Within Former Loan Production Office States: | | | | |
| Nevada | 192,624 | 6.51 | 247,260 | 7.40 |
| Colorado | 157,924 | 5.33 | 237,441 | 7.10 |
| Arizona | 144,359 | 4.88 | 161,339 | 4.83 |
| Minnesota | 132,057 | 4.46 | 157,985 | 4.73 |
| North Carolina | 63,768 | 2.15 | 121,594 | 3.64 |
| Florida | 72,912 | 2.46 | 168,765 | 5.05 |
| Total within former loan production office states | 763,644 | 25.79 | 1,094,384 | 32.75 |
| Other States: | | | | |
| South Carolina | 66,786 | 2.26 | 103,153 | 3.09 |
| California | 68,642 | 2.32 | 78,817 | 2.36 |
| Texas | 76,162 | 2.57 | 74,390 | 2.22 |
| Illinois | 63,502 | 2.14 | 70,891 | 2.12 |
| Oregon | 45,078 | 1.52 | 37,266 | 1.11 |
| Washington | 31,052 | 1.05 | 29,736 | 0.89 |
| Other States | 256,389 | 8.66 | 281,503 | 8.42 |
| Total other states | 607,611 | 20.52 | 675,756 | 20.21 |

| | | | | |
|-------------|--------------|---------|--------------|---------|
| Total loans | \$ 2,961,151 | 100.00% | \$ 3,342,864 | 100.00% |
|-------------|--------------|---------|--------------|---------|

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Allowance for Loan Losses. Our allowance for loan losses decreased \$3.3 million, or 5.0%, to \$63.2 million at December 31, 2008 compared to \$66.5 million at December 31, 2007.

| (Dollars in thousands) | At or for the Year Ended December 31, | |
|------------------------------------------------------------------|------------------------------------------|-----------|
| | 2008 | 2007 |
| Allowance for loan losses at beginning of year | \$ 66,540 | \$ 33,129 |
| Charge-offs | (90,398) | (33,037) |
| Recoveries on loans previously charged-off | 2,288 | 1,066 |
| Provision for loan losses | 84,790 | 65,382 |
| Allowance for loan losses at end of year | \$ 63,220 | \$ 66,540 |
| Allowance for loan losses as a percentage of net loans | 2.27% | 2.24% |
| Allowance for loan losses as a percentage of nonperforming loans | 44.45% | 51.79% |

During 2007 and 2008, our levels of delinquent, nonperforming and impaired loans increased significantly due to deterioration in the nation's economic conditions which resulted in continued financial stress on customers. A continued deterioration of the economy and further erosion of real estate values may cause us to experience increased levels of delinquent, nonperforming and impaired loans. The decrease in our allowance for loan losses at December 31, 2008 was primarily attributable to charge-offs associated with impaired loans. Impaired loans totaled \$185.9 million at December 31, 2008, an increase of \$60.0 million, or 47.6%, compared to \$125.9 million at December 31, 2007. Our allowance for loan losses related to impaired loans was \$16.4 million and \$24.6 million at December 31, 2008 and 2007, respectively. When a loan is deemed impaired, we are required to perform an analysis in order to measure the level of impairment. When the impairment measurement indicates that the fair value of the loan is less than its carrying amount, we are required to establish additional provisions for loan losses and/or we are required to record a charge-off for the difference. During 2008, impaired loans increased significantly and as a result we were required to record charge-offs due to the results of our loan impairment measurements.

FHLBank Topeka Stock. FHLBank stock totaled \$47.0 million at December 31, 2008, a decrease of \$18.8 million, or 28.6%, compared to \$65.8 million at December 31, 2007. The decrease was attributable to a stock redemption totaling \$21.0 million partially offset by FHLBank dividends paid in stock received during the year ended December 31, 2008 totaling \$2.2 million.

Premises and Equipment. Premises and equipment decreased \$2.7 million, or 7.1%, to \$35.3 million at December 31, 2008 compared to \$38.0 million at December 31, 2007. The decrease was attributable to \$3.8 million of depreciation and amortization expense which was partially offset by \$1.7 million in asset additions. Additions during the year ended December 31, 2008 consisted primarily of computer equipment, software and furniture.

Other Real Estate Owned and Repossessed Assets. Other real estate owned and repossessed assets totaled \$37.2 million at December 31, 2008, an increase of \$30.8 million compared to \$6.4 million at December 31, 2007. The increase was primarily attributable to \$38.4 million in additions (primarily loan foreclosures) partially offset by \$6.3 million in proceeds from the sale of foreclosed properties. At December 31, 2008, other real estate owned and repossessed assets primarily consisted of eight commercial properties aggregating \$21.7 million and 93 residential properties totaling \$15.5 million. Our provision for other real estate owned losses totaled \$1.1 million for the year

ended December 31, 2008. We anticipate that our level of other real estate owned and repossessed assets may continue to increase in 2009 due to the current economic environment. The significantly depressed real estate market in many areas of the United States has resulted in increased supplies of properties, depressed market values and longer holding periods. Our provision for other real estate owned losses may continue to increase if our levels of other real estate owned increase and real estate market values continue to face downward pressure.

Goodwill. At December 31, 2007 we had \$42.1 million of goodwill that was recorded as a result of our 2004 acquisition of UNFC. In accordance with SFAS No. 142, Goodwill and Other Intangible Assets, we tested this goodwill for impairment annually during the third quarter of each year, or between annual assessment dates whenever events or significant changes in circumstances indicated that the carrying value may be impaired. We performed a goodwill impairment test as of March 31, 2008 due to adverse changes in the business climate. As a result of a decline in the market value of our common stock to levels below our book value, we determined that the entire amount of our goodwill was impaired, and we recorded a \$42.1 million goodwill impairment charge to write-off our goodwill at March 31, 2008.

Other Intangible Assets. Other intangible assets totaled \$4.7 million at December 31, 2008, a decrease of \$2.0 million, or 30.0%, compared to \$6.7 million at December 31, 2007 and relates to the core deposit intangible assets recorded as a result of the UNFC acquisition and the Marine Bank transaction. The decrease was attributable to \$1.5 million in amortization during the year ended December 31, 2008 and a \$543,000 realized tax benefit associated with the UNFC acquisition.

Mortgage Servicing Rights. Mortgage servicing rights totaled \$14.8 million at December 31, 2008, an increase of \$276,000, or 1.9%, compared to \$14.5 million at December 31, 2007. Mortgage servicing rights capitalized during the year ended December 31, 2008 totaled \$5.8 million and were partially offset by \$4.2 million in amortization expense. In addition, we recorded a valuation allowance related to our mortgage servicing rights totaling \$1.4 million at December 31, 2008 due to increased mortgage loan refinancing activity related to the declining mortgage loan interest rate environment.

Other Assets. Other assets declined \$2.3 million, or 4.2%, to \$52.3 million at December 31, 2008 compared to \$54.6 million at December 31, 2007. Other assets consists primarily of prepaid expenses, miscellaneous receivables and other assets. At December 31, 2008, other assets included income taxes receivable of \$21.0 million. Additionally, during the year ended December 31, 2007 a \$12.2 million receivable from TransLand associated with the alleged misappropriation of loan payoff proceeds and periodic payments due to the Bank was reclassified from loans receivable to other assets. We were insured up to \$7.5 million against fraudulent activity by loan servicers. We wrote off \$4.8 million during the year ended December 31, 2007 in connection with the TransLand receivable which represented the amount of the receivable exceeding our insurance coverage. On February 17, 2009, we received a \$7.5 million payment from our insurance carrier without prejudice to further claims for legal fees and interest. Other assets at December 31, 2008 also includes \$1.8 million of deferred tax benefits. We have established a valuation allowance related to our deferred tax benefits of \$1.8 million at December 31, 2008. Under GAAP, a valuation allowance is required to be recognized if it is "more likely than not" that a deferred tax asset will not be realized.

Liabilities and Stockholders' Equity

General. Our total liabilities were \$3.0 billion at December 31, 2008, a decrease of \$144.8 million, or 4.5%, compared to \$3.2 billion at December 31, 2007. The decline in total liabilities was attributable to a decrease in deposits and FHLBank advances.

Deposits. Deposits declined \$123.3 million, or 5.1%, to \$2.3 billion at December 31, 2008 compared to December 31, 2007.

| (Dollars in thousands) | At December 31, | | Increase | % |
|------------------------------|-----------------|------------|-------------|----------|
| | 2008 | 2007 | (Decrease) | Change |
| Noninterest-bearing checking | \$ 149,597 | \$ 164,275 | \$ (14,678) | (8.94) % |
| Savings | 204,494 | 188,613 | 15,881 | 8.42 |

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| | | | | |
|---------------------------|--------------|--------------|--------------|----------|
| Interest-bearing checking | 327,361 | 328,267 | (906) | (0.28) |
| Money market | 249,714 | 350,276 | (100,562) | (28.71) |
| Time deposits | 1,376,126 | 1,399,113 | (22,987) | (1.64) |
| Total deposits | \$ 2,307,292 | \$ 2,430,544 | \$ (123,252) | (5.07) % |

Our transaction accounts (checking, savings and money market) totaled \$931.2 million at December 31, 2008, a decrease of \$100.3 million, or 9.7%, compared to \$1.0 billion at December 31, 2007. The number of transaction accounts

increased by a net 2,328 accounts, or 1.7%, to 135,728 accounts compared to 133,400 accounts at December 31, 2007. The weighted average interest rate of our transaction accounts was 0.91% at December 31, 2008 compared to 1.96% at December 31, 2007. The decrease in deposits, particularly money market accounts and time deposits, resulted from a less aggressive deposit pricing strategy implemented following the termination of a previously announced merger in the first quarter of 2008. The weighted average interest rate of our time deposits was 3.43% at December 31, 2008 compared to 4.96% at December 31, 2007.

FHLBank Advances and Other Borrowings. Our FHLBank advances and other borrowings totaled \$668.8 million at December 31, 2008, a decrease of \$20.4 million, or 3.0%, compared to \$689.3 million at December 31, 2007. The decrease in FHLBank advances and other borrowings at December 31, 2008 was primarily attributable to the repayment of a \$25.0 million FHLBank convertible advance as it was called by the FHLBank. We did not have an outstanding balance on our FHLBank line of credit at both December 31, 2008 and December 31, 2007. The weighted average interest rate on our FHLBank advances and other borrowings was 4.30% at December 31, 2008, a decrease of 20 basis points compared to 4.50% at December 31, 2007.

Accrued Expenses and Other Liabilities. Our accrued expenses and other liabilities totaled \$32.0 million at December 31, 2008, a decrease of \$3.9 million, or 10.9%, compared to \$35.9 million at December 31, 2007. The primary items comprising accrued expenses and other liabilities are deferred compensation agreements, accrued salaries and vacation, loan servicing payments and other miscellaneous accrued expenses.

Stockholders' Equity. At December 31, 2008, stockholders' equity totaled \$270.6 million, a decrease of \$75.0 million, or 21.7%, compared to \$345.6 million at December 31, 2007. The decrease in stockholders' equity was primarily the result of a net loss of \$75.2 million and cash dividends paid of \$2.0 million during the year ended December 31, 2008. The decrease was partially offset by \$1.3 million related to common stock earned by participants in the Employee Stock Ownership Plan ("ESOP"), \$1.1 million related to amortization of awards under the 2003 Management Recognition and Retention Plan ("MRRP") and \$699,000 related to amortization of stock options under the 2003 Stock Option Plan ("SOP"). We paid cash dividends of \$0.08 per share on March 31, 2008 to stockholders of record on March 14, 2008 and \$0.04 per share on July 8, 2008 to stockholders of record on June 30, 2008. We have suspended the payment of our quarterly cash dividend in order to preserve our capital and to comply with the provisions of our supervisory agreement with the OTS.

On March 20, 2008, we announced that our Board of Directors had authorized the repurchase of up to 1,797,592 shares of our outstanding common stock. There is no stated expiration date for this authorization. We repurchased 25,068 shares of our outstanding common stock to support employee benefit programs during the year ended December 31, 2008. The weighted average price paid per repurchased common share was \$8.82 for the year ended December 31, 2008. At December 31, 2008, the total remaining common stock repurchase authority was 1,772,524 shares. In accordance with our supervisory agreement with the OTS, we are prohibited from repurchasing our common stock, excluding repurchases to support existing stock-based employee benefit plans, until we receive a written notice of non-objection from the OTS.

Comparison of Financial Condition at December 31, 2007 and 2006

General. Our total assets were \$3.5 billion at December 31, 2007, an increase of \$106.6 million, or 3.1%, compared to \$3.4 billion at December 31, 2006.

Cash and Cash Equivalents. Our cash and cash equivalents totaled \$241.5 million at December 31, 2007, an increase of \$154.7 million, or 178.2%, compared to \$86.8 million at December 31, 2006. The increase was primarily attributable to an increase in deposits and a decrease in net loans partially offset by the repayment of FHLBank advances and other borrowings.

Investment Securities. Our available for sale investment securities totaled \$130.5 million at December 31, 2007, an increase of \$25.5 million, or 24.3%, compared to \$105.0 million at December 31, 2006. During the year ended December 31, 2007 we had security purchases of \$318.4 million which were partially offset by \$295.8 million in proceeds from maturing and sold investment securities. The securities purchased during 2007 were primarily agency obligations that were purchased to collateralize deposits.

Mortgage-Backed Securities. Our mortgage-backed securities, all of which are recorded as available for sale, totaled \$6.7 million at December 31, 2007, a decrease of \$5.6 million, or 45.5%, compared to \$12.3 million at December 31, 2006. The decrease in our mortgage-backed securities was the result of \$5.6 million of principal payments received during the year ended December 31, 2007.

Loans Receivable. Net loans totaled \$3.0 billion at December 31, 2007, a decrease of \$74.0 million, or 2.4%, compared to \$3.1 billion at December 31, 2006. During the year ended December 31, 2007, we originated \$1.6 billion of loans (exclusive of warehouse mortgage lines of credit) and purchased \$411.4 million of loans. These increases were offset by \$2.0 billion of principal repayments (exclusive of warehouse mortgage lines of credit) and \$344.0 million of loan sales. The following table details the composition of our loan portfolio at the dates indicated:

| (Dollars in thousands) | At December 31, | | Increase (Decrease) | % Change |
|-----------------------------------------------------------|-----------------|------------|------------------------|----------|
| | 2007 | 2006 | | |
| One-to-four family residential (1) | \$ 314,623 | \$ 339,080 | \$ (24,457) | (7.21) % |
| Second mortgage residential | 95,477 | 120,510 | (25,033) | (20.77) |
| Multi-family residential | 106,678 | 148,922 | (42,244) | (28.37) |
| Commercial real estate | 370,910 | 396,620 | (25,710) | (6.48) |
| Land and land development | 473,346 | 494,887 | (21,541) | (4.35) |
| Residential construction | 513,560 | 780,991 | (267,431) | (34.24) |
| Commercial construction | 540,797 | 491,997 | 48,800 | 9.92 |
| Agriculture - real estate | 91,068 | 68,459 | 22,609 | 33.03 |
| Business | 252,712 | 220,669 | 32,043 | 14.52 |
| Agriculture - operating | 100,365 | 94,455 | 5,910 | 6.26 |
| Warehouse mortgage lines of credit | 86,081 | 112,645 | (26,564) | (23.58) |
| Consumer | 397,247 | 413,000 | (15,753) | (3.81) |
| Total loans | 3,342,864 | 3,682,235 | (339,371) | (9.22) |
| Unamortized premiums, discounts and deferred loan fees | 9,451 | 5,602 | 3,849 | 68.71 |
| Loans in process (2): | | | | |
| Land and land development | (84,765) | (122,640) | 37,875 | (30.88) |
| Residential construction | (139,514) | (283,394) | 143,880 | (50.77) |

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| | | | | |
|----------------------------------|--------------|--------------|-------------|-----------|
| Commercial construction | (151,907) | (231,643) | 79,736 | (34.42) |
| Net loans | \$ 2,976,129 | \$ 3,050,160 | \$ (74,031) | (2.43) % |
| (1) Includes loans held for sale | \$ 9,348 | \$ 19,285 | \$ (9,937) | (51.53) % |

(2) Loans in process represents the undisbursed portion of construction and land development loans.

At December 31, 2007, the outstanding balance (net of loans in process) of our residential construction loans was \$374.0 million, a decrease of \$123.6 million, or 24.8%, compared to \$497.6 million at December 31, 2006. The outstanding balance (net of loans in process) of our commercial construction loans was \$388.9 million at December 31, 2007, an increase of \$128.5 million, or 49.4%, compared to \$260.4 million at December 31, 2006. The outstanding balance of our land and land development loans was \$388.6 million at December 31, 2007, an increase of \$16.3 million, or 4.4%, compared to \$372.2 million at December 31, 2006.

The decrease in net loans at December 31, 2007 was primarily attributable to a decrease in loan originations and purchases, loan payoffs and periodic payments on loans. The decrease in the level of loan originations and purchases was primarily attributable to a decrease in demand resulting from the continued deterioration in the real estate market and the economy in general. We have taken a number of steps related to the realignment of certain credit administration functions, including the addition of personnel with extensive depth and expertise in credit analysis, and we continue to tighten credit policies.

Allowance for Loan Losses. Our allowance for loan losses increased \$33.4 million, or 100.9%, to \$66.5 million at December 31, 2007 compared to \$33.1 million at December 31, 2006. During the year ended December 31, 2007 we recorded provisions for loan losses totaling \$68.1 million and had net charge-offs of \$32.0 million. Our allowance for loan losses as a percentage of nonperforming loans was 51.79% at December 31, 2007 compared to 110.25% at December 31, 2006. Our ratio of the allowance for loan losses to net loans was 2.24% and 1.09% at December 31, 2007 and 2006, respectively.

The increase in our allowance for loan losses was primarily attributable to an increase in delinquent, nonperforming and impaired loans. During 2007, our levels of delinquent loans, nonperforming loans (loans 90 or more days delinquent) and impaired loans increased significantly. These increases were primarily attributable to the continued deterioration in the real estate market and the economy in general. We have been further impacted by the erosion of property values and an overall increase in housing inventory (both developed lots and completed houses) in many of the areas of the country in which we do business and where the collateral for our loans reside. Additionally, significantly tightened credit standards have made it more difficult for potential borrowers to obtain financing and for current borrowers to refinance existing loans.

Our allowance for loan losses related to impaired loans totaled \$24.6 million at December 31, 2007 compared to \$152,000 at December 31, 2006. Actual losses are dependent upon future events and, as such, further changes to the level of allowance for loan losses may become necessary based on changes in economic conditions and other factors.

At December 31, 2007, our nonperforming residential construction loans totaled \$57.7 million of which \$31.8 million were located in Florida. Approximately \$26.5 million of our total nonperforming residential construction loans had been purchased from TransLand. To limit our geographic loan concentration, we discontinued purchasing residential construction loans in the Cape Coral area of Lee County, Florida from TransLand by December 31, 2005.

At December 31, 2007, we had classified \$51.9 million of our total residential construction loans as impaired, of which \$33.1 million relate to loans purchased from TransLand. We have established an allowance for loan losses related to the TransLand loans which have been classified as impaired of \$11.5 million at December 31, 2007.

As previously disclosed in regulatory filings with the Securities and Exchange Commission, we reported that we have a group of residential construction loans we purchased from TransLand which were primarily located in the Cape Coral area of southwest Florida. These loans were originally made to individual homebuyers wishing to build a second or retirement home. Subsequent to the filing of our June 30, 2007 Quarterly Report on Form 10-Q, we assumed servicing of all loans purchased from TransLand. During our due diligence process related to the transfer of residential construction loan servicing from TransLand to the Bank, alleged fraudulent servicing practices were

discovered. The majority of the alleged fraud related to the withholding of loan payoff proceeds and periodic payments. A joint petition for involuntary Chapter 11 bankruptcy was filed on August 23, 2007 in the United States Bankruptcy Court for the Middle District of Florida (“Court”) by the Bank and two other financial institutions against TransLand. A court-appointed examiner furnished a detailed report documenting the alleged fraudulent activity. In December 2007, the Court entered an order approving the petitioning banks’ plan to agree to dismiss the

bankruptcy petition in return for the agreement by TransLand and certain of its principal creditors to proceed with the liquidation and proportional distribution of TransLand's remaining assets.

In addition to seeking recoveries from TransLand, the Bank is also insured up to \$7.5 million against fraudulent activity by loan servicers. A \$12.2 million receivable from TransLand associated with the alleged misappropriation of loan payoff proceeds and periodic payments due to the Bank was reclassified from loans receivable to other assets on the Company's Consolidated Statements of Financial Condition at September 30, 2007. We believe that it is probable we will collect the proceeds on the insurance bond. We wrote-off as a charge to other operating expense \$4.8 million during the three months ended September 30, 2007 in connection with the TransLand receivable. This amount represents the excess of the aggregate TransLand receivable over the amount of our insurance coverage. During the three months ended December 31, 2007, we recovered \$1.6 million related to the TransLand receivable write-off. Any future recoveries from TransLand would be recorded as other operating income in the period the funds are received.

FHLBank Topeka Stock. FHLBank stock totaled \$65.8 million at December 31, 2007, an increase of \$3.8 million, or 6.2%, compared to \$62.0 million at December 31, 2006. The increase was attributable to FHLBank dividends paid in stock received during the year ended December 31, 2007.

Premises and Equipment. Premises and equipment decreased \$1.8 million, or 4.5%, to \$38.0 million at December 31, 2007 compared to \$39.8 million at December 31, 2006. The decrease was attributable to \$4.0 million of depreciation and amortization expense which was partially offset by \$2.2 million in asset additions. Additions during the year ended December 31, 2007 consisted primarily of computer equipment, furniture and software.

Goodwill. Goodwill totaled \$42.1 million at December 31, 2007, a decrease of \$127,000, or 0.3%, compared to \$42.2 million at December 31, 2006 and relates to the 2004 acquisition of UNFC. The decline in goodwill is attributable to the realization of a \$61,000 tax benefit related to the UNFC acquisition and a \$66,000 adjustment resulting from the adoption of FASB Interpretation No. 48.

Other Intangible Assets. Other intangible assets totaled \$6.7 million at December 31, 2007, a decrease of \$1.6 million, or 19.6%, compared to \$8.4 million at December 31, 2006 and relates to the core deposit intangible assets recorded as a result of the UNFC acquisition and the Marine Bank transaction. The decrease was attributable to \$1.6 million in amortization during the year ended December 31, 2007.

Other Assets. Other assets increased \$39.0 million, or 177.0%, to \$61.0 million at December 31, 2007 compared to \$22.0 million at December 31, 2006. Other assets consists primarily of prepaid expenses, miscellaneous receivables and other miscellaneous assets. The increase in other assets at December 31, 2007 is primarily attributable to an \$18.2 million increase in deferred tax assets, a \$8.0 million income tax receivable and a \$7.4 million receivable related to TransLand. The increase in deferred tax assets was primarily related to the increase in our allowance for loan losses and the accelerated recognition of deferred loan fees.

Liabilities and Stockholders' Equity

General. Our total liabilities were \$3.2 billion at December 31, 2007, an increase of \$114.3 million, or 3.7%, compared to \$3.1 billion at December 31, 2006. We utilized increased deposits to reduce our FHLBank advances during the year ended December 31, 2007.

Deposits. Deposits increased \$378.2 million, or 18.4%, to \$2.4 billion at December 31, 2007 compared to \$2.1 billion at December 31, 2006.

| (Dollars in thousands) | At December 31, | | Increase (Decrease) | % Change |
|------------------------------|-----------------|--------------|------------------------|----------|
| | 2007 | 2006 | | |
| Noninterest-bearing checking | \$ 164,275 | \$ 154,123 | \$ 10,152 | 6.59% |
| Savings | 188,613 | 45,452 | 143,161 | 314.97 |
| Interest-bearing checking | 328,267 | 349,033 | (20,766) | (5.95) |
| Money market | 350,276 | 383,182 | (32,906) | (8.59) |
| Time deposits | 1,399,113 | 1,120,553 | 278,560 | 24.86 |
| Total retail deposits | 2,430,544 | 2,052,343 | 378,201 | 18.43 |
| Brokered time deposits | - | - | - | - |
| Total deposits | \$ 2,430,544 | \$ 2,052,343 | \$ 378,201 | 18.43% |

Our transaction accounts (checking, savings and money market) totaled \$1.0 billion at December 31, 2007, an increase of \$99.6 million, or 10.7%, compared to \$931.8 million at December 31, 2006. The increase in our savings accounts was attributable to a new savings account which was introduced during the three months ended September 30, 2007. The number of transaction accounts increased by 4,800 accounts, or 3.7%, to 133,400 accounts compared to 128,600 accounts at December 31, 2006. The weighted average interest rate of our transaction accounts was 1.96% at December 31, 2007 compared to 1.68% at December 31, 2006. The increase in our time deposits was primarily the result of marketing promotions throughout 2007. The weighted average interest rate of our time deposits was 4.96% at December 31, 2007 compared to 4.81% at December 31, 2006.

FHLBank Advances and Other Borrowings. Our FHLBank advances and other borrowings totaled \$689.3 million at December 31, 2007, a decrease of \$273.1 million, or 28.4%, compared to \$962.4 million at December 31, 2006. The decrease in FHLBank advances and other borrowings at December 31, 2007 was primarily attributable to the utilization of increased deposits to reduce our FHLBank advances. During the year ended December 31, 2007 we executed one new FHLBank term advance in the amount of \$50.0 million at an interest rate of 3.94%. Additionally, we paid off eight FHLBank term advances which were called during the year ended December 31, 2007 totaling \$250.0 million. The weighted average interest rate on FHLBank advances which were called by the FHLBank during the year ended December 31, 2007 was 3.61%. We did not have an outstanding balance on our FHLBank line of credit at December 31, 2007 compared to an outstanding balance of \$72.5 million at December 31, 2006. The weighted average interest rate on our FHLBank advances and other borrowings was 4.50% at December 31, 2007, an increase of 10 basis points compared to 4.40% at December 31, 2006.

Accrued Expenses and Other Liabilities. Our accrued expenses and other liabilities totaled \$35.9 million at December 31, 2007, an increase of \$6.5 million, or 22.2%, compared to \$29.3 million at December 31, 2006. The primary items

comprising accrued expenses and other liabilities are deferred compensation agreements, loan servicing payments and other miscellaneous accrued expenses.

Stockholders' Equity. At December 31, 2007, stockholders' equity totaled \$345.6 million, a decrease of \$7.7 million, or 2.2%, compared to \$353.3 million at December 31, 2006. The decrease in stockholders' equity was primarily the result of a net loss of \$12.4 million and cash dividends of \$5.2 million paid to our stockholders during the year ended December 31, 2007. This decrease was partially offset by \$3.9 million related to common stock earned by participants in the ESOP, \$2.9 million related to amortization of awards under the 2003 MRRP and \$1.7

million related to amortization of stock options under the 2003 SOP. We paid cash dividends of \$0.07 per share on March 31, 2007 to stockholders of record on March 15, 2007 and \$0.08 per common share on June 29, 2007, September 28, 2007 and December 31, 2007 to stockholders of record on June 15, 2007, September 14, 2007 and December 14, 2007.

On July 27, 2004, we announced that our Board of Directors had authorized the repurchase of up to 1,828,581 shares of our outstanding common stock. We repurchased 8,367 shares of our outstanding common stock to support employee benefit programs during the year ended December 31, 2007. The weighted average price paid per repurchased common share was \$24.39 for the year ended December 31, 2007. After accounting for earlier repurchases, at December 31, 2007, the total remaining common stock repurchase authority was 1,518,692 shares.

Comparison of Operating Results for the Years Ended December 31, 2008 and 2007

Net Loss. Net loss for the year ended December 31, 2008 was \$75.2 million, or \$4.46 per diluted and basic share, compared to a net loss of \$12.4 million, or \$0.74 per diluted and basic share, for the year ended December 31, 2007. The net loss for the year ended December 31, 2008 included a non-cash, after-tax charge of \$42.1 million for the write-off of goodwill originally recorded in connection with the acquisition of UNFC. Our results for the year ended December 31, 2008 were also negatively impacted by provisions for loan losses totaling \$84.5 million. Financial performance for the year ended December 31, 2008 compared to 2007 was also negatively impacted by a decline in net interest income due to the tightening of interest rate margins and the nonaccrual of interest on nonperforming loans.

Net Interest Income. Net interest income is the most significant component of our earnings and consists of interest income on interest-earning assets offset by interest expense on interest-bearing liabilities. Changes in net interest income result from changes in volume, net interest spread and net interest margin. Volume relates to the level of interest-earning assets and interest-bearing liabilities. Net interest spread refers to the difference between the yield on interest-earning assets and the rate paid on interest-bearing liabilities. Net interest margin refers to net interest income divided by total interest-earning assets and is influenced by the level and mix of interest-earning assets and interest-bearing liabilities.

Net interest income, average interest rate spread and net interest margin for the year ended December 31, 2008 were negatively affected by the decrease in the average yield earned on loans receivable, the decrease in the average balance of loans receivable and the increased balance of our nonperforming loans as we do not recognize interest income on nonperforming loans (loans 90 days or more past due).

Net interest income before provision for loan losses totaled \$87.4 million for the year ended December 31, 2008, a decrease of \$28.8 million, or 24.8%, compared to \$116.1 million for the year ended December 31, 2007. The decrease in net interest income for the year ended December 31, 2008 compared to the year ended December 31, 2007 was primarily attributable to a 113 basis point decrease in the average yield earned on loans receivable and a \$223.3 million decline in the average balance of loans receivable. The decrease in the average yield earned on loans receivable for the year ended December 31, 2008 was negatively affected by foregone interest on nonperforming loans. Interest income that would have been recognized had nonperforming loans and troubled debt restructurings been current or in accordance with their original terms approximates \$14.9 million for the year ended December 31, 2008.

Our average interest rate spread for the year ended December 31, 2008 and 2007 was 2.52% and 3.15%, respectively. The decrease in our average interest rate spread was primarily attributable to the decrease in the average yield earned on loans receivable, the decrease in the average balance of loans receivable and an increased balance of nonperforming loans.

The average yield on interest-earning assets was 5.89% for the year ended December 31, 2008, a 132 basis point decrease compared to 7.21% for the year ended December 31, 2007. The decrease in the average yield earned on interest-earning assets was primarily related to a decrease in the average yield earned on loans receivable. Our average yield earned on loans receivable for the year ended December 31, 2008 and 2007 was 6.26% and 7.39%, respectively.

Our net interest margin (net interest income divided by average interest-earning assets) declined to 2.83% for the year ended December 31, 2008 compared to 3.58% for the year ended December 31, 2007. The decrease in our net interest margin was attributable to the factors described above.

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We anticipate that our average interest rate spread and net interest margin may continue to decline during 2009 due to the continued deterioration of the real estate market and the economy in general. The current economic environment could lead to further increases in our level of nonperforming loans and decreased lending volume which would have a negative impact on our average interest rate spread and net interest margin. Furthermore, our average interest rate spread and net interest margin may further compress due to continued disruption in the capital markets.

Average Balances, Net Interest Income, Yields Earned and Cost of Funds. The following table shows for the periods indicated the total dollar amount of interest 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, net interest margin and average interest rate spread. All average balances are based on daily balances.

| (Dollars in thousands) | Year Ended December 31, | | | | | | | | |
|----------------------------------------|-------------------------|------------------|--------------------|---------------------|------------------|--------------------|---------------------|------------------|--------------------|
| | 2008 | | | 2007 | | | 2006 | | |
| | Average Balance | Average Interest | Average Yield/Rate | Average Balance | Average Interest | Average Yield/Rate | Average Balance | Average Interest | Average Yield/Rate |
| Interest-earning assets: | | | | | | | | | |
| Federal funds sold | \$ 126,567 | \$ 2,632 | 2.08% | \$ 59,189 | \$ 2,841 | 4.80% | \$ 1,934 | \$ 85 | 4.40% |
| Funds held at Federal Reserve Bank | 5,387 | 45 | 0.84% | - | - | - | - | - | - |
| Investment securities (1) | 196,798 | 6,651 | 3.38% | 199,199 | 10,748 | 5.40% | 167,587 | 8,422 | 5.03% |
| Mortgage-backed securities (1) | 4,637 | 198 | 4.27% | 9,309 | 386 | 4.15% | 16,200 | 653 | 4.03% |
| Loans receivable (2) | 2,752,756 | 172,247 | 6.26% | 2,976,069 | 220,046 | 7.39% | 2,904,606 | 214,727 | 7.39% |
| Total interest-earning assets | 3,086,145 | 181,773 | 5.89% | 3,243,766 | 234,021 | 7.21% | 3,090,327 | 223,887 | 7.24% |
| Noninterest-earning assets | 228,404 | | | 225,002 | | | 205,289 | | |
| Total assets | \$ 3,314,549 | | | \$ 3,468,768 | | | \$ 3,295,616 | | |
| Interest-bearing liabilities: | | | | | | | | | |
| Interest-bearing checking accounts | \$ 325,351 | \$ 2,656 | 0.82% | \$ 326,545 | \$ 3,692 | 1.13% | \$ 361,056 | \$ 4,147 | 1.15% |
| Savings accounts | 206,594 | 4,449 | 2.15% | 90,036 | 2,427 | 2.70% | 51,643 | 263 | 0.51% |
| Money market accounts | 309,481 | 4,905 | 1.58% | 385,210 | 11,699 | 3.04% | 393,807 | 11,102 | 2.82% |
| Time deposits | 1,290,469 | 52,848 | 4.10% | 1,287,195 | 64,163 | 4.98% | 1,085,350 | 44,715 | 4.12% |
| Total interest-bearing deposits | 2,131,895 | 64,858 | 3.04% | 2,088,986 | 81,981 | 3.92% | 1,891,856 | 60,227 | 3.18% |
| FHLBank Topeka advances and | | | | | | | | | |

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| | | | | | | | | | |
|-------------------------------------------------------------------------|--------------|-----------|---------|--------------|------------|---------|--------------|------------|---------|
| other borrowings | 669,189 | 29,551 | 4.42% | 812,360 | 35,920 | 4.42% | 893,420 | 37,792 | 4.23% |
| Total interest-bearing liabilities | 2,801,084 | 94,409 | 3.37% | 2,901,346 | 117,901 | 4.06% | 2,785,276 | 98,019 | 3.52% |
| Noninterest-bearing accounts | 148,122 | | | 135,617 | | | 119,394 | | |
| Other liabilities | 70,347 | | | 65,659 | | | 59,929 | | |
| Total liabilities | 3,019,553 | | | 3,102,622 | | | 2,964,599 | | |
| Stockholders' equity | 294,996 | | | 366,146 | | | 331,017 | | |
| Total liabilities and stockholders' equity | \$ 3,314,549 | | | \$ 3,468,768 | | | \$ 3,295,616 | | |
| Net interest-earning assets | \$ 285,061 | | | \$ 342,420 | | | \$ 305,051 | | |
| Net interest income; average interest rate spread | | \$ 87,364 | 2.52% | | \$ 116,120 | 3.15% | | \$ 125,868 | 3.72% |
| Net interest margin (3) | | | 2.83% | | | 3.58% | | | 4.07% |
| Average interest-earning assets to average interest-bearing liabilities | | | 110.18% | | | 111.80% | | | 110.95% |

(1)Includes securities available for sale and held to maturity. Investment securities also include FHLBank Topeka stock.

(2)Includes nonperforming loans during the respective periods. Calculated net of unamortized premiums, discounts and deferred fees,loans in process and allowance for loan losses.

(3) Net interest income divided by average interest-earning assets.

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Rate/Volume Analysis. The following table shows the extent to which changes in interest rates and changes in the volume of interest-related assets and liabilities affected our interest income and expense during the periods indicated. For each category of interest-earning assets and interest-bearing liabilities, information is provided on changes attributable to: (1) changes in rate (change in rate multiplied by prior year volume), and (2) changes in volume (change in volume multiplied by prior year rate). The combined effect of changes in both rate and volume has been allocated proportionately to the change due to rate and the change due to volume.

| (Dollars in thousands) | 2008 vs. 2007 | | | 2007 vs. 2006 | | |
|----------------------------------------------|---------------------------------|-----------------------------------|---------------------------|---------------------------------|-----------------------------------|---------------------------|
| | Increase (Decrease) Due to Rate | Increase (Decrease) Due to Volume | Total Increase (Decrease) | Increase (Decrease) Due to Rate | Increase (Decrease) Due to Volume | Total Increase (Decrease) |
| Interest income: | | | | | | |
| Federal funds sold | \$ (2,219) | \$ 2,010 | \$ (209) | \$ 9 | \$ 2,747 | \$ 2,756 |
| Funds held at Federal Reserve Bank | - | 45 | 45 | - | - | - |
| Investment securities | (3,969) | (128) | (4,097) | 653 | 1,673 | 2,326 |
| Mortgage-backed securities | 11 | (199) | (188) | 18 | (285) | (267) |
| Loans receivable (1) | (32,064) | (15,735) | (47,799) | - | 5,319 | 5,319 |
| Total interest income | (38,241) | (14,007) | (52,248) | 680 | 9,454 | 10,134 |
| Interest expense: | | | | | | |
| Interest-bearing | | | | | | |
| checking accounts | (1,023) | (13) | (1,036) | (70) | (385) | (455) |
| Savings accounts | (581) | 2,603 | 2,022 | 1,844 | 320 | 2,164 |
| Money market accounts | (4,821) | (1,973) | (6,794) | 845 | (248) | 597 |
| Time deposits | (11,476) | 161 | (11,315) | 10,285 | 9,163 | 19,448 |
| Total interest expense on deposits | (17,901) | 778 | (17,123) | 12,904 | 8,850 | 21,754 |
| FHLBank Topeka advances and other borrowings | - | (6,369) | (6,369) | 1,651 | (3,523) | (1,872) |
| Total interest expense | (17,901) | (5,591) | (23,492) | 14,555 | 5,327 | 19,882 |
| Net change in net interest income | \$ (20,340) | \$ (8,416) | \$ (28,756) | \$ (13,875) | \$ 4,127 | \$ (9,748) |

(1) Calculated net of unamortized premiums, discounts and deferred fees, loans in process and allowance for loan losses.

Interest Income. For the year ended December 31, 2008 our total interest income was \$181.8 million, a decrease of \$52.2 million, or 22.3%, compared to \$234.0 million for the year ended December 31, 2007. Interest income on loans

receivable totaled \$172.2 million for the year ended December 31, 2008, a decrease of \$47.8 million, or 21.7%, compared to \$220.0 million for the year ended December 31, 2007. The average balance of loans receivable decreased \$223.3 million, or 7.5%, to \$2.8 billion for the year ended December 31, 2008 compared to \$3.0 billion for the year ended December 31, 2007. The average yield earned on loans receivable declined to 6.26% for the year ended December 31, 2008 compared to 7.39% for the year ended December 31, 2007.

The decrease in interest income for the year ended December 31, 2008 compared to the same period one year ago was primarily attributable to the decline in the average yield earned on loans receivable and a decrease in the average balance of loans receivable. Additionally, interest income on loans receivable was negatively affected by an increased balance of nonperforming loans as we do not recognize interest income on loans 90 days or more past due. At December 31, 2008 our nonperforming loans totaled \$142.2 million, an increase of \$13.7 million, or 10.7%, compared to \$128.5 million at December 31, 2007.

Interest Expense. Our total interest expense for the year ended December 31, 2008 was \$94.4 million, a decrease of \$23.5 million, or 19.9%, compared to \$117.9 million for the year ended December 31, 2007. Interest expense on deposits totaled \$64.9 million for the year ended December 31, 2008, a decrease of \$17.1 million, or 20.9%, compared to \$82.0 million for the year ended December 31, 2007. The average balance of our interest-bearing deposits increased \$42.9 million, or 2.1%, to \$2.1 billion for the year ended December 31, 2008 compared to the year ended December 31, 2007. The average rate paid on interest-bearing deposits was 3.04% and 3.92% for the year ended December 31, 2008 and 2007, respectively. Interest expense on FHLBank advances and other borrowings declined \$6.4 million, or 17.7%, to \$29.6 million for the year ended December 31, 2008 compared to \$35.9 million for the year ended December 31, 2007. The average balance of our FHLBank advances and other borrowings totaled \$669.2 million for the year ended December 31, 2008, a decrease of \$143.2 million, or 17.6%, compared to \$812.4 million for the year ended December 31, 2007. The average rate paid on FHLBank advances and other borrowings was 4.42% for both of the years ended December 31, 2008 and 2007, respectively. Additionally, the average balance of our interest-bearing liabilities totaled \$2.8 billion for the year ended December 31, 2008, a decrease of \$100.3 million, or 3.5%, compared to \$2.9 billion for the year ended December 31, 2007.

The decrease in interest expense for the year ended December 31, 2008 compared to the year ended December 31, 2007 was primarily attributable to the decrease in the average rate of interest-bearing deposits and the decrease in the average balance of FHLBank advances and other borrowings.

Although interest rates on interest-bearing demand, savings and money market accounts can change at any time, the interest rate on time deposits and long-term borrowings cannot be changed until the time deposit or borrowing matures. During 2009, approximately \$1.2 billion of time deposits will mature. These time deposits have an existing weighted average rate of 3.38% at December 31, 2008. We anticipate that a significant amount of these maturing time deposits will be renewed with us at current market rates in effect at the time of renewal. As current market rates on time deposits are below 3.38%, it is expected that our interest expense related to time deposits may decline in 2009.

Provision for Loan Losses. We establish provisions for loan losses in order to maintain the allowance for loan losses at a level we believe, to the best of our knowledge, covers all known and inherent losses in the portfolio that are both probable and reasonable to estimate at each reporting date. Management performs reviews no less frequently than monthly in order to identify these inherent losses and to assess the overall collection probability for the loan portfolio. Our reviews consist of a quantitative analysis by loan category, using historical loss experience, classifying loans pursuant to a grading system and consideration of a series of qualitative factors. These loss factors are developed using our historical loan loss experience for each group of loans as further adjusted for specific factors, including the following:

- Trends and levels of delinquent, nonperforming or “impaired” loans;
 - Trends and levels of charge-offs and recoveries;
 - Underwriting terms or guarantees for loans;
- Impact of changes in underwriting standards, risk tolerances or other changes in lending practices;
 - Changes in the value of collateral securing loans;
 - Total loans outstanding and the volume of loan originations;
 - Type, size, terms and geographic concentration of loans held;
 - Changes in qualifications or experience of the lending staff;
 - Changes in local or national economic or industry conditions;
 - Number of loans requiring heightened management oversight;
 - Changes in credit concentration; and
 - Changes in regulatory requirements.

In addition, we use information about specific borrower situations, including their financial position, work-out plans and estimated collateral values under various liquidation scenarios to estimate the risk and amount of potential loss. This evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available or as future events occur.

We recorded a provision for loan losses of \$84.5 million for the year ended December 31, 2008 compared to \$68.1 million for the year ended December 31, 2007, an increase of \$16.4 million or 24.0%. The increase in our provision for loan losses for the year ended December 31, 2008 compared to the same period in 2007 was primarily attributable to the following factors:

- Nonperforming Loans – Nonperforming loans (loans 90 or more days delinquent) totaled \$142.2 million at December 31, 2008, an increase of \$13.7 million, or 10.7%, compared to \$128.5 million at December 31, 2007.
- Delinquent Loans – Delinquent loans (loans 30-89 days delinquent) totaled \$70.4 million at December 31, 2008, an increase of \$17.9 million, or 34.1%, compared to \$52.5 million at December 31, 2007.
- Impaired Loans – Impaired loans totaled \$185.9 million at December 31, 2008, an increase of \$60.0 million, or 47.6%, compared to \$125.9 million at December 31, 2007.
- Qualitative Factors – As discussed above, our analysis of the allowance for loan losses and the associated provision for loan losses includes several qualitative factors. During 2007 and 2008 our provision for loan losses had been negatively affected by the economic conditions prevalent in most areas of the United States which has in many cases negatively affected the value of the collateral securing loans. Our provision for loan losses has also been affected by the upward trending of delinquent, nonperforming and impaired loans as well as our levels of charge-offs and recoveries.

We anticipate that our provision for loan losses may continue to have a negative affect on earnings due to general economic conditions which have had a significant impact on real estate values. With further deterioration of general economic conditions, we would also expect that our current levels of delinquent, nonperforming and impaired loans may increase in 2009 which would result in additional provisions for loan losses.

Noninterest Income. Noninterest income for the year ended December 31, 2008 was \$31.5 million, an increase of \$1.1 million, or 3.7%, compared to \$30.3 million for the year ended December 31, 2007.

| (Dollars in thousands) | Year Ended December | | Increase (Decrease) | % Change |
|-------------------------------------------------|---------------------|-------------|------------------------|----------|
| | 2008 | 31, 2007 | | |
| Deposit account fees and service charges | \$ 16,991 | \$ 15,823 | \$ 1,168 | 7.38% |
| Debit card fees | 4,028 | 3,420 | 608 | 17.78 |
| Lending fees and service charges | 2,571 | 3,171 | (600) | (18.92) |
| Mortgage servicing rights valuation adjustments | (1,355) | - | (1,355) | N/A |
| Commissions and management fee income | 5,179 | 4,627 | 552 | 11.93 |
| Loss from real estate operations, net | (793) | (445) | (348) | 78.20 |
| Loss on impairment of securities | (1,434) | (188) | (1,246) | 662.77 |
| Net gain (loss) on sales of: | | | | |
| Loans held for sale | 3,820 | 2,844 | 976 | 34.32 |
| Other real estate owned | (142) | (225) | 83 | (36.89) |
| Other operating income | 2,589 | 1,310 | 1,279 | 97.63 |
| Total noninterest income | \$ 31,454 | \$ 30,337 | \$ 1,117 | 3.68% |

The increase in noninterest income for the year ended December 31, 2008 compared to the year ended December 31, 2007 was primarily attributable to a \$1.8 million increase in deposit and debit card-related fees and service charges, a \$1.7 million recovery of the TransLand receivable (as recorded in other operating income), a \$976,000 increase in gains on sale of loans held for sale and a \$552,000 increase in commissions and management fee income partially offset by a \$1.4 million mortgage servicing right valuation adjustment primarily due to projected increases in loan prepayments and a \$1.2 million increase in other-than-temporary impairment charges on investment securities. The impairment charge on investment securities for the year ended December 31, 2008 related to a \$906,000 loss on the Asset Management Fund (ARM Fund), a \$519,000 loss on Freddie Mac preferred stock and a \$9,000 loss on Farmer Mac preferred stock. The increase in commissions and management fee income was primarily attributable to fees collected by UFARM (a subsidiary that provides agricultural customers with professional farm and ranch management and real estate brokerage services) and TierOne Financial (a subsidiary that administers the sale of securities and insurance products).

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Noninterest Expense. Our noninterest expense increased by \$32.6 million, or 34.3%, to \$127.6 million for the year ended December 31, 2008 compared to \$95.1 million for the year ended December 31, 2007.

| (Dollars in thousands) | Year Ended December | | Increase (Decrease) | % Change |
|----------------------------------------------------|---------------------|------------------|------------------------|---------------|
| | 2008 | 31, 2007 | | |
| Employee compensation | \$ 34,211 | \$ 35,459 | \$ (1,248) | (3.52) % |
| Employee benefits | 5,478 | 5,697 | (219) | (3.84) |
| Payroll taxes | 2,725 | 2,792 | (67) | (2.40) |
| Management Recognition and Retention Plan | 1,051 | 2,904 | (1,853) | (63.81) |
| Employee Stock Ownership Plan | 1,166 | 3,757 | (2,591) | (68.96) |
| 2003 Stock Option Plan | 700 | 1,682 | (982) | (58.38) |
| Goodwill impairment | 42,101 | - | 42,101 | N/A |
| Occupancy, net | 9,692 | 9,520 | 172 | 1.81 |
| Data processing | 2,205 | 2,443 | (238) | (9.74) |
| Advertising | 3,760 | 5,041 | (1,281) | (25.41) |
| FDIC insurance premium | 3,051 | 250 | 2,801 | 1,120.40 |
| Legal services | 2,523 | 2,879 | (356) | (12.37) |
| Core deposit intangible asset amortization | 1,479 | 1,647 | (168) | (10.20) |
| Professional services | 1,975 | 2,999 | (1,024) | (34.14) |
| TransLand receivable write-off | - | 4,767 | (4,767) | (100.00) |
| Partial recovery of TransLand receivable write-off | - | (1,633) | 1,633 | (100.00) |
| Provision for VISA lawsuit settlement | - | 700 | (700) | (100.00) |
| Other | 15,522 | 14,153 | 1,369 | 9.67 |
| Total noninterest expense | \$ 127,639 | \$ 95,057 | \$ 32,582 | 34.28% |

The increase in noninterest expense during the year ended December 31, 2008 compared to the year ended December 31, 2007 was primarily attributable to a \$42.1 million goodwill impairment charge and a \$2.8 million increase in FDIC insurance premium expense. These increases were partially offset by a \$5.4 million reduction in stock-based compensation expense, a \$1.0 million decrease in professional services expense and the recognition of a \$3.1 million TransLand receivable write-off, net of recovery, in 2007. The decrease in professional services expense was primarily related to fees and expenses incurred in 2007 with respect to our Merger Agreement with CapitalSource Inc. and CapitalSource TRS Inc. that was terminated on March 20, 2008.

Income Tax Benefit. Our income tax benefit increased by \$13.8 million to \$18.0 million for the year ended December 31, 2008 compared to \$4.3 million for the year ended December 31, 2007. The primary cause of the increase in our income tax benefit for the year ended December 31, 2008 compared to the same period in 2007 was due to a decrease in net income resulting from an increase in our provision for loan losses which was the result of an increased level of loan charge-offs during 2008. Our effective income tax benefit rate for the year ended December 31, 2008 was 19.3% compared to 25.6% for the year ended December 31, 2007. The decrease in our effective tax benefit rate for the year ended December 31, 2008 was primarily attributable to the nonrecurring goodwill impairment charge which is a nondeductible permanent tax item. Additionally, expenses initially considered nondeductible totaling \$2.0 million related to the Merger Agreement became deductible for tax purposes as a result of the termination of the Merger Agreement.

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

Net Income (Loss). Net loss for the year ended December 31, 2007 was \$12.4 million, or \$0.74 per diluted and basic share, compared to net income of \$41.3 million, or \$2.41 per diluted share (\$2.50 per basic share), for the year ended December 31, 2006. The decrease in our net income for the year ended December 31, 2007 compared to the same period in 2006 was primarily attributable to the increase in the provision for loan losses resulting from an increased level of nonperforming loans. A recent appellate court decision in our federal goodwill litigation resulted in a 2007 fourth quarter pretax charge of \$560,000 recorded in other operating expense to reflect fees and expenses incurred during the appeal process which had previously been capitalized. The impact after income tax benefits of \$202,000 was \$358,000. The appellate court rendered its decision after we had reported our financial results for the quarter and year ended December 31, 2007. Our 2007 Consolidated Statements of Operations and related loss per share data reported in this Annual Report on Form 10-K have been updated accordingly.

Net Interest Income. Net interest income, average interest rate spread and net interest margin for the year ended December 31, 2007 were negatively affected by the increased balance of our nonperforming loans as we do not recognize interest income on nonperforming loans (loans 90 days or more past due). We had nonperforming loans totaling \$128.5 million and \$30.1 million at December 31, 2007 and 2006, respectively.

Net interest income before provision for loan losses totaled \$116.1 million for the year ended December 31, 2007, a decrease of \$9.7 million, or 7.7%, compared to \$125.9 million for the year ended December 31, 2006. The decrease in net interest income for the year ended December 31, 2007 compared to the year ended December 31, 2006 was primarily attributable to an 86 basis point increase in the average rate paid on time deposits and an increase of \$201.8 million in the average balance of time deposits. Our net interest income for the year ended December 31, 2006 was supplemented by a \$2.7 million loan prepayment fee collected on a commercial real estate loan.

Our average interest rate spread was 3.15% for the year ended December 31, 2007 compared to 3.72% for the year ended December 31, 2006. The decrease in our average interest rate spread was attributable to an increase in the average rate paid on interest-bearing liabilities, primarily time deposits. Our average interest rate spread was also negatively affected by our increased level of nonperforming loans.

The average yield on interest-earning assets was 7.21% for the year ended December 31, 2007, a three basis point decrease compared to 7.24% for the year ended December 31, 2006. Our average rate paid on interest bearing liabilities was 4.06% for the year ended December 31, 2007, an increase of 54 basis points compared to 3.52% for the year ended December 31, 2006. The increase in the average rate paid on interest-bearing liabilities was primarily the result of customers migrating to higher-yielding deposit products such as time deposits.

Our net interest margin was 3.58% for the year ended December 31, 2007 compared to 4.07% for the year ended December 31, 2006. The decrease in net interest margin was primarily attributable to the increased average interest rate on our interest-bearing liabilities, primarily time deposits. This decrease was partially offset by the increase in the average balance of loans receivable. Our net interest margin for the year ended December 31, 2007 compared to the year ended December 31, 2006 was negatively impacted by the increased balance of nonperforming loans.

Interest Income. For the year ended December 31, 2007 our total interest income was \$234.0 million, an increase of \$10.1 million, or 4.5%, compared to \$223.9 million for the year ended December 31, 2006. Interest income on loans receivable totaled \$220.0 million for the year ended December 31, 2007, an increase of \$5.3 million, or 2.5%, compared to \$214.7 million for the year ended December 31, 2006. The average balance of loans receivable totaled \$3.0 billion for the year ended December 31, 2007, an increase of \$71.5 million, or 2.5%, compared to \$2.9 billion for the year ended December 31, 2006. The average yield earned on the loan portfolio was 7.39% for both of the years ended December 31, 2007 and 2006.

The increase in total interest income for the year ended December 31, 2007 was primarily attributable to an increase in interest income on loans receivable. The increase in interest income on loans receivable was attributable

to an increase in the average balance of loans receivable. The increases in the average balance of loans receivable was offset by the increased balance of nonperforming loans.

Interest Expense. Our total interest expense for the year ended December 31, 2007 was \$117.9 million, an increase of \$19.9 million, or 20.3%, compared to \$98.0 million for the year ended December 31, 2006. Interest expense on deposits totaled \$82.0 million for the year ended December 31, 2007, an increase of \$21.8 million, or 36.1%, compared to \$60.2 million for the year ended December 31, 2006. Interest expense on FHLBank advances and other borrowings declined \$1.9 million, or 5.0%, to \$35.9 million for the year ended December 31, 2007 compared to \$37.8 million for the year ended December 31, 2006. The average rate paid on interest-bearing deposits was 3.92% and 3.18% for the years ended December 31, 2007 and 2006, respectively. The average rate paid on FHLBank advances and other borrowings increased to 4.42% for the year ended December 31, 2007 compared to 4.23% for the year ended December 31, 2006. Additionally, the average balance of our interest-bearing liabilities totaled \$2.9 billion for the year ended December 31, 2007, an increase of \$116.1 million, or 4.2%, compared to \$2.8 billion for the year ended December 31, 2006. The average balance of our interest-bearing deposits increased \$197.1 million, or 10.4%, to \$2.1 billion for the year ended December 31, 2007 compared to \$1.9 billion for the year ended December 31, 2006. The average balance of our FHLBank advances and other borrowings totaled \$812.4 million for the year ended December 31, 2007, a decrease of \$81.1 million, or 9.1%, compared to \$893.4 million for the year ended December 31, 2006.

The increase in interest expense was primarily attributable to an increase in the average rate paid on interest-bearing liabilities. This increase was primarily the result of increases in the average rate paid on and the average balance of time deposits. The increase in time deposits was the result of marketing promotions designed to attract new customers. Additionally, the increase was also attributable to customers migrating to other higher-yielding deposit products.

Provision for Loan Losses. We recorded a provision for loan losses of \$68.1 million for the year ended December 31, 2007 compared to \$6.1 million for the year ended December 31, 2006, an increase of \$62.0 million. The increase in our provision for loan losses for the year ended December 31, 2007 compared to the year ended December 31, 2006 was primarily attributable to the increase in our nonperforming residential construction, land and land development and commercial construction loans. The increase in our provision for loan losses was also attributable to an increase in the level of loans which were deemed impaired at December 31, 2007.

Our loan delinquency rate (30 or more days delinquent) at December 31, 2007 as a percentage of net loans (before allowance for loan losses) was 6.08% compared to 1.89% at December 31, 2006. Our level of nonperforming loans and loan delinquencies may continue to increase.

During the years ended December 31, 2007 and 2006, we charged-off, net of recoveries, \$32.0 million and \$3.8 million, respectively. Charge-offs, net of recoveries, during the year ended December 31, 2007 consisted primarily of \$26.4 million of residential construction loans, \$2.0 million of consumer loans, \$1.9 million of business loans and \$1.6 million of commercial real estate loans. Included in the \$26.4 million of residential construction loan charge-offs were \$25.5 million of charge-offs related to loans acquired from TransLand. These charge-offs relate to a decline in the estimated fair value of residential lots due to the erosion of property values and an increase in housing inventory (both developed lots and completed houses) in the Cape Coral area of Lee County Florida. The decline in the fair value of residential lots in the Cape Coral area of Lee County Florida was deemed to be unrecoverable due to the large number of similar lots in the same geographical area and the current sale prices of similar lots in this area.

Our charge-offs, net of recoveries, as a percentage of average loans outstanding were 1.07% and 0.13% for the years ended December 31, 2007 and 2006, respectively. Our strategy of focusing on loans with relatively higher yields, adjustable interest rates and/or shorter terms to maturity subjects us to an increased level of credit risk which has

resulted in an increased amount of nonperforming loans, loan delinquencies and charge-offs.

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Noninterest Income. Noninterest income for the year ended December 31, 2007 was \$30.3 million, an increase of \$1.3 million, or 4.3%, compared to \$29.1 million for the year ended December 31, 2006.

| (Dollars in thousands) | Year Ended December | | Increase (Decrease) | % Change |
|------------------------------------------|---------------------|-------------|------------------------|----------|
| | 2007 | 31, 2006 | | |
| Deposit account fees and service charges | \$ 15,823 | \$ 15,054 | \$ 769 | 5.11% |
| Debit card fees | 3,420 | 2,736 | 684 | 25.00 |
| Lending fees and service charges | 3,171 | 3,290 | (119) | (3.62) |
| Commissions and management fee income | 4,627 | 3,886 | 741 | 19.07 |
| Loss from real estate operations, net | (445) | (268) | (177) | 66.04 |
| Net gain (loss) on sales of: | | | | |
| Investment securities | - | 21 | (21) | (100.00) |
| Loss on impairment of securities | (188) | - | (188) | N/A |
| Loans held for sale | 2,844 | 2,084 | 760 | 36.47 |
| Real estate owned | (225) | (135) | (90) | 66.67 |
| Gain on sale of branches | - | 1,024 | (1,024) | (100.00) |
| Other operating income | 1,310 | 1,392 | (82) | (5.89) |
| Total noninterest income | \$ 30,337 | \$ 29,084 | \$ 1,253 | 4.31% |

Growth in noninterest income during the year ended December 31, 2007 compared to the year ended December 31, 2006 was primarily attributable to increases in deposit account fees and service charges, net gains on the sale of loans held for sale, commissions and management fee income and debit card fees. The increase in deposit account fees and service charges was primarily due to an increase in the number of transaction accounts. At December 31, 2007, we had 133,400 transaction accounts, an increase of 4,800 accounts, compared to December 31, 2006. The increase in commissions and management fee income was primarily attributable to fees collected by TierOne Financial, a subsidiary that administers the sale of securities and insurance products. The increase in debit card fees was largely due to transaction volume.

Noninterest income for the year ended December 31, 2006 included a \$1.0 million pre-tax gain on sale of two Kansas bank offices and related deposits.

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Noninterest Expense. Our noninterest expense increased by \$13.3 million, or 16.3%, to \$95.1 million for the year ended December 31, 2007 compared to \$81.8 million for the year ended December 31, 2006.

| (Dollars in thousands) | Year Ended December | | Increase (Decrease) | % Change |
|----------------------------------------------------|---------------------|-------------|------------------------|----------|
| | 2007 | 31, 2006 | | |
| Employee compensation | \$ 35,459 | \$ 31,864 | \$ 3,595 | 11.28% |
| Employee benefits | 5,697 | 5,182 | 515 | 9.94 |
| Payroll taxes | 2,792 | 2,649 | 143 | 5.40 |
| Management Recognition and Retention Plan | 2,904 | 2,904 | - | - |
| Employee Stock Ownership Plan | 3,757 | 4,783 | (1,026) | (21.45) |
| 2003 Stock Option Plan | 1,682 | 1,682 | - | - |
| Occupancy, net | 9,520 | 8,912 | 608 | 6.82 |
| Data processing | 2,443 | 2,200 | 243 | 11.05 |
| Advertising | 5,041 | 4,455 | 586 | 13.15 |
| Core deposit intangible asset amortization | 1,647 | 1,753 | (106) | (6.05) |
| Professional services | 5,880 | 2,308 | 3,572 | 154.77 |
| TransLand receivable write-off | 4,767 | - | 4,767 | N/A |
| Partial recovery of TransLand receivable write-off | (1,633) | - | (1,633) | N/A |
| Provision for VISA lawsuit settlement | 700 | - | 700 | N/A |
| Other | 14,401 | 13,077 | 1,324 | 10.12 |
| Total noninterest expense | \$ 95,057 | \$ 81,769 | \$ 13,288 | 16.25% |

The increase in noninterest expense during the year ended December 31, 2007 compared to the year ended December 31, 2006 was primarily attributable to the TransLand receivable write-off, increases in employee compensation, employee benefits, payroll taxes and professional services. At December 31, 2007, other assets included a \$7.5 million insurance receivable relating to TransLand, less a \$100,000 insurance policy deductible, that was not included in other assets at December 31, 2006. At September 30, 2007, we had a \$12.2 million receivable from TransLand associated with the alleged misappropriation of loan payoff proceeds and periodic payments. At September 30, 2007, we recorded a write-off totaling \$4.8 million of the TransLand receivable to other operating expense. This amount represents the excess of the aggregate TransLand receivable over the amount of our insurance coverage. During the three months ended December 31, 2007, we entered into a liquidation agreement with TransLand which allowed us to recover \$1.6 million of the receivable previously charged-off. This liquidation agreement does not preclude us from recovering additional amounts related to the receivable write-off in future periods. The increase in employee compensation, employee benefits and payroll taxes resulted from personnel growth and annual salary increases. At December 31, 2007 and 2006, we had 862 and 850 full-time equivalent employees, respectively. The increase in professional services expense for the year ended December 31, 2007 was primarily related to consulting, legal and accounting services associated with the proposed Merger, TransLand-related matters and the goodwill litigation expenses.

We issue debit cards through Visa U.S.A. Inc. card association or its affiliates ("Visa"). Accordingly, we are a member bank of Visa. Visa U.S.A. Inc. and MasterCard International ("Card Associations") have been named in antitrust lawsuits challenging the practices of the Card Associations. As a Visa member bank we will be responsible for our proportionate share of any resulting settlements. During the three months ended December 31, 2007, we recognized a pre-tax charge of \$700,000 for potential liabilities in connection with the Visa antitrust lawsuit which reflects our proportionate share of potential damages as a Visa member bank.

Income Tax Expense. Our income tax expense decreased by \$30.1 million, or 116.6%, for an income tax benefit of \$4.3 million for the year ended December 31, 2007 compared to income tax expense of \$25.8 million for the year ended December 31, 2006. The decrease in income tax expense for the year ended December 31, 2007 compared to the same period in 2006 was primarily due to a decrease in net income resulting from an increase in our provision for loan losses. The effective income tax benefit rate for the year ended December 31, 2007 was 25.6%

compared to an effective income tax rate of 38.5% for the year ended December 31, 2006. The decrease in the effective tax rate for the year ended December 31, 2007 was primarily attributable to the impact of permanent tax items in relation to our net income (loss). Nondeductible expenses related to the Merger Agreement with CapitalSource were \$1.9 million for the year ended December 31, 2007.

Asset and Liability Management

Market risk is the risk of loss from adverse changes in market prices and interest rates. Our market risk arises primarily from the interest rate risk that is inherent in our lending and deposit taking activities. Interest rate risk is the exposure to changes in market interest rates. Interest rate sensitivity is the relationship between market interest rates and net interest income due to the repricing characteristics of assets and liabilities. We monitor the interest rate sensitivity of our balance sheet positions by examining our near-term sensitivity and our longer-term gap position. The results of operations for financial institutions may be materially and adversely affected by changes in economic conditions, including rapid changes in interest rates, declines in real estate market values and the monetary and fiscal policies of the federal government. Our net interest income and the net present value of our assets, liabilities and off-balance sheet contracts are subject to fluctuations in interest rates. When interest-earning assets such as loans are funded by interest-bearing liabilities such as deposits and FHLBank advances and other borrowings, a changing interest rate environment may have a significant effect on our financial condition and results of operations. To that end, we actively manage our interest rate risk exposure. Additionally, our loan portfolio is subject to credit risk. We manage credit risk primarily through our loan underwriting and oversight policies.

Additionally, the extent to which borrowers prepay loans is affected by prevailing interest rates. When interest rates increase, borrowers are less likely to prepay loans; whereas, when interest rates decrease, borrowers are more likely to prepay loans. Loan prepayments may affect the levels of loans retained in our portfolio and may affect our net interest income.

The principal objectives of our interest rate risk management function are to evaluate the interest rate risk inherent in certain balance sheet accounts, determine the level of risk appropriate given our business strategy, operating environment, capital and liquidity requirements and performance objectives and manage the risk consistent with guidelines approved by our Board of Directors. Through such management, we seek to reduce the vulnerability of our operations to changes in interest rates. The extent of the movement in interest rates is an uncertainty that could have a negative impact on our future earnings. Our Board of Directors has established an Asset/Liability Committee, comprised of executive management, which is responsible for development and oversight of our asset/liability policies and monitoring our interest rate risk position. The Asset/Liability Committee meets on a monthly basis and reports trends and interest rate risk positions to our Board of Directors on a quarterly basis.

Our interest rate sensitivity is monitored by management through the use of financial modeling software that estimates the change in our net portfolio value (“NPV”) over a range of interest rate scenarios. NPV is the present value of expected cash flows from assets, liabilities and off-balance sheet contracts. The NPV ratio, under any interest rate scenario, is defined as the NPV in that scenario divided by the fair value of assets in the same scenario. The OTS produces a similar analysis using its own model, based upon data submitted in our quarterly Thrift Financial Reports, the results of which may vary from our internal model primarily due to differences in assumptions utilized, including estimated loan prepayment speeds, reinvestment rates and deposit turnover rates.

Net Portfolio Value. The following table sets forth our NPV as of December 31, 2008, as calculated by the OTS:

| (Dollars in thousands) | Net Portfolio Value | | | NPV as a % of Portfolio Value of Assets | |
|--------------------------------------------------------|---------------------|-----------|----------|-----------------------------------------|--------|
| | \$ Amount | \$ Change | % Change | NPV Ratio | Change |
| Change in Interest Rates in Basis Points (Rate Shock): | | | | | |
| 300 | \$ 293,633 | \$ 25,213 | 9.39% | 8.76% | 0.87% |
| 200 | 292,155 | 23,735 | 8.84 | 8.66 | 0.77 |
| 100 | 282,623 | 14,203 | 5.29 | 8.34 | 0.45 |
| 50 | 275,580 | 7,160 | 2.67 | 8.11 | 0.22 |
| Static | 268,420 | - | - | 7.89 | - |
| -50 | 257,562 | (10,858) | (4.05) | 7.55 | (0.34) |
| -100 | 245,093 | (23,327) | (8.69) | 7.19 | (0.70) |

Certain shortcomings are inherent in the methodology used in the above interest rate risk measurements. Modeling changes in NPV require the making of certain assumptions which may or may not reflect the manner in which actual yields and costs respond to changes in market interest rates. In this regard, the NPV model presented assumes that the composition of our interest sensitive assets and liabilities existing at the beginning of a period remains constant over the period being measured and also assumes that a particular change in the interest rates is reflected uniformly across the yield curve regardless of the duration to maturity or repricing of specific assets and liabilities. Accordingly, although the NPV measurements and net interest income models provide an indication of our interest rate risk exposure at a particular point in time, such measurements are not intended to and do not provide a precise forecast of the effect of changes in market interest rates on our net interest income and will differ from actual results.

GAP Analysis. A traditional gap analysis is prepared based on the maturity and repricing characteristics of interest-earning assets and interest-bearing liabilities for selected time bands. The mismatch between repricings or maturities within a time band is commonly referred to as the “gap” for that period. A positive gap (asset sensitive) where interest rate sensitive assets exceed interest rate sensitive liabilities generally will result in the net interest margin increasing in a rising rate environment and decreasing in a falling rate environment. A negative gap (liability sensitive) will generally have the opposite result on the net interest margin. However, the traditional gap analysis does not assess the relative sensitivity of assets and liabilities to changes in interest rates and other factors that could have an impact on interest rate sensitivity or net interest income. The following table sets forth the estimated maturity/repricing and the resulting gap between our interest-earning assets and interest-bearing liabilities at December 31, 2008. The estimated maturity/repricing amounts reflect contractual maturities and amortizations, assumed loan prepayments based on our historical experience and estimated deposit account decay rates. Management believes these assumptions and estimates are reasonable, but there can be no assurance in this regard.

Maturity / Repricing During the Year Ended December
31,

| (Dollars in thousands) | 2009 | 2010 - 2011 | 2012 - 2013 | After 2013 | Total |
|-------------------------------------------------------------------------------------------------|--------------|----------------|----------------|------------|------------|
| Interest-earning assets(1): | | | | | |
| Federal funds sold | \$ 147,000 | \$ - | \$ - | \$ - | \$ 147,000 |
| Funds held at Federal Reserve Bank | 29,292 | - | - | - | 29,292 |
| Investment securities (2) | 100,611 | 25,566 | 2,550 | 9,230 | 137,957 |
| Mortgage-backed securities (2) | 958 | 1,019 | 487 | 650 | 3,114 |
| Net loans (3) | 1,130,956 | 988,918 | 390,514 | 271,832 | 2,782,220 |
| FHLBank Topeka stock | 4,055 | - | - | 42,956 | 47,011 |
| Total interest-earning assets | 1,412,872 | 1,015,503 | 393,551 | 324,668 | 3,146,594 |
| Interest-bearing liabilities: | | | | | |
| Savings accounts | 107,116 | 97,378 | - | - | 204,494 |
| Interest-bearing checking accounts | 130,944 | 163,681 | 32,736 | - | 327,361 |
| Money market accounts | 120,055 | 124,857 | 4,802 | - | 249,714 |
| Time deposits | 1,161,159 | 202,616 | 12,242 | 109 | 1,376,126 |
| FHLBank Topeka advances and other borrowings | 109,607 | 40,462 | 210,437 | 308,343 | 668,849 |
| Total interest-bearing liabilities | 1,628,881 | 628,994 | 260,217 | 308,452 | 2,826,544 |
| Interest sensitivity gap | \$ (216,009) | \$ 386,509 | \$ 133,334 | \$ 16,216 | \$ 320,050 |
| Cumulative interest sensitivity gap | \$ (216,009) | \$ 170,500 | \$ 303,834 | \$ 320,050 | \$ - |
| Cumulative interest sensitivity gap as a percentage of total assets | (6.51)% | 5.14% | 9.16% | 9.65% | |
| Cumulative net interest-earnings assets a percentage of cumulative interest-bearing liabilities | 86.74% | 107.55% | 112.07% | 111.32% | |

- (1) Interest earning assets are included in the period in which the balances are expected to be redeployed and/or repriced as a result of anticipated prepayments, scheduled rate adjustments and contractual maturities.
 - (2) Includes held to maturity and available for sale investment and mortgage-backed securities at amortized cost.
 - (3) For purposes of the gap analysis, loans receivable includes loans held for sale and nonperforming loans.
-

Liquidity and Capital Resources

Our primary sources of funds are deposits; amortization of loans, loan prepayments and maturity of loans; repayment, maturity or sale of investment and mortgage-backed securities; and other funds provided from operations. While scheduled payments from the amortization of loans and mortgage-backed securities and maturing investment securities are relatively predictable sources of funds, deposit flows and loan prepayments can be greatly influenced by general interest rates, economic conditions and competition. We utilize FHLBank advances and other borrowings as additional funding sources.

We actively manage our liquidity in an effort to maintain an adequate liquidity margin over the level necessary to support expected and potential loan fundings and deposit withdrawals. Our liquidity level may vary throughout the year, depending on economic conditions, deposit fluctuations and loan funding needs. As of December 31, 2008, we believe we have adequate liquidity to fund the daily operations of the Bank for the foreseeable future.

During the year ended December 31, 2008, net cash provided by operating activities was \$68.6 million, which primarily consisted of net interest income before provision for loan losses. Net cash provided by investing activities during the year ended December 31, 2008 was \$82.1 million and primarily related to a decrease in loans receivable due to loan repayments and the redemption of FHLBank stock. During the year ended December 31, 2008, net cash used in financing activities was \$142.3 million, which consisted primarily of net cash outflows from a decline in deposits, repayment of a FHLBank advance and cash dividends paid on our common stock.

Deposits, particularly core deposits, typically provide a more preferable source of funding than FHLBank advances and other borrowings. However, to the extent that competitive or market factors do not allow us to meet our funding needs with deposits alone, FHLBank advances and other borrowings provide a readily available alternative source of liquidity. The following table details time deposits maturing during the next 12 months:

| (Dollars in thousands) | Amount | Weighted Average Rate |
|--------------------------------------------------------|--------------|-----------------------|
| Amount Maturing During the Quarter Ended: | | |
| March 31, 2009 | \$ 357,192 | 3.06% |
| June 30, 2009 | 225,149 | 3.30 |
| September 30, 2009 | 284,898 | 3.55 |
| December 31, 2009 | 293,920 | 3.67 |
| Total time deposits maturing during the next 12 months | \$ 1,161,159 | 3.38% |

We anticipate that a significant portion of the maturing time deposits will be renewed with us.

In addition to cash flows generated by loan and securities payments and prepayments, we have additional borrowing capacity. The average balance of our FHLBank advances and other borrowings was \$669.2 million for the year ended December 31, 2008 compared to \$812.4 million for the year ended December 31, 2007. To date, substantially all of our borrowings have consisted of FHLBank advances. Pursuant to our collateral agreements with the FHLBank, we have pledged qualifying residential, multi-family residential and commercial real estate mortgages, residential construction, commercial construction and agricultural real estate loans with carrying values totaling approximately \$1.1 billion and \$1.3 billion at December 31, 2008 and 2007, respectively. The following table details FHLBank advances that are scheduled to mature during 2009:

| (Dollars in thousands) | Amount of Advance | Interest Rate |
|------------------------|-------------------|---------------|
|------------------------|-------------------|---------------|

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Month Advance is Scheduled to Mature:

| | | | |
|------------------------------------------------------------|----|--------|-------|
| March 2009 | \$ | 5,000 | 5.41% |
| June 2009 | | 50,000 | 5.55 |
| June 2009 | | 25,000 | 5.45 |
| Total advances scheduled to mature / weighted average rate | \$ | 80,000 | 5.51% |

Aggregate Contractual Obligations and Off-Balance Sheet Arrangements

We believe we have sufficient liquidity to fund existing and future loan commitments, to fund maturing time deposits and demand deposit withdrawals, to invest in other interest-earning assets and to meet operating expenses. At December 31, 2008, we had the following contractual obligations (excluding bank deposits and interest) and lending commitments:

| (Dollars in thousands) | Total at December 31, 2008 | 2009 | Due In | | |
|-------------------------------------------------------------------------------|----------------------------------|------------|----------------|----------------|------------|
| | | | 2010 - 2011 | 2012 - 2013 | After 2013 |
| Contractual obligations: | | | | | |
| FHLBank Topeka advances and other borrowings | \$ 668,849 | \$ 109,234 | \$ 40,000 | \$ 25,300 | \$ 494,315 |
| Recourse obligations on assets | 20,673 | 20,673 | - | - | - |
| Annual rental commitments under non-cancelable operating leases | 3,551 | 976 | 1,006 | 451 | 1,118 |
| Total contractual obligations | 693,073 | 130,883 | 41,006 | 25,751 | 495,433 |
| Lending commitments: | | | | | |
| Commitments to originate loans | 84,858 | 84,858 | - | - | - |
| Commitments to sell loans | (196,446) | (196,446) | - | - | - |
| Commitments to purchase loans | 166,997 | 166,997 | - | - | - |
| Loans in process (1) | 188,489 | 85,788 | 102,701 | - | - |
| Standby letters of credit | 2,002 | 2,002 | - | - | - |
| Unused lines of credit: | | | | | |
| Warehouse mortgage lines of credit | 108,026 | 108,026 | - | - | - |
| Business loans | 191,928 | 191,928 | - | - | - |
| Consumer loans | 127,571 | 127,571 | - | - | - |
| Total lending commitments and unused lines of credit | 673,425 | 570,724 | 102,701 | - | - |
| Total contractual obligations, lending commitments and unused lines of credit | \$ 1,366,498 | \$ 701,607 | \$ 143,707 | \$ 25,751 | \$ 495,433 |

(1) Loans in process represents the undisbursed portion of construction and land development loans.

We have not used, and have no intention to use, any significant off-balance sheet financing arrangements for liquidity purposes or otherwise. Our primary financial instruments with off-balance sheet risk are limited to loan servicing for others, our obligations to fund loans to customers pursuant to existing commitments and commitments to purchase and sell mortgage loans. In addition, we have certain risks due to limited recourse arrangements on loans serviced for others and recourse obligations related to loan sales. At December 31, 2008, the maximum total dollar amount of such recourse was approximately \$20.7 million. Based on historical experience, at December 31, 2008, we had established a liability of \$729,000 with respect to this recourse obligation. In addition, we have not had, and have no intention to have, any significant transactions, arrangements or other relationships with any unconsolidated, special

purpose entities.

For more information regarding our contractual obligations, commitments, contingent liabilities and off-balance sheet arrangements see “Note 23 – Commitments, Contingencies and Financial Instruments with Off-Balance Sheet Risk” included in Item 8. Financial Statements and Supplementary Data, in Part II of this Annual Report on Form 10-K.

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Impact of Inflation and Changing Prices

The financial statements, accompanying notes, and related financial data presented in Item 8. Financial Statements and Supplementary Data in Part II of this Annual Report on Form 10-K have been prepared in accordance with GAAP, which require the measurement of financial position and operating results in terms of historical dollars without considering the changes in purchasing power of money over time due to inflation. The impact of inflation is reflected in increased cost of our operations. Most of our assets and liabilities are monetary in nature; therefore, the impact of interest rates has a greater impact on its performance than the effects of general levels of inflation. Interest rates do not necessarily move in the same direction or to the same extent as the prices of goods and services.

Recent Accounting Pronouncements

Statements of Financial Accounting Standards

In December 2007, the FASB issued SFAS No. 160, Noncontrolling Interests in Consolidated Financial Statements – an amendment of ARB No. 51 (“SFAS No. 160”). The objective of this statement is to improve the relevance, comparability and transparency of the financial information that a reporting entity provides in its consolidated financial statements by establishing accounting and reporting standards. SFAS No. 160 is effective for fiscal years beginning after December 15, 2008. We do not anticipate that the adoption of SFAS No. 160 will have a material impact on our consolidated financial statements.

In December 2007, the FASB issued SFAS No. 141R, Business Combinations (“SFAS No. 141R”). The objective of this statement is to improve the relevance, representational faithfulness and comparability of the information that a reporting entity provides in its financial reports about a business combination and its effects. SFAS No. 141R establishes principles and requirements for how the acquirer recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed and any noncontrolling interest in the acquiree, recognizes and measures the goodwill acquired in the business combination or a gain from a bargain purchase and determines what information to disclose to enable users of the financial statements to evaluate the nature and financial effects of the business combination. SFAS No. 141R applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008.

In March 2008, the FASB issued SFAS No. 161, Disclosures about Derivative Instruments and Hedging Activities – an amendment of FASB Statement No. 133 (“SFAS No. 161”). The objective of this statement is to enhance disclosures to provide adequate information about how derivative and hedging activities affect an entity’s financial position, financial performance and cash flows. This statement requires enhanced disclosures about an entity’s derivative and hedging activities and thereby improves the transparency of financial reporting. Under SFAS No. 161, entities will be required to provide enhanced disclosures about how and why an entity utilizes derivative instruments, how derivative instruments and related hedged items are accounted for under SFAS No. 133 and its related interpretations and how derivative instruments and related hedged items affect an entity’s financial position, financial performance and cash flows. SFAS No. 161 is effective for financial statements issued for fiscal years beginning after November 15, 2008. We do not anticipate that the adoption of SFAS No. 161 will have a material impact on our consolidated financial statements.

In May 2008, the FASB issued SFAS No. 162, The Hierarchy of Generally Accepted Accounting Principles (“SFAS No. 162”). SFAS No. 162 identifies the sources of accounting principles and the framework for selecting the principles to be used in the preparation of financial statements of nongovernmental entities that are presented in conformity with generally accepted accounting principles. SFAS No. 162 directs the hierarchy to the entity, rather than the independent auditors, as the entity is responsible for selecting accounting principles for financial statements that are presented in conformity with generally accepted accounting principles. SFAS No. 162 is effective 60 days following

SEC approval of the Public Company Accounting Oversight Board amendments to remove the hierarchy of generally accepted accounting principles from the auditing standards. We do not anticipate that the adoption of SFAS No. 162 will have a material impact on our consolidated financial statements.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

The information required herein is incorporated by reference from “Asset and Liability Management” and “Impact of Inflation and Changing Prices” included in Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations in Part II of this Annual Report on Form 10-K.

Item 8. Financial Statements and Supplementary Data

Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders

TierOne Corporation:

We have audited the accompanying consolidated statements of financial condition of TierOne Corporation and subsidiaries (the Company) as of December 31, 2008 and 2007, and the related consolidated statements of operations, changes in stockholders' equity and comprehensive income (loss), and cash flows for each of the years in the three-year period ended December 31, 2008. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated 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 audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as 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 TierOne Corporation and subsidiaries as of December 31, 2008 and 2007, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2008, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), TierOne Corporation's internal control over financial reporting as of December 31, 2008, 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 12, 2009 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

/s/ KPMG LLP

Lincoln, Nebraska
March 12, 2009

TierOne Corporation and Subsidiaries
Consolidated Statements of Financial Condition

| | At December 31, | |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|--------------|
| (Dollars in thousands, except per share data) | 2008 | 2007 |
| ASSETS | | |
| Cash and due from banks | \$ 73,567 | \$ 79,561 |
| Funds held at Federal Reserve Bank | 29,292 | - |
| Federal funds sold | 147,000 | 161,900 |
| Total cash and cash equivalents | 249,859 | 241,461 |
| Investment securities: | | |
| Held to maturity, at cost which approximates fair value | 48 | 70 |
| Available for sale, at fair value | 137,664 | 130,481 |
| Mortgage-backed securities, available for sale, at fair value | 3,133 | 6,689 |
| Loans receivable: | | |
| Net loans (includes loans held for sale of \$13,917 and \$9,348 at December 31, 2008 and 2007, respectively) | 2,782,220 | 2,976,129 |
| Allowance for loan losses | (63,220) | (66,540) |
| Net loans after allowance for loan losses | 2,719,000 | 2,909,589 |
| FHLBank Topeka stock, at cost | 47,011 | 65,837 |
| Premises and equipment, net | 35,316 | 38,028 |
| Accrued interest receivable | 16,886 | 21,248 |
| Other real estate owned and repossessed assets, net | 37,236 | 6,405 |
| Goodwill | - | 42,101 |
| Other intangible assets, net | 4,722 | 6,744 |
| Mortgage servicing rights, net | 14,806 | 14,530 |
| Other assets | 52,264 | 54,583 |
| Total assets | \$ 3,317,945 | \$ 3,537,766 |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| Liabilities: | | |
| Deposits | \$ 2,307,292 | \$ 2,430,544 |
| FHLBank Topeka advances and other borrowings | 668,849 | 689,288 |
| Advance payments from borrowers for taxes, insurance and other escrow funds | 34,064 | 30,205 |
| Accrued interest payable | 5,158 | 6,269 |
| Accrued expenses and other liabilities | 31,969 | 35,870 |
| Total liabilities | 3,047,332 | 3,192,176 |
| Stockholders' equity: | | |
| Preferred stock, \$0.01 par value. 10,000,000 shares authorized; none issued | - | - |
| Common stock, \$0.01 par value. 60,000,000 shares authorized; 22,575,075 shares issued at December 31, 2008 and 2007; 18,034,878 and 18,058,946 shares outstanding at December 31, 2008 and 2007, respectively | 226 | 226 |
| Additional paid-in capital | 367,028 | 366,042 |
| Retained earnings, substantially restricted | 17,364 | 94,630 |
| Treasury stock, at cost; 4,540,197 and 4,516,129 shares at | | |

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| | | |
|----------------------------------------------------------------|--------------|--------------|
| December 31, 2008 and 2007, respectively | (105,206) | (105,008) |
| Unallocated common stock held by Employee Stock Ownership Plan | (8,654) | (10,159) |
| Accumulated other comprehensive loss, net | (145) | (141) |
| Total stockholders' equity | 270,613 | 345,590 |
| Total liabilities and stockholders' equity | \$ 3,317,945 | \$ 3,537,766 |

See accompanying notes to consolidated financial statements.

TierOne Corporation and Subsidiaries
Consolidated Statements of Operations

| | Year Ended December 31, | | |
|-----------------------------------------------------|-------------------------|-------------|------------|
| (Dollars in thousands, except per share data) | 2008 | 2007 | 2006 |
| Interest income: | | | |
| Loans receivable | \$ 172,247 | \$ 220,046 | \$ 214,727 |
| Investment securities | 6,849 | 11,134 | 9,075 |
| Other interest-earning assets | 2,677 | 2,841 | 85 |
| Total interest income | 181,773 | 234,021 | 223,887 |
| Interest expense: | | | |
| Deposits | 64,858 | 81,981 | 60,227 |
| FHLBank Topeka advances and other borrowings | 29,551 | 35,920 | 37,792 |
| Total interest expense | 94,409 | 117,901 | 98,019 |
| Net interest income | 87,364 | 116,120 | 125,868 |
| Provision for loan losses | 84,455 | 68,101 | 6,053 |
| Net interest income after provision for loan losses | 2,909 | 48,019 | 119,815 |
| Noninterest income: | | | |
| Fees and service charges | 23,386 | 23,621 | 22,230 |
| Debit card fees | 4,028 | 3,420 | 2,736 |
| Loss from real estate operations, net | (793) | (445) | (268) |
| Loss on impairment of securities | (1,434) | (188) | - |
| Net gain (loss) on sales of: | | | |
| Investment securities | - | - | 21 |
| Loans held for sale | 3,820 | 2,844 | 2,084 |
| Other real estate owned | (142) | (225) | (135) |
| Other operating income | 2,589 | 1,310 | 2,416 |
| Total noninterest income | 31,454 | 30,337 | 29,084 |
| Noninterest expense: | | | |
| Salaries and employee benefits | 45,331 | 52,291 | 49,064 |
| Goodwill impairment | 42,101 | - | - |
| Occupancy, net | 9,692 | 9,520 | 8,912 |
| Data processing | 2,205 | 2,443 | 2,200 |
| Advertising | 3,760 | 5,041 | 4,455 |
| FDIC insurance premium | 3,051 | 250 | 255 |
| Legal services | 2,523 | 2,879 | 1,484 |
| Other operating expense | 18,976 | 22,633 | 15,399 |
| Total noninterest expense | 127,639 | 95,057 | 81,769 |
| Income (loss) before income taxes | (93,276) | (16,701) | 67,130 |
| Income tax expense (benefit) | (18,034) | (4,276) | 25,815 |
| Net income (loss) | \$ (75,242) | \$ (12,425) | \$ 41,315 |
| Net income (loss) per common share, basic | \$ (4.46) | \$ (0.74) | \$ 2.50 |
| Net income (loss) per common share, diluted | \$ (4.46) | \$ (0.74) | \$ 2.41 |
| Dividends declared per common share | \$ 0.12 | \$ 0.31 | \$ 0.27 |
| Average common shares outstanding, basic (000's) | 16,880 | 16,719 | 16,494 |
| Average common shares outstanding, diluted (000's) | 16,880 | 16,719 | 17,147 |

See accompanying notes to consolidated financial statements.

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TierOne Corporation and Subsidiaries

Consolidated Statements of Changes in Stockholders' Equity and Comprehensive Income (Loss)

| (Dollars in thousands) | Common Stock | Additional Paid-In Capital | Retained Earnings, Substantially Restricted | Treasury Stock | Unallocated Common Stock Held by the Employee Stock Ownership Plan | Unearned Common Stock Held by the Management and Retention Plan | Accumulated Other Comprehensive Income (Loss), Net | Total Stockholders' Equity |
|-----------------------------------------------------------------------------------------------------------------------------------------|--------------|----------------------------|---------------------------------------------|----------------|--------------------------------------------------------------------|-----------------------------------------------------------------|----------------------------------------------------|----------------------------|
| Balance at December 31, 2005 | \$ 226 | \$ 358,587 | \$ 75,282 | \$ (101,584) | \$ (13,169) | \$ (9,368) | \$ (1,107) | \$ 308,867 |
| Common stock earned by employees in Employee Stock Ownership Plan | - | 3,404 | - | - | 1,505 | - | - | 4,909 |
| Transfer of unearned common stock held by Management Recognition and Retention Plan upon adoption of SFAS No. 123(R) on January 1, 2006 | - | (9,368) | - | - | - | 9,368 | - | - |
| Amortization of awards under the Management Recognition and Retention Plan | - | 2,904 | - | - | - | - | - | 2,904 |
| Amortization of stock options under 2003 Stock Option Plan | - | 1,682 | - | - | - | - | - | 1,682 |
| Repurchase of common stock (152,984 shares) | - | - | - | (4,825) | - | - | - | (4,825) |
| Treasury stock reissued under 2003 Stock Option Plan | - | (216) | - | 1,003 | - | - | - | 787 |

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| | | | | | | | | |
|--------------------------------------------------------------------------------------------------------|-----|---------|---------|-----------|----------|---|-------|---------|
| Excess tax benefit realized from stock-based compensation plans | - | 960 | - | - | - | - | - | 960 |
| Tax benefits realized from certain costs deducted in mutual to stock conversion | - | 780 | - | - | - | - | - | 780 |
| Dividends paid (\$0.27 per common share) | - | - | (4,486) | - | - | - | - | (4,486) |
| Comprehensive income: | | | | | | | | |
| Net income | - | - | 41,315 | - | - | - | - | 41,315 |
| Change in unrealized loss on available for sale securities, net of tax and reclassification adjustment | - | - | - | - | - | - | 390 | 390 |
| Total comprehensive income | - | - | 41,315 | - | - | - | 390 | 41,705 |
| Balance at December 31, 2006 | 226 | 358,733 | 112,111 | (105,406) | (11,664) | - | (717) | 353,283 |
| Common stock earned by employees in Employee Stock Ownership Plan | - | 2,441 | - | - | 1,505 | - | - | 3,946 |
| Amortization of awards under the Management Recognition and Retention Plan | - | 2,904 | - | - | - | - | - | 2,904 |
| Amortization of stock options under 2003 Stock Option Plan | - | 1,682 | - | - | - | - | - | 1,682 |
| Repurchase of common stock (8,367 shares) | - | - | - | (204) | - | - | - | (204) |
| Treasury stock reissued under 2003 Stock Option Plan | - | (140) | - | 602 | - | - | - | 462 |
| Excess tax benefit realized from stock-based compensation plans | - | 422 | - | - | - | - | - | 422 |
| | - | - | (5,213) | - | - | - | - | (5,213) |

| | | | | | | | | |
|--------------------------------------------------------------------------------|--------|------------|-----------|--------------|-------------|------|----------|------------|
| Dividends paid (\$0.31 per common share) | - | | | | | | | |
| Cumulative effect of adoption of FASB Interpretation No. 48 on January 1, 2007 | - | - | 157 | - | - | - | - | 157 |
| Comprehensive income (loss): | | | | | | | | |
| Net loss | - | - | (12,425) | - | - | - | - | (12,425) |
| Change in unrealized loss on available for sale securities, net of tax | - | - | - | - | - | - | 576 | 576 |
| Total comprehensive income (loss) | - | - | (12,425) | - | - | - | 576 | (11,849) |
| Balance at December 31, 2007 | \$ 226 | \$ 366,042 | \$ 94,630 | \$ (105,008) | \$ (10,159) | \$ - | \$ (141) | \$ 345,590 |

TierOne Corporation and Subsidiaries
Consolidated Statements of Changes in Stockholders' Equity and Comprehensive Income (Loss) (Continued)

| (Dollars in thousands) | Common Stock | Additional Paid-In Capital | Retained Earnings, Substantially Restricted | Treasury Stock | Unallocated Common Stock Held by the Employee Stock Ownership Plan | Accumulated Other Comprehensive Income (Loss), Net | Total Stockholders' Equity |
|----------------------------------------------------------------------------------------|-----------------|----------------------------------|------------------------------------------------------|-------------------|--------------------------------------------------------------------------------------------|-------------------------------------------------------------------|----------------------------------|
| Balance at December 31, 2007 | \$ 226 | \$ 366,042 | \$ 94,630 | \$ (105,008) | \$ (10,159) | \$ (141) | \$ 345,590 |
| Common stock earned by employees in Employee Stock Ownership Plan | - | (249) | - | - | 1,505 | - | 1,256 |
| Amortization of awards under the Management Recognition and Retention Plan | - | 1,051 | - | - | - | - | 1,051 |
| Amortization of stock options under 2003 Stock Option Plan | - | 699 | - | - | - | - | 699 |
| Repurchase of common stock (25,068 shares) | - | - | - | (221) | - | - | (221) |
| Treasury stock reissued under 2003 Stock Option Plan | - | (5) | - | 23 | - | - | 18 |
| Excess tax expense realized from stock- based compensation plans | - | (510) | - | - | - | - | (510) |
| Dividends paid (\$0.12 per common share) | - | - | (2,024) | - | - | - | (2,024) |
| Comprehensive loss: Net loss | - | - | (75,242) | - | - | - | (75,242) |
| Change in unrealized loss on available for sale securities, net of tax | - | - | - | - | - | (4) | (4) |
| Total comprehensive loss | - | - | (75,242) | - | - | (4) | (75,246) |
| | \$ 226 | \$ 367,028 | \$ 17,364 | \$ (105,206) | \$ (8,654) | \$ (145) | \$ 270,613 |

Balance at December 31,
2008

See accompanying notes to consolidated financial statements.

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TierOne Corporation and Subsidiaries
Consolidated Statements of Cash Flows

| (Dollars in thousands) | Year Ended December 31, | | |
|------------------------------------------------------------------------------------------|-------------------------|-------------|-----------|
| | 2008 | 2007 | 2006 |
| Cash flows from operating activities: | | | |
| Net income (loss) | \$ (75,242) | \$ (12,425) | \$ 41,315 |
| Adjustments to reconcile net income (loss) to net cash provided by operating activities: | | | |
| Net discount accretion of investment and mortgage-backed securities | (2,338) | (2,194) | (96) |
| Premises and equipment depreciation and amortization | 3,843 | 4,017 | 3,750 |
| Amortization of other intangible assets | 1,479 | 1,647 | 1,752 |
| Accretion of discount on FHLBank Topeka advances | (255) | (255) | (255) |
| Employee Stock Ownership Plan compensation expense | 1,256 | 3,946 | 4,909 |
| 2003 Management Recognition and Retention Plan compensation expense | 1,051 | 2,904 | 2,904 |
| 2003 Stock Option Plan compensation expense | 699 | 1,682 | 1,682 |
| Net accretion of discounts on net loans | (4) | (3,267) | (2,579) |
| FHLBank Topeka stock dividend | (2,174) | (3,815) | (3,531) |
| Deferred income tax expense (benefit) | 13,293 | (16,414) | (191) |
| Goodwill impairment | 42,101 | - | - |
| Impairment of investment securities | 1,434 | 188 | - |
| Provision for loan losses | 84,455 | 68,101 | 6,053 |
| Provision for other real estate owned losses | 1,141 | 636 | 370 |
| Provision for valuation allowance on net deferred tax assets | 1,767 | - | - |
| Provision for uncollectible receivable | - | 4,767 | - |
| Recovery of uncollectible receivable | - | (1,633) | - |
| Provision for VISA lawsuit settlement | - | 700 | - |
| Mortgage servicing rights originated, net | (1,631) | (2,063) | (754) |
| Mortgage servicing rights valuation allowance | 1,355 | - | - |
| Proceeds from sales of loans held for sale | 368,255 | 341,857 | 245,074 |
| Originations and purchases of loans held for sale | (355,908) | (329,076) | (253,609) |
| Excess tax expense (benefit) from stock-based compensation plans | 510 | (422) | (960) |
| Premium on sale of branch deposits | - | - | (1,089) |
| Net (gain) loss on sales of: | | | |
| Investment securities | - | - | (21) |
| Loans held for sale | (3,820) | (2,844) | (2,084) |
| Other real estate owned | 142 | 225 | 135 |
| Premises and equipment | 2 | 9 | (108) |
| Changes in certain assets and liabilities: | | | |
| Accrued interest receivable | 4,362 | 1,775 | (3,833) |
| Other assets | (15,653) | (26,419) | (532) |
| Accrued interest payable | (1,111) | (351) | (669) |
| Accrued expenses and other liabilities | (375) | 8,038 | 2,293 |
| Net cash provided by operating activities | 68,634 | 39,314 | 39,926 |

TierOne Corporation and Subsidiaries
Consolidated Statements of Cash Flows (Continued)

| | Year Ended December 31, | | |
|--------------------------------------------------------------------------------------------------------------------------|-------------------------|--------------|-------------|
| (Dollars in thousands) | 2008 | 2007 | 2006 |
| Cash flows from investing activities: | | | |
| Purchase of investment securities, available for sale | \$ (453,663) | \$ (318,425) | \$ (94,488) |
| Proceeds from sale of investment securities, available for sale | - | 10 | 2,326 |
| Proceeds from maturities of investment securities, available for sale | 447,344 | 295,822 | 90,477 |
| Proceeds from principal repayments of investment and mortgage-backed securities, available for sale and held to maturity | 3,620 | 5,659 | 7,516 |
| Decrease (increase) in loans receivable | 59,246 | 23,379 | (206,581) |
| Redemption of FHLBank Topeka stock | 21,000 | - | - |
| Additions to premises and equipment | (1,723) | (2,235) | (5,037) |
| Proceeds from sale of premises and equipment | 3 | 2 | 444 |
| Proceeds from sale of other real estate owned and repossessed assets | 6,251 | 7,290 | 7,172 |
| Marine Bank branch purchase, net of cash acquired | - | - | 7,568 |
| Net cash provided by (used in) investing activities | 82,078 | 11,502 | (190,603) |
| Cash flows from financing activities: | | | |
| Net increase (decrease) in deposits | (123,252) | 378,201 | 27,658 |
| Net advances (repayment) on FHLBank Topeka line of credit and short-term advances and other borrowings | 5,041 | (72,619) | 66,912 |
| Proceeds from FHLBank Topeka long-term advances and other borrowings | - | 50,000 | 440,000 |
| Repayments of FHLBank Topeka long-term advances and other borrowings | (25,225) | (250,214) | (352,205) |
| Repayment of junior subordinated debentures | - | - | (7,000) |
| Net increase in advances from borrowers for taxes, insurance and other escrow funds | 3,859 | 3,002 | 2,339 |
| Repurchase of common stock | (221) | (204) | (4,825) |
| Dividends paid on common stock | (2,024) | (5,213) | (4,486) |
| Excess tax benefit realized from the exercise of stock options | - | 45 | 130 |
| Excess tax benefit (expense) realized from the vesting of Management Recognition and Retention Plan shares | (510) | 377 | 830 |
| Proceeds from the exercise of stock options | 18 | 462 | 787 |
| Net cash transferred due to sale of branches and deposits | - | - | (20,689) |
| Net cash provided by (used in) financing activities | (142,314) | 103,837 | 149,451 |
| Net increase (decrease) in cash and cash equivalents | 8,398 | 154,653 | (1,226) |
| Cash and cash equivalents at beginning of year | 241,461 | 86,808 | 88,034 |
| Cash and cash equivalents at end of year | \$ 249,859 | \$ 241,461 | \$ 86,808 |
| Supplemental disclosures of cash flow information: | | | |
| Cash paid (received) during year for: | | | |
| Interest | \$ 95,520 | \$ 118,252 | \$ 98,689 |
| Income taxes, net of refunds | \$ (19,120) | \$ 18,769 | \$ 25,106 |
| Noncash investing activities: | \$ 38,365 | \$ 9,292 | \$ 10,495 |

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Transfers from loans to other real estate owned and other assets through
foreclosure

| | | | | | | |
|----------------------------------|----|-------|----|-----|----|---|
| Loss on impairment of securities | \$ | 1,434 | \$ | 188 | \$ | - |
|----------------------------------|----|-------|----|-----|----|---|

See accompanying notes to consolidated financial statements.

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TierOne Corporation and Subsidiaries
Notes to Consolidated Financial Statements

1. Summary of Significant Accounting Policies

Organization. TierOne Corporation (“Company”) is a Wisconsin corporation, incorporated in 2002 for the purpose of becoming the holding company for TierOne Bank (“Bank”), a federal savings bank. On October 1, 2002, the Bank converted from mutual to stock form of ownership. On the same date, the Company acquired all of the issued and outstanding capital stock of the Bank with a portion of the proceeds from the Company’s initial public offering.

As used in this report, unless the context otherwise requires, the terms “we,” “us,” or “our” refer to TierOne Corporation and its wholly owned subsidiary, TierOne Bank.

Basis of Consolidation. The consolidated financial statements include the accounts of the Company, its wholly owned subsidiary, the Bank, and the Bank’s wholly owned subsidiaries, TMS Corporation of the Americas (“TMS”) and United Farm & Ranch Management (“UFARM”). TMS is the holding company of TierOne Investments and Insurance, Inc. (d/b/a TierOne Financial), a company that administers the sale of insurance and securities products, and TierOne Reinsurance Company, which reinsures credit life and disability insurance policies. UFARM provides agricultural customers with professional farm and ranch real estate management and real estate brokerage services.

Estimates. The preparation of consolidated financial statements in conformity with U.S. generally accepted accounting principles (“GAAP”) requires management to make estimates and assumptions that affect the reported amount of assets and liabilities at the date of the statement of financial condition, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates.

Investment and Mortgage-Backed Securities. We classify our investment securities portfolio between securities we intend to hold to maturity and those securities available for sale.

Securities classified as held to maturity are securities that we have the ability and positive intent to hold to maturity regardless of changes in market condition, liquidity needs or changes in general economic conditions. These securities are stated at cost, adjusted for amortization of premiums and accretion of discounts over the period to maturity using the interest method.

Securities classified as available for sale are securities we intend to hold for an indefinite period of time, but not necessarily to maturity. Any decision to sell a security classified as available for sale would be based on various factors, including movements in interest rates, changes in the maturity mix of our assets and liabilities, liquidity needs, regulatory capital considerations and other factors. These securities are carried at fair value with unrealized gains or losses reported as increases or decreases in cumulative other comprehensive income, net of the related deferred tax effect. Realized gains or losses, determined on the basis of the cost of specific securities sold, are included in our results of operations. Unrealized losses for securities classified as held to maturity and available for sale which are deemed to be other than temporary are charged to operations.

Accounting for Derivatives and Hedging Activities. We account for our derivatives and hedging activities in accordance with Statement of Financial Accounting Standard (“SFAS”) No. 133, Accounting for Derivative Instruments and Hedging Activity, as amended by SFAS No. 138, Accounting for Certain Derivative Instruments and Certain Hedging Activities and SFAS No. 149, Amendment of Statement No. 133 on Derivative Instruments and Hedging Activities. These statements establish accounting and reporting standards for derivative instruments and hedging activities, including certain derivative instruments embedded in other contracts, and requires that an entity recognize all derivatives as assets or liabilities in the statements of financial condition and measure them at fair value. If certain conditions are met, an entity may elect to designate a derivative as follows: (a) a hedge of the exposure to changes in

the fair value of a recognized asset or liability or an unrecognized firm commitment; or (b) a hedge of the exposure to variable cash flows of a forecasted transaction. These statements generally provide for matching the timing of the recognition of the gain or loss on derivatives designated as hedging instruments with the recognition of the changes in the fair value of the item being hedged. Depending on the type of hedge, such

TierOne Corporation and Subsidiaries
Notes to Consolidated Financial Statements

recognition will be either net income or other comprehensive income. For a derivative not qualified for hedge accounting under SFAS No. 133, changes in fair value will be recognized in net income in the period of change.

Loans Receivable. Net loans are stated at unpaid principal balances, plus/minus unamortized premiums, discounts and deferred loan origination fees and costs and loans in process. Interest on loans is credited to income as earned. Interest is not accrued on nonperforming loans (loans 90 or more days delinquent). Premiums or discounts on loans are amortized into income over the life of the loan using the interest method. Loan origination fees received in excess of certain direct origination costs are deferred and amortized into income over the contractual life of the loan using the interest method or recognized when the loan is sold or paid off. Additionally, accrual of interest and amortization of deferred loan fees on problem loans are excluded from income when, in the opinion of management, such suspension is warranted. Income is subsequently recognized only to the extent cash payments are received and, in management's judgment, the borrower's ability to make periodic interest and principal payments has returned to normal, in which case the loan is returned to accrual status.

Loans Held for Sale. Upon origination or purchase, we designate certain loans receivable as held for sale, as we do not intend to hold such loans through maturity. Loans held for sale generally consist of fixed-rate, one-to-four family residential loans and are carried at the lower of cost or market value, determined on an aggregate basis. Gains or losses on such loans are recognized utilizing the specific identification method.

Provision and Allowance for Loan Losses. A provision for loan losses is charged to income when it is determined to be required based on our analysis. The allowance is maintained at a level to cover all known and inherent losses in the loan portfolio that are both probable and reasonable to estimate at each reporting date. We review the loan portfolio no less frequently than monthly in order to identify those inherent losses and to assess the overall collection probability of the portfolio. Our review includes a quantitative analysis by loan category, using historical loss experience, classifying loans pursuant to a grading system and consideration of a series of qualitative loss factors. The evaluation process includes, among other things, an analysis of delinquency trends, nonperforming loan trends, the level of charge-offs and recoveries, prior loss experience, total loans outstanding, the volume of loan originations, the type, size, terms and geographic concentration of loans held by us, the value of collateral securing loans, the number of loans requiring heightened oversight and general economic conditions. In addition, we use information about specific borrower situations, including their financial position, work-out plans and estimated collateral values under various liquidation scenarios to estimate the risk and amount of potential loss. This evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available or as future events change.

The allowance for loan losses consists of two elements. The first element is an allocated allowance established for loans identified by our credit review function that are evaluated individually for impairment and are considered to be impaired. A loan is considered impaired when, based on current information and events, it is probable that we will be unable to collect the scheduled payments of principal and interest when due according to the contractual terms of the loan agreement. Impairment is measured by: (a) the fair value of the collateral if the loan is collateral dependent; (b) the present value of expected future cash flows; or (c) the loan's observable market price. The second element is an allowance established for losses which are probable and reasonable to estimate on each of our categories of outstanding loans. While we use available information to recognize probable losses on loans inherent in the portfolio, future additions to the allowance may be necessary based on changes in economic conditions and other factors. In addition, various regulatory agencies, as an integral part of their examination process, periodically review our allowance for loan losses. Such agencies may require us to recognize additions to the allowance for loan losses based on their judgment of information available to them at the time of their examination.

TierOne Corporation and Subsidiaries
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Goodwill and Intangible Assets. We recorded goodwill as a result of our 2004 acquisition of United Nebraska Financial Co. (“UNFC”). We tested this goodwill for impairment annually during the third quarter of each year, or between annual assessment dates whenever events or significant changes in circumstances indicated that the carrying value may be impaired. We performed a goodwill impairment test as of March 31, 2008 due to adverse changes in the business climate. As a result of a decline in the market value of our common stock to levels below our book value, we determined that the entire amount of our goodwill was impaired, and we recorded a \$42.1 million goodwill impairment charge to write-off our goodwill at March 31, 2008.

The value of core deposit intangible assets acquired in connection with the UNFC and Marine Bank transactions, which is subject to amortization, is included in the Consolidated Statements of Financial Condition as other intangible assets. Determining the amount of identifiable intangible assets and their average lives involves multiple assumptions and estimates and is typically determined by performing a discounted cash flow analysis, which involves a combination of any or all of the following assumptions: customer attrition, account runoff, alternative funding costs, deposit servicing costs and discount rates. Core deposit intangible assets are amortized using an accelerated method of amortization which is recorded in the Consolidated Statements of Operations as other operating expense.

We review our core deposit intangible assets for impairment whenever events or changes in circumstances indicate that we may not recover our investment in the underlying assets or liabilities which gave rise to these intangible assets. For the years ended December 31, 2008 and 2007, no events or circumstances triggered an impairment charge against our core deposit intangible assets.

Mortgage Servicing Rights. On January 1, 2007 we adopted SFAS No. 156, Accounting for Servicing of Financial Assets – an Amendment of FASB Statement No. 140 (“SFAS No. 156”). In accordance with SFAS No. 156, we have elected to continue to utilize the amortization method for all of our mortgage servicing right assets, thus, carrying our mortgage servicing rights at the “lower of cost or market” (fair value). Under the amortization method, we amortize mortgage servicing rights in proportion to and over the period of net servicing income. Income generated as a result of new servicing assets is reported as net gain on sale of loans held for sale in the Consolidated Statements of Operations. Loan servicing fees, net of amortization of mortgage servicing rights, is recorded in fees and service charges in the Consolidated Statements of Operations.

We capitalize the estimated fair value of mortgage servicing rights upon the sale of loans. The estimated value takes into consideration contractually known amounts, such as loan balance, term and interest rate. These estimates are impacted by loan prepayment speeds, servicing costs and discount rates used to compute a present value of the cash flow stream. We evaluate the fair value of mortgage servicing rights on a quarterly basis using current prepayment speed, cash flow and discount rate estimates. Changes in these estimates impact fair value and could require us to record a valuation allowance or recovery. The fair value of mortgage servicing rights is highly sensitive to changes in assumptions. Changes in prepayment speed assumptions have the most significant impact on the fair value of mortgage servicing rights. Generally, as interest rates decline, prepayments accelerate with increased refinance activity, which results in a decrease in the fair value of mortgage servicing rights. As interest rates rise, prepayments generally slow, which results in an increase in the fair value of mortgage servicing rights. All assumptions are reviewed for reasonableness on a quarterly basis and adjusted as necessary to reflect current and anticipated market conditions. Thus, any measurement of fair value is limited by the conditions existing and the assumptions utilized as of a particular point in time, and those assumptions may not be appropriate if applied at a different point in time. We currently do not utilize direct financial hedges to mitigate the effect of changes in the fair value of our mortgage servicing rights.

Transfers of Financial Assets. Transfers of financial assets are accounted for as sales when control over the assets has been surrendered. Control over transferred assets is deemed to be surrendered when: (a) the assets have been isolated; (b) the transferee obtains the right (free of conditions that constrain it from taking advantage of that right) to pledge or exchange the transferred assets; and (c) we do not maintain effective control over the transferred assets through an agreement to repurchase them before their maturity. We have not had any significant transactions, arrangements or other relationships with any special purpose entities.

TierOne Corporation and Subsidiaries
Notes to Consolidated Financial Statements

Other Real Estate Owned. Real estate acquired through foreclosure is considered to be held for sale and is initially recorded at estimated fair value. Subsequent to foreclosure, these assets are carried at the lower of carrying value or fair value, less selling costs. Gains or losses associated with the sale of other real estate owned property are recorded in net gain (loss) on sale of other real estate owned in the Consolidated Statements of Operations. Provisions for other real estate owned losses are recorded when the fair value of other real estate owned is determined to have a further decrease in value. Provisions for other real estate owned losses are recorded in other operating expense in the Consolidated Statements of Operations.

Premises and Equipment. Premises and equipment are recorded at cost and include expenditures for new facilities and equipment and items that substantially increase the useful lives of existing buildings and equipment. Premises and equipment are depreciated over their estimated useful life using the straight-line method of depreciation. Expenditures for normal repairs and maintenance are charged to earnings as incurred. When facilities or equipment are retired or otherwise disposed of, the related cost and accumulated depreciation are removed from the respective accounts and the resulting gain or loss is recorded.

Income Taxes. We file a consolidated federal income tax return on a calendar-year basis. Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

In June 2006, the Financial Accounting Standards Board (“FASB”) issued Interpretation No. 48, Accounting for Uncertainty in Income Taxes – an Interpretation of FASB Statement No. 109 (“FIN 48”). FIN 48 requires that we determine whether a tax position is more likely than not to be sustained upon examination, including resolution of any related appeals or litigation processes, based on the technical merits of the position. Once it is determined that a position meets the recognition threshold, the position is measured to determine the amount of benefit to be recognized in the financial statements. Any interest and penalties related to uncertain tax positions are recorded in income tax expense in the Consolidated Statements of Operations.

Earnings Per Share. Basic earnings per share (“EPS”) is computed by dividing net income (loss) by the weighted average number of common shares outstanding for the period. Diluted EPS reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised. It is computed after giving consideration to the weighted average dilutive effect of our Employee Stock Ownership Plan (“ESOP”) shares, 2003 Stock Option Plan (“SOP”) shares and 2003 Management Recognition and Retention Plan (“MRRP”) shares. Due to our net loss for the years ended December 31, 2008 and 2007, no potentially dilutive shares were included in the loss per share calculation as including such shares would be anti-dilutive.

Stock-Based Compensation. SFAS No. 123(R), Share-Based Payment (“SFAS No. 123(R)”), requires that compensation expense related to stock-based payment transactions be recognized in the financial statements and that expense be measured based on the fair value of the equity or liability instrument issued. SFAS No. 123(R) also requires that forfeitures be estimated over the vesting period of the instrument. We adopted SFAS No. 123(R) using the modified-prospective method and have applied this method to the accounting for our stock options and restricted shares. Under the modified-prospective method, stock-based employee compensation expense recognized after adoption includes: (a) stock-based expense for all awards granted prior to, but not yet vested as of January 1, 2006, based on the grant date fair value estimated in accordance with the original provisions of SFAS No. 123, Accounting

for Stock-Based Compensation (“SFAS No. 123”), and (b) stock-based employee compensation expense for all awards granted subsequent to January 1, 2006, based on the grant date fair value estimated in accordance with the provisions of SFAS No. 123(R).

TierOne Corporation and Subsidiaries
Notes to Consolidated Financial Statements

Comprehensive Income. Comprehensive income (loss) consists of net income (loss) and net unrealized gains (losses) on securities and is reported, net of deferred tax assets, in the Consolidated Statements of Changes in Stockholders' Equity. Increases (decreases) in other comprehensive income are net of related deferred tax assets of \$6,000, \$361,000 and \$210,000 for the years ended December 31, 2008, 2007 and 2006, respectively. Reclassification adjustments for realized gains or losses included in comprehensive income, were approximately \$0, \$0 and \$15,000, net of deferred tax assets of approximately \$0, \$0 and \$9,000, respectively, for the years ended December 31, 2008, 2007 and 2006, respectively.

Cash and Cash Equivalents. For purposes of the Consolidated Statements of Cash Flows, cash and cash equivalents include cash on hand, cash due from banks, funds held at Federal Reserve Bank and federal funds sold.

Reclassifications. Certain prior years amounts have been reclassified to conform to the 2008 presentation.

2. Industry Segment Information

Our activities are considered to be a single industry segment for financial reporting purposes. We are engaged in the business of commercial and retail banking, investment management, insurance and farm and ranch management and real estate brokerage services with operations conducted through 69 banking offices located in Nebraska, Iowa and Kansas. Substantially all income is derived from a diverse base of commercial, mortgage and retail lending activities and investments.

3. Earnings Per Share

Basic earnings (loss) per share is computed by dividing net income (loss) by the weighted average number of common shares outstanding for each reporting period. Diluted EPS reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised. Diluted EPS is computed after giving consideration to the weighted average dilutive effect of our 2003 SOP shares and 2003 MRRP shares. All stock options are assumed to be 100% vested for purposes of the EPS computations. Due to our loss for the years ended December 31, 2008 and 2007, no potentially dilutive shares were included in the loss per share calculation as including such shares would be anti-dilutive. The following table is a reconciliation of basic and diluted EPS:

| | Year Ended December 31, | | | | | |
|----------------------------------------------------------|-------------------------|-------------|-------------|-------------|-----------|-----------|
| | 2008 | | 2007 | | 2006 | |
| (Dollars and shares in thousands, except per share data) | Basic | Diluted | Basic | Diluted | Basic | Diluted |
| Net income (loss) | \$ (75,242) | \$ (75,242) | \$ (12,425) | \$ (12,425) | \$ 41,315 | \$ 41,315 |
| Total weighted average basic common shares outstanding | 16,880 | 16,880 | 16,719 | 16,719 | 16,494 | 16,494 |
| Effect of dilutive securities: | | | | | | |
| 2003 Stock Option Plan | | - | | - | | 576 |
| 2003 Management Recognition and Retention Plan | | - | | - | | 77 |
| | | | | | | 161 |

| | | | | | | |
|--------------------------------------------------------------------------|-----------|-----------|-----------|-----------|---------|--------|
| Total weighted average basic and diluted common shares outstanding | 16,880 | 16,880 | 16,719 | 16,719 | 16,494 | 17,147 |
| Net income (loss) per common share | \$ (4.46) | \$ (4.46) | (0.74) \$ | (0.74) \$ | 2.50 \$ | 2.41 |

TierOne Corporation and Subsidiaries
Notes to Consolidated Financial Statements

4. Investment and Mortgage-Backed Securities

The amortized cost, gross unrealized gains and losses, and fair value of investment and mortgage-backed securities by major security category at December 31, 2008 and 2007 are as follows:

| At December 31, 2008 | | | | |
|-------------------------------------------------------------------------|-------------------|------------|------------|----------------|
| Gross Unrealized | | | | |
| (Dollars in thousands) | Amortized Cost | Gains | Losses | Fair Value |
| Held to maturity: | | | | |
| Municipal obligations | \$ 48 | \$ - | \$ - | \$ 48 |
| Available for sale: | | | | |
| Mortgage-backed securities | 3,114 | 46 | 27 | 3,133 |
| U.S. Government securities and agency obligations | 119,811 | 264 | 4 | 120,071 |
| Corporate securities | 3,548 | - | 21 | 3,527 |
| Municipal obligations | 9,635 | 32 | 15 | 9,652 |
| Agency equity securities | 8 | - | - | 8 |
| Asset Management Fund - ARM Fund | 4,907 | - | 501 | 4,406 |
| Total investment and mortgage-backed securities, available for sale | \$ 141,023 | \$ 342 | \$ 568 | \$ 140,797 |

| At December 31, 2007 | | | | |
|-------------------------------------------------------------------------|-------------------|-----------|------------|----------------|
| Gross Unrealized | | | | |
| (Dollars in thousands) | Amortized Cost | Gains | Losses | Fair Value |
| Held to maturity: | | | | |
| Municipal obligations | \$ 70 | \$ - | \$ - | \$ 70 |
| Available for sale: | | | | |
| Mortgage-backed securities | 6,755 | 32 | 98 | 6,689 |
| U.S. Government securities and agency obligations | 105,428 | 18 | 33 | 105,413 |
| Corporate securities | 4,935 | - | 15 | 4,920 |
| Municipal obligations | 13,931 | 18 | 35 | 13,914 |
| Agency equity securities | 536 | - | 114 | 422 |
| Asset Management Fund - ARM Fund | 5,812 | - | - | 5,812 |
| Total investment and mortgage-backed securities, available for sale | \$ 137,397 | \$ 68 | \$ 295 | \$ 137,170 |

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Notes to Consolidated Financial Statements

The amortized cost and estimated fair value of investment securities at December 31, 2008, by contractual maturity, is shown in the following table. Actual maturities may differ from the contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

| (Dollars in thousands) | At December 31, 2008 | | | |
|-----------------------------|----------------------|---------------|--------------------|---------------|
| | Held to Maturity | | Available for Sale | |
| Amount maturing in: | Amortized Cost | Fair Value | Amortized Cost | Fair Value |
| 2009 | \$ - | \$ - | \$ 100,515 | \$ 100,270 |
| 2010 - 2013 | 48 | 48 | 28,068 | 28,069 |
| 2014 - 2018 | - | - | 9,319 | 9,318 |
| After 2018 | - | - | 7 | 7 |
| Total investment securities | \$ 48 | \$ 48 | \$ 137,909 | \$ 137,664 |

There were no sales of investment securities held to maturity during the three years ended December 31, 2008. Proceeds from the sale of investment securities available for sale totaled \$10,000 and \$2.3 million for the years ended December 31, 2007 and 2006 respectively. There were no sales of available for sale investment securities during the year ended December 31, 2008. Gross realized gains on the sale of investment securities were \$21,000 for the year ended December 31, 2006. There were no gains or losses on the sale of investment securities during the years ended December 31, 2008 and 2007. Losses due to other-than-temporary impairment were \$1.4 million and \$188,000 on investment securities for the years ended December 31, 2008 and 2007, respectively. There were no sales of mortgage-backed securities during the three years ended December 31, 2008.

At December 31, 2008 and 2007, investment and mortgage-backed securities with fair values of approximately \$122.1 million and \$114.0 million, respectively, were pledged as collateral for certain deposits, primarily those of public institutions.

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Notes to Consolidated Financial Statements

Investment and mortgage-backed securities with unrealized losses at December 31, 2008 and 2007 are summarized in the following table:

| (Dollars in thousands) | Less Than 12 Months | | 12 Months or Longer | | Total | |
|---------------------------------------------------|---------------------|-------------------|---------------------|-------------------|------------|-------------------|
| | Fair Value | Unrealized Losses | Fair Value | Unrealized Losses | Fair Value | Unrealized Losses |
| At December 31, 2008: | | | | | | |
| Mortgage-backed securities | \$ 1,484 | \$ 12 | \$ 501 | \$ 15 | \$ 1,985 | \$ 27 |
| U.S. Government securities and agency obligations | 5,004 | 4 | - | - | 5,004 | 4 |
| Corporate securities | 3,548 | 21 | - | - | 3,548 | 21 |
| Municipal obligations | 1,475 | 15 | - | - | 1,475 | 15 |
| Asset Management Fund - ARM Fund | 4,907 | 501 | - | - | 4,907 | 501 |
| Total temporarily impaired securities | \$ 16,418 | \$ 553 | \$ 501 | \$ 15 | \$ 16,919 | \$ 568 |
| At December 31, 2007: | | | | | | |
| Mortgage-backed securities | \$ 1,871 | \$ 17 | \$ 3,062 | \$ 81 | \$ 4,933 | \$ 98 |
| U.S. Government securities and agency obligations | 19,994 | 3 | 11,999 | 30 | 31,993 | 33 |
| Corporate securities | 3,570 | 3 | 1,350 | 12 | 4,920 | 15 |
| Municipal obligations | 1,424 | 21 | 1,570 | 14 | 2,994 | 35 |
| Agency equity securities | 5 | 1 | 412 | 113 | 417 | 114 |
| Total temporarily impaired securities | \$ 26,864 | \$ 45 | \$ 18,393 | \$ 250 | \$ 45,257 | \$ 295 |

We believe all unrealized losses on securities as of December 31, 2008 and 2007 are temporary. We had six and 48 securities with unrealized losses for 12 consecutive months or longer as of December 31, 2008 and 2007, respectively. The unrealized losses are believed to be temporarily impaired in value. Impairment is deemed temporary if the positive evidence indicating that an investment's carrying amount is recoverable within a reasonable time period outweighs negative evidence to the contrary. At December 31, 2008, we had the ability and intent to hold these securities until maturity or for the period necessary to recover the unrealized losses.

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Notes to Consolidated Financial Statements

5. Loans Receivable

Loans receivable at December 31, 2008 and 2007 are summarized in the following table:

| (Dollars in thousands) | At December 31, | | | |
|--------------------------------------------------------|-----------------|---------|--------------|---------|
| | 2008 | % | 2007 | % |
| Real estate loans: | | | | |
| One-to-four family residential (1) | \$ 384,614 | 12.99% | \$ 314,623 | 9.41% |
| Second mortgage residential | 76,438 | 2.58 | 95,477 | 2.86 |
| Multi-family residential | 199,152 | 6.73 | 106,678 | 3.19 |
| Commercial real estate | 356,067 | 12.03 | 370,910 | 11.10 |
| Land and land development | 396,477 | 13.39 | 473,346 | 14.16 |
| Residential construction | 229,534 | 7.75 | 513,560 | 15.36 |
| Commercial construction | 360,163 | 12.16 | 540,797 | 16.18 |
| Agriculture | 95,097 | 3.21 | 91,068 | 2.72 |
| Total real estate loans | 2,097,542 | 70.84 | 2,506,459 | 74.98 |
| Business | 250,619 | 8.46 | 252,712 | 7.56 |
| Agriculture - operating | 106,429 | 3.59 | 100,365 | 3.00 |
| Warehouse mortgage lines of credit | 133,474 | 4.51 | 86,081 | 2.58 |
| Consumer loans: | | | | |
| Home equity | 55,355 | 1.87 | 72,517 | 2.17 |
| Home equity lines of credit | 126,393 | 4.27 | 120,465 | 3.60 |
| Home improvement | 36,747 | 1.24 | 46,045 | 1.38 |
| Automobile | 89,202 | 3.01 | 87,079 | 2.60 |
| Other | 65,390 | 2.21 | 71,141 | 2.13 |
| Total consumer loans | 373,087 | 12.60 | 397,247 | 11.88 |
| Total loans | 2,961,151 | 100.00% | 3,342,864 | 100.00% |
| Unamortized premiums, discounts and deferred loan fees | 9,558 | | 9,451 | |
| Loans in process (2) | (188,489) | | (376,186) | |
| Net loans | 2,782,220 | | 2,976,129 | |
| Allowance for loan losses | (63,220) | | (66,540) | |
| Net loans after allowance for loan losses | \$ 2,719,000 | | \$ 2,909,589 | |

(1) Includes loans held for sale \$ 13,917 \$ 9,348

(2) Loans in process represents the undisbursed portion of construction and land development loans.

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Notes to Consolidated Financial Statements

Concentration of Credit Risk. Our loans are exposed to credit risk from the possibility that customers may default on their financial obligations to us. Credit risk arises predominantly with respect to loans. Concentrations of credit risk exist if a number of customers are engaged in similar activities, are located in the same geographic region or have similar economic characteristics such that their ability to meet contractual obligations could be similarly affected by changes in economic, political or other conditions. Concentrations of credit risk indicate a related sensitivity of our performance to developments affecting a particular customer, industry or geographic location.

At December 31, 2008 and 2007 our second mortgage residential, multi-family residential, commercial real estate, land and land development, construction, agricultural, business, warehouse mortgage lines of credit and consumer loans totaled \$2.6 billion and \$3.0 billion, respectively. These loan types are considered by management to be of greater risk of collectibility than one-to-four family residential loans.

Primary Lending Market Area. Our primary market area consists of Nebraska, Iowa and Kansas. On June 30, 2008, we announced the closing of all nine of our loan production offices in an effort to focus our lending activity in our primary market area. We completed the closure of all of our loan production offices during the three months ended September 30, 2008. The closed lending offices were located in Phoenix, Arizona; Colorado Springs, Denver and Fort Collins, Colorado; Orlando, Florida; Minneapolis, Minnesota; Las Vegas, Nevada and Charlotte and Raleigh, North Carolina. Our Asset/Liability and Asset Classification Committees are responsible for setting guidelines related to loan concentrations and monitoring such concentrations to limit potential loss exposure. At December 31, 2008 and 2007, approximately 46.3% and 53.0%, respectively, of total loans were secured by properties or made to individuals located outside of our primary market area.

Allowance for Loan Losses. The activity in the allowance for loan losses is summarized in the following table:

| (Dollars in thousands) | Year Ended December 31, | | |
|--------------------------------------------------------|-------------------------|-----------|-----------|
| | 2008 | 2007 | 2006 |
| Balance at beginning of year | \$ 66,540 | \$ 33,129 | \$ 30,870 |
| Provision for loan losses | 84,790 | 65,382 | 6,053 |
| Charge-offs | (90,398) | (33,037) | (4,107) |
| Recoveries on loans previously charged-off | 2,288 | 1,066 | 313 |
| Balance at end of year | \$ 63,220 | \$ 66,540 | \$ 33,129 |
| Allowance for loan losses as a percentage of net loans | 2.27% | 2.24% | 1.09% |

We generally discontinue funding of loans which become nonperforming or are deemed impaired unless additional funding is required to protect our collateral. In addition, due to certain laws and regulations in some states, additional funding may be required. Our reserve for unfunded loan commitments at December 31, 2008 and 2007 was \$300,000 and \$2.7 million, respectively, which represents potential future losses associated with these unfunded commitments. We did not have a reserve for unfunded loan commitments at December 31, 2006.

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Nonperforming Assets and Troubled Debt Restructurings. Nonperforming assets consist of nonperforming loans, other real estate owned and repossessed assets. Nonperforming loans are loans that are 90 or more days delinquent on which interest recognition has been suspended until realized because of doubts as to the borrower's ability to repay principal and interest. Troubled debt restructurings are loans where the terms have been modified to provide a reduction or deferral of interest or principal because of deterioration in the borrower's financial position. We did not have any accruing loans 90 days or more past due at December 31, 2008 or 2007.

| | At December 31, | |
|--------------------------------------------------------------------|-------------------|-------------------|
| (Dollars in thousands) | 2008 | 2007 |
| Nonperforming loans (1) | \$ 142,215 | \$ 128,490 |
| Other real estate owned and repossessed assets, net (2) | 37,236 | 6,405 |
| Total nonperforming assets | 179,451 | 134,895 |
| Troubled debt restructurings | 35,528 | 19,569 |
| Total nonperforming assets and troubled debt restructurings | \$ 214,979 | \$ 154,464 |

(1) Includes all loans 90 or more days delinquent and all uncollected accrued interest is fully reserved.

(2) Other real estate owned and repossessed asset balances are shown net of related loss allowances.

Impaired Loans. A loan is considered impaired when, based on current information and events, it is probable that we will be unable to collect the scheduled payments of principal and interest when due according to the contractual terms of the loan agreement. Impairment is measured by: (a) the fair value of the collateral if the loan is collateral dependent; (b) the present value of expected future cash flows; or (c) the loan's observable market price. Loans classified as impaired totaled \$185.9 million and \$125.9 million at December 31, 2008 and 2007, respectively. Our allowance for loan losses related to impaired loans totaled \$16.4 million and \$24.6 million at December 31, 2008 and 2007, respectively. At December 31, 2008, we had \$29.4 million of our total \$185.9 million of impaired loans for which no allowance for loan losses was deemed necessary as the fair value of the collateral exceeded the carrying value of the impaired loans. Impaired loans at December 31, 2008 consisted primarily of \$80.6 million of land and land development loans, \$67.3 million of residential construction loans and \$20.1 million of commercial construction loans.

The average balance of impaired and restructured loans for the years ended December 31, 2008, 2007 and 2006 totaled \$171.5 million, \$58.4 million and \$11.4 million, respectively. Interest recognized on such loans for the years ended December 31, 2008, 2007 and 2006 approximated \$1.7 million, \$675,000 and \$725,000, respectively. Additionally, interest income that would have been recorded for the years ended December 31, 2008, 2007 and 2006 if nonperforming loans and troubled debt restructurings had been current or in accordance with their original terms approximates \$14.9 million, \$10.8 million and \$1.8 million, respectively.

Loan Servicing. Loans serviced for others are not included in the accompanying Consolidated Statements of Financial Condition. Servicing loans for others consists of collecting mortgage payments, maintaining escrow accounts, disbursing payments to investors and conducting foreclosure processing. In connection with these loans serviced for

others, we held borrowers' escrow balances of approximately \$21.3 million and \$19.7 million at December 31, 2008 and 2007, respectively.

Loans serviced for others include approximately \$621.3 million and \$601.1 million of unpaid principal balances of residential real estate loans at December 31, 2008 and 2007, respectively, for which we have retained a limited amount of recourse obligation. We have certain risks due to limited recourse arrangements on loans serviced for others and recourse obligations related to loan sales. The maximum total dollar amount of such recourse was approximately \$20.7 million and \$19.0 million at December 31, 2008 and 2007, respectively. We have established a liability for this recourse obligation, which is based on our historical loss experience, in the amount of

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approximately \$729,000 and \$733,000 at December 31, 2008 and 2007, respectively. This liability is included in accrued expenses and other liabilities.

6. Mortgage Servicing Rights

The following are the key assumptions used in measuring the fair values of capitalized mortgage servicing rights and the sensitivity of the fair values to changes in those assumptions:

| (Dollars in thousands) | At December 31, | |
|------------------------------------|-----------------|----------------|
| | 2008 | 2007 |
| Serviced loan portfolio balance | \$ 1,600,715 | \$ 1,459,498 |
| Fair value | 15,853 | 18,310 |
| Prepayment speed | 5.34% – 49.44% | 6.62% – 26.07% |
| Weighted average prepayment speed | 13.57% | 10.37% |
| Fair value with 10% adverse change | \$ 15,302 | \$ 17,860 |
| Fair value with 20% adverse change | 14,671 | 17,166 |
| | 10.50% – | |
| Discount rate | 14.50% | 9.50% – 13.00% |
| Weighted average discount rate | 11.76% | 10.63% |
| Fair value with 10% adverse change | \$ 15,302 | \$ 17,866 |
| Fair value with 20% adverse change | 14,870 | 17,178 |

The sensitivity of the fair values is hypothetical and should be used with caution. As the figures indicate, changes in fair value based on a variation in assumptions generally cannot be extrapolated because the relationship of the change in assumption to the change in fair value may not be linear. Also, in the table, the effect of a variation in a particular assumption on the fair value of the capitalized mortgage servicing rights is calculated without changing any other assumption. In reality, changes in one assumption may result in changes in another which might magnify or counteract the sensitivities.

Mortgage Servicing Right Activity. The following table summarizes activity in capitalized mortgage servicing rights, including amortization expense:

| (Dollars in thousands) | Year Ended December 31, | | |
|---------------------------------------|-------------------------|-----------|-----------|
| | 2008 | 2007 | 2006 |
| Balance at beginning of year | \$ 14,530 | \$ 12,467 | \$ 11,713 |
| Mortgage servicing rights capitalized | 5,791 | 5,141 | 3,492 |
| Amortization expense | (4,160) | (3,078) | (2,738) |
| Valuation adjustment | (1,355) | - | - |
| Balance at end of year | \$ 14,806 | \$ 14,530 | \$ 12,467 |

The estimated future amortization expense of capitalized mortgage servicing rights for each of the years ending December 31, 2009 through 2013 is approximately \$4.5 million, \$2.9 million, \$2.2 million, \$1.6 million and \$1.2 million, respectively. These projections are based on existing asset balances and the existing interest rate environment at December 31, 2008. The amount of amortization expense in any given period may be significantly different depending upon changes in mortgage interest rates and market conditions.

We evaluate the fair value of mortgage servicing rights on a quarterly basis using current prepayment speeds, cash flow and discount rate estimates. Changes in these estimates impact fair value and could require us to record a valuation allowance or recovery. Our evaluation of the fair value of mortgage servicing rights at December 31, 2008 indicated that a \$1.4 million valuation allowance was needed. Our evaluation of mortgage servicing rights at

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December 31, 2007 and 2006 indicated that no valuation allowance was necessary. The amortization expense and valuation adjustment is recorded as a reduction of fees and service charges in the accompanying Consolidated Statements of Operations.

7. Accrued Interest Receivable

Accrued interest receivable at December 31, 2008 and 2007 is summarized in the following table:

| (Dollars in thousands) | At December 31, | |
|-------------------------------------------|-----------------|-----------|
| | 2008 | 2007 |
| Loans receivable | \$ 16,373 | \$ 20,813 |
| Investment and mortgage-backed securities | 493 | 369 |
| Other | 20 | 66 |
| Total accrued interest receivable | \$ 16,886 | \$ 21,248 |

8. FHLBank Topeka Stock

We are a member of the FHLBank Topeka (“FHLBank”) and are required to purchase and hold stock to collateralize our borrowings. Our investment in FHLBank stock is carried at cost, which represents redemption value. We were required to hold approximately \$43.0 million and \$43.8 million of FHLBank stock at December 31, 2008 and 2007, respectively.

9. Other Real Estate Owned and Repossessed Assets

Other real estate owned and repossessed assets at December 31, 2008 and 2007 aggregating \$37.2 million and \$6.4 million, respectively, is recorded net of a valuation allowance of \$1.2 million and \$540,000, respectively. At December 31, 2008, other real estate owned consisted primarily of eight commercial properties totaling \$21.7 million and 93 residential properties totaling \$15.5 million. The following table sets forth the activity of our other real estate owned and repossessed assets for the periods indicated:

| (Dollars in thousands) | Year Ended December 31, | | |
|---------------------------------------|-------------------------|----------|----------|
| | 2008 | 2007 | 2006 |
| Balance at beginning of year | \$ 6,405 | \$ 5,264 | \$ 2,446 |
| Loan foreclosures and other additions | 38,365 | 9,292 | 10,495 |
| Sales | (6,251) | (7,290) | (7,172) |
| Provisions for losses | (1,141) | (636) | (370) |
| Loss on disposal, net | (142) | (225) | (135) |
| Balance at end of year | \$ 37,236 | \$ 6,405 | \$ 5,264 |

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10. Premises and Equipment

Premises and equipment at December 31, 2008 and 2007 is summarized in the following table:

| (Dollars in thousands) | At December 31, | | Useful |
|--------------------------------------------|-----------------|-----------|------------|
| | 2008 | 2007 | Lives |
| Land | \$ 6,282 | \$ 6,282 | — |
| Buildings and improvements | 46,362 | 46,044 | 1–50 years |
| Leasehold improvements | 2,191 | 2,234 | 4–15 years |
| Furniture, fixtures, and equipment | 9,777 | 9,715 | 5–12 years |
| Computer equipment | 5,671 | 6,689 | 3–7 years |
| Vehicles | 964 | 998 | 2–7 years |
| Total cost basis of premises and equipment | 71,247 | 71,962 | |
| Accumulated depreciation and amortization | (35,931) | (33,934) | |
| Total premises and equipment, net | \$ 35,316 | \$ 38,028 | |

Premises and equipment depreciation and amortization expense for the years ended December 31, 2008, 2007 and 2006 was \$3.8 million, \$4.0 million and \$3.8 million, respectively.

11. Goodwill and Acquired Intangible Assets

Goodwill. We recorded goodwill as a result of our 2004 acquisition of UNFC. In accordance with SFAS No. 142, Goodwill and Other Intangible Assets, we tested this goodwill for impairment annually during the third quarter of each year, or between annual assessment dates whenever events or significant changes in circumstances indicated that the carrying value may be impaired. We performed a goodwill impairment test as of March 31, 2008 due to adverse changes in the business climate. As a result of a decline in the market value of our common stock to levels below our book value, we determined that the entire amount of our goodwill was impaired, and we recorded a \$42.1 million goodwill impairment charge to write-off our goodwill at March 31, 2008. There was no goodwill recorded in connection with our Marine Bank branch purchase in June 2006. The changes in the carrying amount of goodwill for the years ended December 31, 2008 and 2007 are as follows:

| (Dollars in thousands) | Year Ended December 31, | |
|-----------------------------------------------------------------------------------|-------------------------|-----------|
| | 2008 | 2007 |
| Balance at beginning of year | \$ 42,101 | \$ 42,228 |
| Realized tax benefit associated with United Nebraska Financial Co. acquisition | - | (61) |
| Adjustment due to adoption of FASB Interpretation No. 48 | - | (66) |
| Goodwill impairment | (42,101) | - |
| Balance at end of year | \$ - | \$ 42,101 |

Other Intangible Assets. Our only identifiable intangible assets are the value of the core deposits acquired as part of the UNFC and Marine Bank transactions. The core deposit intangible assets have been estimated to have nine- to ten-year lives. Core deposit intangible assets are amortized using an accelerated method of amortization which is

recorded in other operating expense.

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Other Intangible Asset Activity. The changes in the carrying amount of acquired intangible assets for the years ended December 31, 2008 and 2007 are as follows:

| (Dollars in thousands) | Year Ended December 31, | |
|-----------------------------------------------------------------------------------|-------------------------|----------|
| | 2008 | 2007 |
| Balance at beginning of year | \$ 6,744 | \$ 8,391 |
| Amortization expense | (1,479) | (1,647) |
| Realized tax benefit associated with United Nebraska Financial Co. acquisition | (543) | - |
| Balance at end of year | \$ 4,722 | \$ 6,744 |

Other Intangible Asset Estimated Amortization. Estimated amortization expense related to our core deposit intangible assets for the year ended December 31, 2009 and five years thereafter are as follows:

| (Dollars in thousands) | Core Deposit Intangible Asset Amortization |
|--------------------------------------|--------------------------------------------------|
| Estimated amortization expense: | |
| For the year ended December 31, 2009 | \$ 1,239 |
| For the year ended December 31, 2010 | 1,104 |
| For the year ended December 31, 2011 | 954 |
| For the year ended December 31, 2012 | 764 |
| For the year ended December 31, 2013 | 494 |
| For the year ended December 31, 2014 | 165 |

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12. Deposits

Deposit Composition. Deposits at December 31, 2008 and 2007 are summarized in the following table:

| (Dollars in thousands) | At December 31, | | | |
|-----------------------------------------------------------------|------------------------------|--------------|------------------------------|--------------|
| | 2008 | | 2007 | |
| | Weighted Average Rates | Amount | Weighted Average Rates | Amount |
| Transaction accounts: | | | | |
| Noninterest-bearing checking | -% | \$ 149,597 | -% | \$ 164,275 |
| Savings | 1.60 | 204,494 | 3.55 | 188,613 |
| Interest-bearing checking | 0.65 | 327,361 | 1.12 | 328,267 |
| Money market | 1.23 | 249,714 | 2.81 | 350,276 |
| Total transaction accounts | 0.91 | 931,166 | 1.96 | 1,031,431 |
| Total transaction accounts as a percentage of total deposits | | 40.36% | | 42.44% |
| Time deposits: | | | | |
| 0.00% to 0.99% | | 67 | | 20 |
| 1.00% to 1.99% | | 397 | | 101 |
| 2.00% to 2.99% | | 338,428 | | 3,879 |
| 3.00% to 3.99% | | 939,321 | | 129,910 |
| 4.00% to 4.99% | | 88,438 | | 398,325 |
| 5.00% to 5.99% | | 9,475 | | 866,878 |
| Total time deposits | 3.43 | 1,376,126 | 4.96 | 1,399,113 |
| Total time deposits as a percentage of total deposits | | 59.64% | | 57.56% |
| Total deposits (1) | 2.41% | \$ 2,307,292 | 3.69% | \$ 2,430,544 |

(1) We did not have any brokered deposits at December 31, 2008 or 2007.

Time Deposit Maturity. The scheduled maturities of time deposits at December 31, 2008 are shown in the following table:

| (Dollars in thousands) | Amount | Percent |
|------------------------|--------------|---------|
| 2009 | \$ 1,161,159 | 84.38% |
| 2010 | 181,251 | 13.17 |
| 2011 | 21,365 | 1.55 |
| 2012 | 5,251 | 0.38 |
| 2013 | 6,991 | 0.51 |
| Thereafter | 109 | 0.01 |
| Total time deposits | \$ 1,376,126 | 100.00% |

At December 31, 2008 and 2007, time deposits of \$100,000 or more approximated \$339.9 million and \$373.4 million, respectively. The weighted average interest rate of time deposits of \$100,000 or more was 3.55% and 5.09% at December 31, 2008 and 2007, respectively. At December 31, 2008, time deposits of \$250,000 or more totaled \$64.9 million and had a weighted average interest rate of 3.58%.

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Interest Expense on Deposits. Interest expense, by each category of deposits, for the years ended December 31, 2008, 2007 and 2006 was as follows:

| (Dollars in thousands) | Year Ended December 31, | | |
|------------------------------------|-------------------------|-----------|-----------|
| | 2008 | 2007 | 2006 |
| Savings | \$ 4,449 | \$ 2,427 | \$ 263 |
| Interest-bearing checking | 2,656 | 3,692 | 4,147 |
| Money market | 4,905 | 11,699 | 11,102 |
| Time deposits | 52,848 | 64,163 | 44,715 |
| Total interest expense on deposits | \$ 64,858 | \$ 81,981 | \$ 60,227 |

13. FHLBank Topeka Advances and Other Borrowings

Borrowings Composition. At December 31, 2008 and 2007, we were indebted on notes as shown in the following table:

| (Dollars in thousands) | Original Maturity | Interest Rate Range | At December 31, | |
|----------------------------------------------------------------|----------------------|---------------------------|-----------------|------------|
| | | | 2008 | 2007 |
| Permanent fixed-rate notes payable to the FHLBank Topeka: | 2009 | 5.41% | \$ 5,170 | \$ 5,425 |
| | 2013 | 6.24 | 276 | 336 |
| | 2015 | 3.97 | 1,028 | 1,149 |
| | 2030 | 5.46 | 2,241 | 2,285 |
| Convertible fixed-rate notes payable to the FHLBank Topeka: | 2009 | 5.45 – 5.55 | 75,000 | 75,000 |
| | 2010 | 5.06 – 5.36 | 40,000 | 40,000 |
| | 2012 | 3.30 | 25,000 | 25,000 |
| | 2013 | 2.99 | - | 25,000 |
| | 2015 | 3.84 – 4.00 | 85,000 | 85,000 |
| | 2016 | 3.83 – 4.66 | 325,000 | 325,000 |
| | 2017 | 3.94 | 50,000 | 50,000 |
| | 2008 / | | | |
| Retail repurchase agreements | 2007 | 0.25 – 4.69 | 29,206 | 24,165 |
| Junior subordinated debentures | 2034 | 4.80 – 7.79 | 30,928 | 30,928 |
| Total FHLBank Topeka advances and other borrowings | | | \$ 668,849 | \$ 689,288 |
| Weighted average interest rate | | | 4.30% | 4.50% |

The convertible fixed-rate notes are convertible to adjustable-rate notes at the option of the FHLBank, with call dates ranging from January 2009 to June 2009. We did not have an outstanding balance on our line of credit with the FHLBank at December 31, 2008 or 2007. The line of credit with the FHLBank expires in November 2009. We expect the line of credit agreement with the FHLBank to be renewed in the ordinary course of business.

Pursuant to our collateral agreements with the FHLBank, such advances are secured by our qualifying residential, multi-family residential and commercial real estate mortgages, residential construction, commercial construction and agricultural real estate loans with carrying values totaling approximately \$1.1 billion and \$1.3 billion at December 31, 2008 and 2007, respectively. Under our collateral agreement with the FHLBank, our borrowing capacity at December 31, 2008 and 2007 was \$680.0 million and \$863.0 million, respectively. Other qualifying collateral can be pledged in the event additional borrowing capacity is required.

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Our retail repurchase agreements are primarily collateralized by U.S. Government and agency and municipal obligations (investment securities).

On April 26, 2004, we formed TierOne Capital Trust I (“TierOne Capital Trust”) which issued capital securities (“Trust Preferred Securities”) to investors. The proceeds from the sale of the Trust Preferred Securities were used to purchase \$30.9 million of junior subordinated debentures (“debentures”). The debentures are callable at par in June 2009 and mature in June 2034. Our obligation under the debentures constitutes a full and unconditional guarantee of TierOne Capital Trust’s obligations under the Trust Preferred Securities. In accordance with Interpretation No. 46 (Revised), “Consolidation of Variable Interest Entities” (“FIN 46R”), the trust is not consolidated and related amounts are treated as debt of the Company. On November 18, 2008, we announced that we had elected to defer payments of interest on these debentures. As permitted under the terms of the indenture between the Company and our trustee, we have the right to extend the interest payment period at any time for up to 20 consecutive quarterly periods. Accordingly, our election to defer payments of interest does not constitute an event of default under the indenture and upon expiration of the deferral period, all accrued and unpaid interest on the debentures will be due and payable at the same contractual rate that would have been payable were it not for the extension. Pursuant to the indenture and subject to limited exceptions, we, among other limitations, may not pay dividends or repurchase the Company’s common stock during the deferral period.

14. Income Taxes

Income Tax. Income tax expense (benefit) for the years ended December 31, 2008, 2007 and 2006 consisted of the following components:

| | Year Ended December 31, | | |
|--------------------------------------------|-------------------------|------------|-----------|
| (Dollars in thousands) | 2008 | 2007 | 2006 |
| Federal: | | | |
| Current | \$ (31,192) | \$ 11,715 | \$ 24,150 |
| Deferred | 13,293 | (15,883) | (168) |
| Total federal income tax expense (benefit) | (17,899) | (4,168) | 23,982 |
| State: | | | |
| Current | (135) | 423 | 1,856 |
| Deferred | - | (531) | (23) |
| Total state income tax expense (benefit) | (135) | (108) | 1,833 |
| Total income tax expense (benefit) | \$ (18,034) | \$ (4,276) | \$ 25,815 |

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Effective Tax (Benefit) Rate. Our actual income tax expense (benefit) differs from the expected income tax expense (benefit) [computed by applying the statutory 35% federal tax rate to income (loss) before income tax expense] as shown in the following table:

| (Dollars in thousands) | Year Ended December 31, | | |
|----------------------------------------------------------------|-------------------------|------------|-----------|
| | 2008 | 2007 | 2006 |
| Expected income tax expense (benefit) | \$ (32,647) | \$ (5,845) | \$ 23,496 |
| Increase (decrease) resulting from: | | | |
| Goodwill impairment | 14,735 | - | - |
| Employee Stock Ownership Plan expense (benefit) | (118) | 788 | 1,023 |
| Nonqualified stock options | 117 | 111 | 107 |
| State income taxes, net of federal tax | (493) | (71) | 1,191 |
| Tax-exempt interest income | (278) | (312) | (324) |
| Nondeductible compensation expense | - | 239 | 403 |
| Nondeductible expenses related to merger with CapitalSource | (674) | 674 | - |
| FIN 48 - Interest | (537) | 263 | - |
| Valuation allowance | 1,767 | - | - |
| Other | 94 | (123) | (81) |
| Total income tax expense (benefit) | \$ (18,034) | \$ (4,276) | \$ 25,815 |
| Effective tax (benefit) rate | (19.33) % | (25.60) % | 38.46% |

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Deferred Taxes. The significant items comprising our net deferred income tax asset at December 31, 2008 and 2007 are shown in the following table:

| (Dollars in thousands) | At December 31, | |
|-------------------------------------------|-----------------|-----------|
| | 2008 | 2007 |
| Deferred tax assets: | | |
| Net unrealized losses on securities | \$ 82 | \$ 88 |
| Deferred compensation | 2,258 | 2,861 |
| Management Recognition and Retention Plan | 763 | 1,450 |
| Allowance for loan losses | 13,957 | 23,427 |
| Vacation expense | 838 | 854 |
| Nonqualified stock options | 1,100 | 1,038 |
| Investment securities impairment | 386 | 72 |
| Accrued interest on delinquent loans | 120 | 2,419 |
| Other | 1,161 | 2,646 |
| Deferred tax assets | 20,665 | 34,855 |
| Deferred tax liabilities: | | |
| Deferred fees on loans | 2,335 | 965 |
| FHLBank Topeka stock | 7,121 | 6,541 |
| Premises and equipment | 572 | 799 |
| Mortgage servicing rights | 5,182 | 5,231 |
| Mark-to-market loan commitments | 634 | 52 |
| Other intangible assets | 2,233 | 2,411 |
| Other | 821 | 216 |
| Deferred tax liabilities | 18,898 | 16,215 |
| Net deferred income tax asset | 1,767 | 18,640 |
| Valuation allowance | (1,767) | - |
| Deferred tax asset | \$ - | \$ 18,640 |

In assessing the realizability of our deferred tax assets, we consider whether it is more likely than not that some portion or all of the deferred tax assets will be realized. We consider the scheduled reversals of deferred tax liabilities and carryback opportunities in making the assessment of the necessity of a valuation allowance. At December 31, 2008, we established a \$1.8 million valuation allowance against our net deferred tax assets. The net deferred tax asset at December 31, 2007 was included in other assets in the Consolidated Statements of Financial Condition.

Income Taxes Receivable . Income taxes receivable at December 31, 2008 and 2007 were \$21.0 million and \$8.0 million, respectively, and were recorded in other assets in the Consolidated Statements of Financial Condition.

Pre-1988 Bad Debt Reserve. Our retained earnings at December 31, 2008 and 2007 include approximately \$7.7 million, for which no federal income tax liability has been provided. Such amount represents the bad debt reserve for tax purposes which were accumulated in tax years through the year ended December 31, 1987 (the base year). These amounts represent allocations of income to bad debt deductions for tax purposes only. Reductions of the remaining allocated retained earnings for purposes other than tax bad debt losses will create taxable income, which will be

subject to the then corporate income tax rate. The Small Business Protection Act, passed by Congress in 1996, requires that savings and loan associations recapture into taxable income bad debt reserves, which were accumulated in taxable years after December 31, 1987 and which exceeded certain guidelines.

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15. Unrecognized Tax Benefits

In June 2006, the FASB issued Interpretation No. 48, Accounting for Uncertainty in Income Taxes – an Interpretation of FASB Statement No. 109 (“FIN 48”). FIN 48 requires that we determine whether a tax position is more likely than not to be sustained upon examination, including resolution of any related appeals or litigation processes, based on the technical merits of the position. Once it is determined that a position meets the recognition threshold, the position is measured to determine the amount of benefit to be recognized in the financial statements.

We adopted FIN 48 on January 1, 2007 and, as a result, recognized no material adjustment in our liability for unrecognized tax benefits. Unrecognized tax benefits, excluding interest and penalties, were \$4.3 million at December 31, 2007. Unrecognized tax benefits, excluding interest and penalties, were \$159,000 at December 31, 2008. Unrecognized tax benefits of \$156,000 and interest and penalties of \$8,000 would favorably affect our effective tax rate if recognized in future periods. The following table summarizes our unrecognized tax benefits for the years ended December 31, 2008 and 2007:

| (Dollars in thousands) | At December 31, | |
|--------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|----------|
| | 2008 | 2007 |
| Unrecognized tax benefits at beginning of year | \$ 4,336 | \$ 2,443 |
| Changes in unrecognized tax benefits | (118) | 1,967 |
| Changes in unrecognized tax benefits from the lapse of statute of limitations | (566) | (74) |
| Changes in unrecognized tax benefits related to deferred loan fees due to a change in a tax accounting method approved by the Internal Revenue Service | (3,493) | - |
| Unrecognized tax benefits at end of year | \$ 159 | \$ 4,336 |

Any interest and penalties related to uncertain tax positions are recorded in income tax expense in the Consolidated Statements of Operations. At December 31, 2008, we had approximately \$8,000 of accrued interest payable related to uncertain tax positions recorded in our Consolidated Statements of Financial Position.

We anticipate that a reduction in unrecognized tax benefits of up to \$32,000 is reasonably possible during the next 12 months. This potential reduction is primarily attributable to the expiration of the statute of limitations related to the 2005 tax period.

The tax years of 2005 through 2007 remain open for examination by federal and state taxing authorities.

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16. Sale / Purchase of Branches and Deposits

Branch Sale. In December 2006, a branch sale transaction was consummated whereby a Kansas-based financial institution purchased the assets (primarily premises and equipment) and assumed the liabilities (primarily deposits) of our branches located in Plainville and Stockton, Kansas. We retained all loans and investment accounts associated with the Plainville and Stockton branches. The components of the gain on sale of branches were as follows:

| (Dollars in thousands) | For the Year Ended December 31, 2006 | |
|------------------------------------|--------------------------------------------|-----------|
| Premium on sale of branch deposits | \$ | 1,089 |
| Sale of premises and equipment | | (65) |
| Gain on sale of branches | \$ | 1,024 |

Branch Purchase. In June 2006, we completed the purchase of Marine Bank's only banking office in Omaha, Nebraska. We acquired \$8.1 million of deposits and recorded a core deposit intangible asset of \$102,000 as a result of this transaction.

17. Employee Benefit Plans

Savings Plan. We sponsor a defined contribution 401(k) profit sharing plan. At December 31, 2008, 2007 and 2006, we contributed 50% of each participant's contribution up to a maximum of 6% of the participant's eligible salary, as defined by the plan. Plan expenses, net of forfeitures, for the years ended December 31, 2008, 2007 and 2006 were \$792,000, \$779,000 and \$691,000, respectively, and are included in salaries and employee benefits in the accompanying Consolidated Statements of Operations.

Deferred Compensation Agreements. We have deferred compensation agreements with certain officers and directors. These agreements, which include the Supplemental Executive Retirement Plan and the deferred compensation program for directors and officers, generally include certain requirements such as continued employment for a specified period, availability for consulting services and agreements not to compete after retirement. These deferred compensation arrangements, which are partially funded, represent only a promise to pay amounts in the future and the assets to fund such promises are subject to the claims of our creditors. We had a benefit related to these agreements totaling \$1.2 million for the year ended December 31, 2008 due to a decline in the projected future obligations. The expense related to the agreements was approximately \$684,000 and \$855,000 for the years ended December 31, 2007 and 2006, respectively. The liability, which is included in accrued expenses and other liabilities, is as shown in the following table:

| (Dollars in thousands) | At December 31, | |
|----------------------------------------------|-----------------|----------|
| | 2008 | 2007 |
| Deferred compensation agreements – officers | \$ 1,193 | \$ 1,250 |
| Deferred compensation agreements – directors | 2,970 | 3,350 |

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| | | | | |
|----------------------------------------|----|-------|----|-------|
| Supplemental Executive Retirement Plan | | 2,877 | | 3,346 |
| Total deferred compensation agreements | \$ | 7,040 | \$ | 7,946 |

Management Incentive Compensation Plan. We have a management incentive compensation plan designed to award officers and key employees, as determined by our Board of Directors, an incentive for effectively operating the Company. This plan provides for payments equal to a percentage of salaries for meeting certain organizational and individual performance targets. Expense related to this plan totaled approximately \$519,000, \$1.3 million and

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\$1.9 million for the years ended December 31, 2008, 2007 and 2006, respectively. The liability for this plan is included in accrued expenses and other liabilities.

18. Stock Based Benefit Plans

Stock-Based Employee Compensation Expense. Amounts recognized in the financial statements with respect to our ESOP and stock-based employee compensation plans are presented in the following table:

| | For the Year Ended December 31, | | |
|-----------------------------------------------------------------------|---------------------------------|----------|----------|
| (Dollars in thousands) | 2008 | 2007 | 2006 |
| Stock-based employee compensation expense: | | | |
| Employee Stock Ownership Plan | \$ 1,167 | \$ 3,757 | \$ 4,783 |
| Management Recognition and Retention Plan | 1,051 | 2,904 | 2,904 |
| 2003 Stock Option Plan | 699 | 1,682 | 1,682 |
| Amount of stock-based compensation expense, before income tax benefit | \$ 2,917 | \$ 8,343 | \$ 9,369 |
| Amount of related income tax benefit recognized | \$ 932 | \$ 2,021 | \$ 2,025 |

Employee Stock Ownership Plan. Concurrent with the conversion from mutual to stock ownership, we established an ESOP for the benefit of our employees. The ESOP is a qualified pension plan under Internal Revenue Service guidelines that covers all full-time employees who have completed 1,000 hours of service. Upon formation, the ESOP purchased 1,806,006 shares of common stock issued in the initial public offering with the proceeds of an \$18,060,060 loan from the Company.

We account for our ESOP in accordance with Statement of Position 93-6, Employers' Accounting for Employee Stock Ownership Plans. Accordingly, expense is recognized based on the market value (average stock price) of shares scheduled to be released from the ESOP trust. The excess fair value of ESOP shares over cost is recorded as compensation expense but is not deductible for tax purposes. As shares are committed to be released from collateral, we report compensation expense equal to the average market price of the shares and the shares become outstanding for EPS computations. Our contributions and dividends on allocated and unallocated ESOP shares are used to pay down the loan. Accordingly, we have recorded the obligation with an offsetting amount of unearned compensation in stockholders' equity in the accompanying Consolidated Statements of Financial Condition.

At or for the Year Ended December 31,

| (Dollars in thousands, except for share data) | 2008 | 2007 | 2006 |
|----------------------------------------------------------------|----------|-----------|-----------|
| Employee Stock Ownership Plan compensation expense | \$ 1,167 | \$ 3,757 | \$ 4,783 |
| Employee Stock Ownership Plan shares allocated to employees | 940,628 | 790,128 | 639,627 |
| Employee Stock Ownership Plan shares unallocated | 865,378 | 1,015,878 | 1,166,379 |
| Fair value of Employee Stock Ownership Plan unallocated shares | \$ 3,245 | \$ 22,502 | \$ 36,869 |

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Management Recognition and Retention Plan. We established the MRRP which is a stock-based incentive plan. The shares awarded by the MRRP vest to participants at the rate of 20% per year. Compensation expense for this plan is being recorded over a 60-month period, using the straight-line amortization method adjusted for forfeitures, and is based on the market value of our stock as of the date the awards were made. Stockholders approved 903,003 shares to be granted under the MRRP and 85,283 shares are still available for future grants as of December 31, 2008. The following table summarizes shares of our common stock that were subject to award and have been granted pursuant to the MRRP:

| | Year Ended December 31, | | |
|---------------------------------------------------|-------------------------|-----------|-----------|
| | 2008 | 2007 | 2006 |
| (Dollars in thousands, except for share data) | | | |
| Nonvested shares outstanding at beginning of year | 168,720 | 328,940 | 489,160 |
| Shares granted | 15,370 | - | - |
| Shares vested | (160,220) | (160,220) | (160,220) |
| Shares forfeited | - | - | - |
| Nonvested shares outstanding at end of year | 23,870 | 168,720 | 328,940 |
| Management Recognition and Retention Plan expense | \$ 1,051 | \$ 2,904 | \$ 2,904 |
| Fair value of vested shares | \$ 1,416 | \$ 3,927 | \$ 5,273 |

The following tables sets forth the weighted average grant date fair value of shares awarded by the MRRP:

| | Year Ended December 31, | | |
|-----------------------------------------|-------------------------|----------|----------|
| | 2008 | 2007 | 2006 |
| Shares outstanding at beginning of year | \$ 18.42 | \$ 18.27 | \$ 18.21 |
| Shares granted | 6.72 | - | - |
| Shares vested | 18.10 | 18.10 | 18.10 |
| Shares forfeited | - | - | - |
| Shares outstanding at end of year | \$ 13.05 | \$ 18.42 | \$ 18.27 |

As of December 31, 2008, we had \$274,000 of total unrecognized employee compensation expense related to unvested MRRP shares. These expenses are expected to be recognized over a weighted average period of 28 months. Excess tax expense of \$510,000 was realized during the year ended December 31, 2008 as a result of the vesting of 160,220 MRRP shares.

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Stock Option Plan. We established the 2003 Stock Option Plan under which 2,257,508 shares of our common stock were reserved for the grant of stock options to directors, officers and employees. Stock options awarded under the Stock Option Plan vest to participants at the rate of 20% per year. Compensation expense for this plan is being recorded over a 60-month period, using the straight-line amortization method adjusted for forfeitures, and is based on the fair value of our stock options as of the date the awards were made. The exercise price of the options is equal to the fair market value of the common stock on the grant date. At December 31, 2008, 349,758 of these stock options remain available for future grants.

The fair value of each option was estimated on the date of the grant using the Black-Scholes model. The dividend yield was calculated based on the annual dividends paid and the 12-month average closing stock price at the time of the grant. Expected volatility was based on the historical volatility of our stock price at the date of grant. We have utilized historical experience to determine the expected life of the stock options and to estimate future forfeitures. All inputs into the Black-Scholes model are estimates at the time of the grant. Actual results in the future could materially differ from these estimates; however, such results would not impact future reported net income.

The following table details the inputs into the Black-Scholes model for stock options granted during the year ended December 31, 2008.

| | Year Ended December 31, 2008 |
|------------------------------------------------------|------------------------------------|
| Dividend yield | 0.50% |
| Expected volatility | 46.03% |
| Risk-free interest rate | 4.00% |
| Expected life of stock options | 8 years |
| Weighted average fair value of stock options granted | \$ 2.85 |

Stock Option Activity. The following table details stock options granted, exercised and forfeited during the year ended December 31, 2008:

| (Dollars in thousands, except per share data) | Number of Shares | Weighted Average Exercise Price | Weighted Average Remaining Contractual Term (In Years) | Aggregate Intrinsic Value |
|------------------------------------------------|---------------------|------------------------------------------|-----------------------------------------------------------------------|---------------------------------|
| Stock options outstanding at beginning of year | 1,792,226 | \$ 17.92 | | - |
| Stock options granted | 10,000 | 5.33 | | - |
| Stock options exercised | (1,000) | 17.83 | | \$ 5 |
| Stock options forfeited | (1,500) | 17.83 | | - |
| Stock options outstanding at end of year | 1,799,726 | \$ 17.85 | 4.4 | \$ - |
| Stock options exercisable at end of year | 1,782,726 | \$ 17.90 | 4.3 | \$ - |

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The following table details stock options granted, exercised and forfeited during the year ended December 31, 2007:

| (Dollars in thousands, except per share data) | Number of Shares | Weighted Average Exercise Price | Weighted Average Remaining Contractual Term (In Years) | Aggregate Intrinsic Value |
|------------------------------------------------|---------------------|------------------------------------------|-----------------------------------------------------------------------|---------------------------------|
| Stock options outstanding at beginning of year | 1,818,626 | \$ 17.92 | | - |
| Stock options granted | - | - | | - |
| Stock options exercised | (25,900) | 17.83 | | \$ 241 |
| Stock options forfeited | (500) | 17.83 | | - |
| Stock options outstanding at end of year | 1,792,226 | \$ 17.92 | 5.3 | \$ 7,582 |
| Stock options exercisable at end of year | 1,411,676 | \$ 17.90 | 5.3 | \$ 6,002 |

The aggregate intrinsic value in the preceding tables for stock options outstanding is based on the closing price of our stock at December 31, 2008 and 2007. The aggregate intrinsic value in the preceding tables of stock options exercised was based on the closing price of our stock on the exercise date.

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The following table details stock options granted, exercised and forfeited since December 31, 2005:

| | Number of Shares | Weighted Average Exercise Price | Average Grant Date Fair Value |
|------------------------------------------------|---------------------|------------------------------------------|-------------------------------------|
| Stock options outstanding at December 31, 2005 | 1,864,750 | \$ 17.92 | \$ - |
| Stock options granted | - | - | - |
| Stock options exercised | (43,624) | 18.04 | - |
| Stock options forfeited | (2,500) | 17.83 | - |
| Stock options outstanding at December 31, 2006 | 1,818,626 | 17.92 | - |
| Stock options granted | - | - | - |
| Stock options exercised | (25,900) | 17.83 | - |
| Stock options forfeited | (500) | 17.83 | - |
| Stock options outstanding at December 31, 2007 | 1,792,226 | 17.92 | - |
| Stock options granted | 10,000 | 5.33 | 2.85 |
| Stock options exercised | (1,000) | 17.83 | - |
| Stock options forfeited | (1,500) | 17.83 | - |
| Stock options outstanding at December 31, 2008 | 1,799,726 | 17.85 | - |

The following table details the intrinsic value, cash received and tax benefit realized from the exercise of stock options during the years ended December 31, 2008, 2007 and 2006:

| | For the Year Ended December 31, | | |
|---------------------------------------------------------------------------|---------------------------------|--------|--------|
| (Dollars in thousands) | 2008 | 2007 | 2006 |
| Intrinsic value (market value on the exercise date less the strike price) | \$ 5 | \$ 241 | \$ 683 |
| Cash received from the exercise of stock options | 18 | 462 | 787 |
| Tax benefit realized from the exercise of stock options | - | 50 | 140 |

At December 31, 2008, there was \$63,000 of total unrecognized compensation expense related to unvested stock options that will be expensed over a weighted average period of 30 months.

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19. Supervisory Agreement

On January 15, 2009, the Bank entered into a supervisory agreement with the Office of Thrift Supervision (“OTS”), the Bank’s primary federal regulator, in response to regulatory concerns raised in the Bank’s most recent regulatory examination by the OTS and to address the current economic environment facing the banking and financial industry. The agreement requires, among other things:

- The review, and where appropriate, revisions to or adoption of: (a) loan policies, procedures and reporting; (b) credit administration and underwriting; (c) asset classification; (d) allowance for loan and lease losses; and (e) internal asset review;
- Enhanced management oversight including restrictions on changes in compensation arrangements; and
- Strengthening the Bank’s capital position, including a requirement that the Bank maintain a minimum core capital ratio of 8.5% and a minimum total risk-based capital ratio of 11.0%.

The supervisory agreement also prohibits capital distributions by the Bank and the acceptance of brokered deposits. The Company agreed to maintain the Bank’s regulatory capital (at the levels described above) as well as to not pay dividends on its common stock, make payments on its trust preferred securities or repurchase any shares of its common stock until the OTS issues a written notice of non-objection. The supervisory agreement will remain in effect until modified, suspended or terminated by the OTS.

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20. Regulatory Capital Requirements

In connection with our conversion to a Federally-chartered stock savings bank, we established a liquidation account in an amount equal to our retained earnings on March 31, 2002. The liquidation account is maintained for the benefit of eligible account holders and supplemental eligible account holders who have continued to maintain their deposit accounts after the conversion. The liquidation account is reduced annually to the extent that eligible account holders and supplemental eligible account holders have reduced their qualifying deposits as of each anniversary date. Subsequent increases will not restore an eligible account holder's or a supplemental eligible account holder's interest in the liquidation account. In the event of a complete liquidation, each eligible account holder and supplemental eligible account holder will be entitled to receive a distribution from the liquidation account in an amount proportionate to the current adjusted qualifying balances for accounts then held.

We are subject to various regulatory capital requirements administered by federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material adverse effect on our financial condition and results of operations. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, we must meet specific capital guidelines that involve quantitative measures of our assets, liabilities and certain off-balance sheet items as calculated under regulatory accounting practices. The capital amounts and classifications are also subject to qualitative judgments by the regulators.

Quantitative measures that have been established by regulation to ensure capital adequacy require that we maintain minimum capital amounts and ratios (set forth in the following table). Our primary regulatory agency, the OTS, requires that we maintain minimum ratios of tangible capital (as defined in the regulations) of 1.5%, core capital (as defined) of 4.0% and total risk-based capital (as defined) of 8.0%. As of December 31, 2008, we exceed all capital requirements to which we are subject.

The Company has agreed with the OTS to contribute additional capital above levels previously required for the Bank to be deemed "well-capitalized" for regulatory purposes. During the year ended December 31, 2008, the Company contributed \$29.1 million to the Bank. In addition, the OTS has required that the Bank maintain a ratio of 11.0% (as opposed to 10.0%) with respect to total risk-based capital to risk-weighted assets and a ratio of 8.5% (as opposed to 5.0%) with respect to core (Tier 1) capital. As of December 31, 2008, the Bank exceeded these elevated ratios mandated by the OTS.

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Regulatory Capital. The actual capital amounts and ratios as of December 31, 2008 and 2007 are presented in the following table:

| (Dollars in thousands) | Actual | | For Capital Adequacy Purposes | | Required Capital Per Office of Thrift Supervision Directive | |
|----------------------------------------------------|------------|-------|-------------------------------|-------|-------------------------------------------------------------|-------|
| | Amount | Ratio | Amount | Ratio | Amount | Ratio |
| As of December 31, 2008: | | | | | | |
| Total risk-based capital (to risk-weighted assets) | \$ 329,787 | 11.6% | \$ 228,357 | 8.0% | \$ 313,991 | 11.0% |
| Tier 1 capital (to adjusted tangible assets) | 293,766 | 8.9 | 132,419 | 4.0 | 281,390 | 8.5 |
| Tangible capital (to tangible assets) | 293,766 | 8.9 | 49,657 | 1.5 | N/A | N/A |
| Tier 1 capital (to risk-weighted assets) | 293,766 | 10.3 | 114,179 | 4.0 | 171,268 | 6.0 |
| As of December 31, 2007: | | | | | | |
| Total risk-based capital (to risk-weighted assets) | \$ 333,683 | 10.8% | \$ 247,538 | 8.0% | \$ 309,423 | 10.0% |
| Tier 1 capital (to adjusted tangible assets) | 294,661 | 8.5 | 139,472 | 4.0 | 174,340 | 5.0 |
| Tangible capital (to tangible assets) | 294,661 | 8.5 | 52,302 | 1.5 | N/A | N/A |
| Tier 1 capital (to risk-weighted assets) | 294,661 | 9.5 | 123,769 | 4.0 | 185,654 | 6.0 |

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21. Lease Commitments

At December 31, 2008, 2007 and 2006, we were obligated under noncancelable operating leases for office space and equipment. Certain leases contain escalation clauses providing for increased rental rates based primarily on increases in real estate taxes or in the average consumer price index. Net rent expense under operating leases, included in occupancy expense, was approximately \$1.3 million, \$1.2 million and \$1.1 million for the years ended December 31, 2008, 2007 and 2006, respectively.

The approximate future minimum rental payments projected under the remaining terms of the leases are as follows for the years ending December 31:

| (Dollars in thousands) | Amount |
|----------------------------------|----------|
| 2009 | \$ 976 |
| 2010 | 594 |
| 2011 | 412 |
| 2012 | 228 |
| 2013 | 223 |
| Thereafter | 1,118 |
| Total minimum lease payments due | \$ 3,551 |

22. Fair Value of Financial Instruments

On January 1, 2008, we adopted SFAS No. 157, Fair Value Measurements, (“SFAS No. 157”) and SFAS No. 159, The Fair Value Option for Financial Assets and Financial Liabilities, (“SFAS No. 159”). SFAS No. 157 defines fair value, establishes a framework for measuring fair value in GAAP and expands disclosure related to the use of fair value measures in financial statements. SFAS No. 157 establishes a fair value hierarchy from observable market data as the highest level to fair value based on the entity’s own fair value assumption as the lowest level. In February 2008, the FASB issued Financial Accounting Standards Board Staff Position No. 157-2, Effective Date of FASB Statement No. 157, (“FSP 157-2”). FSP 157-2 delays the effective date of SFAS No. 157 for all non-financial assets and non-financial liabilities, except those that are recognized or disclosed at fair value on a recurring basis (at least annually), to the first fiscal year beginning after November 15, 2008. In accordance with FSP 157-2, we have delayed application of SFAS No. 157 for non-financial assets and non-financial liabilities. The impact of the adoption of SFAS No. 157 did not have a material impact on our consolidated financial statements.

SFAS No. 159 allows us to choose to measure eligible items at fair value at specified election dates. Unrealized gains and losses on items for which the fair value measurement option has been elected are reported in earnings at each subsequent reporting date. The fair value option: (a) may be applied instrument by instrument, with certain exceptions, thus we may record identical financial assets and liabilities at fair value or by another measurement basis permitted under generally accepted accounting principals; (b) is irrevocable (unless a new election date occurs); and (c) is applied only to entire instruments and not to portions of instruments. Adoption of SFAS No. 159 on January 1, 2008 did not have any impact on our consolidated financial statements.

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In accordance with SFAS No. 157, we group financial assets and financial liabilities measured at fair value in three levels, based on the markets in which the assets and liabilities are traded and the reliability of the assumption used to determine fair value. The fair value hierarchy is as follows:

Level 1 Quoted prices for identical assets or liabilities in active markets that the entity has the ability to access as of the measurement date.

Level 2 Significant other observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active and other inputs that are observable or can be corroborated by observable market data.

Level 3 Significant unobservable inputs that reflect an entity's own assumption about the assumptions that market participants would use in pricing an asset or liability.

In general, fair value is based upon quoted market prices, where available. If such quoted market prices are not available, fair value is based upon internally developed models that primarily use, as inputs, observable market-based parameters. Valuation adjustments may be made to ensure that financial instruments are recorded at fair value. These adjustments may include amounts that reflect counterparty credit quality and creditworthiness, among other things, as well as unobservable parameters. Any such valuation adjustments are applied consistently over time. Our valuation methodologies may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. While management believes our valuation methodologies are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date.

A description of the valuation methodologies used for instruments measured at fair value, as well as the general classification of such instruments pursuant to the valuation hierarchy, is set forth below. These valuation methodologies were applied to all of our financial assets and financial liabilities carried at fair value effective January 1, 2008.

The following disclosures exclude certain non-financial assets and liabilities which are deferred under the provisions of FASB Staff Position 157-2. These include foreclosed real estate, long-lived assets, goodwill and core deposit premiums, which are all written down to fair value upon impairment. The FASB's deferral is intended to allow additional time to consider the effect of various implementation issues relating to these non-financial instruments and defers disclosures under SFAS No. 157 until January 1, 2009.

The following is a description of our valuation methodologies used for instruments measured at fair value on a recurring basis:

Investment Securities, Available for Sale. This portfolio comprises the majority of the assets which we record at fair value. Securities classified as available for sale, which include U.S. Government securities and agency obligations and corporate securities are priced utilizing observable data from an active market. These measurements are classified as Level 1. Changes in the fair value of available for sale investment securities are included in other comprehensive income (loss) to the extent the changes are not considered other than temporary impairments. Other than temporary impairment tests are performed on a quarterly basis and any decline in the fair value of an individual security below its cost that is deemed to be other than temporary results in a write-down to estimated fair value. These write-downs are reflected in our Statement of Operations as loss on impairment of securities. Losses on impairment of securities totaled \$1.4 million and \$188,000 for the years ended December 31, 2008 and 2007, respectively.

Municipal obligations, mortgage-backed securities and agency equity securities are valued using a type of matrix, or grid, pricing in which securities are benchmarked against the treasury rate based on credit rating. These model and matrix measurements are classified as Level 2 in the fair value hierarchy.

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The Asset Management Fund – ARM Fund’s Net Asset Value (“NAV”) or fair value is an accumulation of the estimated fair value of the debt instruments owned by the fund. The debt instruments are valued using market quotations or prices obtained from independent pricing services or, on certain securities, a fixed income fair value pricing methodology. The NAV is classified as Level 2 in the fair value hierarchy.

Assets Held in Employee Deferred Compensation Plans. Assets held in employee deferred compensation plans are recorded at fair value and included in other assets on our Statement of Financial Condition. The assets associated with these plans are invested primarily in mutual funds and classified as Level 1 as the fair value measurement is based upon available quoted prices. We also record a liability in accrued expenses and other liabilities in our Statement of Financial Condition for the amount due to employees related to these plans.

Derivatives. Our derivative instruments are loan commitments and forward loan sales related to personal mortgage loan origination activity. The fair values of mortgage loan commitments and forward sales contracts are based on quoted prices for similar loans in the secondary market. The fair value of derivatives are classified as Level 2. The fair value of derivatives was \$2.3 million and \$217,000 at December 31, 2008 and 2007, respectively. The \$2.1 million change in the fair value amount is included in the gain on the sale of loans in the accompanying Consolidated Statements of Operations. The increase in the fair value was primarily related to a \$159.2 million increase in forward loan commitments at December 31, 2008 compared to December 31, 2007 and was due to increased mortgage loan refinancing activity occurring in the latter portion of 2008.

The following table summarizes financial assets and financial liabilities measured at fair value on a recurring basis as of December 31, 2008, segregated by the level of the valuation inputs within the fair value hierarchy utilized to measure fair value:

| (Dollars in thousands) | Level 1 Inputs | Level 2 Inputs | Level 3 Inputs | Total 2008 Fair Value |
|------------------------------------------------------|-------------------|-------------------|-------------------|--------------------------|
| Securities, available for sale: | | | | |
| Mortgage-backed securities | \$ - | \$ 3,133 | \$ - | \$ 3,133 |
| U.S. Government securities and agency obligations | 120,071 | - | - | 120,071 |
| Corporate securities | 3,527 | - | - | 3,527 |
| Municipal obligations | - | 9,652 | - | 9,652 |
| Agency equity securities | - | 8 | - | 8 |
| Asset Management Fund - ARM Fund | - | 4,406 | - | 4,406 |
| Total investment securities, available for sale | 123,598 | 17,199 | - | 140,797 |
| Assets held in employee deferred compensation plans | 1,726 | - | - | 1,726 |
| SFAS No. 133 derivatives: | | | | |
| Loan commitments | - | 3,337 | - | 3,337 |
| Forward loan sales | - | (1,067) | - | (1,067) |
| Total SFAS No. 133 derivatives | - | 2,270 | - | 2,270 |
| Total assets measured at fair value | \$ 125,324 | \$ 19,469 | \$ - | \$ 144,793 |

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The following is a description of our valuation methodologies used for other financial instruments measured at fair value on a nonrecurring basis. Except as noted below for impaired loans, no fair value adjustments on these instruments were recognized in the current period.

Loans Receivable / Impaired Loans. We do not record loans at their fair value on a recurring basis. However, we evaluate loans for impairment when it is probable the payment of interest and principal will not be made in accordance with the contractual terms of the loan agreement. Once a loan has been determined to be impaired, it is measured to establish the amount of impairment, if any, based on the present value of expected future cash flows discounted at the loan's effective interest rate, except that collateral-dependent loans may be measured for impairment based on the fair value of the collateral, less costs to sell. If the measure of the impaired loan is less than the recorded investment in the loan, a valuation allowance or loan charge-off is recognized. In determining the value of real estate collateral, we rely on external appraisals and assessment of property values by our internal staff. In the case of non-real estate collateral, reliance is placed on a variety of sources, including external estimates of value and judgments based on the experience and expertise of internal specialists. Because many of these inputs are not observable, the measurements are classified as Level 3. The carrying value of these impaired loans was \$185.9 million at December 31, 2008. The allowance for loan losses related to impaired loans was \$16.4 million at December 31, 2008 compared to \$24.6 million at December 31, 2007.

Loans Held for Sale. Loans held for sale are carried at the lower of cost or market value. The portfolio consists primarily of fixed rate single-family residential real estate loans.

Single-family residential real estate loan measurements are based on quoted market prices for similar loans in the secondary market. These measurements are classified as Level 2 as they utilize quoted market prices for similar assets in an active market.

FHLBank Topeka Stock. At December 31, 2008, we held \$47.0 million of FHLBank Topeka stock which represents our carrying value which is approximately equal to fair value. Fair value measurements for these securities are classified as Level 3 based on their undeliverable nature related to credit risk.

Mortgage Servicing Rights. We initially measure our mortgage servicing rights at fair value, and amortize them over the period of estimated net servicing income. They are periodically assessed for impairment based on fair value at the reporting date. Mortgage servicing rights do not trade in an active market with readily observable prices. Accordingly, the fair value is estimated based on a valuation model which calculates the present value of estimated future net servicing income. The model incorporates assumptions that market participants use in estimating future net servicing income, including estimates of prepayment speeds, market discount rates, cost to service, float earnings rates and other ancillary income, including late fees. The fair value measurements are classified as Level 3. A valuation allowance of \$1.4 million was recorded as a reduction of fees and services charges during the year ended December 31, 2008. The valuation allowance was zero at December 31, 2007.

Effective January 1, 2008, we adopted the provisions of SFAS No. 159, The Fair Value Option for Financial Assets and Financial Liabilities – Including an amendment of FASB Statement No. 115. SFAS No. 159 allows us to choose to measure eligible items at fair value at specified election dates. Unrealized gains and losses on items for which the fair value measurement option has been elected are reported in earnings at each subsequent reporting date. The fair value option (a) may be applied instrument by instrument, with certain exceptions, thus we may record identical financial assets and liabilities at fair value or by another measurement basis permitted under generally accepted accounting principals, (b) is irrevocable (unless a new election date occurs) and (c) is applied only to entire instruments and not to portions of instruments. Adoption of SFAS No. 159 on January 1, 2008 did not have any impact on our consolidated

financial statements.

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SFAS No. 107, Disclosures about Fair Value of Financial Instruments, requires disclosure of the estimated fair value of financial instruments. A significant portion of our assets and liabilities are considered financial instruments as defined in SFAS No. 107. Many of our financial instruments, however, lack an available, or readily determinable, trading market as characterized by a willing buyer and willing seller engaging in an exchange transaction. We use significant estimations and present value calculations for the purposes of estimating fair values. Accordingly, fair values are based on various factors relative to current economic conditions, risk characteristics and other factors. The assumptions and estimates used in the fair value determination process are subjective in nature and involve uncertainties and significant judgment and, therefore, fair values cannot be determined with precision. Changes in assumptions could significantly affect these estimated values.

The following methods and assumptions were used in estimating fair value disclosure for financial instruments.

General Assumptions. We assume the book value of short-term financial instruments, defined as any items that mature or reprice within six months or less, approximate their fair value. Short-term financial instruments consist of cash and cash equivalents, accrued interest receivable, advances from borrowers for taxes, insurance and other escrow funds and accrued interest payable.

Investment and Mortgage-Backed Securities. For investment and mortgage-backed securities, fair value represents quoted market price, if available, or quotations received from securities dealers. If a quoted market price is not available, fair value is estimated using quoted market prices for similar securities, adjusted for differences between the quoted securities and the securities being valued.

Loans Receivable. Fair values are estimated for portfolios of loans with similar financial characteristics. Loans are segregated by type, such as commercial, business, mortgage and real estate, consumer and other. Each loan category is further segmented into fixed- and adjustable-rate interest terms and by performing and nonperforming categories. The fair value of performing loans is estimated by discounting the future contractual 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. The fair value of nonperforming loans approximates their carrying value.

Investment in FHLBank Stock and FHLBank Advances and Other Borrowings. The fair value of FHLBank stock is equivalent to its carrying amount due to it only being redeemable at par value with the FHLBank. The fair value of FHLBank advances and other borrowings is the estimated fair value of similar advances and borrowings with comparable maturities at interest rates currently offered by the FHLBank.

Accrued Interest Receivable. The carrying amount of accrued interest receivable approximates fair value since its maturity is short-term.

Deposits. The fair value of noninterest-bearing checking, savings, interest-bearing checking and money market accounts is the amount payable on demand. The fair value of fixed maturity time deposits is based on the discounted value of contractual cash flows. The discount rate is estimated using the rates currently offered for time deposits of similar remaining maturities.

Commitments to Originate Loans. The fair value of commitments to originate loans 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.

TierOne Corporation and Subsidiaries
Notes to Consolidated Financial Statements

Carrying and Fair Value of Financial Instruments. The estimated fair values of our financial instruments at December 31, 2008 and 2007 are presented in the following table. Since the fair value of forward loan sales, loan purchase commitments and loan origination commitments are not significant, these disclosures are not included in this table.

| (Dollars in thousands) | At December 31, | | | |
|---------------------------------------------------------------------------|-------------------|------------|-------------------|------------|
| | 2008 | | 2007 | |
| | Carrying Value | Fair Value | Carrying Value | Fair Value |
| Financial assets: | | | | |
| Cash and cash equivalents | \$ 249,859 | \$ 249,859 | \$ 241,461 | \$ 241,461 |
| Investment securities | 137,712 | 137,712 | 130,551 | 130,551 |
| Mortgage-backed securities | 3,133 | 3,133 | 6,689 | 6,689 |
| Net loans after allowance for loan losses | 2,719,000 | 2,820,623 | 2,909,589 | 2,951,652 |
| Accrued interest receivable | 16,886 | 16,886 | 21,248 | 21,248 |
| FHLBank Topeka stock | 47,011 | 47,011 | 65,837 | 65,837 |
| Financial liabilities: | | | | |
| Deposits | 2,307,292 | 2,335,826 | 2,430,544 | 2,441,484 |
| FHLBank Topeka advances and other borrowings | 668,849 | 754,011 | 689,288 | 711,238 |
| Advances from borrowers for taxes, insurance and other escrow funds | 34,064 | 34,064 | 30,205 | 30,205 |
| Accrued interest payable | 5,158 | 5,158 | 6,269 | 6,269 |

Limitations. The fair value of a financial instrument is the current amount that would be exchanged between willing parties, other than in a forced liquidation. Fair value is best determined based upon quoted market prices. However, in many instances, there are no quoted market prices for various financial instruments. In cases where quoted market prices are not available, fair values are based on estimates using present value or other valuation techniques. Those techniques are significantly affected by the assumptions used, including the discount rate and estimates of future cash flows. Accordingly, the fair value estimates may not be realized in an immediate settlement of the instrument. SFAS No. 107, Disclosures About Fair Value of Financial Instrument's, excludes certain financial instruments and all nonfinancial instruments from its disclosure requirements. Accordingly, the aggregate fair value amounts presented may not necessarily represent the underlying fair value of the Company.

TierOne Corporation and Subsidiaries
Notes to Consolidated Financial Statements

23. Commitments, Contingencies, and Financial Instruments with Off-Balance Sheet Risk

The consolidated financial statements do not reflect various commitments, contingencies and financial instruments with off-balance sheet risk, which arise in the normal course of business. These commitments, contingencies and financial instruments, which represent credit risk, interest rate risk and liquidity risk, consist of commitments to extend credit, unsecured lending and litigation arising in the normal course of business.

At December 31, 2008 and 2007, we had commitments to originate fixed-rate loans of approximately \$55.7 million and \$32.4 million, respectively, and adjustable-rate loans of approximately \$29.1 million and \$35.7 million, respectively. Commitments, which are disbursed subject to certain limitations, extend over periods of time with the majority of executed commitments disbursed within a 12-month period. Fixed-rate commitments carried interest rates ranging from 4.38% to 18.00% and 6.25% to 18.00% at December 31, 2008 and 2007, respectively.

Commitments to extend credit are agreements to lend to customers 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. We evaluate each customer's creditworthiness on a case-by-case basis. The same credit policies are used in both granting lines of credit and on-balance sheet instruments. At December 31, 2008 and 2007, we had commitments to lend under unused warehouse mortgage lines of credit of approximately \$108.0 million and \$210.4 million, respectively. We also had commitments to lend customers' unused consumer lines of credit at December 31, 2008 and 2007 of approximately \$127.6 million and \$133.2 million, respectively. In addition, at December 31, 2008 and 2007, we had commitments to lend to customers pursuant to unused commercial lines of credit of approximately \$191.9 million and \$221.5 million, respectively.

At December 31, 2008 and 2007, outstanding commitments to purchase mortgage loans aggregated approximately \$167.0 million and \$33.0 million, respectively, and commitments to sell mortgage loans aggregated approximately \$196.4 million and \$50.0 million, respectively. These commitments to sell extend over varying periods of time with the majority being settled within a 60-day period.

We have employment agreements with two key executives. The employment agreements provide for annual base salaries, participation in retirement and executive benefit plans and other fringe benefits applicable to executive personnel. These employment agreements provide for three-year terms which are extended daily thereafter.

We are party to litigation and claims arising in the normal course of business. We believe that, after consultation with legal counsel, any liability arising from such litigation and claims will not be material to our Consolidated Statements of Financial Condition or Consolidated Statements of Operations.

TierOne Corporation and Subsidiaries
Notes to Consolidated Financial Statements

24. Condensed Parent Company Financial Statements

The following represents the condensed Statements of Financial Condition at December 31, 2008 and 2007 and condensed Statements of Operations and Cash Flows for the years ended December 31, 2008, 2007 and 2006 for TierOne Corporation, the parent company.

Statements of Financial Condition
(Parent Company Only)

| | At December 31, | |
|-----------------------------------------------------------------------|-----------------|------------|
| (Dollars in thousands) | 2008 | 2007 |
| Assets | | |
| Cash in subsidiary bank | \$ 353 | \$ 262 |
| Investment in subsidiary bank | 298,806 | 341,990 |
| Note receivable from subsidiary bank | 1,560 | 32,832 |
| Accrued interest receivable | 1 | 65 |
| Prepaid expenses and other assets | 1,411 | 1,638 |
| Total assets | \$ 302,131 | \$ 376,787 |
| Liabilities and Stockholders' Equity | | |
| Liabilities: | | |
| Junior subordinated debentures | \$ 30,928 | \$ 30,928 |
| Accrued interest payable | 540 | 219 |
| Accrued taxes and other liabilities | 50 | 50 |
| Total liabilities | 31,518 | 31,197 |
| Stockholders' equity: | | |
| Common stock | 226 | 226 |
| Additional paid-in capital | 367,028 | 366,042 |
| Retained earnings, substantially restricted | 17,364 | 94,630 |
| Treasury stock | (105,206) | (105,008) |
| Unallocated common stock held by the Employee Stock Ownership Plan | (8,654) | (10,159) |
| Accumulated other comprehensive loss, net | (145) | (141) |
| Total stockholders' equity | 270,613 | 345,590 |
| Total liabilities and stockholders' equity | \$ 302,131 | \$ 376,787 |

TierOne Corporation and Subsidiaries
Notes to Consolidated Financial Statements

Statements of Operations
(Parent Company Only)

| | Year Ended December 31, | | |
|---------------------------------------------------------------------------------|-------------------------|-------------|-----------|
| (Dollars in thousands) | 2008 | 2007 | 2006 |
| Interest on investment securities | \$ - | \$ - | \$ 22 |
| Interest on subsidiary bank note receivable | 495 | 284 | 1,031 |
| Other income | 9 | - | 19 |
| Interest expense - junior subordinated debentures | (1,863) | (2,673) | (3,122) |
| Professional services expense related to CapitalSource merger | (97) | (1,833) | - |
| Other expense | (365) | (408) | (390) |
| Net loss before income tax benefit and equity in earnings of subsidiary bank | (1,821) | (4,630) | (2,440) |
| Income tax benefit | 1,336 | 1,155 | 1,007 |
| Net loss before equity in earnings of subsidiary bank | (485) | (3,475) | (1,433) |
| Equity in earnings (loss) of subsidiary bank | (74,757) | (8,950) | 42,748 |
| Net income (loss) | \$ (75,242) | \$ (12,425) | \$ 41,315 |

TierOne Corporation and Subsidiaries
Notes to Consolidated Financial Statements

Statements of Cash Flows
(Parent Company Only)

| | Year Ended December 31, | | |
|---------------------------------------------------------------------------------------------|-------------------------|-------------|-----------|
| (Dollars in thousands) | 2008 | 2007 | 2006 |
| Reconciliation of net income (loss) to net cash provided by (used in) operating activities: | | | |
| Net income (loss) | \$ (75,242) | \$ (12,425) | \$ 41,315 |
| Adjustments to reconcile net income to net cash used in operating activities: | | | |
| Net premium amortization of investment securities | - | - | 15 |
| Equity in loss (earnings) of subsidiary bank | 74,757 | 8,950 | (42,748) |
| Deferred income tax expense | - | - | 20 |
| Changes in certain assets and liabilities: | | | |
| Accrued interest receivable | 64 | (21) | 67 |
| Prepaid expenses and other assets | 227 | 152 | 195 |
| Accrued interest payable | 321 | 44 | (22) |
| Accrued expenses and other liabilities | - | (20) | (20) |
| Net cash provided by (used in) operating activities | 127 | (3,320) | (1,178) |
| Cash from investing activities: | | | |
| Proceeds from maturity of investment securities, available for sale | - | - | 1,700 |
| Dividends received from subsidiary bank | - | 33,900 | - |
| Investment in subsidiary bank | (29,080) | - | - |
| Net repayment (advances) on note receivable from subsidiary bank | 31,271 | (25,521) | 15,010 |
| Net cash provided by investing activities | 2,191 | 8,379 | 16,710 |
| Cash flows from financing activities: | | | |
| Repurchase of common stock for treasury | (221) | (204) | (4,825) |
| Dividends paid on common stock | (2,024) | (5,213) | (4,486) |
| Proceeds from the exercise of stock options | 18 | 462 | 787 |
| Called junior subordinated debentures | - | - | (7,000) |
| Net cash used in financing activities | (2,227) | (4,955) | (15,524) |
| Net increase in cash in subsidiary bank | 91 | 104 | 8 |
| Cash in subsidiary bank at beginning of year | 262 | 158 | 150 |
| Cash in subsidiary bank at end of year | \$ 353 | \$ 262 | \$ 158 |

TierOne Corporation and Subsidiaries
Notes to Consolidated Financial Statements

25. Quarterly Financial Information (Unaudited)

| (Dollars in thousands, except per share data) | Quarter Ended | | | |
|------------------------------------------------------------|---------------|-------------|-----------|------------|
| | 3/31/2008 | 6/30/2008 | 9/30/2008 | 12/31/2008 |
| Total interest income | \$ 51,241 | \$ 45,915 | \$ 43,756 | \$ 40,861 |
| Total interest expense | 28,152 | 23,072 | 21,884 | 21,301 |
| Net interest income | 23,089 | 22,843 | 21,872 | 19,560 |
| Provision for loan losses | 39,940 | 27,694 | 5,973 | 10,848 |
| Net interest income (loss) after provision for loan losses | (16,851) | (4,851) | 15,899 | 8,712 |
| Noninterest income | 8,239 | 7,017 | 8,919 | 7,279 |
| Noninterest expense | 64,596 | 22,059 | 21,523 | 19,461 |
| Income tax expense (benefit) | (12,279) | (7,194) | 1,156 | 283 |
| Net income (loss) | \$ (60,929) | \$ (12,699) | \$ 2,139 | \$ (3,753) |
| Net income (loss) per common share, basic | \$ (3.60) | \$ (0.75) | \$ 0.13 | \$ (0.22) |
| Net income (loss) per common share, diluted | (3.60) | (0.75) | 0.13 | (0.22) |
| Dividends declared per common share | 0.08 | 0.04 | - | - |

| (Dollars in thousands, except per share data) | Quarter Ended | | | |
|------------------------------------------------------------|---------------|-----------|------------|-------------|
| | 3/31/2007 | 6/30/2007 | 9/30/2007 | 12/31/2007 |
| Total interest income | \$ 58,665 | \$ 59,541 | \$ 59,905 | \$ 55,910 |
| Total interest expense | 27,470 | 28,857 | 30,589 | 30,985 |
| Net interest income | 31,195 | 30,684 | 29,316 | 24,925 |
| Provision for loan losses | 1,468 | 10,233 | 17,483 | 38,917 |
| Net interest income (loss) after provision for loan losses | 29,727 | 20,451 | 11,833 | (13,992) |
| Noninterest income | 7,004 | 7,324 | 7,524 | 8,485 |
| Noninterest expense | 21,499 | 22,813 | 27,662 | 23,083 |
| Income tax expense (benefit) | 5,854 | 2,503 | (2,425) | (10,208) |
| Net income (loss) | \$ 9,378 | \$ 2,459 | \$ (5,880) | \$ (18,382) |
| Net income (loss) per common share, basic | \$ 0.56 | \$ 0.15 | \$ (0.35) | \$ (1.09) |
| Net income (loss) per common share, diluted | 0.55 | 0.14 | (0.35) | (1.09) |
| Dividends declared per common share | 0.07 | 0.08 | 0.08 | 0.08 |

TierOne Corporation and Subsidiaries
Notes to Consolidated Financial Statements

26. Termination of Acquisition Agreement

On May 17, 2007, the Company, CapitalSource Inc. and CapitalSource TRS Inc. entered into an Agreement and Plan of Merger (“Merger Agreement”). On March 20, 2008, the Company terminated the Merger Agreement. Pursuant to the terms of the Merger Agreement, either party had the right to terminate the Merger Agreement if the proposed merger was not completed by February 17, 2008. No termination fee was payable by either company as a result of the termination of the Merger Agreement.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

There are no changes in or disagreement with our accountants to report.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our management has evaluated, with the participation of our Chief Executive Officer and Chief Financial Officer the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) or 15d-15(e) under the Securities Exchange Act of 1934) as of the end of the period covered by this report. Based on such evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were effective as of the date of such evaluation to ensure that material information relating to us, including our consolidated subsidiaries, was made known to them by others within those entities, particularly during the period in which this report was being prepared. There was no change in our internal control over financial reporting that occurred during the period covered by this report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Management's Annual Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rule 13a-15(f) under the Securities Exchange Act of 1934, as amended. Our internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles.

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 risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, an evaluation was conducted of the effectiveness of our internal control over financial reporting as of December 31, 2008 using the criteria set forth in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, our management believes that, as of December 31, 2008, our internal control over financial reporting was effective based on those criteria.

Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders

TierOne Corporation:

We have audited TierOne Corporation's (the Company) internal control over financial reporting as of December 31, 2008, 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 Annual 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, TierOne Corporation maintained, in all material respects, effective internal control over financial reporting as of December 31, 2008, based on criteria established in Internal Control - Integrated Framework, issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated statements of financial condition of TierOne Corporation as of December 31, 2008 and 2007, and the related consolidated statements of operations, changes in stockholders' equity and comprehensive income (loss), and cash flows for each of the years in the three-year period ended December 31, 2008, and our report dated March 12, 2009 expressed an unqualified opinion on those consolidated financial statements.

/s/ KPMG LLP
Lincoln, Nebraska

March 12, 2009

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Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting that occurred during the quarter and year ended December 31, 2008 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. Other Information

None.

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PART III

Item 10. Directors, Executive Officers and Corporate Governance

The information required by Item 10 of Form 10-K with respect to the identification of directors and executive officers and corporate governance disclosure is incorporated by reference from “Information With Respect to Nominees for Director, Continuing Directors and Executive Officers” and “Section 16(a) Beneficial Ownership Reporting Compliance” in the Company’s definitive Proxy Statement for the 2009 Annual Meeting of Stockholders (“Proxy Statement”) which will be filed with the Securities and Exchange Commission prior to April 30, 2009.

We have adopted a Code of Conduct and Ethics that applies to our Chief Executive Officer and Chief Financial Officer, as well as other officers and employees of the Company and the Bank. A copy of the Code of Conduct and Ethics may be found on our website at www.tieronebank.com. We intend to satisfy the disclosure requirements under Item 5.05 of Form 8-K regarding amendments to, or waivers from, the Code of Conduct and Ethics by posting such information on our website.

The 2009 Annual Meeting of Stockholders of the Company has been scheduled for May 21, 2009 (the “2009 Annual Meeting”). Because the expected date of the 2009 Annual Meeting represents a change of more than 30 days from the anniversary of the Company’s 2008 Annual Meeting of Stockholders, the Company has set a new deadline for the receipt of stockholder proposals submitted pursuant to Rule 14a-8 under the Securities Exchange Act of 1934 for inclusion in the Company’s proxy materials for the 2009 Annual Meeting. In order to be considered timely, such proposals must be received by the Corporate Secretary at the Company’s principal executive office at 1235 N Street, Lincoln, Nebraska 68508 no later than March 23, 2009. This deadline will also apply in determining whether notice is timely for purposes of exercising discretionary voting authority with respect to proxies for purposes of Rule 14a-4(c) under the Securities Exchange Act of 1934.

Shareholder proposals which are not submitted for inclusion in our proxy materials pursuant to Rule 14a-8 may be brought before the 2009 Annual Meeting pursuant to Section 2.14 of the Company’s Bylaws. Notice of the proposal must also be given in writing and delivered to, or mailed and received at, our principal executive offices no earlier than February 20, 2009 and no later than March 23, 2009. The notice must include the information required by Section 2.14 of our Bylaws.

Item 11. Executive Compensation

The information required by Item 11 of Form 10-K is incorporated by reference from “Management Compensation” and “Information With Respect to Nominees for Director, Continuing Directors and Executive Officers - Compensation Committee Interlocks and Insider Participation” in the Proxy Statement..

The report of the Audit Committee included in the Proxy Statement should not be deemed to be filed or incorporated by reference into this filing or any other filing by the Company under the Securities Exchange Act of 1934 or the Securities Act of 1933 except to the extent we specifically incorporate said report herein or therein by reference thereto. The report of the Compensation Committee is deemed furnished in this Annual Report on Form 10-K, but is not deemed to be “soliciting material” or to be “filed” with the SEC or subject to Regulation 14A or 14C under the Securities Act of 1934 or to the liabilities of Section 18 of the Securities Exchange Act of 1934, and will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent we specifically incorporate it by reference into such a filing.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information required by Item 403 of Regulation S-K is incorporated by reference from “Beneficial Ownership of Common Stock by Certain Beneficial Owners and Management” in the Proxy Statement.

Equity Compensation Plan Information. The following table sets forth certain information for all equity compensation plans and individual compensation arrangements (whether with employees or non-employees, such as directors), in effect as of December 31, 2008:

| Plan Category | Number of Shares to be Issued Upon the Exercise of Outstanding Options, Restricted Stock Grants, Warrants and Rights | Weighted-Average Exercise Price of Outstanding Options Restricted Stock Grants, Warrants and Rights | Number of Shares Remaining Available for Future Issuance (Excluding Shares Reflected in the First Column) |
|------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|
| Equity compensation plans approved by security holders | 1,813,596 | \$ 17.83 | 435,041 |
| Equity compensation plans not approved by security holders | N/A | N/A | N/A |
| Total | 1,813,596 | \$ 17.83 | 435,041 |

Item 13. Certain Relationships and Related Transactions, Director Independence

The information required by Item 13 of Form 10-K is incorporated by reference from “Management Compensation – Transactions with Certain Related Persons” and “Information With Respect to Nominees for Director, Continuing Directors and Executive Officers – Election of Directors” in the Proxy Statement.

Item 14. Principal Accounting Fees and Services

The information required by Item 14 of Form 10-K is incorporated by reference from “Ratification of Appointment of Auditors” in the Proxy Statement.

PART IV

Item 15. Exhibits, Financial Statement Schedules

(1) Financial Statements

The following financial statements of the registrant and its subsidiaries are filed as part of this document under “Item 8. Financial Statements and Supplementary Data,” and are incorporated herein by this reference:

- Consolidated Statements of Financial Condition at December 31, 2008 and 2007;
- Consolidated Statements of Operations for the years ended December 31, 2008, 2007 and 2006;
- Consolidated Statements of Changes in Stockholders’ Equity and Comprehensive Income (Loss) for the years ended December 31, 2008, 2007 and 2006;
- Consolidated Statements of Cash Flows for the years ended December 31, 2008, 2007 and 2006;
 - Notes to Consolidated Financial Statements; and
 - Report of Independent Registered Public Accounting Firm.

(2) Financial Statement Schedules

All schedules are omitted because they are not required or are not applicable or the required information is shown in the consolidated financial statements or notes thereto.

(3) Exhibits

The exhibits filed or incorporated by reference herewith are as specified in the Exhibit Index.

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.

TIERONE CORPORATION

Date: March 11, 2009 By:/s/ Gilbert G.
Lundstrom
Gilbert G. Lundstrom
Chairman of the Board and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following person on behalf of the Registrant and in the capacities and on the date indicated.

Date: March 11, 2009 By:/s/ Gilbert G.
Lundstrom
G. Lundstrom
Chairman of the Board and Chief Executive Officer

Date: March 11, 2009 By:/s/ James A.
Laphen
James A. Laphen
Chief Operating Officer and Director

Date: March 11, 2009 By:/s/ Eugene B.
Witkowicz
Eugene B. Witkowicz
Chief Financial Officer and Corporate Secretary
(Principal Accounting Officer)

Date: March 11, 2009 By:/s/ Campbell R.
McConnell
Campbell R. McConnell
Director

Date: March 11, 2009 By:/s/ Joyce Person
Pocras
Joyce Person Pocras
Director

Date: March 11, 2009 By:/s/ Charles W.
Hoskins
Charles W. Hoskins
Director

Date: March 11, 2009

By:/s/ Samuel P.
Baird
Samuel P. Baird
Director

Exhibit Index

| | | |
|-------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|
| 2.1 | Stock Purchase Agreement, dated as of March 30, 2004, among TierOne Corporation, United Nebraska Financial Co. and the Shareholders of United Nebraska Financial Co. | (1) |
| 3.1 | Articles of Incorporation of TierOne Corporation | (2) |
| 3.2 | Bylaws of TierOne Corporation | (2) |
| 4.0 | Forms of Stock Certificate of TierOne Corporation | (2) |
| 10.1 | Amended and Restated Employment Agreement between TierOne Bank and Gilbert G. Lundstrom* | Filed Herewith |
| 10.2 | Amended and Restated Employment Agreement between TierOne Bank and James A. Laphen* | Filed Herewith |
| 10.3 | Amended and Restated Employment Agreement between TierOne Corporation and Gilbert G. Lundstrom* | Filed Herewith |
| 10.4 | Amended and Restated Employment Agreement between TierOne Corporation and James A. Laphen* | Filed Herewith |
| 10.5 | Amended and Restated 1993 Supplemental Retirement Plan Agreement between TierOne Bank and Gilbert G. Lundstrom* | Filed Herewith |
| 10.6 | Form of Amended and Restated Three-Year Change in Control Agreement between TierOne Bank, TierOne Corporation and certain executive officers* | Filed Herewith |
| 10.7 | Form of Amended and Restated Two-Year Change in Control Agreement between TierOne Bank, TierOne Corporation and certain executive officers* | Filed Herewith |
| 10.8 | TierOne Bank Amended and Restated Employee Severance Plan* | Filed Herewith |
| 10.9 | Amended and Restated Supplemental Executive Retirement Plan for the TierOne Corporation Employee Stock Ownership Plan* | Filed Herewith |
| 10.10 | Amended and Restated Supplemental Executive Retirement Plan for the TierOne Bank Savings Plan* | Filed Herewith |
| 10.11 | TierOne Bank Amended and Restated Deferred Compensation Plan* | Filed Herewith |
| 10.12 | Fifth Amended and Restated Consultation Plan for Directors* | Filed Herewith |
| 10.13 | TierOne Bank Management Incentive Compensation Plan* | (3) |
| 10.14 | Form of Trust Agreement for Deferred Compensation and Supplemental Executive Retirement Plans of TierOne Corporation and TierOne Bank* | Filed Herewith |
| 10.15 | Amended and Restated 2003 Stock Option Plan* | Filed Herewith |

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| | | |
|-------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|
| 10.16 | Form of Non-employee Director Compensatory Stock Option Agreement for use under the 2003 Stock Option Plan* | (4) |
| 10.17 | Form of Employee Compensatory Stock Option Agreement for use under the 2003 Stock Option Plan* | (4) |
| 10.18 | Form of Employee Incentive Stock Option Agreement for use under 2003 Stock Option Plan* | (4) |
| 10.19 | Amended and Restated 2003 Management Recognition and Retention Plan and Trust Agreement* | Filed Herewith |
| 10.20 | Form of award agreements for use under the Management Recognition and Retention Plan and Trust Agreement* | (4) |
| 10.23 | First Amendment to TierOne Bank Savings Plan Amended and Restated Supplemental Executive Retirement Plan* | (5) |
| 10.24 | Supervisory Agreement, dated January 15, 2009, between TierOne Bank and Office of Thrift Supervision | Filed Herewith |
| 21 | Subsidiaries of the Registrant - "Item 1. Business - Subsidiary Activities" of TierOne Corporation's Annual Report on Form 10-K for the year ended December 31, 2008 is incorporated by reference herein | - |
| 23 | Consent of KPMG LLP | Filed Herewith |
| 31.1 | Certification pursuant to Rule 13a-14 of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 | Filed Herewith |
| 31.2 | Certification pursuant to Rule 13a-14 of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 | Filed Herewith |
| 32.1 | Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 | Filed Herewith |
| 32.2 | Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 | Filed Herewith |

* Denotes a management contract or compensatory plan or arrangement.

- (1) Incorporated by reference to Exhibit 2 of TierOne Corporation's Form 8-K filed on August 31, 2004.
- (2) Incorporated by reference to TierOne Corporation's Registration Statement on Form S-1, filed on April 8, 2002, as amended and declared effective on August 12, 2002 (File No. 333-85838)
- (3) Incorporated by reference to TierOne Corporation's Annual Report on Form 10-K for the year ended December 31, 2002 filed by TierOne Corporation with the SEC on March 28, 2003.
- (4) Incorporated by reference to TierOne Corporation's Annual Report on Form 10-K for the year

ended December 31, 2004 filed by TierOne Corporation with the SEC on March 9, 2005.

- (5) Incorporated by reference to TierOne Corporation's Annual Report on Form 10-K for the year ended December 31, 2006 filed by TierOne Corporation with the SEC on March 12, 2007.