Great Western Bancorp, Inc.
Form 10-Q
February 11, 2016

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

Form 10-Q

(Mark One)

þ	QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
	For the quarterly period ended December 31, 2015
	Or
..	TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
	For the transition period from to

Commission File Number 001-36688

Great Western Bancorp, Inc.
(Exact name of registrant as specified in its charter)

Delaware	47-1308512
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification Number)
100 North Phillips Avenue	
Sioux Falls, South Dakota	57104
(Address of principal executive offices)	(Zip Code)

(605) 334-2548
Registrant’s telephone number, including area code

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No o
Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No o
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):

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No x

As of February 2, 2016, the number of shares of the registrant’s Common Stock outstanding was 55,245,177.

GREAT WESTERN BANCORP, INC.
QUARTERLY REPORT ON FORM 10-Q
TABLE OF CONTENTS

EXPLANATORY NOTE

Except as otherwise stated or the context otherwise requires, references in this Quarterly Report on Form 10-Q to:

- "we," "our," "us" and our "company" refer to:
  - Great Western Bancorporation, Inc., an Iowa corporation, and its consolidated subsidiaries, for all periods prior to the Formation Transactions; and
  - Great Western Bancorp, Inc., a Delaware corporation, and its consolidated subsidiaries, for all periods after the completion of the Formation Transactions;
- "Great Western" refers to Great Western Bancorporation, Inc. but not its consolidated subsidiaries, for all periods prior to the Formation Transaction, and Great Western Bancorp, Inc. but not its consolidated subsidiaries, for all periods after the completion of the Formation Transaction;
- our "bank" refers to Great Western Bank, a South Dakota banking corporation;
- "NAB" refers to National Australia Bank Limited, an Australian public company that was our ultimate parent company prior to our initial public offering in October 2014 and, until July 31,2015, was our principal stockholder;
- our "states" refers to the seven states (South Dakota, Iowa, Nebraska, Colorado, Arizona, Kansas and Missouri) in which we currently conduct our business;
- our "footprint" refers to the geographic markets within our states in which we currently conduct our business; and
- the "Formation Transactions" means a series of transactions completed on October 17, 2014 and undertaken in preparation for our initial public offering comprised of:
  - the cash contribution by National Americas Holdings LLC to Great Western Bancorp, Inc. in an amount equal to the total stockholder's equity of Great Western Bancorporation, Inc.;
  - the sale by National Americas Investment, Inc. of all outstanding capital stock of Great Western Bancorporation, Inc. to Great Western Bancorp, Inc. for an amount in cash equal to the total stockholder's equity of Great Western Bancorporation, Inc.; and
  - the merger of Great Western Bancorporation, Inc. with and into Great Western Bancorp, Inc., with Great Western Bancorp, Inc. continuing as the surviving corporation and succeeding to all the assets, liabilities and business of Great Western Bancorporation, Inc.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act. These forward-looking statements reflect our current views with respect to, among other things, future events and our financial performance. These statements are often, but not always, made through the use of words or phrases such as "may," "might," "should," "could," "predict," "potential," "believe," "expect," "continue," "anticipate," "seek," "estimate," "intend," "plan," "projection," "would," "annualized" and "outlook," or the negative version o words or other comparable words or phrases of a future or forward-looking nature. These forward-looking statements are not historical facts, and are based on current expectations, estimates and projections about our industry, management's beliefs and certain assumptions made by management, many of which, by their nature, are inherently uncertain and beyond our control. Accordingly, we caution you that any such forward-looking statements are not guarantees of future performance and are subject to risks, assumptions, estimates and uncertainties that are difficult to predict. Although we believe that the expectations reflected in these forward-looking statements are reasonable as of the date made, actual results may prove to be materially different from the results expressed or implied by the forward-looking statements.

A number of important factors could cause our actual results to differ materially from those indicated in these forward-looking statements, including those factors identified in "Item 1A. Risk Factors" (included in the most recently filed 10-K) or "Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations" or the following:

- current and future economic and market conditions in the United States generally or in our states in particular, including the rate of growth and employment levels;
- the effect of the current low interest rate environment or changes in market interest rates;
- the geographic concentration of our operations, and our concentration on originating business and agribusiness loans;
- the relative strength or weakness of the agricultural and commercial credit sectors and of the real estate markets in the markets in which our borrowers are located;
- declines in the market prices for agricultural products;
- our ability to effectively execute our strategic plan and manage our growth;
- our ability to successfully manage our credit risk and the sufficiency of our allowance for loan loss;
- our ability to attract and retain skilled employees or changes in our management personnel;
- our ability to effectively compete with other financial services companies and the effects of competition in the financial services industry on our business;
- changes in the demand for our products and services;
- the effectiveness of our risk management and internal disclosure controls and procedures;
- fluctuations in the values of our assets and liabilities and off-balance sheet exposures;
- our ability to attract and retain customer deposits;
- our access to sources of liquidity and capital to address our liquidity needs;
- possible changes in trade, monetary and fiscal policies of, and other activities undertaken by, governments, agencies, central banks and similar organizations;
- our ability to identify and address cyber-security risks;
- any failure or interruption of our information and communications systems;
- our ability to keep pace with technological changes;
- our ability to successfully develop and commercialize new or enhanced products and services;
- possible impairment of our goodwill and other intangible assets, or any adjustment of the valuation of our deferred tax assets;
- the effects of problems encountered by other financial institutions;
- the effects of geopolitical instability, including war, terrorist attacks, and man-made and natural disasters;
- the effects of the failure of any component of our business infrastructure provided by a third party;
- the impact of, and changes in applicable laws, regulations and accounting standards and policies;

- market perceptions associated with our separation from NAB and other aspects of our business;
- our likelihood of success in, and the impact of, litigation or regulatory actions;
- our inability to receive dividends from our bank and to service debt, pay dividends to our common stockholders and satisfy obligations as they become due;
- the incremental costs of operating as a standalone public company;
- our ability to meet our obligations as a public company, including our obligations under Section 404 of the Sarbanes-Oxley Act of 2002 to maintain an effective system of internal control over financial reporting;
- our ability to retain service providers to perform oversight or control functions or services that have otherwise been performed in the past by NAB;
- various risks and uncertainties associated with our previously announced merger agreement with HF Financial Corp. (“HF”), including, without limitation, our ability to consummate the transaction on a timely basis, if at all, our ability to effectively and timely integrate HF’s operations into our operations, our ability to achieve the estimated synergies from the proposed transaction, litigation related to the proposed transaction and the effects of the proposed transaction, if consummated, on our future financial condition, operating results, strategy and plans.
- damage to our reputation from any of the factors described above; and
- other risks and uncertainties inherent to our business, including those discussed under the heading "Risk Factors" in our Annual Report on Form 10-K for the fiscal year ended September 30, 2015.

The foregoing factors should not be considered an exhaustive list and should be read together with the other cautionary statements included in our Annual Report on Form 10-K for the fiscal year ended September 30, 2015. If one or more events related to these or other risks or uncertainties materialize, or if our underlying assumptions prove to be incorrect, actual results may differ materially from what we anticipate. Accordingly, you should not place undue reliance on any such forward-looking statements. Any forward-looking statement speaks only as of the date on which it is made, and we do not undertake any obligation to update or review any forward-looking statement, whether as a result of new information, future developments or otherwise.

PART I. FINANCIAL INFORMATION
ITEM 1. FINANCIAL STATEMENTS (UNAUDITED)

GREAT WESTERN BANCORP, INC.
Consolidated Balance Sheets (Unaudited)
(In Thousands, Except Share and Per Share Data)

	December 31, 2015	September 30, 2015
Assets		
Cash and due from banks	$212,710	$237,770
Securities available for sale	1,317,605	1,327,327
Loans, net of unearned discounts and deferred fees, including $91,245 and $97,030 of loans covered by FDIC loss share agreements at December 31, 2015 and September 30, 2015, respectively, and $1,124,955 and $1,118,687 of loans and written loan commitments at fair value under the fair value option at December 31, 2015 and September 30, 2015, respectively, and $11,407 and $9,867 of loans held for sale at December 31, 2015 and September 30, 2015, respectively.	7,530,660	7,325,198
Allowance for loan losses	(61,128)	(57,200)
Net loans	7,469,532	7,267,998
Premises and equipment	97,383	97,550
Accrued interest receivable	41,936	44,077
Other repossessed property, including $77 and $61 of property covered by FDIC loss share arrangements at December 31, 2015 and September 30, 2015, respectively	15,503	15,892
FDIC indemnification asset	13,185	14,722
Goodwill	697,807	697,807
Core deposits and other intangibles	6,410	7,119
Net deferred tax assets	37,476	32,470
Other assets	47,668	55,922
Total assets	$9,957,215	$9,798,654
Liabilities and stockholders’ equity		
Deposits		
Noninterest-bearing	$1,506,868	$1,368,453
Interest-bearing	6,155,750	6,018,612
Total deposits	7,662,618	7,387,065
Securities sold under agreements to repurchase	187,871	185,271
FHLB advances and other borrowings	451,000	581,000
Subordinated debentures and subordinated notes payable	90,746	90,727
Fair value of derivatives	38,404	53,613
Accrued interest payable	4,441	4,006
Income tax payable	10,447	—
Accrued expenses and other liabilities	36,172	37,626
Total liabilities	8,481,699	8,339,308
Stockholders’ equity		
Common stock, $0.01 par value, authorized 500,000,000 shares; 55,244,569 shares issued and outstanding at December 31, 2015 and 55,219,596 shares issued and outstanding at September 30, 2015	552	552
Additional paid-in capital	1,202,436	1,201,387
Retained earnings	277,817	255,089
Accumulated other comprehensive income (loss)	(5,289)	2,318
Total stockholders' equity	1,475,516	1,459,346
Total liabilities and stockholders' equity	$9,957,215	$9,798,654

See accompanying notes.

GREAT WESTERN BANCORP, INC.
Consolidated Statements of Comprehensive Income (Unaudited)
(In Thousands, Except Share and Per Share Data)

	Three Months Ended December 31,	
	2015	2014
Interest and dividend income		
Loans	$87,197	$84,344
Taxable securities	5,987	5,687
Nontaxable securities	12	13
Dividends on securities	213	250
Federal funds sold and other	75	284
Total interest and dividend income	93,484	90,578
Interest expense		
Deposits	5,665	6,015
Securities sold under agreements to repurchase	139	146
FHLB advances and other borrowings	916	946
Related party notes payable	—	232
Subordinated debentures and subordinated notes payable	807	330
Total interest expense	7,527	7,669
Net interest income	85,957	82,909
Provision for loan losses	3,889	3,319
Net interest income after provision for loan losses	82,068	79,590
Noninterest income		
Service charges and other fees	10,467	10,398
Wealth management fees	1,612	1,957
Net gain on sale of loans	1,270	1,544
Net gain (loss) on sale of securities	(354)	51
Net increase (decrease) in fair value of loans at fair value	(14,901)	17,100
Net realized and unrealized gain (loss) on derivatives	9,439	(24,605)
Other	1,111	1,455
Total noninterest income	8,644	7,900
Noninterest expense		
Salaries and employee benefits	25,296	24,088
Data processing	5,246	4,828
Occupancy expenses	3,591	4,024
Professional fees	3,108	3,572
Communication expenses	934	1,173
Advertising	920	728
Equipment expense	904	956
Net (gain) loss recognized on repossessed property and other related expenses	(110)	1,846
Amortization of core deposits and other intangibles	709	2,313
Other	3,622	3,563
Total noninterest expense	44,220	47,091

Income before income taxes	46,492	40,399
Provision for income taxes	16,031	13,702
Net income	$30,461	$26,697
Other comprehensive income (loss) - change in net unrealized gain (loss) on securities available-for-sale (net of deferred income tax (expense) benefit of $4,662, and $(1,909) for the three months ended December 31, 2015 and 2014, respectively)	(7,607)	3,115
Comprehensive income	$22,854	$29,812
Basic earnings per common share		
Weighted average shares outstanding	55,253,712	57,895,783
Basic earnings per share	$0.55	$0.46
Diluted earnings per common share		
Weighted average shares outstanding	55,393,452	57,895,783
Diluted earnings per share	$0.55	$0.46
Dividends per share		
Dividends paid	$7,733	$—
Dividends per share	$0.14	$—

See accompanying notes.

GREAT WESTERN BANCORP, INC.
Consolidated Statement of Stockholders' Equity (Unaudited)
(In Thousands, Except Share and Per Share Data)

	Comprehensive Income	Common Stock Par Value	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total
Balance, September 30, 2014		$579	$1,260,124	$166,544	$(6,157)	$1,421,090
Net income	$26,697	—	—	26,697	—	26,697
Other comprehensive income, net of tax:						
Net change in net unrealized gain on securities available for sale	3,115	—	—	—	3,115	3,115
Total comprehensive income	$29,812					
Stock-based compensation		—	468	—	—	468
Cash dividends:						
Common stock, $0 per share		—	—	—	—	—
Balance, December 31, 2014		$579	$1,260,592	$193,241	$(3,042)	$1,451,370
Balance, September 30, 2015		$552	$1,201,387	$255,089	$2,318	$1,459,346
Net income	$30,461	—	—	30,461	—	30,461
Other comprehensive income, net of tax:						
Net change in net unrealized (loss) on securities available for sale	(7,607)	—	—	—	(7,607)	(7,607)
Total comprehensive income	$22,854					
Stock-based compensation		—	1,049	—	—	1,049
Cash dividends:						
Common stock, $0.14 per share		—	—	(7,733)	—	(7,733)
Balance, December 31, 2015		$552	$1,202,436	$277,817	$(5,289)	$1,475,516

See accompanying notes.

GREAT WESTERN BANCORP, INC.
Consolidated Statements of Cash Flows (Unaudited)
(In Thousands)

	Three Months Ended	
	December 31, 2015	December 31, 2014
Operating activities		
Net income	$30,461	$26,697
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	4,103	5,230
Amortization of FDIC indemnification asset	1,032	2,534
Net loss (gain) on sale of securities	354	(51)
Net gain on sale of loans	(1,270)	(1,544)
Net loss on FDIC indemnification asset	477	347
Net (gain) on sale of premises and equipment	(8)	(7)
(Gain) loss from sale/writedowns of repossessed property	(110)	1,846
Provision for loan losses	3,889	3,319
Stock-based compensation	1,049	468
Originations of residential real estate loans held for sale	(59,716)	(63,298)
Proceeds from sales of residential real estate loans held for sale	59,446	65,836
Deferred income taxes	(344)	(1,964)
Changes in:		
Accrued interest receivable	2,141	4,408
Other assets	4,770	833
FDIC clawback liability	238	221
Accrued interest payable and other liabilities	(6,018)	23,416
Net cash provided by operating activities	40,494	68,291
Investing activities		
Purchase of securities available for sale	(59,721)	(48,539)
Proceeds from sales of securities available for sale	—	55,139
Proceeds from maturities of securities available for sale	55,411	73,977
Net increase in loans	(204,582)	(199,649)
Reimbursement of covered losses from FDIC indemnification claims	28	1,635
Purchase of premises and equipment	(2,245)	(942)
Proceeds from sale of premises and equipment	597	6
Proceeds from sale of repossessed property	1,054	5,661
Purchase of FHLB stock	(5,606)	(2,005)
Proceeds from redemption of FHLB stock	9,090	2,058
Net cash used in investing activities	(205,974)	(112,659)
Financing activities		
Net increase in deposits	275,553	187,026
Net increase in securities sold under agreements to repurchase	2,600	28,898
Net (decrease) in FHLB advances and other borrowings	(130,000)	(9)
Dividends paid	(7,733)	—
Net cash provided by financing activities	140,420	215,915
Net increase (decrease) in cash and due from banks	(25,060)	171,547
Cash and due from banks, beginning of period	237,770	256,639
Cash and due from banks, end of period	$212,710	$428,186
Supplemental disclosure of cash flow information		
Cash payments for interest	$7,092	$8,129

Cash payments for income taxes	$2,792	$8,758
Supplemental disclosure of noncash investing and financing activities		
Loans transferred to repossessed assets	$(555)	$(1,369)

See accompanying notes.

GREAT WESTERN BANCORP, INC.
Notes to Consolidated Financial Statements (Unaudited)

1. Nature of Operations and Summary of Significant Policies

Nature of Operations

Great Western Bancorp, Inc. (the "Company") is a bank holding company organized under the laws of Delaware. The primary business of the Company is ownership of its wholly owned subsidiary, Great Western Bank (the "Bank"). The Bank is a full-service regional bank focused on relationship-based business and agribusiness banking in Arizona, Colorado, Iowa, Kansas, Missouri, Nebraska, and South Dakota. The Company and the Bank are subject to the regulation of certain federal and/or state agencies and undergo periodic examinations by those regulatory authorities. Substantially all of the Company's income is generated from banking operations.

Basis of Presentation

The accompanying unaudited consolidated interim financial statements have been prepared in accordance with accounting principles generally accepted in the United States ("U.S. GAAP") and reflect all adjustments that are, in the opinion of management, necessary for the fair presentation of the financial position and results of operations for the periods presented. All such adjustments are of a normal recurring nature.

Certain previously reported amounts have been reclassified to conform to the current presentation.

The unaudited interim consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements for the year ended September 30, 2015, which includes a description of significant accounting policies. The results of operations for interim periods are not necessarily indicative of the results that may be expected for the year or any other period.

The accompanying unaudited consolidated financial statements include the accounts and results of operations of the Company and its subsidiaries after elimination of all significant intercompany accounts and transactions. The preparation of unaudited consolidated financial statements in conformity with U.S. GAAP requires management to make certain estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results could differ from these estimates.

Business Combinations

The Company accounts for business combinations under the acquisition method of accounting in accordance with ASC 805, "Business Combinations" ("ASC 805"). The Company recognizes the fair value of the assets acquired and liabilities assumed, immediately expenses transaction costs and accounts for restructuring plans separately from the business combination. There is no separate recognition of the acquired allowance for loan losses on the acquirer's balance sheet as credit related factors are incorporated directly into the fair value of the loans recorded at the acquisition date. The excess of the cost of the acquisition over the fair value of the net tangible and intangible assets acquired is recorded as goodwill. Alternatively, a bargain purchase gain is recorded equal to the amount by which the fair value of assets purchased exceeds the fair value of liabilities assumed and consideration paid.

Results of operations of the acquired business are included in the consolidated statements of comprehensive income from the effective date of acquisition.

Securities

The Company classifies securities upon purchase in one of three categories: trading, held-to-maturity, or available-for-sale. Debt and equity securities held for resale are classified as trading. Debt securities for which the Company has the ability and positive intent to hold until maturity are classified as held-to-maturity. All other securities are classified as available-for-sale as they may be sold prior to maturity in response to changes in the Company’s interest rate risk profile, funding needs, demand for collateralized deposits by public entities or other reasons.

Held-to-maturity securities are stated at amortized cost, which represents actual cost adjusted for premium amortization and discount accretion. Available-for-sale securities are stated at fair value, with unrealized gains and losses, net of related taxes, included in stockholders’ equity as a component of accumulated other comprehensive income (loss).

GREAT WESTERN BANCORP, INC.
Notes to Consolidated Financial Statements (Unaudited)

Trading securities are stated at fair value. Realized and unrealized gains and losses from sales and fair value adjustments of trading
securities are included in other noninterest income in the consolidated statements of comprehensive income.

Purchases and sales of securities are recognized on a trade date basis. The cost of securities sold is based on the specific identification
method.

Declines in the fair value of investment securities available for sale (with certain exceptions for debt securities noted below) that are
deemed to be other-than-temporary are recognized in earnings as a realized loss, and a new cost basis for the securities is established.
In evaluating other-than-temporary impairment, management considers the length of time and extent to which the fair value has been
less than amortized cost, the financial condition and near-term prospects of the issuer, and the intent and ability of the Company to
retain its investment in the issuer for a period of time sufficient to allow for any anticipated recovery in fair value in the near term.
Declines in the fair value of debt securities below amortized cost are deemed to be other-than-temporary in circumstances where:
(1) the Company has the intent to sell a security; (2) it is more likely than not that the Company will be required to sell the security
before recovery of its amortized cost basis; or (3) the Company does not expect to recover the entire amortized cost basis of the
security. If the Company intends to sell a security or if it is more likely than not that the Company will be required to sell the security
before recovery, an other-than-temporary impairment loss is recognized in earnings equal to the difference between the security's
amortized cost basis and its fair value. If the Company does not intend to sell the security or it is not more likely than not that it will be
required to sell the security before recovery, the other-than-temporary impairment write-down is separated into an amount representing
credit loss, which is recognized in earnings, and an amount related to all other factors, which is recognized in accumulated other
comprehensive income (loss).

Interest and dividends, including amortization of premiums and accretion of discounts, are recognized as interest or dividend income
when earned. Realized gains and losses on sales (using the specific identification method) and declines in value judged to be other- than-temporary are included in noninterest income in the consolidated statements of comprehensive income.

Loans

The Company's accounting method for loans differs depending on whether the loans were originated or purchased and, for purchased
loans, whether the loans were acquired at a discount related to evidence of credit deterioration since date of origination.

Originated Loans

Loans that management has the intent and ability to hold for the foreseeable future, or until maturity or pay-off, generally are reported
at their outstanding principal balance, adjusted for charge-offs, the allowance for loan losses, and any unamortized deferred fees or
costs. Other fees, not associated with originating a loan are recognized as fee income when earned.

Interest income on loans is accrued daily on the outstanding balances. Accrual of interest is discontinued when management believes,
after considering collection efforts and other factors, the borrower's financial condition is such that collection of interest is doubtful,
which is generally at 90 days past due. Generally, when loans are placed on nonaccrual status, interest receivable is reversed against
interest income in the current period. Interest payments received thereafter are applied as a reduction to the remaining
principal balance as long as concern exists as to the ultimate collection of the principal. Loans are removed from nonaccrual status when they
become current as to both principal and interest and concern no longer exists as to the collectability of principal and interest.

The Company has elected to measure certain long-term loans and written loan commitments at fair value to assist in managing interest
rate risk for longer-term loans. Fair value loans are fixed-rate loans having original maturities of 5 years or greater (typically between
5 and 15 years) to our business and agribusiness banking customers to assist them in facilitating their risk management strategies. The
fair value option was elected upon the origination or acquisition of these loans and written loan commitments. Interest income is
recognized in the same manner on loans reported at fair value as on non-fair value loans, except in regard to origination fees and costs
which are recognized immediately upon closing. The changes in fair value of long-term loans and written loan commitments at fair
value are reported in noninterest income.

GREAT WESTERN BANCORP, INC.
Notes to Consolidated Financial Statements (Unaudited)

For loans held for sale, loan fees charged or received on origination, net of certain direct loan origination costs, are recognized in income when the related loan is sold. For loans held for investment, loan fees, net of certain direct loan origination costs, are deferred, and the net amount is amortized as an adjustment of the related loan's yield. The Company is generally amortizing these amounts over the contractual lives of the loans. Commitment fees are recognized as income when received.

The Company grants commercial, agricultural, consumer, residential real estate, and other loans to customers primarily in Arizona, Colorado, Iowa, Kansas, Missouri, Nebraska, and South Dakota. The amount of collateral obtained, if deemed necessary, is based on management's credit evaluation of the borrower. Collateral held varies but includes accounts receivable, inventory, property and equipment, residential real estate, and income-producing commercial and agricultural properties. Government guarantees are also obtained for some loans, which reduces the Company's risk of loss.

Loans originated and intended for sale in the secondary market are carried at the lower of cost or fair value. Loans held for sale include fixed rate single-family residential mortgage loans under contract to be sold in the secondary market. In most cases, loans are carried at cost and sold within 45 days. These loans are sold with the mortgage servicing rights released. Under limited circumstances, buyers may have recourse to return a purchased loan to the Company. Recourse conditions may include early payment default, breach of representation or warranties, or documentation deficiencies.

Fair value of loans held for sale is determined based on prevailing market prices for loans with similar characteristics, sale contract prices, or, for certain portfolios, discounted cash flow analysis. Declines in fair value below cost (and subsequent recoveries) are recognized in net gain on sale of loans. Deferred fees and costs related to these loans are not amortized but are recognized as part of the cost basis of the loan at the time it is sold. Gains or losses on sales are recognized upon delivery and included in net gain on sale of loans.

Purchased Loans

Loans acquired (non-impaired and impaired) in a business acquisition are recorded at their fair value at the acquisition date. Credit discounts are included in the determination of fair value; therefore, an allowance for loan losses is not recorded at the acquisition date.

In determining the acquisition date fair value of purchased loans with evidence of credit deterioration ("purchased impaired loans"), and in subsequent accounting, the Company generally aggregates impaired purchased consumer and certain smaller balance impaired commercial loans into pools of loans with common risk characteristics, while accounting for larger-balance impaired commercial loans individually. Expected cash flows at the acquisition date in excess of the fair value of loans are recorded as interest income over the life of the loans using a level-yield method.

Management estimates the cash flows expected to be collected at acquisition and at subsequent measurement dates using internal risk models, which incorporate the estimate of key assumptions, such as default rates, loss severity, and prepayment speeds. Subsequent to the acquisition date, decreases in cash flows over those expected at the acquisition date are recognized by recording an allowance for loan losses. Subsequent increases in cash flow over those expected at the acquisition date are recognized as reductions to allowance for loan losses to the extent impairment was previously recognized and thereafter as interest income prospectively.

For purchased loans not deemed impaired at the acquisition date, the difference between the fair value and the unpaid principal balance of the loan at acquisition date is amortized or accreted to interest income using the effective interest method over the remaining period to contractual maturity.

Credit Risk Management

The Company's strategy for credit risk management includes well-defined, centralized credit policies, uniform underwriting criteria and ongoing risk monitoring and review processes for all credit exposures. The strategy also emphasizes diversification on a geographic, industry, and customer level; regular credit examinations; and management reviews of loans exhibiting deterioration of credit quality. The credit risk management strategy also includes a credit risk assessment process that performs assessments of compliance with commercial and consumer credit policies, risk ratings, and other critical credit information. Loan decisions are documented with respect to the borrower's business, purpose of the loan, evaluation of the repayment sources, and the associated risks, evaluation of collateral, covenants and monitoring requirements, and risk rating rationale.

GREAT WESTERN BANCORP, INC.
Notes to Consolidated Financial Statements (Unaudited)

The Company categorizes its loan portfolio into six classes, which is the level at which it develops and documents a systematic methodology to determine the allowance for loan losses. The Company's six loan portfolio classes are residential real estate, commercial real estate, commercial non real estate, agriculture, consumer and other lending.

The residential real estate lending class includes loans made to consumer customers including residential mortgages, residential construction loans and home equity loans and lines. These loans are typically fixed rate loans secured by residential real estate. Home equity lines are revolving accounts giving the borrower the ability to draw and repay balances repeatedly, up to a maximum commitment, and are secured by residential real estate. Home equity lines typically have variable rate terms which are benchmarked to a prime rate. Historical loss history is the primary factor in determining the allowance for loan losses for the residential real estate lending class. Key risk characteristics relevant to residential real estate lending class loans primarily relate to the borrower's capacity and willingness to repay and include unemployment rates and other economic factors, and customer payment history. These risk characteristics, among others, are reflected in the environmental factors considered in determining the allowance for loan losses.

The commercial real estate lending class includes loans made to small and middle market businesses, including multifamily properties. Loans in this class are secured by commercial real estate. Historical loss history and updated loan-to-value information on collateral-dependent loans are the primary factors in determining the allowance for loan losses for the commercial real estate lending class. Key risk characteristics relevant to the commercial real estate lending class include the industry and geography of the borrower's business, purpose of the loan, repayment sources, borrower's debt capacity and financial performance, loan covenants, and nature of pledged collateral. We consider these risk characteristics in assigning risk ratings and estimating environmental factors considered in determining the allowance for loan losses.

The commercial non real estate lending class includes loans made to small and middle market businesses, and loans made to public sector customers. Loans in this class are generally secured by business assets and guaranteed by owners; cashflows are most often our primary source of repayment. Historical loss history and updated loan-to-value information on collateral-dependent loans are the primary factors in determining the allowance for loan losses for the commercial non real estate lending class. Key risk characteristics relevant to the commercial non real estate lending class include the industry and geography of the borrower's business, purpose of the loan, repayment sources, borrower's debt capacity and financial performance, loan covenants, and nature of pledged collateral. We consider these risk characteristics in assigning risk ratings and estimating environmental factors considered in determining the allowance for loan losses.

The agriculture lending class includes loans made to small and mid-size agricultural individuals and businesses. Loans in this class are generally secured by operating assets and guaranteed by owners; cashflows are most often our primary source of repayment. Historical loss history and updated loan-to-value information on collateral-dependent loans are the primary factors in determining the allowance for loan losses for the agriculture lending class. Key risk characteristics relevant to the agriculture lending class include the geography of the borrower's operations, commodity prices and weather patterns, purpose of the loan, repayment sources, borrower's debt capacity and financial performance, loan covenants, and nature of pledged collateral. We consider these risk characteristics in assigning risk ratings and estimating environmental factors considered in determining the allowance for loan losses.

The consumer lending class includes loans made to consumer customers including loans secured by automobiles and other installment loans, and the other lending class includes credit card loans and unsecured revolving credit lines. Historical loss history is the primary factor in determining the allowance for loan losses for the consumer and other lending classes. Key risk characteristics relevant to loans in the consumer and other lending classes primarily relate to the borrower's capacity and willingness to repay and include unemployment rates and other economic factors, and customer payment and overall credit history. These risk characteristics, among others, are reflected in the environmental factors considered in determining the allowance for loan losses.

The Company assigns all non-consumer loans a credit quality risk rating. These ratings are Pass, Watch, Substandard, Doubtful, and Loss. Loans with a Pass and Watch rating represent those loans not classified on the Company's rating scale for problem credits, with loans with a Watch rating being monitored and updated at least quarterly by management. Substandard loans are those where a well- defined weakness has been identified that may put full collection of contractual debt at risk. Doubtful loans are those where a well-defined weakness has been identified and a loss of contractual debt is probable. Substandard and doubtful loans are monitored and updated monthly. All loan risk ratings are updated and monitored on a continuous basis. The Company generally does not risk rate consumer loans unless a default event such as bankruptcy or extended nonperformance takes place. Alternatively, standard credit scoring systems are used to assess credit risks of consumer loans.

GREAT WESTERN BANCORP, INC.
Notes to Consolidated Financial Statements (Unaudited)

Troubled Debt Restructurings ("TDRs")

Loans modified under troubled debt restructurings involve granting a concession to a borrower who is experiencing financial difficulty. These concessions could include a reduction in the interest rate on the loan, payment extensions, forgiveness of principal, forbearance, or other actions intended to maximize collection, which generally would not otherwise be considered. Our TDRs include performing and nonperforming TDRs, which consist of loans that continue to accrue interest at the loan's original interest rate as we expect to collect the remaining principal and interest on the loan, and nonaccrual TDRs, which include loans that are in a nonaccrual status and are no longer accruing interest, as we do not expect to collect the full amount of principal and interest owned from the borrower on these loans. At the time of modification (except for loans on nonaccrual status), a TDR is classified as nonperforming TDR until a six-month payment history of principal and interest payments, in accordance with the terms of the loan modification, is sustained, at which time we move the loan to a performing status (performing TDR). If we do not expect to collect all principal and interest on the loan, the modified loan is classified as a nonaccrual TDR. All TDRs are accounted for as impaired loans and are included in our analysis of the allowance for loan losses. A TDR that has been renewed for a borrower who is no longer experiencing financial difficulty and which yields a market rate of interest at the time of a renewal is no longer considered a TDR.

Allowance for Loan Losses ("ALL") and Unfunded Commitments

The Company maintains an allowance for loan losses at a level management believes is appropriate to reserve for credit losses inherent in our loan portfolio. The allowance for loan losses is determined based on an ongoing evaluation, driven primarily by monitoring changes in loan risk grades, delinquencies, and other credit risk indicators, which is inherently subjective.

The Company considers the uncertainty related to certain industry sectors and the extent of credit exposure to specific borrowers within the portfolio. In addition, consideration is given to concentration risks associated with the various loan portfolios and current economic conditions that might impact the portfolio. The Company also considers changes, if any, in underwriting activities, the loan portfolio composition (including product mix and geographic, industry, or customer-specific concentrations), trends in loan performance, the level of allowance coverage relative to similar banking institutions and macroeconomic factors, such as changes in unemployment rates, gross domestic product, and consumer bankruptcy filings.

All of these estimates are susceptible to significant change. Changes to the allowance for loan losses are made by charges to the provision for loan losses, which is reflected in the consolidated statements of comprehensive income. Past due status is monitored as an indicator of credit deterioration. Loans that are 90 days or more past due are put on nonaccrual status unless the loan is well secured and in the process of collection. Loans deemed to be uncollectible are charged off against the allowance for loan losses.
Recoveries of amounts previously charged-off are credited to the allowance for loan losses.

The allowance for loan losses consist of reserves for probable losses that have been identified related to specific borrowing relationships that are individually evaluated for impairment ("specific reserve"), as well as probable losses inherent in our loan portfolio that are not specifically identified ("collective reserve").

The specific reserve relates to impaired loans. A loan is impaired when, based on current information and events, it is probable the Company will be unable to collect all amounts due (interest as well as principal) according to the contractual terms of the loan agreement. Specific reserves are determined on a loan-by-loan basis based on management's best estimate of the Company's exposure, given the current payment status of the loan, the present value of expected payments, and the value of any underlying collateral.
Impaired loans also include loans modified in troubled debt restructurings. Generally, the impairment related to troubled debt restructurings is measured based on the fair value of the collateral, less cost to sell, or the present value of expected payments relative to the unpaid principal balance. If the impaired loan is identified as collateral dependent, then the fair value of the collateral method of measuring the amount of the impairment is utilized. This method requires obtaining an independent appraisal of the collateral and applying a discount factor to the appraised value, if necessary, and including costs to sell.

Management's estimate for collective reserves reflects losses incurred in the loan portfolio as of the consolidated balance sheet reporting date. Incurred loss estimates primarily are based on historical loss experience and portfolio mix. Incurred loss estimates may be adjusted for qualitative factors such as current economic conditions and current portfolio trends including credit quality, concentrations, aging of the portfolio, and/or significant policy and underwriting changes.

GREAT WESTERN BANCORP, INC.
Notes to Consolidated Financial Statements (Unaudited)

The Company maintains an ALL for acquired impaired loans accounted for under ASC 310-30, resulting from decreases in expected cash flows arising from the periodic revaluation of these loans Any decrease in expected cash flows in the individual loan pool is generally recognized in the current provision for loan losses. Any increase in expected cash flows is generally not recognized immediately but is instead reflected as an adjustment to the related loan or pool's yield on a prospective basis once any previously recorded provision for loan loss has been recognized.

For acquired nonimpaired loans accounted for under ASC 310-20, the Company utilizes methods to estimate the required allowance for loan losses similar to originated loans; the required reserve is compared to the net carrying value of each acquired nonimpaired loan (by segment) to determine if a provision is required.

While management uses the best information available to establish the allowance for loan losses, future adjustments may be necessary if economic conditions differ substantially from the assumptions used in performing the estimates.

Unfunded residential mortgage loan commitments entered into in connection with mortgage loans to be held for sale are considered derivatives and are recorded at fair value and included in other liabilities on the consolidated balance sheets with changes in fair value recorded in other interest income. All other unfunded loan commitments are generally related to providing credit facilities to customers and are not considered derivatives. For purchased loans, the fair value of the unfunded credit commitments is considered in determination of the fair value of the loans recorded at the date of acquisition. Reserves for credit exposure on all other unfunded credit commitments are recorded in other liabilities on the consolidated balance sheets.

FDIC Indemnification Asset and Clawback Liability

In conjunction with a Federal Deposit Insurance Corporation (“FDIC”)-assisted transaction of TierOne Bank in 2010, the Company entered into two loss share agreements with the FDIC, one covering certain single family residential mortgage loans with the claim period ending June 2020 and one covering commercial loans and other assets, in which the claim period ended in June 2015. The agreements cover a portion of realized losses on loans, foreclosed real estate and certain other assets. The Company has recorded assets on the consolidated balance sheets (i.e. indemnification assets) representing estimated future amounts recoverable from the FDIC.

Fair values of loans covered by the loss sharing agreements at the acquisition date were estimated based on projected cash flows available based on the expected probability of default, default timing and loss given default, the expected reimbursement rates (generally 80%) from the FDIC and other relevant terms of the loss sharing agreements. The initial fair value was established by discounting these expected cash flows with a market discount rate for instruments with like maturity and risk characteristics.

The loss share assets are measured separately from the related loans and foreclosed real estate and recorded as an FDIC indemnification asset on the consolidated balance sheets because they are not contractually embedded in the loans and are not transferable with the loans should the Company choose to dispose of them. Subsequent to the acquisition date, reimbursements received from the FDIC for actual incurred losses reduce the carrying amount of the loss share assets. Reductions to expected losses on covered assets, to the extent such reductions to expected losses are the result of an improvement to the actual or expected cash flows from the covered assets, also reduce the carrying amount of the loss share assets. The rate of accretion of the indemnification asset discount included in interest income slows to mirror the accelerated accretion of the loan discount. Additional expected losses on covered assets, to the extent such expected losses result in the recognition of an allowance for loan losses, increase the carrying amount of the loss share assets. A related increase in the value of the indemnification asset up to the amount covered by the FDIC is calculated based on the reimbursement rates from the FDIC and is included in other noninterest income. The corresponding loan accretion or amortization is recorded as a component of interest income on the consolidated statements of comprehensive income.
Although these assets are contractual receivables from the FDIC, there are no contractual interest rates.

As part of the loss sharing agreements, the Company also assumed a liability (“FDIC Clawback Liability”) to be paid within 45 days subsequent to the maturity or termination of the loss sharing agreements that is contingent upon actual losses incurred over the life of the agreements relative to expected losses considered in the consideration paid at acquisition date and the amount of losses reimbursed to the Company under the loss sharing agreements. The liability was recorded at fair value as of the acquisition date. The fair value was based on a discounted cash flow calculation that considered the formula defined in the loss sharing agreements and projected losses. The difference between the fair value at acquisition date and the projected losses is amortized through other noninterest expense. As projected losses and reimbursements are updated, as described above, the FDIC Clawback Liability is adjusted and a gain

GREAT WESTERN BANCORP, INC.
Notes to Consolidated Financial Statements (Unaudited)

or loss is recorded in other noninterest expense.

Core Deposits and Other Intangibles

Intangible assets consist of core deposits, brand intangible, customer relationships, and other intangibles. Core deposits represent the identifiable intangible value assigned to core deposit bases arising from purchase acquisitions. Brand intangible represents the value associated with the Bank charter. Customer relationships intangible represents the identifiable intangible value assigned to customer relationships arising from a purchase acquisition. Other intangibles represent contractual franchise arrangements under which the franchiser grants the franchisee the right to perform certain functions within a designated geographical area. The methods and lives used to amortize intangible assets are as follows:

Intangible	Method	Years
Core deposit	Straight-line or effective yield	5
Brand intangible	Straight-line	15
Customer relationships	Straight-line	8.5
Other intangibles	Straight-line	5

Intangible assets are evaluated for impairment whenever events or changes in circumstances indicate that the carrying value may not be recoverable. No intangible asset impairments were recognized during the years ended September 30, 2015, 2014 or 2013.

Derivatives

The Company maintains an overall interest rate risk management strategy that permits the use of derivative instruments to modify exposure to interest rate risk. The Company enters into interest rate swap contracts to offset the interest rate risk associated with borrowers who lock in long-term fixed rates (greater than or equal to 5 years to maturity) through a fixed rate loan. These contracts do not qualify for hedge accounting. Generally, under these swaps, the Company agrees with various swap counterparties to exchange the difference between fixed-rate and floating-rate interest amounts based upon notional principal amounts. These interest rate derivative instruments are recognized as assets and liabilities on the consolidated balance sheets and measured at fair value, with changes in fair value reported in net realized and unrealized gain (loss) on derivatives. Since each fixed rate loan is paired with an offsetting derivative contract, the impact to net income is minimized.

The Company enters into forward interest rate lock commitments on mortgage loans to be held for sale, which are commitments to originate loans whereby the interest rate on the loan is determined prior to funding. The Company also has corresponding forward sales contracts related to these interest rate lock commitments. Both the mortgage loan commitments and the related sales contracts are considered derivatives and are recorded at fair value with changes in fair value recorded in noninterest income.

Stock Based Compensation

Restricted and performance-based stock units/awards are classified as equity awards and accounted for under the Treasury method. Compensation expense for non-vested stock units/awards is based on the fair value of the award on the measurement date, which, for the Company, is the date of the grant and is recognized ratably over the vesting or performance period of the award. The fair value of non-vested stock units/awards is generally the market price of the Company's stock on the date of grant.

Income Taxes

The Company was required to file a consolidated income tax return with National Americas Investment, Inc. ("NAI") (a wholly owned indirect subsidiary of NAB) until NAI's dissolution on October 17, 2014. Income taxes are allocated pursuant to a tax-sharing arrangement, whereby the Company will pay federal and state income taxes as if it were filing on a stand-alone basis. Income tax expense includes two components: current and deferred. Current income tax expense reflects taxes to be paid or refunded for the current period by applying the provisions of the enacted tax law to the taxable income or excess of deductions over income. The Company determines deferred income taxes using the liability (or balance sheet) method. Under this method, the net deferred tax asset or liability is based on the tax effects of the differences between the book and tax basis of assets and liabilities, and enacted changes in

GREAT WESTERN BANCORP, INC.
Notes to Consolidated Financial Statements (Unaudited)

tax rates and laws are recognized in the period in which they occur. Deferred income tax expense results from changes in deferred tax
assets and liabilities between periods.

Deferred tax assets are reduced by a valuation allowance if, based on the weight of evidence available, it is more likely than not that
some portion or all of a deferred tax asset will not be realized.

Tax benefits related to uncertain tax positions are recognized if it is more likely than not, based on the technical merits, that the tax
position will be realized or sustained upon examination. The term "more likely than not" means a likelihood of more than 50 percent;
the terms "examined" and "upon examination" also include resolution of the related appeals or litigation processes, if any. A tax
position that meets the more-likely-than-not recognition threshold is initially and subsequently measured as the largest amount of tax
benefit that has a greater than 50 percent likelihood of being realized upon settlement with a taxing authority that has full knowledge
of all relevant information.

The determination of whether or not a tax position has met the more-likely-than-not recognition threshold considers the facts,
circumstances, and information available at the reporting date and is subject to management’s judgment.

Transfers of Financial Assets

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

Securities sold under agreements to repurchase are accounted for as collateralized financing transactions and are recorded at amounts
at which the securities were financed, plus accrued interest.

Revenue Recognition

The Company recognizes revenue as it is earned based on contractual terms, as transactions occur, or as services are provided and collectability is reasonably assured. Certain specific policies related to service charges and other fees include the following:

Deposit Service Charges

Service charges on deposit accounts are primarily fees related to customer overdraft events and not sufficient funds fees, net of any refunded fees, and are recognized as transactions occur and services are provided. Service charges on deposit accounts also relate to monthly fees based on minimum balances, and are earned as transactions occur and services are provided.

Interchange Fees

Interchange fees include interchange income from consumer debit card transactions processed through card association networks. Interchange income is a fee paid by a merchant bank to the card-issuing bank through the interchange network. Interchange fees are set by the card association networks and are based on cardholder purchase volumes.

Wealth Management Fees

Wealth management fees include commission income from financial planning, investment management and insurance operations.

Comprehensive Income

Comprehensive income consists of net income and other comprehensive income, net of applicable income taxes. Other comprehensive income (loss) consists entirely of unrealized appreciation (depreciation) on available-for-sale securities.

GREAT WESTERN BANCORP, INC.
Notes to Consolidated Financial Statements (Unaudited)

Subsequent Events
The Company has evaluated all events or transactions that occurred through the date the Company issued these financial statements. During this period, the Company did not have any material recognizable or non-recognizable subsequent events other than outlined below.
On January 27, 2016, the board of directors of the Company declared a dividend of $0.14 per common share payable on February 23, 2016 to owners of record as of close of business on February 11, 2016.
On November 30, 2015, the Company announced the signing of an Agreement and Plan of Merger with HF Financial Corp ("HF Financial"), the parent company of Home Federal Bank, headquartered in Sioux Falls, South Dakota. The Merger Agreement provides that HF Financial will merge into the Company, with the Company being the surviving entity, followed by the merger of Home Federal Bank into the Bank, with the Bank being the surviving entity. The Merger Agreement has been approved by the Boards of Directors of the Company and HF Financial. The closing of the Merger Agreement is subject to the required approval of HF Financial’s stockholders, requisite regulatory approvals and the effectiveness of the registration statement to be filed by the Company with respect to the stock to be issued in the merger and other customary closing conditions. The parties anticipate closing during the third quarter of the Company's fiscal year 2016.
Subject to the terms of the Merger Agreement, HF Financial's stockholders will have the right to receive for each share of HF Financial common stock, at their election (but subject to proration in the event cash or stock is oversubscribed), either (i) 0.6500 share of the Company's common stock, or (ii) $19.50 in cash. The total merger consideration shall be prorated as necessary to ensure that 25% of the total outstanding shares of HF Financial common stock will be exchanged for cash and 75% of the total outstanding shares of HF Financial common stock will be exchanged for shares of the Company's common stock in the merger. The aggregate merger consideration equals $34.5 million of cash and 3.45 million shares of the Company’s common stock.
The Company has evaluated all events or transactions that occurred through the date the Company issued these financial statements. During this period, the Company did not have any material recognizable or non-recognizable subsequent events other than those outlined above.
2. New Accounting Pronouncements
In January 2016, the FASB issued ASU No. 2016-01, Financial Instruments - Overall (Subtopic 825-10) - Recognition and Measurement of Financial Assets and Financial Liabilities, which addresses certain aspects of recognition, measurement, presentation and disclosure of financial instruments. ASU 2016-01 will be effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2017, with early adoption permitted. The Company is currently evaluating the potential impact of ASU 2016-01 on our financial statements.

In September 2015, the FASB issued ASU No. 2015-16, Business Combinations (Topic 805) - Simplifying the Accounting for Measurement-Period Adjustments, which requires that adjustments to provisional amounts that are identified during the measurement period of a business combination be recognized in the reporting period in which the adjustment amounts are determined. Furthermore, the income statement effects of such adjustments, if any, must be calculated as if the accounting had been completed at the acquisition date. The portion of the amount recorded in current-period earnings that would have been recorded in previous reporting periods if the adjustment to the provisional amounts had been recognized as of the acquisition date. Under previous guidance, adjustments to provisional amounts identified during the measurement period are to be recognized retrospectively. ASU 2015-16 will be effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015. Earlier application is permitted for financial statements that have not been issued, therefore the Company has elected to early adopt this ASU for fiscal year 2016. There is no impact to our financial statements in the current quarter.
In May 2014, the FASB issued ASU No. 2014-09 Revenue from Contracts with Customers (Topic 606), which does not apply to financial instruments. The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the

entity expects to be entitled in exchange for those goods and services. ASU 2014-09 is effective for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period. The amendments can be applied retrospectively to each prior reporting period or retrospectively with the cumulative effect of initially applying this ASU recognized at the date of initial application. Early application is not permitted. The Company is assessing the impact of ASU 2014-09 on its accounting and disclosures. In August 2015, the FASB issued ASU No. 2015-14 which deferred the effective date of ASU No. 2014-09 until annual reporting periods beginning after December 15, 2017. No other revisions were made to ASU 2014-09. The Company is currently evaluating the potential impact of ASU 2014-09 on our financial statements.

GREAT WESTERN BANCORP, INC.
Notes to Consolidated Financial Statements (Unaudited)

3. Securities Available for Sale
The amortized cost and approximate fair value of investments in securities, all of which are classified as available for sale according to management's intent, are summarized as follows (in thousands):

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
As of December 31, 2015				
U.S. Treasury securities	$251,240	$1,086	$(185)	$252,141
U.S. Agency securities	74,446	—	(424)	74,022
Mortgage-backed securities:				
Government National Mortgage Association	788,536	1,068	(8,811)	780,793
Federal National Mortgage Association	94,974	—	(962)	94,012
Small Business Assistance Program	109,449	134	(475)	109,108
States and political subdivision securities	1,472	1	—	1,473
Corporate debt securities	4,997	17	—	5,014
Other	1,006	36	—	1,042
Total	$1,326,120	$2,342	$(10,857)	$1,317,605

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
As of September 30, 2015				
U.S. Treasury securities	$250,986	$3,811	$—	$254,797
U.S. Agency securities	74,412	643	—	75,055
Mortgage-backed securities:				
Government National Mortgage Association	842,460	3,663	(4,503)	841,620
Federal National Mortgage Association	46,449	96	—	46,545
Small Business Assistance Program	101,415	233	(213)	101,435
States and political subdivision securities	1,849	1	—	1,850
Corporate debt securities	4,996	—	(13)	4,983
Other	1,006	36	—	1,042
Total	$1,323,573	$8,483	$(4,729)	$1,327,327

GREAT WESTERN BANCORP, INC.
Notes to Consolidated Financial Statements (Unaudited)

The amortized cost and approximate fair value of debt securities available for sale as of December 31, 2015 and September 30, 2015, by contractual maturity, are shown below. Maturities of mortgage-backed securities may differ from contractual maturities because the mortgages underlying the securities may be called or repaid without any penalties.

	December 31, 2015		September 30, 2015	
(In Thousands)	Amortized Cost	Estimated Fair Value	Amortized Cost	Estimated Fair Value
Due in one year or less	$75,918	$75,495	$76,261	$76,905
Due after one year through five years	256,237	257,155	255,982	259,780
Due after five years through ten years	—	—	—	—
	332,155	332,650	332,243	336,685
Mortgage-backed securities	992,959	983,913	990,324	989,600
Securities without contractual maturities	1,006	1,042	1,006	1,042
Total	$1,326,120	$1,317,605	$1,323,573	$1,327,327

Proceeds from sales of securities available for sale were $0.0 million and $55.1 million for the three months ended December 31, 2015 and 2014, respectively. Gross gains (pre-tax) of $0.0 million and $0.6 million and gross losses (pre-tax) of $0.0 million and $0.5 million were realized on the sales for the three months ended December 31, 2015 and 2014, respectively, using the specific identification method. The Company recognized an other than temporary impairment in net loss on sale of securities in the consolidated statements of comprehensive income of $0.4 million on two security holdings attributable to credit for the three months ended December 31, 2015. There was no other than temporary impairment recognized for the three months ended December 31, 2014.

Securities with an estimated fair value of approximately $930.1 million and $894.3 million at December 31, 2015 and September 30, 2015, respectively, were pledged as collateral on public deposits, securities sold under agreements to repurchase, and for other purposes as required or permitted by law. The counterparties do not have the right to sell or pledge the securities the Company has pledged as collateral.

As detailed in the following tables, certain investments in debt securities, which are approximately 71% and 36% of the Company’s investment portfolio at December 31, 2015 and September 30, 2015, respectively, are reported in the consolidated financial statements at an amount less than their amortized cost. Based on evaluation of available evidence, including recent changes in market interest rates, credit rating information, implicit or explicit government guarantees, and information obtained from regulatory filings, management believes the declines in fair value of these securities are temporary. As the Company does not intend to sell the securities and it is not more likely than not that the Company will be required to sell the securities before the recovery of their amortized cost basis, which may be maturity, the Company does not consider the securities to be other than temporarily impaired at December 31, 2015 or September 30, 2015.

The following table presents the Company’s gross unrealized losses and approximate fair value in investments, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position (in thousands):

	December 31, 2015					
	Less than 12 months		12 months or more		Total	
	Estimated Fair Value	Unrealized Losses	Estimated Fair Value	Unrealized Losses	Estimated Fair Value	Unrealized Losses
U.S. Treasury securities	$53,495	$(185)	$—	$—	$53,495	$(185)
U.S. Agency securities	74,022	(424)	—	—	74,022	(424)
Mortgage-backed securities	285,589	(1,980)	524,278	(8,268)	809,867	(10,248)

Corporate debt securities	—	—	—	—	—	—
Total	$413,106	$(2,589)	$524,278	$(8,268)	$937,384	$(10,857)

GREAT WESTERN BANCORP, INC.
Notes to Consolidated Financial Statements (Unaudited)

	September 30, 2015					
	Less than 12 months		12 months or more		Total	
	Estimated Fair Value	Unrealized Losses	Estimated Fair Value	Unrealized Losses	Estimated Fair Value	Unrealized Losses
U.S. Treasury securities	$—	$—	$—	$—	$—	$—
U.S. Agency securities	—	—	—	—	—	—
Mortgage-backed securities	58,604	(236)	412,058	(4,480)	470,662	(4,716)
Corporate debt securities	4,984	(13)	—	—	4,984	(13)
Total	$63,588	$(249)	$412,058	$(4,480)	$475,646	$(4,729)

As of December 31, 2015 and September 30, 2015, the Company had 67 and 31 securities, respectively, in an unrealized loss position.

The Company’s investments in nonmarketable equity securities are all stock of the Federal Home Loan Bank ("FHLB"). The carrying value of Federal Home Loan Bank stock was $32.3 million and $35.7 million as of December 31, 2015 and September 30, 2015, respectively, and is reported in other assets on the consolidated balance sheets. No indicators of impairment related to FHLB stock were identified during the three months ended December 31, 2015 and 2014.

The components of accumulated other comprehensive income (loss) from net unrealized gains (losses) on securities available for sale for the three months ended December 31, 2015 and 2014, respectively are as follows (in thousands):

	Three Months Ended December 31,	
	2015	2014
Beginning balance accumulated other comprehensive income (loss)	$2,318	$(6,157)
Net unrealized holding gain (loss) arising during the period	(11,915)	4,973
Reclassification adjustment for net gain (loss) realized in net income	(354)	51
Net change in unrealized gain (loss) before income taxes	(12,269)	5,024
Income tax (expense) benefit	4,662	(1,909)
Net change in unrealized gain (loss) on securities after taxes	(7,607)	3,115
Ending balance accumulated other comprehensive (loss)	$(5,289)	$(3,042)

4. Loans

The composition of loans as of December 31, 2015 and September 30, 2015, is as follows (in thousands):

	December 31, 2015	September 30, 2015
Residential real estate	$927,138	$921,827
Commercial real estate	2,962,040	2,845,748
Commercial non real estate	1,586,501	1,610,828
Agriculture	1,969,269	1,861,465
Consumer	69,787	73,049
Other	40,719	38,371
Ending balance	7,555,454	7,351,288
Less:		
Unamortized discount on acquired loans	(18,057)	(19,264)
Unearned net deferred fees and costs and loans in process	(6,737)	(6,826)
Total	$7,530,660	$7,325,198

- 22-

GREAT WESTERN BANCORP, INC.
Notes to Consolidated Financial Statements (Unaudited)

The loan breakouts above include loans covered by FDIC loss sharing agreements totaling $91.2 million and $97.0 million as of December 31, 2015 and September 30, 2015, respectively, residential real estate loans held for sale totaling $11.4 million and $9.9 million at December 31, 2015 and September 30, 2015, respectively, and $1.12 billion of loans and written loan commitments accounted for at fair value at both December 31, 2015 and September 30, 2015.

Unamortized net deferred fees and costs totaled $7.4 million and $7.5 million as of December 31, 2015 and September 30, 2015, respectively.

Loans in process represent loans that have been funded as of the balance sheet dates but not classified into a loan category and loan payments received as of the balance sheet dates that have not been applied to individual loan accounts. Loans in process totaled $(0.7) million at both December 31, 2015 and September 30, 2015.

Loans guaranteed by agencies of the U.S. government totaled $106.1 million and $105.0 million at December 31, 2015 and September 30, 2015, respectively.

Principal balances of residential real estate loans sold totaled $58.2 million and $64.3 million for the three months ended December 31, 2015 and 2014, respectively.

Nonaccrual

The following table presents the Company's nonaccrual loans at December 31, 2015 and September 30, 2015 (in thousands), excluding loans acquired with deteriorated credit quality. Loans greater than 90 days past due and still accruing interest as of December 31, 2015 and September 30, 2015, were not significant.

Nonaccrual loans	December 31, 2015	September 30, 2015
Residential real estate	$7,480	$7,642
Commercial real estate	9,727	9,556
Commercial non real estate	7,369	14,281
Agriculture	18,127	24,569
Consumer	112	107
Total	$42,815	$56,155

Credit Quality Information

The composition of the loan portfolio by internally assigned grade is as follows as of December 31, 2015 and September 30, 2015. This table (in thousands) is presented net of unamortized discount on acquired loans and excludes loans of $1.12 billion measured at fair value with changes in fair value reported in earnings at both December 31, 2015 and September 30, 2015:

As of December 31, 2015	Residential Real Estate	Commercial Real Estate	Commercial Non Real Estate	Agriculture	Consumer	Other	Total
Credit Risk Profile by Internally Assigned Grade							
Grade:							
Pass	$808,439	$2,495,723	$1,005,935	$1,371,392	$69,225	$40,719	$5,791,433
Watchlist	4,525	79,222	57,213	157,433	227	—	298,620
Substandard	11,894	71,802	45,423	100,489	299	—	229,907
Doubtful	220	193	747	66	8	—	1,234
Loss	—	—	—	—	—	—	—
Ending balance	825,078	2,646,940	1,109,318	1,629,380	69,759	40,719	6,321,194
Loans covered by FDIC loss sharing agreements	91,245	—	—	—	—	—	91,245
Total	$916,323	$2,646,940	$1,109,318	$1,629,380	$69,759	$40,719	$6,412,439

- 23-

GREAT WESTERN BANCORP, INC.
Notes to Consolidated Financial Statements (Unaudited)

As of September 30, 2015	Residential Real Estate	Commercial Real Estate	Commercial Non Real Estate	Agriculture	Consumer	Other	Total
Credit Risk Profile by Internally Assigned Grade							
Grade:							
Pass	$799,359	$2,384,980	$1,053,091	$1,272,312	$72,705	$38,371	$5,620,818
Watchlist	4,890	66,024	50,242	189,144	78	—	310,378
Substandard	11,877	56,905	60,801	53,837	223	—	183,643
Doubtful	323	200	682	256	7	—	1,468
Loss	—	—	—	—	—	—	—
Ending balance	816,449	2,508,109	1,164,816	1,515,549	73,013	38,371	6,116,307
Loans covered by FDIC loss sharing agreements	97,030	—	—	—	—	—	97,030
Total	$913,479	$2,508,109	$1,164,816	$1,515,549	$73,013	$38,371	$6,213,337

Past Due Loans

The following table (in thousands) presents the Company’s past due loans at December 31, 2015 and September 30, 2015. This table is presented net of unamortized discount on acquired loans and excludes loans of $1.12 billion measured at fair value with changes in fair value reported in earnings at both December 31, 2015 and September 30, 2015.

As of December 31, 2015	30-59 Days Past Due	60-89 Days Past Due	90 Days or Greater Past Due	Total Past Due	Current	Total Financing Receivables
Residential real estate	$2,721	$459	$2,895	$6,075	$819,003	$825,078
Commercial real estate	2,130	48	5,846	8,024	2,638,916	2,646,940
Commercial non real estate	1,023	847	4,081	5,951	1,103,367	1,109,318
Agriculture	1,828	62	2,792	4,682	1,624,698	1,629,380
Consumer	71	80	41	192	69,567	69,759
Other	—	—	—	—	40,719	40,719
Ending balance	7,773	1,496	15,655	24,924	6,296,270	6,321,194
Loans covered by FDIC loss sharing agreements	2,294	813	373	3,480	87,765	91,245
Total	$10,067	$2,309	$16,028	$28,404	$6,384,035	$6,412,439

As of September 30, 2015	30-59 Days Past Due	60-89 Days Past Due	90 Days or Greater Past Due	Total Past Due	Current	Total Financing Receivables
Residential real estate	$486	$858	$2,776	$4,120	$812,329	$816,449
Commercial real estate	1,708	1,204	4,247	7,159	2,500,950	2,508,109
Commercial non real estate	697	7,944	4,072	12,713	1,152,103	1,164,816
Agriculture	2,161	175	6,264	8,600	1,506,949	1,515,549
Consumer	232	8	37	277	72,736	73,013
Other	—	—	—	—	38,371	38,371
Ending balance	5,284	10,189	17,396	32,869	6,083,438	6,116,307
Loans covered by FDIC loss sharing agreements	2,455	594	873	3,922	93,108	97,030

Total	$7,739	$10,783	$18,269	$36,791	$6,176,546	$6,213,337

GREAT WESTERN BANCORP, INC.
Notes to Consolidated Financial Statements (Unaudited)

Impaired Loans

The following table presents the Company's impaired loans (in thousands). This table excludes loans covered by FDIC loss sharing agreements:

	December 31, 2015			September 30, 2015		
	Recorded Investment	Unpaid Principal Balance	Related Allowance	Recorded Investment	Unpaid Principal Balance	Related Allowance
Impaired loans:						
With an allowance recorded:						
Residential real estate	$12,305	$12,501	$2,624	$12,364	$12,602	$2,784
Commercial real estate	81,071	81,099	6,230	67,751	69,722	4,644
Commercial non real estate	46,846	46,891	6,974	65,495	76,647	5,657
Agriculture	100,555	100,565	4,635	54,093	54,699	3,950
Consumer	322	370	57	230	359	50
Total	$241,099	$241,426	$20,520	$199,933	$214,029	$17,085

There are no impaired loans without a valuation allowance, other than those loans for which the Company has claim to collateral with value(s) in excess of the outstanding loan amount, after allowing for the cost of liquidating the collateral as of December 31, 2015 and September 30, 2015.

The average recorded investment on impaired loans and interest income recognized on impaired loans for the three months ended December 31, 2015 and 2014, respectively, are as follows:

	Three Months Ended December 31, 2015		Three Months Ended December 31, 2014	
	Average Recorded Investment	Interest Income Recognized while on Impaired Status	Average Recorded Investment	Interest Income Recognized while on Impaired Status
Residential real estate	$12,334	$149	$12,266	$162
Commercial real estate	74,411	1,469	69,203	1,770
Commercial non real estate	56,171	356	35,816	801
Agriculture	77,324	2,439	34,804	347
Consumer	276	17	251	9
Total	$220,516	$4,430	$152,340	$3,089

Valuation adjustments made to repossessed properties for the three months ended December 31, 2015 and 2014, totaled $0.0 million and $2.1 million, respectively. The adjustments are included in noninterest expense.

Troubled Debt Restructurings

Included in certain loan categories in the impaired loans are troubled debt restructurings ("TDRs") that were classified as impaired. These TDRs do not include purchased credit impaired loans. When the Company grants concessions to borrowers such as reduced interest rates or extensions of loan periods that would not be considered other than because of borrowers' financial difficulties, the modification is considered a TDR. Specific reserves included in the allowance for loan losses for TDRs were $4.3 million and $3.6 million at December 31, 2015 and September 30, 2015, respectively. Commitments to lend additional funds to borrowers whose loans were modified in a TDR were $1.2 million and $2.3 million as of December 31, 2015 or September 30, 2015.

- 25-

GREAT WESTERN BANCORP, INC.
Notes to Consolidated Financial Statements (Unaudited)

The following table presents the recorded value of the Company's TDR balances as of December 31, 2015 and September 30, 2015 (in thousands):

	December 31, 2015		September 30, 2015	
	Accruing	Nonaccrual	Accruing	Nonaccrual
Residential real estate	$515	$1,495	$452	$1,547
Commercial real estate	33,260	2,397	30,917	4,725
Commercial non real estate	5,387	1,403	8,928	833
Agriculture	41,392	6,247	20,041	6,857
Consumer	21	11	33	4
Total	$80,575	$11,553	$60,371	$13,966

GREAT WESTERN BANCORP, INC.
Notes to Consolidated Financial Statements (Unaudited)

The following table presents a summary of all accruing loans restructured in TDRs during the three months ended December 31, 2015 and 2014, respectively:

	Three Months Ended December 31,					
	2015			2014		
		Recorded Investment			Recorded Investment	
($ in thousands)	Number	Pre-Modification	Post-Modification	Number	Pre-Modification	Post-Modification
Residential real estate						
Rate modification	—	$—	$ —	—	$—	$ —
Term extension	—	—	—	—	—	—
Payment modification	—	—	—	—	—	—
Bankruptcy	—	—	—	—	—	—
Other	—	—	—	—	—	—
Total residential real estate	—	—	—	—	—	—
Commercial real estate						
Rate modification	—	—	—	—	—	—
Term extension	2	1,898	1,898	—	—	—
Payment modification	—	—	—	2	18,881	18,881
Bankruptcy	—	—	—	—	—	—
Other	—	—	—	—	—	—
Total commercial real estate	2	1,898	1,898	2	18,881	18,881
Commercial non real estate						
Rate modification	—	—	—	1	32	32
Term extension	1	58	58	—	—	—
Payment modification	—	—	—	1	1,824	1,824
Bankruptcy	—	—	—	—	—	—
Other	—	—	—	—	—	—
Total commercial non real estate	1	58	58	2	1,856	1,856
Agriculture						
Rate modification	—	—	—	—	—	—
Term extension	8	21,973	21,973	—	—	—
Payment modification	—	—	—	—	—	—
Bankruptcy	—	—	—	—	—	—
Other	—	—	—	—	—	—
Total agriculture	8	21,973	21,973	—	—	—
Consumer						
Rate modification	—	—	—	—	—	—
Term extension	—	—	—	—	—	—
Payment modification	—	—	—	—	—	—
Bankruptcy	—	—	—	—	—	—
Other	—	—	—	—	—	—
Total consumer	—	—	—	—	—	—
Total accruing	11	$23,929	$ 23,929	4	$20,737	$ 20,737
Change in recorded investment due to principal paydown at time of modification	—	$—	$ —	—	$—	$ —

Change in recorded investment due to chargeoffs at time of modification	—	$—	$ —	—	$—	$ —

GREAT WESTERN BANCORP, INC.
Notes to Consolidated Financial Statements (Unaudited)

The following table presents a summary of all non-accruing loans restructured in TDRs during the three months ended December 31, 2015 and 2014:

	Three Months Ended December 31,					
	2015			2014		
		Recorded Investment			Recorded Investment	
($ in thousands)	Number	Pre-Modification	Post-Modification	Number	Pre-Modification	Post-Modification
Residential real estate						
Rate modification	—	$—	$ —	—	$—	$ —
Term extension	—	—	—	—	—	—
Payment modification	1	187	187	—	—	—
Bankruptcy	—	—	—	—	—	—
Other	—	—	—	—	—	—
Total residential real estate	1	187	187	—	—	—
Commercial real estate						
Rate modification	—	—	—	—	—	—
Term extension	—	—	—	—	—	—
Payment modification	—	—	—	—	—	—
Bankruptcy	—	—	—	—	—	—
Other	—	—	—	—	—	—
Total commercial real estate	—	—	—	—	—	—
Commercial Non Real Estate						
Rate modification	—	—	—	—	—	—
Term extension	—	—	—	—	—	—
Payment modification	1	396	396	—	—	—
Bankruptcy	—	—	—	—	—	—
Other	—	—	—	—	—	—
Total commercial non real estate	1	396	396	—	—	—
Agriculture						
Rate modification	—	—	—	—	—	—
Term extension	—	—	—	—	—	—
Payment modification	—	—	—	—	—	—
Bankruptcy	—	—	—	—	—	—
Other	—	—	—	—	—	—
Total agriculture	—	—	—	—	—	—
Consumer						
Rate modification	—	—	—	—	—	—
Term extension	—	—	—	—	—	—
Payment modification	—	—	—	—	—	—
Bankruptcy	—	—	—	—	—	—
Other	—	—	—	—	—	—
Total consumer	—	—	—	—	—	—
Total non-accruing	2	$583	$ 583	—	$—	$ —
Change in recorded investment due to principal paydown at time of modification	—	$—	$ —	—	$—	$ —

Change in recorded investment due to chargeoffs at time of modification	—	$—	$ —	—	$—	$ —

GREAT WESTERN BANCORP, INC.
Notes to Consolidated Financial Statements (Unaudited)

The tables below represent defaults on loans that were first modified during the respective past 12 months, that became 90 days or more delinquent or were charged-off during the three months ended December 31, 2015 and 2014, respectively.

($ in thousands)	Three Months Ended December 31, 2015 Number of Loans	Recorded Investment	2014 Number of Loans	Recorded Investment
Residential real estate	2	$ 105	6	$ 522
Commercial real estate	—	—	1	95
Commercial non real estate	—	—	—	—
Agriculture	—	—	1	15
Consumer	—	—	—	—
Total	2	$ 105	8	$ 632

The majority of loans that were modified and subsequently became 90 days or more delinquent have remained on nonaccrual status since the time of modification. For the three months ended December 31, 2015 and 2014, respectively, $4.3 million and $0.0 million of loans were removed from TDR status as they were restructured at market terms and are performing.

5. Allowance for Loan Losses

The following tables presents the Company’s allowance for loan losses roll forward for the three months ended December 31, 2015 and 2014.

Three Months Ended December 31, 2015	Residential Real Estate	Commercial Real Estate	Commercial Non Real Estate	Agriculture	Consumer	Other	Total
Beginning balance October 1, 2015	$ 8,025	$ 18,014	$ 15,996	$ 13,952	$ 348	$ 865	$ 57,200
Charge-offs	(196)	(28)	(45)	(11)	(48)	(400)	(728)
Recoveries	44	83	404	47	25	164	767
Provision	22	1,366	875	1,485	16	322	4,086
(Improvement) impairment of loans acquired with deteriorated credit quality	(97)	(30)	(70)	—	—	—	(197)
Ending balance December 31, 2015	$ 7,798	$ 19,405	$ 17,160	$ 15,473	$ 341	$ 951	$ 61,128

Three Months Ended December 31, 2014	Residential Real Estate	Commercial Real Estate	Commercial Non Real Estate	Agriculture	Consumer	Other	Total
Beginning balance October 1, 2014	$ 8,342	$ 16,884	$ 10,550	$ 10,655	$ 264	$ 823	$ 47,518
Charge-offs	(57)	(82)	(84)	—	(38)	(428)	(689)
Recoveries	43	69	1,160	57	24	319	1,672
Provision	(350)	735	2,999	208	(24)	71	3,639
(Improvement) impairment of loans acquired with	(411)	116	—	—	(25)	—	(320)

deteriorated credit quality							
Ending balance December 31, 2014	$7,567	$17,722	$14,625	$10,920	$201	$785	$51,820

GREAT WESTERN BANCORP, INC.
Notes to Consolidated Financial Statements (Unaudited)

The following tables provide details regarding the allowance for loan and lease losses and balance by type of allowance. These tables (in thousands) are presented net of unamortized discount on acquired loans and excludes loans of $1.12 billion measured at fair value with changes in fair value reported in earnings, loans held for sale of $11.4 million, and guaranteed loans of $106.1 million for December 31, 2015 and loans measured at fair value with changes in fair value reported in earnings of $1.12 billion, loans held for sale of $9.9 million, and guaranteed loans of $105.0 million for September 30, 2015.

As of December 31, 2015	Residential Real Estate	Commercial Real Estate	Commercial Non Real Estate	Agriculture	Consumer	Other	Total
Allowance for loan losses							
Individually evaluated for impairment	$2,623	$6,183	$6,969	$4,635	$57	$—	$20,467
Collectively evaluated for impairment	3,647	12,170	10,191	10,838	284	951	38,081
Loans acquired with deteriorated credit quality	1,528	1,052	—	—	—	—	2,580
Total allowance	$7,798	$19,405	$17,160	$15,473	$341	$951	$61,128
Financing Receivables							
Individually evaluated for impairment	$12,869	$63,037	$46,164	$81,288	$283	$—	$203,641
Collectively evaluated for impairment	813,500	2,511,319	1,017,062	1,538,401	68,318	40,719	5,989,319
Loans acquired with deteriorated credit quality	77,201	19,858	2,284	1,500	1,158	—	102,001
Loans Outstanding	$903,570	$2,594,214	$1,065,510	$1,621,189	$69,759	$40,719	$6,294,961

As of September 30, 2015	Residential Real Estate	Commercial Real Estate	Commercial Non Real Estate	Agriculture	Consumer	Other	Total
Allowance for loan losses							
Individually evaluated for impairment	$2,783	$4,585	$5,624	$3,950	$50	$—	$16,992
Collectively evaluated for impairment	3,618	12,347	10,302	10,002	298	865	37,432
Loans acquired with deteriorated credit quality	1,624	1,082	70	—	—	—	2,776
Total allowance	$8,025	$18,014	$15,996	$13,952	$348	$865	$57,200
Financing Receivables							
Individually evaluated for impairment	$13,106	$49,794	$62,158	$44,253	$193	$—	$169,504
Collectively evaluated for impairment	806,912	2,385,636	1,056,806	1,461,230	71,549	38,371	5,820,504
Loans acquired with deteriorated credit quality	82,189	20,710	2,759	1,538	1,271	—	108,467

Loans Outstanding	$902,207	$2,456,140	$1,121,723	$1,507,021	$73,013	$38,371	$6,098,475

The Company maintains an ALL for acquired loans accounted for under ASC 310-30 as a result of impairment to loan pools arising from the periodic re-valuation of these loans. Any impairment in the individual pool is generally recognized in the current period as provision for loan losses. Any improvement in the estimated cash flows, is generally not recognized immediately, but is instead reflected as an adjustment to the related loan pools yield on a prospective basis once any previously recorded impairment has been recaptured.

The ALL for loans acquired with deteriorated credit quality (ASC 310-30 loans) totaled $2.6 million at December 31, 2015, compared to $2.8 million at September 30, 2015. During the three month period ended December 31, 2015, loan pools accounted for under ASC 310-30 had a net reversal of provision of $0.2 million as a result of increases in expected cash flows. Net provision reversals for the three month period ended December 31, 2014 totaled $0.3 million, and were driven a result of increases in expected cash flows in the residential real estate pool.

GREAT WESTERN BANCORP, INC.
Notes to Consolidated Financial Statements (Unaudited)

For acquired loans not accounted for under ASC 310-30 (purchased non-credit impaired), the Company utilizes specific and collective reserve calculation methods similar to originated loans. The required ALL for these loans is included in the individually evaluated for impairment bucket of the ALL if the loan is rated substandard or worse, and in the collectively evaluated for impairment bucket for pass rated loans.

The reserve for unfunded loan commitments was $0.4 million at both December 31, 2015 and September 30, 2015 and is recorded in other liabilities on the consolidated balance sheets.

6. Accounting for Certain Loans Acquired with Deteriorated Credit Quality

In June 2010, the Company acquired certain loans that had deteriorated credit quality. Loan accounting specific to these purchased credit impaired loans addresses differences between contractual cash flows expected to be collected from the initial investment in loans if those differences are attributable, at least in part, to credit quality. Several factors were considered when evaluating whether a loan was considered a purchased credit impaired loan, including the delinquency status of the loan, updated borrower credit status, geographic information, and updated loan-to-values (“LTV”). U.S. GAAP allows purchasers to aggregate purchased credit impaired loans acquired in the same fiscal quarter in one or more pools, provided that the loans have common risk characteristics. A pool is then accounted for as a single asset with a single composite interest rate and an aggregate expectation of cash flows.

Loan pools are periodically reassessed to determine expected cash flows. In determining the expected cash flows, the timing of cash flows and prepayment assumptions for smaller, homogeneous loans are based on statistical models that take into account factors such as the loan interest rate, credit profile of the borrowers, the years in which the loans were originated, and whether the loans are fixed or variable rate loans. Prepayments may be assumed on large individual loans that consider similar prepayment factors listed above for smaller homogeneous loans. The re-assessment of purchased credit impaired loans resulted in the following changes in the accretable yield during the three months ended December 31, 2015 and 2014 (in thousands):

	Three Months Ended December 31,	
	2015	2014
Balance at beginning of period	$44,489	$50,889
Accretion	(2,329)	(4,787)
Reclassification from (to) nonaccretable difference	(278)	320
Disposals	—	(80)
Balance at end of period	$41,882	$46,342

The reclassification from nonaccretable difference noted in the table above represents instances where specific pools of loans are expected to perform better over the remaining lives of the loans than expected at the prior re-assessment date. The reclassification to nonaccretable difference noted in the table above represents instances where specific pools of loans are estimated to have a shortfall in the expected future cash flows compared to the contractual cash flows at the prior re-assessment date.

The following table provides purchased credit impaired loans at December 31, 2015 and September 30, 2015 (in thousands):

	December 31, 2015			September 30, 2015		
	Outstanding Balance [1]	Recorded Investment [2]	Carrying Value [3]	Outstanding Balance [1]	Recorded Investment [2]	Carrying Value [3]
Residential real estate	$88,700	$77,201	$75,673	$93,979	$82,189	$80,565
Commercial real estate	95,981	19,858	18,806	97,302	20,710	19,628
Commercial non real estate	9,831	2,284	2,284	10,387	2,759	2,689
Agriculture	1,500	1,500	1,500	1,538	1,538	1,538
Consumer	1,258	1,158	1,158	1,368	1,271	1,271

Total lending	$197,270	$102,001	$99,421	$204,574	$108,467	$105,691

1 Represents the legal balance of loans acquired with deteriorated credit quality.

2 Represents the book balance of loans acquired with deteriorated credit quality.

3 Represents the book balance of loans acquired with deteriorated credit quality net of the related allowance for loan losses.

Due to improved cash flows of the purchased credit impaired loans, the reductions to allowance recognized on previous impairments were $0.2 million and $0.3 million for the three months ended December 31, 2015 and 2014, respectively.

7. FDIC Indemnification Asset

Under the terms of the purchase and assumption agreement with the FDIC with regard to the TierOne Bank acquisition, the Company is reimbursed for a portion of the losses incurred on covered assets. As covered assets are resolved, whether it be through repayment, short sale of the underlying collateral, the foreclosure on or sale of collateral, or the sale or charge-off of loans or OREO, any differences between the carrying value of the covered assets versus the payments received during the resolution process, that are reimbursable by the FDIC, are recognized as reductions in the FDIC indemnification asset. Any gains or losses realized from the resolution of covered assets reduce or increase, respectively, the amount recoverable from the FDIC. The following table represents a summary of the activity related to the FDIC indemnification asset for the three months ended December 31, 2015 and 2014 (in thousands):

	Three Months Ended December 31,	
	2015	2014
Balance at beginning of period	$14,722	$26,678
Amortization	(1,032)	(2,534)
Changes in expected reimbursements from FDIC for changes in expected credit losses	(128)	(191)
Changes in reimbursable expenses	(349)	(156)
Reimbursements of covered losses from the FDIC	(28)	(1,635)
Balance at end of period	$13,185	$22,162

The loss claims filed are subject to review, approval, and annual audits by the FDIC or its assigned agents for compliance with the terms in the loss sharing agreements. The non-commerical loss share agreement ends June 4, 2020.

8. Derivative Financial Instruments

In the normal course of business, the Company uses interest rate swaps to manage its interest rate risk and market risk in accommodating the needs of its customers. Also, the Company enters into interest rate lock commitments on mortgage loans to be held for sale, with corresponding forward sales contracts related to these interest rate lock commitments.

Derivative instruments are recognized as either assets or liabilities in the accompanying consolidated financial statements and are measured at fair value.

The following table summarizes the notional amounts and estimated fair values of the Company's derivative instruments at December 31, 2015 and September 30, 2015 (in thousands).

	December 31, 2015			
	Notional Amount	Balance Sheet Location	Positive Fair Value	Negative Fair Value
Derivatives not designated as hedging instruments:				
Interest rate swaps	$1,098,383	Liabilities	$449	$(38,877)
Mortgage loan commitments	17,756	Liabilities	—	(24)
Mortgage loan forward sale contracts	27,550	Assets	24	—

GREAT WESTERN BANCORP, INC.
Notes to Consolidated Financial Statements (Unaudited)

	September 30, 2015			
	Notional Amount	Balance Sheet Location	Positive Fair Value	Negative Fair Value
Derivatives not designated as hedging instruments:				
Interest rate swaps	$1,087,505	Liabilities	$41	$(53,559)
Mortgage loan commitments	30,196	Assets	95	—
Mortgage loan forward sale contracts	36,655	Liabilities	—	(95)

As with any financial instrument, derivative financial instruments have inherent risk including adverse changes in interest rates. The Company's exposure to derivative credit risk is defined as the possibility of sustaining a loss due to the failure of the counterparty to perform in accordance with the terms of the contract. Credit risks associated with interest rate swaps are similar to those relating to traditional on-balance sheet financial instruments. The Company manages interest rate swap credit risk with the same standards and procedures applied to its commercial lending activities. Amounts due from swap counterparties to reclaim cash collateral under the interest rate swap master netting arrangements have not been offset against the derivative balances.

Credit-risk-related contingent features

The Company has agreements with its derivative counterparties that contain a provision where if the Company fails to maintain its status as a well/adequately capitalized institution, then the counterparty has the right to terminate the derivative positions and the Company would be required to settle its obligations under the agreements. As of December 31, 2015, the termination value of derivatives in a net liability position related to these agreements was $41.2 million which includes accrued interest but excludes any adjustment for nonperformance risk. The Company has minimum collateral posting thresholds with its derivative counterparties and as of December 31, 2015, the Company had posted $50.0 million in eligible collateral.

The effect of derivatives on the consolidated statements of comprehensive income for the three months ended December 31, 2015 and 2014 (in thousands) was as follows:

		Amount of Gain (Loss) Recognized in Income Three Months Ended December 31,	
	Location of Gain (Loss) Recognized in Income	2015	2014
Derivatives not designated as hedging instruments:			
Interest rate swaps	Noninterest income	$9,439	$(24,605)
Mortgage loan commitments	Noninterest income	(24)	14
Mortgage loan forward sale contracts	Noninterest income	24	(14)

Netting of Derivatives

The Company has various financial assets and financial liabilities that are subject to enforceable master netting agreements or similar agreements. The Company has entered into an ISDA master netting arrangement with various swap counterparties. Under the terms of the master netting arrangements, all transactions between the Company and the counterparty constitute a single business relationship such that in the event of default, the non-defaulting party is entitled to set off claims and apply property held by that party in respect of any transaction against obligations owed. Any payments, deliveries, or other transfers may be applied against each other and netted.

The following tables (in thousands) present the Company's total gross derivative assets and liabilities at December 31, 2015 and September 30, 2015, which are adjusted on an aggregate basis, where applicable, to take into consideration the effects of legally enforceable master netting agreements for the net reported amount in the consolidated balance sheets. These amounts are offset on the consolidated balance sheets.

GREAT WESTERN BANCORP, INC.
Notes to Consolidated Financial Statements (Unaudited)

	Gross Amount	Amount Offset	Net Amount Presented in Consolidated Balance Sheets	Held/Pledged Financial Instruments[1]	Net Amount
December 31, 2015					
Derivative financial assets:					
Derivatives subject to master netting arrangement or similar arrangement	$449	$(449)	$—	$—	$—
Derivative financial liabilities:					
Derivatives subject to master netting arrangement or similar arrangement	(38,877)	449	(38,428)	38,428	—
Total derivative financial liabilities	$(38,428)	$—	$(38,428)	$38,428	$—

[1] The actual amount of collateral exceeds the fair value exposure, at the individual counterparty level, as of the date presented.

	Gross Amount	Amount Offset	Net Amount Presented in Consolidated Balance Sheets	Held/Pledged Financial Instruments	Net Amount
September 30, 2015					
Derivative financial assets:					
Derivatives subject to master netting arrangement or similar arrangement	$41	$(41)	$—	$—	$—
Derivative financial liabilities:					
Derivatives subject to master netting arrangement or similar arrangement	(53,559)	41	(53,518)	53,518	—
Total derivative financial liabilities	$(53,518)	$—	$(53,518)	$53,518	$—

9. The Fair Value Option For Certain Loans

The Company has elected to measure certain long-term loans and written loan commitments at fair value to assist in managing the interest rate risk for longer-term loans. This fair value option was elected upon the origination of these loans. Interest income is recognized in the same manner as interest on non-fair value loans.

See Note 15 for additional disclosures regarding the fair value of the fair value option loans and written loan commitments.

Long-term loans and written loan commitments for which the fair value option has been elected had a net favorable difference between the aggregate fair value and the aggregate unpaid loan principal balance and written loan commitment amount of approximately $32.9 million and $47.8 million at December 31, 2015 and September 30, 2015, respectively. The total unpaid principal balance of these long-term loans was approximately $1.09 billion and $1.07 billion at December 31, 2015 and September 30, 2015, respectively. The fair value of these loans and written loan commitments is included in total loans in the consolidated balance sheets and are grouped with commercial non real estate, commercial real estate, and agricultural loans in Note 4. The fair value of these written loan commitments was not material at December 31, 2015 and September 30, 2015, respectively. As of December 31, 2015 and September 30, 2015, there were $0.0 million and $1.5 million, respectively, of the noted loans which were greater than 90 days past due or in nonaccrual status.

Changes in fair value for items for which the fair value option has been elected and the line items in which these changes are reported within the consolidated statements of comprehensive income are as follows for the three months ended December 31, 2015 and 2014 (in thousands):

	For the Three Months Ended			
	December 31, 2015		December 31, 2014	
	Noninterest Income (Loss)	Total Changes in Fair Value	Noninterest Income	Total Changes in Fair Value
Long-term loans and written loan commitments	$(14,901)	$ (14,901)	$17,100	$17,100

- 34-

GREAT WESTERN BANCORP, INC.
Notes to Consolidated Financial Statements (Unaudited)

For long-term loans and written loan commitments, $0.2 million and $1.7 million for the three months ended December 31, 2015 and 2014, respectively, of the total change in fair value is attributable to changes in specific credit risk. The gains or losses attributable to changes in instrument-specific credit risk were determined based on an assessment of existing market conditions and credit quality of the underlying loan for the specific portfolio of loans.

10. Core Deposits and Other Intangibles

A summary of intangible assets subject to amortization is as follows (in thousands):

	Core Deposit Intangible	Brand Intangible	Customer Relationships Intangible	Total
As of December 31, 2015				
Gross carrying amount	$92,679	$8,464	$16,089	$117,232
Accumulated amortization	(92,167)	(4,277)	(14,378)	(110,822)
Net intangible assets	$512	$4,187	$1,711	$6,410
As of September 30, 2015				
Gross carrying amount	$92,679	$8,464	$16,089	$117,232
Accumulated amortization	(92,073)	(4,136)	(13,904)	(110,113)
Net intangible assets	$606	$4,328	$2,185	$7,119

Amortization expense of intangible assets was $0.7 million and $2.3 million for the three months ended December 31, 2015 and 2014, respectively.

The estimated amortization expense of intangible assets assumes no activities, such as acquisitions, which would result in additional amortizable intangible assets. Estimated amortization expense of intangible assets in subsequent fiscal years is as follows (in thousands):

Remaining in 2016	$2,113
2017	1,097
2018	564
2019	564
2020	564
2021 and thereafter	1,508
Total	$6,410

11. Securities Sold Under Agreements to Repurchase

Securities sold under agreements to repurchase generally mature overnight following the transaction date. Securities underlying the agreements had an amortized cost of approximately $190.2 million and $180.6 million and fair value of approximately $188.1 million and $181.6 million at December 31, 2015 and September 30, 2015, respectively. In most cases, the Company over-collateralizes the repurchase agreements at 102% of total funds borrowed to protect the purchaser from changes in market value. Additionally, the Company utilizes held-in-custody procedures to ensure the securities sold under repurchase agreements are unencumbered. The following tables present the gross obligation by the class of collateral pledged and the remaining contractual maturity of the agreements at December 31, 2015 and September 30, 2015 (in thousands).

GREAT WESTERN BANCORP, INC.
Notes to Consolidated Financial Statements (Unaudited)

	December 31, 2015				
	Remaining Contractual Maturity of the Agreements				
	Overnight and Continuous	Up to 30 Days	30-90 Days	Greater than 90 Days	Total
Repurchase agreements					
US Treasury and agency securities	$14,212	$—	$—	$—	$14,212
Mortgage-backed securities	170,787	—	—	2,872	173,659
Total repurchase agreements	$184,999	$—	$—	$2,872	$187,871
	September 30, 2015				
	Remaining Contractual Maturity of the Agreements				
	Overnight and Continuous	Up to 30 Days	30-90 Days	Greater than 90 Days	Total
Repurchase agreements					
US Treasury and agency securities	$64,252	$—	$—	$—	$64,252
Mortgage-backed securities	118,147	—	—	2,872	121,019
Total repurchase agreements	$182,399	$—	$—	$2,872	$185,271

12. FHLB Advances and Other Borrowings

FHLB advances and other borrowings consist of the following at December 31, 2015 and September 30, 2015 (in thousands):

	December 31, 2015	September 30, 2015
Notes payable to Federal Home Loan Bank (FHLB), interest rates from 0.46% to 3.66% and maturity dates from February 2016 to July 2023, collateralized by real estate loans and FHLB stock, with various call dates at the option of the FHLB	$376,000	$581,000
Federal Home Loan Bank fed funds overnight advance, interest rate of 0.41%, paid in full in 2016	75,000	—
Total FHLB advances and other borrowings	$451,000	$581,000

The Company has a $10.0 million revolving line of credit with Wells Fargo, which is due on July 30, 2016. The line of credit has an interest rate of 1 Mo LIBOR plus 200 basis points, with interest payable monthly. There is also an unused line fee of .20% on the unused portion which is payable quarterly. The interest rate was 2.24% at December 31, 2015. There were no outstanding advances on this line of credit at December 31, 2015 and September 30, 2015.

As of December 31, 2015, based on its Federal Home Loan Bank stock holdings, the combined aggregate additional borrowing capacity of the Company with the Federal Home Loan Bank was $894.0 million.

Principal balances of loans pledged to the Federal Home Loan Bank to collateralize notes payable totaled $2.29 billion at both December 31, 2015 and September 30, 2015, respectively.

GREAT WESTERN BANCORP, INC.
Notes to Consolidated Financial Statements (Unaudited)

As of December 31, 2015, FHLB advances and other borrowings are due or callable (whichever is earlier) in subsequent fiscal years as follows (in thousands):

Remaining in 2016	$165,000
2017	25,000
2018	25,000
2019	—
2020	25,000
2021 and thereafter	211,000
Total	$451,000

13. Profit-Sharing Plan
The Company participates in a multiple employer 401(k) profit sharing plan (the Plan). All employees are eligible to participate, beginning with the first day of the month coincident with or immediately following the completion of one year of service and having reached the age of 21. In addition to employee contributions, the Company may contribute discretionary amounts for eligible participants. Contribution rates for participating employees must be equal. The Company contributed $1.4 million and $1.3 million to the Plan for the three months ended December 31, 2015 and 2014, respectively.
14. Stock-Based Compensation
On September 26, 2014, the Board of Directors adopted, and on October 10, 2014 NAB, at that time our controlling shareholder, approved the Great Western Bancorp, Inc. 2014 Omnibus Incentive Compensation Plan (the “2014 Plan”), the Great Western Bancorp, Inc. 2014 Non-Employee Director Plan (the “2014 Director Plan”), and the Great Western Bancorp, Inc. Executive Incentive Compensation Plan (the “Bonus Plan”), collectively ("the Plans"), which provide for the issuance of restricted share units and performance based share units to certain officers, employees and directors of the Company. The Plans were primarily established to enhance the Company’s ability to attract, retain and motivate employees. The Company’s Board of Directors, the Compensation Committee of the Board of Directors ("Compensation Committee"), or executive management upon delegation of the Compensation Committee has exclusive authority to select the employees and others, including directors, to receive the awards and to establish the terms and conditions of each award made pursuant to the Company’s stock-based compensation plans.
Stock units issued under the Company’s restricted and performance based stock plans may not be sold or otherwise transferred until the vesting period (typically 3 years) has been met and/or performance objectives have been obtained. During the vesting periods, participants do not have voting rights and dividends are accumulated until the time upon which the award vests. Upon specified events, as defined in the Plans, stock unit awards that have not vested and/or performance hurdles that have not been met will be forfeited.
Based on the substantive terms of each award, restricted and performance-based awards are classified as equity awards and accounted for under the Treasury method. The fair value of equity-classified awards is based on the market price of the stock on the measurement date and is amortized as compensation expense on a straight-line basis over the vesting or performance period.
Stock based compensation is recognized based on the number of awards that are ultimately expected to vest. Forfeitures are estimated based on historical turnover experience of qualified employees. For performance-based stock awards, an estimate is made of the number of shares expected to vest as a result of actual performance against the performance targets to determine the amount of compensation expense to be recognized. The estimate is reevaluated quarterly and total compensation expense is adjusted for any change in the current period. Stock-based compensation expense is included in salaries and employee benefits expense in the consolidated statements of comprehensive income. For the three months ended December 31, 2015 and 2014, stock compensation expense was $1.0 million and $0.5 million, respectively. Related income tax benefits recognized were $0.4 million and $0.2 million for the three months ended December 31, 2015 and 2014, respectively.

GREAT WESTERN BANCORP, INC.
Notes to Consolidated Financial Statements (Unaudited)

The following is a summary of the Plans' restricted share and performance-based stock award activity as of December 31, 2015 and September 30, 2015:

	December 31, 2015		September 30, 2015	
Restricted Shares	Common Shares	Weighted-Average Grant Date Fair Value	Common Shares	Weighted-Average Grant Date Fair Value
Restricted shares, beginning of fiscal year	80,446	$ 18.18	—	$ —
Granted	91,896	30.73	81,419	18.18
Vested and issued	(24,918)	18.00	—	—
Forfeited	(279)	18.00	(973)	18.00
Canceled	—	—	—	—
Restricted shares, end of period	147,145	$ 26.05	80,446	$ 18.18
Vested, but not issuable at end of period	24,480	$ 26.14	12,221	