

TEAM FINANCIAL INC /KS  
Form 10-K  
March 30, 2005

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

## FORM 10-K

Annual report pursuant to section 13 or 15(d) of the Securities Exchange Act of 1934 for the fiscal year ended December 31, 2004 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: 000-26335

## TEAM FINANCIAL, INC.

(Exact name of registrant as specified in its charter)

**KANSAS**  
(State or other jurisdiction  
of incorporation or organization)

**48-1017164**  
(I.R.S. Employer  
Identification No.)

**8 West Peoria, Suite 200, Paola, Kansas, 66071**  
(Address of principal executive offices) (Zip Code)

Registrant's telephone, including area code: **(913) 294-9667**  
Securities registered pursuant to Section 12(g) of the Act:

**Common stock, no par value**  
(Title of class)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No .

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

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act) Yes  No .

The aggregate market value of the voting stock held by nonaffiliates of the registrant, based on a June 30, 2004 closing price of \$12 as reported on the Nasdaq National Market, was \$32,672,892.

There were 4,036,895 shares of the Registrant's common stock, no par value, outstanding as of March 15, 2005.

### DOCUMENTS TO BE INCORPORATED BY REFERENCE

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Portions of Registrant's definitive proxy statement for its 2005 Annual Meeting of Shareholders to be filed within 120 days of December 31, 2004 will be incorporated by reference into Part III of this Form 10-K.

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**PART I**

**Item 1. Business**

***General Description***

Team Financial, Inc. is a financial holding company incorporated in the State of Kansas. Our common stock is listed on the Nasdaq National Market under the symbol TFIN .

We offer full service community banking and financial services through 18 locations in Kansas, Missouri, Nebraska and Colorado through our wholly owned banking subsidiaries, TeamBank N.A and Colorado National Bank. Our presence in Kansas consists of seven locations in the Kansas City metropolitan area and three locations in southeast Kansas. We operate two locations in western Missouri, three in the metropolitan area of Omaha, Nebraska, and three in the metropolitan area of Colorado Springs, Colorado.

We were formed in 1986 when our founders, along with an Employee Stock Ownership Plan (ESOP) purchased a one-bank holding company in Paola, Kansas, in a leveraged transaction. Since formation, we have grown from \$85 million in assets to \$664 million in assets as of December 31, 2004. This growth was achieved through a combination of bank and branch acquisitions, the establishment of new branches, and by internal growth. In mid 1999, our common stock began trading on the Nasdaq National Market upon completion of a public offering.

The ESOP owned 24.9% of the outstanding common stock as of December 31, 2004. Management believes the ESOP reflects our corporate culture in that employees are the integral component of a financial institution. Management intends to continue the ESOP, as it is a significant incentive to attract and retain qualified employees.

We serve the needs and cater to the economic strengths of the local communities in which we operate and strive to provide a high level of personal and professional customer service. We offer a variety of financial services to our retail and commercial banking customers. These services include personal and corporate banking services, mortgage banking, trust and estate planning, and personal investment financial counseling services.

Our complement of lending services includes:

- a broad array of residential mortgage products, both fixed and adjustable rate;
- consumer loans, including home equity lines of credit, auto loans, recreational vehicle, and other secured and unsecured loans;
- specialized financing programs to support community development;
- mortgages for multi-family real estate;
- commercial real estate loans;
- commercial loans to businesses, including revolving lines of credit and term loans;
- real estate development;
- construction lending; and
- agricultural lending.

We also provide a broad selection of deposit instruments. These include:

- multiple checking and NOW accounts for both personal and business accounts;
- various savings accounts, including those for minors;



- money market accounts;
- tax qualified deposit accounts such as Individual Retirement Accounts; and
- a broad array of certificate of deposit products.

We also support our customers by providing services such as:

- functioning as a federal tax depository;
- providing access to merchant bankcard services;
- supplying various forms of electronic funds transfer;
- providing debit cards and credit cards; and
- providing telephone and internet banking.

Through our trust and estate planning and our personal investment financial counseling services, we offer a wide variety of mutual funds, equity investments, and fixed and variable annuities.

We offered employee benefit insurance and property and casualty coverage to businesses and individuals through Team Insurance Group, Inc., a subsidiary wholly owned by TeamBank N.A. On February 25, 2005, we sold our interest in Team Insurance Group, Inc. to an unaffiliated third party.

We participate in the wholesale capital markets through the management of our investment security portfolio and our use of various forms of wholesale funding. Our investment security portfolio contains a variety of instruments, including callable debentures, taxable and nontaxable debentures, fixed and adjustable rate mortgage backed securities, and collateralized mortgage obligations.

Our results of operations depend primarily on net interest income, which is the difference between interest income from interest-earning assets and interest expense on interest-bearing liabilities. Our operations are also affected by non-interest income, such as service charges, loan fees, and gains and losses from the sale of mortgage loans. Our principal operating expenses, aside from interest expense, consist of compensation and employee benefits, occupancy costs, data processing expenses, and provisions for loan losses.

#### ***Recent Developments***

On February 25, 2005, we sold all of our interest in Team Insurance Group, Inc. to an unaffiliated third party for \$7,000,000 in cash, plus or minus any adjustments to the closing balance sheet necessary to reflect the difference between the total equity of Team Insurance Group, Inc. as of December 31, 2004 and the purchase price. Team Insurance Group, Inc., operating with 42 employees in Tulsa, Oklahoma, operated as a subsidiary of TeamBank, N.A. since December of 2002. TeamBank N.A. acquired the 25-year old insurance agency in 2002 for a total of \$6,850,000 in the form of \$5,000,000 of cash at closing and the balance of the cash consideration of \$1,850,000 plus interest, was paid in two annual contingent payments of \$925,000 each. Our investment in Team Insurance Group, Inc. as of December 31, 2004 and February 25, 2005 was approximately \$7,000,000. Included in net loss from discontinued operations during 2004 was an impairment charge on goodwill associated with the insurance agency of \$174,000.

During 2004, we opened two de novo branches in the Colorado Springs, Colorado metropolitan area. One opened for operation in March of 2004 in downtown Colorado Springs and the second opened in June of 2004 in Monument, Colorado on the I-25 corridor north of Colorado Springs.

On May 5, 2003, we closed one of our banking locations in Omaha, Nebraska. We recorded a \$258,000 loss to terminate the building lease and dispose of the assets of the facility. Customers continue to be serviced from the other three Omaha metropolitan locations.



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On June 21, 2002 our wholly owned subsidiary, Community Bank, sold its Chapman and Abilene, Kansas branch locations to First National Bank of Belleville, Kansas. We recorded a pre-tax gain on the sale of \$452,000 and an after tax loss on the sale of \$196,000. The after tax loss was due to a difference in the book versus tax basis on the reduction of \$1.3 million in goodwill with the sale. The Community Bank charter was merged into TeamBank, N.A. after the branch sale.

### **Competition**

We face a high degree of competition. In our market areas, there are numerous small banks and several larger national and regional financial banking groups. We also compete with insurance companies, insurance agencies, savings and loan associations, credit unions, leasing companies, mortgage companies, and other financial service providers. Many of these competitors have capital resources and legal lending limits substantially in excess of our capital resources and legal lending limits.

We compete for loans and deposits principally based on the availability and quality of services provided, responsiveness to customers, interest rates, loan fees and office locations. We actively solicit deposit customers and compete by offering them high quality customer service and a complete product line. We believe our personalized customer service, broad product line, and banking franchise enables us to compete effectively in our market area.

In order to compete with other financial service providers, we rely upon local community involvement, personal service, and the resulting personal relationships of our staff and customers, and the development and sale of products and services tailored to meet our customers' needs.

We face competition for our personnel. We compete through our emphasis as a community banking culture and through the use of our ESOP. Management believes that we are able to compete for personnel effectively in our market areas because the ESOP provides incentives for employees to join us as well as motivation to enhance shareholder value.

We will also face significant competition from other financial institutions in any potential acquisitions. This competition can increase purchase prices to levels beyond our financial capability or to levels that would not result in economical returns on our investment.

We have two wholly owned bank subsidiaries. The table below presents information concerning these subsidiaries.

Name of Bank	Number of locations	Lending Limit (In millions)	Asset size at December 31, 2004
TeamBank, N.A. Paola, Kansas a national banking association Colorado National Bank Colorado Springs, Colorado, a national banking association	15	\$ 6.6	\$ 562
	3	1.3	100

### **Market Areas Served**

#### **TeamBank, N.A.**

TeamBank, N.A. has banking locations in Kansas, Missouri, and Nebraska. TeamBank, N.A.'s primary Kansas service area is in Miami County, Kansas. Located in the Kansas City metropolitan area, Miami County adjoins Johnson County, Kansas.



TeamBank, N.A.'s Miami County branches are located in Paola, the county seat of Miami County, Osawatomie, the second largest city in the county and Spring Hill, a community developed across the Miami County and Johnson County border. TeamBank, N.A. also operates a branch in Ottawa, Kansas, the county seat of adjoining Franklin County; Iola, Kansas, the county seat of Allen County; and operates two branches in Parsons, Kansas of Labette County. TeamBank, N.A. operates two branches in Johnson County, Kansas. TeamBank, N.A.'s Missouri service areas are in Barton and Vernon counties, which adjoin each other and are located in the southwest section of Missouri along the Kansas-Missouri border. TeamBank, N.A. also operates three facilities in the Omaha, Nebraska metropolitan area. The primary Nebraska service areas are in Washington and Sarpy Counties.

Team Insurance Group, Inc., located in Tulsa, Oklahoma, offered employee benefit insurance and property and casualty coverage to businesses and individuals in Tulsa and the surrounding communities. Team Insurance Group, Inc. operated as a subsidiary of TeamBank N.A. from December of 2002 until it was sold on February 25, 2005.

### **Colorado National Bank**

Colorado National Bank, located in Colorado Springs, Colorado, services El Paso County and Teller County which are located along the front range of the Colorado Rocky Mountains. In January 2003, we changed the name of Colorado Springs National Bank to Colorado National Bank to reflect our expansion plans to other markets beyond Colorado Springs along the front range of the Colorado Rocky Mountains. The bank operates two full service branches in Colorado Springs and a third branch located in Monument, Colorado, which is a community located between Denver and Colorado Springs, along the growing I-25 corridor.

### ***Growth and Operating Strategies***

Our operating strategy is to serve the needs and cater to the economic strengths of the local communities in which we operate and strive to provide a high level of personal and professional customer service. We offer a variety of financial services to our retail and commercial banking customers.

Our growth strategy is focused on a combination of acquisitions and expansion in our existing markets through internal growth as well as establishing new branches.

### **Acquisitions**

Management believes that the consolidation in the banking and insurance agency industries, along with the easing of branch banking throughout Kansas, Missouri, Nebraska, and Colorado as well as increased regulatory requirements, concerns about technology and marketing, are likely to lead owners of community banks within these areas to explore the possibility of sale or combination with a broader-based financial service companies such as ourselves.

In addition, branching opportunities have arisen from time to time as a result of divestiture of branches by large national and regional bank holding companies of certain overlapping branches resulting from consolidations. As a result, branch locations have become available for purchase. We completed three branch acquisitions and three bank holding company acquisitions from 1997 through 2004.

Management's strategy in assimilating acquisitions is to emphasize revenue growth and to continuously review the operations of the acquired entities and streamline operations where feasible. Management does not believe that implementing wholesale administrative cost reductions in acquired institutions is beneficial to our long-term growth, because significant administrative changes in community banks can have an adverse impact on customer satisfaction in the acquired institution's community. However, management has determined that certain human resource, operations, and accounting functions can be consolidated

immediately upon acquisition to achieve higher productivity levels without compromising customer service. Increases in revenue growth are emphasized by offering customers a broader product line consistent with full service banking.

### **Branch Location Expansion**

Management actively pursues opportunities to expand through acquisition of branches or developing de novo branches. Because of the economic growth in the Omaha, Nebraska area, the Colorado Springs, Colorado area, as well as Johnson County, Kansas, over the past several years, management may consider further branch expansion in these areas. However, we do not rule out branch expansion in other areas experiencing economic growth.

We consider a variety of criteria when evaluating potential acquisition candidates or branching opportunities. These include:

- the market location of the potential acquisition target or branch and demographics of the surrounding community;
- the financial soundness of a potential acquisition target;
- opportunities to improve the efficiency and/or asset quality of an acquisition target;
- the effect of the acquisition on earnings per share and book value, undertaking acquisitions that will be accretive to earnings within 18 months of the acquisition;
- whether we have sufficient management and other resources to integrate or add the operations of the target or branch; and
- the investment required for, and opportunity costs of, the acquisition or branch.

### **Internal Growth**

We believe that our largest source of internal growth is through our ongoing solicitation program conducted by bank presidents and lending officers, followed by referrals from customers. The primary reason for referrals is positive customer feedback regarding our customer service and response time.

Our goal in continuing our expansion is to maintain a profitable, customer-focused financial institution. We believe that our existing structure, management, data and operational systems are sufficient to achieve further internal growth in asset size, revenues, and capital without proportionate increases in operating costs. This growth should also allow us to increase the legal lending limits of our banks, thereby enabling us to increase our ability to serve the needs of existing and new customers. Our operating strategy has always been to provide high quality community banking services to our customers and increase market share through active solicitation of new business, repeat business, referrals from customers, and continuation of selected promotional strategies.

For the most part, our banking customers seek a banking relationship with a service-oriented community banking organization. Our operational systems have been designed to facilitate personalized service. Management believes our banking locations have an atmosphere which facilitates personalized services and decision-making, yet are of sufficient financial size with broad product lines to meet customers' needs. Management also believes that economic expansion in our market areas will continue to contribute to internal growth. Through our primary emphasis on customer service and our management's banking experience, we intend to continue internal growth by attracting customers and primarily focusing on the following:

- **Products Offered** We offer personal and corporate banking services, trust and estate planning, mortgage origination, mortgage servicing, personal investment, and financial counseling services as

well as internet and telephone banking. We offer a full range of commercial banking services, checking accounts, ATM s, checking accounts with interest, savings accounts, money market accounts, certificates of deposit, NOW accounts, Individual Retirement Accounts, brokerage and residential mortgage services, branch banking, and debit and credit cards. We also offer installment loans, including auto, recreational vehicle, and other secured and unsecured loans sourced directly by our branches. See Loans below for a discussion of products we provide to commercial accounts.

- **Operational Efficiencies** We seek to maximize operational and support efficiencies consistent with maintaining high quality customer service. Where feasible, our banks share a common information system designed to enhance customer service and improve efficiencies by providing system-wide voice and data communication connections. We have consolidated loan processing, bank balancing, financial reporting, investment management, information systems, payroll and benefit management, loan review, and audits.
- **Marketing Activities** We focus on a proactive solicitation program for new business, as well as identifying and developing products and services that satisfy customer needs. We actively sponsor community events within our branch areas. We believe that active community involvement contributes to our long-term success.

### **Loans**

We provide a broad range of commercial and retail lending services. Our banks follow a uniform credit policy, which contains underwriting and loan administration criteria, levels of loan commitment, loan types, credit criteria, concentration limits, loan administration, loan review and grading and related matters. In addition, we provide ongoing loan officer training and operate a centralized processing and servicing center for loans. Each loan portfolio is subject to loan review by our Loan Review department. At December 31, 2004, substantially all loans outstanding were to customers within our market areas.

### **Loan Administration**

We maintain a loan committee approach to lending, which we believe yields positive results in both responsiveness to customer needs and asset quality. Each of our subsidiary banks and some branches have a loan committee, which meets at least once per week to review and discuss loans. Each bank and some branches also have a loan level threshold, which, if exceeded, requires the approval of our holding company loan committee, which meets on an on-call basis. Interest rates charged on loans vary with the degree of risk, maturity, costs of underwriting and servicing, loan amount, and extent of other banking relationships maintained with customers, and are further subject to competitive pressures, availability of funds and government regulations.

### **Commercial Loans**

These loans consist primarily of loans to businesses for various purposes, including revolving lines of credit, equipment financing, and accounts receivable factoring. Commercial loans secured by collateral other than real estate generally mature within one year, have adjustable interest rates and are secured by inventory, accounts receivable, machinery, government guarantees, or other commercial assets. Revolving lines of credit are generally for business purposes, mature annually and have adjustable interest rates. The primary repayment risk of commercial loans is the failure of the borrower s business due to economic or financial factors.

### **Real Estate Loans**

These loans include various types of loans for which we hold real property as collateral. Interest rates on these loans typically adjust annually. Real estate construction loans include commercial and residential real estate construction loans, but are principally made to builders to construct business buildings or single and multi-family residences. Real estate construction loans typically have maturities of six to 12 months, and charge origination fees. Terms may vary depending upon many factors, including the type of project and financial condition of the borrower. It is our standard practice in making commercial loans to receive real estate as collateral in addition to other appropriate collateral. Therefore, loans categorized in the other real estate loan category can be characterized as commercial loans, which are secured by real estate. Commercial loans secured by real estate typically have adjustable interest rates. The primary risks of real estate mortgage loans include the borrower's inability to pay and deterioration in value of real estate that is held as collateral.

### **Agricultural Loans**

We make a variety of agricultural loans which are included in real estate and commercial loans. These loans relate to equipment, livestock, crops, and farmland. The primary risks of agricultural loans include the fluctuating prices of crops and livestock, as well as weather conditions.

### **Installment Loans**

Installment loans are primarily to individuals, are typically secured by the financed assets, generally have terms of two to five years and bear interest at fixed rates. These loans usually are secured by motor vehicles or other personal assets and in some instances are unsecured. The primary risk of consumer lending relates to the personal financial circumstances of the borrower.

### **Letters of Credit**

In the ordinary course of business, we issue letters of credit. See note 18 to Item 8 Financial Statements. We apply the same credit standards to these commitments as we use in all our lending activities and have included these commitments in our lending risk evaluations. Our exposure to credit loss under letters of credit is represented by the amount of these commitments.

### ***Employees***

As of December 31, 2004, we had approximately 270 full-time equivalent employees of which 230 were associated with continuing operations. Approximately 42 full-time equivalent employees at December 31, 2004 were associated with Team Insurance Group, Inc., which was sold in February of 2005. Neither our company nor any of our subsidiaries is a party to any collective bargaining agreement.

### ***Principal Sources of Revenue***

Our results of operations depend primarily on net interest income, which is the difference between interest income from interest-earning assets and interest expense on interest-bearing liabilities. Our operations are also affected by non-interest income, such as service charges, loan fees, and gains and losses from the sale of mortgage loans. Our principal operating expenses, aside from interest expense, consist of compensation and employee benefits, occupancy costs, data processing expense and provisions for loan losses.

## *Supervision and Regulation*

### *Government Regulation*

We are extensively regulated under federal and state law. These laws and regulations are primarily intended to protect depositors and the deposit insurance fund of the Federal Deposit Insurance Corporation, not our shareholders. The following information is qualified in its entirety by reference to the particular statutory and regulatory provisions. Any change in applicable laws, regulations or regulatory policies may have a material effect on our business, operations, and prospects. We are unable to predict the nature or extent of the effects that fiscal or monetary policies, economic controls or new federal or state legislation may have on our business and earnings in the future.

### *The Company*

#### **General**

We operate as a financial holding company registered with the Federal Reserve Board under the Gramm-Leach-Bliley Act (GLBA). This law permits former bank holding companies that have registered as financial services companies to affiliate with securities firms and insurance companies and engage in other activities that are financial in nature.

No regulatory approval is required for a financial holding company to acquire a company, other than a bank or savings association, engaged in activities that are financial in nature or incidental to activities that are financial in nature, as determined by the Federal Reserve Board. The GLBA defines financial in nature to include securities underwriting, dealing, and market making; sponsoring mutual funds and investment companies; insurance underwriting and agency; merchant banking activities; and activities that the Federal Reserve Board has determined to be closely related to banking. A national bank also may engage, subject to limitations on investment, in activities that are financial in nature, other than insurance underwriting, insurance company portfolio investment, real estate development and real estate investment, through a financial subsidiary of the bank, if the bank is well capitalized, well managed and has at least a satisfactory Community Reinvestment Act (CRA) rating.

Although it preserves the Federal Reserve Board as the umbrella supervisor of financial holding companies, the GLBA defers the administration of the non-banking activities to the customary regulators of insurers, broker-dealers, investment companies and banks. Thus, the various state and federal regulators of a financial holding company's operating subsidiaries would retain their jurisdiction and authority over such operating entities. As the umbrella supervisor, however, the Federal Reserve Board has the potential to affect the operations and activities of financial holding companies' subsidiaries through its power over the financial holding company parent. The GLBA contains restrictions on financial institutions regarding the sharing of customer nonpublic personal information with nonaffiliated third parties unless the customer has had an opportunity to opt out of the disclosure. The GLBA also imposes periodic disclosure requirements concerning a financial institution's policies and practices regarding data sharing with affiliated and nonaffiliated parties.

Subsidiary banks of a financial holding company or national banks with financial subsidiaries must continue to be well capitalized and well managed in order to continue to engage in activities that are financial in nature without regulatory actions or restrictions, which could include divestiture of the subsidiary or subsidiaries. In addition, a financial holding company or a bank may not acquire a company that is engaged in activities that are financial in nature unless each of the subsidiary banks of the financial holding company or the bank has CRA rating of satisfactory or better.

## Acquisitions

As a financial holding company, we are required to obtain the prior approval of the Federal Reserve Board before acquiring direct or indirect ownership or control of more than 5% of the voting shares of a bank or financial holding company. The Federal Reserve Board will not approve any acquisition, merger, or consolidation that would have a substantial anti-competitive effect, unless the anti-competitive effects of the proposed transaction are outweighed by a greater public interest in meeting the needs and convenience of the community. The Federal Reserve Board also considers managerial resources, current and projected capital positions and other financial factors in acting on acquisition or merger applications.

## Capital Adequacy

The Federal Reserve Board monitors the regulatory capital adequacy of financial holding companies. As discussed below, our banks are also subject to the regulatory capital adequacy requirements of the Federal Deposit Insurance Corporation and the Comptroller of the Currency, as applicable. The Federal Reserve Board uses a combination of risk-based guidelines and leverage ratios to evaluate our regulatory capital adequacy.

The Federal Reserve Board has adopted a system using risk-based capital adequacy guidelines to evaluate the regulatory capital adequacy of financial holding companies. The guidelines apply on a consolidated basis to financial holding companies with consolidated assets of at least \$150 million. Under the risk-based capital guidelines, different categories of assets are assigned to different risk categories based generally on the perceived credit risk of the asset. The risk weights of the particular category are multiplied by the corresponding asset balances and added together to determine a risk-weighted asset base. Some off balance sheet items, such as loan commitments in excess of one year, mortgage loans sold with recourse and letters of credit, are added to the risk-weighted asset base by converting them to a credit equivalent and assigning them to the appropriate risk category. For purposes of the Federal Reserve Board's regulatory risk-based capital guidelines, total capital is defined as the sum of core and secondary capital elements, with secondary capital being limited to 100% of core capital. For financial holding companies, core capital, also known as Tier 1 capital, generally includes common shareholders' equity, perpetual preferred stock and minority interests in consolidated subsidiaries, less goodwill and other intangible assets. No more than 25% of core capital elements may consist of cumulative preferred stock. Secondary capital, also known as Tier 2 capital, generally includes the allowance for loan losses limited to 1.25% of weighted risk assets, certain forms of perpetual preferred stock, as well as hybrid capital instruments. The Federal Reserve Board's regulatory guidelines require a minimum ratio of qualifying total capital to weighted risk assets of 8%, of which at least 4% should be in the form of core capital. At December 31, 2004, our core capital was \$46.9 million.

In addition to the risk-based capital guidelines, the Federal Reserve Board, the Federal Deposit Insurance Corporation and the Comptroller of the Currency use a leverage ratio as an additional tool to evaluate capital adequacy. The leverage ratio is defined by the Federal Reserve Board to be a company's core capital divided by its average total consolidated assets, and the Comptroller of the Currency's and Federal Deposit Insurance Corporation's definitions are similar. Based upon our current capital status, the applicable minimum required leverage ratio is 4%.

The table below presents certain capital ratios at December 31, 2004.

Ratio	Actual	Minimum required
Total capital to risk weighted assets	11.81 %	8.00 %
Core capital to risk weighted assets	10.70 %	4.00 %
Core capital to average assets	7.43 %	4.00 %

Failure to meet the regulatory capital guidelines may result in the initiation by the Federal Reserve Board of appropriate supervisory or enforcement actions, including but not limited to delaying or denying pending or future applications to acquire additional financial or bank holding companies.

### **Sarbanes-Oxley Act**

The Sarbanes-Oxley Act (the Act), signed into law in 2002, addresses issues related to corporate governance of publicly traded companies. The Act requires, among other items, certification of the quality of financial reporting by the Chief Executive Officer and Chief Financial Officer, enhanced and timely disclosure of financial reporting and strengthens the rules regarding auditor and audit committee independence. Certain provisions of the Act were effective immediately and others became effective or are in process of becoming effective through Securities and Exchange Commission rulings.

### ***The Banks***

#### **General**

We own two national chartered banks. TeamBank, N.A. and Colorado National Bank, as national banks, are subject to regulations by the Office of the Comptroller of the Currency. The deposits of all of the banks are insured by the Federal Deposit Insurance Corporation.

#### **Community Reinvestment Act (CRA)**

Under the federal Community Reinvestment Act, financial institutions have a continuing and affirmative obligation, consistent with safe and sound operations of such institutions, to serve the convenience and needs of the communities in which they are chartered to do business, including low and moderate-income neighborhoods. The Community Reinvestment Act currently requires that regulators consider an applicant's Community Reinvestment Act record when evaluating certain applications, including charters, branches, and relocations, as well as mergers and consolidations. The applicable federal regulators regularly conduct Community Reinvestment Act examinations to assess the performance of financial institutions and assign one of four ratings to the institution's records of meeting the credit needs of its community. During their last examinations, ratings of at least satisfactory were received by all of our banks. As a result, management believes that the performance of our banks under the Community Reinvestment Act will not impede regulatory approvals of any proposed acquisitions or branching opportunities.

#### **Dividend Restrictions**

Dividends paid by our banks to the holding company provide a substantial amount of our operating and investing cash flow.

With respect to national banks, the directors may declare dividends of so much of the bank's undivided profits as they deem expedient, except until the bank's surplus fund equals its common capital at which time, no dividends may be declared unless the bank has carried to the surplus fund at least one-tenth of the bank's net income of the preceding half year in the case of quarterly or semiannual dividends, or at least one-tenth of its net income of the preceding two consecutive half-year periods in the case of annual dividends. However, the Comptroller of the Currency's approval is required if the total of all dividends declared by a bank in any calendar year exceeds the total of its net income of that year combined with its retained net income of the preceding two years, less any required transfers to surplus or a fund for the retirement of any preferred stock.

## Examinations

The primary federal banking regulators examine our banks from time to time. Based upon an evaluation, the examining regulator may revalue a bank's assets and require that it establish specific reserves to compensate for the difference between the value determined by the regulator and the book value of the assets.

## Capital Adequacy

The Federal Deposit Insurance Corporation and the Comptroller of the Currency have adopted regulations establishing minimum requirements for the capital adequacy of insured institutions. The requirements address both risk-based capital and leverage capital, with risk-based assets and core and secondary capital being determined in basically the same manner as described above for financial holding companies. The Federal Deposit Insurance Corporation or the Comptroller of the Currency may establish higher minimum requirements if, for example, a bank has previously received special attention or has a high susceptibility to interest rate risk.

The Comptroller of the Currency risk-based capital guidelines require national banks to maintain a minimum ratio of total capital, after deductions, to weighted risk assets of 8%, and national banks and state nonmember banks must have and maintain core capital in an amount equal to at least 3% of adjusted total assets; but for all but the most highly rated banks, the minimum core leverage ratio is to be 3% plus an additional cushion of at least 100 to 200 basis points. The applicable guideline for TeamBank, N.A. and Colorado National Bank is 4%.

The table below presents the regulatory capital ratios of TeamBank N.A. and Colorado National Bank at December 31, 2004.

Ratio	TeamBank, N.A.		Colorado National Bank	
	Actual	Minimum Required	Actual	Minimum Required
Total capital to risk weighted assets	11.56 %	8.00 %	15.39 %	8.00 %
Core capital to risk weighted assets	10.42 %	4.00 %	14.37 %	4.00 %
Core capital to average assets	7.38 %	4.00 %	8.83 %	4.00 %

Banks with regulatory capital ratios below the required minimum are subject to administrative actions, including the termination of deposit insurance upon notice and hearing, or a temporary suspension of insurance without a hearing in the event the institution has no tangible capital.

The Federal Deposit Insurance Corporation and Comptroller of the Currency regulators have adopted regulations that define five capital levels: well capitalized, adequately capitalized, undercapitalized, severely undercapitalized and critically undercapitalized. An institution is critically undercapitalized if it has a tangible equity to total assets ratio that is equal to or less than 2%. An institution is well capitalized if it has a total risk-based capital ratio of 10% or greater, core risk-based capital ratio of 6% or greater, and a leverage ratio of 5% or greater, and the institution is not subject to an order, written agreement, capital directive, or prompt corrective action directive to meet and maintain a specific capital level for any capital measure. An institution is adequately capitalized if it has a total risk-based capital ratio of 8% or greater, a core risk-based capital ratio of 4% or greater, and a leverage ratio of 4% or greater. Currently, our banks are well capitalized.

The Federal Deposit Insurance Corporation Improvement Act requires the federal banking regulators to take prompt corrective action to resolve the problems of insured depository institutions, including capital-deficient institutions. In addition to requiring the submission of a capital restoration plan, the Federal Deposit Insurance Corporation Improvement Act contains broad restrictions on activities of institutions



that are not adequately capitalized involving asset growth, acquisitions, branch establishment, and expansion into new lines of business. With limited exceptions, an insured depository institution is prohibited from making capital distributions, including dividends, and is prohibited from paying management fees to control persons if the institution would be undercapitalized after any distribution or payment.

As an institution's capital decreases, the powers of the federal regulators become greater. A significantly undercapitalized institution is subject to mandated capital raising activities, restrictions on interest rates paid and transactions with affiliates, removal of management, and other restrictions. The regulators have limited discretion in dealing with a critically undercapitalized institution and are virtually required to appoint a receiver or conservator if the capital deficiency is not promptly corrected.

### **Real Estate Lending Evaluations**

The federal regulators have adopted uniform standards for evaluations of loans secured by real estate or made to finance improvements to real estate. Banks are required to establish and maintain written internal real estate lending policies consistent with safe and sound banking practices and appropriate to the size of the institution and the nature and scope of its operations. The regulations establish loan to value ratio limitations on real estate loans, which generally are equal to or greater than the loan to value limitations established by our banks.

### **Deposit Insurance Premiums**

Deposits of our banks are insured up to the regulatory limit by the FDIC and are subject to deposit assessments. The assessment schedule for banks ranges from 0 to 27 cents per \$100 of deposits, based on capital and supervisory factors. The banks' insured deposits are subject to assessment payable to the Bank Insurance Fund. An institution's assessment is based on the assignment of the institution by the Federal Deposit Insurance Corporation to one of three capital groups and to one of three supervisory subgroups. The capital groups are well capitalized, adequately capitalized and undercapitalized. The three supervisory subgroups are Group A, for financially solid institutions with only a few minor weaknesses, Group B, for those institutions with weaknesses which, if uncorrected could cause substantial deterioration of the institution and increase the risk to the deposit insurance fund, and Group C, for those institutions with a substantial probability of loss to the fund absent effective corrective action. Currently, both of our banks are in Group A.

### **Interstate Banking Legislation**

The Riegle-Neal Interstate Banking and Branching Efficiency Act of 1994, which became effective September 1995, has eliminated many of the historical barriers to the acquisition of banks by out-of-state financial holding companies. This law facilitates the interstate expansion and consolidation of banking organizations by permitting: (1) financial holding companies that are adequately capitalized and managed, subject to certain limitations, to acquire banks located in states outside their home states regardless of whether acquisitions are authorized under the laws of the host state; (2) the interstate merger of banks after June 1, 1997, subject to the right of individual states either to pass legislation providing for earlier effectiveness of mergers or to opt out of this authority prior to that date; (3) banks to establish new branches on an interstate basis provided that this action is specifically authorized by the laws of the host state; (4) foreign banks to establish, with approval of the appropriate regulators in the United States, branches outside their home states to the same extent that national or state banks located in that state would be authorized to do so; and (5) banks to receive deposits, renew time deposits, close loans, service loans and receive payments on loans and other obligations as agent for any bank or thrift affiliate, whether the affiliate is located in the same or different state.

***Risk Factors***

Set forth below are material risks we face in the operation of our business.

**Changing regulatory structure** Industry regulators such as the Federal Reserve, the Comptroller of the Currency and the Federal Deposit Insurance Corporation may modify current regulations applicable to our operations. Additionally, future changes in legislation, including legislation governing publicly traded companies could impact our operations. We cannot predict the impact of implementing any future regulatory changes on the results of our operations or financial condition.

**Monetary policy and economic environment** The policies of regulatory authorities, including the monetary policy of the Federal Reserve, have a significant effect on the operating results of financial holding companies and their subsidiaries. Among the means available to the Federal Reserve to affect the money supply are open market operations in U.S. Government securities, changes in the discount rate on member bank borrowings, and changes in reserve requirements against member bank deposits. These means are used in varying combinations to influence overall growth and distribution of bank loans, investments and deposits, and their use may affect interest rates charged on loans or paid on deposits.

The Federal Reserve's monetary policies have materially affected the operating results of commercial banks in the past and are expected to continue to do so in the future. The nature of future monetary policies and the effect of these policies on our business and earnings cannot be predicted.

**Our growth strategy involves operating and acquisition risks that may negatively impact our profits** We face risks in our growth strategy, including the risks that we will be unable to expand our business through the acquisition of other financial institutions or bank branches or by internal growth, including the opening of new branch offices. Our ability to grow profitably through the opening of new branches involves the risks that the growth depends primarily on our identifying attractive markets and acquiring or establishing branch locations in those markets at reasonable costs. In addition, we must attract the necessary deposits and locate sound loans in those markets.

Acquiring other financial institutions or bank branches involves these same risks, as well as additional risks, including:

- adverse change in the results of operations of the acquired entities;
- unforeseen liabilities or asset quality problems of the acquired entities;
- greater than anticipated costs of integrating acquisitions;
- adverse personnel relations;
- loss of customers; and
- deterioration of local economic conditions.

The risks discussed above may inhibit or restrict our strategy to grow through acquisition and branch expansion, negatively impact our revenue growth and ultimately reduce profits.

**If we are unable to successfully integrate acquisitions, our earnings could decrease** In connection with our acquisitions of other banks, insurance agencies, or bank branches, we face risks in integrating and managing these businesses. We have a history of growth through acquisitions and plan to continue this strategy. To integrate an acquisition operationally, we must:

- centralize and standardize policies, procedures, practices, and processes;
- combine employee benefit plans;

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- implement a unified investment policy and adjust the combined investment portfolio to comply with the policy;
- implement a unified loan policy and confirm lending authority;
- implement a standard loan management system; and
- implement a loan loss reserve policy.

Integrating acquisitions may detract attention from our day-to-day business and may result in unexpected costs.

Once an acquired business is integrated, our future prospects will be subject to a number of risks, including, among others:

- our ability to compete effectively in new market areas;
- our successful retention of earning assets, including loans acquired in acquisitions;
- our ability to generate new earning assets;
- our ability to attract deposits;
- our ability to achieve cost savings. Historically, we have not implemented wholesale cost cutting after acquisitions, preferring to adjust operational costs on an ongoing basis in order to preserve market share and each acquired entity's standing in its community; and
- our ability to attract and retain qualified management and other appropriate personnel.

An inability to manage these factors may have a material adverse effect on our financial condition and results of operations.

**Our growth may require us to raise additional capital in the future, but sufficient capital may not be available when it is needed** We are required by federal and state regulatory authorities to maintain adequate levels of capital to support our operations. We anticipate that our existing capital resources will satisfy our immediately foreseeable capital requirements. However, to the extent we expand our asset base further, primarily through loan growth, we will be required to support this growth by increasing our capital to acceptable regulatory levels. Accordingly, we may need to raise additional capital in the future to support continued asset growth.

Our ability to raise additional capital if we need it to support loan growth in the future will depend on conditions in the capital markets, which are outside of our control, and on our financial performance. Accordingly, we cannot assure our ability to raise additional capital when needed or on favorable terms. If we cannot raise additional capital when needed, we will be subject to increased regulatory supervision and the imposition of restrictions on our growth and our business. Also, these restrictions could negatively impact our ability to further expand our operations through acquisitions or the establishment of additional branches and result in increases in operating expenses and reductions in revenues that would negatively affect our operating results.

**We rely heavily on our management team, and the unexpected loss of key managers may adversely affect our operations** Much of our success to date has been influenced strongly by our ability to attract and to retain senior management experienced in banking and financial services. Our ability to retain executive officers, the current management teams and loan officers of our operating subsidiaries will continue to be important to the successful implementation of our strategies. It is also critical to be able to attract and retain qualified additional management and loan officers. The unexpected loss of services of any key management personnel, or the inability to recruit and retain qualified personnel in the future, could have an adverse effect on our business, financial condition and results of operations.



**We may not be able to implement successfully our strategy to enter new markets** Among other matters, our strategic plan includes expansion into growing markets by acquisition or by establishing new offices. Expansion requires a significant expenditure of capital in order to prepare the facilities for operation and additional expense in order to staff these new facilities. As our new offices mature and grow, we are able to spread our overhead costs over a broader asset base. While our new offices are generating loan activity consistent with our projections, we may encounter unanticipated difficulties that could adversely affect future profitability. In addition, we cannot ensure that we will be able to operate and manage our operations in new markets successfully or recover our initial capital investment in these operations. To the extent that we expand, we may experience the negative effects of higher operating expenses relative to operating income from the new offices.

**We may not be successful in implementing our internal growth strategy due to numerous factors, which affect earnings** We intend to continue pursuing an internal growth strategy, the success of which is subject to our ability to generate an increasing level of loans and deposits at acceptable risk levels without corresponding increases in non-interest expenses. We may not be successful in our internal growth strategies due to competition, delays, and other impediments resulting from regulatory oversight, lack of qualified personnel, scarcity of branch sites or deficient site selection of bank branches. In addition, the success of our internal growth strategy will depend on maintaining sufficient regulatory capital levels and on positive economic conditions in our primary market areas.

**We face intense competition in all phases of our business from other banks and financial institutions** We compete for deposits with a large number of depository institutions including commercial banks, savings, and loan associations, credit unions, money market funds and other financial institutions and financial intermediaries serving our operating areas. Principal competitive factors with respect to deposits include interest rates paid on deposits, customer service, convenience, and location.

We compete for loans with other banks located in our operating areas, with loan production offices of large money center banks headquartered in other states, as well as with savings and loan associations, credit unions, finance companies, mortgage bankers, leasing companies and other institutions. Competitive factors with respect to loans include interest rates charged, customer service and responsiveness in tailoring financial products to the needs of customers.

We face significant competition from other financial institutions in making any potential acquisitions. Many of our acquisition competitors have substantially greater monetary resources than we do, as well as the ability to issue marketable equity securities with significantly greater value than we can to pay for part or all of the purchase price. Many of the entities that we compete with are substantially larger in size, and many non-bank financial intermediaries are not subject to the regulatory restrictions applicable to our bank subsidiaries.

**Our allowance for loan losses may prove to be insufficient to absorb losses in our loan portfolio** We establish our allowance for loan losses in consultation with management of our bank subsidiaries and maintain it at a level considered adequate by management to absorb loan losses that are inherent in the loan portfolio. The amount of future loan losses is susceptible to changes in economic, operating and other conditions, including changes in interest rates that may be beyond our control and these losses may exceed current estimates. Although management believes that our allowance for loan losses is adequate to absorb losses on any existing loans that may become uncollectible, we cannot predict loan losses with certainty, and we cannot ensure that our allowance for loan losses will prove sufficient to cover actual loan losses in the future. Loan losses in excess of our allowance for loan losses may adversely affect our business, financial condition and results of operations.

**If economic conditions in general and in our primary market areas deteriorate, our revenues could decrease** Our financial results may be adversely affected by changes in prevailing economic conditions, including declines in real estate values, changes in interest rates which cause a decrease in interest rate



spreads, adverse employment conditions and the monetary and fiscal policies of the federal government. Because we have a significant amount of real estate loans, declines in real estate values could adversely affect the value of property used as collateral.

In addition, substantially all of our loans are to individuals and businesses in suburban Kansas City, Eastern Kansas, Western Missouri, the Colorado Springs metropolitan area, and the Omaha, Nebraska metropolitan area. Any decline in the economy of these market areas could have an adverse impact on our revenues. There can be no assurance that positive trends or developments discussed in this report will continue or that negative trends or developments will not have significant downward effects on our revenues.

**Our business is subject to credit risks, which may adversely affect our earnings** Our loan customers may not repay their loans according to their terms, and collateral securing their loans, if any, may not have a value equal to amounts owed under their loans. Should the economic climate deteriorate, borrowers may experience difficulty, and the level of non-performing loans, charge-offs, and delinquencies could rise and require further increases in the provision for loan losses which will cause our net income to decline.

#### *Forward-Looking Statements*

Certain statements contained in this Annual Report on Form 10-K, which are not statements of historical fact, constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act (the Act), including, without limitation, the statements specifically identified as forward-looking statements within this document. In addition, certain statements in our future filings with the Securities and Exchange Commission, in press releases or in oral and written statements made by or with our approval, which are not statements of historical fact, constitute forward-looking statements within the meaning of the Act. Examples of forward-looking statements include, but are not limited to: (i) projections of revenue, income or loss, earnings or loss per share, the payment or nonpayment of dividends, capital structure and other financial items, (ii) statements of plans and objectives of ours or our management or board of directors, including those relating to products or services, (iii) statements of future economic performance and (iv) statements such as anticipates, expects, intends, plans, targets, and similar expressions are intended to identify forward-looking statements but are not the exclusive means of identifying such statements.

Forward-looking statements involve risks and uncertainties, which may cause actual results to differ materially from those in such statements. Factors that could cause actual results to differ from those discussed in the forward-looking statements include, but are not limited to: (i) the strength of the U.S. economy in general and the strength of the local economies in which operations are conducted; (ii) the effects of and changes in trade, monetary and fiscal policies and laws, including interest rate policies of the Federal Reserve Board; (iii) inflation, interest rates, market and monetary fluctuations; (iv) the timely development of and acceptance of new products and services and perceived overall value of these products and services by users; (v) changes in consumer spending, borrowing, and savings habits; (vi) technological changes; (vii) acquisitions and our ability to assimilate them; (viii) the ability to increase market shares and control expenses; (ix) the effect of changes in laws and regulations (including laws and regulations concerning taxes, banking, and securities) with which we must comply; (x) the effect of changes in accounting policies and practices, as may be adopted by the regulatory agencies as well as the Financial Accounting Standards Board, (xi) changes in our organization, compensation, and benefits plans; (xii) the costs and effects of litigation and of unexpected or adverse outcomes in such litigation; and (xiii) our success at managing risks involved in the foregoing.

Such forward-looking statements speak only as of the date on which such statements are made, and we undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made to reflect the occurrence of unanticipated events.



**Item 2. Properties**

The table below presents property information concerning our offices at December 31, 2004.

<b>Name and Address of Office</b>	<b>Type of Interest</b>	<b>Lease Expiration</b>	<b>Square Footage of Facility</b>
Team Financial, Inc. 8 West Peoria Paola, Kansas 66071	Owned	NA	5,000
TeamBank, N.A., Paola Branch (Main Office) 1 South Pearl Paola, Kansas 66071	Owned	NA	17,951
Team Bank, N.A., East Bank, Paola Branch 1515 Baptiste Drive Paola, Kansas 66071	Owned	NA	9,630
TeamBank, N.A., DeSoto Branch 34102 Commerce Drive DeSoto, Kansas 66018	Owned	NA	6,800
TeamBank, N.A., Lamar Branch 1011 Gulf Street Lamar, Missouri 64759	Leased	2006	2,650
TeamBank, N.A., Nevada Branch 201 East Cherry Nevada, Missouri 64772	Owned	NA	16,000
TeamBank, N.A., Osawatomie Branch 6th and Brown Osawatomie, Kansas 66064	Owned	NA	4,756
TeamBank, N.A., Ottawa Branch 421 South Hickory Ottawa, Kansas 66067	Owned	NA	8,000
TeamBank, N.A., Spring Hill Branch 22330 Harrison Street Spring Hill, Kansas 66083	Owned	NA	2,800
TeamBank, N.A., Iola Branch 119 East Madison Iola, Kansas 66749	Owned	NA	13,768
TeamBank, N.A., Parsons Branch (including drive in) 1902 Main Parsons, Kansas 66357	Owned	NA	11,000
TeamBank, N.A., Prairie Village Branch 5206 West 95th Street Prairie Village, Kansas 66207	Owned	NA	3,602

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TeamBank N.A., Omaha Branch (Main Office) 1902 Harlan Drive Bellevue, Nebraska 68005	Leased	2007	4,679
TeamBank N.A., Bellevue Branch 7001 South 36th Bellevue, Nebraska 68147	Leased	2005	1,980
TeamBank, N.A., Fort Calhoun Branch 101 N. 14th Street Fort Calhoun, Nebraska 68023	Owned	NA	4,250
Colorado National Bank, Colorado Springs Branch (Main Office) 3100 North Nevada Avenue Colorado Springs, Colorado 80907	Owned	NA	7,859
Colorado National Bank, Colorado Springs Branch 601 North Nevada Avenue Colorado Springs, Colorado 80907	Owned	NA	4,600
Colorado National Bank, Monument Branch 581 Highway 105 Monument, Colorado 80132	Owned	NA	5,150
Team Insurance Group, Inc.(1) 4200 East Skelly Drive Tulsa, Oklahoma 74135	Leased	2010	10,008

All of the leased properties are leased from unrelated third parties.

(1) Team Insurance Group, Inc. was sold on February 25, 2005. The space leased will remain with Team Insurance Group, Inc. after the sale.

### Item 3. Legal Proceedings

We are from time to time involved in routine litigation incidental to the conduct of our business. We believe that no pending litigation to which we are a party will have a material adverse effect on our liquidity, financial condition, or results of operations.

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

There were no matters submitted to a vote of our security holders during the fourth quarter of 2004.

**PART II****Item 5. Market for Registrant's Common Stock, Related Stockholder Matters and Issuer Purchases of Equity Securities**

Our common stock is traded on the Nasdaq National Market ( NASDAQ ) under the symbol TFIN .

The following table sets forth, for the periods indicated, the amount of cash dividends paid on our common stock and the high and low closing prices per share of our common stock as reported on the NASDAQ.

<b>Quarter Ended</b>	<b>Dividends Declared per Share</b>	<b>Common Stock High</b>	<b>Low</b>
<b>2004:</b>			
December 31, 2004	\$ 0.08	\$ 12.75	\$ 10.80
September 30, 2004	0.08	12.00	10.50
June 30, 2004	0.08	12.40	11.77
March 31, 2004	0.08	13.15	12.00
Year	\$ 0.32		
<b>2003:</b>			
December 31, 2003	\$ 0.08	\$ 13.20	\$ 11.20
September 30, 2003	0.07	11.42	10.35
June 30, 2003	0.06	11.06	9.92
March 31, 2003	0.06	10.83	9.99
Year	\$ 0.27		

At February 28, 2005 we had approximately 240 holders of record of our common stock; management estimates that the number of beneficial owners is significantly greater.

The following table summarizes information about the shares of common stock we repurchased during the fourth quarter of 2004.

<b>Period</b>	<b>Total Number of Shares Purchased</b>	<b>Average Price Paid per Share</b>	<b>Total Number of Shares Purchased as Part of Publicly Announced Program</b>	<b>Maximum Number of Shares That May Yet Be purchased Under The Program</b>
October 1-October 31				3,230
November 1-November 31	20,000	\$ 11.95	20,000	383,230
December 1-December 31				383,230
Total	20,000	\$ 11.95	20,000	

The Board of Directors approved a stock repurchase program, announced January 4, 2001, authorizing the repurchase of up to 300,000 shares of our common stock. During the fourth quarter of 2004, all remaining 3,230 shares available to be purchased under this program were purchased. On October 14, 2004, it was announced that the Board of Directors approved another stock repurchase program authorizing the repurchase of up to an additional 400,000 shares of common stock. There is no expiration date on this program.

During 2004 we repurchased a total of 142,992 shares of our common stock under our stock repurchase programs at an average price of \$11.77 per share. Our board of directors has authorized us to repurchase up to an additional 383,230 shares of our common stock.

We have paid cash dividends on our common stock since 1987. Although we currently intend to continue the payment of dividends, we cannot give any assure that we will continue to pay or declare dividends on our common stock in the future.

Kansas law permits us to pay dividends on our common stock when we are solvent and when dividend payments would not render us insolvent. Under Kansas law, dividends may be declared and paid only out of the unsecured, unrestricted earned surplus of a corporation.

Our ability to pay cash dividends largely depends on the amount of cash dividends paid to us by our subsidiary banks. Capital distributions, including dividends by financial institutions such as our subsidiary banks, are subject to restrictions tied to the institutions' earnings and capital. Payment of dividends on our common stock depends on payment of dividends to us by our subsidiary banks. Generally, without prior bank regulatory approval, the subsidiary banks cannot pay dividends during any calendar year in excess of the sum of their earnings during that year and the two previous years, less any other distributions during that period. At December 31, 2004, our subsidiaries could have paid additional dividends to Team Financial, Inc. of approximately \$586,000 without prior regulatory approval.

The following table summarizes the securities authorized for issuance under our equity compensation plans. We have no equity compensation plans that have not been approved by our shareholders.

**Equity Compensation Plan Information**

	(a)	(b)	(c)
Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by security holders	254,550	\$ 9.33	171,000

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Item 6. Selected Financial Data

	Years ended December 31				
	2004	2003	2002	2001	2000
<b>(Dollars in thousands, except per share data)</b>					
Consolidated statements of operations data:					
Interest income(4)(5)	\$ 31,975	\$ 31,579	\$ 37,113	\$ 39,968	\$ 40,645
Interest expense(4)	12,591	13,523	16,427	20,575	22,247
Net interest income	19,384	18,056	20,686	19,393	18,398
Provision for loan losses	1,465	1,790	1,434	1,435	1,001
Non-interest income(5)	8,150	9,808	9,839	7,924	5,860
Non-interest expenses(5)	22,051	21,674	21,964	20,886	18,835
Income taxes(5)	222	958	2,418	1,462	1,229
Net income from continuing operations, net of tax(5)	3,796	3,442	4,709	3,534	3,193
Net income (loss) from discontinued operations, net of tax(5)	(218)	350	(3)		
Net income	3,578	3,792	4,706	3,534	3,193
Consolidated statements of financial condition data:					
Total assets(4)	664,083	649,796	656,349	650,790	539,605
Loans receivable	378,771	348,095	340,986	357,080	331,931
Allowance for loan losses	4,898	4,506	4,611	4,392	3,911
Investment securities available for sale(5)	191,842	220,230	224,052	204,651	132,360
Investment securities held to maturity(1)					24,864
Non-performing assets(2)	3,162	8,377	6,346	5,268	4,563
Deposits	467,950	446,159	455,605	487,751	442,195
Long-term borrowings	106,295	101,184	108,301	72,438	25,549
Subordinated debt	16,005	16,005	16,005	16,005	
Stockholders' equity	52,854	52,404	51,828	45,370	39,799
Per common share:					
Shares applicable to basic income per share	4,060,587	4,095,903	4,145,820	3,989,098	3,916,980
Shares applicable to diluted income per share	4,094,714	4,131,381	4,165,400	3,996,327	3,916,980
Basic income per share from continuing operations(5)	\$ 0.93	\$ 0.84	\$ 1.14	\$ 0.89	\$ 0.82
Diluted income per share from continuing operations(5)	0.93	0.83	1.13	0.88	0.82
Basic income per share from discontinued operations(5)	(0.05)	0.09			
Diluted income per share from discontinued operations(5)	(0.05)	0.09			
Basic income per share	0.88	0.93	1.14	0.89	0.82
Diluted income per share	0.87	0.92	1.13	0.88	0.82
Book value per share	13.10	12.78	12.62	10.86	10.25
Tangible book value per share	8.01	7.81	7.59	6.84	7.44
Dividends paid per common share	0.32	0.27	0.22	0.20	0.20
Dividend payout ratio	36.36	% 29.03	% 19.30	% 22.47	% 24.39
Key ratios:					
Net interest margin(3)	3.49	% 3.30	% 3.76	% 3.95	% 3.88
Return on average assets	0.55	% 0.59	% 0.71	% 0.64	% 0.59
Return on average stockholders' equity	6.84	% 7.28	% 9.57	% 8.10	% 8.61
Core risk based capital ratio	10.70	% 11.08	% 11.00	% 10.60	% 8.49
Total risk based capital ratio	11.81	% 12.16	% 12.17	% 11.72	% 9.65
Leverage ratio	7.43	% 7.46	% 6.88	% 6.92	% 5.50
Non-performing assets to total assets	0.48	% 1.29	% 0.97	% 0.81	% 0.85
Non-performing loans to total loans	0.73	% 2.09	% 1.34	% 1.04	% 1.27
Allowance for loan losses to total loans	1.29	% 1.29	% 1.35	% 1.23	% 1.18
Allowance for loan losses to non-performing loans	177.85	% 62.10	% 100.76	% 118.83	% 92.61

- (1) Reclassified investment securities held to maturity to available for sale in connection with the adoption of SFAS 133 on January 1, 2001.
- (2) Includes loans 90 days or more delinquent and still accruing interest, non-accrual loans, restructured loans, and other real estate owned.
- (3) On a tax equivalent basis.
- (4) Total assets and interest income and interest expense in 2002 and 2001 have been restated for deconsolidation of a wholly owned subsidiary as a result of adopting FIN 46R. See Note 1, Summary of Significant Accounting Policies, in the Consolidated Financial Statements.
- (5) 2003 and 2002 information has been restated to exclude amounts included in discontinued operations, consistent with 2004 presentation.



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

***Business Environment and Risk Factors***

Management's discussion and analysis should be read in conjunction with the audited Consolidated Financial Statements contained within this report, including the Notes thereto. Our future operating results may be affected by various trends and factors that are beyond our control. These include the factors set forth in Risk Factors and Forward-Looking Statements. Accordingly, past results and trends may not be reliable indicators of future results or trends. With the exception of historical information, the matters discussed below include forward-looking statements that involve risks and uncertainties. We caution readers that a number of important factors discussed in this report could affect our actual results and cause actual results to differ materially from those in the forward-looking statements.

***Overview***

We are a financial holding company offering full-service community banking and financial services through 18 locations in Kansas, Missouri, Nebraska and Colorado through our wholly owned banking subsidiaries, TeamBank N.A and Colorado National Bank. Our presence in Kansas consists of seven locations in the Kansas City metropolitan area and three locations in southeast Kansas. We operate two locations in western Missouri, three in the metropolitan area of Omaha, Nebraska, and three in the Colorado Springs, Colorado metropolitan area. Our total assets over the past nine years have more than doubled, growing from \$260.3 million at January 1, 1996 to \$664.1 million at December 31, 2004. The growth in assets and the corresponding increase in earnings were achieved primarily through purchases of branches of large banks, purchases of community banks, and branch expansions. Our branch expansion includes growth at existing branches as well as the opening of new branches. Accompanying the acquisition growth were increased operating expenses resulting from growth as well as increases in provisions for loan losses and amortization expense of intangible assets related to acquisitions, and in some instances, issuance of our common stock in conjunction with the acquisitions. Our experience is that it takes between 12 to 18 months to realize meaningful net income improvements from acquisitions and expansion due to our emphasis on retaining key employees rather than the immediate implementation of cost reduction measures.

On February 25, 2005, we sold our interest in the insurance agency subsidiary. Financial information as of and for the years ended December 31, 2004, 2003 and 2002 presents the assets, liabilities and operating results of this subsidiary as discontinued operations.

At December 31, 2004 total assets were \$664.1 million, an increase of \$14.3 million, or 2.2%, from \$649.8 million at December 31, 2003. The increase in total assets was primarily due to an increase in cash and cash equivalents of \$16.2 million as a result of an increase in checking deposits. Loans increased \$30.7 million, or 8.8%, from December 31, 2003 offset by a decrease in investment securities of \$28.4 million, or 12.9%. At December 31, 2003 total assets were \$649.8 million, a decrease of \$6.5 million, or 1.0%, from \$656.3 million at December 31, 2002. The decrease in total assets was primarily due to a decrease in cash and cash equivalents of \$16.8 million and a decrease in investment securities of \$3.8 million offset by an increase in loans of \$7.1 million, an increase in premises and equipment of \$1.9 million and an increase in other assets of \$4.4 million.

Net income from continuing operations totaled \$3.8 million for the year ended December 31, 2004 versus \$3.4 million for the year ended December 31, 2003. The increase of \$400,000, or 11.8%, was primarily the result of an increase in net interest income of \$1.3 million, or 7.2%, a decrease in the provision for loan losses of \$325,000, or 18.1%, and a decrease in tax expense of \$736,000, or 76.8%, offset by a decrease in non-interest income of \$1.7 million, or 17.3%.

For the year ended December 31, 2004, discontinued operations resulted in a loss of \$218,000, net of taxes, compared to income of \$350,000, net of taxes, for the year ended December 31, 2003. This decrease in net income from discontinued operations was due to a decrease in insurance commission revenue of approximately \$301,000, or 6.7%, due to a decrease in insurance policy renewals, and an increase in operating expenses of \$435,000, or 10.7%. The increase in operating expense of discontinued operations was primarily due to the write-off of an asset related to a non-compete agreement as a result of the sale of the insurance agency on February 25, 2005 of \$119,000 recorded in the fourth quarter of 2004, an impairment charge against goodwill of \$174,000 to reduce the carrying value of the net assets to their fair value at December 31, 2004, and an increase in salary expenses of approximately \$228,000 during the year ended December 31, 2004 compared to the year ended December 31, 2003.

Net income from continuing operations totaled \$3.4 million for the year ended December 31, 2003 versus \$4.7 million for the year ended December 31, 2002. The decrease of \$1.3 million, or 27.7%, in 2003 compared to 2002 was primarily the result of a decrease in net interest income of \$2.6 million, or 12.6%, offset by a decrease in tax expense of \$ 1.5 million, or 62.5%.

### ***Critical Accounting Policies***

Our accounting and reporting policies conform to accounting principles generally accepted in the United States of America. In preparing the consolidated financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the statement of financial condition and revenues and expenses for the period. Actual results could differ significantly from those estimates.

### **Allowance for Loan Losses**

We establish allowances for loan losses. The provision for loan losses charged to operations is based on industry standards, historical experience and an evaluation of economic conditions. We regularly review delinquencies and loan portfolio quality. Based upon these factors, management makes various assumptions and judgments about the ultimate collectibility of the loan portfolio and provides an allowance for potential loan losses based upon a percentage of the outstanding balances and for specific loans if their ultimate collectibility is considered questionable. Since certain lending activities involve greater risks, the percentage applied to specific loan types may vary. Management believes that the allowance is adequate for probable loan losses inherent in the loan portfolio. While management uses available information to provide appropriate allowances for inherent losses on loans, future additions to the allowance may be necessary based on borrowers' conditions and changes in economic conditions.

### **Impairment of Goodwill Analysis**

As required by the provisions of Statement of Financial Accounting Standards No. 142, *Goodwill and Other Intangible Assets* (SFAS 142), goodwill is evaluated for impairment annually or more frequently if conditions indicate impairment may have occurred. The evaluation of possible impairment of intangible assets involves judgment based upon short-term and long-term projections of future performance. Net loss from discontinued operations included an impairment of goodwill of \$174,000 during the year ended December 31, 2004 as a result of the annual impairment testing and the pending sale of the insurance agency. There was no impairment of goodwill in 2003 or 2002.

### ***Analysis of the Results of Operations***

#### ***Net Interest Income from Continuing Operations***

Our income is derived primarily from net interest income, which is the difference between interest income, principally from loans, investment securities, federal funds sold, and interest bearing deposits, and interest



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expense, principally on customer deposits and other borrowings. Changes in net interest income result from changes in volume and interest rates earned and expensed. Volume refers to the average dollar levels of interest-earning assets and interest-bearing liabilities.

The following tables set forth the average balances of interest-earning assets and interest-bearing liabilities associated with continuing operations, as well as the amount of interest income or interest expense from continuing operations and the average rate for each category of interest-earning assets and interest-bearing liabilities on a tax-equivalent basis assuming a 34% tax rate for the periods indicated.

	Year ended December 31, 2004			Year ended December 31, 2003			Year ended December 31, 2002		
	Average Balance	Interest	Average Rate	Average Balance	Interest	Average Rate	Average Balance	Interest	Average Rate
	(Dollars in thousands)								
Interest earning assets:									
Loans receivable, net(1)(2)(3)	\$ 365,587	\$ 23,308	6.38 %	\$ 341,782	\$ 23,189	6.79 %	\$ 335,194	\$ 25,890	7.72 %
Investment securities-taxable	176,571	7,364	4.17 %	195,185	7,144	3.66 %	197,645	10,020	5.07 %
Investment securities-nontaxable(4)	31,765	2,064	6.50 %	27,590	1,971	7.14 %	24,814	1,798	7.25 %
Federal funds sold and interest-bearing deposits	5,227	54	1.03 %	10,743	107	1.00 %	16,755	269	1.61 %
Other assets(5)	480	46	9.58 %	480	45	9.38 %	480	45	9.38 %
Total interest earning assets	\$ 579,630	\$ 32,836	5.67 %	\$ 575,780	\$ 32,456	5.64 %	\$ 574,888	\$ 38,022	6.61 %
Interest bearing liabilities:									
Savings deposits and interest bearing checking	\$ 184,916	\$ 1,275	0.69 %	\$ 178,199	\$ 1,357	0.76 %	\$ 182,824	\$ 2,425	1.33 %
Time deposits	198,123	4,630	2.34 %	203,452	5,392	2.65 %	217,858	7,803	3.58 %
Federal funds purchased and securities sold under agreements to repurchase	10,481	143	1.36 %	5,647	49	0.87 %	4,969	65	1.31 %
Notes payable and Federal Home Loan Bank advances	115,205	4,990	4.33 %	116,572	5,172	4.44 %	98,527	4,581	4.65 %
Subordinated debentures(5)	16,005	1,553	9.70 %	16,005	1,553	9.70 %	16,005	1,553	9.70 %
Total interest bearing liabilities	\$ 524,730	\$ 12,591	2.40 %	\$ 519,875	\$ 13,523	2.60 %	\$ 520,183	\$ 16,427	3.16 %
Net interest income (tax equivalent)		\$ 20,245			\$ 18,933			\$ 21,595	
Interest rate spread			3.27 %			3.04 %			3.45 %
Net interest earning assets	\$ 54,900			\$ 55,905			\$ 54,705		
Net interest margin(4)			3.49 %			3.29 %			3.76 %
Ratio of average interest bearing liabilities to average interest earning assets	90.53	%		90.29	%		90.48	%	

(1) Loans are net of deferred fees.

(2) Non-accruing loans are included in the computation of average balances.

(3) Interest income includes loan fees. These fees for the years ended December 31, 2004, 2003, and 2002 were \$967,000, \$989,000, and \$865,000, respectively.

(4) Yield is adjusted for the tax effect of tax-exempt securities. The tax effects for the years ended December 31, 2004, 2003, and 2002 were \$861,000, \$877,000, and \$909,000, respectively.

(5) Restated for deconsolidation of a wholly owned subsidiary as a result of adopting FIN 46(R). See note 1, *Summary of Significant Accounting Policies* in the Consolidated Financial Statements.

Total interest income on a tax equivalent basis from continuing operations for 2004 was \$32.8 million, representing an increase of \$300,000, or less than 1%, from \$32.5 million for 2003.

Although interest income on loans receivable remained consistent for the year ended December 31, 2004 compared to the year ended December 31, 2003, the average yield on loans receivable decreased 41 basis points to 6.38% from 6.79% in 2003. This was offset with an increase of \$23.8 million in the average loan receivable balance to \$365.6 million in 2004 from \$341.8 million in 2003. The decrease in the yield

of loans

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receivable reflects the decrease in the rates applied to loans that re-priced in 2004 as required by the notes terms or were refinanced by customers at lower rates.

Interest income from taxable investment securities was \$7.4 million during 2004, an increase of \$300,000, or 4.2%, from 2003 of \$7.1 million. The average yield on taxable investment securities increased 51 basis points to 4.17% in 2004 from 3.66% in 2003 due to increases in interest rates experienced in the market. This was offset by a decrease of \$18.6 million in the average balances of taxable investment securities. Cash flow from the reduction of investment securities was redirected to fund loan growth.

Total interest expense from continuing operations was \$12.6 million for 2004, a \$900,000, or 6.67%, decrease from \$13.5 million in 2003. The decrease was primarily related to the decrease in average rate paid on savings deposits and interest bearing checking balances to .69% in 2004 from .76% in 2003, representing a 7 basis point decrease, and to the decrease in average rate paid on time deposits to 2.34% in 2004 from 2.65% in 2003, representing a 31 basis point decrease. The average balance of notes payable and Federal Home Loan Bank advances decreased \$1.4 million and the average rate on notes payable and Federal Home Loan Bank advances decreased 11 basis points to 4.33% during 2004 from 4.44% during 2003.

As a result of the changes described above, the net interest income from continuing operations, on a tax equivalent basis, increased to \$20.2 million during 2004, representing an increase of \$1.3 million, or 6.9%, compared to 2003 of \$18.9 million.

The average rate paid on our 9.50% subordinated debentures, which we issued in third quarter 2001 in connection with the sale by our wholly owned subsidiary, Team Financial Capital Trust I, of 9.50% Trust Preferred Securities, was 9.70% for 2004, 2003 and 2002. The difference between the contractual amount of 9.50% and the 9.70% reported interest rate is the amortization of debt issuance costs, which are amortized over a 30-year period. The terms of the subordinated debentures allow us to redeem them in whole or in part beginning August 10, 2006. With the adoption of Financial Accounting Standards Board Interpretation No. 46 Revised (FIN 46R), *Consolidation of Variable Interest Entities*, the Trust is not consolidated in the financial statements. See footnote 1, *Significant Accounting Policies*, in the notes to the Consolidated Financial Statements for further information.

Total interest income on a tax equivalent basis from continuing operations for 2003 was \$32.5 million, representing a decrease of \$5.5 million, or 14.5%, from \$38.0 million for 2002. The decrease was primarily the result of a \$2.7 million decrease in interest income on loans receivable and a \$2.9 million decrease on taxable investment securities.

Interest income on loans receivable decreased due to a 93 basis point decrease in the average yield on the loans receivable to 6.79% in 2003 from 7.72% in 2002 offset with an increase of \$6.6 million in the average loan receivable balance to \$341.8 million in 2003 from \$335.2 million in 2002. The decrease in the yield of loans receivable reflects the decrease in the rates applied to loans that re-priced in 2003 as required by the notes terms or were refinanced by customers at lower rates.

Interest income from taxable investment securities was \$7.1 million during 2003, a decrease of \$2.9 million, or 29%, from 2002 of \$10.0 million. The decrease was due to a decrease in the average rate of 141 basis points to 3.66% in 2003 from 5.07% in 2002. The decrease in the average rate of investment securities was related to the relatively low interest rates in the market. The decrease caused many of our portfolio issuers of securities to retire or prepay their securities prior to maturity since they were able to refinance at lower rates. Because of these early prepayments, we re-invested the proceeds in lower yielding securities, which reflect the decline in market interest rates. In addition, the early prepayments accelerated the amortization on premiums paid for investment securities further decreasing the yield on the securities.

Total interest expense from continuing operations was \$13.5 million for 2003, a \$2.9 million, or 17.7%, decrease from \$16.4 million in 2002. The decrease was primarily related to the decrease in average rate

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paid on savings deposits and interest bearing checking balances to .76% in 2003 from 1.33% in 2002, representing a 57 basis point decrease, and to the decrease in average rate paid on time deposits to 2.65% in 2003 from 3.58% in 2002, representing a 93 basis point decrease. Additionally there was a decrease in the average balance of interest bearing savings and checking deposits of approximately 2.5% to \$178.2 million in 2003 from \$182.8 million in 2002 and a decrease of 6.6% in average time deposit balances to \$203.5 million in 2003 from \$217.9 million in 2002. The decrease in the average deposits balances was due to the sale of two bank branches in June 2002. The average balance of notes payable and Federal Home Loan Bank advances increased \$18.1 million as we continued to borrow from the Federal Home Loan Bank and invest the proceeds to achieve the planned balance sheet management strategy to increase the asset sensitivity of our balance sheet. The average rate on notes payable and Federal Home Loan Bank advances decreased 21 basis points to 4.44% during 2003 from 4.65% during 2002.

As a result of the changes described above, the net interest income on a tax equivalent basis from continuing operations decreased to \$18.9 million during 2003, representing a decrease of \$2.7 million, or 12.5%, compared to 2002 of \$21.6 million.

The following table presents the components of changes in our net interest income from continuing operations, on a tax equivalent basis, attributed to volume and rate. Changes in interest income or interest expense attributable to volume changes are calculated by multiplying the change in volume by the prior fiscal year's average interest rate. The changes in interest income or interest expense attributable to change in interest rates are calculated by multiplying the change in interest rate by the prior fiscal year's average volume. The changes in interest income or interest expense attributable to the combined impact of changes in volume and change in interest rate are calculated by multiplying the change in rate by the change in volume.

	Year ended December 31, 2004 Compared To Year ended December 31, 2003 Increase (decrease) due to			Year ended December 31, 2003 Compared To Year ended December 31, 2002 Increase (decrease) due to		
	Volume (In thousands)	Rate	Net	Volume (In thousands)	Rate	Net
<b>Interest income:</b>						
Loans receivable, net(1)(2)(3)	\$ 1,615	\$ (1,496 )	\$ 119	\$ 509	\$ (3,210 )	\$ (2,701 )
Investment securities-taxable	(681 )	901	220	(125 )	(2,751 )	(2,876 )
Investment securities-nontaxable(4)	298	(205 )	93	201	(28 )	173
Federal funds sold and interest-bearing deposits	(55 )	2	(53 )	(97 )	(65 )	(162 )
Other assets(5)		1	1			
<b>Total interest income</b>	<b>1,177</b>	<b>(797 )</b>	<b>380</b>	<b>488</b>	<b>(6,054 )</b>	<b>(5,566 )</b>
<b>Interest expense:</b>						
Savings deposits and interest bearing checking	51	(133 )	(82 )	(61 )	(1,007 )	(1,068 )
Time deposits	(141 )	(621 )	(762 )	(516 )	(1,895 )	(2,411 )
Federal funds purchased and securities sold under agreements to repurchase	42	52	94	9	(25 )	(16 )
Notes Payable and Federal Home Loan Bank Advances	(61 )	(121 )	(182 )	839	(248 )	591
Subordinated debentures(5)						
<b>Total interest expense</b>	<b>(109 )</b>	<b>(823 )</b>	<b>(932 )</b>	<b>271</b>	<b>(3,175 )</b>	<b>(2,904 )</b>
<b>Net change in net interest income</b>	<b>\$ 1,286</b>	<b>\$ 26</b>	<b>\$ 1,312</b>	<b>\$ 217</b>	<b>\$ (2,879 )</b>	<b>\$ (2,662 )</b>

(1) Loans are net of deferred fees.

- (2) Non-accruing loans are included in the computation of average balances.
- (3) Interest income included loan fees. These fees for the years ended December 31, 2004, 2003, and 2002 were \$967,000, \$989,000, and \$865,000, respectively.
- (4) Income is adjusted for the tax effect of tax-exempt securities. The tax effects for the years ended December 31, 2004, 2003, and 2002 were \$861,000, \$877,000, and \$909,000, respectively.
- (5) Restated for deconsolidation of a wholly owned subsidiary as a result of adopting FIN 46(R). See note 1, *Summary of Significant Accounting Policies* in the Consolidated Financial Statements.

#### ***Provision for Loan Losses***

A provision for losses on loans is charged to earnings to bring the total allowance for loan losses to a level considered appropriate by management based on historical loss experience, the volume and type of lending conducted, the status of past due principal and interest payments, general economic conditions, particularly as such conditions relate to our market areas, and other factors related to the collectibility of our loan portfolio. After considering the above factors, management recorded a provision for loan losses on loans totaling \$1.5 million for the year ended 2004, \$1.8 million for the year ended 2003 and \$1.4 million for the year ended 2002. The provision recorded for the year ended 2004 decreased from 2003 primarily as a result of improved quality in the loan portfolio.

#### ***Non-Interest Income from Continuing Operations***

The following table sets forth non-interest income from continuing operations for the indicated periods.

	Years ended December 31		
	2004	2003	2002
	(In thousands)		
Service charges	\$ 3,952	\$ 3,573	\$ 3,677
Trust fees	664	608	595
Brokerage service revenue	234	369	409
Gain on sales of mortgage loans	1,264	2,788	2,364
Gain (loss) on sales of investment securities	(50 )	294	72
Mortgage servicing fees	290	329	329
Merchant processing fees	188	186	154
ATM and debit card fees	368	318	294
Income from investment in bank owned life insurance	821	892	1,011
Gain on sale of branch assets			452
Other	419	451	482
Total non-interest income	\$ 8,150	\$ 9,808	\$ 9,839

Non-interest income from continuing operations was \$8.2 million for 2004, a \$1.6 million, or 16.3%, decrease from 2003. This decrease was primarily a result of a decrease in gain on sales of mortgage loans of \$1.5 million, or 53.6%. The decrease in gain on sales of mortgage loans was the result of the decrease in volume of loans refinanced and loans originated and sold due to a stabilizing interest rate environment experienced during the year compared to previous years interest rate environments that were experiencing declining interest rates. The gain on sale of mortgage loans experienced in 2004 may not be indicative of gains in future years as interest rates change. The magnitude of any future decreased gain on sales of mortgage loans cannot be estimated. Service charges increased approximately \$400,000 for the year ended 2004 compared to the year ended 2003 due to an increased volume of overdraft fees and other service charges. Gain on sales of investment securities decreased approximately \$300,000 for the year ended 2004

compared to the year ended 2003 due to planned decisions to sell and re-invest certain investments maintained in our portfolio.

Non-interest income from continuing operations was \$9.8 million for the years ended 2003 and 2002. Gain on sale of mortgage loans increased \$400,000, or 16.7%, for the year ended 2003 compared to the year ended 2002. The increase in gain on sale of mortgage loans was the result of the increase in volume of loans refinanced and originated and sold, due to a low interest rate environment during the year. A gain of \$452,000 was reported in 2002 relating to the sale of branches during June 2002, which did not reoccur in 2003.

#### *Non-Interest Expense from Continuing Operations*

The following table presents non-interest expense for the indicated periods:

	Years ended December 31		
	2004	2003	2002
	(In thousands)		
Salaries and employee benefits	\$ 10,638	\$ 10,927	\$ 11,618
Occupancy and equipment	2,765	2,495	2,339
Data processing	2,528	2,190	2,023
Professional fees	1,179	1,090	1,068
Marketing	355	267	252
Supplies	378	381	365
Intangible asset amortization	798	823	1,073
Disposal of branch assets		258	
Other	3,410	3,243	3,226
Total non-interest expenses	\$ 22,051	\$ 21,674	\$ 21,964

Non-interest expense from continuing operations was \$22.1 million for the year ended 2004, an increase of \$400,000, or 1.8%, compared to \$21.7 million for the year ended 2003. Occupancy and equipment increased approximately \$300,000 during 2004 due to increased depreciation associated with two new locations in Colorado, which were opened in the first and second quarters of 2004, and increased maintenance and repair costs experienced in 2004 compared to 2003. Additionally, data processing expense increased approximately \$300,000 due to increases in computer license expense and other computer support and increases resulting from converting the Colorado locations on to the core operating system in June of 2003. These increases were offset by a decrease in salary and employee benefits of approximately \$300,000 and a decrease in disposal of branch assets of approximately \$300,000 associated with disposal of branch assets in 2003.

Non-interest expense from continuing operations was \$21.7 million for the year ended 2003, a decrease of \$300,000, or 1.4%, compared to \$22.0 million for the year ended 2002. Contributing to the decrease was a decrease in salary and employee benefits of \$700,000 compared to 2002 due to a decrease in bonuses earned in 2003 of approximately \$500,000 compared to 2002. Intangible asset amortization in 2003 decreased approximately \$300,000 due to a reduction to the valuation allowance on mortgage servicing rights based on our valuation of the fair value of the mortgage servicing rights. Offsetting these decreases in expenses for continuing operations for the year ended 2003 compared to 2002 was an increase in disposal of branch assets of approximately \$300,000. In May 2003, we closed a branch located in Omaha, Nebraska, resulting in disposal of branch assets associated with terminating the lease and disposing of the facility.

***Income Tax Expense from Continuing Operations***

We recorded income tax expense from continuing operations of \$222,000 for the year ended 2004 compared to \$958,000 for the year ended 2003, representing a decrease of \$736,000, or 76.8%. The effective tax rate from continuing operations for 2004 and 2003 was 5.5% and 21.7%, respectively. The lower effective tax rate in 2004 was due to the reversal of approximately \$291,000 of previously provided tax reserves from closed tax years and the reversal of \$165,000 over accrued in the prior year. Also contributing to the lower effective tax rate was a result of a decrease in taxable income in 2004 compared to 2003. The effective tax rate was less than the statutory federal rate of 34.0% in 2004 and 2003 primarily due to municipal interest income and the income tax benefit resulting from dividends passed through the ESOP to the ESOP participants and non-taxable income from our investment in bank owned life insurance.

We recorded income tax expense from continuing operations of \$958,000 for the year ended 2003 compared to \$2.4 million in 2002, representing a decrease of approximately \$1.4 million, or 58.3%. Contributing to the decrease in 2003 was income tax expense recognized in 2002 related to the sale of branches in the second quarter 2002 of \$648,000 resulting from book versus tax basis as summarized in the following table.

	<b>Book basis</b>	<b>Tax basis</b>
Proceeds from sale	\$ 1,762,000	\$ 1,762,000
Goodwill, net	(1,310,000 )	
Gain on sale before tax	452,000	1,762,000
Income tax expense	(648,000 )	(648,000 )
Net (loss) gain on sale of branches	\$ (196,000 )	\$ 1,114,000

Excluding the tax expense associated with the 2002 branch dispositions, the effective tax rate from continuing operations decreased to approximately 22% in 2003 compared to 26% in 2002. The decrease in effective tax rate was primarily due to an increase in non-taxable municipal interest income in relation to taxable income in 2003 compared to non-taxable municipal interest in relation to taxable income in 2002.

***Discontinued Operations***

On February 25, 2005, we completed the sale of our insurance agency subsidiary, Team Insurance Group, Inc. We sold all of the issued and outstanding shares of the insurance agency subsidiary to an unaffiliated third party. Our investment in the subsidiary as of February 25, 2005 was approximately \$7,000,000. Tangible assets of approximately \$1,700,000, including cash and premises and equipment and liabilities of approximately \$1,300,000 used in the insurance agency operations, will remain with the agency after the sale. The sale was effective December 31, 2004, and as a result, we will not include any of the insurance agency's 2005 operating activities in our 2005 consolidated results of operations. The insurance agency subsidiary is presented as a discontinued operation in the financial information presented in this report, including the Consolidated Financial Statements and Notes to the Consolidated Financial Statements.

Team Insurance Group, Inc. was purchased on December 18, 2002 and operated as a subsidiary until its sale. Total consideration paid for the insurance agency when purchased in 2002 was \$6,850,000. Cash of \$5,000,000 was paid at closing. Additional consideration of \$1,850,000 plus interest was payable to the previous owners if certain revenue contingencies were earned during the years ended 2003 and 2004.

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The following table presents the net assets of Team Insurance Group, Inc. as of December 31, 2004 and 2003.

	2004	2003
	(In thousands)	
Cash	\$ 1,033	\$ 212
Investments		1,022
Premises and equipment, net	571	411
Goodwill	5,514	3,838
Intangible assets, net of accumulated amortization	1,039	1,328
Other assets	125	6,384
Accrued expenses and other liabilities	(1,282 )	(7,632 )
Total net assets	\$ 7,000	\$ 5,563

The revenue contingencies discussed above for both 2003 and 2004 were achieved. Additional cash consideration of \$925,000 plus interest was paid to the previous owners during the first quarter of 2004 for the 2003 fiscal year achievements and \$925,000 was paid in the first quarter of 2005 for the 2004 fiscal year achievements. The 2005 payment was accrued at December 31, 2004 and included in the payables of TeamBank N.A. Goodwill increased by \$1,850,000 during 2004 as a result of these contingent payments. In compliance with annual impairment testing required by Financial Accounting Standards No. 142, *Goodwill and Other Intangible Assets*, we recognized an impairment on goodwill of \$174,000 during the fourth quarter of 2004.

Included in intangible assets of discontinued operations at December 31, 2003 was a non-compete agreement between an employee of Team Insurance Group, Inc. and Team Financial, Inc. of approximately \$159,000. Amortization expense was recognized during the year ended 2004 of approximately \$40,000, bringing the net book value of the non-compete agreement to approximately \$119,000. However, as a result of the sale of the insurance agency, the non-compete agreement was written-off at December 31, 2004.



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Summarized results of operations related to the insurance agency are as follows for the years ended December 31, 2004, 2003 and 2002.

	<b>For the years ended December 31</b>		
	<b>2004</b>	<b>2003</b>	<b>2002</b>
	<b>(In thousands)</b>		
Insurance agency commissions	\$ 4,153	\$ 4,454	\$ 324
Other income	193	229	2
<b>Total income</b>	<b>4,346</b>	<b>4,683</b>	<b>326</b>
Salary and employee benefits	3,092	2,864	232
Occupancy and equipment	338	274	29
Professional fees	90	53	5
Marketing	126	161	15
Supplies	39	58	3
Intangible asset amortization	170	175	
Goodwill impairment	174		
Intangible asset write-off	119		
Other	455	498	44
<b>Total expenses</b>	<b>4,603</b>	<b>4,083</b>	<b>328</b>
Net income (loss) from discontinued operations <b>before income taxes</b>	(257 )	600	(2 )
Income tax expense (benefit)	(39 )	250	1
Net income (loss) from discontinued operations, net of tax	\$ (218 )	\$ 350	\$ (3 )

### ***Comprehensive Income***

Comprehensive income is the total of net income and other comprehensive income. Our other comprehensive income is composed of the change in equity resulting from an increase or decrease in the market value of our available for sale investment securities, due to the changes in interest rates, net of tax.

Comprehensive income was \$2.7 million for the year ended 2004, an increase of \$1.0 million from \$1.7 million for the year ended 2003. The increase was primarily the result of a \$1.2 million increase in other comprehensive income as unrealized losses experienced during 2004 decreased compared to the unrealized losses experienced during 2003.

Comprehensive income was \$1.7 million for 2003, a decrease of \$6.3 million from \$8.0 million for 2002. The decrease was primarily the result of a \$5.3 million decrease in other comprehensive income as the fair value of our investment securities decreased in 2003 from 2002.

### ***Analysis of Financial Condition***

#### ***Overview***

Total assets were \$664.1 million at December 31, 2004, an increase of \$14.3 million, or 2.2%, from \$649.8 million in total assets as of December 31, 2003. The increase in total assets was primarily due to an increase in cash and cash equivalents of \$16.2 million. Loans increased approximately \$30.7 million in 2004 compared to 2003. This was offset by a decrease in investments of approximately \$28.4 million.

Total assets were \$649.8 million at December 31, 2003, a decrease of \$6.5 million, or 1.0%, from \$656.3 million in total assets as of December 31, 2002. The decrease in total assets was primarily due to a decrease in cash and cash equivalents of \$16.8 million and a decrease in investment securities of \$3.8 million offset by an increase in loans of \$7.1 million, an increase in premises and equipment of \$1.9 million and an increase in other assets of \$4.4 million.

**Loan Portfolio Composition**

The following tables present the composition of our loan portfolio by type of loan at the dates indicated.

	<b>December 31 2004</b>		<b>2003</b>		<b>2002</b>		<b>2001</b>		<b>2000</b>	
	<b>Principal Balance</b>	<b>Percent of Total</b>	<b>Principal Balance</b>	<b>Percent of Total</b>	<b>Principal Balance</b>	<b>Percent of Total</b>	<b>Principal Balance</b>	<b>Percent of Total</b>	<b>Principal Balance</b>	<b>Percent of Total</b>
	<b>(Dollars in thousands)</b>									
Loans secured by real estate										
One to four family	\$ 87,633	23.4 %	\$ 93,711	27.3 %	\$ 102,673	30.5 %	\$ 125,666	35.6 %	\$ 115,913	35.3 %
Construction and land development	49,388	13.2	43,748	12.7	38,717	11.5	29,154	8.3	22,222	6.8
Other	139,788	37.4	118,729	34.6	98,642	29.3	80,080	22.7	56,393	17.2
<b>Total</b>	<b>276,809</b>	<b>74.0</b>	<b>256,188</b>	<b>74.6</b>	<b>240,032</b>	<b>71.4</b>	<b>234,900</b>	<b>66.6</b>	<b>194,528</b>	<b>59.3</b>
Commercial and agricultural										
Installment and other	82,889	22.2	70,734	20.6	71,835	21.4	82,594	23.4	87,128	26.6
Gross Loans	379,561	101.5	348,741	101.5	341,583	101.5	357,705	101.4	332,341	101.3
Less unearned fees										
	(790 )	(0.2 )	(646 )	(0.2 )	(597 )	(0.2 )	(625 )	(0.2 )	(410 )	(0.1 )
Total loans receivable	378,771	101.3	348,095	101.3	340,986	101.4	357,080	101.2	331,931	101.2
Less allowance for loan losses										
	(4,898 )	(1.3 )	(4,506 )	(1.3 )	(4,611 )	(1.4 )	(4,392 )	(1.2 )	(3,911 )	(1.2 )
Total net loans receivable	\$ 373,873	100.0 %	\$ 343,589	100.0 %	\$ 336,375	100.0 %	\$ 352,688	100.0 %	\$ 328,020	100.0 %

Total loans receivable were \$378.8 million at December 31, 2004 compared to \$348.1 million at December 31, 2003, representing an increase of \$30.7 million, or 8.8%. The increase in total loans receivable was primarily due to increases in the commercial, construction and land development, and commercial real estate markets. The internal loan growth in these areas produced an increase of \$35.2 million, or 17.3% in these loans compared to 2003. Offsetting the increase in our commercial, construction and land development, and commercial real estate loans was the continued decrease in our one to four family portfolio, representing a 6.5% decrease in 2004 compared to 2003, or approximately \$6.1 million. Installment loans continue to decrease as a percentage of our loan portfolio over the past several years as we have placed more emphasis on growing our small to mid-size business lending. At December 31, 2004 installment loans were \$13.7 million, representing a \$1.9 million decrease, or 12.2%, from installment loans at December 31, 2003 of \$15.6 million.

Total loans receivable were \$348.1 million at December 31, 2003 compared to \$341.0 million at December 31, 2002, representing an increase of \$7.1 million, or 2.1%. The increase in total loans receivable was primarily due to our continued allocation of resources to the commercial, construction and land development, and commercial real estate markets. Our commitment to focus our resources on internal loan growth in these areas produced an increase of \$24.8 million, or 13.8% in these loans compared to 2002. Offsetting the increase in our commercial, construction and land development, and commercial real estate loans was the continued decrease in our one to four family portfolio resulting primarily from a decrease in loans held for sale of \$9.2 million. Agriculture loans and farmland real estate loans decreased \$2.7 million to \$26.0 million at December 31, 2003 compared to \$28.7 million at December 31, 2002. The decrease was due to our continued reduction in exposure to the Kansas and

Missouri agricultural markets. Installment loans at December 31, 2003 were \$15.6 million, representing a \$5.7 million decrease, or 27.0%, from installment loans at December 31, 2002 of \$21.3 million.

#### **Loans secured by real estate**

Loans secured by real estate represent our largest type of loan. At December 31, 2004, these loans totaled \$276.8 million, a \$20.6 million, or 8.0%, increase from \$256.2 million at December 31, 2003. The increase was generated from an \$18.4 million increase in commercial real estate loans and a \$5.7 million increase in construction and development loans. Offsetting this increase was a \$6.1 million decrease in one to four family loans. Included in one to four family loans were loans held for sale of \$3.1 million at December 31, 2004 and \$1.1 million at December 31, 2003. We typically sell fixed rate one to four family loans to the secondary market instead of holding such loans in our one to four family portfolio. We occasionally retain the servicing rights on these loans. Capitalized servicing rights are recorded at the time the loan is sold, thereby increasing the gain on sale by such amount. The balance of our mortgage servicing rights was \$514,000 at December 31, 2004 compared to \$656,000 at December 31, 2003. Construction and land development loans secured by real estate increased \$5.7 million, or 13.0%, to \$49.4 million at December 31, 2004 from \$43.7 million at December 31, 2003.

Non-farm, non-residential commercial loans secured by real estate increased \$18.4 million, or 17.8%, to \$122.0 million at December 31, 2004 from \$103.6 million at December 31, 2003. We have experienced steady growth in this area increasing in each of the last five years. We anticipate continued growth in this loan portfolio with our continued emphasis on small to mid-size business loans in our metropolitan markets.

At December 31, 2003 loans secured by real estate totaled \$256.2 million; a \$16.2 million, or 6.8%, increase from \$240.0 million at December 31, 2002. The increase was generated from an \$18.8 million increase in commercial real estate loans and a \$5.0 million increase in construction and development loans. Offsetting this increase was a \$9.0 million decrease in one to four family loans primarily resulting from a decrease in loans held for sale. At December 31, 2003, the balance of real estate mortgage loans held for sale was \$1.1 million, representing a \$9.2 million decrease from the balance at December 31, 2002 of \$10.3 million. Construction and land development loans secured by real estate increased \$5.0 million, or 12.9%, to \$43.7 million at December 31, 2003 from \$38.7 million at December 31, 2002. Non-farm, non-residential commercial loans secured by real estate increased \$18.8 million, or 22.0%, to \$103.6 million at December 31, 2003 from \$84.8 million at December 31, 2002.

#### **Commercial and Agricultural**

Commercial and agricultural loans were \$82.9 million at December 31, 2004, an increase of \$12.2 million, or 17.3%, from \$70.7 million at December 31, 2003. Commercial loans include loans to service, retail, wholesale, and light manufacturing businesses. Agricultural loans include loans to farmers for production and other agricultural needs.

Commercial loans were \$68.0 million at December 31, 2004, compared to \$56.7 million at December 31, 2003, an increase of \$11.3 million, or 19.9%. At December 31, 2003, commercial loans were \$56.7 million compared to \$55.7 million at December 31, 2002, an increase of \$1.0 million, or 1.8%. Commercial loans continue to be an area of emphasis as we focus on small to mid-size business loans in our markets.

At December 31, 2004, agricultural loans were \$14.9 million compared to \$14.0 million at December 31, 2003, an increase of \$900,000, or 6.4%. Agricultural loans were \$14.0 million at December 31, 2003, a decrease of \$2.1 million or 13.0% from \$16.1 million at December 31, 2002.

**Installment and Other**

Installment and other loans include automobile and other personal loans, leases and loans to state and political subdivisions. The majority of these loans are installment loans with fixed interest rates. Installment and other loans were \$19.9 million at December 31, 2004, a decrease of \$1.9 million, or 8.7%, from \$21.8 million at December 31, 2003. At December 31, 2003, installment and other loans decreased \$7.9 million, or 26.6%, from \$29.7 million at December 31, 2002. Installment and other loans have been decreasing as a percentage of total loans over the past several years as we have placed less emphasis in this area and more emphasis on our small to mid-size business loans in our markets.

**Loan Maturities**

The following tables present, at December 31, 2004 and 2003, loans by maturity in each major category of our portfolio based on contractual schedules. Actual maturities may differ from the contractual maturities shown below as a result of renewals and prepayments. Loan renewals are re-evaluated using substantially the same credit procedures that are used when loans are made.

	December 31, 2004					
	One Year or Less (In thousands)	Over One Year Through Five Years Fixed Rate	Variable	Over Five Years Fixed Rate	Variable	Total
Loans secured by real estate:						
One to four family	\$ 11,059	\$ 6,122	\$ 2,257	\$ 15,279	\$ 52,916	\$ 87,633
Construction and land development	36,304	5,971	2,281	217	4,615	49,388
Other	35,367	32,128	16,226	7,162	48,905	139,788
Total	82,730	44,221	20,764	22,658	106,436	276,809
Commercial and agricultural	44,142	13,660	7,488	1,679	15,920	82,889
Installment and other	4,280	10,670	36	3,654	1,223	19,863
Gross Loans	131,152	68,551	28,288	27,991	123,579	379,561
Less unearned fees	790					790
Total loans receivable	\$ 130,362	\$ 68,551	\$ 28,288	\$ 27,991	\$ 123,579	\$ 378,771

	December 31, 2003					
	One Year or Less (In thousands)	Over One Year Through Five Years Fixed Rate	Variable	Over Five Years Fixed Rate	Variable	Total
Loans secured by real estate:						
One to four family	\$ 13,447	\$ 6,997	\$ 2,410	\$ 14,189	\$ 56,668	\$ 93,711
Construction and land development	28,313	7,884	2,445	72	5,034	43,748
Other	20,530	36,597	8,251	7,255	46,096	118,729
Total	62,290	51,478	13,106	21,516	107,798	256,188
Commercial and agricultural	32,911	11,734	9,726	2,200	14,163	70,734
Installment and other	3,628	12,700	103	3,949	1,439	21,819
Gross Loans	98,829	75,912	22,935	27,665	123,400	348,741
Less unearned fees	646					646
Total loans receivable	\$ 98,183	\$ 75,912	\$ 22,935	\$ 27,665	\$ 123,400	\$ 348,095

*Non-performing assets*

Non-performing assets consist of non-performing loans and other real estate owned. Non-performing loans consist of loans 90 days or more delinquent and still accruing interest, non-accrual loans, and restructured loans. When, in the opinion of management, a reasonable doubt exists as to the collectibility of interest, regardless of the delinquency status of a loan, the accrual of interest income is discontinued and any interest accrued to date is reversed through a charge to interest income. While a loan is on non-accrual status, it is our policy that interest income is recognized only after payment in full of the past due principal. Loans are generally placed on non-accrual status when principal or interest is 90 days or more past due, unless the loans are well-secured and in the process of collection.

The following table presents information concerning the non-performing assets at the dates indicated.

	December 31				
	2004	2003	2002	2001	2000
	(Dollars in thousands)				
Non-accrual loans	\$ 1,281	\$ 5,481	\$ 3,413	\$ 2,316	\$ 2,705
Loans 90 days past due and still accruing	420	641	1,163	1,380	1,518
Restructured loans	1,053	1,138			
Non-performing loans	2,754	7,260	4,576	3,696	4,223
Other real estate owned	408	1,117	1,770	1,572	340
Total non-performing assets	\$ 3,162	\$ 8,377	\$ 6,346	\$ 5,268	\$ 4,563
Non-performing loans as a percentage of total loans	0.73 %	2.09 %	1.34 %	1.04 %	1.27 %
Non-performing assets as a percentage of total assets	0.48 %	1.29 %	0.97 %	0.81 %	0.85 %

Total non-performing assets were \$3.2 million at December 31, 2004 compared to \$8.4 million at December 31, 2003, representing a decrease of \$5.2 million, or 61.9%. The decrease in non-performing assets was primarily due to a decrease in non-accrual loans of \$4.2 million as a result of resolving two large credits during 2004 that were classified as non-accrual at December 31, 2003.

Non-performing loans decreased \$4.5 million, or 61.6%, to \$2.8 million at December 31, 2004 from \$7.3 million at December 31, 2003. The decrease in non-performing loans was a result of a decrease in non-accrual loans of \$4.2 million. This decrease was primarily a result of a payoff received on a large loan to a residential property developer of approximately \$2.0 million in the second quarter of 2004 classified as non-accrual at December 31, 2003 and foreclosure and sale of the collateralized property of approximately \$1.0 million on a loan with an individual for a single-family dwelling in the fourth quarter of 2004, classified as non-accrual at December 31, 2003.

Included in the \$1.3 million of non-accrual loans at December 31, 2004 were several small loans, the largest was approximately \$234,000 for a single-family dwelling. Non-accrual loans had approximately \$262,000 specific reserves included in the allowance for loan losses at December 31, 2004. We do not anticipate losses on these credits in excess of the specific reserves. Restructured loans at December 31, 2004 consisted of eight relationships. The largest relationship included an agricultural loan restructured through Farmer Home Administration of approximately \$507,000.

Other real estate owned was \$408,000 at December 31, 2004 compared to \$1.1 million at December 31, 2003. Other real estate owned consisted of five properties held by our subsidiary banks, consisting of four commercial buildings, at December 31, 2004. The properties are all located within our market areas. Management is working to sell the real estate as soon as practicable. During the year ended December 31, 2004, 22 properties held in other real estate owned were sold at a total loss of approximately \$148,000.

Non-performing assets as a percent of total assets decreased to 0.48% at December 31, 2004, compared to 1.29% at December 31, 2003, and 0.97% at December 31, 2002. Non-performing assets will generally

increase in times of economic uncertainty or stress. Management believes the level of non-performing assets may increase if economic weaknesses are experienced in 2005, although the magnitude of any increase in non-performing loans is not determinable.

***Impaired loans***

We consider a loan to be impaired when it is deemed probable by management that we will be unable to collect all contractual principal and interest payments in accordance with the terms of the original loan agreement. However, when determining whether a loan is impaired, management also considers the loan documentation, the current ratio of the loan's balance to collateral value, and the borrower's present financial position. Included as impaired loans are all loans contractually delinquent 90 days or more and all loans upon which accrual of interest has been suspended.

At December 31, 2004, we had impaired loans totaling \$1.7 million, which have related specific reserves of \$262,000. This compares to \$6.1 million of impaired loans, which had related specific reserves of \$1.5 million at December 31, 2003. The decrease in impaired loans was the result of the decrease in non-accrual loans described above. The average recorded investment in impaired loans during the year ended December 31, 2004 was \$4.0 million. Interest income recognized on impaired loans during the period the loans were considered to be impaired for 2004 approximated \$50,000. Impaired loans will generally increase in times of economic uncertainty or stress. Management believes the level of impaired loans could increase if economic weaknesses are experienced in our market area during 2005.

***Allowance for Loan Losses***

Management maintains its allowance for loan losses based on industry standards, historical experience and an evaluation of economic conditions. We regularly review delinquencies and loan portfolio quality. Based upon these factors, management makes various assumptions and judgments about the ultimate collectibility of the loan portfolio and provides an allowance for potential loan losses based upon a percentage of the outstanding balances and for specific loans if their ultimate collectibility is considered questionable. Since certain lending activities involve greater risks, the percentage applied to specific loan types may vary. The allowance is increased by provisions for loan losses and reduced by loans charged off, net of recoveries.

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The following table sets forth information regarding changes in the allowance for loan losses for the periods indicated.

	Year ended December 31		2002	2001	2000
	2004	2003			
	(Dollars in thousands)				
Average total loans	\$ 365,587	\$ 341,782	\$ 335,194	\$ 339,258	\$ 324,198
Total loans at end of period	\$ 378,771	\$ 348,095	\$ 340,986	\$ 357,080	\$ 331,931
Allowance at beginning of year	\$ 4,506	\$ 4,611	\$ 4,392	\$ 3,911	\$ 3,320
Loans charged off:					
Real estate:					
One to four family	(307 )	(229 )	(238 )	(99 )	(15 )
Construction	(200 )		(18 )	(141 )	
Other	(218 )	(2 )	(103 )	(38 )	(32 )
Commercial	(267 )	(1,296 )	(561 )	(441 )	(217 )
Lease financing receivables	(16 )	(32 )	(20 )	(36 )	(154 )
Installment and other	(298 )	(688 )	(635 )	(930 )	(570 )
Total charge-offs	(1,306 )	(2,247 )	(1,575 )	(1,685 )	(988 )
Recoveries:					
Real estate:					
One to four family	16	49	13	4	
Construction	3	7	29		4
Other		80	19		4
Commercial	38	35	38	67	50
Lease financing receivables	6		22	24	25
Installment and other	170	181	239	254	142
Total recoveries	233	352	360	349	225
Net charge-offs	(1,073 )	(1,895 )	(1,215 )	(1,336 )	(763 )
Provision for loan losses	1,465	1,790	1,434	1,435	1,001
Allowance related to acquisitions				382	353
Allowance at end of period	\$ 4,898	\$ 4,506	\$ 4,611	\$ 4,392	\$ 3,911
Ratio of net charge-offs to average total loans	0.29 %	0.55 %	0.36 %	0.39 %	0.24 %
Allowance to total loans at end of period	1.29 %	1.29 %	1.35 %	1.23 %	1.18 %
Allowance to non-performing loans	177.9 %	62.10 %	100.76 %	118.83 %	92.61 %

The allowance for loan losses was \$4.9 million, or 1.29% of total loans at December 31, 2004 compared to \$4.5 million, or 1.29%, of total loans at December 31, 2003. Allowance to non-performing loans was 177.9% at December 31, 2004 compared to 62.10% at 2003. The increase in the allowance as percent of non-performing loans was due to the decrease in non-performing loans during 2004 compared to 2003 primarily as a result of resolving two large credits classified as non-accrual at December 31, 2003 as discussed above. Net charge-offs were \$1.1 million for the year ended 2004 compared to \$1.9 million for the year ended 2003. Net charge-offs for 2004 consisted of several small credits. The largest charge-off during 2004 was approximately \$300,000 for a one to four family real estate loan that went into foreclosure and was sold from other real estate owned.

Net charge-offs were \$1.9 million for the year ended 2003, compared to \$1.2 million for the year ended 2002. Net charge-offs for 2003 primarily consisted of \$1.3 million in commercial loan net charge-offs, \$507,000 in installment and other loan net charge-offs and \$180,000 in one to four family loan net charge-offs. The commercial charge-offs were comprised of six large loans totaling \$1.2 million.

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Lending personnel are responsible for continuous monitoring of the loan portfolio. Additionally we have a separate loan review process, which reviews the loan portfolio on a quarterly basis to determine compliance with loan policy, including the appropriateness of risk ratings assigned to individual loans, as well as the adequacy of the allowance for loan losses. The allowance for loan losses is based primarily on management's estimates of probable loan losses from the foregoing processes and historical experience.

The following table presents an allocation of the allowance for loan losses by loan category as of the dates indicated. The allocation table should not be interpreted as an indication of the specific amounts, by loan classification, to be charged to the allowance. Management believes that the table may be a useful device for assessing the adequacy of the allowances as a whole. The table has been derived in part by applying historical loan loss ratios to both internally classified loans and the portfolio as a whole to determine the allocation of the loan losses attributable to each category of loans.

	December 31 2004		2003		2002		2001		2000	
	Amount of Gross Allowance (Dollars in thousands)	Loans in Category as a Percentage of Total Loans	Amount of Gross Allowance	Loans in Category as a Percentage of Total Loans	Amount of Gross Allowance	Loans in Category as a Percentage of Total Loans	Amount of Gross Allowance	Loans in Category as a Percentage of Total Loans	Amount of Gross Allowance	Loans in Category as a Percentage of Total Loans
Loans secured by real estate:										
One to four family	\$ 423	23.1 %	\$ 397	27.0 %	\$ 16	30.1 %	\$ 139	35.2 %	\$ 161	34.8 %
Construction and land development	402	13.0	635	13.0	575	11.3	248	8.2	29	6.7
Other	1,137	36.9	944	34.0	784	28.8	658	22.4	126	17.0
Commercial and agricultural	2,331	21.9	1,638	20.0	2,102	21.1	2,283	23.1	2,211	26.2
Lease financing receivables	9	0.4	8		14		35	1.4	76	2.4
Installment and other	393	4.7	602	6.0	864	8.7	889	9.7	828	12.9
Unallocated	203		282		256		140		480	
	\$ 4,898	100.0 %	\$ 4,506	100.0 %	\$ 4,611	100.0 %	\$ 4,392	100.0 %	\$ 3,911	100.0 %

The provision for loan losses takes into account many factors such as our prior experience with loan losses and an evaluation of the risks in the loan portfolio at any given time, including changes in economic, operating, and other conditions of borrowers, the economies in our areas of operations and to a lesser extent, the national economy and several other factors beyond our control. The allowance for loan losses allocated to loans secured by construction and land development decreased approximately \$233,000 at December 31, 2004 compared to December 31, 2003 due to a decrease in specific reserves identified with certain loans included in this category offset by increases in the allocation of the allowance associated with historical trends and economic conditions due to an increased balance in this category in 2004 compared to 2003. The allowance for loan losses allocated to commercial and agricultural loans increased approximately \$693,000 primarily due to the increase in the allocation associated with applying historic trends and economic conditions to the increased loan balance at 2004 compared to 2003. The allowance for loan losses allocated to installment and other loans decreased approximately \$209,000 due to a decrease in the balance of this category of loans in 2004 compared to 2003 in addition to the decrease of approximately \$116,000 in specific reserves identified with certain loans included in this category.

**Investments**

We invest a portion of our available funds in short-term and long-term instruments, including federal funds sold and investment securities. Our investment portfolio is designed to provide liquidity for cash flow requirements, to assist in managing interest rate risk, and to provide collateral for certain public deposits and other borrowing arrangements. At December 31, 2004 and 2003, the investment portfolio was



comprised principally of obligations of U.S. government agencies, obligations of states and political subdivisions, and mortgage-backed securities. Total investment securities at December 31, 2004 of \$191.8 million represented a decrease of \$28.4 million from total investments at December 31, 2003 of \$220.2 million. The decrease was primarily a result of a decrease in U.S. government agency securities of \$21.6 million. As proceeds were received during 2004 from called agency securities, the proceeds were used to fund the loan portfolio growth.

We initiated a long-term balance sheet management strategy starting in the fourth quarter 2001 to increase the asset sensitivity of our balance sheet with the expectation of benefiting from an anticipated increase in interest rates and to borrow long-term borrowings during the period of historically low interest rates.

Under this strategy we borrowed \$88.0 million in Federal Home Loan advances and purchased short-term investment securities and funded loans. The Federal Home Loan Bank borrowings, which carry an average rate of 4.02%, consist of \$70.0 million in 10-year fixed rate advances convertible to floating rate advances if LIBOR increases to a range of 6.0% to 7.50% within the 10 years, \$10.0 million in 5-year fixed rate advances convertible to floating rate advances if LIBOR increases to 7.50% within the 5 years, \$5.0 million in 10-year floating rate advances and \$3.0 million in fixed rate advances.

A decreasing interest rate environment may cause an unfavorable impact on net interest income and net interest margin and an increasing interest rate environment may increase net interest income over the remaining borrowing period, but the actual magnitude of this impact cannot be estimated.

The following table presents our investments in certain securities accounted for as available for sale. Other investments is comprised of Federal Home Loan Bank stock, Federal Reserve Bank stock and certain equity securities, all of which carry no stated maturity.

	<b>December 31 2004</b>	<b>2003</b>
	<b>(In thousands)</b>	
Investment securities available for sale:		
U.S. Agency securities	\$ 56,199	\$ 77,809
Obligations of state and political subdivisions	32,276	33,166
Mortgage-backed securities	88,666	92,688
Other	14,701	16,567
Total investment securities	\$ 191,842	\$ 220,230

At December 31, 2004 and 2003, the investment portfolio did not any contain investments, which were considered to be derivatives or structured notes.

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The following tables set forth a summary of the contractual maturities in the investment portfolio at December 31, 2004 and December 31, 2003.

**December 31, 2004**

	One year or less		Over one years through five years		Over five years through ten years		Over ten years		Total	
	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield
U.S. Treasury and agencies	\$ 3,649	4.79 %	\$ 30,118	3.55 %	\$ 8,256	4.00 %	\$ 14,176	5.07 %	\$ 56,199	4.08 %
Obligations of states and political subdivisions	1,252	6.15	4,956	6.42	16,251	6.36	9,817	6.16	32,276	6.30
Mortgage-backed securities			1,255	4.37	4,617	4.17	82,794	4.79	88,666	4.76
Other(1)	8,505	4.19			1,071	7.38	5,125	5.33	14,701	5.68
	\$ 13,406		\$ 36,329		\$ 30,195		\$ 111,912		\$ 191,842	

**December 31, 2003**

	One year or less		Over one years through five years		Over five years through ten years		Over ten years		Total	
	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield
U.S. Treasury and agencies	\$ 8,713	4.92 %	\$ 38,528	3.51 %	\$ 11,737	3.74 %	\$ 18,831	4.73 %	\$ 77,809	4.00 %
Obligations of states and political subdivisions	1,193	5.55	6,022	6.50	15,420	6.42	10,530	6.25	33,165	6.35
Mortgage-backed securities			382	4.48	3,250	5.14	89,057	4.72	92,689	4.73
Other(1)	11,083	6.49	138	6.96	1,081	7.40	4,265	4.97	16,567	5.74
	\$ 20,989		\$ 45,070		\$ 31,488		\$ 122,683		\$ 220,230	

(1) Other securities consists principally of Federal Home Loan Bank stock and Federal Reserve Bank stock, which have no stated maturity

**Deposits**

Our primary source of funds has historically been customer deposits, which totaled \$468.0 million at December 31, 2004, a \$21.8 million, or 4.9%, increase from \$446.2 million at December 31, 2003. The increase was a result of an increase in checking deposits of \$18.2 million, primarily due to an increase in public funds in the fourth quarter of 2004. Average balance for checking, savings and money market deposits was \$253.2 million for the year ended December 31, 2004 compared to \$242.5 million for the same accounts in 2003.

The following table sets forth the average balances and weighted average rates for categories of deposits for the periods indicated.

	For the years ended December 31		2003		2002	
	Average Balance	Average Rate	Average Balance	Average Rate	Average Balance	Average Rate
Non-interest-bearing demand	\$ 68,256		\$ 64,329		\$ 47,152	
Interest-bearing demand	151,871	0.70 %	146,527	0.76 %	148,970	1.30 %
Savings	33,045	0.64 %	31,672	0.78 %	33,854	1.46 %
Time	198,123	2.34 %	203,452	2.65 %	217,858	3.58 %
Total	\$ 451,295		\$ 445,980		\$ 447,834	

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The following table summarizes at December 31, 2004 and December 31, 2003, our certificates of deposit of \$100,000 or more by time remaining until maturity.

	<b>December 31 2004</b>	<b>2003</b>
	<b>(In thousands)</b>	
<b>Remaining maturity:</b>		
Less than three months	\$ 13,684	\$ 15,463
Three to six months	6,411	15,456
Six months to one year	13,906	12,975
One year and over	18,784	12,539
Total	\$ 52,785	\$ 56,433

### ***Federal Home Loan Bank and Federal Reserve Bank Borrowings***

Our subsidiary banks are members of the Federal Home Loan Bank of Topeka (FHLB). The FHLB system functions as a central bank providing credit for members. As members of the FHLB, our subsidiary banks are entitled to borrow funds from the FHLB and are required to own FHLB stock in an amount determined by a formula based upon total assets and FHLB borrowings. Our subsidiary banks may use FHLB borrowings to supplement deposits as a source of funds.

At December 31, 2004, FHLB borrowings aggregated \$111.9 million, compared to \$111.2 million at December 31, 2003. FHLB borrowings aggregated \$112.3 million, at December 31, 2002. As discussed in the investment section above, approximately \$88.0 million of the FHLB borrowings are part of a long-term balance sheet strategy to increase the sensitivity of our balance sheet by borrowing long-term funds at historically low interest rates and purchasing short-term investments securities and fund loans. At December 31, 2004, the aggregate available and unused borrowing capacity of our subsidiary banks was approximately \$2.5 million, which was available through a line of credit and term advances. FHLB borrowings are collateralized by FHLB stock, investment securities and certain qualifying mortgage loans of our subsidiary banks.

TeamBank, N.A. and Colorado National Bank are member banks of the Federal Reserve Bank and may use the Federal Reserve Bank discount window to meet short-term funding needs. Neither of our subsidiary banks utilized short-term Federal Reserve Bank borrowings during 2004 or 2003.

### ***Subordinated Debentures***

On August 10, 2001, Team Financial Capital Trust I (the Trust), a Delaware business trust formed by Team Financial, Inc., completed the sale of \$15.5 million 9.50% Cumulative Trust Preferred Securities. The Trust used the net proceeds from the offering to purchase a like amount of Team Financial, Inc.'s 9.50% subordinated debentures. The debentures, maturing August 10, 2031, are the sole assets of the Trust. In exchange for the capital contribution made to the Trust by Team Financial, Inc. upon formation, Team Financial, Inc. owns all of the common securities of the Trust.

In accordance with Financial Accounting Standards Board Interpretation No. 46R, *Consolidation of Variable Interest Entities* (FIN 46 R), adopted in December 2003, the Trust qualifies as a special purpose entity that is not required to be consolidated in the financial statements of Team Financial, Inc. The \$15.5 million Trust Preferred Securities issued by the Trust are reported on the records of the Trust.

We continue to include the Trust Preferred Securities issued by the Trust in Tier I capital for regulatory capital purposes.

Total expenses associated with offering the preferred securities of the Trust, paid by Team Financial, Inc., approximated \$1.0 million and are reflected in Team Financial Inc.'s financial statements. The costs are included in Other Assets and are being amortized on a straight-line basis to interest expense over the life of the debentures.

The Trust Preferred Securities accrue and pay distributions quarterly at annual rates of 9.50% of the stated liquidation amount of \$10 per preferred security. We have fully and unconditionally guaranteed all of the obligations of the Trust. The guaranty covers the quarterly distributions and payments on liquidation or redemption of the Trust Preferred Securities.

**Contractual Obligations, Commitments and Off-Balance Sheet Arrangements**

We have various contractual obligations in the normal course of business that are integral to our operations. The following table summarizes payments due per these contractual obligations at December 31, 2004.

	Payments Due By				Total
	One Year or less (In thousands)	Over One to Three Years	Over Three to Five Years	Over Five Years	
Time deposits	\$ 129,285	\$ 62,777	\$ 9,546	\$ 12	\$ 201,620
Repurchase agreements	5,669				5,669
Subordinated debentures and notes payable	9,164	29,005	5,000	88,295	131,464
Contingent payment	925				925
Operating lease obligations	106	88			194
Loan commitments	48,630	14,480	462	11,785	75,357
Data processing contracts	538	1,142	101		1,781
Total	\$ 194,317	\$ 107,492	\$ 15,109	\$ 100,092	\$ 417,010

Payments on time deposits are based on contractual maturity dates. These funds may be withdrawn prior to maturity with or without penalties.

The contingent payment represents amounts payable to the previous owners of the insurance agency we acquired on December 18, 2002. The payment of \$925,000 plus interest was paid in the first quarter of 2005. This payment was accrued for at December 31, 2004 and is reflected in accrued expenses and other liabilities on the Statement of Financial Condition.

Included in subordinated debentures and notes payable in the above table is subordinated debt of \$16,005,000. The debentures mature on August 10, 2031; however, we may redeem all or part of the debentures at any time on or after August 10, 2006. These debentures are included in the over one to three years maturity category in the table above based on the date of earliest redemption.

Operating lease obligations represent property rented for branch offices. Payments represent the minimum lease payments and exclude related costs such as utilities.

Loan commitments represent obligations to provide financing to our customers. As some of these commitments will expire prior to funding the full amount, the total commitment amounts do not necessarily represent future cash obligations.

Data processing contracts represent the minimum obligations under these contracts and exclude additional payments that are based on volume of transactions processed.

Additionally, we offer standby letters of credit to our customers, which are a conditional, but irrevocable form of guarantee, issued to guarantee payment upon default of payment by our customer. Standby letters of credit are initially issued for a period of one year, but can be extended depending on customer needs. The contractual amount of standby letters of credit was \$4,896,000 at December 31, 2004 and the maximum remaining term for any standby letter of credit is December 2008. Commitments for standby letters of credit do not necessarily represent future cash requirements.

### Capital Resources

We monitor compliance with bank and financial holding company regulatory capital requirements, focusing primarily on risk-based guidelines. Under the risk-based capital method of capital measurement, the ratio computed is dependent upon the amount and composition of assets recorded on the balance sheet, and the amount and composition of off-balance sheet items, in addition to the level of capital. Included in the risk-based capital method are two measures of capital adequacy, core capital and total capital, which consist of core and secondary capital. Core capital, also known as Tier 1 capital, generally includes common shareholders' equity, perpetual preferred stock and minority interests in consolidated subsidiaries, less goodwill and intangible assets. No more than 25% of core capital elements may consist of cumulative preferred stock. The Cumulative Trust Preferred Securities, issued by our subsidiary, Team Financial Capital Trust I, to purchase Team Financial, Inc. subordinated debentures, is included in Tier I capital of Team Financial, Inc. for regulatory purposes. Total risk based capital, also known as Tier 2 capital, generally includes the allowance for loan losses limited to 1.25% of weighted risk assets, certain forms of perpetual preferred stock, as well as hybrid capital instruments.

The following tables present capital ratios as of the indicated dates.

	Risk Based Capital Ratios At December 31					
	2004		2003		2002(3)	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
	(Dollars in thousand)					
Core capital	\$ 46,857	10.70 %	\$ 46,320	11.08 %	\$ 43,175	10.98 %
Core capital minimum requirement(1)	17,524	4.00 %	16,721	4.00 %	15,723	4.00 %
Excess	\$ 29,333	6.70 %	\$ 29,599	7.08 %	\$ 27,452	6.98 %
Total risk based capital	\$ 51,755	11.81 %	\$ 50,826	12.16 %	\$ 47,786	12.16 %
Total risk based capital requirement(1)	35,049	8.00 %	33,442	8.00 %	31,446	8.00 %
Excess	\$ 16,706	3.81 %	\$ 17,384	4.16 %	\$ 16,340	4.16 %
Total risk adjusted assets	\$ 438,109		\$ 418,026		\$ 393,070	

	Leverage Ratios At December 31					
	2004		2003		2002(3)	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
	(Dollars in thousand)					
Core capital	\$ 46,857	7.43 %	\$ 46,320	7.46 %	\$ 43,175	6.88 %
Core capital minimum requirement(2)	25,213	4.00 %	24,829	4.00 %	25,114	4.00 %
Excess	\$ 21,644	3.43 %	\$ 21,491	3.46 %	\$ 18,061	2.88 %
Average total assets	\$ 630,323		\$ 620,723		\$ 627,855	

(1) Based on risk-based capital guidelines of the Federal Reserve Board, a bank holding company is required to maintain a core capital to risk-adjusted assets ratio of 4% and a total capital, risk-based, to risk-adjusted assets ratio of 8%.



(2) The leverage ratio is defined as the ratio of core capital to average tangible assets. Based on Federal Reserve Board guidelines, a bank holding company generally is required to maintain a leverage ratio in excess of 4%.

(3) Restated for deconsolidation of wholly owned subsidiary as a result of adopting FIN 46(R). See Summary of Significant Accounting Policies in the Notes to the Consolidated Financial Statements.

#### ***Recent Accounting Pronouncements***

In December of 2004, the Financial Accounting Standards Board ( FASB ) issued Statement of Financial Accounting Standards No. 123 (revised 2004), *Share Based Payments*, ( SFAS 123R ). This statement requires that the cost resulting from all share-based transactions be recognized in the financial statements. SFAS 123R establishes fair value as the measurement objective in accounting for share-based arrangements and requires all entities to apply a fair-value based measurement method in accounting for share based payments with employees except for equity instruments held by employee share ownership plans. SFAS 123R replaces FASB Statement No. 123, *Accounting for Stock-Based Compensation*, and supercedes Accounting Principal Board Opinion No. 25, *Accounting for Stock Issued to Employee*, ( APB 25 ) and is effective as of the beginning of the first interim or annual reporting period beginning after June 15, 2005. We have historically applied APB 25 to account for stock compensation plans. The adoption of SFAS 123R will result in higher salaries and employee benefits expense in future periods.

On September 30, 2004 the FASB issued a final FASB Staff Position, FSP EITF Issue 03-1-1, that delays the effective date for the measurement and recognition guidance included in EITF Issue 03-1, *The Meaning of Other-than-temporary Impairment and Its Application to Certain Investments*, ( EITF 03-1 ). Originally, this statement was effective for reporting periods beginning after June 15, 2004 and provided guidance on when to record a loss in the statement of operations and when additional information needed to be disclosed on unrealized losses. Other components of EITF 03-1 regarding quantitative and qualitative information was required to be presented in the financial statements effective for fiscal years ending after December 15, 2003 and was not deferred by the FASB's Staff Position. This portion of EITF 03-1 was adopted in December 2003 and the required disclosures are included in footnote 3 in the Notes to the Consolidated Financial Statements. The adoption of the measurement and recognition guidance, once finalized, are not anticipated to have a material impact on the financial position and results of operations but the extent of any impact is not determinable at this time.

In December 2003, the American Institute of Certified Public Accountants issued Statement of Position 03-3, *Accounting for Certain Loans or Debt Securities Acquired in a Transfer*, ( SOP 03-3 ). SOP 03-3 addresses the accounting for certain acquired loans or debt securities, including those acquired in a purchase business combination, that have experienced a deterioration of credit quality between the loan origination date that the date the loan is acquired by an investor, and for which it is probable that at acquisition the investor will be unable to collect all contractually required payments on the loan. Loans within the scope of this SOP that are acquired should be recognized initially at the present value of amounts expected to be received and no allowance for loan losses should be carried over related to these loans at acquisition. SOP 03-3 prohibits displaying accretable yield and nonaccretable differences in the balance sheet. SOP 03-3 is effective for loans acquired in fiscal years beginning after December 15, 2004. We adopted SOP 03-3 on January 1, 2005. The adoption of SOP 03-3 is not expected to have a material impact on the financial position or results of operations.

**Item 7a. Quantitative and Qualitative Disclosures about Market Risk**

***Liquidity***

We continuously forecast and manage our liquidity in order to satisfy cash flow requirements of depositors, borrowers, and our own cash flow needs. We have developed internal and external sources of liquidity to meet our continued growth needs. These include, but are not limited to, the ability to raise deposits through branch promotional campaigns, purchased brokered certificates of deposits, maturity of overnight funds, short term investment securities classified as available-for-sale and draws on credit facilities established through the Federal Home Loan Bank of Topeka.

Our most liquid assets are cash and cash equivalents and investment securities available-for-sale. The levels of these assets are dependent on our operating, financing, lending, and investing activities during any given period. At December 31, 2004 and December 31, 2003, these liquid assets totaled \$226.6 million and \$238.8 million, respectively. Included in these liquid assets are investment securities of \$162.7 million at December 31, 2004 and \$173.9 million at December 31, 2003 that were pledged as collateral for borrowings, repurchase agreements and for public funds on deposit.

At December 31, 2004 there was approximately \$2.5 million borrowing capacity remaining under agreements with the Federal Home Loan Bank of Topeka.

During the year, the loan portfolio increased approximately 8.8%. Decreased liquidity may result in the inability to continue this growth rate in the future or may result in increased cost of funding. Deposit growth through branch promotional campaigns are expected to provide additional sources of funding. Another source of additional funding is the use of brokered certificates of deposits.

Management believes our sources of liquidity are adequate to meet expected cash needs for the foreseeable future.

***Asset and Liability Management***

Asset and liability management refers to management's efforts to minimize fluctuations in net interest income caused by interest rate changes. This is accomplished by managing the re-pricing of interest rate sensitive interest-earning assets and interest-bearing liabilities. Controlling the maturity of re-pricing of an institution's liabilities and assets in order to minimize interest rate risk is commonly referred to as gap management. Close matching of re-pricing assets and liabilities will normally result in little change in net interest income when interest rates change. We monitor our assets and liability mix monthly in an effort to maintain consistent earnings performance through control of interest rate risk.



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Below is a static gap schedule as of December 31, 2004. This is just one of several tools which may be used to measure and manage interest rate sensitivity. Interest-earning assets and interest-bearing liabilities are presented below within selected time intervals based on their re-pricing and maturity characteristics. In this view, the sensitivity position is perfectly matched when an equal amount of assets and liabilities re-price during any given time period. Excess assets or liabilities re-pricing in a given time period results in the interest rate gap shown in the table. A positive gap indicates more assets than liabilities will re-price in that time period, while a negative gap indicates more liabilities than assets will re-price.

<b>Static Gap Analysis at December 31, 2004</b>							
	<b>3 months or less</b>	<b>4 through 12 months</b>	<b>13 through 36 months</b>	<b>37 through 60 months</b>	<b>61 through 120 months</b>	<b>More than 120 months</b>	<b>Total</b>
<b>(Dollars in thousands)</b>							
<b>Interest-earning assets:</b>							
Loans receivable, net of unearned income	\$ 101,272	\$ 110,144	\$ 85,153	\$ 53,996	\$ 13,579	\$ 14,627	\$ 378,771
Investment securities available for sale	9,008	4,398	20,061	16,268	30,195	111,912	191,842
Federal funds sold and interest-bearing deposits	21,023						21,023
Other assets			480				480
<b>Total interest-earning assets</b>	<b>\$ 131,303</b>	<b>\$ 114,542</b>	<b>\$ 105,694</b>	<b>\$ 70,264</b>	<b>\$ 43,774</b>	<b>\$ 126,539</b>	<b>\$ 592,116</b>
<b>Interest bearing liabilities:</b>							
Savings deposits and interest-bearing checking	\$ 192,973	\$	\$	\$	\$	\$	\$ 192,973
Time deposits under \$100,000	28,144	67,164	45,447	8,068	12		148,835
Time deposits over \$100,000	13,685	20,317	17,306	1,477			52,785
Federal funds purchased and securities sold under agreements to repurchase	5,669						5,669
Federal Home Loan Bank Advances	15,620		20,000	5,000	70,534	761	111,915
Notes payable and subordinated debentures	144	3,400	16,005				19,549
<b>Total interest-bearing liabilities</b>	<b>\$ 256,235</b>	<b>\$ 90,881</b>	<b>\$ 98,758</b>	<b>\$ 14,545</b>	<b>\$ 70,546</b>	<b>\$ 761</b>	<b>\$ 531,726</b>
<b>Periodic repricing gap</b>	<b>\$ (124,932 )</b>	<b>\$ 23,661</b>	<b>\$ 6,936</b>	<b>\$ 55,719</b>	<b>\$ (26,772 )</b>	<b>\$ 125,778</b>	<b>\$ 60,390</b>
<b>Cumulative repricing gap</b>	<b>(124,932 )</b>	<b>(101,271 )</b>	<b>(94,335 )</b>	<b>(38,616 )</b>	<b>(65,388 )</b>	<b>60,390</b>	
<b>Periodic repricing gap as a percent of interest earning assets</b>	<b>(95.15 )%</b>	<b>20.66 %</b>	<b>6.56 %</b>	<b>79.30 %</b>	<b>(61.16 )%</b>	<b>99.40 %</b>	
<b>Cumulative repricing gap as a percent of interest earning assets</b>	<b>(95.15 )%</b>	<b>(88.41 )%</b>	<b>(89.25 )%</b>	<b>(54.96 )%</b>	<b>(149.38 )%</b>	<b>47.72 %</b>	

The table indicates that we are liability sensitive in the less than three-month period and the 61 through 120 month period, and are asset sensitive for all other periods. This means that during the first period classification, interest-bearing liabilities re-price faster than interest-earning assets, thereby improving net



interest income when rates are falling and reducing net interest income when rates are rising. While the static gap method is a widely used measure of interest sensitivity, it is not, in management's opinion, the only indicator of our rate sensitivity.

The following table indicates that at December 31, 2004, if there had been a sudden and sustained increase in prevailing market interest rates, our 2005 net interest income would be expected to increase, while a decrease in rates would indicate a decrease in net interest income.

Change in Interest Rates	Net Interest Income (Dollar in thousands)	(Decrease) Increase	Percent Change
200 basis point rise	\$ 22,743	\$ 1,531	7.22 %
100 basis point rise	21,977	765	3.61
Base rate scenario	21,212		
100 basis point decline	19,091	(2,121 )	(10.00 )
200 basis point decline	16,454	(4,758 )	(22.43 )

We believe we are appropriately positioned for future interest rate movements, although we may experience fluctuations in net interest income due to short-term timing differences between the re-pricing of assets and liabilities.

**Item 8. Financial Statements and Supplementary Data**

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**Report of Independent Registered Public Accounting Firm**

The Board of Directors and Stockholders  
Team Financial, Inc.:

We have audited the accompanying consolidated statements of financial condition of Team Financial, Inc. and subsidiaries (the Company) as of December 31, 2004 and 2003, and the related consolidated statements of operations, comprehensive income, changes in stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2004. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

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

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Team Financial, Inc. and subsidiaries as of December 31, 2004 and 2003, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2004, in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 2 to the consolidated financial statements, during the first quarter of 2005, the Company disposed of Team Insurance Group, Inc. (TIG), a wholly-owned subsidiary of the Company. The assets, liabilities and results of operation of TIG are included in discontinued operations in the accompanying consolidated financial statements.

/S/ KPMG LLP

Kansas City, Missouri  
March 22, 2005

**TEAM FINANCIAL, INC. AND SUBSIDIARIES**  
**Consolidated Statements of Financial Condition**  
**December 31, 2004 and 2003**  
(In thousands)

	2004	2003
<b>Assets</b>		
Cash and due from banks	\$ 13,718	\$ 13,963
Federal funds sold and interest bearing bank deposits	21,023	4,627
Cash and cash equivalents	34,741	18,590
Investment securities:		
Available for sale, at fair value (amortized cost of \$190,369 and \$217,355 at December 31, 2004 and 2003, respectively)	191,842	220,230
Total investment securities	191,842	220,230
Loans receivable, net of unearned fees	378,771	348,095
Allowance for loan losses	(4,898 )	(4,506 )
Net loans receivable	373,873	343,589
Accrued interest receivable	3,819	4,002
Premises and equipment, net	15,317	13,721
Assets acquired through foreclosure	408	1,117
Goodwill	10,700	10,700
Intangible assets, net of accumulated amortization	3,811	4,502
Bank owned life insurance policies	18,460	17,756
Other assets	2,830	2,394
Assets of discontinued operations	8,282	13,195
Total assets	\$ 664,083	\$ 649,796
<b>Liabilities and Stockholders Equity</b>		
Deposits:		
Checking deposits	\$ 183,650	\$ 165,448
Savings deposits	32,749	32,715
Money market deposits	49,931	47,804
Certificates of deposit	201,620	200,192
Total deposits	467,950	446,159
Securities sold under agreements to repurchase	5,669	7,180
Federal Home Loan Bank advances	111,915	111,234
Notes payable and other borrowings	3,544	3,232
Subordinated debentures	16,005	16,005
Accrued expenses and other liabilities	4,864	5,950
Liabilities of discontinued operations	1,282	7,632
Total liabilities	611,229	597,392
Stockholders equity:		
Preferred stock, no par value. Authorized 10,000,000 shares; issued no shares		
Common stock, no par value. Authorized 50,000,000 shares; issued 4,496,753 and 4,449,638 shares, outstanding 4,034,178 and 4,099,555 shares at December 31, 2004 and 2003, respectively	27,849	27,448
Additional paid-in capital	306	292
Retained earnings	28,264	25,979
Treasury stock, common stock 462,575 and 350,083 shares at cost at December 31, 2004 and 2003, respectively	(4,537 )	(3,212 )
Accumulated other comprehensive income	972	1,897
Total stockholders equity	52,854	52,404
Total liabilities and stockholders equity	\$ 664,083	\$ 649,796

See accompanying notes to the consolidated financial statements

**TEAM FINANCIAL, INC. AND SUBSIDIARIES**  
**Consolidated Statements of Operations**  
**Years ended December 31, 2004, 2003, and 2002**  
**(Dollars in thousands, except per share data)**

	2004	2003	2002
<b>Interest income:</b>			
Interest and fees on loans	\$ 23,308	\$ 23,189	\$ 25,890
Taxable investment securities	7,364	7,144	10,020
Nontaxable investment securities	1,203	1,094	889
Other	100	152	314
Total interest income	31,975	31,579	37,113
<b>Interest expense:</b>			
<b>Deposits:</b>			
Checking deposits	570	554	993
Savings deposits	212	246	493
Money market deposits	493	557	939
Certificates of deposit	4,630	5,392	7,803
Federal funds purchased and securities sold under agreements to repurchase	143	49	65
FHLB advances payable	4,865	4,998	4,256
Notes payable	125	174	325
Subordinated debentures	1,553	1,553	1,553
Total interest expense	12,591	13,523	16,427
Net interest income before provision for loan losses	19,384	18,056	20,686
Provision for loan losses	(1,465 )	(1,790 )	(1,434 )
Net interest income after provision for loan losses	17,919	16,266	19,252
<b>Non-interest income:</b>			
Service charges	3,952	3,573	3,677
Trust fees	664	608	595
Gain on sales of mortgage loans	1,264	2,788	2,364
Gain (loss) on sales of investment securities	(50 )	294	72
Gain on sale of branch assets			452
Bank owned life insurance income	821	892	1,011
Other	1,499	1,653	1,668
Total non-interest income	8,150	9,808	9,839
<b>Non-interest expenses:</b>			
Salaries and employee benefits	10,638	10,927	11,618
Occupancy and equipment	2,765	2,495	2,339
Data processing	2,528	2,190	2,023
Professional fees	1,179	1,090	1,068
Marketing	355	267	252
Supplies	378	381	365
Intangible asset amortization	798	823	1,073
Disposal of branch assets		258	
Other	3,410	3,243	3,226
Total non-interest expenses	22,051	21,674	21,964
Net income from continuing operations before income taxes	4,018	4,400	7,127
Income tax expense	222	958	2,418
Net income from continuing operations	3,796	3,442	4,709
Net income (loss) from discontinued operations, net of tax	(218 )	350	(3 )
Net income	\$ 3,578	\$ 3,792	\$ 4,706
Basic income per share from continuing operations	\$ 0.93	\$ 0.84	\$ 1.14
Diluted income per share from continuing operations	\$ 0.93	\$ 0.83	\$ 1.13
Basic income per share from discontinued operations	\$ (0.05 )	\$ 0.09	\$
Diluted income per share from discontinued operations	\$ (0.05 )	\$ 0.09	\$
Basic income per share	\$ 0.88	\$ 0.93	\$ 1.14
Diluted income per share	\$ 0.87	\$ 0.92	\$ 1.13
Shares applicable to basic income per share	4,060,587	4,095,903	4,145,820
Shares applicable to diluted income per share	4,094,714	4,131,381	4,165,400

See accompanying notes to the consolidated financial statements





**TEAM FINANCIAL, INC. AND SUBSIDIARIES**  
**Consolidated Statements of Comprehensive Income**  
**Years ended December 31, 2004, 2003, and 2002**  
**(In thousands)**

	2004	2003	2002
Net income	\$ 3,578	\$ 3,792	\$ 4,706
Other comprehensive income (loss), net of tax:			
Unrealized gains (losses) on investment securities available for sale, net of tax of \$(493), \$(970), and \$1,670 for the years ended December 31, 2004, 2003, and 2002, respectively	(958 )	(1,877 )	3,295
Reclassification adjustment for gains (losses) included in net income, net of tax of \$17, \$(100), and \$(24) for the years ended December 31, 2004, 2003, and 2002, respectively	33	(194 )	(48 )
Other comprehensive income (loss), net	(925 )	(2,071 )	3,247
Comprehensive income	\$ 2,653	\$ 1,721	\$ 7,953

See accompanying notes to the consolidated financial statements

**TEAM FINANCIAL, INC. AND SUBSIDIARIES**  
**Consolidated Statements of Changes in Stockholders' Equity**  
**Years ended December 31, 2004, 2003, and 2002**  
**(In thousands)**

	Common stock	Additional paid-in capital	Retained earnings	Treasury stock	Accumulated other comprehensive income	Total stockholders equity
Balance, December 31, 2001	\$ 27,144	\$ 68	\$ 19,493	\$ (2,056 )	\$ 721	\$ 45,370
Treasury stock purchased (119,683 shares)				(1,177 )		(1,177 )
Common stock issued in connection with compensation plans (8,068 shares)	49					49
Common stock issued in connection with noncomplete agreement (20,000 shares)	200					200
Contribution of shares of treasury stock to Company ESOP (20,000 shares)		6		199		205
Increase in additional paid in capital in connection with compensation plans		137				137
Net income			4,706			4,706
Dividends (\$0.22 per share)			(909 )			(909 )
Other comprehensive income (loss), net of \$1,646 in taxes					3,247	3,247
Balance, December 31, 2002	27,393	211	23,290	(3,034 )	3,968	51,828
Treasury stock purchased (50,800 shares)				(564 )		(564 )
Common stock issued in connection with compensation plans (7,428 shares)	55					55
Contribution of shares of treasury stock to Company ESOP (35,300 shares)		55		386		441
Increase in additional paid in capital in connection with compensation plans		26				26
Net income			3,792			3,792
Dividends (\$0.27 per share)			(1,103 )			(1,103 )
Other comprehensive income (loss), net of \$(1,070) in taxes					(2,071 )	(2,071 )
Balance, December 31, 2003	27,448	292	25,979	(3,212 )	1,897	52,404
Treasury stock purchased (142,992 shares)				(1,683 )		(1,683 )
Common stock issued in connection with compensation plans (47,115 shares)	393					393
Contribution of shares of treasury stock to Company ESOP (30,500 shares)		7		358		365
Decrease in additional paid in capital in connection with compensation plans	8	(8 )				
Increase in additional paid in capital in connection with compensation plans		15				15
Net income			3,578			3,578
Dividends (\$0.32 per share)			(1,293 )			(1,293 )
Other comprehensive income (loss), net of \$(476) in taxes					(925 )	(925 )
Balance, December 31, 2004	\$ 27,849	\$ 306	\$ 28,264	\$ (4,537 )	\$ 972	\$ 52,854

See accompanying notes to the consolidated financial statements

**TEAM FINANCIAL, INC. AND SUBSIDIARIES**  
**Consolidated Statements of Cash Flows**  
**Years ended December 31, 2004, 2003, and 2002**  
(In thousands)

	2004	2003	2002
<b>Cash flows from operating activities:</b>			
Net income	\$ 3,578	\$ 3,792	\$ 4,706
Loss (Income) from discontinued operations	218	(350)	3
Adjustments to reconcile net income to net cash provided by operating activities:			
Provision for loan losses	1,465	1,790	1,434
Depreciation and amortization	2,868	4,327	3,282
Contribution of treasury stock shares to ESOP	365	441	205
Deferred income taxes	(386)	(333)	181
Noncash compensation expense	15	26	137
Change in bank owned life insurance	(704)	(788)	(781)
Net (gain) loss on sales of investment securities	50	(294)	(72)
FHLB stock dividends	(226)	)	)
Net gain on sales of mortgage loans	(1,264)	(2,788)	(2,364)
Net loss on sales of assets	138	73	3
Net gain on sale of branch assets	)	)	(452)
Disposal of branch assets	)	258	)
Proceeds from sale of mortgage loans	62,507	132,436	121,491
Origination of mortgage loans for sale	(63,539)	(121,264)	(114,143)
Net (increase) decrease in other assets	62	1,337	(250)
Net decrease in accrued expenses and other liabilities	(217)	(1,540)	(1,363)
Net cash flows from operating activities of discontinued operations	(1,486)	911	(951)
Net cash provided by operating activities	3,444	18,034	11,066
<b>Cash flows from investing activities:</b>			
Net increase in loans	(29,985)	(16,400)	(175)
Proceeds from sale of investment securities available-for-sale	8,593	5,686	9,239
Proceeds from maturities and principal reductions of investment securities available-for-sale	74,292	127,556	68,083
Purchases of investment securities available-for-sale	(56,627)	(134,684)	(108,540)
Purchase of premises and equipment, net	(2,820)	(3,046)	(1,864)
Proceeds from sales on assets	731	641	390
Cash paid for acquisitions and dispositions, net	(925)	)	(30,374)
Net cash flows from investing activities of discontinued operations	753	(1,272)	(5,000)
Net cash used in investing activities	(5,988)	(21,519)	(68,241)
<b>Cash flows from financing activities:</b>			
Net (decrease) increase in deposits	21,791	(9,446)	25,955
Net (decrease) increase in federal funds purchased and securities sold under agreement to repurchase	(1,511)	2,896	(5,985)
Payments on Federal Home Loan Bank advances	(12,098)	(1,097)	(2,107)
Proceeds from Federal Home Loan Bank advances	12,779	)	40,000
Payments on notes payable	(7,990)	(3,540)	(3,990)
Proceeds of notes payable	8,312	200	800
Common stock issued	393	55	249
Purchase of treasury stock	(1,683)	(564)	(1,177)
Dividends paid on common stock	(1,298)	(1,022)	(872)
Net cash provided by (used in) financing activities	18,695	(12,518)	52,873
Net change in cash and cash equivalents	16,151	(16,003)	(4,302)
Cash and cash equivalents at beginning of the year	18,590	34,593	38,895
Cash and cash equivalents at end of the year	\$ 34,741	\$ 18,590	\$ 34,593

**TEAM FINANCIAL, INC. AND SUBSIDIARIES**  
**Consolidated Statements of Cash Flows (Continued)**  
**Years ended December 31, 2004, 2003, and 2002**  
**(In thousands)**

	2004	2003	2002
<b>Supplemental disclosures of cash flow information:</b>			
Cash paid during the year for:			
Interest	\$ 12,682	\$ 13,596	\$ 21,120
Income taxes	1,404	2,055	2,892
Noncash activities related to operations:			
Assets acquired through foreclosure	2,243	549	1,250
Loans to facilitate the sale of real estate acquired through foreclosure	2,106	521	417
Noncash activities related to acquisitions and disposals:			
Operating activities:			
(Decrease) in other assets	\$	\$ (45 )	\$
Investing activities:			
(Decrease) increase in investments			(15,480 )
Net (decrease) increase in loans receivable			(9,668 )
(Decrease) increase in premises and equipment		(213 )	(91 )
Financing activities:			
(Decrease) increase in deposits			(58,101 )

See accompanying notes to the consolidated financial statements

**TEAM FINANCIAL, INC. AND SUBSIDIARIES**

**Notes to Consolidated Financial Statements**

**December 31, 2004, 2003 And 2002**

**(1) Summary of Significant Accounting Policies**

The following accounting policies, together with those disclosed elsewhere in the consolidated financial statements, represent the significant accounting policies used in presenting the accompanying consolidated financial statements.

*Principles of Consolidation*

The consolidated financial statements include the accounts of Team Financial, Inc. and its wholly owned subsidiaries, Team Financial Acquisition Subsidiary, Inc., including TeamBank, N.A. and its subsidiaries, and Post Bancorp including Colorado National Bank. All material inter-company transactions, profits, and balances are eliminated in consolidation. The consolidated financial statements do not include the accounts of our wholly owned statutory trust, Team Financial Capital Trust I (the Trust). In accordance with Financial Accounting Standards Board Interpretation No. 46R, *Consolidation of Variable Interest Entities* (FIN 46 R), adopted in December 2003, the Trust qualifies as a special purpose entity that is not required to be consolidated in the financial statements of Team Financial, Inc. The Trust was formed in 2001 for the purpose of issuing \$15.5 million of Trust Preferred Securities. The impact of deconsolidating the Trust at December 31, 2003 was reporting \$16.0 million of subordinated debentures of Team Financial, Inc., payable to the Trust and a \$480,000 investment in the Trust.

We continue to include the Trust Preferred Securities issued by the Trust in Tier I capital for regulatory capital purposes.

*Financial Statement Presentation and Use of Estimates*

The consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America. In preparing the consolidated financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets, liabilities, and contingent assets and liabilities as of the balance sheet dates and revenues and expenses for the reporting years. Actual results could differ from those estimates. Certain prior year amounts have been reclassified to confirm with current year presentations.

*Cash and Cash Equivalents*

For the purposes of reporting cash flows, cash and cash equivalents include cash on hand, amounts due from banks and federal funds sold.

*Securities Available-for-Sale*

Securities to be held for indefinite periods of time, including securities that management intends to use as a part of its asset/liability strategy that may be sold in response to changes in interest rates, loan prepayments, or other factors, are classified as available-for-sale and carried at fair value. Gains or losses on the sale of securities are determined using the specific identification method. Premiums and discounts are recognized in interest income using the interest method over the period to maturity. Unrealized holding gains or losses, net of tax, for securities available-for-sale are reported as a component of other comprehensive income.

**TEAM FINANCIAL, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**  
**December 31, 2004, 2003 And 2002**

A decline in the fair value of any security below cost that is deemed other than temporary is charged to earnings, resulting in the establishment of a new cost basis for the security.

*Loans*

Loans are stated at unpaid principal balances, reduced by unearned fees. Interest on loans is accrued and credited to income as it is earned using the simple interest method on daily balances of the principal amount outstanding. However, interest is generally not accrued on loans over 90 days contractually delinquent. Accrued interest income is reversed when a loan is placed on non-accrual status. Fees received on loans in excess of amounts representing the estimated cost of origination are deferred and credited to income using the interest method.

*Mortgage Banking*

Loans held for sale in the secondary market are carried at the lower of aggregate cost or fair value. Unrealized losses are recognized via a charge against operations through the establishment of a valuation reserve. Realized gains and losses on such loans are accounted for under the specific identification method. Qualified loan origination fees and costs are not amortized during the period the loans are held for sale.

Certain mortgage loans are sold to permanent investors while we retain the right to service the loans. Service fees are recorded in income when earned. Capitalized servicing rights are recorded at the time the loan is sold, thereby increasing the gain on sale by such amount, and subsequently amortized over the period of the estimated future net servicing income of the underlying financial assets. Any remaining unamortized amount is charged to expense if the related loan is repaid prior to maturity.

Management monitors the capitalized mortgage servicing rights for impairment based on the fair value of those rights, as determined on a quarterly basis. Any impairment is recognized through a valuation allowance.

*Allowances for Loan Losses*

We account for impaired loans in accordance with Statement of Financial Accounting Standards (SFAS) No. 114, *Accounting By Creditors For Impairment Of A Loan*, as amended by SFAS No. 118, *Accounting By Creditors For Impairment Of A Loan - Income Recognition And Disclosures*. SFAS No. 114 generally requires all creditors to account for impaired loans, except those loans that are accounted for at fair value or at the lower of cost or fair value, at the present value of the expected future cash flows discounted at the loan's effective interest rate at the date of initial impairment, or, as a practical expedient, at the loan's observable market prices or fair value of the collateral if the loan is collateral dependent. SFAS No. 114 indicates that a creditor should evaluate the collectibility of both contractual interest and contractual principal when assessing the need for a loss accrual.

We consider a loan to be impaired when it is deemed probable by management that we will be unable to collect all contractual principal and interest payments in accordance with the terms of the original loan agreement. However, when determining whether a loan is impaired, management also considers the loan documentation, the current ratio of the loan's balance to collateral value, and the borrower's present

**TEAM FINANCIAL, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**  
**December 31, 2004, 2003 And 2002**

financial position. Included as impaired loans are all loans contractually delinquent 90 days or more and all loans upon which accrual of interest has been suspended.

Management believes that the allowance for loan losses as of December 31, 2004 is adequate. However, additions to or recaptures from the allowances may be necessary based upon changes in economic conditions, borrower financial status, the regulatory environment, real estate values, and loan portfolio size and composition. As such, periodic provisions for estimated loan losses may vary from time to time.

*Real Estate Owned*

Real estate acquired through foreclosure is initially recorded at the lower of cost or fair value less estimated cost to sell. If fair value less cost to sell is less than amortized cost, a charge against the allowance for loan losses is recorded at property acquisition. Declines in property value subsequent to acquisition are charged to operations.

Recognition of gains on the sale of real estate is dependent upon the transaction meeting certain criteria relating to the nature of the property and the terms of the sale and potential financing. These criteria are presented within SFAS No. 66 *Accounting For Sales Of Real Estate*, and Accounting Principal Board No. 21, *Interest On Receivables and Payables*. Under certain circumstances, a gain on sale of real estate, or a portion thereof, may be deferred until the criteria are met. Losses on disposition of real estate, including expenses incurred in connection with the disposition, are charged to operations.

*Premises and Equipment*

Land is carried at cost. Other premises and equipment are reported at cost less accumulated depreciation and amortization. Depreciation and amortization are computed using the straight-line method over the estimate useful lives of the assets or the term of the related lease, whichever is shorter. The useful lives for the principal classes of assets are:

<b>Assets</b>	<b>Useful life</b>
Buildings and improvements	5 to 40 years
Furniture, fixtures, and equipment	3 to 10 years

*Goodwill and Other Intangible Assets*

Goodwill resulting from the acquisition of bank branches and subsidiaries represents the excess of the purchase price over the fair value of the net assets acquired or net liabilities assumed. Goodwill and intangible assets with indefinite useful lives are tested for impairment at least annually. Intangible assets with estimated useful lives are amortized to their estimated residual values and reviewed for impairment.

Core deposit intangible assets resulting from the acquisition of bank branches and subsidiaries represent the fair value assigned to core deposits assumed. Core deposit intangible assets are amortized using the straight-line method over periods ranging from seven to fifteen years.

Agency expiration intangible asset resulting from the acquisition of an insurance agency represents the fair value assigned to the existing customer list of the insurance agency acquired. Agency expiration intangible assets are amortized using a straight-line basis over a period of ten years. In February 2005, the insurance

**TEAM FINANCIAL, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**  
**December 31, 2004, 2003 And 2002**

agency subsidiary was sold to an independent third party. Therefore, the agency expiration intangible asset is presented in assets of discontinued operations in the consolidated financial statements.

Non-compete agreement intangible assets reflect the consideration paid to individuals for contracts not to compete with us in our markets. Non-compete agreement intangible assets are amortized over the life of the contract.

*Bank Owned Life Insurance*

Bank owned life insurance is recorded at the cash surrender value of the underlying policies. Income on the investments in the policies, net of insurance costs, is recorded as non-interest income.

*Insurance Agency Commissions*

Insurance agency commissions are recorded as of the effective date of insurance coverage or the billing date, whichever is later. Contingent commissions and commissions on premiums billed and collected directly by insurance companies are recorded as revenue when received, which is our first notification of amounts earned. Insurance agency commissions are included in net income (loss) from discontinued operations in the consolidated financial statements.

*Income Taxes*

We file consolidated federal income tax returns. Certain income and expense items are treated differently for financial reporting purposes than for income tax purposes. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to the difference between the consolidated financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

*Stock Incentive Plan*

We follow Accounting Principles Board Opinion No. 25, *Accounting for Stock Issued to Employees* ( APB25 ) and related interpretations in accounting for our employee stock options. The exercise price of certain of the stock options granted equals the market price of the underlying stock options on the date of grant, and therefore, no compensation expense is recorded. Certain other stock options granted have contingent vesting schedules based on various performance goals and therefore expense is recorded for the excess of the fair value at the date of vesting over the exercise price. We have adopted the disclosure-only provisions of Statement of Financial Accounting Standards No. 123, *Accounting for Stock-Based Compensation*, ( FAS123 ) included in footnote 13 of the Notes to the Consolidated Financial Statements.

*Income per Share*

Basic income per share is computed by dividing income available to common shareholders by the weighted average number of common shares outstanding for the year. Diluted income per share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or



**TEAM FINANCIAL, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**  
**December 31, 2004, 2003 And 2002**

converted into common stock. The shares used in the calculation of basic and diluted income per share are shown below:

	<b>December 31,</b>		
	<b>2004</b>	<b>2003</b>	<b>2002</b>
Basic weighted average common shares outstanding	4,060,587	4,095,903	4,145,820
Stock options	34,127	35,478	19,580
Diluted weighted average common shares outstanding	4,094,714	4,131,381	4,165,400

*Recent Accounting Developments*

In December of 2004, the Financial Accounting Standards Board ( FASB ) issued Statement of Financial Accounting Standards No. 123 (revised 2004), *Share Based Payments*, ( SFAS 123R ). This statement requires that the cost resulting from all share-based transactions be recognized in the financial statements. SFAS 123R establishes fair value as the measurement objective in accounting for share-based arrangements and requires all entities to apply a fair-value based measurement method in accounting for share based payments with employees except for equity instruments held by employee share ownership plans. SFAS 123R replaces FASB Statement No. 123, *Accounting for Stock-Based Compensation*, and supercedes Accounting Principal Board Opinion No. 25, *Accounting for Stock Issued to Employee*, ( APB 25 ) and is effective as of the beginning of the first interim or annual reporting period beginning after June 15, 2005. We have historically applied APB 25 to account for stock compensation plans. The adoption of SFAS 123R will result in higher salaries and employee benefits expense in future periods.

On September 30, 2004 the FASB issued a final FASB Staff Position, FSP EITF Issue 03-1-1, that delays the effective date for the measurement and recognition guidance included in EITF Issue 03-1, *The Meaning of Other-than-temporary Impairment and Its Application to Certain Investments*, ( EITF 03-1 ). Originally, this statement was effective for reporting periods beginning after June 15, 2004 and provided guidance on when to record a loss in the statement of operations and when additional information needed to be disclosed on unrealized losses. Other components of EITF 03-1 regarding quantitative and qualitative information was required to be presented in the financial statements effective for fiscal years ending after December 15, 2003 and was not deferred by the FASB s Staff Position. This portion of EITF 03-1 was adopted in December 2003 and the required disclosures are included in footnote 3 in the Notes to Consolidated Financial Statements. The adoption of the measurement and recognition guidance, once finalized, are not anticipated to have a material impact on the financial position and results of operations but the extent of any impact is not determinable at this time.

In December 2003, the American Institute of Certified Public Accountants issued Statement of Position 03-3, *Accounting for Certain Loans or Debt Securities Acquired in a Transfer*, ( SOP 03-3 ). SOP 03-3 addresses the accounting for certain acquired loans or debt securities, including those acquired in a purchase business combination, that have experienced a deterioration of credit quality between the loan origination date that the date the loans is acquired by an investor, and for which it is probable that at acquisition the investor will be unable to collect all contractually required payments on the loan. Loans within the scope of this SOP that are acquired should be recognized initially at the present value of amounts expected to be received and no allowance for loan losses should be carried over related to these

**TEAM FINANCIAL, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**  
**December 31, 2004, 2003 And 2002**

loans at acquisition. SOP 03-3 prohibits displaying accretable yield and nonaccretable differences in the balance sheet. SOP 03-3 is effective for loans acquired in fiscal years beginning after December 15, 2004. We adopted SOP 03-3 on January 1, 2005. The adoption of SOP 03-3 is not expected to have a material impact on the financial position or results of operations.

**(2) Discontinued Operations**

On February 25, 2005, we completed the sale of our insurance agency subsidiary, Team Insurance Group, Inc. We sold all the issued and outstanding shares of the insurance agency subsidiary to an unaffiliated third party for total cash consideration of approximately \$7,000,000. We purchased Team Insurance Group, Inc. in December of 2002. The purchase price consisted of cash at closing of \$5,000,000. In addition, additional contingent payments were required if minimum revenue levels were achieved in 2004 and 2003. Such levels were achieved and, as a result, additional payments of \$925,000 were made in 2004 and 2005. The 2005 payment was included in accrued liabilities of continuing operations at December 31, 2004.

As a result of the sale, the operations related to the insurance agency subsidiary are presented as discontinued operations in the consolidated financial statements and notes to the consolidated financial statements. The investment in the subsidiary at December 31, 2004 exceeded the selling price and, as a result, the carrying value of the subsidiary's goodwill was reduced by \$174,000 during the year ended December 31, 2004.

The following table presents the net assets of Team Insurance Group, Inc. as of December 31, 2004 and 2003.

	<b>2004</b>	<b>2003</b>
	<b>(In thousands)</b>	
Cash	\$ 1,033	\$ 212
Investments		1,022
Premises and equipment, net	571	411
Goodwill	5,514	3,838
Intangible assets, net of accumulated amortization	1,039	1,328
Other assets	125	6,384
Accrued expenses and other liabilities	(1,282 )	(7,632 )
Total net assets	\$ 7,000	\$ 5,563

Included in intangible assets of discontinued operations at December 31, 2003 was a non-compete agreement between an employee of Team Insurance Group, Inc. and Team Financial, Inc. of approximately \$159,000. Amortization expense was recognized during the year ended 2004 of approximately \$40,000, bringing the net book value of the non-compete agreement to approximately \$119,000. However, as a result of the sale of the insurance agency, the non-compete agreement was written-off at December 31, 2004.

**TEAM FINANCIAL, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**  
**December 31, 2004, 2003 And 2002**

Summarized results of operations of the insurance agency for the years ended December 31, 2004, 2003 and 2002 are as follows:

	<b>2004</b>	<b>2003</b>	<b>2002</b>
	<b>(In thousands)</b>		
Insurance agency commissions	\$ 4,153	\$ 4,454	\$ 324
Other income	193	229	2
Total income	4,346	4,683	326
Salary and employee benefits	3,092	2,864	232
Occupancy and equipment	338	274	29
Professional fees	90	53	5
Marketing	126	161	15
Supplies	39	58	3
Intangible asset amortization	170	175	
Goodwill impairment	174		
Intangible asset write-off	119		
Other	455	498	44
Total expenses	4,603	4,083	328
Net income (loss) from discontinued operations before income taxes	(257 )	600	(2 )
Income tax expense (benefit)	(39 )	250	1
Net income (loss) from discontinued operations, net of tax	\$ (218 )	\$ 350	\$ (3 )

**TEAM FINANCIAL, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**  
**December 31, 2004, 2003 and 2002**

**(3) Investment Securities**

The amortized cost, gross unrealized gains and losses, and fair value of investment securities are presented below:

	<b>December 31, 2004</b>			
	<b>Amortized Cost (In thousands)</b>	<b>Gross Unrealized Gains</b>	<b>Gross Unrealized Losses</b>	<b>Fair value</b>
Available for sale:				
<b>Debt securities:</b>				
U.S. Agency securities	\$ 56,401	\$ 270	\$ (472 )	\$ 56,199
Mortgage-backed securities	88,039	1,062	(435 )	88,666
Nontaxable municipal securities	30,442	863	(73 )	31,232
Taxable municipal securities	971	73		1,044
Other debt securities	6,057	139		6,196
Total debt securities	181,910	2,407	(980 )	183,337
Equity securities	8,459	53	(7 )	8,505
Total available for sale securities	\$ 190,369	\$ 2,460	\$ (987 )	\$ 191,842

	<b>December 31, 2003</b>			
	<b>Amortized Cost (In thousands)</b>	<b>Gross Unrealized Gains</b>	<b>Gross Unrealized Losses</b>	<b>Fair value</b>
Available for sale:				
<b>Debt securities:</b>				
U.S. Agency securities	\$ 77,234	\$ 911	\$ (336 )	\$ 77,809
Mortgage-backed securities	91,411	1,629	(352 )	92,688
Nontaxable municipal securities	31,352	889	(156 )	32,085
Taxable municipal securities	1,002	79		1,081
Other debt securities	7,106	194	(3 )	7,297
Total debt securities	208,105	3,702	(847 )	210,960
Equity securities	9,250	36	(16 )	9,270
Total available for sale securities	\$ 217,355	\$ 3,738	\$ (863 )	\$ 220,230

Equity securities consist primarily of Federal Home Loan Bank and Federal Reserve Bank stock.

Gross realized gains and losses on sale of investment securities available for sale are summarized as follows:

	<b>Year ended December 31</b>		
	<b>2004</b>	<b>2003</b>	<b>2002</b>
	<b>(In thousands)</b>		
Gain on sales of investment securities available for sale	\$ 12	\$ 300	\$ 72
Loss on sales of investment securities available for sale	62	6	
Net gain (loss) on sales of investment securities available for sale	\$ (50 )	\$ 294	\$ 72
Proceeds from the sale of investment securities available for sale	\$ 8,593	\$ 5,686	\$ 9,239

**TEAM FINANCIAL, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**  
**December 31, 2004, 2003 and 2002**

Information on temporarily impaired securities at December 31, 2004, segregated by those investments that have been in continuous unrealized loss position for less than 12 months and those investments that have been in continuous unrealized loss position for 12 months or longer, is summarized as follows:

Description of securities	Less than 12 months		12 months or longer		Total Fair Value	Unrealized Losses
	Fair Value (In thousands)	Unrealized Losses	Fair Value	Unrealized Losses		
Debt securities:						
U. S. Agency securities	\$ 28,312	\$ (305 )	\$ 6,133	\$ (167 )	\$ 34,445	\$ (472 )
Mortgage-backed securities	35,978	(362 )	4,257	(73 )	40,235	(435 )
Nontaxable municipal securities	3,083	(35 )	1,507	(38 )	4,590	(73 )
Total debt securities	67,373	(702 )	11,897	(278 )	79,270	(980 )
Equity securities	4		10	(7 )	14	(7 )
Total temporarily impaired securities	\$ 67,377	\$ (702 )	\$ 11,907	\$ (285 )	\$ 79,284	\$ (987 )

The table above represents 115 investment securities where the current fair value is less than the related amortized cost. The unrealized losses on these temporarily impaired securities are a result of changes in interest rates for fixed-rate securities where the interest rate received is less than the current rate available for new offerings of similar securities, changes in market spreads as a result of shifts in supply and demand, and changes in the level of prepayments for mortgage-back securities. These unrealized losses are considered temporary based on our ability and intent to hold until values recover.

Contractual maturities of investment securities classified as available-for-sale are listed in the following table. Expected maturities will differ from contractual maturities because issuers may have the right to call or prepay obligations with or without penalties.

Available-for-sale:	December 31, 2004		December 31, 2003	
	Amortized Cost (In thousands)	Fair Value	Amortized Cost (In thousands)	Fair Value
Due less than one year	\$ 4,861	\$ 4,901	\$ 11,491	\$ 11,719
Due after one through five years	36,192	36,329	44,297	45,070
Due after five through ten years	29,547	30,195	30,878	31,488
Due after ten years	111,310	111,912	121,483	122,683
Equity investments	8,459	8,505	9,250	9,270
	\$ 190,369	\$ 191,842	\$ 217,399	\$ 220,230

At December 31, 2004, securities with amortized cost of approximately \$161,723,000 and fair value of approximately \$162,677,000 were pledged as collateral to creditors, collateral for repurchase agreements, collateral for public funds on deposits and for other purposes as required by law. At December 31, 2003 securities with amortized cost of approximately \$173,912,000 and fair value of approximately \$176,380,000 were pledged.

**TEAM FINANCIAL, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**  
**December 31, 2004, 2003 and 2002**

**(4) Loans**

Major classifications of loans at December 31, 2004 and 2003 are as follows:

	<b>2004</b>	<b>Percent of</b>	<b>2003</b>	<b>Percent of</b>
	<b>Total</b>	<b>Total Loans</b>	<b>Total</b>	<b>Total Loans</b>
Loans receivable:				
Loans secured by real estate:				
One to four family	\$ 87,633	23.1 %	93,711	26.9 %
Construction and land development	49,388	13.0	43,748	12.6
Nonfarm, nonresidential	122,007	32.2	103,568	29.8
Farmland	13,480	3.6	11,983	3.4
Multifamily	4,301	1.1	3,178	0.9
Commercial and industrial	67,970	18.0	56,716	16.3
Agricultural	14,919	3.9	14,018	4.0
Installment loans	13,691	3.6	15,566	4.5
Obligations of state and political subdivision	4,370	1.2	4,578	1.3
Lease financing receivables	1,802	0.5	1,675	0.5
Gross loans	379,561	100.2	348,741	100.2
Less unearned fees	790	0.2	646	0.2
Total loans receivable	\$ 378,771	100.0 %	348,095	100.0 %

Included in one-to-four family real estate loans are mortgage loans held for sale of approximately \$3,107,000 and \$1,148,000 at December 31, 2004 and 2003, respectively.

A summary of non-performing assets is as follows:

	<b>December 31</b>	<b>2003</b>
	<b>2004</b>	<b>2003</b>
	<b>(In thousands)</b>	
Non-performing assets:		
Non-accrual loans:		
Real estate loans	\$ 710	\$ 4,464
Commercial, industrial, and agricultural	308	890
Installment loans	263	106
Lease financing receivables		21
Total non-accrual loans	1,281	5,481
Loans past due 90 days or more still accruing:		
Real estate loans	40	400
Commercial, industrial, and agricultural	344	223
Installment loans	36	18
Total past due 90 days or more still accruing	420	641
Restructured loans	1,053	1,138
Total non-performing loans	2,754	7,260
Assets acquired through foreclosure	408	1,117
Total non-performing assets	\$ 3,162	\$ 8,377



**TEAM FINANCIAL, INC. AND SUBSIDIARIES**  
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An analysis of impaired loans is summarized as follows:

	Accrual status		Non-accrual status		Total impaired loans	
	Specific Principal (In thousands)	Allowances	Principal	Specific Allowances	Principal	Specific Allowances
December 31, 2004	\$ 420	\$	\$ 1,281	\$ 262	\$ 1,701	\$ 262
December 31, 2003	641	435	5,481	1,048	6,122	1,483

Average investment in impaired loans was \$4,008,000 and \$6,683,000 during the years ended December 31, 2004 and 2003, respectively.

Activity related to loans made to our directors and executive officers during 2004 is presented below. Such loans were made in the ordinary course of business on normal credit terms, including interest rate and collateralization (in thousands):

Loans to executive officers and directors at January 1, 2004	\$ 902
Additions	432
Amounts collected	(242 )
Balance at December 31, 2004	\$ 1,092

Our primary market areas in Kansas are Miami County, Allen County, Franklin County, Labette County, Johnson County and surrounding counties. The primary market areas in Nebraska are Washington County, and Sarpy County. The primary market areas in Colorado are El Paso County and Teller County along the front range of the Colorado Rocky Mountains and in Missouri the primary market areas are Vernon County and Barton County. The majority of the loans made by our subsidiary banks are within these primary market areas.

##### (5) Mortgage Banking Activities

We service first mortgage loans for secondary investors. Escrow balances are held on deposit for first mortgage loans serviced in our subsidiary banks. The aggregate first mortgage loans serviced and escrow balances held are as follows:

	December 31	
	2004	2003
	(In thousands)	
Mortgage loans serviced	\$ 106,371	\$ 127,700
Escrow deposits	522	553



**TEAM FINANCIAL, INC. AND SUBSIDIARIES**  
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Included in gain on sales of mortgage loans are capitalized mortgage servicing rights. A summary of the net mortgage servicing rights, which are included in intangible assets for the years ended December 31, 2004, 2003, and 2002 is as follows:

	<b>December 31</b>		
	<b>2004</b>	<b>2003</b>	<b>2002</b>
	<b>(In thousands)</b>		
Balance January 1	\$ 656	\$ 637	\$ 759
Mortgage servicing rights capitalized during the year	80	288	660
Amortization	(222 )	(510 )	(541 )
Valuation adjustment (impairment)		241	(241 )
Balance December 31	\$ 514	\$ 656	\$ 637

Service fees earned, included in other income, were approximately \$ 290,000 for the year ended December 31, 2004 and approximately \$329,000 for the years ended December 31, 2003 and 2002.

**(6) Allowance for Loan Losses**

A summary of the allowances for loan losses for the years ended December 31, 2004, 2003, and 2002 is as follows:

	<b>December 31</b>		
	<b>2004</b>	<b>2003</b>	<b>2002</b>
	<b>(In thousands)</b>		
Balance, beginning of year	\$ 4,506	\$ 4,611	\$ 4,392
Provision for loan losses	1,465	1,790	1,434
Charge-offs	(1,306 )	(2,247 )	(1,575 )
Recoveries	233	352	360
Balance, end of year	\$ 4,898	\$ 4,506	\$ 4,611

**(7) Premises and Equipment, Net**

Major classifications of bank premises and equipment at December 31, 2004 and 2003 for continuing operations are summarized as follows:

	<b>December 31</b>	
	<b>2004</b>	<b>2003</b>
	<b>(In thousands)</b>	
Land	\$ 3,020	\$ 3,020
Bank premises	12,450	11,851
Furniture, fixtures, and equipment	11,591	10,304
	27,061	25,175
Less accumulated depreciation	11,744	11,454
	\$ 15,317	\$ 13,721

Depreciation expense from continuing operations aggregating \$1,194,000, \$1,083,000, and \$908,000 for the years ended December 31, 2004, 2003, and 2002, respectively, has been included in occupancy and equipment expense in the accompanying consolidated statements of operations.

**TEAM FINANCIAL, INC. AND SUBSIDIARIES**  
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Space in certain facilities is rented under operating leases extending to 2007. Rent expense for continuing operations related to the leases was approximately \$107,000 during 2004, 2003 and 2002. Following is a summary of future minimum lease payments for years following December 31, 2004 (amounts in thousands):

2005	\$ 106
2006	88
2007	84
Thereafter	\$ 278

**(8) Goodwill and Intangible Assets**

The following table presents the original cost and accumulated amortization of intangible assets of continuing operations.

	<b>December 31 2004</b>	<b>Accumulated Amortization</b>	<b>2003</b>	<b>Accumulated</b>
	<b>Gross Carrying Amount</b>		<b>Gross Carrying Amount</b>	<b>Amortization</b>
	<b>(In thousands)</b>		<b>(In thousands)</b>	
Core deposit intangible	\$ 6,400	\$ 3,103	\$ 6,400	\$ 2,626
Noncompete agreements	150	150	150	78
Mortgage servicing rights	2,420	1,906	2,340	1,684
Total intangible assets	\$ 8,970	\$ 5,159	\$ 8,890	\$ 4,388

Amortization expense of continuing operations for the years ended December 31, 2004, 2003 and 2002 was \$798,000, \$823,000 and \$1,073,000, respectively.

Expected amortization expense of continuing operations for intangible assets that will continue to be amortized under SFAS 142, amended by SFAS 147, is as follows:

	<b>Estimated amortization expense</b>		
	<b>Core Deposit Intangible</b>	<b>Mortgage Servicing Rights</b>	<b>Total</b>
	<b>(In thousands)</b>		
Year ending December 31, 2005	\$ 475	\$ 81	\$ 556
Year ending December 31, 2006	475	81	556
Year ending December 31, 2007	475	81	556
Year ending December 31, 2008	391	81	472
Year ending December 31, 2009	383	81	464

Goodwill associated with continuing operations was \$10,700,000 at December 31, 2004 and December 31, 2003. There was no impairment of goodwill associated with continuing operations recorded for the years ended December 31, 2003 and 2002. See additional information in footnote 2, Discontinued Operations, for goodwill associated with discontinued operations.

**TEAM FINANCIAL, INC. AND SUBSIDIARIES**  
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**December 31, 2004, 2003 and 2002**

**(9) Deposit Accounts**

Deposits are summarized as follows:

	<b>December 31 2004</b>	<b>2003</b>
	<b>(In thousands)</b>	
<b>Demand:</b>		
Noninterest bearing	\$ 71,598	\$ 62,386
<b>Interest bearing:</b>		
NOW	112,052	103,062
Money market	49,931	47,804
	161,983	150,866
<b>Total demand</b>	<b>233,581</b>	<b>213,252</b>
Savings	32,749	32,715
Time	201,620	200,192
<b>Total deposits</b>	<b>\$ 467,950</b>	<b>\$ 446,159</b>
Time deposits of \$100,000 and over	\$ 52,785	\$ 56,433

Principal maturities of time deposits at December 31, 2004 are as follows:

	<b>Amount (In thousands)</b>
<b>Year:</b>	
2005	\$ 129,285
2006	47,932
2007	14,845
2008	5,798
2009	3,748
Thereafter	12
	\$201,620

**(10) Securities Sold under Agreements to Repurchase**

Our obligation to repurchase securities sold at December 31, 2004 and 2003 aggregated approximately \$5,669,000 and \$7,180,000, respectively. Information concerning securities sold under agreements to repurchase is as follows:

	<b>December 31 2004</b>		<b>2003</b>	
	<b>(Dollars in thousands)</b>			
Average monthly balance during the year	\$ 10,481		\$ 5,111	
Average interest rate during the year	1.36	%	0.82	%
Maximum month-end balance during the year	\$ 22,416		\$ 7,180	

At December 31, 2004, such agreements were secured by investment securities.

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**(11) Advances from the Federal Home Loan Bank, Notes Payable and Other Borrowings**

Following is a summary of the advances from the Federal Home Loan Bank, notes payable and other borrowings at December 31:

	<b>2004</b>	<b>2003</b>
	<b>(In thousands)</b>	
Borrowing under a line of credit, interest floating at 2.00% over one month LIBOR (4.28% and 3.12% at December 31, 2004 and 2003); due June 30, 2005; secured by common stock of subsidiary banks; maximum credit limit as of December 31, 2004 was \$6,000,000	\$ 3,400	\$ 550
Note payable, interest floating at 2% over one month LIBOR (3.12%) at December 31, 2003.		2,550
Other borrowings	144	132
Federal Home Loan Bank borrowings at interest rates ranging from 2.62% to 7.09%; maturities ranging from 2005 to 2019; secured by real estate loans, investments securities, and Federal Home Loan Bank stock	111,915	111,234
	<b>\$ 115,459</b>	<b>\$ 114,466</b>

As of December 31, 2004, we had \$3,400,000 outstanding on the \$6,000,000 line of credit with an available balance of \$2,600,000. Interest of .1875% is payable on the unused line of credit amounts. During 2004 the term note payable was terminated and combined into the line of credit.

Our subsidiary banks maintain lines of credit with the Federal Home Loan Bank of Topeka approximating \$147,825,000. As of December 31, 2004, our subsidiary banks had \$111,915,000 outstanding on the lines of credit and \$33,400,000 of outstanding letters of credit, leaving available borrowings of approximately \$2,510,000.

The Federal Home Loan Bank borrowings at December 31, 2004 consisted of \$4,415,000 in fixed rate advances with interest ranging from 2.62%-7.09%, maturing in 2005 through 2019, \$22,500,000 in variable rate advances with interest ranging from 3.52% to 6.15%, repricing monthly to the one month short-term advance rate as determined by the Federal Home Loan Bank, maturing in 2005 through 2014 and \$85,000,000 in fixed rate advances convertible to floating rate if LIBOR increases to a range of 6.0% to 7.50%, interest ranging from 3.66% to 4.21%, maturing in 2007 through 2012.

Principal maturities on advances from the Federal Home Loan Bank, notes payable and other borrowings at December 31, 2004 were as follows:

	<b>Amount</b>
	<b>(In thousands)</b>
Year:	
2005	\$ 9,164
2006	3,000
2007	10,000
2008	
2009	5,000
Thereafter	88,295
	<b>\$ 115,459</b>

**TEAM FINANCIAL, INC. AND SUBSIDIARIES**  
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**(12) Subordinated Debentures**

On August 10, 2001, Team Financial Capital Trust I (the Trust), a Delaware business trust formed by Team Financial, Inc., completed the sale of \$15.5 million 9.50% Cumulative Trust Preferred Securities. The Trust used the net proceeds from the offering to purchase a like amount of Team Financial, Inc.'s 9.50% subordinated debentures. The debentures, maturing August 10, 2031, are the sole assets of the Trust. In exchange for the capital contribution made to the Trust by Team Financial, Inc. upon formation, Team Financial, Inc. owns all of the common securities of the Trust.

In accordance with Financial Accounting Standards Board Interpretation No. 46R, *Consolidation of Variable Interest Entities* (FIN 46 R), adopted in December 2003, the Trust qualifies as a special purpose entity that is not required to be consolidated in the financial statements of Team Financial, Inc. The \$15.5 million Trust Preferred Securities issued by the Trust will remain on the records of the Trust.

We continue to include the Trust Preferred Securities issued by the Trust in Tier I capital for regulatory capital purposes.

Total expenses associated with offering the preferred securities of the Trust, paid by Team Financial, Inc., approximated \$1.0 million and are reflected in Team Financial Inc.'s financial statements. The costs are included in Other Assets and are being amortized on a straight-line basis to interest expense over the life of the debentures.

The Trust Preferred Securities accrue and pay distributions quarterly at annual rates of 9.50% of the stated liquidation amount of \$10 per preferred security. We have fully and unconditionally guaranteed all of the obligations of the Trust. The guaranty covers the quarterly distributions and payments on liquidation or redemption of the Trust Preferred Securities.

The Trust Preferred Securities are mandatorily redeemable upon the maturity of the debentures on August 10, 2031 or upon earlier redemption as provided in the Indentures. We have the right to redeem the debentures, in whole or in part, on or after August 10, 2006 at a redemption price specified in the Indentures plus any accrued but unpaid interest to the redemption date.

**(13) Employee Benefit Plans**

Eligible employees participate in an employee stock ownership plan (ESOP). ESOP contributions charged to salaries and benefits expense were approximately \$365,000 in 2004, \$441,400 in 2003, and \$375,000 in 2002. The 2004 contribution consisted of 30,500 shares of common stock with a fair value of \$11.95 per share. The 2003 contribution consisted of 33,000 shares of common stock with a fair value of \$12.50 per share and 2,300 shares with fair value of \$12.55. The 2002 contribution consisted of \$170,000 in cash and 20,000 shares of common stock with fair value of \$10.25 per share.

Employees have the opportunity to purchase our common stock pursuant to Section 423 of the Internal Revenue Code through the employee stock purchase plan. The price per share of the common stock under the plan is 85% of the fair market value of the stock at the commencement of each offering period. We issued 7,915 shares in January 2004 in exchange for cash of \$66,882. We issued 4,678 and 5,565 shares in January 2003 and 2002, respectively, in exchange for cash of \$33,000 and \$33,100.

**TEAM FINANCIAL, INC. AND SUBSIDIARIES**  
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Under various performance incentive programs, employees may be granted awards for their performance based on certain financial and growth targets determined by management. Bonus awards are at the discretion of the Compensation Committee and may consist of cash, common stock, or a combination thereof. We charged approximately \$74,800, \$46,500, and \$551,600 to salaries and employee benefits expense as a result of this bonus program in 2004, 2003, and 2002, respectively.

Employees meeting certain conditions are eligible to participate in the Team Financial, Inc. 401(k) Savings Plan immediately upon their employment date. We match 50% of the first 6% of deferred compensation that employees contribute to the Plan. Team Financial, Inc.'s contributions vest ratably over five years. We recorded \$186,400, \$210,000, and \$165,200 to salaries and employee benefits expense as a result of this program in 2004, 2003, and 2002, respectively.

Employees meeting certain conditions are eligible to participate in the Stock Incentive Plan (the Plan). The selection of participants will be solely within the discretion of the board of directors. The stock incentive awards authorized to be distributed under the Plan on a stand alone, combination, or tandem basis are (i) stock options, (ii) stock appreciation rights, (iii) other stock based awards. Pursuant to the Plan, 470,000 shares of Team Financial, Inc. common stock are reserved for issuance under the stock option components of the Plan. We charged approximately \$15,000, \$125,600 and \$136,900 to compensation expense during 2004, 2003 and 2002, respectively, in connection with stock options to acquire shares of common stock granted at exercise prices below market value.

The following table presents option activity for the years ended at December 31, 2004, 2003 and 2002:

	Number	Weighted Average Exercise Price
Options outstanding at December 31, 2001	172,850	\$ 7.96
Options awarded	57,950	9.03
Options exercised	(2,500 )	6.63
Options outstanding at December 31, 2002	228,300	8.25
Options awarded	49,750	10.79
Options exercised	(2,750 )	7.86
Options outstanding at December 31, 2003	275,300	8.71
Options awarded	39,750	12.33
Options exercised	(39,200 )	8.33
Options forfeited	(21,300 )	8.8
Options outstanding at December 31, 2004	254,550	\$ 9.33
Options vested at December 31, 2004	214,700	\$ 8.86

**TEAM FINANCIAL, INC. AND SUBSIDIARIES**  
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The following table summarizes information about the plan's stock options at December 31, 2004:

Options Outstanding		Options Vested			
Range of Exercise Price	Number Outstanding	Weighted Average Remaining Contractual Life (years)	Weighted Average Exercise Price	Number Vested	Weighted Average Exercise Price
\$ 6.50 - 6.75	50,250	6.00	\$ 6.625	50,250	\$ 6.625
8.25 - 8.50	35,850	7.00	8.320	35,850	8.320
8.75 - 9.00	70,000	5.00	8.940	70,000	8.940
10.00 - 10.25	43,950	8.00	10.100	35,550	10.100
12.25 - 12.50	54,500	9.28	12.352	23,050	12.410
\$ 6.50 - 12.50	254,550	6.92	9.326	214,700	\$ 8.859

We apply Accounting Principals Board (APB) Opinion No. 25 and related interpretations in accounting for the Stock Incentive Plan. Under APB No. 25, compensation cost for stock options is measured as the excess, if any, of the fair market value of our stock at the date of grant over the amount the employee must pay to acquire the stock. Had compensation costs for the stock option components of the Plan been determined based upon the fair value at the date of grant consistent with SFAS No. 123, *Accounting For Stock Based Compensation*, our net income and earnings per share would have been reported as the pro forma amounts indicated below:

	Year ended December 31		
	2004	2003	2002
	(Dollars in thousands, except per share data)		
Net income:			
As reported	\$ 3,578	\$ 3,792	\$ 4,706
Stock-based compensation expense included in reported net income, net of tax	10	83	90
Compensation expense determined under fair value, net of tax	(98)	(188)	(169)
Pro forma	\$ 3,490	\$ 3,687	\$ 4,627
Basic earnings per share:			
As reported	\$ 0.88	\$ 0.93	\$ 1.14
Pro forma	0.86	0.90	1.12
Diluted earnings per share:			
As reported	\$ 0.87	\$ 0.92	\$ 1.13
Pro forma	0.85	0.89	1.11
Shares applicable to basic earnings per share	4,060,587	4,095,903	4,145,820
Shares applicable to diluted earnings per share	4,094,714	4,131,381	4,165,400

The fair value of options granted was estimated at the date of grant using a Black-Scholes option pricing model with the following weighted average assumptions; risk free interest rate of 4.23% for 2004, 4.26% for 2003, and 3.82% for 2002; an expected life of 10 years; expected volatility of stock price of 16.14% for 2004, 15.93% for 2003, and 15.33% for 2002; and expected dividends of 2.69% per year for 2004, 2.45% for

**TEAM FINANCIAL, INC. AND SUBSIDIARIES**  
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2002, and 1.16% for 2002. The weighted average of the estimated fair value of the options granted in 2004, 2003 and 2002 was \$2.60, \$2.70 and \$2.48, respectively.

In July of 2001, the board of directors approved a nonqualified salary continuation plan for executive officers and certain other officers whereby the officer will receive monthly benefits for ten years commencing with the month after retirement. The monthly benefits accrue based upon a stated percentage ranging from 25% to 65% of the average of the highest of the participant's salary for any three years. In the event of death of certain participants, the plan provides a continuing benefit to the spouse based on a vesting schedule defined by a percentage of the participant's age. The subsidiary banks charged \$285,500, \$246,600 and \$228,200 to salary and employee benefits expense for 2004, 2003 and 2002, respectively, as a result of this program. In connection with the plan, we have recorded a liability of \$837,700 and \$552,200 at December 31, 2004 and 2003, respectively.

In January of 2002, the board of directors approved a nonqualified deferred compensation plan for executive officers and certain other bank officers whereby the officer may defer a stated percentage of salary ranging from 2% of compensation to 10% of compensation. The deferral amounts are matched by us based on a stated percentage ranging from 15% to 25%. We accrue interest on the deferred amounts based on a modified return on equity calculation, which includes the return on equity of TeamBank N.A, net of core deposit intangible asset amortization. We charged \$31,200 during 2004, \$22,600 during 2003 and \$24,000 during 2002 to salary and employee benefits expense as a result of this program. A liability of \$285,100 and \$195,700 was recorded at December 31, 2004 and 2003, respectively, associated with this plan.

**(14) Income Taxes**

Total income tax expense for 2004, 2003, and 2002 was allocated as follows:

	2004	2003	2002
	(In thousands)		
Income from continuing operations	\$ 222	\$ 958	\$ 2,418
Income (loss) from discontinued operations	(39 )	250	1
Other comprehensive income	(477 )	(1,070 )	1,646
Total	\$ (294 )	\$ 138	\$ 4,065

Income tax expense (benefit) attributable to income from continuing operations for 2004, 2003, and 2002 consists of the following:

	2004	2003	2002
	(In thousands)		
Current	\$ 608	\$ 1,291	\$ 2,237
Deferred	(386 )	(333 )	181
Total	\$ 222	\$ 958	\$ 2,418



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Following is a reconciliation between income tax expense attributable to income from continuing operations and the amount computed by multiplying earnings before income taxes by the statutory federal income tax rate of 34%:

	2004	2003	2002
	(In thousands)		
Expected federal income tax expense	\$ 1,366	\$ 1,496	\$ 2,423
Interest on obligations of state and political subdivisions	(516 )	(508 )	(479 )
State income taxes, net of federal tax benefit	125	138	272
Cash value increase of bank owned life insurance, net of premiums paid	(242 )	(271 )	(317 )
Goodwill			449
Income tax benefit on dividends paid to ESOP	(109 )	(87 )	(80 )
Reduction of estimated income tax accrual	(453 )		
Other	51	190	150
Income tax expense attributable to income from continuing operations	\$ 222	\$ 958	\$ 2,418

The income tax effects of temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities of continuing operations at December 31, 2004 and 2003 are presented below:

	2004	2003
	(In thousands)	
Deferred tax assets:		
Allowance for loan losses	\$ 1,665	\$ 1,532
Acquired net operating loss carryforwards		
Deferred compensation	437	311
Self insurance accrual	148	139
Other	113	40
State taxes, net	42	11
Deferred tax assets from discontinuing operations	171	64
Total gross deferred tax assets	2,576	2,097
Deferred liabilities:		
Dividends from real estate investment trust	202	404
Net unrealized gain on securities available for sale	501	978
Mortgage servicing rights	175	223
Premises and equipment	1,029	839
Core deposit intangible asset	97	130
FHLB stock	259	177
Other	36	39
Deferred tax liabilities from discontinuing operations	535	535
Total gross deferred tax liabilities	2,834	3,325
Net deferred tax liability	\$ (258 )	\$ (1,228 )

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During 2000, we began recapturing our tax bad debt reserves of approximately \$1,230,000 that had previously been established under Internal Revenue Code Section 585. A portion of this amount has been included in taxable income in each of the four years since 2000 according to the appropriate provisions of the Code.

Management has considered the need for a valuation allowance for deferred tax assets and has determined that, based upon the historical and anticipated operations, realization of the deferred tax assets is more likely than not and a valuation allowance was not necessary at December 31, 2004, 2003 or 2002.

We had deferred income for tax purposes related to our investment in a Real Estate Investment Trust because of a different tax year for a subsidiary entity. As a result of a new regulation promulgated by the Treasury Department in 2002, income of \$606,000 will be included in taxable income ratably over a four-year period beginning in 2002. As a result of this change in tax law, we have deferred income taxes payable of \$202,000 as of December 31, 2004, which will be paid during 2005.

**(15) Fair Value of Financial Instruments**

Fair value of financial instruments at December 31, 2004 and 2003, including methods and assumptions utilized, are set forth below:

	<b>2004</b> <b>Carrying</b> <b>Amount</b> <b>(In thousands)</b>	<b>Estimated</b> <b>Fair Value</b>	<b>2003</b> <b>Carrying</b> <b>Amount</b>	<b>Estimated</b> <b>Fair Value</b>
Cash and cash equivalents	\$ 35,000	\$ 35,000	\$ 19,000	\$ 19,000
Accrued interest receivable	4,000	4,000	4,000	4,000
Investment securities	192,000	192,000	220,000	220,000
Loans, net of unearned discounts and allowance for loan losses	374,000	373,000	344,000	346,000
Demand deposits	\$ 72,000	\$ 72,000	\$ 62,000	\$ 62,000
Money market and NOW deposits	161,000	161,000	151,000	151,000
Savings deposits	33,000	33,000	33,000	33,000
Time deposits	202,000	200,000	200,000	202,000
Total deposits	\$ 468,000	\$ 466,000	\$ 446,000	\$ 448,000
Accrued interest payable	\$ 1,000	\$ 1,000	\$ 1,000	\$ 1,000
Notes payable and FHLB advances	115,000	114,000	114,000	114,000
Subordinated debentures	16,000	17,000	16,000	18,000

*Methods and assumptions*

The estimated fair value of cash and cash equivalents has no stated maturity and is equal to the carrying value.

The estimated fair value of accrued interest receivable has no stated maturity and is equal to the carrying value.

The estimated fair value of investment securities is based on quoted market prices or bid quotations received from securities dealers.

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**December 31, 2004, 2003 and 2002**

The estimated fair value of our loan portfolio is based on the segregation of loans by maturity using a weighted average pool rate. In estimating the fair value of loans, the carrying amount is reduced by the allowance for loan losses. The estimated fair value is calculated by discounting scheduled cash flow through the estimated maturity using estimated market discount rates based upon our current offering rates with similar maturities that reflect the interest rate risk inherent in the loans.

The estimated fair value of deposits with no stated maturity, such as non-interest bearing demand deposits, savings, NOW accounts, and money market accounts, is equal to the amount payable on demand. The fair value of interest bearing time deposits is based on the discounted value of contractual cash flows of such deposits. The discount rate is estimated using the rates currently offered for deposits of similar remaining maturities.

The estimated fair value of accrued interest payable has no stated maturity and is equal to the carrying value.

The estimated fair value of fixed rate notes payable and Federal Home Loan Bank Advances is based on the discounted value of contractual maturities. The discount rate is estimated using the spread adjusted London Inter-bank Offering Rate (LIBOR). The carrying value of all floating rate notes payable and Federal Home Loan Bank Advances approximates fair value, as all these notes are based upon floating market rates, which approximate market rates.

The estimated fair value of our obligated mandatory redeemable preferred securities of subsidiary trust holding solely subordinated debentures is based on quoted market prices on the NASDAQ National Market.

*Limitations*

Fair value estimates are made at a specific point in time, based on relevant market information and information about the financial instruments. These estimates do not reflect any premium or discount that could result from offering for sale at one time our entire holdings of a particular financial instrument. Because no market exists for a significant portion of our financial instruments, fair value estimates are based on judgments regarding future loss experience, current economic conditions, risk characteristics of various financial instruments and other factors. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and, therefore, cannot be determined with precision. Changes in assumptions could significantly affect the estimates. Fair value estimates are based on existing balance sheet financial instruments without attempting to estimate the value of anticipated future business and the value of assets and liabilities that are not considered financial instruments.

**TEAM FINANCIAL, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**  
**December 31, 2004, 2003 and 2002**

**(16) Capital Adequacy**

Quantitative measures established by regulation to ensure capital adequacy require us to maintain minimum amounts and ratios (set forth in the table below for Team Financial Inc. and our subsidiary banks) of total risk-based and Tier 1 capital (as defined in the regulations) to risk-weighted assets, and of Tier 1 capital to average assets. Management believes, as of December 31, 2004 and 2003, that the banks and Team Financial Inc. met all applicable capital adequacy requirements.

	Actual Amount (Dollars in thousands)	Ratio	For capital adequacy purposes Amount	Ratio	To be well capitalized under prompt corrective action provision Amount	Ratio
At December 31, 2004:						
Team Financial, Inc.:						
Risk-based capital (to risk weighted assets)	\$ 51,755	11.81 %	\$ 35,049	8.00 %		
Tier 1 capital (to risk weighted assets)	46,857	10.70 %	17,524	4.00 %		
Tier 1 capital (to average assets)	46,857	7.43 %	25,213	4.00 %		
TeamBank, N.A.:						
Risk-based capital (to risk weighted assets)	\$ 43,861	11.56 %	\$ 30,363	8.00 %	\$ 37,953	10.00 %
Tier 1 capital (to risk weighted assets)	39,540	10.42 %	15,181	4.00 %	22,772	6.00 %
Tier 1 capital (to average assets)	39,540	7.38 %	21,438	4.00 %	26,797	5.00 %
Colorado National Bank:						
Risk-based capital (to risk weighted assets)	\$ 8,756	15.39 %	\$ 4,553	8.00 %	\$ 5,691	10.00 %
Tier 1 capital (to risk weighted assets)	8,179	14.37 %	2,276	4.00 %	3,414	6.00 %
Tier 1 capital (to average assets)	8,179	8.83 %	3,704	4.00 %	4,630	5.00 %

	Actual Amount (Dollars in thousands)	Ratio	For capital adequacy purposes Amount	Ratio	To be well capitalized under prompt corrective action provision Amount	Ratio
At December 31, 2003						
Team Financial, Inc.:						
Risk-based capital (to risk weighted assets)	\$ 50,826	12.16 %	\$ 33,442	8.00 %		
Tier 1 capital (to risk weighted assets)	46,320	11.08 %	16,721	4.00 %		
Tier 1 capital (to average assets)	46,320	7.46 %	24,829	4.00 %		
TeamBank, N.A.:						
Risk-based capital (to risk weighted assets)	\$ 43,535	11.96 %	\$ 29,118	8.00 %	\$ 36,397	10.00 %
Tier 1 capital (to risk weighted assets)	39,557	10.87 %	14,559	4.00 %	21,838	6.00 %
Tier 1 capital (to average assets)	39,557	7.53 %	21,005	4.00 %	26,256	5.00 %
Colorado National Bank:						
Risk-based capital (to risk weighted assets)	\$ 8,707	16.72 %	\$ 4,166	8.00 %	\$ 5,208	10.00 %
Tier 1 capital (to risk weighted assets)	8,179	15.71 %	2,083	4.00 %	3,125	6.00 %
Tier 1 capital (to average assets)	8,179	8.74 %	3,742	4.00 %	4,677	5.00 %

**TEAM FINANCIAL, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**  
**December 31, 2004, 2003 and 2002**

**(17) Mergers, Acquisitions and Dispositions**

On February 25, 2005, we sold all of our interest in Team Insurance Group, Inc. to an unaffiliated third party for \$7,000,000 in cash, plus or minus any adjustments to the closing balance sheet necessary to reflect the difference between the total equity of Team Insurance Group, Inc. as of December 31, 2004 and the purchase price. We acquired the insurance agency in 2002 for a total of \$6,850,000 in the form of \$5,000,000 of cash at closing and the balance of the cash consideration of \$1,850,000 plus interest, paid in two annual contingent payments of \$925,000 each. Our investment in Team Insurance Group, Inc. as of December 31, 2004 and February 25, 2005 was approximately \$7,000,000. See footnote 2, Discontinued Operations, for further information on this disposition.

On May 5, 2003, we closed one of our banking locations in Omaha, Nebraska and recorded a \$258,000 loss to terminate the building lease and dispose of the assets of the facility.

**(18) Commitments, Contingencies and Off-Balance Sheet Risks**

Team Financial, Inc. has commitments to extend credit to our customers of approximately \$75,357,000 at December 31, 2004. Additionally, the contractual amount of standby letters of credit at December 31, 2004 was approximately \$4,896,000. These commitments involve credit risk in excess of the amount stated in the consolidated balance sheet. Exposure to credit loss in the event of nonperformance by the customer is represented by the contractual amount of those instruments.

Standby letters of credit are a conditional, but irrevocable form of guarantee issued to guarantee payment to a third party obligee upon default of payment by our customer. Standby letters of credit are initially issued for a period of one year, but can be extended depending on the customer's needs. As of December 31, 2004, the maximum remaining term for any standby letter of credit was December 2008. Since the credit risk involved in issuing standby letters of credit is the same as that involved in extending loans to customers, Team Financial, Inc. uses the same credit policies in evaluating the creditworthiness of the customer and determining the required collateral.

We entered into a contingent contract in connection with the acquisition of the insurance agency in 2002. Contingent upon insurance agency revenue benchmark of \$4,000,000 each year ending 2003 and 2004, the previous owners will receive cash consideration of \$1,850,000 plus interest. The cash consideration is payable in two annual contingent payments of \$925,000 each beginning in 2004. Insurance revenues during 2003 met the \$4,000,000 benchmark and therefore, the first annual payment of \$925,000 plus interest was distributed in the first quarter of 2004. Insurance revenues during 2004 met the benchmark, and a payment of \$925,000 plus interest was distributed in the first quarter of 2005. This payment was reflected on the Consolidated Statements of Financial Condition as an accrued liability at December 31, 2004.

**TEAM FINANCIAL, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**  
**December 31, 2004, 2003 and 2002**

**(19) Parent Company Condensed Financial Statements**

**Condensed Statements of Financial Condition**  
**(In thousands)**

	<b>December 31</b>	
	<b>2004</b>	<b>2003</b>
<b>Assets</b>		
Cash and cash equivalents	\$ 1,805	\$ 1,382
Investment in subsidiaries	69,208	69,478
Other	1,913	2,262
Total assets	\$ 72,926	\$ 73,122
<b>Liabilities and Stockholders' Equity</b>		
Subordinated debentures	\$ 16,005	\$ 16,005
Other liabilities and notes payable	4,067	4,713
Stockholders' equity	52,854	52,404
Total liabilities and stockholders' equity	\$ 72,926	\$ 73,122

**Condensed Statements of Operations**  
**(In thousands)**

	<b>Years ended December 31</b>		
	<b>2004</b>	<b>2003</b>	<b>2002</b>
<b>Income:</b>			
Dividends from subsidiaries	\$ 4,261	\$ 4,800	\$ 7,066
Interest income	49	3	2
Other expense, net	(2,243 )	(2,198 )	(2,715 )
Income before equity in undistributed earnings of subsidiaries	2,067	2,605	4,353
Increase (decrease) in undistributed equity of subsidiaries	667	358	(636 )
Income before income tax benefit	2,734	2,963	3,717
Income tax benefit	844	829	989
Net income	\$ 3,578	\$ 3,792	\$ 4,706

**TEAM FINANCIAL, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**  
**December 31, 2004, 2003 and 2002**

**Condensed Statements of Cash Flows**  
**(In thousands)**

	Year ended December 31		
	2004	2003	2002
Cash flows from operating activities:			
Net income	\$ 3,578	\$ 3,792	\$ 4,706
(Increase) decrease in undistributed equity of subsidiaries	(667 )	(358 )	636
Contribution of treasury stock to ESOP	365	441	205
Non-cash compensation expense	7	26	137
Other	(592 )	1,815	(152 )
Net cash provided by operating activities	2,691	5,716	5,532
Cash flows from investing activities:			
Capital contributions to subsidiaries			(1,000 )
Net cash used in investing activities			(1,000 )
Cash flows from financing activities:			
Proceeds from notes payable	2,877	200	800
Principal payments on notes payable	(2,565 )	(3,540 )	(3,990 )
Purchase of treasury stock	(1,683 )	(564 )	(1,177 )
Issuance of common stock	401	55	249
Dividends paid on common stock	(1,298 )	(1,022 )	(872 )
Net cash used in financing activities	(2,268 )	(4,871 )	(4,990 )
Net increase (decrease) in cash and cash equivalents	423	845	(458 )
Cash and cash equivalents at beginning of the year	1,382	537	995
Cash and cash equivalents at end of the year	\$ 1,805	\$ 1,382	\$ 537

The primary source of funds available to us is the payment of dividends by its subsidiaries. Subject to maintaining certain minimum regulatory capital requirements, regulations limit the amount of dividends that may be paid without prior approval of the subsidiaries' regulatory agencies. At December 31, 2004, the subsidiaries could pay dividends of \$586,000 without prior regulatory approval.

**TEAM FINANCIAL, INC. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements (Continued)**  
**December 31, 2004, 2003 and 2002**

**(20) Quarterly Results of Operations (Unaudited)**

The following is a summary of quarterly results:

	First quarter	Second quarter	Third quarter	Fourth quarter
	(Dollars in thousands, except per share data)			
Year ended 2004:				
Interest income	\$ 7,806	\$ 7,953	\$ 7,896	\$ 8,321
Interest expense	3,130	3,083	3,121	3,257
Provision for loan losses	250	310	261	644
Net income from continuing operations	771	844	1,276	1,133
Net income (loss) from discontinued operations	57	(90 )	(124 )	(289 )
Net income	828	754	1,152	844
Basic income per share from continuing operations	0.19	0.21	0.32	0.28
Diluted income per share from continuing operations	0.19	0.20	0.31	0.28
Basic income per share from discontinued operations	0.01	(0.02 )	(0.03 )	(0.07 )
Diluted income per share from discontinued operations	0.01	(0.02 )	(0.03 )	(0.07 )
Basic income per share	0.20	0.18	0.29	0.21
Diluted income per share	\$ 0.20	\$ 0.18	\$ 0.28	\$ 0.21
Year ended 2003:				
Interest income	\$ 8,212	\$ 7,803	\$ 7,712	\$ 7,852
Interest expense	3,574	3,452	3,288	3,208
Provision for loan losses	345	142	832	471
Net income from continuing operations	876	920	893	731
Net income (loss) from discontinued operations	115	54	251	(48 )
Net income	991	974	1,144	683
Basic income per share from continuing operations	0.21	0.22	0.22	0.18
Diluted income per share from continuing operations	0.21	0.22	0.22	0.18
Basic income per share from discontinued operations	0.03	0.01	0.06	(0.01 )
Diluted income per share from discontinued operations	0.03	0.01	0.06	(0.01 )
Basic income per share	0.24	0.24	0.28	0.17
Diluted income per share	\$ 0.24	\$ 0.24	\$ 0.28	\$ 0.16



**Item 9. Changes in and Disagreements with Accountants and Financial Disclosures**

None

**Item 9A. Controls and Procedures**

*Evaluation of Disclosure Controls and Procedures*

As of December 31, 2004, Team Financial Inc.'s management, including the Chief Executive Officer and Chief Financial Officer, performed an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Rule 13a-15(e) and Rule 15d-15(e) of the Securities Exchange Act of 1934 (the Exchange Act). Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective in recording, processing, summarizing and reporting information required to be disclosed within the time periods specified in the Securities Exchange Commission's rules and forms.

*Change in Internal Controls*

No changes in our internal controls over financial reporting have occurred during the last fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

**Item 9B. Other Information**

None.

**Item 10. Directors and Executive Officers of the Registrant**

The information required by this item will be included in our Proxy Statement with respect to our 2005 Annual Meeting of Stockholders to be filed with the Commission within 120 days of December 31, 2004, under the caption "Election of Directors", and is incorporated in this Annual Report by reference.

**Item 11. Executive Compensation**

The information required by this item will be included in our Proxy Statement with respect to our 2005 Annual Meeting of Stockholders to be filed with the Commission within 120 days of December 31, 2004, under the caption "Executive Compensation", and is incorporated in this Annual Report by reference.

**Item 12. Security Ownership of Certain Beneficial Owners and Management**

The information required by this item will be included in our Proxy Statement with respect to our 2005 Annual Meeting of Stockholders to be filed with the Commission within 120 days of December 31, 2004, under the caption "Stock Ownership", and is incorporated in this Annual Report by reference.

**Item 13. Certain Relationships and Related Transactions**

The information required by this item will be included in our Proxy Statement with respect to our 2005 Annual Meeting of Stockholders to be filed with the Commission within 120 days of December 31, 2004, under the caption "Certain Transactions With Affiliates", and is incorporated in this Annual Report by reference.

**Item 14. Principal Accountant Fees and Services**

The information required by this item will be included in our Proxy Statement with respect to our 2005 Annual Meeting of Stockholders to be filed with the Commission within 120 days of December 31, 2004,

under the caption Principal Accountant Fees and Services , and is incorporated in this Annual Report by reference.

**Item 15. Exhibits, Financial Statement Schedules**

- (a)
1. Financial Statements  
These documents are listed in the Index to Consolidated Financial Statements under Item 8.
  2. Financial Statement Schedules  
All financial statement schedules required by Article 9 of Regulation S-X have been included in the Consolidated Financial Statements or are either not applicable or not significant.
  3. Exhibits

Exhibit Number	Description
3.1	Restated and Amended Articles of Incorporation of Team Financial, Inc.(1)
3.2	Amended Bylaws of Team Financial, Inc.(1)
4.1	Form of Indenture.(5)
4.2	Form of Subordinated Debenture (included as Exhibit A to Exhibit 4.1).(5)
4.3	Certificate of Trust.(5)
4.4	Trust Agreement.(5)
4.5	Form of Amended and Restated Trust Agreement.(5)
4.6	Form of Preferred Securities Certificate (included as Exhibit D to Exhibit 4.5).(5)
4.7	Form of Preferred Securities Guarantee Agreement.(5)
4.8	Form of Agreement as to Expenses and Liabilities (included as Exhibit C to Exhibit 4.5).(5)
10.1	Employment Agreement between Team Financial, Inc. and Robert J. Weatherbie dated January 1, 2004.(6)
10.2	Employment Agreement between Team Financial, Inc. and Michael L. Gibson dated January 1, 2004.(6)
10.3	Employment Agreement between Team Financial, Inc. and Rick P. Bartley dated January 1, 2001.(5)
10.5	Data Processing Services Agreement between Team Financial, Inc. and Metavante Corporation dated March 1, 2001.(5)
10.6	401K Plan of Team Financial, Inc. 401(k) Trust, effective January 1, 1999 and administered by Nationwide Life Insurance Company.(1)
10.7 - 10.10	Exhibit numbers intentionally not used.
10.11	Team Financial, Inc. Employee Stock Ownership Plan Summary.(1)
10.12	Team Financial, Inc. 1999 Stock Incentive Plan.(1)
10.13	Rights Agreement between Team Financial, Inc. and American Securities Transfer & Trust, Inc. dated June 3, 1999.(1)
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10.14	Team Financial, Inc. Employee Stock Purchase Plan.(1)
10.15	Revolving Credit Agreement between between Team Financial, Inc. and US Bank dated March 18, 2004.(7)
10.16	Acquisition Agreement and Plan of Merger by and among Team Financial, Inc., Team Financial, Inc. Acquisition Subsidiary II and Post Bancorp, Inc. date April 30, 2001 and amendment dated July 25, 2001.(1)
10.17	Acquisition Agreement and Plan of Merger dated December 18, 2002 among Team Financial, Inc. and The Quarles Agency, Inc.(2)
10.18	Deferred Compensation Agreement between TeamBank, N.A. and Robert J. Weatherbie dated February 1, 2002.(3)
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11.1	Statement regarding Computation of per share earnings see consolidated financial statements.
21	Subsidiaries of Team Financial, Inc. see Item 1
23	Consent of KPMG LLP(8)
24	Power of attorney see signature page
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31.1	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002(8)
31.2	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002(8)
32.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C. §1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002(8)
32.2	Certification of Chief Financial Officer Pursuant to 18 U.S.C. §1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002(8)

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- (1) Filed with Registration Statement on Form S-1, as amended, (Registration Statement No. 333-76163) and incorporated herein by reference.
- (2) Filed with Form 8-K dated December 18, 2002 and incorporated herein by reference.
- (3) Filed with the Annual Report on Form 10-K for December 31, 2002, and incorporated herein by reference.
- (4) Filed with the quarterly report on Form 10-Q for the period ended September 30, 2000, and incorporated herein by reference.
- (5) Filed with Registration Statement on Form S-1 dated July 12, 2001, as amended, (Registration Statement No. 333-64934) and is incorporated herein by reference.
- (6) Filed with Annual Report on Form 10-K for the year ended December 31, 2003, and incorporated herein by reference.
- (7) Filed with the quarterly report on Form 10-Q for the period ended March 31, 2004, and incorporated herein by reference.
- (8) Filed Herewith

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, in Paola, Kansas on March 30, 2005.

TEAM FINANCIAL INC.

By:

/s/ ROBERT J. WEATHERBIE

Robert J. Weatherbie,

*Chairman and Chief Executive Officer*

/s/ MICHAEL L. GIBSON

Michael L. Gibson,

*President of Investments and Chief Financial Officer*

**POWER OF ATTORNEY**

Each individual whose signature appears below hereby designates and appoints Robert J. Weatherbie and Michael L. Gibson, and each of them, as such person's true and lawful attorneys-in-fact and agents (the Attorneys-in-Fact) with full power of substitution and resubstitution, for each person and in such person's name, place, and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Annual Report on Form 10-K, which amendments may make such changes in this Annual Report on Form 10-K as either Attorney-in-Fact deems appropriate and to file each such amendment with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto such Attorneys-in-Fact and each of them, full power and authority to do and perform each and every act and think requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that such Attorneys-in-Fact or either of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of the Registrant and in the capacities indicated on March 30, 2005.

**SIGNATURES**

/s/ ROBERT J. WEATHERBIE Robert J. Weatherbie	Director, Chairman and Chief Executive Officer (Principal Executive Officer)	March 30, 2005
/s/ MICHAEL L. GIBSON Michael L. Gibson	Director, President of Investments and Chief Financial Officer	March 30, 2005
/s/ MONTIE K. TAYLOR Montie K. Taylor	Director	March 30, 2005
/s/ R.G. (GARY) KILKENNY R.G. (Gary) Kilkenny	Director	March 30, 2005
/s/ CAROLYN S. JACOBS Carolyn S. Jacobs	Director	March 30, 2005
/s/ LLOYD BYERHOF Lloyd A. Byerhof	Director	March 30, 2005
/s/ DENIS A. KURTENBACH Denis A. Kurtenbach	Director	March 30, 2005
/s/ KEITH B. EDQUIST Keith B. Edquist	Director	March 30, 2005
/s/ KENNETH L. SMITH Kenneth L. Smith	Director	March 30, 2005

**Exhibit Index**

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- (4) Filed with quarterly report on Form 10-Q for the period ended September 30, 2000, and incorporated herein by reference.
- (5) Filed with Registration Statement on Form S-1 dated July 12, 2001, as amended, (Registration Statement No. 333-64934) and is incorporated herein by reference.
- (6) Filed with Annual Report on Form 10-K for the year ended December 31, 2003, and incorporated herein by reference.
- (7) Filed with quarterly report on Form 10-Q for the period ended March 31, 2004, and incorporated herein by reference.
- (8) Filed herewith.

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