Southern Bancorp A DEVELOPMENT BANK HOLDING COMPANY









2006 Annual Report

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On the cover:



Southern's Career Pathways program helps people like Lisa Smith earn an Emergency Medical Technician certificate. In 2006, 3,416 students enrolled in the Career Pathways program at 11 community colleges around Arkansas, with 156 students completing their studies.



Southern finances community facilities projects like the 45,000 square foot Community Counseling Services building in Hot Springs, Arkansas. Community Counseling Service is a non-profit organization that provides behavioral and healthcare services to children and families. In 2006, Southern originated 4,347 development loans totaling more than \$220 million.



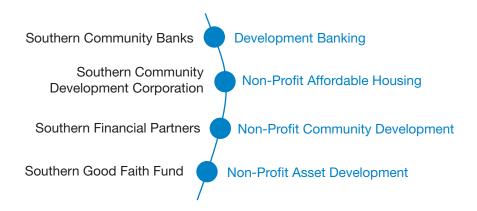
Southern accomplishes its mission of revitalizing communities through resident-driven strategic planning processes. Clark County residents have enthusiastically participated in the comprehensive planning process aimed at addressing the needs of their county.



Southern helps small businesses by providing training, technical assistance and financing. Southern provided Joe Burns training to help start his business of developing affordable single family homes. In 2006, Southern's Business Development Center helped 151 people like Mr. Burns start or expand their businesses.

Our Mission

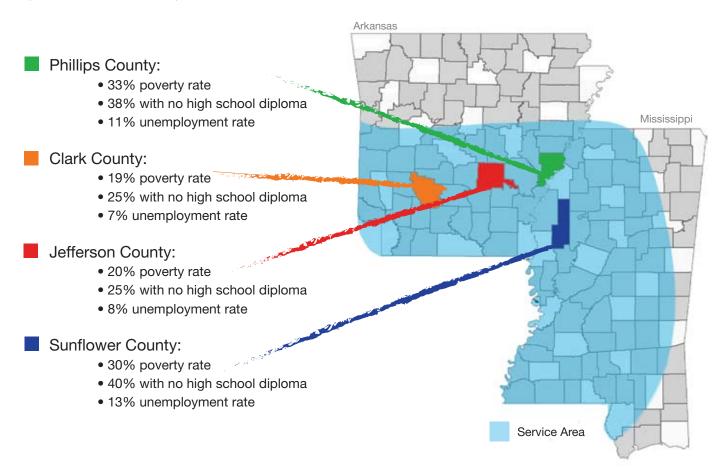
Southern Bancorp is a development bank holding company committed to helping transform rural economies by creating new trends of investment in people, jobs, businesses, and property.



Since 1986, Southern has leveraged private capital with philanthropic and governmental resources to stimulate economic and social change. This nationally innovative model uses a targeted geographic focus that integrates Southern's comprehensive strategy with the development of resident driven community strategic plans.

The areas served by Southern include a large portion of the States of Arkansas and Mississippi, with specific emphasis on very poor communities located in the Delta.

Examples of areas where we operate are listed below:



A Year of Progress

Letter from the President

Southern Bancorp uses innovation, hard work and purpose of mission to connect with local communities, achieve tangible results and, most importantly, instill hope for a better tomorrow.

The scope of our community engagement and economic development mission is significant, with 4,347 development loans totaling \$220 million originated in 2006 and \$1.7 million in cash grants approved. More important than numbers is our core mission of changing people's lives by mobilizing the caring power of communities. We are strongly committed to advancing community good and believe that if the least of us don't grow none of us grow.

The initial successes of our community engagement processes are exciting, as we witness the reengagement of people in their communities, the excitement and power that is driven by hope and the pride of accomplishment when an important goal is achieved. Each of these actions builds on another and eventually creates a combustion point where the community drives the change process on its own.

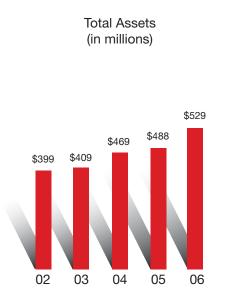


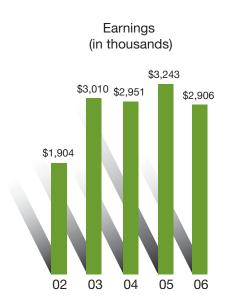
The activities of Southern extend beyond social programs to engage in real reform, which we define as changing the fundamental dynamics of the equation. The equation of inadequate education, generational poverty, unemployment, hopelessness, population outmigration, substandard housing, poor health care access, and predatory financial services are core problems that steal people's futures. Traditional social programs have proven inadequate. It is time for a new approach, an approach designed to make a real impact and deal with the fundamental dynamics with innovation, hard work and purpose of mission.

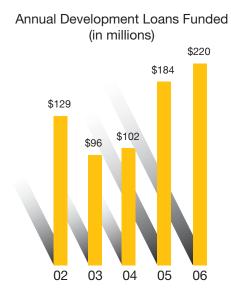
Thank you for being part of Southern Bancorp's mission of building communities and changing lives.

Phillip Baldwin

Phillip N. Baldwin Chairman, President and Chief Executive Officer Southern Bancorp







Financials

CONSOLIDATED BALANCE SHEETS	December 31, 2006 2005		
Assets			
Cash and due from banks	\$ 18,350,100	\$ 14,985,217	
Federal funds sold	6,260,000		
Total cash and cash equivalents	24,610,100		
Interest-bearing deposits in other banks	11,668,958		
Investment securities	168,769,426		
Loans:		,,	
Commercial, financial and agricultural	91,050,045	65,807,237	
Real estate	153,797,849		
Installment	23,090,144	20,092,081	
Total loans	267,938,038	230,845,659	
Allowance for loan losses	(4,700,701)	(5,641,855)	
Net loans	263,237,337	225,203,804	
Premises and equipment, net	23,541,542	18,564,267	
Rental real estate, net	2,396,083		
Goodwill	14,065,974		
Other assets	20,768,324	19,184,249	
Total Assets	\$529,057,744	\$487,930,306	
Liabilities			
Deposits:		A	
Non-interest bearing demand	\$ 64,972,879		
Interest-bearing demand	115,469,105		
Savings	26,519,455		
Time deposits less than \$100,000	145,055,527		
Time deposits greater than or equal to \$100,000	97,937,996		
Total deposits	449,954,962	423,716,876	
Federal funds purchased and securities sold under agreements			
to repurchase	2,817,210	1,933,119	
Federal Home Loan Bank advances and			
other short-term borrowings	2,066,319	2,055,515	
Subordinated debentures	22,592,000	22,592,000	
Notes payable	1,736,639	851,639	
Other liabilities	4,670,766	3,313,562	
Total liabilities	483,837,896	454,462,711	
Oha alib alalawa Fawiki			
Stockholders' Equity			
Common stock, \$1 par value; 500,000 shares authorized;			
shares issued and outstanding:	44.000	47.700	
Series A-1, 44,038 in 2006, 47,788 in 2005	44,038	47,788	
Series A-2, 42,240 in 2006, 42,990 in 2005	42,240	42,990	
Series A-3, 57,484 in 2006 and 2005	57,484	57,484	
Series A-5, 9,091 in 2006 and 2005 Preferred stock	9,091 9,726,231	9,091	
Capital surplus	22,677,979	22,673,479	
Retained earnings	14,019,242	12,464,753	
Accumulated other comprehensive loss	(1,356,457)	(1,827,990)	
Total stockholders' equity	45,219,848	33,467,595	
Total Liabilities and Stockholders' Equity	\$529,057,744	\$487,930,306	



Financials

CONSOLIDATED STATEMENTS OF INCOME	Years Ended December 31,		
	2006	2005	_2004
Interest income			
Loans, including fees	\$21,254,592	\$16,357,65	\$13,851,934
Investment securities:			
Taxable	5,690,924	5,669,644	4,418,133
Tax exempt	1,668,506	1,859,300	2,039,452
Federal funds sold and other	<u>743,025</u>	388,179	246,300
Total interest income	29,357,047	24,274,777	20,555,819
Interest expense			
Deposits	10,827,849	6,886,217	4,696,481
Subordinated debentures	2,225,870	1,306,472	760,255
Other	<u>706,375</u>	554,562	363,612
Total interest expense	13,760,094	8,747,251	5,820,348
Net interest income	15,596,953	15,527,526	14,735,471
Provision for loan losses	<u> 180,000</u>	84,000	720,372
Net interest income after provision for loan losses	15,416,953	15,443,526	14,015,099
Other income			
Service charges on deposit accounts	3,959,933	3,985,733	3,561,325
Net investment securities gains	5,257	10,591	17,566
Fees, commissions and other	2,854,468	1,837,177	1,885,605
	6,819,658	5,833,501	5,464,496
Other expense			
Salaries and employee benefits	10,417,521	9,227,519	8,508,148
Net occupancy and equipment expense	2,343,699	2,102,969	1,750,250
Other	6,102,766	6,447,489	5,918,535
	18,863,986	17,777,977	16,176,933
Income before income taxes	3,372,625	3,499,050	3,302,662
Income tax expense	467,005	256,536	351,597
Net income	\$ 2,905,620	\$ 3,242,514	\$ 2,951,065

Community Development

Strategic Community Planning: The Beginning of Change

Southern accomplishes its mission by promoting comprehensive development that helps restart local economies, rebuild civic infrastructure, foster the emergence of new leadership, address healthcare needs, create new homeownership and affordable housing, and support quality education. After residents have developed a strategic plan, Southern backs up these citizen-led efforts with an array of services, including development lending, technical assistance, workforce training, asset building, and cash grants.



Efforts in Clark County, Phillips County and Sunflower County

Southern's community development initiatives are long-term efforts to transform rural communities that involve commonsense ideas and complex, interrelated activities. The pace of change is different for each community and progress made is not always upwards.

The 2006 community development efforts for Clark County and Phillips County, Arkansas, and Sunflower County, Mississippi, are summarized below:

Clark County, Arkansas

• Over 500 residents have been involved in a comprehensive strategic community planning process since April 2006. The formal strategic plan will be completed in August 2007.



- Taimerica Management Company was engaged to facilitate the community planning process. Southern and the Ross Foundation of Clark County, Arkansas, funded the \$125,000 cost of Taimerica's services.
- Southern provided over \$100,000 in grants to the Clark County communities of Arkadelphia, Gurdon and Amity for much needed neighborhood revitalization.



Community Development

Phillips County, Arkansas

- Southern's \$7.8 million direct investment in strategic goals leveraged over \$42 million in other monies.
- Construction of a 40 million gallon biodiesel facility began
 representing a \$20 million investment of private capital.
- Phillips Community College of the University of Arkansas began a partnership with the public schools in Phillips County by offering vocational training to high school students. Over 175 students are participating in the program.





Boys and Girls Club participant

- A Boys and Girls Club program began. This program is currently serving over 200 children with planned expansion to serve approximately 1.000 children.
- The KIPP Delta College Preparatory School, a charter school, completed the purchase of four square blocks of land in downtown Helena on which to house their Kindergarten through 12th grade campus. The KIPP school currently has a student population of 270. Ninety-eight percent of KIPP students are low-income African Americans.
- The Citilink Public Transportation program began in Helena-West Helena, Arkansas, providing a fixed-route, fixed-time public bus service.
- In 2006, 67 vacant and dilapidated houses were demolished and 323 abandoned vehicles were removed from the streets.
- The Delta Regional Authority obtained a \$750,000 commitment for an environmental/feasibility study involving construction of an interstate highway bridge across the Mississippi River at Helena-West Helena, Arkansas.



Community Development

Sunflower County, Mississippi

Drew Enterprises, Inc. 129 W. Shaw Avenue Drew, MS 38737

November 3, 2006

A Note of Thanks to Our Friends at Southern Bancorp and Delta Southern Bank.

Our kindest thanks go out to you from this community for your efforts in helping us revitalize our city. A lot has happened in the town of Drew because of these efforts. Below is a summation of the last 4 years:

In 2002/2003 the surveys taken through the Delta Bridge Project and its subsequent completion helped us focus our immediate efforts and led us to form a 501(c)(3) corporation (Drew Enterprises, Inc.), enabling us to organize, restore and revitalize the downtown area. While we as a community had begun this process by reorganizing our Chamber of Commerce and implementing town beautification projects, the project gave us insights into areas that needed addressing and still forms the basis for our future goals.

In 2003 the old Fred's building was donated to Drew Enterprises. The grant Delta Southern provided, plus the hard work of some dedicated volunteers of our community, restored the building and today Monette Hospice occupies the site. This new business in our community now provides jobs for 30 full-time and 40 part-time employees.

In 2004 the old Dogwood Flowers building was acquired and restored. Through your generosity the People's Choice Restaurant was born and Drew had a place to eat on Main St. once again. It employs 4 people.

The old Lewis Feed & Seed building was next. Today, we use it as a community building for special occasions and as a farmer's market during the summer-fall seasons.

Using an architectural design provided by Mississippi Main Street, curb extensions and a beautification project became possible because of Southern Bancorp. Drew started to take on a new look with this project and a new attitude could be seen and heard around the community.

Drew Enterprises acquired the Tractor Parts Building next and Delta Southern again helped us to shape up the building so it could be used. The building now houses a cabinetry shop where Keith Beck builds custom cabinets.

This past year saw the acquisition and completion of two more buildings next door to Monette Hospice. Right after the restoration was complete, Mississippi Delta Community College contacted Drew about putting a collegiate satellite facility in Drew. These two buildings became the site for that facility. MDCC presently holds 20 classes with 17 faculty & administrative personnel, 140 students, plus a GED program so that area residents may receive a high school diploma. Drew now has a community college and a resource to increase the education base of its citizens. There is also the very real possibility of the expansion of this facility in the very near future. Because of you.

At this time, Drew Enterprises has 3 other buildings entering the restoration process and we hope to have these finished sometime in the next year. Again, because of you.

We have other plans to expand our commercial and educational resources even as this letter is written. Much of our ability to implement these future projects came from the assistance we received from you. Thank you for believing in us.

sincerely, Steve Shurden

Steve Shurden President

Drew Enterprises, Inc.

Drew Chamber of Commerce



Southern uses loan capital and direct investments to support new affordable housing construction and rehabilitation. Southern has developed and manages over 120 units of affordable housing throughout Arkansas.

In addition to housing development, Southern provides housing, economic and credit skills counseling and training for prospective homebuyers, plus a 3:1 matched savings account that can be used for home purchase or repair. Since 1999, more than \$1.5 million has been accrued in special savings accounts by 410 families who have improved their economic situation by building personal assets.

Southern Place Apartments

Southern, along with other state and national partners, financed and developed Southern Place Apartments, a \$1.7 million, 20-unit, low-income housing complex in Helena-West Helena, Arkansas. Over 70 families have applied to live in the Southern Place complex.





The Blakes

Prior to joining Southern's Asset Builders program, Jenise Blake had a savings account but no strategy for saving. The program's classes helped her establish a strategy for saving, and the possibility of buying her own home helped provide the motivation to save. Jenise and her daughter Majesty now live in their own home in Pine Bluff, Arkansas.

Entrepreneurship

Southern's Business Development Center (BDC) provides in-depth training, technical assistance, and counseling to entrepreneurs who want to start or grow a business. Since 1999, the BDC has assisted 637 businesses either start-up, expand, or survive. Additionally, more than 5,863 people have used our workshops, training, and technical assistance to help their businesses. Southern has also helped its BDC clients access almost \$4.5 million in financing.

Salon 2000

Salon 2000 is a professional service beauty salon dedicated to providing consistent service and customer satisfaction. In the spring of 2003, Rhonda Smith-Booth enrolled in the Asset Builders program to save for business renovations and expansion. She began using her funds in 2005 to purchase new equipment, furniture and beauty supplies. Since she is a single mother with two children, owning her own business affords her the income and freedom to take care of her family.



Party Hardy

Cindy Smith decided to start a party supplies store after noticing a need in Jefferson County, Arkansas. She then attended the First Step™ FastTrac® Business Training classes to learn more about how to start a business. With additional help from Southern's BDC staff, Cindy set her business up for success before the doors even opened.





Development Lending

Development loans fulfill an important need in our communities by targeting small businesses, families, and community facilities in areas often underserved by traditional financial institutions. Community facility loans–for a charter school, a wellness center, a new housing complex –often make the largest impact on communities by increasing assets at the community level. Also, Southern supports many of the loans with technical assistance, to help borrowers achieve maximum success—as entrepreneurs, as community leaders, or as homeowners. In 2006, Southern originated \$220 million in development loans.



Community Counseling Services

Community Counseling Services (CCS) serves children and families with mental healthcare needs in a five-county region of Arkansas. CCS helps over 4,000 people a year lead stable and productive lives. When CCS outgrew its existing facility in downtown Hot Springs, Arkansas, Southern provided a \$4.4 million low-interest loan to build a new 45,000 square foot facility.

Through the efforts of CCS:

- Over 4,000 people receive essential mental health services such as therapy and medication management each year
- Over 475 people a year are taught new social skills as well as daily living skills
- Children in five school districts receive the benefit of high quality counseling, therapy and home visits in addition to schoolprovided counseling services
- Preschool children with severe emotional problems receive professional therapy and skill training, enabling them to transition into regular school settings



Professionally managed support groups are available to people with a range of disorders and emotional challenges

Governing Board

Phillip N. Baldwin

Chairman, President and Chief Executive Officer Southern Bancorp

Patrick R. Burks

President and Chief Executive Officer Planters Service & Sales

Herman Davenport

President and Chief Executive Officer Davenport Group

John Edwards

Partner

Anible & Edwards

LaVerne Feaster

Retired Educator and Administrator

Dr. Robert Fisher

President

Belmont University

James Harrington

President

Harrington Construction

Lawson Holladay

Partner

Townsend, McWilliams & Holladay, LLC

Dr. Glendell Jones, Jr.

Assistant to the President for Diversity Initiatives Arkansas State University

Dr. Jacquelyn McCray

Dean, School of Agriculture, Fisheries and Human Sciences University of Arkansas at Pine Bluff

Brian Miller

Associate Justice, Arkansas Court of Appeals

Walter Patterson

Senior Vice President

Affiliated Computer Services

Rodney Slater

Partner

Patton Boggs, LLP

Former U.S. Secretary of Transportation

Walter Smiley

President

Smiley Investment Company

David Solomon

Attorney

David Solomon, P. A.

Dorothy Stuck

Retired Civic Leader and Businesswoman

Sherman Tate

Vice President and General Manager of Operations

Alltel Corporation

Senior Officers

Phillip N. Baldwin

Chairman, President and Chief Executive Officer Southern Bancorp

Brent Black

Vice President and Chief Financial Officer Southern Bancorp

James E. Boyd

President and Chief Executive Officer First Bank of the Delta N. A.

Angela Duran

President

Southern Good Faith Fund

John French

President

Southern Community Development

Corporation

George Purcell

Chief Executive Officer Delta Southern Bank Joseph Ricotta

President and Chief Operating Officer

Delta Southern Bank

Ben Steinberg

President

Southern Financial Partners

William Wright

President and Chief Executive Officer

Elk Horn Bank



Shareholders

Southern Bancorp is proud to have been funded by a generous group of foundations, corporations, and individuals who believe in our mission. They invested in an idea of bringing economic opportunity to those that needed it most, without the expectation of any financial return.

Aman & Company

Arkansas Best Corporation

Arkansas Capital Corporation

Arkansas Community Foundation

Arkansas Electric Cooperatives

Calmeadow Foundation, Canada

Fannie Mae

Fidelity Financial Information Services

Fred Darragh Estate/Pulaski Bank Trustee

Dominican Sisters of Springfield, IL

Jean T. Gordon

Hampshire College

James Harrington

International Paper Company

Robert B. Lifton Trust

Local Church Ministries

Metropolitan Life Foundation

Gwen Morgan Trust

Charles Stewart Mott Foundation

National Community Investment Fund

Regions Bank

Reliant Energy

SF Holding Corporation

Southern Financial Partners

Levi Strauss Foundation

United States Treasury Department Community

Development Financial Institution Fund

Walton Family Foundation

Weyerhaeuser Company

Arthur White

Winrock International

Winthrop Rockefeller Foundation

Supporters

None of what we do would be possible without grant, lending and investment support. Southern Bancorp gratefully acknowledges the individuals and institutions that have supported our development efforts over the past years.

Alltel Corporation

Arkansas Advocates for Children and Families

Arkansas Area Health Education Centers

Arkansas Community Foundation

Arkansas Department of Higher Education

Arkansas Department of Human Services

Arkansas Department of Workforce Services

Arkansas Development Finance Authority

Annie E. Casey Foundation

Mary Reynolds Babcock Foundation

Bank of America

Catholic Campaign for Human Development

Catholic Health Initiatives

Center for Law and Social Policy

CFED

CHRISTUS Health

City of Clarendon, Arkansas

Clark County Community Foundation

Delta Regional Authority

Entergy Charitable Foundation

Enterprise Corporation of the Delta

Foundation for the Mid South

Charles A. Frueauff Foundation

Charles and Mary Grant Foundation

William Randolph Hearst Foundation

F. B. Heron Foundation

Isle of Capri Corporation

Robert Wood Johnson Foundation

W.K. Kellogg Foundation

Carl B. and Florence E. King Foundation

Knox Nelson Literacy Fund

The John D. and Catherine T. MacArthur Foundation

Charles Stewart Mott Foundation

Ms. Foundation for Women

Opportunity Finance Network

National Community Investment Fund

National Governors Association

National Network of Sector Partners

National Rural Funders Collaborative

The David and Lucille Packard Foundation

Phillips Community College of the

University of Arkansas

Public Welfare Foundation

Winthrop Rockefeller Foundation

Smiley Investment Company

Southeast Arkansas College

Southeast Arkansas Workforce Investment Board

Levi Strauss Foundation

Synergy Forum

The Ford Foundation

The Hitachi Foundation

The Sisters of St. Joseph of Carondelet

United States Department of Agriculture

United States Department of Agriculture

Rural Development

United States Department of Health and

Human Services

United States Department of Housing and

Urban Development

United States Department of Labor

United States Small Business Administration

United States Treasury Department Community

Development Financial Institution Fund

United Way of Southeast Arkansas

Walton Family Foundation



Community Depositors

Southern is honored by the involvement of community depositors in our mission of building communities and changing lives. Many of our community depositors have elected to earn a lower interest rate to support the social mission of Southern.

Adorers of the Blood of Christ

Adrian Dominican Sisters

Frances Dean Allan

Ben & Jerry's Foundation, Inc.

Calvert Social Investment Foundation

Central Conference of American Rabbis

Charles Schwab & Co, Inc.

Community Bank

Congregation of the Humility of Mary

Conscience & Military Tax

Domini Social Bond Fund

Dominican Sisters of Springfield Illinois

Victor L. Dubrowski

E&H Stowell Trust

Episcopal Diocese of Northern Michigan

Fleet National Bank as Custodian

Funding Exchange Endowment

Catherine Gibson

F B Heron Foundation

Home Missioners of America

Gail J. Kirkland

Janet Kranzberg

Rebecca Liebman

Loretto Literary & Benevolent Inst.

Arthur S. Lloyd

Mercy Partnership Fund

Missionary Sisters Servants Holy Spirit

MMA Community Development

More Than Money

Mutual Bank

Nazareth Literary & Benevolent Inst.

Rabbinical Pen Pl Tr

Seton Enablement Fund

School Sisters of Notre Dame

School Sisters of Notre Dame of Dallas

Jane Shapiro

Maurice Shepherd

Martha Sibert

Sinsinawa Dominicans, Inc.

Sister of St. Francis of Philadephia

Sisters of Mercy of St. Louis Reg Comm

Sisters of St. Joseph of Carondelet

Sisters of St. Francis of Millvale

Sisters of St. Francis of Peace

Sisters of St. Francis of Tiffin Ohio

Sisters of the Order of St. Benedict

Sisters of the Sorrowful Mother

Society of the Divine Word

St. Louis Institute

St. Scholastica Monastery

SW Dittenhofer III

The Citizens Bank

The CRA Qualified Investment Fund

The F.B. Heron Foundation

Tides Foundation-Exploring EIF

Union for Reform Judaism

Unitarian Universalist Association

UST Social Balanced Fund

Walden Balanced Trust Fund

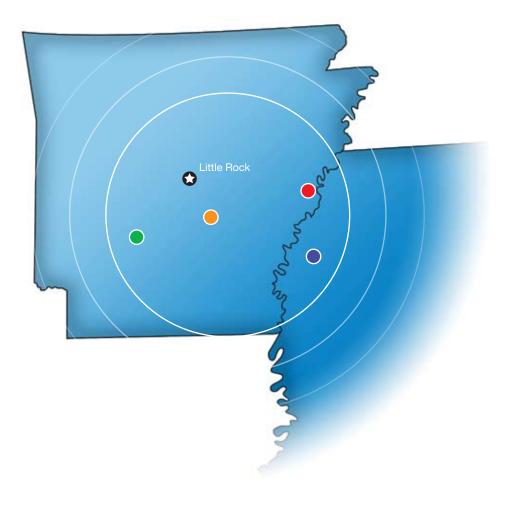
Joshua Wallman

Tanis Walters

Winrock International

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- Southern Financial Partners 502 Cherry Street Helena-West Helena, AR 72342 870.816.1111 www.southernfp.org



- Southern Good Faith Fund 2304 West 29th Avenue Pine Bluff, AR 71603 870.535.6233 www.southerngff.org
- Southern Property Corporation 605 Main Street, Suite 202 Arkadelphia, AR 71923 870.246.4731 www.southerncdc.org





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