WESTAMERICA BANCORPORATION

Form 8-K July 20, 2006

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): $_{\rm July~19,~2006}$

WESTAMERICA BANCORPORATION

(Exact Name of Registrant as Specified in Its Charter)

CALIFORNIA

(State or Other Jurisdiction of Incorporation)

001-9383 94-2156203

(Commission File Number) (IRS Employer Identification No.)

(707) 863-6000

(Registrant's Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- [] Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- [] Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- [] Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- [] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4c))

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Exhibits

99.1 Press release dated July 18, 2006

Item 2.02: Results of Operations and Financial Condition

On July 18, 2006 Westamerica Bancorporation announced their quarterly earnings for the second quarter of 2006. A copy of the press release is attached as Exhibit 99.1 to this Form 8-K and is incorporated herein by reference.

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Signatures

Pursuant to the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Westamerica Bancorporation

/s/ JOHN "ROBERT" THORSON

John "Robert" Thorson Senior Vice President and Chief Financial Officer July 19, 2006

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Exhibit No. Description Number Page

(99.1) Press release dated 5-15

July 18, 2006

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FOR IMMEDIATE RELEASE July 18, 2006

WESTAMERICA BANCORPORATION REPORTS \$24.5 MILLION OUARTERLY EARNINGS

San Rafael, CA: Westamerica Bancorporation (NASDAQ: WABC), parent company of Westamerica Bank, today reported quarterly net income for the second quarter of 2006 of \$24.5 million, or \$0.77 diluted earnings per share, compared to net income of \$27.7 million, or \$0.83 diluted earnings per share for the second quarter of 2005. Second quarter 2005 results include a property sale gain, which increased diluted earnings per share \$0.03. For the second quarter of 2006, return on assets was 1.99 percent and return on equity was 23.1 percent.

"In the second quarter 2006, our annualized net loan losses were 0.04 percent, our noninterest revenues were 21.4 percent of total revenues, and our expenses were 40 percent of total revenue. As expected, rising short-term interest rates caused our funding costs to rise, reducing our net interest margin. However, we remain focused on accumulating non-interest bearing deposits and money market checking balances to maintain a low cost of funds. Our second quarter 2006 cost of funds was 1.44 percent, supporting a relatively high 4.58 percent net interest margin, " said Chairman, President and CEO David Payne. "Our 23 percent return on equity remains top-tier in the banking industry," Payne added.

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Net interest income on a taxable equivalent basis was \$51.5 million for the second quarter of 2006, compared to \$57.0 million reported for the second quarter of 2005. The reduced net interest income is attributable to a lower net interest margin and lower average earning assets. Short-term interest rates have risen faster than intermediate and longer term interest rates, causing funding costs to rise at a faster pace than earning asset yields. The second quarter 2006 net interest margin on a taxable equivalent basis was 4.58 percent, compared to 4.73 percent for the prior quarter and 4.84 percent for the second quarter of 2005.

The provision for loan losses was \$150 thousand for the second quarter of 2006 unchanged from the prior quarter and down from \$300 thousand for the second quarter of 2005. Net charge-offs for the second quarter of 2006 totaled \$234 thousand, or 0.04 percent (annualized) of average loans compared to 0.04 percent (annualized) of average loans for both the prior quarter and second quarter of 2005. Non-performing loans and repossessed loan collateral at June 30, 2006 totaled \$6.3 million, unchanged from \$6.3 million at March 31, 2006.

Noninterest income for the second quarter of 2006 was \$14.1 million, compared to \$13.6 million for the previous quarter and \$15.5 million for the second quarter of 2005 which included a \$1.3 million property sale gain.

Noninterest expense for the second quarter of 2006 totaled \$26.3 million, increased from \$25.5 million for the prior quarter, but down from \$27.1 million for the second quarter of 2005. The increase in expenses from the prior quarter was primarily due to higher personnel costs and professional fees. Comparing the second quarter of 2006 to the second quarter of 2005, the decrease in noninterest expense was primarily due to lower personnel costs offset in part by higher professional fees. The second quarter 2006 efficiency ratio (expenses divided by revenues) was 40.2 percent, compared to 37.7 percent for the prior quarter and 37.4 percent for the second quarter of 2005.

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Shareholders' equity at June 30, 2006 was \$422 million, slightly reduced from \$429 million at March 31, 2006. The Company's total regulatory capital ratio increased to 10.9 percent at June 30, 2006 from 10.7 percent at March 31, 2006; both measurements exceed the "well-capitalized" level of 10 percent under

regulatory requirements.

Westamerica Bancorporation, through its wholly owned subsidiary Westamerica Bank, operates 87 branches and two trust offices throughout 21 Northern and Central California counties. At June 30, 2006, the Company's total assets and total loans outstanding were \$4.9 billion and \$2.6 billion, respectively.

Westamerica Bancorporation Web Address: www.westamerica.com

For additional information contact:

Westamerica Bancorporation
Robert A. Thorson - SVP & Chief Financial Officer
707-863-6840

FORWARD-LOOKING INFORMATION:

The following appears in accordance with the Private Securities Litigation Reform Act of 1995:

This press release may contain forward-looking statements about the Company, including descriptions of plans or objectives of its management for future operations, products or services, and forecasts of its revenues, earnings or other measures of economic performance. Forward-looking statements can be identified by the fact that they do not relate strictly to historical or current facts. They often include the words "believe," "expect," "anticipate," "intend," "plan," "estimate," or words of similar meaning, or future or conditional verbs such as "will," "would," "should," "could," or "may."

Forward-looking statements, by their nature, are subject to risks and uncertainties. A number of factors - many of which are beyond the Company's control - could cause actual conditions, events or results to differ significantly from those described in the forward-looking statements. The Company's most recent annual and quarterly reports filed with the Securities and Exchange Commission, including the Company's Form 10-Q for the quarter ended March 31, 2006 and Form 10-K for the year ended December 31, 2005, describe some of these factors, including certain credit, market, operational, liquidity and interest rate risks associated with the Company's business and operations. Other factors described in these reports include changes in business and economic conditions, competition, fiscal and monetary policies, disintermediation, legislation including the Sarbanes-Oxley Act of 2002 and the Gramm-Leach-Bliley Act of 1999, and mergers and acquisitions.

Forward-looking statements speak only as of the date they are made. The Company does not undertake to update forward-looking statements to reflect circumstances or events that occur after the date forward looking statements are made.

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WESTAMERICA BANCORPORATION FINANCIAL HIGHLIGHTS June 30, 2006

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1. Net Income Summary.

						ļ
1. Net Interest Income (Fully Taxable Equivalent)	\$51,503	\$57 , 023	-9.7%	\$53,974	-4.6%	\$105,
	150	300	-50.0%	150	0.0%	ļ
3. Noninterest Income:						ļ
 Investment Securities (Loss/Impairment) Gains 	0	0	n/m	0	n/m	
5. Other	14,061	15 , 479	-9.2%	13 , 639	3.1%	27 ,
6. Total Noninterest Income	14,061	15 , 479		13,639	3.1%	27 ,
7. Noninterest Expense	26,345			25 , 483	3.4%	51,
8. Income Tax Provision (FTE)	14,575		-16.2%	15,863	-8.1%	
	\$24,494	\$27 , 720	-11.6%	\$26,117	-6.2%	\$50 ,
10.Average Shares Outstanding	31 36/	32 759	-1 32	31 688	-1 Nº	31,
11.Diluted Average Shares						
Outstanding 12.Operating Ratios:	31,332	55 , 50 <u>1</u>	7.00	J4 , 410	1.10	J2,
13. Basic Earnings Per Share	\$0.78	\$0.85	-7.7%	\$0.82	-5.2%	\$1
	0.77					1
15. Return On Assets		2.15%		2.10%		2
		25.8%				2
17. Net Interest Margin (FTE)						4
18. Efficiency Ratio (FTE)				37.7%		3
19.Dividends Paid Per Share	\$0.32	\$0.30	6.7%	\$0.32	0.0%	\$0
20.Dividend Payout Ratio	42%	36%		40%		

2. Net Interest Income.

	(dollars in	,			02106 /	
	Q2'06	Q2 ' 05	Q2'06 / Q2'05	Q1'06	Q2'06 / Q1'06 	6/30 ' 06
1. Interest and Fee Income (FTE)	\$67 788	\$67 769	0 0%	\$68 486	- 1 ∩9	÷ \$136
2. Interest Expense	16,285	10,746	51.5%	14,512	12.2%	30,
3. Net Interest Income (FTE)			-9.7%		-4.6%	* \$105, ======
4. Average Earning Assets						
 Average Interest-Bearing Liabilities 	3,139,054	3,304,766	-5.0% (3,205,366	-2.1%	3,172,
6. Yield on Earning Assets (FTE)	6.01%	5.75%		6.00%		6
	1.44%					1
8. Net Interest Margin (FTE)	4.58%	4.84%		4.73%		4
9. Interest Expense/Interest- Bearing Liabilities						1
10.Net Interest Spread (FTE)	3.94%	4.45%		4.18%		4

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3. Loans & Other Earning Assets.

	(average vo	Q2 ' 06 /		
	Q2'06			Q1'06 6/30'06
1. Total Assets	¢1 010 112	¢5 170 020	-4.3%\$5,054,256	-2.1%\$5,001,
2. Total Earning Assets		4,719,635		
3. Total Loans		2,670,663	•	' '
4. Commercial Loans	679,512	724,681	-6.2% 690,773	-1.6% 685,
5. Commercial Real Estate Loans	914,373	956 , 931	-4.4% 922 , 838	-0.9% 918,
6. Consumer Loans	994,336	989,051	0.5% 1,002,338	-0.8% 998,
7. Total Investment Securities	1,927,508	2,048,973	-5.9% 1,990,229	-3.2% 1,958,
8. Available For Sale	650,649	710,960	-8.5% 665 , 948	-2.3% 658,
(Market Value)				
9. Held To Maturity	1,276,859	1,338,013	-4.6% 1,324,281	-3.6% 1,300,
10. HTM Unrealized (Loss) at Period-End	(33,374)	8 , 529	n/m (25,025) n/m (33,
11.Loans / Deposits	70.9%	68.4%	69.1	% 7

4. Deposits & Other Interest-Bearing Liabilities.

	(average volume, dollars in thousands)						
	Q2 ' 06	Q2 ' 05	Q2 ' 05	Q1 ' 06	Q1 ' 06	6/30'06	
1. Total Deposits	\$3,652,030	\$3,906,875	-6.5%	\$3,784,436	-3.5%	\$3,718,	
2. Noninterest Demand	1,316,927	1,387,984	-5.1%	1,355,501	-2.8%	1,336,	
3. Interest-Bearing Transaction	624,045	633,645	-1.5%	651 , 547	-4.2%	637,	
4. Savings	964,776	1,130,024	-14.6%	1,022,087	-5.6%	993,	
5. Other Time >\$100K	503,488	448,104	12.4%	501,299	0.4%	502,	
6. Other Time <\$100K	242,793	307,118	-20.9%	254,002	-4.4%	248,3	
7. Total Short-Term Borrowings	766,936	745,499	2.9%	738,308	3.9%	752,	
8. Fed Funds Purchased	548,770	585,205	-6.2%	548,495	0.1%	548,	
9. Other Short-Term Funds	218,166	160,294	36.1%	189,813	14.9%	203,	
10.Long-Term Debt	37,015	40,376	-8.3%	38,124	-2.9%	37,	
11.Shareholders' Equity	424,999	430,796	-1.3%	424,832	0.0%	424,	
12.Demand Deposits / Total Deposits	36.19	35.5%		35.8%		3	
-	79.69	80.7%		80.0%		7	

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5. Interest Yields Earned & Rates Paid.

	(dollars in	thousands) Q2'06				Q2 ' 0
	_	Income/ Expense		Yield/	Average Volume	Incom Exper
1. Interest & Fees Income Earned						
2. Total Earning Assets (FTE)	\$4,515,728	\$67.788	6.01%	6.00%	\$\$4,719,635	\$67,
, , , , , , , , , , , , , , , , , , , ,	2,588,220				2,670,663	41,
4. Commercial Loans (FTE)					724,681	12,
5. Commercial Real Estate	•	•			956,931	16,
Loans						
6. Consumer Loans	994,336	12,862	5.25%	5.06%	989,051	11,
7. Total Investment	1,927,508	25 , 298	5.25%	5.238	£ 2,048,973	26,
Securities (FTE)						
8. Interest Expense Paid						
9. Total Earning Assets	4,515,728	16,285	1.44%	1.278	4,719,635	10,
10. Total Interest-Bearing	3,139,054	16,285	2.07%	1.828	3,304,766	10,
Liabilities						
11. Total Interest-Bearing	2,335,103	8,012	1.38%	1.21%	2,518,891	5,
Deposits						
12. Interest-Bearing	624,045	427	0.27%	0.278	633,645	
Transaction						
13. Savings	•	924	0.38%	0.368	1,130,024	
14. Other Time <\$100K					307,118	1,
15. Other Time >\$100K	503,488	5,081	4.05%	3.60%	448,104	2,
16. Total Short-Term Borrowings	766 , 936	7,695	3.97%	3.62%	745,499	4,
17. Fed Funds Purchased	548 , 770	6,833	4.93%	4.448	585,205	4,
18. Other Short-Term Funds	218,166	861	1.58%	1.248	160,294	
19. Long-Term Debt	37,015	578	6.25%	6.278	40,376	
20.Net Interest Income and Margin	(FTE)	\$51 , 503	4.58%	4.738	ģ	\$57 ,

6. Noninterest Income.

	(dollars in	thousands)				
	Q2 ' 06	Q2 ' 05	Q2'06 / Q2'05	Q1'06	Q2'06 / Q1'06	6/30 ' 06
1. Service Charges on Deposit Accounts	\$7,186	\$7 , 542	-4.7%	\$7 , 083	1.4%	\$ \$14 ,
2. Merchant Credit Card Income	e 2,392	2,417	-1.0%	2,385	0.3%	§ 4,
3. ATM Fees & Interchange	717	709	1.2%	678	5.8%	
4. Debit Card Fees	876	811	8.0%	828	5.8%	5 1 .

5. Fi	inancial Services Fees	363	339	7.1%	298	21.8%	
6. Mc	ortgage Banking Income	49	67	-26.3%	50	-0.3%	•
7. Tr	rust Fees	287	309	-7.1%	282	1.8%	7
8. Ot	ther Income	2,190	1,954	12.1%	2,035	7.6%	4,
9.	Sub-total	14,061	14,148	-0.6%	13 , 639	3.1%	27,
10.Ga	ains on Sales of Real Property	0	1,331	n/m	0	n/m	
11.In	nvestment Securities Gains (Losses)	0	0	n/m 	0	n/m -	
12.To	otal Noninterest Income	•	\$15 , 479		\$13 , 639	3.1%	\$27 ,
13.Op	perating Ratios:	==	===		===	_	==
14.	Total Revenue (FTE)	\$65,564	\$72 , 502	-9.6%	\$67,614	-3.0%	\$133 ,
15.	Noninterest Income / Revenue (FTE)	21.4%	21.3%		20.2%		2
16.	Service Charges / Deposits (annualized)	0.79%	0.77%		0.76%		0
17.	Total Revenue Per Share (annualized)	\$8.38	\$8.88	-5.5%	\$8.65	-3.1%	\$8

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7. Noninterest Expense.

	(dollars in	02106 /	16 /			
	Q2 ' 06	Q2 ' 05	Q2'06 / Q2'05	Q1 ' 06	Q2'06 / Q1'06 (6/30 ' 06
1. Salaries & Benefits	\$13 , 559	\$13.956	-2.8%	\$13.258	2.3%	\$26 ,
2. Occupancy	3,267					
	1,315					
	1,531					
5. Courier					-1.4%	
6. Postage	397	376	5.6%	410	-3.2%	
7. Telephone	466					
8. Professional Fees	833	604	38.0%	457	82.2%	1,
9. Stationery & Supplies					0.9%	·
10.Loan Expense	236	232	1.5%	195	21.0%	
12.Operational Losses	255	200	27.3%	188	35.1%	
	1,016					
14.Other Operating	2,290	2,726	-16.0%	2,279	0.5%	4,
15.Total Noninterest Expense		\$27,089	-2.7%	\$25,483	3.4%	\$51 ,
16.Full Time Equivalent Staff	904	974	-7.2%	939	-3.7%	
17.Average Assets / Full Time Equivalent Staff						
18.Operating Ratios: 19. FTE Revenue / Full Time	\$291	\$299	-2.6%	\$292	-0.4%	\$

	Equivalent Staff (annualized)				
20.	Noninterest Expense /	2.34%	2.30%	2.24%	2
	Earning Assets				
	(annualized)				
21.	Noninterest Expense /	40.2%	37.4%	37.7%	3
	Revenues				

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8. Provision for Credit Losses.

	(dollars in	thousands)	02'06 /		02'06 /	
	Q2 ' 06	Q2 ' 05	~	Q1'06	~	6/30 ' 06
1. Provision for Credit Losses	\$150	\$300	-50.0%	\$150	0.0%	\$
2. Gross Loan Losses	645	754	-14.5%	1,118	-42.3%	1,
3. Net Loan Losses	234	297	-21.3%	231	1.4%	5
4. Recoveries / Gross Loan Losses	64%	61%		79%		
5. Average Total Loans	\$2,588,220	\$2,670,663	-3.1%\$	2,615,949	-1.1%	\$\$2,602,
6. Net Loan Losses / Loans (annualized)	0.04%	0.04%		0.04%		0
7. Provision for Credit Losses / Loans (annualized)	0.02%	0.05%		0.02%		0
8. Provision for Credit Losses / Net Loan Losses	64.2%	101.0%		65.0%		6

9. Credit Quality.

		(dollars in	thousands)				
		6/30/06 /			6/30/06 /		
		6/30/06	6/30/05	6/30/05	3/31/06	3/31/06	12/31/
1.	Nonperforming Nonaccrual Loans	\$1,613	\$1,560	3.4%	\$2 , 993	-46.1%	\$2,
2.	Performing Nonaccrual Loans	3,899	6,072	-35.8%	3,232	20.6%	4,
3.	Total Nonaccrual Loans	5,512	7,632	 -27.8%	6 , 225	-11.5%	 6,
4.	Accruing Loans 90+ Days Past Due	114	84	n/m 	29	n/m -	
5.	Total Nonperforming Loans	5,626	7,716	-27.1%	6,254	-10.0%	6,
6.	Repossessed Collateral	656	40	n/m	0	n/m	
7.	Total Nonperforming Loans &						
8.	Repossessed Collateral	\$6,282	\$7 , 756	-19.0%	\$6,254	0.4%	\$6,
				= =		= :	

9. Classified Loans		\$37 , 615	-31.7% \$28,878 	-11.1% \$29,
10.Allowance for Loan Losses	\$55 , 684	\$59 , 862	-7.0% \$55 , 768	-0.2% \$55,
11.Total Loans Outstanding	2,580,612	2,687,566	-4.0% 2,639,968	-2.2% 2,672,
12.Total Assets	4,906,886	5,199,404	-5.6% 5,055,553	-2.9% 5,157,
13.Allowance for Loan Losses /	2.16%	2.23%	2.11%	2
14.Nonperforming Loans / Total Loans	0.22%	0.29%	0.24%	0
15.Nonperforming Loans & Repossessed				
16. Collateral/Total Assets	0.13%	0.15%	0.12%	0
17.Allowance/Nonperforming Loans	990%	776%	892%	
18.Allowance for Loan Losses / Classified Loans 19.Classified Loans /	217%	159%	193%	
20. (Equity + Allowance for Loan Losses)	5.4%	7.4%	6.0%	

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10.Capital.

	(dollars in thousands, except per-share amounts)							
			6/30/06 /		6/30/06 /			
	6/30/06	6/30/05	6/30/05	3/31/06	3/31/06	12/31/		
1. Shareholders' Equity	\$421,731	\$447 , 928	-5.8%	\$429 , 372	-1.8%	\$435,		
2. Tier I Regulatory Capital	300,661	299,003	0.6%	303,344	-0.9%	296,		
3. Total Regulatory Capital	341,788	342,967	-0.3%	345 , 786	-1.2%	339,		
4. Total Assets	4,906,886	5,199,404	-5.6%	5,055,553	-2.9%	5,157,		
5. Risk-Adjusted Assets	3,127,641	3,307,055	-5.4%	3,222,355	-2.9%	3,267,		
6. Shareholders' Equity / Total Assets	8.59%	8.61%		8.49%		8		
7. Shareholders' Equity / Total Loans	16.34%	16.67%		16.26%		16		
8. Tier I Capital / Total Assets	6.13%	5.75%		6.00%		5		
9. Tier I Capital / Risk-Adjusted Assets	9.61%	9.04%		9.41%		9		
10.Total Capital / Risk-Adjusted Assets	10.93%	10.37%		10.73%		10		
11. Shares Outstanding	31,201	32,593	-4.3%	31,544	-1.1%	31,		
12.Book Value Per Share (\$)	•							
13.Market Value Per Share (\$)				51.92				

^{14.} Share Repurchase Programs

(shares in t	housands)				
	Q2 ' 06	Q2 ' 05	Q2'06 / Q2'05	Q1 ' 06	Q2'06 / Q1'06	6/30'06
_						
15.Total Shares Repurchased / Canceled	491	490	0.2%	429	14.3%	5
16. Average Repurchase Price	\$50.47	\$51.31	-1.6%	\$53.62	-5.9%	\$51
17.Net Shares Repurchased (Issued)	343	346	n/m	338	n/m	

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11.Period-End Balance Sheets.

		(dollars in	n thousands)			6 100 106 1	
		6/30/06			3/31/06	6/30/06 / 3/31/06	12/31/
1. A	ssets:						
2.	Cash and Money Market Assets	\$189 , 204	\$195 , 289	-3.1%	\$188,481	0.4%	\$209 ,
3.	Investment Securities Available For Sale	620,294	691,609	-10.3%	642 , 996	-3.5%	662,
4.		1,243,936	1,349,555	-7.8%	1,307,848	-4.9%	1,337,
5.	Loans, gross	2,580,612	2,687,566	-4.0%	2,639,968	-2.2%	2,672,
6.	Allowance For Loan Losses						
7.	Loans, net		2,627,704		2,584,200	-2.3%	2,616,
8.							
	Premises and Equipment	31,785	34,864	-8.8%	32,535	-2.3%	33,
10.	Identifiable Intangible	24,114	28 , 297	n/m	25 , 130	-4.0%	26,
	Assets						
11.	Goodwill					0.0%	
	Interest Receivable and Other Assets	150,906	147,964	2.0%	152 , 644	-1.1%	150,
13.T	otal Assets	\$4,906,886	\$5,199,404	-5.6%	\$5,055,553	-2.9%	\$5 , 157 ,
	iabilities and Shareholders' Equity:			== =	=======	= -	=====
	Deposits:						
	Noninterest Bearing	\$1,330,280	\$1,377,680	-3.4%	\$1,355,426	-1.9%	\$1,419,
17.	Interest-Bearing Transaction	606,633	614,246	-1.2%	641,264	-5.4%	658 ,
18.	Savings	951,819	1,114,631	-14.6%	1,004,964	-5.3%	1,022,
19.	Time	758,315	726,283	4.4%	737,532	2.8%	745,

20. Total Deposits	3,647,047	3,832,840 ======	3,832,840 -4.8% 3,739,186		-2.5% =	-2.5% 3,846, ======	
21. Short-Term Borrowed Funds	746 , 517	828 , 280	-9.9%	784 , 639	-4.9%	775 ,	
22. Debt Financing and Notes Payable	36,993	40,354	-8.3%	37,030	-0.1%	40,	
23. Liability For Interest Taxes and Other	,	50 , 002		65 , 326		60, 	
24.Total Liabilities	, ,	4,751,476		4,626,181		4,722,	
25.Shareholders' Equity:			-		_		
26. Paid-In Capital	\$346,224	\$347,355	-0.3%	\$344,941	0.4%	\$345,	
27. Unrealized Gain (Loss) on Investment Securities							
28. Available For Sale	(4,771)	8,185	n/m	(830)	474.7%	1,	
29. Retained Earnings	•	92 , 388		85,261		•	
30.Total Shareholders' Equity	421,731	447,928	-5.8%	429,372	-1.8%	•	
31.Total Liabilities and Shareholders' Equity		======================================		55,055,553		55,157,	

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12. Income Statements.

	(dollars in	thousands,		r-share amo		
	Q2 ' 06		Q2'05	Q1 ' 06	Q1'06	6/30 ' 06
1. Interest and Fee Income:						
2. Loans	\$41 160	\$39 9/11	3 19	\$41 106	0.1%	\$82,
3. Money Market Assets and Funds Sold				1		V02,
4. Investment Securities Available For Sale	7,377	8,073	-8.6%	7 , 574	-2.6%	14,
5. Investment Securities Held to Maturity	13,338 =======					27,
6. Total Interest Income	61 , 877	•		62 , 467		124 ,
7. Interest Expense:						
-	427	340	25.6%	428	-0.1%	
9. Savings Deposits	924	970	-4.7%	898	2.9%	1,
10. Time Deposits						
	7,695					
12. Debt Financing and Notes Payable						
13.Total Interest Expense	16 , 285			14,512		30,
14.Net Interest Income	45,592	50,710	-10.1%	47,955	-4.9%	
15.Provision for Credit Losses		300	-50.0%	150	0.0%	

16.N	oninterest Income:						
17.	Service Charges on	7,186	7,542	-4.7%	7,083	1.4%	14,
	Deposit Accounts						
	Merchant Credit Card	2,392	2,417		•	0.3%	4,
19.	Financial Services	363	339	7.1%	298	21.8%	
	Commissions						
	Mortgage Banking	49	67	-26.3%	50	-0.3%	
	Trust Fees	287	309	-7.1%	282	1.8%	
22.	Gains on Sales of	0	1,331	-100.0%	0	n/m	
	Real Property						
23.	Securities Gains (Losses)	0	0	n/m	0	n/m	
24.		3,784	3,474			6.9%	7,
25.T	otal Noninterest Income	14,061	15 , 479	-9.2%	13 , 639	3.1%	27 ,
26.N	= oninterest Expense:		=======	= =:	=======	=	=====
	Salaries and Related Benefits	13,559	13,956	-2.8%	13,258	2.3%	26,
	Occupancy		3,230		3,232	1.1%	6,
	Equipment	1,315	1,313		1,266	3.8%	2,
	Data Processing	1,531	1,539		1,534		3,
	Professional Fees	833	604		457		1,
32.	Other	5,840	6,447	-9.4%	5,736		11,
33.T	otal Noninterest Expense	26 , 345	27 , 089	-2.7%	25 , 483	3.4%	51,
	ncome Before Income Taxes		38,800		35 , 961	-7.8%	69,
35.P	rovision for income taxes	8,664 	11,080		9,844 ======		18, =====
36.N	et Income	\$24,494	\$27 , 720	-11.6%		-6.2%	\$50 ,
	_						
	verage Shares Outstanding	31,364	32,759		31,688		31,
38.D	iluted Average Shares Outstanding	31,932	33,364	-4.3%	32,276	-1.1%	32,
39.P	er Share Data:						
	Basic Earnings	\$0.78	\$0.85	-7.7%	\$0.82	-5.2%	\$1
	Diluted Earnings	0.77	0.83	-7.7%	0.81	-5.2%	1
	Dividends Paid	0.32	0.30	6.7%	0.32	0.0%	0
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