

SUMMIT BANCSHARES INC /TX/
Form 10-Q/A
November 10, 2005

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q/A

Mark One

Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the quarterly period ended September 30, 2005

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 0-11986

SUMMIT BANCSHARES, INC.

(Exact name of registrant as specified in its charter)

Texas

75-1694807

(State of Incorporation)

(I.R.S. Employer Identification No.)

3880 Hulen St., Fort Worth, Texas 76107

(Address of principal executive offices)

(817) 336-6817

(Registrant's telephone number, including area code)

No Change

(Former name, former address and former fiscal year if changed since last report)

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 whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act).

Yes No

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

Yes No

The number of shares of common stock, \$1.25 par value, outstanding at October 31, 2005 was 12,444,228 shares.

SUMMIT BANCSHARES, INC.

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| <p>The September 30, 2005 and 2004 financial statements included herein are unaudited; however, such information reflects all adjustments (consisting solely of normal recurring adjustments), which are, in the opinion of management of the registrant, necessary for a fair statement of the results for the interim periods. The financial statements for the year ended December 31, 2004 included herein are headed "unaudited." These financial statements were reported as "audited" in our Annual Report on Form 10-K for the year ended December 31, 2004 filed with the Securities and Exchange Commission but are required to be reflected herein as unaudited because of the absence of an independent auditor's report.</p> | |
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PART I - FINANCIAL INFORMATION**Item 1 - Financial Statements**SUMMIT BANCSHARES, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

| | (Unaudited) September 30, | | (Unaudited) December 31, 2004 |
|--|------------------------------|-------------------|-------------------------------------|
| | 2005 | 2004 | 2004 |
| (In Thousands) | | | |
| ASSETS | | | |
| CASH AND DUE FROM BANKS NOTE 1 | \$ 34,967 | \$ 30,836 | \$ 27,219 |
| FEDERAL FUNDS SOLD & DUE FROM TIME | 15,671 | 19,467 | 5,020 |
| INVESTMENT SECURITIES NOTE 3 | | | |
| Securities Available-for-Sale, at fair value | 236,544 | 219,264 | 223,351 |
| LOANS NOTES 4, 14 AND 20 | | | |
| Loans, Net of Unearned Discount | 754,153 | 689,906 | 702,619 |
| Allowance for Loan Losses | (11,131) | (10,079) | (10,187) |
| LOANS, NET | 743,022 | 679,827 | 692,432 |
| PREMISES AND EQUIPMENT NOTE 5 | 15,620 | 15,643 | 15,749 |
| GOODWILL NOTE 6 | 9,060 | 7,978 | 8,042 |
| OTHER INTANGIBLE ASSETS, NET NOTE 6 | 2,276 | 2,560 | 2,478 |
| ACCRUED INCOME RECEIVABLE | 5,651 | 4,729 | 4,814 |
| OTHER REAL ESTATE NOTE 7 | -0- | -0- | -0- |
| OTHER ASSETS | 11,450 | 10,102 | 10,012 |
| TOTAL ASSETS | \$ 1,074,261 | \$ 990,406 | \$ 989,117 |
| LIABILITIES AND SHAREHOLDERS EQUITY | | | |
| DEPOSITS NOTE 8 | | | |
| Noninterest-Bearing Demand | \$ 258,644 | \$ 232,586 | \$ 235,399 |
| Interest-Bearing | 607,384 | 558,938 | 556,865 |
| TOTAL DEPOSITS | 866,028 | 791,524 | 792,264 |
| SHORT TERM BORROWINGS NOTE 9 | 111,370 | 106,733 | 103,972 |
| NOTES PAYABLE NOTE 10 | 150 | 2,250 | 1,750 |
| JUNIOR SUBORDINATED DEFERRABLE DEBENTURES NOTE 11 | 12,372 | 12,372 | 12,372 |
| ACCRUED INTEREST PAYABLE | 900 | 601 | 601 |
| OTHER LIABILITIES | 3,714 | 3,378 | 3,668 |
| TOTAL LIABILITIES | 994,534 | 916,858 | 914,627 |
| COMMITMENTS AND CONTINGENCIES NOTES 15, 17, 19 AND 21 | | | |
| SHAREHOLDERS EQUITY NOTES 16, 18 AND 22 | | | |
| Common Stock - \$1.25 Par Value; 20,000,000 shares authorized; 12,430,116, 12,334,198 and 12,359,232 shares issued and outstanding at September 30, 2005 and 2004 and at December 31, 2004, respectively | 15,538 | 7,709 | 15,449 |
| Capital Surplus | 8,082 | 7,580 | 7,705 |
| Retained Earnings | 58,362 | 57,588 | 51,810 |
| Accumulated Other Comprehensive Income Unrealized Gain (Loss) on Available-for-Sale Investment Securities, Net of Tax (Benefit) | (2,236) | 671 | (474) |
| Treasury Stock at Cost (988 shares at September 30, 2005) | (19) | -0- | -0- |

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| | | | |
|---|--------------|------------|------------|
| TOTAL SHAREHOLDERS EQUITY | 79,727 | 73,548 | 74,490 |
| TOTAL LIABILITIES AND SHAREHOLDERS EQUITY | \$ 1,074,261 | \$ 990,406 | \$ 989,117 |

The accompanying Notes should be read with these financial statements.

SUMMIT BANCSHARES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME

| | (Unaudited) For the Nine Months Ended September 30, | | (Unaudited) Year Ended December 31, 2004 |
|--|---|-----------------|---|
| | 2005 | 2004 | |
| (In Thousands, Except Per Share Data) | | | |
| INTEREST INCOME | | | |
| Interest and Fees on Loans | \$ 36,905 | \$ 28,097 | \$ 39,018 |
| Interest and Dividends on Investment Securities: | | | |
| Taxable | 5,912 | 5,435 | 7,409 |
| Exempt from Federal Income Taxes | 228 | 191 | 260 |
| Interest on Federal Funds Sold and Due From Time | 182 | 139 | 170 |
| TOTAL INTEREST INCOME | 43,227 | 33,862 | 46,857 |
| INTEREST EXPENSE | | | |
| Interest on Deposits | 8,169 | 5,474 | 7,677 |
| Interest on Short Term Borrowings | 2,313 | 1,005 | 1,423 |
| Interest on Notes Payable | 55 | 41 | 62 |
| Interest on Junior Subordinated Deferrable Debentures | 522 | 203 | 344 |
| TOTAL INTEREST EXPENSE | 11,059 | 6,723 | 9,506 |
| NET INTEREST INCOME | 32,168 | 27,139 | 37,351 |
| LESS: PROVISION FOR LOAN LOSSES NOTE 4 | 765 | 1,500 | 1,790 |
| NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES | 31,403 | 25,639 | 35,561 |
| NON-INTEREST INCOME | | | |
| Service Charges and Fees on Deposits | 2,964 | 3,164 | 4,248 |
| Gain on Sale of Investment Securities | -0- | 32 | 32 |
| Other Income | 3,127 | 2,235 | 2,962 |
| TOTAL NON-INTEREST INCOME | 6,091 | 5,431 | 7,242 |
| NON-INTEREST EXPENSE | | | |
| Salaries and Employee Benefits - NOTE 17 | 13,296 | 11,169 | 15,329 |
| Occupancy Expense - Net | 1,988 | 1,560 | 2,206 |
| Furniture and Equipment Expense | 1,756 | 1,670 | 2,261 |
| Other Real Estate Owned Expense - Net | (11) | 38 | 44 |
| Core Deposit Intangible Amortization | 246 | 137 | 219 |
| Other Expense NOTE 12 | 5,172 | 4,415 | 6,131 |
| TOTAL NON-INTEREST EXPENSE | 22,447 | 18,989 | 26,190 |
| INCOME BEFORE INCOME TAXES | 15,047 | 12,081 | 16,613 |
| APPLICABLE INCOME TAXES NOTE 13 | 5,387 | 4,238 | 5,851 |
| NET INCOME | \$ 9,660 | \$ 7,843 | \$ 10,762 |
| NET INCOME PER SHARE NOTE 18 | | | |
| Basic | \$ 0.78 | \$ 0.64 | \$ 0.87 |

| | | | |
|---------|------|------|------|
| Diluted | 0.76 | 0.62 | 0.85 |
|---------|------|------|------|

The accompanying Notes should be read with these financial statements.

SUMMIT BANCSHARES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME

| | (Unaudited) For the Three Months Ended September 30, | |
|--|--|-----------------|
| | 2005 | 2004 |
| | (In Thousands, Except Per Share Data) | |
| INTEREST INCOME | | |
| Interest and Fees on Loans | \$ 13,203 | \$ 10,297 |
| Interest and Dividends on Investment Securities: | | |
| Taxable | 2,072 | 1,939 |
| Exempt from Federal Income Taxes | 86 | 74 |
| Interest on Federal Funds Sold and Due From Time | 115 | 51 |
| TOTAL INTEREST INCOME | 15,476 | 12,361 |
| INTEREST EXPENSE | | |
| Interest on Deposits | 3,185 | 1,996 |
| Interest on Short Term Borrowings | 878 | 385 |
| Interest on Notes Payable | 12 | 25 |
| Interest on Junior Subordinated Deferrable Debentures | 188 | 127 |
| TOTAL INTEREST EXPENSE | 4,263 | 2,533 |
| NET INTEREST INCOME | 11,213 | 9,828 |
| LESS: PROVISION FOR LOAN LOSSES NOTE 4 | 315 | 495 |
| NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES | 10,898 | 9,333 |
| NON-INTEREST INCOME | | |
| Service Charges and Fees on Deposits | 992 | 1,180 |
| Gain on Sale of Investments Securities | -0- | 32 |
| Other Income | 1,184 | 929 |
| TOTAL NON-INTEREST INCOME | 2,176 | 2,141 |
| NON-INTEREST EXPENSE | | |
| Salaries and Employee Benefits - NOTE 17 | 4,579 | 4,029 |
| Occupancy Expense - Net | 724 | 570 |
| Furniture and Equipment Expense | 587 | 610 |
| Other Real Estate Owned Expense - Net | -0- | 23 |
| Core Deposit Intangible Amortization | 82 | 82 |
| Other Expense NOTE 12 | 1,665 | 1,795 |
| TOTAL NON-INTEREST EXPENSE | 7,637 | 7,109 |
| INCOME BEFORE INCOME TAXES | 5,437 | 4,365 |
| APPLICABLE INCOME TAXES NOTE 13 | 1,981 | 1,569 |
| NET INCOME | \$ 3,456 | \$ 2,796 |

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NET INCOME PER SHARE - NOTE 18

| | | | | |
|---------|----|------|----|------|
| Basic | \$ | 0.28 | \$ | 0.23 |
| Diluted | | 0.27 | | 0.22 |

The accompanying Notes should be read with these financial statements.

SUMMIT BANCSHARES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS EQUITY
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2005 AND 2004
AND FOR THE YEAR ENDED DECEMBER 31, 2004
(Unaudited)

| | Common Stock | | Capital Surplus | Retained Earnings | Accumulated Other Comprehensive Income - Net Unrealized Gain (Loss) on Investment Securities | Treasury Stock | Total Share- Holders Equity |
|--|--------------|----------|--------------------|----------------------|--|-------------------|--------------------------------------|
| | Shares | Amount | | | | | |
| (Dollars in Thousands, Except Per Share Data) | | | | | | | |
| Balance at January 1, 2004 | 6,152,329 | \$ 7,690 | \$ 7,421 | \$ 52,988 | \$ 688 | \$ (103) | \$ 68,684 |
| Stock Options Exercised | 38,970 | 49 | 159 | | | | 208 |
| Purchases of Stock Held in Treasury | | | | | | (581) | (581) |
| Retirement of Stock Held in Treasury | (24,200) | (30) | | (654) | | 684 | -0- |
| Cash Dividend - \$.21 Per Share | | | | (2,589) | | | (2,589) |
| Net Income for the Nine Months Ended September 30, 2004 | | | | 7,843 | | | 7,843 |
| Securities Available- for-Sale Adjustment | | | | | (17) | | (17) |
| Total Comprehensive Income NOTE 25 | | | | | | | 7,826 |
| Balance at September 30, 2004 | 6,167,099 | 7,709 | 7,580 | 57,588 | 671 | -0- | \$ 73,548 |
| Stock Options Exercised | 16,300 | 20 | 125 | | | | 145 |
| Purchases of Stock Held in Treasury | | | | | | (113) | (113) |
| Retirement of Stock Held in Treasury | (3,383) | (4) | | (109) | | 113 | -0- |
| Two-for-One Stock Split | 6,179,216 | 7,724 | | (7,724) | | | -0- |
| Cash Dividend - \$.07 Per Share | | | | (864) | | | (864) |
| Net Income for the Three Months Ended December 31, 2004 | | | | 2,919 | | | 2,919 |
| Securities Available- for-Sale Adjustment | | | | | (1,145) | | (1,145) |
| Total Comprehensive Income NOTE 25 | | | | | | | 1,774 |
| Balance at December 31, 2004 | 12,359,232 | 15,449 | 7,705 | 51,810 | (474) | -0- | 74,490 |
| Stock Options Exercised | 100,184 | 126 | 377 | | | | 503 |
| Purchases of Stock Held in Treasury | | | | | | (561) | (561) |
| Retirement of Stock Held in Treasury | (29,300) | (37) | | (505) | | 542 | -0- |
| Cash Dividend - \$.21 Per Share | | | | (2,603) | | | (2,603) |
| Net Income for the Nine Months Ended September 30, 2005 | | | | 9,660 | | | 9,660 |
| | | | | | (1,762) | | (1,762) |

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Securities Available- for-Sale
Adjustment

Total Comprehensive Income
NOTE 25

| | | | | | | | | | | | | | |
|-------------------------------|------------|----|--------|----|-------|----|--------|----|---------|----|------|----|--------|
| Balance at September 30, 2005 | 12,430,116 | \$ | 15,538 | \$ | 8,082 | \$ | 58,362 | \$ | (2,236) | \$ | (19) | \$ | 79,727 |
|-------------------------------|------------|----|--------|----|-------|----|--------|----|---------|----|------|----|--------|

The accompanying Notes should be read with these financial statements.

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SUMMIT BANCSHARES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2005 AND 2004
AND FOR THE YEAR ENDED DECEMBER 31, 2004

| | (Unaudited) For the Nine Months Ended September 30, | | (Unaudited) Year Ended December 31, 2004 |
|--|---|------------------|---|
| | 2005 | 2004 | |
| (In Thousands) | | | |
| CASH FLOWS FROM OPERATING ACTIVITIES: | | | |
| Net Income | \$ 9,660 | \$ 7,843 | \$ 10,762 |
| Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities: | | | |
| Depreciation and Amortization | 1,430 | 1,204 | 1,669 |
| Net Premium Amortization of Investment Securities | 1,044 | 1,035 | 1,429 |
| Amortization of Core Deposit Intangible | 246 | 137 | 219 |
| Provision for Loan Losses | 765 | 1,500 | 1,790 |
| Deferred Income Taxes Benefit | (502) | (493) | (434) |
| Net Gain on Sale of Investment Securities | -0- | (32) | (32) |
| Net Gain From Sale of Other Real Estate & Repossessed Assets | -0- | (69) | (70) |
| Net Gain From Sale of Premises and Equipment | (247) | (37) | (37) |
| Net Increase in Accrued Income and Other Assets | (1,421) | (3,146) | (809) |
| Net Increase in Accrued Expenses and Other Liabilities | 345 | 106 | 397 |
| Total Adjustments | 1,660 | 205 | 4,122 |
| NET CASH PROVIDED BY OPERATING ACTIVITIES | 11,320 | 8,048 | 14,884 |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | | |
| Net (Increase) Decrease in Federal Funds Sold and Due From Time | (10,651) | 5,291 | 19,738 |
| Proceeds from Matured and Prepaid Investment Securities | | | |
| · Available-for-Sale | 356,758 | 116,413 | 120,254 |
| Proceeds from Sales of Investment Securities | -0- | 22,306 | 23,233 |
| Purchase of Investment Securities | | | |
| · Available-for-Sale | (373,447) | (162,740) | (173,730) |
| Premium Paid for ANB Financial Corporation | | | |
| · (Net of Acquired Cash of \$3,871) | -0- | (10,538) | (10,520) |
| Net Assets Acquired in the Purchase of ANB Financial Corporation | -0- | (2,039) | (2,039) |
| Net Assets Acquired in the Purchase of Dignum Financial | (976) | -0- | -0- |
| Loans Originated and Principal Repayments, Net | (51,534) | (76,714) | (89,427) |
| Recoveries of Loans Previously Charged-Off | 435 | 289 | 400 |
| Proceeds from Sale of Premises and Equipment | 339 | 57 | 48 |
| Proceeds from Sale of Other Real Estate & Repossessed Assets | -0- | 638 | 892 |
| Purchases of Premises and Equipment | (1,397) | (1,524) | (4,509) |
| NET CASH USED BY INVESTING ACTIVITIES | (80,473) | (108,561) | (115,660) |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | | |
| Net Increase in Demand Deposits, Savings Accounts and Interest-Bearing Transaction | | | |
| Accounts | 37,647 | 51,368 | 52,506 |
| Net Increase in Certificates of Deposit | 36,117 | 15,202 | 14,803 |
| Net Increase in Short Term Borrowings | 7,398 | 24,499 | 21,738 |
| Net Increase (Decrease) in Note Payable | (1,600) | 2,250 | 1,750 |
| Proceeds from Issuance of Junior Subordinated Debentures | -0- | 12,372 | 12,372 |

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| | | | |
|---|-------------------|-------------------|-------------------|
| Payments of Cash Dividends | (2,603) | (2,589) | (3,453) |
| Proceeds from Stock Options Exercised | 503 | 208 | 353 |
| Purchases of Treasury Stock | (561) | (581) | (694) |
| | <u> </u> | <u> </u> | <u> </u> |
| NET CASH PROVIDED BY FINANCING ACTIVITIES | 76,901 | 102,729 | 99,375 |
| | <u> </u> | <u> </u> | <u> </u> |
| NET (DECREASE) INCREASE IN CASH AND DUE FROM BANKS | 7,748 | 2,216 | (1,401) |
| CASH AND DUE FROM BANKS AT BEGINNING OF PERIOD | 27,219 | 28,620 | 28,620 |
| | <u> </u> | <u> </u> | <u> </u> |
| CASH AND DUE FROM BANKS AT END OF PERIOD | \$ 34,967 | \$ 30,836 | \$ 27,219 |
| | <u> </u> | <u> </u> | <u> </u> |
| SUPPLEMENTAL SCHEDULE OF OPERATING AND INVESTING ACTIVITIES: | | | |
| Interest Paid | \$ 10,760 | \$ 6,506 | \$ 9,199 |
| Income Taxes Paid | 5,549 | 4,821 | 6,377 |
| Other Real Estate and Other Assets Acquired in Settlement of Loans | -0- | 55 | 321 |

The accompanying Notes should be read with these financial statements.

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SUMMIT BANCSHARES, INC. AND SUBSIDIARIES FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2005 AND 2004 (UNAUDITED) AND FOR THE YEAR ENDED DECEMBER 31, 2004 (UNAUDITED)

NOTE 1 - Summary of Significant Accounting and Reporting Policies

The accounting and reporting policies of Summit Bancshares, Inc. are in accordance with accounting principles generally accepted in the United States of America and the prevailing practices within the banking industry. A summary of the more significant policies follows:

Basis of Presentation and Principles of Consolidation

The consolidated financial statements of Summit Bancshares, Inc. (hereinafter, collectively with its subsidiaries, the Corporation), include its accounts and its direct and indirect wholly-owned subsidiaries, Summit Delaware Financial Corporation, Summit Bank, National Association (the Bank) and SIA Insurance Agency, Inc. (SIA). All significant intercompany balances and transactions have been eliminated in consolidation.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ materially from those estimates.

Cash and Due From Banks

The Bank is required to maintain certain noninterest-bearing cash balances at the Federal Reserve Bank based on its level of deposits. During the first nine months of 2005, the average cash balance maintained at the Federal Reserve Bank was \$2,696,000. Compensating balances held at correspondent banks, to minimize service charges, averaged approximately \$23,164,000 during the same period.

Investment Securities

The Corporation has adopted Statement of Financial Accounting Standards No. 115, *Accounting for Certain Investments in Debt and Equity Securities* (SFAS 115). At the date of purchase, the Corporation is required to classify debt and equity securities into one of three categories: held-to-maturity, trading or available-for-sale. At each reporting date, the appropriateness of the classification is reassessed. Investments in debt securities are classified as held-to-maturity and measured at amortized cost in the financial statements only if management has the positive intent and ability to hold those securities to maturity. Securities that are bought and held principally for the purpose of selling them in the near term are classified as trading and measured at fair value in the financial statements with unrealized gains and losses included in earnings. Investments not classified as either held-to-maturity or trading are classified as available-for-sale and measured at fair value in the financial statements with unrealized gains and losses reported, net of tax, in a separate component of shareholders' equity until realized.

The Corporation has the ability and intent to hold to maturity its investment securities classified as held-to-maturity; accordingly, no adjustment has been made for the excess, if any, of amortized cost over market. In determining the investment category classifications at the time of purchase of securities, management considers its asset/liability strategy, changes in interest rates and prepayment risk, the need to increase capital and other factors. Under certain circumstances (including the deterioration of the issuer's creditworthiness, a change in tax law, or statutory or regulatory requirements), the Corporation may change the investment security classification. In the periods reported for 2005 and 2004, the Corporation held no securities that would have been classified as trading securities.

All investment securities are adjusted for amortization of premiums and accretion of discounts. Amortization of premiums and accretion of discounts are recorded to income over the contractual maturity or estimated life of the individual investment on the level yield method. Gain or loss on sale of investments is based upon the specific identification method and the gain or loss is recorded in non-interest income. Income earned on the Corporation's investments in state and political subdivisions is not taxable.

Loans and Allowance for Loan Losses

Loans are stated at the principal amount outstanding less unearned discount, deferred fees and the allowance for loan losses. Unearned discount on installment loans is recognized as income over the terms of the loans by a method approximating the interest method. Interest income on all other loans is recognized based upon the principal amounts outstanding, the simple interest method. Loan origination fee income,

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net of direct loan origination costs, is deferred and amortized over the life of the related loan. The accrual of interest on a loan is discontinued when, in the opinion of management, there is doubt about the ability of the borrower to pay interest or principal. Interest previously earned, but uncollected on such loans, is written off. After loans are placed on non-accrual all payments received are applied to principal and no interest income is recorded until the loan is returned to accrual status or the principal has been reduced to zero.

NOTE 1 - Summary of Significant Accounting and Reporting Policies (cont d.)

The Corporation has adopted Statement of Financial Accounting Standards No. 114, Accounting by Creditors for Impairment of a Loan, as amended by Statement of Financial Accounting Standards No. 118, Accounting by Creditors for Impairment of a Loan - Income Recognition and Disclosure. Under this standard, the allowance for loan losses related to loans that are identified for evaluation in accordance with Statement No. 114 (impaired loans) is based on discounted cash flows using the loan's initial effective rate or the fair value of the collateral for certain collateral dependent loans.

The allowance for loan losses is comprised of amounts charged against income in the form of a provision for loan losses for certain loans when it is probable that all amounts due pursuant to the contractual terms of the loan will not be collected. In these situations, a reserve is recorded when the carrying amount of the loan exceeds the discounted cash flows using the loan's initial effective interest rate or the fair value of the collateral for certain collateral dependent loans. Income on impaired loans is recognized based on the collectibility of the principal amount. Adjustments to the allowance for loan losses will be reported in the period such adjustments become known or are reasonably estimable.

The amount maintained in the allowance reflects management's continuing assessment of the potential losses inherent in its loan portfolio based on its evaluation of a number of factors, including the Bank's loss experience in relation to outstanding loans and the existing level of the allowance, prevailing and prospective economic conditions, and management's continuing review of the discounted cash flow values of impaired loans and its evaluation of the quality of the loan portfolio. Loans are charged against the allowance for loan losses when management believes that the collectibility of the principal is unlikely.

The evaluation of the adequacy of loan collateral is often based upon estimates and appraisals. Because of changing economic conditions, the valuations determined from such estimates and appraisals may also change. Accordingly, the Corporation may ultimately incur losses which vary materially from management's current estimates.

Premises and Equipment

Land is carried at cost. Premises and equipment are stated at cost less accumulated depreciation and amortization. Depreciation expense is computed on the straight-line method based upon the estimated useful lives of the assets ranging from three to forty years. Maintenance and repairs are charged to non-interest expense. Renewals and betterments are added to the asset accounts and depreciated over the periods benefited. Depreciable assets sold or retired are removed from the asset and related accumulated depreciation accounts and any gain or loss is reflected in the income and expense accounts.

Other Real Estate

Other real estate is foreclosed property held pending disposition and is valued at the lower of its fair value or the recorded investment in the related loan. At foreclosure, if the fair value, less estimated costs to sell, of the real estate acquired is less than the Corporation's recorded investment in the related loan, a write-down is recognized through a charge to the allowance for loan losses. Any subsequent reduction in value is recognized by a charge to income. Operating expenses of such properties, net of related income, and gains and losses on their disposition are included in non-interest expense.

Federal Income Taxes

The Corporation joins with its subsidiaries in filing a consolidated federal income tax return. The subsidiaries pay to the parent a charge equivalent to their current federal income tax based on the separate taxable income of the subsidiaries.

The Corporation and the subsidiaries maintain their records for financial reporting and income tax reporting purposes on the accrual basis of accounting. Deferred income taxes are provided in accordance with Statement of Financial Accounting Standards No. 109, Accounting for Income Taxes. Deferred income taxes are provided for accumulated temporary differences due to basic differences for assets and liabilities for financial reporting and income tax purposes.

Realization of net deferred tax assets is dependent on generating sufficient future taxable income. Although realization is not assured, management believes it is more likely than not that all of the net deferred tax assets will be realized. The amount of the net deferred tax asset considered realizable, however, could be reduced in the near term if estimates of future taxable income are reduced.

Cash and Cash Equivalents

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For the purpose of presentation in the Statements of Cash Flows, cash and cash equivalents include cash on hand, clearings and exchanges, and balances due from correspondent banks.

Reclassification

Certain reclassifications have been made to the 2004 financial statements to conform to the 2005 presentation.

NOTE 1 - Summary of Significant Accounting Policies (cont d.)Stock-Based Compensation

The Corporation accounts for stock-based compensation in accordance with the intrinsic value based method recommended by Accounting Principles Board Opinion No. 25, Accounting for Stock Issued to Employees. Under the intrinsic value based method, compensation cost is the excess, if any, of the quoted market price of the stock at grant date over the amount an employee must pay to acquire the stock. The impact on the financial statements of using this method is disclosed below.

Statement of Financial Accounting Standards No. 123, Accounting for Stock-Based Compensation, as amended by Statement of Financial Accounting Standards 148 (SFAS 123), requires pro forma disclosures of net income and earnings per share for companies not adopting its fair value accounting method for stock-based compensation. The pro forma disclosures presented below use the fair value method of SFAS 123 to measure compensation expense for stock-based compensation plans.

The Corporation accounts for its stock-based compensation plans under the recognition and measurement principles of Accounting Principles Board Opinion No. 25, Accounting for Stock Issued to Employees, under which no compensation cost has been recognized for options granted. The following table illustrates the effect on net income and earnings per share if the Corporation had applied the fair value recognition provisions of SFAS No. 123 to stock-based compensation.

| | <u>September 30, 2005</u> | <u>December 31, 2004</u> |
|--|-------------------------------|------------------------------|
| Net Income, as Reported | \$ 9,660 | \$ 10,762 |
| Deduct: Total stock-based compensation expense determined under fair value based method for all awards, net of related tax effects | (196) | (171) |
| Pro Forma Net Income | <u>\$ 9,464</u> | <u>\$ 10,591</u> |
| Earnings Per Share: | | |
| Basic - as Reported | \$ 0.78 | \$ 0.87 |
| Basic - Pro Forma | 0.76 | 0.86 |
| Diluted - as Reported | 0.76 | 0.85 |
| Diluted - Pro Forma | 0.74 | 0.84 |

SFAS No. 123(R), Share-Based Payment (Revised 2004), among other things, eliminates the ability to account for stock-based compensation using APB 25 and requires that such transactions be recognized as compensation cost in the income statement based on their fair values on the date of the grant. The Corporation will adopt the provisions of this statement using modified prospective application on January 1, 2006.

Advertising Costs

Advertising costs are expensed as incurred.

Comprehensive Income

Comprehensive income includes all changes in shareholders' equity during a period, except those resulting from investments by and distributions to owners and treasury stock transactions. Besides net income, the other component of the Corporation's comprehensive income is the after tax effect of changes in the fair value of securities available-for-sale. Comprehensive income for the periods ended September 30, 2005 and 2004 and for the year ended December 31, 2004 is reported in Note 25, Comprehensive Income.

Audited Financial Statements

The consolidated balance sheet as of December 31, 2004, and the consolidated statements of income, changes in shareholders' equity and cash flows for the year ended December 31, 2004 are headed unaudited in these financial statements. These statements were reported as audited in our Annual Report of Form 10-K for the year ended December 31, 2004 filed with the Securities and Exchange Commission but are required to be reflected in these statements as unaudited because of the absence of an independent auditor's report.

NOTE 2 Acquisitions

On May 3, 2004, the Corporation completed its merger with ANB Financial Corporation and its wholly-owned subsidiary, Arlington National Bank of Arlington, Texas (collectively, ANB). Under the terms of the merger agreement with ANB, the Corporation acquired ANB for approximately \$16.0 million in cash. ANB was privately held and operated four (4) banking offices in Arlington, Texas. On May 1, 2004, ANB had total assets of \$89.0 million, loans of \$59.4 million, deposits of \$83.6 million and shareholders' equity of \$3.1 million. This acquisition was partially funded through the formation of SBI Trust and its subsequent issuance of \$12.0 million of its floating rate Capital Securities and \$372,000 of trust common securities.

On March 21, 2005, the Corporation completed the acquisition of Dignum Financial Services (DFS), a proprietorship engaged in financial planning and management services. Goodwill of \$955,000 was recorded in connection with the acquisition.

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NOTE 3 - Investment Securities

A summary of amortized cost and estimated fair values of investment securities as of September 30, 2005 is as follows (in thousands):

| | September 30, 2005 | | | |
|---|---------------------------|---------------------------------------|--|-----------------------|
| | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value |
| Investment Securities - Available-for-Sale | | | | |
| U.S. Government Agencies and Corporations | \$ 167,840 | \$ 19 | \$ (2,360) | \$ 165,499 |
| U.S. Government Agency Mortgage Backed Securities | 53,068 | 20 | (1,074) | 52,014 |
| Obligations of States and Political Subdivisions | 10,673 | 69 | (68) | 10,674 |
| Community Reinvestment Act Investment Fund | 3,025 | 5 | -0- | 3,030 |
| Other Securities | 5,327 | -0- | -0- | 5,327 |
| Total Available-for-Sale Securities | \$ 239,933 | \$ 113 | \$ (3,502) | \$ 236,544 |

All investment securities are carried on the consolidated balance sheet as of September 30, 2005 at fair value. The net unrealized loss of \$3,389,000 is included in the Available-for-Sale Investment Securities balance. The unrealized loss, net of tax benefit, is included in Shareholders' Equity.

Included in the Other Securities category at September 30, 2005 is \$4,450,000 of Federal Home Loan Bank Stock and \$800,000 of Federal Reserve Stock which are classified as restricted investment securities, carried at cost, and evaluated for impairment. No impairment losses were recorded as of September 30, 2005. The Bank is required to have stock holdings of Federal Home Loan Bank Stock equal to .14% of the Bank's total assets as of the previous year end plus 4.25% of its outstanding advancements from the Federal Home Loan Bank (FHLB). The Bank is also required to have stock holdings of Federal Reserve Stock equal to 6% of its Capital Stock and Surplus.

A summary of amortized cost and estimated fair values of investment securities as of September 30, 2004 is as follows (in thousands):

| | September 30, 2004 | | | |
|---|---------------------------|---------------------------------------|--|-----------------------|
| | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value |
| Investment Securities - Available-for-Sale | | | | |
| U.S. Government Agencies and Corporations | \$ 155,191 | \$ 1,813 | \$ (512) | \$ 156,492 |
| U.S. Government Agency Mortgage Backed Securities | 45,967 | 112 | (643) | 45,436 |
| Obligations of States and Political Subdivisions | 8,024 | 168 | (17) | 8,175 |
| Community Reinvestment Act Investment Fund | 3,000 | 96 | -0- | 3,096 |
| Other Securities | 6,065 | -0- | -0- | 6,065 |
| Total Available-for-Sale Securities | \$ 218,247 | \$ 2,189 | \$ (1,172) | \$ 219,264 |

All investment securities were carried on the consolidated balance sheet as of September 30, 2004 at fair value. The net unrealized gain of \$1,017,000 was included in the Available-for-Sale Investment Securities balance. The unrealized gain, net of tax, was included in Shareholders' Equity.

Included in the Other Securities category at September 30, 2004 was \$5,189,000 of Federal Home Loan Bank Stock and \$800,000 of Federal Reserve Stock which were classified as restricted investment securities, carried at cost, and evaluated for impairment. No impairment losses were recorded as of September 30, 2004. The Bank was required at September 30, 2004 to have stock holdings of Federal Home Loan Bank Stock equal to .20% of the Bank's total assets as of the previous year end plus 4.25% of its outstanding advancements from the FHLB. The Bank was also required to have stock holdings of Federal Reserve Stock equal to 6% of its Capital Stock and Surplus.

NOTE 4 - Loans and Allowance for Loan Losses

The book values of loans by major type follow (in thousands):

| | September 30, | | December 31, 2004 |
|------------------------------------|-------------------|-------------------|----------------------|
| | 2005 | 2004 | |
| Commercial and Industrial | \$ 270,807 | \$ 257,721 | \$ 261,571 |
| Real Estate Mortgage - Commercial | 244,966 | 198,796 | 224,720 |
| Real Estate Mortgage - Residential | 89,487 | 81,318 | 82,839 |
| Real Estate - Construction | 109,431 | 111,641 | 93,558 |
| Loans to Individuals | 39,462 | 40,430 | 39,931 |
| | <u>754,153</u> | <u>689,906</u> | <u>702,619</u> |
| Allowance for Loan Losses | (11,131) | (10,079) | (10,187) |
| Loans - Net | <u>\$ 743,022</u> | <u>\$ 679,827</u> | <u>\$ 692,432</u> |

Loans are net of unearned income of \$945,000 and \$890,000 at September 30, 2005 and 2004, respectively, and \$893,000 at December 31, 2004.

Transactions in the allowance for loan losses are summarized as follows (in thousands):

| | Nine Months Ended | | Year Ended December 31, 2004 |
|---|-------------------|------------------|------------------------------------|
| | September, | | |
| | 2005 | 2004 | 2004 |
| Balance, Beginning of Period | \$ 10,187 | \$ 7,784 | \$ 7,784 |
| Balance Acquired in the Arlington National Bank Acquisition | -0- | 1,254 | 1,254 |
| Provisions, Charged to Income | 765 | 1,500 | 1,790 |
| Loans Charged-Off | (256) | (748) | (1,041) |
| Recoveries of Loans Previously Charged-Off | 435 | 289 | 400 |
| Net Loans (Charged-Off) Recovered | <u>179</u> | <u>(459)</u> | <u>(641)</u> |
| Balance, End of Period | <u>\$ 11,131</u> | <u>\$ 10,079</u> | <u>\$ 10,187</u> |

The provisions for loan losses charged to operating expenses during the nine months ended September 30, 2005 and September 30, 2004 of \$765,000 and \$1,500,000, respectively, were considered adequate to maintain the allowance in accordance with the policy discussed in Note 1. For the year ended December 31, 2004, a provision of \$1,790,000 was recorded.

At September 30, 2005, the recorded investment in loans that are considered to be impaired under Statement of Financial Accounting Standards No. 114 was \$4,410,000 (of which \$4,410,000 were on non-accrual status). The related allowance for loan losses for these loans was \$307,000. The average recorded investment in impaired loans during the nine months ended September 30, 2005 was approximately \$4,484,000. For this period, the Corporation recognized no interest income on these impaired loans.

NOTE 5 - Premises and Equipment

The investment in premises and equipment stated at cost and net of accumulated amortization and depreciation is as follows (in thousands):

| | September 30, | | December 31, 2004 |
|---|---------------|-----------|----------------------|
| | 2005 | 2004 | |
| Land | \$ 3,296 | \$ 3,038 | \$ 3,038 |
| Buildings and Improvements | 12,519 | 12,056 | 12,427 |
| Furniture & Equipment | 11,208 | 11,695 | 11,864 |
| | | | |
| Total Cost | 27,023 | 26,789 | 27,329 |
| Less: Accumulated Amortization and Depreciation | 11,403 | 11,146 | 11,580 |
| | | | |
| Net Book Value | \$ 15,620 | \$ 15,643 | \$ 15,749 |
| | | | |

NOTE 6 Goodwill and Other Intangible Assets

Goodwill represents the excess of the purchase price over the fair value of net assets acquired in business combinations under the purchase method of accounting. The Corporation has adopted Financial Accounting Standards Board Statement No. 142 (FAS 142), Goodwill and Other Intangible Assets. FAS 142 eliminates amortization of goodwill associated with business combinations completed after June 30, 2001. Goodwill is periodically assessed for impairment when events or changes in circumstances indicate that the carrying value of the asset may not be recoverable. The Corporation bases its evaluation on such impairment factors as the nature of the assets, the future economic benefit of the assets, any historical or future profitability measurements, as well as other external market conditions or factors that may be present. On May 3, 2004, the Corporation completed its acquisition of ANB. A premium of \$10.7 million was paid in connection with the acquisition of ANB, \$2.7 million of which was identified as core deposit intangibles. The remaining \$8.0 million has been recorded as goodwill. In accordance with FAS 142, the goodwill will not be amortized. The core deposit intangibles are being amortized using a straight line method over their estimated useful life of 8 years. Amortization expense of \$219,000 and \$246,000 has been recorded on the core deposit intangibles for the year ended December 31, 2004 and for the nine months ended September 30, 2005, respectively.

On March 21, 2005, the Corporation completed the acquisition of Dignum Financial Services (DFS), a proprietorship engaged in financial planning and management services. Goodwill of \$955,000 was recorded in connection with the acquisition.

NOTE 7 - Other Real Estate

The carrying value of other real estate is as follows (in thousands):

| | September 30, | | December 31, 2004 |
|-------------------|---------------|--------|----------------------|
| | 2005 | 2004 | |
| Other Real Estate | \$ -0- | \$ -0- | \$ -0- |
| | | | |
| | | | |

There was no Other Real Estate at September 30, 2005. There were no direct write-downs of other real estate charged to income for the nine months ended September 30, 2005 or September 30, 2004. There were also no direct write-downs of other real estate charged to income for the year ended December 31, 2004.

Included in Other Assets at September 30, 2004 was \$4,000 of Other Foreclosed Assets. The 2004 assets were comprised of motor vehicles. There were no direct write-downs of these assets for any period during 2004.

NOTE 8 Deposits

The book values of deposits by major type follow (in thousands):

| | September 30, | | December 31, 2004 |
|---|-------------------|-------------------|----------------------|
| | 2005 | 2004 | |
| Noninterest-Bearing Demand Deposits | \$ 258,644 | \$ 232,586 | \$ 235,399 |
| Interest-Bearing Deposits: | | | |
| Interest-Bearing Transaction | | | |
| Accounts and Money Market Funds | 241,251 | 245,472 | 239,773 |
| Savings | 177,287 | 160,338 | 164,363 |
| Certificates of Deposits under \$100,000 and IRAs | 85,765 | 72,462 | 72,825 |
| Certificates of Deposits \$100,000 or more | 100,031 | 80,450 | 79,754 |
| Other | 3,050 | 216 | 150 |
| Total | 607,384 | 558,938 | 556,865 |
| Total Deposits | \$ 866,028 | \$ 791,524 | \$ 792,264 |

NOTE 9 - Short Term Borrowings

Securities sold under repurchase agreements generally represent borrowings with maturities ranging from one to thirty days. Information relating to these and other borrowings is summarized as follows (in thousands):

| | Nine Months Ended September 30, | | Year Ended December 31, 2004 |
|---|------------------------------------|-----------|------------------------------------|
| | 2005 | 2004 | |
| Securities Sold Under Repurchase Agreements: | | | |
| Average Balance | \$ 44,332 | \$ 31,558 | \$ 33,068 |
| Period-End Balance | 51,370 | 36,733 | 43,972 |
| Maximum Month-End Balance During Period | 51,370 | 36,733 | 43,972 |
| Interest Rate: | | | |
| Average | 2.40% | 0.64% | 0.68% |
| Period-End | 3.04 | 1.14 | 1.64 |
| Federal Home Loan Bank Advances: | | | |
| Average Balance | \$ 63,663 | \$ 71,423 | \$ 67,732 |
| Period-End Balance | 60,000 | 70,000 | 60,000 |
| Maximum Month-End Balance During Period | 70,000 | 100,000 | 100,000 |
| Interest Rate: | | | |
| Average | 3.00% | 1.56% | 1.65% |
| Period-End | 3.49 | 1.80 | 2.11 |
| Federal Funds Purchased: | | | |
| Average Balance | \$ 444 | \$ 2,197 | \$ 1,878 |
| Period-End Balance | -0- | -0- | -0- |
| Maximum Month-End Balance During Period | -0- | 21,525 | 21,525 |
| Interest Rate: | | | |
| Average | 2.95% | 1.32% | 1.45% |
| Period-End | -0- | -0- | -0- |

The Corporation has available a line of credit with the FHLB of Dallas which allows it to borrow on a collateralized basis at a fixed term. The borrowings are collateralized by a blanket floating lien on all first mortgage loans, the FHLB capital stock owned by the Corporation and any funds on deposit with FHLB. At September 30, 2005, the Corporation had \$60.0 million of borrowings outstanding under the line of credit at a rate of 3.44%, \$5.0 million of which matures in 2005, 40.0 million of which matures in 2006 and the remaining \$15.0 million of which matures in 2007. For the nine months ended September 30, 2005, the Corporation had average borrowings under the line of credit of \$63.7

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million. At September 30, 2004, the Corporation had \$70.0 million of borrowings outstanding under the line of credit at a rate of 1.80%, \$20.0 million of which matured in 2004, \$40.0 million of which matures in 2005 and the remaining \$10.0 million of which matures in April 2006. At December 31, 2004, \$60.0 million of borrowings were outstanding at an average rate of 2.11%, \$40.0 million of which matures during 2005 and \$20.0 million of which matures during 2006. For the year ended December 31, 2004, the Corporation had average borrowings of \$67.7 million.

NOTE 10 Notes Payable

On September 15, 2005, the Corporation obtained a line of credit from a bank under which the Corporation may borrow \$10,000,000 at a floating rate (three month LIBOR plus 2.00%). The line of credit is secured by stock of the Bank and matures on September 15, 2006, whereupon, if balances are outstanding, the line converts to a term note having a five year term. The Corporation will not pay a fee for any unused portion of the line. As of September 30, 2005, \$150,000 had been borrowed under this line. The rate on this line at September 30, 2005 was 5.52%.

NOTE 11 - Junior Subordinated Deferrable Debentures

On May 3, 2004, the Corporation formed SBI Trust and SBI Trust subsequently issued \$12.0 million of floating rate (three month LIBOR plus a margin of 2.65%) Capital Securities (the Trust Capital Securities). Concurrent with the issuance of the Trust Capital Securities, SBI Trust issued trust common securities to the Corporation in the aggregate liquidation value of \$372,000. The proceeds of the issuance of the Trust Capital Securities and trust common securities were invested in the Corporation's Floating Rate Junior Subordinated Deferrable Debentures (the Deferrable Debentures), which mature on July 7, 2034 and have a call feature that permits the Corporation to redeem any or all of the securities after July 7, 2009. The interest rate on the Deferrable Debentures at September 30, 2005 and December 31, 2004 was 6.25% and 4.72%, respectively. The Deferrable Debentures, which are the only assets of SBI Trust, are subordinated and junior in right of payment to all present and future senior indebtedness (as defined in the Indenture dated May 3, 2004) of the Corporation.

NOTE 12 - Other Non-Interest Expense

The significant components of other non-interest expense are as follows (in thousands):

| | Nine Months Ended | | Year Ended December 31, 2004 |
|---------------------------------|-------------------|-----------------|------------------------------------|
| | September 30, | | |
| | 2005 | 2004 | |
| Business Development | \$ 795 | \$ 641 | \$ 810 |
| Legal and Professional Fees | 975 | 793 | 1,267 |
| Item Processing | 474 | 653 | 895 |
| Printing and Supplies | 359 | 303 | 440 |
| Regulatory Fees and Assessments | 239 | 224 | 302 |
| Other | 2,330 | 1,801 | 2,417 |
| Total | \$ 5,172 | \$ 4,415 | \$ 6,131 |

NOTE 13 - Income Taxes

Federal income taxes included in the consolidated balance sheets were as follows (in thousands):

| | September 30, | | December 31, 2004 |
|---------------------------------------|-----------------|-----------------|----------------------|
| | | | |
| | 2005 | 2004 | |
| Current Tax Asset (Liability) | \$ (82) | \$ 563 | \$ 807 |
| Net Deferred Tax Asset | 4,416 | 2,715 | 3,006 |
| Total Included in Other Assets | \$ 4,334 | \$ 3,278 | \$ 3,813 |

The net deferred tax asset at September 30, 2005 of \$4,416,000 included \$1,152,000 related to unrealized losses on Available-for-Sale Securities.

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NOTE 13 - Income Taxes (cont d.)

The components of income tax expense were as follows (in thousands):

| | Nine Months Ended September 30, | | Year Ended December 31, |
|---|------------------------------------|-----------------|----------------------------|
| | 2005 | 2004 | 2004 |
| Federal Income Tax Expense: | | | |
| Current | \$ 5,889 | \$ 4,731 | \$ 6,285 |
| Deferred (Benefit) | (502) | (493) | (434) |
| Total Federal Income Tax Expense | \$ 5,387 | \$ 4,238 | \$ 5,851 |
| Effective Tax Rates | 35.80% | 35.00% | 35.00% |

The reasons for the difference between income tax expense and the amount computed by applying the statutory federal income tax rate to operating earnings are as follows (in thousands):

| | Nine Months Ended September 30, | | Year Ended December 31, |
|---|------------------------------------|-----------------|----------------------------|
| | 2005 | 2004 | 2004 |
| Federal Income Taxes at Statutory Rate of 35% | \$ 5,267 | \$ 4,216 | \$ 5,783 |
| Effect of Tax Exempt Interest Income | (77) | (65) | (88) |
| Non-deductible Expenses | 167 | 124 | 166 |
| Other | 30 | (37) | (10) |
| Income Taxes Per Income Statement | \$ 5,387 | \$ 4,238 | \$ 5,851 |

Deferred income tax expense (benefit) results from differences between amounts of assets and liabilities as measured for income tax return and financial reporting purposes. The significant components of federal deferred tax assets and liabilities are in the following table (in thousands):

| | Nine Months Ended September 30, | | Year Ended December 31, |
|--|------------------------------------|--------------|----------------------------|
| | 2005 | 2004 | 2004 |
| Federal Deferred Tax Assets: | | | |
| Allowance for Loan Losses | \$ 3,896 | \$ 3,517 | \$ 3,546 |
| Valuation Reserves- Other Real Estate | -0- | -0- | -0- |
| Interest on Non-accrual Loans | 142 | 181 | 79 |
| Unrealized Losses on Available-for-Sale Securities | 1,152 | -0- | 244 |
| Deferred Compensation | 719 | 599 | 596 |
| Net Operating Loss Carryover | -0- | 161 | 149 |
| Other | 156 | -0- | -0- |
| Gross Federal Deferred Tax Assets | 6,065 | 4,458 | 4,614 |
| Federal Deferred Tax Liabilities: | | | |
| Depreciation and Amortization | 1,414 | 1,201 | 1,466 |

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| | | | |
|---|-------------------|-------------------|-------------------|
| Accretion | 79 | 27 | 34 |
| Unrealized Gains on Available-for-Sale Securities | -0- | 346 | -0- |
| Other | 156 | 169 | 108 |
| | <u> </u> | <u> </u> | <u> </u> |
| Gross Federal Deferred Tax Liabilities | 1,649 | 1,743 | 1,608 |
| | <u> </u> | <u> </u> | <u> </u> |
| Net Deferred Tax Asset | \$ 4,416 | \$ 2,715 | \$ 3,006 |
| | <u> </u> | <u> </u> | <u> </u> |

NOTE 14 - Related Party Transactions

The Bank has made transactions in the ordinary course of business with certain of its and the Corporation's officers, directors and their affiliates. All loans included in such transactions are made on substantially the same terms, including interest rate and collateral, as those prevailing at the time for comparable transactions with other persons and all loans are current as to principal and interest payments. Total loans outstanding to such parties amounted to approximately \$11,410,000 at September 30, 2005 and \$8,537,000 at December 31, 2004 and \$10,599,000 at September 30, 2004.

NOTE 15 - Commitments and Contingent Liabilities

In the normal course of business, there are various outstanding commitments and contingent liabilities, such as guarantees and commitments to extend credit, which are not reflected in the financial statements. No losses are anticipated as a result of these transactions. Commitments are most frequently extended for real estate, commercial and industrial loans.

At September 30, 2005, outstanding documentary and standby letters of credit totaled \$5,112,000 and commitments to extend credit totaled \$189,257,000.

In addition, the Corporation leases certain office facilities under operating leases. Rent expense for all operating leases totaled \$947,000 and \$814,000 for the nine months ended September 30, 2005 and 2004, respectively, and \$1,128,000 for the year ended December 31, 2004.

NOTE 16 - Stock Option Plans

The Corporation has two Incentive Stock Option Plans, the 1993 Plan and the 1997 Plan, (each, a Plan, and, collectively, the Plans). No more options may be granted under the 1993 Plan. The 1997 Plan originally reserved 1,200,000 shares (adjusted for two-for-one stock splits in 1995, 1997 and 2004) of common stock for grants thereunder. The 1993 Plan provided, and the 1997 Plan provide for the granting to executive management and other key employees of the Corporation and its subsidiaries incentive stock options, as defined under the current tax law. The outstanding options granted under the Plans are generally exercisable for ten years from the date of grant and generally vest ratably over a five year period. Options will be and have been granted at prices which will not be less than 100-110% of the fair market value of the underlying common stock at the date of grant.

The following is a summary of transactions during the periods presented:

| | Shares Under Option Plans | |
|--|---|---|
| | Nine Months Ended September 30, 2005 | Year Ended December 31, 2004 |
| Outstanding, Beginning of Period | 679,578 | 759,318 |
| Additional Options Granted During the Period | 10,000 | 68,000 |
| Forfeited During the Period | (2,400) | (38,000) |
| Exercised During the Period | (100,184) | (109,740) |
| Outstanding, End of Period | 586,994 | 679,578 |

Options outstanding at September 30, 2005 have exercise prices ranging from \$2.65 to \$18.75 per share with a weighted average exercise price of \$9.31 per share. As of September 30, 2005, options on 488,854 shares were vested and, therefore, exercisable with a weighted average exercise price of \$8.71 per share. At September 30, 2005, there remained 536,796 shares reserved for future grants of options under the 1997 Plan. See Note 1 Summary of Significant Accounting Policies Stock Based Compensation for information regarding the dilutive impact of these stock options.

NOTE 17 - Employee Benefit Plans

401(k) Plan

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The Corporation implemented a 401(k) plan in December 1997 covering substantially all employees. The Corporation made no contribution to this plan in 1998 or 1999. In 2000 through 2004, the Corporation made matching contributions, not to exceed 6% of the employee's annual compensation, to the participant's deferrals of compensation up to 100% of the employee contributions. The Corporation's Board of Directors has approved matching contributions for 2005, not to exceed 6% of the employee's annual compensation.

The amount expensed in support of the plan was \$451,000 and \$417,000 during the first nine months of 2005 and 2004, respectively, and \$490,000 for the year 2004.

NOTE 17 - Employee Benefit Plans (cont d.)Supplemental Executive Retirement Plan

In 2002, the Corporation established a Supplemental Executive Retirement Plan (the Retirement Plan) to provide key employees with retirement, death or disability benefits. For currently employed employees, the Retirement Plan replaces the previous Management Security Plan. The Retirement Plan is a defined contribution plan and the expense charged to earnings relating to the Retirement Plan was \$312,000 and \$126,000 for the first nine months of 2005 and 2004, respectively, and \$175,000 for the year 2004.

Employment Contracts

The Chief Executive Officer of the Corporation has entered into a severance agreement providing for salary and fringe benefits in the event of termination for other than cause and under certain changes in control.

Other Post Retirement Benefits

The Corporation provides certain health care benefits for certain retired employees who bear all costs of these benefits. These benefits are covered under the Consolidated Omnibus Budget Reconciliation Act.

Compensated Absences

Employees of the Corporation are entitled to paid vacation, paid sick days and other personal days off, depending on job classification, length of service and other factors. It is impracticable to estimate the amount of compensation for future absences, and accordingly, no liability has been recorded in the accompanying financial statements. The Corporation's policy is to recognize the costs of compensated absences when actually paid to employees.

NOTE 18 - Earnings per Share

The following data shows the amounts used in computing earnings per share (EPS) and the weighted average number of shares of dilutive potential common stock (dollars in thousands), as adjusted to reflect the two-for-one stock split effected on December 31, 2004:

| | Nine Months Ended | | Year Ended December 31, 2004 |
|--|-------------------|------------|------------------------------------|
| | September 30, | | |
| | 2005 | 2004 | |
| Net income | \$ 9,660 | \$ 7,843 | \$ 10,762 |
| Weighted average number of common shares used in Basic EPS | 12,405,183 | 12,318,864 | 12,326,477 |
| Effect of dilutive stock options | 300,294 | 347,754 | 352,048 |
| Weighted number of common shares and dilutive potential common stock used in Diluted EPS | 12,705,477 | 12,666,618 | 12,678,525 |

The incremental shares for the assumed exercise of the outstanding options were determined by application of the treasury stock method.

NOTE 19 - Financial Instruments with Off-Balance Sheet Risk

The Corporation is a party to financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include loan commitments, standby letters of credit and documentary letters of credit. The instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the financial statements.

The Corporation's exposure to credit loss in the event of non-performance by the other party of these loan commitments and standby letters of credit is represented by the contractual amount of those instruments. The Corporation uses the same credit policies in making commitments and conditional obligations as it does for on-balance sheet instruments.

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The total contractual amounts of financial instruments with off-balance sheet risk are as follows (in thousands):

| | September 30, | |
|---|---------------|------------|
| | 2005 | 2004 |
| Financial Instruments Whose Contract Amounts Represent Credit Risk: | | |
| Loan Commitments Including Unfunded Lines of Credit | \$ 189,257 | \$ 181,304 |
| Standby Letters of Credit | 5,112 | 5,339 |

NOTE 19 - Financial Instruments with Off-Balance Sheet Risk (cont d.)

Loan commitments are agreements to lend to a customer as long as there is no customer violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Standby letters of credit are conditional commitments by the Corporation to guarantee the performance of a customer to a third party. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers.

Since many of the loan commitments and letters of credit may expire without being drawn upon, the total commitment amount does not necessarily represent future cash requirements. The Corporation evaluates each customer's credit worthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary by the Corporation upon extension of credit, is based on management's credit evaluation of the counterparty. Collateral held varies but may include accounts receivable, inventory, property, plant and equipment, owner-occupied real estate and income-producing commercial properties.

The Corporation originates real estate, commercial and consumer loans primarily to customers in the Tarrant County area. Although the Corporation has a diversified loan portfolio, a substantial portion of its customers' ability to honor their contracts is dependent upon the local economy and the real estate market.

The Corporation maintains funds on deposit at correspondent banks which at times exceed the federally insured limits. Management of the Corporation monitors the balance in these accounts and periodically assesses the financial condition of correspondent banks.

NOTE 20 - Concentrations of Credit Risk

The Bank makes commercial, consumer and real estate loans in its direct market which is defined as Fort Worth and its surrounding area. The Board of Directors of the Bank monitors concentrations of credit by purpose, collateral and industry at least quarterly. Certain limitations for concentration are set by the Board of Directors of the Bank. Additional loans in excess of these limits must have prior approval of the Bank's directors' loan committee. Although the Bank has a diversified loan portfolio, a substantial portion of its debtors' abilities to honor their contracts is dependent upon the strength of the local and state economy.

NOTE 21 - Litigation

The Corporation may be subject to legal actions, including various legal actions arising in the ordinary course of business. The ultimate outcome of pending and potential proceedings is difficult to project with certainty. However based on management's experience to date, it is the opinion of management, that the settlement or other disposition of these matters is not reasonably likely to materially adversely affect the Corporation's business or financial position.

NOTE 22 - Stock Repurchase Plans

On April 20, 2004, the Board of Directors of the Corporation approved a stock purchase plan (the 2004 Stock Purchase Plan) authorizing the Corporation to purchase up to 615,360 shares of the Corporation's common stock over the twelve-month period beginning April 20, 2004, including in open market transactions, privately negotiated transactions or other transactions. On April 19, 2005, the Board of Directors of the Corporation approved a stock purchase plan (the 2005 Stock Purchase Plan) authorizing the Corporation to purchase up to 620,467 shares of the Corporation's common stock over the twelve-month period beginning April 19, 2005, including in open market transactions or other transactions.

For the nine months ended September 30, 2005, 29,300 shares of the Corporation's common stock were purchased and retired pursuant to the 2004 Stock Purchase Plan and 988 shares of the Corporation's common stock were purchased (but not retired) by the Corporation pursuant to the 2005 Stock Purchase Plan. No more shares of the Corporation's common stock may be purchased pursuant to the 2004 Stock Purchase Plan.

The Corporation's ability to purchase shares of the Corporation's common stock is subject to various banking laws, regulations and policies as well as rules and regulations of the Securities and Exchange Commission. The Corporation anticipates purchasing additional shares of the Corporation's common stock pursuant to the 2005 Stock Purchase Plan as conditions warrant.

NOTE 23 - Subsequent Events

On October 18, 2005, the Board of Directors of the Corporation approved a quarterly dividend of \$.07 per share to be paid on November 15, 2005 to shareholders of record on November 1, 2005.

NOTE 24 - Fair Values of Financial Instruments

The following methods and assumptions were used by the Corporation in estimating its fair value disclosures for financial instruments:

Cash and cash equivalents: The carrying amounts reported in the balance sheet for cash and due from banks and federal funds sold approximate those assets' fair values.

NOTE 24 - Fair Values of Financial Instruments (cont d.)

Investment securities (including mortgage backed securities): Fair values for investment securities are based on quoted market prices, where available. If quoted market prices are not available, fair values are based on quoted market prices of comparable instruments.

Loans: For variable rate loans, fair values are based on carrying values. The fair values for fixed rate loans such as mortgage loans (e.g., one-to-four family residential) and installment loans are estimated using discounted cash flow analysis. The carrying amount of accrued interest receivable approximates its fair value.

Deposit liabilities: The fair value disclosed for interest-bearing and noninterest-bearing demand deposits, passbook savings, and certain types of money market accounts are, by definition, equal to the amount payable on demand at the reporting date or their carrying amounts. Fair values for fixed rate certificates of deposit are estimated using a discounted cash flow calculation that applies interest rates currently being offered on certificates to a schedule of aggregated expected monthly maturities on time deposits.

Short term borrowings: The carrying amounts of borrowings under repurchase agreements approximate their fair values.

The estimated fair values of the Corporation's financial instruments are as follows (in thousands):

| | September 30, | | | |
|---|-----------------|------------|-----------------|------------|
| | 2005 | | 2004 | |
| | Carrying Amount | Fair Value | Carrying Amount | Fair Value |
| Financial Assets: | | | | |
| Cash and due from banks | \$ 34,967 | \$ 34,967 | \$ 30,836 | \$ 30,836 |
| Federal funds sold and due from time | 15,671 | 15,671 | 19,467 | 19,467 |
| Securities | 236,544 | 236,544 | 219,264 | 219,264 |
| Loans | 754,153 | 735,864 | 689,906 | 686,988 |
| Allowance for loan losses | (11,131) | (11,131) | (10,079) | (10,079) |
| Financial Liabilities: | | | | |
| Deposits | 866,028 | 866,701 | 791,524 | 792,869 |
| Short term borrowings | 111,370 | 111,224 | 106,733 | 106,679 |
| Off-balance Sheet Financial Instruments: | | | | |
| Loan commitments | | 189,257 | | 181,304 |
| Letters of credit | | 5,112 | | 5,339 |

NOTE 25 - Comprehensive Income

The Corporation has adopted Financial Accounting Standards Board Statement of Financial Accounting Standards No. 130 Reporting Comprehensive Income. This standard requires an entity to report and display comprehensive income and its components. Comprehensive income is as follows (in thousands):

| | Nine Months Ended | | |
|--|-------------------|-----------------|----------------------|
| | September 30, | | Year Ended |
| | 2005 | 2004 | December 31, 2004 |
| Net Income | \$ 9,660 | \$ 7,843 | \$ 10,762 |
| Other Comprehensive Income: | | | |
| Change in unrealized (loss) on securities available-for-sale, net of tax (benefit) | (1,762) | (17) | (1,162) |
| Comprehensive Income | \$ 7,898 | \$ 7,826 | \$ 9,600 |

Item 2 - Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion should be read in conjunction with the consolidated financial statements, accompanying notes and selected financial data appearing elsewhere in this Quarterly Report on Form 10-Q and in our most recent Annual Report on Form 10-K and may contain certain forward-looking statements that are based on current management expectations. Generally, verbs in the future tense and the words believe, expect, anticipate, estimate, intends, opinion, potential and similar expressions identify forward-looking statements. Examples of this forward-looking information can be found in, but are not limited to, the expected effects of litigation, accounting pronouncements and government regulation applicable to our operations, the discussion of allowance for loan losses, and quantitative and qualitative disclosure about market risk. Our actual results could differ materially from those management expectations. Further information concerning our business, including additional risk factors and uncertainties that could cause actual results to differ materially from the results described in the forward-looking statements contained in this Quarterly Report on Form 10-Q, is set forth below under the heading Factors That May Affect Future Results. These risk factors and uncertainties should be considered in evaluating forward-looking statements and undue reliance should not be placed on such statements. The forward-looking statements contained herein speak only as of the date of this Quarterly Report on Form 10-Q and, except as may be required by applicable law and regulation, we do not undertake, and specifically disclaim any obligation to, publicly update or revise such statements to reflect events or circumstances after the date of such statements or to reflect the occurrence of anticipated or unanticipated events. Except as the context otherwise requires, references herein to the Corporation, we, or our refer to the business of Summit Bancshares, Inc. and its consolidated subsidiaries.

Overview

Our business has been conducted primarily through our wholly-owned subsidiaries, Summit Bank, National Association (the Bank), SBI Trust, Summit Delaware Financial Corporation and SIA Insurance Agency, Inc. (SIA). The Bank currently operates its branch offices in twelve locations in Tarrant County, Texas.

Five branch offices were added in 2004 with the May 2004 acquisition of the four branches of Arlington National Bank and the October 2004 opening of a branch in Euless, Texas. In May 2004, the Corporation completed its acquisition of ANB Financial Corporation and its wholly-owned subsidiary, Arlington National Bank (collectively, ANB), and ANB's results of operations have been included in the Corporation's results of operations since the acquisition date. On December 31, 2004, the Corporation effected a two-for-one stock split on its common stock payable in the form of a 100% stock dividend, and all share and per share data included herein has been adjusted to reflect the stock split.

Our results of operations are primarily dependent on net interest income, which is the difference between the income earned on our loans and investment portfolios and our cost of funds, consisting of the interest paid on deposits and borrowings. Results of operations are also affected by our allowance for loan losses, investment activities, loan servicing fees and other fees. Our non-interest expense principally consists of salary and benefits, occupancy and equipment expense, business development costs, professional fees, data processing expense and other expenses.

Net income for the third quarter of 2005 was \$3,456,000, an increase of \$660,000, or 23.6%, compared to \$2,796,000 recorded for the third quarter of 2004. On a weighted average share basis, net income for the third quarter of 2005 was \$0.27 per diluted share as compared to \$0.22 per diluted share for the third quarter of 2004, an increase of 22.7%. Net income for the first nine months of 2005 was \$9,660,000, an increase of \$1,817,000, or 23.2%, compared to net income of \$7,843,000 for the first nine months of 2004. On a weighted average share basis, net income for the first nine months of 2005 was \$0.76 per diluted share compared to \$0.62 per diluted share for the first nine months of 2004. The increase in earnings during the third quarter of 2005 and for the first nine months of 2005 was largely due to an increase in net interest income (tax equivalent) of \$1,393,000, or 14.1%, for the third quarter of 2005 over the third quarter of 2004 and \$5,045,000, or 18.5%, for the first nine months of 2005 over the first nine months of 2004. The increase in net interest income was primarily due to the growth in loans and an increase in the yield on loans.

Based on continuing economic growth in our market area, total loans at September 30, 2005 were \$754.2 million, which represented an increase of \$51.5 million, or 7.3%, over total loans at December 31, 2004 and an increase of \$64.2 million, or 9.3% over total loans at September 30, 2004. Average total loans for the third quarter of 2005 were 8.3% higher compared with the third quarter last year. Average total loans for the nine months ended September 30, 2005 were 14.2% higher than for the nine months ended September 30, 2004.

Total deposits were \$866.0 million at September 30, 2005, an increase of \$73.8 million, or 9.3%, from December 31, 2004 and an increase of \$74.5 million, or 9.4%, from \$791.5 million at September 30, 2004. Average total deposits for the third quarter of 2005 were 6.3% higher compared with the third quarter last year. Average total deposits for the nine months ended September 30, 2005 were 12.5% higher than for the nine months ended September 30, 2004. Compared to the third quarter of 2004, we experienced growth in every category of deposits, for the third quarter of 2005, except for interest-bearing transaction accounts and money market accounts. The most significant growth was in certificates of deposit.

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Shareholders' equity was \$79.7 million at September 30, 2005, an increase of \$5.2 million, or 7.0%, from December 31, 2004 and an increase of \$6.2 million, or 8.4%, from September 30, 2004. See the Consolidated Statements of Changes in Shareholders' Equity on page 6 for a detail of the changes.

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The following table shows selected performance ratios for the first nine months of 2005 and 2004 that management believes to be key indicators of the Corporation's overall financial performance:

| | 2005 | 2004 |
|--|-------|-------|
| Annualized Return on Average Assets (ROAA) | 1.27% | 1.15% |
| Annualized Return on Average Shareholders' Equity (ROAE) | 16.75 | 14.82 |
| Shareholders' Equity to Assets - Average | 7.61 | 7.81 |
| Dividend Payout Ratio | 26.95 | 33.01 |
| Net Interest Margin (tax equivalent) | 4.54 | 4.28 |
| Efficiency Ratio | 58.49 | 58.11 |

The return on average assets ratio is calculated by dividing net income by average total assets for the period. Management believes our return on average assets ratio of 1.27% for the first nine months of 2005 compares favorably to the return on average assets ratio of other financial institutions in our selected peer group, which averaged 1.34% for the first nine months of 2005. Our selected peer group is comprised of seven other publicly traded bank holding companies headquartered in Texas with assets ranging from \$2.4 billion to \$10.0 billion and was selected by our management.

The return on average shareholders' equity ratio is calculated by dividing net income by average shareholders' equity for the period. Management believes our return on average shareholders' equity ratio of 16.75% in the first nine months of 2005 compares favorably to the return on average shareholders' equity ratio of other financial institutions in our peer group, which averaged 14.42% for the first nine months of 2005.

The shareholders' equity to assets ratio is calculated by dividing average shareholders' equity by average total assets for the period. Management believes our average shareholders' equity to average assets ratio of 7.61% for the first nine months of 2005 compares favorably to the average shareholders' equity to average asset ratio of other financial institutions in our peer group, which averaged 9.28% in the first nine months of 2005.

The dividend payout ratio is determined by dividing the total dividends paid by net income for the period. For the first nine months of 2005, our dividend payout ratio resulted in a yield-to-market price return that compared favorably to our peer group.

Net interest margin is calculated by dividing net interest income on a tax equivalent basis by average total earning assets. Management believes our net interest margin of 4.54% in the first nine months of 2005 compares favorably to the net interest margin ratio of other financial institutions in our peer group, which averaged 4.21% in the first nine months of 2005.

The efficiency ratio is calculated by dividing non-interest expenses by the sum of total non-interest income and net interest income on a tax equivalent basis for the period. The efficiency ratio provides a measure of the extent to which our revenues are absorbed by our non-interest expenses. Management believes our efficiency ratio of 58.49% in the first nine months of 2005 compares favorably to the average efficiency ratio of other financial institutions in our peer group, which was 57.10% in the first nine months of 2005.

Summary of Earning Assets and Interest-Bearing Liabilities

The following schedule presents average balance sheets that highlight earning assets and interest-bearing liabilities and their related rates earned and paid for the third quarters of 2005 and 2004 (rates on tax equivalent basis):

Three Months Ended September 30,

| | 2005 | | | 2004 | | |
|--|---------------------|------------------|--------------------|-------------------|-----------------|--------------------|
| | Average Balances | Interest | Average Yield/Rate | Average Balances | Interest | Average Yield/Rate |
| (Dollars in Thousands) | | | | | | |
| Earning Assets: | | | | | | |
| Federal Funds Sold & Due From Time | \$ 13,294 | \$ 114 | 3.40% | \$ 16,849 | \$ 51 | 1.21% |
| Investment Securities (Taxable) | 216,541 | 2,073 | 3.83% | 211,298 | 1,939 | 3.65% |
| Investment Securities (Tax-exempt) | 9,900 | 133 | 5.37% | 7,533 | 113 | 5.98% |
| Loans, Net of Unearned Discount ⁽¹⁾ | 735,109 | 13,203 | 7.13% | 678,915 | 10,297 | 6.03% |
| Total Earning Assets | 974,844 | 15,523 | 6.32% | 914,595 | 12,400 | 5.39% |
| Non-interest Earning Assets: | | | | | | |
| Cash and Due From Banks | 30,876 | | | 31,213 | | |
| Other Assets | 43,824 | | | 41,022 | | |
| Allowance for Loan Losses | (10,916) | | | (9,919) | | |
| Total Assets | \$ 1,038,628 | | | \$ 976,911 | | |
| Interest-Bearing Liabilities: | | | | | | |
| Interest-Bearing Transaction | | | | | | |
| Accounts and Money Market Funds | \$ 232,640 | 886 | 1.51% | \$ 253,642 | 672 | 1.05% |
| Savings | 173,539 | 866 | 1.98% | 154,980 | 462 | 1.19% |
| Certificates of Deposit under \$100,000 and IRAs | 82,786 | 614 | 2.94% | 71,360 | 394 | 2.20% |
| Certificates of Deposit \$100,000 or more | 98,670 | 794 | 3.19% | 77,033 | 466 | 2.40% |
| Other Time | 2,755 | 25 | 3.60% | 314 | 2 | 2.29% |
| Other Borrowings | 121,435 | 1,078 | 3.52% | 118,083 | 537 | 1.81% |
| Total Interest-Bearing Liabilities | 711,825 | 4,263 | 2.38% | 675,412 | 2,533 | 1.49% |
| Non-interest Bearing Liabilities: | | | | | | |
| Demand Deposits | 242,849 | | | 226,462 | | |
| Other Liabilities | 4,901 | | | 3,999 | | |
| Shareholders Equity | 79,053 | | | 71,038 | | |
| Total Liabilities and Shareholders Equity | \$ 1,038,628 | | | \$ 976,911 | | |
| Net Interest Income and Margin (Tax-equivalent Basis)⁽²⁾ | | \$ 11,260 | 4.58% | | \$ 9,867 | 4.29% |

(1) Loan interest income includes fees and loan volumes include loans on non-accrual. The loan fees include loan origination fees which are considered adjustments to interest income. These fees aggregated \$427,000 and \$400,000 at September 30, 2005 and 2004, respectively. Related loan origination costs are not separately allocated to loans, but are charged to non-interest expense. For the purpose of calculating loan

yields, average loan balances include non-accrual loans with no related interest income.

(2) Presented on tax equivalent basis using a federal income tax rate of 35% for 2005 and 34% for 2004.

The net interest margin was 4.58% for the third quarter of 2005, which represented an increase of 29 basis points from the third quarter of 2004. This increase in net interest margin reflected a 93 basis point increase in yield on earning assets from the third quarter of 2004 to the third quarter of 2005, which was substantially offset by an 89 basis point increase in rates paid on interest-bearing liabilities from the third quarter of 2004 to the third quarter of 2005. The increase in net interest margin also reflected an increase in the volume of loans, up \$56.2 million or 8.3%, over the third quarter of 2004 and increases in non-interest bearing funding sources, such as demand deposits and shareholders' equity. Average demand deposits were \$242.8 million in the third quarter of 2005, an increase of \$16.4 million, or 7.2%, over the third quarter of 2004.

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Summary of Earning Assets and Interest-Bearing Liabilities (cont. d.)

The following schedule presents average balance sheets that highlight earning assets and interest-bearing liabilities and their related rates earned and paid for the first nine months of 2005 and 2004 (rates on tax equivalent basis):

| | Nine Months Ended September 30, | | | | | |
|--|---------------------------------|------------------|-----------------------|---------------------|------------------|-----------------------|
| | 2005 | | | 2004 | | |
| | Average Balances | Interest | Average Yield/Rate | Average Balances | Interest | Average Yield/Rate |
| (Dollars in Thousands) | | | | | | |
| Earning Assets: | | | | | | |
| Federal Funds Sold & Due From Time | \$ 7,823 | \$ 181 | 3.09% | \$ 17,813 | \$ 139 | 1.04% |
| Investment Securities (Taxable) | 212,369 | 5,913 | 3.71% | 194,295 | 5,435 | 3.73% |
| Investment Securities (Tax-exempt) | 8,796 | 349 | 5.29% | 7,032 | 291 | 5.51% |
| Loans, Net of Unearned Discount ⁽¹⁾ | 721,952 | 36,905 | 6.83% | 632,076 | 28,102 | 5.94% |
| Total Earning Assets | 950,940 | 43,348 | 6.09% | 851,216 | 33,967 | 5.33% |
| Non-interest Earning Assets: | | | | | | |
| Cash and Due From Banks | 30,361 | | | 28,398 | | |
| Other Assets | 42,663 | | | 33,314 | | |
| Allowance for Loan Losses | (10,644) | | | (9,077) | | |
| Total Assets | \$ 1,013,320 | | | \$ 903,851 | | |
| Interest-Bearing Liabilities: | | | | | | |
| Interest-Bearing Transaction Accounts and Money Market Funds | \$ 233,203 | 2,400 | 1.38% | \$ 229,841 | 1,827 | 1.06% |
| Savings | 168,002 | 2,206 | 1.76% | 143,237 | 1,255 | 1.17% |
| Certificates of Deposit under \$100,000 and IRAs | 78,341 | 1,585 | 2.70% | 67,304 | 1,105 | 2.19% |
| Certificates of Deposit \$100,000 or more | 89,253 | 1,951 | 2.92% | 70,636 | 1,281 | 2.42% |
| Other Time | 1,028 | 27 | 3.51% | 315 | 6 | 2.66% |
| Other Borrowings | 126,073 | 2,890 | 3.06% | 113,559 | 1,249 | 1.47% |
| Total Interest-Bearing Liabilities | 695,900 | 11,059 | 2.12% | 624,892 | 6,723 | 1.44% |
| Non-interest Bearing Liabilities: | | | | | | |
| Demand Deposits | 235,896 | | | 204,638 | | |
| Other Liabilities | 4,435 | | | 3,740 | | |
| Shareholders' Equity | 77,089 | | | 70,581 | | |
| Total Liabilities and Shareholders' Equity | \$ 1,013,320 | | | \$ 903,851 | | |
| Net Interest Income and Margin (Tax-equivalent Basis)⁽²⁾ | | \$ 32,289 | 4.54% | | \$ 27,244 | 4.28% |

(1) Loan interest income includes fees and loan volumes include loans on non-accrual. The loan fees include loan origination fees which are considered adjustments to interest income. These fees aggregated \$1,263,000 and \$1,124,000 for the nine month periods ended September 30, 2005 and 2004, respectively. Related loan origination costs are not separately allocated to loans, but are charged to non-interest expense. For

the purpose of calculating loan yields, average loan balances include non-accrual loans with no related interest income.

(2) Presented on tax equivalent basis using a federal income tax rate of 35% for 2005 and 34% for 2004.

The net interest margin was 4.54% for the nine months ended September 30, 2005 which represented a 26 basis point increase over the net interest margin of 4.28% for the nine months ended September 30, 2004. The increase in net interest margin reflected a 76 basis point increase in yield on earning assets from the first nine months of 2004 to the first nine months of 2005, which was partially offset by a 68 basis point increase in rates paid on interest-bearing liabilities from the first nine months of 2004 to the first nine months of 2005. The increase in net interest margin also reflected an increase in the volume of loans, up \$89.9 million, or 14.2%, over the first nine months of 2004 and increases in non-interest bearing funding sources, such as, demand deposits and shareholders' equity. Average demand deposits were \$235.9 million for the first nine months of 2005, an increase of \$31.3 million, or 15.3%, over the same period in 2004.

Summary of Earning Assets and Interest-Bearing Liabilities (cont. d.)

In the event that our average loans continue to grow during the remainder of 2005 and we are unable to fund such growth solely through the generation of additional deposits, we may be required to obtain funding from secondary sources, such as the Federal Home Loan Bank or brokered deposits, which could have a material negative impact on our net interest margin. In this event, we may experience a slower growth in net interest margin during the remainder of 2005 as a result of any such borrowings, but expect to benefit as our investment portfolio and maturing fixed rate loans reprice at higher rates. Because of the composition of our balance sheet and our emphasis on commercial lending, we are market interest rate sensitive and expect to benefit from any market interest rate increases, assuming deposit interest rates do not increase significantly faster than interest rates on earning assets.

Net Interest Income

Net interest income (tax equivalent) for the third quarter of 2005 was \$11,260,000, which represented an increase of \$1,393,000, or 14.1%, compared to the third quarter of 2004. In the third quarter of 2005, tax equivalent interest income increased \$3,123,000, or 25.2%, while interest expense increased \$1,730,000, or 68.3%, compared to the third quarter of 2004. The increase in net interest income resulted from a 6.6% increase in average earning assets for the third quarter of 2005 compared to the third quarter of 2004, along with a 200 basis point increase in market interest rates (as measured by average market rates published in the *Wall Street Journal*) from September 2004 through September 2005.

Net interest income (tax equivalent) for the first nine months of 2005 was \$32,289,000, which represented an increase of \$5,045,000, or 18.5%, compared to the first nine months of 2004. For the first nine months of 2005, tax equivalent interest income increased \$9,381,000, or 27.6%, while interest expense increased \$4,336,000, or 67.5% compared to the first nine months of 2004. The increase in net interest income reflected an 11.7% increase in average earning assets for the first nine months of 2005 compared to the first nine months of 2004.

The table below summarizes the effects of changes in interest rates and average volumes of earning assets and interest-bearing liabilities on net interest income (tax equivalent) for the three and nine month periods ended September 30, 2005 and 2004. Non-accruing loans have been included in assets for these computations, thereby reducing yields on total loans. For purposes of this table, changes attributable to both rate and volume which cannot be segregated have been allocated to rate.

ANALYSIS OF CHANGES IN NET INTEREST INCOME

| | 3rd Qtr. 2005 vs. 3rd Qtr. 2004 Increase (Decrease) Due to Changes in: | | | Nine Months 2005 vs. Nine Months 2004 Increase (Decrease) Due to Changes in: | | |
|--------------------------------------|--|---------------|-----------------|--|-----------------|-----------------|
| | Volume | Rate | Total | Volume | Rate | Total |
| (Dollars in Thousands) | | | | | | |
| Interest Earning Assets: | | | | | | |
| Federal Funds Sold | \$ (10) | \$ 74 | \$ 64 | \$ (77) | \$ 120 | \$ 43 |
| Investment Securities (Taxable) | 48 | 85 | 133 | 505 | (28) | 477 |
| Investment Securities (Tax-exempt) | 36 | (16) | 20 | 73 | (15) | 58 |
| Loans, Net of Unearned Discount | 852 | 2,054 | 2,906 | 3,995 | 4,807 | 8,802 |
| Total Interest Income | 926 | 2,197 | 3,123 | 4,496 | 4,884 | 9,380 |
| Interest-Bearing Liabilities: | | | | | | |
| Deposits | 209 | 980 | 1,189 | 775 | 1,920 | 2,695 |
| Other Borrowings | 15 | 526 | 541 | 138 | 1,503 | 1,641 |
| Total Interest Expense | 224 | 1,506 | 1,730 | 913 | 3,423 | 4,336 |
| Net Interest Income | \$ 702 | \$ 691 | \$ 1,393 | \$ 3,583 | \$ 1,461 | \$ 5,044 |

Non-Interest Income

The following table reflects the changes in non-interest income during the periods presented (dollars in thousands):

| | Three Months Ended September 30, | | | Nine Months Ended September 30, | | |
|-------------------------------------|-------------------------------------|-----------------|-------------|------------------------------------|-----------------|--------------|
| | 2005 | 2004 | % Change | 2005 | 2004 | % Change |
| Service Charges on Deposit Accounts | \$ 992 | \$ 1,180 | (16.0)% | \$ 2,904 | \$ 3,164 | (8.2)% |
| Non-recurring Income | 315 | 37 | 751.0 | 449 | 204 | 120.0 |
| Gain on Sale of Securities | -0- | 32 | (100.0) | -0- | 32 | (100.0) |
| Gain on Sale of Student Loans | 25 | 176 | (86.0) | 263 | 176 | 49.4 |
| Other Non-interest Income | 844 | 716 | 18.0 | 2,475 | 1,855 | 33.4 |
| Total Non-interest Income | \$ 2,176 | \$ 2,141 | 1.6% | \$ 6,091 | \$ 5,431 | 12.2% |

Non-interest income for the third quarter of 2005 was \$2,176,000, which represented an increase of \$35,000, or 1.6%, over the third quarter of 2004. Non-interest income for the nine months ended September 30, 2005 was \$6,091,000, which represented an increase of \$660,000, or 12.2%, over the nine months ended September 30, 2004. The most significant component of non-interest income is the various charges and fees that we earn on deposit accounts and related services.

Service charges and fees on deposits were \$992,000 for the third quarter of 2005, a decrease of \$188,000, or 16.0%, from the third quarter of 2004. The decrease was largely the result of a reduction in fees earned on commercial accounts that are on account analysis. Service charges and fees on deposits were \$2,904,000 for the first nine months of 2005, a decrease of 8.2% from the first nine months of 2004. The decreases in commercial deposit account analysis income for the third quarter of 2005 and the first nine months of 2005 were driven by the higher interest rate environment which provided commercial customers higher credits for funds on deposit.

Non-recurring non-interest income for the first nine months of 2005 includes a gain of \$247,000 on the sale of land carried in Premises and Equipment in the third quarter of 2005 that was previously held for future bank expansion. The other component of non-recurring non-interest income for the first nine months of 2005 represents payments totaling \$202,000 received from Pulse EFT as a participant in that ATM network. The non-recurring income for the same period of the prior year resulted from the gain of \$167,000 on the sale of assets previously carried in Other Assets and a gain of \$37,000 on the partial sale of land carried in Premises and Equipment during the third quarter of 2004 that was previously held for future branch expansion.

The increases in other non-interest income for the third quarter of 2005 and the first nine months of 2005 as compared to the same periods last year are primarily due to increases in investment services fees, gains on the sale of student loans and trust income. There were also increases for both periods in merchant card processing income and check card fees. The increases in various components of other non-interest income were partially offset by lower levels of ATM fees.

Investment services fees were \$220,000 for the third quarter of 2005, an increase of \$139,000, or 171.6%, over the third quarter of 2004. For the first nine months of 2005, investment services fees were \$552,000, an increase of \$305,000, or 123.0%, over the same period in 2004. Gains on the sale of student loans were \$25,000 and \$263,000 for the third quarter of 2005 and the first nine months of 2005, respectively. Gains on the sale of student loans were \$177,000 for the third quarter of 2004. There were no gains on the sale of student loans recorded in the first two quarters of 2004. Trust income was \$81,000 and \$236,000 for the third quarter of 2005 and the first nine months of 2005, respectively. Trust income was \$79,000 and \$114,000 for the third quarter and first nine months of 2004, respectively.

Non-interest Expense

The following table summarizes the changes in non-interest expense during the periods presented (dollars in thousands):

| | Three Months Ended September 30, | | | Nine Months Ended September 30, | | |
|---|-------------------------------------|-----------------|--------------|------------------------------------|------------------|--------------|
| | 2005 | 2004 | % Change | 2005 | 2004 | % Change |
| Salaries & Employee Benefits | \$ 4,579 | \$ 4,029 | 13.7% | \$ 13,296 | \$ 11,169 | 19.0% |
| Occupancy Expense - Net | 724 | 570 | 27.0 | 1,988 | 1,560 | 27.4 |
| Furniture and Equipment Expense | 587 | 610 | (3.8) | 1,756 | 1,670 | 5.1 |
| Other Real Estate and Foreclosed Asset Expense - Net | -0- | 23 | (100.0) | (11) | 38 | (128.9) |
| Core Deposit Intangible Amortization | 82 | 82 | -0- | 246 | 137 | 79.6 |
| Other Expenses: | | | | | | |
| Business Development | 236 | 221 | 6.8 | 795 | 641 | 24.0 |
| Insurance - Other | 72 | 74 | (2.7) | 167 | 208 | (19.7) |
| Legal & Professional Fees | 282 | 395 | (28.6) | 975 | 793 | 23.0 |
| Item Processing | 173 | 272 | (36.4) | 474 | 653 | (27.6) |
| Taxes - Other | 38 | 7 | 442.9 | 82 | 40 | 105.0 |
| Postage & Courier | 108 | 98 | 10.2 | 342 | 315 | 8.6 |
| Printing & Supplies | 141 | 120 | 17.5 | 359 | 303 | 18.5 |
| Regulatory Fees & Assessments | 76 | 81 | (6.2) | 239 | 224 | 7.6 |
| Other Operating Expenses | 539 | 527 | 2.3 | 1,739 | 1,238 | 40.4 |
| Total Other Expenses | 1,665 | 1,795 | (7.2) | 5,172 | 4,415 | 17.1 |
| Total Non-interest Expense | \$ 7,637 | \$ 7,109 | 7.4% | \$ 22,447 | \$ 18,989 | 18.2% |

Non-interest expenses include all expenses other than interest expense, the provision for loan losses and income tax expense. Total non-interest expense increased 7.4% in the third quarter of 2005 over the third quarter of 2004. As a percent of average assets, non-interest expenses were 2.92% in the third quarter of 2005 (annualized) and 2.89% in the same period of 2004. Total non-interest expenses for the first nine months of 2005 were 18.2% higher than the first nine months of 2004. The higher levels of non-interest expense for third quarter of 2005 and for the nine months ended September 30, 2005 were largely the result of increases in salaries and benefits and occupancy expense.

The efficiency ratio (non-interest expenses divided by the sum of total non-interest income plus net interest income on a tax equivalent basis) was 56.84% for the third quarter of 2005 compared to 59.23% for the third quarter of 2004.

The increases in salaries and benefits during the third quarter of 2005 and the first nine months of 2005 compared to the same periods in the prior year were due to staff increases and merit increases to support the Company's continued growth.

Net occupancy expense increased \$154,000 and \$428,000 for the third quarter of 2005 and the first nine months of 2005, respectively, compared to the same periods in 2004. The increase in occupancy expense was largely the result of opening new facilities (the Eules branch and the Hulen motor bank), the addition of the ANB locations in May 2004, the relocation of our Wealth Management Department and Trust Department to new facilities and the loss of tenant rents at one of our bank-owned facilities.

Allowance for Loan Losses and Non-Performing Assets

Transactions in the provision for loan losses are summarized as follows (in thousands):

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|-------------------------------------|-----------|------------------------------------|-----------|
| | 2005 | 2004 | 2005 | 2004 |
| Balance, Beginning of Period | \$ 10,798 | \$ 9,844 | \$ 10,187 | \$ 7,784 |
| Balance Acquired in the Arlington National Bank Acquisition | -0- | -0- | -0- | 1,254 |
| Provisions, Charged to Income | 315 | 495 | 765 | 1,500 |
| Loans Charged-Off | (25) | (415) | (256) | (748) |
| Recoveries of Loans Previously Charged-Off | 43 | 155 | 435 | 289 |
| Net Loans (Charged-Off) Recovered | 18 | (260) | 179 | (459) |
| Balance, End of Period | \$ 11,131 | \$ 10,079 | \$ 11,131 | \$ 10,079 |

Our allowance for loan losses was \$11,131,000, or 1.48% of total loans, as of September 30, 2005 compared to \$10,079,000, or 1.46% of total loans, as of September 30, 2004. For the nine months ended September 30, 2005 and 2004, net charge-offs (recoveries) were (0.02) % and 0.07% of loans, respectively, not annualized.

The following table summarizes the non-performing assets as of the end of the last five quarters (in thousands):

| | September 30, 2005 | June 30, 2005 | March 31, 2005 | December 31, 2004 | September 30, 2004 |
|---|-----------------------|------------------|-------------------|----------------------|-----------------------|
| Non-Accrual Loans | \$ 4,989 | \$ 3,372 | \$ 3,294 | \$ 2,587 | \$ 2,545 |
| Renegotiated Loans | -0- | -0- | -0- | -0- | -0- |
| Other Real Estate Owned and Other Foreclosed Assets | -0- | -0- | -0- | -0- | 4 |
| Total Non-Performing Assets | \$ 4,989 | \$ 3,372 | \$ 3,294 | \$ 2,587 | \$ 2,549 |

As a Percent of:

| | | | | | |
|--|----------|-------|--------|-------|----------|
| Total Assets | 0.46% | 0.34% | 0.33% | 0.26% | 0.25% |
| Total Loans and Other Real Estate/ Foreclosed Assets | 0.66% | 0.47% | 0.46% | 0.37% | 0.37% |
| Loans Past Due 90 days or More and Still Accruing | \$ 2,178 | \$ 36 | \$ -0- | \$ 18 | \$ 2,300 |

At September 30, 2005, the ratio of non-accrual loans to total loans was .66% compared with .37% as of September 30, 2004.

As of September 30, 2005, non-accrual loans were comprised of \$3,335,000 in commercial loans, \$1,473,000 in real estate mortgage loans, \$109,000 in interim construction loans and \$72,000 in consumer loans.

As of September 30, 2005, there was no other real estate owned or other foreclosed assets.

Allowance for Loan Losses and Non-Performing Assets (cont. d.)

The following table summarizes the relationship between non-performing loans, criticized loans and the allowance for loan losses (dollars in thousands):

| | <u>September 30, 2005</u> | <u>June 30, 2005</u> | <u>March 31, 2005</u> | <u>December 31, 2004</u> | <u>September 30, 2004</u> |
|--|-------------------------------|--------------------------|---------------------------|------------------------------|-------------------------------|
| Non-Performing Loans | \$ 4,989 | \$ 3,372 | \$ 3,294 | \$ 2,587 | \$ 2,545 |
| Criticized Loans | 39,450 | 35,580 | 38,110 | 35,375 | 40,289 |
| Allowance for Loan Losses | 11,131 | 10,798 | 10,519 | 10,187 | 10,079 |
| Allowance for Loan Losses as a Percent of: | | | | | |
| Non-Performing Loans | 223% | 320% | 319% | 394% | 396% |
| Criticized Loans | 28% | 30% | 28% | 29% | 25% |

Loans are graded on a system similar to that used by the banking industry regulators. The first level of criticized loans is Other Assets Especially Mentioned (OAEM). These loans are fundamentally sound but have potential weaknesses which may, if not corrected, weaken the asset or inadequately protect the bank's credit position at some future date. The second level is Substandard, which are loans inadequately protected by current sound net worth, paying capacity or pledged collateral of the borrower. The last level of criticized loans, before they are charged-off, is Doubtful. Doubtful loans are considered to have inherent weaknesses because collection or liquidation in full is highly questionable. In addition to the above grading system, the Corporation maintains a separate watch list which further aids the Corporation in monitoring loan quality. Watch list loans show warning elements where the present status portrays one or more deficiencies that require attention in the short run or where pertinent ratios of the account have weakened to a point where more frequent monitoring is warranted.

Total criticized loans at September 30, 2005, loans classified as OAEM, Substandard or Doubtful as noted above, have decreased slightly from September 30, 2004. As a percentage of total loans, criticized loans have decreased from 5.8% as of September 30, 2004 to 5.2% as of September 30, 2005. The allowance for possible loan losses as a percentage of criticized loans has increased from 25% as of September 30, 2004 to 28% as of September 30, 2005. The Corporation remains diligent in its efforts to identify any loan that might reflect weakness of the borrower as soon as practicable. Management is not aware of any potential loan problems that have not been disclosed to which serious doubt exists as to the ability of the borrower to substantially comply with the present repayment terms and the Corporation does not anticipate any significant losses from these criticized loans.

Interest Rate Sensitivity

Interest rate sensitivity is the relationship between changes in market interest rates and net interest income due to the repricing characteristics of assets and liabilities.

The following table, commonly referred to as a static GAP report, indicates the interest rate sensitivity position at September 30, 2005 and may not be reflective of positions in subsequent periods (dollars in thousands):

| | Matures or Reprices within: | | | Total Rate Sensitive One Year or Less | Repriced After 1 Year or Non-interest Sensitive | Total |
|---|-----------------------------|--------------------|--------------------|---------------------------------------|---|-------------------|
| | 30 Days or Less | 31-180 Days | 181 to One Year | | | |
| Earning Assets: | | | | | | |
| Loans | \$ 358,196 | \$ 61,368 | \$ 55,535 | \$ 475,099 | \$ 279,054 | \$ 754,153 |
| Investment Securities | 11,781 | 6,534 | 30,888 | 49,203 | 187,341 | 236,544 |
| Federal Funds Sold and Due From Time | 15,671 | -0- | -0- | 15,671 | -0- | 15,671 |
| Total Earning Assets | 385,648 | 67,902 | 86,423 | 539,973 | 466,395 | 1,006,368 |
| Interest Bearing Liabilities: | | | | | | |
| Interest-Bearing Transaction Accounts and Savings | 421,588 | -0- | -0- | 421,588 | -0- | 421,588 |
| Certificates of Deposit under \$100,000 and IRA s | 3,997 | 19,061 | 23,492 | 46,550 | 39,214 | 85,764 |
| Certificates of Deposit \$100,000 or More | 2,445 | 22,915 | 30,176 | 55,536 | 44,496 | 100,032 |
| Short Term Borrowings | 56,370 | 15,000 | 20,000 | 91,370 | 20,000 | 111,370 |
| Total Interest Bearing Liabilities | 484,400 | 56,976 | 73,668 | 615,044 | 103,710 | 718,754 |
| Interest Sensitivity Gap | \$ (98,752) | \$ 10,926 | \$ 12,755 | \$ (75,071) | \$ 362,685 | \$ 287,614 |
| Cumulative Gap | \$ (98,752) | \$ (87,826) | \$ (75,071) | | | |
| Periodic Gap to Total Assets | (9.19)% | 1.02% | 1.19% | | | |
| Cumulative Gap to Total Assets | (9.19)% | (8.17)% | (6.99)% | | | |

The preceding static GAP report reflects a cumulative liability sensitive position during the one year horizon. An inherent weakness of this report is that it ignores the relative volatility any one category may have in relation to other categories or market rates in general. For instance, the rate paid on NOW accounts typically moves slower than the three month T-Bill. Management attempts to capture this relative volatility by utilizing a simulation model with a beta factor adjustment which estimates the volatility of rate sensitive assets and/or liabilities in relation to other market rates.

Beta factors are an estimation of the long term, multiple interest rate environment relation between an individual account and market rates in general. For instance, NOW, savings and money market accounts, which are repriceable within 30 days, will have considerably lower beta factors than variable rate loans and most investment categories. Taking this into consideration, it is quite possible for a bank with a negative cumulative GAP to total asset ratio to have a positive beta adjusted GAP risk position. As a result of applying the beta factors established by management to the earning assets and interest bearing liabilities in the static gap report via a simulation model, the negative cumulative GAP to total assets ratio at one year of (6.99%) was reversed to a positive 26.80% beta adjusted GAP position. Management feels that the beta adjusted GAP risk technique more accurately reflects the Corporation's GAP position.

Capital

At September 30, 2005, shareholders' equity totaled \$79.7 million, an increase of \$5.2 million, or 7.1%, compared to December 31, 2004, and an increase of \$6.2 million, or 8.5%, compared to September 30, 2004. These increases are primarily due to net income exceeding the amount of dividends paid, the change in the unrealized loss on available for sale securities, the repurchases of outstanding shares of our Common Stock and the impact of the exercising of stock options.

On April 19, 2005, the Board of Directors of the Corporation approved a stock purchase plan (the 2005 Stock Purchase Plan) authorizing the Corporation to purchase up to 620,467 shares of the Corporation's common stock over the twelve-month period beginning April 19, 2005, including in open market transactions, privately negotiated transactions or other transactions. The Corporation purchased (but did not retire) 988 shares of the Corporation's common stock pursuant to the 2005 Stock Purchase Plan in the quarter covered by this report. The Corporation's ability to purchase shares of the Corporation's common stock is subject to various banking laws, regulations and policies as well as rules and regulations of the Securities and Exchange Commission. The Corporation anticipates purchasing additional shares of the Corporation's common stock pursuant to the 2005 Stock Purchase Plan as conditions warrant.

The consolidated Corporation and the Bank are subject to capital adequacy guidelines established by the Federal Reserve Board and other regulatory authorities. The table below illustrates the consolidated Corporation's and the Bank's compliance with the capital adequacy guidelines as of September 30, 2005 and 2004 (dollars in thousands):

| | September 30, 2005 | | September 30, 2004 | |
|--------------------------------------|------------------------------|-------------------|------------------------------|-------------------|
| | The Consolidated Corporation | Summit Bank, N.A. | The Consolidated Corporation | Summit Bank, N.A. |
| Total Assets | \$ 1,074,261 | \$ 1,073,868 | \$ 990,406 | \$ 989,950 |
| Risk Weighted Assets | 801,549 | 801,532 | 743,942 | 743,488 |
| Equity Capital (Tier 1) | 82,627 | 82,632 | 74,325 | 76,236 |
| Qualifying Allowance for Loan Losses | 10,037 | 10,033 | 9,309 | 9,303 |
| Total Capital | \$ 92,664 | \$ 92,665 | \$ 83,634 | \$ 85,539 |
| Leverage Ratio | 8.04% | 8.05% | 7.69% | 7.81% |
| Risk Capital Ratio: | | | | |
| Tier I Capital | 10.31% | 10.31% | 9.99% | 10.25% |
| Total Capital | 11.56 | 11.56 | 11.24 | 11.51 |

As of September 30, 2005, the consolidated Corporation and the Bank each exceeded the risk-based capital and leverage requirements set by regulatory authorities, as applicable, and satisfied the criteria for classification as a well capitalized institution under the rules of the Federal Deposit Insurance Corporation Improvement Act of 1991.

Liquidity

Our primary internal sources of liquidity consist of the federal funds that we sell and our portfolio of marketable investment securities, particularly those with shorter maturities. Federal funds sold and investment securities maturing within 30 days represented \$17.4 million, or 1.6%, of total assets as of September 30, 2005. Additionally, our ability to sell loan participations, purchase federal funds and obtain advances from the Federal Home Loan Bank serve as secondary sources of liquidity. The Bank also has funds available to the Bank under approved federal funds lines at other banks.

Our liquidity is enhanced by the fact that 88.0% of our total deposits at September 30, 2005 were core deposits. For this purpose, core deposits are defined as total deposits less public funds, certificates of deposit greater than \$100,000 and brokered deposits. As of September 30, 2005, brokered deposits were \$198,000 or less than .1% of total deposits. Our loan to deposit ratio averaged 89.6% for the nine month period ended September 30, 2005.

In the event that our average loans continue to grow during the remainder of 2005 and we are unable to fund any such growth solely through the generation of additional deposits, we may be required to obtain funding from secondary sources, including purchasing federal funds, obtaining advances from the Federal Home Loan Bank or other secondary sources. In such event, our business, results of operations and financial condition could be materially negatively impacted.

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Our income, which provides funds for the payment of dividends to our shareholders and for other corporate purposes, is derived from our investment in the Bank.

On May 3, 2004, the Corporation formed SBI Trust and SBI Trust subsequently issued \$12.0 million of floating rate (three month LIBOR plus a margin of 2.65%) Capital Securities (the Trust Capital Securities). Concurrent with the issuance of the Trust Capital Securities, SBI Trust issued trust common securities to the Corporation with an aggregate liquidation value of \$372,000. The proceeds of the issuance of the Trust Capital Securities and trust common securities were invested in the Corporation's Floating Rate Junior Subordinated Deferrable Debentures (the Deferrable Debentures), which mature on July 7, 2034 and have a call feature that permits the Corporation to redeem any or all of the securities after July 7, 2009. The interest rate on the Deferrable Debentures at

Liquidity (cont. d.)

September 30, 2005 was 6.29%. The Deferrable Debentures, which are the only asset of SBI Trust, are subordinated and junior in right of payment to all present and future senior indebtedness (as defined in the Indenture dated May 3, 2004) of the Corporation.

On September 15, 2005, we obtained a line of credit from a bank under which we may borrow \$10,000,000 at a floating rate (three month LIBOR plus a margin of 2.00%). The line of credit is secured by stock of the Bank owned by the Corporation and matures on September 15, 2006, whereupon, if balances are outstanding, the line converts to a term note with a five year term. The Corporation is not required to pay a fee for any unused portion of this line. At September 30, 2005, \$150,000 had been borrowed under the line. The rate on this line at September 30, 2005 was 5.52%. The purpose of the line is to provide an additional liquidity source and finance bank acquisitions and the current amount outstanding was used to help fund the acquisition of ANB.

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

Except as set forth herein, there have been no material changes outside the ordinary course of business in our contractual obligations as set forth in Item 7: Management's Discussion and Analysis of Financial Condition and Results of Operations Off-Balance-Sheet Arrangements, Commitments, Guarantees and Contractual Obligations in our Annual Report on Form 10-K for the year ended December 31, 2004 during the interim period covered by this report.

At September 30, 2005, outstanding documentary and standby letters of credit totaled \$5,112,000 and commitments to extend credit totaled \$189,257,000. Documentary and standby letters of credit and commitments to extend credit totaled \$6,175,000 and \$175,074,000, respectively, at December 31, 2004. The increase in commitments to extend credit reflects the continued demand for credit facilities in our market.

Related Party Transactions

The Bank has made transactions in the ordinary course of business with certain of its and the Corporation's officers, directors and their affiliates. All loans included in such transactions were made on substantially the same terms, including interest rate and collateral, as those prevailing at the time for comparable transactions with unrelated parties and all loans are current as to principal and interest payments. Total loans outstanding to such related parties amounted to approximately \$11,410,000 at September 30, 2005 and \$8,537,000 at December 31, 2004.

Subsequent Events

On October 18, 2005, the Board of Directors of the Corporation approved a quarterly dividend of \$.07 per share to be paid on November 15, 2005 to shareholders of record on November 1, 2005.

Critical Accounting Policies

Our accounting policies are fundamental to understanding management's discussion and analysis of results of operations and financial condition. We have identified our policy with respect to allowance for loan losses as critical because it requires management to make particularly difficult, subjective or complex judgments about matters that are inherently uncertain and because of the likelihood that materially different amounts would be reported under different conditions or using different assumptions. There have been no material changes in our application of this critical accounting policy since December 31, 2004. We, in consultation with the Audit Committee of the Corporation's Board of Directors, have reviewed and approved this critical accounting policy, which is further described under the caption Loans and Allowance for Loan Losses in Note 1 (Summary of Significant Accounting and Reporting Policies) to the Financial Statements.

Evaluations of this critical accounting policy are inherently subjective because, even though they are based on objective data, management's interpretation of the data determines the amount of the appropriate allowance. Therefore, from time to time (but at least quarterly), management reviews the actual performance and write-off history of the loan portfolio and compares that to previously determined allowance coverage percentages. In this manner, management evaluates the impact the previously mentioned variables may have had on the loan portfolio to determine what changes, if any, should be made to the assumptions and analyses. Recent analysis has indicated that projections of estimated losses inherent in the loan portfolio have approximated actual write-off experience.

Actual results could differ materially from estimates as a result of changes in economic or market conditions and other factors. Changes in our evaluations and the assumptions underlying these evaluations could result in a material change in the allowance. While we believe that the allowance for loan losses has been established and maintained at levels adequate to reflect the risks inherent in the loan portfolio, future increases may be necessary if economic or market conditions and other factors differ substantially from the conditions that existed at the time of

the initial determination.

Factors That May Affect Future Results

This Quarterly Report on Form 10-Q contains forward-looking statements concerning the business, results of operations and financial condition of the Corporation and our subsidiaries. The forward-looking statements are based upon management's current expectations and assumptions about future events. Such expectations and assumptions have been expressed in good faith, and management believes that there is a reasonable basis for them.

Factors That May Affect Future Results (cont. d.)

A number of risks and uncertainties could cause our actual results to differ materially from the results described in the forward-looking statements contained in this Quarterly Report on Form 10-Q. These risks and uncertainties include, without limitation:

Changes in, or the effects of, competition for our products and services;

Our ability to effectively manage interest rate risk and other market, credit and operation risks;

Changes in the financial condition of the Corporation's borrowers;

Our ability to develop competitive new products and services in a timely manner and the acceptance of such products and services by our customers and potential customers;

The costs and effects of litigation involving us and of unexpected or adverse outcomes in such litigation;

Our ability to successfully integrate, and to achieve anticipated cost savings and revenue enhancements with respect to, acquired businesses and operations;

Our ability to attract and retain key employees;

Changes in general local, regional and international economic conditions;

Changes in, or the effects of, trade, monetary and fiscal policies, laws and regulations, including interest rate policies, of the Federal Reserve Board and other regulatory authorities;

Changes in accounting policies and practices, as may be adopted by regulatory agencies, the Public Company Accounting Oversight Board or the Financial Accounting Standards Board;

Changes in consumer and business spending, borrowing and saving habits;

Changes in laws, regulations and policies applicable to us;

Technological changes; and

Political instability and acts of war or terrorism.

Item 3 Quantitative and Qualitative Disclosure about Market Risk

There have been no material changes in market risks faced by the Corporation since December 31, 2004. For more information regarding quantitative and qualitative disclosures about market risk, please refer to the Corporation's Annual Report on Form 10-K as of and for the year ended December 31, 2004, and in particular, Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations Interest Rate Sensitivity and Liquidity of that Form 10-K.

Item 4 Controls and Procedures

The Corporation's management, including the Corporation's principal executive officer and principal financial officer, has evaluated the effectiveness of the Corporation's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) as of the end of the period covered by this report. Based on that evaluation, the Corporation's principal executive officer and principal financial officer have concluded that the Corporation's disclosure controls and procedures were effective as of the end of the period covered by this report.

There were no changes in the Corporation's internal control over financial reporting identified in connection with the evaluation required by paragraph (d) of Rule 13a-15 or Rule 15d-15 under the Exchange Act that occurred during the Corporation's last fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Corporation's internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

The Corporation may be subject to legal actions, including various legal actions arising in the ordinary course of business. The ultimate outcome of pending and potential proceedings is difficult to project with certainty. However, based on management's experience to date, it is the opinion of management, that the settlement or other disposition of these matters is not reasonably likely to materially affect the Corporation's business or financial position.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

On April 19, 2005, the Board of Directors of the Corporation approved a stock purchase plan (the 2005 Stock Purchase Plan) authorizing the Corporation to purchase up to 620,467 shares of the Corporation's common stock over the twelve-month period beginning April 19, 2005, including in open market transactions, privately negotiated transactions or other transactions. The expiration date of the 2005 Stock Purchase Plan is April 18, 2006. The Corporation purchased (but did not retire) 988 shares of the Corporation's common stock pursuant to the 2005 Stock Purchase Plan in the quarter covered by this report.

The Corporation's ability to purchase shares of the Corporation's common stock is subject to various banking laws, regulations and policies as well as rules and regulations of the Securities and Exchange Commission. The Corporation anticipates purchasing additional shares of the Corporation's common stock pursuant to the 2005 Stock Purchase Plan as conditions warrant.

Item 3. Defaults Upon Senior Securities

Not applicable

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

Not applicable

Item 5. Other Information

On September 15, 2005, the Corporation and Summit Delaware Financial Corporation (SDFC) entered into a loan agreement with The Frost National Bank for the purpose of providing an additional liquidity source and financing bank acquisitions. The loan agreement provides for a revolving credit facility from Frost National Bank to the Corporation in the principal amount of \$10,000,000 bearing interest at the three month LIBOR rate plus 2.00%. The revolving credit facility matures on September 15, 2006, whereupon, any outstanding principal balance under the revolving credit facility shall convert to a term facility with a five year term.

The loan agreement imposes negative covenants on the Corporation and the Bank, including with respect to capital, non-performing loans, return on average assets, tangible net worth, cash flow coverage, return on equity capital, and the ability to incur debt, and prohibits the Corporation from declaring or paying any dividends in excess of \$5,000,000 in the aggregate during any fiscal year or at any time the Corporation is in default in payment of obligations under the loan agreement.

Obligations under the loan agreement are secured by a first priority security interest in 100% of the shares of common stock of SDFC and a first priority security interest in 100% of the shares of the Bank. Obligations under the loan agreement are also secured by a guaranty agreement executed by SDFC.

At September 30, 2005, \$150,000 was outstanding under the revolving credit facility bearing interest at 5.52%. At November 4, 2005, \$0 was outstanding under the revolving credit facility. The Corporation used advances under the revolving credit facility in connection with the acquisition of ANB.

Item 6. Exhibits

- 3.1 Restated Articles of Incorporation of the Corporation (incorporated herein by Reference to Exhibit 3(a) to the Corporation's Annual Report on Form 10-K for the year ended December 31, 1998)
- 3.2

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Amended and Restated Bylaws of the Corporation (incorporated herein by reference to Exhibit 3(b) to the Corporation's Annual Report on Form 10-K for the year ended December 31, 2002)

- 3.3 Amendment to the Amended and Restated Bylaws of the Corporation adopted by resolution of the Board of Directors of the Corporation (incorporated herein by reference to Exhibit 99.1 to the Corporation's Current Report on Form 8-K filed February 22, 2005)
- 4.1 Rights Agreement, dated April 17, 1990, by and between the Corporation and Summit Bancservices, Inc. (incorporated herein by reference to Exhibit 1 to the Corporation's Current Report on Form 8-K dated April 18, 1990 filed on April 24, 1990)
- 4.2 Amendment No. 1 to Rights Agreement, effective as of April 16, 2000, by and between the Corporation and Summit Bancservices, Inc. (incorporated herein by reference to Exhibit 4(b) to the Corporation's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2000)

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- 4.3 Junior Subordinated Debt Securities Indenture Agreement dated May 3, 2004 (incorporated herein by reference to Exhibit 4(a) to the Corporation's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2004)
- 4.4 Junior Subordinated Debt Securities Due 2034 (incorporated herein by reference to Exhibit 4(b) to the Corporation's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2004)
- 10 Loan Agreement dated September 15, 2005 between the Corporation and Frost National Bank
- 11 Computation of Earnings Per Common Share
- 31.1 Certification of Principal Executive Officer of Summit Bancshares, Inc. pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934
- 31.2 Certification of Principal Financial Officer of Summit Bancshares, Inc. pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934
- 32.1 Certification of Principal Executive Officer of Summit Bancshares, Inc. pursuant to Section 1350, Chapter 63 of Title 18 of the United States Code, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 32.2 Certification of Principal Financial Officer of Summit Bancshares, Inc. pursuant to Section 1350, Chapter 63 of Title 18 of the United States Code, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

SIGNATURES

Pursuant to the requirements 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.

SUMMIT BANCSHARES, INC.
Registrant

Date: November 10, 2005

By: /s/ Philip E. Norwood

Philip E. Norwood, Chairman, President
and Chief Executive Officer

Date: November 10, 2005

By: /s/ Bob G. Scott

Bob G. Scott, Executive Vice President
and Chief Operating Officer
(Principal Financial Officer)

EXHIBIT INDEX

| Exhibit | Description |
|----------------|---|
| 3.1 | Restated Articles of Incorporation of the Corporation (incorporated herein by Reference to Exhibit 3(a) to the Corporation's Annual Report on Form 10-K for the year ended December 31, 1998) |
| 3.2 | Amended and Restated Bylaws of the Corporation (incorporated herein by reference to Exhibit 3(b) to the Corporation's Annual Report on Form 10-K for the year ended December 31, 2002) |
| 3.3 | Amendment to the Amended and Restated Bylaws of the Corporation adopted by resolution of the Board Directors of the Corporation (incorporated herein by reference to Exhibit 99.1 to the Corporation's Current Report on Form 8-K filed February 22, 2005) |
| 4.1 | Rights Agreement, dated April 17, 1990, by and between the Corporation and Summit Bancservices, Inc. (incorporated herein by reference to Exhibit 1 to the Corporation's Current Report on Form 8-K dated April 18, 1990 filed on April 24, 1990) |
| 4.2 | Amendment No. 1 to Rights Agreement, effective as of April 16, 2000, by and between the Corporation and Summit Bancservices, Inc. (incorporated herein by reference to Exhibit 4(b) to the Corporation's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2000) |
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