

ENTERPRISE FINANCIAL SERVICES CORP  
Form 10-Q  
August 09, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D. C. 20549

**FORM 10-Q**

- Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
For the quarterly period ended **June 30, 2006**
- Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission file number **001-15373**

**ENTERPRISE FINANCIAL SERVICES CORP**

**Incorporated in the State of Delaware**  
**I.R.S. Employer Identification # 43-1706259**  
**Address: 150 North Meramec**  
**Clayton, MO 63105**  
**Telephone: (314) 725-5500**

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**Securities registered pursuant to Section 12(b) of the Act:**  
None

**Securities registered pursuant to Section 12(g) of the Act:**  
**Common Stock, par value \$.01 per share**

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, and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer:  Accelerated filer:  Non-accelerated filer:

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

Yes  No

As of August 4, 2006, the Registrant had outstanding 11,605,669 of outstanding common stock.

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**ENTERPRISE FINANCIAL SERVICES CORP AND SUBSIDIARIES**  
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## PART I ITEM 1 FINANCIAL STATEMENTS

## ENTERPRISE FINANCIAL SERVICES CORP AND SUBSIDIARIES

## Consolidated Balance Sheets

<i>(In thousands)</i>	At June 30, 2006	At December 31, 2005
	(Unaudited)	(Audited)
<b>Assets</b>		
Cash and due from banks	\$ 50,063	\$ 54,118
Federal funds sold	3,034	64,709
Interest-bearing deposits	607	84
<b>Total cash and cash equivalents</b>	<b>53,704</b>	<b>118,911</b>
Investments in debt and equity securities available for sale, at estimated fair value	109,449	135,559
Loans held for sale	3,028	2,761
Portfolio loans	1,108,906	1,002,379
Less: Allowance for loan losses	14,449	12,990
<b>Portfolio loans, net</b>	<b>1,094,457</b>	<b>989,389</b>
Fixed assets, net	13,941	10,276
Accrued interest receivable	6,018	5,598
Goodwill	12,004	12,042
Intangibles, net	4,092	4,548
Prepaid expenses and other assets	9,848	7,884
<b>Total assets</b>	<b>\$ 1,306,541</b>	<b>\$ 1,286,968</b>
<b>Liabilities and Shareholders' Equity</b>		
Deposits:		
Demand	\$ 195,719	\$ 229,325
Interest-bearing transaction accounts	99,887	108,712
Money market accounts	466,999	479,507
Savings	4,527	3,679
Certificates of deposit:		
\$100 and over	242,045	229,839
Other	66,537	65,182
<b>Total deposits</b>	<b>1,075,714</b>	<b>1,116,244</b>
Subordinated debentures	30,930	30,930
Federal Home Loan Bank advances	88,653	28,584
Other borrowings	4,810	6,847
Notes payable		1,500
Accrued interest payable	1,914	2,704
Accounts payable and accrued expenses	5,323	7,221
<b>Total liabilities</b>	<b>1,207,344</b>	<b>1,194,030</b>
Minority interest in equity of consolidated subsidiary		333
Shareholders' equity:		
Common stock, \$.01 par value; authorized 20,000,000 shares; issued and outstanding 10,508,415 shares at June 30, 2006 and		

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10,458,852 at December 31, 2005.	105	105
Additional paid in capital	52,764	53,218
Unearned compensation		(1,531)
Retained earnings	47,905	41,950
Accumulated other comprehensive loss	(1,577)	(1,137)
	<u>99,197</u>	<u>92,605</u>
Total shareholders' equity		
	<u>\$ 1,306,541</u>	<u>\$ 1,286,968</u>

See accompanying notes to consolidated financial statements

## ENTERPRISE FINANCIAL SERVICES CORP AND SUBSIDIARIES

Consolidated Statements of Income (unaudited)

<i>(In thousands, except per share data)</i>	Three months ended June 30,		Six months ended June 30,	
	2006	2005	2006	2005
<b>Interest income:</b>				
Interest and fees on loans	\$ 20,425	\$ 15,424	\$ 38,441	\$ 29,311
<b>Interest on debt and equity securities:</b>				
Taxable	1,021	664	2,045	1,380
Nontaxable	9	10	17	20
Interest on federal funds sold	110	76	445	87
Interest on interest-bearing deposits	16	1	22	1
Dividends on equity securities	78	57	118	87
<b>Total interest income</b>	<b>21,659</b>	<b>16,232</b>	<b>41,088</b>	<b>30,886</b>
<b>Interest expense:</b>				
Interest-bearing transaction accounts	568	220	1,023	370
Money market accounts	4,367	2,311	8,332	4,090
Savings	15	9	25	14
<b>Certificates of deposit:</b>				
\$100 and over	2,232	1,532	4,397	2,787
Other	628	320	1,234	594
Subordinated debentures	546	288	1,068	548
Federal Home Loan Bank advances	1,123	522	1,512	899
Notes payable and other borrowings	38	28	98	59
<b>Total interest expense</b>	<b>9,517</b>	<b>5,230</b>	<b>17,689</b>	<b>9,361</b>
<b>Net interest income</b>	<b>12,142</b>	<b>11,002</b>	<b>23,399</b>	<b>21,525</b>
Provision for loan losses	737	226	1,537	1,012
<b>Net interest income after provision for loan losses</b>	<b>11,405</b>	<b>10,776</b>	<b>21,862</b>	<b>20,513</b>
<b>Noninterest income:</b>				
Wealth Management revenue	3,231	1,471	6,549	2,684
Service charges on deposit accounts	532	537	1,033	1,020
Other service charges and fee income	136	121	262	229
Gain on sale of mortgage loans	48	80	71	102
Miscellaneous income	5	16	14	27
<b>Total noninterest income</b>	<b>3,952</b>	<b>2,225</b>	<b>7,929</b>	<b>4,062</b>
<b>Noninterest expense:</b>				
Employee compensation and benefits	5,843	5,402	11,643	10,600
Occupancy	608	554	1,219	1,084
Furniture and equipment	239	188	490	360
Data processing	315	248	624	473
Other	2,315	1,779	4,638	3,372
<b>Total noninterest expense</b>	<b>9,320</b>	<b>8,171</b>	<b>18,614</b>	<b>15,889</b>
<b>Minority interest in net income of consolidated subsidiary</b>	<b>60</b>	<b>0</b>	<b>(393)</b>	<b>0</b>

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Income before income tax expense	6,097	4,830	10,784	8,686
Income tax expense	2,196	1,689	3,885	3,098
	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>
Net income	\$ 3,901	\$ 3,141	\$ 6,899	\$ 5,588
	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>
Per share amounts:				
Basic earnings per share	\$ 0.37	\$ 0.31	\$ 0.66	\$ 0.56
Basic weighted average common shares outstanding	10,490	10,046	10,477	9,984
Diluted earnings per share	\$ 0.36	\$ 0.29	\$ 0.64	\$ 0.53
Diluted weighted average common shares outstanding	10,876	10,676	10,864	10,601
See accompanying notes to consolidated financial statements				

**ENTERPRISE FINANCIAL SERVICES CORP AND SUBSIDIARIES**

Consolidated Statements of Shareholders' Equity and Comprehensive Income

For the Six Months ended June 30, 2006 (unaudited)

<i>(in thousands, except shares)</i>	Common Stock		Additional Paid in Capital	Unearned Compensation	Retained earnings	Accumulated other comprehensive income (loss)	Total shareholders equity
	Shares	Amount					
<b>Balance December 31, 2005</b>	10,458,852	\$ 105	\$ 53,218	\$ (1,531)	\$ 41,950	\$ (1,137)	\$ 92,605
Net income					6,899		6,899
Unrealized loss on securities, net of tax						(703)	(703)
Unrealized gain on cash flow hedges, net of tax						263	263
<b>Total comprehensive income</b>							<b>6,459</b>
Dividends declared (\$0.045 per share)					(944)		(944)
Stock options exercised, including related tax benefit	51,636		723				723
Restricted stock unit activity	(2,073)		(44)				(44)
Noncash compensation attributed to stock option grants			33				33
Noncash compensation attributed to restricted share units			365				365
Reclassification of unearned compensation to additional paid in capital			(1,531)	1,531			
<b>Balance June 30, 2006</b>	<b>10,508,415</b>	<b>\$ 105</b>	<b>\$ 52,764</b>	<b>\$</b>	<b>\$ 47,905</b>	<b>\$ (1,577)</b>	<b>\$ 99,197</b>

See accompanying notes to consolidated financial statements.

## ENTERPRISE FINANCIAL SERVICES CORP AND SUBSIDIARIES

Consolidated Statements of Cash Flows (unaudited)

<i>(in thousands)</i>	Six months ended June 30,	
	2006	2005
<b>Cash flows from operating activities:</b>		
Net income	\$ 6,899	\$ 5,588
Adjustments to reconcile net income to net cash from operating activities:		
Depreciation	744	521
Provision for loan losses	1,537	1,012
Net amortization of debt and equity securities	21	280
Amortization of intangible assets	456	90
Mortgage loans originated	(24,969)	(28,524)
Proceeds from mortgage loans sold	24,772	27,006
Gain on sale of mortgage loans	(71)	(102)
Excess tax benefit for nonqualified stock options	354	267
Noncash compensation for stock option grants & restricted share units	354	306
Changes in:		
Accrued interest receivable	(420)	(382)
Accrued interest and other liabilities	(2,427)	(707)
Other, net	(1,859)	(509)
<b>Net cash provided by operating activities</b>	<b>5,037</b>	<b>4,846</b>
<b>Cash flows from investing activities:</b>		
Net increase in loans	(106,827)	(60,555)
Purchases of available for sale debt and equity securities	(39,785)	(5,596)
Proceeds from sales of available for sale debt securities	9,995	9,995
Proceeds from redemption of equity securities	2,949	3,455
Proceeds from maturities and principal paydowns on available for sale debt and equity securities	61,825	23,970
Recoveries of loans previously charged off	222	274
Purchases of fixed assets	(4,408)	(2,034)
<b>Net cash used in investing activities</b>	<b>(86,024)</b>	<b>(30,491)</b>
<b>Cash flows from financing activities:</b>		
Net (decrease) increase in non-interest bearing deposit accounts	(33,607)	1,853
Net (decrease) increase in interest bearing deposit accounts	(6,924)	54,203
Proceeds from Federal Home Loan Bank advances	608,533	299,200
Repayments of Federal Home Loan Bank advances	(548,464)	(278,935)
Decrease in other borrowings	(2,037)	(2,386)
Paydowns on notes payable	(1,500)	(250)
Cash dividends paid on common stock	(944)	(702)
Excess tax benefit for nonqualified stock options	135	-
Proceeds from the exercise of common stock options	588	2,581
<b>Net cash provided by financing activities</b>	<b>15,780</b>	<b>75,564</b>
<b>Net (decrease) increase in cash and cash equivalents</b>	<b>(65,207)</b>	<b>49,919</b>
Cash and cash equivalents, beginning of year	118,911	28,480
<b>Cash and cash equivalents, end of period</b>	<b>\$ 53,704</b>	<b>\$ 78,399</b>

Supplemental disclosures of cash flow information:



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Cash paid during the period for:

Interest	\$	18,479	\$	9,097
Income taxes		2,884		2,916
		<u>          </u>		<u>          </u>

See accompanying notes to consolidated financial statements.

**ENTERPRISE FINANCIAL SERVICES CORP AND SUBSIDIARIES**

**Notes to Consolidated Financial Statements**

**NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

The more significant accounting policies used by the Company in the preparation of the consolidated financial statements are summarized below:

**Basis of Financial Statement Presentation**

Enterprise Financial Services Corp (the Company or EFSC) is a financial holding company that provides a full range of banking and wealth management services to individuals and corporate customers located in the St. Louis and Kansas City metropolitan markets through its subsidiary, Enterprise Bank & Trust (the Bank). In addition, as of October 21, 2005, the Company owns 60% of Millennium Brokerage Group, LLC (Millennium) through its wholly-owned subsidiary, Millennium Holding Company, Inc. Millennium is headquartered in Nashville, Tennessee and operates life insurance advisory and brokerage operations from thirteen offices serving life agents, banks, CPA firms, property & casualty groups, and financial advisors in 49 states.

The consolidated financial statements of the Company and its subsidiaries have been prepared in accordance with U.S. Generally Accepted Accounting Principles (U.S. GAAP) for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. They do not include all information and footnotes required by U.S. GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included.

The consolidated financial statements include the accounts of the Company, Bank (100% owned) and Millennium (60% owned). Acquired businesses are included in the consolidated financial statements from the date of acquisition. All material intercompany accounts and transactions have been eliminated. Minority ownership interests are reported in our Consolidated Balance Sheets. The minority ownership interest of our earnings or loss, net of tax, is classified as Minority interest in net income of consolidated subsidiary in our Consolidated Statements of Income. For more information, please refer to Minority Interest in Net Income of Consolidated Subsidiary discussed in Item 2 Management's Discussion and Analysis of Financial Condition and Results of Operations included in this filing.

Operating results for the three and six month periods ended June 30, 2006 are not necessarily indicative of the results that may be expected for any other interim period or for the year ending December 31, 2006. For further information, refer to the consolidated financial statements and footnotes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2005. Certain reclassifications have been made to prior year balances to conform to the current year presentation. Such reclassifications had no effect on previously reported consolidated net income or shareholders' equity.

**New Accounting Standards**

In June 2006, the Financial Accounting Standards Board (FASB) issued Interpretation 48, *Accounting for Uncertainty in Income Taxes*, an Interpretation of FAS No. 109, *Accounting for Income Taxes*. The interpretation defines the threshold for recognizing the financial impact of uncertain tax positions in accordance with FAS 109. A company would be required to recognize, in its financial statements, the best estimate of the impact of a tax position only if that position is more-likely-than-not of being sustained on audit based solely on the technical merits of the position on the reporting date. In evaluating whether the probable recognition threshold has been met, the Interpretation would require the presumption that the tax position will be evaluated during an audit by taxing authorities. The term more-likely-than-not is defined as a likelihood of more than 50 percent. Individual tax positions that fail to meet the recognition threshold will generally result in either (a) a reduction in the deferred tax asset or an increase in a deferred tax liability or (b) an increase in a liability for income taxes payable or the reduction of an income tax refund receivable. The impact may also include both (a) and (b). This Interpretation also provides guidance on disclosure, accrual of interest and penalties, accounting in interim periods, and transition. The Interpretation is effective for reporting periods after December 15, 2006. The Company is evaluating the Interpretation and is presently unable to determine its overall impact on the Company's consolidated financial statements or results of operations.

**NOTE 2 EARNINGS PER SHARE**

The following table shows the components of basic and diluted earnings per share for the periods indicated.

<i>(in thousands, except per share data)</i>	<b>Three months ended June 30,</b>		<b>Six months ended June 30,</b>	
	<b>2006</b>	<b>2005</b>	<b>2006</b>	<b>2005</b>
<b>Basic</b>				
Net income, as reported	\$ 3,901	\$ 3,141	\$ 6,899	\$ 5,588
Weighted average common shares outstanding	10,490	10,046	10,477	9,984
Basic earnings per share	\$ 0.37	\$ 0.31	\$ 0.66	\$ 0.56
<b>Diluted</b>				
Net income	\$ 3,901	\$ 3,141	\$ 6,899	\$ 5,588
Expense related to dilutive stock options and appreciation rights, net of tax		6		11
	\$ 3,901	\$ 3,147	\$ 6,899	\$ 5,599
Weighted average common shares outstanding	10,490	10,046	10,477	9,984
Effect of dilutive stock options and restricted stock units	386	630	387	617
Diluted weighted average common shares outstanding	10,876	10,676	10,864	10,601
Diluted earnings per share	\$ 0.36	\$ 0.29	\$ 0.64	\$ 0.53

For the three months ended June 30, 2006 and 2005, 59,263 restricted share units and 3,253 stock appreciation rights, respectively, were excluded from the earnings per share calculation because their effect was anti-dilutive. For the six months ended June 30, 2006 and 2005, 29,795 restricted stock units and 3,200 stock appreciation rights, respectively, were excluded from the earnings per share calculation because their effect was anti-dilutive.

**NOTE 3 SHARE-BASED COMPENSATION**

The Company maintains a number of stock-based incentive programs, which are discussed in more detail in Note 17 of the Company's Annual Report on Form 10-K for the year ended December 31, 2005. Prior to fiscal 2006, the Company applied the intrinsic value-based method, as outlined in Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees," (APB No. 25) and related interpretations, in accounting for stock options granted under these programs. Under the intrinsic value-based method, no compensation expense was recognized if the exercise price of the Company's employee stock options equaled the market price of the underlying stock on the date of the grant. Accordingly, prior to fiscal year 2006, no compensation cost was recognized in the accompanying consolidated statements of income on stock options granted to employees, since all options granted under the Company's share incentive programs had an exercise price equal to the market value of the underlying common stock on the date of the grant.

Effective January 1, 2006, the Company adopted Statement of Financial Accounting Standards No. 123R (SFAS No. 123R) Share-based Payment. This statement replaces SFAS No. 123, Accounting for Stock-Based Compensation, and supersedes APB No. 25. SFAS No. 123R requires that all stock-based compensation be recognized as an expense in the financial statements and that such cost be measured at the fair value of the award. This statement was adopted using the modified prospective method of application, which requires the Company to recognize compensation expense on a prospective basis. Therefore, prior period financial statements have not been restated. Under this method, in addition to reflecting compensation expense for new share-based awards, expense is also recognized to reflect the remaining service period of awards that had been included in pro forma disclosures in prior periods. SFAS No. 123R also requires that excess tax benefits related to stock option exercises be reflected as financing cash inflows instead of operating cash inflows. For the six months ended June 30, 2006 and 2005, the Company recognized a tax benefit of \$135,000 and \$267,000, respectively, related to the exercise of non-qualified stock options as a component of paid-in capital.



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For the three and six months ended June 30, 2005, the following table includes the disclosures required by Statement 123R and illustrates the pro forma impact on net income and earnings per share as if SFAS 123R had been applied to all outstanding awards for that period. The impact of adopting SFAS 123R increased the compensation expense in the second quarter and first half of 2006 by \$13,000 and \$26,000, respectively, before income taxes, and had less than a \$0.01 impact on basic and diluted earnings per share.

	Three months ended June 30,		Six months ended June 30,	
	2005		2005	
<i>(In thousands, except per share data)</i>				
Net income, as reported	\$	3,141	\$	5,588
Add total stock-based employee compensation expense included in reported net income, net of tax		68		185
Deduct total stock-based employee compensation expense determined under fair-value-based method for all awards, net of tax		(70)		(187)
Pro forma net income	\$	3,139	\$	5,586
Earnings per share:				
Basic:				
As reported	\$	0.31	\$	0.56
Pro forma		0.31		0.56
Diluted:				
As reported	\$	0.29	\$	0.53
Pro forma		0.29		0.53

**Stock Options**

	Number Of Shares	Average Exercise Price	Weighted Average Contractual Term (in years)	Remaining Intrinsic Value (in thousands)
Outstanding at December 31, 2005	901,528	\$ 12.03		
Granted	3,850	22.73		
Exercised	(38,134)	11.63		
Forfeited				
Outstanding at June 30, 2006	867,244	\$ 12.10	5.87	\$ 11,582
Exercisable at June 30, 2006	853,932	\$ 11.96	5.80	\$ 11,523

The Company awarded 3,850 and 5,000 options, respectively during the six months ended June 30, 2006 and 2005. The fair value of stock options granted in the three and six months ended June 30, 2006 and 2005 is estimated on the date of grant using the Black-Scholes option pricing model with the following average assumptions:

	Three months ended June 30,		Six months ended June 30,	
	2006	2005	2006	2005
Risk-free interest rate		4.47%	4.36%	4.36%
Expected dividend rate		0.60%	0.60%	0.60%
Expected volatility		39.13%	50.45%	37.65%
Expected life (years)		10	10	10
Weighted-average grant-date fair value of options	\$	10.11	\$	13.94
			\$	9.68

**Restricted Stock Units**

	<b>Number Of Shares</b>	<b>Weighted Average Grant Date Fair Value</b>
Unvested at December 31, 2005	95,613	\$ 19.04
Granted	114,495	25.56
Vested		
Forfeited	(2,713)	18.75
	<hr/>	<hr/>
Unvested at June 30, 2006	207,395	\$ 22.64
	<hr/>	<hr/>

Compensation expense related to restricted share units ( RSUs ) was \$365,000 in the first half of 2006. As of June 30, 2006, the total unrecognized compensation expense related to non-vested stock awards, including restricted stock units, was \$4.2 million and the related weighted average period over which it is expected to be recognized is approximately 4 years.

**Stock Appreciation Rights**

Expense to record the market value of the stock appreciation rights ( SARS ) was \$21,000 and \$40,000 for the six months ended June 30, 2006 and 2005, respectively. There have been no changes in SARS outstanding since December 31, 2005.

**Moneta Plan**

The Company recognized Moneta option-related expenses of \$8,600 and \$17,000 for the six months ended June 30, 2006 and 2005, respectively. During second quarter of 2006, 13,502 Moneta options were exercised with a weighted average price of \$10.71.

**NOTE 4 SUBSEQUENT EVENTS****Acquisition of NorthStar Bancshares**

On July 5, 2006, the Company completed its acquisition of Kansas City-based NorthStar Bancshares, Inc. ( NorthStar ) for \$36 million in EFSC common stock (80%) and cash (20%). The acquisition served to expand the Company's banking franchise in the greater Kansas City area. All shares issued by EFSC were issued in reliance upon an exemption from registration set forth in Section 4(2) and Rule 506 of the Securities Act of 1933. As a result, the 1.1 million EFSC shares issued for the acquisition will be restricted securities and may not be offered or sold in the United States absent registration of an applicable exemption from registration requirements. The cash portion of the transaction was funded through internally generated funds and borrowing on the Company's line of credit. Subsequently, on July 28, 2006, the Company issued \$4 million of trust preferred securities ( TRUPS ) through a newly formed affiliated statutory trust, as further discussed below. The TRUPS proceeds were used to pay off a portion of the line of credit borrowing.

At the time of the acquisition, NorthStar had assets of \$187.5 million, loans, net of unearned discount, of \$167.2 million, deposits of \$158.5 million and stockholders' equity of \$18.8 million. The assets acquired and liabilities assumed were recorded at their estimated fair value on the acquisition date. The fair value adjustments represent current estimates and are subject to further adjustments as the valuation data is finalized. Preliminary goodwill, which is not deductible for tax purposes, was approximately \$14.9 million. Core deposit intangibles were approximately \$2.4 million and will be amortized over five years utilizing an accelerated method. Core deposit intangibles are not deductible for tax purposes. NorthStar Bank NA, a subsidiary of EFSC, is expected to be merged with and into the Bank in the fourth quarter of 2006. Please refer to the Form 8-K filed by the Company on July 5, 2006 for more information.

**Trust Preferred Securities - EFSC Capital Trust V**

On July 28, 2006, EFSC Statutory Capital Trust V ( EFSC Trust V ), a newly formed Delaware statutory trust and subsidiary of EFSC, issued 4,000 floating rate Trust Preferred Securities at \$1,000 per share to a Trust Preferred Securities Pool. The floating rate is equal to three-month LIBOR + 1.60%, and is payable quarterly beginning September 15, 2006. The TRUPS are fully, irrevocably and unconditionally guaranteed on a subordinated basis by the Company. The proceeds were invested in junior subordinated debentures of the Company. The net proceeds to the Company from the sale of the junior subordinated debentures, were approximately \$4 million. The TRUPS mature on September 15, 2036. The mandatory date may be shortened to a date not earlier than September 15, 2011 if certain conditions are met. The TRUPS are classified as

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subordinated debentures and the distributions are recorded as interest expense in the Company's consolidated financial statements. The proceeds from the offering were used to partially fund the acquisition of NorthStar Bancshares, Inc., as discussed above.

## NOTE 5 DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES

The Bank utilizes interest rate swap derivatives as one method to manage some of its interest rate risks from recorded financial assets and liabilities. These derivatives are utilized when they can be demonstrated to effectively hedge a designated asset or liability and such asset or liability exposes the Bank to interest rate risk.

The Bank accounts for its derivatives under SFAS No. 149, *An Amendment of Statement 133 on Derivative Instruments and Hedging Activities* and SFAS No. 133, *Accounting for Derivative Instruments and Hedging Activities*. These Standards require recognition of all derivatives as either assets or liabilities in the balance sheet and require measurement of those instruments at fair value through adjustments to other comprehensive income, current earnings, or both, as appropriate.

The decision to enter into an interest rate swap is made after considering the asset/liability mix of the Bank, the desired asset/liability sensitivity and by interest rate levels. Prior to entering into a hedge transaction, the Bank formally documents the relationship between hedging instruments and hedged items, as well as the risk management objective for undertaking the various hedge transactions.

The following is a summary of the Company's accounting policies for derivative instruments and its activities under SFAS No. 149, SFAS No. 133 and DIG Issue G25.

**Cash Flow Hedges** - The Bank entered into interest rate swaps to convert floating-rate loan assets to fixed rates. The swap agreements provide for the Bank to pay a variable rate of interest equivalent to the prime rate and to receive a fixed rate of interest. Under the swap agreements the Bank is to pay or receive interest quarterly. Amounts to be paid or received under these swap agreements are accounted for on an accrual basis and recognized as interest income of the related asset. The net cash flows related to cash flow hedges decreased interest income on loans by \$74,000 and \$411,000 for the three and six months ended June 30, 2006, respectively. The net cash flows related to cash flow hedges decreased interest income on loans by \$91,000 and \$71,000 for the three and six months ended June 30, 2005, respectively. In addition, swaps with notional amounts of \$30 million and \$40 million under which the Bank received a fixed rate of 5.3425% and 5.415% matured in March and April 2006, respectively.

Cash flow hedges are accounted for at fair value. The effective portion of the change in the cash flow hedge's gain or loss is reported as a component of other comprehensive income, net of taxes. The ineffective portion of the change in the cash flow hedge's gain or loss is recorded in earnings on each quarterly measurement date. At December 31, 2005 deferred losses of \$263,000, net of tax, related to cash flow hedges were recorded in accumulated other comprehensive income. All cash flow hedges were effective, therefore, no gain or loss was recorded in earnings.

**Fair Value Hedges** - The Bank has entered into interest rate swap agreements with the objective of converting the fixed interest rate on brokered CDs to a variable interest rate. The swap agreements provide for the Bank to pay a variable rate of interest based on a spread to the three-month London Interbank Offered Rate (LIBOR) and to receive a fixed rate of interest equal to that of the brokered CD (hedged instrument.) Under the swap agreements the Bank is to pay or receive interest semiannually. Amounts to be paid or received under these swap agreements are accounted for on an accrual basis and recognized as interest expense of the related liability. The net cash flows related to fair value hedges increased interest expense on certificates of deposit by \$73,000 and \$230,000 for the three and six months ended June 30, 2006, respectively. The net cash flows related to fair value hedges increased interest expense on certificates of deposit by \$54,000 and \$110,000 for three and six months ended June 30, 2005, respectively. In addition, two swaps, each with a \$10 million notional amount, under which the Bank received a fixed rate of 2.30% and 2.45% matured in February and April 2006, respectively.

Fair value hedges are accounted for at fair value. At inception, each hedging transaction is evaluated against the eight criteria applicable to fair value hedges pursuant to paragraph 68 of SFAS No. 133. Based on our evaluation, the swaps qualify for the "shortcut method" under SFAS No. 133; therefore, no ineffectiveness is assumed. As a result, changes in the fair value of the swaps directly offset changes in the fair value of the underlying hedged item (i.e., brokered CDs). All changes in fair value are measured on a quarterly basis.

The Company paid broker placement fees by reducing the proceeds received from the issued CD. The fees did not affect the inception value of the interest rate swap. Placement fees are capitalized and amortized into interest expense over the life of the CD in a manner similar to debt issuance costs.



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The following table summarizes the Bank's derivative instruments at the periods indicated below.

<i>(in thousand)</i>	<b>June 30, 2006</b>	<b>December 31, 2005</b>
<b>Cash Flow Hedges</b>		
Notional amount	\$	\$ 70,000
Weighted average pay rate		% 7.25%
Weighted average receive rate		% 5.39%
Weighted average maturity in months		3
Unrealized gain (loss) related to interest rate swaps	\$	\$ (395)
<b>Fair Value Hedges</b>		
Notional amount	\$ 10,000	\$ 30,000
Weighted average pay rate	5.33%	4.42%
Weighted average receive rate	2.90%	2.55%
Weighted average maturity in months	8	6
Unrealized loss related to interest rate swaps	\$ (184)	\$ (341)

The notional amounts of derivative financial instruments do not represent amounts exchanged by the parties, and therefore, are not a measure of the Bank's credit exposure through its use of these instruments. The credit exposure represents the accounting loss the Bank would incur in the event the counterparties failed completely to perform according to the terms of the derivative financial instruments and the collateral held to support the credit exposure was of no value. At June 30, 2006 and December 31, 2005, in connection with our interest rate swap agreements we had pledged investment securities available for sale with a fair value of \$2.5 million and \$5.0 million, respectively. At June 30, 2006 and December 31, 2005, we had accepted, as collateral in connection with our interest rate swap agreements, cash of \$196,300.

**NOTE 6 DISCLOSURES ABOUT FINANCIAL INSTRUMENTS**

The Bank issues financial instruments with off balance sheet risk in the normal course of the business of meeting the financing needs of its customers. These financial instruments include commitments to extend credit and standby letters of credit. These instruments may involve, to varying degrees, elements of credit and interest-rate risk in excess of the amounts recognized in the consolidated balance sheets.

The Company's extent of involvement and maximum potential exposure to credit loss in the event of nonperformance by the other party to the financial instrument for commitments to extend credit and standby letters of credit is represented by the contractual amount of these instruments. The Bank uses the same credit policies in making commitments and conditional obligations as it does for financial instruments included on its consolidated balance sheets. At June 30, 2006, no amounts have been accrued for any estimated losses for these financial instruments.

The following table summarizes the contractual amount of off-balance-sheet financial instruments at the periods indicated below.

<i>(in thousands)</i>	<b>June 30, 2006</b>	<b>December 31, 2005</b>
Commitments to extend credit	\$ 415,496	\$ 346,205
Standby letters of credit	29,976	28,013

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments usually have fixed expiration dates or other termination clauses and may require payment of a fee. Of the total commitments to extend credit at June 30, 2006 and December 31, 2005, approximately \$16.7 million and \$10.5 million, respectively, represents fixed rate loan commitments. Since certain of the commitments may expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. The Bank evaluates each customer's credit worthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary by the Bank upon extension of credit, is based on management's credit evaluation of the borrower. Collateral held varies, but may include accounts receivable, inventory, premises and equipment, and real estate.

Standby letters of credit are conditional commitments issued by the Bank to guarantee the performance of a customer to a third party. These standby letters of credit are issued to support contractual obligations of the Bank's customers. The credit risk involved in issuing letters of credit is essentially the same as the risk involved in extending loans to customers. The approximate remaining terms of standby letters of credit range from 1 month to 5 years at June 30, 2006.

**NOTE 7 SEGMENT REPORTING**

Management segregates the Company into three distinct businesses for evaluation purposes. The three segments are Banking, Wealth Management, and Corporate and Intercompany. The segments are evaluated separately on their individual performance, as well as, their contribution to the Company as a whole.

The majority of the Company's assets and income result from the Banking segment. The Bank is a full-service commercial bank with four St. Louis locations and two locations in the Kansas City region.

The Wealth Management segment includes the Trust division of the Bank along with Millennium. The Trust division of the Bank provides estate planning, investment management, and retirement planning as well as, consulting on management compensation, strategic planning and management succession issues. Millennium operates life insurance advisory and brokerage operations from thirteen offices serving life agents, banks, CPA firms, property & casualty groups, and financial advisors in 49 states.

The Corporate and Intercompany segment includes the holding company and subordinated debentures. The Company incurs general corporate expenses and owns the Bank and a 60% controlling ownership of Millennium.

The financial information for each business segment reflects that information which is specifically identifiable or which is allocated based on an internal allocation method.

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Following are the financial results for the Company's operating segments.

**Balance Sheet Information**

At June 30, 2006				
<i>(in thousands)</i>	Banking	Wealth Management	Corporate and Intercompany	Total
Portfolio loans	\$ 1,108,906	\$	\$	\$ 1,108,906
Goodwill	1,938	10,066		12,004
Deposits	1,079,431		(3,717)	1,075,714
Borrowings	93,463		30,930	124,393
Total assets	1,288,995	16,830	411	1,306,236

  

At December 31, 2005				
Portfolio loans	\$ 1,002,379	\$	\$	\$ 1,002,379
Goodwill	1,938	10,104		12,042
Deposits	1,117,110		(866)	1,116,244
Borrowings	35,431		32,430	67,861
Total assets	1,269,212	16,253	1,503	1,286,968

**Income Statement Information**

Three months ended June 30, 2006				
<i>(in thousands)</i>	Banking	Wealth Management	Corporate and Intercompany	Total
Net interest income	\$ 12,638	\$ 28	\$ (524)	\$ 12,142
Provision for loan losses	737			737
Noninterest income	717	3,230	5	3,952
Noninterest expense	6,284	2,149	887	9,320
Minority interest		60		60
Income (loss) before income tax expense	6,334	1,169	(1,406)	6,097
Income tax expense (benefit)	2,280	421	(505)	2,196
Net income (loss)	\$ 4,054	\$ 748	\$ (901)	\$ 3,901

  

Three months ended June 30, 2005				
Net interest income	\$ 11,266	\$ 16	\$ (280)	\$ 11,002
Provision for loan losses	226			226
Noninterest income	725	1,472	28	2,225
Noninterest expense	6,081	1,184	906	8,171
Minority interest				
Income (loss) before income tax expense	5,684	304	(1,158)	4,830
Income tax expense (benefit)	1,999	109	(419)	1,689
Net income (loss)	\$ 3,685	\$ 195	\$ (739)	\$ 3,141

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Six months ended June 30, 2006

Net interest income	\$ 24,391	\$ 50	\$ (1,042)	\$ 23,399
Provision for loan losses	1,537			1,537
Noninterest income	1,361	6,549	19	7,929
Noninterest expense	12,419	4,459	1,736	18,614
Minority interest		(393)		(393)
Income (loss) before income tax expense	11,796	1,747	(2,759)	10,784
Income tax expense (benefit)	4,248	629	(992)	3,885
Net income (loss)	\$ 7,548	\$ 1,118	\$ (1,767)	\$ 6,899

Six months ended June 30, 2005

Net interest income	\$ 22,023	\$ 35	\$ (533)	\$ 21,525
Provision for loan losses	1,012			1,012
Noninterest income	1,331	2,684	47	4,062
Noninterest expense	11,900	2,295	1,694	15,889
Minority interest				
Income (loss) before income tax expense	10,442	424	(2,180)	8,686
Income tax expense (benefit)	3,737	153	(792)	3,098
Net income (loss)	\$ 6,705	\$ 271	\$ (1,388)	\$ 5,588

**ITEM 2: MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

***Safe Harbor Statement Under the Private Securities Litigation Reform Act of 1995***

*Readers should note that in addition to the historical information contained herein, some of the information in this report contains forward-looking statements within the meaning of the federal securities laws. Forward-looking statements typically are identified with use of terms such as may, will, expect, anticipate, estimate, potential, could : and similar words, although some forward-looking statements are expressed differently. You should be aware that Enterprise Financial Services Corp's actual results could differ materially from those contained in the forward-looking statements due to a number of factors, including: burdens imposed by federal and state regulation, including changes in accounting regulation or standards of banks; credit risk; exposure to general and local economic conditions; risks associated with rapid increase or decrease in prevailing interest rates; consolidation within the banking industry; competition from banks and other financial institutions; our ability to attract and retain relationship officers and other key personnel and technological developments; all of which could cause Enterprise Financial Services Corp's actual results to differ from those set forth in the forward-looking statements.*

*Other factors that could cause results to differ from expected results include the acquisition of Millennium and the integration of our recent acquisition of NorthStar, both of which could result in costs and expenses that are greater, or benefits that are less, than we currently anticipate, or the assumption of unanticipated liabilities.*

*In addition to the foregoing, readers should refer to the risk factors discussed in our Annual Report of Form 10-K for the year ended December 31, 2005. Readers are cautioned not to place undue reliance on our forward-looking statements, which reflect management's analysis only as of the date of the statements. The Company does not intend to publicly revise or update forward-looking statements to reflect events or circumstances that arise after the date of this report. Readers should carefully review all disclosures we file from time to time with the Securities and Exchange Commission which are available on our website at [www.enterprisebank.com](http://www.enterprisebank.com).*

**Introduction**

The following discussion describes significant changes in the financial condition of the Company that have occurred during the first six months of 2006 compared to December 31, 2005. In addition, this discussion summarizes the significant factors affecting the consolidated results of operations, liquidity and cash flows of the Company for the three and six months ended June 30, 2006 compared to the three and six months ended June 30, 2005. This discussion should be read in conjunction with the accompanying consolidated financial statements included in this report and our Annual Report of Form 10-K for the year ended December 31, 2005.

**Critical Accounting Policies**

The impact and any associated risks related to the Company's critical accounting policies on business operations are discussed throughout Management's Discussion and Analysis of Financial Condition and Results of Operations, where such policies affect our reported and expected financial results. For a detailed discussion on the application of these and other accounting policies, see the Company's Annual Report of Form 10-K for the year ended December 31, 2005. Management believes there have been no material changes to our critical accounting policies.

Management believes there have been no material changes to our critical accounting policies.

**Results of Operations**

Net income for the three and six months ended June 30, 2006 was \$3.9 million and \$6.9 million, an increase of 24% and 23%, respectively, compared to \$3.1 million and \$5.6 million for the same periods in 2005. Fully diluted earnings per share for the three and six months ended June 30, 2006 were \$0.36 and \$0.64, an increase of 24% and 21%, respectively, compared to \$0.29 and \$0.53 for the same periods in 2005.

On July 5, the Company completed its acquisition of NorthStar Bancshares, Inc, a Kansas City-based commercial bank. Please refer to the Form 8-K filed by the Company on July 5, 2006 for more information and to Note 4 Subsequent Events included in this filing.

**Financial Condition**

Portfolio loans grew by \$107 million a 21% annualized growth rate from December 31, 2005 and were up \$150 million or 16% from June 30, 2005. Since December 31, 2005, deposits have declined \$40 million or 4%.

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The \$107 million growth in loans and \$40 million decline in deposits were funded by a \$65 million reduction in cash and cash equivalents (primarily Federal funds sold), \$26 million in maturities of debt securities and a \$60 million increase in Federal Home Loan Bank advances ( FHLB Advances ).

Historically, deposits decline in the first four months of the calendar year due to the seasonal cash demands of our client base and then increase as the year progresses along with new client growth. The rebound in balances has been slow, but pipelines for the treasury management business are strong. In addition, during 2006, the Bank is focusing on obtaining deposit transaction accounts rather than client-based certificates of deposit. Transaction accounts generally cost less and tend to be more relationship oriented than certificates of deposit. We believe this may result in lower deposit growth than in the prior year. We plan to utilize FHLB advances and short-term brokered certificates of deposit to fund shortfalls due to loan demand. Through June 30, 2006, we have utilized approximately \$60 million in short-term FHLB Advances and \$30 million net in short-term brokered certificates of deposit to fund the loan demand.

The growth in loans in the first half of 2006 was strong in both of our primary markets and is in part a result of the addition of experienced relationship managers in both St. Louis and Kansas City. The Bank continues to experience strong loan and deposit pricing competition in both markets. We continue to monitor competitive trends and intend to remain disciplined in our pricing practices in order to maintain margins.

### **Net Interest Income**

Net interest income is the primary source of the Company's revenue. Net interest income is the difference between interest income on interest-earning assets, such as loans and securities, and the interest expense on interest-bearing deposits and other borrowings, used to fund interest-earning and other assets. The amount of net interest income is affected by changes in interest rates and by the amount and composition of interest-earning assets and interest-bearing liabilities. Additionally, net interest income is impacted by the sensitivity of the balance sheet to changes in interest rates, which factors in characteristics such as the fixed or variable nature of the financial instruments, contractual maturities, and repricing frequencies.

Net interest spread and net interest rate margin are utilized to measure and explain changes in net interest income. Interest rate spread is the difference between the yield on interest-earning assets and the rate paid for interest-bearing liabilities that fund those assets. The net interest rate margin is expressed as the percentage of net interest income to average interest-earning assets. The net interest rate margin exceeds the interest rate spread because noninterest-bearing sources of funds (net free funds), principally demand deposits and shareholders' equity, also support interest-earning assets.

While the Company remains asset-sensitive, with approximately 57% of the loan portfolio floating with prime rate, we are trending toward a more neutral position. Increases by the Federal Open Market Committee (FOMC) should not have a significant positive influence on net interest income. The shift in our loan portfolio over the past year toward a 50/50 split on fixed/floating percentages, along with higher levels of variable rate liabilities and the expiration of cash flow hedges is naturally increasingly our protection against falling rates, which management deems prudent given the current economic environment.

Net interest income (presented on a tax-equivalent basis) was \$12.3 million for the three months ended June 30, 2006, compared to \$11.1 million for the same period of 2005, an increase of 11%. Average interest-earning assets increased \$133 million, or 12% to \$1.203 billion for the quarter ended June 30, 2006 compared to \$1.070 billion for the same period in 2005. For the quarter ended June 30, 2006, average interest-bearing liabilities increased \$143 million, or 17% to \$972 million compared to \$829 million for the quarter ended June 30, 2005.

The net interest rate margin (on a tax-equivalent basis) was 4.11% for the second quarter of 2006, compared to 4.18% in the second quarter of 2005. The margin was negatively impacted by a refinement in the methodology of deferring direct loan origination costs. This subsequently resulted in additional amortization costs and reduced the loan yield and net interest rate margin by approximately 17 bp and 16 bp, respectively. Excluding this refinement, the net interest margin would have been 4.28% in the second quarter of 2006.

We continue to benefit from the repositioning of a portion of the investment portfolio during the second half of 2005, which has led to an increase in the yield on securities. The increase in cost of funds was primarily due to increases in money market and certificate of deposit rates given competitor pricing and the increasing interest rate environment.

Net interest income (on a tax-equivalent basis) was \$23.8 million for the six months ended June 30, 2006, compared to \$21.8 million for the same period of 2005, an increase of 9%. Average interest-earning assets for the six months ended June 30, 2006 were \$1.184 billion, an increase of \$132 million, or 13% over \$1.052 billion, for the same period in 2005.

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Average interest-bearing liabilities increased \$138 million, or 17% to \$954 million for the six months ended June 30, 2006 compared to \$816 million for the six months ended June 30, 2005.

Net interest rate margin (on a tax-equivalent basis) was 4.05% for the first half of 2006, down from 4.18% in the first half of 2005. Increases in yields and cost of funds are similar to those described above. Excluding the refinement for deferring direct loan origination costs, the net interest margin would have been 4.21% in the first half of 2006.

For more information see the Rate/Volume table below.



**Average Balance Sheet**

The following table presents, for the periods indicated, certain information related to our average interest-earning assets and interest-bearing liabilities, as well as, the corresponding interest rates earned and paid, all on a tax equivalent basis.

**Three months ended June 30,**

<i>(in thousands)</i>	2006			2005		
	Average Balance	Interest Income/ Expense	Average Yield/ Rate	Average Balance	Interest Income/ Expense	Average Yield/ Rate
<b>Assets</b>						
Interest-earning assets:						
Taxable loans (1)	\$ 1,057,256	\$ 20,085	7.62%	\$ 949,338	\$ 15,178	6.41%
Tax-exempt loans(2)	24,176	532	8.83	17,402	385	8.87
<b>Total loans</b>	<b>1,081,432</b>	<b>20,617</b>	<b>7.65</b>	<b>966,740</b>	<b>15,563</b>	<b>6.46</b>
Taxable investments in debt and equity securities	110,543	1,099	3.99	88,960	721	3.25
Non-taxable investments in debt and equity securities(2)	1,123	14	5.00	1,530	15	3.93
Short-term investments	9,578	126	5.28	12,939	77	2.39
<b>Total securities and short-term investments</b>	<b>121,244</b>	<b>1,239</b>	<b>4.10</b>	<b>103,429</b>	<b>813</b>	<b>3.15</b>
<b>Total interest-earning assets</b>	<b>1,202,676</b>	<b>21,856</b>	<b>7.29</b>	<b>1,070,169</b>	<b>16,376</b>	<b>6.14</b>
Non-interest-earning assets:						
Cash and due from banks	43,287			33,701		
Other assets	45,064			21,965		
Allowance for loan losses	(14,149)			(12,760)		
<b>Total assets</b>	<b>\$ 1,276,878</b>			<b>\$ 1,113,075</b>		
<b>Liabilities and Shareholders Equity</b>						
Interest-bearing liabilities:						
Interest-bearing transaction accounts	\$ 104,610	\$ 568	2.18%	\$ 85,204	\$ 220	1.04%
Money market accounts	464,880	4,367	3.77	413,531	2,311	2.24
Savings	4,215	15	1.43	4,658	9	0.77
Certificates of deposit	271,353	2,860	4.23	239,464	1,852	3.10
<b>Total interest-bearing deposits</b>	<b>845,058</b>	<b>7,810</b>	<b>3.71</b>	<b>742,857</b>	<b>4,392</b>	<b>2.37</b>
Subordinated debentures	30,930	546	7.08	20,620	288	5.60
Borrowed funds	96,088	1,162	4.85	65,077	550	3.39
<b>Total interest-bearing liabilities</b>	<b>972,076</b>	<b>9,518</b>	<b>3.93</b>	<b>828,554</b>	<b>5,230</b>	<b>2.53</b>
Noninterest-bearing liabilities:						
Demand deposits	199,440			199,609		
Other liabilities	7,576			6,211		
<b>Total liabilities</b>	<b>1,179,092</b>			<b>1,034,374</b>		
Shareholders equity	97,786			78,701		
<b>Total liabilities &amp; shareholders equity</b>	<b>\$ 1,276,878</b>			<b>\$ 1,113,075</b>		

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Net interest income	\$ 12,338	\$ 11,146
Net interest spread	3.36%	3.61%
Net interest rate margin(3)	4.11%	4.18%

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- (1) Average balances include non-accrual loans. The income on such loans is included in interest but is recognized only upon receipt. Loan fees, prior to deferral adjustment, included in interest income are approximately \$530,000 and \$349,000 for the quarters ended June 30, 2006 and 2005, respectively.
  - (2) Non-taxable income is presented on a fully tax-equivalent basis using the combined statutory federal and state income tax rate in effect for each year. The tax-equivalent adjustments were \$196,000 and \$144,000 for the quarters ended June 30, 2006 and 2005, respectively.
  - (3) Net interest income divided by average total interest-earning assets.

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Six months ended June 30,

(in thousands)	2006			2005		
	Average Balance	Interest Income/Expense	Average Yield/Rate	Average Balance	Interest Income/Expense	Average Yield/Rate
<b>Assets</b>						
Interest-earning assets:						
Taxable loans (1)	\$ 1,027,465	\$ 37,761	7.41%	\$ 933,247	\$ 28,823	6.23%
Tax-exempt loans(2)	24,602	1,063	8.71	17,528	762	8.77
<b>Total loans</b>	<b>1,052,067</b>	<b>38,824</b>	<b>7.44</b>	<b>950,775</b>	<b>29,585</b>	<b>6.27</b>
Taxable investments in debt and equity securities	110,624	2,163	3.94	92,526	1,467	3.20
Non-taxable investments in debt and equity securities(2)	1,162	27	4.69	1,558	31	4.01
Short-term investments	20,283	467	4.64	7,587	88	2.34
<b>Total securities and short-term investments</b>	<b>132,069</b>	<b>2,657</b>	<b>4.06</b>	<b>101,671</b>	<b>1,586</b>	<b>3.15</b>
<b>Total interest-earning assets</b>	<b>1,184,136</b>	<b>41,481</b>	<b>7.06</b>	<b>1,052,446</b>	<b>31,171</b>	<b>5.97</b>
Non-interest-earning assets:						
Cash and due from banks	42,632			33,483		
Other assets	43,370			21,027		
Allowance for loan losses	(13,740)			(12,454)		
<b>Total assets</b>	<b>\$ 1,256,398</b>			<b>\$ 1,094,502</b>		
<b>Liabilities and Shareholders Equity</b>						
Interest-bearing liabilities:						
Interest-bearing transaction accounts	\$ 104,545	\$ 1,023	1.97%	\$ 85,138	\$ 370	0.88%
Money market accounts	468,947	8,332	3.58	414,225	4,090	1.99
Savings	3,974	25	1.27	4,429	14	0.64
Certificates of deposit	276,400	5,631	4.11	232,118	3,381	2.94
<b>Total interest-bearing deposits</b>	<b>853,866</b>	<b>15,011</b>	<b>3.55</b>	<b>735,910</b>	<b>7,855</b>	<b>2.15</b>
Subordinated debentures	30,930	1,068	6.96	20,620	548	5.36
Borrowed funds	69,081	1,610	4.70	59,664	958	3.24
<b>Total interest-bearing liabilities</b>	<b>953,877</b>	<b>17,689</b>	<b>3.74</b>	<b>816,194</b>	<b>9,361</b>	<b>2.31</b>
Noninterest-bearing liabilities:						
Demand deposits	198,357			195,340		
Other liabilities	8,093			6,089		
<b>Total liabilities</b>	<b>1,160,327</b>			<b>1,017,623</b>		
Shareholders equity	96,071			76,879		
<b>Total liabilities &amp; shareholders equity</b>	<b>\$ 1,256,398</b>			<b>\$ 1,094,502</b>		
<b>Net interest income</b>		<b>\$ 23,792</b>			<b>\$ 21,810</b>	
<b>Net interest spread</b>			<b>3.32%</b>			<b>3.66%</b>
<b>Net interest rate margin(3)</b>			<b>4.05%</b>			<b>4.18%</b>

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- (1) Average balances include non-accrual loans. The income on such loans is included in interest but is recognized only upon receipt. Loan fees, prior to deferral adjustment, included in interest income are approximately \$1,031,000 and \$740,000 for the six months ended June 30, 2006 and 2005 respectively.
  - (2) Non-taxable income is presented on a fully tax-equivalent basis using the combined statutory federal and state income tax rate in effect for each year. The tax-equivalent adjustments were \$393,000 and \$286,000 for the six months ended June, 2006 and 2005, respectively.
  - (3) Net interest income divided by average total interest-earning assets.

**Rate/Volume**

The following table sets forth, on a tax-equivalent basis for the periods indicated, a summary of the changes in interest income and interest expense resulting from changes in yield/rates and volume.

<i>(in thousands)</i>	2006 Compared to 2005					
	3 month Increase (decrease) due to			6 month Increase (decrease due to)		
	Volume(1)	Rate(2)	Net	Volume(1)	Rate(2)	Net
<b>Interest earned on:</b>						
Loans	\$ 1,847	\$ 3,060	\$ 4,907	\$ 3,102	\$ 5,836	\$ 8,938
Nontaxable loans (3)	149	(2)	147	306	(5)	301
Taxable investments in debt and equity securities	196	182	378	318	378	696
Nontaxable investments in debt and equity securities (3)	(5)	4	(1)	(9)	5	(4)
Short-term investments	(24)	73	49	238	141	379
<b>Total interest-earning assets</b>	<b>\$ 2,163</b>	<b>\$ 3,317</b>	<b>\$ 5,480</b>	<b>\$ 3,955</b>	<b>\$ 6,355</b>	<b>\$ 10,310</b>
<b>Interest paid on:</b>						
Interest-bearing transaction accounts	\$ 59	\$ 289	\$ 348	\$ 100	\$ 553	\$ 653
Money market accounts	317	1,739	2,056	601	3,641	4,242
Savings	(1)	7	6	(1)	12	11
Certificates of deposit	271	737	1,008	728	1,522	2,250
Subordinated debentures	169	89	258	325	195	520
Borrowed funds	321	291	612	169	483	652
<b>Total interest-bearing liabilities</b>	<b>1,136</b>	<b>3,152</b>	<b>4,288</b>	<b>1,922</b>	<b>6,406</b>	<b>8,328</b>
<b>Net interest income</b>	<b>\$ 1,027</b>	<b>\$ 165</b>	<b>\$ 1,192</b>	<b>\$ 2,033</b>	<b>\$ (51)</b>	<b>\$ 1,982</b>

(1) Change in volume multiplied by yield/rate of prior period.

(2) Change in yield/rate multiplied by volume of prior period.

(3) Non taxable income is presented on a fully tax-equivalent basis using the combined statutory federal and state income tax rate in effect for each year.

NOTE: The change in interest due to both rate and volume has been allocated to rate and volume changes in proportion to the relationship of the absolute dollar amounts of the change in each.

**Provision for loan losses.** The provision for loan losses in the second quarter of 2006 was \$737,000, compared to \$226,000 in the same quarter of 2005. Provision level increases were due to significant loan growth during the quarter versus declining loan balances in the second quarter of 2005. The allowance for loan losses as a percentage of total loans was 1.30% at June 30, 2006 compared to 1.30% at December 31, 2005 and 1.33% at June 30, 2005. Management believes that the allowance for loan losses is adequate.

Asset quality continues to be strong. Nonperforming loans were \$893,000 or 8 basis points of total loans at June 30, 2006 versus 22 basis points at June 30, 2005 and 14 basis points at December 31, 2005. At June 30, 2006, two relationships comprised the non-performing loans. At June 30, 2005, three relationships comprised \$1.5 million, or 69% of the non-performing loans. The remaining non-performing loans represented four different relationships.

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The following table summarizes changes in the allowance for loan losses for the periods presented.

<i>(in thousands)</i>	Three months ended June 30,		Six months ended June 30,	
	2006	2005	2006	2005
Allowance at beginning of period	\$ 13,964	\$ 12,639	\$ 12,990	\$ 11,665
Loans charged off:				
Commercial and industrial	300	65	300	68
Real estate:				
Commercial		100		100
Construction				
Residential				
Consumer and other		14		14
Total loans charged off	300	179	300	182
Recoveries of loans previously charged off:				
Commercial and industrial	46	57	205	77
Real estate:				
Commercial			1	73
Construction				
Residential	1	19	14	114
Consumer and other	1	7	2	10
Total recoveries of loans	48	83	222	274
Net loans charged off (recoveries)	252	96	78	(92)
Provision for loan losses	737	226	1,537	1,012
Allowance at end of period	\$ 14,449	\$ 12,769	\$ 14,449	\$ 12,769
Average loans	\$ 1,081,432	\$ 966,740	\$ 1,052,067	\$ 950,775
Total portfolio loans	1,108,906	958,878	1,108,906	958,878
Net charge offs (recoveries) to average loans	0.09%	0.04%	0.01%	(0.02%)
Allowance for loan losses to loans	1.30	1.33	1.30	1.33

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The Bank had no loans 90 days past due still accruing interest at June 30, 2006 or December 31, 2005. The following table presents the categories of nonperforming assets and certain ratios as of the dates indicated:

<i>(in thousands)</i>	<b>June 30, 2006</b>	<b>December 31, 2005</b>
Non-accrual loans	\$ 893	\$ 1,421
Loans past due 90 days or more and still accruing interest		
Restructured loans		