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WESTAMERICA BANCORPORATION

Form 8-K

April 21, 2005

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

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

Date of Report (Date of earliest event reported):
April 20, 2005

WESTAMERICA BANCORPORATION

(Exact Name of Registrant as Specified in Its Charter)

CALIFORNIA

(State or Other Jurisdiction of Incorporation)

001-9383	94-2156203
-----	-----
(Commission File Number)	(IRS Employer Identification No.)

1108 Fifth Avenue, San Rafael, California	94901
-----	-----
(Address of Principal Executive Offices)	(Zip Code)

(707) 863-6000

(Registrant's Telephone Number, Including Area Code)

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

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

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Exhibits

99.1 Press release dated April 19, 2005

Item 2.02: Results of Operations and Financial Condition

On April 19, 2005 Westamerica Bancorporation announced their quarterly earnings for the first quarter of 2005. A copy of the press release is attached as Exhibit 99.1 to this Form 8-K and is incorporated herein by reference.

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Signatures

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

Westamerica Bancorporation

/s/ DENNIS R. HANSEN

Dennis R. Hansen
Senior Vice President and Controller
April 20, 2005

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INDEX TO EXHIBITS

Exhibit No.	Description	Sequentially Number Page
(99.1)	Press release dated April 19, 2005	5-16

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FOR IMMEDIATE RELEASE

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April 19, 2005

WESTAMERICA BANCORPORATION REPORTS FIRST QUARTER 2005 RESULTS

San Rafael, CA: Westamerica Bancorporation (NASDAQ: WABC), parent company of Westamerica Bank, today reported quarterly net income for the first quarter of 2005 of \$22.7 million or \$0.70 diluted earnings per share. First quarter 2005 results include one month of operating results following the March 1, 2005 acquisition of Redwood Empire Bancorp. First quarter 2005 results also include a loss on sale of available-for-sale investment securities totaling \$2.8 million, net of tax, or \$0.08 per diluted share outstanding. The prior year's first quarter results included net income of \$24.3 million and \$0.74 diluted earnings per share. The return on equity (ROE) for the first quarter of 2005 was 24.7 percent, and the return on assets (ROA) was 1.90 percent; the loss on sale of available-for-sale investment securities in the first quarter 2005 reduced ROE by 3.1 percent and ROA by 0.24 percent. In the first quarter of 2004, ROE was 30.5 percent and ROA was 2.20 percent.

"We are very pleased with first quarter results, especially completion of the Redwood Empire Bancorp acquisition. This acquisition expands our customer base in Sonoma and Mendocino counties, and increases the Company's earnings. Systems integrations are complete, and full integration will be finished by June 30," said Chairman, President and CEO David Payne. "Employee and customer retention remain our priorities following the merger," added Payne.

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Redwood Empire Bancorp merger consideration included approximately \$57 million, issuance of approximately 1.6 million shares of Westamerica Bancorporation common stock, and assumption of converted Redwood Empire Bancorp stock options. Redwood Empire Bancorp's assets totaled approximately \$520 million on March 1, 2005. Westamerica intends to complete its branch consolidations in the second quarter of 2005. Westamerica has also entered an agreement to sell one branch located in Lake County, and anticipates completion of this transaction late in the second quarter of 2005.

Net interest income on a fully taxable equivalent basis was \$55.0 million in the first quarter of 2005, compared to \$54.6 million in the prior quarter and to \$54.6 million in the first quarter of 2004. The first quarter 2005 net interest margin on a fully taxable equivalent basis was 4.90 percent, compared to 5.01 percent in the prior quarter and 5.27 percent for the first quarter of 2004.

The provision for loan losses was \$300 thousand for the first quarter of 2005, reduced from \$600 thousand in the previous quarter, and from \$750 thousand in the first quarter of 2004. Net loan recoveries totaled \$194 thousand or 0.03 percent of average loans (annualized) in the first quarter of 2005.

Noninterest income in the first quarter of 2005 totaled \$7.2 million, including a \$4.9 million loss on sale of available-for-sale investment securities. The Company sold approximately \$170 million available-for-sale investment securities in managing its interest rate risk position taking into consideration the acquisition of Redwood Empire Bancorp. The securities sold had a duration of 3.2

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years, while the proceeds from sale were applied to reduce overnight borrowings.

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First quarter 2005 noninterest income compares to \$10.9 million in the first quarter 2004. Merchant credit card income increased \$473 thousand in the first quarter 2005 compared to the year ago period primarily due to the acquired merchant card servicing business of Redwood Empire Bancorp. Financial services fees and debit card fees were also higher than the year ago period due to higher activity levels.

Noninterest expense for the first quarter of 2005 totaled \$25.1 million, \$863 thousand higher than the previous quarter, and \$148 thousand higher than the first quarter of 2004. The increase from the prior quarter is primarily due to higher salaries and benefits, amortization of identified intangibles, and professional fees, all of which increased primarily due to the acquisition of Redwood Empire Bancorp. The increase from the first quarter of 2004 is attributable to professional fees and amortization of identified intangibles, offset in part by lower salaries and benefits. The first quarter efficiency ratio of 40.4 percent was 2.9 percent higher due to the loss on sale of securities. The efficiency ratio in the year ago quarter was 38.2 percent.

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At March 31, 2005, shareholders' equity was \$438 million and the equity-to-asset ratio was 8.4 percent. The Company and its subsidiary bank, Westamerica Bank, remain "well capitalized" under regulatory capital requirements at March 31, 2005. During the first quarter 2005, approximately 1.6 million shares were issued to the Redwood Empire Bancorp shareholders, repurchases of the Company's common stock totaled approximately 373 thousand shares, and approximately 32 thousand shares were issued upon the exercise of stock options.

At March 31, 2005, the Company's assets totaled \$5.2 billion and total loans outstanding totaled \$2.7 billion.

Westamerica Bancorporation, through its wholly owned subsidiary Westamerica Bank, currently operates 91 branches and two trust offices throughout 22 Northern and Central California counties. As a result of the merger with Redwood Empire Bancorp, the Company anticipates consolidating branches and selling one branch in Lake County.

Westamerica Bancorporation Web Address: www.westamerica.com

For additional information contact:
Westamerica Bancorporation
Robert A. Thorson - SVP & Treasurer
707-863-6840

FORWARD-LOOKING INFORMATION:

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

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

Forward-looking statements, by their nature, are subject to risks and

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uncertainties. A number of factors - many of which are beyond the Company's control - could cause actual conditions, events or results to differ significantly from those described in the forward-looking statements. The Company's most recent annual and quarterly reports filed with the Securities and Exchange Commission, including the Company's Form 10-K for the year ended December 31, 2004, describe some of these factors, including certain credit, market, operational, liquidity and interest rate risks associated with the Company's business and operations. Other factors described in these reports include changes in business and economic conditions, competition, fiscal and monetary policies, disintermediation, legislation including the Sarbanes-Oxley Act of 2002 and the Gramm-Leach-Bliley Act of 1999, the combination of the former Redwood Empire Bancorp and other mergers and acquisitions.

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

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WESTAMERICA BANCORPORATION
FINANCIAL HIGHLIGHTS
March 31, 2005

Public Information April 19, 2005

1. Net Income Summary.

	(dollars in thousands except per-share data)					
	Q1'05	Q1'04	Q1'05 / Q1'04	Q4'04	Q1'05 / Q4'04	3/31'05
1. Net Interest Income (Fully Taxable Equivalent)	\$55,019	\$54,605	0.8%	\$54,587	0.8%	\$55,
2. Loan Loss Provision	300	750	-60.0%	600	-50.0%	
3. Noninterest Income:						
4. Investment Securities (Loss/Impairment) Gains	(4,903)	1,788	n/m	(7,180)	n/m	(4,
5. Loss on Extinguishment of Debt	0	(1,814)	n/m	0	n/m	
6. Other	12,098	10,892	11.1%	11,449	5.7%	12,
7. Total Noninterest Income	7,195	10,866	-33.8%	4,269	68.5%	7,
8. Noninterest Expense	25,140	24,992	0.6%	24,277	3.6%	25,
9. Income Tax Provision (FTE)	14,041	15,415	-8.9%	12,814	9.6%	14,
10. Net Income	\$22,733	\$24,314	-6.5%	\$21,165	7.4%	\$22,
11. Average Shares Outstanding	32,022	32,051	-0.1%	31,761	0.8%	32,
12. Diluted Average Shares Outstanding	32,680	32,662	0.1%	32,487	0.6%	32,
13. Operating Ratios:						
14. Basic Earnings Per Share	\$0.71	\$0.76	-6.4%	\$0.67	6.5%	\$0
15. Diluted Earnings Per Share	0.70	0.74	-6.6%	0.65	6.8%	0
16. Return On Assets	1.90%	2.20%		1.81%		1

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17. Return On Equity	24.7%	30.5%		24.0%		2
18. Net Interest Margin (FTE)	4.90%	5.27%		5.01%		4
19. Efficiency Ratio (FTE)	40.4%	38.2%		41.2%		4
20.Dividends Paid Per Share	\$0.30	\$0.26	15.4%	\$0.28	7.1%	\$0
21.Dividend Payout Ratio	43%	35%		43%		

2. Net Interest Income.

(dollars in thousands)

	Q1'05	Q1'04	Q1'05 / Q1'04	Q4'04	Q1'05 / Q4'04	3/31'05
1. Interest and Fee Income (FTE)	\$63,376	\$60,120	5.4%	\$60,540	4.7%	\$63,
2. Interest Expense	8,357	5,515	51.5%	5,953	40.4%	8,
3. Net Interest Income (FTE)	\$55,019	\$54,605	0.8%	\$54,587	0.8%	\$55,
4. Average Earning Assets	\$4,518,930	\$4,157,061	8.7%	\$4,352,493	3.8%	\$4,518,
5. Average Interest-Bearing Liabilities	3,132,418	2,880,558	8.7%	2,912,943	7.5%	3,132,
6. Yield on Earning Assets (FTE)	5.65%	5.80%		5.55%		5
7. Cost of Funds	0.75%	0.53%		0.54%		0
8. Net Interest Margin (FTE)	4.90%	5.27%		5.01%		4
9. Interest Expense/Interest-Bearing Liabilities	1.08%	0.77%		0.81%		1
10.Net Interest Spread (FTE)	4.57%	5.03%		4.74%		4

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3. Loans & Other Earning Assets.

(average volume, dollars in thousands)

	Q1'05	Q1'04	Q1'05 / Q1'04	Q4'04	Q1'05 / Q4'04	3/31'05
1. Total Assets	\$4,864,633	\$4,451,674	9.3%	\$4,653,950	4.5%	\$4,864,
2. Total Earning Assets	4,518,930	4,157,061	8.7%	4,352,493	3.8%	4,518,
3. Total Loans	2,374,710	2,281,900	4.1%	2,235,375	6.2%	2,374,
4. Commercial Loans	642,461	616,110	4.3%	620,309	3.6%	642,
5. Commercial Real Estate Loans	809,807	805,420	0.5%	740,909	9.3%	809,
6. Consumer Loans	922,442	860,370	7.2%	874,157	5.5%	922,
7. Total Investment Securities	2,144,220	1,875,161	14.3%	2,117,118	1.3%	2,144,
8. Available For Sale	854,585	1,357,097	-37.0%	941,614	-9.2%	854,

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	(Market Value)						
9.	Held To Maturity	1,289,635	518,064	148.9%	1,175,504	9.7%	1,289,
10.	HTM Unrealized (Loss)	(13,664)	9,008	n/m	5,064	n/m	(13,
	Gain at Period-End						
11.	Loans / Deposits	63.9%	66.4%		60.1%		6

4. Deposits & Other Interest-Bearing Liabilities.

	(average volume, dollars in thousands)						
	Q1'05	Q1'04	Q1'05 / Q1'04	Q4'04	Q1'05 / Q4'04	3/31'05	
1.	Total Deposits	\$3,716,554	\$3,437,549	8.1%	\$3,718,114	-0.0%	\$3,716,
2.	Noninterest Demand	1,314,485	1,209,299	8.7%	1,354,129	-2.9%	1,314,
3.	Interest-Bearing Transaction	610,152	564,703	8.0%	588,362	3.7%	610,
4.	Savings	1,114,421	1,040,497	7.1%	1,139,713	-2.2%	1,114,
5.	Other Time >\$100K	406,034	340,403	19.3%	373,846	8.6%	406,
6.	Other Time <\$100K	271,462	282,647	-4.0%	262,064	3.6%	271,4
7.	Total Short-Term Borrowings	703,468	533,158	31.9%	527,529	33.4%	703,
8.	Fed Funds Purchased	551,080	399,075	38.1%	369,986	48.9%	551,
9.	Other Short-Term Funds	152,388	134,083	13.7%	157,543	-3.3%	152,
10.	FHLB Debt	0	96,613	n/m	0	n/m	
11.	Long-Term Debt	26,881	22,537	19.3%	21,429	25.4%	26,
12.	Shareholders' Equity	373,627	320,390	16.6%	350,151	6.7%	373,
13.	Demand Deposits/Total Deposits	35.4%	35.2%		36.4%		3
14.	Transaction & Savings Deposits / Total Deposits	81.8%	81.9%		82.9%		8

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5. Interest Yields Earned & Rates Paid.

	(dollars in thousands)					
	Q1'05				Q1'04	
	Average Volume	Income/ Expense	Yield/ Rate	Yield/ Rate	Average Volume	Income Expense
1.	Interest Income Earned to:					
2.	Total Earning Assets (FTE)	\$4,518,930	\$63,376	5.65%	5.55%	\$4,157,061
3.	Total Loans (FTE)	2,374,710	36,336	6.21%	6.10%	2,281,900
4.	Commercial Loans (FTE)	642,461	10,610	6.66%	6.34%	616,110
5.	Commercial Real Estate Loans	809,807	14,753	7.39%	7.41%	805,420
6.	Consumer Loans	922,442	10,973	4.82%	4.91%	860,370

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7.	Total Investment Securities (FTE)	2,144,220	27,040	5.04%	4.96%	1,875,161	24,
8.	Interest Expense Paid to:						
9.	Total Earning Assets	4,518,930	8,357	0.75%	0.54%	4,157,061	5,
10.	Total Interest-Bearing Liabilities	3,132,418	8,357	1.08%	0.81%	2,880,558	5,
11.	Total Interest-Bearing Deposits	2,402,069	4,357	0.74%	0.61%	2,228,250	3,
12.	Interest-Bearing Transaction	610,152	263	0.17%	0.14%	564,703	
13.	Savings	1,114,421	863	0.31%	0.31%	1,040,497	1,
14.	Other Time <\$100K	271,462	1,238	1.85%	1.64%	282,647	1,
15.	Other Time >\$100K	406,034	1,993	1.99%	1.58%	340,403	
16.	Total Short-Term Borrowings	703,468	3,570	2.03%	1.48%	533,158	1,
17.	Fed Funds Purchased	551,080	3,409	2.47%	1.98%	399,075	1,
18.	Other Short-Term Funds	152,388	161	0.43%	0.29%	134,083	
19.	FHLB Debt	0	0	0.00%	0.00%	96,613	
20.	Long-Term Debt	26,881	430	6.40%	5.90%	22,537	
21.	Net Interest Income and Margin (FTE)		\$55,019	4.90%	5.01%		\$54,

6. Noninterest Income.

(dollars in thousands)							
	Q1'05	Q1'04	Q1'05 / Q1'04	Q4'04	Q1'05 / Q4'04	3/31'05	
1.	Service Charges on Deposit Accounts	\$6,927	\$6,868	0.9%	\$6,928	-0.0%	\$6,
2.	Merchant Credit Card Income	1,298	825	57.3%	875	48.3%	1,
3.	ATM Fees & Interchange	624	583	7.0%	597	4.5%	
4.	Debit Card Fees	697	549	27.0%	700	-0.4%	
5.	Financial Services Fees	279	187	49.2%	294	-5.1%	
6.	Mortgage Banking Income	100	133	-24.8%	82	22.0%	
7.	Trust Fees	273	250	9.2%	254	7.5%	
8.	Other Income	1,900	1,497	26.9%	1,719	10.5%	1,
9.	Sub-total	12,098	10,892	11.1%	11,449	5.7%	12,
10.	Investment Securities (Loss/Impairment) Gains	(4,903)	1,788	n/m	(7,180)	n/m	(4,
11.	Loss on Extinguishment of Debt	0	(1,814)	n/m	0	n/m	
12.	Total Noninterest Income	\$7,195	\$10,866	-33.8%	\$4,269	68.5%	\$7,
13.	Operating Ratios:						
14.	Total Revenue (FTE)	\$62,214	\$65,471	-5.0%	\$58,856	5.7%	\$62,
15.	Noninterest Income / Revenue (FTE)	11.6%	16.6%		7.3%		1
16.	Service Charges / Deposits (annualized)	0.76%	0.80%		0.74%		0
17.	Total Revenue Per Share (annualized)	\$7.88	\$8.22	-4.1%	\$7.37	6.9%	\$7

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7. Noninterest Expense.

(dollars in thousands)

	Q1'05	Q1'04	Q1'05 / Q1'04	Q4'04	Q1'05 / Q4'04	3/31'05
1. Salaries & Benefits	\$13,160	\$13,526	-2.7%	\$12,595	4.5%	\$13,
2. Occupancy	2,952	2,948	0.1%	3,022	-2.3%	2,
3. Equipment	1,230	1,162	5.9%	1,259	-2.3%	1,
4. Data Processing	1,548	1,517	2.0%	1,494	3.6%	1,
5. Courier	926	884	4.8%	910	1.8%	
6. Postage	422	395	6.8%	361	16.9%	
7. Telephone	528	572	-7.7%	476	10.9%	
8. Professional Fees	720	409	76.0%	537	34.1%	
9. Stationery & Supplies	348	288	20.8%	351	-0.9%	
10. Loan Expense	204	255	-20.0%	237	-13.9%	
11. Merchant Card Expense	258	272	-5.1%	270	-4.4%	
12. Operational Losses	190	243	-21.8%	217	-12.4%	
13. Amortization of Identifiable Intangibles	405	136	197.8%	136	197.8%	
14. Other Operating	2,249	2,385	-5.7%	2,412	-6.8%	2,
15. Total Noninterest Expense	\$25,140	\$24,992	0.6%	\$24,277	3.6%	\$25,
16. Full Time Equivalent Staff	963	1,001	-3.8%	960	0.3%	
17. Average Assets / Full Time Equivalent Staff	\$5,052	\$4,447	13.6%	\$4,848	4.2%	\$5,
18. Operating Ratios:						
19. FTE Revenue / Full Time Equivalent Staff (annualized)	\$262	\$263	-0.4%	\$244	7.4%	\$
20. Noninterest Expense / Earning Assets (annualized)	2.26%	2.42%		2.22%		2
21. Noninterest Expense / Revenues	40.4%	38.2%		41.2%		4

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8. Loan Loss Provision.

(dollars in thousands)

Q1'05 /

Q1'05 /

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	Q1'05	Q1'04	Q1'04	Q4'04	Q4'04	3/31'05
1. Loan Loss Provision	\$300	\$750	-60.0%	\$600	-50.0%	\$
2. Gross Loan Losses	599	1,558	-61.6%	1,596	-62.5%	
3. Net Loan (Recoveries) Losses	(194)	826	-123.5%	836	n/m	(
4. Recoveries/Gross Losses	132%	47%		48%		
5. Average Total Loans	\$2,374,710	\$2,281,900	4.1%	\$2,235,375	6.2%	\$2,374,
6. Net Loan (Recoveries) Losses / Loans (annualized)	-0.03%	0.15%		0.15%		-0
7. Loan Loss Provision / Loans (annualized)	0.05%	0.13%		0.11%		0
8. Loan Loss Provision / Net Loan Losses (Recoveries)	-154.6%	90.8%		71.8%		-15

9. Credit Quality.

(dollars in thousands)

	3/31/05	3/31/04	3/31/05 / 3/31/04	12/31/04	3/31/05 / 12/31/04	9/30/04
1. Nonperforming Nonaccrual Loans	\$1,766	\$5,045	-65.0%	\$2,970	-40.5%	\$3,
2. Performing Nonaccrual Loans	6,550	2,212	196.1%	4,071	60.9%	2,
3. Total Nonaccrual Loans	8,316	7,257	14.6%	7,041	18.1%	6,
4. Accruing Loans 90+ Days Past Due	107	190	-43.7%	10	n	
5. Total Nonperforming Loans	8,423	7,447	13.1%	7,051	19.5%	6,
6. Repossessed Collateral	0	80		0	n	
7. Total Nonperforming Loans & 8. Repossessed Collateral	\$8,423	\$7,527	11.9%	\$7,051	19.5%	\$6,
9. Classified Loans	\$35,258	\$22,965	53.5%	\$19,225	83.4%	\$20,
10. Allowance for Loan Losses	\$59,859	\$53,834	11.2%	\$54,152	10.5%	\$54,
11. Total Loans Outstanding	2,708,052	2,322,881	16.6%	2,300,230	17.7%	2,301,
12. Total Assets	5,192,111	4,424,816	17.3%	4,737,268	9.6%	4,636,
13. Allowance for Loan Losses / Total Loans	2.21%	2.32%		2.35%		2
14. Nonperforming Loans / Total Loans	0.31%	0.32%		0.31%		0
15. Nonperforming Loans & Repossessed 16. Assets/Total Assets	0.16%	0.17%		0.15%		0
17. Allowance/Nonperforming Loans	711%	723%		768%		
18. Allowance for Loan Losses / Classified Loans	170%	234%		282%		
19. Classified Loans / 20. (Equity + Allowance for Loan Losses)	7.1%	5.9%		4.7%		

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10.Capital.

(dollars in thousands, except per-share amounts)

	3/31/05	3/31/04	3/31/05 / 3/31/04	12/31/04	3/31/05 / 12/31/04	9/30/04
1. Shareholders' Equity	\$437,575	\$338,600	29.2%	\$358,609	22.0%	\$351,000
2. Tier I Regulatory Capital	297,791	295,076	0.9%	327,070	-9.0%	321,000
3. Total Regulatory Capital	342,146	335,535	2.0%	367,333	-6.9%	361,000
4. Total Assets	5,192,111	4,424,816	17.3%	4,737,268	9.6%	4,636,000
5. Risk-Adjusted Assets	3,329,316	2,983,467	11.6%	2,948,797	12.9%	2,964,000
6. Shareholders' Equity / Total Assets	8.43%	7.65%		7.57%		7.65%
7. Shareholders' Equity / Total Loans	16.16%	14.58%		15.59%		15.59%
8. Tier I Capital /Total Assets	5.74%	6.67%		6.90%		6.67%
9. Tier I Capital / Risk-Adjusted Assets	8.94%	9.89%		11.09%		10.99%
10.Total Capital / Risk-Adjusted Assets	10.28%	11.25%		12.46%		12.46%
11.Shares Outstanding	32,939	31,787	3.6%	31,640	4.1%	31,640
12.Book Value Per Share (\$)	\$13.28	\$10.65	24.7%	\$11.33	17.2%	\$11.33
13.Market Value Per Share (\$)	51.77	50.46	2.6%	58.31	-11.2%	54.00

14.Share Repurchase Programs

(shares in thousands)

	Q1'05	Q1'04	Q1'05 / Q1'04	Q4'04	Q1'05 / Q4'04	3/31'05
15.Total Shares Repurchased / Canceled	373	574	-35.0%	242	54.1%	242
16. Average Repurchase Price	\$54.59	\$49.88	9.4%	\$58.85	-7.2%	\$54.59
17.Net Shares (Issued) Repurchased	(1,299)	500	n/m	76	n/m	(1,299)

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11.Period-End Balance Sheets.

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(dollars in thousands)							
	3/31/05	3/31/04	3/31/05 / 3/31/04	12/31/04	3/31/05 / 2/31/04	9/30/04	
1. Assets:							
2. Cash and Money Market Assets	\$168,881	\$167,183	1.0%	\$126,687	33.3%	\$165,000	
3. Investment Securities Available For Sale	719,097	1,219,364	-41.0%	931,710	-22.8%	967,000	
4. Investment Securities Maturity	1,331,870	586,171	127.2%	1,260,832	5.6%	1,080,000	
5. Loans, gross	2,708,052	2,322,881	16.6%	2,300,230	17.7%	2,301,000	
6. Allowance For Loan Losses	(59,859)	(53,834)	11.2%	(54,152)	10.5%	(54,000)	
7. Loans, net	2,648,193	2,269,047	16.7%	2,246,078	17.9%	2,247,000	
8.							
9. Premises and Equipment	35,586	35,412	0.5%	35,223	1.0%	35,000	
10. Identifiable Intangible Assets	29,389	3,302	n/m	2,894	n/m	3,000	
11. Goodwill	127,503	18,996	n/m	18,996	n/m	18,000	
12. Interest Receivable and Other Assets	131,592	125,341	5.0%	114,848	14.6%	117,000	
13. Total Assets	\$5,192,111	\$4,424,816	17.3%	\$4,737,268	9.6%	\$4,636,000	
14. Liabilities and Shareholders' Equity:							
15. Deposits:							
16. Noninterest Bearing	\$1,371,819	\$1,210,829	13.3%	\$1,273,825	7.7%	\$1,323,000	
17. Interest-Bearing Transaction	626,693	562,369	11.4%	591,593	5.9%	561,000	
18. Savings	1,166,858	1,049,435	11.2%	1,091,981	6.9%	1,119,000	
19. Time	773,473	624,543	23.8%	626,220	23.5%	641,000	
20. Total Deposits	3,938,843	3,447,176	14.3%	3,583,619	9.9%	3,645,000	
21. Short-Term Borrowed Funds	710,530	491,704	44.5%	735,423	-3.4%	578,000	
22. FHLB Debt	0	20,000	n/m	0	n/m	0	
23. Debt Financing and	40,391	21,429	88.5%	21,429	88.5%	21,000	
24. Notes Payable							
25. Liability For Interest, Taxes and Other	64,772	105,907	-38.8%	38,188	69.6%	38,000	
26. Total Liabilities	4,754,536	4,086,216	16.4%	4,378,659	8.6%	4,284,000	
27. Shareholders' Equity:							
28. Paid-In Capital	\$319,438	\$219,301	45.7%	\$229,975	38.9%	\$224,000	
29. Unrealized Gain (Loss) on							
30. Investment Securities Available For Sale	3,511	21,213	-83.4%	9,638	-63.6%	8,000	
31. Retained Earnings	114,626	98,086	16.9%	118,996	-3.7%	119,000	
32. Total Shareholders' Equity	437,575	338,600	29.2%	358,609	22.0%	351,000	
33. Total Liabilities and Shareholders' Equity	\$5,192,111	\$4,424,816	17.3%	\$4,737,268	9.6%	\$4,636,000	

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12. Income Statements.

(dollars in thousands, except per-share amounts)

	Q1'05	Q1'04	Q1'05 / Q1'04	Q4'04	Q1'05 / Q4'04	3/31'05
1. Interest and Fee Income:						
2. Loans	\$34,933	\$34,023	2.7%	\$32,889	6.2%	\$34,933
3. Money Market Assets and Funds Sold	0	0	n/m	1	n/m	0
4. Investment Securities Available For Sale	9,469	15,248	-37.9%	10,096	-6.2%	9,469
5. Investment Securities Held to Maturity	12,901	5,140	151.0%	11,764	9.7%	12,901
6. Total Interest Income	57,303	54,411	5.3%	54,750	4.7%	57,303
7. Interest Expense:						
8. Transaction Deposits	263	112	134.8%	213	23.5%	263
9. Savings Deposits	863	1,111	-22.3%	874	-1.3%	863
10. Time Deposits	3,231	1,930	67.4%	2,562	26.1%	3,231
11. Short-Term Borrowed Funds	3,570	1,131	215.6%	1,988	79.6%	3,570
12. Federal Home Loan Bank Advances	0	896	n/m	0	n/m	0
13. Debt Financing and Notes Payable	430	335	28.4%	316	36.1%	430
14. Total Interest Expense	8,357	5,515	51.5%	5,953	40.4%	8,357
15. Net Interest Income	48,946	48,896	0.1%	48,797	0.3%	48,946
16. Provision for Loan Losses	300	750	-60.0%	600	-50.0%	300
17. Noninterest Income:						
18. Service Charges on Deposit Accounts	6,927	6,868	0.9%	6,928	-0.0%	6,927
19. Merchant Credit Card	1,298	825	57.3%	875	48.3%	1,298
20. Financial Services Commissions	279	187	49.2%	294	-5.1%	279
21. Mortgage Banking	100	133	-24.8%	82	22.0%	100
22. Trust Fees	273	250	9.2%	254	7.5%	273
23. Securities (Loss/Impairment) Gains	(4,903)	1,788	n/m	(7,180)	n/m	(4,903)
24. Loss on Extinguishment of Debt	0	(1,814)	n/m	0	n/m	0
25. Other	3,221	2,629	22.5%	3,016	6.8%	3,221
26. Total Noninterest Income	7,195	10,866	-33.8%	4,269	68.5%	7,195
27. Noninterest Expense:						
28. Salaries and Related Benefits	13,160	13,526	-2.7%	12,595	4.5%	13,160
29. Occupancy	2,952	2,948	0.1%	3,022	-2.3%	2,952
30. Equipment	1,230	1,162	5.9%	1,259	-2.3%	1,230
31. Data Processing	1,548	1,517	2.0%	1,494	3.6%	1,548
32. Professional Fees	720	409	76.0%	537	34.1%	720

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33. Other	5,530	5,430	1.8%	5,370	3.0%	5,
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34.Total Noninterest Expense	25,140	24,992	0.6%	24,277	3.6%	25,
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35.Income Before Income Taxes	30,701	34,020	-9.8%	28,189	8.9%	30,
36.Provision for income taxes	7,968	9,706	-17.9%	7,024	13.4%	7,
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37.Net Income	\$22,733	\$24,314	-6.5%	\$21,165	7.4%	\$22,
	=====	=====		=====	=====	=====
38.Average Shares Outstanding	32,022	32,051	-0.1%	31,761	0.8%	32,
39.Diluted Average Shares Outstanding	32,680	32,662	0.1%	32,487	0.6%	32,
40.Per Share Data:						
41. Basic Earnings	\$0.71	\$0.76	-6.4%	\$0.67	6.5%	\$0
42. Diluted Earnings	0.70	0.74	-6.6%	0.65	6.8%	0
43. Dividends Paid	0.30	0.26	15.4%	0.28	7.1%	0