COMMERCE BANCSHARES INC /MO/
Form 10-Q
November 05, 2007

Table of Contents

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

þ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2007
OR

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from to
Commission File No. 0-2989

COMMERCE BANCSHARES, INC.

(Exact name of registrant as specified in its charter)

Missouri (State of Incorporation)	**43-0889454** (IRS Employer Identification No.)
1000 Walnut, **Kansas City, MO** (Address of principal executive offices)	**64106** (Zip Code)

(816) 234-2000
(Registrant s telephone number, including area code)

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 þ No o

Indicate by checkmark 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 Act. (Check one):

Large accelerated filer þ Accelerated filer o Non-accelerated filer o

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

Yes o No þ

As of October 30, 2007, the registrant had outstanding 68,551,252 shares of its $5 par value common stock, registrant s only class of common stock.

Commerce Bancshares, Inc. and Subsidiaries

Form 10-Q

INDEX **Page**

			Page
PART I	**Financial Information**		
	Item 1.	Financial Statements	
		Consolidated Balance Sheets as of September 30, 2007 (unaudited) and December 31, 2006	3
		Consolidated Statements of Income for the Three and Nine Months Ended September 30, 2007 and 2006 (unaudited)	4
		Consolidated Statements of Stockholders Equity for the Nine Months Ended September 30, 2007 and 2006 (unaudited)	5
		Consolidated Statements of Cash Flows for the Nine Months Ended September 30, 2007 and 2006 (unaudited)	6
		Notes to Consolidated Financial Statements	7
	Item 2.	Management s Discussion and Analysis of Consolidated Financial Condition and Results of Operations	16
	Item 3.	Quantitative and Qualitative Disclosures about Market Risk	36
	Item 4.	Controls and Procedures	37
Part II	**Other Information**		
	Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	37
	Item 6.	Exhibits	37
Signatures			38
Index to Exhibits			39

302 Certification of CEO
302 Certification of CFO
906 Certifications of CEO and CFO

PART I: FINANCIAL INFORMATION

Item 1. FINANCIAL STATEMENTS

Commerce Bancshares, Inc. and Subsidiaries

CONSOLIDATED BALANCE SHEETS

	September 30 2007	December 31 2006
	(Unaudited)	
	(In thousands)	
ASSETS		
Loans, net of unearned income	**$ 10,451,029**	$ 9,681,520
Allowance for loan losses	**(133,588)**	(131,730)
Net loans	**10,317,441**	9,549,790
Loans held for sale	**303,658**	278,598
Investment securities:		
Available for sale ($527,024,000 pledged in 2007 and $526,430,000 pledged in 2006 to secure structured repurchase agreements)	**3,411,804**	3,415,440
Trading	**17,189**	6,676
Non-marketable	**93,086**	74,207
Total investment securities	**3,522,079**	3,496,323
Federal funds sold and securities purchased under agreements to resell	**520,484**	527,816
Cash and due from banks	**543,626**	626,500
Land, buildings and equipment, net	**403,747**	386,095
Goodwill	**125,088**	97,643
Other intangible assets, net	**22,322**	19,633
Other assets	**265,864**	247,951
Total assets	**$ 16,024,309**	$ 15,230,349
LIABILITIES AND STOCKHOLDERS EQUITY		
Deposits:		

Non-interest bearing demand	**$ 1,148,991**	$ 1,312,400
Savings, interest checking and money market	**6,971,076**	6,879,047
Time open and C.D. s of less than $100,000	**2,398,877**	2,302,567
Time open and C.D. s of $100,000 and over	**1,432,831**	1,250,840
Total deposits	**11,951,775**	11,744,854
Federal funds purchased and securities sold under agreements to repurchase	**2,059,095**	1,771,282
Other borrowings	**345,749**	53,934
Other liabilities	**176,124**	218,165
Total liabilities	**14,532,743**	13,788,235
Stockholders equity:		
Preferred stock, $1 par value		
Authorized and unissued 2,000,000 shares		
Common stock, $5 par value		
Authorized 100,000,000 shares; issued 70,465,922 shares	**352,330**	352,330
Capital surplus	**421,733**	427,421
Retained earnings	**794,779**	683,176
Treasury stock of 1,924,589 shares in 2007 and 422,468 shares in 2006, at cost	**(91,040)**	(20,613)
Accumulated other comprehensive income (loss)	**13,764**	(200)
Total stockholders equity	**1,491,566**	1,442,114
Total liabilities and stockholders equity	**$ 16,024,309**	$ 15,230,349

See accompanying notes to consolidated financial statements.

3

Table of Contents

Commerce Bancshares, Inc. and Subsidiaries

CONSOLIDATED STATEMENTS OF INCOME

(In thousands, except per share data)	**For the Three Months Ended September 30 2007**	2006	**For the Nine Months Ended September 30 2007**	2006
		(Unaudited)		
INTEREST INCOME				
Interest and fees on loans	**$ 188,863**	$ 167,921	**$ 549,142**	$ 468,206
Interest and fees on loans held for sale	**5,049**	5,479	**17,314**	16,256
Interest on investment securities	**38,011**	37,791	**112,800**	111,182
Interest on federal funds sold and securities purchased under agreements to resell	**6,351**	5,079	**20,093**	8,503
Total interest income	**238,274**	216,270	**699,349**	604,147
INTEREST EXPENSE				
Interest on deposits:				
Savings, interest checking and money market	**31,173**	26,301	**88,622**	68,910
Time open and C.D. s of less than $100,000	**28,541**	23,238	**82,777**	59,417
Time open and C.D. s of $100,000 and over	**18,812**	15,706	**55,291**	42,799
Interest on federal funds purchased and securities sold under agreements to repurchase	**20,277**	20,287	**64,021**	46,892
Interest on other borrowings	**4,209**	1,985	**8,033**	7,162
Total interest expense	**103,012**	87,517	**298,744**	225,180
Net interest income	**135,262**	128,753	**400,605**	378,967
Provision for loan losses	**11,455**	7,575	**28,670**	17,679
Net interest income after provision for loan losses	**123,807**	121,178	**371,935**	361,288
NON-INTEREST INCOME				
Deposit account charges and other fees	**30,148**	29,723	**86,740**	86,130
Bank card transaction fees	**26,409**	24,187	**75,347**	69,453
Trust fees	**19,823**	17,805	**58,448**	53,616
Trading account profits and commissions	**2,174**	1,639	**5,475**	6,214
Consumer brokerage services	**3,056**	2,476	**9,431**	7,636
Loan fees and sales	**2,919**	1,956	**6,916**	8,444

Other	**10,608**	9,546	**31,123**	31,063
Total non-interest income	**95,137**	87,332	**273,480**	262,556
INVESTMENT SECURITIES GAINS, NET	**1,562**	3,324	**4,964**	9,011
NON-INTEREST EXPENSE				
Salaries and employee benefits	**77,312**	72,169	**230,335**	215,133
Net occupancy	**11,572**	11,009	**34,205**	32,216
Equipment	**5,761**	7,109	**17,875**	19,129
Supplies and communication	**8,546**	8,073	**25,638**	24,338
Data processing and software	**12,407**	12,904	**35,787**	37,928
Marketing	**4,775**	4,397	**13,952**	13,372
Other	**18,720**	16,643	**54,069**	49,699
Total non-interest expense	**139,093**	132,304	**411,861**	391,815
Income before income taxes	**81,413**	79,530	**238,518**	241,040
Less income taxes	**25,515**	24,982	**75,550**	78,215
Net income	**$ 55,898**	$ 54,548	**$ 162,968**	$ 162,825
Net income per share basic	**$ .82**	$ .78	**$ 2.36**	$ 2.32
Net income per share diluted	**$ .81**	$ .77	**$ 2.33**	$ 2.29

See accompanying notes to consolidated financial statements.

Table of Contents

Commerce Bancshares, Inc. and Subsidiaries

CONSOLIDATED STATEMENTS OF STOCKHOLDERS EQUITY

(In thousands, except per share data)	Common Stock	Capital Surplus	Retained Earnings	Treasury Stock	Accumulated Other Comprehensive Income (Loss)	Total
			(Unaudited)			
Balance January 1, 2007	**$ 352,330**	**$ 427,421**	**$ 683,176**	**$ (20,613)**	**$ (200)**	**$ 1,442,114**
Net income			**162,968**			**162,968**
Change in unrealized gain (loss) on available for sale securities, net of tax					**13,620**	**13,620**
Amortization of pension loss, net of tax					**344**	**344**
Total comprehensive income						**176,932**
Purchase of treasury stock				**(121,156)**		**(121,156)**
Issuance of stock under purchase and equity compensation plans		**(8,486)**		**19,420**		**10,934**
Net tax benefit related to equity compensation plans		**1,884**				**1,884**
Stock-based compensation		**4,609**				**4,609**
Issuance of nonvested stock awards		**(3,392)**		**3,392**		
Cash dividends paid ($.750 per share)			**(51,811)**			**(51,811)**
Issuance in South Tulsa Financial Corp. acquisition		**(303)**		**27,917**		**27,614**
Adoption of FIN 48			**446**			**446**
Balance September 30, 2007	**$ 352,330**	**$ 421,733**	**$ 794,779**	**$ (91,040)**	**$ 13,764**	**$ 1,491,566**
Balance January 1, 2006	$ 347,049	$ 388,552	$ 693,021	$ (86,901)	$ (3,883)	$ 1,337,838
Net income			162,825			162,825
					10,343	10,343

Change in unrealized gain (loss) on available for sale securities, net of tax						
Total comprehensive income						173,168
Purchase of treasury stock				(79,885)		(79,885)
Issuance of stock under purchase and equity compensation plans		(6,309)		12,245		5,936
Net tax benefit related to equity compensation plans		1,178				1,178
Stock-based compensation		3,363				3,363
Issuance of nonvested stock awards		(1,173)		1,173		
Issuance in West Pointe Bancorp, Inc. acquisition		(1,268)		68,752		67,484
Cash dividends paid ($.700 per share)			(49,295)			(49,295)
Balance September 30, 2006	$ 347,049	$ 384,343	$ 806,551	$ (84,616)	$ 6,460	$ 1,459,787

See accompanying notes to consolidated financial statements.

Table of Contents

Commerce Bancshares, Inc. and Subsidiaries

CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)	**For the Nine Months Ended September 30 2007**	2006
	(Unaudited)	
OPERATING ACTIVITIES:		
Net income	**$ 162,968**	$ 162,825
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for loan losses	**28,670**	17,679
Provision for depreciation and amortization	**39,072**	35,404
Amortization of investment security premiums, net	**5,684**	9,254
Investment securities gains, net[(A)]	**(4,964)**	(9,011)
Net gains on sales of loans held for sale	**(4,530)**	(6,044)
Originations of loans held for sale	**(317,164)**	(291,181)
Proceeds from sales of loans held for sale	**296,652**	333,829
Net (increase) decrease in trading securities	**(4,702)**	19,708
Stock-based compensation	**4,609**	3,363
Increase in interest receivable	**(715)**	(7,722)
Increase in interest payable	**11,136**	22,954
Increase in income taxes payable	**4,850**	11,046
Net tax benefit related to equity compensation plans	**(1,884)**	(1,178)
Other changes, net	**(20,802)**	(5,819)
Net cash provided by operating activities	**198,880**	295,107
INVESTING ACTIVITIES:		
Net cash and cash equivalents paid in acquisitions	**(14,046)**	(8,498)
Proceeds from sales of investment securities[(A)]	**35,094**	164,193
Proceeds from maturities/pay downs of investment securities[(A)]	**871,118**	811,219
Purchases of investment securities[(A)]	**(873,456)**	(722,878)
Net increase in loans	**(620,747)**	(607,060)
Purchases of land, buildings and equipment	**(42,623)**	(34,950)
Sales of land, buildings and equipment	**4,186**	2,324
Net cash used in investing activities	**(640,474)**	(395,650)
FINANCING ACTIVITIES:		
Net decrease in non-interest bearing demand, savings, interest checking and money market deposits	**(264,677)**	(193,641)

Net increase in time open and C.D. s	**228,345**	442,203
Net increase in federal funds purchased and securities sold under agreements to repurchase	**276,884**	415,058
Additional long-term borrowings	**300,000**	
Repayment of long-term borrowings	**(29,015)**	(139,921)
Purchases of treasury stock	**(121,156)**	(79,885)
Proceeds from issuance of stock under stock purchase and equity compensation plans	**10,934**	5,936
Net tax benefit related to equity compensation plans	**1,884**	1,178
Cash dividends paid on common stock	**(51,811)**	(49,295)
Net cash provided by financing activities	**351,388**	401,633
Increase (decrease) in cash and cash equivalents	**(90,206)**	301,090
Cash and cash equivalents at beginning of year	**1,154,316**	674,135
Cash and cash equivalents at September 30	**$ 1,064,110**	$ 975,225

(A) Available for sale and non-marketable securities

Income tax payments, net of refunds	**$ 69,487**	$ 70,766
Interest paid on deposits and borrowings	**$ 287,877**	$ 202,226

See accompanying notes to consolidated financial statements.

Commerce Bancshares, Inc. and Subsidiaries

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2007 (Unaudited)

1. Principles of Consolidation and Presentation

The accompanying consolidated financial statements include the accounts of Commerce Bancshares, Inc. and all majority-owned subsidiaries (the Company). The consolidated financial statements in this report have not been audited. All significant intercompany accounts and transactions have been eliminated. Certain reclassifications were made to 2006 data to conform to current year presentation. In the opinion of management, all adjustments necessary to present fairly the financial position and the results of operations for the interim periods have been made. All such adjustments are of a normal recurring nature. The results of operations for the three and nine month periods ended September 30, 2007 are not necessarily indicative of results to be attained for the full year or any other interim periods.

The significant accounting policies followed in the preparation of the quarterly financial statements are disclosed in the 2006 Annual Report on Form 10-K.

2. Acquisitions

On July 1, 2007, the Company completed its previously announced acquisition of Commerce Bank in Denver, Colorado, and Commerce Bank s results of operations are included in the Company s consolidated financial results beginning on that date. In this transaction, the Company acquired all of the outstanding stock of Commerce Bank for $29.5 million in cash. The acquisition added $123.9 million in assets (including $74.5 million in loans), $72.2 million in deposits and the Company s first location in Colorado. Intangible assets recognized as a result of the transaction consisted of goodwill of $15.1 million and core deposit premium of $4.9 million.

The Company acquired South Tulsa Financial Corporation (South Tulsa) on April 1, 2007, and South Tulsa s results of operations are included in the Company s consolidated financial results beginning on that date. In this transaction, the Company acquired the outstanding stock of South Tulsa and issued 561,951 shares of Company stock valued at $27.6 million. The valuation of Company stock was based on the average closing price of Company stock during the measurement period of March 21 through March 27. The Company s acquisition of South Tulsa added $114.7 million in loans, $103.9 million in deposits and two branch locations in Tulsa, Oklahoma. Intangible assets recognized as a result of the transaction consisted of approximately $10.7 million in goodwill and $3.4 million in core deposit premium.

Historical pro forma information has not been presented because the effects of the acquisitions on the Company s financial statements were not material.

3. Loans and Allowance for Loan Losses

Major classifications within the Company s loan portfolio at September 30, 2007 and December 31, 2006 are as follows.

	September 30	December 31

(In thousands)	**2007**	2006
Business	**$ 3,207,196**	$ 2,860,692
Real estate construction	**686,226**	658,148
Real estate business	**2,207,214**	2,148,195
Real estate personal	**1,541,977**	1,478,669
Consumer	**1,634,982**	1,435,038
Home equity	**451,952**	441,851
Consumer credit card	**700,761**	648,326
Overdrafts	**20,721**	10,601
Total loans	**$ 10,451,029**	$ 9,681,520

Table of Contents

Included in the table above are impaired loans amounting to $25,962,000 at September 30, 2007 and $18,236,000 at December 31, 2006. A loan is impaired when, based on current information and events, it is probable that all amounts due under the contractual terms of the agreement will not be collected. Loans acquired in the South Tulsa and Denver transactions with evidence of a deterioration in credit quality were not material to the consolidated financial statements of the Company. Accordingly, the provisions of AICPA Statement of Position 03-3, which require special accounting for such loans, were not applied.

The Company s portfolio of construction loans comprised 6.6% of total loans outstanding at September 30, 2007. These loans are predominantly made to businesses in the local markets of the banking subsidiaries. Commercial construction loans are made during the construction phase for small and medium-sized office and medical buildings, manufacturing and warehouse facilities, apartment complexes, shopping centers, hotels and motels, and other commercial properties. The table below shows the Company s holdings of the major types of construction loans.

(In thousands)	**Balance at September 30 2007**	**% of Total**
Land development	$ 241,403	35.2%
Residential construction	190,070	27.7%
Commercial construction	254,753	37.1%
Total real estate-construction loans	$ 686,226	100.0%

In addition to its basic portfolio, the Company originates other held for sale loans which it intends to sell in secondary markets. Loans held for sale amounted to $303,658,000 at September 30, 2007 compared to $278,598,000 at December 31, 2006. These loans consist mainly of student loans, amounting to $295,238,000 at September 30, 2007, in addition to $8,420,000 of certain fixed rate residential mortgage loans.

The following is a summary of the allowance for loan losses.

	For the Three Months Ended September 30		**For the Nine Months Ended September 30**	
(In thousands)	**2007**	**2006**	**2007**	**2006**
Balance, beginning of period	**$ 132,960**	$ 128,446	**$ 131,730**	$ 128,447
Additions:				
Allowance for loan losses of acquired banks	**629**	3,688	**1,857**	3,688
Provision for loan losses	**11,455**	7,575	**28,670**	17,679

Total additions	**12,084**	11,263	**30,527**	21,367
Deductions:				
Loan losses	**15,360**	10,698	**41,641**	29,267
Less recoveries on loans	**3,904**	2,823	**12,972**	11,287
Net loan losses	**11,456**	7,875	**28,669**	17,980
Balance, September 30	**$ 133,588**	$ 131,834	**$ 133,588**	$ 131,834

8

4. Investment Securities

Investment securities, at fair value, consist of the following at September 30, 2007 and December 31, 2006.

(In thousands)	**September 30 2007**	December 31 2006
Available for sale		
U.S. government and federal agency obligations	**$ 10,075**	$ 9,651
Government-sponsored enterprise obligations	**370,264**	464,567
State and municipal obligations	**593,353**	594,824
Mortgage-backed securities	**1,949,400**	1,782,443
Other asset-backed securities	**343,068**	354,465
Other debt securities	**21,315**	36,009
Equity securities	**124,329**	173,481
Total available for sale	**3,411,804**	3,415,440
Trading	**17,189**	6,676
Non-marketable	**93,086**	74,207
Total investment securities	**$ 3,522,079**	$ 3,496,323

Available for sale equity securities included short-term investments in money market mutual funds of $10,780,000 at September 30, 2007 and $59,973,000 at December 31, 2006. Equity securities also included common and preferred stock held by the Commerce Bancshares, Inc. holding company (the Parent) with a fair value of $92,428,000 at September 30, 2007 and $107,840,000 at December 31, 2006.

Non-marketable securities included Federal Home Loan Bank stock and Federal Reserve Bank stock held for debt and regulatory purposes, which totaled $49,070,000 and $35,592,000 at September 30, 2007 and December 31, 2006, respectively. Also included were venture capital and private equity investments, which amounted to $43,919,000 and $38,548,000 at September 30, 2007 and December 31, 2006, respectively. During the first nine months of 2007 and 2006, net gains of $4,211,000 and $8,257,000, respectively, were recognized on venture capital and private equity investments. The net gains consisted of both realized gains and losses upon disposal and fair value adjustments on investments held in the portfolio.

At September 30, 2007, securities carried at $2.0 billion were pledged to secure public fund deposits, securities sold under agreements to repurchase, trust funds, and borrowing capacity at the Federal Reserve. Securities pledged under agreements pursuant to which the collateral may be sold or re-pledged by the secured parties approximated $527.0 million, while securities pledged under agreements pursuant to which the secured parties may not sell or re-pledge the collateral approximated $1.5 billion at September 30, 2007.

5. Goodwill and Other Intangible Assets

The following table presents information about the Company s intangible assets which have estimable useful lives.

	September 30, 2007			December 31, 2006		
(In thousands)	**Gross Carrying Amount**	**Accumulated Amortization**	**Net Amount**	Gross Carrying Amount	Accumulated Amortization	Net Amount
Amortizable intangible assets:						
Core deposit premium	**$ 25,720**	**$ (4,095)**	**$ 21,625**	$ 19,920	$ (1,093)	$ 18,827
Mortgage servicing rights	**1,342**	**(645)**	**697**	1,338	(532)	806
Total	**$ 27,062**	**$ (4,740)**	**$ 22,322**	$ 21,258	$ (1,625)	$ 19,633

Aggregate amortization expense on intangible assets was $1,292,000 and $142,000, respectively, for the three month periods ended September 30, 2007 and 2006, and $3,115,000 and $146,000 for the nine month

periods ended September 30, 2007 and 2006. The following table shows the estimated annual amortization expense for the next five fiscal years. This expense is based on existing asset balances and the interest rate environment as of September 30, 2007. The Company s actual amortization expense in any given period may be different from the estimated amounts depending upon the addition of new intangible assets, changes in mortgage interest rates, pre-payment rates and other market conditions.

(In thousands)	
2007	$ 4,236
2008	4,262
2009	3,740
2010	3,222
2011	2,708

Changes in the carrying amount of goodwill and net other intangible assets for the nine month period ended September 30, 2007 are as follows. Additional intangible assets were acquired in the South Tulsa and Denver bank transactions, and adjustments were recorded to intangible assets acquired in prior years, mainly due to the finalization of core deposit premium valuation analyses.

(In thousands)	Goodwill	Core Deposit Premium	Mortgage Servicing Rights
Balance at December 31, 2006	$ 97,643	$ 18,827	$ 806
Current year acquisitions	25,758	8,290	
Adjustments to prior year acquisitions	1,687	(2,490)	
Originations			4
Amortization		(3,002)	(113)
Balance at September 30, 2007	$ 125,088	$ 21,625	$ 697

6. Guarantees

The Company, as a provider of financial services, routinely issues financial guarantees in the form of financial and performance standby letters of credit. Standby letters of credit are contingent commitments issued by the Company generally to guarantee the payment or performance obligation of a customer to a third party. While these represent a

potential outlay by the Company, a significant amount of the commitments may expire without being drawn upon. The Company has recourse against the customer for any amount it is required to pay to a third party under a standby letter of credit. The letters of credit are subject to the same credit policies, underwriting standards and approval process as loans made by the Company. Most of the standby letters of credit are secured and in the event of nonperformance by the customers, the Company has rights to the underlying collateral, which could include commercial real estate, physical plant and property, inventory, receivables, cash and marketable securities.

Upon issuance of standby letters of credit, the Company recognizes a liability for the fair value of the obligation undertaken, which is estimated to be equivalent to the amount of fees to be received from the customer over the life of the agreement. At September 30, 2007 that net liability was $5,119,000, which will be accreted into income over the remaining life of the respective commitments. The contractual amount of these letters of credit, which represents the maximum potential future payments guaranteed by the Company, was $459,688,000 at September 30, 2007.

The Company guarantees payments to holders of certain trust preferred securities issued by two wholly owned grantor trusts. Preferred securities issued by Breckenridge Capital Trust I, amounting to $4,000,000 are due in 2030 and may be redeemed beginning in 2010. These securities have a 10.875% interest rate throughout their term. Securities issued by West Pointe Statutory Trust I, amounting to $10,000,000, are due in 2034 and may be redeemed beginning in 2009. These securities have a variable interest rate, which was 7.94% at September 30, 2007. The rate is based on LIBOR, and resets on a quarterly basis. The maximum

Table of Contents

potential future payments guaranteed by the Company, which includes future interest and principal payments through maturity, was estimated to be approximately $45,366,000 at September 30, 2007. At September 30, 2007, the Company had a recorded liability of $14,067,000 in principal and accrued interest to date, representing amounts owed to the security holders.

In 2007, the Company entered into several risk participation agreements (RPAs) with other financial institutions which mitigate those institutions credit risk arising from interest rate swaps with third parties. The RPA stipulates that, in the event of default by the third party on the interest rate swap, the Company will reimburse a portion of the loss borne by the institution. The Company s exposure is based on notional amounts totaling $21,151,000. At inception of each contract, the Company received a fee from the institution which was recorded as a liability representing the fair value of the RPA. Any future changes in fair value, including those due to a change in the third party s creditworthiness, are recorded in current earnings. At September 30, 2007 the total liability was $140,000. The maximum potential future payment guaranteed by the Company cannot be readily estimated, but is dependent upon the fair value of the interest rate swaps at the time of default. If an event of default on the contracts had occurred at September 30, 2007, the Company would have been required to make payments of approximately $623,000.

7. Pension

The amount of net pension cost (income) is as follows.

	For the Three Months Ended September 30		For the Nine Months Ended September 30	
(In thousands)	**2007**	2006	**2007**	2006
Service cost benefits earned during the period	**$ 248**	$ 211	**$ 743**	$ 763
Interest cost on projected benefit obligation	**1,145**	1,157	**3,436**	3,539
Expected return on plan assets	**(1,705)**	(1,800)	**(5,115)**	(5,400)
Amortization of unrecognized net loss	**185**	285	**555**	800
Net periodic pension cost (income)	**$ (127)**	$ (147)	**$ (381)**	$ (298)

Substantially all benefits under the Company s defined benefit pension plan were frozen effective January 1, 2005. During the first nine months of 2007, the Company made no funding contributions to its defined benefit pension plan, and made minimal funding contributions to a supplemental executive retirement plan (the CERP), which carries no segregated assets. The Company has no plans to make any further contributions, other than those related to the CERP, during the remainder of 2007. The higher income recognized for the defined benefit pension plan for the first nine months of 2007 over the same period in 2006 was primarily due to the greater than expected return on plan assets for the year ended September 30, 2006 (the valuation date).

A recently issued accounting pronouncement required the Company to reflect the funded status of its defined benefit pension plan on its consolidated balance sheet at December 31, 2006. Accordingly, the Company recorded a pre-tax reduction in accumulated other comprehensive income of $17,532,000, consisting of accumulated net loss, on that

date. During the first nine months of 2007, $555,000 of accumulated net loss was recognized as a component of net periodic benefit cost, as shown above, and as an increase in other comprehensive income.

Table of Contents

8. Common Stock

Presented below is a summary of the components used to calculate basic and diluted earnings per share.

(In thousands, except per share data)	For the Three Months Ended September 30 2007	2006	For the Nine Months Ended September 30 2007	2006
Basic earnings per share:				
Net income available to common shareholders	**$ 55,898**	$ 54,548	**$ 162,968**	$ 162,825
Weighted average basic common shares outstanding	**68,494**	70,036	**69,132**	70,083
Basic earnings per share	**$ .82**	$ .78	**$ 2.36**	$ 2.32
Diluted earnings per share:				
Net income available to common shareholders	**$ 55,898**	$ 54,548	**$ 162,968**	$ 162,825
Weighted average common shares outstanding	**68,494**	70,036	**69,132**	70,083
Net effect of nonvested stock and the assumed exercise of stock options based on the treasury stock method using the average market price for the respective periods	**751**	925	**798**	954
Weighted average diluted common shares outstanding	**69,245**	70,961	**69,930**	71,037
Diluted earnings per share	**$ .81**	$ .77	**$ 2.33**	$ 2.29

9. Other Comprehensive Income (Loss)

The Company s components of other comprehensive income (loss) consist of the unrealized holding gains and losses on available for sale investment securities and the amortization of accumulated pension loss which has been recognized in net periodic benefit cost.

(In thousands)	For the Three Months Ended September 30 2007	2006	For the Nine Months Ended September 30 2007	2006

Available for sale investment securities:				
Net unrealized holding gains	**$ 33,890**	$ 36,448	**$ 22,755**	$ 14,597
Reclassification adjustment for (gains) losses included in net income	**(678)**	2,085	**(753)**	2,085
Net unrealized gains on securities	**33,212**	38,533	**22,002**	16,682
Income tax expense	**12,621**	14,642	**8,382**	6,339
Net holding gains on investment securities	**20,591**	23,891	**13,620**	10,343
Prepaid pension cost:				
Amortization of accumulated pension loss	**185**		**555**	
Income tax benefit	**(70)**		**(211)**	
Accumulated pension loss	**115**		**344**	
Other comprehensive income (loss)	**$ 20,706**	$ 23,891	**$ 13,964**	$ 10,343

Table of Contents

10. Segments

The Company segregates financial information for use in assessing its performance and allocating resources among three operating segments. The Consumer segment includes the retail branch network, consumer finance, bankcard, student loans and discount brokerage services. The Commercial segment provides corporate lending, leasing, and international services, as well as business, government deposit and cash management services. The Money Management segment provides traditional trust and estate tax planning services, and advisory and discretionary investment management services.

The following table presents selected financial information by segment and reconciliations of combined segment totals to consolidated totals. There were no material intersegment revenues among the three segments. Management periodically makes changes to methods of assigning costs and income to its business segments to better reflect operating results. If appropriate, these changes are reflected in prior year information presented below.

(In thousands)	Consumer	Commercial	Money Management	Segment Totals	Other/ Elimination	Consolidated Totals
Three Months Ended September 30, 2007:						
Net interest income	**$ 98,905**	**$ 56,605**	**$ 2,324**	**$ 157,834**	**$ (22,572)**	**$ 135,262**
Provision for loan losses	**8,080**	**3,399**		**11,479**	**(24)**	**11,455**
Non-interest income	**49,684**	**21,511**	**23,228**	**94,423**	**714**	**95,137**
Investment securities gains, net					**1,562**	**1,562**
Non-interest expense	**78,558**	**39,779**	**16,300**	**134,637**	**4,456**	**139,093**
Income before income taxes	**$ 61,951**	**$ 34,938**	**$ 9,252**	**$ 106,141**	**$ (24,728)**	**$ 81,413**
Three Months Ended September 30, 2006:						
Net interest income	$ 95,749	$ 54,390	$ 2,381	$ 152,520	$ (23,767)	$ 128,753
Provision for loan losses	7,460	512		7,972	(397)	7,575
Non-interest income	45,378	19,882	20,609	85,869	1,463	87,332
Investment securities gains, net	2,839			2,839	485	3,324
Non-interest expense	72,584	35,725	14,986	123,295	9,009	132,304
Income before income taxes	$ 63,922	$ 38,035	$ 8,004	$ 109,961	$ (30,431)	$ 79,530
Nine Months Ended						

September 30, 2007:						
Net interest income	**$ 294,639**	**$ 167,694**	**$ 7,092**	**$ 469,425**	**$ (68,820)**	**$ 400,605**
Provision for loan losses	**24,006**	**4,660**		**28,666**	**4**	**28,670**
Non-interest income	**138,429**	**62,487**	**67,794**	**268,710**	**4,770**	**273,480**
Investment securities gains, net					**4,964**	**4,964**
Non-interest expense	**229,299**	**118,596**	**47,858**	**395,753**	**16,108**	**411,861**
Income before income taxes	**$ 179,763**	**$ 106,925**	**$ 27,028**	**$ 313,716**	**$ (75,198)**	**$ 238,518**
Nine Months Ended September 30, 2006:						
Net interest income	$ 277,413	$ 155,734	$ 7,415	$ 440,562	$ (61,595)	$ 378,967
Provision for loan losses	18,427	(342)		18,085	(406)	17,679
Non-interest income	134,597	58,495	63,464	256,556	6,000	262,556
Investment securities gains, net	2,839			2,839	6,172	9,011
Non-interest expense	215,649	107,606	45,636	368,891	22,924	391,815
Income before income taxes	$ 180,773	$ 106,965	$ 25,243	$ 312,981	$ (71,941)	$ 241,040

The information presented above was derived from the internal profitability reporting system used by management to monitor and manage the financial performance of the Company. This information is based on

internal management accounting policies, which have been developed to reflect the underlying economics of the businesses. The policies address the methodologies applied in connection with funds transfer pricing and assignment of overhead costs among segments. Funds transfer pricing was used in the determination of net interest income by assigning a standard cost (credit) for funds used (provided) by assets and liabilities based on their maturity, prepayment and/or repricing characteristics.

The performance measurement of the operating segments is based on the management structure of the Company and is not necessarily comparable with similar information for any other financial institution. The information is also not necessarily indicative of the segments financial condition and results of operations if they were independent entities.

11. Derivative Instruments

The Company s interest rate risk management strategy includes the ability to modify the re-pricing characteristics of certain assets and liabilities so that changes in interest rates do not adversely affect the net interest margin and cash flows. Interest rate swaps are used on a limited basis as part of this strategy. At September 30, 2007, the Company had entered into two interest rate swaps with a notional amount of $13,593,000, which are designated as fair value hedges of certain fixed rate loans. The Company also sells swap contracts to customers who wish to modify their interest rate sensitivity. These swaps are offset by matching contracts purchased by the Company from other financial institutions. Because of the matching terms of the offsetting contracts, the effect of these transactions on net income is minimal. The notional amount of these types of swaps at September 30, 2007 was $291,863,000. These swaps are accounted for as free-standing derivatives and changes in their fair value were recorded in other non-interest income.

Through its International Department, the Company enters into foreign exchange contracts consisting mainly of contracts to purchase or deliver foreign currencies for customers at specific future dates. Also, mortgage loan commitments and forward sales contracts result from the Company s mortgage banking operation, in which fixed rate personal real estate loans are originated and sold to other institutions.

The Company s derivative instruments are listed below.

	September 30, 2007			December 31, 2006		
(In thousands)	**Notional Amount**	**Positive Fair Value**	**Negative Fair Value**	Notional Amount	Positive Fair Value	Negative Fair Value
Interest rate contracts:						
Swap contracts	**$ 305,456**	**$ 1,463**	**$ (2,626)**	$ 181,464	$ 1,185	$ (2,003)
Option contracts	**6,970**	**2**	**(2)**	6,970	10	(10)
Credit-related contracts	**21,151**		**(140)**			
Foreign exchange contracts:						
Forward contracts	**1,756**	**42**	**(46)**	16,117	29	(20)
Option contracts	**2,820**	**20**	**(20)**	2,670	16	(16)
Mortgage loan commitments	**6,159**	**11**	**(9)**	11,529		(43)
Mortgage loan forward sale contracts	**15,138**	**26**	**(43)**	21,269	60	(14)

Total	**$ 359,450**	**$ 1,564**	**$ (2,886)**	$ 240,019	$ 1,300	$ (2,106)

12. Income Taxes

For the third quarter of 2007, income tax expense amounted to $25,515,000 compared to $24,982,000 in the third quarter of 2006. The effective income tax rate for the Company was 31.3% in the current quarter compared to 31.4% in the same quarter last year. For the nine months ended September 30, 2007 and 2006, income tax expense amounted to $75,550,000 and $78,215,000, resulting in effective income tax rates of 31.7% and 32.4%, respectively.

Effective January 1, 2007, the Company adopted Financial Accounting Standards Board Interpretation No. 48, Accounting for Uncertainty in Income Taxes (FIN 48). Upon adoption of FIN 48, the Company recognized a $446,000 decrease to the liability for unrecognized tax benefits which, as required, was accounted for as an increase to the January 1, 2007 balance of retained earnings. The resulting amount of unrecognized tax benefits at January 1, 2007 was $2,379,000, which included $444,000 of related accrued interest and penalties.

The Company recognizes interest and penalties related to unrecognized tax benefits within income tax expense in the consolidated statements of income.

The Company s federal income tax returns for 2004 through 2006 remain subject to examination by the Internal Revenue Service. Most of its state tax returns for 2003 through 2006 remain subject to examination by various state jurisdictions, based on individual state statutes of limitations.

13. Stock-Based Compensation

During the first nine months of 2007, stock-based compensation was issued in the form of stock appreciation rights (SARs) and nonvested stock. The stock-based compensation expense that has been charged against income was $1,614,000 and $1,284,000 in the three months ended September 30, 2007 and 2006, respectively, and $4,609,000 and $3,363,000 in the nine months ended September 30, 2007 and 2006, respectively.

The Company s adoption of SFAS No. 123R, Share-Based Payment (the Statement), on January 1, 2006 resulted in a $543,000 reduction in stock-based compensation expense, which was recorded at the adoption date. This adjustment resulted from a change by the Company from its former policy of recognizing the effect of forfeitures only as they occurred to the Statement s requirement to estimate the number of outstanding instruments for which the requisite service is not expected to be rendered.

In determining compensation cost, the Black-Scholes option-pricing model is used to estimate the fair value of SARs and options on date of grant. SARs and stock options are granted with an exercise price equal to the market price of the Company s stock at the date of grant and have 10-year contractual terms. SARs, which were granted for the first time in 2006, vest on a graded basis over 4 years of continuous service. All SARs must be settled in stock under provisions of the plan. Stock options, which were granted in 2005 and previous years, vest on a graded basis over 3 years of continuous service. The table below shows the fair values of SARs granted during the first nine months of 2007 and 2006, including the model assumptions for those grants.

	Nine Months Ended September 30	
	2007	2006
Weighted per share average fair value at grant date	**$12.56**	$13.41
Assumptions:		
Dividend yield	**1.9%**	1.7%
Volatility	**19.9%**	21.1%
Risk-free interest rate	**4.6%**	4.6%
Expected term	**7.4 years**	7.4 years

A summary of option activity during the first nine months of 2007 is presented below.

(Dollars in thousands, except per share data)	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term	Aggregate Intrinsic Value
Outstanding at January 1, 2007	3,225,100	$ 33.14		
Granted				
Forfeited	(2,986)	41.05		
Expired				
Exercised	(415,693)	28.39		
Outstanding at September 30, 2007	2,806,421	$ 38.84	4.7 years	$ 33,821

A summary of SAR activity during the first nine months of 2007 is presented below.

(Dollars in thousands, except per share data)	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term	Aggregate Intrinsic Value
Outstanding at January 1, 2007	477,009	$ 49.29		
Granted	473,950	49.50		
Forfeited	(15,129)	49.14		
Expired	(2,188)	49.12		
Exercised				
Outstanding at September 30, 2007	933,642	$ 49.40	8.9 years	$

A summary of the status of the Company s nonvested share awards, as of September 30, 2007, and changes during the nine month period then ended is presented below.

	Shares	Weighted Average Grant Date Fair Value
Nonvested at January 1, 2007	167,560	$ 41.09
Granted	73,311	47.75
Vested	(20,241)	33.42
Forfeited	(4,433)	42.16
Nonvested at September 30, 2007	216,197	$ 44.04

Item 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF CONSOLIDATED FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis should be read in conjunction with the consolidated financial statements and related notes and with the statistical information and financial data appearing in this report as well as the Company s 2006 Annual Report on Form 10-K. Results of operations for the three and nine month periods ended September 30, 2007 are not necessarily indicative of results to be attained for any other period.

Table of Contents

Forward Looking Information

This report may contain forward-looking statements that are subject to risks and uncertainties and include information about possible or assumed future results of operations. Many possible events or factors could affect the future financial results and performance of the Company. This could cause results or performance to differ materially from those expressed in the forward-looking statements. Words such as expects , anticipates , believes , estimates , variatio of such words and other similar expressions are intended to identify such forward-looking statements. These statements are not guarantees of future performance and involve certain risks, uncertainties and assumptions that are difficult to predict. Therefore, actual outcomes and results may differ materially from what is expressed or forecasted in, or implied by, such forward-looking statements. Readers should not rely solely on the forward-looking statements and should consider all uncertainties and risks discussed throughout this report. 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 the forward-looking statements are made or to reflect the occurrence of unanticipated events. Such possible events or factors include: changes in economic conditions in the Company s market area, changes in policies by regulatory agencies, governmental legislation and regulation, fluctuations in interest rates, changes in liquidity requirements, demand for loans in the Company s market area, and competition with other entities that offer financial services.

Critical Accounting Policies

The Company s consolidated financial statements are prepared based on the application of certain accounting policies, some of which require numerous estimates and strategic or economic assumptions that may prove inaccurate or be subject to variations which may significantly affect the Company s reported results and financial position for the current period or future periods. The use of estimates, assumptions, and judgments are necessary when financial assets and liabilities are required to be recorded at, or adjusted to reflect, fair value. Assets and liabilities carried at fair value inherently result in more financial statement volatility. Fair values and the information used to record valuation adjustments for certain assets and liabilities are based on either quoted market prices or are provided by other independent third-party sources, when available. When such information is not available, management estimates valuation adjustments primarily by using internal cash flow and other financial modeling techniques. Changes in underlying factors, assumptions, or estimates in any of these areas could have a material impact on the Company s future financial condition and results of operations.

The Company has identified several policies as being critical because they require management to make particularly difficult, subjective and/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. These policies relate to the allowance for loan losses, the valuation of certain non-marketable investments, and accounting for income taxes.

The Company performs periodic and systematic detailed reviews of its loan portfolio to assess overall collectability. The level of the allowance for loan losses reflects the Company s estimate of the losses inherent in the loan portfolio at any point in time. While these estimates are based on substantive methods for determining allowance requirements, actual outcomes may differ significantly from estimated results, especially when determining allowances for business, lease, construction and business real estate loans. These loans are normally larger and more complex, and their collection rates are harder to predict. Personal loans, including personal mortgage, credit card and consumer loans, are individually smaller and perform in a more homogenous manner, making loss estimates more predictable. Further discussion of the methodologies used in establishing the allowance is provided in the Provision and Allowance for Loan Losses section of this discussion.

The Company, through its direct holdings and its Small Business Investment subsidiaries, has numerous private equity and venture capital investments, which totaled $43.9 million at September 30, 2007. These private equity and venture capital securities are reported at fair value. The values assigned to these securities where no market quotations exist are based upon available information and management s

Table of Contents

judgment. Although management believes its estimates of fair value reasonably reflect the fair value of these securities, key assumptions regarding the projected financial performance of these companies, the evaluation of the investee company s management team, and other economic and market factors may affect the amounts that will ultimately be realized from these investments.

The objectives of accounting for income taxes are to recognize the amount of taxes payable or refundable for the current year and deferred tax liabilities and assets for the future tax consequences of events that have been recognized in an entity s financial statements or tax returns. Judgment is required in assessing the future tax consequences of events that have been recognized in the Company s financial statements or tax returns. Fluctuations in the actual outcome of these future tax consequences, including the effects of IRS examinations and examinations by other state agencies, could materially impact the Company s financial position and its results of operations. Further discussion of income taxes is presented in the Income Taxes section of this discussion.

Selected Financial Data

	Three Months Ended September 30		**Nine Months Ended September 30**	
	2007	2006	**2007**	2006
Per Share Data				
Net income basic	**$ .82**	$ .78	**$ 2.36**	$ 2.32
Net income diluted	**.81**	.77	**2.33**	2.29
Cash dividends	**.250**	.233	**.750**	.700
Book value			**21.79**	20.55
Market price			**45.89**	48.16
Selected Ratios				
(Based on average balance sheets)				
Loans to deposits*	**88.67%**	85.36%	**88.06%**	84.34%
Non-interest bearing deposits to total deposits	**5.53**	5.76	**5.44**	5.78
Equity to loans*	**13.86**	14.48	**14.05**	14.58
Equity to deposits	**12.29**	12.36	**12.37**	12.29
Equity to total assets	**9.46**	9.59	**9.54**	9.66
Return on total assets	**1.43**	1.50	**1.42**	1.56
Return on total stockholders equity	**15.10**	15.64	**14.88**	16.12
(Based on end-of-period data)				
Non-interest income to revenue**	**41.29**	40.42	**40.57**	40.93
Efficiency ratio***	**59.81**	61.16	**60.64**	61.05
Tier I capital ratio			**10.34**	11.42
Total capital ratio			**11.55**	12.73
Leverage ratio			**8.79**	9.47

* *Includes loans held for sale.*
** *Revenue includes net interest income and non-interest income.*
*** *The efficiency ratio is calculated as non-interest expense (excluding intangibles amortization) as a percent of revenue.*

Table of Contents

Results of Operations

Summary

	Three Months Ended September 30			Nine Months Ended September 30		
(Dollars in thousands)	**2007**	2006	% Change	**2007**	2006	% Change
Net interest income	**$ 135,262**	$ 128,753	5.1%	**$ 400,605**	$ 378,967	5.7%
Provision for loan losses	**(11,455)**	(7,575)	51.2	**(28,670)**	(17,679)	62.2
Non-interest income	**95,137**	87,332	8.9	**273,480**	262,556	4.2
Investment securities gains, net	**1,562**	3,324	(53.0)	**4,964**	9,011	(44.9)
Non-interest expense	**(139,093)**	(132,304)	5.1	**(411,861)**	(391,815)	5.1
Income taxes	**(25,515)**	(24,982)	2.1	**(75,550)**	(78,215)	(3.4)
Net income	**$ 55,898**	$ 54,548	2.5%	**$ 162,968**	$ 162,825	.1%

For the quarter ended September 30, 2007, net income amounted to $55.9 million, an increase of $1.3 million, or 2.5%, over the third quarter of the previous year. For the current quarter, the annualized return on average assets was 1.43%, the annualized return on average equity was 15.10%, and the efficiency ratio was 59.81%. Compared to the third quarter of last year, net interest income increased 5.1%, while non-interest income grew 8.9%, with increases in bank card and trust fee income. Net gains on securities transactions and valuations declined $1.8 million. The provision for loan losses was $11.5 million in the current quarter, an increase of $3.9 million. Non-interest expense grew by 5.1%, with most of the increase in salaries and employee benefits expense. Diluted earnings per share was $.81, an increase of 5.2% from $.77 per share in the third quarter of 2006.

Net income for the first nine months of 2007 was $163.0 million, and increased $143 thousand, or .1%, over the first nine months of 2006. The increase in net income was primarily due to a 5.7% increase in net interest income and a 4.2% increase in non-interest income. These effects were partly offset by a 5.1% increase in non-interest expense, in addition to a $4.1 million decrease in investment securities net gains and an $11.0 million increase in the provision for loan losses. Diluted earnings per share increased 1.7% to $2.33, compared to $2.29 for the first nine months of last year. For the nine months ended September 30, 2007, the annualized return on average assets was 1.42%, the annualized return on average equity was 14.88%, and the efficiency ratio was 60.64%.

Effective July 1, 2007, the Company completed the acquisition of Commerce Bank in Denver, Colorado, which was purchased for $29.5 million in cash. The Company s acquisition of Commerce Bank added $123.9 million in assets (including $74.5 million in loans), $72.2 million in deposits, and one branch location. Certain intangible assets were recognized as a result of the transaction, consisting of $15.1 million of goodwill and $4.9 million of core deposit premium.

Effective April 1, 2007, the Company completed the acquisition of South Tulsa Financial Corporation (South Tulsa). In this transaction, the Company acquired the outstanding stock of South Tulsa and issued 561,951 shares of Company

stock valued at $27.6 million. The Company s acquisition of South Tulsa added $114.7 million in loans, $103.9 million in deposits and two branch locations in Tulsa, Oklahoma. Goodwill of $10.7 million and core deposit premium of $3.4 million were recorded in this transaction.

In the third quarter of 2006, the Company acquired certain assets and assumed certain liabilities of Boone National Savings and Loan Association in central Missouri, and also acquired the outstanding stock of West Pointe Bancorp, Inc. in Belleville, Illinois. These transactions added approximately $381.4 million in loans and $482.7 million in deposits.

Table of Contents

Net Interest Income

The following table summarizes the changes in net interest income on a fully taxable equivalent basis, by major category of interest earning assets and interest bearing liabilities, identifying changes related to volumes and rates. Changes not solely due to volume or rate changes are allocated to rate.

Analysis of Changes in Net Interest Income

	Three Months Ended September 30, 2007 vs. 2006			Nine Months Ended September 30, 2007 vs. 2006		
	Change due to			Change due to		
(In thousands)	Average Volume	Average Rate	Total	Average Volume	Average Rate	Total
Interest income, fully taxable equivalent basis:						
Loans	$ 19,117	$ 1,930	$ 21,047	$ 59,629	$ 21,768	$ 81,397
Loans held for sale	59	(489)	(430)	859	199	1,058
Investment securities:						
U.S. government and federal agency securities	(1,751)	469	(1,282)	(7,070)	1,458	(5,612)
State and municipal obligations	1,377	(63)	1,314	7,942	554	8,496
Mortgage and asset-backed securities	(842)	2,158	1,316	(4,331)	6,889	2,558
Other securities	(912)	(129)	(1,041)	(2,447)	(42)	(2,489)
Total interest on investment securities	(2,128)	2,435	307	(5,906)	8,859	2,953
Federal funds sold and securities purchased under agreements to resell	1,720	(448)	1,272	11,496	94	11,590
Total interest income	18,768	3,428	22,196	66,078	30,920	96,998
Interest expense:						
Deposits:						
Savings	(2)	(24)	(26)	30	(34)	(4)
Interest checking and money market	2,733	2,165	4,898	5,974	13,742	19,716
Time open & C.D. s of less than $100,000	2,711	2,592	5,303	10,208	13,152	23,360
Time open & C.D. s of $100,000 and over	2,130	976	3,106	6,324	6,168	12,492
Total interest on deposits	7,572	5,709	13,281	22,536	33,028	55,564

Federal funds purchased and securities sold under agreements to repurchase	386	(396)	(10)	10,995	6,134	17,129
Other borrowings	2,249	(60)	2,189	919	(86)	833
Total interest expense	10,207	5,253	15,460	34,450	39,076	73,526
Net interest income, fully taxable equivalent basis	$ 8,561	$ (1,825)	$ 6,736	$ 31,628	$ (8,156)	$ 23,472

Net interest income in the third quarter of 2007 amounted to $135.3 million, an increase of $6.5 million, or 5.1%, compared to the third quarter of last year. The increase in net interest income was mainly the result of loan growth, partly offset by an increase in average rates paid on interest bearing deposits and higher levels of deposits and borrowings. During the third quarter of 2007, the tax equivalent net yield on earning

assets was 3.77%, compared with 3.84% in the same quarter last year. For the first nine months of 2007, net interest income was $400.6 million, a $21.6 million, or 5.7%, increase over net interest income of $379.0 million in the same period of 2006. The net yield on earning assets declined by 12 basis points during the first nine months of 2007 to 3.81%, compared with 3.93% in the same period last year.

Total interest income increased $22.0 million, or 10.2%, over the third quarter of 2006. The increase was the result of higher loan interest income, which grew $21.0 million on a tax equivalent basis (excluding loans held for sale), or 12.5%. The growth in loan interest income was mainly due to an increase of $1.0 billion in average loan balances outstanding, which contributed $19.1 million in tax equivalent interest income. Loan growth included increases of $394.8 million in business loans, $122.7 million in construction loans, $138.1 million in business real estate loans, and $232.8 million in consumer loans. Also, overall average rates earned on the loan portfolio increased 8 basis points, which contributed $1.9 million in tax equivalent interest income. Results for the third quarter of 2007 included the effects of four bank acquisitions during the last 14 months, which contributed average loan growth of $361.2 million and related loan income of $7.4 million in the third quarter of 2007. Total interest income was also slightly impacted by the level and yields of the investment securities portfolio, resulting in a $307 thousand increase in tax equivalent interest income over the same quarter last year. Average yields on investment securities rose 32 basis points in the third quarter of 2007 over the third quarter of 2006, while average balances declined $212.5 million. The average tax equivalent yield on interest earning assets was 6.60% in the third quarter of 2007 compared to 6.42% in the third quarter of 2006.

Compared to the first nine months of 2006, total interest income increased $95.2 million, or 15.6%. Most of this increase resulted from higher loan balances and yields. An increase of $1.1 billion in average loan balances, coupled with a 29 basis point increase in tax equivalent rates earned, resulted in an $81.4 million increase in tax equivalent loan interest income. Average rates were higher in 2007 largely because of increases in the federal funds rate initiated by the Federal Reserve in the first half of 2006. Securities interest income in the first nine months of 2007 compared to the prior period rose $3.0 million on a tax equivalent basis, due mainly to higher yields. Average yields on securities rose 40 basis points over the prior period, partly offset by a $221.4 million decline in average balances, as proceeds from maturities and pay downs were shifted to fund loan growth. Interest earned on overnight investments grew $11.6 million over the prior period, primarily due to a $350.7 million increase in average resale agreements. The average tax equivalent yield on total interest earning assets for the nine months was 6.60% in 2007 and 6.24% in 2006.

Total interest expense increased $15.5 million, or 17.7%, compared to the third quarter of 2006. This growth occurred mainly in deposit interest expense, which increased $13.3 million due to a $744.9 million increase in average interest bearing deposit balances, in addition to a 31 basis point increase in average rates paid. The bank acquisitions mentioned above contributed growth of $323.9 million in average interest bearing deposits and related deposit expense of $3.2 million in the third quarter of 2007. While interest expense on overnight borrowings remained flat, interest expense on long-term borrowings increased $2.2 million, as average borrowings from the Federal Home Loan Bank rose $176.7 million. The average rate paid on all interest bearing liabilities increased to 3.08% in the third quarter of 2007 compared to 2.83% in the third quarter of 2006.

For the first nine months of 2007, total interest expense increased $73.6 million, or 32.7%, compared with the previous year. Interest expense on deposits rose $55.6 million, and was due to both higher balances of interest bearing deposits, which increased $840.9 million, and higher rates paid on those deposits, which increased 50 basis points. Interest expense on overnight borrowings grew $17.1 million, due to higher balances and higher rates paid on repurchase agreements. The overall average cost of total interest bearing liabilities was 3.05% for the first nine months of 2007 compared to 2.53% for the same period in 2006.

Summaries of average assets and liabilities and the corresponding average rates earned/paid appear on the last page of this discussion.

Table of Contents

Non-Interest Income

	Three Months Ended September 30			Nine Months Ended September 30		
(Dollars in thousands)	**2007**	2006	% Change	**2007**	2006	% Change
Deposit account charges and other fees	**$ 30,148**	$ 29,723	1.4%	**$ 86,740**	$ 86,130	.7%
Bank card transaction fees	**26,409**	24,187	9.2	**75,347**	69,453	8.5
Trust fees	**19,823**	17,805	11.3	**58,448**	53,616	9.0
Trading account profits and commissions	**2,174**	1,639	32.6	**5,475**	6,214	(11.9)
Consumer brokerage services	**3,056**	2,476	23.4	**9,431**	7,636	23.5
Loan fees and sales	**2,919**	1,956	49.2	**6,916**	8,444	(18.1)
Other	**10,608**	9,546	11.1	**31,123**	31,063	.2
Total non-interest income	**$ 95,137**	$ 87,332	8.9%	**$ 273,480**	$ 262,556	4.2%
Non-interest income as a % of total revenue*	**41.3%**	40.4%		**40.6%**	40.9%	

* *Total revenue is calculated as net interest income plus non-interest income.*

For the third quarter of 2007 total non-interest income amounted to $95.1 million, an increase of 8.9% compared with $87.3 million in the same quarter last year. This growth was mainly the result of higher deposit account, bank card, trust, bond trading and consumer brokerage services income. Deposit account fees increased $425 thousand, or 1.4%, compared with the third quarter of 2006, mainly as a result of a 10.0% increase in corporate cash management fees, which was partly offset by flat overdraft and return item fees. Bank card fees for the quarter increased $2.2 million, or 9.2%, over the same period last year, due mainly to continued growth in fees earned on debit, corporate and credit card transactions, which grew by 9.9%, 34.9% and 4.5%, respectively. Merchant fees, included in bank card revenues, decreased 8.8%, mainly due to the loss of a large merchant customer at the end of last year. Trust fees for the quarter increased $2.0 million, or 11.3%, mainly as a result of growth in personal and corporate trust fees. Bond trading income increased $535 thousand over amounts recorded in the same period last year, while consumer brokerage services revenue continued to grow this quarter and was up $580 thousand, or 23.4% over last year. Loan fees and sales increased by $963 thousand, as gains on student loan sales increased from $900 thousand in the third quarter of 2006 to $1.9 million in 2007. Other non-interest income increased $1.1 million over the same period last year as a result of small increases in cash sweep commissions and tax credit sales income and a gain recorded on the sale of a bank facility in August 2007. These increases were partly offset by an impairment loss recorded on a property currently held for sale.

Non-interest income for the nine months ended September 30, 2007 was $273.5 million compared to $262.6 million in the first nine months of 2006, resulting in a $10.9 million, or 4.2% increase. Deposit account fees rose $610 thousand, or .7%, as a result of higher corporate cash management fees, which grew $1.9 million, or 11.1%. This growth was

partly offset by lower deposit account overdraft fees, which declined $1.0 million, or 1.7%. Bank card fees rose $5.9 million, or 8.5% overall, due to increases of 11.6% and 28.0%, respectively, in debit and corporate card transaction fees, partly offset by a decline in merchant fees of $1.0 million, or 7.6%, as mentioned above. Trust fees rose $4.8 million, or 9.0%, due to a 7.5% increase in personal trust account fees. Bond trading income fell $739 thousand due to lower sales activity, while consumer brokerage income increased $1.8 million. Loan fees and sales decreased by $1.5 million as gains on student loan sales declined from $5.4 million in the first nine months of 2006 to $3.7 million in 2007. Other non-interest income rose slightly overall, and included the bank facility gain mentioned above, which amounted to $1.3 million, in addition to higher cash sweep commissions. Partly offsetting these increases were the $1.1 million impairment loss also mentioned above, the receipt in 2006 of $1.2 million in non-recurring income from a Parent company equity investment, and the 2006 sale of a parking garage, which resulted in a $1.3 million gain.

Investment Securities Gains and Losses, Net

Net securities gains amounted to $1.6 million in the third quarter of 2007, compared to net gains of $3.3 million in the same quarter last year. The net gain in the current quarter included net gains of $671 thousand resulting from sales of certain equity securities owned by the Parent company, coupled with net gains of $883 thousand relating to fair value adjustments on various venture capital and private equity investments. Net securities gains of $3.3 million were recorded in the third quarter of 2006, and included a $2.2 million gain resulting from the sale of MasterCard Inc. restricted shares. In addition, the Company recorded a loss of $2.1 million on the sale of asset-backed securities. Realized gains and fair value adjustments on private equity investments during the third quarter of 2006 amounted to $3.3 million. These venture capital and private equity investments were held by the Company s majority-owned venture capital subsidiaries. Minority interest expense pertaining to these net gains was $167 thousand and $507 thousand for the third quarter of 2007 and 2006, respectively, and was reported in other non-interest expense.

On a year to date basis, net securities gains of $5.0 million were recorded in the nine months ended September 30, 2007 compared to $9.0 million recorded in the same period in 2006.

Non-Interest Expense

	Three Months Ended September 30			**Nine Months Ended September 30**		
(Dollars in thousands)	**2007**	2006	% Change	**2007**	2006	% Change
Salaries and employee benefits	**$ 77,312**	$ 72,169	7.1%	**$ 230,335**	$ 215,133	7.1%
Net occupancy	**11,572**	11,009	5.1	**34,205**	32,216	6.2
Equipment	**5,761**	7,109	(19.0)	**17,875**	19,129	(6.6)
Supplies and communication	**8,546**	8,073	5.9	**25,638**	24,338	5.3
Data processing and software	**12,407**	12,904	(3.9)	**35,787**	37,928	(5.6)
Marketing	**4,775**	4,397	8.6	**13,952**	13,372	4.3
Other	**18,720**	16,643	12.5	**54,069**	49,699	8.8
Total non-interest expense	**$ 139,093**	$ 132,304	5.1%	**$ 411,861**	$ 391,815	5.1%

Non-interest expense for the current quarter amounted to $139.1 million, which represented an increase of $6.8 million, or 5.1%, over the expense recorded in the third quarter of last year. Excluding the effects of recent bank acquisitions, non-interest expense in the current quarter grew by 2.7% over the same period last year. Compared with the third quarter of last year, salaries and benefits expense increased $5.1 million, or 7.1%, mainly as a result of normal merit increases and the effects of the bank acquisitions, which increased salaries and benefits by approximately $1.5 million. Occupancy costs grew $563 thousand, or 5.1%, over the same quarter last year, mainly as a result of higher real estate tax expense and building services expense, partly offset by higher tenant rent income. Supplies and communication expense increased $473 thousand, or 5.9%, mainly due to higher supplies expense and postage and courier expense. Equipment costs declined $1.3 million, or 19.0%, partly due to higher costs incurred in the third quarter of 2006 relating to the relocation of a check processing function. Data processing costs declined 3.9%, reflecting lower software costs. The increase in other expense of $2.1 million over the same quarter last year

was due to higher intangible assets amortization resulting from the bank acquisitions, in addition to higher professional fees. These increases were partly offset by declines in minority interest expense (related to lower private equity investment gains), legal fees and sales tax expense.

Non-interest expense increased $20.0 million, or 5.1%, over the first nine months of 2006. Salaries and employee benefits expense grew $15.2 million, or 7.1%, due to merit increases and higher costs for incentive compensation, payroll taxes, and stock-based compensation. Partly offsetting these increases was a decline in employee group medical plan expense. Bank acquisitions contributed $4.7 million of the total increase in salaries and benefits expense, with full-time equivalent employees growing from 4,900 at September 30, 2006 to 5,077 at September 30, 2007. Occupancy costs grew by $2.0 million, or 6.2%, over the same period last year,

mainly as a result of higher depreciation expense and seasonal maintenance costs, partly offset by an increase in tenant rent income. Bank acquisitions contributed $1.0 million of the total increase in occupancy expense. Equipment expense declined $1.3 million, or 6.6%, mainly due to the relocation mentioned above. Supplies and communication expense increased $1.3 million, or 5.3%, mainly due to higher costs for supplies and postage and courier expense, partly offset by a decline in data network expense. Data processing and software expense decreased $2.1 million, or 5.6%, due to lower bank card processing fees and software costs. Other non-interest expense increased $4.4 million due to increases in miscellaneous operating losses, intangible assets amortization, and professional fees, partly offset by a reduction in minority interest expense.

Provision and Allowance for Loan Losses

	Three Months Ended			**Nine Months Ended September 30**	
(Dollars in thousands)	**Sept. 30, 2007**	Sept. 30, 2006	June 30, 2007	**2007**	2006
Provision for loan losses	**$ 11,455**	$ 7,575	$ 9,054	**$ 28,670**	$ 17,679
Net loan charge-offs (recoveries):					
Business	**1,853**	125	(11)	**2,546**	(697)
Credit card	**5,331**	4,588	5,948	**17,092**	12,723
Personal banking*	**2,449**	1,924	1,823	**6,237**	4,019
Real estate:					
Construction	**605**		771	**1,475**	
Business	**744**	152	179	**307**	(73)
Personal	**71**	23	38	**125**	73
Overdrafts	**403**	1,063	304	**887**	1,935
Total net loan charge-offs	**$ 11,456**	$ 7,875	$ 9,052	**$ 28,669**	$ 17,980
Annualized total net charge-offs as a percentage of average loans (excluding held for sale)	**.44%**	.34%	.36%	**.38%**	.27%

* *Includes consumer and home equity loans*

The Company has an established process to determine the amount of the allowance for loan losses, which assesses the risks and losses inherent in its portfolio. The Company combines estimates of the reserves needed for loans evaluated on an individual basis for impairment with estimates of the reserves needed for pools of loans with similar risk characteristics. This process to determine reserves uses such tools as the Company s watch loan list and actual loss experience to identify both individual loans and pools of loans and the amount of reserves that are needed. Additionally, management determines the amount of reserves necessary to offset credit risk issues associated with

loan concentrations, economic uncertainties, industry concerns, adverse market changes in estimated or appraised collateral values, and other subjective factors.

In using this process and the information available, management must consider various assumptions and exercise considerable judgment to determine the overall level of the allowance for loan losses. Because of these subjective factors, actual outcomes of inherent losses can differ from original estimates. The process of determining adequate levels of the allowance for loan losses is subject to regular review by the Company s Credit Administration personnel and outside regulators.

Net loan charge-offs for the third quarter of 2007 were $11.5 million, compared with $9.1 million in the prior quarter and $7.9 million in the third quarter of last year. The increase in net loan charge-offs in the third quarter of 2007 over the third quarter of last year was the result of higher charge-offs of business, construction and business real estate, consumer credit card, and personal banking loans. Included in current quarter business loan charge-offs was a $1.4 million charge-off on a loan secured by agricultural equipment and real estate. After the charge-off, the remaining loan balance of $5.5 million was placed on non-

accrual and the collateral was liquidated. Third quarter 2007 net charge-offs increased over the second quarter of 2007 due to increases in net charge-offs of business, personal banking and business real estate loans, offset by lower consumer credit card loan charge-offs.

For the third quarter of 2007, annualized net charge-offs on average consumer credit card loans were 3.15%, compared with 3.69% in the second quarter of 2007 and 3.00% in the same period last year. Additionally, personal banking loan net charge-offs for the quarter amounted to .47% of average personal loans, compared to .37% in the previous quarter and .42% in the same period last year. The provision for loan losses for the current quarter totaled $11.5 million, and was $2.4 million higher than the previous quarter and $3.9 million higher than the third quarter of 2006. The amount of the provision to expense in each quarter was determined by management s review and analysis of the adequacy of the allowance for loan losses, involving all the activities and factors described above regarding that process.

Net charge-offs during the nine months ended September 30, 2007 amounted to $28.7 million, compared to $18.0 million in the comparable prior period. The increase was a result of higher business, consumer credit card, personal banking, and real estate loan charge-offs in 2007, partly offset by lower overdrafts in 2007. The annualized net charge-off ratios were .38% in the nine months ended September 30, 2007 and .27% in the same period in 2006. The provision for loan losses was $28.7 million in the first nine months of 2007 compared to $17.7 million in the same period in 2006.

The allowance for loan losses at September 30, 2007 was $133.6 million, or 1.28% of total loans, compared to $131.7 million, or 1.36%, at December 31, 2006 and $131.8 million, or 1.38%, at September 30, 2006. The increase in the allowance at September 30, 2007 compared to September 30, 2006 was the result of loan loss reserves related to bank acquisitions during the second and third quarters of 2007. The decrease in the allowance as a percentage of total loans resulted primarily from loan growth. The Company considers the allowance for loan losses adequate to cover losses inherent in the loan portfolio at September 30, 2007.

Risk Elements of Loan Portfolio

The following table presents non-performing assets and loans which are past due 90 days and still accruing interest. Non-performing assets include non-accruing loans and foreclosed real estate. Loans are placed on non-accrual status when management does not expect to collect payments consistent with acceptable and agreed upon terms of repayment. Loans that are 90 days past due as to principal and/or interest payments are generally placed on non-accrual, unless they are both well-secured and in the process of collection, or they are 1-4 family first mortgage loans or consumer loans that are exempt under regulatory rules from being classified as non-accrual.

(Dollars in thousands)	**September 30 2007**	December 31 2006
Non-accrual loans	**$ 25,962**	$ 16,708
Foreclosed real estate	**15,408**	1,515
Total non-performing assets	**$ 41,370**	$ 18,223

Non-performing assets to total loans	**.40%**	.19%
Non-performing assets to total assets	**.26%**	.12%
Loans past due 90 days and still accruing interest	**$ 19,227**	$ 20,376

Non-accrual loans totaled $26.0 million at September 30, 2007, and increased $9.3 million over amounts recorded at December 31, 2006. The increase was partly the result of placing one business loan of $5.5 million on non-accrual status, as mentioned above. The loan is secured by agricultural equipment and real estate which has now been sold. In addition, real estate construction non-accrual loans rose from minimal levels at year end 2006 to $4.2 million at September 30, 2007, with nearly half of this balance relating to two borrowers. At September 30, 2007, non-accrual loans were comprised mainly of business loans (47.0%), business real estate loans (29.9%), and construction loans (16.1%).

Table of Contents

Foreclosed real estate increased to $15.4 million at September 30, 2007 compared to $1.5 million at December 31, 2006. The increase resulted from the Company s foreclosure in September 2007 on a non-accrual construction loan totaling $11.8 million, which was secured by undeveloped land and residential lots. The undeveloped land is currently under a sale contract which is expected to close in the first quarter of 2008.

Total loans past due 90 days or more and still accruing interest amounted to $19.2 million as of September 30, 2007, and decreased $1.1 million since December 31, 2006. This decrease included declines in business, business real estate, and personal real estate loan delinquencies of $1.2 million, $795 thousand, and $511 thousand, respectively, partly offset by increases in construction ($595 thousand) and home equity ($686 thousand) loan delinquencies.

In addition to the non-accrual loans mentioned above, the Company also has identified loans for which management has concerns about the ability of the borrowers to meet existing repayment terms. They are primarily classified as substandard for regulatory purposes under the Company s internal rating system. The loans are generally secured by either real estate or other borrower assets, reducing the potential for loss should they become non-performing. Although these loans are generally identified as potential problem loans, they may never become non-performing. Such loans totaled $71.6 million at September 30, 2007 compared with $41.9 million at December 31, 2006. The higher balance at September 30, 2007 resulted primarily from downgrades in credit grade, partly offset by loan pay-offs or transference to non-accrual status.

Income Taxes

Income tax expense was $25.5 million in the third quarter of 2007, compared to $26.5 million in the second quarter of 2007 and $25.0 million in the third quarter of 2006. The effective income tax rate on income from operations was 31.3% in the third quarter of 2007, compared with 32.2% in the second quarter of 2007 and 31.4% in the third quarter of 2006.

Income tax expense was $75.6 million in the first nine months of 2007 compared to $78.2 million in the previous year, resulting in effective income tax rates of 31.7% and 32.4%, respectively. The effective tax rate was lower in 2007 compared to 2006 because of interest earned on higher average balances in tax exempt state and municipal investment securities, coupled with higher levels of income from the Company s real estate investment trust subsidiaries, which are not taxable in some states.

Financial Condition

Balance Sheet

Total assets of the Company were $16.0 billion at September 30, 2007 compared to $15.2 billion at December 31, 2006. Earning assets at September 30, 2007 were $14.8 billion and consisted of 73% loans and 24% investment securities, compared to $14.0 billion at December 31, 2006.

During the first nine months of 2007, total period end loans, including those held for sale, increased $794.6 million, or 8.0%, compared with balances at December 31, 2006. The increase was the result of growth of $346.5 million in business loans, $200.0 million in consumer loans, $59.0 million in business real estate loans, $63.3 million in personal real estate loans, and $52.4 million in consumer credit card loans. Growth in business loans reflected new business, especially in regional markets, and increased borrowings by existing customers. During September, business loan growth included higher seasonal borrowings of $132 million from several large grain dealers. Consumer loan growth reflected increased demand for marine and recreational vehicle loans.

On an average basis, loans increased $1.2 billion during the first nine months of 2007 compared to the same period in 2006, or an increase of 12.5%. Loan growth occurred in nearly all loan categories, with increases of $426.8 million in business loans, $198.0 million in consumer loans, $180.4 million in business real estate loans, $158.8 million in construction loans, and $124.1 million in personal real estate loans. The overall increase in average loans included $391.0 million attributable to bank acquisitions mentioned above.

Available for sale investment securities, excluding fair value adjustments, decreased $25.6 million at September 30, 2007 compared to December 31, 2006. During the first nine months of 2007, maturities and principal pay downs of securities totaled $833.6 million. Sales during the period consisted mainly of $22.4 million in asset-backed home equity securities which, although rated AAA, were secured by sub-prime loans. These sales eliminated the Company s exposure to sub-prime loans in the investment securities portfolio. During the same period, purchases of securities totaled $829.6 million, consisting of mortgage-backed securities ($468.0 million), federal agency securities ($153.4 million), other asset-backed securities ($180.1 million), and municipal obligations ($27.1 million).

On an average basis, available for sale investment securities, excluding fair value adjustments, declined $226.0 million, or 6.5%, during the first nine months of 2007 compared to the same period in 2006. Federal agency securities declined $214.5 million and other asset-backed securities declined $315.0 million, while municipal obligations and mortgage-backed securities increased $239.7 million and $181.2 million, respectively.

Total deposits increased by $206.9 million, or 1.8%, at September 30, 2007 compared to December 31, 2006. The increase in deposits over year end 2006 balances was due to increases of $245.5 million in premium money market accounts, $96.3 million in retail certificates of deposit, and $182.0 million in jumbo certificates of deposit. This growth was partly offset by declines of $131.1 million in interest checking accounts and $163.4 million in non-interest bearing demand deposits.

On an average basis, total deposits increased $849.3 million, or 7.7%, during the first nine months of 2007 compared to the same period in 2006. This increase included $447.3 million of deposits which were attributable to the recent bank acquisitions. The overall increase in total average deposits was mainly due to growth of $344.0 million in retail certificates of deposit, $247.4 million in premium money market accounts, and $186.5 million in jumbo certificates of deposit. While jumbo certificates of deposit increased overall, their growth slowed during the third quarter of 2007 as other funding sources were utilized, resulting in a decline of $100.1 million in third quarter average balances compared to the previous quarter.

Compared to 2006 year end balances, total short-term borrowings at September 30, 2007 increased $287.8 million, mainly due to higher overnight borrowings of federal funds at September 30. On an average basis, short-term borrowings were higher by $346.6 million during the first nine months of 2007 compared to the same period in 2006, resulting from higher levels of repurchase agreements. Other longer-term borrowings increased $291.8 million over 2006 year end balances due to new advances from the Federal Home Loan Bank of Des Moines (FHLB) during the second quarter of 2007.

Liquidity and Capital Resources

Liquidity Management

The Company s most liquid assets are comprised of available for sale marketable investment securities, federal funds sold, and securities purchased under agreements to resell (resale agreements). Federal funds sold and resale agreements totaled $520.5 million at September 30, 2007. These investments normally have overnight maturities and are used for general daily liquidity and collateral purposes. The fair value of the available for sale investment portfolio was $3.4 billion at September 30, 2007, and included an unrealized net gain of $39.2 million. The portfolio includes maturities of approximately $708 million over the next 12 months, which offer substantial resources to meet either new loan demand or reductions in the Company s deposit funding base. The Company pledges portions of its investment securities portfolio to secure public fund deposits, securities sold under agreements to repurchase, trust funds, and borrowing capacity at the Federal Reserve. At September 30, 2007, total investment securities pledged for these purposes comprised 58% of the available for sale investment portfolio, leaving $1.4 billion of unpledged securities.

(In thousands)	**September 30 2007**	June 30 2007	December 31 2006
Liquid assets:			
Federal funds sold	**$ 42,190**	$ 80,694	$ 28,794
Securities purchased under agreements to resell	**478,294**	485,451	499,022
Available for sale investment securities	**3,411,804**	3,129,310	3,415,440
Total	**$ 3,932,288**	$ 3,695,455	$ 3,943,256

Liquidity is also available from the Company s large base of core customer deposits, defined as demand, interest checking, savings, and money market deposit accounts. At September 30, 2007, such deposits totaled $8.1 billion and represented 67.9% of the Company s total deposits. These core deposits are normally less volatile and are often tied to other products of the Company through long lasting relationships. Time open and certificates of deposit of $100,000 and over totaled $1.4 billion at September 30, 2007. These accounts are normally considered more volatile and higher costing, and comprised 12.0% of total deposits at September 30, 2007.

(In thousands)	**September 30 2007**	June 30 2007	December 31 2006
Core deposit base:			
Non-interest bearing demand	**$ 1,148,991**	$ 1,271,730	$ 1,312,400
Interest checking	**411,714**	474,470	542,797
Savings and money market	**6,559,362**	6,435,616	6,336,250
Total	**$ 8,120,067**	$ 8,181,816	$ 8,191,447

Other important components of liquidity are the level of borrowings from third party sources and the availability of future credit. The Company s outside borrowings are comprised of federal funds purchased, securities sold under agreements to repurchase, and longer-term debt. Federal funds purchased and securities sold under agreements to repurchase are generally borrowed overnight, and amounted to $2.1 billion at September 30, 2007. Federal funds purchased are obtained mainly from upstream correspondent banks with whom the Company maintains approved lines of credit. Securities sold under agreements to repurchase are secured by a portion of the Company s investment portfolio and are comprised of both non-insured customer funds, totaling $605.4 million at September 30, 2007, and structured repurchase agreements of $500.0 million which were purchased from an upstream financial institution. The Company s long-term debt is relatively small compared to its overall liability position. It is comprised mainly of advances from the Federal Home Loan Bank of Des Moines (FHLB), which totaled $320.3 million at September 30,

2007. Most of the balance is comprised of $300.0 million in new advances during the second quarter of 2007, which mature in 2010. These advances have fixed interest rates; however, $200.0 million are subject to conversion to floating rates by the FHLB at specific dates prior to their maturity. In addition, the Company has $14.3 million in outstanding subordinated debentures issued to wholly-owned grantor trusts, funded by preferred securities issued by the trusts. Other outstanding long-term borrowings relate mainly to the Company s venture capital and leasing operations.

(In thousands)	**September 30 2007**	June 30 2007	December 31 2006
Borrowings:			
Federal funds purchased	**$ 953,712**	$ 412,132	$ 715,475
Securities sold under agreements to repurchase	**1,105,383**	1,082,472	1,055,807
FHLB advances	**320,277**	320,601	28,215
Subordinated debentures	**14,310**	14,310	14,310
Other long-term debt	**11,162**	11,226	11,409
Total	**$ 2,404,844**	$ 1,840,741	$ 1,825,216

In addition to those mentioned above, several other sources of liquidity are available. The Company believes that its sound short-term commercial paper ratings of A-1 from Standard & Poor s and Prime-1 from Moody s would ensure the ready marketability of its commercial paper, should the need arise. No commercial paper has been issued or outstanding during the past ten years. In addition, the Company has temporary borrowing capacity at the Federal Reserve discount window, for which it has pledged $1.0 billion in loans and $278.3 million in investment securities. Liquidity can also be generated through the sale of jumbo certificates of deposit by the Company s Capital Markets Group, the issuance of common or preferred stock, or privately placed debt offerings.

Cash and cash equivalents (defined as Cash and due from banks and Federal funds sold and securities purchased under agreements to resell as segregated in the accompanying balance sheets) was $1.1 billion at September 30, 2007 compared to $1.2 billion at December 31, 2006. The $90.2 million decrease resulted from changes in the various cash flows produced by the operating, investing and financing activities of the Company, as shown in the accompanying statement of cash flows for September 30, 2007. The cash flow provided by operating activities is considered a very stable source of funds and consists mainly of net income adjusted for certain non-cash items. Operating activities provided cash flow of $198.9 million during the first nine months of 2007. Investing activities, consisting mainly of purchases, sales and maturities of available for sale securities and changes in the level of the loan portfolio, used total cash of $640.5 million. Most of the cash outflow was due to $620.7 million in loan growth. Sales, maturities and pay downs of investment securities provided cash of $906.2 million, which was largely offset by $873.5 million in purchases of investment securities. Financing activities provided cash of $351.4 million, resulting from $300.0 million in new long-term borrowings and a $276.9 million increase in overnight borrowings. In addition, cash of $121.2 million was required by the Company s treasury stock repurchase program and cash dividends of $51.8 million were paid. Future short-term liquidity needs arising from daily operations are not expected to vary significantly, and the Company believes it will be able to meet these cash flow needs.

Table of Contents

Capital Management

The Company maintains regulatory capital ratios, including those of its principal banking subsidiaries, which exceed the well-capitalized guidelines under federal banking regulations. Information about the Company s risk-based capital is shown below.

(Dollars in thousands)	**September 30 2007**	December 31 2006	Minimum Ratios For Well-Capitalized Banks
Risk-adjusted assets	**$ 13,057,287**	$ 11,959,757	
Tier I capital	**1,349,856**	1,345,378	
Total capital	**1,508,355**	1,502,386	
Tier I capital ratio	**10.34%**	11.25%	6.00%
Total capital ratio	**11.55%**	12.56%	10.00%
Leverage ratio	**8.79%**	9.05%	5.00%

The Company maintains a treasury stock buyback program, and in February 2007, was authorized by the Board of Directors to repurchase up to 4,000,000 shares of its common stock. The Company has routinely used these shares to fund its annual 5% stock dividend and various stock compensation programs. During the current quarter, the Company purchased 650,001 shares of treasury stock at an average cost of $45.49 per share. At September 30, 2007, 1,695,284 shares remained available for purchase under the current Board authorization.

The Company s common stock dividend policy reflects its earnings outlook, desired payout ratios, the need to maintain adequate capital levels, and alternative investment options. The Company increased its per share cash dividend to $.250 in the first quarter of 2007, an increase of 7.3% compared to the fourth quarter of 2006, and maintained the same dividend payout in the second and third quarters of 2007. The year 2007 represents the 39th consecutive year of per share dividend increases.

Commitments and Off-Balance Sheet Arrangements

Various commitments and contingent liabilities arise in the normal course of business which are not required to be recorded on the balance sheet. The most significant of these are loan commitments, which at September 30, 2007 totaled $8.3 billion (including approximately $3.8 billion in unused approved credit card lines of credit). In addition, the Company enters into standby and commercial letters of credit with its business customers. These contracts amounted to $459.7 million and $28.5 million, respectively, at September 30, 2007. Since many commitments expire unused or only partially used, these totals do not necessarily reflect future cash requirements. The carrying value of the guarantee obligations associated with the standby letters of credit, which has been recorded as a liability on the balance sheet, amounted to $5.1 million at September 30, 2007. Management does not anticipate any material losses arising from commitments and contingent liabilities and believes there are no material commitments to extend credit that represent risks of an unusual nature.

The Company periodically purchases various state tax credits arising from third-party property redevelopment. Most of the tax credits are resold to third parties, although some are retained for use by the Company. During the first nine months of 2007, purchases and sales of tax credits amounted to $20.0 million and $20.5 million, respectively, and at September 30, 2007, outstanding purchase commitments totaled $98.4 million. The Company has additional funding commitments arising from several investments in private equity concerns, classified as non-marketable investment securities in the accompanying consolidated balance sheets. These funding commitments amounted to $2.4 million at September 30, 2007. The Company also has unfunded commitments relating to its investments in low-income housing partnerships, which amounted to $2.0 million at September 30, 2007.

Table of Contents

Segment Results

The table below is a summary of segment pre-tax income results for the first nine months of 2007 and 2006. Please refer to Note 10 in the notes to the consolidated financial statements for additional information about the Company s operating segments.

	Nine Months Ended September 30		Increase (decrease)	
(Dollars in thousands)	**2007**	2006	Amount	Percent
Consumer	**$ 179,763**	$ 180,773	$ (1,010)	(.6)%
Commercial	**106,925**	106,965	(40)	
Money management	**27,028**	25,243	1,785	7.1
Total segments	**313,716**	312,981	735	.2
Other/elimination	**(75,198)**	(71,941)	(3,257)	N.M.
Income before income taxes	**$ 238,518**	$ 241,040	$ (2,522)	(1.0)%

For the nine months ended September 30, 2007, income before income taxes for the Consumer segment decreased $1.0 million, or .6%, compared to the same period in the prior year. The decline in pre-tax income was mainly due to an increase of $13.7 million, or 6.3%, in non-interest expense, coupled with a $5.6 million increase in the provision for loan losses, mainly relating to consumer credit card and marine and recreational vehicle loan net charge-offs. The increase in non-interest expense over the previous year was mainly due to higher salaries expense, occupancy expense, supplies and communication expense, corporate management fees and assigned processing costs. In addition, net investment securities gains declined $2.8 million due to the gain recorded in 2006 on the sale of MasterCard Inc. restricted shares. Partly offsetting these effects was a $17.2 million increase in net interest income. This growth resulted from a $37.2 million increase in net allocated funding credits assigned to the Consumer segment s deposit and loan portfolios, in addition to higher loan interest income of $31.4 million, which more than offset growth of $51.2 million in deposit interest expense. Non-interest income increased $3.8 million, or 2.8%, resulting mainly from higher bank card transaction fees (primarily debit card) and consumer brokerage and insurance fees, partly offset by a decline in overdraft and return item fees and lower gains on sales of student loans.

For the nine months ended September 30, 2007, income before income taxes for the Commercial segment decreased slightly compared to the same period in the previous year. Most of the decline was due to an $11.0 million, or 10.2% increase in non-interest expense, in addition to a $5.0 million increase in net loan charge-offs. Partly offsetting these increases in expense were a $12.0 million, or 7.7%, increase in net interest income and a $4.0 million increase in non-interest income. Included in net interest income was a $52.2 million increase in loan interest income, which was partly offset by higher assigned net funding costs of $35.7 million and higher deposit interest expense of $4.6 million. Non-interest income increased over the previous year mainly as a result of higher commercial cash management fees, overdraft fees, bank card fees (mainly corporate card) and cash sweep commissions. The increase in non-interest expense included increases in salaries expense, deposit account processing costs, and corporate management fees. Net

loan charge-offs were $4.7 million in the first nine months of 2007 compared to net loan recoveries of $342 thousand in the first nine months of 2006. The increase over 2006 was mainly due to charge-offs related to several specific commercial borrowers.

Money Management segment pre-tax profitability for the first nine months of 2007 was up $1.8 million, or 7.1%, over the previous year mainly due to higher non-interest income. Non-interest income increased $4.3 million, or 6.8%, mainly in personal and corporate trust fees and cash sweep commissions, partly offset by lower bond trading income. Net interest income decreased $323 thousand, or 4.4%, from the prior year. Higher net funding charges assigned to the segment s short-term investments and borrowings, in addition to smaller increases in interest expense on deposits and borrowings, were partly offset by growth in interest income on short-term investments. Non-interest expense increased $2.2 million, or 4.9%, over the previous year due to higher salaries expense, assigned processing costs and corporate management fees.

Table of Contents

Impact of Recently Issued Accounting Standards

In February 2006, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards No. 155, Accounting for Certain Hybrid Financial Instruments an amendment of FASB Statements No. 133 and 140 . The Statement permits fair value remeasurement for certain hybrid financial instruments containing embedded derivatives, and clarifies the derivative accounting requirements for interest and principal-only strip securities and interests in securitized financial assets. It also clarifies that concentrations of credit risk in the form of subordination are not embedded derivatives and eliminates a previous prohibition on qualifying special-purpose entities from holding certain derivative financial instruments. For calendar year companies, the Statement was effective for all financial instruments acquired or issued after January 1, 2007. The Company s holdings of instruments that are subject to the provisions of this Statement are not material, and, accordingly, its adoption of the Statement did not affect its consolidated financial statements.

In March 2006, the FASB issued Statement of Financial Accounting Standards No. 156, Accounting for Servicing of Financial Assets an amendment of FASB Statement No. 140 . The Statement specifies under what situations servicing assets and servicing liabilities must be recognized. It requires these assets and liabilities to be initially measured at fair value and specifies acceptable measurement methods subsequent to their recognition. Separate presentation in the financial statements and additional disclosures are also required. For calendar year companies, the Statement was effective beginning January 1, 2007. The Company s adoption of the Statement did not result in the recognition of any additional servicing assets or liabilities, or a change in its measurement methods.

In June 2006, the FASB issued Financial Accounting Standards Board Interpretation No. 48, Accounting for Uncertainty in Income Taxes, an interpretation of FASB Statement No. 109 , which prescribes the recognition threshold and measurement attribute necessary for recognition in the financial statements of a tax position taken, or expected to be taken, in a tax return. Under FIN 48, an income tax position will be recognized if it is more likely than not that it will be sustained upon IRS examination, based upon its technical merits. Once that status is met, the amount recorded will be the largest amount of benefit that is greater than 50 percent likely of being realized upon ultimate settlement. It also provides guidance on derecognition, classification, interest and penalties, interim period accounting, disclosure, and transition requirements. As a result of the Company s adoption of FIN 48, additional income tax benefits of $446 thousand were recognized as of January 1, 2007 as an increase to equity.

In September 2006, the FASB issued Statement of Financial Accounting Standards No. 157, Fair Value Measurements . This Statement defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. It does not require any new fair value measurements. For calendar year companies who do not adopt early, the Statement is effective beginning January 1, 2008. The Company does not expect that its adoption of the Statement in 2008 will have a material effect on its consolidated financial statements.

The FASB issued Statement of Financial Accounting Standards No. 158, Employers Accounting for Defined Benefit Pension and Other Postretirement Plans , in September 2006. The Statement requires an employer to recognize the overfunded or underfunded status of a defined benefit postretirement plan as an asset or liability in its statement of financial position and to recognize changes in that funded status in the year in which the changes occur through comprehensive income. It also requires an employer to measure the funded status of a plan as of the date of its year end statement of financial position. For calendar year companies with publicly traded stock, the funded status was required to be initially recognized at December 31, 2006, while the measurement requirement is effective in 2008. The Company s initial recognition at December 31, 2006 of the funded status of its defined benefit pension plan reduced its prepaid pension asset by $17.5 million, reduced deferred tax liabilities by $6.6 million, and reduced the equity component of accumulated other comprehensive income by $10.9 million.

In September 2006, the Emerging Issues Task Force Issue 06-4, Accounting for Deferred Compensation and Postretirement Benefit Aspects of Endorsement Split-Dollar Life Insurance Arrangements , was ratified. This EITF Issue addresses accounting for separate agreements which split life insurance policy

32

benefits between an employer and employee. The Issue requires the employer to recognize a liability for future benefits payable to the employee under these agreements. The effects of applying this Issue must be recognized through either a change in accounting principle through an adjustment to equity or through the retrospective application to all prior periods. For calendar year companies, the Issue is effective beginning January 1, 2008. The Company does not expect the adoption of the Issue to have a material effect on the Company s consolidated financial statements.

In February 2007, the FASB issued Statement of Financial Accounting Standards No. 159, The Fair Value Option for Financial Assets and Financial Liabilities . This Statement permits entities to choose to measure many financial instruments and certain other items at fair value. The objective is to improve financial reporting by providing entities with the opportunity to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without having to apply complex hedge accounting provisions. This Statement is expected to expand the use of fair value measurement, which is consistent with the Board s long-term measurement objectives for accounting for financial instruments. For calendar year companies who do not adopt early, the Statement is effective beginning January 1, 2008. The Company does not expect that its adoption of the Statement in 2008 will have a material effect on its consolidated financial statements.

Table of Contents

AVERAGE BALANCE SHEETS AVERAGE RATES AND YIELDS

Three Months Ended September 30, 2007 and 2006

	Third Quarter 2007			Third Quarter 2006		
(Dollars in thousands)	**Average Balance**	**Interest Income/ Expense**	**Avg. Rates Earned/ Paid**	Average Balance	Interest Income/ Expense	Avg. Rates Earned/ Paid
ASSETS:						
Loans:						
Business[(A)]	**$ 3,103,903**	**$ 53,104**	**6.79%**	$ 2,709,096	$ 46,488	6.81%
Real estate construction	**705,232**	**13,274**	**7.47**	582,542	11,333	7.72
Real estate business	**2,220,136**	**39,674**	**7.09**	2,082,020	36,672	6.99
Real estate personal	**1,538,279**	**22,941**	**5.92**	1,450,491	20,461	5.60
Consumer	**1,605,879**	**30,165**	**7.45**	1,373,127	24,631	7.12
Home equity	**446,208**	**8,538**	**7.59**	444,979	8,738	7.79
Consumer credit card	**670,973**	**21,704**	**12.83**	606,882	20,030	13.09
Overdrafts	**14,468**			13,548		
Total loans	**10,305,078**	**189,400**	**7.29**	9,262,685	168,353	7.21
Loans held for sale	**293,610**	**5,049**	**6.82**	290,465	5,479	7.48
Investment securities:						
U.S. government and federal agency	**397,470**	**4,049**	**4.04**	591,513	5,331	3.58
State and municipal obligations[(A)]	**595,076**	**6,645**	**4.43**	472,029	5,331	4.48
Mortgage and asset-backed securities	**2,095,312**	**25,292**	**4.79**	2,171,567	23,976	4.38
Trading securities	**16,343**	**219**	**5.32**	14,223	164	4.57
Other marketable securities[(A)]	**134,156**	**2,171**	**6.42**	213,483	3,045	5.66
Non-marketable securities	**98,177**	**1,193**	**4.82**	86,230	1,415	6.51
Total investment securities	**3,336,534**	**39,569**	**4.71**	3,549,045	39,262	4.39
Federal funds sold and securities purchased under agreements to resell	**511,834**	**6,351**	**4.92**	378,404	5,079	5.33

Total interest earning assets	**14,447,056**	**240,369**	**6.60**	13,480,599	218,173	6.42
Less allowance for loan losses	**(132,878)**			(129,567)		
Unrealized gain (loss) on investment securities	**13,461**			(16,049)		
Cash and due from banks	**471,745**			461,447		
Land, buildings and equipment, net	**403,781**			377,423		
Other assets	**325,857**			257,938		
Total assets	**$ 15,529,022**			$ 14,431,791		
LIABILITIES AND EQUITY:						
Interest bearing deposits:						
Savings	**$ 392,317**	**540**	**.55**	$ 393,732	566	.57
Interest checking and money market	**7,025,694**	**30,633**	**1.73**	6,678,352	25,735	1.53
Time open and C.D. s of less than $100,000	**2,389,019**	**28,541**	**4.74**	2,155,446	23,238	4.28
Time open and C.D. s of $100,000 and over	**1,485,637**	**18,812**	**5.02**	1,320,235	15,706	4.72
Total interest bearing deposits	**11,292,667**	**78,526**	**2.76**	10,547,765	65,245	2.45
Borrowings:						
Federal funds purchased and securities sold under agreements to repurchase	**1,628,453**	**20,277**	**4.94**	1,580,998	20,287	5.09
Other borrowings[(B)]	**346,076**	**4,209**	**4.83**	163,152	2,020	4.91
Total borrowings	**1,974,529**	**24,486**	**4.92**	1,744,150	22,307	5.07
Total interest bearing liabilities	**13,267,196**	**103,012**	**3.08%**	12,291,915	87,552	2.83%
Non-interest bearing demand deposits	**660,681**			644,103		
Other liabilities	**132,545**			112,189		

Stockholders equity	**1,468,600**		1,383,584	
Total liabilities and equity	**$ 15,529,022**		$ 14,431,791	
Net interest margin (T/E)		**$ 137,357**		$ 130,621
Net yield on interest earning assets		**3.77%**		3.84%

(A) Stated on a tax equivalent basis using a federal income tax rate of 35%.
(B) Interest expense capitalized on construction projects is not deducted from the interest expense shown above.

34

Table of Contents

AVERAGE BALANCE SHEETS AVERAGE RATES AND YIELDS

Nine Months Ended September 30, 2007 and 2006

	Nine Months 2007			Nine Months 2006		
(Dollars in thousands)	**Average Balance**	**Interest Income/ Expense**	**Avg. Rates Earned/ Paid**	Average Balance	Interest Income/ Expense	Avg. Rates Earned/ Paid
ASSETS:						
Loans:						
Business[(A)]	**$ 3,075,994**	**$ 156,998**	**6.82%**	$ 2,649,218	$ 129,102	6.52%
Real estate construction	**670,077**	**37,436**	**7.47**	511,236	28,288	7.40
Real estate business	**2,197,714**	**116,109**	**7.06**	2,017,312	102,133	6.77
Real estate personal	**1,514,058**	**67,372**	**5.95**	1,389,964	58,181	5.60
Consumer	**1,529,894**	**84,193**	**7.36**	1,331,847	69,111	6.94
Home equity	**440,030**	**25,381**	**7.71**	446,079	25,085	7.52
Consumer credit card	**650,345**	**63,260**	**13.01**	589,750	57,452	13.02
Overdrafts	**12,701**			15,142		
Total loans	**10,090,813**	**550,749**	**7.30**	8,950,548	469,352	7.01
Loans held for sale	**332,944**	**17,314**	**6.95**	316,234	16,256	6.87
Investment securities:						
U.S. government and federal agency	**423,310**	**12,673**	**4.00**	690,321	18,285	3.54
State and municipal obligations[(A)]	**600,622**	**20,446**	**4.55**	360,936	11,950	4.43
Mortgage and asset-backed securities	**2,075,947**	**74,039**	**4.77**	2,209,689	71,481	4.33
Trading securities	**19,768**	**719**	**4.86**	18,109	587	4.33
Other marketable securities[(A)]	**135,689**	**6,136**	**6.05**	200,656	8,190	5.46
Non-marketable securities	**88,645**	**3,765**	**5.68**	85,640	4,332	6.76
Total investment securities	**3,343,981**	**117,778**	**4.71**	3,565,351	114,825	4.31
Federal funds sold and securities purchased under agreements to resell	**523,747**	**20,093**	**5.13**	221,802	8,503	5.13

Total interest earning assets	**14,291,485**	**705,934**	**6.60**	13,053,935	608,936	6.24
Less allowance for loan losses	**(132,150)**			(128,692)		
Unrealized gain (loss) on investment securities	**18,799**			(15,417)		
Cash and due from banks	**461,347**			470,835		
Land, buildings and equipment, net	**396,968**			372,072		
Other assets	**304,465**			229,377		
Total assets	**$ 15,340,914**			$ 13,982,110		
LIABILITIES AND EQUITY:						
Interest bearing deposits:						
Savings	**$ 398,660**	**1,627**	**.55**	$ 391,556	1,631	.56
Interest checking and money market	**6,971,670**	**86,995**	**1.67**	6,668,411	67,279	1.35
Time open and C.D. s of less than $100,000	**2,348,467**	**82,777**	**4.71**	2,004,486	59,417	3.96
Time open and C.D. s of $100,000 and over	**1,474,521**	**55,291**	**5.01**	1,287,974	42,799	4.44
Total interest bearing deposits	**11,193,318**	**226,690**	**2.71**	10,352,427	171,126	2.21
Borrowings:						
Federal funds purchased and securities sold under agreements to repurchase	**1,688,512**	**64,021**	**5.07**	1,341,879	46,892	4.67
Other borrowings[(B)]	**225,125**	**8,033**	**4.77**	209,378	7,200	4.60
Total borrowings	**1,913,637**	**72,054**	**5.03**	1,551,257	54,092	4.66
Total interest bearing liabilities	**13,106,955**	**298,744**	**3.05%**	11,903,684	225,218	2.53%
Non-interest bearing demand deposits	**643,702**			635,309		
Other liabilities	**126,139**			92,475		

Stockholders equity	**1,464,118**		1,350,642	
Total liabilities and equity	**$ 15,340,914**		$ 13,982,110	
Net interest margin (T/E)		**$ 407,190**		$ 383,718
Net yield on interest earning assets		**3.81%**		3.93%

(A) Stated on a tax equivalent basis using a federal income tax rate of 35%.
(B) Interest expense capitalized on construction projects is not deducted from the interest expense shown above.

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Interest rate risk management focuses on maintaining consistent growth in net interest income within Board-approved policy limits. The Company primarily uses earnings simulation models to analyze net interest sensitivity to movement in interest rates. The Company performs monthly simulations which model interest rate movements and risk in accordance with changes to its balance sheet composition. For further discussion of the Company s market risk, see the Interest Rate Sensitivity section of Management s Discussion and Analysis of Consolidated Financial Condition and Results of Operations included in the Company s 2006 Annual Report on Form 10-K.

The table below shows the effect that gradual rising and/or falling interest rates over a twelve month period would have on the Company s net interest income given a static balance sheet.

(Dollars in millions)	**September 30, 2007** $ Change in Net Interest Income	**September 30, 2007** % Change in Net Interest Income	June 30, 2007 $ Change in Net Interest Income	June 30, 2007 % Change in Net Interest Income	December 31, 2006 $ Change in Net Interest Income	December 31, 2006 % Change in Net Interest Income
200 basis points rising	**$ (1.2)**	**(.21)%**	$ (2.6)	(.47)%	$ (4.3)	(.80)%
100 basis points rising			(.4)	(.08)	(.9)	(.17)
100 basis points falling	**(1.6)**	**(.29)**	(1.2)	(.21)	(.6)	(.10)
200 basis points falling	**(2.8)**	**(.50)**	(2.7)	(.49)	(.7)	(.13)

The Company continues to have very modest interest rate risk exposure. The table reflects a decline in the exposure of the Company s net interest income to rising rates during the third quarter of 2007, but increasing exposure to falling rates. As of September 30, 2007, under a 200 basis point rising rate scenario, net interest income is expected to decrease by $1.2 million, or .21%, compared with a decline of $2.6 million at June 30, 2007 and a decline of $4.3 million at December 31, 2006. Under a 100 basis point increase, as of September 30, 2007, net interest income is not expected be significantly affected, compared with expected declines of $400 thousand at June 30, 2007 and $900 thousand at December 31, 2006. The Company s exposure to falling rates during the current quarter increased slightly over the prior quarter, as under a 100 basis point falling rate scenario, net interest income would decrease by $1.6 million compared with a $1.2 million decline in the previous quarter, while under a 200 basis point decrease, net interest income would decline by $2.8 million compared with $2.7 million in the prior quarter.

As shown in the table above, the Company s interest rate simulations for this quarter reflect a reduction in risk to rising interest rates when compared to the previous quarter. This is partly the result of higher average balances of borrowings from the FHLB at fixed rates, coupled with growth in both average consumer and commercial loans with both fixed and variable rates and relatively shorter maturities.

The same factors which reduced interest rate risk in a rising rate environment also increased risk slightly this quarter in a falling rate environment, leaving the Company subject to slightly lower levels of net interest income. The overall

increase this quarter in average loans and FHLB borrowings did drive simulated net interest income lower under falling rate assumptions; however, this was somewhat mitigated by higher average balances of investment securities, which are mostly fixed rate instruments. Also, the growth this quarter of $156.7 million in average balances of federal funds purchased and repurchase agreements, which re-price daily, helped to offset potential interest rate risk under a falling rate scenario. The Company continues to believe that its overall interest rate management has appropriately considered its susceptibility to both rising and falling rates and has adopted strategies which minimized impacts to interest rate risk.

Table of Contents

Item 4. CONTROLS AND PROCEDURES

An evaluation was performed under the supervision and with the participation of the Company s management, including the Company s Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company s disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of September 30, 2007. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company s disclosure controls and procedures were effective. There were not any significant changes in the Company s internal control over financial reporting that occurred during the last fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Company s internal control over financial reporting.

PART II: OTHER INFORMATION

Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

The following table sets forth information about the Company s purchases of its $5 par value common stock, its only class of stock registered pursuant to Section 12 of the Exchange Act.

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as part of Publicly Announced Program	Maximum Number that May Yet Be Purchased Under the Program
July 1 31, 2007	455,367	$ 45.71	455,367	1,889,918
August 1 31, 2007	174,613	$ 44.92	174,613	1,715,305
September 1 30, 2007	20,021	$ 45.62	20,021	1,695,284
Total	**650,001**	**$ 45.49**	**650,001**	**1,695,284**

In February 2007, the Board of Directors approved the purchase of up to 4,000,000 shares of the Company s common stock. At September 30, 2007, 1,695,284 shares remain available to be purchased under the current authorization.

Item 6. EXHIBITS

See Index to Exhibits

Table of Contents

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.

Commerce Bancshares, Inc.

By /s/ J. Daniel Stinnett
J. Daniel Stinnett
Vice President & Secretary

Date: November 5, 2007

By /s/ Jeffery D. Aberdeen
Jeffery D. Aberdeen
Controller
(Chief Accounting Officer)

Date: November 5, 2007

INDEX TO EXHIBITS

31.1 Certification of CEO pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

31.2 Certification of CFO pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

32 Certifications of CEO and CFO pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002