

UNITED BANKSHARES INC/WV

Form 10-Q

November 04, 2005

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

FORM 10-Q

**Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For Quarter Ended September 30, 2005**

Or

**Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the transition period _____**

Commission File Number: 0-13322

United Bankshares, Inc.

(Exact name of registrant as specified in its charter)

West Virginia

55-0641179

(State or other jurisdiction of
incorporation or organization)

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

**300 United Center
500 Virginia Street, East
Charleston, West Virginia**

25301

(Address of Principal Executive
Offices)

Zip Code

Registrant's Telephone Number, including Area Code: **(304) 424-8800**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

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

Yes No

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

Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class Common Stock, \$2.50 Par Value; **42,148,460** shares outstanding as of **October 31, 2005**.

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PART I FINANCIAL INFORMATION

Item 1. FINANCIAL STATEMENTS (UNAUDITED)

The September 30, 2005 and December 31, 2004, consolidated balance sheets of United Bankshares, Inc. and Subsidiaries, the related consolidated statements of income for the three and nine months ended September 30, 2005 and 2004, the related consolidated statement of changes in shareholders' equity for the nine months ended September 30, 2005, the related condensed consolidated statements of cash flows for the nine months ended September 30, 2005 and 2004, and the notes to consolidated financial statements appear on the following pages.

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Table of Contents**CONSOLIDATED BALANCE SHEETS**

UNITED BANKSHARES, INC. AND SUBSIDIARIES

| (Dollars in thousands, except par value) | September 30 2005 (Unaudited) | December 31 2004 (Note 1) |
|---|--|--|
| Assets | | |
| Cash and due from banks | \$ 179,055 | \$ 132,306 |
| Interest-bearing deposits with other banks | 13,745 | 21,159 |
| Federal funds sold | 26,748 | |
| Total cash and cash equivalents | 219,548 | 153,465 |
| Securities available for sale at estimated fair value (amortized cost \$1,221,272 at September 30, 2005 and \$1,266,931 at December 31, 2004) | 1,219,069 | 1,277,160 |
| Securities held to maturity (estimated fair value \$238,376 at September 30, 2005 and \$241,592 at December 31, 2004) | 230,709 | 233,282 |
| Loans held for sale | 4,826 | 3,981 |
| Loans | 4,607,115 | 4,424,702 |
| Less: Unearned income | (6,709) | (6,426) |
| Loans net of unearned income | 4,600,406 | 4,418,276 |
| Less: Allowance for loan losses | (43,617) | (43,365) |
| Net loans | 4,556,789 | 4,374,911 |
| Bank premises and equipment | 39,982 | 41,564 |
| Goodwill | 167,487 | 166,926 |
| Accrued interest receivable | 29,123 | 27,371 |
| Other assets | 165,511 | 157,311 |
| TOTAL ASSETS | \$ 6,633,044 | \$ 6,435,971 |
| Liabilities | | |
| Deposits: | | |
| Noninterest-bearing | \$ 983,435 | \$ 885,339 |
| Interest-bearing | 3,626,297 | 3,412,224 |
| Total deposits | 4,609,732 | 4,297,563 |
| Borrowings: | | |
| Federal funds purchased | 67,685 | 131,106 |
| Securities sold under agreements to repurchase | 616,146 | 546,425 |
| Federal Home Loan Bank borrowings | 540,988 | 669,322 |
| Other short-term borrowings | 2,563 | 4,427 |
| Other long-term borrowings | 89,043 | 89,433 |
| Allowance for lending-related commitments | 8,378 | 7,988 |
| Accrued expenses and other liabilities | 59,966 | 58,200 |
| TOTAL LIABILITIES | 5,994,501 | 5,804,464 |
| Shareholders Equity | | |

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| | | | |
|---|---|--------------|--------------|
| Common stock, \$2.50 par value; Authorized 100,000,000 shares; issued 44,320,832 at September 30, 2005 and December 31, 2004, including 2,074,281 and 1,312,387 shares in treasury at September 30, 2005 and December 31, 2004, respectively | | 110,802 | 110,802 |
| Surplus | | 98,584 | 99,773 |
| Retained earnings | | 500,897 | 459,393 |
| Accumulated other comprehensive (loss) income | | (2,996) | 3,739 |
| Treasury stock, at cost | | (68,744) | (42,200) |
| | TOTAL SHAREHOLDERS EQUITY | 638,543 | 631,507 |
| | TOTAL LIABILITIES AND SHAREHOLDERS EQUITY | \$ 6,633,044 | \$ 6,435,971 |

See notes to consolidated unaudited financial statements.

Table of Contents**CONSOLIDATED STATEMENTS OF INCOME (Unaudited)**
UNITED BANKSHARES, INC. AND SUBSIDIARIES

| | Three Months Ended | | Nine Months Ended | |
|---|---------------------------|-------------|--------------------------|-------------|
| | September 30 | | September 30 | |
| (Dollars in thousands, except per share data) | 2005 | 2004 | 2005 | 2004 |
| Interest income | | | | |
| Interest and fees on loans | \$ 70,575 | \$ 57,727 | \$ 199,665 | \$ 168,513 |
| Interest on federal funds sold and other short-term investments | 232 | 168 | 578 | 352 |
| Interest and dividends on securities: | | | | |
| Taxable | 14,480 | 13,804 | 42,139 | 40,789 |
| Tax-exempt | 4,203 | 2,094 | 8,563 | 6,250 |
| Total interest income | 89,490 | 73,793 | 250,945 | 215,904 |
| Interest expense | | | | |
| Interest on deposits | 19,626 | 12,312 | 50,946 | 34,503 |
| Interest on short-term borrowings | 4,656 | 1,534 | 12,083 | 4,775 |
| Interest on long-term borrowings | 8,550 | 7,778 | 24,810 | 25,461 |
| Total interest expense | 32,832 | 21,624 | 87,839 | 64,739 |
| Net interest income | 56,658 | 52,169 | 163,106 | 151,165 |
| Provision for credit losses | 1,945 | 1,296 | 3,560 | 3,192 |
| Net interest income after provision for credit losses | 54,713 | 50,873 | 159,546 | 147,973 |
| Other income | | | | |
| Fees from trust and brokerage services | 2,813 | 2,837 | 8,312 | 8,070 |
| Service charges, commissions, and fees | 8,785 | 8,867 | 25,124 | 26,406 |
| Income from bank-owned life insurance | 1,020 | 959 | 3,443 | 2,976 |
| Income from mortgage banking operations | 337 | 148 | 690 | 558 |
| Security (losses) gains | (93) | 275 | 889 | 1,095 |
| Other income | 174 | 778 | 856 | 2,023 |
| Total other income | 13,036 | 13,864 | 39,314 | 41,128 |
| Other expense | | | | |
| Salaries and employee benefits | 15,205 | 15,328 | 44,192 | 43,614 |
| Net occupancy expense | 3,113 | 3,026 | 9,259 | 9,272 |
| Equipment expense | 1,639 | 1,864 | 4,952 | 5,714 |
| Data processing expense | 1,405 | 1,095 | 4,273 | 3,307 |
| Prepayment penalties on FHLB Advances | | 16,006 | | 16,006 |
| Other expense | 9,154 | 8,933 | 27,158 | 27,436 |
| Total other expense | 30,516 | 46,252 | 89,834 | 105,349 |

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| | | | | |
|---|-----------|-----------|-----------|-----------|
| Income from continuing operations before income taxes | 37,233 | 18,485 | 109,026 | 83,752 |
| Income taxes | 11,784 | 5,734 | 34,303 | 25,937 |
| Income from continuing operations | 25,449 | 12,751 | 74,723 | 57,815 |
| Gain on sale of discontinued Operations | | 17,000 | | 17,000 |
| Other operating income | | 92 | | 3,780 |
| Income from discontinued operations before income taxes | | 17,092 | | 20,780 |
| Income taxes | | 5,299 | | 6,333 |
| Income from discontinued operations | | 11,793 | | 14,447 |
| Net income | \$ 25,449 | \$ 24,544 | \$ 74,723 | \$ 72,262 |

Table of Contents**CONSOLIDATED STATEMENTS OF INCOME (Unaudited)** continued
UNITED BANKSHARES, INC. AND SUBSIDIARIES

| (Dollars in thousands, except per share data) | Three Months Ended September 30 | | Nine Months Ended September 30 | |
|---|------------------------------------|------------|-----------------------------------|------------|
| | 2005 | 2004 | 2005 | 2004 |
| Earnings per common share from continuing operations: | | | | |
| Basic | \$ 0.60 | \$ 0.29 | \$ 1.75 | \$ 1.33 |
| Diluted | \$ 0.59 | \$ 0.29 | \$ 1.73 | \$ 1.31 |
| Earnings per common share from discontinued operations: | | | | |
| Basic | | \$ 0.27 | | \$ 0.33 |
| Diluted | | \$ 0.27 | | \$ 0.33 |
| Earnings per common share: | | | | |
| Basic | \$ 0.60 | \$ 0.56 | \$ 1.75 | \$ 1.66 |
| Diluted | \$ 0.59 | \$ 0.56 | \$ 1.73 | \$ 1.64 |
| Dividends per common share | \$ 0.26 | \$ 0.26 | \$ 0.78 | \$ 0.76 |
| Average outstanding shares: | | | | |
| Basic | 42,383,810 | 43,319,414 | 42,648,080 | 43,503,066 |
| Diluted | 42,918,552 | 43,858,149 | 43,153,673 | 44,043,491 |

See notes to consolidated unaudited financial statements.

Table of Contents**CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS EQUITY (Unaudited)**

UNITED BANKSHARES, INC. AND SUBSIDIARIES

(Dollars in thousands, except per share data)

| | Nine Months Ended September 30, 2005 | | | | | | |
|---|--------------------------------------|------------|-----------|----------------------|---|-------------------|---------------------------------|
| | Common Stock Par | | Surplus | Retained Earnings | Accumulated Other Comprehensive Income | Treasury Stock | Total Shareholders Equity |
| | Shares | Value | | | (Loss) | | |
| Balance at January 1, 2005 | 44,320,832 | \$ 110,802 | \$ 99,773 | \$ 459,393 | \$ 3,739 | (\$42,200) | \$ 631,507 |
| Comprehensive income: | | | | | | | |
| Net income | | | | 74,723 | | | 74,723 |
| Other comprehensive income, net of tax: | | | | | | | |
| Unrealized loss on securities of \$7,503 net of reclassification adjustment for gains included in net income of \$578 | | | | | (8,081) | | (8,081) |
| Unrealized gain on cash flow hedge, net of tax of \$526 | | | | | 976 | | 976 |
| Accretion of the unrealized loss for securities transferred from the available for sale to the held to maturity investment portfolio | | | | | 370 | | 370 |
| Total comprehensive income | | | | | | | 67,988 |
| Purchase of treasury stock (863,574 shares) | | | | | | (29,868) | (29,868) |
| Cash dividends (\$0.78 per share) | | | | (33,219) | | | (33,219) |
| Common stock options exercised | | | (1,189) | | | 3,324 | 2,135 |

(101,680 shares)

| | | | | | | | | |
|--------------------|------------|------------|-----------|------------|-----------|------------|----|---------|
| Balance at | | | | | | | | |
| September 30, 2005 | 44,320,832 | \$ 110,802 | \$ 98,584 | \$ 500,897 | (\$2,996) | (\$68,744) | \$ | 638,543 |

See notes to consolidated unaudited financial statements

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Table of Contents**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)**

UNITED BANKSHARES, INC. AND SUBSIDIARIES

(Dollars in thousands)

| | Nine Months Ended September 30 | |
|---|---|-------------|
| | 2005 | 2004 |
| NET CASH PROVIDED BY OPERATING ACTIVITIES OF CONTINUING OPERATIONS | \$ 81,090 | \$ 60,280 |
| INVESTING ACTIVITIES | | |
| Proceeds from maturities and calls of securities held to maturity | 3,449 | 15,051 |
| Purchases of securities held to maturity | (453) | (3,952) |
| Proceeds from sales of securities available for sale | 225,268 | 233,244 |
| Proceeds from maturities and calls of securities available for sale | 165,201 | 259,100 |
| Purchases of securities available for sale | (348,279) | (501,878) |
| Net purchases of bank-owned life insurance | | (11,809) |
| Net purchases of bank premises and equipment | (1,979) | (2,301) |
| Net change in loans | (186,795) | (314,004) |
| NET CASH USED IN INVESTING ACTIVITIES OF CONTINUING OPERATIONS | (143,588) | (326,549) |
| FINANCING ACTIVITIES | | |
| Cash dividends paid | (33,409) | (32,712) |
| Acquisition of treasury stock | (29,868) | (29,621) |
| Proceeds from exercise of stock options | 1,985 | 4,766 |
| Repayment of long-term Federal Home Loan Bank borrowings | (126,732) | (246,297) |
| Proceeds from long-term Federal Home Loan Bank borrowings | 150,000 | 140,000 |
| Changes in: | | |
| Deposits | 312,169 | 169,148 |
| Federal funds purchased, securities sold under agreements to repurchase and other short-term borrowings | (145,564) | 127,394 |
| NET CASH PROVIDED BY FINANCING ACTIVITIES OF CONTINUING OPERATIONS | 128,581 | 132,678 |
| NET CASH PROVIDED BY DISCONTINUED OPERATIONS | | 42,210 |
| Increase (Decrease) in cash and cash equivalents | 66,083 | (91,381) |
| Cash and cash equivalents at beginning of year, continuing operations | 153,465 | 249,118 |
| Cash and cash equivalents at beginning of year, discontinued operations | | 5,823 |
| Cash and cash equivalents at beginning of year | 153,465 | 254,941 |

| | | |
|---|------------|------------|
| Cash and cash equivalents at end of period, continuing operations | \$ 219,548 | \$ 163,560 |
| Cash and cash equivalents at end of period, discontinued operations | | |

| | | |
|--|------------|------------|
| Cash and cash equivalents at end of period | \$ 219,548 | \$ 163,560 |
|--|------------|------------|

See notes to consolidated unaudited financial statements.

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UNITED BANKSHARES, INC. AND SUBSIDIARIES

1. GENERAL

The accompanying unaudited consolidated interim financial statements of United Bankshares, Inc. and Subsidiaries (United) have been prepared in accordance with accounting principles for interim financial information generally accepted in the United States and with the instructions for Form 10-Q and Article 10 of Regulation S-X. Accordingly, the financial statements do not contain all of the information and footnotes required by accounting principles generally accepted in the United States. In preparing the consolidated financial statements, management is required to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes.

Actual results could differ from those estimates. The financial statements presented as of September 30, 2005 and 2004 and for the three-month and nine-month periods then ended have not been audited. The consolidated balance sheet as of December 31, 2004 has been extracted from the audited financial statements included in United's 2004 Annual Report to Shareholders. The accounting and reporting policies followed in the presentation of these financial statements are consistent with those applied in the preparation of the 2004 Annual Report of United on Form 10-K. In the opinion of management, all adjustments necessary for a fair presentation of financial position and results of operations for the interim periods have been made. Such adjustments are of a normal and recurring nature.

The accompanying consolidated interim financial statements include the accounts of United and its wholly owned subsidiaries. United considers all of its principal business activities to be bank related. All significant intercompany accounts and transactions have been eliminated in the consolidated financial statements. Dollars are in thousands, except per share and share data.

New Accounting Standards: In June 2005, the Financial Accounting Standards Board (FASB) issued Statement No. 154 (SFAS 154), Accounting Changes and Error Corrections , a replacement of APB No. 20, Accounting Changes and FASB Statement No. 3, Reporting Accounting Changes in Interim Financial Statements . SFAS 154 applies to all voluntary changes in accounting principle and changes the requirements for accounting for, and reporting of, a change in accounting principle. Previously, most voluntary changes in accounting principles were required to be recognized by way of a cumulative effect adjustment within net income during the period of the change. SFAS 154 requires retrospective application to prior periods' financial statements, unless it is impracticable to determine either the period specific effects or the cumulative effect of the change. SFAS 154 is effective for accounting changes and corrections of errors made in fiscal years beginning after December 15, 2005. The implementation of FAS 154 is not expected to have a material impact on United's consolidated financial statements.

United has stock option plans for certain employees that are accounted for under the intrinsic value method. Because the exercise price at the date of the grant is equal to the market value of the stock, no compensation expense is recognized. In December 2004, FASB enacted Statement of Financial Accounting Standards 123 revised 2004 (SFAS 123R), "Share-Based Payment" which replaces Statement of Financial Accounting Standards No. 123 (SFAS 123), Accounting for Stock-Based Compensation and supersedes

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APB Opinion No. 25 (APB 25), "Accounting for Stock Issued to Employees" and amends FASB Statement No. 95, Statement of Cash Flows. SFAS 123R requires the measurement of all employee share-based payments to employees, including grants of employee stock options, using a fair-value based method and the recording of such expense in our consolidated statements of income. In April 2005, the Securities and Exchange Commission (SEC) adopted a new rule amending the adoption date of SFAS 123R. Based on this new rule, registrants that are not small business issuers must adopt SFAS 123R no later than the beginning of the first fiscal year beginning after June 15, 2005. SFAS 123R may be adopted in one of two ways—the modified prospective transition method or the modified retrospective transition method. United expects to adopt SFAS 123R using the modified prospective transition method. Prior to 2004, United disclosed pro forma compensation expense quarterly and annually by calculating the stock option grants' fair value using the Black-Scholes model and disclosing the impact on net income and net income per share. For options granted in 2004, United used a binomial lattice model to value the options granted and determine the pro forma compensation expense presented in the table below. United intends to use this binomial lattice model to value future grants. SFAS 123R defines a lattice model as a model that produces an estimated fair value based on the assumed changes in prices of a financial instrument over successive periods of time. A binomial lattice model assumes at least two price movements are possible in each period of time.

United, as does the FASB, believes the use of a binomial lattice model for option valuation is capable of more fully reflecting certain characteristics of employee stock options compared to the Black-Scholes options pricing model. For United, the difference in fair values calculated under each option pricing model is immaterial. The table below reflects the estimated impact the fair value method would have had on United's net income and net income per share if SFAS 123R had been in effect for the three and nine months ended September 30, 2005 and 2004. United will continue to evaluate the method of adoption and will begin to apply SFAS 123R as of the interim reporting period ending March 31, 2006, as required. United does not expect the adoption to have a material impact on its consolidated statements of income and net income per share.

The following pro forma disclosures present United's consolidated net income and diluted earnings per share, determined as if United had recognized compensation expense for its employee stock options based on the estimated fair value of the option at the date of grant amortized over the vesting period of the option:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|-------------|--|-------------|
| | 2005 | 2004 | 2005 | 2004 |
| Net Income, as reported | \$ 25,449 | \$ 24,544 | \$ 74,723 | \$ 72,262 |
| Less pro forma expense related to options granted, net of tax | (299) | (251) | (900) | (755) |
| Pro forma net income | \$ 25,150 | \$ 24,293 | \$ 73,823 | \$ 71,507 |
| Pro forma net income per share: | | | | |
| Basic as reported | \$ 0.60 | \$ 0.56 | \$ 1.75 | \$ 1.66 |
| Basic pro forma | \$ 0.59 | \$ 0.56 | \$ 1.73 | \$ 1.64 |
| Diluted as reported | \$ 0.59 | \$ 0.56 | \$ 1.73 | \$ 1.64 |
| Diluted pro forma | \$ 0.59 | \$ 0.55 | \$ 1.71 | \$ 1.62 |

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SFAS 123R also requires the benefits of tax deductions in excess of recognized compensation cost to be reported as a financing cash flow, rather than as an operating cash flow as required under current standards. This requirement will reduce net operating cash flows and increase net financing cash flows in periods after adoption. While the company cannot estimate what those amounts will be in the future (because they depend on, among other things, the date employees exercise stock options), United did not recognize any such amounts in operating cash flows for the nine months ended September 30, 2005 and 2004.

In March of 2005, the SEC issued Staff Accounting Bulletin No. 107 (SAB 107), Share-Based Payment. SAB 107 provides guidance regarding the application of SFAS 123R including option valuation methods, the accounting for income tax effects of share-based payment arrangements upon the adoption of SFAS 123R, and the required disclosures within filings made with the SEC related to the accounting for share-based payment transactions. United will provide SAB 107 required disclosures beginning in the interim reporting period ending March 31, 2006, as required.

2. DISCONTINUED OPERATIONS

On July 7, 2004, United closed the sale of its wholly owned mortgage banking subsidiary, George Mason Mortgage, LLC (Mason Mortgage) to Cardinal Financial Corporation (Cardinal) of McLean, Virginia for an amount equivalent to Mason Mortgage's net worth plus cash of \$17 million in exchange for all of the outstanding membership interests in Mason Mortgage. Mason Mortgage, which was previously reported as a separate segment, is presented as discontinued operations for all periods presented in these financial statements.

The results of Mason Mortgage are presented as discontinued operations in a separate category on the income statement following the results from continuing operations. All assets and liabilities of Mason Mortgage were sold as of July 7, 2004 and thus, were not included in the September 30, 2005 or December 31, 2004 consolidated balance sheets. No income from discontinued operations was recorded for the quarter and nine months ended September 30, 2005 as the sale of Mason Mortgage occurred in 2004. Income from discontinued operations for the quarter and nine months ended September 30, 2004 is presented on the following page:

Table of Contents**Statement of Income for Discontinued Operations**

| | Three Months Ended September 30, 2004 | Nine Months Ended September 30, 2004 |
|---|--|---|
| Interest and fees on loans | | \$ 6,850 |
| Interest expense | | 1,543 |
| Net interest income | | 5,307 |
| Other income: | | |
| Service charges, commissions, and fees | | 565 |
| Gain on sale of discontinued operations | \$ 17,000 | 17,000 |
| Income from mortgage banking operations | 92 | 15,271 |
| Total other income | 17,092 | 32,836 |
| Other expense: | | |
| Salaries and employee benefits expense | | 13,574 |
| Net occupancy expense | | 985 |
| Other noninterest expense | | 2,804 |
| Total other expense | | 17,363 |
| Income from discontinued operations before income taxes | 17,092 | 20,780 |
| Income taxes | 5,299 | 6,333 |
| Income from discontinued operations | \$ 11,793 | \$ 14,447 |

3. INVESTMENT SECURITIES

The amortized cost and estimated fair values of securities available for sale are summarized as follows:

| | Amortized Cost | September 30, 2005 | | Estimated Fair Value |
|--|---------------------------|---------------------------------------|--|-------------------------------------|
| | | Gross Unrealized Gains | Gross Unrealized Losses | |
| U.S. Treasury securities and obligations of U.S. | | | | |
| Government corporations and agencies | \$ 11,722 | \$ 2 | \$ 61 | \$ 11,663 |
| State and political subdivisions | 86,685 | 2,928 | 138 | 89,475 |
| Mortgage-backed securities | 934,928 | 3,744 | 11,760 | 926,912 |
| Marketable equity securities | 7,037 | 199 | 111 | 7,125 |

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| | | | | |
|-------|-------------|-----------|-----------|-------------|
| Other | 180,900 | 3,209 | 215 | 183,894 |
| Total | \$1,221,272 | \$ 10,082 | \$ 12,285 | \$1,219,069 |

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| | December 31, 2004 | | | |
|--|---------------------------|---------------------------------------|--|-------------------------------------|
| | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Estimated Fair Value |
| U.S. Treasury securities and obligations of U.S. | | | | |
| Government corporations and agencies | \$ 13,395 | \$ 8 | \$ 20 | \$ 13,383 |
| State and political subdivisions | 67,054 | 2,387 | 91 | 69,350 |
| Mortgage-backed securities | 986,328 | 9,051 | 6,251 | 989,128 |
| Marketable equity securities | 8,597 | 1,500 | 39 | 10,058 |
| Other | 191,557 | 3,844 | 160 | 195,241 |
| Total | \$1,266,931 | \$ 16,790 | \$ 6,561 | \$1,277,160 |

In March 2004, the Financial Accounting Standards Board (FASB) ratified the consensus reached by the Emerging Issues Task Force (EITF) regarding Issue 03-1, *The Meaning of Other-Than-Temporary Impairment and Its Application to Certain Investments* (EITF 03-1). The issue provides guidance for evaluating whether an investment is other-than-temporarily impaired and requires certain disclosures with respect to these investments. The FASB delayed the guidance in EITF 03-1 regarding measurement and recognition of other-than-temporary impairment. In June 2005, the FASB decided not to provide additional guidance on the meaning of other-than-temporary impairment and directed the staff to issue proposed FASB-directed Staff Position (FSP) EITF 03-1-a, *Implementation Guidance for the Application of Paragraph 16 of EITF Issue No. 03-1*, as final. The final FSP supersedes EITF Issue No. 03-1, *The Meaning of Other-Than-Temporary Impairment and Its Application to Certain Investments*, and EITF Topic No. D-44, *Recognition of Other-Than-Temporary Impairment upon the Planned Sale of a Security Whose Cost Exceeds Fair Value*.

The final FSP (retitled FSP FAS 115-1, *The Meaning of Other-Than-Temporary Impairment and Its Application to Certain Investments*) replaces the guidance set forth in paragraphs 10 through 18 of EITF 03-1 with references to existing other-than-temporary impairment guidance, such as FASB Statement No. 115, *Accounting for Certain Investments in Debt and Equity Securities*, SEC Staff Accounting Bulletin No. 59, *Accounting for Noncurrent Marketable Equity Securities*, and APB Opinion No. 18, *The Equity Method of Accounting for Investments in Common Stock*. FSP FAS 115-1 codifies the guidance set forth in EITF Topic D-44 and clarifies that an investor should recognize an impairment loss no later than when the impairment is deemed other than temporary, even if a decision to sell has not been made.

FASB decided that FSP FAS 115-1 would be effective for other-than-temporary impairment analysis conducted in periods beginning after September 15, 2005. United does not anticipate adoption of FSP FAS 115-1 will have a significant impact upon its consolidated financial statements.

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Provided below is a summary of securities available-for-sale which were in an unrealized loss position at September 30, 2005 and December 31, 2004:

| | Less than 12 months | | 12 months or longer | |
|------------------------------|----------------------------|--------------------------|----------------------------|--------------------------|
| | Market Value | Unrealized Losses | Market Value | Unrealized Losses |
| September 30, 2005 | | | | |
| Treasuries and agencies | \$ 7,319 | \$ 36 | \$ 979 | \$ 25 |
| State and political | 12,790 | 100 | 2,509 | 38 |
| Mortgage-backed | 463,114 | 4,774 | 379,550 | 6,986 |
| Marketable equity securities | 1,479 | 18 | 868 | 93 |
| Other | 2,474 | 26 | 18,274 | 189 |
| Total | \$ 487,176 | \$ 4,954 | \$ 402,180 | \$ 7,331 |
| December 31, 2004 | | | | |
| Treasuries and agencies | \$ 10,465 | \$ 20 | | |
| State and political | 5,442 | 72 | \$ 1,247 | \$ 19 |
| Mortgage-backed | 479,144 | 4,339 | 147,170 | 1,912 |
| Marketable equity securities | 177 | 23 | 748 | 16 |
| Other | 20,619 | 126 | 4,929 | 34 |
| Total | \$ 515,847 | \$ 4,580 | \$ 154,094 | \$ 1,981 |

Gross unrealized losses on available for sale securities were \$12,285 at September 30, 2005. Securities in a continuous unrealized loss position for twelve months or more consisted primarily of mortgage-backed securities. The unrealized loss on the mortgage-backed securities portfolio relates primarily to AAA securities issued by FNMA, FHLMC, GNMA, and various other private label issuers. Management does not believe any individual security with an unrealized loss as of September 30, 2005 is other than temporarily impaired. United believes the decline in value is attributable to changes in market interest rates and not the credit quality of the issuers. United has the ability to hold these securities until such time as the value recovers or the securities mature.

The amortized cost and estimated fair value of securities available for sale at September 30, 2005 and December 31, 2004 by contractual maturity are shown below. Expected maturities may differ from contractual maturities because the issuers may have the right to call or prepay obligations without penalties.

| | September 30, 2005 | | December 31, 2004 | |
|--|---------------------------|-----------------------------|--------------------------|-----------------------------|
| | Amortized Cost | Estimated Fair Value | Amortized Cost | Estimated Fair Value |
| Due in one year or less | \$ 8,175 | \$ 10,275 | \$ 12,420 | \$ 12,418 |
| Due after one year through five years | 75,923 | 75,136 | 17,241 | 21,747 |
| Due after five years through ten years | 268,816 | 266,391 | 299,627 | 299,395 |
| Due after ten years | 861,321 | 860,142 | 929,046 | 933,542 |
| Marketable equity securities | 7,037 | 7,125 | 8,597 | 10,058 |
| Total | \$1,221,272 | \$1,219,069 | \$1,266,931 | \$1,277,160 |

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The amortized cost and estimated fair values of securities held to maturity are summarized as follows:

| | September 30, 2005 | | | Estimated |
|--|---------------------------|-------------------|-------------------|------------------|
| | Amortized | Gross | Gross | Fair |
| | Cost | Unrealized | Unrealized | Value |
| | | Gains | Losses | |
| U.S. Treasury securities and obligations of U.S. | | | | |
| Government corporations and agencies | \$ 11,812 | \$ 1,364 | | \$ 13,176 |
| State and political subdivisions | 68,738 | 2,538 | | 71,276 |
| Mortgage-backed securities | 435 | 19 | | 454 |
| Other | 149,724 | 4,455 | \$ 709 | 153,470 |
| Total | \$230,709 | \$8,376 | \$ 709 | \$238,376 |

| | December 31, 2004 | | | Estimated |
|--|--------------------------|-------------------|-------------------|------------------|
| | Amortized | Gross | Gross | Fair |
| | Cost | Unrealized | Unrealized | Value |
| | | Gains | Losses | |
| U.S. Treasury securities and obligations of U.S. | | | | |
| Government corporations and agencies | \$ 11,886 | \$ 1,220 | | \$ 13,106 |
| State and political subdivisions | 71,929 | 2,705 | \$ 4 | 74,630 |
| Mortgage-backed securities | 588 | 35 | | 623 |
| Other | 148,879 | 6,926 | 2,572 | 153,233 |
| Total | \$233,282 | \$10,886 | \$2,576 | \$241,592 |

The amortized cost and estimated fair value of debt securities held to maturity at September 30, 2005 and December 31, 2004 by contractual maturity are shown below. Expected maturities may differ from contractual maturities because the issuers may have the right to call or prepay obligations without penalties. There were no sales of held to maturity securities.

| | September 30, 2005 | | December 31, 2004 | |
|--|---------------------------|------------------|--------------------------|------------------|
| | Amortized | Estimated | Amortized | Estimated |
| | Cost | Fair | Cost | Fair |
| | | Value | | Value |
| Due in one year or less | \$ 12,386 | \$ 12,502 | \$ 1,254 | \$ 1,261 |
| Due after one year through five years | 39,594 | 41,792 | 47,354 | 50,840 |
| Due after five years through ten years | 21,052 | 21,865 | 23,841 | 24,803 |
| Due after ten years | 157,677 | 162,217 | 160,833 | 164,688 |
| Total | \$230,709 | \$238,376 | \$233,282 | \$241,592 |

The carrying value of securities pledged to secure public deposits, securities sold under agreements to repurchase, and for other purposes as required or permitted by law, approximated \$1,098,248 and \$1,034,573 at September 30, 2005 and December 31, 2004, respectively.

Table of Contents**4. LOANS**

Major classifications of loans are as follows:

| | September 30, 2005 | December 31, 2004 |
|--|-----------------------------------|----------------------------------|
| Commercial, financial and agricultural | \$ 891,546 | \$ 864,511 |
| Real estate: | | |
| Single-family residential | 1,720,880 | 1,663,198 |
| Commercial | 1,129,960 | 1,063,554 |
| Construction | 358,540 | 303,516 |
| Other | 113,216 | 123,165 |
| Installment | 392,973 | 406,758 |
| Total gross loans | \$ 4,607,115 | \$ 4,424,702 |

The table above does not include loans held for sale of \$4,826 and \$3,981 at September 30, 2005 and December 31, 2004, respectively. Loans held for sale consist of single-family residential real estate loans originated for sale in the secondary market.

United's subsidiary banks have made loans, in the normal course of business, to the directors and officers of United and its subsidiaries, and to their affiliates. Such related party loans were made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with unrelated persons and did not involve more than normal risk of collectibility. The aggregate dollar amount of these loans was \$112,482 and \$109,126 at September 30, 2005 and December 31, 2004, respectively.

5. ALLOWANCE FOR CREDIT LOSSES

United maintains an allowance for loan losses and an allowance for lending-related commitments such as unfunded loan commitments and letters of credit. The allowance for lending-related commitments of \$8,378 and \$7,988 at September 30, 2005 and December 31, 2004, respectively, is separately identified on the balance sheet and is included in other liabilities. The combined allowances for loan losses and lending-related commitments are referred to as the allowance for credit losses.

The allowance for credit losses is management's estimate of the probable credit losses inherent in the lending portfolio. Management's evaluation of the adequacy of the allowance for credit losses and the appropriate provision for credit losses is based upon a quarterly evaluation of the loan portfolio and lending-related commitments. This evaluation is inherently subjective and requires significant estimates, including the amounts and timing of future cash flows, value of collateral, losses on pools of homogeneous loans based on historical loss experience, and consideration of current economic trends, all of which are susceptible to constant and significant change. The allowance allocated to specific credits and loan pools grouped by similar risk characteristics is reviewed on a quarterly basis and adjusted as necessary based upon subsequent changes in circumstances. In determining the components of the allowance for credit losses, management considers the risk arising in part from, but not limited to, charge-off and delinquency trends, current economic and business conditions, lending policies and procedures, the size and risk characteristics of the loan portfolio, concentrations of credit, and other various factors. Loans deemed to be uncollectible are charged against the allowance for credit losses, while recoveries of previously charged-off amounts are

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credited to the allowance for credit losses. Credit expenses related to the allowance for credit losses and the allowance for lending-related commitments are reported in the provision for credit losses in the income statement.

A progression of the allowance for credit losses, which includes the allowance for credit losses and the allowance for lending-related commitments, for the periods presented is summarized as follows:

| | Three Months Ended September 30 | | Nine Months Ended September 30 | |
|--------------------------------|--|-------------|---|-------------|
| | 2005 | 2004 | 2005 | 2004 |
| Balance at beginning of period | \$ 51,633 | \$ 51,379 | \$ 51,353 | \$ 51,309 |
| Provision | 1,945 | 1,296 | 3,560 | 3,192 |
| | 53,578 | 52,675 | 54,913 | 54,501 |
| Loans charged-off | (1,946) | (1,840) | (4,523) | (4,678) |
| Less: Recoveries | 363 | 640 | 1,605 | 1,652 |
| Net Charge-offs | (1,583) | (1,200) | (2,918) | (3,026) |
| Balance at end of period | \$ 51,995 | \$ 51,475 | \$ 51,995 | \$ 51,475 |

6. RISK ELEMENTS

Nonperforming assets include loans on which no interest is currently being accrued, principal or interest has been in default for a period of 90 days or more and for which the terms have been modified due to deterioration in the financial position of the borrower. Loans are designated as nonaccrual when, in the opinion of management, the collection of principal or interest is doubtful. This generally occurs when a loan becomes 90 days past due as to principal or interest unless the loan is both well secured and in the process of collection. When interest accruals are discontinued, unpaid interest credited to income in the current year is reversed, and unpaid interest accrued in prior years is charged to the allowance for credit losses. Other real estate owned consists of property acquired through foreclosure and is stated at the lower of cost or fair value less estimated selling costs.

Nonperforming assets are summarized as follows:

| | September 30, 2005 | December 31, 2004 |
|--|-----------------------------------|----------------------------------|
| Nonaccrual loans | \$ 7,868 | \$ 6,352 |
| Loans past due 90 days or more and still accruing interest | 6,831 | 4,425 |
| Total nonperforming loans | 14,699 | 10,777 |
| Other real estate owned | 2,037 | 3,692 |
| Total nonperforming assets | \$ 16,736 | \$ 14,469 |

Loans are designated as impaired when, in the opinion of management, the collection of principal and interest in accordance with the contractual terms of the loan agreement is not probable. At September 30,

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2005, the recorded investment in loans that were considered to be impaired was \$18,513 (of which \$7,868 were on a nonaccrual basis). Included in this amount is \$6,418 of impaired loans for which the related allowance for credit losses is \$1,147 and \$12,095 of impaired loans that do not have an allowance for credit losses due to management's estimate that the fair value of the underlying collateral of these loans is sufficient for full repayment of the loan and interest. At December 31, 2004, the recorded investment in loans that were considered to be impaired was \$10,348 (of which \$6,352 were on a nonaccrual basis). Included in this amount was \$3,914 of impaired loans for which the related allowance for credit losses was \$997, and \$6,434 of impaired loans that did not have an allowance for credit losses. The average recorded investment in impaired loans during the nine months ended September 30, 2005 and for the year ended December 31, 2004 was approximately \$14,946 and \$15,709, respectively.

United recognized interest income on impaired loans of approximately \$151 and \$346 for the quarter and nine months ended September 30, 2005, respectively, and \$46 and \$300 for the quarter and nine months ended September 30, 2004, respectively. Substantially all of the interest income was recognized using the accrual method of income recognition. The amount of interest income that would have been recorded under the original terms for the above loans and nonaccrual loans was \$282 and \$711 for the quarter and nine months ended September 30, 2005, respectively, and \$152 and \$617 for the quarter and nine months ended September 30, 2004, respectively.

7. INTANGIBLE ASSETS

Total goodwill was \$167,487 and \$166,926 as of September 30, 2005 and December 31, 2004, respectively.

The following is a summary of intangible assets subject to amortization and those not subject to amortization:

| | As of September 30, 2005 | | |
|--------------------------------------|---------------------------------|-----------------------------|---------------------------|
| | Gross Carrying Amount | Accumulated Amortization | Net Carrying Amount |
| Amortized intangible assets: | | | |
| Core deposit intangible assets | \$ 19,890 | (\$14,828) | \$ 5,062 |
| Goodwill not subject to amortization | | | \$ 167,487 |

| | As of December 31, 2004 | | |
|--------------------------------------|--------------------------------|-----------------------------|---------------------------|
| | Gross Carrying Amount | Accumulated Amortization | Net Carrying Amount |
| Amortized intangible assets: | | | |
| Core deposit intangible assets | \$ 19,890 | (\$13,071) | \$ 6,819 |
| Goodwill not subject to amortization | | | \$ 166,926 |

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United incurred amortization expense of \$560 and \$1,757 for the quarter and nine months ended September 30, 2005, respectively, and \$658 and \$2,092 for the quarter and nine months ended September 30, 2004, respectively, related to intangible assets. The following table sets forth the anticipated amortization expense for intangible assets for each of the next five years:

| Year | Amount |
|-------------|---------------|
| 2005 | \$2,278 |
| 2006 | 1,871 |
| 2007 | 1,462 |
| 2008 | 832 |
| 2009 | 303 |
| Thereafter | 73 |

8. SHORT TERM BORROWINGS

Federal funds purchased and securities sold under agreements to repurchase are a significant source of funds for the company. United has various unused lines of credit available from certain of its correspondent banks in the aggregate amount of \$200,000. These lines of credit, which bear interest at prevailing market rates, permit United to borrow funds in the overnight market, and are renewable annually subject to certain conditions. At September 30, 2005, federal funds purchased were \$67,685 while securities sold under agreements to repurchase were \$616,146.

United has available funds of \$70,000 with two unrelated financial institutions to provide for general liquidity needs. Both are unsecured revolving lines of credit. One has a one-year renewable term while the other line of credit has a two-year renewable term. Each line of credit carries an indexed floating rate of interest. At September 30, 2005, United had no outstanding balance under these lines of credit.

United Bank (VA) participates in the Treasury Investment Program, which is essentially the U.S. Treasury's savings account for companies depositing employment and other tax payments. The bank retains the funds in an open-ended interest-bearing note until the Treasury withdraws or calls the funds. A maximum note balance is established and that amount must be collateralized at all times. All tax deposits or a portion of the tax deposits up to the maximum balance are generally available as a source of short-term investment funding. As of September 30, 2005, United Bank (VA) had an outstanding balance of \$2,563 and had additional funding available of \$2,437.

9. LONG TERM BORROWINGS

United's subsidiary banks are members of the Federal Home Loan Bank (FHLB). Membership in the FHLB makes available short-term and long-term borrowings from collateralized advances. All FHLB borrowings are collateralized by a mix of single-family residential mortgage loans, commercial loans and investment securities. At September 30, 2005, United had an unused borrowing amount of approximately \$1,356,131 available subject to delivery of collateral after certain trigger points.

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At September 30, 2005, \$540,988 of FHLB advances with a weighted-average interest rate of 5.55% is scheduled to mature within the next twelve years. The scheduled maturities of borrowings are as follows:

| | Year | Amount |
|---------------------|-------------|---------------|
| 2005 | | \$ 75,800 |
| 2006 | | 1,100 |
| 2007 | | |
| 2008 | | 100,491 |
| 2009 and thereafter | | 363,597 |
| | | |
| Total | | \$ 540,988 |

United has a total of seven statutory business trusts that were formed for the purpose of issuing or participating in pools of trust preferred capital securities (Capital Securities) with the proceeds invested in junior subordinated debt securities (Debentures) of United. The Debentures, which are subordinate and junior in right of payment to all present and future senior indebtedness and certain other financial obligations of United, are the sole assets of the trusts and United's payment under the Debentures is the sole source of revenue for the trusts. At September 30, 2005 and December 31, 2004, the outstanding balances of the Debentures were \$89,043 and \$89,433 respectively, and were included in the category of long-term debt on the Consolidated Balance Sheets entitled Other long-term borrowings. The Capital Securities are not included as a component of shareholders' equity in the Consolidated Balance Sheets. United fully and unconditionally guarantees each individual trust's obligations under the Capital Securities. Under the provisions of the subordinated debt, United has the right to defer payment of interest on the subordinated debt at any time, or from time to time, for periods not exceeding five years. If interest payments on the subordinated debt are deferred, the dividends on the Capital Securities are also deferred. Interest on the subordinated debt is cumulative.

The Trust Preferred Securities currently qualify as Tier 1 capital of United for regulatory purposes. In March of 2005, the banking regulatory agencies issued guidance, which did not change the regulatory capital treatment for the Trust Preferred Securities.

On March 3, 2005, the FASB issued FIN 46R-5, Implicit Variable Interest under FASB Interpretation No. 46R, Consolidation of Variable Interest Entities (VIE). FIN 46R-5 requires a reporting enterprise to address whether a reporting enterprise has an implicit variable interest in a VIE or potential VIE when specific conditions exist. FIN 46R-5 was effective in the second quarter of 2005 and did not have a material impact on United's consolidated financial statements.

10. COMMITMENTS AND CONTINGENT LIABILITIES

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

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United's maximum exposure to credit loss in the event of nonperformance by the counterparty to the financial instrument for the loan commitments and standby letters of credit is the contractual or notional amount of those instruments. United uses the same policies in making commitments and conditional obligations as it does for on-balance sheet instruments. Collateral may be obtained, if deemed necessary, based on management's credit evaluation of the counterparty.

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the commitment contract. Commitments generally have fixed expiration dates or other termination clauses and may require the payment of a fee. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. United had approximately \$1,788,113 and \$1,618,823 of loan commitments outstanding as of September 30, 2005 and December 31, 2004, respectively, the majority of which expire within one year.

Commercial and standby letters of credit are agreements used by United's customers as a means of improving their credit standing in their dealings with others. Under these agreements, United guarantees certain financial commitments of its customers. A commercial letter of credit is issued specifically to facilitate trade or commerce. Typically, under the terms of a commercial letter of credit, a commitment is drawn upon when the underlying transaction is consummated as intended between the customer and a third party. United has issued commercial letters of credit of \$1,376 and \$1,449 as of September 30, 2005 and December 31, 2004, respectively. A standby letter of credit is generally contingent upon the failure of a customer to perform according to the terms of an underlying contract with a third party. United has issued standby letters of credit of \$136,579 and \$140,168 as of September 30, 2005 and December 31, 2004, respectively. In accordance with FIN 45, United has determined that substantially all of its letters of credit are renewed on an annual basis and that the fair value of these letters of credit is immaterial.

11. DERIVATIVE FINANCIAL INSTRUMENTS

United uses derivative instruments to help aid against adverse prices or interest rate movements on the value of certain assets or liabilities and on future cash flows. These derivatives may consist of interest rate swaps, caps, floors, collars, futures, forward contracts, written and purchased options. United also executes derivative instruments with its commercial banking customers to facilitate its risk management strategies.

Under the provisions of SFAS No. 133, *Accounting for Derivative Instruments and Hedging Activities*, United has both fair value hedges and cash flow hedges as of September 30, 2005. Derivative instruments designated in a hedge relationship to mitigate exposure to changes in the fair value of an asset, liability, or firm commitment attributable to a particular risk, such as interest rate risk, are considered fair value hedges under SFAS No.133. Derivative instruments designated in a hedge relationship to mitigate exposure to variability in expected future cash flows, or other types of forecasted transactions, are considered cash flow hedges.

The method of accounting for a perfect hedge as prescribed by SFAS No. 133 is applied because the critical terms of the hedged financial instruments (FHLB advances and fixed commercial loans) and the interest rate payments to be received on the swaps coincide and thus are effective in offsetting changes in the fair value of the hedged financial instruments over their remaining term. For a fair value hedge, the fair value of the

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interest rate swap is recognized on the balance sheet as either a freestanding asset or liability with a corresponding adjustment to the hedged financial instrument. Subsequent adjustments due to changes in the fair value of a derivative that qualifies as a fair value hedge are offset in current period earnings. For a cash flow hedge, the fair value of the interest rate swap is recognized on the balance sheet as either a freestanding asset or liability with a corresponding adjustment to other comprehensive income within stockholders' equity, net of tax. Subsequent adjustments due to changes in the fair value of a derivative that qualifies as a cash flow hedge are offset to other comprehensive income, net of tax.

The following tables set forth certain information regarding the interest rate derivatives portfolio used for interest-rate risk management purposes and designated as accounting hedges under SFAS 133 at September 30, 2005:

**Derivative Classifications and Hedging Relationships
September 30, 2005**

| | Notional Amount | Derivative Asset | Liability |
|--|----------------------------|-----------------------------|------------------|
| Derivatives Designated as Fair Value Hedges: | | | |
| Hedging Commercial Loans | \$ 4,500 | | \$ 15 |
| Hedging FHLB Borrowings | 100,000 | | 6,674 |
| Total Derivatives Designated as Fair Value Hedges: | \$ 104,500 | | \$ 6,689 |
| Derivatives Designated as Cash Flow Hedges: | | | |
| Hedging FHLB Borrowings | \$ 50,000 | \$ 1,502 | |
| Total Derivatives Designated as Cash Flow Hedges: | \$ 50,000 | \$ 1,502 | |
| Total Derivatives Used in Interest Rate Risk Management and Designated in SFAS 133 Relationships: | \$ 154,500 | \$ 1,502 | \$ 6,689 |

**Derivative Instruments
September 30, 2005**

| | Notional Amount | Average Receive Rate | Average Pay Rate | Estimated Fair Value |
|--|----------------------------|-------------------------------------|---------------------------------|-------------------------------------|
| Fair Value Hedges: | | | | |
| Receive Fixed Swap (FHLB Borrowing) | \$ 100,000 | 6.43% | | \$ (6,674) |
| Pay Fixed Swap (Commercial Loans) | 4,500 | | 6.70% | (15) |
| Total Derivatives Used in Fair Value Hedges | \$ 104,500 | | | \$ (6,689) |
| Cash Flow Hedges: | | | | |
| Pay Fixed Swap (FHLB Borrowing) | \$ 50,000 | | 4.29% | \$ 1,502 |

| | | |
|--|------------|------------|
| Total Derivatives Used in Cash Flow Hedges | \$ 50,000 | \$ 1,502 |
| Total Derivatives Used for Interest Rate Risk Management and Designated in SFAS 133 Relationships | \$ 154,500 | \$ (5,187) |

Table of Contents**12. EMPLOYEE BENEFIT PLANS**

United has a defined benefit retirement plan covering substantially all employees. Pension benefits are based on years of service and the average of the employee's highest five consecutive plan years of basic compensation paid during the ten plan years preceding the date of determination. United's funding policy is to contribute annually the maximum amount that can be deducted for federal income tax purposes. Contributions are intended to provide not only for benefits attributed to service to date, but also for those expected to be earned in the future. The associated benefits accumulated by these employees in their previous plan were assumed by United's benefit plan.

Net periodic pension cost included the following components:

| (In thousands) | Three Months Ended | | Nine Months Ended | |
|------------------------------------|---------------------------|-------------|--------------------------|-------------|
| | September 30, | | September 30, | |
| | 2005 | 2004 | 2005 | 2004 |
| Service cost | \$ 476 | \$ 587 | \$ 1,408 | \$ 1,749 |
| Interest cost | 765 | 713 | 2,269 | 2,124 |
| Expected return on plan assets | (1,126) | (944) | (3,342) | (2,810) |
| Amortization of transition asset | (44) | (44) | (131) | (131) |
| Recognized net actuarial loss | 172 | 231 | 510 | 687 |
| Amortization of prior service cost | 1 | 1 | 1 | 1 |
| Net periodic pension cost | \$ 244 | \$ 544 | \$ 715 | \$ 1,620 |

Weighted-Average Assumptions:

| | | | | |
|-------------------------------|-------|-------|-------|-------|
| Discount rate | 6.25% | 6.25% | 6.25% | 6.25% |
| Expected return on assets | 9.00% | 9.00% | 9.00% | 9.00% |
| Rate of compensation increase | 3.25% | 3.25% | 3.25% | 3.25% |

13. COMPREHENSIVE INCOME

The components of total comprehensive income for the three and nine months ended September 30, 2005 and 2004 are as follows:

| | Three Months Ended | | Nine Months Ended | |
|--|---------------------------|-------------|--------------------------|-------------|
| | September 30 | | September 30 | |
| | 2005 | 2004 | 2005 | 2004 |
| Net Income | \$ 25,449 | \$ 24,544 | \$ 74,723 | \$ 72,262 |
| Other Comprehensive Income (Loss), Net of Tax: | | | | |
| Unrealized gain (loss) on available for sale securities arising during the period | (3,173) | 13,487 | (7,503) | 977 |
| Less: Reclassification adjustment for gains included in net income | 60 | (179) | (578) | (712) |
| Unrealized gain on cash flow hedge | 976 | | 976 | |
| Accretion on the unrealized loss for securities transferred from the available for sale to the held to maturity investment portfolio | 123 | 124 | 370 | 384 |
| Total Comprehensive Income | \$ 23,435 | \$ 37,976 | \$ 67,988 | \$ 72,911 |

Table of Contents**14. EARNINGS PER SHARE**

The reconciliation of the numerator and denominator of basic earnings per share with that of diluted earnings per share is presented as follows:

| | Three Months Ended | | Nine Months Ended | |
|---|---------------------------|-------------|--------------------------|-------------|
| | September 30 | | September 30 | |
| <i>(Dollars in thousands, except per share)</i> | 2005 | 2004 | 2005 | 2004 |
| Income from Continuing Operations | \$ 25,449 | \$ 12,751 | \$ 74,723 | \$ 57,815 |
| Income from Discontinued Operations | | 11,793 | | 14,447 |
| Net Income | \$ 25,449 | \$ 24,544 | \$ 74,723 | \$ 72,262 |
| Basic | | | | |
| Income from Continuing Operations | \$ 0.60 | \$ 0.29 | \$ 1.75 | \$ 1.33 |
| Income from Discontinued Operations | | 0.27 | | 0.33 |
| Net Income | \$ 0.60 | \$ 0.56 | \$ 1.75 | \$ 1.66 |
| Average common shares outstanding | 42,383,810 | 43,319,414 | 42,648,080 | 43,503,066 |
| Diluted | | | | |
| Income from Continuing Operations | \$ 0.59 | \$ 0.29 | \$ 1.73 | \$ 1.31 |
| Income from Discontinued Operations | | 0.27 | | 0.33 |
| Net Income | \$ 0.59 | \$ 0.56 | \$ 1.73 | \$ 1.64 |
| Average common shares outstanding | 42,383,810 | 43,319,414 | 42,648,080 | 43,503,066 |
| Equivalents from stock options | 534,742 | 538,735 | 505,593 | 540,425 |
| Average diluted shares outstanding | 42,918,552 | 43,858,149 | 43,153,673 | 44,043,491 |

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

FORWARD-LOOKING STATEMENTS

Congress passed the Private Securities Litigation Act of 1995 to encourage corporations to provide investors with information about the company's anticipated future financial performance, goals, and strategies. The act provides a safe harbor for such disclosure, in other words, protection from unwarranted litigation if actual results are not the same as management expectations.

United desires to provide its shareholders with sound information about past performance and future trends.

Consequently, any forward-looking statements contained in this report, in a report incorporated by reference to this report, or made by management of United in this report, in any other reports and filings, in press releases and in oral statements, involves numerous assumptions, risks and uncertainties.

Actual results could differ materially from those contained in or implied by United's statements for a variety of factors including, but not limited to: changes in economic conditions; movements in interest rates; competitive pressures on product pricing and services; success and timing of business strategies; the nature and extent of governmental actions and reforms; and rapidly changing technology and evolving banking industry standards.

APPLICATION OF CRITICAL ACCOUNTING POLICIES

The accounting and reporting policies of United conform with accounting principles generally accepted in the United States. In preparing the consolidated financial statements, management is required to make estimates, assumptions and judgments that affect the amounts reported in the financial statements and accompanying notes. These estimates, assumptions and judgments are based on information available as of the date of the financial statements. Actual results could differ from these estimates. These policies, along with the disclosures presented in the other financial statement notes and in this financial review, provide information on how significant assets and liabilities are valued in the financial statements and how those values are determined. Based on the valuation techniques used and the sensitivity of financial statement amounts to the methods, assumptions, and estimates underlying those amounts, management has identified the determination of the allowance for credit losses and the valuation of retained interests in securitized assets to be the accounting areas that require the most subjective or complex judgments, and as such could be most subject to revision as new information becomes available.

The allowance for credit losses represents management's estimate of the probable credit losses inherent in the lending portfolio. Determining the amount of the allowance for credit losses is considered a critical accounting estimate because management's evaluation of the adequacy of the allowance for credit losses is inherently subjective and requires significant estimates, including the amounts and timing of estimated future cash flows, estimated losses on pools of loans based on historical loss experience, and consideration of current economic trends, all of which are susceptible to constant and significant change. In determining the components of the allowance for credit losses, management considers the risk arising in part from, but not limited to, charge-off and delinquency trends, current economic and business conditions, lending policies and procedures, the size and risk characteristics of the loan portfolio, concentrations of credit, and other various factors. The methodology used to determine the allowance for credit losses is described in Note 5 to

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the unaudited consolidated financial statements. A discussion of the factors leading to changes in the amount of the allowance for credit losses is included in the Provision for Credit Losses section of this Management's Discussion and Analysis of Financial Condition and Results of Operations.

Retained interests in securitized financial assets are recorded at their estimated fair values in securities available for sale. Since quoted market prices are generally not available for retained interests, United relies on discounted cash flow modeling techniques to estimate fair values based on the present value of future expected cash flows using management's best estimates of key assumptions—credit losses, prepayment speeds, forward yield curves, and discount rates commensurate with the risks involved. Because the values of the assets are sensitive to changes in these key assumptions, the valuation of retained interests is considered a critical accounting estimate. A discussion of the accounting for these securitized financial assets as well as sensitivity analyses showing how these assets' value change due to adverse changes in key assumptions is presented in the Interest Rate Risk section of the Quantitative and Qualitative Disclosures about Market Risk.

United's calculation of income tax provision is complex and requires the use of estimates and judgments in its determination. As part of United's analysis and implementation of business strategies, consideration is given to tax laws and regulations that may affect the transaction under evaluation. This analysis includes the amount and timing of the realization of income tax liabilities or benefits. United strives to keep abreast of changes in the tax laws and the issuance of regulations which may impact tax reporting and provisions for income tax expense. United is also subject to audit by federal and state authorities. Results of these audits may produce indicated liabilities which differ from United's estimates and provisions. United continually evaluates its exposure to possible tax assessments arising from audits and records its estimate of probable exposure based on current facts and circumstances.

Any material effect on the financial statements related to these critical accounting areas are further discussed in this Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following is a broad overview of the financial condition and results of operations and is not intended to replace the more detailed discussion, which is presented under specific headings on the following pages.

FINANCIAL CONDITION

United's total assets as of September 30, 2005 were \$6.63 billion, up \$197.07 million or 3.06% from year-end 2004 primarily the result of a \$182.13 million or 4.12% increase in portfolio loans. Cash and cash equivalents increased \$66.08 million or 43.06%. Partially offsetting these increases was a decrease in investment securities of \$60.66 million or 4.02%. The increase in total assets is reflected in a corresponding increase in total liabilities and shareholders' equity of \$190.04 million and \$7.04 million, respectively, from year-end 2004. The increase in total liabilities was due mainly to growth in deposits of \$312.17 million or 7.26% as United used lower-costing deposits to support asset growth. Partially offsetting this increase in deposits were reductions of \$63.42 million or 48.37% and \$128.33 million or 19.17%, respectively, in federal funds purchased and Federal Home Loan Bank borrowings. The following discussion explains in more detail the changes in financial condition by major category.

Table of Contents**Cash and Cash Equivalents**

Cash and cash equivalents increased \$66.08 million or 43.06% comparing September 30, 2005 to year-end 2004. Of this total increase, cash and due from banks increased \$46.75 million while federal funds sold increased \$26.75 million. Interest-bearing deposits with other banks decreased \$7.41 million. During the first nine months of 2005, net cash of \$81.09 million and \$128.58 million was provided by operating activities and financing activities from continuing operations, respectively. Net cash of \$143.59 million was used in investing activities of continuing operations. See the unaudited Consolidated Statements of Cash Flows for data on cash and cash equivalents provided and used in operating, investing and financing activities for the first nine months of 2005 and 2004.

Securities

Total investment securities at September 30, 2005 decreased \$60.66 million or 4.02% since year-end 2004. Securities available for sale decreased \$58.09 million or 4.55%. This change in securities available for sale reflects \$389.59 million in sales, maturities and calls of securities, \$348.28 million in purchases and a decrease of \$12.43 million in market value. Securities held to maturity decreased \$2.57 million or 1.10% from year-end 2004. The amortized cost and estimated fair value of investment securities, including types and remaining maturities, is presented in Note 3 to the unaudited Notes to Consolidated Financial Statements.

Loans

Loans held for sale increased \$845 thousand or 21.23% as loan originations exceeded loan sales in the secondary market during the first nine months of 2005. Portfolio loans, net of unearned income, increased \$182.13 million or 4.12% from year-end 2004 as all major classification of loans increased except for installment and other loans secured by real estate. Since year-end 2004, commercial loans (not secured by real estate) increased \$27.04 million or 3.13%, construction loans increased \$55.02 million or 18.13%, single-family residential real estate loans increased \$57.68 million or 3.47% and commercial real estate loans increased \$66.41 million or 6.24%. Installment loans decreased \$13.79 million or 3.39% and other real estate secured loans decreased \$9.95 million or 8.08% from year-end 2004. For a summary of major classifications of loans, see Note 4 to the unaudited Notes to Consolidated Financial Statements.

Other Assets

Other assets increased \$8.20 million or 5.21% from year-end 2004. This increase was primarily due to a \$4.03 million increase in prepaid pension, a \$3.23 million increase in the cash surrender value of bank owned life insurance policies and a \$3.18 million increase in deferred tax assets related to the decline in market value of available for sale securities. Partially offsetting these increases to other assets were declines of \$1.66 million and \$1.76 million, respectively, in the levels of other real estate owned and core deposit intangibles.

Deposits

Total deposits at September 30, 2005 grew \$312.17 million or 7.26% since year-end 2004. In terms of composition, noninterest-bearing deposits increased \$98.10 million or 11.08% while interest-bearing deposits increased \$214.07 million or 6.27% from December 31, 2004. The increase in noninterest-bearing

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deposits was due mainly to a \$31.24 million or 7.49% increase in commercial demand deposits. The increase in interest-bearing deposits was due primarily to growth of \$111.15 million or 22.46% in certificate accounts (CDs) over \$100,000 due to higher interest rates. Brokered deposits accounted for \$39.77 million of this increase in CDs over \$100,000. In addition, money market accounts grew \$109.14 million or 7.24% for the first nine months of 2005.

Borrowings

Total borrowings at September 30, 2005 decreased \$124.29 million or 8.63% during the first nine months of 2005. Since year-end 2004, federal funds purchased and FHLB borrowings decreased \$63.42 million or 48.37% and \$128.33 million or 19.17%, respectively. Securities sold under agreements to repurchase increased \$69.72 million or 12.76%. For a further discussion of borrowings see Notes 8 and 9 to the unaudited Notes to Consolidated Financial Statements.

Accrued Expenses and Other Liabilities

Accrued expenses and other liabilities at September 30, 2005 increased \$1.77 million or 3.03% from year-end 2004 due mainly to increases in deferred compensation of \$2.75 million, interest payable of \$1.92 million due to higher interest rates and the FAS 133 liability related to a decline in the fair value of certain interest rate swaps of \$1.62 million. Partially offsetting these increases were decreases in income taxes payable of \$3.59 million due mainly to a timing difference in income tax payments and other taxes payable not related to income of \$901 thousand.

Shareholders' Equity

Shareholders' equity at September 30, 2005, increased \$7.04 million or 1.11% from December 31, 2004 as United continued to balance capital adequacy and returns to shareholders. The increase in shareholders' equity was due mainly to earnings net of dividends declared of \$41.50 million for the first nine months of 2005.

Treasury stock increased \$26.54 million since year-end 2004 as treasury share repurchases exceeded stock option redemptions during the first nine months of 2005. During the first nine months of 2005, United repurchased 863,574 shares under a plan approved by its Board of Directors in 2004 to repurchase up to 1.775 million shares of United's common stock on the open market. Since the plan's implementation, 867,551 shares have been repurchased.

RESULTS OF OPERATIONS

Overview

As previously reported, on July 7, 2004, United consummated the sale of its wholly-owned mortgage banking subsidiary, Mason Mortgage. United will continue to focus on retail mortgage lending through its banking subsidiaries. The results of operations for Mason Mortgage are reported as income from discontinued operations. For detailed financial data and further information related to discontinued operations, refer to Note 2 of the accompanying unaudited consolidated financial statements.

The following is a detailed discussion of United's third quarter and first nine months of 2005 results. Results

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for the third quarter and first nine months of 2004 include results from continuing and discontinued operations. For discussion purposes, information referred to on a consolidated basis combines the results of continuing and discontinued operations.

Consolidated net income for the first nine months of 2005 was \$74.72 million or \$1.73 per diluted share compared to \$72.26 million or \$1.64 per share for the first nine months of 2004. These results represent a 3.41% increase in net income and a 5.49% increase in diluted earnings per share. Consolidated net income for the third quarter of 2005 was \$24.45 million, an increase of 3.69% from the \$24.54 million reported for the prior year third quarter. Third quarter 2005 earnings were \$0.59 per diluted share, as compared to the \$0.56 per share reported for the third quarter of 2004. This represents a 5.36% increase in diluted earnings per share.

Income from continuing operations for the third quarter and first nine months of 2005 was \$25.45 million and \$74.72 million as compared to income from continuing operations for the third quarter and first nine months of 2004 of \$12.75 million and \$57.82 million, respectively. Diluted earnings per share from continuing operations were \$0.59 and \$1.73 for the third quarter and first nine months of 2005, respectively as compared to diluted earnings per share from continuing operations of \$0.29 and \$1.31 for the third quarter and first nine months of 2004. The results for 2004 included before-tax penalties of \$16.01 million for the prepayment of FHLB advances.

No income from discontinued operations was recorded for the third quarter and first nine months of 2005 because the sale of Mason Mortgage occurred in 2004. Income from discontinued operations for the third quarter and first nine months of 2004 was \$11.79 million or \$0.27 per diluted share and \$14.45 million or \$0.33 per diluted share, respectively. The results of discontinued operations for the third quarter and first nine months of 2004 included a before-tax gain of \$17 million on the Mason Mortgage sale.

United's annualized return on average assets for the first nine months of 2005 was 1.56% and return on average shareholders' equity was 15.63% as compared to 1.53% and 15.44% for the first nine months of 2004. For the third quarter of 2005, United's annualized return on average assets was 1.55% while the return on average equity was 15.68% as compared to 1.57% and 15.75%, respectively, for the third quarter of 2004.

Consolidated tax-equivalent net interest income for the first nine months of 2005 was \$172.16 million, an increase of \$7.22 million or 4.38% from the prior year's first nine months. Consolidated tax-equivalent net interest income increased \$5.15 million or 9.39% for the third quarter of 2005 as compared to the same period for 2004. The provision for credit losses was \$3.56 million for the first nine months of 2005 as compared to \$3.19 million for the first nine months of 2004. For the quarters ended September 30, 2005 and 2004, the provision for credit losses was \$1.95 million and \$1.30 million, respectively. Consolidated noninterest income was \$39.31 million for the first nine months of 2005, down \$34.65 million or 46.85% when compared to the first nine months of 2004. For the third quarter of 2005, consolidated noninterest income was \$13.04 million, a decrease of \$17.92 million or 57.89% from the third quarter of 2004. Consolidated noninterest income for the third quarter and first nine months of 2004 included the previously mentioned before-tax gain of \$17 million on the Mason Mortgage sale. Consolidated noninterest expense decreased \$32.88 million or 26.79% for the first nine months of 2005 compared to the same period in 2004. For the third quarter of 2005, consolidated noninterest expenses decreased \$15.74 million or 34.02% from

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the third quarter of 2004. Consolidated noninterest expense for 2004 included before-tax penalties of \$16.01 million for the prepayment of FHLB advances. United's effective tax rate was 31.46% and 30.87% for the first nine months of 2005 and 2004, respectively, and 31.65% and 31.01% for the third quarter of 2005 and 2004, respectively.

Net Interest Income

Consolidated tax-equivalent net interest income increased \$5.15 million or 9.39% and \$7.22 million or 4.38% for the third quarter and first nine months of 2005, respectively, when compared to the same periods of 2004.

Tax-equivalent net interest income from continuing operations for the third quarter of 2005 was \$59.98 million, an increase of \$5.15 million or 9.39% from the third quarter of 2004. This increase in tax-equivalent net interest income from continuing operations was due mainly to a \$342.83 million or 6.08% increase in average earning assets as average loans for the third quarter of 2005 grew \$337.04 million or 8.02% over last year's third quarter. In addition, the average yield on earning assets for the third quarter of 2005 increased 79 basis points from the third quarter of 2004 as a result of higher interest rates. In the third quarter of 2005, the net interest margin was aided by additional interest income of approximately \$1.83 million from United's asset securitization as compared to the third quarter of 2004. These increases to net interest income were partially offset by an 82 basis point increase in the cost of funds due to the higher interest rates. On a consolidated basis, the net interest margin for the third quarter of 2005 was 4.00%, an increase of 14 basis points from 3.86% in the third quarter of 2004.

On a linked-quarter basis, United's tax-equivalent net interest income from continuing operations for the third quarter of 2005 increased \$3.56 million or 6.30% compared to the second quarter of 2004 due primarily to growth in earning assets of \$160.78 million or 2.76% for the quarter. Average loans grew \$95.90 million or 2.16% for the quarter while the yield on average loans increased 23 basis points. In addition, average investment securities increased \$73.45 million or 5.28% for the quarter while the yield on average investment securities increased 53 basis points due mainly to increased interest income for the quarter of \$1.72 million on United's asset securitization. These increases to net interest income were partially offset by an increase of 25 basis points in the cost of funds. The net interest margin for the third quarter of 2005 of 4.00% was an increase of 12 basis points from the net interest margin of 3.88% for the second quarter of 2005.

Tax-equivalent net interest income from continuing operations for the first nine months of 2005 was \$172.16 million, an increase of \$12.53 million or 7.85% from the prior year's first nine months as average earning assets increased \$334.75 million or 6.04% due to average loan growth of \$353.24 million or 8.60%. For the nine months ended September 30, 2005, interest income from United's asset securitization increased \$1.77 million from the same period in 2004. In addition, the average yield on earning assets for the first nine months of 2005 increased 53 basis points from the first nine months of 2004 due to higher interest rates. However, as a result of the higher interest rates, the average cost of funds for the first nine months of 2005 increased 57 basis points from the first nine months of 2004. The consolidated net interest margin for the first nine months of 2005 was 3.91%, up 8 basis points from a consolidated net interest margin of 3.83% during the same period last year.

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Tables 1 and 2 below show the unaudited consolidated daily average balance of major categories of assets and liabilities for the three-month and nine-month periods ended September 30, 2005 and 2004, respectively, with the consolidated interest and rate earned or paid on such amount. The interest income and yields on federally nontaxable loans and investment securities are presented on a tax-equivalent basis using the statutory federal income tax rate of 35%. The interest income and yield on state nontaxable loans and investment securities are presented on a tax-equivalent basis using the statutory state income rate of 9%.

Table 1

| <i>(Dollars in thousands)</i> | Three Months Ended September 30, 2005 | | | Three Months Ended September 30, 2004 | | |
|---|--|-----------------|----------------------|--|-----------------|----------------------|
| | Average Balance | Interest | Avg. Rate | Average Balance | Interest | Avg. Rate |
| ASSETS | | | | | | |
| Earning Assets: | | | | | | |
| Federal funds sold and securities repurchased under agreements to resell and other short-term investments | \$ 23,286 | \$ 232 | 3.94% | \$ 59,206 | \$ 168 | 1.13% |
| Investment Securities: | | | | | | |
| Taxable | 1,257,562 | 14,480 | 4.57% | 1,240,719 | 13,804 | 4.43% |
| Tax-exempt (1) (2) | 207,324 | 5,376 | 10.29% | 189,279 | 3,005 | 6.32% |
| Total Securities | 1,464,886 | 19,856 | 5.38% | 1,429,998 | 16,809 | 4.68% |
| Loans, net of unearned income (1) (2) (3) | 4,539,307 | 72,727 | 6.37% | 4,225,407 | 59,482 | 5.61% |
| Allowance for loan losses | (43,589) | | | (50,422) | | |
| Net loans | 4,495,718 | | 6.43% | 4,174,985 | | 5.68% |
| Total earning assets | 5,983,890 | \$ 92,815 | 6.17% | 5,664,189 | \$ 76,459 | 5.38% |
| Other assets | 544,240 | | | 539,573 | | |
| TOTAL ASSETS | \$ 6,528,130 | | | \$ 6,203,762 | | |
| LIABILITIES | | | | | | |
| Interest-Bearing Funds: | | | | | | |
| Interest-bearing deposits | \$ 3,619,271 | \$ 19,626 | 2.15% | \$ 3,436,008 | \$ 12,312 | 1.43% |
| Short-term borrowings | 720,313 | 4,656 | 2.56% | 631,826 | 1,534 | 0.97% |
| Long-term borrowings | 556,798 | 8,550 | 6.09% | 603,502 | 7,778 | 5.13% |
| Total Interest-Bearing Funds | 4,896,382 | 32,832 | 2.66% | 4,671,336 | 21,624 | 1.84% |
| Noninterest-bearing deposits | 935,972 | | | 864,559 | | |
| Accrued expenses and other liabilities | 51,700 | | | 48,065 | | |
| TOTAL LIABILITIES | 5,884,054 | | | 5,583,960 | | |

| | | |
|--|--------------|--------------|
| SHAREHOLDERS EQUITY | 644,076 | 619,802 |
| TOTAL LIABILITIES AND SHAREHOLDERS EQUITY | \$ 6,528,130 | \$ 6,203,762 |
| NET INTEREST INCOME | \$ 59,983 | \$ 54,835 |
| INTEREST SPREAD | 3.51% | 3.54% |
| NET INTEREST MARGIN | 4.00% | 3.86% |

(1) The interest income and the yields on federally nontaxable loans and investment securities are presented on a tax-equivalent basis using the statutory federal income tax rate of 35%.

(2) The interest income and the yields on state nontaxable loans and investment securities are presented on a tax-equivalent basis using the statutory state income tax rate of 9%.

(3) Nonaccruing loans are included in the daily average loan amounts

outstanding.

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| <i>(Dollars in thousands)</i> | Nine Months Ended September 30, 2005 | | | Nine Months Ended September 30, 2004 | | |
|---|---|------------|--------------|---|------------|--------------|
| | Average Balance | Interest | Avg. Rate | Average Balance | Interest | Avg. Rate |
| ASSETS | | | | | | |
| Earning Assets: | | | | | | |
| Federal funds sold and securities repurchased under agreements to resell and other short-term investments | \$ 27,200 | \$ 578 | 2.84% | \$ 36,635 | \$ 352 | 1.29% |
| Investment Securities: | | | | | | |
| Taxable | 1,238,934 | 42,139 | 4.55% | 1,272,118 | 40,789 | 4.28% |
| Tax-exempt (1) (2) | 197,391 | 11,600 | 7.86% | 180,118 | 9,118 | 6.76% |
| Total Securities | 1,436,325 | 53,739 | 5.00% | 1,452,236 | 49,907 | 4.59% |
| Loans, net of unearned income (1) (2) (3) | 4,460,890 | 205,686 | 6.16% | 4,305,486 | 180,963 | 5.61% |
| Allowance for loan losses | (43,535) | | | (50,478) | | |
| Net loans | 4,417,355 | | 6.22% | 4,255,008 | | 5.68% |
| Total earning assets | 5,880,880 | \$ 260,003 | 5.91% | 5,743,879 | \$ 231,222 | 5.38% |
| Other assets | 537,061 | | | 546,908 | | |
| TOTAL ASSETS | \$ 6,417,941 | | | \$ 6,290,787 | | |
| LIABILITIES | | | | | | |
| Interest-Bearing Funds: | | | | | | |
| Interest-bearing deposits | \$ 3,512,219 | \$ 50,946 | 1.94% | \$ 3,312,839 | \$ 34,503 | 1.39% |
| Short-term borrowings | 729,004 | 12,083 | 2.22% | 668,828 | 4,775 | 0.95% |
| Long-term borrowings | 582,335 | 24,810 | 5.70% | 772,323 | 27,004 | 4.67% |
| Total Interest-Bearing Funds | 4,823,558 | 87,839 | 2.43% | 4,753,990 | 66,282 | 1.86% |
| Non-interest bearing deposits | 902,138 | | | 865,159 | | |
| Accrued expenses and other liabilities | 52,980 | | | 46,457 | | |
| TOTAL LIABILITIES | 5,778,676 | | | 5,665,606 | | |
| SHAREHOLDERS EQUITY | 639,265 | | | 625,181 | | |

| | | | |
|--|--------------|--------------|-------|
| TOTAL LIABILITIES AND SHAREHOLDERS EQUITY | \$ 6,417,941 | \$ 6,290,787 | |
| NET INTEREST INCOME | \$ 172,164 | \$ 164,940 | |
| INTEREST SPREAD | | 3.48% | 3.52% |
| NET INTEREST MARGIN | | 3.91% | 3.83% |

(1) The interest income and the yields on federally nontaxable loans and investment securities are presented on a tax-equivalent basis using the statutory federal income tax rate of 35%.

(2) The interest income and the yields on state nontaxable loans and investment securities are presented on a tax-equivalent basis using the statutory state income tax rate of 9%.

(3) Nonaccruing loans are included in the daily average loan amounts outstanding.

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At September 30, 2005, nonperforming loans were \$14.70 million or 0.32% of loans, net of unearned income compared to nonperforming loans of \$10.78 million or 0.24% of loans, net of unearned income at December 31, 2004, respectively. The components of nonperforming loans include nonaccrual loans and loans, which are contractually past due 90 days or more as to interest or principal, but have not been put on a nonaccrual basis. At September 30, 2005, nonaccrual loans were \$7.87 million, an increase of \$1.52 million from \$6.35 million at year-end 2004. This increase was due mainly to one large commercial credit with a loan balance of \$2.42 million being placed on nonaccrual at June 30, 2005. This credit is adequately collateralized and was appropriately considered in assessing the adequacy of the allowance for credit losses. Loans past due 90 days or more were \$6.83 million at September 30, 2005, an increase of \$2.40 million from \$4.43 million at year-end 2004. This increase was due mainly to two loans with one commercial customer totaling \$972 thousand. These loans are secured by real estate and cash. The remaining increase of approximately \$1.40 million consists of five (5) commercial credits with balances between \$219 thousand and \$390 thousand. The loss potential on all of the above loans has been properly evaluated and allocated within the company's allowance for credit losses analysis process. Total nonperforming assets of \$16.74 million, including OREO of \$2.04 million at September 30, 2005, represented 0.25% of total assets at the end of the third quarter. For a summary of nonperforming assets, see Note 6 to the unaudited Notes to Consolidated Financial Statements.

At September 30, 2005, impaired loans were \$18.51 million, which was an increase of \$8.16 million from the \$10.35 million in impaired loans at December 31, 2004. This increase in impaired loans was due primarily to the addition of four large commercial credits totaling approximately \$6.36 million. The four credits are adequately collateralized. Collection efforts are ongoing and the loss potential has been evaluated and allocated within the allowance for credit losses analysis process. For further details, see Note 6 to the unaudited consolidated financial statements.

United evaluates the adequacy of the allowance for credit losses on a quarterly basis and its loan administration policies are focused upon the risk characteristics of the loan portfolio. United's process for evaluating the allowance is a formal company-wide process that focuses on early identification of potential problem credits and procedural discipline in managing and accounting for those credits. This process determines the appropriate level of the allowance for credit losses, allocation among loan types and lending-related commitments, and the resulting provision for credit losses.

United maintains an allowance for loan losses and an allowance for lending-related commitments. The combined allowances for loan losses and lending-related commitments are referred to as the allowance for credit losses. At September 30, 2005, the allowance for credit losses was \$52.00 million as compared to \$51.35 million at December 31, 2004. As a percentage of loans, net of unearned income, the allowance for credit losses was 1.13% at September 30, 2005 and 1.16% of loans, net of unearned income at December 31, 2004. The ratio of the allowance for credit losses to nonperforming loans was 353.7% and 476.5% at September 30, 2005 and December 31, 2004, respectively.

For the quarters ended September 30, 2005 and 2004, the provision for credit losses was \$1.95 million and \$1.30 million, respectively. The provision for credit losses for the first nine months of 2005 and 2004 was \$3.56 million and \$3.19 million, respectively. Net charge-offs were \$1.58 million for the third quarter of

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2005 as compared to net charge-offs of \$1.20 million for the same quarter in 2004. One commercial credit accounted for \$750 thousand of the \$1.58 million charged off during the quarter. Net charge-offs for the first nine months of 2005 were \$2.92 million as compared to \$3.03 million for the first nine months of 2004. Note 5 to the accompanying unaudited Notes to unaudited Consolidated Financial Statements provides a progression of the allowance for credit losses.

In determining the adequacy of the allowance for credit losses, management makes allocations to specific commercial loans classified by management as to risk. Management determines the loan's risk by considering the borrower's ability to repay, the collateral securing the credit and other borrower-specific factors that may impact collectibility. Specific loss allocations are based on the present value of expected future cash flows using the loan's effective interest rate, or as a practical expedient, at the loan's observable market price or the fair value of the collateral if the loan is collateral-dependent. Other commercial loans not specifically reviewed on an individual basis are evaluated based on loan pools, which are grouped by similar risk characteristics using management's internal risk ratings. Allocations for these commercial loan pools are determined based upon historical loss experience adjusted for current conditions and risk factors. Allocations for loans, other than commercial loans, are developed by applying historical loss experience adjusted for current conditions and risk factors to loan pools grouped by similar risk characteristics. While allocations are made to specific loans and pools of loans, the allowance is available for all credit losses.

Allocations are made for specific commercial loans based upon management's estimate of the borrower's ability to repay and other factors impacting collectibility. Other commercial loans not specifically reviewed on an individual basis are evaluated based on historical loan percentages applied to loan pools that have been segregated by risk.

Allocations for loans other than commercial loans are made based upon historical loss experience adjusted for current conditions. The allowance for imprecision is a relatively small component of the total allowance for credit losses and recognizes the normal variance resulting from the process of estimation. Differences between actual loan loss experience and estimates are reviewed on a quarterly basis and adjustments are made to those estimates.

United's formal company-wide process at September 30, 2005 produced decreased allocations in three of the four loan categories since year-end 2004. The components of the allowance allocated to commercial loans decreased \$518 thousand as a result of changes in the allocation for commercial loan growth (\$900 thousand) from year-end of 2004. The consumer loan pool allocation decreased \$415 thousand due to decreases in historical loss rates. The components of the allowance allocated to real estate loans remained nearly flat, decreasing \$9 thousand. The real estate construction loan pool allocation was up by \$327 thousand primarily due to changes in loan volume and qualitative factors. The unfunded commitments liability increased by \$391 thousand primarily due to changes in qualitative factors.

Management believes that the allowance for credit losses of \$52 million at September 30, 2005 is adequate to provide for probable losses on existing loans and loan-related commitments based on information currently available.

Management is not aware of any potential problem loans, trends or uncertainties, which it reasonably expects, will materially impact future operating results, liquidity, or capital resources which have not been disclosed. Additionally, management has disclosed all known material credits, which cause management to

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have serious doubts as to the ability of such borrowers to comply with the loan repayment schedules.

Other Income

Other income consists of all revenues, which are not included in interest and fee income related to earning assets. Noninterest income has been and will continue to be an important factor for improving United's profitability. Recognizing the importance, management continues to evaluate areas where noninterest income can be enhanced. Consolidated noninterest income was \$39.31 million for the first nine months of 2005, down \$34.65 million or 46.85% when compared to the first nine months of 2004. For the third quarter of 2005, consolidated noninterest income was \$13.04 million, a decrease of \$17.92 million or 57.89% from the third quarter of 2004. These significant decreases in consolidated noninterest income were due to income from the discontinued mortgage banking operations of Mason Mortgage being included in the consolidated results for the first nine months and third quarter of 2004 but not in 2005.

Noninterest income from continuing operations for the third quarter and first nine months of 2005 was \$13.04 million and \$39.31 million, respectively, a decrease of \$828 thousand or 5.97% and \$1.81 million or 4.41% from the comparable time periods in 2004. The decreases in noninterest income from continuing operations were attributable mainly to declines in fees from deposit services of \$378 thousand or 4.97% and \$2.06 million or 9.03%, respectively, for the third quarter and first nine months of 2005 as compared to the same periods in the prior year.

In the third quarter of 2004, United commenced operations of a mortgage title insurance company. Fees from mortgage title insurance increased \$182 thousand and \$487 thousand, respectively, for the third quarter and first nine months of 2005 as compared to the same periods in 2004. Income from bank owned life insurance policies increased \$61 thousand and \$467 thousand for the third quarter and first nine months of 2005 as compared to last year's income during the same periods. Revenue from trust and brokerage services for the third quarter of 2005 was relatively flat from the third quarter of 2004, but grew \$242 thousand or 3% for the first nine months of 2005 from last year's first nine months' revenue.

Net gains on securities transactions decreased \$206 thousand or 18.81% for the first nine months of 2005 as compared to the first nine months of 2004. For the third quarter of 2005, United incurred a net loss on securities transactions of \$93 thousand as compared to a net gain of \$275 thousand for the third quarter of 2004 which was a decrease of \$368 thousand.

On a linked-quarter basis, noninterest income from continuing operations decreased \$323 thousand or 2.42% from the second quarter of 2005 due mainly to decreased income from bank owned life insurance policies of \$439 thousand which more than offset an increase of \$214 thousand in fees from deposit services.

Other Expenses

Just as management continues to evaluate areas where noninterest income can be enhanced, it strives to improve the efficiency of its operations to reduce costs. Other expenses include all items of expense other than interest expense, the provision for loan losses, and income taxes. Consolidated noninterest expenses decreased \$15.74 million or 34.02% for the third quarter of 2005 compared to the same period in 2004. For

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the first nine months of 2005, consolidated noninterest expenses dropped \$32.88 million or 26.79% from the first nine months of 2004. Consolidated noninterest expense for the first nine months of 2004 included noninterest expense from discontinued operations of \$17.36 million. In addition, consolidated noninterest expense for the third quarter and first nine months of 2004 included before-tax penalties of \$16.01 million for the prepayment of FHLB advances.

Noninterest expense from continuing operations decreased \$15.74 million or 34.02% from the third quarter of 2004. Noninterest expense from continuing operations for the first nine months of 2005 declined \$15.52 million or 14.73% from the first nine months of 2004. Noninterest expense from continuing operations for the third quarter and first nine months of 2004 included before-tax penalties of \$16.01 million for the prepayment of FHLB advances. Otherwise, noninterest expense from continuing operations was relatively flat for the third quarter and first nine months of 2005 as compared to the same periods in 2004.

Salaries and benefits expense for the third quarter of 2005 was relatively flat from the third quarter of 2004, decreasing \$123 thousand or less than 1%. Salaries and benefits expense for the first nine months of 2005 increased \$578 thousand or 1.33% compared to the first nine months of 2004 as a result of higher salaries and increased health insurance and pension costs.

Net occupancy expense from continuing operations for the third quarter of 2005 increased \$87 thousand or 2.88% from the third quarter of 2004 due to slight increases in building rental costs, utilities expense and real property taxes. Net occupancy expense for the first nine months of 2005 remained flat compared to the first nine months of 2004, decreasing only \$13 thousand or less than 1%.

Equipment expense decreased \$225 thousand or 12.07% and \$762 thousand or 13.34% for the third quarter and first nine months of 2005, respectively, as compared to the same periods in 2004. The decrease was due mainly to lower levels of depreciation expense.

Data processing expense increased \$310 thousand or 28.31% for the third quarter of 2005 as compared to the third quarter of 2004. For the first nine months of 2005, data processing expense increased \$966 thousand or 29.21% as compared to the first nine months of 2004. The increase was primarily due to additional outsourcing of data processing functions.

On a linked-quarter basis, noninterest expense from continuing operations was relatively flat, decreasing only \$61 thousand or less than 1% from the second quarter of 2005.

Income Taxes

For the third quarter of 2005, consolidated income taxes were \$11.78 million as compared to \$11.03 million for the third quarter of 2004. For the quarters ended September 30, 2005 and 2004, United's effective tax rates were 31.65% and 31.01%, respectively. For the first nine months of 2005 and 2004, consolidated income taxes were \$34.30 million and \$32.27 million, respectively. United's effective tax rates for the first nine months of 2005 and 2004 were 31.46% and 30.87%, respectively.

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Contractual Obligations, Commitments, Contingent Liabilities and Off-Balance Sheet Arrangements

United has various financial obligations, including contractual obligations and commitments, that may require future cash payments. Please refer to United's Annual Report on Form 10-K for the year ended December 31, 2004 for disclosures with respect to United's fixed and determinable contractual obligations. There have been no material changes outside the ordinary course of business since year-end 2004 in the specified contractual obligations disclosed in the Annual Report on Form 10-K.

United also enters into derivative contracts, mainly to protect against adverse interest rate movements on the value of certain assets or liabilities, under which it is required to either pay cash to or receive cash from counterparties depending on changes in interest rates. Further discussion of derivative instruments is presented in Note 11 to the Notes to Consolidated Financial Statements.

United is a party to financial instruments with off-balance-sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include loan commitments and standby letters of credit. United's maximum exposure to credit loss in the event of nonperformance by the counterparty to the financial instrument for the loan commitments and standby letters of credit is the contractual or notional amount of those instruments. United uses the same policies in making commitments and conditional obligations as it does for on-balance sheet instruments. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. Further discussion of off-balance sheet commitments is included in Note 10 to the Notes to Consolidated Financial Statements.

Liquidity

United maintains, in the opinion of management, liquidity which is sufficient to satisfy its depositors' requirements and the credit needs of its customers. Like all banks, United depends upon its ability to renew maturing deposits and other liabilities on a daily basis and to acquire new funds in a variety of markets. A significant source of funds available to United is core deposits. Core deposits include certain demand deposits, statement and special savings and NOW accounts. These deposits are relatively stable and they are the lowest cost source of funds available to United. Short-term borrowings have also been a significant source of funds. These include federal funds purchased and securities sold under agreements to repurchase. Repurchase agreements represent funds, which are obtained as the result of a competitive bidding process.

Liquid assets are cash and those items readily convertible to cash. All banks must maintain sufficient balances of cash and near-cash items to meet the day-to-day demands of customers. Other than cash and due from banks, the available for sale securities portfolio, loans held for sale and maturing loans and investments are the primary sources of liquidity.

The goal of liquidity management is to ensure the ability to access funding which enables United to efficiently satisfy the cash flow requirements of depositors and borrowers and meet United's cash needs. Liquidity is managed by monitoring funds availability from a number of primary sources. Funding is available from cash and cash equivalents, unused short-term borrowing and a geographically dispersed network of subsidiary banks providing access to a diversified and substantial retail deposit market.

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Short-term needs can be met through a wide array of sources such as correspondent and downstream correspondent federal funds and utilization of Federal Home Loan Bank advances.

Other sources of liquidity available to United to provide long-term as well as short-term funding alternatives, in addition to FHLB advances, are long-term certificates of deposit, lines of credit, borrowings that are secured by bank premises or stock of United's subsidiaries and issuances of trust preferred securities. In the normal course of business, United through its Asset and Liability Committee evaluates these as well as other alternative funding strategies that may be utilized to meet short-term and long-term funding needs.

For the nine months ended September 30, 2005, cash of \$81.09 million was provided by operating activities of continuing operations. Net cash of \$143.59 million was used in investing activities which was primarily due to loan growth of \$186.80 million which was partially offset by net cash received of \$45.19 million for excess net proceeds from sales, calls and maturities of investment securities over purchases. During the first nine months of 2005, net cash of \$128.58 million was provided by financing activities due primarily to deposit growth of \$312.17 million and net long-term borrowings of \$23.27 million from the FHLB. Uses of cash for financing activities included repayments of \$145.56 million in short-term borrowings and payment of \$33.41 million and \$29.87 million, respectively, for cash dividends and acquisitions of United shares under the stock repurchase program. The net effect of this activity was an increase in cash and cash equivalents of \$66.08 million for the first nine months of 2005.

United anticipates it can meet its obligations over the next 12 months and has no material commitments for capital expenditures. There are no known trends, demands, commitments, or events that will result in or that are reasonably likely to result in United's liquidity increasing or decreasing in any material way. United also has lines of credit available.

The Asset and Liability Committee monitors liquidity to ascertain that a liquidity position within certain prescribed parameters is maintained. In addition, variable rate loans are a priority. These policies help to protect net interest income against fluctuations in interest rates. No changes are anticipated in the policies of United's Asset and Liability Committee.

Capital Resources

United's capital position is financially sound. United seeks to maintain a proper relationship between capital and total assets to support growth and sustain earnings. United has historically generated attractive returns on shareholders equity. Based on regulatory requirements, United and its banking subsidiaries are categorized as well capitalized institutions. United's risk-based capital ratios of 11.50% at September 30, 2005 and 11.58% at December 31, 2004, are both significantly higher than the minimum regulatory requirements. United's Tier I capital and leverage ratios of 10.34% and 8.56%, respectively, at September 30, 2005, are also well above regulatory minimum requirements. Total shareholders' equity was \$638.54 million, an increase of \$7.04 million or 1.11% from December 31, 2004. United's equity to assets ratio was 9.63% at September 30, 2005, as compared to 9.81% at December 31, 2004. The primary capital ratio, capital and reserves to total assets and reserves, was 10.33% at September 30, 2005, as compared to 10.53% at December 31, 2004. United's average equity to average asset

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ratio was 9.87% and 9.99% for the quarters ended September 30, 2005 and 2004, respectively. For the first nine months of 2005 and 2004, the average equity to average assets ratio was 9.96% and 9.94%, respectively. During the third quarter of 2005, United's Board of Directors declared a cash dividend of \$0.26 per share. Cash dividends were \$0.78 per common share for the first nine months of 2005. Total cash dividends declared were approximately \$11.01 million for the third quarter of 2005 and \$33.22 million for the first nine months of 2005, an increase of 1.08% and 1.67% over comparable periods of 2004. The year 2005 is expected to be the 32nd consecutive year of dividend increases to United shareholders.

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Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The objective of United's Asset/Liability Management function is to maintain consistent growth in net interest income within United's policy guidelines. This objective is accomplished through the management of balance sheet liquidity and interest rate risk exposures due to changes in economic conditions, interest rate levels and customer preferences.

Interest Rate Risk

Management considers interest rate risk to be United's most significant market risk. Interest rate risk is the exposure to adverse changes in United's net interest income as a result of changes in interest rates. Consistency in United's earnings is largely dependent on the effective management of interest rate risk.

Interest rate risk management focuses on maintaining consistent growth in net interest income within Board-approved policy limits. United's Asset/Liability Management Committee (ALCO), which includes senior management representatives and reports to the Board of Directors, monitors and manages interest rate risk to maintain an acceptable level of change to net interest income as a result of changes in interest rates. Policy established for interest rate risk is stated in terms of the change in net interest income over a one-year and two-year horizon given an immediate and sustained increase or decrease in interest rates. The current limits approved by the Board of Directors are structured on a staged basis with each stage requiring specific actions.

United employs a variety of measurement techniques to identify and manage its exposure to changing interest rates. One such technique utilizes an earnings simulation model to analyze the sensitivity of net interest income to movements in interest rates. The model is based on actual cash flows and repricing characteristics for on and off-balance sheet instruments and incorporates market-based assumptions regarding the impact of changing interest rates on the prepayment rate of certain assets and liabilities. The model also includes executive management projections for activity levels in product lines offered by United. Assumptions based on the historical behavior of deposit rates and balances in relation to changes in interest rates are also incorporated into the model. Rate scenarios could involve parallel or nonparallel shifts in the yield curve, depending on historical, current, and expected conditions, as well as the need to capture any material effects of explicit or embedded options. These assumptions are inherently uncertain and, as a result, the model cannot precisely measure net interest income or precisely predict the impact of fluctuations in interest rates on net interest income. Actual results will differ from simulated results due to timing, magnitude and frequency of interest rate changes as well as changes in market conditions and management's strategies. However, the earnings simulation model is currently the best tool available to executive management for managing interest rate risk.

Interest sensitive assets and liabilities are defined as those assets or liabilities that mature or are repriced within a designated time frame. The principal function of interest rate risk management is to maintain an appropriate relationship between those assets and liabilities that are sensitive to changing market interest rates. The difference between rate sensitive assets and rate sensitive liabilities for specified periods of time is known as the GAP. Earnings-simulation analysis captures not only the potential of these interest sensitive assets and liabilities to mature or reprice but also the probability that they will do so. Moreover, earnings-simulation analysis considers the relative sensitivities of these balance sheet items and projects

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their behavior over an extended period of time. United closely monitors the sensitivity of its assets and liabilities on an on-going basis and projects the effect of various interest rate changes on its net interest margin.

The following table shows United's estimated earnings sensitivity profile as of September 30, 2005 and December 31, 2004:

| Change in Interest Rates (basis points) | Percentage Change in Net Interest Income | |
|--|---|--------------------------|
| | September 30, 2005 | December 31, 2004 |
| +100 | 2.26% | 2.55% |
| -100 | -4.55% | -5.20% |

At September 30, 2005, given an immediate, sustained 100 basis point upward shock to the yield curve used in the simulation model, net interest income for United is estimated to increase by 2.26% over one year as compared to an increase of 2.55% at December 31, 2004. A 100 basis point immediate, sustained downward shock in the yield curve would decrease net interest income by an estimated 4.55% over one year at June 30, 2005 as compared to a decrease of 5.20% at December 31, 2004. This analysis does not include the potential increased refinancing activities, which should lessen the negative impact on net income from falling rates. While it is unlikely market rates would immediately move 100 basis points upward or downward on a sustained basis, this is another tool used by management and the Board of Directors to gauge interest rate risk. All of these estimated changes in net interest income are and were within the policy guidelines established by the Board of Directors.

To further aid in interest rate management, United's subsidiary banks are members of the Federal Home Loan Bank (FHLB). The use of FHLB advances provides United with a low risk means of matching maturities of earning assets and interest-bearing funds to achieve a desired interest rate spread over the life of the earning assets.

As part of its interest rate risk management strategy, United may use derivative instruments to protect against adverse price or interest rate movements on the value of certain assets or liabilities and on future cash flows. These derivatives commonly consist of interest rate swaps, caps, floors, collars, futures, forward contracts, written and purchased options. Interest rate swaps obligate two parties to exchange one or more payments generally calculated with reference to a fixed or variable rate of interest applied to the notional amount. United accounts for its derivative activities in accordance with the provisions of SFAS No. 133, Accounting for Derivative Instruments and Hedging Activities. During 1999, to better manage risk, United sold fixed-rate residential mortgage loans in a securitization transaction. In that securitization, United retained a subordinated interest that represented United's right to future cash flows arising after third party investors in the securitization trust have received the return for which they contracted. United does not receive annual servicing fees from this securitization because the loans are serviced by an independent third-party. The investors and the securitization trust have no recourse to United's other assets for failure of debtors to pay when due; however, United's retained interests are subordinate to investors' interests. The book and fair value of the subordinated interest are subject to credit, prepayment, and interest rate risks on the underlying fixed-rate residential mortgage loans in the securitization.

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At the date of securitization, key economic assumptions used in measuring the fair value of the subordinated interest were as follows: a weighted average life of 5.3 years, expected cumulative default rate of 15%, and residual cash flows discount rates of 8% to 18%. Key economic assumptions used in measuring the fair value of the subordinated interest at September 30, 2005 and December 31, 2004 were as follows:

| | September 30, 2005 | December 31, 2004 |
|---|-------------------------------|------------------------------|
| Weighted average life (in years) | 0.7 | 1.7 |
| Prepayment speed assumption (annual rate) | 15.19% - 38.00% | 15.19% - 33.00% |
| Cumulative default rate | 19.21% | 19.21% |
| Residual cash flows discount rate (annual rate) | 5.96% - 12.33% | 5.02% - 11.08% |

At September 30, 2005 and December 31, 2004, the fair values of the subordinated interest were approximately \$2.10 million and \$8.28 million, respectively, and are carried in the available for sale investment portfolio. The cost of the available for sale securities has been fully amortized as of September 30, 2005.

At September 30, 2005, the principal balances of the residential mortgage loans held in the securitization trust were approximately \$17.7 million. Principal amounts owed to third party investors and to United in the securitization were approximately \$6.7 million and \$11.0 million, respectively, at September 30, 2005. United recognizes the excess of all cash flows attributable to the subordinated interest using the effective yield method. Because the amortized cost of United's subordinated interest was zero at September 30, 2005, the difference between the cash flows associated with these underlying mortgages and amounts owed to third party investors will be recognized into interest income as cash is received by United over the remaining life of the loans. The weighted average term to maturity of the underlying mortgages approximated 14 years as of September 30, 2005. During the three and nine months ended September 30, 2005, United received cash of \$1.94 million and \$6.08 million, respectively, from its subordinated interest in the securitization.

The amount of future cash flows from United's subordinated interest is highly dependent upon future prepayments and defaults. Accordingly, the amount and timing of future cash flows to United is uncertain at this time.

The following table presents quantitative information about delinquencies, net credit losses, and components of the underlying securitized fixed-rate residential mortgage loans:

| | September 30, 2005 | December 31, 2004 |
|--|-----------------------------------|----------------------------------|
| Total principal amount of loans | \$ 17,698 | \$ 25,207 |
| Principal amount of loans 60 days or more past due | 150 | 617 |
| Year to date average balances | 21,455 | 32,632 |
| Year to date net credit losses | 324 | 896 |

Extension Risk

A key feature of most mortgage loans is the ability of the borrower to repay principal earlier than scheduled. This is called a prepayment. Prepayments arise primarily due to sale of the underlying property, refinancing,

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or foreclosure. In general, declining interest rates tend to increase prepayments, and rising interest rates tend to slow prepayments. Like other fixed-income securities, when interest rates rise, the value of mortgage-related securities generally decline. The rate of prepayments on underlying mortgages will affect the price and volatility of mortgage-related securities and may shorten or extend the effective maturity of the security beyond what was anticipated at the time of purchase. If interest rates rise, United's holdings of mortgage-related securities may experience reduced returns if the borrowers of the underlying mortgages pay off their mortgages later than anticipated. This is generally referred to as extension risk.

At September 30, 2005, United had \$935 million in mortgage related securities of which approximately \$837 million or 90% were fixed rate collateralized mortgage obligations (CMOs). These CMOs consisted primarily of planned amortization class (PACs) and accretion directed (VADMs) bonds having an average life of approximately 2.7 years and a weighted average yield of 4.09%, under current projected prepayment assumptions. These securities were selected for their overall total return characteristics. These securities are expected to have very little extension risk in a rising rate environment. Current models show that in a rates up 300 basis points scenario, the average life of these securities would extend to 3.0 years with a slight increase in yield. The projected price decline of the CMO portfolio in a rates up 300 basis points scenario would be 7.7%, roughly equivalent to a 3 year treasury note. By comparison, the price decline of a 30-year current coupon mortgage backed security (MBS) in rates higher by 300 basis points scenario would be approximately 17%.

United had approximately \$23 million in 30-year mortgage backed securities with a projected yield of 6.64% and a projected average life of 3.7 years on September 30, 2005. These bonds are projected to be good risk/reward securities in stable rates, rates down moderately and rates up moderately due to the high yield and premium book price. However, should rates increase 300 basis points, the average life will extend and these bonds will experience significant price depreciation, but not as significant as current coupon pools.

The remainder of the mortgage related securities portfolio at September 30, 2005, consisted primarily of adjustable rate securities (ARMs), balloon securities, and 10-year, and 15-year mortgage backed pass-through securities.

Item 4. CONTROLS AND PROCEDURES

As of September 30, 2005, an evaluation was performed under the supervision of and with the participation of United's management, including the Chief Executive Officer (CEO) and Chief Financial Officer (CFO), of the effectiveness of the design and operation of United's disclosure controls and procedures. Based on that evaluation, United's management, including the CEO and CFO, concluded that United's disclosure controls and procedures as of September 30, 2005 were effective in ensuring that information required to be disclosed in the Quarterly Report on Form 10-Q was recorded, processed, summarized and reported within the time period required by the Securities and Exchange Commission's rules and forms. There have been no changes in United's internal control over financial reporting that occurred during the quarter ended September 30, 2005, or in other factors that has materially affected or is reasonably likely to materially affect United's internal control over financial reporting.

Table of Contents**PART II OTHER INFORMATION****Item 1. LEGAL PROCEEDINGS**

In the normal course of business, United and its subsidiaries are currently involved in various legal proceedings. Management is vigorously pursuing all its legal and factual defenses and, after consultation with legal counsel, believes that all such litigation will be resolved with no material effect on United's financial position.

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

There have been no United equity securities sold within the last three (3) years that were not registered. The table below includes certain information regarding United's purchase of its common shares during the quarter and nine-month period ended September 30, 2005:

| Period | | Total Number of Shares Purchased | Average Price Paid per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans | Maximum Number of Shares that May Yet be Purchased Under the Plans (1) |
|---------------|-----------|---|---|---|---|
| 1/01 | 1/31/2005 | 80,037 | \$ 35.81 | 84,014 | 1,690,986 |
| 2/01 | 2/28/2005 | 77,206 | \$ 34.85 | 161,220 | 1,613,780 |
| 3/01 | 3/31/2005 | 88,051 | \$ 33.81 | 249,271 | 1,525,729 |
| 4/01 | 4/30/2005 | 91,305 | \$ 32.19 | 340,576 | 1,434,424 |
| 5/01 | 5/31/2005 | 105,040 | \$ 31.84 | 445,616 | 1,329,384 |
| 6/01 | 6/30/2005 | 110,041 | \$ 34.61 | 555,657 | 1,219,343 |
| 7/01 | 7/31/2005 | 100,041 | \$ 35.98 | 655,698 | 1,119,302 |
| 8/01 | 8/31/2005 | 106,814 | \$ 37.00 | 762,512 | 1,012,488 |
| 9/01 | 9/30/2005 | 105,039 | \$ 35.49 | 867,551 | 907,449 |
| Total | | 863,574 | \$ 34.59 | | |

(1) In August of 2004, United's Board of Directors approved a stock repurchase plan to repurchase up to 1.775 million shares of United's common stock on the open market. The

timing, price and quantity of purchases under the plans are at the discretion of management and the plan may be discontinued, suspended or restarted at any time depending on the facts and circumstances.

Item 3. DEFAULTS UPON SENIOR SECURITIES

None.

Item 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

None.

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Item 5. OTHER INFORMATION

None.

Item 6. EXHIBITS

Exhibits required by Item 601 of Regulation S-K

Exhibit 31.1 Certification as Adopted Pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002 by Chief Executive Officer

Exhibit 31.2 Certification as Adopted Pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002 by Chief Financial Officer

Exhibit 32.1 Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 by Chief Executive Officer

Exhibit 32.2 Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 by Chief Financial Officer

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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.

UNITED BANKSHARES, INC.

(Registrant)

Date: November 4, 2005

/s/ Richard M. Adams

Richard M. Adams, Chairman of the Board and
Chief Executive Officer

Date: November 4, 2005

/s/ Steven E. Wilson

Steven E. Wilson, Executive Vice President,
Treasurer, Secretary and Chief Financial Officer