

KRESA KENT
Form 4
June 30, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
KRESA KENT

2. Issuer Name and Ticker or Trading Symbol
AVERY DENNISON CORPORATION [AVY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
9601 WILSHIRE BLVD., STE. 580
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/30/2006

Director 10% Owner
 Officer (give title below) Other (specify below)

BEVERLY HILLS, CA 90210

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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Issuance of 54,750 shares for dividend reinvestment and stock purchase plan

2,677

110

2,567

Issuance of 11,740 shares for employee stock purchase dividend reinvestment plan

592

23

569

Issuance of 132,034 shares for employee stock option plan

Explanation of Responses:

3

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1,957

265

1,692

Directors deferred compensation plan:

Issuance of 1,599 shares

2

Explanation of Responses:

4

(2

)

Contribution

370

370

Dividend

127

(127

Explanation of Responses:

5

)

Restricted stock awards

Issuance of 37,338 shares

1,906

75

1,831

Deferred compensation

Explanation of Responses:

) (2,000

) (2,000

Amortization

1,291

1,291

Vested stock options

2,519

2,519

BALANCE, JUNE 30, 2005

| | | |
|----|--|-----------|
| \$ | | 2,121,117 |
| \$ | | 163,965 |
| \$ | | 665,006 |
| \$ | | 1,302,869 |
| \$ | | (10,723 |
|) | | |

See notes to consolidated financial statements

MERCANTILE BANKSHARES CORPORATION

STATEMENTS OF CONSOLIDATED CASH FLOW

| Increase (decrease) in cash and cash equivalents (Dollars in thousands) | For the 6 months ended June 30, | |
|---|---------------------------------|------------|
| | 2005 | 2004 |
| CASH FLOWS FROM OPERATING ACTIVITIES: | | |
| Net income | \$ 130,500 | \$ 112,010 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Provision for loan losses | 756 | 4,779 |
| Depreciation | 7,560 | 7,787 |
| Amortization of other intangible assets | 4,251 | 4,088 |
| Write-downs of other real estate owned | 1 | |
| Gains on sales of other real estate owned | (153) | (13) |
| Gains on sales of investments securities | (513) | (535) |
| Gains on sales of premises | (4,541) | (963) |
| Loans held-for-sale | (5,754) | 14,178 |
| Net (increase) decrease in assets: | | |
| Interest receivable | (444) | 3,954 |
| Nonmarketable investments | (6,683) | (4,519) |
| Other assets | (4,472) | 1,598 |
| Net increase (decrease) in liabilities: | | |
| Interest payable | 3,591 | (1,125) |
| Other liabilities | (27,333) | (15,066) |
| Net cash provided by operating activities | 96,766 | 126,173 |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | |
| Proceeds from maturities of investment securities held-to-maturity | 2,120 | 3,913 |
| Proceeds from maturities of investment securities available-for-sale | 425,262 | 532,465 |
| Proceeds from sales of investment securities available-for-sale | 89,878 | 42,055 |
| Purchases of investment securities held-to-maturity | | (5,195) |
| Purchases of investment securities available-for-sale | (408,727) | (514,304) |
| Net increase in customer loans | (465,812) | (493,705) |
| Proceeds from sales of other real estate owned | 273 | 75 |
| Capital expenditures | (10,189) | (5,403) |
| Proceeds from sales of premises | 5,893 | 2,594 |
| Business acquisitions (net of cash received) | (78,655) | |
| Purchase of nonmarketable investments | (3,926) | (2,956) |
| Net cash used in investing activities | (443,883) | (440,461) |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | |
| Net increase in noninterest-bearing deposits | 136,463 | 292,521 |
| Net increase in interest-bearing deposits | 268,181 | 88,620 |
| Net increase in short-term borrowings | 295,219 | 82,858 |
| Repayment of long-term debt | (67,212) | (231) |
| Proceeds from issuance of shares | 5,226 | 7,090 |
| Repurchase of common shares | | (44,110) |
| Dividends paid | (57,897) | (53,957) |
| Net cash provided by financing activities | 579,980 | 372,791 |
| Net increase in cash and cash equivalents | 232,863 | 58,503 |
| Cash and cash equivalents at beginning of period | 245,134 | 362,701 |
| Cash and cash equivalents at end of period | \$ 477,997 | \$ 421,204 |
| SUPPLEMENTAL INFORMATION | | |
| Cash payments for interest | \$ 75,916 | \$ 55,125 |
| Cash payments for income taxes | 91,109 | 64,245 |

See notes to consolidated financial statements

MERCANTILE BANKSHARES CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Basis of Presentation

The consolidated financial statements, which include the accounts of Mercantile Bankshares Corporation (Bankshares) (Nasdaq: MRBK) and all of its affiliates, are prepared in conformity with accounting principles generally accepted in the United States of America and follow general practice within the banking industry. In the opinion of management, the consolidated financial statements include all adjustments necessary for a fair presentation of the interim period. These adjustments are of a normal nature and include adjustments to eliminate all significant intercompany transactions. In view of the changing conditions in the national economy, the effect of actions taken by regulatory authorities and normal seasonal factors, the results for the interim period are not necessarily indicative of annual performance. For comparability, certain prior period amounts have been reclassified to conform with current period presentation.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and contingent assets and liabilities in the financial statements, and the disclosure of revenue and expenses during the reporting period. These assumptions are based on information available as of the date of the financial statements and could differ from actual results. See Annual Report on Form 10-K for more detail.

2. Business Combinations / Restructuring

The following provides information concerning acquisitions and restructurings. Acquisitions are accounted for as purchases with the results of their operations subsequent to the acquisition date included in Bankshares' Statements of Consolidated Income.

On May 18, 2005, Bankshares completed its acquisition of Community Bank of Northern Virginia (CBNV), a bank headquartered in Sterling, Virginia, which was merged into Mercantile-Safe Deposit & Trust Company. CBNV operated fourteen branch offices in the Northern Virginia metropolitan market at the time of the acquisition. The primary reason for the merger with CBNV was to expand Bankshares' distribution network in Northern Virginia, a higher growth market. The total consideration paid to CBNV shareholders in connection with the acquisition was \$82.9 million in cash and 2.4 million shares of Bankshares' common stock. CBNV transactions have been included in Bankshares' financial results subsequent to May 18, 2005. The assets and liabilities of CBNV were recorded on the Consolidated Balance Sheet at their respective fair values. The fair values have been determined as of June 30, 2005 and are subject to refinement, as further information becomes available. The transaction resulted in total assets acquired as of May 18, 2005 of \$888.2 million, including \$671.0 million of loans and leases; liabilities assumed were \$842.3 million, including \$626.9 million of deposits. Additionally, Bankshares had recorded \$159.7 million of goodwill and \$4.8 million of core deposit intangible. Intangible assets subjected to amortization are being amortized on a straight-line basis. The weighted average amortization period for the newly-acquired core deposit intangible is nine years.

Bankshares' exit costs, referred to herein as merger-related costs, are defined to include those costs for its branch closings and related severance, combining operations such as systems conversions, and printing/mailing costs incurred by Bankshares prior to and after the merger date and are included in Bankshares' results of operations. Bankshares expensed merger-related costs totaling \$302.0 thousand and \$44.1 thousand for the six and three-month periods ended June 30, 2005, respectively. The costs associated with these activities are included in noninterest expenses. Merger-related expenses incurred year to date consisted largely of expenses for systems conversion costs. Bankshares will incur additional

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merger-related expenses in the third and fourth quarter as systems conversions, branch closings and integration of operations continue and these expenses will be reflected when incurred.

In the second quarter of 2005, Bankshares consolidated Fidelity Bank into Farmers & Mechanics Bank. The consolidation of these banks allows the surviving bank to serve its local customers with greater scale and expertise. Also, in the second quarter of 2005, Mercantile Potomac Bank merged into Mercantile-Safe Deposit and Trust Company. This combination allows Bankshares to provide the resources necessary for greater expansion into the Washington, D.C. and Northern Virginia markets.

In 2004, Bankshares initiated a significant reorganization within its Banking network. In a move designed to create banks of sufficient size and depth to compete more effectively today and in the future, Bankshares combined 11 affiliate banks to create four new organizations, all with a more prominent Mercantile identity. This reorganization has enabled Bankshares to operate more effectively and efficiently in the face of increased competitive and regulatory pressures. Fewer, larger banks allow better leverage of our branch network, reduce administrative and operational redundancies and increase the breadth and depth of expertise within our banks. All banks that were combined are geographically contiguous, share increasingly common market dynamics and offer the opportunity to create scale efficiencies. In 2004, Bankshares accrued approximately \$2.3 million in restructuring charges due to this reorganization. At June 30, 2005, \$0.9 million remains to be paid.

3. Earnings Per Share

Basic earnings per share (EPS) is computed by dividing income available to common shareholders by weighted average common shares outstanding. Diluted EPS is computed using the same components as basic EPS with the denominator adjusted for the dilutive effect of stock awards. The following tables provide reconciliation between the computation of basic EPS and diluted EPS for the six months and quarters ended June 30, 2005 and 2004, respectively.

| (In thousands, except per share data) | For the 6 months ended June 30, | | | | | |
|--|---------------------------------|--------------------------------|---------|------------|--------------------------------|---------|
| | 2005 | | | 2004 | | |
| | Net Income | Weighted Average Common Shares | EPS | Net Income | Weighted Average Common Shares | EPS |
| Basic EPS | \$ 130,500 | 79,875 | \$ 1.63 | \$ 112,010 | 79,422 | \$ 1.41 |
| Dilutive effect of stock options and restricted stock awards | | 476 | | | 510 | |
| Vested directors deferred compensation plan shares | | 170 | | | 75 | |
| Diluted EPS | \$ 130,500 | 80,521 | \$ 1.62 | \$ 112,010 | 80,007 | \$ 1.40 |

| (In thousands, except per share data) | For the 3 months ended June 30, | | | | | |
|--|---------------------------------|--------------------------------|---------|------------|--------------------------------|---------|
| | 2005 | | | 2004 | | |
| | Net Income | Weighted Average Common Shares | EPS | Net Income | Weighted Average Common Shares | EPS |
| Basic EPS | \$ 67,873 | 80,514 | \$ 0.84 | \$ 56,313 | 79,119 | \$ 0.71 |
| Dilutive effect of stock options and restricted stock awards | | 475 | | | 483 | |
| Vested directors deferred compensation plan shares | | 172 | | | 149 | |
| Diluted EPS | \$ 67,873 | 81,161 | \$ 0.84 | \$ 56,313 | 79,751 | \$ 0.71 |

Antidilutive options and awards excluded from the computation of diluted earnings per share were 209,974 and 445,909 for the six months ended June 30, 2005 and 2004, respectively, and 312,322 and 593,500 for the second quarter of 2005 and 2004, respectively.

4. Investment Securities

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At June 30, 2005 and December 31, 2004, securities with an amortized cost of \$1.3 billion and \$1.1 billion, respectively, were pledged as collateral for certain deposits as required by regulatory guidelines. The following table shows amortized cost and fair value of investment securities at June 30, 2005 and December 31, 2004.

| (Dollars in thousands) | June 30, 2005 | | | | December 31, 2004 | | | |
|--|----------------|------------------------|-------------------------|--------------|-------------------|------------------------|-------------------------|--------------|
| | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value |
| Investment securities held-to-maturity | | | | | | | | |
| States and political subdivisions | \$ 18,056 | \$ 743 | \$ 11 | \$ 18,788 | \$ 20,176 | \$ 921 | \$ 3 | \$ 21,094 |
| Investment securities available-for-sale | | | | | | | | |
| U.S. Treasury | \$ 475,206 | \$ 873 | \$ 1,725 | \$ 474,354 | \$ 605,505 | \$ 4,534 | \$ 980 | \$ 609,059 |
| U.S. Government agencies | 924,286 | 1,498 | 7,716 | 918,068 | 853,930 | 3,742 | 4,699 | 852,973 |
| Mortgage-backed securities | 1,436,562 | 2,263 | 14,592 | 1,424,233 | 1,326,056 | 4,372 | 13,127 | 1,317,301 |
| States and political subdivisions | 78,028 | 890 | 50 | 78,868 | 61,984 | 917 | 31 | 62,870 |
| Other investments | 63,266 | 1,626 | 140 | 64,752 | 65,323 | 1,294 | 126 | 66,491 |
| Total | \$ 2,977,348 | \$ 7,150 | \$ 24,223 | \$ 2,960,275 | \$ 2,912,798 | \$ 14,859 | \$ 18,963 | \$ 2,908,694 |

The following table shows the unrealized gross losses and fair value of securities in the securities available-for-sale portfolio at June 30, 2005, by length of time that individual securities in each category have been in a continuous loss position.

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| (Dollars in thousands) | Less than 12 Months | | 12 months or more | | Total | |
|-----------------------------------|---------------------|--------------|-------------------|------------|------------|--------------|
| | Gross | | Gross | | Gross | |
| | Unrealized | Fair | Unrealized | Fair | Unrealized | Fair |
| | Losses | Value | Losses | Value | Losses | Value |
| U.S. Treasury | \$ 1,620 | \$ 471,370 | \$ 105 | \$ 2,984 | \$ 1,725 | \$ 474,354 |
| U.S. Government agencies | 7,042 | 892,179 | 674 | 25,889 | 7,716 | 918,068 |
| States and political subdivisions | 59 | 78,768 | 2 | 100 | 61 | 78,868 |
| Mortgage-backed securities | 5,884 | 1,137,052 | 8,708 | 287,181 | 14,592 | 1,424,233 |
| Other investments | 140 | 64,752 | | | 140 | 64,752 |
| Total bonds | \$ 14,745 | \$ 2,644,121 | \$ 9,489 | \$ 316,154 | \$ 24,234 | \$ 2,960,275 |

At June 30, 2005, there were \$316.2 million of individual securities that had unrealized losses for a period greater than 12 months. At June 30, 2005, these securities had an unrealized loss of \$9.5 million of which 91.8% were mortgage-backed securities. Management has assessed the impairment of these securities and determined that the impairment is temporary. All principal and interest payments on available-for-sale debt securities in an unrealized loss position for greater than 12 months are expected to be collected given the high credit quality of the U.S. government agency debt securities and Bankshares' ability and intent to hold the securities. Because the declines in fair value were due to changes in market interest rates, not in estimated cash flows, no other-than-temporary impairment was recorded at June 30, 2005.

5. Impaired Loans

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When scheduled principal or interest payments are past due 90 days or more at quarter-end on any loan, the accrual of interest income is discontinued and subsequent receipts on these loans are recorded as a reduction of principal, and interest income is recorded only once principal recovery is reasonably assured. Previously accrued but uncollected interest on these loans is charged against interest income. Generally, a loan may be restored to accruing status when all past due principal, interest and late charges have been paid and the bank expects repayment of the remaining contractual principal and interest on a timely basis.

Under Statements of Financial Accounting Standards (SFAS) Nos. 114 and 118, Accounting by Creditors for Impairment of a Loan-an amendment of FASB Statements Nos. 5 and 15, a loan is considered impaired, based on current information and events, if it is probable that Bankshares will not collect all principal and interest payments according to the contractual terms of the loan agreement. The impairment of a loan is measured based on the present value of expected future cash flows discounted at the loan's effective interest rate, or the fair value of the collateral if the repayment is expected to be provided predominantly by the underlying collateral. Information with respect to impaired loans and the related valuation allowance (if the measure of the impaired loan is less than the recorded investment) at June 30, 2005, December 31, 2004 and June 30, 2004 is shown below. See Annual Report on Form 10-K for more detail.

| (Dollars in thousands) | June 30, 2005 | December 31, 2004 | June 30, 2004 |
|---|-------------------|----------------------|-------------------|
| Impaired loans with a specific valuation allowance | \$ 16,460 | \$ 18,365 | \$ 24,864 |
| All other impaired loans | 8,746 | 9,113 | 12,160 |
| Total impaired loans | \$ 25,206 | \$ 27,478 | \$ 37,024 |
| Specific allowance for loan losses applicable to impaired loans | \$ 10,225 | \$ 10,611 | \$ 14,497 |
| General allowance for loan losses applicable to other than impaired loans | 146,876 | 138,391 | 143,934 |
| Total allowance for loan losses | \$ 157,101 | \$ 149,002 | \$ 158,431 |
| Year-to-date interest income on impaired loans recorded on the cash basis | \$ 53 | \$ 379 | \$ 212 |
| Year-to-date average recorded investment in impaired loans during the period | \$ 27,887 | \$ 39,025 | \$ 41,116 |
| Quarter-to-date interest income on impaired loans recorded on the cash basis | \$ 30 | \$ 79 | \$ 109 |
| Quarter-to-date average recorded investment in impaired loans during the period | \$ 26,993 | \$ 35,583 | \$ 39,752 |

Note: Impaired loans do not include large groups of smaller balance homogeneous loans that are evaluated collectively for impairment (e.g., residential mortgages and consumer installment loans). The allowance for loan losses related to these loans is included in the general allowance for loan losses applicable to other than impaired loans.

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On May 18, 2005, Bankshares acquired approximately \$671.0 million in loans as part of the CBNV acquisition. At acquisition, CBNV had \$7.4 million in an allowance for loan losses of which \$7.1 million was carried over to Bankshares in accordance with SFAS 141, Business Combinations, for those loans that do not fall within the scope of the American Institute of Certified Public Accountants issued Statement of Position (SOP) 03-3, Accounting for Certain Loans or Debt Securities Acquired in a Transfer. Under SOP 03-3, Bankshares determined that certain loans acquired at the CBNV acquisition displayed evidence of deterioration of credit quality since their origination for which it was probable that all contractual payments would not be collected. Bankshares determined two commercial real estate loans totaling \$4.9 million were within the scope of SOP 03-3. The carrying value and accretible yields of these loans as of June 30, 2005 are shown below.

| (Dollars in thousands) | June 30, 2005 | |
|---------------------------|--------------------------|-------|
| Commercial real estate | \$ | 4,865 |
| Total contractual balance | \$ | 4,865 |
| Carrying amount | \$ | 3,500 |

| | | Accretible yield |
|-------------------------------|----|-------------------------|
| Balance at May 18, 2005 | \$ | |
| Addition - due to acquisition | | 680 |
| Accretion | | (46) |
| Balance at June 30, 2005 | \$ | 634 |

6. Commitments & Contingencies

Bankshares is a party to financial instruments that are not reflected in the balance sheet, which include commitments to extend credit and standby letters of credit. Various commitments to extend credit (lines of credit) are made in the normal course of banking business. Letters of credit are issued for the benefit of customers by affiliated banks. These commitments are subject to loan underwriting standards and geographic boundaries consistent with Bankshares' loans outstanding. Bankshares' lending activities are concentrated in Maryland, Delaware and Virginia.

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require 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. Total commitments to extend credit were \$4.7 billion at June 30, 2005, \$4.2 billion at December 31, 2004, and \$3.9 billion at June 30, 2004.

Letters of credit are commitments issued to guarantee the performance of a customer to a third party. Outstanding letters of credit were \$438.3 million at June 30, 2005, \$379.8 million at December 31, 2004 and \$320.9 million at June 30, 2004. Fees received for issuing letters of credit are deferred and amortized over the life of the commitment. The unamortized fees on letters of credit at June 30, 2005, December 31, 2004, and June 30, 2004 had a carrying value of \$1.5 million, \$1.3 million and \$1.2 million, respectively.

Bankshares' mortgage banking subsidiary is a Fannie Mae Delegated Underwriting and Servicing lender and has a loss sharing arrangement for loans originated on behalf of and sold to Fannie Mae. The unamortized principal balance of the underlying loans totaled \$225.8 million, \$190.7 million and \$183.9 million at June 30, 2005, December 31, 2004 and June 30, 2004, respectively. A minimal loss reserve has been established for potential losses on loans originated and sold in the secondary market at June 30, 2005. The mortgage subsidiary also has originated and sold loans with recourse in the event of foreclosure on the underlying real estate. The unamortized amount of principal balance of loans sold with

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recourse totaled \$1.3 million at June 30, 2005, \$1.7 million at December 31, 2004 and \$2.0 million at June 30, 2004. These mortgages are generally in good standing, are well-collateralized and no loss has ensued and no future loss is expected.

Bankshares has committed to invest funds in third-party private equity investments. At June 30, 2005, December 31, 2004 and June 30, 2004, \$30.0 million, \$28.9 million and \$18.7 million, respectively, remained unfunded.

In the ordinary course of business, Bankshares and its subsidiaries are involved in a number of pending and threatened legal actions and proceedings. In certain of these actions and proceedings, claims for substantial monetary damages are asserted against Bankshares and its subsidiaries. In view of the inherent difficulty of predicting the outcome of such matters, Bankshares cannot state what the eventual outcome of pending matters will be. However, based on current knowledge, management does not believe that liabilities, if

any, arising from pending litigation matters, will have a material adverse effect on the consolidated financial position or liquidity of Bankshares. If payment associated with a claim becomes probable and the cost can be reasonably estimated, a contingent liability would be established based on information currently available, advice of counsel and available insurance coverage.

Between 2001 and 2003, on behalf of either individual plaintiffs or a putative class of plaintiffs, eight separate actions were filed in state and federal court against Community Bank of Northern Virginia (CBNV) and other defendants challenging the validity of second mortgage loans the defendants made to the plaintiffs. All of the cases were either filed in or removed to the federal district court for the Western District of Pennsylvania. In June 2003, the parties to the various actions informed the court that they had reached an agreement in principle to settle the various actions. On July 17, 2003, the court conditionally certified a class for settlement purposes, preliminarily approved the class settlement, and directed the issuance of notice to the class.

Thereafter, certain plaintiffs opted out of the proposed settlement and challenged the validity of the settlement in the district court. The district court denied their arguments and approved the settlement. These opt out plaintiffs appealed the district court's approval of the settlement to the Third Circuit Court of Appeals. The Third Circuit heard oral argument on February 17, 2005 and has not yet issued its decision. Certain individuals who were excluded from the settlement class have filed two actions on behalf of a putative class of plaintiffs alleging claims similar to those raised in the initial filing. These actions recently were consolidated in the Western District of Pennsylvania. Bankshares believes these actions are without merit and intends to defend the actions vigorously.

The contingency, which is estimable and probable, was incorporated in determining the fair value of the liability assumed at the acquisition of CBNV.

7. Goodwill and Other Intangible Assets

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Bankshares Consolidated Balance Sheet included goodwill of \$667.5 million at June 30, 2005 and \$507.8 million at December 31, 2004. In 2005, Bankshares recorded \$159.7 million in goodwill and \$4.8 million in estimated core deposit intangible in connection with the CBNV acquisition, which was allocated to Bankshares banking segment. The core deposit intangible from CBNV is being amortized over a weighted average remaining useful life of nine years.

The following table discloses the gross carrying amount and accumulated amortization of intangible assets subject to amortization at June 30, 2005 and December 31, 2004.

| (Dollars in thousands) | June 30, 2005 | | December 31, 2004 | | | |
|--------------------------|-----------------------|--------------------------|-------------------|-----------------------|--------------------------|------------|
| | Gross carrying amount | Accumulated amortization | Net amount | Gross carrying amount | Accumulated amortization | Net amount |
| Core deposits | \$ 54,660 | \$ (17,828) | \$ 36,832 | \$ 49,881 | \$ (15,014) | \$ 34,867 |
| Mortgage servicing | 2,445 | (1,156) | 1,289 | 1,370 | (1,013) | 357 |
| Customer lists and other | 17,010 | (5,301) | 11,709 | 17,010 | (4,008) | 13,002 |
| Total | \$ 74,115 | \$ (24,285) | \$ 49,830 | \$ 68,261 | \$ (20,035) | \$ 48,226 |

Identifiable intangible assets are amortized based on estimated lives of up to 15 years. Management reviews other intangible assets for impairment yearly, or whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For those intangible assets subject to amortization, impairment is indicated if the sum of undiscounted estimated future net cash flows is less than the carrying amount of the asset. Impairment is recognized by writing down the carrying value or adjusting the estimated life of the asset. Any impairment recognized in a valuation account is reflected in the income statement in the corresponding period.

The following table shows the current period and estimated future amortization expense for amortized intangible assets. The projections of amortization expense shown for mortgage servicing rights are based on asset balances and the interest rate environment as of June 30, 2005. Future amortization expense may be significantly different depending upon changes in the mortgage servicing portfolio, mortgage interest rates and market conditions.

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The following table shows the current period and estimated future amortization expense for amortized intangible assets.

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| (Dollars in thousands) | | Core deposits | Mortgage servicing | Customer lists and other | Total |
|---|------|---------------|--------------------|--------------------------|----------|
| Six months ended June 30, 2005 (actual) | \$ | 2,814 | \$ 136 | \$ 1,301 | \$ 4,251 |
| Six months ended December 31, 2005 (estimated) | | 2,974 | 201 | 1,293 | 4,468 |
| Twelve months ended December 31, 2005 (estimated) | | 5,788 | 337 | 2,594 | 8,719 |
| Estimate for year ended | | | | | |
| December 31, | 2006 | 5,950 | 259 | 2,343 | 8,552 |
| | 2007 | 5,691 | 210 | 2,149 | 8,050 |
| | 2008 | 4,827 | 192 | 1,968 | 6,987 |
| | 2009 | 4,502 | 187 | 1,028 | 5,717 |

8. Comprehensive Income

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The following table summarizes the market value change and related tax effect of unrealized gains (losses) on securities available-for-sale for the six months ended June 30, 2005 and 2004. The net amount is included in accumulated other comprehensive income (loss) in the Statements of Changes in Consolidated Shareholders' Equity.

| (Dollars in thousands) | For the 6 months ended June 30, | | | | | |
|---|---------------------------------|----------------------------|------------|---------------|----------------------------|------------|
| | Pretax Amount | 2005 Tax (Expense) Benefit | Net Amount | Pretax Amount | 2004 Tax (Expense) Benefit | Net Amount |
| Net Income | | | \$ 130,500 | | | \$ 112,010 |
| Other comprehensive income | | | | | | |
| Unrealized holding gains (losses) arising during the period | (12,454) | 4,766 | (7,688) | (48,260) | 17,998 | (30,262) |
| Reclassification adjustment for (gains) losses included in net income | (513) | 203 | (310) | (535) | 212 | (323) |
| Total other comprehensive income | (12,967) | 4,969 | (7,998) | (48,795) | 18,210 | (30,585) |
| Total comprehensive income | | | \$ 122,502 | | | \$ 81,425 |

| (Dollars in thousands) | For the 3 months ended June 30, | | | | | |
|---|---------------------------------|----------------------------|------------|---------------|----------------------------|------------|
| | Pretax Amount | 2005 Tax (Expense) Benefit | Net Amount | Pretax Amount | 2004 Tax (Expense) Benefit | Net Amount |
| Net Income | | | \$ 67,873 | | | \$ 56,313 |
| Other comprehensive income | | | | | | |
| Unrealized holding gains (losses) arising during the period | 19,767 | (7,265) | 12,502 | (67,503) | 25,019 | (42,484) |
| Reclassification adjustment for (gains) losses included in net income | (99) | 39 | (60) | (590) | 233 | (357) |
| Total other comprehensive income | 19,668 | (7,226) | 12,442 | (68,093) | 25,252 | (42,841) |
| Total comprehensive income | | | \$ 80,315 | | | \$ 13,472 |

9. Capital Adequacy

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Bankshares and its bank affiliates are subject to various regulatory capital adequacy requirements administered by federal and state banking agencies. These requirements include maintaining certain capital ratios above minimum levels. These capital ratios include tier I capital and total risk-based capital as percentages of net risk-weighted assets and tier I capital as a percentage of adjusted average total assets (leverage ratio). The minimum ratios for capital adequacy purposes are 4.00%, 8.00% and 4.00%, for the tier I capital, total capital and leverage ratios, respectively. To be categorized as *well capitalized*, a bank must maintain minimum ratios of 6.00%, 10.00% and 5.00%, for its tier I capital, total capital and leverage ratios, respectively. As of June 30, 2005, Bankshares and all of its bank affiliates exceeded all capital adequacy requirements to be considered well capitalized.

Capital ratios and the amounts used to calculate them are presented in the following table for Bankshares and Mercantile-Safe Deposit & Trust Company (MSD&T), the lead bank, as of June 30, 2005 and December 31, 2004. The June 30, 2005 MSD&T capital ratios reflect the impact of the consolidation of Mercantile Potomac Bank into MSD&T and the acquisition of CBNV.

| (Dollars in thousands) | June 30, 2005 | | December 31, 2004 | |
|-------------------------------|---------------|------------|-------------------|------------|
| | Bankshares | MSD&T | Bankshares | MSD&T |
| Tier I capital | \$ 1,422,079 | \$ 468,540 | \$ 1,370,112 | \$ 411,587 |
| Total risk-based capital | 1,882,496 | 580,685 | 1,802,520 | 459,812 |
| Net risk-weighted assets | 12,373,131 | 5,575,052 | 11,109,137 | 3,847,161 |
| Adjusted average total assets | 14,438,084 | 5,963,921 | 13,674,386 | 4,504,451 |
| Tier I capital ratio | 11.49% | 8.40% | 12.33% | 10.70% |
| Total capital ratio | 15.21% | 10.42% | 16.23% | 11.95% |
| Leverage ratio | 9.85% | 7.86% | 10.02% | 9.14% |

Bankshares has an ongoing share repurchase program. Purchases may be made from time to time, subject to regulatory requirements, in open market or in privately negotiated transactions. Purchased shares are retired. At June 30, 2005, there were 476,327 shares remaining available for repurchase under the plan.

10. Segment Reporting

Operating segments as defined by SFAS No. 131 *Disclosures about Segments of an Enterprise and Related Information* are components of an enterprise with separate financial information. The component engages in business activities from which it derives revenues and incurs expenses and whose operating results management relies on for decision-making and performance assessment. Bankshares has two reportable segments Banking and Investment and Wealth Management (IWM).

The following tables present selected segment information for the three and six months ended June 30, 2005 and 2004. The components in the Other column consist of amounts for the nonbank affiliates, unallocated corporate expenses including income taxes and intercompany eliminations. Certain expense amounts such as operations overhead have been reclassified in order to provide for full cost absorption. These reclassifications are shown on the Adjustments line. Results of the CBNV acquisition have been included in the Banking column from its acquisition date in the second quarter of 2005.

| (Dollars in thousands) | For the 6 months ended June 30, 2005 | | | | For the 6 months ended June 30, 2004 | | | |
|------------------------|--------------------------------------|-----|----------|------------|--------------------------------------|-----|--------|------------|
| | Banking | IWM | Other | Total | Banking | IWM | Other | Total |
| Net interest income | \$ 295,666 | \$ | \$ (216) | \$ 295,450 | \$ 263,740 | \$ | \$ 149 | \$ 263,889 |

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| | | | | | | | | |
|-----------------------------------|---------------|----------|------------|---------------|--------------|----------|------------|--------------|
| Provision for loan losses | (756) | | | (756) | (4,779) | | | (4,779) |
| Noninterest income | 62,479 | 47,841 | 7,615 | 117,935 | 56,154 | 45,229 | 2,897 | 104,280 |
| Noninterest expenses | (164,620) | (35,303) | (4,143) | (204,066) | (152,764) | (33,809) | (180) | (186,753) |
| Adjustments | 8,100 | (1,443) | (6,657) | | 8,386 | (1,926) | (6,460) | |
| Income (loss) before income taxes | 200,869 | 11,095 | (3,401) | 208,563 | 170,737 | 9,494 | (3,594) | 176,637 |
| Income tax (expense) benefit | (69,923) | (4,438) | (3,702) | (78,063) | (59,982) | (3,797) | (848) | (64,627) |
| Net income (loss) | \$ 130,946 | \$ 6,657 | \$ (7,103) | \$ 130,500 | \$ 110,755 | \$ 5,697 | \$ (4,442) | \$ 112,010 |
| Average loans | \$ 10,608,029 | | \$ 399 | \$ 10,608,428 | \$ 9,480,967 | | \$ 192 | \$ 9,481,159 |
| Average earning assets | 13,516,688 | | 16,125 | 13,532,813 | 12,494,449 | | 23,950 | 12,518,399 |
| Average assets | 14,718,009 | | 154,924 | 14,872,933 | 13,227,398 | | 550,019 | 13,777,417 |
| Average deposits | 11,188,466 | | (190,934) | 10,997,532 | 10,299,390 | | (66,939) | 10,232,451 |
| Average equity | 1,852,056 | | 144,388 | 1,996,444 | 1,383,980 | | 464,858 | 1,848,838 |

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| (Dollars in thousands) | For the 3 months ended June 30, 2005 | | | | For the 3 months ended June 30, 2004 | | | |
|-----------------------------------|--------------------------------------|----------|------------|---------------|--------------------------------------|----------|------------|--------------|
| | Banking | IWM | Other | Total | Banking | IWM | Other | Total |
| Net interest income | \$ 152,572 | \$ | \$ (205) | \$ 152,367 | \$ 133,395 | \$ | \$ 89 | \$ 133,484 |
| Provision for loan losses | | | | | (2,353) | | | (2,353) |
| Noninterest income | 32,988 | 23,528 | 3,550 | 60,066 | 29,059 | 22,847 | (780) | 51,126 |
| Noninterest expenses | (84,169) | (18,457) | (1,287) | (103,913) | (77,237) | (16,430) | 300 | (93,367) |
| Adjustments | 4,171 | (234) | (3,937) | | 5,155 | (1,130) | (4,025) | |
| Income (loss) before income taxes | 105,562 | 4,837 | (1,879) | 108,520 | 88,019 | 5,287 | (4,416) | 88,890 |
| Income tax (expense) benefit | (36,876) | (1,932) | (1,839) | (40,647) | (30,936) | (2,114) | 473 | (32,577) |
| Net income (loss) | \$ 68,686 | \$ 2,905 | \$ (3,718) | \$ 67,873 | \$ 57,083 | \$ 3,173 | \$ (3,943) | \$ 56,313 |
| Average loans | \$ 10,898,888 | | \$ 375 | \$ 10,899,263 | \$ 9,623,698 | | \$ 186 | \$ 9,623,884 |
| Average earning assets | 13,830,457 | | 10,534 | 13,840,991 | 12,640,594 | | 28,080 | 12,668,674 |
| Average assets | 15,083,362 | | 150,209 | 15,233,571 | 13,385,094 | | 554,091 | 13,939,185 |
| Average deposits | 11,470,481 | | (197,261) | 11,273,220 | 10,459,934 | | (61,677) | 10,398,257 |
| Average equity | 1,898,013 | | 144,091 | 2,042,104 | 1,394,812 | | 456,949 | 1,851,761 |

11. Derivative Instruments and Hedging Activities

FASB Statement No. 133 (SFAS No. 133), *Accounting for Derivative Instruments and Hedging Activities*, FASB Statement No. 138 (SFAS No. 138), *Accounting for Certain Derivative Instruments and Certain Hedging Activities – an amendment to FASB Statement No. 133* and FASB Statement No. 149 (SFAS No. 149), *Amendment of Statement No. 133 on Derivative Instruments and Hedging Activities* (collectively referred to as derivatives), establishes accounting and reporting standards for derivative instruments and for hedging activities. Bankshares maintains an overall interest rate risk management strategy that incorporates the use of derivative instruments to minimize significant unplanned fluctuations in earnings that are caused by interest rate volatility. Currently, derivative instruments that are used as part of the interest rate risk management strategy have been restricted to interest rate swaps. Interest rate swaps generally involve the exchange of fixed-rate and variable-rate interest payments between two parties, based on a common notional principal amount and maturity date. As of June 30, 2005, Bankshares had interest rate swaps to convert a portion of its nonprepayable fixed-rate debt to floating-rate debt. Bankshares also arranges interest rate swaps, caps and swaptions for commercial loan customers through its capital markets group. Derivative transactions done with loan customers are hedged by means of an off-setting derivative trade with a third party. In this way, Bankshares manages the market risk arising from capital markets related derivative activity.

The fair value of derivative instruments relating to hedging activities recorded in other assets was \$12.8 million (notional \$327.4 million) and \$7.1 million (notional \$294.5 million) at June 30, 2005 and December 31, 2004, respectively. The fair value of derivative instruments relating to hedging activities recorded in other liabilities was \$8.1 million (notional \$158.6 million) and \$6.8 million (notional \$136.0 million) at June 30, 2005 and December 31, 2004, respectively.

Changes in the fair value of a derivative that is designated and qualifies as a fair value hedge, along with the gain or loss on the hedged asset or liability that is attributable to the hedged risk, are recorded as other noninterest income in the results of operations. For all hedge relationships, ineffectiveness resulting from differences between the changes in fair values or cash flows of the hedged item and changes in fair value of the derivative are recognized as other noninterest income in the results of operations. The net interest settlement on derivatives designated as fair value or cash flow hedges is treated as an adjustment of the interest income or interest expense of the hedged assets or liabilities. The fair-value hedges of nonprepayable fixed-rate debt were effective for the reported periods. The impact of the hedges decreased interest expense \$2.8 million in the first half of 2005 and \$5.7 million for the same period in 2004.

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The following tables summarize the gross position of derivatives relating to hedging activities at June 30, 2005 and December 31, 2004.

| (Dollars in thousands) | June 30, 2005 | | | December 31, 2004 | | |
|-----------------------------------|------------------------|--------------------------|--------------------------------|------------------------|--------------------------|----------|
| Notional or Contractual Amount | Credit Risk Amount (1) | Estimated Net Fair Value | Notional or Contractual Amount | Credit Risk Amount (1) | Estimated Net Fair Value | |
| <i>Asset/Liability Management</i> | | | | | | |
| <i>Hedges</i> | | | | | | |
| Interest Rate Contracts: | | | | | | |
| Swaps | \$ 350,000 | \$ 8,220 | \$ 3,605 | \$ 350,000 | \$ 6,297 | \$ (143) |
| <i>Customer Accommodations</i> | | | | | | |
| Interest Rate Contracts: | | | | | | |
| Swaps | \$ 124,178 | \$ 2,180 | \$ 1,086 | \$ 68,575 | \$ 684 | \$ 398 |
| Swaptions/Caps Purchased | 5,911 | 53 | 53 | 5,971 | 80 | 80 |
| Swaptions/Caps Sold | 5,911 | | (53) | 5,971 | | (80) |

(1) Credit risk amounts reflect the replacement cost for those contracts in a gain position in the event of nonperformance by all counterparties

Mortgage loans held-for-sale have inherent forward contract (agreements to sell or purchase loans at a specific rate or yield) characteristics. Risk may arise from the corresponding parties' inability to meet the terms of their contracts and from movement in interest rates. Bankshares had forward commitments to sell and fund individual fixed-rate and variable-rate mortgage loans that are reported at fair value. The fair value of the forward contracts recorded as other liabilities was \$4.0 million at June 30, 2005 and \$1.2 million at December 31, 2004.

12. Stock-based Compensation Expense

Bankshares has several stock-based compensation programs for its directors, management and employees. Compensation costs for stock options and restricted stock awards are measured under the fair value method and are included in salary expense. At the Annual Shareholders Meeting held on May 10, 2005, Bankshares' stockholders approved the Mercantile Bankshares Corporation Stock Retainer and Deferred Compensation Plan for Non-Employee Directors (the Plan). The Plan provides for an annual stock retainer of 500 shares of Bankshares' common stock to each non-employee director of Bankshares. The Plan permits non-employee directors of Bankshares and its affiliates to elect to defer voluntarily their annual stock and cash retainers and some or all of their fees. The initial annual stock retainer under the Plan was paid on June 1, 2005 to non-employee directors. See Current Report on Form 8-K filed with the SEC on May 16, 2005 for more details on the Plan. Another form of stock-based compensation is phantom stock, which is used for a portion of the Bankshares' Directors' Deferred Compensation Plan. This plan requires that substantially all deferred fees be valued based on Bankshares' stock and paid out in cash and/or stock at retirement. The compensation cost for the phantom stock is included in other expenses. Employee stock-based compensation amounts, included in salaries expense, for the six months and quarters ended June 30, 2005 and 2004, respectively, are summarized in the following table:

| (Dollars in thousands) | For the 6 months ended June 30 | | For the 3 months ended June 30 | |
|------------------------------------|--------------------------------|----------|--------------------------------|----------|
| | 2005 | 2004 | 2005 | 2004 |
| Stock options expense | \$ 1,412 | \$ 1,200 | \$ 699 | \$ 794 |
| Restricted stock awards expense | 1,280 | 1,007 | 638 | 519 |
| Total included in salaries expense | \$ 2,692 | \$ 2,207 | \$ 1,337 | \$ 1,313 |

13. **Pension & Other Postretirement Benefit Plans**

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Bankshares sponsors qualified and nonqualified pension plans and other postretirement benefit plans for its employees. The following table summarizes the components of the net periodic benefit cost for the pension plans for the six months and quarter ended June 30, 2005 and 2004, respectively.

| (Dollars in thousands) | For the 6 months ended June 30, 2005 | | | For the 6 months ended June 30, 2004 | | |
|--------------------------------------|--------------------------------------|--------------|----------|--------------------------------------|--------------|----------|
| | Qualified | Nonqualified | Total | Qualified | Nonqualified | Total |
| Service cost | \$ 3,660 | \$ 304 | \$ 3,964 | \$ 3,144 | \$ 282 | \$ 3,426 |
| Interest cost | 5,638 | 80 | 5,718 | 5,098 | 202 | 5,300 |
| Expected return on plan assets | (8,287) | | (8,287) | (7,690) | | (7,690) |
| Amortization of prior service cost | 585 | 12 | 597 | 390 | 12 | 402 |
| Recognized net actuarial (gain) loss | 731 | (93) | 638 | 354 | 58 | 412 |
| Amortization of transition asset | | | | | 48 | 48 |
| Net periodic benefit cost | \$ 2,327 | \$ 303 | \$ 2,630 | \$ 1,296 | \$ 602 | \$ 1,898 |

| (Dollars in thousands) | For the 3 months ended June 30, 2005 | | | For the 3 months ended June 30, 2004 | | |
|--------------------------------------|--------------------------------------|--------------|----------|--------------------------------------|--------------|----------|
| | Qualified | Nonqualified | Total | Qualified | Nonqualified | Total |
| Service cost | \$ 1,882 | \$ 139 | \$ 2,021 | \$ 1,572 | \$ 141 | \$ 1,713 |
| Interest cost | 2,825 | 45 | 2,870 | 2,549 | 101 | 2,650 |
| Expected return on plan assets | (4,149) | | (4,149) | (3,845) | | (3,845) |
| Amortization of prior service cost | 285 | 12 | 297 | 195 | 6 | 201 |
| Recognized net actuarial (gain) loss | 381 | (93) | 288 | 201 | 29 | 230 |
| Amortization of transition asset | | | | | 24 | 24 |
| Net periodic benefit cost | \$ 1,224 | \$ 103 | \$ 1,327 | \$ 672 | \$ 301 | \$ 973 |

The following table summarizes the components of the net periodic benefit cost for the other postretirement benefit plans for the six months and quarter ended June 30, 2005 and 2004, respectively.

| (Dollars in thousands) | For the 6 months ended June 30, | | For the 3 months ended June 30, | |
|--------------------------------------|---------------------------------|--------|---------------------------------|--------|
| | 2005 | 2004 | 2005 | 2004 |
| Service cost | \$ 267 | \$ 130 | \$ 134 | \$ 65 |
| Interest cost | 498 | 428 | 249 | 214 |
| Expected return on plan assets | | | | |
| Amortization of prior service cost | | | | |
| Recognized net actuarial (gain) loss | 176 | 81 | 88 | 43 |
| Amortization of transition asset | | | | |
| Net periodic benefit cost | \$ 941 | \$ 639 | \$ 471 | \$ 322 |

In May 2004, the FASB issued FSP FAS 106-2, Accounting and Disclosure Requirements Related to the Medicare Prescription Drug, Improvement and Modernization Act of 2003, which provides guidance on accounting for the impact of the Medicare Prescription Drug, Improvement and Modernization Act of 2003. Bankshares is currently reviewing the potential effect of the benefit that is at least actuarially equivalent to Medicare part D on its postretirement benefit plans.

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As previously disclosed in its financial statements for the year ended December 31, 2004, Bankshares generally makes cash contributions to the pension plan in amounts permitted by guidelines established under employee benefit and tax laws. Bankshares currently estimates it will be able to contribute up to approximately \$19 million to the pension plan for 2005. Cash contributions are normally made after valuations have been finalized for the plan year and prior to the tax return filing date. As of June 30, 2005, no contributions had been made.

14. **Recent Accounting Standards**

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In May 2005, the Financial Accounting Standards Board (FASB) issued Statement No. 154, (SFAS No. 154) Accounting Changes and Error Corrections - A Replacement of APB Opinion No. 20 and FASB Statement No. 3. This new standard replaces Accounting Principles Board (APB) Opinion No. 20, Accounting Changes , and FASB Statement No. 3, Reporting Accounting Changes in Interim Financial Statements. Among other changes, SFAS No. 154 requires that a voluntary change in accounting principle be applied retrospectively with all prior period financial statements presented on the new accounting principle, unless it is impracticable to do so. SFAS No. 154 also provides that (1) a change in method of depreciating or amortizing a long-lived nonfinancial asset be accounted for as a change in estimate (prospectively) that was effected by a change in accounting principle, and (2) correction of errors in previously issued financial statements should be termed a restatement. The new standard is effective for accounting changes and corrections of errors made in fiscal years beginning after December 15, 2005. Bankshares does not anticipate this revision will have a material effect on its financial statements.

In December 2004, the FASB issued Statement No. 123 (Revised 2004) (SFAS No. 123R) Share-Based Payment, which requires that the compensation cost relating to share-based payment transactions be recognized in financial statements. SFAS No. 123R replaces SFAS No. 123, Accounting for Stock-Based Compensation, and supersedes APB Opinion No. 25, Accounting for Stock Issued to Employees. Share-based compensation arrangements include share options, restricted share plans, performance-based awards, share appreciation rights and employee share purchase plans. SFAS No. 123R requires all share-based payments to employees be valued using a fair valued method on the date of grant and expensed based on that fair value over the applicable vesting period. Bankshares adopted the cost recognition provision of SFAS No. 123 in 1995 and has been expensing compensation cost related to options. SFAS No. 123R also amends SFAS No. 95 Statement of Cash Flows, requiring the benefits of tax deductions in excess of recognized compensation cost be reported as financing instead of operating cash flows. The Securities and Exchange Commission (SEC) issued Staff Accounting Bulletin No. 107, (SAB No. 107) which expresses the SEC 's views regarding the interaction between SFAS No. 123R and certain SEC rules and regulations. Additionally, SAB No. 107 provides guidance related to share-based payment transactions for public companies. Bankshares will be required to apply SFAS No. 123R as of the annual reporting period that begins after June 15, 2005. Bankshares does not anticipate this revision will have a material effect on its financial statements.

In November 2004, the Emerging Issues Task Force (EITF) published Issue 03-1, The Meaning of Other-Than-Temporary Impairment and Its Application to Certain Investments. The Task Force discussed the meaning of other-than-temporary impairment and its application to certain investments carried at cost. The Task Force requested that the FASB staff consider other impairment models within U.S. Generally Accepted Accounting Principles (GAAP) when developing its views. The Task Force also requested that the scope of the impairment issue be expanded to include equity investments and investments subject to FASB Statement No. 115, Accounting for Certain Investments in Debt and Equity Securities, and that the issue be addressed by the Task Force as a separate EITF issue. At the EITF meeting, the Task Force reached a consensus on one issue that certain quantitative and qualitative disclosures should be required for securities accounted for under Statement 115 that are impaired at the balance sheet date but for which an other-than-temporary impairment has not been recognized. The Board ratified the consensus on that one issue at its November 25, 2004 meeting. In September 2004, the Financial Accounting Standards Board (FASB) directed the FASB staff to issue two proposed FASB Staff Positions (FSP): Proposed FSP EITF Issue 03-1-a, which provides guidance for the application of paragraph 16 of EITF Issue 03-1 to debt securities that are impaired because of interest rate and/or sector spread increases, and Proposed FSP EITF Issue 03-1-b, which delays the effective date of Issue 03-1 for debt securities that are impaired because of interest rate and/or sector spread increases. In June 2005, the FASB reach a decision whereby they declined to provide additional guidance on the meaning of other-than-temporary impairment. The Board directed the FASB staff to issue EITF 03-1a as final and to draft a new FSP that will replace EITF 03-01. The final FSP (retitled FAS 115-1, The Meaning of Other-Than-Temporary Impairment and it Application to Certain Investments) would be effective for other-than-temporary impairment analysis conducted in periods beginning after September 15, 2005. Bankshares does not anticipate this revision will have a material effect on its financial statements.

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

HIGHLIGHTS

Consolidated Financial Results

Net income for the quarter ended June 30, 2005 was \$67.9 million, a 20.5% increase over net income of \$56.3 million for the same period in 2004 and an 8.4% increase over the \$62.6 million reported for the first quarter of 2005. For the quarter ended June 30, 2005, diluted net income per share was \$0.84, an increase of 18.3% over the \$0.71 reported for the same period of last year and a 7.7% increase over the \$0.78 reported for the first quarter of this year. Adjusted weighted average shares outstanding increased from 79.8 million for the quarter ended June 30, 2004, to 81.2 million for the quarter ended June 30, 2005. The results of operations for the Community Bank of Northern Virginia (CBNV) are included from the merger dates forward.

Net interest income for the quarter ended June 30, 2005 increased 14.1% to \$152.4 million from \$133.5 million for the second quarter of last year. The growth in net interest income is attributable to a 13.3% growth in average loans and a 17 basis point improvement in the net interest margin. Eighteen (18) basis points of the improvement in the net interest margin was attributable to the effect of noninterest-bearing funds, which consist primarily of demand deposits and shareholders' equity.

At June 30, 2005, nonperforming assets amounted to \$27.7 million, or 0.24% of period-end loans and other real estate owned, a decline from \$40.3 million at June 30, 2004. Nonperforming assets were \$31.4 million at March 31, 2005. The comparable nonperforming ratios were 0.41% and 0.30% at June 30, 2004 and March 31, 2005, respectively.

Noninterest income for the quarter ended June 30, 2005 increased 17.5% to \$60.1 million from \$51.1 million for the same period last year, while noninterest expenses increased 11.3% to \$103.9 million from \$93.4 million.

Bankshares also reports cash operating earnings, defined as GAAP (Generally Accepted Accounting Principles) earnings excluding the amortization of intangible assets associated with purchase accounting for business combinations; securities gains and losses; and other significant gains, losses or expenses (such as those associated with integrating acquired entities' operations into Bankshares) unrelated to Bankshares' core operations. Cash operating earnings totaled \$67.1 million for the second quarter of 2005, an increase of 17.1% over the \$57.3 million for the same period for 2004 and a 6.4% increase over the \$63.1 million for the first quarter of 2005. Diluted cash operating earnings per share for the second quarter of 2005 and 2004 were \$0.83 and \$0.72, respectively and \$0.79 per share for the first quarter of 2005. A reconciliation of net income (GAAP basis) to cash operating earnings can be found on page 37 of this filing.

Management believes that reporting several key measures based on cash operating earnings and tangible equity (equity less intangible assets and their related amortization expense) is important, as this is the basis for measuring the adequacy of capital for regulatory purposes. For the three months ended June 30, 2005, return on average assets was 1.79%, return on average tangible equity was 19.64% and average tangible equity to average tangible assets was 9.67%. Comparable ratios for the three months ended June 30, 2004 were 1.62%, 18.14% and 9.55%, respectively. A reconciliation of these ratios from their respective GAAP basis ratios can be found on page 37 of this filing.

For the first six months of 2005, net income was \$130.5 million, an increase of 16.5% over the \$112.0 million reported for the comparable period in 2004. Diluted net income per share was \$1.62, an increase of 15.7% from the \$1.40 reported for the same period last year. For the six months ended June 30, 2005, compared to the same period of 2004, cash operating earnings were \$130.2 million compared with \$114.1 million for the same period last year. Diluted cash operating earnings per share for these periods were \$1.62 and \$1.43, respectively. The ratios of return on average assets, return on average tangible equity and average tangible equity to average tangible assets for the year-to-date 2005 were 1.77%, 19.11% and 9.83% respectively. These ratios for the same period last year were 1.63%, 18.10% and 9.64% respectively.

SEGMENT REPORTING

As noted in Footnote No. 10 Segment Reporting, Bankshares reports two distinct business segments for which financial information is segregated for use in assessing performance and allocating resources when reporting to the Board of Directors. Segment financial information is subjective and, unlike financial accounting, is not necessarily based on GAAP. As a result, the financial information of the reporting segments is not necessarily comparable with similar information reported by others and may not be comparable with Bankshares consolidated results.

Banking

The Banking segment consists of 11 affiliate banks. Mortgage banking activities are not viewed as a separate business line due to the insignificant impact on the core business of Bankshares and, accordingly, are included in the Banking segment.

In the second quarter of 2005, Bankshares consolidated Fidelity Bank into Farmers & Mechanics. The consolidation of these banks allows the surviving bank, Farmers & Mechanics, to serve its local customers with greater size and expertise. Also, in the second quarter of 2005, Mercantile Potomac Bank merged into Mercantile-Safe Deposit and Trust Company. This combination allows Bankshares to provide the resources necessary for expansion into the Washington, D.C. and Northern Virginia markets. Further the acquisition of Community Bank of Northern Virginia (CBNV) as part of the Mercantile Potomac Division of Mercantile-Safe Deposit and Trust Company was completed in the second quarter. Mercantile Potomac Bank and Fidelity Bank will continue to serve their respective markets under their own names with local leadership and local decision-making.

Net income for the six months ended June 30, 2005 was \$130.9 million. This represented a \$20.2 million, or 18.2%, increase over the same period last year. The Banking segment was the primary beneficiary of the CBNV acquisition. For the first half of 2005 compared to the same period last year, net interest income increased by \$31.9 million, or 12.1%, to \$295.7 million. Growth in average earning assets of \$1.0 billion was largely attributable to growth in average loans of 11.9% of which the CBNV acquisition provided 1.7%. Banking had a reduction in the provision for loan losses compared to the same period of 2004, as credit quality remained strong.

Noninterest income increased year-over-year by \$6.3 million due to a \$3.4 million gain on the sale of an office building, letters of credit fees increasing \$0.8 million, insurance fees increasing \$1.1 million and electronic banking fees increasing \$0.7 million.

Noninterest expenses increased by \$11.9 million in the first half of 2005 compared with the same period of 2004. Salaries and benefits grew by \$6.0 million, with \$1.1 million of additional personnel expense from CBNV, \$3.1 million in increased incentive compensation linked to improved performance and \$1.0 million in higher pension expense. Occupancy expense increased by \$1.3 million, promotional expenses increased by \$0.8 million and outsourcing expense increased by \$2.4 million over the same period of 2004.

Investment & Wealth Management

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Net income increased \$1.0 million or 16.9% to \$6.7 million for the six months ended June 30, 2005 as compared to the \$5.7 million reported in the same period last year.

At June 30, 2005, assets under administration by IWM were \$48.3 billion, an increase of \$2.4 billion from the same period last year. IWM had assets under management of \$21.7 billion at June 30, 2005, up \$0.6 billion from June 30, 2004.

Revenues for the first half of 2005 increased \$2.6 million, or 5.8%, over the same period last year. Noninterest expenses increased by \$1.5 million or 4.4% to \$35.3 million for the first half of 2005 from \$33.8 million for the same period last year. The increase in noninterest expense was due primarily to salaries and benefits.

Other

The components in the **Other** column consist of amounts for the nonbanking affiliates, unallocated corporate expenses and intercompany eliminations.

For the first half of 2005 compared to the same period of 2004, noninterest income increased \$4.7 million related to income from private equity investments. Noninterest expense increased \$4.0 million. This increase was mostly due to increased audit fees, directors fees and \$1.3 million in a previously announced legal settlement. The **adjustments** line represents corporate allocations from the lead Bank (MSD&T).

BANKSHARES EARNINGS PERFORMANCE

Analysis of Interest Rates and Interest Differentials

The following table presents the distribution of the average consolidated balance sheet, interest income/expense and annualized yields earned and rates paid through the six months ended June 30, 2005 and 2004.

| (Dollars in thousands) | Average Balance (2) | 2005 Income (1) / Expense | Yield (1) / Rate | Average Balance (2) | 2004 Income (1) / Expense | Yield (1) / Rate |
|--|------------------------|---------------------------------|---------------------|------------------------|---------------------------------|---------------------|
| Earning assets | | | | | | |
| Loans: | | | | | | |
| Commercial | \$ 2,887,558 | \$ 87,488 | 6.11% | \$ 2,671,562 | \$ 68,523 | 5.16% |
| Commercial real estate | 3,249,322 | 103,143 | 6.40 | 2,828,463 | 82,304 | 5.85 |
| Construction | 1,385,942 | 44,403 | 6.46 | 1,108,601 | 28,623 | 5.19 |
| Residential real estate | 1,543,792 | 44,732 | 5.84 | 1,398,153 | 41,608 | 5.98 |
| Consumer | 1,541,814 | 44,892 | 5.87 | 1,474,380 | 42,521 | 5.80 |
| Total loans | 10,608,428 | 324,658 | 6.17 | 9,481,159 | 263,579 | 5.59 |
| Federal funds sold, et al | 36,404 | 785 | 4.35 | 71,648 | 639 | 1.79 |
| Securities: | | | | | | |
| Taxable securities | | | | | | |
| U.S. Treasury and government agencies | | | | | | |
| | 1,404,011 | 23,669 | 3.40 | 1,550,468 | 29,462 | 3.82 |
| Mortgage-backed | 1,334,525 | 26,697 | 4.03 | 1,266,028 | 24,103 | 3.83 |
| Other investments (3) | 64,500 | 1,237 | 3.87 | 47,767 | 697 | 2.93 |
| Tax-exempt securities | | | | | | |
| States and political subdivisions | | | | | | |
| | 84,750 | 2,495 | 5.94 | 101,171 | 2,807 | 5.58 |
| Total securities | 2,887,786 | 54,098 | 3.78 | 2,965,434 | 57,069 | 3.87 |
| Interest-bearing deposits in other banks | | | | | | |
| | 195 | 1 | 1.23 | 158 | 1 | 1.07 |
| Total earning assets | 13,532,813 | 379,542 | 5.66 | 12,518,399 | 321,288 | 5.16 |
| Cash and due from banks | 296,227 | | | 291,982 | | |
| Bank premises and equipment, net | 142,895 | | | 141,694 | | |
| Other assets | 1,052,279 | | | 982,598 | | |
| Less: allowance for loan losses | | | | | | |
| | (151,281) | | | (157,256) | | |
| Total assets | \$ 14,872,933 | | | \$ 13,777,417 | | |
| Interest-bearing liabilities | | | | | | |
| Deposits: | | | | | | |
| Savings | \$ 1,461,782 | 2,464 | 0.34 | \$ 1,399,234 | 2,027 | 0.29 |
| Checking plus interest accounts | | | | | | |
| | 1,384,616 | 1,093 | 0.16 | 1,269,432 | 935 | 0.15 |
| Money market | 1,562,736 | 8,087 | 1.04 | 1,577,378 | 4,457 | 0.57 |
| Time deposits \$100,000 and over | | | | | | |
| | 1,523,393 | 21,315 | 2.82 | 1,301,407 | 12,320 | 1.90 |
| Other time deposits | 1,983,713 | 23,730 | 2.41 | 1,967,533 | 20,901 | 2.14 |
| Total interest-bearing deposits | 7,916,240 | 56,689 | 1.44 | 7,514,984 | 40,640 | 1.09 |
| Short-term borrowings | 1,011,161 | 9,526 | 1.90 | 915,121 | 2,899 | 0.64 |
| Long-term debt | 715,859 | 14,644 | 4.13 | 648,817 | 10,460 | 3.24 |

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| | | | | | | |
|--|----------------------|-------------------|--------------|---------------|-------------------|--------------|
| Total interest-bearing funds | 9,643,260 | 80,859 | 1.69 | 9,078,922 | 53,999 | 1.20 |
| Noninterest-bearing deposits | 3,081,292 | | | 2,717,467 | | |
| Other liabilities and accrued expenses | 151,937 | | | 132,190 | | |
| Total liabilities | 12,876,489 | | | 11,928,579 | | |
| Shareholders' equity | 1,996,444 | | | 1,848,838 | | |
| Total liabilities & shareholders' equity | \$ 14,872,933 | | | \$ 13,777,417 | | |
| Net interest rate spread | | \$ 298,683 | 3.97% | | \$ 267,289 | 3.96% |
| Effect of noninterest-bearing funds | | | 0.48 | | | 0.33 |
| Net interest margin on earning assets | | | 4.45% | | | 4.29% |
| Tax-equivalent adjustment included in: | | | | | | |
| Loan income | | \$ 2,237 | | | \$ 2,279 | |
| Investment securities income | | 996 | | | 1,121 | |
| Total | | \$ 3,233 | | | \$ 3,400 | |

-
- (1) Presented on a tax-equivalent basis using the statutory federal corporate income tax rate of 35% (see non-GAAP reconciliation).
- (2) Average investment securities are reported at amortized cost; excludes unrealized gains (losses) on securities available-for-sale. Nonaccrual loans are included in average loans.
- (3) Investments in hedge funds and other nonmarketable investments were reclassified in the prior period from securities available-for-sale into other assets to conform to the current presentation.

Analysis of Interest Rates and Interest Differentials

The following table presents the distribution of the average consolidated balance sheet, interest income/expense and annualized yields earned and rates paid for the second quarters of 2005 and 2004.

| (Dollars in thousands) | Average Balance (2) | 2005 Income (1) / Expense | Yield (1) / Rate | Average Balance (2) | 2004 Income (1) / Expense | Yield (1) / Rate |
|---|------------------------|---------------------------------|---------------------|------------------------|---------------------------------|---------------------|
| Earning assets | | | | | | |
| Loans: | | | | | | |
| Commercial | \$ 2,926,234 | \$ 46,021 | 6.31% | \$ 2,719,232 | \$ 34,830 | 5.15% |
| Commercial real estate | 3,363,924 | 54,609 | 6.51 | 2,879,434 | 41,648 | 5.82 |
| Construction | 1,442,621 | 23,952 | 6.66 | 1,113,301 | 14,414 | 5.21 |
| Residential real estate | 1,570,002 | 22,935 | 5.86 | 1,437,331 | 21,120 | 5.91 |
| Consumer | 1,596,482 | 23,496 | 5.90 | 1,474,586 | 21,292 | 5.81 |
| Total loans | 10,899,263 | 171,013 | 6.29 | 9,623,884 | 133,304 | 5.57 |
| Federal funds sold, et al | 40,904 | 442 | 4.33 | 95,504 | 533 | 2.24 |
| Securities: | | | | | | |
| Taxable securities | | | | | | |
| U.S. Treasury and government agencies | | | | | | |
| | 1,382,037 | 11,600 | 3.37 | 1,543,661 | 14,369 | 3.74 |
| Mortgage-backed | 1,365,012 | 13,774 | 4.05 | 1,254,512 | 11,796 | 3.78 |
| Other investments (3) | 65,051 | 588 | 3.63 | 52,773 | 358 | 2.73 |
| Tax-exempt securities | | | | | | |
| States and political subdivisions | | | | | | |
| | 88,537 | 1,303 | 5.90 | 98,182 | 1,356 | 5.55 |
| Total securities | 2,900,637 | 27,265 | 3.77 | 2,949,128 | 27,879 | 3.80 |
| Interest-bearing deposits in other banks | | | | | | |
| | 187 | 1 | 1.31 | 158 | 1 | 1.06 |
| Total earning assets | 13,840,991 | 198,720 | 5.76 | 12,668,674 | 161,717 | 5.13 |
| Cash and due from banks | 301,484 | | | 298,440 | | |
| Bank premises and equipment, net | 144,347 | | | 141,757 | | |
| Other assets | 1,099,607 | | | 988,430 | | |
| Less: allowance for loan losses | (152,858) | | | (158,116) | | |
| Total assets | \$ 15,233,571 | | | \$ 13,939,185 | | |
| Interest-bearing liabilities | | | | | | |
| Deposits: | | | | | | |
| Savings | \$ 1,463,960 | 1,313 | 0.36 | \$ 1,434,288 | 1,043 | 0.29 |
| Checking plus interest accounts | 1,418,337 | 578 | 0.16 | 1,302,313 | 474 | 0.15 |
| Money market | 1,574,422 | 4,498 | 1.15 | 1,564,295 | 2,095 | 0.54 |
| Time deposits \$100,000 and over | 1,618,161 | 11,968 | 2.97 | 1,315,119 | 5,941 | 1.82 |
| Other time deposits | 2,060,974 | 13,027 | 2.54 | 1,955,632 | 10,320 | 2.12 |
| Total interest-bearing deposits | 8,135,854 | 31,384 | 1.55 | 7,571,647 | 19,873 | 1.06 |
| Short-term borrowings | 1,021,281 | 5,484 | 2.15 | 910,854 | 1,480 | 0.65 |
| Long-term debt | 742,056 | 7,829 | 4.23 | 648,576 | 5,205 | 3.23 |
| Total interest-bearing funds | 9,899,191 | 44,697 | 1.81 | 9,131,077 | 26,558 | 1.17 |
| Noninterest-bearing deposits | 3,137,366 | | | 2,826,610 | | |
| Other liabilities and accrued expenses | 154,910 | | | 129,737 | | |
| Total liabilities | 13,191,467 | | | 12,087,424 | | |

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| | | | | | | |
|--|----|-------------------|----|----------------|--------------|--------------|
| Shareholders' equity | | 2,042,104 | | | | 1,851,761 |
| Total liabilities & shareholders' equity | | | | | | |
| | \$ | 15,233,571 | | \$ | | 13,939,185 |
| Net interest rate spread | | | \$ | 154,023 | 3.95% | |
| Effect of noninterest-bearing funds | | | | | | \$ 135,159 |
| Net interest margin on earning assets | | | | | | 3.96% |
| Tax-equivalent adjustment included in: | | | | | | |
| Loan income | | | \$ | 1,136 | | \$ 1,133 |
| Investment securities income | | | | 520 | | 542 |
| Total | | | \$ | 1,656 | | \$ 1,675 |

(1) Presented on a tax-equivalent basis using the statutory federal corporate income tax rate of 35% (see non-GAAP reconciliation).

(2) Average investment securities are reported at amortized cost; excludes unrealized gains (losses) on securities available-for-sale. Nonaccrual loans are included in average loans.

(3) Investments in hedge funds and other nonmarketable investments were reclassified in the prior period from securities available-for-sale into other assets to conform to the current presentation.

Rate / Volume Analysis

A rate/volume analysis, which demonstrates changes in interest income and expense for significant assets and liabilities, appears below.

| (Dollars in thousands) | For the 6 months ended June 30, 2005 vs. 2004 | | | For the 3 months ended June 30, 2005 vs. 2004 | | |
|--|--|---------------------|------------------|--|---------------------|------------------|
| | Total | Due to variances in | | Total | Due to variances in | |
| | | Rates | Volumes (5) | | Rates | Volumes (5) |
| Interest earned on: | | | | | | |
| Loans: | | | | | | |
| Commercial (1) | \$ 18,965 | \$ 12,610 | \$ 6,355 | \$ 11,191 | \$ 7,754 | \$ 3,437 |
| Commercial real estate (2) | 20,839 | 7,708 | 13,131 | 12,961 | 4,927 | 8,034 |
| Construction (3) | 15,780 | 6,974 | 8,806 | 9,538 | 3,986 | 5,552 |
| Residential real estate | 3,124 | (981) | 4,105 | 1,815 | (179) | 1,994 |
| Consumer | 2,371 | 525 | 1,846 | 2,204 | 348 | 1,856 |
| Taxable securities (4) | (2,660) | (1,383) | (1,277) | (561) | (272) | (289) |
| Tax-exempt securities (4) | (312) | 179 | (491) | (53) | 84 | (137) |
| Federal funds sold, et al | 146 | 908 | (762) | (92) | 492 | (584) |
| Interest-bearing deposits in other banks | | | | | | |
| Total interest income | 58,253 | 26,540 | 31,713 | 37,003 | 17,140 | 19,863 |
| Interest paid on: | | | | | | |
| Savings deposits | 437 | 337 | 100 | 270 | 238 | 32 |
| Checking plus interest deposits | 158 | 70 | 88 | 104 | 55 | 49 |
| Money market accounts | 3,630 | 3,718 | (88) | 2,403 | 2,342 | 61 |
| Time deposit \$100,000 and over | 8,995 | 5,923 | 3,072 | 6,027 | 3,728 | 2,299 |
| Other time deposits | 2,829 | 2,693 | 136 | 2,707 | 1,991 | 716 |
| Short-term borrowings | 6,626 | 5,730 | 896 | 4,004 | 3,370 | 634 |
| Long-term debt | 4,184 | 2,842 | 1,342 | 2,624 | 1,606 | 1,018 |
| Total interest expense | 26,859 | 21,313 | 5,546 | 18,139 | 13,330 | 4,809 |
| Net interest earned | \$ 31,394 | \$ 5,227 | \$ 26,167 | \$ 18,864 | \$ 3,810 | \$ 15,054 |

(1) Interest year-to-date tax-equivalent adjustment of \$1.5 million and \$1.6 million for 2005 and 2004, respectively, and quarter-to-date tax-equivalent adjustment of \$0.8 million for both 2005 and 2004, are included in the commercial loan rate variances.

(2) Interest year-to-date tax-equivalent adjustment of \$0.3 million for both 2005 and 2004, and quarter-to-date tax-equivalent adjustment of \$0.1 million and \$0.2 million for 2005 and 2004, respectively, are included in the commercial real estate loan rate variances.

(3) Interest year-to-date tax-equivalent adjustment of \$0.4 million and \$0.5 million for 2005 and 2004, respectively, and quarter-to-date tax-equivalent adjustment of \$0.2 million for both 2005 and 2004, are included in the construction loan rate variances.

(4) Interest year-to-date tax-equivalent adjustment of \$1.0 million and \$1.1 million for 2005 and 2004, respectively, and quarter-to-date tax-equivalent adjustment of \$0.5 million for 2005 and 2004, are included in the investment securities rate variances.

- (5) Changes attributable to mix (rate and volume) are included in volume variance.

Net Interest Income and Net Interest Margin

In the second quarter of 2005 net interest income, on a tax-equivalent basis, was \$154.0 million, compared with \$135.2 million in the second quarter of 2004. This represents an \$18.9 million (14.0%) increase from 2004. The increase was due primarily to strong loan growth and a higher net interest margin. Net interest income is affected by both changes in the amount and composition of interest-earning assets and interest-bearing liabilities and by changes in the level of interest rates.

The net interest margin increased to 4.46% in the second quarter of 2005 from 4.29% in the second quarter of 2004. The increase was attributable to the benefit derived from the investment of noninterest-bearing funds. This benefit increased 18 basis points for the three months ended June 30, 2005 from the same period of 2004 to 51 basis points due primarily to a \$310.8 million increase in noninterest-bearing deposits and the rising rate environment. The net interest spread decreased 1 basis point due to the average cost of interest-bearing liabilities increasing slightly more than earning assets yields due to a decline in the yield on the securities portfolio. The net interest margin increased 2 basis points from the first quarter of 2005.

Average earning assets for the three months ended June 30, 2005 increased \$1.2 billion, or 9.3%, from the same period in 2004. The increase in average earning assets was primarily driven by increases in average loans partially offset by a slight decline in investment securities. Loans averaged \$10.9 billion in the second quarter of 2005, compared with \$9.6 billion in the second quarter of 2004, an increase of 13.3% of which CBNV contributed 3.3% on \$319.1 million of average acquired loans. During the second quarter of 2005, total average loan growth was driven by growth in commercial real estate of \$484.5 million (16.8%), construction loan growth of \$329.3 million (29.6%), commercial loan growth of \$207.0 million (7.6%), residential mortgage loan growth of \$132.7 million (9.2%) and consumer loan growth of \$121.9 million (8.3%).

Average investment securities for the second quarter of 2005 declined by \$48.5 million, or 1.6%, from the same period of 2004, reflecting the reinvestment of proceeds from security maturities into the funding of loan growth. Bankshares utilizes the investment portfolio as part of its overall asset/liability management practices to minimize structural interest rate and market valuation risks associated with changes in interest rates. In connection with changing interest rates and its risk management activities, Bankshares made the decision to adjust the composition of the investment portfolio to include a greater proportion of short-term mortgage-backed securities, agency and asset-backed securities and a lesser proportion of U.S. Treasury securities. As a result, U.S. Treasury securities declined \$261.5 million (34.5%), while agency securities increased \$99.9 million (12.7%) and mortgage-backed securities increased \$110.5 million (8.8%). Refer to the Interest Rate Risk section for further information on the sensitivity of net interest income to changes in interest rates.

Average core deposits (total deposits less certificates of deposit of \$100,000 and over) are an important contributor to growth in net interest income and in the net interest margin. This low-cost stable funding source increased 6.3% from a year ago with the CBNV acquisition contributing 2.5% of that growth on \$227.6 million in average acquired core deposits. Average core deposits were \$9.7 billion and \$9.1 billion for the three months ended June 30, 2005 and 2004, respectively. Average noninterest-bearing checking accounts for the second quarter of 2005 were higher by \$310.8 million (11.0%), compared with the same period of 2004. Total average interest-bearing deposits increased by \$564.2 million (7.5%) for the second quarter of 2005 compared with the same period of 2004. The year-over-year increase in average interest-bearing deposits included increases in checking plus interest accounts of \$116.0 million (8.9%), savings accounts of \$29.7 million (2.1%), time deposits greater than \$100,000 of \$303.0 million (23.0%), other time deposits of \$105.3 million (5.3%) and money market accounts of \$10.1 million (.6%).

Based on current market conditions, with an anticipation of a continued measured increase in the overall rate environment, management expects the net interest margin to continue to expand modestly, as pricing pressure on interest-bearing liabilities will partially offset the improvement in earning asset yields and the value of noninterest-bearing funds.

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Net interest income for the first six months of 2005 increased to \$295.5 million or 12.0% over the \$263.9 million for the first six months of last year due principally to 11.9% growth in average loans offset by a 2.6% decline in average securities. The net interest margin increased from 4.29% to 4.45%. The increase in the net interest margin was largely attributable to the benefit derived from the investment of noninterest-bearing funds. This benefit grew from 33 basis points in 2004 to 48 basis points in 2005.

Noninterest Income

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| (Dollars in thousands) | For the 6 months ended | | | For the 3 months ended | | |
|--|------------------------|------------|-----------|------------------------|-----------|-----------|
| | June 30, | | % Change | June 30, | | % Change |
| | 2005 | 2004 | 2005/2004 | 2005 | 2004 | 2005/2004 |
| Investment and wealth management | \$ 47,837 | \$ 44,919 | 6.5% | \$ 23,780 | \$ 22,936 | 3.7% |
| Service charges on deposit accounts | 21,514 | 21,673 | (0.7) | 11,088 | 10,981 | 1.0 |
| Mortgage banking related fees: | | | | | | |
| Commercial | 3,930 | 3,483 | 12.8 | 2,092 | 1,563 | 33.8 |
| Residential | 1,248 | 1,750 | (28.7) | 803 | 730 | 10.0 |
| Total mortgage banking related fees | 5,178 | 5,233 | (1.1) | 2,895 | 2,293 | 26.3 |
| Net investment securities gains / (losses) | 513 | 535 | (4.1) | 99 | 590 | (83.2) |
| Nonmarketable investments | | | | | | |
| Private equity and other investments | 7,030 | 762 | 822.6 | 4,569 | 373 | 1,124.9 |
| Hedge funds | 719 | 2,313 | (68.9) | (1,245) | (708) | (75.8) |
| Bank-owned life insurance | 1,744 | 1,579 | 10.4 | 898 | 785 | 14.4 |
| Total nonmarketable investments | 9,493 | 4,654 | 104.0 | 4,222 | 450 | 838.2 |
| Other income: | | | | | | |
| Electronic banking fees | 11,127 | 10,425 | 6.7 | 5,954 | 6,008 | (0.9) |
| Charges and fees on loans | 5,815 | 5,293 | 9.9 | 3,020 | 2,835 | 6.5 |
| Insurance | 8,098 | 7,095 | 14.1 | 3,558 | 3,267 | 8.9 |
| All other income | 8,360 | 4,453 | 87.7 | 5,450 | 1,766 | 208.6 |
| Total other income | 33,400 | 27,266 | 22.5 | 17,982 | 13,876 | 29.6 |
| Total | \$ 117,935 | \$ 104,280 | 13.1 | \$ 60,066 | \$ 51,126 | 17.5 |

Noninterest income for the quarter ended June 30, 2005 increased by \$8.9 million, or 17.5%, to \$60.1 million compared with \$51.1 million for the same period in 2004. Noninterest income increased 3.8% from the first quarter of 2005. The table above shows the major components of noninterest income.

Investment and wealth management revenue, representing the largest source of noninterest income, increased \$0.8 million, or 3.7%, over the second quarter of 2004. Service charges on deposit accounts increased modestly for the second quarter of 2005 compared to the second quarter of 2004. Service charges on deposits increased \$0.7 million compared with the first quarter of 2005 due to deposit growth. Mortgage banking-related fees were \$0.6 million or 26.3% higher than the second quarter of 2004 due to higher volumes in the commercial business offset partially by lower fees from the residential business due to lower profit margins.

Nonmarketable investment income represents revenues derived from investing in private equities, hedge funds-of-funds (hedge funds), securities acquired to meet various regulatory requirements and bank-owned life insurance (BOLI). Nonmarketable investment income increased \$3.8 million over the second quarter of 2004. The increase in nonmarketable investment income was primarily due to better performance by private equity investments offset partially by decreased earnings from the hedge funds.

Other income was \$18.0 million for the second quarter of 2005, a \$4.1 million or 29.6% increase over the \$13.9 million for the same quarter last year. The increase was primarily due to a gain on the sale of an office building related to the consolidation of administrative offices amounting to \$3.4 million. The remaining increases in other income are due to moderate increases in insurance-related revenues and charges and fees on loans.

For the six months ended June 30, 2005, noninterest income increased by \$13.7 million, or 13.1%, to \$117.9 million compared with \$104.3 million for the same period in 2004. This increase was largely due to a \$2.9 million or 6.5% increase in investment and wealth management revenues, a \$6.3 million increase in earnings from private equity investments, a \$3.6 million increase in gains from the sale of branches and an office building related to consolidation, and \$1.0 million from insurance related revenues partially offset by lower earnings from hedge fund investments of \$1.6 million.

Noninterest Expenses

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| (Dollars in thousands) | For the 6 months ended | | | % Change 2005/2004 | For the 3 months ended | | | % Change 2005/2004 |
|--|------------------------|------------|--|-----------------------|------------------------|-----------|--|-----------------------|
| | June 30, | | | | June 30, | | | |
| | 2005 | 2004 | | | 2005 | 2004 | | |
| Salaries | \$ 96,734 | \$ 89,477 | | 8.1% | \$ 50,180 | \$ 44,689 | | 12.3% |
| Employee benefits | 23,853 | 23,441 | | 1.8 | 11,956 | 10,928 | | 9.4 |
| Net occupancy expense of bank premises | 13,779 | 11,879 | | 16.0 | 6,857 | 5,819 | | 17.8 |
| Furniture and equipment expenses | 15,203 | 14,937 | | 1.8 | 7,924 | 7,573 | | 4.6 |
| Communications and supplies | 8,059 | 8,499 | | (5.2) | 4,019 | 4,195 | | (4.2) |
| Other expenses: | | | | | | | | |
| Professional services | 10,007 | 8,830 | | 13.3 | 4,882 | 4,996 | | (2.3) |
| Advertising and promotional expenses | 4,388 | 3,838 | | 14.3 | 2,677 | 2,135 | | 25.4 |
| Electronic banking expense | 6,418 | 5,159 | | 24.4 | 3,177 | 3,006 | | 5.7 |
| Amortization of intangible assets | 4,251 | 4,088 | | 4.0 | 2,179 | 2,057 | | 5.9 |
| Outsourcing expense | 5,073 | 2,686 | | 88.9 | 2,383 | 1,227 | | 94.2 |
| All other expenses | 16,301 | 13,919 | | 17.1 | 7,679 | 6,742 | | 13.9 |
| Total other expenses | 46,438 | 38,520 | | 20.6 | 22,977 | 20,163 | | 14.0 |
| Total | \$ 204,066 | \$ 186,753 | | 9.3 | \$ 103,913 | \$ 93,367 | | 11.3 |

Noninterest expenses for the three months ended June 30, 2005 increased by \$10.5 million, or 11.3%, to \$103.9 million compared with \$93.4 million for the three months ended June 30, 2004. The table above shows the major components of noninterest expenses. This increase was due, in part, to the acquisition of CBNV. CBNV added \$2.3 million to noninterest expenses for the second quarter of 2005 of which \$1.1 million was salary-related.

The efficiency ratio, a key measure of expense management, decreased in the second quarter of 2005 compared with the same quarter of 2004. The efficiency ratio is computed by dividing noninterest expenses by the sum of net interest income on a tax-equivalent basis and noninterest income. Bankshares' efficiency ratio was 48.54% for the three months ended June 30, 2005 compared with 50.12% for the three months ended June 30, 2004. On a non-GAAP basis, the cash operating efficiency ratio excludes the amortization of intangible assets associated with purchase accounting for business combinations; securities gains and losses; and other significant gains, losses or expenses (such as those associated with integrating acquired entities' operations into Bankshares' core operations). Bankshares' cash operating efficiency ratio was 48.29% and 49.01% for the three months ended June 30, 2005 and 2004, respectively. For the reconciliation of GAAP to non-GAAP measures, see page 37 of this filing.

Salary expense increased \$5.5 million or 12.3% from the second quarter of 2004. The acquisition of CBNV added \$1.1 million to this expense category. Salary expense also increased due to higher incentive compensation of \$1.9 million related to improved performance and normal merit and staff increases of approximately \$2.1 million.

Employee benefits increased \$1.0 million, or 9.4%, primarily due to a reduction in the discount rate assumed in the pension expense determination, which was projected at the beginning of the year.

Net occupancy expense, which includes premises depreciation, rents, maintenance and utilities, increased \$1.0 million or 17.8% over the prior year. This increase was related to the loss of outside tenant income of \$1.3 million due to the sale of Bankshares' headquarters building in December 2004.

Total other expenses were \$2.8 million, 14.0% higher than last year. This increase was largely due to \$1.2 million in outsourcing fees attributable to the IWM systems and back office conversion to SunGard. The remaining increase was due to higher accruals for external audit

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fees, charitable giving and state franchise taxes.

Noninterest expense for the six months ended June 30, 2005 increased to \$204.1 million or 9.3% over the \$186.8 million for the six months ended June 30, 2004. The increase was partially due to the acquisition of CBNV. CBNV added \$2.3 million to noninterest expenses for the six months ended June 30, 2005.

Salary expenses increased \$7.3 million or 8.1%. The acquisition of CBNV added \$1.1 million to this category. In addition, higher incentive compensation accruals of \$3.5 million related to better year-over-year performance and approximately \$2.1 million in normal merit and staff increases caused the increase over the same period last year.

Net occupancy expense increased \$1.9 million and was related to the loss of outside tenant income of \$2.8 million due to the sale of Bankshares headquarters building in December 2004.

Other expenses were \$7.9 million or 20.6% higher than the prior year. Outsourcing fees, primarily related to the IWM back office conversion to SunGard, increased \$2.4 million. Additionally, there was a \$1.3 million settlement, related to a previously announced litigation matter. Management does not expect to incur any further charges related to this matter. The remaining increase was attributable to a variety of other expense categories notably advertising and promotion (\$0.6 million), charitable contributions (\$0.7 million) and electronic banking fees (\$1.3 million).

ANALYSIS OF FINANCIAL CONDITION

At June 30, 2005 compared with June 30, 2004, total assets increased 13.9% or \$2.0 billion. At June 30, 2005 compared with December 31, 2004, total assets increased 11.6% or \$1.7 billion. The increase was primarily due to the acquisition of CBNV on May 18, 2005, which had total assets of approximately \$888.2 million, loans of \$671.0 million, investment securities \$168.8 million, deposits of \$626.9 million and borrowings of \$193.5 million.

A comparative schedule of average balances is included in the table on pages 20 and 21.

Securities Available-for-Sale

The securities available-for-sale portfolio includes both debt and marketable equity securities. Bankshares holds debt securities available-for-sale primarily for liquidity, interest rate risk management and yield enhancement purposes. Accordingly, this portfolio primarily includes very liquid, high quality federal agency-backed debt securities. At June 30, 2005, the portfolio totaled \$3.0 billion of debt securities available-for-sale, compared with \$2.9 billion at December 31, 2004. The increase in the investment portfolio was primarily due to additional investment securities from the CBNV acquisition, which at acquisition approximated \$168.9 million. There were 20 securities in a continuous loss position for 12 months or more at June 30, 2005, which consisted primarily of mortgage-backed securities. Because the declines in fair value were due to changes in market interest rates, not in estimated cash flows, no other-than-temporary impairment was recorded at June 30, 2005. There was a net unrealized loss on debt securities available-for-sale of \$17.1 million and \$4.1 million at June 30, 2005 and December 31, 2004, respectively.

The weighted-average expected maturity of debt securities available-for-sale was 2.1 years at June 30, 2005. Since approximately 48% of this portfolio is mortgage-backed securities, the expected remaining maturity may differ from contractual maturity because borrowers may have the right to prepay obligations before the underlying mortgages mature. See Note No. 4 Investment Securities to the Financial Statements for securities available-for-sale by security type.

Loan Portfolio

Total loans at June 30, 2005 were \$11.4 billion, compared with \$10.2 billion at December 31, 2004, an increase of 11.1%. The increase in total loans was driven by the CBNV acquisition and strong organic growth in commercial real estate and construction lending. The CBNV acquisition added \$671.3 million in additional loans and contributed approximately 6.6% of the loan growth. Construction loans totaled \$1.56 billion at June 30, 2005, compared with \$1.27 billion at December 31, 2004, an increase of \$291.8 million (\$142.0 million from CBNV) or 23.0%. Commercial real estate loans increased \$462.9 million (\$274.7 million from CBNV) or 14.8% from the beginning of the year. Commercial loans increased \$54.0 million (\$61.4 million from CBNV) or 1.9% from December 31, 2004. Residential loans increased \$95.4 million (\$9.8 million

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from CBNV) or 6.4% from the beginning of the year. Consumer loans increased \$229.1 million (\$183.3 million from CBNV of primarily indirect automobile loans) or 15.4% from December 31, 2004. Total loans at June 30, 2005 increased \$1.6 billion or 16.4% over June 30, 2004.

The table below presents the composition of the loan portfolio at June 30, 2005, December 31, 2004 and June 30, 2004.

| (Dollars in thousands) | June 30, 2005 | % of Total Loans | December 31, 2004 | % of Total Loans | June 30, 2004 | % of Total Loans |
|------------------------------|------------------|------------------------|----------------------|------------------------|------------------|------------------------|
| Commercial | \$ 2,867,315 | 25.2% | \$ 2,813,325 | 27.5% | \$ 2,715,173 | 27.8% |
| Commercial real estate | 3,585,592 | 31.6 | 3,122,701 | 30.6 | 2,918,642 | 29.9 |
| Construction | 1,560,149 | 13.7 | 1,268,350 | 12.4 | 1,129,208 | 11.6 |
| Residential real estate | 1,581,472 | 13.9 | 1,486,106 | 14.5 | 1,468,804 | 15.0 |
| Consumer | 1,713,674 | 15.1 | 1,484,583 | 14.5 | 1,472,300 | 15.1 |
| Lease financing | 56,104 | 0.5 | 53,368 | 0.5 | 57,983 | 0.6 |
| Total loans at end of period | \$ 11,364,306 | 100.0 | \$ 10,228,433 | 100.0 | \$ 9,762,110 | 100.0 |

Deposits

Deposits, which represent Bankshares' primary source of funds, are offered through 239 branches primarily in Maryland, Virginia, Delaware, and Washington, D.C. At June 30, 2005, total deposits increased 11.2% or \$1.2 billion compared to the year-earlier period of which the CBNV acquisition contributed 5.9% based on \$626.9 million in acquired deposits. Organic growth in deposits was in core deposits from customers in the local markets. The affiliate banking model positions Bankshares to compete not only with the large national and regional banking companies in the gathering of these funds, but also with local community banks. Based on historical experience, Bankshares expects to retain these deposits in a rising interest rate environment although pricing pressure is expected to intensify.

The table below presents the composition of deposits at June 30, 2005, December 31, 2004 and June 30, 2004.

| (Dollars in thousands) | June 30, 2005 | December 31, 2004 | June 30, 2004 | % change | |
|----------------------------------|------------------|----------------------|------------------|-------------------------------------|---------------------------------|
| | | | | June 30 2005 / December 31, 2004 | June 30 2005 / June 30, 2004 |
| Noninterest bearing deposits | \$ 3,293,344 | \$ 3,049,031 | \$ 3,043,242 | 8.0% | 8.2% |
| Savings | 1,447,105 | 1,449,313 | 1,455,418 | (0.2) | (0.6) |
| Checking plus interest | 1,482,850 | 1,377,981 | 1,312,978 | 7.6 | 12.9 |
| Money market | 1,673,044 | 1,588,445 | 1,618,411 | 5.3 | 3.4 |
| Time deposits \$100,000 and over | 1,683,378 | 1,393,907 | 1,285,091 | 20.8 | 31.0 |
| Other time deposits | 2,251,030 | 1,940,522 | 1,928,554 | 16.0 | 16.7 |
| Total deposits at end of period | \$ 11,830,751 | \$ 10,799,199 | \$ 10,643,694 | 9.6 | 11.2 |

Total deposits at June 30, 2005, were \$11.8 billion, an increase of \$1.0 billion, or 9.6%, over December 31, 2004. The increase in total deposits was primarily the result of the \$641.4 million of acquired deposits from the CBNV acquisition with the main account concentration being in time certificates of deposit. Non-interest bearing checking accounts grew to \$3.3 billion at June 30, 2005, an increase of \$244.3 million, or 8.0%, of which CBNV contributed \$127.9 million. Interest-bearing deposits, which represent approximately 72% of total deposits were \$8.5 billion at June 30, 2005, compared to \$7.8 billion at December 31, 2004, an increase of \$787.2 million, or 10.2%. Checking plus interest accounts increased \$104.9 million, or 7.6%, of which CBNV contributed \$27.9 million. Savings accounts declined by \$2.2 million, or 0.2%, as the \$12.3 million in additional savings accounts from CBNV were offset by a \$14.5 million decline in existing deposits as customers seek the higher rates offered by premium money market accounts and certificate of deposit accounts. Money market accounts increased \$84.6 million (5.3%) of which CBNV contributed \$57.9 million. Time deposits greater than \$100,000 increased by \$289.5 million, or 20.8%, of which CBNV contributed \$146.3 million. Other time deposits increased by \$310.5 million, or 16.0%, primarily from the \$269.1 million acquired from CBNV.

Borrowings

Bankshares utilizes both short-term and long-term borrowings to fund growth of earning assets in excess of deposit growth. Short-term borrowings, which include federal funds purchased, securities sold under agreements to repurchase and other short-term borrowings, were \$1.19 billion at June 30, 2005, compared with \$887.9 million at December 31, 2004. Short-term funding is managed to levels deemed appropriate given alternative funding sources. The increase of \$304.9 million, or 34.3%, in short-term borrowings reflected an increase in customer securities sold under agreements to repurchase as well as increased usage of the overnight funding markets to support loan growth and fund the \$82.9 million cash portion of the CBNV acquisition. Long-term debt was \$808.0 million at June 30, 2005, an increase of \$117.0 million, or 16.9%, compared with \$691.0 million at December 31, 2004. The increase in long-term debt was primarily the result of \$116.2 million of additional FHLB advances and subordinated debt assumed in the CBNV acquisition.

Capital

Shareholders' equity at June 30, 2005 was \$2.1 billion an increase of \$203.4 million from December 31, 2004. This increase reflected the shares issued in the CBNV acquisition that were valued at \$124.3 million. Effective at the May 2005 Board meeting, the quarterly dividend rate was increased by 8.6% to \$0.38 from \$0.35 per share. Bankshares has authorization enabling it to repurchase up to approximately 0.5 million additional shares.

At the Annual Shareholders' Meeting held on May 10, 2005, Bankshares' stockholders approved the Mercantile Bankshares Corporation Stock Retainer and Deferred Compensation Plan for Non-Employee Directors (the Plan). The Plan provides for an annual stock retainer of 500 shares of Bankshares common stock to each non-employee director of Bankshares. The Plan permits non-employee directors of Bankshares and its affiliates to elect to defer voluntarily their annual stock and cash retainers and some or all of their fees. The initial annual stock retainer under the Plan was paid on June 1, 2005 to non-employee directors. See Current Report on Form 8-K filed with the SEC on May 16, 2005 for more details on the Plan.

RISK MANAGEMENT

Credit Risk Analysis

Bankshares' loans and commitments are substantially to borrowers located within our immediate region. Bankshares has set an internal limit for each affiliate bank, that is well below the regulatory limit, on the maximum amount of credit that may be extended to a single borrower. For more information on credit risk see Risk Management Credit Risk Analysis in the Mercantile Bankshares Corporation's 2004 Annual Report on Form 10-K.

Nonperforming Assets

Nonperforming assets consist of nonaccrual loans, renegotiated loans and other real estate owned (i.e., real estate acquired in foreclosure or in lieu of foreclosure). With respect to nonaccrual loans, Bankshares' policy is that, regardless of the value of the underlying collateral and/or guarantees, no interest is accrued on the entire balance once either principal or interest payments on any loan become 90 days past due at the end of a calendar quarter. All accrued and uncollected interest on such loans is eliminated from the income statement and is recognized only as collected. If a loan is impaired and has a specific loss allocation based on an analysis under SFAS No. 114, *Accounting by Creditors for Impairment of a Loan - An Amendment of FASB Statements No. 5 and 15*, all payments are then applied against the loan's principal. A loan may be put on nonaccrual status sooner than this standard if, in management's judgment, such action is warranted.

During the six months ended June 30, 2005, nonperforming assets decreased \$3.4 million to \$27.7 million from \$31.1 million at December 31, 2004. Nonaccrual loans were \$26.9 million at June 30, 2005 and other real estate owned, the other component of nonperforming assets, was \$0.8 million. Nonperforming assets as a percent of period-end loans and other real estate owned were 0.24% at June 30, 2005 and 0.30% at December 31, 2004, respectively. The decrease in nonperforming loans was due primarily to improvement in credit quality at the lead bank, MSD&T.

At June 30, 2005 and December 31, 2004, monitored loans, or loans with characteristics suggesting that they could be classified as nonperforming in the near future, were \$0.5 million and \$6.4 million, respectively. Contributing to this decrease was the elimination of the one remaining loan secured by a commercial aircraft. The amount of loans past due 30-89 days decreased from \$51.5 million at December 31, 2004 to \$43.7 million at June 30, 2005. At the acquisition date, Bankshares determined that two loans at CBNV came under the scope of SOP 03-3, *Accounting for Certain Loans or Debt Securities Acquired in a Transfer*. These loans have a \$4.9 million contractual balance and a \$3.5 million carrying value at June 30, 2005. The accretable yield on these loans at that date was \$63 thousand. For additional information on these loans see Note No.5 Impaired Loans

The table below presents a comparison of nonperforming assets at June 30, 2005, December 31, 2004 and June 30, 2004.

| (Dollars in thousands) | June 30, 2005 | December 31, 2004 | June 30, 2004 |
|------------------------|------------------|----------------------|------------------|
| Nonaccrual loans (1) | | | |
| Commercial | \$ 21,770 | \$ 25,030 | \$ 34,002 |

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| | | | |
|---|-----------|-----------|-----------|
| Commercial real estate | 2,848 | 1,959 | 2,197 |
| Construction | 378 | 9 | 155 |
| Residential real estate | 1,238 | 2,748 | 2,518 |
| Consumer | 465 | 672 | 346 |
| Lease financing | 210 | 480 | 670 |
| Total | 26,909 | 30,898 | 39,888 |
| Renegotiated loans (1) | | | |
| Loans contractually past due 90 days or more and still accruing interest | | | |
| Total nonperforming loans | 26,909 | 30,898 | 39,888 |
| Other real estate owned | 777 | 212 | 402 |
| Total nonperforming assets | \$ 27,686 | \$ 31,110 | \$ 40,290 |
| Nonperforming loans as a percent of period-end loans | 0.24% | 0.30% | 0.41% |
| Nonperforming assets as a percent of period-end loans and other real estate owned | 0.24% | 0.30% | 0.41% |

(1) Aggregate gross interest income of \$1.2 million, \$2.5 million and \$1.4 million for the first half of 2005, the year 2004 and the first half of 2004, respectively, on nonaccrual and renegotiated loans, would have been recorded if these loans had been accruing on their original terms throughout the period or since origination if held for part of the period. The amount of interest income on the nonaccrual and renegotiated loans that was recorded totaled \$0.3 million, \$0.8 million and \$0.5 million for the first six months of 2005, the year 2004 and the first six months of 2004, respectively.

Allowance and Provision for Loan Losses

Each Bankshares affiliate is required to maintain an allowance for loan losses adequate to absorb losses inherent in the loan portfolio. Each affiliate's reserve is dedicated to that affiliate only and is not available to absorb losses from another affiliate. Management at each affiliate, along with Bankshares' management, conducts a regular review to assure that adequacy. On a periodic basis, significant credit exposures, nonperforming loans, impaired loans, historical losses by loan type and various statistical measurements of asset quality are examined to assure the adequacy of the allowance for loan losses. Management believes that the allowance for loan losses is adequate to absorb losses inherent in the portfolio.

The allowance for loan losses has been established through provisions for loan losses charged against income. Loans deemed uncollectible are charged against the allowance for loan losses and any subsequent recoveries are credited to the allowance. Intensive collection efforts continue after charge-off in order to maximize recovery amounts. No provision for possible loan losses was taken for the quarter ended June 30, 2005 as recoveries exceeded charge-offs. This compares with provisions of \$0.8 million and \$2.4 million for the quarters ended March 31, 2005 and June 30, 2004, respectively. The decline in the provision reflects a continued improvement in the economy and improved credit quality within Bankshares' Affiliate Banks. Net recoveries were \$1.0 million for the second quarter of 2005, compared with net charge-offs of \$0.7 million and \$0.6 million for the first quarter of 2005 and the second quarter of 2004, respectively. The allowance for loan losses increased between December 31, 2004 and June 30, 2005 primarily as a result of the acquired allowance of CBNV, which after the application of SOP 03-3, was approximately \$7.1 million. The allowance for loan losses as a percent of period-end loans decreased to 1.38% at June 30, 2005 from 1.46% at December 31, 2004 and 1.62% at June 30, 2004. The reduction in the allowance as a percent of total loans is attributable to improved credit quality as well as the acquired loan portfolio which resulted in a lower required allowance as a percent of loans.

The following table presents a summary of the activity in the Allowance for Loan Losses.

| (Dollars in thousands) | For the 6 months ended June 30, | | For the 3 months ended June 30, | |
|--|---------------------------------|--------------|---------------------------------|--------------|
| | 2005 | 2004 | 2005 | 2004 |
| Allowance balance - beginning | \$ 149,002 | \$ 155,337 | \$ 149,017 | \$ 156,635 |
| Allowance of acquired bank | 7,086 | | 7,086 | |
| Charge-offs: | | | | |
| Commercial | (1,682) | (945) | (383) | (255) |
| Commercial real estate | (32) | (28) | | |
| Construction | | | | |
| Residential real estate | (14) | (129) | (3) | (28) |
| Consumer | (1,387) | (2,377) | (787) | (1,260) |
| Lease financing | | | | |
| Total | (3,115) | (3,479) | (1,173) | (1,543) |
| Recoveries: | | | | |
| Commercial | 934 | 337 | 465 | 237 |
| Commercial real estate | 124 | 26 | 118 | 8 |
| Construction | 1 | 4 | 1 | |
| Residential real estate | 65 | 191 | 30 | 139 |
| Consumer | 1,602 | 1,236 | 1,037 | 602 |
| Lease financing | 646 | | 520 | |
| Total | 3,372 | 1,794 | 2,171 | 986 |
| Net (charge-offs) / recoveries | 257 | (1,685) | 998 | (557) |
| Provision for loan losses | 756 | 4,779 | | 2,353 |
| Allowance balance - ending | \$ 157,101 | \$ 158,431 | \$ 157,101 | \$ 158,431 |
| Average loans | \$ 10,608,428 | \$ 9,481,159 | \$ 10,899,263 | \$ 9,623,884 |
| Percent of net charge-offs (annualized) to average loans | | % | 0.04% | (0.04)% |
| | | | | 0.02% |

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| | | | | |
|---|----|-------------------|----|-----------|
| Period-end loans | \$ | 11,364,306 | \$ | 9,762,110 |
| Percent of allowance for loan losses to period-end loans | | 1.38% | | 1.62% |

Interest Rate Risk

The objective of interest rate risk management is to contain the risks associated with interest rate fluctuations. The process involves identification and management of the sensitivity of net interest income to changing interest rates and other market factors. Interest rate risk, one of the more prominent risks in terms of potential earnings impact, is an inevitable part of being a financial intermediary. For more information see Risk Management Interest Rate Risk in the Mercantile Bankshares Corporation's 2004 Annual Report on Form 10-K.

EARNINGS SIMULATION MODEL PROJECTIONS

Bankshares assesses interest rate risk by comparing projected net interest income in the current rate environment with various interest rate scenarios that differ in the direction of interest rate changes, the degree of change over time, the speed of the change and the projected shape of the yield curve. This analysis incorporates substantially all of Bankshares' assets and liabilities and off-balance sheet instruments, however it does not include CBNV loans and deposits as of June 30, 2005. The inclusion of CBNV balance sheet is not anticipated to have a material effect on Bankshares' interest rate risk position. Through these simulations, management estimates the impact on net interest income of a 200 basis point upward and 100 basis point downward change in interest rates. The following table summarizes the effect a positive 100 and 200 basis point parallel change and a negative 100 basis point parallel change in interest rates would have on Bankshares' net interest income over the next 12 months.

| Change in interest rates (basis points) | Calculated increase / (decrease) in projected net interest income | |
|--|--|----------------------|
| | June 30, 2005 | December 31, 2004 |
| +200 | 4.5% | 5.5% |
| +100 | 2.2% | 2.8% |
| -100 | (2.4)% | (2.9)% |

At June 30, 2005, Bankshares' interest sensitivity position remained asset sensitive. Based on its most recent simulation model, Bankshares' net interest income would increase by \$13.6 million or 2.2% and \$27.5 million or 4.5% if interest rates were to move up gradually over the next six months by 100 basis points or 200 basis points, respectively. A downward movement of 100 basis points would reduce net interest income by \$14.5 million or 2.4%. Bankshares manages the interest rate risk profile within policy limits. Given the low level of interest rates, Bankshares Asset/Liability Management Committee ALCO has measured the risk for decrease in interest rate at 100 basis points. At June 30, 2005, and December 31, 2004, Bankshares was within its policy guidelines. In response to action by the Federal Reserve to increase short-term interest rates, Bankshares' prime interest rate continues to rise. Bankshares has approximately \$4.6 billion in loans that will reprice within the next quarter. The effects of a rising rate environment on interest expense are less predictable due to customer behavior that shifts the mix of deposit products. Approximately \$1.6 billion in short and long-term debt will also be subject to rate increases within the next quarter. As rates continue to rise, management expects, based on Bankshares' interest sensitivity position, that the net interest margin and net interest income will expand modestly.

Bankshares also utilizes interest rate derivatives to hedge interest rate risk exposures. The credit risk amount and estimated net fair values of these derivatives as of June 30, 2005 and December 31, 2004 are presented in Note No. 11 (Derivative Instruments and Hedging Activities) to the Financial Statements. Derivatives are used for asset/liability management in three ways:

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To convert long-term fixed-rate debt to floating-rate payments by entering into receive-fixed swaps at issuance;

To convert the cash flows from selected asset and/or liability instruments/portfolios from fixed to floating payments or vice versa; and

To hedge the mortgage origination pipeline by utilizing forward rate commitments for loans held-for-sale.

MARKET VALUE OF EQUITY MODELING

Bankshares also utilizes the market value of equity as a measurement tool in managing interest rate sensitivity. The market value of equity measures the degree to which the market values of Bankshares' assets and liabilities and off-balance sheet instruments will change given a change in interest rates. ALCO guidelines limit the change in market value of equity in a 200 basis point parallel rate shock to 25% of the market value of equity assuming interest rates at June 30, 2005. The up 200 basis point scenario resulted in a 2.7% increase at June 30, 2005 and a 2.2% increase at December 31, 2004. The down 200 basis point scenario resulted in an 8.3% decrease at June 30, 2005 and an 8.6% decrease at December 31, 2004. At June 30, 2005 and December 31, 2004, Bankshares was within its policy guidelines.

The valuation analysis is dependent upon certain key assumptions about the nature of indeterminate maturities of assets and liabilities. Management estimates the average life and rate characteristics of asset and liability accounts based on historical analysis and management's expectation of rate behavior. These assumptions are periodically validated and updated.

Market Risk Trading Activities

Bankshares provides capital market products to its customers. From a market risk perspective, Bankshares' net income is exposed to changes in interest rates, credit spreads, and equities and their implied volatilities. The primary purpose of Bankshares' trading business is to accommodate customers in the management of their market price risks. Derivative transactions executed with customers are simultaneously hedged in the capital markets. All derivatives transacted with customers used to hedge capital market transactions with customers are carried at fair value. The ALCO establishes and monitors counterparty risk limits. The notional amount, exposure amount and estimated net fair value of all customer accommodation derivatives at June 30, 2005 are included in Note No. 11 (Derivative Instruments and Hedging Activities) to the Financial Statements.

Market Risk Equity Markets

Bankshares is directly and indirectly affected by changes in the equity markets. Bankshares has made investments in private equities. These investments are made within capital allocations approved by management. Management reviews these investments at least quarterly and assesses them for possible other-than-temporary impairment. Private equity investments totaled \$29.4 million at June 30, 2005 and \$21.3 million at June 30, 2004.

Changes in equity market prices may also indirectly affect Bankshares' net income: (1) by affecting the value of third party assets under management or administration within IWM and, hence, fee income; (2) by affecting particular borrowers, whose ability to repay principal and/or interest may be affected by the stock market; or (3) by affecting brokerage activity, related commission income and other business activities.

Liquidity Risk

Liquidity risk is the possibility that Bankshares will not be able to fund present and future financial obligations. The objective of liquidity management is to maintain the ability to meet commitments to fund loans, purchase securities and repay deposits and other liabilities in accordance with their terms. To achieve this objective, the ALCO establishes and monitors liquidity guidelines that require sufficient asset-based liquidity to cover potential funding requirements and to avoid over-reliance on volatile, less reliable funding markets. Debt securities in the available-for-sale portfolio provide liquidity, in addition to the immediately liquid resources of cash and due from banks and federal funds sold and securities purchased under resale agreements. By limiting the maturity of securities and maintaining a conservative investment posture, management can rely on the investment portfolio to help meet any short-term funding needs. U.S. Treasury and agency securities, which provide the greatest liquidity, averaged \$1.4 billion for both the second quarter of 2005 and the first quarter of 2005, a 3.1% decrease for this period and a 10.5% decrease from the average of \$1.5 billion for the second quarter of 2004.

Core customer deposits have historically provided a sizable source of relatively stable and low-cost funds. For the three months ended June 30, 2005, core deposits (total deposits less certificates of deposit of \$100,000 and over) averaged \$9.7 billion compared with \$9.3 billion for the first

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quarter of 2005 and \$9.1 billion for the second quarter of 2004. Although not viewed as core deposits, a substantial portion of short-term borrowings comprised of securities sold under agreements to repurchase and commercial paper originate from core deposit relationships tied to the overnight cash management program offered to customers. Long-term debt and short-term borrowings funded the remaining assets.

In addition to these sources, Bankshares has access to national markets for certificates of deposit, commercial paper and debt financing. Should it need to further supplement its liquidity, Bankshares has \$1.8 billion in lines with the FHLB Atlanta and back-up commercial paper lines of \$40 million with commercial banks. Bankshares is required to obtain approval from holders of Bankshares' 6.72% and 6.80% unsecured senior notes if it incrementally borrows in excess of \$150 million under these FHLB lines.

Liquidity is also available through Bankshares' ability to raise funds in the capital markets. Bankshares accesses capital markets for long-term funding by issuing registered debt and private placements. As of June 2005, Moody's Investors Service published their Mercantile Bankshares Corporation's commercial paper rating of P-1 and the Corporation's subordinated debt rating of A2. Also in June 2005, Standard & Poor's Ratings Service published their Bankshares' rating of A+/Stable/A-1 and counterparty rating of A+/Stable/A-1. Rating agencies base their ratings on many quantitative and qualitative factors, including capital adequacy, liquidity, asset quality, quality of the management team, business mix and level and quality of earnings. For additional information see Risk Management - Liquidity Risk in the Mercantile Bankshares Corporation's 2004 Annual Report on Form 10-K.

Contractual Obligations and Commitments

In the normal course of business, Bankshares enters into certain contractual obligations and other commitments. Such obligations generally relate to funding operations through debt arrangements as well as leases of premises and equipment. As a financial services provider, Bankshares routinely enters into commitments to extend credit, including loan commitments, standby letters of credit and financial guarantees. For a discussion of these commitments see Note No. 6 Commitments above. For a discussion of contractual commitments see Off-Balance Sheet Arrangements and Contractual Obligations in the Mercantile Bankshares Corporation's 2004 Annual Report on Form 10-K. Items disclosed in the Annual Report on Form 10-K have not changed materially since the report was filed.

Cautionary Statement

This report contains financial information determined by methods other than in accordance with Generally Accepted Accounting Principles (GAAP). Bankshares' management uses these non-GAAP measures in their analysis of the Company's performance. In particular, net interest income, net interest margin and the cash operating efficiency ratio are calculated on a fully tax-equivalent basis (FTE). The FTE basis is determined by adjusting net interest income to reflect tax-exempt interest income on a before-tax equivalent basis. These measures typically adjust GAAP performance measures to exclude intangible assets and the amortization of intangible assets related to the consummation of mergers. These operating earnings measures may also exclude other significant gains, losses or expenses that are not considered components of core earnings. Since these items and their impact on Bankshares' performance are difficult to predict, management believes presentations of financial measures excluding the impact of these items provide useful supplemental information that is essential to a proper understanding of the operating results and financial position of Bankshares' core businesses. These disclosures should not be viewed as a substitute for results determined in accordance with GAAP, nor are they necessarily comparable to operating earnings performance measures that may be presented by other companies.

This report contains forward-looking statements within the meaning of and pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. A forward-looking statement encompasses any estimate, prediction, opinion or statement of belief contained in this report, and the underlying management assumptions. Such statements in this report include: identification of trends; loan growth; deposit retention; comments on adequacy of the allowance for loan losses; credit quality; changes in leasing activities; effects of asset sensitivity and interest rate changes; information concerning market risk referenced in Item 3; expected pro forma assets, loans and deposits of the banks resulting from the planned reorganization; and the anticipated effect of the proposed reorganization on operations, regulatory compliance and service to banking customers. Forward-looking statements are based on current expectations and assessments of potential developments affecting market conditions, interest rates and other economic conditions, and results may ultimately vary from the statements made in this report. In addition, the following factors, among others, could cause actual results to differ materially from the anticipated results or expectations expressed in the forward-looking statements: administrative and operational efficiencies may not improve to the degree projected; and competitive pressures and regulatory complexities that affect our banks may be stronger than expected.

Supplemental Information by Quarter

Select Financial Data

(in thousands, except per share data)

| | 2Q 05 | 1Q 05 | 4Q 04 | 3Q 04 | 2Q 04 | 2Q 05 vs 1Q 05 | 2Q 05 vs 2Q 04 |
|---|---------------|---------------|---------------|--------------|--------------|----------------------|----------------------|
| OPERATING RESULTS | | | | | | | |
| Net interest income (1) | \$ 152,367 | \$ 143,083 | \$ 143,710 | \$ 138,182 | \$ 133,484 | 6.5% | 14.1% |
| Net interest income - taxable equivalent (1) | 154,023 | 144,660 | 145,370 | 139,866 | 135,159 | 6.5 | 14.0 |
| Provision for loan losses | | 756 | | 2,442 | 2,353 | (100.0) | (100.0) |
| Net income | 67,873 | 62,627 | 60,612 | 56,785 | 56,313 | 8.4 | 20.5 |
| PER COMMON SHARE DATA | | | | | | | |
| Basic net income | \$.84 | \$.79 | \$.77 | \$.72 | \$.71 | 6.3% | 18.3% |
| Diluted net income | .84 | .78 | .76 | .71 | .71 | 7.7 | 18.3 |
| Dividends paid | .38 | .35 | .35 | .35 | .35 | 8.6 | 8.6 |
| Book value at period end | 25.87 | 24.39 | 24.18 | 23.85 | 23.28 | 6.1 | 11.1 |
| Market value at period end | 51.53 | 50.86 | 52.20 | 47.96 | 46.82 | 1.3 | 10.1 |
| Market range: | | | | | | | |
| High | 52.80 | 52.35 | 53.09 | 49.34 | 47.93 | 0.9 | 10.2 |
| Low | 48.58 | 48.40 | 47.07 | 44.18 | 40.31 | 0.4 | 20.5 |
| AVERAGE BALANCE SHEET DATA | | | | | | | |
| Total loans | \$ 10,899,263 | \$ 10,314,361 | \$ 10,084,344 | \$ 9,825,793 | \$ 9,623,884 | 5.7% | 13.3% |
| Total earning assets | 13,840,991 | 13,221,167 | 13,056,972 | 12,831,612 | 12,668,674 | 4.7 | 9.3 |
| Total assets | 15,233,571 | 14,508,344 | 14,310,894 | 14,099,488 | 13,939,185 | 5.0 | 9.3 |
| Total deposits | 11,273,220 | 10,718,734 | 10,675,933 | 10,507,716 | 10,398,257 | 5.2 | 8.4 |
| Shareholders' equity | 2,042,104 | 1,950,276 | 1,911,151 | 1,877,844 | 1,851,761 | 4.7 | 10.3 |
| STATISTICS AND RATIOS (Net income annualized) | | | | | | | |
| Return on average assets | 1.79% | 1.75% | 1.68% | 1.60% | 1.62% | | |
| Return on average equity (2) | 13.33 | 13.02 | 12.62 | 12.03 | 12.23 | | |
| Return on average tangible equity (2) | 19.64 | 18.57 | 18.16 | 17.63 | 18.14 | | |
| Average equity to average assets (2) | 13.41 | 13.44 | 13.35 | 13.32 | 13.28 | | |
| Average tangible equity to average tangible assets (2) | 9.67 | 10.00 | 9.84 | 9.67 | 9.55 | | |
| Net interest rate spread - taxable equivalent | 3.95 | 3.99 | 4.02 | 3.99 | 3.96 | | |
| Net interest margin on earning assets - taxable equivalent | 4.46 | 4.44 | 4.43 | 4.34 | 4.29 | | |
| Efficiency ratio (1),(3) | 48.54 | 49.45 | 52.70 | 51.20 | 50.12 | | |
| Operating efficiency ratio (1),(3) | 48.29 | 48.68 | 51.20 | 48.96 | 49.01 | | |
| Dividend payout ratio | 45.24 | 44.30 | 45.45 | 48.61 | 49.30 | | |
| Bank offices | 239 | 225 | 226 | 229 | 229 | 14 | 10 |
| Employees | 3,630 | 3,423 | 3,479 | 3,418 | 3,508 | 207 | 122 |
| CREDIT QUALITY DATA AT PERIOD END | | | | | | | |
| Net charge-offs / (recoveries) | \$ (998) | \$ 741 | \$ 12,439 | \$ (568) | \$ 557 | (234.7)% | (279.2)% |
| Nonaccrual loans | 26,909 | 31,234 | 30,898 | 38,902 | 39,888 | (13.8) | (32.5) |
| Restructured loans | | | | | | | |
| Total nonperforming loans | 26,909 | 31,234 | 30,898 | 38,902 | 39,888 | (13.8) | (32.5) |
| Other real estate owned, net | 777 | 145 | 212 | 388 | 402 | 435.9 | 93.3 |
| Total nonperforming assets | 27,686 | 31,379 | 31,110 | 39,290 | 40,290 | (11.8) | (31.3) |
| CREDIT QUALITY RATIOS | | | | | | | |
| Provision for loan losses (annualized) as a percent of period-end loans | | % .03% | | % .10% | .10% | | |
| Net charge-offs / (recoveries) - annualized as a percent of period-end | (.04) | .03 | .48 | (.02) | .02 | | |

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| | | | | | |
|--|---------------|--------|--------|--------|--------|
| loans | | | | | |
| Nonperforming loans as a percent of period-end loans | .24 | .30 | .30 | .39 | .41 |
| Allowance for loan losses as a percent of period-end loans | 1.38 | 1.43 | 1.46 | 1.61 | 1.62 |
| Allowance for loan losses as a percent of nonperforming loans | 583.82 | 477.10 | 482.24 | 414.99 | 397.19 |
| Other real estate owned as a percent of period-end loans and other real estate owned | .01 | | | | |
| Nonperforming assets as a percent of period-end loans and other real estate owned | .24 | .30 | .30 | .39 | .41 |
| Nonperforming assets as a percent of total assets | .17 | .21 | .22 | .27 | .29 |

(1),(2),(3) See Reconciliation of Non-GAAP measures on page 37 for additional information.

Statements of Consolidated Income

(in thousands, except per share data)

| | 2Q 05 | 1Q 05 | 4Q 04 | 3Q 04 | 2Q 04 | 2Q 05 vs 1Q 05 | 2Q 05 vs 2Q 04 |
|--|------------------|------------------|------------------|------------------|------------------|----------------------|----------------------|
| INTEREST INCOME | | | | | | | |
| Interest and fees on loans | \$ 169,877 | \$ 152,544 | \$ 147,114 | \$ 138,117 | \$ 132,171 | 11.4% | 28.5% |
| Interest and dividends on investment securities: | | | | | | | |
| Taxable interest income | 25,374 | 24,992 | 25,809 | 26,048 | 26,165 | 1.5 | (3.0) |
| Tax-exempt interest income | 788 | 721 | 766 | 803 | 820 | 9.3 | (3.9) |
| Other investment income | 583 | 644 | 1,157 | 472 | 352 | (9.5) | 65.6 |
| | 26,745 | 26,357 | 27,732 | 27,323 | 27,337 | 1.5 | (2.2) |
| Other interest income | 442 | 344 | 414 | 449 | 534 | 28.5 | (17.2) |
| Total interest income | 197,064 | 179,245 | 175,260 | 165,889 | 160,042 | 9.9 | 23.1 |
| INTEREST EXPENSE | | | | | | | |
| Interest on deposits | 31,384 | 25,305 | 22,621 | 20,142 | 19,873 | 24.0 | 57.9 |
| Interest on short-term borrowings | 5,484 | 4,042 | 2,955 | 1,990 | 1,480 | 35.7 | 270.5 |
| Interest on long-term debt | 7,829 | 6,815 | 5,974 | 5,575 | 5,205 | 14.9 | 50.4 |
| Total interest expense | 44,697 | 36,162 | 31,550 | 27,707 | 26,558 | 23.6 | 68.3 |
| NET INTEREST INCOME | 152,367 | 143,083 | 143,710 | 138,182 | 133,484 | 6.5 | 14.1 |
| Provision for loan losses | | 756 | | 2,442 | 2,353 | (100.0) | (100.0) |
| NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES | 152,367 | 142,327 | 143,710 | 135,740 | 131,131 | 7.1 | 16.2 |
| NONINTEREST INCOME | | | | | | | |
| Investment and wealth management | 23,780 | 24,057 | 22,735 | 22,396 | 22,936 | (1.2) | 3.7 |
| Service charges on deposit accounts | 11,088 | 10,426 | 11,312 | 11,278 | 10,981 | 6.3 | 1.0 |
| Mortgage banking related fees | 2,895 | 2,283 | 3,199 | 3,063 | 2,293 | 26.8 | 26.3 |
| Investment securities gains and (losses) | 99 | 414 | 705 | (1) | 590 | (76.1) | (83.2) |
| Nonmarketable investments | 4,222 | 5,271 | 4,001 | 2,767 | 450 | (19.9) | 838.2 |
| Other income | 17,982 | 15,418 | 13,776 | 14,418 | 13,876 | 16.6 | 29.6 |
| Total noninterest income | 60,066 | 57,869 | 55,728 | 53,921 | 51,126 | 3.8 | 17.5 |
| NONINTEREST EXPENSES | | | | | | | |
| Salaries | 50,180 | 46,554 | 49,448 | 48,696 | 44,689 | 7.8 | 12.3 |
| Employee benefits | 11,956 | 11,897 | 10,678 | 10,557 | 10,928 | 0.5 | 9.4 |
| Net occupancy expense of bank premises | 6,857 | 6,922 | 6,300 | 6,128 | 5,819 | (0.9) | 17.8 |
| Furniture and equipment expenses | 7,924 | 7,279 | 8,566 | 7,936 | 7,573 | 8.9 | 4.6 |
| Communications and supplies | 4,019 | 4,040 | 4,294 | 4,111 | 4,195 | (0.5) | (4.2) |
| Other expenses | 22,977 | 23,461 | 26,702 | 21,789 | 20,163 | (2.1) | 14.0 |
| Total noninterest expenses | 103,913 | 100,153 | 105,988 | 99,217 | 93,367 | 3.8 | 11.3 |
| Income before income taxes | 108,520 | 100,043 | 93,450 | 90,444 | 88,890 | 8.5 | 22.1 |
| Applicable income taxes | 40,647 | 37,416 | 32,838 | 33,659 | 32,577 | 8.6 | 24.8 |
| NET INCOME | \$ 67,873 | \$ 62,627 | \$ 60,612 | \$ 56,785 | \$ 56,313 | 8.4 | 20.5 |
| Weighted average shares outstanding | 80,514 | 79,228 | 79,075 | 78,965 | 79,119 | 1.6 | 1.8 |
| Adjusted weighted average shares outstanding | 81,161 | 79,875 | 79,800 | 79,611 | 79,751 | 1.6 | 1.8 |
| NET INCOME PER COMMON SHARE: | | | | | | | |
| Basic | \$.84 | \$.79 | \$.77 | \$.72 | \$.71 | 6.3 | 18.3 |
| Diluted | \$.84 | \$.78 | \$.76 | \$.71 | \$.71 | 7.7 | 18.3 |

Statements of Consolidated Noninterest Income and Noninterest Expenses

(in thousands)

| Noninterest Income | 2Q 05 | 1Q 05 | 4Q 04 | 3Q 04 | 2Q 04 | 2Q 05 | 2Q 05 |
|--|-----------|-----------|-----------|-----------|-----------|---------|---------|
| | | | | | | vs | vs |
| | | | | | | 1Q 05 | 2Q 04 |
| Investment and wealth management | \$ 23,780 | \$ 24,057 | \$ 22,735 | \$ 22,396 | \$ 22,936 | (1.2)% | 3.7% |
| Service charges on deposit accounts | 11,088 | 10,426 | 11,312 | 11,278 | 10,981 | 6.3 | 1.0 |
| Mortgage banking related fees: | | | | | | | |
| Commercial | 2,092 | 1,837 | 2,600 | 2,395 | 1,563 | 13.9 | 33.8 |
| Residential | 803 | 446 | 599 | 668 | 730 | 80.0 | 10.0 |
| Total mortgage banking related fees | 2,895 | 2,283 | 3,199 | 3,063 | 2,293 | 26.8 | 26.3 |
| Investment securities gains and (losses) | 99 | 414 | 705 | (1) | 590 | (76.1) | (83.2) |
| Nonmarketable investments | | | | | | | |
| Private equity and other investments | 4,569 | 2,461 | 179 | 1,628 | 373 | 85.7 | 1,124.9 |
| Hedge funds | (1,245) | 1,964 | 2,875 | 341 | (708) | (163.4) | (75.8) |
| Bank-owned life insurance | 898 | 846 | 947 | 798 | 785 | 6.1 | 14.4 |
| Total nonmarketable investments | 4,222 | 5,271 | 4,001 | 2,767 | 450 | (19.9) | 838.2 |
| Other income: | | | | | | | |
| Electronic banking fees | 5,954 | 5,173 | 5,312 | 6,029 | 6,008 | 15.1 | (0.9) |
| Charges and fees on loans | 3,020 | 2,795 | 2,892 | 2,647 | 2,835 | 8.1 | 6.5 |
| Insurance | 3,558 | 4,540 | 3,046 | 3,218 | 3,267 | (21.6) | 8.9 |
| All other income | 5,450 | 2,910 | 2,526 | 2,524 | 1,766 | 87.3 | 208.6 |
| Total other income | 17,982 | 15,418 | 13,776 | 14,418 | 13,876 | 16.6 | 29.6 |
| Total | \$ 60,066 | \$ 57,869 | \$ 55,728 | \$ 53,921 | \$ 51,126 | 3.8 | 17.5 |

| Noninterest Expenses | 2Q 05 | 1Q 05 | 4Q 04 | 3Q 04 | 2Q 04 | 2Q 05 | 2Q 05 |
|--|------------|------------|------------|-----------|-----------|--------|-------|
| | | | | | | vs | vs |
| | | | | | | 1Q 05 | 2Q 04 |
| Salaries | \$ 50,180 | \$ 46,554 | \$ 49,448 | \$ 48,696 | \$ 44,689 | 7.8% | 12.3% |
| Employee benefits | 11,956 | 11,897 | 10,678 | 10,557 | 10,928 | 0.5 | 9.4 |
| Net occupancy expense of bank premises | 6,857 | 6,922 | 6,300 | 6,128 | 5,819 | (0.9) | 17.8 |
| Furniture and equipment expenses | 7,924 | 7,279 | 8,566 | 7,936 | 7,573 | 8.9 | 4.6 |
| Communications and supplies | 4,019 | 4,040 | 4,294 | 4,111 | 4,195 | (0.5) | (4.2) |
| Other expenses: | | | | | | | |
| Professional services | 4,882 | 5,125 | 9,315 | 7,157 | 4,996 | (4.7) | (2.3) |
| Advertising and promotional expenses | 2,677 | 1,711 | 2,833 | 1,747 | 2,135 | 56.5 | 25.4 |
| Electronic banking expenses | 3,177 | 3,241 | 3,051 | 3,299 | 3,006 | (2.0) | 5.7 |
| Amortization of intangible assets | 2,179 | 2,072 | 2,009 | 2,044 | 2,057 | 5.2 | 5.9 |
| Outsourcing expenses | 2,383 | 2,690 | 1,305 | 1,351 | 1,227 | (11.4) | 94.2 |
| All other expenses | 7,679 | 8,622 | 8,189 | 6,191 | 6,742 | (10.9) | 13.9 |
| Total other expenses | 22,977 | 23,461 | 26,702 | 21,789 | 20,163 | (2.1) | 14.0 |
| Total | \$ 103,913 | \$ 100,153 | \$ 105,988 | \$ 99,217 | \$ 93,367 | 3.8 | 11.3 |

Consolidated Average Balance Sheets

(in thousands)

| | 2Q 05 | | 1Q 05 | | 4Q 04 | | 3Q 04 | | 2Q 04 | | Average Balance | |
|--|---------------|----------|---------------|----------|---------------|----------|---------------|----------|---------------|----------|-----------------|----------------|
| | Average | Yield(1) | Average | Yield(1) | Average | Yield(1) | Average | Yield(1) | Average | Yield(1) | 2Q 05 vs 1Q 05 | 2Q 05 vs 2Q 04 |
| | Balance | / Rate | Balance | / Rate | Balance | / Rate | Balance | / Rate | Balance | / Rate | | |
| Earning assets | | | | | | | | | | | | |
| Loans: | | | | | | | | | | | | |
| Commercial | \$ 2,926,234 | 6.31% | \$ 2,848,452 | 5.90% | \$ 2,813,318 | 5.63% | \$ 2,744,195 | 5.34% | \$ 2,719,232 | 5.15% | 2.7% | 7.6% |
| Commercial real estate | | | | | | | | | | | | |
| Commercial real estate | 3,363,924 | 6.51 | 3,133,446 | 6.28 | 3,083,266 | 6.09 | 2,969,515 | 5.91 | 2,879,434 | 5.82 | 7.4 | 16.8 |
| Construction | 1,442,621 | 6.66 | 1,328,633 | 6.24 | 1,215,282 | 5.93 | 1,142,921 | 5.49 | 1,113,301 | 5.21 | 8.6 | 29.6 |
| Residential real estate | | | | | | | | | | | | |
| Residential real estate | 1,570,002 | 5.86 | 1,517,291 | 5.83 | 1,488,523 | 5.84 | 1,490,763 | 5.80 | 1,437,331 | 5.91 | 3.5 | 9.2 |
| Consumer | 1,596,482 | 5.90 | 1,486,539 | 5.84 | 1,483,955 | 5.70 | 1,478,399 | 5.60 | 1,474,586 | 5.81 | 7.4 | 8.3 |
| Total loans | 10,899,263 | 6.29 | 10,314,361 | 6.04 | 10,084,344 | 5.85 | 9,825,793 | 5.64 | 9,623,884 | 5.57 | 5.7 | 13.3 |
| Federal funds sold, et al | | | | | | | | | | | | |
| Federal funds sold, et al | 40,904 | 4.33 | 31,854 | 4.37 | 44,113 | 3.72 | 50,035 | 3.57 | 95,504 | 2.24 | 28.4 | (57.2) |
| Securities: (2) | | | | | | | | | | | | |
| Taxable securities | | | | | | | | | | | | |
| U.S. Treasury and gov. agencies | | | | | | | | | | | | |
| U.S. Treasury and gov. agencies | 1,382,037 | 3.37 | 1,426,230 | 3.43 | 1,532,514 | 3.53 | 1,571,102 | 3.59 | 1,543,661 | 3.74 | (3.1) | (10.5) |
| Mortgage-backed | 1,365,012 | 4.05 | 1,303,700 | 4.02 | 1,243,520 | 3.90 | 1,228,539 | 3.84 | 1,254,512 | 3.78 | 4.7 | 8.8 |
| Other investments | 65,051 | 3.63 | 63,943 | 4.12 | 68,004 | 7.12 | 65,264 | 2.90 | 52,773 | 2.73 | 1.7 | 23.3 |
| Tax-exempt securities | | | | | | | | | | | | |
| States and political subdivisions | | | | | | | | | | | | |
| States and political subdivisions | 88,537 | 5.90 | 80,921 | 5.97 | 84,319 | 5.99 | 90,721 | 5.82 | 98,182 | 5.55 | 9.4 | (9.8) |
| Total securities | 2,900,637 | 3.77 | 2,874,794 | 3.79 | 2,928,357 | 3.84 | 2,955,626 | 3.75 | 2,949,128 | 3.80 | 0.9 | (1.6) |
| Interest-bearing deposits in other banks | | | | | | | | | | | | |
| Interest-bearing deposits in other banks | 187 | 1.31 | 158 | 1.47 | 158 | 1.45 | 158 | 1.08 | 158 | 1.06 | 18.4 | 18.4 |
| Total earning assets | 13,840,991 | 5.76 | 13,221,167 | 5.55 | 13,056,972 | 5.39 | 12,831,612 | 5.20 | 12,668,674 | 5.13 | 4.7 | 9.3 |
| Cash and due from banks | | | | | | | | | | | | |
| Cash and due from banks | 301,484 | | 290,911 | | 285,742 | | 296,203 | | 298,440 | | 3.6 | 1.0 |
| Bank premises and equipment, net | | | | | | | | | | | | |
| Bank premises and equipment, net | 144,347 | | 141,426 | | 140,556 | | 141,536 | | 141,757 | | 2.1 | 1.8 |
| Other assets | | | | | | | | | | | | |
| Other assets | 1,099,607 | | 1,004,526 | | 985,411 | | 990,468 | | 988,430 | | 9.5 | 11.2 |
| Less: allowance for loan losses | | | | | | | | | | | | |
| Less: allowance for loan losses | (152,858) | | (149,686) | | (157,787) | | (160,331) | | (158,116) | | 2.1 | (3.3) |
| Total assets | \$ 15,233,571 | | \$ 14,508,344 | | \$ 14,310,894 | | \$ 14,099,488 | | \$ 13,939,185 | | 5.0 | 9.3 |
| Interest-bearing liabilities | | | | | | | | | | | | |
| Deposits: | | | | | | | | | | | | |
| Savings | | | | | | | | | | | | |
| Savings | \$ 1,463,960 | .36 | \$ 1,459,580 | .32 | \$ 1,445,223 | .30 | \$ 1,457,432 | .29 | \$ 1,434,288 | .29 | 0.3 | 2.1 |
| Checking plus interest | | | | | | | | | | | | |
| Checking plus interest | 1,418,337 | .16 | 1,350,521 | .15 | 1,326,074 | .15 | 1,291,808 | .15 | 1,302,313 | .15 | 5.0 | 8.9 |
| Money market | | | | | | | | | | | | |
| Money market | 1,574,422 | 1.15 | 1,550,919 | .94 | 1,572,997 | .75 | 1,556,212 | .55 | 1,564,295 | .54 | 1.5 | 0.6 |
| Time deposits | | | | | | | | | | | | |
| \$100,000 and over | | | | | | | | | | | | |
| \$100,000 and over | 1,618,161 | 2.97 | 1,427,571 | 2.66 | 1,354,677 | 2.22 | 1,299,918 | 1.90 | 1,315,119 | 1.82 | 13.4 | 23.0 |
| Other time deposits | | | | | | | | | | | | |
| Other time deposits | 2,060,974 | 2.54 | 1,905,548 | 2.28 | 1,882,646 | 2.22 | 1,918,216 | 2.12 | 1,955,632 | 2.12 | 8.2 | 5.4 |
| Total interest-bearing deposits | | | | | | | | | | | | |
| Total interest-bearing deposits | 8,135,854 | 1.55 | 7,694,139 | 1.33 | 7,581,617 | 1.19 | 7,523,586 | 1.07 | 7,571,647 | 1.06 | 5.7 | 7.5 |
| Short-term borrowings | | | | | | | | | | | | |
| Short-term borrowings | 1,021,281 | 2.15 | 1,000,929 | 1.64 | 956,368 | 1.23 | 942,789 | .84 | 910,854 | .65 | 2.0 | 12.1 |

Noninterest Expenses

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| | | | | | | | | | | | | |
|---|----------------------|--------------|---------------|-------|---------------|-------|---------------|-------|---------------|-------|-----|------|
| Long-term debt | 742,056 | 4.23 | 689,372 | 4.01 | 642,675 | 3.70 | 641,264 | 3.46 | 648,576 | 3.23 | 7.6 | 14.4 |
| Total interest-bearing funds | 9,899,191 | 1.81 | 9,384,440 | 1.56 | 9,180,660 | 1.37 | 9,107,639 | 1.21 | 9,131,077 | 1.17 | 5.5 | 8.4 |
| Noninterest-bearing deposits | 3,137,366 | | 3,024,595 | | 3,094,316 | | 2,984,130 | | 2,826,610 | | 3.7 | 11.0 |
| Other liabilities and accrued expenses | 154,910 | | 149,033 | | 124,767 | | 129,875 | | 129,737 | | 3.9 | 19.4 |
| Total liabilities | 13,191,467 | | 12,558,068 | | 12,399,743 | | 12,221,644 | | 12,087,424 | | 5.0 | 9.1 |
| Shareholders equity | 2,042,104 | | 1,950,276 | | 1,911,151 | | 1,877,844 | | 1,851,761 | | 4.7 | 10.3 |
| Total liabilities & shareholders equity | \$ 15,233,571 | | \$ 14,508,344 | | \$ 14,310,894 | | \$ 14,099,488 | | \$ 13,939,185 | | 5.0 | 9.3 |
| Net interest rate spread | | 3.95% | | 3.99% | | 4.02% | | 3.99% | | 3.96% | | |
| Effect of noninterest-bearing funds | | .51 | | .45 | | .41 | | .35 | | .33 | | |
| Net interest margin on earning assets | | 4.46% | | 4.44% | | 4.43% | | 4.34% | | 4.29% | | |

(1) Presented on a tax-equivalent basis using the statutory federal corporate income tax rate of 35% (see reconciliation of non-GAAP measures on page 37)

(2) Nonaccrual loans are included in average loans

(3) Balances reported at amortized cost; excludes pretax unrealized gains (losses) on securities available-for-sale

Reconciliation of Non-GAAP Measures (unaudited)

(in thousands, except per share data)

| | YTD 2005 | YTD 2004 | 2Q 05 | 1Q 05 | 4Q 04 | 3Q 04 | 2Q 04 |
|--|-------------|-------------|-------|-------|-------|-------|-------|
|--|-------------|-------------|-------|-------|-------|-------|-------|

(1) The net interest margin and efficiency ratios are presented on a fully tax-equivalent (FTE) and annualized basis. The FTE basis adjusts for the tax-favored status of income from certain loans and investments. Management believes this measure to be the preferred industry measurement of the net interest income and provides a relevant comparison between taxable and non-taxable investments.

| | | | | | | | |
|--|------------|------------|------------|------------|------------|------------|------------|
| Net interest income (GAAP basis) | \$ 295,450 | \$ 263,889 | \$ 152,367 | \$ 143,083 | \$ 143,710 | \$ 138,182 | \$ 133,484 |
| Taxable-equivalent adjustment | 3,233 | 3,400 | 1,656 | 1,577 | 1,660 | 1,684 | 1,675 |
| Net interest income - taxable equivalent | \$ 298,683 | \$ 267,289 | \$ 154,023 | \$ 144,660 | \$ 145,370 | \$ 139,866 | \$ 135,159 |

(2) Management excludes the balance of intangible assets and their related amortization expense from its calculation of return on average tangible equity and average tangible equity to average tangible assets. This adjustment allows management to review the core operating results and core capital position of Bankshares. This is consistent with the treatment by bank regulatory agencies which exclude goodwill and other intangible assets from their calculation of risk-based capital ratios.

| | | | | | | | |
|--|--------|--------|--------|--------|--------|--------|--------|
| Return on average equity (GAAP basis) | 13.18% | 12.18% | 13.33% | 13.02% | 12.62% | 12.03% | 12.23% |
| Impact of excluding average intangible assets and amortization | 5.93 | 5.92 | 6.31 | 5.55 | 5.54 | 5.60 | 5.91 |
| Return on average tangible equity | 19.11% | 18.10% | 19.64% | 18.57% | 18.16% | 17.63% | 18.14% |
| Average equity to average assets (GAAP basis) | 13.42% | 13.42% | 13.41% | 13.44% | 13.35% | 13.32% | 13.28% |
| Impact of excluding average intangible assets and amortization | (3.59) | (3.78) | (3.74) | (3.44) | (3.51) | (3.65) | (3.73) |
| Average tangible equity to average tangible assets | 9.83% | 9.64% | 9.67% | 10.00% | 9.84% | 9.67% | 9.55% |

When computing the cash operating efficiency ratio and cash operating earnings, management excludes the amortization of intangible assets, restructuring charges, merger-related expenses, gains on sales of premises and gains and losses from sales of investment securities in order to assess the core operating results of Bankshares and because of the uncertainty as to timing and amount of gain or losses to be recognized.

(3) The efficiency ratio is measured by dividing noninterest expenses by the sum of net interest income on a FTE basis and noninterest income.

| | | | | | | | |
|-------------------------------------|--------|--------|--------|--------|--------|--------|--------|
| Efficiency ratio (GAAP basis) | 48.98% | 50.26% | 48.54% | 49.45% | 52.70% | 51.20% | 50.12% |
| Impact of excluding: | | | | | | | |
| Securities gains and (losses) | 0.06 | 0.07 | 0.02 | 0.10 | 0.18 | | 0.16 |
| Gains on sales of premises | 0.54 | 0.12 | 0.78 | 0.27 | 0.01 | 0.20 | 0.06 |
| Amortization of deposit intangibles | (0.68) | (0.74) | (0.69) | (0.67) | (0.68) | (0.71) | (0.73) |

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| | | | | | | | |
|-----------------------------------|--------|--------|--------|--------|--------|--------|--------|
| Amortization of other intangibles | (0.35) | (0.36) | (0.34) | (0.35) | (0.31) | (0.35) | (0.37) |
| Restructuring charges | | (0.11) | | | (0.70) | (1.38) | (0.23) |
| Merger-related expenses | (0.07) | (0.11) | (0.02) | (0.12) | | | |
| Cash operating efficiency ratio | 48.48% | 49.13% | 48.29% | 48.68% | 51.20% | 48.96% | 49.01% |

(4) Bankshares presents cash operating earnings and diluted cash operating earnings per share in order to assess the core operating results.

| | | | | | | | | | | | | | | |
|---|----|---------|----|---------|----|---------|----|--------|----|--------|----|--------|----|--------|
| Net income (GAAP basis) | \$ | 130,500 | \$ | 112,010 | \$ | 67,873 | \$ | 62,627 | \$ | 60,612 | \$ | 56,785 | \$ | 56,313 |
| Less: | | | | | | | | | | | | | | |
| Securities (gains) and losses, net of tax | | (310) | | (323) | | (60) | | (250) | | (426) | | 1 | | (357) |
| Gains on sales of premises, net of tax | | (2,741) | | (583) | | (2,048) | | (693) | | (26) | | (442) | | (144) |
| Plus: | | | | | | | | | | | | | | |
| Amortization of deposit intangibles, net of tax | | 1,701 | | 1,653 | | 875 | | 826 | | 826 | | 826 | | 826 |
| Amortization of other intangibles, net of tax | | 868 | | 819 | | 442 | | 426 | | 388 | | 409 | | 417 |
| Restructuring charges, net of tax | | | | 251 | | | | | | 850 | | 1,610 | | 251 |
| Merger-related expenses, net of tax | | 183 | | 248 | | 27 | | 156 | | | | | | |
| Cash operating earnings | \$ | 130,201 | \$ | 114,075 | \$ | 67,109 | \$ | 63,092 | \$ | 62,224 | \$ | 59,189 | \$ | 57,306 |
| Diluted net income per share (GAAP basis) | \$ | 1.62 | \$ | 1.40 | \$ | 0.84 | \$ | 0.78 | \$ | 0.76 | \$ | 0.71 | \$ | 0.71 |
| Less: | | | | | | | | | | | | | | |
| Securities (gains) and losses, net of tax | | | | | | | | | | (0.01) | | | | |
| Gains on sales of premises, net of tax | | (0.03) | | | | (0.03) | | (0.01) | | | | (0.01) | | |
| Plus: | | | | | | | | | | | | | | |
| Amortization of deposit intangibles, net of tax | | 0.02 | | 0.02 | | 0.01 | | 0.01 | | 0.01 | | 0.01 | | 0.01 |
| Amortization of other intangibles, net of tax | | 0.01 | | 0.01 | | 0.01 | | 0.01 | | 0.01 | | 0.01 | | |
| Restructuring charges, net of tax | | | | | | | | | | 0.01 | | 0.02 | | |
| Merger-related expenses, net of tax | | | | | | | | | | | | | | |
| Diluted cash operating earnings per share | | 1.62 | | 1.43 | | 0.83 | | 0.79 | | 0.78 | | 0.74 | | 0.72 |

Item 3. Quantitative and Qualitative Disclosures About Market Risk

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Information responsive to this item as of December 31, 2005 appears under the captions *Risk Management* , *Interest Rate Sensitivity Analysis (Static Gap)* and *Earnings Simulation Model Projections* of the registrant's Form 10-K for the year ended December 31, 2005. There was no material change in such information as of June 30, 2005.

Item 4. Controls and Procedures

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Bankshares management, under the supervision and with the participation of Bankshares principal executive officer and principal financial officer, evaluated the effectiveness of the design and operation of our disclosure controls and procedures, (as that term is defined in Rules 13a-15(e) and 15d-15(e)) under the Securities and Exchange Act of 1934, as amended)) Based on the evaluation, the principal executive officer and principal financial officer concluded that Bankshares disclosure controls and procedures are effective as of the end of the period covered by this report.

There have not been any changes in Bankshares internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f)) under the Securities and Exchange Act of 1934, as amended)) during the fiscal quarter to which this report relates that have materially affected, or are reasonably likely to materially affect, Bankshares internal control over financial reporting.

PART II OTHER INFORMATION

Item 1. Legal Proceedings

Between 2001 and 2003, on behalf of either individual plaintiffs or a putative class of plaintiffs, eight separate actions were filed in state and federal court against Community Bank of Northern Virginia (CBNV) and other defendants challenging the validity of second mortgage loans the defendants made to the plaintiffs. All of the cases were either filed in or removed to the federal district court for the Western District of Pennsylvania. In June 2003, the parties to the various actions informed the court that they had reached an agreement in principle to settle the various actions. On July 17, 2003, the court conditionally certified a class for settlement purposes, preliminarily approved the class settlement, and directed the issuance of notice to the class.

Thereafter, certain plaintiffs opted out of the proposed settlement and challenged the validity of the settlement in the district court. The district court denied their arguments and approved the settlement. These opt out plaintiffs appealed the district court s approval of the settlement to the Third Circuit Court of Appeals. The Third Circuit heard oral argument on February 17, 2005 and has not yet issued its decision. Certain individuals who were excluded from the settlement class have filed two actions on behalf of a putative class of plaintiffs alleging claims similar to those raised in the initial filing. These actions recently were consolidated in the Western District of Pennsylvania. Bankshares believes these actions are without merit and intends to defend the actions vigorously.

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

Matters voted upon and considered at the Annual Meeting of Shareholders held on May 10, 2005. There were 79,449,126 shares of Common Stock entitled to vote at the meeting and a total of 65,060,284 shares, or 81.9%, were represented at the meeting.

Elect the following individuals as directors of Bankshares to serve until the 2008 Annual Meeting of Stockholders and until successors are duly elected and qualify. The results of voting for election of directors were:

| | For | Withheld |
|---------------------------|------------|-----------------|
| Eddie C. Brown | 64,425,523 | 634,759 |
| Anthony W. Deering | 64,194,508 | 865,773 |
| Freeman A. Hrabowski, III | 62,175,695 | 2,884,587 |
| Jenny G. Morgan | 64,353,623 | 706,658 |
| Clayton S. Rose | 64,131,858 | 928,423 |
| Donald J. Shepard | 63,887,579 | 1,172,702 |
| Jay M. Wilson | 64,316,546 | 743,735 |

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The following directors terms of office continued after the meeting and they did not stand for reelection:

Cynthia A. Archer

R. Carl Benna

Richard O. Berndt

Howard B. Bowen

William R. Brody, M.D.

George L. Bunting, Jr.

Darrell D. Friedman

Edward J. Kelly, III

Robert A. Kinsley

Alexander T. Mason

Morton B. Plant

Christian H. Poindexter

James L. Shea

Ratified the appointment of PricewaterhouseCoopers LLP as Bankshares Independent Public Accountant for 2005. The voting results of shares represented by proxy were:

| For | Against | Abstained | Broker nonvotes |
|------------|----------------|------------------|------------------------|
| 64,062,859 | 789,644 | 207,275 | 505 |

Approve the Mercantile Bankshares Corporation Stock Retainer and Deferred Compensation Plan for Non-Employee Directors were:

| For | Against | Abstained | Broker nonvotes |
|------------|----------------|------------------|------------------------|
| 48,668,962 | 3,693,648 | 1,070,062 | 11,627,611 |

Item 6. Exhibits

Exhibits

31.1 Section 302 Certification of Chief Executive Officer. Filed as an exhibit hereto and incorporated herein by reference

31.2 Section 302 Certification of Chief Financial Officer. Filed as an exhibit hereto and incorporated herein by reference

32.1 Section 906 Certification of Chief Executive Officer. Filed as an exhibit hereto and incorporated herein by reference

32.2 Section 906 Certification of Chief Financial Officer. Filed as an exhibit hereto and incorporated herein by reference

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.

Mercantile Bankshares Corporation
(Registrant)

July 29, 2005
Date

/s/ Edward J. Kelly, III
By: Edward J. Kelly, III
Chairman of the Board,
President and
Chief Executive Officer

July 29, 2005
Date

/s/ Terry L. Troupe
By: Terry L. Troupe
Executive Vice President and
Chief Financial Officer

July 29, 2005
Date

/s/ William T. Skinner, Jr.
By: William T. Skinner, Jr.
Controller