

SUMMIT BANCSHARES INC /TX/  
Form 10-K  
March 16, 2006

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

**FORM 10-K**

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

For the Fiscal Year Ended December 31, 2005

Commission File Number 0-11986

**SUMMIT BANCSHARES, INC.**

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(Exact name of registrant as specified in its charter)

Texas

75-1694807

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(State or other jurisdiction  
of organization or incorporation)

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

3880 Hulen St., Fort Worth, Texas 76107

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(Address of principal executive offices, including zip code)

(817) 336-6817

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(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

None

Securities registered pursuant to Section 12(g) of the Act:

Common Stock, \$1.25 Par Value, and attached Stock Purchase Rights

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(Title of Class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

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Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). **Yes**  **No**

As of June 30, 2005, the last business day of the registrant's most recently completed second fiscal quarter, the aggregate market value of the shares of Common Stock of the registrant held by non-affiliates was approximately \$179,588,000, based upon the last sales price of \$17.30 per share as reported on NASDAQ.

The number of shares of Common Stock outstanding at March 6, 2006 was 12,460,868 shares.

### **DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the registrant's Proxy Statement, required to be filed pursuant to Regulation 14A in connection with the registrant's 2006 Annual Meeting of Shareholders, are incorporated by reference into Part III of this Annual Report on Form 10-K.

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**SUMMIT BANCSHARES, INC.  
ANNUAL REPORT ON FORM 10-K**

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## PART I

### ITEM 1. BUSINESS. GENERAL

Summit Bancshares, Inc. (the Corporation) was incorporated under the laws of the state of Texas in 1979. The Corporation is a bank holding company registered under the Bank Holding Company Act of 1956, as amended (the BHC Act), and became a financial holding company under the Gramm-Leach-Bliley Act (the GLB Act) in February 2002. The Corporation maintains its principal executive offices at 3880 Hulen Street, Suite 300, Fort Worth, Texas 76107. At December 31, 2005, the Corporation had consolidated total assets of \$1.1 billion, consolidated total loans of \$774.9 million, consolidated total deposits of \$878.8 million and consolidated total shareholders' equity of \$81.3 million.

The Corporation's principal activity is the ownership and management of its direct and indirect wholly-owned subsidiaries, Summit Delaware Financial Corporation, Summit Bank, National Association (the Bank) and SIA Insurance Agency, Inc. (SIA). The Corporation provides advice and services to the Bank and coordinates its activities in the areas of financial accounting controls and reports, internal audit programs, regulatory compliance, financial planning and employee benefit programs, although the Bank operates under the day-to-day management of its own officers and directors.

### PRODUCTS AND SERVICES

The products and services offered by the Corporation through its subsidiaries are generally those offered by commercial banks of comparable size, including:

**Commercial Banking Services.** The Bank provides general commercial banking services for corporate and other business clients principally located in Tarrant County, Texas. Loans are made for a wide variety of purposes, including interim construction and mortgage financing on real estate and financing of equipment and inventories.

**Consumer Banking Services.** The Bank provides a full range of consumer banking services, including interest and noninterest-bearing checking accounts, various savings programs, installment and real estate loans, money transfers, on-site ATM facilities and safe deposit facilities.

**Trust Services.** The Bank provides a wide range of trust, investment, agency and custodial services for individual and corporate clients. These services include the administration of estates and personal trusts, as well as the management of investment accounts for individuals, employee benefit plans and charitable foundations. At December 31, 2005, the estimated fair value of trust assets was approximately \$66.6 million, including managed assets of \$60.1 million and custody assets of \$6.5 million.

**Financial Planning and Investment Advisory Services.** Summit Financial Partners, a division of the Bank, provides comprehensive financial planning and investment management services for both individuals and corporations. These services include investment, retirement, education and estate planning as well as asset management services through an agreement with Raymond James Financial Services, Inc. Raymond James Financial Services, Inc. is a registered broker-dealer and a member of the National Association of Securities Dealers, Inc.

**Insurance Products and Services.** SIA is a full-service insurance agency that provides commercial property and casualty insurance as well as life, health and disability insurance and benefits planning to the Corporation's existing and prospective commercial customers. These services are offered through an alignment the Corporation has established with local agencies Wm. Rigg Insurance Co. for property and casualty insurance and CSG/Hull Benefits, Inc. for life and benefits insurance.

### AVAILABLE INFORMATION

The Corporation's website is [www.summitbank.net](http://www.summitbank.net). The Corporation makes copies of its annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K, and any amendments to those reports, publicly available free of charge through its website under the Investor Relations section as soon as reasonably practicable after it electronically files or furnishes such materials with or to the Securities and Exchange Commission (the SEC). The Corporation also makes information relating to its corporate governance policies and practices publicly available free of charge through its website. Copies of the foregoing materials may also be obtained free of charge upon written request to the Corporation at 3880 Hulen Street, Suite 300, Fort Worth, Texas 76107, Attention: Corporate Secretary.

### COMPETITION

The Corporation and its subsidiaries encounter intense competition for their products and services from bank holding companies and other financial institutions located in Tarrant County, Texas, including banks, savings and loan associations, credit unions, factors, insurance

companies and commercial and captive finance companies, many of which are larger than the Corporation and its subsidiaries in terms of capital, resources and personnel.

## EMPLOYEES

As of December 31, 2005, the Corporation and the Bank collectively had a total of 252 full-time employees and 29 part-time employees.

## REGULATION AND SUPERVISION

The Corporation and its subsidiaries are subject to federal and state laws applicable to financial institutions and businesses generally. This regulatory framework is intended primarily for the protection of depositors, federal deposit insurance funds and the banking system as a whole, and not for the protection of shareholders and creditors of the Corporation. The following summary of statutory and regulatory provisions is not intended to be a complete description of all of the statutes and regulations to which the Corporation and its subsidiaries are subject and is qualified in its entirety by reference to the applicable statutes and regulations. Any change in applicable statutes, regulations or policies of regulatory authorities could have a material effect on the business, results of operations and financial condition of the Corporation and its subsidiaries.

### The Corporation

**General.** As a bank holding company and a financial holding company, the Corporation is subject to regulation under the BHC Act, the GLB Act and to inspection, supervision and examination by the Board of Governors of the Federal Reserve System (the FRB). Under the BHC Act, the GLB Act and other federal laws, regulations and policies, the Corporation is subject to restrictions on the types of activities in which it may engage and is subject to regulatory enforcement actions for any violations of such laws, regulations and policies.

**Scope of Permissible Activities.** The BHC Act generally prohibits the Corporation from directly or indirectly engaging in, or from directly or indirectly acquiring 5.0% or more of any class of voting securities of any company engaged in any activities other than banking, managing or controlling banks or other activities determined by the FRB to be so closely related to banking as to be a proper incident thereto. Some activities that the FRB has determined to be closely related to banking include making or servicing loans, performing certain data processing services, acting as an investment or financial adviser and providing certain securities brokerage services.

The GLB Act amended the BHC Act in November 1999 to permit the creation of a financial holding company, a new type of bank holding company with powers exceeding those of a traditional bank holding company. As a financial holding company under the GLB Act, the Corporation may provide a wide variety of financial services previously reserved for insurance companies and securities firms, including services such as lending, investing for others, safeguarding money or securities, underwriting insurance, issuing annuities, acting as an insurance principal, agent or broker and providing financial or investment advice.

Under the GLB Act, the Corporation may also engage in, and acquire and retain shares of any company engaged in any activity that the FRB determines to be financial in nature or incidental thereto or complementary to a financial activity, provided that such activity does not pose a substantial risk to the safety or soundness of depository institutions or the financial system generally. The GLB Act also generally permits the Corporation to invest in non-financial companies as a part of a bona fide underwriting or merchant or investment banking activities if it holds an investment only for a period of time to enable its sale or disposition on a reasonable basis consistent with the financial viability of the foregoing activities.

**Source of Strength to the Bank.** Under FRB regulations, the Corporation is expected to serve as a source of financial and managerial strength to the Bank and, under appropriate circumstances, commit resources to its support. This support may be required at times when the Corporation may not be able to provide such support. If the Corporation fails to meet its obligations to serve as a source of strength to the Bank, the FRB may find the Corporation to be engaged in an unsafe or unsound banking practice and in violation of FRB regulations.

**Restrictions on Payment of Dividends.** Under FRB regulations, the FRB has the authority to prohibit bank holding companies from engaging in activities that the FRB considers unsafe or unsound banking practices. Under certain circumstances, the FRB may take the position that payment of dividends by the Corporation would constitute an unsafe or unsound banking practice in light of the financial condition of the Corporation. Under FRB policies, a bank holding company should pay cash dividends on its common stock only out of income available over the past year and should not pay cash dividends if such payment would undermine its ability to serve as a source of strength to its banking subsidiaries. The Corporation's ability to pay cash dividends is further limited by its obligation to maintain adequate levels of capital in accordance with the FRB's capital adequacy guidelines. See Business - The Corporation - Capital Adequacy Requirements.

**Capital Adequacy Requirements.** The FRB has established guidelines to assess the capital adequacy of bank holding companies. The guidelines impose two sets of capital adequacy requirements on bank holding companies: (i) risk-based capital guidelines, which require bank holding companies to maintain a specified minimum ratio of qualifying total capital to risk-weighted assets, and (ii) leverage ratios, which require bank holding companies to maintain a specified minimum ratio of capital to total assets. Failure to comply with these capital adequacy

guidelines could subject the Corporation to a variety of enforcement actions as well as certain limitations on its business, including, but not limited to, restrictions on the payment of dividends to its shareholders.

Under the risk-based capital guidelines, the FRB requires bank holding companies to maintain a minimum ratio of qualifying total capital to risk-weighted assets of at least 8.0% (of which at least 4.0% must be in the form of Tier 1 capital). A bank holding company's qualifying total capital represents the sum of its Tier 1 and Tier 2 capital (with Tier 2 capital being limited to 100% of Tier 1 capital), less investments in certain unconsolidated subsidiaries. Tier 1 capital generally includes common shareholders' equity, qualifying preferred stock and minority interests in consolidated subsidiaries, less goodwill, intangible assets and certain other adjustments. Tier 2 capital generally includes certain other preferred stock, qualifying debt instruments and allowances for loan losses. Risk-weighted assets are calculated by multiplying asset balances by corresponding risk weights generally based on perceived credit risk. At December 31, 2005, the Corporation's ratios of Tier 1 and qualifying total capital to risk-weighted assets were 10.3% and 11.6%, respectively, both of which exceeded regulatory minimums.

The FRB guidelines also require bank holding companies with high regulatory ratings to maintain minimum leverage ratios of at least 3.0%, which are calculated by dividing Tier 1 capital by adjusted average total consolidated assets. Other bank holding companies with supervisory, financial or managerial weaknesses, as well as those anticipating or experiencing significant growth, are expected to maintain leverage ratios in excess of 3.0%. At December 31, 2005, the Corporation's ratio of Tier 1 capital to adjusted average total consolidated assets was 8.0%, which exceeded the regulatory minimum.

**Liability for Undercapitalized Subsidiaries.** The Federal Deposit Insurance Corporation Improvements Act of 1991 ( FDICIA ) requires bank regulators to take prompt corrective action against an insured depository institution if that institution does not meet certain capital adequacy guidelines. In the event an insured depository institution becomes undercapitalized under the FDICIA capital adequacy guidelines, it must submit a capital restoration plan to its federal regulatory agency. Before regulatory authorities will approve an undercapitalized institution's capital restoration plan, each company that controls the institution must guarantee, up to certain limits, the institution's compliance with the capital restoration plan. Because the Bank is an insured depository institution under FDICIA that is controlled by the Corporation, the Corporation would be required to guarantee the Bank's compliance with a capital restoration plan in the event the Bank becomes undercapitalized under the FDICIA capital adequacy guidelines. See Business - the Bank - Capital Adequacy Requirements for additional information regarding the FDICIA capital adequacy guidelines.

Under FDICIA, liability for the fulfillment of any such guarantee could extend up to 5.0% of the undercapitalized institution's assets at the time it became undercapitalized or the amount necessary to bring the undercapitalized institution into compliance with the capital adequacy guidelines. In addition, a bank holding company controlling an undercapitalized institution may be required to obtain FRB approval prior to paying cash dividends or engaging in other activities. Under certain circumstances, the FRB may also require a bank holding company to divest itself of an undercapitalized institution or other affiliates of the bank holding company.

**Liability of Commonly Controlled Institutions.** The Financial Institution Reform, Recovery and Enforcement Act of 1989 ( FIRREA ) contains a cross-guarantee provision under which commonly controlled insured depository institutions can be held liable to the Federal Deposit Insurance Corporation (the FDIC ) for any losses incurred, or reasonably expected to be incurred, by the FDIC due to the default of an insured depository institution, and for any assistance provided by the FDIC to an insured depository institution that is in danger of default. A FDIC cross-guarantee claim against an insured depository institution for administrative expenses and claims of such institution's depositors (including the FDIC, as subrogee of such depositors) has priority over the rights of such institution's shareholders and other creditors.

**Acquisitions by Bank Holding Companies.** Under the BHC Act, prior FRB approval is required before a bank holding company merges or consolidates with, or acquires direct or indirect control of more than 5.0% of the outstanding shares of any class of voting securities or substantially all of the assets of, any bank or bank holding company. In approving any of the foregoing transactions, the FRB is required to consider the financial and managerial resources and future prospects of the banks and bank holding companies concerned, the convenience and needs of the communities to be served and other various competitive factors.

The Riegle-Neal Interstate Banking and Branching Efficiency Act of 1994 (the Interstate Banking Act ) provides that the FRB may approve an application of an adequately capitalized and managed bank holding company to acquire banks located in other states, regardless of whether the acquisition would be prohibited by applicable state laws. Any such approval, however, would be subject to applicable state age laws. An out-of-state bank holding company seeking to acquire ownership or control of a bank located in Texas must obtain the prior approval of both the FRB and the Banking Commissioner of Texas (the Commissioner ) if the Texas bank has not been in existence for five years. If the FRB approves an acquisition that the Commissioner disapproves, the Commissioner may accept the FRB decision or attempt to have the decision overturned by a federal court.

The Interstate Banking Act also provides that a bank holding company and its affiliates may not acquire a bank located in Texas if, as a result of the acquisition, the bank holding company and its affiliates would control more than 10.0% of total deposits in insured depository institutions nationwide or 30.0% or more of total deposits in insured depository institutions in the home state of the bank to be acquired. However, states may adopt deposit concentration caps that are more restrictive than those set forth in the Interstate Banking Act, and Texas has adopted a deposit concentration cap of 20.0% of in-state insured deposits that will apply in connection with acquisitions of banks located in Texas.



**Acquisitions of Bank Holding Companies.** The Change in Bank Control Act of 1978 (the CBC Act ) prohibits a person or group of persons from acquiring control of a bank holding company unless the FRB has been given prior notice and has not disapproved the acquisition. For purposes of the CBC Act, the acquisition of 25.0% or more of any class of voting securities of a bank holding company constitutes an acquisition of control. The FRB presumes that the acquisition of 10.0% or more of any class of voting securities of a bank holding company constitutes acquisition of control if either the bank holding company has a class of equity securities registered under Section 12 of the Securities Exchange Act of 1934 or if no other person will own or control a greater percentage of that class of securities immediately after the acquisition. This presumption can be rebutted by showing that the acquisition will not in fact result in an acquisition of control of the bank holding company under the CBC Act.

**Enforcement.** The FRB has broad supervisory enforcement authority over bank holding companies and their non-banking subsidiaries. The FRB may seek various administrative remedies in connection with activities and practices of bank holding companies and their non-banking subsidiaries that constitute violations of federal laws and FRB regulations, including issuing cease and desist orders that may, among other things, require affirmative action to correct improper conditions, restitution, reimbursement, indemnification, guaranty against loss, restrictions on growth, disposal of certain assets or such other action as the FRB determines to be appropriate.

FIRREA significantly expanded the FRB's enforcement powers over bank holding companies and their non-banking subsidiaries. Under FIRREA, the scope of individuals and entities against whom enforcement may be sought and penalties assessed was expanded to include, among others, directors, officers, employees or controlling shareholders of bank holding companies and their non-banking subsidiaries. FIRREA also increased the amount of civil penalties that the FRB and other regulatory agencies may assess for knowingly or recklessly committing certain activities that cause a substantial loss to a depository institution.

## **The Bank**

**General.** The Bank is a national banking association organized under the National Bank Act, as amended (the National Bank Act), and is subject to supervision and examination by the Office of the Comptroller of the Currency (the OCC). The OCC regulates national banks with respect to, among other matters, capital adequacy, reserves, loan portfolios, investments and management practices, and the OCC may seek various administrative remedies in connection with activities and practices of national banks that are unsafe or unsound or constitute violations of law. The Bank is also subject to regulation and supervision by the FDIC because the Bank's deposits are insured by the Bank Insurance Fund (BIF) of the FDIC. The FRB also has supervisory and regulatory authority over the activities and practices of the Bank.

**Scope of Permissible Activities.** Under the National Bank Act, a national bank may engage in making, arranging, purchasing or selling loans, purchasing, holding and conveying real estate under certain conditions, dealing in investment securities under certain circumstances and, generally, engaging in the business of banking and activities that are incidental thereto. Activities that are deemed to be incidental to the business of banking include, among others, borrowing and lending of money, receiving deposits, holding or selling securities or other property acquired in connection with security on a loan, discounting and negotiating evidences of debt, issuing letters of credit to or on behalf of its customers, operating a safe deposit business, providing check guarantee plans, issuing credit cards, operating a loan production office, selling loans under repurchase agreements and verifying and collecting checks.

**Branching.** National banks with a main office or a branch in Texas may establish branches anywhere in Texas with prior OCC approval. In acting on a branch application of a national bank, the OCC considers a number of factors, including the bank's financial history, capital adequacy and earnings prospects, the character of its management and needs of the community.

The Interstate Banking Act also permits banks to merge across state lines and thereafter have interstate branches by continuing to operate, as a main office or a branch, any office of any bank acquired in connection with an interstate bank acquisition. The Interstate Banking Act also allows a bank to open new branches in a state in which it does not already have banking operations if the laws of that state permit a de novo branch of an out-of-state bank. A de novo branch is a branch office of a bank that was originally established as a branch rather than as a result of an acquisition or merger. Under Texas law, an out-of-state bank may establish a de novo branch in Texas if the laws of the home state of the out-of-state bank permit a Texas bank to establish a de novo branch in such state. An out-of-state bank that has established or acquired a branch in Texas may establish or acquire additional in-state branches to the same extent as a Texas bank.

**Restrictions on Transactions with Affiliates.** The Bank is subject to federal statutes which limit transactions between the Bank and its affiliates. Section 23A of the Federal Reserve Act places limitations on the Bank's ability to make loans to, purchase assets from and make investments in, its affiliates, and it also requires certain levels of collateral for loans made by the Bank to its affiliates. Transactions between the Bank and its affiliates are also subject to Section 23B of the Federal Reserve Act which requires, among other things, that certain transactions between the Bank and its affiliates must be on terms substantially the same, or at least as favorable to the Bank, as those prevailing at the time for comparable transactions with or involving other nonaffiliated companies.

The Federal Reserve Act and FRB Regulation O also impose restrictions on the ability of the Bank and its affiliates to make loans to their directors, executive officers, principal shareholders and their related interests. These restrictions include limits on loans to one borrower and conditions that must be met before such loans can be made. There is also an aggregate limitation on all loans to insiders and their related interests. In the aggregate, these loans generally may not exceed the institution's total unimpaired capital and surplus. Directors, executive officers, principal shareholders and their related interests are subject to enforcement actions for knowingly accepting loans in violation of these restrictions.

**Interest Rate Limits and Lending Regulations.** The Bank is subject to various state and federal statutes relating to the extension of credit and the making of loans. The National Banking Act generally defers to state law for the maximum rate of interest which may be charged by national banks. The maximum legal rate of interest that the Bank may charge on a loan under Texas law depends on a variety of factors, including the

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type of borrower, the purpose of the loan, the amount of the loan and the date on which the loan is made. Penalties are provided by law for charging interest in excess of the maximum lawful rate.

Loans made by banks located in Texas are subject to numerous other federal and state laws and regulations, including the Truth-in-Lending Act, the Texas Finance Code, the Equal Credit Opportunity Act, the Real Estate Settlement Procedures Act and the Home Mortgage Disclosure Act. Failure to comply with these laws could result in certain remedies for borrowers and penalties for lenders. The scope and requirements of these and similar laws and regulations have expanded in recent years and, as a result, claims by borrowers under these laws and regulations may increase in the future.

**Restrictions on Payment of Dividends.** The principal source of the Corporation's revenues is cash dividends received from the Bank. The National Bank Act provides that the Bank may pay dividends out of its current or retained net profits but may not pay dividends out of its paid-in capital. The National Bank Act further restricts the Bank's payment of dividends by prohibiting the Bank from declaring a dividend until its surplus fund equals the amount of its capital stock or, if its surplus fund does not equal the amount of its capital stock, until one-tenth of the Bank's net profits for the preceding half year, in the case of quarterly or semi-annual dividends, or the preceding two half-year periods, in the case of annual dividends, are transferred to the surplus fund. OCC approval is required prior to the payment of a dividend if the total of all dividends declared by the Bank in any calendar year would exceed the total of its net profits for that year combined with its retained net profits for the two preceding years. The Bank's ability to pay dividends is further restricted by the FDICIA capital adequacy guidelines. See Business - The Bank - Capital Adequacy Requirements. In addition, certain regulatory authorities are authorized to prohibit the Bank from paying dividends if any such payment would constitute an unsafe and unsound banking practice.

**Capital Adequacy Requirements.** FDICIA established a system of supervision of the capital adequacy of insured depository institutions based upon minimum risk-based capital ratios and leverage ratios which are similar to those established by the FRB for bank holding companies. The OCC regulations establish five capital categories ranging from well capitalized to critically undercapitalized. A depository institution is considered well capitalized if it has a total risk-based capital ratio of 10.0% or greater, a Tier 1 risk-based capital ratio of 6.0% or greater, a leverage ratio of 5.0% or greater and is not subject to an order, written agreement, capital directive or prompt corrective action directive to meet and maintain a specific capital level for any capital measure. A depository institution is considered adequately capitalized if it has a total risk-based capital ratio of 8.0% or greater, a Tier 1 risk-based capital ratio of 4.0% or greater and a leverage ratio of 4.0% or greater (or a leverage ratio of 3.0% or greater if the institution was given the highest rating in its most recent report of examination) and the institution does not meet the definition of a well capitalized institution. A depository institution is considered undercapitalized if it has a total risk-based capital ratio that is less than 8.0%, a Tier 1 risk-based capital ratio that is less than 4.0% or a leverage ratio that is less than 4.0% (or a leverage ratio that is less than 3.0% if the institution received the highest rating in its most recent report of examination). An institution is significantly undercapitalized if it has a total risk-based capital ratio that is less than 6.0%, a Tier 1 risk-based capital ratio that is less than 3.0% or a leverage ratio that is less than 3.0%. A depository institution is critically undercapitalized if it has a ratio of tangible equity to total assets that is equal to or less than 2.0%. At December 31, 2005, the Bank qualified as a well capitalized institution under the OCC regulations.

**Prompt Corrective Measures for Capital Deficiencies.** FDICIA requires federal banking regulators to take prompt corrective action with respect to capital-deficient insured depository institutions with the overall goal of limiting losses to the BIF. With certain exceptions, a depository institution is prohibited from making capital distributions or paying management fees to its bank holding company if the payment of such distributions or fees will cause the institution to become undercapitalized. Furthermore, an undercapitalized institution must file a capital restoration plan with the OCC, which must be guaranteed by each company that controls such institution. See Business - The Corporation - Liability for Undercapitalized Subsidiaries. Undercapitalized institutions also are subject to restrictions on growth, acquisitions, branching and engaging in new lines of business unless they have an approved capital restoration plan that otherwise permits such activities. An institution that is not well capitalized may not accept brokered deposits without prior regulatory approval and will be subject to limitations on interest rates that it offers on its deposits. In addition, the OCC may, among other things, require an undercapitalized institution to issue securities or other obligations to raise funds to recapitalize the institution or, under certain circumstances, divest one or more of its subsidiaries for such purpose.

The OCC and other Federal banking agencies are authorized by FDICIA to take various enforcement actions against any significantly undercapitalized institution and action may be taken against an institution that fails to submit an acceptable capital restoration plan or fails to implement a capital restoration plan approved by the OCC. Such actions may include, among other things, prohibiting asset growth or requiring asset reduction, restricting interest rates paid, requiring FRB prior approval of any capital distributions by any bank holding company which controls the institution, requiring divestiture by the institution of its subsidiaries or by the holding company of the institution itself, requiring an election of new directors of the institution and requiring the dismissal of its directors and officers.

Critically undercapitalized institutions may be subject to more extensive control and supervision. A critically undercapitalized institution may be prohibited from, among other things, entering into any material transaction not in the ordinary course of business, amending its charter or bylaws or engaging in certain transactions with affiliates. In addition, critically undercapitalized institutions generally will be prohibited from making payments of principal or interest on outstanding subordinated debt. Within 90 days of the date on which an institution becomes critically undercapitalized, the OCC must appoint a receiver or conservator unless certain findings are made with respect to the prospect for the institution's continued viability.

**Deposit Insurance Assessments.** Under FDICIA, the FDIC is required to assess premiums on an insured depository institution's deposits in order to adequately fund the BIF. The FDIC has established a risk-based insurance premium assessment system that is used to calculate deposit insurance assessments made on BIF member banks. Under the assessment system, each insured depository institution is assigned to one of nine risk classifications based upon certain capital and supervisory measures and, depending upon its classification, assessed insurance premiums on its deposits. Insured depository institutions are required to pay insurance premiums ranging from 0% of insured deposits to 0.27% of insured deposits. The Bank currently qualifies for the 0% insurance premium assessment.



Under the Deposit Insurance Funds Act of 1996 (the Funds Act ), banks insured under the BIF were required to pay a part of the interest on bonds issued by the Financing Corporation ( FICO ) in the late 1980s to recapitalize the defunct Federal Savings and Loan Insurance Corporation. Before the Funds Act, FICO payments were made only by depository institutions which were members of the Savings Association Insurance Fund (the SAIF ). Prior to January 1, 2000, the Funds Act provided that BIF members were assessed for FICO payments at only one-fifth the rate of assessment on SAIF members. However, beginning January 1, 2000, the Funds Act provided that all BIF- and SAIF-insured institutions must pay FICO assessments at the same rate. For the first quarter of 2006, FICO rates have been set at .0132% for both BIF and SAIF members. The FICO assessment rates for both BIF and SAIF members for 2005 were as follows:

|                |         |
|----------------|---------|
| Fourth Quarter | .0134 % |
| Third Quarter  | .0134%  |
| Second Quarter | .0142%  |
| First Quarter  | .0144%  |

**Community Reinvestment Act.** The Community Reinvestment Act of 1977 ( CRA ) and the regulations issued by the OCC thereunder are intended to encourage banks to help meet the credit needs of their service area, including low and moderate income neighborhoods, consistent with the safe and sound operations of the banks. These regulations also provide for regulatory assessment of a bank s record in meeting the needs of its service area when considering applications to establish branches, merger applications and applications to acquire the assets of another bank. FIRREA requires federal banking agencies to publicly disclose the rating of a bank s performance under the CRA. In the case of a bank holding company, the CRA performance record of its subsidiary bank is reviewed in connection with the filing of an application to acquire ownership or control of securities or assets of a bank or to merge with any other bank holding company. An unsatisfactory record can substantially delay or block the transaction. A less than satisfactory CRA rating can limit the extent to which a bank holding company and its affiliates can take advantage of the expanded range of activities permitted by the GLB Act.

#### Customer Privacy

Under the GLB Act, federal banking regulators have adopted rules limiting the ability of banks and other financial institutions to disclose nonpublic information about consumers. These rules require each financial institution to establish an information security program and a written plan containing policies and procedures designed to prevent the disclosure of nonpublic information about consumers. The plan must be adjusted on a continuing basis for changes in technology, the sensitivity of consumer information and internal and external threats to information security. A financial institution s policy for protecting nonpublic information about consumers must be disclosed to the customer at the time the customer relationship is established and at least annually thereafter.

The USA Patriot Act and Bank Secrecy Acts require financial institutions to develop programs to prevent financial institutions from being used for money laundering and terrorist activities. If such activities are detected, financial institutions are obligated to file suspicious activity reports with the U.S. Treasury Department s Office of Financial Crimes Enforcement Network. These rules require financial institutions to establish procedures for identifying and verifying the identity of customers seeking to open new financial accounts. Failure to comply with these regulations could result in fines or sanctions. During the last year, several banking institutions have received large fines for non-compliance with these laws and regulations. The Corporation has developed policies and procedures designed to assist in compliance with these laws and regulations.

#### Changing Regulatory Structure

Various proposals relating to the regulation of banks and other financial institutions are introduced from time to time by Congress, states and other regulatory authorities. If enacted or otherwise adopted, any of such proposals could significantly change the regulation of banks and other financial institutions in substantial and unexpected ways. The Corporation cannot predict whether any such proposals will be enacted or otherwise adopted or, if enacted or adopted, the extent to which such proposals would affect the business, results of operations and financial condition of the Corporation or the Bank.

#### Monetary Policy and Economic Controls

The business, results of operations and financial condition of the Corporation and the Bank are affected by the policies of regulatory authorities, including the monetary policies of the FRB. An important function of the FRB is to promote orderly economic growth by influencing interest rates and the supply of money and credit. Among the methods that have been used by the FRB to achieve this objective are open market operations in United States government securities, control of borrowings at the discount window, changes in the discount rate for member bank borrowing, changes in reserve requirements against member bank deposits and certain borrowings by banks and their affiliates and the placement of limitations on interest rates that member banks may pay on time and savings deposits. FRB monetary policies have materially affected the business, results of operations and financial condition of banks and other financial institutions in the past and are expected to continue to do so in the future. The Corporation cannot predict the nature of any future monetary policies or the effect that such policies may have on the business, results of operations and financial condition of the Corporation and the Bank.



## **ITEM 1A. RISK FACTORS**

In addition to the other information contained in this report, the following risks may affect us. Among the risks are: (i) risks associated with our business, (ii) risks associated with our common stock and (iii) risks associated with our industry. Our business, financial condition or results of operations could be materially and adversely affected by any of these risks.

### **Risks Associated With Our Business**

#### **Our profitability may be adversely affected by a downturn in the Tarrant County economy**

Unlike larger national or other regional banks that are more geographically diversified, we provide banking and financial services to customers primarily in the Texas metropolitan areas of Arlington and Fort Worth located in Tarrant County and substantially all of our loan customers and most of our deposit and other customers live or have operations in Tarrant County. Accordingly, our success significantly depends upon the growth in population, income levels, deposits and housing starts, the continued attraction of business ventures to the area, and the general economic conditions of Tarrant County. The local economic conditions in Tarrant County have a significant impact on the demand for our products and services as well as the ability of our customers to repay loans, the value of the collateral securing loans, and the stability of our deposit funding sources. A significant decline in general economic conditions, caused by inflation, recession, acts of terrorism, outbreak of hostilities or other international or domestic occurrences, unemployment, changes in securities markets or other factors could impact Tarrant County economic conditions and, in turn, have a material adverse effect on our financial condition and results of operations. Conversely, we may not benefit from any future market growth or favorable economic conditions in Tarrant County.

#### **Changes in interest rates could negatively impact our financial condition and results of operations**

Our results of operations are largely dependent upon net interest income, which is the difference between interest income earned on interest-earning assets (such as loans and securities) and interest paid on interest-bearing liabilities (such as deposits and borrowings). Interest rates are highly sensitive to many factors, including domestic and international economic conditions and policies of various governmental and regulatory agencies and, in particular, the Board of Governors of the Federal Reserve System. Changes in monetary policy, including changes in interest rates, could influence the interest we receive on loans and securities and the amount of interest we pay on deposits and borrowings. If our interest-earning assets mature or reprice more quickly than interest-bearing liabilities in a declining interest rate environment, net interest income could be adversely impacted. Likewise, if interest-bearing liabilities mature or reprice more quickly than interest-earnings assets in a rising interest rate environment, net interest income could be adversely impacted.

Specifically, we have traditionally obtained funds principally through deposits and borrowings. As a general matter, deposits are a cheaper source of funds than borrowings, because interest rates paid for deposits are typically less than interest rates charged for borrowings. If, as a result of competitive pressures, market interest rates, general economic conditions or other events, the balances of our deposits decrease relative to our overall banking operations, we may have to rely more heavily on borrowings as a source of funds in the future. Such an increased reliance on borrowings could have a negative impact on our results of operations or financial condition.

Changes in interest rates also can affect the value of loans and other assets and our ability to realize gains on the sale of assets. A portion of our earnings result from transactional income. An example of this type of transactional income is gain on sales of loans and other real estate owned. This type of income can vary significantly from quarter-to-quarter and year-to-year based on a number of different factors, including the interest rate environment. An increase in interest rates that adversely affects the ability of borrowers to pay the principal or interest on loans may lead to an increase in non-performing assets and a reduction of income recognized, which could have a material, adverse effect on our results of operations and cash flow.

Although management believes it has implemented effective asset and liability management strategies to reduce the potential effects of changes in interest rates on our results of operations, any substantial, unexpected, prolonged change in market interest rates could have a material adverse effect on our financial condition and results of operations. See *Interest Rate Sensitivity* in Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations located elsewhere in this report for further discussion related to the Corporation's management of interest rate risk.

#### **The types of loans in our portfolio have a higher degree of risk than residential real estate loans or consumer loans**

As of December 31, 2005, approximately 83% of our loan portfolio consisted of commercial and industrial, construction and commercial real estate loans. These types of loans are generally viewed as having a higher risk of default than residential real estate loans or consumer loans. These types of loans are also typically larger than residential real estate loans and consumer loans. Because our loan portfolio contains a significant number of commercial and industrial, construction and commercial real estate loans with relatively large balances, the deterioration of one or a few of these loans could cause a significant increase in non-performing loans. An increase in non-performing loans could result in a net loss of earnings from these loans, an increase in the provision for possible loan losses and an increase in loan charge-offs, all of which could have a material adverse effect on our financial condition and results of operations. See the section captioned *Loans* in Item 7. Management's



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Discussion and Analysis of Financial Condition and Results of Operations located elsewhere in this report for further discussion related to commercial and industrial, construction and commercial real estate loans.

**Our allowance for loan losses may be insufficient and unexpected loan losses could adversely affect our results of operations**

We maintain an allowance for loan losses, which is a reserve established through a provision for possible loan losses charged to expense, that represents management's best estimate of probable losses within the existing portfolio of loans. The allowance, in the judgment of management, is necessary to reserve for estimated loan losses and risks inherent in the loan portfolio. The level of the allowance reflects management's continuing evaluation of industry concentrations; specific credit risks; loan loss experience; current loan portfolio quality; present economic, political and regulatory conditions and unidentified losses inherent in the current loan portfolio. The determination of the appropriate level of the allowance for possible loan losses inherently involves a high degree of subjectivity and requires management to make significant estimates of current credit risks and future trends, all of which may undergo material changes. Changes in economic conditions affecting borrowers, new information regarding existing loans, identification of additional problem loans and other factors, both within and outside of our control, may require an increase in the allowance for possible loan losses. In addition, bank regulatory agencies periodically review our allowance for loan losses and may require an increase in the provision for possible loan losses or the recognition of further loan charge-offs, based on judgments different than those of management. In addition, if charge-offs in future periods exceed the allowance for possible loan losses; we will need additional provisions to increase the allowance for possible loan losses. We recently announced that, in light of further information and developments concerning a classified borrower with outstanding loan balances of approximately \$9 million, additional provisions for loan losses may be taken during the first quarter of 2006. Any increases in the allowance for possible loan losses will result in a decrease in net income and, possibly, capital, and may have a material adverse effect on our financial condition and results of operations. See the section captioned "Allowance for Loan Losses" in Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations located elsewhere in this report for further discussion related to management's process for determining the appropriate level of the allowance for possible loan losses.

**We are exposed to risk of environmental liabilities with respect to properties to which we take title**

A significant portion of our loan portfolio is secured by real property. During the ordinary course of business, we may foreclose on and take title to properties securing certain loans. In doing so, there is a risk that hazardous or toxic substances could be found on these properties. If hazardous or toxic substances are found, we may be liable for remediation costs, as well as for personal injury and property damage. Environmental laws may require us to incur substantial expenses and may materially reduce the affected property's value or limit our ability to use or sell the affected property. In addition, future laws or more stringent interpretations or enforcement policies with respect to existing laws may increase our exposure to environmental liability. Although we have policies and procedures to perform an environmental review before initiating any foreclosure action on real property, these reviews may not be sufficient to detect all potential environmental hazards. The remediation costs and any other financial liabilities associated with an environmental hazard could have a material adverse effect on our financial condition and results of operations.

**We face strong competition from financial service companies and other companies that offer banking services which could hurt our business**

We conduct our banking operations almost exclusively in Tarrant County. Because Tarrant County has been under serviced by the banking industry historically, we expect to experience increased competition. Increased competition in Tarrant County may result in reduced loans and deposits. Ultimately, we may not be able to compete successfully against current and future competitors. Many competitors offer the banking services that we offer. These competitors include national banks, regional banks and community banks. We also face competition from many other types of financial institutions, including savings and loan associations, finance companies, brokerage firms, insurance companies, credit unions, mortgage banks and other financial intermediaries. In particular, our competitors include several major financial companies whose greater resources may afford them a marketplace advantage by enabling them to maintain numerous locations and mount extensive promotional and advertising campaigns. Additionally, banks and other financial institutions with larger capitalization and financial intermediaries not subject to bank regulatory restrictions may have larger lending limits that could allow them to serve the credit needs of larger customers. Areas of competition include interest rates for loans and deposits, efforts to obtain loan and deposit customers and a range in quality of products and services provided, including new technology-driven products and services. Technological innovation continues to contribute to greater competition in domestic and international financial services markets as technological advances enable more companies to provide financial services. We also face competition from out-of-state financial intermediaries that have opened loan production offices or that solicit deposits in our market areas. If we are unable to attract and retain banking customers, we may be unable to continue our loan and deposit growth and our business, financial condition, results of operations and cash flows may be adversely affected.

**We are subject to extensive government regulation and supervision that may limit our ability to take certain actions**

We are subject, primarily through Summit Bank and certain non-bank subsidiaries, to extensive federal and state regulation and supervision. Banking regulations are primarily intended to protect depositors' funds, federal deposit insurance funds and the banking system as a whole, not shareholders. These regulations affect our lending practices, capital structure, investment practices, dividend policy and growth, among other things. Congress and federal regulatory agencies continually review banking laws, regulations and policies for possible changes. Changes to

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statutes, regulations or regulatory policies, including changes in interpretation or implementation of statutes, regulations or policies, could affect us in substantial and unpredictable ways. Such changes could subject us to additional costs, limit the types of financial services and products we may offer and/or increase the ability of non-banks to offer competing financial services and products, among other things. Failure to comply with laws, regulations or policies could result in sanctions by regulatory agencies, civil money penalties and/or reputation damage, which could have a material adverse effect on our business, financial condition and results of operations. While we have policies and procedures designed to prevent any such violations, there can be no assurance that such violations will not occur. See the section captioned Regulation and Supervision in Item 1. Business.

**Loss of our senior executive officers or other key employees could impair our relationship with our customers and adversely affect our business**

We have assembled a senior management team which has a substantial background and experience in banking and financial services in the Tarrant County market. Loss of these key personnel could negatively impact our earnings because of their skills, customer relationships and/or the potential difficulty of promptly replacing them.

**Our controls and procedures may fail or be circumvented which could adversely affect our business**

Management regularly reviews and updates our internal controls, disclosure controls and procedures, and corporate governance policies and procedures. Any system of controls, however well designed and operated, is based in part on certain assumptions and can provide only reasonable, not absolute, assurances that the objectives of the system are met. Any failure or circumvention of our controls and procedures or failure to comply with regulations related to controls and procedures could have a material adverse effect on our business, results of operations and financial condition.

**New lines of business or new products and services may subject us to additional risks**

From time to time, we may implement new lines of business or offer new products and services within existing lines of business. There are substantial risks and uncertainties associated with these efforts, particularly in instances where the markets are not fully developed. In developing and marketing new lines of business and/or new products and services we may invest significant time and resources. Initial timetables for the introduction and development of new lines of business and/or new products or services may not be achieved and price and profitability targets may not prove feasible. External factors, such as compliance with regulations, competitive alternatives, and shifting market preferences, may also impact the successful implementation of a new line of business or a new product or service. Furthermore, any new line of business and/or new product or service could have a significant impact on the effectiveness of our system of internal controls. Failure to successfully manage these risks in the development and implementation of new lines of business or new products or services could have a material adverse effect on our business, results of operations and financial condition.

**Potential acquisitions may disrupt our business and dilute shareholder value**

We seek merger or acquisition partners that are culturally similar and have experienced management and possess either significant market presence or have potential for improved profitability through financial management, economies of scale or expanded services. Acquiring other banks, businesses, or branches involves various risks commonly associated with acquisitions, including, among other things:

- Potential exposure to unknown or contingent liabilities of the target company.
- Exposure to potential asset quality issues of the target company.
- Difficulty and expense of integrating the operations and personnel of the target company.
- Potential disruption to our business.
- Potential diversion of our management's time and attention.
- The possible loss of key employees and customers of the target company.
- Difficulty in estimating the value of the target company.
- Potential changes in banking or tax laws or regulations that may affect the target company.

We regularly evaluate merger and acquisition opportunities and conduct due diligence activities related to possible transactions with other financial institutions and financial services companies. As a result, merger or acquisition discussions and, in some cases, negotiations may take place and future mergers or acquisitions involving cash, debt or equity securities may occur at any time. Acquisitions typically involve the payment of a premium over book and market values, and, therefore, some dilution of our tangible book value and net income per common share may occur in connection with any future transaction. Furthermore, failure to realize the expected revenue increases, cost savings, increases in geographic or product presence, and/or other projected benefits from an acquisition could have a material adverse effect on our financial condition and results of operations.

**Our information systems may experience an interruption or breach in security and our business harmed**

We rely heavily on communications and information systems to conduct our business. Any failure, interruption or breach in security of these systems could result in failures or disruptions in our customer relationship management, general ledger, deposit, loan and other systems. While we have policies and procedures designed to prevent or limit the effect of the failure, interruption or security breach of its information systems, there can be no assurance that any such failures, interruptions or security breaches will not occur or, if they do occur, that they will be adequately addressed. The occurrence of any failures, interruptions or security breaches of our information systems could damage our reputation, result in a loss of customer business, subject us to additional regulatory scrutiny, or expose us to civil litigation and possible financial liability, any of

which could have a material adverse effect on our financial condition and results of operations.

**Our failure to adapt to continuous technological change could adversely affect our results of operations**

The financial services industry is continually undergoing rapid technological change with frequent introductions of new technology-driven products and services. The effective use of technology increases efficiency and enables financial institutions to better serve customers and to reduce costs. Our future success depends, in part, upon our ability to address the needs of our customers by using technology to provide products and services that will satisfy customer demands, as well as to create additional efficiencies in our operations. Many of our competitors have substantially greater resources to invest in technological improvements. We may not be able

to effectively implement new technology-driven products and services or be successful in marketing these products and services to our customers. Failure to successfully keep pace with technological change affecting the financial services industry could have a material adverse impact on our business and, in turn, our financial condition and results of operations.

#### **Risks Associated With Our Common Stock**

**Even though our common stock is currently traded on the Nasdaq Stock Market's National Market, it has less liquidity than the average stock quoted on a national securities exchange**

The trading volume in our common stock on the Nasdaq National Market has been relatively low when compared with larger companies listed on the Nasdaq National Market or the other stock exchanges. Shareholders, therefore, may experience difficulty selling a substantial number of shares for the same price at which shareholders could sell a smaller number of shares. We cannot predict the effect, if any, that future sales of our common stock in the market, or the availability of shares of common stock for sale in the market, will have on the market price of our common stock. We can give no assurance that sales of substantial amounts of common stock in the market, or the potential for large amounts of sales in the market, would not cause the price of our common stock to decline or impair our future ability to raise capital through sales of our common stock.

**The market price of our common stock may fluctuate in the future, and these fluctuations may be unrelated to our performance**

General market price declines or overall market volatility in the future could adversely affect the price of our common stock, and the current market price may not be indicative of future market prices.

**If a change in control or change in management is delayed or prevented, the market price of our common stock could be negatively affected**

Provisions in our corporate documents, including our rights agreement, as well as certain federal and state regulations, may make it difficult and expensive to pursue a tender offer, change in control or takeover attempt that our board of directors opposes. As a result, our shareholders may not have an opportunity to participate in such a transaction, and the trading price of our stock may not rise to the level of other institutions that are more vulnerable to hostile takeovers. Provisions contained in our charter also will make it more difficult for an outside shareholder to remove our current board of directors or management.

**An investment in our common stock is not an insured deposit**

Our common stock is not a bank deposit and, therefore, is not insured against loss by the Federal Deposit Insurance Corporation (FDIC), any other deposit insurance fund or by any other public or private entity. Investment in our common stock is inherently risky for the reasons described in this Risk Factors section and elsewhere in this report and may be subject to some or all of the same market forces that affect the price of common stock in any other company. As a result, if you acquire our common stock, you may lose some or all of your investment.

#### **Risks Associated With Our Industry**

**The earnings of financial services companies are significantly affected by general business and economic conditions**

Our operations and profitability are impacted by general business and economic conditions in the United States and abroad. These conditions include short-term and long-term interest rates, inflation, money supply, political issues, legislative and regulatory changes, fluctuations in both debt and equity capital markets, broad trends in industry and finance, and the strength of the U.S. economy and the Tarrant County economy, all of which are beyond our control. A deterioration in economic conditions could result in an increase in loan delinquencies and non-performing assets, decreases in loan collateral values and a decrease in demand for our products and services, among other things, any of which could have a material adverse impact on our financial condition and results of operations.

**Consumers may decide not to use banks to complete their financial transactions**

Technology and other changes are allowing parties to complete financial transactions that historically have involved banks through alternative methods. For example, consumers can now maintain funds that would have historically been held as bank deposits in brokerage accounts or mutual funds. Consumers can also complete transactions such as paying bills and/or transferring funds directly without the assistance of banks. The process of eliminating banks as intermediaries, known as disintermediation, could result in the loss of fee income, as well as the loss of customer deposits and the related income generated from those deposits. The loss of these revenue streams and the lower cost deposits as a source of funds could have a material adverse effect on our financial condition and results of operations.

**ITEM 1B. UNRESOLVED STAFF COMMENTS**

The Corporation has not received any written comments from the SEC staff regarding the Corporation's periodic or current reports under the Securities Exchange Act of 1934, as amended, not less than 180 days before the end of the Corporation's fiscal year to which this annual report relates and, accordingly, no disclosure of any unresolved SEC staff comments is required pursuant to this Item.

**ITEM 2. PROPERTIES.**

The principal executive offices of the Corporation are located at 3880 Hulen Street, Suite 300, Fort Worth, Texas 76107. The Corporation and the Bank lease space at this address from an unrelated third party through a lease that expires in May 2010. This banking facility opened in May 2003. The Bank also owns a detached motor bank facility at 4620 Hartwood Drive, Fort Worth, Texas, on land that is leased from an unrelated third party under a lease agreement expiring in October 2019.

The Camp Bowie office of the Bank is located at 3859 Camp Bowie Boulevard, Fort Worth, Texas. The Bank owns the building located at this address.

The Downtown office of the Bank is located at 1300 Summit Avenue, Fort Worth, Texas. The Bank leases space for its Downtown office from an unrelated third party under a lease agreement expiring in December 2009. The Bank also owns a detached motor bank facility at 1401 Summit Avenue, Fort Worth, Texas.

The Alta Mesa office of the Bank is located at 3000 Alta Mesa Boulevard, Fort Worth, Texas. The Bank owns the building located at this address. The Bank uses approximately 20% of the facilities for its operations and leases the remainder of the facilities to others.

The Northeast office and a motor bank facility of the Bank are located at 9001 Airport Freeway, North Richland Hills, Texas. The Bank leases these facilities from an unrelated third party under a lease agreement expiring in April 2008. The Bank owns a tract of land adjacent to the Northeast office on which it intends to build a new motor bank facility that would be owned by the Bank.

The Fossil Creek office of the Bank is located at 3851 NE Loop 820, Fort Worth, Texas. The building located at this address is owned by a joint venture between the Bank and an unrelated third party. The Fossil Creek office occupies approximately 28% of the building pursuant to a long-term lease with the joint venture.

The Davis office of the Bank is located at 8501 Davis Boulevard, North Richland Hills, Texas. The Bank owns the building at this address.

The Euless office of the Bank is located at 350 Westpark Way, Euless, Texas. The Bank leases this facility from an unrelated third party under a lease agreement expiring in October 2009 with options for an additional six years. This banking facility opened in October 2004. The Bank also owns a detached motor bank facility at 2700 West Euless Boulevard, Euless, Texas.

The Cooper office of the Bank is located at 5901 South Cooper Street, Arlington, Texas. The Bank acquired ownership of this facility through the Bank's acquisition of ANB Financial Corporation which was effective May 2004.

The Abram office of the Bank is located at 410 West Abram Street, Arlington, Texas. The Bank leases this facility from an unrelated third party under a lease agreement expiring in September 2007 with options for an additional six years. The Bank assumed this lease through the Bank's acquisition of ANB Financial Corporation which was effective May 2004.

The Lake Arlington office of the Bank is located at 5500 West Arkansas Lane, Arlington, Texas. The Bank leases this facility from an unrelated third party under a lease agreement expiring in January 2008 with options that extend to July 2028. The Bank assumed this lease through the Bank's acquisition of ANB Financial Corporation which was effective May 2004.

The Collins office of the Bank is located at 1060 Northeast Green Oaks Boulevard, Arlington, Texas. The Bank leases this facility from an unrelated third party under a lease agreement expiring in September 2013 with options that extend to September 2024. The Bank assumed this lease through the Bank's acquisition of ANB Financial Corporation which was effective May 2004.

**ITEM 3. LEGAL PROCEEDINGS.**

Although the Corporation and the Bank are routinely involved in legal proceedings incidental to their businesses, the Corporation believes that neither it nor the Bank is currently a party to any material legal proceeding.

**ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.**

No matters were submitted to a vote of security holders during the fourth quarter of 2005.



## PART II

**ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.**

**Market Information.** Since May 3, 1993, the Common Stock of the Corporation has traded on the Nasdaq National Market System under the symbol SBIT. The following table sets forth the high and low bid prices for the Common Stock for the periods indicated (adjusted as appropriate to reflect the two-for-one stock split effected on December 31, 2004):

| 2005 Fiscal Year | High     | Low      | 2004 Fiscal Year | High     | Low      |
|------------------|----------|----------|------------------|----------|----------|
| First Quarter    | \$ 20.50 | \$ 16.40 | First Quarter    | \$ 16.08 | \$ 13.83 |
| Second Quarter   | 18.65    | 16.00    | Second Quarter   | 15.13    | 13.50    |
| Third Quarter    | 19.28    | 17.16    | Third Quarter    | 16.63    | 14.30    |
| Fourth Quarter   | 19.75    | 16.78    | Fourth Quarter   | 18.95    | 16.33    |

As of December 31, 2005, there were 12,443,518 shares of the Corporation's Common Stock outstanding held by approximately 475 shareholders of record. The closing price per share of Common Stock on December 30, 2005, the last trading day of the Corporation's fiscal year was \$17.98. The foregoing quotations reflect prices quoted by market makers, without retail markup, markdown or commissions, and may not necessarily represent actual transactions.

**Dividends.** The Corporation has paid regular cash dividends on the Common Stock on a quarterly basis since 1993. The following table sets forth the quarterly dividends paid by the Corporation on the Common Stock for the indicated periods (adjusted as appropriate to reflect the two-for-one stock split effected on December 31, 2004):

| 2005 Fiscal Year | Dividends Per Share | 2004 Fiscal Year | Dividends Per Share |
|------------------|---------------------|------------------|---------------------|
| First Quarter    | \$ 0.07             | First Quarter    | \$ 0.07             |
| Second Quarter   | 0.07                | Second Quarter   | 0.07                |
| Third Quarter    | 0.07                | Third Quarter    | 0.07                |
| Fourth Quarter   | 0.07                | Fourth Quarter   | 0.07                |

Although the Corporation intends to continue to pay comparable quarterly cash dividends on the Common Stock in the future, there can be no assurance that the Corporation will pay cash dividends in the future or, if paid, that such cash dividends will be comparable to cash dividends previously paid by the Corporation. The Corporation's future dividend policy is subject to the discretion of the Board of Directors of the Corporation and will depend upon a number of factors, including the Corporation's future earnings, financial condition and cash needs, general business conditions and the amount of dividends paid to the Corporation by the Bank. See Business - The Corporation - Restrictions on Payment of Dividends and Business - The Bank - Restrictions on Payment of Dividends for additional factors that may limit the ability of the Corporation and the Bank to pay cash dividends.

On April 19, 2005, the Board of Directors of the Corporation approved a stock purchase plan (the 2005 Stock Purchase Plan) authorizing the Corporation to purchase up to 620,467 shares of the Corporation's common stock over the twelve-month period beginning April 19, 2005, including in open market transactions, privately negotiated transactions or other transactions. The Corporation purchased (but did not retire) 988 shares of the Corporation's common stock pursuant to the 2005 Stock Purchase Plan in the third quarter of the fiscal year covered by this report. As of the beginning of the fourth quarter of the fiscal year covered by this report, there were 619,479 shares of the Corporation's common stock that may yet be purchased under the 2005 Stock Purchase Plan. The following table furnishes information for purchases made in the fourth quarter of the fiscal year covered by this report:

#### ISSUER PURCHASES OF EQUITY SECURITIES

| Period                          | Total Number of<br>Shares<br>Purchased | Average Price<br>Paid Per Share | Total Number of<br>Shares<br>Purchased as Part of<br>Publicly Announced<br>Plans or Programs | Maximum Number of<br>Shares that May Yet<br>Be<br>Purchased Under the<br>Plans or Programs |
|---------------------------------|--|---------------------------------|--|--|
| Month #1<br>10/01/05 - 10/31/05 | 850                                    | \$ 18.45                        | 850  | 618,629  |
| Month #2<br>11/01/05 - 11/30/05 | 900                                    | 18.83                           | 900  | 617,729  |
| Month #3<br>12/01/05 - 12/31/05 | -0-                                    | -0-                             | -0-  | 617,729  |
| Total                           | 1,750                                  | \$ 18.65                        | 1,750  | 617,729  |

- (1) These shares were purchased pursuant to the 2005 Stock Purchase Plan.
- (2) The 2005 Stock Plan was announced on May 10, 2005.
- (3) The Board of Directors of the Corporation approved the Corporation to purchase up to 620,467 shares of the Corporation's common stock over the twelve-month period beginning April 19, 2005 pursuant to the 2005 Stock Purchase Plan.
- (4) The expiration date of the 2005 Stock Purchase Plan is April 18, 2006.

The Corporation's ability to purchase shares of the Corporation's common stock is subject to various banking laws, regulations and policies as well as rules and regulations of the Securities and Exchange Commission. The Corporation anticipates purchasing additional shares of the Corporation's common stock pursuant to the 2005 Stock Purchase Plan as conditions warrant.

**ITEM 6. SELECTED FINANCIAL DATA.**

The following table sets forth selected financial data of the Corporation for the past five years (dollars in thousands except ratios and per share data). The information set forth below is not necessarily indicative of future results, and should be read in conjunction with Item 7: Management's Discussion and Analysis of Financial Condition and Results of Operations and the Corporation's Consolidated Financial Statements and Notes thereto included in Item 8 of this Annual Report on Form 10-K. Share and per share data have been adjusted as appropriate to reflect the two-for-one stock split effected on December 31, 2004.

|  | Years Ended December 31, |            |            |            |            |
|--|--------------------------|------------|------------|------------|------------|
|  | 2005                     | 2004       | 2003       | 2002       | 2001       |
| <b>Summary of Earnings:</b>                                    |                          |            |            |            |            |
| Interest Income  | \$ 59,961                | \$ 46,857  | \$ 38,527  | \$ 38,657  | \$ 44,497  |
| Interest Expense   | 15,768                   | 9,506      | 7,437      | 8,512      | 15,527     |
| Net Interest Income  | 44,193                   | 37,351     | 31,090     | 30,145     | 28,970     |
| Provision for Loan Losses                                      | 1,105                    | 1,790      | 880        | 3,140      | 1,755      |
| Securities Gains (Losses)                                      | -0-                      | 32         | 230        | 165        | -0-        |
| Non-interest Income  | 8,004                    | 7,210      | 5,798      | 5,302      | 4,516      |
| Non-interest Expense   | 30,658                   | 26,190     | 21,453     | 18,309     | 18,265     |
| Earnings Before Income Taxes                                   | 20,434                   | 16,613     | 14,785     | 14,163     | 13,466     |
| Income Tax Expense   | 7,258                    | 5,851      | 5,017      | 4,846      | 4,664      |
| Net Income   | \$ 13,176                | \$ 10,762  | \$ 9,768   | \$ 9,317   | \$ 8,802   |
| <b>Balance Sheet Data (at period-end):</b>                     |                          |            |            |            |            |
| Total Assets   | \$ 1,099,735             | \$ 989,117 | \$ 795,478 | \$ 687,733 | \$ 635,956 |
| Investment Securities  | 256,842                  | 223,351    | 195,959    | 173,512    | 160,136    |
| Loans, Net of Unearned Discount                                | 774,886                  | 702,619    | 553,769    | 469,145    | 430,754    |
| Allowance for Loan Losses                                      | 11,208                   | 10,187     | 7,784      | 6,706      | 6,015      |
| Demand Deposits  | 263,027                  | 235,399    | 192,877    | 167,745    | 150,040    |
| Total Deposits   | 878,776                  | 792,264    | 641,381    | 581,949    | 543,803    |
| Other Borrowings   | 134,231                  | 118,094    | 82,234     | 37,255     | 28,366     |
| Shareholders' Equity   | 81,333                   | 74,490     | 68,684     | 64,938     | 60,536     |
| <b>Per Share Data:</b>   |                          |            |            |            |            |
| Net Income - Basic   | \$ 1.06                  | \$ 0.87    | \$ 0.79    | \$ 0.75    | \$ 0.70    |
| Net Income - Diluted   | 1.04                     | 0.85       | 0.77       | 0.73       | 0.68       |
| Book Value - Period-End  | 6.54                     | 6.03       | 5.59       | 5.29       | 4.84       |
| Dividends Declared and Paid                                    | 0.28                     | 0.28       | 0.26       | 0.24       | 0.22       |
| Weighted Average Shares Outstanding (000)                      | 12,414                   | 12,326     | 12,322     | 12,448     | 12,636     |
| Average Common Share Equivalents (000)                         | 296                      | 353        | 312        | 344        | 306        |
| <b>Selected Performance Ratios:</b>                            |                          |            |            |            |            |
| Return on Average Assets                                       | 1.28%                    | 1.16%      | 1.32%      | 1.39%      | 1.41%      |
| Return on Average Shareholders' Equity                         | 16.89                    | 15.04      | 14.43      | 14.74      | 15.01      |
| Dividend Payout Ratio  | 26.37                    | 32.09      | 32.81      | 32.05      | 31.61      |
| Net Interest Margin (tax equivalent)                           | 4.58                     | 4.31       | 4.48       | 4.80       | 4.93       |
| Efficiency Ratio   | 58.54                    | 58.55      | 57.57      | 51.26      | 54.55      |
| <b>Asset Quality Ratios:</b>                                   |                          |            |            |            |            |
| Non-Performing Loans to Total Loans - Period-End               | 0.39%                    | 0.37%      | 0.43%      | 0.46%      | 0.96%      |
| Non-Performing Assets to Total Assets - Period-End             | 0.27                     | 0.26       | 0.30       | 0.50       | 0.72       |
| Allowance for Loan Losses to Total Loans - Period-End          | 1.45                     | 1.45       | 1.41       | 1.43       | 1.40       |
| Allowance for Loan Losses to Non-Performing Loans - Period-End | 374.0                    | 394.0      | 331.0      | 314.0      | 146.0      |
| Net Charge-Offs (Recoveries) to Average Loans                  | 0.01                     | 0.10       | (0.04)     | 0.53       | 0.28       |
| <b>Capital Ratios:</b>   |                          |            |            |            |            |
| Shareholders' Equity to Total Assets - Period-End              | 7.40%                    | 7.53%      | 8.63%      | 9.44%      | 9.52%      |
| Average Shareholders' Equity to Average Assets                 | 7.57                     | 7.74       | 9.15       | 9.45       | 9.40       |

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|   |       |       |       |       |       |
|---|-------|-------|-------|-------|-------|
| Total Risk-based Capital to Risk Weighted Assets -<br>Period-End* | 11.55 | 11.40 | 12.70 | 13.41 | 14.34 |
| Leverage Ratio - Period-End*                                      | 7.97  | 7.85  | 8.62  | 8.96  | 9.20  |

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\*Calculated in accordance with Federal Reserve guidelines currently in effect.

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**Quarterly Results (Unaudited)**

A summary of the unaudited results of operations for each quarter of 2005 and 2004 is set forth below (dollars in thousands except for per share data). Per share data has been adjusted as appropriate to reflect the two-for-one stock split effected on December 31, 2004.

| 2005                         | First<br>Quarter | Second<br>Quarter | Third<br>Quarter | Fourth<br>Quarter |
|------------------------------|------------------|-------------------|------------------|-------------------|
| Interest Income              | \$ 13,373        | \$ 14,378         | \$ 15,476        | \$ 16,734         |
| Interest Expense             | 3,140            | 3,656             | 4,263            | 4,709             |
| Net Interest Income          | 10,233           | 10,722            | 11,213           | 12,025            |
| Provision for Loan Losses    | 225              | 225               | 315              | 340               |
| Gain on Sale of Securities   | -0-              | -0-               | -0-              | -0-               |
| Non-interest Income          | 1,880            | 2,035             | 2,176            | 1,913             |
| Non-interest Expense         | 7,252            | 7,558             | 7,637            | 8,211             |
| Earnings Before Income Taxes | 4,636            | 4,974             | 5,437            | 5,387             |
| Income Tax Expense           | 1,623            | 1,783             | 1,981            | 1,871             |
| Net Income                   | \$ 3,013         | \$ 3,191          | \$ 3,456         | \$ 3,516          |
| Per Share Data:              |                  |                   |                  |                   |
| Net Income:                  |                  |                   |                  |                   |
| Basic                        | \$ 0.24          | \$ 0.26           | \$ 0.28          | \$ 0.28           |
| Diluted                      | 0.24             | 0.25              | 0.27             | 0.28              |
| Dividends Paid               | 0.07             | 0.07              | 0.07             | 0.07              |
| Stock Price Range:           |                  |                   |                  |                   |
| High                         | 20.50            | 18.65             | 19.28            | 19.75             |
| Low                          | 16.40            | 16.00             | 17.16            | 16.78             |
| Close                        | 17.05            | 17.30             | 18.37            | 17.98             |
| 2004                         | First<br>Quarter | Second<br>Quarter | Third<br>Quarter | Fourth<br>Quarter |
| Interest Income              | \$ 10,198        | \$ 11,302         | \$ 12,361        | \$ 12,995         |
| Interest Expense             | 1,915            | 2,274             | 2,533            | 2,782             |
| Net Interest Income          | 8,283            | 9,028             | 9,828            | 10,213            |
| Provision for Loan Losses    | 605              | 400               | 495              | 290               |
| Gain on Sale of Securities   | -0-              | -0-               | 32               | -0-               |
| Non-interest Income          | 1,567            | 1,723             | 2,109            | 1,811             |
| Non-interest Expense         | 5,530            | 6,350             | 7,109            | 7,202             |
| Earnings Before Income Taxes | 3,715            | 4,001             | 4,365            | 4,532             |
| Income Tax Expense           | 1,264            | 1,405             | 1,569            | 1,613             |
| Net Income                   | \$ 2,451         | \$ 2,596          | \$ 2,796         | \$ 2,919          |
| Per Share Data:              |                  |                   |                  |                   |
| Net Income:                  |                  |                   |                  |                   |
| Basic                        | \$ 0.20          | \$ 0.21           | \$ 0.23          | \$ 0.23           |
| Diluted                      | 0.19             | 0.21              | 0.22             | 0.23              |
| Dividends Paid               | 0.07             | 0.07              | 0.07             | 0.07              |
| Stock Price Range:           |                  |                   |                  |                   |
| High                         | 16.08            | 15.13             | 16.63            | 18.95             |

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|       |       |       |       |       |
|-------|-------|-------|-------|-------|
| Low   | 13.83 | 13.50 | 14.30 | 16.33 |
| Close | 15.05 | 14.55 | 16.63 | 18.75 |

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**ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.**

*The following discussion should be read in conjunction with the consolidated financial statements, accompanying notes and selected financial data appearing elsewhere in this Annual Report on Form 10-K and may contain certain forward-looking statements that are based on current management expectations. Generally, verbs in the future tense and the words, believe, expect, anticipate, intends, opinion, potential and similar expressions identify forward-looking statements. Examples of this forward-looking information can be found in, but are not limited to, the expected effects of accounting pronouncements and government regulation applicable to the Corporation's operations, the discussion of allowance for loan losses, litigation and any quantitative and qualitative disclosure about market and interest rate risk. The actual results of the Corporation could differ materially from those management expectations. Further information concerning the Corporation and its business, including risk factors and uncertainties that could cause actual results to differ materially from the forward-looking statements contained in this Annual Report on Form 10-K are set forth under Risk Factors in Item 1A. of this Annual Report. These risks and uncertainties should be considered in evaluating forward-looking statements and undue reliance should not be placed on such statements. The forward-looking statements contained herein speak only as of the date of this Annual Report on Form 10-K, and, except as may be required by applicable law and regulation, the Corporation does not undertake, and specifically disclaims any obligation, to publicly update or revise such statements to reflect events or circumstances after the date of such statements or to reflect the occurrence of anticipated or unanticipated events.*

**Overview.** The Corporation's business has been conducted primarily through its wholly-owned subsidiaries, the Bank, Summit Delaware Financial Corporation, SIA and SBI Trust. As of December 31, 2005, the Bank operated its branch offices in twelve locations in Tarrant County, Texas. At December 31, 2003, the Bank had seven branch offices. The increase during 2004 was due to the May 2004 acquisition of the four branches of Arlington National Bank and the October 2004 opening of a branch in Euless, Texas. In May 2004, the Corporation completed its acquisition of ANB Financial Corporation and its wholly-owned subsidiary, Arlington National Bank (collectively, ANB), and ANB's results of operations have been included in the Corporation's results of operations since the acquisition date. On December 31, 2004, the Corporation effected a two-for-one stock split on its common stock payable in the form of a 100% stock dividend, and all share and per share data included herein has been adjusted as appropriate to reflect this stock split.

The Corporation's results of operations are primarily dependent on net interest income, which is the difference between the income earned on its loan and investment portfolios and its cost of funds, consisting of the interest paid on deposits and borrowings. Results of operations are also affected by the Corporation's allowance for loan losses, investment activities, loan servicing fees and other fees. The Corporation's non-interest expense principally consists of compensation and benefits, occupancy and equipment expense, advertising, data processing expense and other expenses.

Net income for 2005 was \$13.2 million, an increase of \$2.4 million, or 22.4%, compared to \$10.8 million recorded for 2004. On a weighted average share basis, net income for 2005 was \$1.04 per diluted share as compared to \$0.85 per diluted share for 2004, an increase of 22.4%. The increase in earnings during 2005 was primarily due to an increase in net interest income of \$6.9 million over 2004. The increase in net interest income during 2005 was largely due to growth in average loans of 12.7% and a rising interest rate environment. Non-interest income in 2005 increased \$762 thousand, or 10.5%, over 2004. Non-interest expenses increased \$4.5 million during 2005 compared to 2004. The increase in non-interest expenses was largely due to higher levels of salaries and employee benefits and occupancy expense. The increase in salaries and employee benefits was largely due to staff increases and merit increases to support the Corporation's continued growth. The increase in occupancy expense reflected the impact of operating the ANB branches, the Euless branch and Hulen motor bank facilities for a full year; the relocation of Summit Financial Partners and the Trust Department to new facilities; and the loss of tenant rents at one of our bank-owned facilities. In addition, the expense for the provision for loan losses in 2005 decreased \$0.7 million from 2004 as a result of the low level of charge-offs. Net charge-offs for 2005 remained at low levels relative to the Corporation's five-year average.

Continuing to reflect a strong economy in the Corporation's market area, total loans at December 31, 2005 were \$774.9 million, which represented an increase of 10.3% over total loans for 2004. Total funding (deposits and borrowings) for 2005 also experienced growth, increasing 11.3% over the prior year period to \$1.0 billion. Shareholders' equity was \$81.3 million at December 31, 2005, which represented an increase of 9.2% compared to December 31, 2004.

Net income for 2004 was \$10.8 million, an increase of \$1.0 million, or 10.2%, compared to \$9.8 million recorded for 2003. On a weighted average share basis, net income for 2004 was \$0.85 per diluted share as compared to \$0.77 per diluted share for 2003, an increase of 10.4%. The increase in earnings during 2004 was primarily due to an increase in net interest income of \$6.3 million over 2003. The increase in net interest income was primarily due to growth in average loans of 28.4%, which more than offset the impact of the low interest rate environment and a declining net interest margin during 2004 compared to 2003. Excluding ANB, which added \$40.8 million to average loans in 2004, average loans increased 20.3% over 2003. Non-interest income in 2004 increased \$1.2 million, or 20.1%, over 2003. Non-interest expenses increased \$4.7 million during 2004 compared to 2003. The increase in non-interest expenses was primarily due to ANB, the Euless location and Sarbanes-Oxley compliance costs which added \$2.5 million, \$0.4 million and \$0.3 million, respectively, to 2004 expenses. In addition, the expense for the provision for loan losses increased \$0.9 million over 2003, virtually matching the increase in net charge-offs over 2003.

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The following table shows selected performance ratios over the last three years that management believes to be key indicators of the Corporation's performance:

|   | 2005    | 2004    | 2003    |
|---|---------|---------|---------|
| Return on Average Assets (ROAA)               | 1.28%   | 1.16%   | 1.32%   |
| Return on Average Shareholders' Equity (ROAE) | 16.89   | 15.04   | 14.43   |
| Shareholders' Equity to Assets - Average      | 7.57    | 7.74    | 9.15    |
| Dividend Payout Ratio                         | 26.37   | 32.09   | 32.81   |
| Net Interest Margin (tax equivalent)          | 4.58    | 4.31    | 4.48    |
| Efficiency Ratio                              | 58.54   | 58.55   | 57.57   |
| Net Income Per Share - Diluted                | \$ 1.04 | \$ 0.85 | \$ 0.77 |

The return on average assets ratio is calculated by dividing net income by average total assets for the year. Management believes the Corporation's return on average assets ratio of 1.28% in 2005 is comparable to the return on average assets ratio of other financial institutions in the Corporation's peer group, which averaged 1.43% in 2005. The Corporation's peer group is comprised of other publicly traded bank holding companies headquartered in Texas and was selected by management of the Corporation.

The return on average shareholders' equity ratio is calculated by dividing net income by average shareholders' equity for the year. Management believes the Corporation's return on average shareholders' equity ratio of 16.89% in 2005 compares favorably to the return on average shareholders' equity ratio of other financial institutions in the Corporation's peer group, which averaged 15.03% in 2005.

The shareholders' equity to assets ratio is calculated by dividing average shareholders' equity by average total assets for the year. Management believes the Corporation's average shareholders' equity to average assets ratio of 7.57% in 2005 is comparable to the average shareholders' equity to average asset ratio of other financial institutions in the Corporation's peer group, which averaged 9.55% in 2005. The Corporation's ratio is lower than its historical levels due to the ANB acquisition and the significant increase in assets added. With the ANB acquisition being a cash acquisition, it resulted in the leveraging of the Corporation's capital position, thus creating a lower shareholders' equity to assets ratio than what the Corporation has historically reported.

The dividend payout ratio is determined by dividing the total dividends paid by net income for the year. In 2005, the Corporation's dividend payout ratio resulted in a yield-to-market price return comparable to the average dividend payout ratio of the Corporation's peer group.

Net interest margin is calculated by dividing net interest income on a tax equivalent basis by average total earning assets. Management believes the Corporation's net interest margin ratio of 4.58% in 2005 compares favorably to the net interest margin ratio of other financial institutions in the Corporation's peer group, which was 4.35% in 2005.

The efficiency ratio is calculated by dividing non-interest expenses by the sum of total non-interest income and net interest income for the year. The efficiency ratio provides a measure of the extent to which the Corporation's revenues are absorbed by its non-interest expenses. Management believes the Corporation's efficiency ratio of 58.54% in 2005 compares favorably to the weighted average efficiency ratio of other financial institutions in the Corporation's peer group, which was 58.47% in 2005.

Diluted net income per share is calculated by dividing net income by the sum of the weighted average number of common shares outstanding and the dilutive potential common shares as described in Note 17 to the Consolidated Financial Statements included elsewhere in this report.

**Net Interest Income.** Net interest income is the difference between the interest earned by the Corporation on its earning assets and the interest paid by the Corporation for the funds, primarily deposits, supporting those assets. The largest category of the Corporation's earning assets consists of loans to businesses and individuals. The second largest category of the Corporation's earning assets is investment securities. Interest rate fluctuations, as well as changes in the amount and type of earning assets and sources of funds supporting those assets, affect net interest income. Interest rates primarily are determined by national and international market trends, as well as competitive pressures in the Corporation's operating markets. For analytical purposes, income from tax-exempt assets, which consists primarily of securities issued by or loans made to state and local governments, is adjusted by an increment which equates income from tax-exempt assets to income from taxable assets.

Net interest income (tax equivalent) for 2005 was \$44.4 million, which represented an increase of \$6.9 million, or 18.3%, compared to 2004. The net increase in net interest income in 2005 reflected a \$13.1 million increase in interest income which was partially offset by a \$6.3 million increase in interest expense.

The increases in interest income and interest expense in 2005 were largely due to higher volumes of interest earning assets and interest bearing liabilities and significant increases in short-term interest rates. The prime rate increased 200 basis points in 2005. The yield on earning assets



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increased to 6.21% for 2005 from 5.40% for 2004, and the rates paid on interest-bearing liabilities increased to 2.23% for 2005 from 1.49% for 2004. These increases resulted in the net interest margin increasing to 4.58% in 2005 from 4.31% for 2004. The increases also reflect the maturities of earning assets and time deposits originated in prior periods when market rates were lower.

The increase in net interest income for 2005 was largely due to the 12.7% growth in average loans and the increase in interest rates. Also contributing to the increase in the net interest margin was the increase in average non-interest bearing demand deposits as a percent of average total deposits to 29.4% in 2005 from 28.9% in 2004.

Net interest income (tax equivalent) for 2004 was \$37.5 million, which represented an increase of \$6.3 million, or 20.0%, compared to 2003. The net increase in net interest income in 2004 reflected an \$8.3 million increase in interest income which was offset by a \$2.0 million increase in interest expense.

The increases in interest income and interest expense in 2004 were due to significant increases (partly attributable to ANB) in the Corporation's loans and deposits which offset decreases in the Corporation's yield on earning assets and rates paid on its interest-bearing liabilities. The yield on earning assets decreased to 5.40% for 2004 from 5.54% for 2003, and the rates paid on interest-bearing liabilities decreased to 1.49% for 2004 from 1.50% for 2003. These decreases resulted in the net interest margin decreasing to 4.31% in 2004 from 4.48% for 2003. The decreases reflect the maturities of earning assets and time deposits originated in prior periods when market rates were higher. Market rates began increasing during the second quarter of 2004, as measured by the increase in the average prime rate from 2003 to 2004 (as published by the *Wall Street Journal*) of 21 basis points.

The increase in net interest income for 2004 was primarily due to the 28.4% growth in average loans and the 20.9% growth in average deposits during the same period, which offset the 17 basis point decline in net interest margin. Average non-interest bearing demand deposits as a percent of average total deposits increased to 28.9% in 2004 from 28.4% in 2003.

**Summary of Earning Assets and Interest-Bearing Liabilities**

Although the year-end detail provides satisfactory indicators of general trends, management believes the daily average balance sheets are more meaningful for analytical purposes than year-end data because averages reflect the day-to-day fluctuations that are common to bank balance sheets. Average balances for earning assets and interest-bearing liabilities also can be related directly to the components of interest income and interest expense on the consolidated statements of income. This data provides the basis for analyzing rates earned and paid as well as sources of increases and decreases in net interest income as derived from changes in volumes and rates. The following table presents average balance sheets for the most recent three years in a format that highlights the Corporation's earning assets and interest-bearing liabilities over such periods:

| (Dollars in Thousands)                            | Years Ended December 31, |               |                    |                   |               |                    |                   |               |                    |
|---|--------------------------|---------------|--------------------|-------------------|---------------|--------------------|-------------------|---------------|--------------------|
|   | 2005                     |               |                    | 2004              |               |                    | 2003              |               |                    |
|   | Average Balance          | Interest      | Average Yield/Rate | Average Balance   | Interest      | Average Yield/Rate | Average Balance   | Interest      | Average Yield/Rate |
| <b>Earning Assets:</b>                            |                          |               |                    |                   |               |                    |                   |               |                    |
| Federal Funds Sold and Interest-Bearing Deposits  | \$ 8,694                 | \$ 292        | 3.36%              | \$ 14,303         | \$ 170        | 1.19%              | \$ 7,912          | \$ 81         | 1.02%              |
| Investment Securities (Taxable)                   | 219,751                  | 8,281         | 3.77               | 200,383           | 7,409         | 3.70               | 179,539           | 7,106         | 3.96               |
| Investment Securities (Tax-exempt)(2)             | 9,314                    | 496           | 5.33               | 7,280             | 395           | 5.43               | 5,779             | 314           | 5.43               |
| Loans, Net of Unearned Discount(1)                | 729,856                  | 51,064        | 7.00               | 647,686           | 39,024        | 6.03               | 504,520           | 31,171        | 6.18               |
| <b>Total Earning Assets</b>                       | <b>967,615</b>           | <b>60,133</b> | <b>6.21</b>        | <b>869,652</b>    | <b>46,998</b> | <b>5.40</b>        | <b>697,750</b>    | <b>38,672</b> | <b>5.54</b>        |
| <b>Other Assets:</b>                              |                          |               |                    |                   |               |                    |                   |               |                    |
| Cash and Due From Banks                           | 30,620                   |               |                    | 28,620            |               |                    | 26,295            |               |                    |
| Other Assets                                      | 43,296                   |               |                    | 35,281            |               |                    | 22,964            |               |                    |
| Allowance for Loan Losses                         | (10,779)                 |               |                    | (9,351)           |               |                    | (7,351)           |               |                    |
| <b>Total Assets</b>                               | <b>\$ 1,030,752</b>      |               |                    | <b>\$ 924,202</b> |               |                    | <b>\$ 739,658</b> |               |                    |
| <b>Interest-Bearing Liabilities:</b>              |                          |               |                    |                   |               |                    |                   |               |                    |
| <b>Interest-Bearing</b>                           |                          |               |                    |                   |               |                    |                   |               |                    |
| Transaction Accounts                              | \$ 237,415               | 3,428         | 1.44               | \$ 232,155        | 2,518         | 1.08               | \$ 193,841        | 2,108         | 1.09               |
| Savings   | 168,507                  | 3,124         | 1.85               | 149,510           | 1,832         | 1.23               | 119,851           | 1,581         | 1.32               |
| Certificates of Deposit under \$100,000 and IRAs  | 80,494                   | 2,280         | 2.83               | 68,602            | 1,526         | 2.22               | 62,938            | 1,563         | 2.48               |
| Certificates of Deposit \$100,000 or More         | 91,713                   | 2,777         | 3.03               | 73,097            | 1,793         | 2.45               | 59,072            | 1,551         | 2.63               |
| Other Time  | 1,538                    | 54            | 3.51               | 288               | 8             | 2.59               | 315               | 7             | 2.26               |
| Other Borrowings                                  | 126,651                  | 4,105         | 3.24               | 112,592           | 1,829         | 1.62               | 60,156            | 627           | 1.04               |
| <b>Total Interest-Bearing Liabilities</b>         | <b>706,318</b>           | <b>15,768</b> | <b>2.23</b>        | <b>636,244</b>    | <b>9,506</b>  | <b>1.49</b>        | <b>496,173</b>    | <b>7,437</b>  | <b>1.50</b>        |
| <b>Other Liabilities:</b>                         |                          |               |                    |                   |               |                    |                   |               |                    |
| Demand Deposits                                   | 241,735                  |               |                    | 212,482           |               |                    | 172,784           |               |                    |
| Other Liabilities                                 | 4,704                    |               |                    | 3,899             |               |                    | 3,028             |               |                    |
| Shareholders' Equity                              | 77,995                   |               |                    | 71,577            |               |                    | 67,673            |               |                    |
| <b>Total Liabilities and Shareholders' Equity</b> | <b>\$ 1,030,752</b>      |               |                    | <b>\$ 924,202</b> |               |                    | <b>\$ 739,658</b> |               |                    |
|   |                          | \$ 44,365     | 4.58%              |                   | \$ 37,492     | 4.31%              |                   | \$ 31,235     | 4.48%              |

Net Interest Income and  
Margin (T/E Basis)(2)

- 
- (1) Loan interest income includes fees and loan volumes include loans on non-accrual. The loan fees include loan origination fees which are considered adjustments to interest income. These fees aggregated \$1,682,000, \$1,469,000, and \$1,248,000 for the years ended December 31, 2005, 2004, and 2003, respectively. Related loan origination costs are not separately allocated to loans, but are charged to non-interest expense. For the purpose of calculating loan yields, average loan balances include non-accrual loans with no related interest income
- (2) Presented on a tax equivalent basis ( T/E ) using a federal income tax rate of 35% in 2005 and 34% in 2004 and 2003. The net interest margin was 4.58% for 2005, which represented an increase of 27 basis points from 2004. This increase in the net interest margin in 2005 reflected an 81 basis point increase in yield on earning assets from 2004 to 2005, which was partially offset by a 74 basis point increase in rates paid on interest-bearing liabilities from 2004 to 2005. If market rates increase during 2006, management anticipates that the net interest margin would increase from 2005 levels (assuming that the rates paid on interest-bearing liabilities do not increase faster than the yield on earning assets).

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The net interest margin was 4.31% for 2004, which represented a decrease of 17 basis points from 2003. This decrease in net interest margin in 2004 reflected a 14 basis point decrease in yield on earning assets from 2003 to 2004, which was offset by a 1 basis point decrease in rates paid on interest-bearing liabilities from 2003 to 2004. The decrease in net interest margin also reflected less earned income from the Corporation's investment in earning assets that are funded by its non-interest bearing sources of funding (demand deposits and shareholders' equity) in 2004 compared to 2003 due to the lower interest rate environment during this period.

In the event that the Corporation's average loans continue to grow during 2006 and the Corporation is unable to fund any such growth through the generation of additional deposits, the Corporation may be required to obtain funding from secondary sources, such as the Federal Home Loan Bank, repurchase agreements or brokered certificates of deposit, which could have a negative impact on its net interest margin as compared to funding from deposits.

The table below analyzes the increase in net interest income on a fully tax equivalent basis for each of the fiscal years ended December 31, 2003 to December 31, 2005. Non-accruing loans have been included in assets for these computations, thereby reducing yields on total loans. For purposes of this table, changes attributable to both rate and volume which cannot be segregated have been allocated to rate.

| (Dollars in Thousands)                  | 2005 vs. 2004<br>Increase (Decrease)<br>Due to Changes in: |                 |                 | 2004 vs. 2003<br>Increase (Decrease)<br>Due to Changes in: |                   |                 |
|---|--|-----------------|-----------------|--|-------------------|-----------------|
|   | Volume   | Rate            | Total           | Volume   | Rate              | Total           |
| <b>Interest Earning Assets:</b>         |  |                 |                 |  |                   |                 |
| Federal Funds Sold and Interest-Bearing |  |                 |                 |  |                   |                 |
| Deposits                                | \$ (67)  | \$ 189          | \$ 122          | \$ 65  | \$ 24             | \$ 89           |
| Investment Securities (Taxable)         | 716  | 156             | 872             | 814  | (511)             | 303             |
| Investment Securities (Tax-exempt)      | 110  | (9)             | 101             | 81   | -0-               | 81              |
| Loans, Net of Unearned Discount         | 4,951  | 7,089           | 12,040          | 8,845  | (992)             | 7,853           |
| <b>Total Interest Income</b>            | <b>5,710</b>   | <b>7,425</b>    | <b>13,135</b>   | <b>9,805</b>   | <b>(1,479)</b>    | <b>8,326</b>    |
| <b>Interest-Bearing Liabilities:</b>    |  |                 |                 |  |                   |                 |
| Transaction Accounts & Savings          | 290  | 1,912           | 2,202           | 794  | (133)             | 661             |
| Certificates of Deposit and Other Time  | 756  | 1,028           | 1,784           | 508  | (302)             | 206             |
| Other Borrowings                        | 228  | 2,048           | 2,276           | 849  | 353               | 1,202           |
| <b>Total Interest Expense</b>           | <b>1,274</b>   | <b>4,988</b>    | <b>6,262</b>    | <b>2,151</b>   | <b>(82)</b>       | <b>2,069</b>    |
| <b>Changes in Net Interest Income</b>   | <b>\$ 4,436</b>  | <b>\$ 2,437</b> | <b>\$ 6,873</b> | <b>\$ 7,654</b>  | <b>\$ (1,397)</b> | <b>\$ 6,257</b> |

Net interest income for 2005 increased \$6.9 million, or 18.3%, compared to 2004. In this same period, total interest income increased 27.9% and total interest expense increased 65.9%, primarily due to significant increases in average loan and deposit volumes and the higher level of interest rates.

Net interest income for 2004 increased \$6.3 million, or 20.0%, compared to 2003. In this same period, total interest income increased 21.5% and total interest expense increased 27.8%, primarily due to significant increases in average loan and deposit volumes, partly attributable to ANB. The increase in net interest income in 2004 was achieved, despite the decline in the net interest margin, due to the 28.4% growth in average loans and the 20.9% growth in average deposits over 2003.

**Non-interest Income.** Non-interest income is an important contributor to net income. The most significant component of the Corporation's non-interest income is various charges and fees earned by the Corporation on deposit accounts and related services. The following table summarizes the changes in non-interest income during the past three years (dollars in thousands):

Years Ended December 31,

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|                                       | 2005            |              | 2004            |              | 2003            |
|---------------------------------------|-----------------|--------------|-----------------|--------------|-----------------|
|                                       | Amount          | % Change     | Amount          | % Change     | Amount          |
| Service Charges on Deposit Accounts   | \$ 3,938        | (7.3)%       | \$ 4,248        | 23.4%        | \$ 3,443        |
| Non-recurring Income                  | 469             | 129.9        | 204             | 100.0        | -0-             |
| Gain on Sale of Investment Securities | -0-             | (100)        | 32              | (86.1)       | 230             |
| Other Non-interest Income             | 3,597           | 30.4         | 2,758           | 17.1         | 2,355           |
| <b>Total Non-interest Income</b>      | <b>\$ 8,004</b> | <b>10.5%</b> | <b>\$ 7,242</b> | <b>20.1%</b> | <b>\$ 6,028</b> |

Non-interest income for 2005 was \$8.0 million, which represented an increase of \$762,000, or 10.5%, compared to 2004. Service charges on deposit accounts in 2005 decreased \$310,000, or 7.3%, from 2004. The decrease was largely the result of a reduction in fees earned on commercial accounts that are on account analysis. The decrease reflects the impact of the higher interest rate environment on earnings credits for commercial deposit account balances. Included in non-recurring income in 2005 was a gain of \$247,000 on the sale of land carried in Premises and Equipment that was previously held for future bank expansion. The other major component of non-recurring income in 2005 was \$202,000 in payments received from Pulse EFT as participant in that ATM network. The increase in other non-interest income in 2005 was primarily due to increases in income from debit card fees, merchant card fees, trust fees, investment services fees, gains on sales of student loans and insurance sales commissions. Trust fees were \$331,000 in 2005, an increase of \$175,000 over 2004. Investment services fees were \$790,000 in 2005 compared with \$336,000 for the prior year. The increase in investment services fees is the result of the formation of Summit Financial Partners after the acquisition of Dignum Financial Services. Summit Financial Partners offers financial planning and investment advisory services. Gains on the sale of student loans totaled \$303,000 in 2005, an increase of \$126,000 over 2004. Insurance sales commissions were derived from SIA and totaled \$128,000 in 2005, up from \$72,000 in 2004. These increases in other non-interest income were partially offset by declines in ATM fees and interest recovered on loans previously on nonaccrual.

Non-interest income for 2004 was \$7.2 million, which represented an increase of \$1.2 million, or 20.1%, compared to 2003. \$1.0 million of this increase was attributable to the additions of branches acquired from ANB. In addition, service charges on deposits from existing locations increased in 2004 primarily as a result of an increase in insufficient funds charges on deposit accounts. The non-recurring income in 2004 resulted from the gain of \$167,000 on the sale of an asset previously carried in Other Assets and a gain of \$37,000 on the partial sale of land carried in Premises and Equipment that was previously held for future branch expansion. The increase in other non-interest income in 2004 was primarily due to increases in income from debit card and ATM fees, printed check fees, trust fees, interest recovered on loans previously on non-accrual, gains on sales of student loans and insurance sales commissions. Insurance sales commissions were derived from SIA and totaled \$72,000 in 2004. The increase in printed check fees was due to a contractual rebate received from a new check provider. These increases were partially offset by declines in mortgage brokerage fees which declined during 2004 primarily as a result of a reduction in mortgage re-financings due to rising rates in the latter half of 2004 and a decline in letter of credit fees which were lower in 2004 due to the loss of a significant relationship during 2003. The Corporation derived \$336,000 of revenues in 2004 in investment services fees which was less than that recorded in 2003 primarily due to revenue lost in 2004 due to the merger of several banks in Tarrant County involving banks that were previously investment services customers.

**Non-interest Expense.** Non-interest expense includes all expenses of the Corporation other than interest expense, the provision for loan losses and income tax expense. The following table summarizes the changes in the non-interest expenses for the past three years (dollars in thousands):

|  | Years Ended December 31, |          |           |          |           |  |
|--|--------------------------|----------|-----------|----------|-----------|--|
|  | 2005                     |          | 2004      |          | 2003      |  |
|  | Amount                   | % Change | Amount    | % Change | Amount    |  |
| Salaries and Employee Benefits                             | \$ 18,277                | 19.2%    | \$ 15,329 | 18.6%    | \$ 12,926 |  |
| Occupancy Expense - Net                                    | 2,834                    | 28.5     | 2,206     | 27.2     | 1,734     |  |
| Furniture and Equipment Expense                            | 2,341                    | 3.5      | 2,261     | 20.5     | 1,877     |  |
| Other Real Estate Owned and Foreclosed Asset Expense - Net | (11)                     |          | 44        |          | (4)       |  |
| Intangible Asset Amortization                              | 334                      | 52.5     | 219       |          | -0-       |  |
| Other Expenses:  |                          |          |           |          |           |  |
| Business Development                                       | 1,097                    | 35.4     | 810       | 6.3      | 762       |  |
| Insurance - Other  | 214                      | (7.0)    | 230       | (0.9)    | 232       |  |
| Legal and Professional Fees                                | 1,304                    | 2.9      | 1,267     | 84.2     | 688       |  |
| Item Processing  | 821                      | (8.3)    | 895       | 33.2     | 672       |  |
| Franchise Taxes  | 122                      | 139.2    | 51        | (20.3)   | 64        |  |
| Postage and Courier  | 470                      | 6.1      | 443       | 20.4     | 368       |  |
| Printing and Supplies                                      | 475                      | 8.0      | 440       | 1.1      | 435       |  |
| Regulatory Fees and Assessments                            | 325                      | 7.6      | 302       | 20.8     | 250       |  |
| Other Operating Expenses                                   | 2,055                    | 21.4     | 1,693     | 16.8     | 1,449     |  |

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|                            |           |       |           |       |           |
|----------------------------|-----------|-------|-----------|-------|-----------|
| Total Other Expenses       | 6,883     | 12.3  | 6,131     | 24.6  | 4,920     |
| Total Non-interest Expense | \$ 30,658 | 17.1% | \$ 26,190 | 22.1% | \$ 21,453 |

Total non-interest expense increased \$4.5 million, or 17.1%, in 2005 over 2004 reflecting increases in salaries and benefits, occupancy and equipment expenses, business development, franchise taxes and other miscellaneous expenses. Total non-interest expense increased \$4.7 million, or 22.1%, in 2004 over 2003 reflecting increases in salaries and benefits, occupancy and equipment expenses, legal and professional fees, item processing expenses and other operating expenses. As a percent of average assets, total non-interest expenses were 2.97%, 2.83% and 2.90% in 2005, 2004 and 2003, respectively.



The increase in salaries and employee benefits for both years of 2005 and 2004 were due to salary merit increases, additions to staff, employee bonus expenses and increases in the cost of employee insurance. In addition, \$1.3 million of the increase in salaries and benefits for 2004 was attributable to the addition of the ANB staff. In 2005 and 2004, the bonus expense was \$1.2 million and \$0.9 million, respectively. The average number of full-time equivalent employees increased in 2005 and 2004 by 16.4 and 31.2, respectively, to an average full-time equivalent staff of 260.7 and 244.3, respectively. At year-end 2005, the full-time equivalent staff was 267 as compared to 254 at the end of 2004. The impact of the ANB acquisition on 2004 full-time equivalent staff represented an increase of 23.9 on the full year average and 31 to the year end total.

Occupancy expenses increased in 2005 due to facilities that were opened or acquired in 2004 and were in use for an entire year in 2005. During 2004, two facilities were opened, the Euleess branch and the Hulen motor bank. Four facilities were acquired in the ANB transaction. Also contributing to the increase in occupancy expense in 2005 were the leasing of additional space in the Hulen facility and the loss of tenant rents at a bank-owned building. Occupancy expenses increased in 2004 due to the addition of the ANB locations, which added \$0.3 million to this expense, the addition of the Euleess branch facility and a full year of expenses related to the facility leased in May 2003 to house the Corporation's administrative, credit and data processing departments as well as the Hulen branch personnel. The increase in occupancy expense in 2003 was due to the addition of two new branch facilities and the relocation and centralization of the support groups previously mentioned into a new facility which was leased beginning in May 2003. Rental expense for the Corporation has increased each year from 2003 to 2005, increasing from 1.0 million in 2003 to \$1.1 million in 2004 and \$1.3 million in 2005 due to the added facilities mentioned above.

Furniture and equipment expense was \$2.3 million in 2005, an increase of \$80 thousand over 2004. Furniture and equipment expense increased \$384 thousand in 2004 compared to 2003. The increase in equipment expense in 2004 was primarily related to an increase in depreciation expense due to an 11.0% increase in average furniture and equipment assets during 2004. The increase in 2004 was also attributable to the ANB acquisition which added \$0.3 million to furniture and equipment assets plus the facility for the support functions mentioned above. The increase in equipment expense in 2003 was primarily related to an increase in depreciation expense due to a 62.7% increase in furniture and equipment assets during 2003. The increase in 2003 also included the full year impact of the investment in new hardware and software related to a core system data processing conversion made in October 2002, the cost of equipment added in new branches and the new facility for the support functions mentioned above and the cost of a new telephone system.

Amortization expense of intangible assets was \$334 thousand in 2005. Amortization of core deposit intangibles was \$328 thousand in 2005, up from \$219 thousand in 2004. The increase in the amortization of core deposit intangibles was a result of a full year of amortization in 2005. The core deposit intangibles were amortized for eight months in 2004. The core deposit intangibles were recorded in conjunction with the ANB acquisition. As discussed in Note 6 to the Consolidated Financial Statements, a premium of \$10.7 million was paid in connection with the acquisition of ANB, \$2.7 million of which was identified as core deposit intangible. The core deposit intangibles will be amortized over their estimated useful life of 8 years using a straight line method.

Business development expense increased \$287 thousand, or 35.4% in 2005. The increase reflected higher levels of expenditures on advertising, public relations and customer expenses.

Legal and professional fees were \$1.3 million, \$1.3 million, and \$688 thousand in 2005, 2004 and 2003, respectively. Legal and professional fees increased significantly in 2004 compared to the prior year as a result of compliance with the Sarbanes-Oxley Act of 2002 and other corporate governance functions plus the cost of consultants related to compensation and asset-liability management programs.

Item processing fees decreased \$74 thousand, or 8.2%, in 2005. Item processing expenses increased \$223 thousand in 2004 over 2003 due to the addition of ANB and the conversion to a new internet banking system.

The increase in other operating expenses in 2005 occurred in several categories; including debit card expenses, memberships and dues, telephone and OCC examination fees. The increase in other operating expenses in 2004 was primarily due to ANB which added \$188,000 of expense in this category (primarily ATM, loan collection and telephone expenses).

**Federal Income Tax Expense.** The Corporation has adopted Statement of Financial Accounting Standards No. 109, Accounting for Income Taxes. See Note 13 of the Consolidated Financial Statements for details of tax expense. The Corporation expensed \$7,258,000, \$5,851,000 and \$5,017,000 for federal income taxes for the years ending December 31, 2005, 2004 and 2003, respectively. These amounts resulted in an effective tax rate of 35.0% for 2005, 35.0% for 2004 and 34.0% for 2003.

**Investment Securities.** The following table presents the consolidated investment securities portfolio at amortized cost as of December 31, 2005, all of which are classified as Available-for-Sale (see Note 1 to the Consolidated Financial Statements for a discussion of this designation), by stated maturity and with the weighted average interest yield for each range of maturities. The yields on tax-exempt obligations are computed on a fully taxable equivalent basis using statutory rates for federal income taxes.

| (Dollars in Thousands)                            | December 31, 2005  |              |                   |              |
|---|--------------------|--------------|-------------------|--------------|
|   | Due 1 Year or Less |              | Due 1 to 5 Years  |              |
|   | Amount             | Yield        | Amount            | Yield        |
| U.S. Government Agencies and Corporations         | \$ 40,474          | 3.88%        | \$ 132,957        | 3.66%        |
| U.S. Government Agency Mortgage Backed Securities | -0-                |              | 17,337            | 3.77         |
| Obligations of States and Political Subdivisions  | 481                | 5.11         | 4,379             | 4.79         |
| Other Securities                                  | -0-                |              | -0-               |              |
| <b>Total</b>                                      | <b>\$ 40,955</b>   | <b>3.89%</b> | <b>\$ 154,673</b> | <b>3.70%</b> |

| (Dollars in Thousands)                            | December 31, 2005 |              |                    |              |                   |
|---|-------------------|--------------|--------------------|--------------|-------------------|
|   | Due 5 to 10 Years |              | Due After 10 Years |              | Total             |
|   | Amount            | Yield        | Amount             | Yield        |                   |
| (Dollars in Thousands)                            |                   |              |                    |              |                   |
| U.S. Government Agencies and Corporations         | \$ -0-            | %\$          | -0-                | %\$          | 173,431           |
| U.S. Government Agency Mortgage Backed Securities | 18,405            | 4.77         | 33,385             | 4.67         | 69,127            |
| Obligations of States and Political Subdivisions  | 6,802             | 5.32         | -0-                |              | 11,662            |
| Other Securities                                  | -0-               |              | 7,697              | 5.55         | 7,697             |
| <b>Total</b>                                      | <b>\$ 25,207</b>  | <b>4.92%</b> | <b>\$ 41,082</b>   | <b>4.83%</b> | <b>\$ 261,917</b> |

The tax equivalent yield on the investment securities portfolio of the Corporation at December 31, 2005 was 3.94% and the estimated weighted average life of the portfolio on that date was approximately 2.6 years. At December 31, 2004, the yield of the portfolio was 3.80% and the weighted average life was approximately 3.0 years. As of December 31, 2005, there was a net unrealized loss of \$5.1 million, or (1.9) % of the amortized cost of those securities, in the portfolio.

The following table summarizes the book and fair value of investment securities held by the Corporation as of December 31 for the past three years (dollars in thousands):

|   | December 31, |            |            |            |            |            |
|---|--------------|------------|------------|------------|------------|------------|
|   | 2005         | % of Total | 2004       | % of Total | 2003       | % of Total |
| U.S. Government Agencies and Corporations         | \$ 169,888   | 66.1%      | \$ 163,620 | 73.3%      | \$ 120,024 | 61.2%      |
| U.S. Government Agency Mortgage Backed Securities | 67,657       | 26.3       | 43,482     | 19.5       | 61,243     | 31.3       |
| Obligations of States and Political Subdivisions  | 11,681       | 4.6        | 8,123      | 3.6        | 7,068      | 3.6        |
| Other Securities                                  | 7,616        | 3.0        | 8,126      | 3.6        | 7,624      | 3.9        |

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|       |    |         |        |    |         |        |    |         |        |
|-------|----|---------|--------|----|---------|--------|----|---------|--------|
| Total | \$ | 256,842 | 100.0% | \$ | 223,351 | 100.0% | \$ | 195,959 | 100.0% |
|-------|----|---------|--------|----|---------|--------|----|---------|--------|

Federal Home Loan Bank Stock in the amount of \$700,000 was redeemed in 2005. In 2004, approximately \$23.2 million of investment securities were sold, resulting in \$32,000 of gains from these sales.

**Loans.** The following schedule classifies loans according to type as of December 31 for the past five years (dollars in thousands):

|   | December 31,      |               |                   |               |                   |               |
|---|-------------------|---------------|-------------------|---------------|-------------------|---------------|
|   | 2005              | % of<br>Total | 2004              | % of<br>Total | 2003              | % of<br>Total |
| Commercial and Industrial                         | \$ 277,827        | 35.9%         | \$ 261,571        | 37.2%         | \$ 219,805        | 39.7%         |
| Real Estate -Commercial                           | 260,736           | 33.6          | 224,720           | 32.0          | 159,082           | 28.7          |
| Real Estate -Residential                          | 91,183            | 11.8          | 82,839            | 11.8          | 67,635            | 12.2          |
| Real Estate -Construction                         | 106,227           | 13.7          | 93,558            | 13.3          | 74,069            | 13.4          |
| Loans to Individuals, Net of<br>Unearned Discount | 38,913            | 5.0           | 39,931            | 5.7           | 33,178            | 6.0           |
| <b>Total Loans, Net of Unearned<br/>Income</b>    | <b>\$ 774,886</b> | <b>100.0%</b> | <b>\$ 702,619</b> | <b>100.0%</b> | <b>\$ 553,769</b> | <b>100.0%</b> |

|  | December 31,      |               |                   |               |
|--|-------------------|---------------|-------------------|---------------|
|  | 2002              | % of<br>Total | 2001              | % of<br>Total |
| Commercial and Industrial                      | \$ 195,120        | 41.6%         | \$ 184,716        | 42.9%         |
| Real Estate -Commercial                        | 130,755           | 27.9          | 107,600           | 25.0          |
| Real Estate -Residential                       | 48,447            | 10.3          | 44,522            | 10.3          |
| Real Estate -Construction                      | 59,941            | 12.8          | 60,548            | 14.1          |
| Loans to Individuals, Net of Unearned Discount | 34,882            | 7.4           | 33,368            | 7.7           |
| <b>Total Loans, Net of Unearned<br/>Income</b> | <b>\$ 469,145</b> | <b>100.0%</b> | <b>\$ 430,754</b> | <b>100.0%</b> |

The preceding loan distribution table reflects that total loans increased \$72.3 million, or 10.3%, from December 31, 2004 to December 31, 2005, and \$148.9 million, or 26.9%, from December 31, 2003 to December 31, 2004. Although these dollar increases were significant, the Corporation is continuing to apply stringent credit criteria on all loan applications. At December 31, 2005, 2004 and 2003, loans represented 88.2%, 88.7% and 86.3%, respectively, of deposits. For the years 2005, 2004 and 2003, average loans represented 88.9%, 88.0% and 82.9%, respectively, of average deposits, reflecting a somewhat slower growth in deposits compared to loans over these periods.

The commercial loan customers of the Corporation are primarily small to medium-sized businesses and professionals and executives. The Corporation offers a variety of commercial loan products that include revolving lines of credit, letters of credit, working capital loans and loans to finance accounts receivable, inventory and equipment. Generally, these commercial loans have floating rates of interest with terms of maturity of three years or less.

A significant portion of the Corporation's commercial real estate mortgage portfolio in 2005 and 2004 represented loans to finance owner-occupied real estate. The growth in 2005 and 2004 was partially attributable to significant new customer relationships formed during those years. At December 31, 2005 and 2004, \$172.4 million, or 66.1%, and \$145.4 million, or 64.7%, respectively, of the commercial real estate mortgage portfolio, had been made for this purpose. At December 31, 2005 and 2004, loans with variable rates of interest represented approximately 43% and 52%, respectively of the owner occupied commercial real estate loan portfolio. A significant portion of the remaining owner occupied commercial real estate loans have balloon terms of five to seven years and/or rate adjustment clauses.

Real estate construction loans are made primarily to finance construction of single family residences in the Corporation's market area of Tarrant County, Texas. Construction loans generally are secured by first liens on real estate and have floating interest rates. The Corporation's lending activities in this area are primarily with borrowers that have been in the building trade for many years and with which the Corporation has long standing relationships. The Corporation's lending officers meet quarterly with consultants that track the residential building activities within the market. The Corporation adjusts its construction lending activities based on the trends of housing starts and absorption rates in the market.

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The Corporation also lends to consumers for purchases of various consumer goods, such as automobiles and boats, and for home improvements. The terms of these loans typically are five years or less and are well secured with liens on products purchased or other assets. These loans are primarily made to customers who have other relationships with the Corporation. The Corporation does not issue credit cards and does not have any credit card loans outstanding.

The following table presents commercial loans and real estate construction loans at December 31, 2005, based on scheduled principal repayments and the total amount of loans due after one year classified according to sensitivity to changes in interest rates (in thousands):

|                            | One Year<br>or Less | Over<br>One Year<br>Through<br>Five Years | Over Five<br>Years | Total             |
|----------------------------|---------------------|---|--------------------|-------------------|
| Commercial and Industrial  | \$ 223,779          | \$ 48,845                                 | \$ 5,203           | \$ 277,827        |
| Real Estate - Construction | 101,811             | 3,379                                     | 1,037              | 106,227           |
| <b>Totals</b>              | <b>\$ 325,590</b>   | <b>\$ 52,224</b>                          | <b>\$ 6,240</b>    | <b>\$ 384,054</b> |

Of the loans maturing after one year, all have fixed rates of interest, with many having rate adjustment clauses during the remaining term of the loan that allow for periodic adjustments to rates.

**Allowance for Loan Losses.** Each loan carried by the Corporation involves some degree of inherent risk. This risk is reflected in the Consolidated Financial Statements through the provision for loan losses and the allowance for loan losses.

The allowance for loan losses represents the amount which, in management's judgment, will be adequate to absorb future charge-offs of existing loans that may become uncollectible. Loans, or portions thereof, are charged against the allowance when management believes that full collection of the principal and interest is unlikely, and subsequent recoveries, if any, are credited to the allowance when received. Adjustments to the allowance for loan losses are reported in the period during which such adjustments become known or are reasonably estimable.

The allowance for loan losses is established through charges to income in the form of a provision for loan losses when it is probable that all amounts due pursuant to the contractual terms of the loan will not be collected. The amount of the provision for loan losses is a reflection of management's judgment as to the adequacy of the allowance for loan losses and is based upon management's evaluation of a number of factors, including past loan loss experience, current and projected economic conditions, delinquency ratios and management's review of the value of discounted cash flows associated with impaired loans.

The Corporation has adopted Statement of Financial Accounting Standards No. 114, Accounting by Creditors for Impairment of a Loan as amended by Statement of Financial Accounting Standards No. 118, Accounting by Creditors for Impairment of a Loan - Income Recognition and Disclosure. These standards specify how allowances for certain impaired loans should be determined and the accounting for in-substance foreclosures.

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The following table presents average loans, net of unearned income, and an analysis of the allowance for loan losses (dollars in thousands):

|  | Years Ended December 31, |            |            |            |            |
|--|--------------------------|------------|------------|------------|------------|
|  | 2005                     | 2004       | 2003       | 2002       | 2001       |
| Average Loans Outstanding  | \$ 729,856               | \$ 647,686 | \$ 504,520 | \$ 463,106 | \$ 402,763 |
| Analysis of Allowance for Loan Losses:                             |                          |            |            |            |            |
| Balance, Beginning of Year   | \$ 10,187                | \$ 7,784   | \$ 6,706   | \$ 6,015   | \$ 5,399   |
| Balance Acquired in Arlington National Bank Acquisition            | -0-                      | 1,254      | -0-        | -0-        | -0-        |
| Charge-Offs:   |                          |            |            |            |            |
| Commercial and Industrial  | 386                      | 814        | 351        | 2,330      | 1,280      |
| Real Estate - Mortgage   | -0-                      | 12         | 31         | 213        | 4          |
| Real Estate - Construction   | -0-                      | -0-        | -0-        | 10         | -0-        |
| Loans to Individuals   | 156                      | 215        | 157        | 268        | 123        |
| Total Charge-Offs  | 542                      | 1,041      | 539        | 2,821      | 1,407      |
| Recoveries:  |                          |            |            |            |            |
| Commercial and Industrial  | 284                      | 258        | 595        | 296        | 80         |
| Real Estate - Mortgage   | 100                      | 85         | 79         | 22         | 164        |
| Real Estate - Construction   | -0-                      | -0-        | -0-        | -0-        | -0-        |
| Loans to Individuals   | 74                       | 57         | 63         | 54         | 24         |
| Total Recoveries   | 458                      | 400        | 737        | 372        | 268        |
| Net Charge-Offs (Recoveries)                                       | 84                       | 641        | (198)      | 2,449      | 1,139      |
| Provision Charged to Operating Expense                             | 1,105                    | 1,790      | 880        | 3,140      | 1,755      |
| Balance, End of Year   | \$ 11,208                | \$ 10,187  | \$ 7,784   | \$ 6,706   | \$ 6,015   |
| Ratio of Net Charge-Offs (Recoveries) to Average Loans Outstanding | 0.01%                    | 0.10%      | (0.04)%    | 0.53%      | 0.28%      |

The increase in the allowance for loan losses in 2005 from 2004 resulted from the provision for loan losses exceeding the level of net charge-offs. The increase in the allowance for loan losses in 2004 from 2003 resulted from the increase in provision for loan loss expense which primarily reflected the growth in total loans plus the increase in net charge-offs in 2004 from 2003. In addition, the allowance for loan losses acquired in the ANB acquisition contributed to the growth in the balance of the allowance as of December 31, 2004. Asset quality remained strong because of an improving local economy and in part due to the performance of the Chief Credit Officer who is responsible for monitoring loan quality by ensuring that the quality is sustained, that individual loans perform as agreed and that the Bank receives an appropriate return for the risk in the portfolio.

The following table reflects the allowance for loan losses compared to total loans at the end of each year (dollars in thousands):

|   | December 31, |            |            |            |            |
|---|--------------|------------|------------|------------|------------|
|   | 2005         | 2004       | 2003       | 2002       | 2001       |
| Total Loans   | \$ 774,886   | \$ 702,619 | \$ 553,769 | \$ 469,145 | \$ 430,754 |
| Allowance for Loan Losses                             | 11,208       | 10,187     | 7,784      | 6,706      | 6,015      |
| Allowance for Loan Losses as a Percent of Total Loans | 1.45%        | 1.45%      | 1.41%      | 1.43%      | 1.40%      |
|   | 374.0        | 394.0      | 331.0      | 314.0      | 146.0      |

Allowance for Loan Losses as a Percent of Non-Performing  
Loans

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The following table illustrates the allocation of the allowance for loan losses to the various loan categories (dollars in thousands); see the table on page 26 for the percent of specific types of loans to total loans:

|                            | December 31,     |               |                  |               |                 |               |
|----------------------------|------------------|---------------|------------------|---------------|-----------------|---------------|
|                            | 2005             |               | 2004             |               | 2003            |               |
|                            | Amount           | % of Total    | Amount           | % of Total    | Amount          | % of Total    |
| Allowance For Loan Losses: |                  |               |                  |               |                 |               |
| Commercial and Industrial  | \$ 4,868         | 43.4%         | \$ 3,973         | 39.0%         | \$ 3,087        | 39.7%         |
| Real Estate - Mortgage     | 3,559            | 31.8          | 3,138            | 30.8          | 2,215           | 28.5          |
| Real Estate - Construction | 919              | 8.2           | 831              | 8.2           | 646             | 8.3           |
| Loans to Individuals       | 386              | 3.4           | 544              | 5.3           | 387             | 5.0           |
| Unallocated Portion        | 1,476            | 13.2          | 1,701            | 16.7          | 1,449           | 18.5          |
| <b>Total</b>               | <b>\$ 11,208</b> | <b>100.0%</b> | <b>\$ 10,187</b> | <b>100.0%</b> | <b>\$ 7,784</b> | <b>100.0%</b> |

|                            | December 31,    |               |                 |               |
|----------------------------|-----------------|---------------|-----------------|---------------|
|                            | 2002            |               | 2001            |               |
|                            | Amount          | % of Total    | Amount          | % of Total    |
| Allowance For Loan Losses: |                 |               |                 |               |
| Commercial and Industrial  | \$ 3,231        | 48.2%         | \$ 3,336        | 55.5%         |
| Real Estate - Mortgage     | 1,697           | 25.3          | 1,613           | 26.8          |
| Real Estate - Construction | 493             | 7.4           | 635             | 10.6          |
| Loans to Individuals       | 411             | 6.1           | 365             | 6.0           |
| Unallocated Portion        | 874             | 13.0          | 66              | 1.1           |
| <b>Total</b>               | <b>\$ 6,706</b> | <b>100.0%</b> | <b>\$ 6,015</b> | <b>100.0%</b> |

The allocations are comprised of specific allocations that are determined by providing specific reserves against each loan that is criticized (as defined on page 36 under Critical Accounting Policies ) as being weak, plus a general allocation against the remaining balance of the portfolio based on experience factors. Management of the Corporation believes that the allowance for loan losses at December 31, 2005 is adequate to cover losses inherent in the portfolio. There can be no assurance that the Corporation will not sustain loan losses in future periods which could be substantial in relation to, or exceed, the size of the current allowance. The total allowance is available to absorb losses from any loan.

In January 2006, a classified borrower with outstanding loan balances of approximately \$9.0 million notified the Corporation that it was experiencing further financial distress. As of December 31, 2005, the borrower was current as to principal and interest and was current as to loan terms. This borrower's credits had been identified by the Bank as weaker credits for approximately a year. The borrower requested a deferral of future principal and interest payments until such time as the borrower's financial arrangements could be restructured, the borrower or certain of its assets sold or other arrangements for payment could be made. Effective February 9, 2006, the Company placed all loans to this borrower on non-accrual and agreed, subject to an infusion of a specified amount of capital and certain other conditions, to defer all payments of principal and interest from this borrower until June 30, 2006. On February 9, 2006, an outside investor contributed to the borrower the specified amount of additional capital in the form of debt subordinated to the Company's loans. In light of further information and recent developments, the Corporation anticipates that additional provisions for loan losses may be taken during the first quarter 2006 to provide for any estimated ultimate loss that could arise from this credit relationship as developments warrant. Because this remains a dynamic situation, the Corporation's management will continue to monitor this situation very closely.

**Non-Performing Assets.** Non-performing assets consist of non-accrual loans, renegotiated loans, other real estate and other foreclosed assets. Non-accrual loans are those on which the accrual of interest has been suspended and on which the interest is recorded as earned when it is

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received. Loans are generally placed on non-accrual status when principal or interest is past due 90 days or more and the loan is not both well-secured and in the process of collection, or immediately, if in the opinion of management, full collection of principal or interest is doubtful. At the time a loan is placed on non-accrual status, interest previously recorded but not collected is reversed and charged against current interest income.

Renegotiated loans are loans on which the interest and/or the principal have been reduced due to deterioration in the borrower's financial condition. Even though these loans are actually performing, they are included in non-performing assets because of the loss of revenue related to the reduction of interest and/or principal.

Other real estate is real estate acquired through foreclosure or through partial settlement of debts and which is awaiting sale and disposition. At the time of acquisition, other real estate is recorded at the lower of estimated fair value less estimated selling costs or the loan balance or settlement agreement with any write-down charged to the allowance for loan losses. Any further write-downs, expenses related to the property and any gain or loss resulting from the sale of the property are recorded in current operating expenses.

Other foreclosed assets are other types of collateral (such as autos, shares of stock and equipment) acquired through foreclosure or through partial settlement of debts which are awaiting sale and disposition. At the time of acquisition, other foreclosed assets are recorded at the lower of estimated fair value less estimated selling costs or the loan balance or settlement agreement with any write-down charged to the allowance for loan losses. Any further write-downs, expenses related to the asset and any gain or loss resulting from the sale of the asset are recorded in current operating expenses.

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The Corporation is required, by regulatory authorities, to have other real estate and other foreclosed assets evaluated periodically. In the event the new evaluation value is less than the carrying value of the property, the excess is written off to expense. Some properties or foreclosed assets are written down below their evaluation values when management believes the economic value has declined below the evaluation value.

The following table summarizes the non-performing assets and loans 90 days past due and still accruing (dollars in thousands):

|   | December 31,    |                 |                 |                 |                 |
|---|-----------------|-----------------|-----------------|-----------------|-----------------|
|   | 2005            | 2004            | 2003            | 2002            | 2001            |
| Non-accrual Loans                                 | \$ 3,000        | \$ 2,587        | \$ 2,351        | \$ 2,135        | \$ 4,115        |
| Renegotiated Loans                                | -0-             | -0-             | -0-             | -0-             | -0-             |
| Other Real Estate & Other Foreclosed Assets       | -0-             | -0-             | -0-             | 1,268           | 444             |
| <b>Total Non-Performing Assets</b>                | <b>\$ 3,000</b> | <b>\$ 2,587</b> | <b>\$ 2,351</b> | <b>\$ 3,403</b> | <b>\$ 4,559</b> |
| As a Percent of:                                  |                 |                 |                 |                 |                 |
| Total Assets                                      | 0.27%           | 0.26%           | 0.30%           | 0.49%           | 0.72%           |
| Total Loans and Other                             |                 |                 |                 |                 |                 |
| Real Estate & Other Foreclosed Assets             | 0.39            | 0.37            | 0.42            | 0.72            | 1.06            |
| Loans Past Due 90 Days or More and Still Accruing | \$ -0-          | \$ 18           | \$ 55           | \$ 16           | \$ 16           |

Non-accrual loans at December 31, 2005, were comprised of \$226,000 in commercial loans, \$2,701,000 in real estate mortgages, and \$73,000 in consumer loans. Of the total non-accrual loans at December 31, 2005 of \$3,000,000, \$1,225,000 was SBA guaranteed. There was no Other Real Estate and Other Foreclosed Assets as of December 31, 2005.

Non-accrual loans at December 31, 2004, were comprised of \$1,841,000 in commercial loans, \$469,000 in real estate mortgages, \$119,000 in interim construction loans and \$158,000 in consumer loans. Of the total non-accrual loans at December 31, 2004 of \$2,587,000, \$1,190,000 was SBA guaranteed. There was no Other Real Estate and Other Foreclosed Assets as of December 31, 2004.

The impact on interest income from the above referenced non-accrual loans and renegotiated loans for each of the past five years is provided below (in thousands):

|   | Years Ended December 31, |               |              |              |               |
|---|--------------------------|---------------|--------------|--------------|---------------|
|   | 2005                     | 2004          | 2003         | 2002         | 2001          |
| Gross Amount of Interest That Would Have Been Recorded at Original Rate | \$ 289                   | \$ 221        | \$ 162       | \$ 171       | \$ 340        |
| Interest Included in Income   | 4                        | 72            | 75           | 99           | 195           |
| <b>Interest Not Recorded in Income</b>                                  | <b>\$ 285</b>            | <b>\$ 149</b> | <b>\$ 87</b> | <b>\$ 72</b> | <b>\$ 145</b> |

Loans are graded on a system similar to that used by the banking industry regulators (as described on page 36 under Critical Accounting Policies). In addition to the above grading system, the Corporation maintains a separate watch list which further aids the Corporation in monitoring loan quality. Watch list loans show warning elements where the present status portrays one or more deficiencies that require attention in the short run or where pertinent ratios of the loan account have weakened to a point where more frequent monitoring is warranted.

Non-accrual loans normally include weaker Substandard loans and loans that are considered to be Doubtful (which are defined later in this section).

An independent third party loan review was completed in late 2005. In addition, a regulatory examination was completed in early 2005. Based on the findings of these reviews and exams, management considers the loan portfolio to be adequately reserved.

Criticized loans (loans classified as OAEM, Substandard or Doubtful as noted on page 31) have increased since 2000. A significant portion of this increase is due to enhanced classification procedures and the performance of the Chief Credit Officer employed by the Corporation in the third quarter of 2001 to assist in monitoring loan quality. At December 31, 2005, total criticized loans were \$35.2 million, a decrease of less

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than 1.0% from the December 31, 2004 amount. Approximately \$3.4 million of the increase in criticized loans from 2003 to 2004 is attributable to criticized loans within the ANB portfolio. Our aggressiveness in recognizing any weakness in the financial condition of our borrowers and the increase in the balance of the loan portfolio are the primary reasons for the increase in criticized loans since 2001.

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The Corporation remains diligent in its efforts to identify any loan that might reflect weakness of the borrower as soon as possible. Management is not aware of any potential loan problems that have not been disclosed to which serious doubts exist as to the ability of the borrower to substantially comply with the present repayment terms and the Corporation does not anticipate any significant losses from these downgraded credits.

The following table summarizes the relationship between non-performing loans, criticized loans and the allowance for loan losses (dollars in thousands):

|  | December 31, |          |          |          |          |
|--|--------------|----------|----------|----------|----------|
|  | 2005         | 2004     | 2003     | 2002     | 2001     |
| Non-Performing Loans                       | \$ 3,000     | \$ 2,587 | \$ 2,351 | \$ 2,135 | \$ 4,115 |
| Criticized Loans                           | 35,161       | 35,375   | 27,737   | 23,067   | 24,879   |
| Allowance for Loan Losses                  | 11,208       | 10,187   | 7,784    | 6,706    | 6,015    |
| Allowance for Loan Losses as a Percent of: |              |          |          |          |          |
| Non-Performing Loans                       | 374.0%       | 394.0%   | 331.0%   | 314.0%   | 146.0%   |
| Criticized Loans                           | 32.0         | 29.0     | 28.0     | 29.0     | 24.0     |

**Deposits.** The primary source of the Corporation's funds is deposits. The majority of the Corporation's deposits are considered core deposits. Core deposits are those that are not subject to material changes due to customer withdrawal because of market rate changes. Average demand deposits increased \$29.3 million, or 13.8%, from 2004 to 2005, and increased \$39.7 million, or 23.0%, from 2003 to 2004. Demand deposits from the acquired ANB locations added \$19.5 million to the 2004 average. Average demand deposits represented 29.4% and 28.9% of average total deposits during 2005 and 2004, respectively. Average interest-bearing deposits increased \$56.0 million, or 10.7%, from 2004 to 2005, and increased \$87.6 million, or 20.1%, from 2003 to 2004. Interest-bearing deposits from the ANB locations added \$47.7 million to the 2004 average. The deposit types, daily average balance and related average rates paid during each of the last three years are as follows (dollars in thousands):

|  | 2005              |              | 2004              |              | 2003              |              |
|--|-------------------|--------------|-------------------|--------------|-------------------|--------------|
|  | Amount            | Rate Paid    | Amount            | Rate Paid    | Amount            | Rate Paid    |
| Noninterest-Bearing Demand Deposits              | \$ 241,735        |              | \$ 212,482        |              | \$ 172,784        |              |
| Interest-Bearing Deposits:                       |                   |              |                   |              |                   |              |
| Interest-Bearing Transaction Accounts            | 237,415           | 1.44%        | 232,155           | 1.08%        | 193,841           | 1.09%        |
| Savings  | 168,507           | 1.85         | 149,510           | 1.23         | 119,851           | 1.32         |
| Certificates of Deposit under \$100,000 and IRAs | 80,494            | 2.83         | 68,602            | 2.22         | 62,938            | 2.48         |
| Certificates of Deposit of \$100,000 or More     | 91,713            | 3.03         | 73,097            | 2.45         | 59,072            | 2.63         |
| Other Time Deposits                              | 1,538             | 3.51         | 288               | 2.59         | 315               | 2.26         |
| <b>Total Interest-Bearing Deposits</b>           | <b>579,667</b>    | <b>2.01%</b> | <b>523,652</b>    | <b>1.47%</b> | <b>436,017</b>    | <b>1.56%</b> |
| <b>Total Deposits</b>                            | <b>\$ 821,402</b> |              | <b>\$ 736,134</b> |              | <b>\$ 608,801</b> |              |

The remaining maturity on certificates of deposit of \$100,000 or more as of December 31, 2005, 2004 and 2003 is presented below (dollars in thousands):

| Maturity         | 2005      | % of Total | 2004      | % of Total | 2003      | % of Total |
|------------------|-----------|------------|-----------|------------|-----------|------------|
| 3 months or less | \$ 19,971 | 20.0%      | \$ 18,387 | 23.1%      | \$ 10,598 | 16.8%      |
| 3 to 6 months    | 14,364    | 14.4       | 8,332     | 10.4       | 11,799    | 18.7       |
| 6 to 12 months   | 31,833    | 31.9       | 9,827     | 12.3       | 13,583    | 21.5       |
| Over 12 months   | 33,680    | 33.7       | 43,208    | 54.2       | 27,119    | 43.0       |

The shift, reflected in the above table, to shorter maturities from 2004 to 2005 is partly attributable to the Corporation's paying premiums for certificates of deposit with shorter maturities in response to local market conditions. The shift toward longer maturities from 2003 to 2004 is due to the Corporation paying a premium on certificates of deposit with three year maturities to offset some of the loan growth with similar

maturities during this period.

**Borrowings.** Securities sold under repurchase agreements generally represent borrowings with maturities ranging from one to thirty days. These borrowings are with significant commercial customers of the Corporation that require short-term liquidity for their funds. Information relating to these borrowings and other short-term borrowings for the last three years is summarized as follows (dollars in thousands):

|   | December 31, |           |           |
|---|--------------|-----------|-----------|
|   | 2005         | 2004      | 2003      |
| <b>Securities Sold Under Repurchase Agreements:</b> |              |           |           |
| Average Balance                                     | \$ 50,825    | \$ 33,068 | \$ 26,850 |
| Year-End Balance                                    | 61,559       | 43,972    | 32,234    |
| Maximum Month-End Balance During Year               | 67,494       | 43,972    | 32,234    |
| <b>Interest Rate:</b>                               |              |           |           |
| Average   | 2.72%        | 0.68%     | 0.31%     |
| Year-End  | 3.65         | 1.64      | 0.44      |
| <b>Federal Home Loan Bank Advances:</b>             |              |           |           |
| Average Balance                                     | \$ 61,808    | \$ 67,732 | \$ 30,532 |
| Year-End Balance                                    | 55,000       | 60,000    | 50,000    |
| Maximum Month-End Balance During Year               | 70,000       | 100,000   | 50,000    |
| <b>Interest Rate:</b>                               |              |           |           |
| Average   | 3.10%        | 1.65%     | 1.65%     |
| Year-End  | 3.44         | 2.11      | 1.52      |
| <b>Federal Funds Purchased:</b>                     |              |           |           |
| Average Balance                                     | \$ 534       | \$ 1,878  | \$ 2,774  |
| Year-End Balance                                    | 5,300        | -0-       | -0-       |
| Maximum Month-End Balance During Year               | 5,300        | 21,525    | 7,200     |
| <b>Interest Rate:</b>                               |              |           |           |
| Average   | 3.54%        | 1.45%     | 1.41%     |
| Year-End  | 4.33         | -0-       | -0-       |

The Corporation has available a line of credit with the Federal Home Loan Bank of Dallas ( FHLB ), which allows it to borrow on a collateralized basis at a fixed term. The borrowings are collateralized by a blanket floating lien on certain real estate loans (with a total principal balance of \$152.6 million at December 31, 2005), the FHLB capital stock owned by the Corporation and any funds on deposit with the FHLB. At December 31, 2005, \$55.0 million of borrowings were outstanding under the line of credit at an average rate of 3.44%, \$40.0 million of which matures during 2006 and \$15.0 million of which matures in 2007. For the year ended December 31, 2005, the Corporation had average borrowings of \$61.8 million under this line of credit with the FHLB. At December 31, 2004, the Corporation had \$60.0 million of borrowings outstanding under the line of credit at an average rate of 2.11%, \$40.0 million of which matured during 2005 and \$20.0 million of which matures in April 2006. The increase in FHLB borrowings in 2004 from 2003 coincided with a significant increase in loans during the year.

In addition, from time to time the Corporation purchases Federal Funds from correspondent banks to meet periodic liquidity needs.

**Notes Payable.** On September 15, 2005, the Corporation obtained a line of credit from a bank under which the Corporation may borrow \$10.0 million at a floating rate (three month LIBOR plus a margin of 2.00%). The line of credit is secured by stock of the Bank and matures on September 15, 2006, whereupon, if balances are outstanding, the line converts to a term note having a five year term. The Corporation will not pay a fee for any unused portion of the line. At December 31, 2005, there were no borrowings on this line of credit. The purpose of the line was to provide an additional liquidity source.

**Junior Subordinated Deferrable Debentures.** On May 3, 2004, the Corporation formed SBI Trust and SBI Trust subsequently issued \$12.0 million of floating rate (three month LIBOR plus a margin of 2.65%) Capital Securities (the Trust Capital Securities ). Concurrent with the issuance of the Trust Capital Securities, SBI Trust issued trust common securities to the Corporation in the aggregate liquidation value of \$372,000. The proceeds of the issuance of the Trust Capital Securities and trust common securities were invested in the Corporation's Floating Rate Junior Subordinated Deferrable Debentures (the Deferrable Debentures ), which mature on July 7, 2034 and have a call feature that permits the Corporation to redeem any or all of the securities after July 7, 2009. The interest rate on the Deferrable Debentures at December 31, 2005 was 6.80%. The Deferrable Debentures, which are the only assets of SBI Trust, are subordinated and junior in right of payment to all present and future senior indebtedness (as defined in the Indenture dated May 3, 2004) of the Corporation.

**Off-Balance-Sheet Arrangements, Commitments, Guarantees and Contractual Obligations.** In the normal course of business, the Corporation enters into various transactions, which, in accordance with accounting principles generally accepted in the United States, are not included in its consolidated balance sheets. The Corporation enters into these transactions to meet the financing needs of its customers. These transactions include commitments to extend credit and standby letters of credit, which involve, to varying degrees, elements of credit risk and interest rate risk in excess of the amounts recognized in the consolidated balance sheets.

The Corporation enters into contractual loan commitments to extend credit, normally with fixed expiration dates or termination clauses, at specified rates and for specific purposes. Substantially all of the Corporation's commitments to extend credit are contingent upon customers maintaining specific credit standards at the time of loan funding. The Corporation minimizes its exposure to loss under these commitments by subjecting them to credit approval and monitoring procedures. Management assesses the credit risk associated with certain commitments to extend credit in determining the level of the allowance for possible loan losses.

Standby letters of credit are written conditional commitments issued by the Corporation to guarantee the performance of a customer to a third party. In the event the customer does not perform in accordance with the terms of the agreement with the third party, the Corporation would be required to fund the commitment. The maximum potential amount of future payments the Corporation could be required to make is represented by the contractual amount of the commitment. If the commitment is funded, the Corporation would be entitled to seek recovery from the customer. The Corporation's policies generally require that standby letter of credit arrangements contain security and debt covenants similar to those contained in loan agreements.

The following table summarizes the Corporation's known contractual obligations and other commitments to make future payments as of December 31, 2005 (dollars in thousands). Payments for borrowings do not include interest. Payments related to leases are based on actual payments specified in the underlying contracts. Loan commitments and standby letters of credit are presented at contractual amounts; however, since many of these commitments are expected to expire unused or only partially used, the total amounts of these commitments do not necessarily reflect future cash requirements.

|  | Payments Due by Period |  |   |                    |                   |
|--|------------------------|--|---|--------------------|-------------------|
|  | 1 Year<br>or Less      | More Than 1<br>Year But Less<br>Than 3 Years | 3 Years or<br>More But Less<br>Than 5 Years | 5 Years<br>or More | Total             |
| <b>Contractual Obligations:</b>                                |                        |  |   |                    |                   |
| Federal Home Loan Bank Advances                                | \$ 40,000              | \$ 15,000                                    | \$ -0-                                      | \$ -0-             | \$ 55,000         |
| Operating Leases   | 1,234                  | 2,320  | 1,507                                       | 1,844              | 6,905             |
| Deposits with Stated Maturity Dates                            | 124,465                | 62,826                                       | 3,880                                       | -0-                | 191,171           |
| <b>Total</b>   | <b>165,699</b>         | <b>80,146</b>                                | <b>5,387</b>                                | <b>1,844</b>       | <b>253,076</b>    |
| <b>Other Commitments:</b>                                      |                        |  |   |                    |                   |
| Loan Commitments   | 182,480                | 17,637                                       | 6,251                                       | 20,663             | 227,031           |
| Standby Letters of Credit                                      | 6,139                  | 456  | 30  | 12                 | 6,637             |
| <b>Total</b>   | <b>188,619</b>         | <b>18,093</b>                                | <b>6,281</b>                                | <b>20,675</b>      | <b>233,668</b>    |
| <b>Total Contractual Obligations and Other<br/>Commitments</b> | <b>\$ 354,318</b>      | <b>\$ 98,239</b>                             | <b>\$ 11,668</b>                            | <b>\$ 22,519</b>   | <b>\$ 486,744</b> |

**Interest Rate Sensitivity.** The objectives of monitoring and managing the interest rate risk of the balance sheet are to contribute to earnings by minimizing adverse changes in net interest income as a result of changes in the direction and level of interest rates and to provide liquidity to satisfy cash flow requirements to meet customers' fluctuating demands.

Interest rate sensitivity is the relationship between changes in the market interest rates and changes in net interest income due to the repricing characteristics of assets and liabilities.

An asset-sensitive position in a given period will result in more assets than liabilities being subject to repricing; therefore, market interest-rate changes will be reflected more quickly in asset rates. If interest rates decline, such a position will have an adverse effect on net interest income. Conversely, in a liability-sensitive position, where liabilities reprice more quickly than assets in a given period, a decline in market rates will



benefit net interest income.

A mix of earning assets and interest-bearing liabilities in which relatively equal volumes repriced each period represents a matched interest sensitivity GAP position; any excess of these assets or liabilities results in an interest sensitive GAP.

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The following table, commonly referred to as a static GAP report, indicates the interest rate sensitivity position at December 31, 2005 and may not be reflective of positions in subsequent periods (dollars in thousands):

|   | Due in<br>30<br>Days<br>Or Less | Due in<br>31-180<br>Days | Due in<br>181 Days<br>to One Year | Total<br>Rate<br>Sensitive | Repriced<br>After 1<br>Year or<br>Non-Rate<br>Sensitive | Total             |
|---|---------------------------------|--------------------------|-----------------------------------|----------------------------|---|-------------------|
| <b>Earning Assets:</b>                            |                                 |                          |                                   |                            |   |                   |
| Loans   | \$ 365,075                      | \$ 62,571                | \$ 55,298                         | \$ 482,944                 | \$ 291,942  | \$ 774,886        |
| Investment Securities                             | 9,090                           | 25,721                   | 36,057                            | 70,868                     | 185,974   | 256,842           |
| Federal Funds Sold & Due From Time                | 892                             | -0-                      | -0-                               | 892                        | -0-   | 892               |
| <b>Total Earning Assets</b>                       | <b>375,057</b>                  | <b>88,292</b>            | <b>91,355</b>                     | <b>554,704</b>             | <b>477,916</b>  | <b>1,032,620</b>  |
| <b>Interest-Bearing Liabilities:</b>              |                                 |                          |                                   |                            |   |                   |
| Interest-Bearing Transaction Accounts and Savings | 424,578                         | -0-                      | -0-                               | 424,578                    | -0-   | 424,578           |
| Certificates of Deposit under \$100,000 and IRAs  | 3,563                           | 25,728                   | 26,004                            | 55,295                     | 32,978  | 88,273            |
| Certificates of Deposit of \$100,000 or More      | 4,464                           | 29,871                   | 31,833                            | 66,168                     | 33,680  | 99,848            |
| Other Time Deposits                               | 3,000                           | -0-                      | -0-                               | 3,000                      | 50  | 3,050             |
| Other Borrowings                                  | 94,231                          | 15,000                   | 10,000                            | 119,231                    | 15,000  | 134,231           |
| <b>Total Interest-Bearing Liabilities</b>         | <b>529,836</b>                  | <b>70,599</b>            | <b>67,837</b>                     | <b>668,272</b>             | <b>81,708</b>   | <b>749,980</b>    |
| <b>Interest Sensitivity GAP</b>                   | <b>\$ (154,779)</b>             | <b>\$ 17,693</b>         | <b>\$ 23,518</b>                  | <b>\$ (113,568)</b>        | <b>\$ 396,208</b>                                       | <b>\$ 282,640</b> |
| <b>Cumulative GAP</b>                             | <b>\$ (154,779)</b>             | <b>\$ (137,086)</b>      | <b>\$ (113,568)</b>               |                            |   |                   |
| Periodic GAP To Total Assets                      | (14.07)%                        | 1.61%                    | 2.14%                             |                            |   |                   |
| Cumulative GAP To Total Assets                    | (14.07)%                        | (12.47)%                 | (10.33)%                          |                            |   |                   |

In the preceding table under the Repriced after 1 Year or Non-Rate Sensitive category, \$101.4 million in investment securities will reprice or mature within one to three years and another \$70.9 million will reprice or mature within three to five years. The estimated weighted average life of the investment portfolio is approximately 2.6 years. Also, the above table reflects the call dates versus maturity dates and periodic principal amortization of investment securities.

The preceding static GAP report reflects a cumulative liability sensitive position during the one year horizon. An inherent weakness of this report is that it ignores the relative volatility any one category may have in relation to other categories or market rates in general. For instance, the rate paid on certain interest-bearing transaction accounts typically adjusts less quickly than the three month T-Bill. Management attempts to capture this relative volatility by utilizing a simulation model with a beta factor adjustment which estimates the volatility of rate sensitive assets and/or liabilities in relation to other market rates.

Beta factors are an estimation of the long term, multiple interest rate environment relation between an individual account and market rates in general. For instance, NOW, savings and money market accounts, which are repricable within 30 days, will have considerably lower beta factors than variable rate loans and most investment categories. Taking this into consideration, it is quite possible for a bank with a negative cumulative GAP to total asset ratio to have a positive beta adjusted GAP risk position. As a result of applying the beta factors established by the Corporation's management to the earning assets and interest-bearing liabilities in the static GAP report via a simulation model, the Corporation's cumulative GAP to total assets ratio at one year of (10.33%) was reversed to a positive 24.80% beta adjusted GAP position. Management feels that the beta adjusted GAP risk technique more accurately reflects the Corporation's GAP position.

In addition to GAP analysis, the Corporation uses an interest rate risk simulation model and shock analysis to test the interest rate sensitivity of net interest income and the balance sheet, respectively. Contractual maturities and repricing opportunities of loans are incorporated in the model as are prepayment assumptions, maturity data and call options within the investment portfolio. Assumptions based on past experience are

incorporated into the model for non-maturity deposit accounts. Based on the December 31, 2005 simulation analysis, it is estimated that a 100 basis point rise in interest rates over the next 12 month period would have an impact of approximately a 5.0% increase on net interest income for the period, while a 100 basis point decline in interest rates over the same period would have an impact of approximately a (5.9%) decrease on net interest income for the period. These varying results are primarily a product of the manner in which interest rates on demand, money market and savings deposits change. The Corporation has found that historically, interest rates on these deposits change more slowly in a rising rate environment than in a declining rate environment. This assumption is incorporated into the simulation model and is generally not fully reflected in a GAP analysis. The analysis does not contemplate any actions that the Corporation might undertake in response to changes in market interest rates. Accordingly, this analysis is not intended to be and does not provide a forecast of the effect actual changes in market rates will have on the Corporation.

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The following table reflects certain spreads and margins for the past three years:

|                               | 2005  | 2004  | 2003  |
|-------------------------------|-------|-------|-------|
| Yield on Earning Assets (T/E) | 6.21% | 5.40% | 5.54% |
| Cost of Funds                 | 2.23  | 1.49  | 1.50  |
| Net Interest Spread (T/E)     | 3.98  | 3.91  | 4.04  |
| Net Interest Margin (T/E)     | 4.58  | 4.31  | 4.48  |

T/E = Tax Equivalent

**Capital Resources.** At December 31, 2005, shareholders' equity totaled \$81.3 million, an increase of \$6.8 million, or 9.2%, compared to 2004. This increase reflected an increase in retained earnings offset by the impact of dividends, repurchases of shares of Common Stock of the Corporation and the change in the unrealized loss on securities available for sale, net of tax benefit. In 2005, the Corporation repurchased 32,038 shares of Common Stock for an aggregate of \$0.6 million. At December 31, 2004, shareholders' equity totaled \$74.5 million, an increase of \$5.8 million, or 8.5%, compared to 2003. This increase reflected an increase in retained earnings offset by the impact of dividends and repurchases of shares of Common Stock of the Corporation. In 2004, the Corporation repurchased 47,766 shares of Common Stock for an aggregate of \$0.7 million. The ability of the Corporation to repurchase shares of Common Stock is subject to various banking laws, regulations and policies as well as rules and regulations of the SEC.

The Corporation and the Bank are subject to capital adequacy guidelines established by the FRB and other regulatory authorities. See Business - The Corporation - Capital Adequacy Requirements, Business - The Bank - Capital Adequacy Requirements and Note 23 of the Notes to Consolidated Financial Statements for additional information regarding levels of required capital and risk weighted assets and other information relating to the capital adequacy guidelines. The table below illustrates the Corporation's and the Bank's compliance with the capital adequacy guidelines as of December 31, 2005 and 2004 (dollars in thousands):

|                                      | December 31, 2005                  |                      | December 31, 2004                  |                      |
|--------------------------------------|------------------------------------|----------------------|------------------------------------|----------------------|
|                                      | The<br>Consolidated<br>Corporation | Summit<br>Bank, N.A. | The<br>Consolidated<br>Corporation | Summit<br>Bank, N.A. |
| Total Assets                         | \$ 1,099,735                       | \$ 1,099,344         | \$ 989,117                         | \$ 988,710           |
| Risk Weighted Assets                 | 829,181                            | 829,170              | 753,509                            | 753,108              |
| Equity Capital (Tier 1)              | \$ 85,374                          | \$ 84,935            | \$ 76,435                          | \$ 77,959            |
| Qualifying Allowance For Loan Losses | 10,375                             | 10,375               | 9,428                              | 9,423                |
| <b>Total Capital</b>                 | <b>\$ 95,749</b>                   | <b>\$ 95,310</b>     | <b>\$ 85,863</b>                   | <b>\$ 87,382</b>     |
| Leverage Ratio                       | 7.97                               | 7.93%                | 7.85%                              | 8.03%                |
| Risk Capital Ratio:                  |                                    |                      |                                    |                      |
| Tier 1 Capital                       | 10.30                              | 10.24%               | 10.14%                             | 10.35%               |
| Total Capital                        | 11.55                              | 11.49                | 11.40                              | 11.60                |

The Corporation had net unrealized losses on Available-for-Sale securities, net of deferred tax benefit, of \$3.3 million and \$0.5 million at December 31, 2005 and December 31, 2004, respectively. Under regulatory requirements, unrealized losses on Available-for-Sale securities are not included in the calculation of risk-based capital.

As of December 31, 2005 and 2004, the Corporation and the Bank exceeded the risk-based capital and leverage requirements set by regulatory authorities and satisfied the criteria for classification as a well capitalized institution under the rules of FDICIA. See Note 23 of the Notes to Consolidated Financial Statements for additional information regarding these classifications.

**Liquidity.** Liquidity is defined as the Corporation's ability to meet deposit withdrawals, provide for the legitimate credit needs of customers and take advantage of certain investment opportunities as they arise. While maintaining adequate liquid assets to fulfill these functions, it must also maintain compatible levels of maturity and rate concentrations between its sources of funds and earning assets. The liability structure of the Corporation is short-term in nature and the asset structure is likewise oriented towards short maturities.

The Corporation's primary internal sources of liquidity consist of the federal funds that it sells and its portfolio of marketable investment securities, particularly those with shorter maturities. Investment securities maturing within 90 days represented \$6.0 million, or 0.5%, of total

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assets as of December 31, 2005. Additionally, the Corporation's ability to sell loan participations, purchase federal funds and obtain advances from the FHLB serve as secondary sources of liquidity. The Bank has approved federal funds lines at other banks.

The Corporation has available a line of credit with the FHLB that allows it to borrow on a collateralized basis at a fixed term. At December 31, 2005, \$55.0 million of borrowings were outstanding under this line of credit at an average rate of 3.44%, \$40.0 million of which matures during 2006 and \$15.0 million of which matures in 2007. In addition, on September 15, 2005, the Corporation obtained a line of credit from a bank under which the Corporation may borrow \$10.0 million at a floating rate. At December 31, 2005, there were no borrowings under this line.

On May 3, 2004, SBI Trust issued \$12.0 million of Trust Capital Securities as well as trust common securities in the aggregate liquidation value of \$372,000. The proceeds from the issuance of these securities were invested in the Deferrable Debentures of the Corporation, which mature on July 7, 2034 and have a call feature that permits the Corporation to redeem any or all of the Deferrable Debentures after July 7, 2009. At December 31, 2005, the interest rate on the Deferrable Debentures was 6.80%.

The liquidity of the Corporation is enhanced by the fact that 88.1% of its total deposits at December 31, 2005 were core deposits. For this purpose, core deposits are defined as total deposits less public funds, certificates of deposit greater than \$100,000 and brokered certificates of deposit. Also, the Corporation's loan to deposit ratio averaged 88.9% for the year.

In the event that the Corporation's average loans continue to grow during 2006 and the Corporation is unable to fund such growth through the generation of additional deposits, the Corporation may be required to obtain funding from secondary sources, including purchasing federal funds, obtaining advances from the FHLB or other secondary sources. In such event, the Corporation's business, results of operations and financial condition could be negatively impacted.

The Corporation's income, which provides funds for the payment of dividends to shareholders and for other corporate purposes, is derived from its investment in the Bank.

**Impact of Inflation.** The effects of inflation on the local economy and on the Corporation's operating results have been relatively modest for the past several years. Since substantially all of the Corporation's assets and liabilities are monetary in nature, such as cash, investments, loans and deposits, their values are less sensitive to the effects of inflation than to changing interest rates, which do not necessarily change in accordance with inflation rates. The Corporation attempts to control the impact of interest rate fluctuations by managing the relationship between its interest rate sensitive assets and liabilities.

**Related Party Transactions.** The Bank has made transactions in the ordinary course of business with certain of its and the Corporation's officers, directors and their affiliates. All loans included in such transactions are made on substantially the same terms, including interest rate and collateral, as those prevailing at the time for comparable transactions with other persons and all loans are current as to principal and interest payments. Total loans outstanding to such parties amounted to approximately \$9,356,000 at December 31, 2005 and \$8,537,000 at December 31, 2004.

**Subsequent Events.** On January 17, 2006, the Board of Directors of the Corporation declared a quarterly dividend of \$0.08 per share to be paid on February 15, 2006 to shareholders of record on January 30, 2006.

**Critical Accounting Policies.** The Corporation's accounting policies are fundamental to understanding management's discussion and analysis of results of operations and financial condition. The Corporation has identified its policy with respect to allowance for loan losses as critical because it requires management to make particularly difficult, subjective or complex judgments about matters that are inherently uncertain and because of the likelihood that materially different amounts would be reported under different conditions or using different assumptions. The Corporation, in consultation with the Audit Committee of the Board of Directors, has reviewed and approved this critical accounting policy, which is further described under the caption "Loans and Allowance for Loan Losses" in Note 1 of the Notes to the Consolidated Financial Statements.

The amount maintained in the allowance reflects management's continuing assessment of the potential losses inherent in its loan portfolio based on evaluations of industry concentrations, specific credit risks, current loan portfolio quality, present and future economic, political and regulatory conditions and unidentified losses generally associated with bank lending inherent in its current loan portfolio. In making these evaluations, management and the Loan Committee of the Board of Directors take into account past loan loss experience, delinquency ratios and the analysis of third party loan review specialists.

The allocation of the allowance is determined by providing specific reserves against each loan that is criticized as being weak plus a general allocation against the remaining balance of the portfolio based on experience factors. The loans are graded on a system similar to that used by the banking industry regulators. The first level of criticized loans is "Other Assets Especially Mentioned" (OAEM). These loans are fundamentally sound but have potential weaknesses which may, if not corrected, weaken the asset or inadequately protect the bank's credit position at some future date. The second level is "Substandard", which are loans inadequately protected by current sound net worth, paying capacity or pledged collateral of the borrower. The last level of criticized loans, before they are charged-off, is "Doubtful". Doubtful loans are

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considered to have inherent weaknesses because collection or liquidation in full is highly questionable. The general allocation is based upon the Corporation's loss experience over a period of years and is adjusted for subjective factors such as economic trends, performance trends and concentrations of credit. At December 31, 2005, the general allocation rate of the allowance was .93%.

These evaluations are inherently subjective because, even though they are based on objective data, it is management's interpretation of that data that determines the amount of the appropriate allowance. Therefore, from time to time (but at least quarterly), management reviews the actual performance and write-off history of the loan portfolio and compares that to previously determined allowance coverage percentages. In this manner, management evaluates the impact the previously mentioned variables may have had on the loan portfolio to determine which changes, if any, should be made to the assumptions and analyses. Recent analysis has indicated that projections of possible losses inherent in the loan portfolio have approximated actual write-off experience during the current economic environment.

Actual results could differ materially from estimates as a result of changes in economic or market conditions and other factors. Changes in the Corporation's evaluations and the assumptions underlying these evaluations could result in a material change in the allowance. While the Corporation believes that the allowance for loan losses has been established and maintained at levels adequate to reflect the risks inherent in the loan portfolio, future increases may be necessary if economic or market conditions and other factors differ substantially from the conditions that existed at the time of the initial determinations.

The Corporation accounts for stock-based employee compensation plans based on the intrinsic value method provided in Accounting Principles Board Opinion (APB) No. 25, Accounting for Stock Issued to Employees, and related Interpretations. Because the exercise price of the Corporation's employee stock options is not less than 100-110% of the fair market value of the underlying common stock at the date of the grant, no compensation expense is recognized on options granted. Compensation expense for stock awards is based on the market price of the stock on the measurement date, which is generally the date of grant, and is recognized ratably over the vesting period of the award.

SFAS No. 123, Accounting for Stock-Based Compensation, as amended by SFAS 148, requires pro forma disclosures of net income and earnings per share for companies not adopting its fair value accounting method for stock-based employee compensation. The pro forma disclosures presented in Note 1 to the Financial Statements included elsewhere in this report use the fair value method of SFAS 123 to measure compensation expense for stock-based employee compensation plans. The fair value of stock options granted was estimated at the measurement date, which is generally the date of grant, using the Black-Scholes option-pricing model. This model was developed for use in estimating the fair value of publicly traded options that have no vesting restrictions and are fully transferable. Additionally, the model requires the input of highly subjective assumptions. Because the Corporation's employee stock options have characteristics significantly different from those of publicly traded options, and because changes in the subjective input assumptions can materially affect the fair value estimate, in management's opinion, the Black-Scholes option-pricing model does not necessarily provide a reliable single measure of the fair value of the Corporation's employee stock options.

In December 2004, the Financial Accounting Standards Board (FASB) issued SFAS No. 123, Share-Based Payment (Revised 2004). Among other things, SFAS 123R eliminates the ability to account for stock-based compensation using APB 25 and requires that such transactions be recognized as compensation cost in the income statement based on their fair values on the date of the grant. SFAS 123R is effective for the Corporation on January 1, 2006. See Note 25 to the Consolidated Financial Statements included elsewhere in this report.

**ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.**

For information regarding the market risk of the Corporation's financial instruments, see Management's Discussion and Analysis of Financial Condition and Results of Operations - Interest Rate Sensitivity and Liquidity. The Corporation's principal market risk exposure is to interest rates.



**ITEM 8. CONSOLIDATED FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.**

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**INDEPENDENT AUDITOR S REPORT**

**REPORT OF STOVALL, GRANDEY & ALLEN, L.L.P.  
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Shareholders  
of Summit Bancshares, Inc.  
Fort Worth, Texas

We have audited the accompanying consolidated balance sheets of Summit Bancshares, Inc. (the Corporation ) as of December 31, 2005 and 2004, and the related consolidated statements of income, changes in shareholders equity and cash flows for each of the three years in the period ending December 31, 2005. These financial statements are the responsibility of the Corporation s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Summit Bancshares, Inc. at December 31, 2005 and 2004, and the consolidated results of its operations and its cash flows for each of the three years in the period ending December 31, 2005, in conformity with U.S. generally accepted accounting principles.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the effectiveness of Summit Bancshares, Inc. s internal control over financial reporting as of December 31, 2005, based on criteria established in Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated March 14, 2006 expressed an unqualified opinion thereon.

/s/ Stovall, Grandey & Allen, L.L.P.

STOVALL, GRANDEY & ALLEN, L.L.P.

Fort Worth, Texas  
March 14, 2006

**Management's Responsibility for Financial Reporting**

The management of the Corporation is responsible for the preparation of the Corporation's consolidated financial statements, related financial data and other information in this Annual Report on Form 10-K. The consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America and include amounts based on management's estimates and judgment where appropriate. Financial information appearing throughout this Annual Report on Form 10-K is consistent with the consolidated financial statements.

In meeting its responsibility both for the integrity and fairness of these financial statements and information, management depends on the accounting systems and related internal accounting controls that are designed to provide reasonable assurances that transactions are authorized and recorded in accordance with established procedures and that assets are safeguarded and that proper and reliable records are maintained.

The concept of reasonable assurance is based on the recognition that the cost of a system of internal controls should not exceed the related benefits. As an integral part of the system of internal controls, the Audit Committee of the Board of Directors of the Corporation and its subsidiaries retains independent auditors who monitor compliance with, and evaluate the effectiveness of, the Corporation's system of internal controls and coordinates audit coverage with the independent auditors.

The Audit Committee, which is composed entirely of directors independent of management of the Corporation, meets regularly with management, regulatory examiners, internal auditors, the loan review consultants and independent auditors to discuss financial reporting matters, internal controls, regulatory reports, internal auditing and the nature, scope and results of audit efforts. The banking regulators, internal auditors and independent auditors have direct access to the Audit Committee.

The consolidated financial statements have been audited by Stovall, Grandey & Allen, L.L.P., independent auditors, who render an independent opinion on the Corporation's consolidated financial statements. The appointment of Stovall, Grandey & Allen, L.L.P. has been approved by the Audit Committee. Stovall, Grandey, & Allen, L.L.P.'s audit provides an additional assessment of the degree to which the Corporation's management meets its responsibility for financial reporting. The opinion of Stovall, Grandey & Allen, L.L.P. on the Corporation's consolidated financial statements is based on auditing procedures, which include its consideration of the internal control structure and performance of selected tests of transactions and records, as it deems appropriate. These auditing procedures are designed to provide an additional reasonable level of assurance that the consolidated financial statements of the Corporation are fairly presented in accordance with generally accepted accounting principles in all material respects.

/s/ Philip E. Norwood

/s/ Bob G. Scott

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PHILIP E. NORWOOD  
CHAIRMAN OF THE BOARD,  
PRESIDENT AND CHIEF EXECUTIVE OFFICER

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BOB G. SCOTT  
EXECUTIVE VICE PRESIDENT  
AND CHIEF OPERATING OFFICER

SUMMIT BANCSHARES, INC. AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS

|   | December 31,   |            |
|---|----------------|------------|
|   | 2005           | 2004       |
|   | (In Thousands) |            |
| <b>ASSETS</b>   |                |            |
| CASH AND DUE FROM BANKS NOTE 1  | \$ 32,558      | \$ 27,219  |
| INTEREST-BEARING DEPOSITS   | 892            | 370        |
| FEDERAL FUNDS SOLD  | -0-            | 4,650      |
| INVESTMENT SECURITIES NOTE 3  |                |            |
| Securities Available-for-Sale, at Fair Value  | 256,842        | 223,351    |
| LOANS NOTES 4 AND 14  |                |            |
| Loans   | 774,886        | 702,619    |
| Allowance for Loan Losses   | (11,208)       | (10,187)   |
|   | 763,678        | 692,432    |
| LOANS, NET  |                |            |
| PREMISES AND EQUIPMENT NOTE 5   | 16,515         | 15,749     |
| GOODWILL NOTE 6   | 9,060          | 8,042      |
| OTHER INTANGIBLE ASSETS, NET NOTE 6   | 2,191          | 2,478      |
| ACCRUED INCOME RECEIVABLE   | 6,273          | 4,814      |
| OTHER REAL ESTATE NOTE 7  | -0-            | -0-        |
| OTHER ASSETS  | 11,726         | 10,012     |
|   | \$ 1,099,735   | \$ 989,117 |
|   | \$ 1,099,735   | \$ 989,117 |
| <b>LIABILITIES AND SHAREHOLDERS EQUITY</b>  |                |            |
| DEPOSITS NOTE 8   |                |            |
| Noninterest-Bearing Demand  | \$ 263,027     | \$ 235,399 |
| Interest-Bearing  | 615,749        | 556,865    |
|   | 878,776        | 792,264    |
| TOTAL DEPOSITS  |                |            |
| SHORT TERM BORROWINGS NOTE 9  | 121,859        | 103,972    |
| NOTE PAYABLE NOTE 10  | -0-            | 1,750      |
| JUNIOR SUBORDINATED DEFERRABLE DEBENTURES NOTE 11   | 12,372         | 12,372     |
| ACCRUED INTEREST PAYABLE  | 1,014          | 601        |
| OTHER LIABILITIES   | 4,381          | 3,668      |
|   | 1,018,402      | 914,627    |
| TOTAL LIABILITIES   |                |            |
|   | 1,018,402      | 914,627    |
| COMMITMENTS AND CONTINGENCIES NOTES 5, 10, 16, 18 AND 20  |                |            |
| SHAREHOLDERS EQUITY NOTES 15, 17, 18, 21 AND 22   |                |            |
| Common Stock - \$1.25 Par Value; 20,000,000 shares authorized; 12,443,518 and 12,359,232 shares issued and outstanding at December 31, 2005 and 2004, respectively. | 15,554         | 15,449     |
| Capital Surplus   | 8,170          | 7,705      |
| Retained Earnings   | 60,964         | 51,810     |
| Accumulated Other Comprehensive Income Unrealized Loss on Available-for-Sale Investment Securities, Net of Tax Benefit  | (3,349)        | (474)      |
| Treasury Stock at Cost (300 shares at December 31, 2005)  | (6)            | -0-        |
|   | 81,333         | 74,490     |
| TOTAL SHAREHOLDERS EQUITY   |                |            |
|   | 81,333         | 74,490     |
| TOTAL LIABILITIES AND SHAREHOLDERS EQUITY   | \$ 1,099,735   | \$ 989,117 |
|   | \$ 1,099,735   | \$ 989,117 |

The accompanying Notes should be read with these financial statements.

SUMMIT BANCSHARES, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF INCOME

|  | For The Years Ended December 31, |                  |                 |
|--|----------------------------------|------------------|-----------------|
|  | 2005                             | 2004             | 2003            |
| (In Thousands, Except Per Share Data)                        |                                  |                  |                 |
| <b>INTEREST INCOME</b>                                       |                                  |                  |                 |
| Interest and Fees on Loans                                   | \$ 51,064                        | \$ 39,018        | \$ 31,134       |
| Interest and Dividends on Investment Securities:             |                                  |                  |                 |
| Taxable  | 8,281                            | 7,409            | 7,106           |
| Exempt from Federal Income Taxes                             | 324                              | 260              | 206             |
| Interest on Federal Funds Sold and Interest-Bearing Deposits | 292                              | 170              | 81              |
| <b>TOTAL INTEREST INCOME</b>                                 | <b>59,961</b>                    | <b>46,857</b>    | <b>38,527</b>   |
| <b>INTEREST EXPENSE</b>                                      |                                  |                  |                 |
| Interest on Deposits   | 11,663                           | 7,677            | 6,810           |
| Interest on Short Term Borrowings                            | 3,317                            | 1,423            | 627             |
| Interest on Note Payable                                     | 57                               | 62               | -0-             |
| Interest on Junior Subordinated Deferrable Debentures        | 731                              | 344              | -0-             |
| <b>TOTAL INTEREST EXPENSE</b>                                | <b>15,768</b>                    | <b>9,506</b>     | <b>7,437</b>    |
| <b>NET INTEREST INCOME</b>                                   | <b>44,193</b>                    | <b>37,351</b>    | <b>31,090</b>   |
| LESS: PROVISION FOR LOAN LOSSES NOTE 4                       | 1,105                            | 1,790            | 880             |
| <b>NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES</b>   | <b>43,088</b>                    | <b>35,561</b>    | <b>30,210</b>   |
| <b>NON-INTEREST INCOME</b>                                   |                                  |                  |                 |
| Service Charges and Fees on Deposits                         | 3,938                            | 4,248            | 3,443           |
| Gain on Sale of Investment Securities                        | -0-                              | 32               | 230             |
| Other Income   | 4,066                            | 2,962            | 2,355           |
| <b>TOTAL NON-INTEREST INCOME</b>                             | <b>8,004</b>                     | <b>7,242</b>     | <b>6,028</b>    |
| <b>NON-INTEREST EXPENSE</b>                                  |                                  |                  |                 |
| Salaries and Employee Benefits NOTE 18                       | 18,277                           | 15,329           | 12,926          |
| Occupancy Expense - Net                                      | 2,834                            | 2,206            | 1,734           |
| Furniture and Equipment Expense                              | 2,341                            | 2,261            | 1,877           |
| Other Real Estate Owned Expense - Net                        | (11)                             | 44               | (4)             |
| Intangible Amortization                                      | 334                              | 219              | -0-             |
| Other Expense NOTE 12  | 6,883                            | 6,131            | 4,920           |
| <b>TOTAL NON-INTEREST EXPENSE</b>                            | <b>30,658</b>                    | <b>26,190</b>    | <b>21,453</b>   |
| <b>INCOME BEFORE INCOME TAXES</b>                            | <b>20,434</b>                    | <b>16,613</b>    | <b>14,785</b>   |
| APPLICABLE INCOME TAXES NOTE 13                              | 7,258                            | 5,851            | 5,017           |
| <b>NET INCOME</b>  | <b>\$ 13,176</b>                 | <b>\$ 10,762</b> | <b>\$ 9,768</b> |
| <b>NET INCOME PER SHARE NOTE 17</b>                          |                                  |                  |                 |
| Basic  | \$ 1.06                          | \$ 0.87          | \$ 0.79         |
| Diluted  | 1.04                             | 0.85             | 0.77            |

The accompanying Notes should be read with these financial statements.



SUMMIT BANCSHARES, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS EQUITY  
FOR THE YEARS ENDED DECEMBER 31, 2005, 2004 AND 2003

|   | <u>Common Stock</u> |               | <u>Capital<br/>Surplus</u> | <u>Retained<br/>Earnings</u> | <u>Accumulated<br/>Other<br/>Comprehensive<br/>Income - Net<br/>Unrealized Gain<br/>(Loss) on<br/>Investment<br/>Securities</u> | <u>Treasury<br/>Stock</u> | <u>Total<br/>Share-<br/>Holders<br/>Equity</u> |
|---|---------------------|---------------|----------------------------|------------------------------|---|---------------------------|--|
|   | <u>Shares</u>       | <u>Amount</u> |                            |                              |   |                           |  |
| (Dollars in Thousands, Except Per Share Data) |                     |               |                            |                              |   |                           |  |
| BALANCE AT January 1,<br>2003                 | 6,158,542           | \$ 7,698      | \$ 7,122                   | \$ 47,660                    | \$ 2,861  | \$ (403)                  | \$ 64,938                                      |
| Stock Options Exercised                       | 53,225              | 66            | 299                        |                              |   |                           | 365  |
| Purchases of Stock Held in<br>Treasury        |                     |               |                            |                              |   | (1,009)                   | (1,009)  |
| Retirement of Stock Held in<br>Treasury       | (59,438)            | (74)          |                            | (1,235)                      |   | 1,309                     | -0-  |
| Cash Dividend - \$.26 Per Share               |                     |               |                            | (3,205)                      |   |                           | (3,205)  |
| Net Income for the Year Ended<br>2003         |                     |               |                            | 9,768                        |   |                           | 9,768  |
| Securities Available-for-Sale<br>Adjustment   |                     |               |                            |                              | (2,173)   |                           | (2,173)  |
| Total Comprehensive Income -<br>NOTE 27       |                     |               |                            |                              |   |                           | 7,595  |
| BALANCE AT December 31,<br>2003               | 6,152,329           | 7,690         | 7,421                      | 52,988                       | 688   | (103)                     | 68,684   |
| Stock Options Exercised                       | 55,270              | 69            | 284                        |                              |   |                           | 353  |
| Purchases of Stock Held in<br>Treasury        |                     |               |                            |                              |   | (694)                     | (694)  |
| Retirement of Stock Held in<br>Treasury       | (27,583)            | (34)          |                            | (763)                        |   | 797                       | -0-  |
| Two-for-One Stock Split                       | 6,179,216           | 7,724         |                            | (7,724)                      |   |                           | -0-  |
| Cash Dividend -\$.28 Per Share                |                     |               |                            | (3,453)                      |   |                           | (3,453)  |
| Net Income for the Year Ended<br>2004         |                     |               |                            | 10,762                       |   |                           | 10,762   |
| Securities Available-for-Sale<br>Adjustment   |                     |               |                            |                              | (1,162)   |                           | (1,162)  |
| Total Comprehensive Income -<br>NOTE 27       |                     |               |                            |                              |   |                           | 9,600  |
| BALANCE AT December 31,<br>2004               | 12,359,232          | 15,449        | 7,705                      | 51,810                       | (474)   | -0-                       | 74,490   |
| Stock Options Exercised                       | 116,024             | 145           | 465                        |                              |   |                           | 610  |
| Purchases of Stock Held in<br>Treasury        |                     |               |                            |                              |   | (594)                     | (594)  |
| Retirement of Stock Held in<br>Treasury       | (31,738)            | (40)          |                            | (548)                        |   | 588                       | -0-  |
| Cash Dividend - \$.28 Per Share               |                     |               |                            | (3,474)                      |   |                           | (3,474)  |
| Net Income for the Year Ended<br>2005         |                     |               |                            | 13,176                       |   |                           | 13,176   |
| Securities Available-for-Sale<br>Adjustment   |                     |               |                            |                              | (2,875)   |                           | (2,875)  |



|   |        |
|---|--------|
| Total Comprehensive Income -<br>NOTE 27 | 10,301 |
|---|--------|

|                                 |            |    |        |    |       |    |        |    |         |    |     |    |        |
|---------------------------------|------------|----|--------|----|-------|----|--------|----|---------|----|-----|----|--------|
| BALANCE AT December 31,<br>2005 | 12,443,518 | \$ | 15,554 | \$ | 8,170 | \$ | 60,964 | \$ | (3,349) | \$ | (6) | \$ | 81,333 |
|---------------------------------|------------|----|--------|----|-------|----|--------|----|---------|----|-----|----|--------|

The accompanying Notes should be read with these financial statements.

SUMMIT BANCSHARES, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS

|  | For The Years Ended December 31, |                  |                  |
|--|----------------------------------|------------------|------------------|
|  | 2005                             | 2004             | 2003             |
|  | (In Thousands)                   |                  |                  |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>   |                                  |                  |                  |
| Net Income   | \$ 13,176                        | \$ 10,762        | \$ 9,768         |
| <b>Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities:</b>           |                                  |                  |                  |
| Depreciation and Amortization  | 1,946                            | 1,669            | 1,370            |
| Net Premium Amortization of Investment Securities  | 1,309                            | 1,429            | 1,486            |
| Amortization of Intangible Assets  | 334                              | 219              | -0-              |
| Provision for Loan Losses  | 1,105                            | 1,790            | 880              |
| Deferred Income Tax (Benefit) Expense  | (533)                            | (434)            | 336              |
| Net Gain on Sale of Investment Securities  | -0-                              | (32)             | (230)            |
| Net (Gain) Loss From Sale of Other Real Estate & Repossessed Assets                                | (19)                             | (70)             | 10               |
| Net Gain From Sale of Premises and Equipment   | (247)                            | (37)             | (46)             |
| Net Increase in Accrued Income and Other Assets  | (1,322)                          | (809)            | (68)             |
| Net Increase (Decrease) in Accrued Expenses and Other Liabilities                                  | 1,126                            | 397              | (352)            |
| <b>Total Adjustments</b>   | <b>3,699</b>                     | <b>4,122</b>     | <b>3,386</b>     |
| <b>NET CASH PROVIDED BY OPERATING ACTIVITIES</b>   | <b>16,875</b>                    | <b>14,884</b>    | <b>13,154</b>    |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>   |                                  |                  |                  |
| Net Decrease (Increase) in Federal Funds Sold  | 4,128                            | 19,738           | (1,074)          |
| Proceeds from Matured and Prepaid Investment Securities  | 524,266                          | 120,254          | 101,354          |
| Proceeds from Sales and Redemptions of Investment Securities                                       | 700                              | 23,233           | 125,620          |
| Purchase of Investment Securities  | (563,976)                        | (173,730)        | (253,971)        |
| Premium Paid for ANB Financial Corporation   | -0-                              | (10,520)         | -0-              |
| Net Assets Acquired in the Purchase of ANB Financial Corporation (Net of Acquired Cash of \$3,871) | -0-                              | (2,039)          | -0-              |
| Net Assets Acquired in the Purchase of Dignum Financial  | (1,043)                          | -0-              | -0-              |
| Loans Originated and Principal Repayments, Net   | (72,857)                         | (89,427)         | (85,163)         |
| Recoveries of Loans Previously Charged-Off   | 458                              | 400              | 737              |
| Proceeds from Sale of Premises and Equipment   | 338                              | 48               | 279              |
| Proceeds from Sale of Other Real Estate & Repossessed Assets                                       | 67                               | 892              | 1,257            |
| Purchases of Premises and Equipment  | (2,808)                          | (4,509)          | (3,038)          |
| <b>NET CASH USED BY INVESTING ACTIVITIES</b>   | <b>(110,727)</b>                 | <b>(115,660)</b> | <b>(113,999)</b> |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>   |                                  |                  |                  |
| Net Increase in Demand Deposits, Savings Accounts and Interest-Bearing Transaction Accounts        | 48,070                           | 52,506           | 49,540           |
| Net Increase in Certificates of Deposit  | 38,442                           | 14,803           | 9,892            |
| Net Increase in Short-Term Borrowings  | 17,887                           | 21,738           | 44,979           |
| Proceeds (Repayments) from Note Payable  | (1,750)                          | 1,750            | -0-              |
| Proceeds from Issuance of Junior Subordinated Debentures   | -0-                              | 12,372           | -0-              |
| Payments of Cash Dividends   | (3,474)                          | (3,453)          | (3,205)          |
| Proceeds from Stock Options Exercised  | 610                              | 353              | 365              |
| Purchase of Treasury Stock   | (594)                            | (694)            | (1,009)          |
| <b>NET CASH PROVIDED BY FINANCING ACTIVITIES</b>   | <b>99,191</b>                    | <b>99,375</b>    | <b>100,562</b>   |

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|   |                   |                   |                   |
|---|-------------------|-------------------|-------------------|
| NET INCREASE (DECREASE) IN CASH AND DUE FROM BANKS                          | 5,339             | (1,401)           | (283)             |
| CASH AND DUE FROM BANKS AT BEGINNING OF YEAR                                | 27,219            | 28,620            | 28,903            |
|   | <u>          </u> | <u>          </u> | <u>          </u> |
| CASH AND DUE FROM BANKS AT END OF YEAR                                      | \$ 32,558         | \$ 27,219         | \$ 28,620         |
|   | <u>          </u> | <u>          </u> | <u>          </u> |
| SUPPLEMENTAL SCHEDULE OF OPERATING AND INVESTING ACTIVITIES:                |                   |                   |                   |
| Interest Paid   | \$ 15,355         | \$ 9,199          | \$ 7,497          |
| Income Taxes Paid   | 7,476             | 6,377             | 4,296             |
| Other Real Estate Acquired and Other Assets Acquired in Settlement of Loans | 461               | 321               | -0-               |

The accompanying Notes should be read with these financial statements.

SUMMIT BANCSHARES, INC. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

**NOTE 1** Summary of Significant Accounting and Reporting Policies

The accounting and reporting policies of Summit Bancshares, Inc. are in accordance with accounting principles generally accepted in the United States of America and the prevailing practices within the banking industry. A summary of the more significant policies follows:

**Basis of Presentation and Principles of Consolidation**

The consolidated financial statements of Summit Bancshares, Inc. (hereinafter, collectively with its subsidiaries, the Corporation ), include its accounts and its direct and indirect wholly-owned subsidiaries, Summit Delaware Financial Corporation, Summit Bank, National Association (the Bank ) and SIA Insurance Agency, Inc. ( SIA ). All significant intercompany balances and transactions have been eliminated in consolidation.

**Use of Estimates**

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 disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ materially from those estimates.

**Cash and Due From Banks**

The Bank maintains deposits with other financial institutions in amounts that exceed federal deposit insurance coverage. Furthermore, federal funds sold are essentially uncollateralized loans to other financial institutions. Management regularly evaluates the credit risk associated with the counterparties to these transactions and believes that the Bank is not exposed to any significant credit risks on cash and due from banks.

The Bank is required to maintain certain non-interest-bearing cash balances at the Federal Reserve Bank based on its level of deposits. During 2005, the average cash balance maintained at the Federal Reserve Bank was approximately \$2,461,000. Compensating balances held at correspondent banks, to minimize service charges, averaged approximately \$23,567,000 during the same period.

**Investment Securities**

The Corporation has adopted Statement of Financial Accounting Standards No. 115, Accounting for Certain Investments in Debt and Equity Securities. At the date of purchase, the Corporation is required to classify debt and equity securities into one of three categories: held-to-maturity, trading or available-for-sale. At each reporting date, the appropriateness of the classification is reassessed. Investments in debt securities are classified as held-to-maturity and measured at amortized cost in the financial statements only if management has the positive intent and ability to hold those securities to maturity. Securities that are bought and held principally for the purpose of selling them in the near term are classified as trading and measured at fair value in the financial statements with unrealized gains and losses included in earnings. Investments not classified as either held-to-maturity or trading are classified as available-for-sale and measured at fair value in the financial statements with unrealized gains and losses reported, net of tax, in a separate component of shareholders' equity until realized.

The Corporation has the ability and intent to hold to maturity its investment securities classified as held-to-maturity; accordingly, no adjustment has been made for the excess, if any, of amortized cost over market. In determining the investment category classifications at the time of purchase of securities, management considers its asset/liability strategy, changes in interest rates and prepayment risk, the need to increase capital and other factors. Under certain circumstances (including the deterioration of the issuer's creditworthiness, a change in tax law, or statutory or regulatory requirements), the Corporation may change the investment security classification. In the periods reported for 2005 and 2004, the Corporation held no securities that would have been classified as trading securities.

All investment securities are adjusted for amortization of premiums and accretion of discounts. Amortization of premiums and accretion of discounts are recorded to income over the contractual maturity or estimated life of the individual investment on the level yield method. Gain or loss on sale of investments is based upon the specific identification method and the gain or loss is recorded in non-interest income. Income earned on the Corporation's investments in state and political subdivisions is not taxable.

Declines in the fair value of individual held-to-maturity and available-for-sale securities below their cost that are other than temporary result in write-downs of the individual securities to their fair value. The related write-downs are included in earnings as realized losses. In estimating other-than-temporary impairment losses, management considers (1) the length of time and the extent to which the fair value has been less than cost, (2) the financial condition and near-term prospects of the issuer, and (3) the intent and ability of the Corporation to retain its investment in the issuer for a period of time sufficient to allow for any anticipated recovery in fair value.

**Loans and Allowance for Loan Losses**

Loans are stated at the principal amount outstanding less unearned discount, deferred fees and the allowance for loan losses. Unearned discount on installment loans is recognized as income over the terms of the loans by a method approximating the interest method. Interest income on all other loans is recognized based upon the principal amounts outstanding, the simple interest method. Loan origination fee income, net of direct loan origination costs, is deferred and amortized over the life of the related loan. The accrual of interest on a loan is discontinued when, in the opinion of management, there is doubt about the ability of the borrower to pay interest or principal. Interest previously earned, but uncollected on such loans, is written off. After loans are placed on non-accrual, all payments received are applied to principal and no interest income is recorded until the loan is returned to accrual status or the principal has been reduced to zero.

**NOTE 1** Summary of Significant Accounting Policies (cont d.)

The Corporation has adopted Statement of Financial Accounting Standards No. 114, Accounting by Creditors for Impairment of a Loan, as amended by Statement of Financial Accounting Standards No. 118, Accounting by Creditors for Impairment of a Loan - Income Recognition and Disclosure. Under this standard, the allowance for loan losses related to loans that are identified for evaluation in accordance with Statement No. 114 (impaired loans) is based on discounted cash flows using the loan's initial effective rate or the fair value of the collateral for certain collateral dependent loans.

The allowance for loan losses is comprised of amounts charged against income in the form of a provision for loan losses for certain loans when it is probable that all amounts due pursuant to the contractual terms of the loan will not be collected. In these situations, a reserve is recorded when the carrying amount of the loan exceeds the discounted cash flows using the loan's initial effective interest rate or the fair value of the collateral for certain collateral dependent loans. Income on impaired loans is recognized based on the collectibility of the principal amount. Adjustments to the allowance for loan losses will be reported in the period such adjustments become known or are reasonably estimable.

The amount maintained in the allowance reflects management's continuing assessment of the potential losses inherent in its loan portfolio based on its evaluation of a number of factors, including the Bank's loss experience in relation to outstanding loans and the existing level of the allowance, prevailing and prospective economic conditions, and management's continuing review of the discounted cash flow values of impaired loans and its evaluation of the quality of the loan portfolio. Loans are charged against the allowance for loan losses when management believes that the collectibility of the principal is unlikely.

The evaluation of the adequacy of loan collateral is often based upon estimates and appraisals. Because of changing economic conditions, the valuations determined from such estimates and appraisals may also change. Accordingly, the Corporation may ultimately incur losses which vary materially from management's current estimates.

**Premises and Equipment**

Land is carried at cost. Premises and equipment are stated at cost less accumulated depreciation and amortization. Depreciation expense is computed on the straight-line method based upon the estimated useful lives of the assets ranging from three to forty years. Maintenance and repairs are charged to non-interest expense. Renewals and betterments are added to the asset accounts and depreciated over the periods benefited. Depreciable assets sold or retired are removed from the asset and related accumulated depreciation accounts and any gain or loss is reflected in the income and expense accounts.

**Other Real Estate**

Other real estate is foreclosed property held pending disposition and is valued at the lower of its fair value or the recorded investment in the related loan. At foreclosure, if the fair value, less estimated costs to sell, of the real estate acquired is less than the Corporation's recorded investment in the related loan, a write-down is recognized through a charge to the allowance for loan losses. Any subsequent reduction in value is recognized by a charge to income. Operating expenses of such properties, net of related income, and gains and losses on their disposition are included in non-interest expense.

**Federal Income Taxes**

The Corporation joins with its subsidiaries in filing a consolidated federal income tax return. The subsidiaries pay to the parent a charge equivalent to their current federal income tax based on the separate taxable income of the subsidiaries.

The Corporation and the subsidiaries maintain their records for financial reporting and income tax reporting purposes on the accrual basis of accounting. Deferred income taxes are provided in accordance with Statement of Financial Accounting Standards No. 109, Accounting for Income Taxes. Deferred income taxes are provided for accumulated temporary differences due to basic differences for assets and liabilities for financial reporting and income tax purposes.

Realization of net deferred tax assets is dependent on generating sufficient future taxable income. Although realization is not assured, management believes it is more likely than not that all of the net deferred tax assets will be realized. The amount of the net deferred tax asset considered realizable, however, could be reduced in the near term if estimates of future taxable income are reduced.

**Cash and Cash Equivalents**

For the purpose of presentation in the Statements of Cash Flows, cash and cash equivalents include cash on hand, clearings and exchanges, and balances due from correspondent banks.

**Reclassification**

Certain reclassifications have been made to the 2004 and 2003 financial statements to conform to the 2005 presentation.

**Earnings Per Common and Common Equivalent Share**

Statement of Financial Accounting Standards No. 128 ( SFAS 128 ), Earnings Per Share, requires presentation of basic and diluted earnings per share. Basic earnings per share has been computed by dividing net income available to common shareholders by the weighted average number of common shares outstanding for the reporting period. Diluted earnings per share reflect the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock. Net income per common share for all periods presented has been calculated in accordance with SFAS 128. Outstanding stock options issued by the Corporation represent the only dilutive effect reflected in diluted weighted average shares.

**NOTE 1 Summary of Significant Accounting Policies (cont d.)****Stock-Based Compensation**

The Corporation accounts for stock-based compensation in accordance with the intrinsic value based method recommended by Accounting Principles Board Opinion No. 25, Accounting for Stock Issued to Employees. Under the intrinsic value based method, compensation cost is the excess, if any, of the quoted market price of the stock at grant date over the amount an employee must pay to acquire the stock. The impact on the financial statements of using this method is disclosed below.

Statement of Financial Accounting Standards No. 123, Accounting for Stock-Based Compensation, as amended by Statement of Financial Accounting Standards No. 148, ( SFAS 123 ), requires pro forma disclosures of net income and earnings per share for companies not adopting its fair value accounting method for stock-based compensation. The pro forma disclosures presented below use the fair value method of SFAS 123 to measure compensation expense for stock-based compensation plans.

|   | Years Ended December 31, |                  |                 |
|---|--------------------------|------------------|-----------------|
|   | 2005                     | 2004             | 2003            |
| Net Income, as Reported   | \$ 13,176                | \$ 10,762        | \$ 9,768        |
| Deduct: Total stock-based employee compensation expense determined under fair value based method for all awards, net of related tax effects | (241)                    | (171)            | (135)           |
| <b>Pro Forma Net Income</b>   | <b>\$ 12,935</b>         | <b>\$ 10,591</b> | <b>\$ 9,633</b> |
| <b>Earnings Per Share:</b>  |                          |                  |                 |
| Basic - as Reported   | \$ 1.06                  | \$ 0.87          | \$ 0.79         |
| Basic - Pro Forma   | 1.04                     | 0.86             | 0.78            |
| Diluted - as Reported   | 1.04                     | 0.85             | 0.77            |
| Diluted - Pro Forma   | 1.02                     | 0.84             | 0.76            |

The Corporation expects to adopt the provisions of SFAS No. 123, Share-Based Payment (Revised 2004), on January 1, 2006. Among other things, SFAS 123R eliminates the ability to account for stock-based compensation using APB 25 and requires that such transactions be recognized as compensation cost in the income statement based on their fair values on the date of the grant. See Note 15, Stock Option Plans, and Note 25, Recent Accounting Pronouncements, for additional information.

**Advertising Costs**

Advertising costs are expensed as incurred.

**Comprehensive Income**

Comprehensive income includes all changes in shareholders' equity during a period, except those resulting from investments by and distributions to owners and treasury stock transactions. Besides net income, the other component of the Corporation's comprehensive income is the after tax effect of changes in the fair value of securities available-for-sale. Comprehensive income for 2005, 2004 and 2003 is reported in Note 27, Comprehensive Income.

**NOTE 2 Acquisitions**

On May 3, 2004, the Corporation completed its merger with ANB Financial Corporation and its wholly-owned subsidiary, Arlington National Bank of Arlington, Texas (collectively, ANB). Under the terms of the merger agreement with ANB, the Corporation acquired ANB for approximately \$16.0 million in cash. ANB was privately held and operated four (4) banking offices in Arlington, Texas. On May 1, 2004, ANB had total assets of \$89.0 million, loans of \$59.4 million, deposits of \$83.6 million and shareholder's equity of \$3.1 million. This acquisition was partially funded through the formation of SBI Trust and its subsequent issuance of \$12.0 million of its floating rate Capital Securities and \$372,000 of trust common securities.

On March 21, 2005, the Corporation acquired Dignum Financial Services (DFS) for approximately \$1.0 million. DFS was a proprietorship engaged in financial planning and management services. Of the purchase price, \$0.5 million is subject to the earnings performance of this department.



**NOTE 3 - Investment Securities**

A summary of amortized cost and estimated fair values of investment securities at December 31, 2005 is as follows (in thousands):

|   | December 31, 2005 |                              |                               |                   |
|---|-------------------|------------------------------|-------------------------------|-------------------|
|   | Amortized<br>Cost | Gross<br>Unrealized<br>Gains | Gross<br>Unrealized<br>Losses | Fair<br>Value     |
| <b>Investment Securities - Available-for-Sale</b> |                   |                              |                               |                   |
| U.S. Government Agencies and Corporations         | \$ 173,431        | \$ -0-                       | \$ (3,543)                    | \$ 169,888        |
| U.S. Government Agency Mortgage Backed Securities | 69,127            | 5                            | (1,475)                       | 67,657            |
| Obligations of States and Political Subdivisions  | 11,662            | 76                           | (57)                          | 11,681            |
| Community Reinvestment Act Investment Fund        | 3,025             | -0-                          | (81)                          | 2,944             |
| Other Securities                                  | 4,672             | -0-                          | -0-                           | 4,672             |
| <b>Total Available-for-Sale Securities</b>        | <b>261,917</b>    | <b>81</b>                    | <b>(5,156)</b>                | <b>256,842</b>    |
| <b>Total Investment Securities</b>                | <b>\$ 261,917</b> | <b>\$ 81</b>                 | <b>\$ (5,156)</b>             | <b>\$ 256,842</b> |

All Investment Securities are carried on the consolidated balance sheet as of December 31, 2005 at fair value. The net unrealized loss of \$5,075,000 is included in the Available-for-Sale Investment Securities balance. The unrealized loss, net of tax benefit, is included in Shareholders' Equity.

Included in the Other Securities category at December 31, 2005 is \$3,795,000 of Federal Home Loan Bank Stock and \$800,000 of Federal Reserve Stock which are classified as restricted investment securities, carried at cost, and evaluated for impairment. No impairment losses were recorded in 2005. The Corporation is required to have stock holdings of Federal Home Loan Bank Stock equal to .09% of the Corporation's total assets as of the previous quarter end plus 4.10% of its outstanding advances from the FHLB. The Corporation is also required to have stock holdings of Federal Reserve Stock equal to 6% of its Capital Stock and Surplus.

A summary of amortized cost and estimated fair values of investment securities at December 31, 2004 is as follows (in thousands):

|   | December 31, 2004 |                              |                               |                   |
|---|-------------------|------------------------------|-------------------------------|-------------------|
|   | Amortized<br>Cost | Gross<br>Unrealized<br>Gains | Gross<br>Unrealized<br>Losses | Fair<br>Value     |
| <b>Investment Securities - Available-for-Sale</b> |                   |                              |                               |                   |
| U.S. Government Agencies and Corporations         | \$ 163,846        | \$ 704                       | \$ (930)                      | \$ 163,620        |
| U.S. Government Agency Mortgage Backed Securities | 44,080            | 79                           | (677)                         | 43,482            |
| Obligations of States and Political Subdivisions  | 8,009             | 139                          | (25)                          | 8,123             |
| Community Reinvestment Act Investment Fund        | 3,000             | -0-                          | (9)                           | 2,991             |
| Other Securities                                  | 5,135             | -0-                          | -0-                           | 5,135             |
| <b>Total Available-for-Sale Securities</b>        | <b>224,070</b>    | <b>922</b>                   | <b>(1,641)</b>                | <b>223,351</b>    |
| <b>Total Investment Securities</b>                | <b>\$ 224,070</b> | <b>\$ 922</b>                | <b>\$ (1,641)</b>             | <b>\$ 223,351</b> |

All Investment Securities were carried on the consolidated balance sheet as of December 31, 2004 at fair value. The unrealized loss of \$719,000 was included in the Available-for-Sale Investment Securities balance. The unrealized loss, net of tax benefit, is included in Shareholders' Equity.

Included in the Other Securities category at December 31, 2004 was \$4,237,000 of Federal Home Loan Bank Stock and \$800,000 of Federal Reserve Stock which are classified as restricted investment securities, carried at cost, and evaluated for impairment. No impairment losses were

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recorded in 2004. The Corporation was required at December 31, 2004 to have stock holdings of Federal Home Loan Bank Stock equal to .20% of the Corporation's total assets as of the previous year end plus 4.25% of its outstanding advances from the FHLB. The Corporation is also required to have stock holdings of Federal Reserve Stock equal to 6% of its Capital Stock and Surplus.

**NOTE 3 Investment Securities (cont d.)**

A summary of the amortized cost and estimated fair value of debt securities by contractual maturity as of December 31, 2005 is shown below (in thousands). Expected maturities will differ from contractual maturities because borrowers may have the right to call or repay obligations with or without call or prepayment penalties.

|   | <u>December 31, 2005</u>  |                       |
|---|---------------------------|-----------------------|
|   | <u>Amortized<br/>Cost</u> | <u>Fair<br/>Value</u> |
| Available-for-Sale:                               |                           |                       |
| Due in One Year or Less                           | \$ 40,955                 | \$ 40,727             |
| Due after One Year through Five Years             | 137,336                   | 134,035               |
| Due after Five Years                              | 6,802                     | 6,807                 |
| U.S. Government Agency Mortgage Backed Securities | 69,127                    | 67,657                |
| Other Equity Securities                           | 7,697                     | 7,616                 |
|   | <u>          </u>         | <u>          </u>     |
| <b>Total</b>                                      | <b>\$ 261,917</b>         | <b>\$ 256,842</b>     |
|   | <u>          </u>         | <u>          </u>     |

Included in the investment securities were \$50,812,000 and \$33,501,000 at December 31, 2005 and 2004, respectively, of mortgage backed securities having stated maturities after five years. At December 31, 2005, \$9,207,000 of such mortgage backed securities had variable rates. At December 31, 2004, there were no variable rate mortgage backed securities. As of December 31, 2005, the estimated weighted average lives of the mortgage backed securities with stated maturities greater than five years ranged from two to five years based on the projected amortization and prepayments of the underlying mortgages.

Investment securities with an amortized cost of \$121,039,000 and \$87,504,000 at December 31, 2005 and 2004, respectively, were pledged to secure federal, state and municipal deposits and for other purposes as required or permitted by law. Also, the fair value of those pledged securities totaled \$118,084,000 and \$87,479,000 at December 31, 2005 and 2004, respectively.

Federal Home Loan Bank Stock in the amount of \$700,000 was redeemed in 2005. Proceeds from sales of investment securities were \$23,233,000 during 2004 and \$125,620,000 during 2003. In 2004 and 2003, gains from sales of securities of \$32,000 and \$230,000, respectively, were realized. The total amount of proceeds from securities sales have been from sales of securities included in the Available-for-Sale category.

The Corporation does not own any investment securities of any one issuer (excluding U.S. Government or U.S. Government Agency Securities) of which aggregate adjusted cost exceeds 10% of the consolidated shareholders equity at December 31, 2005 and 2004, respectively.

**NOTE 3 Investment Securities (cont d.)**

Information pertaining to securities with gross unrealized losses at December 31, 2005 and 2004, aggregated by investment category and length of time that individual securities have been in a continuous loss position, follows (dollars in thousands):

|   | Less Than 12 Months |                         | 12 Months or Greater |                         | Total             |                         |
|---|---------------------|-------------------------|----------------------|-------------------------|-------------------|-------------------------|
|   | Fair Value          | Gross Unrealized Losses | Fair Value           | Gross Unrealized Losses | Fair Value        | Gross Unrealized Losses |
| December 31, 2005:                                |                     |                         |                      |                         |                   |                         |
| U.S. Government Agencies and Corporations         | \$ 75,063           | \$ (894)                | \$ 94,825            | \$ (2,649)              | \$ 169,888        | \$ (3,543)              |
| U.S. Government Agency Mortgage Backed Securities | 33,244              | (314)                   | 28,351               | (1,161)                 | 61,595            | (1,475)                 |
| Obligations of States and Political Subdivisions  | 4,125               | (29)                    | 1,189                | (28)                    | 5,314             | (57)                    |
| Community Reinvestment Act Investment Fund        | 2,944               | (81)                    | -0-                  | -0-                     | 2,944             | (81)                    |
| <b>Total</b>                                      | <b>\$ 115,376</b>   | <b>\$ (1,318)</b>       | <b>\$ 124,365</b>    | <b>\$ (3,838)</b>       | <b>\$ 239,741</b> | <b>\$ (5,156)</b>       |
| December 31, 2004:                                |                     |                         |                      |                         |                   |                         |
| U.S. Government Agencies and Corporations         | \$ 74,826           | \$ (523)                | \$ 10,197            | \$ (407)                | \$ 85,023         | \$ (930)                |
| U.S. Government Agency Mortgage Backed Securities | 12,806              | (55)                    | 22,344               | (622)                   | 35,150            | (677)                   |
| Obligations of States and Political Subdivisions  | 615                 | (4)                     | 826                  | (21)                    | 1,441             | (25)                    |
| Community Reinvestment Act Investment Fund        | 2,991               | (9)                     | -0-                  | -0-                     | 2,991             | (9)                     |
| <b>Total</b>                                      | <b>\$ 91,238</b>    | <b>\$ (591)</b>         | <b>\$ 33,367</b>     | <b>\$ (1,050)</b>       | <b>\$ 124,605</b> | <b>\$ (1,641)</b>       |

Management evaluates securities for other-than-temporary impairment at least on a quarterly basis, and more frequently when economic or market concerns warrant such evaluation. Consideration is given to (1) the length of time and the extent to which the fair value has been less than cost, (2) the financial condition and near-term prospects of the issuer, and (3) the intent and ability of the Corporation to retain its investment in the issuer for a period of time sufficient to allow for any anticipated recovery in fair value.

At December 31, 2005, the 108 investment securities with unrealized losses have depreciated 2.1% from the Corporation's amortized cost basis. These securities are guaranteed by the U.S. Government, U.S. Government Agencies or other governments. These unrealized losses related principally to current interest rates for similar types of securities. In analyzing an issuer's financial condition, management considers whether the securities are issued by the federal government or its agencies, whether downgrades by bond rating agencies have occurred, and the results of reviews of the issuer's financial condition. As management has the ability to hold debt securities until maturity, or for the foreseeable future if classified as available-for-sale, no declines are deemed to be other-than-temporary.

**NOTE 4 Loans and Allowance for Loan Losses**

The loan portfolio consists of various types of loans made principally to borrowers located in Tarrant County, Texas. The book values of loans by major type follow (in thousands):

|                                    | December 31,      |                   |
|------------------------------------|-------------------|-------------------|
|                                    | 2005              | 2004              |
| Commercial and Industrial          | \$ 277,827        | \$ 261,571        |
| Real Estate Mortgage - Commercial  | 260,736           | 224,720           |
| Real Estate Mortgage - Residential | 91,183            | 82,839            |
| Real Estate - Construction         | 106,227           | 93,558            |
| Loans to Individuals               | 38,913            | 39,931            |
|                                    | <u>774,886</u>    | <u>702,619</u>    |
| Allowance for Loan Losses          | (11,208)          | (10,187)          |
| Loans - Net                        | <u>\$ 763,678</u> | <u>\$ 692,432</u> |

Loans are net of unearned income of \$1,101,000 and \$893,000 as of December 31, 2005 and 2004, respectively.

At December 31, 2005 and 2004, the total recorded investment in loans on non-accrual amounted to \$3,000,000 and \$2,587,000, respectively, and the total recorded investment in loans past due ninety days and still accruing interest amounted to \$0 and \$19,000, respectively. At December 31, 2005 and 2004, the recorded investment in loans that are considered to be impaired under Statement of Financial Accounting Standards No. 114 was \$2,405,000 and \$1,826,000, respectively. These loans were on non-accrual status. The related allowance for loan losses for these loans was \$157,000 and \$154,000, respectively. The average recorded investment in impaired loans during the years ended December 31, 2005 and 2004 was approximately \$3,067,000 and \$1,661,000, respectively. For 2005 and 2004, the Corporation recognized no interest income on an accrual basis on any loan classified as impaired.

Loans on which accrued interest has been discontinued or reduced amounted to approximately \$3,000,000, \$2,587,000 and \$2,351,000 at December 31, 2005, 2004 and 2003, respectively. If interest on these loans had been recorded in accordance with their original terms such income would have approximated \$289,000 for 2005, \$221,000 for 2004 and \$162,000 for 2003. Interest income on those loans included in net income was \$4,000 for 2005, \$72,000 for 2004 and \$75,000 for 2003.

Transactions in the allowance for loan losses are summarized as follows (in thousands):

|   | Years Ended December 31, |                  |                 |
|---|--------------------------|------------------|-----------------|
|   | 2005                     | 2004             | 2003            |
| Balance, Beginning of Period                            | \$ 10,187                | \$ 7,784         | \$ 6,706        |
| Balance Acquired in Arlington National Bank Acquisition | -                        | 1,254            | -               |
| Provisions, Charged to Income                           | 1,105                    | 1,790            | 880             |
| Loans Charged-Off                                       | (542)                    | (1,041)          | (539)           |
| Recoveries of Loans Previously Charged-Off              | 458                      | 400              | 737             |
|   | <u>(84)</u>              | <u>(641)</u>     | <u>198</u>      |
| Net Loans (Charged-Off) Recovered                       | (84)                     | (641)            | 198             |
| Balance, End of Period                                  | <u>\$ 11,208</u>         | <u>\$ 10,187</u> | <u>\$ 7,784</u> |

**NOTE 5 Premises and Equipment**

The investment in premises and equipment stated at cost and net of accumulated amortization and depreciation is as follows (in thousands):

|   | December 31,     |                  |                  |
|---|------------------|------------------|------------------|
|   | 2005             | 2004             | 2003             |
| Land  | \$ 3,296         | \$ 3,038         | \$ 2,212         |
| Buildings and Improvements                      | 12,957           | 12,427           | 10,209           |
| Furniture & Equipment                           | 12,104           | 11,864           | 10,515           |
| <b>Total Cost</b>                               | <b>28,357</b>    | <b>27,329</b>    | <b>22,936</b>    |
| Less: Accumulated Depreciation and Amortization | 11,842           | 11,580           | 10,016           |
| <b>Net Book Value</b>                           | <b>\$ 16,515</b> | <b>\$ 15,749</b> | <b>\$ 12,920</b> |

Depreciation and amortization charged to expense amounted to \$1,946,000, \$1,669,000 and \$1,370,000 for the years ended December 31, 2005, 2004 and 2003, respectively.

The Corporation has invested in a joint venture with an unrelated third party to own one of the Corporation's bank facilities. The Bank owns 51% of this limited partnership. The investment in the joint venture is accounted for on the equity basis and had a book value of \$1,260,000 at December 31, 2005.

At December 31, 2005, the Corporation and subsidiaries had certain non-cancelable operating leases which cover premises with future minimum annual rental payments as follows (in thousands):

|            |          |
|------------|----------|
| 2006       | \$ 1,234 |
| 2007       | 1,218    |
| 2008       | 1,102    |
| 2009       | 1,049    |
| 2010       | 458      |
| Thereafter | 1,844    |

It is expected that in the normal course of business, leases that expire will be renewed or replaced by leases on other property.

Rental expense and rental income of premises included in the consolidated financial statements is computed as follows (in thousands):

|                           | Years Ended December 31, |               |               |
|---------------------------|--------------------------|---------------|---------------|
|                           | 2005                     | 2004          | 2003          |
| Total Rental Expense      | \$ 1,305                 | \$ 1,128      | \$ 981        |
| Less: Rental Income       | 272                      | 460           | 472           |
| <b>Net Rental Expense</b> | <b>\$ 1,033</b>          | <b>\$ 668</b> | <b>\$ 509</b> |

**NOTE 6 Goodwill and Other Intangible Assets**

Goodwill represents the excess of the purchase price over the fair value of net assets acquired in business combinations under the purchase method of accounting. The Corporation has adopted Financial Accounting Standards Board Statement No. 142 (FAS 142), Goodwill and Other Intangible Assets. FAS 142 eliminates amortization of goodwill associated with business combinations completed after June 30, 2001.

Goodwill is periodically assessed for impairment when events or changes in circumstances indicate that the carrying value of the asset may not be recoverable. The Corporation bases its evaluation on such impairment factors as the nature of the assets, the future economic benefit of the assets, any historical or future profitability measurements, as well as other external market conditions or factors that may be present. On May 3, 2004, the Corporation completed its acquisition of ANB. A premium of \$10.7 million was paid in connection with the acquisition of ANB, \$2.7

million of which was identified as core deposit intangibles. The remaining \$8.0 million has been recorded as goodwill. On March 21, 2005, the Corporation completed the acquisition of DFS and recorded goodwill of \$1.0 million in connection with the transaction. In accordance with FAS 142, the goodwill recorded in these acquisitions will not be amortized. The core deposit intangibles recorded in connection with the ANB acquisition are being amortized using a straight line method over their estimated useful life of 8 years. Amortization expense of \$328,000 and \$219,000, was recorded on the core deposit intangibles for the years ended December 31, 2005 and December 31, 2004, respectively. Amortization expense of \$6,000 was recorded on other intangible assets in 2005. There was no amortization expense on other intangible assets recorded in 2004.

**NOTE 7 Other Real Estate**

The carrying value of other real estate is as follows (in thousands):

|                   | December 31, |        |        |
|-------------------|--------------|--------|--------|
|                   | 2005         | 2004   | 2003   |
| Other Real Estate | \$ -0-       | \$ -0- | \$ -0- |

There were no direct write-downs of other real estate in the periods reported.

There were no Other Foreclosed Assets as of December 31, 2005 and 2004. Included in Other Assets at December 31, 2003, was \$125,000 of Other Foreclosed Assets. All of these assets have been sold. There were no direct write-downs on Other Foreclosed Assets in the periods reported.

**NOTE 8 Deposits and Related Expense**

At December 31, 2005, 2004 and 2003, deposits and related interest expense for the related years ended December 31, consisted of the following (in thousands):

|   | Deposits   |            |            | Interest Expense |          |          |
|---|------------|------------|------------|------------------|----------|----------|
|   | 2005       | 2004       | 2003       | 2005             | 2004     | 2003     |
| Noninterest-Bearing                               |            |            |            |                  |          |          |
| Demand Deposits                                   | \$ 263,027 | \$ 235,399 | \$ 192,877 |                  |          |          |
| Interest-Bearing Deposits:                        |            |            |            |                  |          |          |
| Interest-Bearing Transaction                      |            |            |            |                  |          |          |
| Accounts and Money                                |            |            |            |                  |          |          |
| Market Funds                                      | 268,116    | 239,773    | 195,184    | \$ 3,428         | \$ 2,518 | \$ 2,108 |
| Savings   | 156,462    | 164,363    | 127,630    | 3,124            | 1,832    | 1,581    |
| Certificates of Deposit under \$100,000 and IRA s | 88,273     | 72,825     | 62,275     | 2,280            | 1,526    | 1,563    |
| Certificates of Deposit of \$100,000 or More      | 99,848     | 79,754     | 63,099     | 2,777            | 1,793    | 1,551    |
| Other   | 3,050      | 150        | 316        | 54               | 8        | 7        |
| Total   | 615,749    | 556,865    | 448,504    | \$ 11,663        | \$ 7,677 | \$ 6,810 |
| Total Deposits                                    | \$ 878,776 | \$ 792,264 | \$ 641,381 |                  |          |          |

At December 31, 2005, the Corporation had \$198,000 of brokered deposits. There are no major concentrations of deposits. Demand deposit overdrafts that have been reclassified as loan balances were \$1,080,000, \$463,000 and \$873,000 as of December 31, 2005, 2004 and 2003, respectively.

The remaining maturity on certificates of deposit of \$100,000 or more as of December 31, 2005, 2004 and 2003 is presented below (dollars in thousands):

| Maturity         | 2005      | % of Total | 2004      | % of Total | 2003      | % of Total |
|------------------|-----------|------------|-----------|------------|-----------|------------|
| 3 months or less | \$ 19,971 | 20.0%      | \$ 18,387 | 23.1%      | \$ 10,598 | 16.8%      |
| 3 to 6 months    | 14,364    | 14.4       | 8,332     | 10.4       | 11,799    | 18.7       |



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|                |        |      |        |      |        |      |
|----------------|--------|------|--------|------|--------|------|
| 6 to 12 months | 31,833 | 31.9 | 9,827  | 12.3 | 13,583 | 21.5 |
| Over 12 months | 33,680 | 33.7 | 43,208 | 54.2 | 27,119 | 43.0 |
|                |        | 53   |        |      |        |      |

**NOTE 9 - Short Term Borrowings**

Securities sold under repurchase agreements generally represent borrowings with maturities ranging from one to thirty days. Information relating to these and other borrowings is summarized as follows (dollars in thousands):

|   | December 31, |           |           |
|---|--------------|-----------|-----------|
|   | 2005         | 2004      | 2003      |
| <b>Securities Sold Under Repurchase Agreements:</b> |              |           |           |
| Average Balance                                     | \$ 50,825    | \$ 33,068 | \$ 26,850 |
| Year-End Balance                                    | 61,559       | 43,972    | 32,234    |
| Maximum Month-End Balance During Year               | 67,494       | 43,972    | 32,234    |
| <b>Interest Rate:</b>                               |              |           |           |
| Average   | 2.72%        | 0.68%     | 0.31%     |
| Year-End  | 3.65         | 1.64      | 0.44      |
| <b>Federal Home Loan Bank Advances:</b>             |              |           |           |
| Average Balance                                     | \$ 61,808    | \$ 67,732 | \$ 30,532 |
| Year-End Balance                                    | 55,000       | 60,000    | 50,000    |
| Maximum Month-End Balance During Year               | 70,000       | 100,000   | 50,000    |
| <b>Interest Rate:</b>                               |              |           |           |
| Average   | 3.10%        | 1.65%     | 1.65%     |
| Year-End  | 3.44         | 2.11      | 1.52      |
| <b>Federal Funds Purchased:</b>                     |              |           |           |
| Average Balance                                     | \$ 534       | \$ 1,878  | \$ 2,774  |
| Year-End Balance                                    | 5,300        | -0-       | -0-       |
| Maximum Month-End Balance During Year               | 5,300        | 21,525    | 7,200     |
| <b>Interest Rate:</b>                               |              |           |           |
| Average   | 3.54%        | 1.45%     | 1.41%     |
| Year-End  | 4.33         | -0-       | -0-       |

The Corporation has available a line of credit with the Federal Home Loan Bank of Dallas, which allows it to borrow on a collateralized basis at a fixed term. The borrowings are collateralized by a blanket floating lien on certain real estate loans (which a total principal balance of \$152.6 million at December 31, 2005), the FHLB capital stock owned by the Corporation and any funds on deposit with FHLB. At December 31, 2005, \$55.0 million of borrowings were outstanding under the line of credit at an average rate of 3.44%, \$40.0 million of which matures during 2006 and \$15.0 million of which matures during 2007. For the year ended December 31, 2005, the Corporation had average FHLB borrowings of \$61.8 million. At December 31, 2004, the Corporation had \$60.0 million of borrowings outstanding under the line of credit at an average rate of 2.11%, \$40.0 million of which matured during 2005 and \$20.0 million of which matures during 2006. For the year ended December 31, 2004, the Corporation had average borrowings of \$67.7 million.

**NOTE 10 Note Payable**

On September 15, 2005, the Corporation obtained a line of credit from a bank under which the Corporation may borrow \$10.0 million at a floating rate (three month LIBOR plus a margin of 2.00%). The line of credit is secured by stock of the Bank and matures on September 15, 2006, whereupon, if balances are outstanding, the line converts to a term note having a five year term. The Corporation will not pay a fee for any unused portion of the line. At December 31, 2005, there were no amounts outstanding on this line of credit.

The terms of the line of credit include certain negative covenants concerning the Corporation's capital ratio, non-performing loans ratio, return on average assets, tangible net worth, return on equity, bad debt ratio, limitations on debt and limitations on the payment of dividends. Under the terms of the line of credit, the Corporation can not declare or pay dividends on its common stock in excess of \$5,000,000 during any fiscal year without a written waiver from the lender.

**NOTE 11 Junior Subordinated Deferrable Debentures**

On May 3, 2004, the Corporation formed SBI Trust and SBI Trust subsequently issued \$12.0 million of floating rate (three month LIBOR plus a margin of 2.65%) Capital Securities (the Trust Capital Securities). Concurrent with the issuance of the Trust Capital Securities, SBI Trust issued trust common securities to the Corporation in the aggregate liquidation value of \$372,000. The proceeds of the issuance of the Trust Capital Securities and trust common securities were invested in the Corporation's Floating Rate Junior Subordinated Deferrable Debentures (the Deferrable Debentures), which mature on July 7, 2034 and have a call feature that permits the Corporation to redeem any or all of the securities

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after July 7, 2009. The interest rate on the Deferrable Debentures at December 31, 2005 was 6.80%. The Deferrable Debentures, which are the only assets of SBI Trust, are subordinated and junior in right of payment to all present and future senior indebtedness (as defined in the Indenture dated May 3, 2004) of the Corporation.

**NOTE 12 - Other Non-Interest Expense**

The significant components of other non-interest expense are as follows (in thousands):

|                                 | Years Ended December 31, |                 |                 |
|---------------------------------|--------------------------|-----------------|-----------------|
|                                 | 2005                     | 2004            | 2003            |
| Business Development            | \$ 1,097                 | \$ 810          | \$ 762          |
| Legal and Professional Fees     | 1,304                    | 1,267           | 688             |
| Item Processing                 | 821                      | 895             | 672             |
| Printing and Supplies           | 475                      | 440             | 435             |
| Regulatory Fees and Assessments | 325                      | 302             | 250             |
| Other                           | 2,861                    | 2,417           | 2,113           |
| <b>Total</b>                    | <b>\$ 6,883</b>          | <b>\$ 6,131</b> | <b>\$ 4,920</b> |

**NOTE 13 - Income Taxes**

The consolidated provisions for income taxes consist of the following (dollars in thousands):

|   | Years Ended December 31, |                 |                 |
|---|--------------------------|-----------------|-----------------|
|   | 2005                     | 2004            | 2003            |
| Federal Income Tax Expense:             |                          |                 |                 |
| Current                                 | \$ 7,791                 | \$ 6,285        | \$ 4,681        |
| Deferred (Benefit)                      | (533)                    | (434)           | 336             |
| <b>Total Federal Income Tax Expense</b> | <b>\$ 7,258</b>          | <b>\$ 5,851</b> | <b>\$ 5,017</b> |
| <b>Effective Tax Rates</b>              | <b>35.0%</b>             | <b>35.0%</b>    | <b>34.0%</b>    |

The reasons for the difference between income tax expense and the amount computed by applying the statutory federal income tax rate to operating earnings are as follows (in thousands):

|   | Years Ended December 31, |                 |                 |
|---|--------------------------|-----------------|-----------------|
|   | 2005                     | 2004            | 2003            |
| Federal Income Taxes at Statutory Rate of 35% | \$ 7,152                 | \$ 5,783        | \$ 5,071        |
| Effect of Tax Exempt Interest Income          | (108)                    | (88)            | (94)            |
| Non-deductible Expenses                       | 228                      | 166             | 70              |
| Other   | (14)                     | (10)            | (30)            |
| <b>Income Taxes Per Income Statement</b>      | <b>\$ 7,258</b>          | <b>\$ 5,851</b> | <b>\$ 5,017</b> |

Federal income taxes included in the consolidated balance sheets were as follows (in thousands):

|                               | December 31, |        |         |
|-------------------------------|--------------|--------|---------|
|                               | 2005         | 2004   | 2003    |
| Current Tax Asset (Liability) | \$ (56)      | \$ 807 | \$ (39) |
| Deferred Tax Asset            | 5,020        | 3,006  | 1,677   |

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|                                |          |          |          |
|--------------------------------|----------|----------|----------|
| Total Included in Other Assets | \$ 4,964 | \$ 3,813 | \$ 1,638 |
|--------------------------------|----------|----------|----------|

The net deferred tax asset at December 31, 2005 of \$5,020,000 included \$1,725,000 related to unrealized losses on Available-for-Sale Securities.

**NOTE 13 - Income Taxes (cont d.)**

Deferred income tax expense (benefit) results from differences between amounts of assets and liabilities as measured for income tax return and financial reporting purposes. The significant components of federal deferred tax assets and liabilities are in the following table (in thousands):

|  | December 31,    |                 |                 |
|--|-----------------|-----------------|-----------------|
|  | 2005            | 2004            | 2003            |
| <b>Federal Deferred Tax Assets:</b>                |                 |                 |                 |
| Allowance for Loan Losses                          | \$ 3,923        | \$ 3,546        | \$ 2,667        |
| Valuation Reserves - Other Real Estate             | -0-             | -0-             | 2               |
| Interest on Non-accrual Loans                      | 135             | 79              | 121             |
| Unrealized Losses on Available-for-Sale Securities | 1,725           | 244             | -0-             |
| Deferred Compensation                              | 747             | 596             | 541             |
| Net Operating Loss Carryover                       | 105             | 149             | -0-             |
| Other  | 48              | -0-             | -0-             |
| <b>Gross Federal Deferred Tax Assets</b>           | <b>6,683</b>    | <b>4,614</b>    | <b>3,331</b>    |
| <b>Federal Deferred Tax Liabilities:</b>           |                 |                 |                 |
| Depreciation and Amortization                      | 1,385           | 1,466           | 1,087           |
| Accretion on Available-for-Sale Securities         | 113             | 34              | 135             |
| Unrealized Gains on Available-for-Sale Securities  | -0-             | -0-             | 354             |
| Other  | 165             | 108             | 78              |
| <b>Gross Federal Deferred Tax Liabilities</b>      | <b>1,663</b>    | <b>1,608</b>    | <b>1,654</b>    |
| <b>Net Deferred Tax Asset</b>                      | <b>\$ 5,020</b> | <b>\$ 3,006</b> | <b>\$ 1,677</b> |

The operating loss carryover listed above was acquired in the acquisition of ANB and will expire in 2008.

**NOTE 14 - Related Party Transactions**

During 2005 and 2004, the Bank had transactions which were made in the ordinary course of business with certain of its and the Corporation's officers, directors and their affiliates. All loans included in such transactions were made on substantially the same terms, including interest rate and collateral, as those prevailing at the time for comparable transactions with other persons and all loans are current as to principal and interest payments. A summary of these transactions follows (in thousands)

|  | Balance at<br>Beginning<br>of Year | Additions | Amounts<br>Collected | Balance at<br>End<br>of Year |
|--|------------------------------------|-----------|----------------------|------------------------------|
| <b>For the Year ended December 31, 2005:</b> |                                    |           |                      |                              |
| 26 Directors and Officers                    | \$ 8,537                           | \$ 3,077  | \$ (2,258)           | \$ 9,356                     |
| <b>For the Year ended December 31, 2004:</b> |                                    |           |                      |                              |
| 26 Directors and Officers                    | \$ 9,389                           | \$ 586    | \$ (1,438)           | \$ 8,537                     |

**NOTE 15 - Stock Option Plans**

The Corporation has two Incentive Stock Option Plans, the 1993 Plan and the 1997 Plan, (each, a Plan, and, collectively, the Plans). No more options may be granted under the 1993 Plan. The 1997 Plan originally reserved 1,200,000 shares (adjusted for two-for-one stock splits in 1995, 1997 and 2004) of common stock for grants thereunder. The 1993 Plan provided, and the 1997 Plan provide for the granting to executive management and other key employees of the Corporation and its subsidiaries incentive stock options, as defined under the current tax law. The options granted under the Plans will be exercisable for ten years from the date of grant and generally vest ratably over a five year period. Options will be and have been granted at prices which will not be less than 100-110% of the fair market value of the underlying common stock at the date of grant.

The following is a summary of transactions during the periods presented:

|  | Years Ended December 31, |                     |           |                     |           |                     |
|--|--------------------------|---------------------|-----------|---------------------|-----------|---------------------|
|  | 2005                     |                     | 2004      |                     | 2003      |                     |
|  | Shares                   | Wtd. Avg. Ex. Price | Shares    | Wtd. Avg. Ex. Price | Shares    | Wtd. Avg. Ex. Price |
| Outstanding, Beginning of Period                               | 679,578                  | \$ 8.54             | 759,318   | \$ 7.38             | 837,868   | \$ 6.69             |
| Granted  | 55,200                   | 18.32               | 68,000    | 14.74               | 50,000    | 11.14               |
| Exercised  | (116,024)                | 5.26                | (109,740) | 3.22                | (106,450) | 3.44                |
| Canceled   | (2,400)                  | 9.30                | (38,000)  | 11.84               | (22,100)  | 8.59                |
| Outstanding, End of Year                                       | 616,354                  | \$ 10.03            | 679,578   | \$ 8.54             | 759,318   | \$ 7.38             |
| Exercisable at End of Year                                     | 525,394                  | \$ 9.01             | 566,038   | \$ 7.89             | 609,038   | \$ 6.78             |
| Weighted Average Fair Value of Options Granted During the Year |                          | \$ 5.11             |           | \$ 4.69             |           | \$ 2.33             |

The options outstanding at December 31, 2005, have exercise prices between \$2.65 and \$18.75 with a weighted average exercise price of \$10.03 and a weighted average remaining contractual life of 4.97 years. At December 31, 2005, there remained 491,596 shares reserved for future grants of options under the 1997 Plan. Stock options have been adjusted retroactively for the effects of stock splits as appropriate.

The Corporation accounts for this plan under the recognition and measurement principles of Accounting Principles Board Opinion No. 25, Accounting for Stock Issued to Employees, under which no compensation cost has been recognized for options granted. The table in Note 1 under Stock-Based Compensation illustrates the effect on net income and earnings per share if the Corporation had applied the fair value recognition provisions of FASB Statement No. 123, Accounting for Stock-Based Compensation, to stock-based compensation. The fair value of the options granted in 2005 and 2004 were estimated as of the date of grant using an accepted options pricing model with the following weighted-average assumptions: risk-free interest rate of 4.33% and 4.28%, respectively; expected dividend yield of 1.48% and 2.07%, respectively; expected volatility of 24.55% and 26.31%, respectively; and expected life of 6.00 years and 5.00 years, respectively.

On March 3, 2006, a Committee of the Board of Directors of the Corporation adopted, subject to shareholder approval, the Summit Bancshares, Inc. 2006 Long-Term Incentive Plan (the 2006 Plan). The 2006 Plan is intended to replace the 1997 Plan and provides for the granting of stock options, stock appreciation rights, restricted stock, restricted stock units, performance awards, dividend equivalent rights, and other awards which may be paid in cash or stock. Subject to certain adjustments, the number of shares of common stock that may be issued pursuant to awards under the 2006 Plan is 1,250,000 shares, less the total number of shares of common stock issued after the effective date of the 2006 Plan, or issuable, upon the exercise of awards granted under a predecessor plan.

**NOTE 16 - Financial Instruments with Off-Balance Sheet Risk**

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

The Corporation's exposure to credit loss in the event of non-performance by the other party of these loan commitments and standby letters of credit is represented by the contractual amount of those instruments. The Corporation uses the same credit policies in making commitments and conditional obligations as it does for on-balance sheet instruments.





**NOTE 16 - Financial Instruments with Off-Balance Sheet Risk (cont d.)**

The total contractual amounts of financial instruments with off-balance sheet risk are as follows (in thousands):

|  | December 31,       |                    |
|--|--------------------|--------------------|
|  | 2005               | 2004               |
|  | Contract<br>Amount | Contract<br>Amount |
| <b>Financial Instruments Whose Contract Amounts Represent Credit Risk:</b> |                    |                    |
| Loan Commitments Including Unfunded Lines of Credit                        | \$ 227,031         | \$ 175,074         |
| Standby Letters of Credit  | 6,637              | 6,175              |

Loan commitments 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. Standby letters of credit are conditional commitments by the Corporation to guarantee the performance of a customer to a third party. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers.

Since many of the loan commitments and letters of credit may expire without being drawn upon, the total commitment amount does not necessarily represent future cash requirements. The Corporation evaluates each customer's credit worthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary by the Corporation upon extension of credit, is based on management's credit evaluation of the counterparty. Collateral held varies but may include accounts receivable, inventory, property, plant and equipment, owner-occupied real estate and income-producing commercial properties.

The Corporation originates real estate, commercial and consumer loans primarily to customers in the Tarrant County area. Although the Corporation has a diversified loan portfolio, a substantial portion of its customers' ability to honor their contracts is dependent upon the local economy and the real estate market.

The Corporation maintains funds on deposit at correspondent banks which at times exceed the federally insured limits. Management of the Corporation monitors the balance in these accounts and periodically assesses the financial condition of correspondent banks.

**NOTE 17 - Earnings per Share**

The following data shows the amounts used in computing earnings per share (EPS) and the weighted average number of shares of dilutive potential common stock (dollars in thousands), as adjusted as appropriate to reflect the two-for-one stock split effected on December 31, 2004:

|  | Years Ended December 31, |            |            |
|--|--------------------------|------------|------------|
|  | 2005                     | 2004       | 2003       |
| Net income   | \$ 13,176                | \$ 10,762  | \$ 9,768   |
| Weighted average number of common shares used in Basic EPS                               | 12,414,366               | 12,326,477 | 12,321,560 |
| Effect of dilutive stock options   | 295,957                  | 352,048    | 312,764    |
| Weighted number of common shares and dilutive potential common stock used in Diluted EPS | 12,710,323               | 12,678,525 | 12,634,324 |

The incremental shares for the assumed exercise of the outstanding options were determined by application of the treasury stock method.

**NOTE 18 - Employee Benefit Plans****401(k) Plan**

The Corporation implemented a 401(k) plan in December 1997 covering substantially all employees. The Corporation made matching

contributions to the participant's deferrals of compensation up to 100% of the employee contributions not to exceed 6% of the employee's annual compensation for the years 2005, 2004 and 2003.

The Corporation expensed \$592,000, \$490,000 and \$411,000 during 2005, 2004 and 2003, respectively, in support of the plan.

**Supplemental Executive Retirement Plan**

In 2002, the Corporation established a Supplemental Executive Retirement Plan to provide key employees with retirement, death or disability benefits. For currently employed employees, the plan replaces the previous Management Security Plan. The current plan is a defined contribution plan and the expense charged to earnings relating to this plan for 2005, 2004 and 2003 was \$458,000, \$175,000 and \$202,000, respectively.

**NOTE 18 - Employee Benefit Plans (cont d.)**

**Employment Contracts**

The Chief Executive Officer of the Corporation has entered into a severance agreement providing for salary and fringe benefits in the event of termination under certain changes in control or for other than cause.

**Other Post Retirement Benefits**

The Corporation provides certain health care benefits for certain retired employees who bear all costs of these benefits. These benefits are covered under the Consolidated Omnibus Budget Reconciliation Act.

**Compensated Absences**

Employees of the Corporation are entitled to paid vacation, paid sick days and other personal days off, depending on job classification, length of service and other factors. It is impracticable to estimate the amount of compensation for future absences, and accordingly, no liability has been recorded in the accompanying financial statements. The Corporation's policy is to recognize the costs of compensated absences when actually paid to employees.

**NOTE 19 - Dividends from Subsidiaries**

The primary source of funds for the Corporation is cash dividends received from the Bank. The amount of dividends that the Bank may pay in any one year, without approval of the Comptroller of the Currency, is the sum of the retained net profits for the preceding two years plus its total of the net profits for the current year. Under this formula, in 2006, the Bank can legally initiate dividend payments of \$12,440,000 plus an additional amount equal to its net profits, as defined, for 2006 to the date of any such dividend payment. The Bank is also restricted from paying dividends that would cause the Bank to be under-capitalized.

Internal dividend policies limit dividends paid by the Bank if its equity capital levels fall below certain minimums determined by the Bank's Board of Directors.

**NOTE 20 - Litigation**

The Corporation is involved in legal actions arising in the ordinary course of business. It is the opinion of management, after reviewing such actions with outside legal counsel, that the settlement of these matters will not materially affect the Corporation's financial position.

**NOTE 21 - Stock Split**

In December 2004, the Board of Directors of the Corporation approved a two-for-one stock split of the Corporation's common stock effected as a 100% stock dividend and paid on December 31, 2004. All references in the accompanying financial statements regarding stock options, dividends and per share data for prior periods have been restated to reflect the stock split.

**NOTE 22 - Stock Repurchase Plan**

On April 20, 2004, the Board of Directors of the Corporation approved a stock purchase plan (the 2004 Stock Purchase Plan) authorizing the Corporation to purchase up to 615,360 shares of the Corporation's common stock over the twelve-month period beginning April 20, 2004, including in open market transactions, privately negotiated transactions or other transactions. On April 19, 2005, the Board of Directors of the Corporation approved a stock purchase plan (the 2005 Stock Purchase Plan) authorizing the Corporation to purchase up to 620,467 shares of the Corporation's common stock over the twelve-month period beginning April 19, 2005, including in open market transactions, privately negotiated transactions or other transactions.

In 2005, 32,038 shares of the Corporation's common stock were purchased pursuant to the 2004 Stock Purchase Plan and the 2005 Stock Purchase Plan. Under similar programs approved by the Board, 1,825,938 shares in the aggregate were purchased in the years 1994 through 2004, reflecting two-for-one stock splits in years 1995, 1997 and 2004.

The Corporation's ability to purchase shares of the Corporation's common stock is subject to various banking laws, regulations and policies as well as rules and regulations of the Securities and Exchange Commission. The Corporation anticipates purchasing additional shares of the Corporation's common stock pursuant to the 2005 Stock Purchase Plan as conditions warrant.

**NOTE 23 - Regulatory Capital Compliance**

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The Corporation and the Bank are subject to various regulatory capital requirements administered by the federal banking agencies. Bank regulatory authorities have established risk-based capital guidelines for U.S. banking organizations. The objective of these efforts is to provide a more consistent system for comparing capital positions of banking organizations and to reflect the level of risk associated with holding various categories of assets. The guidelines define Tier 1 capital and Tier 2 capital. The components of Tier 1 capital for the Corporation and the Bank include equity capital excluding unrealized gains and losses on available-for-sale securities, goodwill and other intangible assets. In addition, Tier I capital for the Corporation includes the \$12.0 million of Capital Securities issued by SBI Trust. Tier 2 Capital includes a portion of the allowance for loan losses. These two components combine to become Total Capital. The guidelines also stipulate that four categories of risk weights (0, 20, 50 and 100 percent), primarily based on the relative credit risk of the counterparty, be applied to the different types of balance sheet assets. Risk weights for all off-balance sheet exposures are determined by a two step process, whereas the face value of the off-balance sheet item is converted to a credit equivalent amount and that amount is assigned to the appropriate risk category. Off-balance sheet items at December 31, 2005, 2004 and 2003 included unfunded loan commitments and letters of credit. The minimum ratio for qualifying Total Capital is 8.0%, of which 4.0% must be Tier 1 capital.

**NOTE 23 - Regulatory Capital Compliance (cont d.)**

The Federal Reserve Board and the Comptroller of the Currency also have a capital to total assets (leverage) guideline. These guidelines establish a minimum level of Tier 1 capital to total assets of 3.0%. A banking organization operating at or near these levels is expected to have well-diversified risk, excellent asset quality, high liquidity, good earnings and, in general, be considered a strong banking organization. Organizations not meeting these characteristics are expected to operate well above these minimum capital standards. Thus, for all but the most highly rated organizations, the minimum Tier 1 leverage ratio is to be 3.0% plus minimum additional cushions of at least 100 to 200 basis points. At the discretion of the regulatory authorities, additional capital may be required.

In addition to the minimum guidelines stated above, the regulatory authorities have established minimums for an institution to be classified as well capitalized. A financial institution is deemed to be well capitalized if the institution has a total risk-based capital ratio of 10.0% or greater, a Tier 1 risk-based capital ratio of 6.0% or greater, and a Tier 1 leverage ratio of 5.0% or greater and the institution is not subject to an order, written agreement, capital directive or prompt corrective action directive to meet and maintain a specific capital level for any capital measure. The Corporation and the Bank currently exceed all minimum capital requirements and are considered to be well capitalized, the highest rating, by the regulatory authorities. Management is not aware of any conditions or events that would have changed the Corporation's capital rating since December 31, 2005.

The Corporation and the Banks' regulatory capital positions as of December 31, 2005 and 2004 were as follows (dollars in thousands):

|  | Actual    |        | For Capital Adequacy Purposes |       | To Be Well Capitalized Under Prompt Corrective Action Provisions |        |
|--|-----------|--------|-------------------------------|-------|--|--------|
|  | Amount    | Ratio  | Amount                        | Ratio | Amount   | Ratio  |
| <b>CONSOLIDATED:</b>                     |           |        |                               |       |  |        |
| As of December 31, 2005                  |           |        |                               |       |  |        |
| Total Capital (to Risk Weighted Assets)  | \$ 95,749 | 11.55% | \$ 66,334                     | 8.00% |  |        |
| Tier I Capital (to Risk Weighted Assets) | 85,374    | 10.30  | 33,167                        | 4.00  |  |        |
| Tier I Capital (to Average Assets)       | 85,374    | 7.97   | 32,137                        | 3.00  |  |        |
| As of December 31, 2004                  |           |        |                               |       |  |        |
| Total Capital (to Risk Weighted Assets)  | \$ 85,863 | 11.40% | \$ 60,281                     | 8.00% |  |        |
| Tier I Capital (to Risk Weighted Assets) | 76,435    | 10.14  | 30,140                        | 4.00  |  |        |
| Tier I Capital (to Average Assets)       | 76,435    | 7.85   | 29,229                        | 3.00  |  |        |
| <b>SUMMIT BANK, N.A.:</b>                |           |        |                               |       |  |        |
| As of December 31, 2005                  |           |        |                               |       |  |        |
| Total Capital (to Risk Weighted Assets)  | \$ 95,310 | 11.49% | \$ 66,334                     | 8.00% | \$ 82,917  | 10.00% |
| Tier I Capital (to Risk Weighted Assets) | 84,935    | 10.24  | 33,167                        | 4.00  | 49,750   | 6.00   |
| Tier I Capital (to Average Assets)       | 84,935    | 7.93   | 32,119                        | 3.00  | 53,532   | 5.00   |
| As of December 31, 2004                  |           |        |                               |       |  |        |
| Total Capital (to Risk Weighted Assets)  | \$ 87,382 | 11.60% | \$ 60,249                     | 8.00% | \$ 75,311  | 10.00% |
| Tier I Capital (to Risk Weighted Assets) | 77,959    | 10.35  | 30,124                        | 4.00  | 45,186   | 6.00   |
| Tier I Capital (to Average Assets)       | 77,959    | 8.03   | 29,124                        | 3.00  | 48,540   | 5.00   |

**NOTE 24 - Subsequent Events**

On January 17, 2006, the Board of Directors of the Corporation approved a quarterly dividend of \$.08 per share to be paid on February 15, 2006 to shareholders of record on January 30, 2006.

**NOTE 25 - Recent Accounting Pronouncements****Statements of Financial Accounting Standards**

SFAS No. 154, Accounting Changes and Error Corrections, a Replacement of APB Opinion No. 20 and FASB Statement No. 3. SFAS 154 establishes, unless impracticable, retrospective application as the required method for reporting a change in accounting principle in the absence of explicit transition requirements specific to a newly adopted accounting principle. Previously, most changes in accounting principle were recognized by including the cumulative effect of changing to the new accounting principle in net income of the period of the change. Under SFAS 154, retrospective application requires (i) the cumulative effect of the change to the new accounting principle on periods prior to those presented to be reflected in the carrying amounts of assets and liabilities as of the beginning of the first period presented, (ii) an offsetting adjustment, if any, to be made to the opening balance of retained earnings (or other appropriate components of equity) for that period, and (iii) financial statements for each individual prior period presented to be adjusted to reflect the direct period-specific effects of applying the new accounting principle. Special retroactive application rules apply in situations where it is impracticable to determine either the period-specific effects or the cumulative effect of the change. Indirect effects of a change in accounting principle are required to be reported in the period in which the accounting change is made. SFAS 154 carries forward the guidance in APB Opinion 20 Accounting Changes, requiring justification of a change in accounting principle on the basis of preferability. SFAS 154 also carries forward without change the guidance contained in APB Opinion 20, for reporting the correction of an error in previously issued financial statements and for a change in an accounting estimate. SFAS 154 is effective for accounting changes and corrections of errors made in fiscal years beginning after December 15, 2005. The Corporation does not expect SFAS 154 will significantly impact its financial statements upon its adoption on January 1, 2006.

SFAS No. 123, Share-Based Payment (Revised 2004). SFAS 123R establishes standards for the accounting for transactions in which an entity (i) exchanges its equity instruments for goods or services, or (ii) incurs liabilities in exchange for goods or services that are based on the fair value of the entity's equity instruments or that may be settled by the issuance of the equity instruments. SFAS 123R eliminates the ability to account for stock-based compensation using APB 25 and requires that such transactions be recognized as compensation cost in the income statement based on their fair values on the measurement date, which is generally the date of the grant. SFAS 123R was to be effective for the Corporation on July 1, 2005; however, the required implementation date was delayed until January 1, 2006. The Corporation will transition to fair-value based accounting for stock-based compensation using a modified version of prospective application (modified prospective application). Under modified prospective application, as it is applicable to the Corporation, SFAS 123R applies to new awards and to awards modified, repurchased, or cancelled after January 1, 2006. Additionally, compensation cost for the portion of awards for which the requisite service has not been rendered (generally referring to non-vested awards) that are outstanding as of January 1, 2006 must be recognized as the remaining requisite service is rendered during the period of and/or the periods after the adoption of SFAS 123R. The attribution of compensation cost for those earlier awards will be based on the same method and on the same grant-date fair values previously determined for the pro forma disclosures required for companies that did not adopt the fair value accounting method for stock-based employee compensation.

Based on the stock-based compensation awards outstanding as of December 31, 2005 for which the requisite service is not expected to be fully rendered prior to January 1, 2006, the Corporation expects to recognize additional after-tax, quarterly compensation cost of approximately \$39,000 beginning in the first quarter of 2006 as a result of the adoption of SFAS 123R. Future levels of compensation cost recognized related to stock-based compensation awards (including the aforementioned expected costs during the period of adoption) may be impacted by new awards and/or modifications, repurchases and cancellations of existing awards before and after the adoption of this standard.

**Financial Accounting Standards Board Staff Positions**

FASB Staff Position (FSP) No. 115-1, The Meaning of Other-Than-Temporary Impairment and Its Application to Certain Investments. FSP 115-1 provides guidance for determining when an investment is considered impaired, whether impairment is other-than-temporary, and measurement of an impairment loss. An investment is considered impaired if the fair value of the investment is less than its cost. If, after consideration of all available evidence to evaluate the realizable value of its investment, impairment is determined to be other-than-temporary, then an impairment loss should be recognized equal to the difference between the investment's cost and its fair value. FSP 115-1 nullifies certain provisions of Emerging Issues Task Force (EITF) Issue No. 03-1, The Meaning of Other-Than-Temporary Impairment and Its Application to Certain Investments, while retaining the disclosure requirements of EITF 03-1 which were adopted in 2003. FSP 115-1 is effective for reporting periods beginning after December 15, 2005. The Corporation does not expect FSP 115-1 will significantly impact its financial statements upon its adoption on January 1, 2006.

**American Institute of Certified Public Accountants Statements of Position**

SOP No. 03-3, Accounting for Certain Loans or Debt Securities Acquired in a Transfer. SOP 03-3 addresses accounting for differences between the contractual cash flows of certain loans and debt securities and the cash flows expected to be collected when loans or debt securities are acquired in a transfer and those cash flow differences are attributable, at least in part, to credit quality. As such, SOP 03-3 applies to loans and debt securities acquired individually, in pools or as part of a business combination and does not apply to originated loans. The application of

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SOP 03-3 limits the interest income, including accretion of purchase price discounts, that may be recognized for certain loans and debt securities. Additionally, SOP 03-3 does not allow the excess of contractual cash flows over cash flows expected to be collected to be recognized as an adjustment of yield, loss accrual or valuation allowance, such as the allowance for possible loan losses. SOP 03-3 requires that increases in expected cash flows subsequent to the initial investment be recognized prospectively through adjustment of the yield on the loan or debt security over its remaining life. Decreases in expected cash flows should be recognized as impairment. In the case of loans acquired in a business combination where the loans show signs of credit deterioration, SOP 03-3 represents a significant change from current purchase accounting practice whereby the acquiree's allowance for loan losses is typically added to the acquirer's allowance for loan losses. The adoption of SOP 03-3 on January 1, 2005 did not have a material impact on the Corporation's financial statements.

**NOTE 26 - Fair Values of Financial Instruments**

Statement of Financial Accounting Standards No. 107 ( SFAS 107 ), Disclosures about Fair Value of Financial Instruments requires disclosure of fair value information about financial instruments, whether or not recognized in the balance sheet, for which it is practicable to estimate that value. In cases where quoted market prices are not available, fair values are based on estimates using present value tables or other valuation techniques. Those techniques are significantly affected by the assumptions used, including the discount rate and estimates of future cash flows. SFAS 107 excludes certain financial instruments and all non-financial instruments from its disclosure requirements.

The following methods and assumptions were used by the Corporation in estimating its fair value disclosures for financial instruments:

*Cash and due from banks:* The carrying amounts reported in the balance sheet for cash and due from banks approximate those assets fair values.

*Federal funds sold and interest-bearing deposits:* The carrying amounts reported in the balance sheet for federal funds sold and interest-bearing deposits approximate those assets fair values.

*Investment securities (including mortgage backed securities):* Fair values for investment securities are based on quoted market prices, where available. If quoted market prices are not available, fair values are based on quoted market prices of comparable instruments.

*Loans:* For variable rate loans, fair values are based on carrying values. The fair values for fixed rate loans such as mortgage loans (e.g., one-to-four family residential) and installment loans are estimated using discounted cash flow analysis. The carrying amount of accrued interest receivable approximates its fair value.

*Deposit liabilities:* The fair value disclosed for interest-bearing and non-interest-bearing demand deposits, passbook savings, and certain types of money market accounts are, by definition, equal to the amount payable on demand at the reporting date or their carrying amounts. Fair values for fixed rate certificates of deposit are estimated using a discounted cash flow calculation that applies interest rates currently being offered on certificates to a schedule of aggregated expected monthly maturities on time deposits.

*Short term borrowings:* The carrying amounts of borrowings under repurchase agreements, Federal Home Loan Bank advances and federal funds purchased approximate their fair values.

The estimated fair values of the Corporation's financial instruments are as follows (in thousands):

|  | December 31,      |                |                   |               |
|--|-------------------|----------------|-------------------|---------------|
|  | 2005              |                | 2004              |               |
|  | Carrying<br>Value | Fair<br>Amount | Carrying<br>Value | Fair<br>Value |
| <b>Financial Assets:</b>                         |                   |                |                   |               |
| Cash and Due From Banks                          | \$ 32,558         | \$ 32,558      | \$ 27,219         | \$ 27,219     |
| Federal Funds Sold and Interest-Bearing Deposits | 892               | 892            | 5,020             | 5,020         |
| Securities                                       | 256,842           | 256,842        | 223,351           | 223,351       |
| Loans  | 774,886           | 753,941        | 702,619           | 696,377       |
| Allowance for Loan Losses                        | (11,208)          | (11,208)       | (10,187)          | (10,187)      |
| <b>Financial Liabilities:</b>                    |                   |                |                   |               |
| Deposits   | 878,776           | 879,062        | 792,264           | 793,069       |
| Short Term Borrowings                            | 121,859           | 121,650        | 103,792           | 103,897       |
| <b>Off-Balance Sheet Financial Instruments:</b>  |                   |                |                   |               |
| Loan Commitments                                 |                   | 227,031        |                   | 175,074       |
| Letters of Credit                                |                   | 6,637          |                   | 6,175         |



**NOTE 27 - Comprehensive Income**

The Corporation has adopted Financial Accounting Standards Board Statement of Financial Accounting Standards No. 130, Reporting Comprehensive Income. This standard requires an entity to report and display comprehensive income and its components. Comprehensive income is as follows (in thousands):

|   | Years Ended December 31, |           |          |
|---|--------------------------|-----------|----------|
|   | 2005                     | 2004      | 2003     |
| Net Income  | \$ 13,176                | \$ 10,762 | \$ 9,768 |
| Other Comprehensive Income:   |                          |           |          |
| Change in Unrealized Gain (Loss) on Securities Available-for-Sale, Net of Tax (Benefit) | (2,875)                  | (1,162)   | (2,173)  |
| Comprehensive Income  | \$ 10,301                | \$ 9,600  | \$ 7,595 |

**NOTE 28 - Condensed Parent Company Financial Statements****BALANCE SHEETS**

|  | December 31,     |                  |
|--|------------------|------------------|
|  | 2005             | 2004             |
|  | (In Thousands)   |                  |
| <b>ASSETS</b>                                    |                  |                  |
| CASH IN SUBSIDIARY BANK                          |                  |                  |
| Demand   | \$ 731           | \$ 402           |
| INVESTMENT IN SUBSIDIARY                         | 93,276           | 88,396           |
| OTHER ASSETS                                     | 9                | 30               |
| <b>TOTAL ASSETS</b>                              | <b>\$ 94,016</b> | <b>\$ 88,828</b> |
| <b>LIABILITIES AND SHAREHOLDERS EQUITY</b>       |                  |                  |
| NOTE PAYABLE                                     | \$ -0-           | \$ 1,750         |
| JUNIOR SUBORDINATED DEFERRABLE DEBENTURES        | 12,372           | 12,372           |
| OTHER LIABILITIES                                | 311              | 216              |
| SHAREHOLDERS EQUITY                              | 81,333           | 74,490           |
| <b>TOTAL LIABILITIES AND SHAREHOLDERS EQUITY</b> | <b>\$ 94,016</b> | <b>\$ 88,828</b> |

**STATEMENTS OF INCOME**

|  | For the Years Ended December 31, |                  |                 |
|--|----------------------------------|------------------|-----------------|
|  | 2005                             | 2004             | 2003            |
|  | (In Thousands)                   |                  |                 |
| <b>INCOME</b>  |                                  |                  |                 |
| Dividends from Subsidiaries  | \$ 6,450                         | \$ 6,750         | \$ 3,500        |
| <b>TOTAL INCOME</b>  | <b>6,450</b>                     | <b>6,750</b>     | <b>3,500</b>    |
| <b>EXPENSES</b>  |                                  |                  |                 |
| Interest   | 788                              | 406              | -0-             |
| Other Expense  | 797                              | 626              | 230             |
| <b>TOTAL EXPENSE</b>   | <b>1,585</b>                     | <b>1,032</b>     | <b>230</b>      |
| <b>INCOME BEFORE INCOME TAX BENEFIT AND EQUITY IN UNDISTRIBUTED EARNINGS OF SUBSIDIARIES</b> |                                  |                  |                 |
| INCOME TAX BENEFIT   | 4,865                            | 5,718            | 3,270           |
|  | 555                              | 360              | 79              |
| <b>INCOME BEFORE EQUITY IN UNDISTRIBUTED EARNINGS OF SUBSIDIARIES</b>                        | <b>5,420</b>                     | <b>6,078</b>     | <b>3,349</b>    |
| <b>EQUITY IN UNDISTRIBUTED EARNINGS OF SUBSIDIARIES</b>                                      | <b>7,756</b>                     | <b>4,684</b>     | <b>6,419</b>    |
| <b>NET INCOME</b>  | <b>\$ 13,176</b>                 | <b>\$ 10,762</b> | <b>\$ 9,768</b> |

**NOTE 28 Condensed Parent Company Financial Statements (cont d.)****STATEMENTS OF CASH FLOWS**

|   | For the Years Ended December 31, |                 |                |
|---|----------------------------------|-----------------|----------------|
|   | 2005                             | 2004            | 2003           |
|   | (In Thousands)                   |                 |                |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>                                      |                                  |                 |                |
| Net Income  | \$ 13,176                        | \$ 10,762       | \$ 9,768       |
| Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities: |                                  |                 |                |
| Undistributed Earnings of Subsidiaries  | (7,756)                          | (4,684)         | (6,419)        |
| Net (Increase) Decrease in Other Assets   | 22                               | (30)            | 4              |
| Net Increase in Other Liabilities   | 95                               | 200             | 8              |
| <b>NET CASH PROVIDED BY OPERATING ACTIVITIES</b>                                  | <b>5,537</b>                     | <b>6,248</b>    | <b>3,361</b>   |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>                                      |                                  |                 |                |
| Payment for Acquisition of ANB Financial Corporation                              | -0-                              | (13,113)        | -0-            |
| Payment to Eliminate Debt of ANB Financial Corporation                            | -0-                              | (2,869)         | -0-            |
| Investment in SBI Trust   | -0-                              | (372)           | -0-            |
| <b>NET CASH USED BY INVESTING ACTIVITIES</b>                                      | <b>-0-</b>                       | <b>(16,354)</b> | <b>-0-</b>     |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>                                      |                                  |                 |                |
| Proceeds from Issuance of Junior Subordinated Deferrable Debentures               | -0-                              | 12,372          | -0-            |
| Net Proceeds (Repayments) from Note Payable                                       | (1,750)                          | 1,750           | -0-            |
| Payments of Cash Dividends  | (3,474)                          | (3,453)         | (3,205)        |
| Receipts from Stock Options Exercised   | 610                              | 353             | 365            |
| Purchase of Treasury Stock  | (594)                            | (694)           | (1,009)        |
| <b>NET CASH PROVIDED (USED) BY FINANCING ACTIVITIES</b>                           | <b>(5,208)</b>                   | <b>10,328</b>   | <b>(3,849)</b> |
| <b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>                       | <b>329</b>                       | <b>222</b>      | <b>(488)</b>   |
| <b>CASH AND CASH EQUIVALENTS - BEGINNING OF YEAR</b>                              | <b>402</b>                       | <b>180</b>      | <b>668</b>     |
| <b>CASH AND CASH EQUIVALENTS - END OF YEAR</b>                                    | <b>\$ 731</b>                    | <b>\$ 402</b>   | <b>\$ 180</b>  |

**ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.**

None.

**ITEM 9A. CONTROLS AND PROCEDURES.**

*Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures*

As of the end of the period covered by this Annual Report on Form 10-K, an evaluation was carried out by the Corporation's management, with the participation of its Chief Executive Officer and Chief Financial Officer, of the effectiveness of the Corporation's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934). Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Corporation's disclosure controls and procedures were effective as of the end of the period covered by this Annual Report on Form 10-K.

*Changes in Internal Control Over Financial Reporting*

There were no changes in the Corporation's internal control over financial reporting (as defined in Rule 13a-15(f) and 15d-15(f) under the Securities Exchange Act) during the Corporation's fourth fiscal quarter that materially affected, or are reasonably likely to materially affect, the Corporation's internal control over financial reporting.

*Management's Annual Report on Internal Control Over Financial Reporting*

The management of the Corporation is responsible for establishing and maintaining adequate internal control over financial reporting. The Corporation's internal control over financial reporting is a process designed under the supervision of the Corporation's Chief Executive Officer and Chief Financial Officer to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Corporation's financial statements for external purposes in accordance with generally accepted accounting principles.

As of December 31, 2005, management assessed the effectiveness of the Corporation's internal control over financial reporting based on the criteria for effective internal control over financial reporting established in Internal Control Integrated Framework, issued by the Committee for Sponsoring Organizations (COSO) of the Treadway Commission. Based on the assessment, management determined that the Corporation maintained effective internal control over financial reporting as of December 31, 2005, based on those criteria.

Stovall, Grandey & Allen, L.L.P., the independent registered public accounting firm that audited the consolidated financial statements of the Corporation included in this Annual Report on Form 10-K, has issued an attestation report on management's assessment of the effectiveness of the Corporation's internal control over financial reporting as of December 31, 2005. The report, which expresses unqualified opinions on management's assessment and on the effectiveness of the Corporation's internal control over financial reporting as of December 31, 2005, is included in this Item under the heading Attestation Report of Independent Registered Public Accounting Firm.

*Attestation Report of Independent Registered Public Accounting Firm*

**Report of Stovall, Grandey & Allen, L.L.P.  
Independent Registered Public Accounting Firm**

**To the Board of Directors and Shareholders of Summit Bancshares, Inc.**

We have audited management's assessment, included in the accompanying Management's Report on Internal Control Over Financial Reporting, that Summit Bancshares, Inc. (the Corporation) maintained effective internal control over financial reporting as of December 31, 2005, based on criteria established in Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). The Corporation's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting. Our responsibility is to express an opinion on management's assessment and an opinion on the effectiveness of the Corporation's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, evaluating management's assessment, testing and evaluating the design and operating effectiveness of internal control, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of the inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, management's assessment that Summit Bancshares, Inc. maintained effective internal control over financial reporting as of December 31, 2005, is fairly stated, in all material respects, based on the COSO criteria. Also, in our opinion, Summit Bancshares, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2005, based on the COSO criteria.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets as of December 31, 2005 and 2004 and the related consolidated statements of income, changes in shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2005 of Summit Bancshares, Inc. and our report dated March 14, 2006 expressed an unqualified opinion thereon.

/s/ Stovall, Grandey and Allen, L.L.P.

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STOVALL, GRANDEY & ALLEN, L.L.P.

Fort Worth, Texas  
March 14, 2006

**ITEM 9B. OTHER INFORMATION.**

None.

**PART III**

**ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT.**

The information set forth under the captions Proposal 1 Election of Directors, Executive Officers of the Corporation, Board and Corporate Governance Matters Audit Committee and Section 16(a) Beneficial Ownership Reporting Compliance in the Corporation's Proxy Statement for its 2006 Annual Meeting of Shareholders is incorporated herein by reference in response to this Item.

The Board of Directors of the Corporation has adopted a Code of Ethics and Standards of Conduct applicable to its directors, officers (including its principal executive, financial and accounting officers) and employees (the Code of Ethics), which is a code of ethics as defined by applicable rules and regulations of the SEC. The Code of Ethics is publicly available on the Corporation's website at [www.summitbank.net](http://www.summitbank.net) under the Investor Relations section. Interested persons may also obtain a free copy of the Code of Ethics by written request to the Corporation at 3880 Hulen Street, Suite 300, Fort Worth, Texas 76107, Attention: Corporate Secretary. The Corporation intends to disclose any amendment to, or any waiver from, the Code of Ethics for its principal executive, financial and accounting officers through its website at [www.summitbank.net](http://www.summitbank.net) under the Investor Relations section.

**ITEM 11. EXECUTIVE COMPENSATION.**

The information set forth under the captions Executive Compensation and Other Information and Compensation and Benefits Committee Interlocks and Insider Participation in the Corporation's Proxy Statement for its 2006 Annual Meeting of Shareholders is incorporated herein by reference in response to this Item.

**ITEM 12. SECURITIES OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.**

The information set forth under the captions Securities Ownership of Certain Beneficial Owners and Management and Equity Compensation Plan Information in the Corporation's Proxy Statement for its 2006 Annual Meeting of Shareholders is incorporated herein by reference in response to this Item.

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS.**

The information set forth under the caption Certain Relationships and Related Transactions in the Corporation's Proxy Statement for its 2006 Annual Meeting of Shareholders is incorporated herein by reference in response to this Item.

**ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES.**

The information set forth under the captions Principal Auditor Fees and Services and The Audit Committee in the Corporation's Proxy Statement for its 2006 Annual Meeting of Shareholders is incorporated herein by reference in response to this Item.

PART IV

ITEM 15. EXHIBITS AND CONSOLIDATED FINANCIAL STATEMENT SCHEDULES.

- (a) (1) **Consolidated Financial Statements.** The following consolidated financial statements are included in Item 8 of this Annual Report on Form 10-K:

Independent Auditor's Report

Consolidated Balance Sheets of Summit Bancshares, Inc. and Subsidiaries as of December 31, 2005 and 2004

Consolidated Statements of Income of Summit Bancshares, Inc. and Subsidiaries for the Years Ended December 31, 2005, 2004 and 2003

Consolidated Statements of Changes in Shareholders' Equity of Summit Bancshares, Inc. and Subsidiaries for the Years Ended December 31, 2005, 2004 and 2003

Consolidated Statement of Cash Flows of Summit Bancshares, Inc. and Subsidiaries for the Years Ended December 31, 2005, 2004 and 2003

Notes to Consolidated Financial Statements

- (2) **Consolidated Financial Statement Schedules.** Consolidated Financial Statement Schedules are omitted because of the absence of conditions under which they are required or because the required information is given in the financial statements or notes thereto.

- (3) **Exhibits.** The following exhibits are filed as a part of this Annual Report on Form 10-K:

- 3(a) Restated Articles of Incorporation of the Corporation (incorporated herein by reference to Exhibit 3(a) to the Corporation's Annual Report on Form 10-K for the year ended December 31, 1998).
- 3(b) Amended and Restated Bylaws of the Corporation (incorporated herein by reference to Exhibit 3(b) to the Corporation's Annual Report on Form 10-K for the year ended December 31, 2002).
- 3(c) Amendment to the Amended and Restated Bylaws of the Corporation adopted by resolution of the Board of Directors of the Corporation (incorporated herein by reference to Exhibit 99.1 to the Corporation's Current Report on Form 8-K filed February 22, 2005).
- 3(d) Amendment to the Corporation's Code of Ethics and Standards of Conduct adopted by resolution of the Board of Directors of the Corporation (incorporated herein by reference to Exhibit 14.1 to the Corporation's Current Report on Form 8-K filed February 23, 2006).
- 4(a) Rights Agreement, dated April 17, 1990, by and between the Corporation and Summit Bancservices, Inc. (incorporated herein by reference to Exhibit 1 to the Corporation's Current Report on Form 8-K dated April 18, 1990 filed on April 24, 1990).
- 4(b) Amendment No. 1 to Rights Agreement, effective as of April 16, 2000, by and between the Corporation and Summit Bancservices, Inc. (incorporated herein by reference to Exhibit 4(b) to the Corporation's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2000).
- 4(c) Junior Subordinated Debt Securities Indenture Agreement dated May 3, 2004 (incorporated herein by reference to Exhibit 4(a) to the Corporation's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2004).
- 4(d) Junior Subordinated Debt Securities Due 2034 (incorporated herein by reference to Exhibit 4(b) to the Corporation's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2004).
- 10(a) Lease Agreement dated August 28, 1985, by and between Alta Mesa National Bank, as lessor, and the Corporation, as lessee (incorporated herein by reference to Exhibit 10(a) to the Corporation's Annual Report on Form 10-K for the year ended December 31, 1985).
- 10(b)

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Lease Agreement dated February 14, 1992, by and between Zell/Merrill Lynch Real Estate Opportunity Partners Limited Partnership, as landlord, and the Corporation, as tenant (incorporated herein by reference to Exhibit 10(l) to the Corporation's Annual Report on Form 10-K for the year ended December 31, 1992).

- 10(c) First Amendment to Lease Agreement dated February 14, 1992, as amended on May 3, 1994, by and between Zell/Merrill Lynch Real Estate Opportunity Partners Limited Partnership, as landlord, and the Corporation, as tenant (incorporated herein by reference to Exhibit 10(k) to the Corporation's Annual Report on Form 10-K for the year ended December 31, 1994).



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- 10(d) Management Security Plan of Summit Bancshares, Inc. effective September 1, 1992; Management Security Plan Agreement between Summit Bancshares, Inc. and F. S. Gunn; and Management Security Plan Agreement between Summit Bancshares, Inc. and James L. Murray (incorporated herein by reference to Exhibit 10(k) to the Corporation's Annual Report on Form 10-K for the year ended December 31, 1992).
- 10(e) 1993 Incentive Stock Option Plan of Summit Bancshares, Inc. (incorporated herein by reference to Exhibit 10(n) to the Corporation's Annual Report on Form 10-K for the year ended December 31, 1993).
- 10(f) Lease Agreement dated July 6, 1989, by and between Zell/Merrill Lynch Real Estate Opportunity Partners Limited Partnership, as landlord, and Summit National Bank, as tenant (incorporated herein by reference to Exhibit 10(r) to the Corporation's Annual Report on Form 10-K for the year ended December 31, 1995).
- 10(g) 1997 Incentive Stock Option Plan of Summit Bancshares, Inc. (incorporated herein by reference to Exhibit 10 to the Corporation's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 1997).
- 10(h) Second Lease Amendment and Extension Agreement to the Lease Agreement dated July 6, 1989, as amended on August 12, 1993, by and between EOP-Summit Limited Partnership (as successor in interest to Zell/Merrill Lynch Real Estate Opportunity Partners Limited Partnership), as landlord, and Summit National Bank, as tenant (incorporated herein by reference to Exhibit 10(n) to the Corporation's Annual Report on Form 10-K for the year ended December 31, 1997).
- 10(i) Agreement of Limited Partnership of IDI Summit, Ltd. dated November 6, 1997, by and between Summit Community Bank, N.A. and Innovative Developers, Inc. (incorporated herein by reference to Exhibit 10(o) to the Corporation's Annual Report on Form 10-K for the year ended December 31, 1997).
- 10(j) Lease Agreement dated November 6, 1997, by and between Summit Community Bank, N.A., as tenant, and IDI - Summit, Ltd., as landlord (incorporated herein by reference to Exhibit 10(p) to the Corporation's Annual Report on Form 10-K for the year ended December 31, 1997).
- 10(k) Second Amendment to Lease Agreement dated February 14, 1992, as amended on July 8, 1998, by and between Zell/Merrill Lynch Real Estate Opportunity Partners Limited Partnership, as landlord, and the Corporation, as tenant (incorporated herein by reference to Exhibit 10(q) to the Corporation's Annual Report on Form 10-K for the year ended December 31, 1998).
- 10(l) Third Amendment to Lease Agreement dated February 14, 1992, as amended on October 22, 1999, by and between EOP-Summit Limited Partnership (as successors in interest to Zell/Merrill Lynch Real Estate Opportunity Partners Limited Partnership), as landlord, and the Corporation, as tenant (incorporated herein by reference to Exhibit 10(s) to the Corporation's Annual Report on Form 10-K for the year ended December 31, 1999).
- 10(m) Severance Agreement, by and between the Corporation and Philip E. Norwood, effective October 24, 2000 (incorporated herein by reference to Exhibit 10(v) to the Corporation's Annual Report on Form 10-K for the year ended December 31, 2000).
- 10(n) Supplemental Executive Retirement Plan of Summit Bancshares, Inc. effective January 1, 2002 (incorporated herein by reference to Exhibit 10(s) to the Corporation's Annual Report on Form 10-K for the year ended December 31, 2002).
- 10(o) Lease Agreement, dated November 21, 2002, by and between Summit Bank, N.A., as tenant, and Hulen South Tower Limited, as landlord (incorporated herein by reference to Exhibit 10(t) to the Corporation's Annual Report on Form 10-K for the year ended December 31, 2002).
- 10(p) Agreement and Plan of Reorganization dated February 5, 2004, by and between the Corporation and ANB Financial Corporation (incorporated herein by reference to Exhibit 99.1 to the Corporation's Form 8-K filed May 4, 2004).
- 10(q) Loan Agreement, dated September 15, 2005, by and among the Corporation, Summit Delaware Financial Corporation and The Frost National Bank (incorporated by reference to Exhibit 10 to the Corporation's Quarterly Report on Form 10-Q/A for the quarterly period ended September 30, 2005).
- 10(r)\* First Amendment to Lease Agreement, dated November 21, 2002, as amended on August 17, 2005, by and between Summit Bank, N.A., as tenant, and Hulen South Tower Limited, as landlord.
- 21\* Subsidiaries of the Corporation.
- 23\* Consent of Stovall, Grandey & Allen, L.L.P. independent certified public accountants.

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- 31.1\* Certification of Principal Executive Officer of Summit Bancshares, Inc. pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934.
- 31.2\* Certification of Principal Financial Officer of Summit Bancshares, Inc. pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934.
- 32.1\* Certification of Principal Executive Officer of Summit Bancshares, Inc. pursuant to Section 1350, Chapter 63 of Title 18 of the United States Code, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2\* Certification of Principal Financial Officer of Summit Bancshares, Inc. pursuant to Section 1350, Chapter 63 of Title 18 of the United States Code, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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\* Filed herewith.

Management contract or compensatory plan or arrangement.

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**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) 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.

**SUMMIT BANCSHARES, INC.**

DATE: March 14, 2006

By: /s/ Philip E. Norwood

Philip E. Norwood, Chairman,  
President and  
Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant in the capacities indicated on this 14th day of March, 2006.

| <b>SIGNATURE</b>   | <b>TITLE</b>  |
|--|---|
| <hr/><br>/s/ Philip E. Norwood<br><hr/><br>Philip E. Norwood   | <hr/><br>Chairman, President and Chief Executive Officer<br>(Principal Executive Officer)   |
| <hr/><br>/s/ Bob G. Scott<br><hr/><br>Bob G. Scott             | <hr/><br>Executive Vice President, Chief Operating Officer,<br>Secretary and Treasurer<br>(Principal Financial Officer and Principal Accounting<br>Officer) |
| <hr/><br>/s/ Robert P. Evans<br><hr/><br>Robert P. Evans       | <hr/><br>Director   |
| <hr/><br>/s/ Elliott S. Garsek<br><hr/><br>Elliott S. Garsek   | <hr/><br>Director   |
| <hr/><br>Ronald J. Goldman                                     | <hr/><br>Director   |
| <hr/><br>/s/ F.S. Gunn<br><hr/><br>F.S. Gunn                   | <hr/><br>Director   |
| <hr/><br>/s/ Robert L. Herchert<br><hr/><br>Robert L. Herchert | <hr/><br>Director   |
| <hr/><br>/s/ Jay J. Lesok<br><hr/><br>Jay J. Lesok             | <hr/><br>Director   |
| <hr/><br>  | <hr/><br>Director   |

William W. Meadows

/s/ James L. Murray

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Director

James L. Murray

/s/ Byron B. Searcy

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Director

Byron B. Searcy

/s/ Roderick D. Stepp

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Director

Roderick D. Stepp