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UNION BANKSHARES INC  
Form 10-Q  
August 14, 2006

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

OR

( ) TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
For the quarterly period ended: June 30, 2006

Commission file number: 001-15985

UNION BANKSHARES, INC.

VERMONT 03-0283552

P.O. BOX 667  
MAIN STREET  
MORRISVILLE, VT 05661

Registrant's telephone number: 802-888-6600

Former name, former address and former fiscal year, if changed since last report: Not applicable

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 X No  
-----

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 [X]

Indicate by a check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No X  
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Indicate the number of shares outstanding of each of the issuer's classes of common stock as of August 3, 2006:

Common Stock, \$2 par value 4,540,740 shares

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### Part I Financial Information Item 1. Financial Statements

#### UNION BANKSHARES, INC. AND SUBSIDIARY CONSOLIDATED BALANCE SHEETS

	(Unaudited) June 30, 2006 ----	December 31, 2005 -----
ASSETS	(Dollars in thousands)	
Cash and due from banks	\$ 12,072	\$ 14,019
Federal funds sold and overnight deposits	20	189
	-----	-----
Cash and cash equivalents	12,092	14,208
Interest bearing deposits in banks	6,708	8,598
Investment securities available-for-sale	23,861	32,408
Loans held for sale	1,734	6,546
Loans	305,868	300,677
Allowance for loan losses	(3,235)	(3,071)
Unearned net loan fees	(130)	(152)
	-----	-----
Net loans	302,503	297,454
Accrued interest receivable	1,572	1,972
Premises and equipment, net	6,117	5,898
Other assets	8,189	7,662

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	-----	-----
Total assets	\$362,776	\$374,746
	=====	=====
Liabilities and Stockholders' Equity		
Liabilities		
Deposits		
Non-interest bearing	\$ 46,627	\$ 52,617
Interest bearing	250,107	260,682
	-----	-----
Total deposits	296,734	313,299
Borrowed funds	20,340	16,256
Accrued interest and other liabilities	3,764	3,588
	-----	-----
Total liabilities	320,838	333,143
	-----	-----
Commitments and Contingencies		
Stockholders' Equity		
Common stock, \$2.00 par value; 5,000,000 shares authorized; 4,918,611 shares issued at 6/30/06 and 12/31/05	9,837	9,837
Paid-in capital	145	140
Retained earnings	34,406	33,761
Treasury stock at cost; 377,871 shares at 6/30/06 and 375,948 at 12/31/05	(2,079)	(2,037)
Accumulated other comprehensive loss	(371)	(98)
	-----	-----
Total stockholders' equity	41,938	41,603
	-----	-----
Total liabilities and stockholders' equity	\$362,776	\$374,746
	=====	=====

See accompanying notes to the unaudited consolidated financial statements.

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UNION BANKSHARES, INC. AND SUBSIDIARY  
CONSOLIDATED STATEMENTS OF INCOME  
(Unaudited)

	Three Months Ended		Six Mon
	June 30,		Jun
	2006	2005	2006
	----	----	----
	(Dollars in thousands except Per S		
Interest income			
Interest and fees on loans	\$ 5,854	\$ 4,913	\$ 11,305
Interest on debt securities			
Taxable	235	296	533
Tax exempt	49	47	98
Dividends	22	21	45
Interest on federal funds sold and overnight deposits	17	24	43
Interest on interest bearing deposits in banks	68	55	147
	-----	-----	-----
Total interest income	6,245	5,356	12,171

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Interest expense			
Interest on deposits	1,404	921	2,644
Interest on borrowed funds	206	101	413
	-----	-----	-----
Total interest expense	1,610	1,022	3,057
	-----	-----	-----
Net interest income	4,635	4,334	9,114
Provision for loan losses	105	-	150
	-----	-----	-----
Net interest income after provision for loan losses	4,530	4,334	8,964
	-----	-----	-----
Noninterest Income			
Trust income	74	64	145
Service fees	787	729	1,493
Net gains on sales of investment securities	14	1	17
Net gains on sales of loans held for sale	27	23	119
Other income	101	91	175
	-----	-----	-----
Total noninterest income	1,003	908	1,949
	-----	-----	-----
Noninterest expenses			
Salaries and wages	1,511	1,408	3,005
Pension and employee benefits	552	520	1,129
Occupancy expense, net	198	198	401
Equipment expense	261	244	517
Other expenses	929	907	1,796
	-----	-----	-----
Total noninterest expense	3,451	3,277	6,848
	-----	-----	-----
Income before provision for income taxes	2,082	1,965	4,065
Provision for income taxes	548	532	1,058
	-----	-----	-----
Net income	\$ 1,534	\$ 1,433	\$ 3,007
	=====	=====	=====
Earnings per common share	\$ 0.34	\$ 0.31	\$ 0.66
	=====	=====	=====
Weighted average number of common shares outstanding	4,540,828	4,554,663	4,541,166
	=====	=====	=====
Dividends per common share	\$ 0.26	\$ 0.24	\$ 0.52
	=====	=====	=====

See accompanying notes to the unaudited consolidated financial statements.

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	Common Stock				
	Shares, net of Treasury	Amount	Paid-in capital	Retained earnings	Treasury stock
	-----	-----	-----	-----	-----
	(Dollars in thousands)				
Balances, December 31, 2005	4,542,663	\$9,837	\$140	\$33,761	\$(2,037)
Comprehensive income:					
Net income	-	-	-	3,007	-
Change in net unrealized loss on investment securities available-for-sale, net of reclassification adjustment and tax effects	-	-	-	-	-
Total comprehensive income	-	-	-	-	-
Cash dividends declared (\$0.52 per share)	-	-	-	(2,362)	-
Issuance of stock options	-	-	5	-	-
Purchase of treasury stock	(1,923)	-	-	-	(42)
	-----	-----	-----	-----	-----
Balances, June 30, 2006	4,540,740	\$9,837	\$145	\$34,406	\$(2,079)
	=====	=====	=====	=====	=====

See accompanying notes to the unaudited consolidated financial statements.

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UNION BANKSHARES, INC. AND SUBSIDIARY  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(Unaudited)

	Six Months Ended	
	June 30, 2006	June 30, 2005
	----	----
	(Dollars in thousands)	
Cash Flows From Operating Activities		
Net Income	\$ 3,007	\$ 2,828
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation	384	379
Provision for loan losses	150	-
(Credit) provision for deferred income taxes	(25)	14



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Beginning	14,208	21,117
	-----	-----
Ending	\$ 12,092	\$ 19,943
	=====	=====
Supplemental Disclosures of Cash Flow Information		
Interest paid	\$ 3,094	\$ 1,882
	=====	=====
Income taxes paid	\$ 1,055	\$ 55
	=====	=====
Supplemental Schedule of Noncash Investing and Financing Activities		
Investment in limited partnerships acquired by capital contributions payable	-	\$ (748)
	=====	=====
Change in unrealized losses on investment securities available-for-sale	\$ (413)	\$ (255)
	=====	=====
Other real estate acquired in settlement of loans	\$ 101	\$ 244
	=====	=====
Repossessed property acquired in settlement of loans	\$ 1	\$ 12
	=====	=====

See accompanying notes to the unaudited consolidated financial statements.

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UNION BANKSHARES, INC. AND SUBSIDIARY

Note 1. Basis of Presentation

The accompanying interim unaudited consolidated financial statements of Union Bankshares, Inc. (the Company) for the interim periods ended June 30, 2006 and 2005, and for the quarters then ended have been prepared in conformity with U.S. generally accepted accounting principles (GAAP), general practices within the banking industry, and the accounting policies described in the Company's Annual Report to Shareholders and Annual Report on Form 10-K for the year ended December 31, 2005. In the opinion of the Company's management, all adjustments, consisting only of normal recurring adjustments and disclosures necessary for a fair presentation of the information contained herein have been made. This information should be read in conjunction with the Company's 2005 Annual Report to Shareholders, 2005 Annual Report on Form 10-K, and current reports on Form 8-K. The results of operations for the interim periods are not necessarily indicative of the results of operations to be expected for the full fiscal year ending December 31, 2006, or any other interim period.

Certain amounts in the 2005 consolidated financial statements have been reclassified to conform to the 2006 presentation.

Note 2. Commitments and Contingencies

In the normal course of business, the Company is involved in various legal proceedings. In the opinion of management, any liability resulting from such proceedings would not have a material adverse effect on the Company's financial condition or results of operations.

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### Note 3. Per Share Information

Earnings per common share amounts are computed based on the weighted average number of shares of common stock outstanding during the period and reduced for shares held in treasury. The assumed conversion of available stock options does not result in material dilution.

### Note 4. New Accounting Pronouncements

In June 2006, the FASB issued Interpretation No. 48 ("FIN 48") "Accounting for Uncertainty in Income Taxes," which clarifies the accounting for uncertainty in income taxes recognized in a company's financial statements in accordance with SFAS No. 109, Accounting for Income Taxes. FIN 48 provides guidance on the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. FIN 48 also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosures, and transition. FIN 48 is effective for fiscal years beginning after December 15, 2006. The Company is currently evaluating the impact of this new standard to determine its effects, if any, on the Company's consolidated financial statements.

On March 17, 2006, the FASB issued SFAS No. 156, Accounting for Servicing of Financial Assets, an amendment of SFAS No. 140, Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities, with respect to the accounting for separately recognized servicing assets and servicing liabilities. The Statement requires an entity to recognize a servicing asset or servicing liability each time it undertakes an obligation to service a financial asset by entering into a servicing contract in certain situations. It requires all separately recognized servicing assets and liabilities to be initially measured at fair value, if practicable. It permits an entity to choose either the amortization method or the fair value measurement method for each class of separately recognized servicing assets and liabilities and requires additional disclosures in the financial statements under the fair value measurement method. SFAS No. 156 is effective for fiscal years beginning after September 15, 2006, with early adoption permitted. The Company does not believe the adoption of SFAS No. 156 will have a material impact on the Company's financial position or results of operations but is still in the process of analyzing that impact.

### Note 5. Stock Option Plan

In December 2005 the Company adopted SFAS No. 123R Share Based Payment using the modified prospective application. Under SFAS 123R, the Company must recognize as compensation expense the grant date fair value of stock-based awards over the vesting period of the awards. Prior to the adoption of SFAS No. 123R the Company accounted for its stock option plan in accordance with the provisions of APB Opinion No. 25, Accounting for Stock Issued to Employees as allowed under SFAS No. 123 Accounting for Stock-Based Compensation. Under APB Opinion No. 25, the Company provided pro

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forma net income disclosures for employee stock-based awards granted on or after January 1, 1995 as if the fair value based method defined in SFAS No. 123 had been applied.

Had compensation cost been determined on the basis of fair value pursuant to SFAS No.123R, the effects on net income and earnings per common share for the three and six months ended June 30, 2005 would have been:

Three Months Ended	Six Months Ended
-----	-----



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	2005 ----	2005 ----
	(Dollars in thousands)	
Net income as reported	\$1,433	\$2,828
Deduct: Total stock-based compensation expense determined under fair value based method for all awards, net of related tax effects	0	0
	-----	-----
Pro forma net income	\$1,433 =====	\$2,828 =====
Earnings per common share		
As reported	\$ 0.31	\$ 0.62
Pro forma	\$ 0.31	\$ 0.62

Note 6. Defined Benefit Pension Plan

Union Bank (Union), the Company's bank subsidiary, sponsors a non-contributory defined benefit pension plan covering all eligible employees. The plan provides defined benefits based on years of service and final average salary.

Net periodic pension benefit cost for the three and six months ended June 30, 2006 and 2005 consisted of the following components:

	Three Months Ended -----		Six Months Ended -----	
	2006 ----	2005 ----	2006 ----	2005 ----
	(Dollars in thousands)			
Service cost	\$132	\$116	\$242	\$232
Interest cost on projected benefit obligation	144	121	275	242
Expected return on plan assets	(118)	(107)	(242)	(214)
Amortization of prior service cost	2	2	3	4
Amortization of net loss	21	15	42	30
	-----	-----	-----	-----
Net periodic benefit cost	\$181 =====	\$147 =====	\$320 =====	\$294 =====

Note 7. Other Comprehensive Loss

The components of other comprehensive loss and related tax effects for the three and six months periods ended June 30, 2006 and 2005 are as follows:

	Three Months Ended -----		Six Months Ended -----	
	2006 ----	2005 ----	2006 ----	2005 ----
	(Dollars in thousands)			
Unrealized holding gains (losses) on investment securities available-for-sale	\$(293)	\$152	\$(396)	\$(254)
Reclassification adjustment for gains realized in income	(14)	(1)	(17)	(1)
	-----	-----	-----	-----
Net unrealized gains (losses)	(307)	151	(413)	(255)

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Tax effect	(104)	51	(140)	(87)
	-----	-----	-----	-----
Net of tax amount	\$ (203)	\$100	\$ (273)	\$ (168)
	=====	=====	=====	=====

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

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

GENERAL

The following discussion and analysis by management focuses on those factors that had a material effect on Union Bankshares, Inc.'s (the Company's) financial position as of June 30, 2006, and as of December 31, 2005, and its results of operations for the three and six months ended June 30, 2006 and 2005. This discussion is being presented to provide a narrative explanation of the financial statements and should be read in conjunction with the financial statements and related notes and with other financial data appearing elsewhere in this filing and with the Company's Annual Report on Form 10-K for the year ended December 31, 2005. In the opinion of Company's management, the interim unaudited data reflects all adjustments, consisting only of normal recurring adjustments, and disclosures necessary to fairly present the Company's consolidated financial position and results of operations for the interim period. Management is not aware of the occurrence of any events after June 30, 2006, which would materially affect the information presented.

CAUTIONARY ADVICE ABOUT FORWARD LOOKING STATEMENTS

The Company may from time to time make written or oral statements that are considered "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements may include financial projections, statements of plans and objectives for future operations, estimates of future economic performance and assumptions relating thereto. The Company may include forward-looking statements in its filings with the Securities and Exchange Commission (SEC), in its reports to stockholders, including this Quarterly Report, in other written materials, and in statements made by senior management to analysts, rating agencies, institutional investors, representatives of the media and others.

Forward-looking statements reflect management's current expectations and are subject to uncertainties, both general and specific, and risk exists that those predictions, forecasts, projections and other estimates contained in forward-looking statements will not be achieved. When management uses any of the words "believes," "expects," "anticipates," "intends," "plans," "seeks," "estimates", or similar expressions, they are making forward-looking statements. Many possible events or factors, including those beyond the control of management, could affect the future financial results and performance of the Company. This could cause results or performance to differ materially from those expressed in forward-looking statements. The possible events or factors that might affect forward-looking statements include, but are not limited to, the following:

- \* uses of monetary, fiscal, and tax policy by various governments;
- \* political, legislative, or regulatory developments in Vermont, New Hampshire, or the United States including changes in laws concerning accounting, taxes, banking, and other aspects of the financial services

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- industry;
- \* developments in general economic or business conditions nationally, in Vermont, or in northern New Hampshire, including interest rate fluctuations, market fluctuations and perceptions, job creation and unemployment rates, ability to attract new business, and inflation and their effects on the Company or its customers;
- \* changes in the competitive environment for financial services organizations, including increased competition from tax-advantaged credit unions;
- \* the Company's ability to attract and retain key personnel;
- \* changes in technology, including demands for greater automation which could present operational issues or significant capital outlays;
- \* acts or threats of terrorism or war, and actions taken by the United States or other governments that might adversely affect business or economic conditions for the Company or its customers;
- \* adverse changes in the securities market which could adversely affect the value of the Company's stock;
- \* illegal acts of theft or fraud perpetuated against the bank or its customers;
- \* unanticipated lower revenues or increased cost of funds, loss of customers or business, or higher

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- operating expenses;
- \* the failure of assumptions underlying the establishment of the allowance for loan losses and estimations of values of collateral and various financial assets and liabilities;
- \* the amount invested in new business opportunities and the timing of these investments
- \* the failure of actuarial, investment, work force, salary, and other assumptions underlying the establishment of reserves for future pension costs or changes in legislative or regulatory requirements;
- \* future cash requirements might be higher than anticipated due to loan commitments or unused lines of credit being drawn upon or depositors withdrawing their funds;
- \* assumptions made regarding interest rate movement and sensitivity could vary substantially if actual experience differs from historical experience which could adversely affect the Company's results of operations; and
- \* the creditworthiness of current loan customers is different from management's understanding or changes dramatically and therefore the allowance for loan losses becomes inadequate.

When evaluating forward-looking statements to make decisions with respect to the Company, investors and others are cautioned to consider these and other risks and uncertainties and are reminded not to place undue reliance on such statements. Forward-looking statements speak only as of the date they are made and the Company undertakes no obligation to update them to reflect new or changed information or events, except as may be required by federal securities laws.

### CRITICAL ACCOUNTING POLICIES

The Company has established various accounting policies which govern the application of accounting principles generally accepted in the United States of America in the preparation of the Company's financial statements. Certain accounting policies involve significant judgments and assumptions by management which have a material impact on the reported amount of assets, liabilities, revenues and expenses and related disclosures of contingent assets and liabilities in the consolidated financial statements and accompanying related

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notes. The SEC has defined a company's critical accounting policies as the ones that are most important to the portrayal of the company's financial condition and results of operations, and which require the company to make its most difficult and subjective judgments, often as a result of the need to make estimates of matters that are inherently uncertain. Based on this definition, the Company has identified the accounting policies and judgments most critical to the Company. The judgments and assumptions used by management are based on historical experience and other factors, which are believed to be reasonable under the circumstances. Because of the nature of the judgments and assumptions made by management, actual results could differ from estimates and have a material impact on the carrying value of assets, liabilities, or the results of operations of the Company.

The Company believes the allowance for loan losses is a critical accounting policy that requires the most significant judgments and estimates used in the preparation of its consolidated financial statements. In estimating the allowance for loan losses, management utilizes historical experience as well as other factors including the effect of changes in the local real estate market on collateral values, the effect on the loan portfolio of current economic indicators and their probable impact on borrowers and changes in delinquent, nonperforming or impaired loans. Changes in these factors may cause management's estimate of the allowance for loan losses to increase or decrease and result in adjustments to the Company's provision for loan losses in future periods. For additional information see, FINANCIAL CONDITION - Allowance for Loan Losses below. The Company also has other key accounting policies, which involve the use of estimates, judgments and assumptions that are significant to understanding the results including the liability for the defined benefit pension plan, valuation of deferred tax assets and analysis of potential impairment of investment securities. Although management believes that its estimates, assumptions and judgments are reasonable, they are based upon information presently available. Actual results may differ significantly from these estimates under different assumptions, judgments or conditions.

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### OVERVIEW

The Company's net income was \$1.53 million for the quarter ended June 30, 2006, compared with net income of \$1.43 million for the same period of 2005, or a 7.0% increase between years. The Company's net income for the six months ended June 30, 2006 was \$3.01 million, compared with net income of \$2.83 million for the same period of 2005, or a 6.3% increase between years. The year to date increase in net interest income of \$507 thousand was achieved despite a one-time negative adjustment of \$115 thousand (\$76 thousand, after-tax) to reflect the cumulative effect of inadvertent errors made in prior years on the accrual of interest for accounting purposes on certain loans. Interest rates have continued to rise throughout 2006 with two twenty-five basis point increases during both the first and second quarter. The Company had an increase in its net interest margin from 5.36% for the second quarter of 2005 to 5.46% for the second quarter of 2006. The net interest margin on a year to date basis grew from 5.36% for 2005 to 5.37% for 2006. The 2006 results also reflect the \$150 thousand provision for loan losses (\$105 thousand in the second quarter) compared to none in 2005. The increase in the provision for loan losses was mainly necessitated by the growth in commercial and residential real estate loans between years, a change in the composition of the loans within the portfolio and the down grading of three loan relationships to substandard. Also contributing to net income for the quarter was an increase in non-interest income of \$95 thousand compared to the second quarter of 2005. Income earned for the quarter was partially offset by the increase of \$174 thousand in non-interest expenses. For additional information see quarterly results analysis beginning on page 13. Regular quarterly cash dividends of \$0.26 per share were declared and paid in January and April 2006.

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The Company's total assets decreased from \$374.7 million at December 31, 2005, to \$362.8 million at June 30, 2006, a decrease of 3.2%. Deposits decreased from \$313.3 million at December 31, 2005 to \$296.7 million at June 30, 2006, or a decrease of 5.1%. This is a normal seasonal decrease for the Company as Vermont municipalities are required by State law to be out of debt, for tax anticipation borrowings, at least one day per year and the majority redeem their certificates of deposit and pay down their loans on June 30th each year.

Deposit generation to fund loan demand has become an area of focus as deposits, which provide a lower cost funding source than borrowings or other purchased funds, have declined during the first half of 2006. Loans and loans held for sale increased \$379 thousand, net of the sale of \$10.8 million in residential real estate loans during the first half of 2006. Average loans for the first six months of 2006 were \$308.4 million compared to the 2005 average of \$288.9 million reflecting the continuing high demand for loans despite rising interest rates. Investment securities available-for-sale decreased \$8.5 million, as maturities and sales in the investment portfolio were utilized to fund loan demand. The increase in loans was also funded by a decrease in interest bearing deposits in banks of \$1.9 million, a decrease in cash and cash equivalents of \$2.1 million, and an increase in Borrowed Funds of \$4.1 million.

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The following unaudited per share information and key ratios depict several measurements of performance or financial condition for or at the quarters and six months ended June 30, 2006 and 2005, respectively:

	Quarter Ended, June 30,		Year to Date, Ju	
	2006	2005	2006	2005
Return on average assets (ROA) (1)	1.65%	1.61%	1.62%	1.61%
Return on average equity (ROE) (1)	14.79%	14.13%	14.49%	13.87%
Net interest margin (1) (2)	5.46%	5.36%	5.37%	5.37%
Efficiency ratio (3)	60.43%	62.53%	61.07%	62.53%
Net interest spread (4)	5.00%	5.05%	4.93%	5.05%
Loan to deposit ratio	103.66%	96.58%	103.66%	96.58%
Net loan charge-offs (recoveries) to average loans not held for sale	0.02%	0.06%	(0.01)%	0.06%
Allowance for loan losses to loans not held for sale	1.06%	1.10%	1.06%	1.10%
Non-performing assets to total assets	1.02%	1.52%	1.02%	1.52%
Equity to assets	11.56%	11.36%	11.56%	11.36%
Total capital to risk weighted assets	17.67%	17.71%	17.67%	17.71%
Book value per share	\$9.24	\$9.01	\$9.24	\$9.01
Earnings per share	\$0.34	\$0.31	\$0.66	\$0.62
Dividends paid per share (5)	\$0.26	\$0.24	\$0.52	\$0.48
Dividend payout ratio (6)	76.47%	77.42%	78.79%	77.42%