

WINTRUST FINANCIAL CORP

Form 10-Q

May 10, 2010

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-Q**

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

**For the quarterly period ended March 31, 2010**

**OR**

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

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission File Number 0-21923  
WINTRUST FINANCIAL CORPORATION  
(Exact name of registrant as specified in its charter)**

Illinois

36-3873352

(State of incorporation or organization)

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

727 North Bank Lane  
Lake Forest, Illinois 60045  
(Address of principal executive offices)  
(847) 615-4096

(Registrant's telephone number, including area code)

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

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

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

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

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

Yes  No

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

Common Stock no par value, 31,075,534 shares, as of May 6, 2010



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**PART I**  
**ITEM 1. FINANCIAL STATEMENTS**

*WINTRUST FINANCIAL CORPORATION AND SUBSIDIARIES*  
*CONSOLIDATED STATEMENTS OF CONDITION*

(In thousands, except share data)	(Unaudited) March 31, 2010	December 31, 2009	(Unaudited) March 31, 2009
<b>Assets</b>			
Cash and due from banks	\$ 106,501	\$ 135,133	\$ 122,207
Federal funds sold and securities purchased under resale agreements	15,393	23,483	98,454
Interest bearing deposits with banks (\$114,925 restricted for securitization investors at March 31, 2010)	1,222,323	1,025,663	266,512
Available-for-sale securities, at fair value	1,279,920	1,328,815	1,413,576
Trading account securities	39,938	33,774	13,815
Brokerage customer receivables	20,978	20,871	15,850
Loans held-for-sale, at fair value	149,897	265,786	207,107
Loans held-for-sale, at lower of cost or market	6,152	9,929	11,600
Loans, net of unearned income	9,070,562	8,411,771	7,841,447
Less: Allowance for loan losses	102,397	98,277	74,248
Net loans (\$565,185 restricted for securitization investors at March 31, 2010)	8,968,165	8,313,494	7,767,199
Premises and equipment, net	348,182	350,345	349,245
Accrued interest receivable and other assets	363,676	416,678	263,145
Trade date securities receivable	27,850		
Goodwill	278,025	278,025	276,310
Other intangible assets	12,978	13,624	13,921
Total assets	\$12,839,978	\$12,215,620	\$10,818,941
<b>Liabilities and Shareholders Equity</b>			
Deposits:			
Non-interest bearing	\$ 871,830	\$ 864,306	\$ 745,194
Interest bearing	8,853,040	9,052,768	7,880,783
Total deposits	9,724,870	9,917,074	8,625,977
Notes payable	1,000	1,000	1,000
Federal Home Loan Bank advances	421,775	430,987	435,981
Other borrowings	218,079	247,437	250,488
Secured borrowings owed to securitization investors	600,000		
Subordinated notes	60,000	60,000	70,000
Junior subordinated debentures	249,493	249,493	249,502
Trade date securities payable	62,017		7,170
Accrued interest payable and other liabilities	137,912	170,990	115,596

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Total liabilities	<b>11,475,146</b>	11,076,981	9,755,714
Shareholders' equity:			
Preferred stock, no par value; 20,000,000 shares authorized:			
Series A \$1,000 liquidation value; 50,000 shares issued and outstanding at March 31, 2010, December 31, 2009 and March 31, 2009	<b>49,379</b>	49,379	49,379
Series B \$1,000 liquidation value; 250,000 shares issued and outstanding at March 31, 2010 and December 31, 2009 and March 31, 2009	<b>236,263</b>	235,445	233,283
Common stock, no par value; \$1.00 stated value; 60,000,000 shares authorized; 31,044,449, 27,079,308 and 26,765,963 shares issued at March 31, 2010, December 31, 2009 and March 31, 2009, respectively	<b>31,044</b>	27,079	26,766
Surplus	<b>677,090</b>	589,939	575,166
Treasury stock, at cost, no shares at March 31, 2010 and 2,872,489 shares at December 31, 2009 and 2,854,980 shares at March 31, 2009		(122,733)	(122,302)
Retained earnings	<b>373,903</b>	366,152	315,855
Accumulated other comprehensive loss	<b>(2,847)</b>	(6,622)	(14,920)
Total shareholders' equity	<b>1,364,832</b>	1,138,639	1,063,227
Total liabilities and shareholders' equity	<b>\$12,839,978</b>	\$12,215,620	\$10,818,941

*See accompanying notes to unaudited consolidated financial statements*

**Table of Contents***WINTRUST FINANCIAL CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)*

(In thousands, except per share data)	<b>Three Months Ended March 31,</b>	
	<b>2010</b>	<b>2009</b>
<b>Interest income</b>		
Interest and fees on loans	<b>\$129,542</b>	\$106,887
Interest bearing deposits with banks	<b>1,274</b>	660
Federal funds sold and securities purchased under resale agreements	<b>49</b>	61
Securities	<b>11,471</b>	14,327
Trading account securities	<b>21</b>	24
Brokerage customer receivables	<b>139</b>	120
Total interest income	<b>142,496</b>	122,079
<b>Interest expense</b>		
Interest on deposits	<b>33,212</b>	45,953
Interest on Federal Home Loan Bank advances	<b>4,346</b>	4,453
Interest on notes payable and other borrowings	<b>1,462</b>	1,870
Interest on secured borrowings owed to securitization investors	<b>2,995</b>	
Interest on subordinated notes	<b>241</b>	580
Interest on junior subordinated debentures	<b>4,375</b>	4,441
Total interest expense	<b>46,631</b>	57,297
<b>Net interest income</b>	<b>95,865</b>	64,782
Provision for credit losses	<b>29,044</b>	14,473
Net interest income after provision for credit losses	<b>66,821</b>	50,309
<b>Non-interest income</b>		
Wealth management	<b>8,667</b>	5,926
Mortgage banking	<b>9,727</b>	16,232
Service charges on deposit accounts	<b>3,332</b>	2,970
Gain on sales of premium finance receivables		322
Gains (losses) on available-for-sale securities, net	<b>392</b>	(2,038)
Gain on bargain purchase	<b>10,894</b>	
Trading income	<b>5,973</b>	8,744
Other	<b>3,622</b>	4,271
Total non-interest income	<b>42,607</b>	36,427
<b>Non-interest expense</b>		
Salaries and employee benefits	<b>49,072</b>	44,820
Equipment	<b>3,896</b>	3,938
Occupancy, net	<b>6,230</b>	6,190
Data processing	<b>3,407</b>	3,136

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Advertising and marketing	<b>1,314</b>	1,095
Professional fees	<b>3,107</b>	2,883
Amortization of other intangible assets	<b>645</b>	687
FDIC insurance	<b>3,809</b>	3,013
OREO expense, net	<b>1,337</b>	2,356
Other	<b>11,121</b>	8,844
<b>Total non-interest expense</b>	<b>83,938</b>	76,962
Income before taxes	<b>25,490</b>	9,774
Income tax expense	<b>9,473</b>	3,416
<b>Net income</b>	<b>\$ 16,017</b>	\$ 6,358
Preferred stock dividends and discount accretion	<b>4,943</b>	5,000
<b>Net income applicable to common shares</b>	<b>\$ 11,074</b>	\$ 1,358
<b>Net income per common share Basic</b>	<b>\$ 0.43</b>	\$ 0.06
<b>Net income per common share Diluted</b>	<b>\$ 0.41</b>	\$ 0.06
<b>Cash dividends declared per common share</b>	<b>\$ 0.09</b>	\$ 0.18
Weighted average common shares outstanding	<b>25,942</b>	23,855
Dilutive potential common shares	<b>1,139</b>	221
Average common shares and dilutive common shares	<b>27,081</b>	24,076

*See accompanying notes to unaudited consolidated financial statements.*



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CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS EQUITY (UNAUDITED)*

(In thousands)	Preferred stock	Common stock	Surplus	Treasury stock	Retained earnings	Accumulated other comprehensive income (loss)	Total shareholders equity
Balance at December 31, 2008	\$ 281,873	\$ 26,611	\$ 571,887	\$ (122,290)	\$ 318,793	\$ (10,302)	\$ 1,066,572
Comprehensive income:							
Net income					6,358		6,358
Other comprehensive income, net of tax:							
Unrealized gains on securities, net of reclassification adjustment						(5,694)	(5,694)
Unrealized gains on derivative Instruments						1,076	1,076
Comprehensive income							1,740
Cash dividends declared on common stock					(4,296)		(4,296)
Dividends on preferred stock					(4,211)		(4,211)
Accretion on preferred stock	789				(789)		
Common stock repurchases				(12)			(12)
Stock-based compensation			1,772				1,772
Common stock issued for:							
Exercise of stock options and warrants		46	575				621
Restricted stock awards		60	(705)				(645)
Director compensation plan		49	1,637				1,686

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Balance at March 31, 2009	\$ 282,662	\$ 26,766	\$ 575,166	\$ (122,302)	\$ 315,855	\$ (14,920)	\$ 1,063,227
<b>Balance at December 31, 2009</b>	<b>\$ 284,824</b>	<b>\$ 27,079</b>	<b>\$ 589,939</b>	<b>\$ (122,733)</b>	<b>\$ 366,152</b>	<b>\$ (6,622)</b>	<b>\$ 1,138,639</b>
<b>Comprehensive income:</b>							
<b>Net income</b>					<b>16,017</b>		<b>16,017</b>
<b>Other comprehensive income, net of tax:</b>							
<b>Unrealized gains on securities, net of reclassification adjustment</b>						<b>4,095</b>	<b>4,095</b>
<b>Unrealized gains on derivative instruments</b>						<b>(164)</b>	<b>(164)</b>
<b>Comprehensive income</b>							<b>19,948</b>
<b>Cash dividends declared on common stock</b>					<b>(2,191)</b>		<b>(2,191)</b>
<b>Dividends on preferred stock</b>					<b>(4,125)</b>		<b>(4,125)</b>
<b>Accretion on preferred stock</b>	<b>818</b>				<b>(818)</b>		
<b>Common stock repurchases</b>				<b>(98)</b>			<b>(98)</b>
<b>Stock-based compensation</b>			<b>1,414</b>				<b>1,414</b>
<b>Cumulative effect of change in accounting for loan securitizations</b>					<b>(1,132)</b>	<b>(156)</b>	<b>(1,288)</b>
<b>Common stock issued for:</b>							
<b>New issuance, net of costs</b>		<b>3,795</b>	<b>83,919</b>	<b>122,831</b>			<b>210,545</b>
<b>Exercise of stock options and warrants</b>		<b>78</b>	<b>1,621</b>				<b>1,699</b>
<b>Restricted stock awards</b>		<b>31</b>	<b>(237)</b>				<b>(206)</b>
<b>Employee stock purchase plan</b>		<b>13</b>	<b>482</b>				<b>495</b>
		<b>48</b>	<b>(48)</b>				

**Director  
compensation plan**

**Balance at**  
**March 31, 2010**      \$ 285,642    \$ 31,044    \$ 677,090    \$                    \$ 373,903    \$ (2,847)    \$ 1,364,832

	<b>Three Months Ended March</b>	
	<b>2010</b>	<b>31, 2009</b>
Other Comprehensive Income (Loss):		
Unrealized gains (losses) on available-for-sale securities arising during the period, net	<b>\$ 6,798</b>	\$ (11,314)
Unrealized (losses) gains on derivative instruments arising during the period, net	<b>(267)</b>	1,751
Less: Reclassification adjustment for gains (losses) included in net income, net	<b>392</b>	(2,038)
Less: Income tax expense (benefit)	<b>2,364</b>	(2,907)
Other Comprehensive Income (Loss)	<b>\$ 3,775</b>	\$ (4,618)

*See accompanying notes to unaudited consolidated financial statements.*

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CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)**

(In thousands)	<b>Three Months Ended March 31,</b>	
	<b>2010</b>	<b>2009</b>
<b>Operating Activities:</b>		
Net income	\$ 16,017	\$ 6,358
Adjustments to reconcile net income to net cash provided by (used for) operating activities:		
Provision for credit losses	29,044	14,473
Depreciation and amortization	5,130	5,109
Stock-based compensation expense	1,414	1,772
Tax (expense) benefit from stock-based compensation arrangements	396	(576)
Excess tax benefits from stock-based compensation arrangements	(570)	(68)
Net amortization (accretion) of premium on securities	413	(158)
Mortgage servicing rights fair value change and amortization, net	538	1,659
Originations and purchases of loans held-for-sale	(686,679)	(1,245,129)
Proceeds from sales of mortgage loans held-for-sale	816,427	1,099,747
Bank owned life insurance income, net of claims	(623)	(286)
Gain on sales of premium finance receivables		(322)
Increase in trading securities, net	(6,164)	(9,416)
Net (increase) decrease in brokerage customer receivables	(107)	2,051
Gain on mortgage loans sold	(10,081)	(12,209)
(Gain) loss on available-for-sale securities, net	(392)	2,038
Gain on bargain purchase	(10,894)	
Loss on sales of premises and equipment, net		11
Decrease in accrued interest receivable and other assets, net	31,080	490
Decrease in accrued interest payable and other liabilities, net	(23,813)	(2,004)
<b>Net Cash Provided by (Used for) Operating Activities</b>	<b>161,136</b>	<b>(136,460)</b>
<b>Investing Activities:</b>		
Proceeds from maturities of available-for-sale securities	364,778	665,932
Proceeds from sales of available-for-sale securities	184,515	992,398
Purchases of available-for-sale securities	(507,544)	(1,504,650)
Net increase in interest-bearing deposits with banks	(81,735)	(143,503)
Net increase in loans	(131,153)	(251,507)
Purchases of premises and equipment, net	(2,148)	(3,766)
<b>Net Cash Used for Investing Activities</b>	<b>(173,287)</b>	<b>(245,096)</b>
<b>Financing Activities:</b>		
(Decrease) increase in deposit accounts	(192,207)	249,221
Decrease in other borrowings, net	(29,358)	(86,276)
Decrease in Federal Home Loan Bank advances, net	(9,300)	
Issuance of common stock, net of issuance costs	210,545	
Excess tax benefits from stock-based compensation arrangements	570	68

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Issuance of common shares resulting from exercise of stock options, employee stock purchase plan and conversion of common stock warrants	<b>1,593</b>	553
Common stock repurchases	<b>(98)</b>	(12)
Dividends paid	<b>(6,316)</b>	(7,241)
<b>Net Cash (Used for) Provided by Financing Activities</b>	<b>(24,571)</b>	156,313
<b>Net Decrease in Cash and Cash Equivalents</b>	<b>(36,722)</b>	(225,243)
<b>Cash and Cash Equivalents at Beginning of Period</b>	<b>158,616</b>	445,904
<b>Cash and Cash Equivalents at End of Period</b>	<b>\$ 121,894</b>	\$ 220,661

*See accompanying notes to unaudited consolidated financial statements.*

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NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS***(1) Basis of Presentation**

The consolidated financial statements of Wintrust Financial Corporation and Subsidiaries ( Wintrust or the Company ) presented herein are unaudited, but in the opinion of management reflect all necessary adjustments of a normal or recurring nature for a fair presentation of results as of the dates and for the periods covered by the consolidated financial statements.

The accompanying consolidated financial statements are unaudited and do not include information or footnotes necessary for a complete presentation of financial condition, results of operations or cash flows in accordance with generally accepted accounting principles. The consolidated financial statements should be read in conjunction with the consolidated financial statements and notes included in the Company s Annual Report and Form 10-K for the year ended December 31, 2009 ( 2009 Form 10-K ). Operating results reported for the three-month period are not necessarily indicative of the results which may be expected for the entire year. Reclassifications of certain prior period amounts have been made to conform to the current period presentation.

The preparation of the financial statements requires management to make estimates, assumptions and judgments that affect the reported amounts of assets and liabilities. Management believes that the estimates made are reasonable, however, changes in estimates may be required if economic or other conditions develop differently from management s expectations. Certain policies and accounting principles inherently have a greater reliance on the use of estimates, assumptions and judgments and as such have a greater possibility of producing results that could be materially different than originally reported. Management views critical accounting policies to be those which are highly dependent on subjective or complex judgments, estimates and assumptions, and where changes in those estimates and assumptions could have a significant impact on the financial statements. Management currently views the determination of the allowance for loan losses and the allowance for losses on lending-related commitments, estimations of fair value, the valuations required for impairment testing of goodwill, the valuation and accounting for derivative instruments and income taxes as the accounting areas that require the most subjective and complex judgments, and as such could be the most subject to revision as new information becomes available. Descriptions of our significant accounting policies are included in Note 1 (Summary of Significant Accounting Policies) of the Company s 2009 Form 10-K.

**(2) Recent Accounting Developments***Accounting Standards Codification*

In June 2009, the Financial Accounting Standards Board ( FASB ) issued Accounting Standards Update ( ASU ) No. 2009-01 (formerly FASB No. 168) The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles ( The Codification ). The Accounting Standards Codification ( ASC ) reorganized existing U.S. accounting and reporting standards issued by the FASB and other related private sector standard setters into a single source of authoritative accounting principles arranged by topic. The Codification superseded all existing U.S. accounting standards; all other accounting literature not included in the Codification (other than Securities and Exchange Commission guidance for publicly-traded companies) is considered non-authoritative. The Codification was effective on a prospective basis for interim and annual reporting periods ending after September 15, 2009. The adoption of the Codification changed the Company s references to U.S. GAAP accounting standards but did not impact the Company s financial statements.

*Accounting for Transfers of Financial Assets and Variable Interest Entities*

In December 2009, the FASB issued ASU No. 2009-16, Transfers and Servicing (Topic 860) Accounting for Transfers of Financial Assets, amending the Codification for the issuance of FASB No. 166, Accounting for Transfers of Financial Assets, an amendment of FASB Statement No. 140 and ASU No. 2009-17, Consolidation (Topic 810) Improvements to Financial Reporting for Enterprises Involved with Variable Interest Entities, amending the Codification to change how a company determines when an entity that is insufficiently capitalized or is not controlled through voting (or similar rights) should be consolidated. This guidance became effective for the Company on January 1, 2010.

ASU No. 2009-16 removed the concept of a qualifying special-purpose entity, changed the requirements for derecognizing financial assets and requires additional disclosures about a transferor's continuing involvement in transferred financial assets. As a result of this amendment, the Company's securitization transaction is accounted for as a secured borrowing rather than a sale and the Company's securitization entity (FIFC Premium Funding, LLC) is no longer exempt from consolidation.

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ASU No. 2009-17 requires an ongoing assessment of the Company's involvement in the activities of Variable Interest Entities ( VIE s ) and the Company's rights or obligations to receive benefits or absorb losses that could be potentially significant in order to determine whether those VIE s will be required to be consolidated in the Company's financial statements. In accordance with this amendment, the Company concluded that it is the primary beneficiary of the Company's securitization entity and began consolidating this entity on January 1, 2010. The impact of consolidating the Company's securitization entity on January 1, 2010 resulted in a \$587.1 million net increase in total assets, a \$588.4 million net increase in total liabilities and a \$1.3 million net decrease in stockholder's equity (comprised of a \$1.1 million decrease in retained earnings and a \$200,000 decrease in accumulated other comprehensive income). The assets of the consolidated securitization entity includes interest bearing deposits and premium finance receivables commercial, which are restricted to settle the obligations of the securitization entity. Liabilities of the securitization entity include secured borrowings for which creditors or beneficial interest holders do not have recourse to the general credit of the Company.

The Company's statement of income beginning with the three months ended March 31, 2010 no longer reflects securitization income, but instead reports interest income, net charge-offs and certain other income associated with the securitized loan receivables in the same line items in the Company's statement of income as non-securitized premium finance receivables-commercial. Additionally, the Company no longer records initial gains on new securitization activity since the transferred loans no longer receive sale accounting treatment. Also, there are no gains or losses recorded on the revaluation of the interest-only strip receivable as that asset is not recognizable in a transaction accounted for as a secured borrowing.

The Company's financial statements have not been retrospectively adjusted to reflect the adjustments to ASC 860. Therefore, current period results and balances may not be comparable to prior period amounts.

*Subsequent Events*

In February 2010, the FASB issued ASU No. 2010-09, Subsequent Events (Topic 855): Amendments to Certain Recognition and Disclosure Requirements, which amends certain provisions of the current guidance, including the elimination of the requirement for disclosure of the date through which an evaluation of subsequent events was performed in issued and revised financial statements. This guidance was effective for interim and annual financial periods ending after February 24, 2010, and has been applied with no material impact on the Company's financial statements. See Note 18 Subsequent Events, for disclosures relating to subsequent events.

*Disclosures about Fair Value of Financial Instruments*

In January 2010, the FASB issued ASU No. 2010-06, Fair Value Measurements and Disclosures (Topic 820): Improving Disclosures about Fair Value Measurements, which amends the disclosure requirements related to recurring and nonrecurring fair value measurements. The guidance requires new disclosures on the transfers of assets and liabilities between Level 1 (quoted prices in active market for identical assets or liabilities) and Level 2 (significant other observable inputs) of the fair value measurement hierarchy, including the reasons and the timing of the transfers. Additionally, the guidance requires a roll forward of activities on purchases, sales, issuance, and settlements of the assets and liabilities measured using significant unobservable inputs (Level 3 fair value measurements). The guidance became effective for the Company with the reporting period beginning January 1, 2010, except for the disclosure on the roll forward activities for Level 3 fair value measurements, which will become effective for the Company with the reporting period beginning January 1, 2011. Other than requiring additional disclosures, the adoption of this new guidance did not have a material impact on our consolidated financial statements. See Note 15 Fair Value of Assets and Liabilities.

In April 2009, the FASB issued new guidance related to the disclosure of the fair value of financial instruments. The new guidance, which is now part of ASC 825, Financial Instruments, requires disclosure of the fair value of financial instruments whenever a publicly traded company issues financial information in interim reporting periods in addition to the annual disclosure required at year-end. The provisions of the new guidance were effective for interim periods ending after June 15, 2009. The Company adopted the new guidance in the second quarter of 2009. See Note 5 Available-for-sale Securities, for the required disclosures in accordance with this guidance.



**Table of Contents***Other-Than-Temporary Impairments*

In April 2009, the FASB issued new guidance for the accounting for other-than temporary impairments. The new guidance, which is now part of ASC 320 Investments Debt and Equity Securities ( ASC 320 ), amended the other-than-temporary impairment ( OTTI ) guidance in GAAP for debt securities and the presentation and disclosure requirements of OTTI on debt and equity securities in the financial statements. This new guidance does not amend existing recognition and measurement guidance related to OTTI of equity securities. The new guidance requires separate display of losses related to credit deterioration and losses related to other market factors. When an entity does not intend to sell the security and it is more likely than not that an entity will not have to sell the security before recovery of its cost basis, it must recognize the credit component of OTTI in earnings and the remaining portion in other comprehensive income. The new guidance was effective for interim reporting periods ending after June 15, 2009, with early adoption permitted. The Company adopted the new guidance in the second quarter of 2009. See Note 5 Available-for-sale Securities, for a further discussion on the adoption of the new guidance.

*Additional Fair Value Measurement Guidance*

In April 2009, the FASB issued new guidance for determining when a transaction is not orderly and for estimating fair value when there has been a significant decrease in the volume and level of activity for an asset or liability. The new guidance, which is now part of ASC 820, Fair Value Measurements and Disclosures (ASC 820), requires disclosure of the inputs and valuation techniques used, as well as any changes in valuation techniques and inputs used during the period, to measure fair value in interim and annual periods. In addition, the presentation of the fair value hierarchy is required to be presented by major security type as described in ASC 320. The provisions of the new guidance were effective for interim periods ending after June 15, 2009. The adoption of the new guidance in the second quarter of 2009 did not have a material effect on the Company's financial statements.

*Derivative Instruments and Hedging Activities*

In March 2008, the FASB issued new guidance on the disclosure of derivative instruments and hedging activities. The new guidance, which is now a part of ASC 815, Derivatives and Hedging Activities , requires qualitative disclosures about objectives and strategies for using derivatives, quantitative disclosures about fair value amounts of, and gains and losses on, derivative instruments, and disclosures about credit-risk-related contingent features in derivative agreements. The provisions of the new guidance were effective for financial statements issued for fiscal years beginning after November 15, 2008. See Note 14 Derivative Financial Instruments, for the required disclosures in accordance with this new guidance.

*Noncontrolling Interests in Consolidated Financial Statements*

In December 2007, the FASB issued new guidance for the accounting for noncontrolling interests. The new guidance, which is now part of ASC 810, Consolidation , establishes accounting and reporting standards for the noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary. The guidance was effective for fiscal years beginning after December 15, 2008. The adoption of the new guidance did not have a material impact on the Company's financial statements.

*Business Combinations*

In April 2009, the FASB issued revised guidance for recognizing and measuring pre-acquisition contingencies in a business combination. The revised guidance, which is now part of ASC 805, Business Combinations , revises the definition of a business and amends and clarifies prior guidance to address application issues on initial recognition and measurement, subsequent measurement and accounting, and disclosure of assets and liabilities arising from contingencies in a business combination. The revised guidance is effective for assets or liabilities arising from contingencies in business combinations for which the acquisition date is on or after the first annual reporting period beginning on or after December 15, 2008. The adoption of the revised guidance did not have a material impact on the Company's financial statements.

In December 2007, the FASB issued revised guidance for the accounting for business combinations. The revised guidance, which is now part of ASC 805, Business Combinations (ASC 805), requires the acquiring entity in a business combination to recognize the full fair value of the assets acquired and liabilities assumed in a transaction at the acquisition date; the immediate expense recognition of transaction costs; and accounting for restructuring plans separately from the business combination. The application of ASC 805 eliminates separate recognition of the acquired

allowance for loan losses on the acquirer's balance sheet as credit related factors will be incorporated directly into the fair value of the loans recorded at the acquisition date. The application of ASC 805 was effective for business combinations occurring after December 15, 2008. The Company applied ASC 805 to its July 28, 2009 acquisition of a portfolio of life insurance premium finance assets. See Note 3 Business Combinations, for more information on ASC 805.

**Table of Contents****(3) Business Combinations**

On July 28, 2009, FIFC, a wholly-owned subsidiary of the Company, purchased the majority of the U.S. life insurance premium finance assets of A.I. Credit Corp. and A.I. Credit Consumer Discount Company (the sellers), subsidiaries of American International Group, Inc. After giving effect to post-closing adjustments, an aggregate unpaid loan balance of \$949.3 million was purchased for \$685.3 million in cash. At closing, a portion of the portfolio, with an aggregate unpaid loan balance of \$321.1 million, and a corresponding portion of the purchase price of \$232.8 million were placed in escrow, pending the receipt of required third party consents. During the first quarter of 2010, based upon receipt of consents, the escrow was terminated and remaining funds released to the sellers and FIFC.

Also, as a part of the purchase, \$84.4 million of additional life insurance premium finance assets were available for future purchase by FIFC subject to the satisfaction of certain conditions. On October 2, 2009, the conditions were satisfied in relation to the majority of the additional life insurance premium finance assets and FIFC purchased \$83.4 million of the \$84.4 million of life insurance premium finance assets available for an aggregate purchase price of \$60.5 million in cash.

Both purchases were accounted for as a single business combination under the acquisition method of accounting as required by applicable accounting guidance. Accordingly, the impact related to this transaction is included in the Company's financial statements only since the effective date of acquisition. The purchased assets and assumed liabilities were recorded at their respective acquisition date fair values, and identifiable intangible assets were recorded at fair value. Under ASC 805 a gain is recorded equal to the amount by which the fair value of assets purchased exceeded the fair value of liabilities assumed and consideration paid. As such, the Company recognized a \$10.9 million bargain purchase gain in the first quarter of 2010, a \$43.0 million bargain purchase gain in the fourth quarter of 2009 and a \$113.1 million bargain purchase gain in the third quarter of 2009, relating to the loans acquired for which all contingencies were removed. As of March 31, 2010, the full amount of the bargain purchase gain has been recognized into income. This gain is shown as a component of non-interest income on the Company's Consolidated Statement of Income.

The difference between the fair value of the loans acquired and the outstanding principal balance of these loans at the date of purchase represented a discount of \$121.8 million and is comprised of two components, an accretable component totaling \$80.5 million and a non-accretable component totaling \$41.3 million. The accretable component is being recognized into interest income using the effective yield method over the estimated remaining life of the loans. The non-accretable portion will be evaluated each quarter and if the loans' credit related conditions improve, a portion will be transferred to the accretable component and accreted over future periods. In the event a specific loan prepays in whole, any remaining accretable and non-accretable discount is recognized in income immediately. If credit related conditions deteriorate, an allowance related to these loans will be established as part of the provision for credit losses. See Note 4 Loans, for more information on loans acquired with evidence of credit quality deterioration since origination.

The following table summarizes the fair value of assets acquired and the resulting bargain purchase gain at the date of acquisition:

(Dollars in thousands)

**Assets:**

Loans	\$ 910,873
Customer list intangible	1,800
Other assets	150
<b>Total assets</b>	<b>912,823</b>
Cash Paid	745,916

Total bargain purchase gain recognized	\$ 166,907
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*Calculation of the Fair Value of Loans Acquired*

The Company determined the fair value of the loans acquired with the assistance of an independent third party valuation firm which utilized a discounted cash flow analysis to estimate the fair value of the loan portfolio. Primary factors impacting the estimated cash flows in the valuation model were certain income and expense items and changes in the estimated future balances of loans. The significant assumptions used in calculating the fair value of the loans acquired included estimating interest income, loan losses, servicing costs, costs of funding, and life of the loans. Interest income on variable rate loans within the loan portfolio was determined based on the weighted average interest rate spread plus the contractual Libor rate. Interest income on fixed rate loans was based on the actual weighted average interest rate of the fixed rate loan portfolio.

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Loan losses were estimated by first estimating the loan losses which would result from default by either the insurance carrier or the insured and, second, estimating the probability of default for both the insurance carrier and the insured. Estimated losses upon default by the insurance carrier were estimated by assigning realization rates to each type of collateral underlying the loan portfolio. Realization rates on collateral after default by the insurance carrier were estimated for each type of collateral. Unsecured portions of the collateral were also assigned a loss rate.

Estimated losses upon default by the insured were similar to the estimated loss rates calculated upon default by the insurance carrier.

The probability of default of the insurance carrier was determined by assigning each insurance carrier holding collateral underlying the portfolio a default rate from a national rating agency and a study of historical cumulative default rates prepared by such agency.

The probability of default by individuals was estimated based upon consideration of the financial and demographic characteristics of the insured and the economic uncertainty present at the valuation date.

The estimated life of the loans was based on expected required fundings of life insurance premiums and the expected life of the insured based on the age of the insured and survival curves.

**(4) Cash and Cash Equivalents**

For purposes of the Consolidated Statements of Cash Flows, the Company considers cash and cash equivalents to include cash on hand, cash items in the process of collection, non-interest bearing amounts due from correspondent banks, federal funds sold and securities purchased under resale agreements with original maturities of three months or less.

**Table of Contents****(5) Available-for-sale Securities**

The following tables are a summary of the available-for-sale securities portfolio as of the dates shown:

(Dollars in thousands)	March 31, 2010			
	Amortized cost	Gross unrealized gains	Gross unrealized losses	Fair value
U.S. Treasury	\$ 121,026	\$	\$ (10,149)	\$ 110,877
U.S. Government agencies	558,600	1,002	(1,464)	558,138
Municipal	59,775	1,714	(66)	61,423
Corporate notes and other:				
Financial issuers <sup>(1)</sup>	40,366	1,287	(2,025)	39,628
Other	38,698	1,224	(118)	39,804
Mortgage-backed: <sup>(2)</sup>				
Agency	194,010	11,683		205,693
Non-agency CMOs	97,445	7,436		104,881
Non-agency CMOs Alt A	49,186	1,175	(502)	49,859
Federal Reserve and FHLB stock	74,002			74,002
Other equity securities	35,509	106		35,615
<b>Total available-for-sale securities</b>	<b>\$ 1,268,617</b>	<b>\$ 25,627</b>	<b>\$ (14,324)</b>	<b>\$ 1,279,920</b>

(Dollars in thousands)	December 31, 2009			
	Amortized cost	Gross unrealized gains	Gross unrealized losses	Fair value
U.S. Treasury	\$ 121,310	\$	\$ (10,494)	\$ 110,816
U.S. Government agencies	579,249	550	(3,623)	576,176
Municipal	63,344	2,195	(203)	65,336
Corporate notes and other debt				
Financial issuers <sup>(1)</sup>	42,241	1,518	(2,013)	41,746
Retained subordinated securities	47,448	254		47,702
Other				
Mortgage-backed <sup>(2)</sup>				
Agency	205,257	11,287		216,544
Non-agency CMOs	102,045	6,133	(194)	107,984
Non-agency CMOs Alt A	51,306	1,025	(1,553)	50,778
Federal Reserve/FHLB stock	73,749			73,749
Other equity securities	37,969	15		37,984
<b>Total available-for-sale securities</b>	<b>\$ 1,323,918</b>	<b>\$ 22,977</b>	<b>\$ (18,080)</b>	<b>\$ 1,328,815</b>

*(1) To the extent investments in trust-preferred securities are included, they are*

*direct issues and do not include pooled trust-preferred securities.*

- (2) *Consisting entirely of residential mortgage-backed securities, none of which are subprime.*

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The following tables present the portion of the Company's available-for-sale securities portfolio which has gross unrealized losses, reflecting the length of time that individual securities have been in a continuous unrealized loss position at March 31, 2010:

(Dollars in thousands)	Continuous unrealized losses existing for less than 12 months		Continuous unrealized losses existing for greater than 12 months		Total	
	Fair value	Unrealized losses	Fair value	Unrealized losses	Fair value	Unrealized losses
U.S. Treasury	\$		110,877	(10,149)	110,877	(10,149)
U.S. Government agencies	171,073	(542)	51,732	(922)	222,805	(1,464)
Municipal	215	(1)	2,014	(65)	2,229	(66)
Corporate notes and other:						
Financial issuers	18,253	(149)	4,063	(1,876)	22,316	(2,025)
Other	20,163	(118)			20,163	(118)
Mortgage-backed:						
Non-agency CMOs Alt A	32,133	(502)			32,133	(502)
Total	\$241,837	(1,312)	168,686	(13,012)	410,523	(14,324)

The Company conducts a regular assessment of its investment securities to determine whether securities are other-than-temporarily impaired considering, among other factors, the nature of the securities, credit ratings or financial condition of the issuer, the extent and duration of the unrealized loss, expected cash flows, market conditions and the Company's ability to hold the securities through the anticipated recovery period.

The Company does not consider securities with unrealized losses at March 31, 2010 to be other-than-temporarily impaired. The Company does not intend to sell these investments and it is more likely than not that the Company will not be required to sell these investments before recovery of the amortized cost bases, which may be the maturity dates of the securities. The unrealized losses within each category have occurred as a result of changes in interest rates, market spreads and market conditions subsequent to purchase. Securities with continuous unrealized losses existing for more than twelve months were primarily U.S. Treasury securities and corporate securities of financial issuers. The corporate securities of financial issuers in this category were comprised of three trust-preferred securities with high investment grades. These obligations have interest rates significantly below the rates at which these types of obligations are currently issued, and have maturity dates in 2027 and 2031. Although they are currently callable by the issuers, it is unlikely that they will be called in the near future as the interest rates are very attractive to the issuers. A review of the issuers indicated that they have recently raised equity capital and/or have strong capital ratios. The Company does not own any pooled trust-preferred securities.

Effective April 1, 2009, the Company adopted new guidance for the measurement and recognition of other than temporary impairment for debt securities, which is now part of ASC 320. The new guidance provides that if an entity does not intend to sell, and it is more likely than not that the entity will not be required to sell a debt security before recovery of its cost basis, impairment should be separated into (a) the amount representing credit loss and (b) the amount related to all other factors. The amount of impairment related to credit loss is recognized in earnings and the impairment related to other factors is recognized in other comprehensive income (loss). To determine the amount related to credit loss, the Company applies a method similar to that described by ASC 310, using a single best estimate of expected cash flows. The Company's adoption of this guidance for the measurement and changes in the amount of credit losses recognized in net income on these corporate debt securities are summarized as follows (in thousands):

Three Months  
Ended



	March 31, 2010
Balance at December 31, 2009	\$ (472)
Credit losses recognized	
Reductions for securities sold during the period	
Balance at end of period	\$ (472)

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During the first quarter of 2009, the Company recorded \$2.1 million of other than temporary impairment on certain corporate debt securities. The following table provides information as to the amount of gross gains and gross losses realized and proceeds received through the sales of available-for-sale investment securities (in thousands):

	Three Months Ended March 31	
	2010	2009
Realized gains	\$ 507	112
Realized losses	(115)	(15)
Net realized gains	\$ 392	97
Other than temporary impairment charges		2,135
(Losses) gains on available- for-sale securities, net	\$ 392	(2,038)
Proceeds from sales of available-for-sale securities	\$184,515	992,398

The amortized cost and fair value of securities as of March 31, 2010 and December 31, 2009, by contractual maturity, are shown in the following table. Contractual maturities may differ from actual maturities as borrowers may have the right to call or repay obligations with or without call or prepayment penalties. Mortgage-backed securities are not included in the maturity categories in the following maturity summary as actual maturities may differ from contractual maturities because the underlying mortgages may be called or prepaid without penalties (in thousands):

	March 31, 2010		December 31, 2009	
	Amortized cost	Fair value	Amortized cost	Fair value
Due in one year or less	\$ 149,128	149,202	111,380	111,860
Due in one to five years	251,153	251,750	221,294	222,152
Due in five to ten years	265,272	256,913	328,914	318,796
Due after ten years	152,912	152,005	192,004	188,968
Mortgage-backed	340,641	360,433	358,608	375,306
Federal Reserve/FHLB Stock	74,002	74,002	73,749	73,749
Other equity	35,509	35,615	37,969	37,984
Total available-for-sale securities	\$1,268,617	1,279,920	1,323,918	1,328,815

At March 31, 2010 and December 31, 2009, securities having a carrying value of \$853 million and \$865 million, respectively, which include securities traded but not yet settled, were pledged as collateral for public deposits, trust deposits, FHLB advances, securities sold under repurchase agreements and derivatives. At March 31, 2010, there were no securities of a single issuer, other than U.S. Government-sponsored agency securities, which exceeded 10% of shareholders equity.

**Table of Contents****(6) Loans**

The following table shows the Company's loan portfolio by category as of March 31, 2010, December 31, 2009 and March 31, 2009:

(Dollars in thousands)	March 31, 2010	December 31, 2009	March 31, 2009
<b>Balance:</b>			
Commercial and commercial real estate	<b>\$ 5,083,052</b>	\$ 5,039,906	\$ 4,933,355
Home equity	<b>924,993</b>	930,482	920,412
Residential real estate	<b>322,984</b>	306,296	280,808
Premium finance receivables commercial	<b>1,317,822</b>	730,144	1,287,261
Premium finance receivables life insurance	<b>1,233,573</b>	1,197,893	130,895
Indirect consumer loans	<b>83,136</b>	98,134	154,257
Other loans	<b>105,002</b>	108,916	134,459
 Total loans, net of unearned income	 <b>\$ 9,070,562</b>	 \$ 8,411,771	 \$ 7,841,447
 <b>Mix:</b>			
Commercial and commercial real estate	<b>56%</b>	60%	63%
Home equity	<b>10</b>	11	12
Residential real estate	<b>4</b>	4	4
Premium finance receivables commercial	<b>14</b>	9	16
Premium finance receivables life insurance	<b>14</b>	14	2
Indirect consumer loans	<b>1</b>	1	2
Other loans	<b>1</b>	1	1
 Total loans, net of unearned income	 <b>100%</b>	 100%	 100%

Certain premium finance receivables are recorded net of unearned income. The unearned income portions of such premium finance receivables were \$37.1 million at March 31, 2010, \$31.8 million at December 31, 2009 and \$28.8 million at March 31, 2009. Certain life insurance premium finance receivables are also recorded net of credit discounts attributable to the life insurance premium finance loan acquisition in the third and fourth quarters of 2009. See "Acquired Loan Information at Acquisition", below. The \$587.7 million increase in commercial premium finance receivables at March 31, 2010 compared to December 31, 2009 is primarily due to the third quarter 2009 securitization transaction that is now accounted for as a secured borrowing.

Indirect consumer loans include auto, boat and other indirect consumer loans. Total loans, excluding loans acquired with evidence of credit quality deterioration since origination, include net deferred loan fees and costs and fair value purchase accounting adjustments totaling \$11.9 million at March 31, 2010, \$10.7 million at December 31, 2009 and \$9.6 million at March 31, 2009.

The Company's loan portfolio is generally comprised of loans to consumers and small to medium-sized businesses located within the geographic market areas that the Banks serve. The premium finance receivables portfolios are made to customers on a national basis and the majority of the indirect consumer loans were generated through a network of local automobile dealers. As a result, the Company strives to maintain a loan portfolio that is diverse in terms of loan type, industry, borrower and geographic concentrations. Such diversification reduces the exposure to economic downturns that may occur in different segments of the economy or in different industries.

It is the policy of the Company to review each prospective credit in order to determine the appropriateness and, when required, the adequacy of security or collateral necessary to obtain when making a loan. The type of collateral, when

required, will vary from liquid assets to real estate. The Company seeks to assure access to collateral, in the event of default, through adherence to state lending laws and the Company's credit monitoring procedures.

*Acquired Loan Information at Acquisition – Loans with evidence of credit quality deterioration since origination*  
As part of our acquisition of a portfolio of life insurance premium finance loans in 2009, we acquired loans for which there was evidence of credit quality deterioration since origination and we determined that it was probable that the Company would be unable to collect all contractually required principal and interest payments. These loans had an unpaid principal balance of \$1.0 billion and a carrying value of \$896.3 million at acquisition. At March 31, 2010, the unpaid principal balance and carrying value of these loans were \$959.0 million and \$867.0 million, respectively.

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The following table provides details on these loans at acquisition:

(Dollars in thousands)

Contractually required payments including interest	<b>\$ 1,032,714</b>
Less: Nonaccretable difference	<b>41,281</b>
Cash flows expected to be collected <sup>(1)</sup>	<b>991,433</b>
Less: Accretable yield	<b>80,560</b>
Fair value of loans acquired with evidence of credit quality deterioration since origination	<b>\$ 910,873</b>

*(1) Represents undiscounted expected principal and interest cash flows at acquisition.*

The allowance for loan losses associated with this portfolio of loans was \$607,000 at March 31, 2010 and \$615,000 at December 31, 2009. This allowance represents deterioration to the portfolio subsequent to acquisition.

*Accretable Yield Activity*

The following table provides activity for the accretable yield of these loans:

	<b>Three Months Ended March 31, 2010</b>
(Dollars in thousands)	
Accretable yield, balance at 12/31/09	<b>\$ 65,026</b>
Accretable yield amortized to interest income	<b>(9,134)</b>
Reclassification from the non-accretable difference <sup>(1)</sup>	<b>2,289</b>
Reclassification to the non-accretable difference <sup>(2)</sup>	<b>(144)</b>
Accretable yield, balance at 3/31/10	<b>\$ 58,037</b>

*(1) Reclassification from non-accretable difference represents an increase to the estimated cash flows to be*

*collected on the underlying portfolio.*

- (2) *Reclassification to the non-accretable difference represents a decrease to the estimated cash flows to be collected on the underlying portfolio.*

**(7) Allowance for Loan Losses, Allowance for Losses on Lending-Related Commitments and Impaired Loans**

The following table presents a summary of the activity in the allowance for credit losses for the periods presented:

(Dollars in thousands)	Three Months Ended March 31,	
	2010	2009
Allowance for loan losses at beginning of period	\$ 98,277	\$ 69,767
Provision for credit losses	29,044	14,473
Other adjustments allowance for loan losses related to consolidation of securitization entity	1,943	
Reclassification to allowance for losses on lending-related commitments	(99)	
Charge-offs	(27,992)	(10,386)
Recoveries	1,224	394
Allowance for loan losses at period end	\$ 102,397	\$ 74,248
Allowance for losses on lending-related commitments at period end	3,653	1,586
Allowance for credit losses at period end	\$ 106,050	\$ 75,834

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A summary of non-accrual, impaired loans and loans past due greater than 90 days and still accruing interest are as follows:

(Dollars in thousands)	<b>March 31, 2010</b>	December 31, 2009	March 31, 2009
Non-performing loans:			
Loans past due greater than 90 days and still accruing interest	\$ 14,830	\$ 7,800	\$ 16,482
Non-accrual loans	<b>126,130</b>	124,004	159,384
 Total non-performing loans	 <b>\$ 140,960</b>	 \$ 131,804	 \$ 175,866
Impaired loans (included in Non-performing loans):			
Impaired loans with an allowance for loan loss required <sup>(1)</sup>	\$ 68,805	\$ 58,222	\$ 101,686
Impaired loans with no allowance for loan loss required	<b>17,123</b>	14,914	12,113
 Total impaired loans (included in Non-performing loans)	 <b>\$ 85,928</b>	 \$ 73,136	 \$ 113,799
 Allowance for loan losses related to impaired loans	 <b>\$ 17,995</b>	 \$ 17,567	 \$ 23,476
 Restructured loans	 <b>\$ 69,381</b>	 \$ 32,432	 \$

<sup>(1)</sup> *These impaired loans require an allowance for loan losses because the estimated fair value of the loans or related collateral is less than the recorded investment in the loans.*

The average recorded investment in impaired loans was \$79.5 million and \$101.7 million for the three months ended March 31, 2010 and 2009, respectively.

**(8) Loan Securitization**

During the third quarter of 2009, the Company entered into an off-balance sheet revolving period securitization transaction sponsored by FIFC. In connection with the securitization, premium finance receivables commercial were transferred to FIFC Premium Funding, LLC (the securitization entity). Provided that certain coverage test criteria continue to be met, principal collections on loans in the securitization entity are used to subsequently acquire and transfer additional loans into the securitization entity during the stated revolving period. Additionally, upon the occurrence of certain events established in the representations and warranties, FIFC may be required to repurchase ineligible loans that were transferred to the entity. As of March 31, 2010, no loans have been repurchased. The Company's primary continuing involvement includes servicing the loans, retaining an undivided interest (the seller's interest) in the loans, and holding certain retained interests.

Instruments issued by the securitization entity included \$600 million Class A notes that bear an annual interest rate of one-month LIBOR plus 1.45% (the Notes) and have an expected average term of 2.93 years with any unpaid balance due and payable in full on February 17, 2014. At the time of issuance, the Notes were eligible collateral under the Federal Reserve Bank of New York's Term Asset-Backed Securities Loan Facility (TALF). Class B and Class C notes (Subordinated securities), which are recorded in the form of zero coupon bonds, were also issued and were retained by the Company.

Subsequent to December 31, 2009, this securitization transaction is accounted for as a secured borrowing and the securitization entity is treated as a consolidated subsidiary of the Company under ASC 810 and ASC 860. See Note 2 to the Consolidated Financial Statements for a discussion of changes to the accounting for transfers and servicing of financial assets and consolidation of variable interest entities, including the elimination of qualifying SPEs.

Accordingly, beginning on January 1, 2010, all of the assets and liabilities of the securitization entity are included directly on the Company's Consolidated Statement of Condition. The securitization entity's receivables underlying third-party investors' interests are recorded in loans, net of unearned income restricted for securitization investors, an allowance for loan losses was established and the related debt issued is reported in secured borrowings owed to securitization investors. Additionally, beginning on January 1, 2010, certain other of the Company's retained interests in the transaction, principally consisting of subordinated securities, cash collateral, and overcollateralization of loans, now constitute intercompany positions, which are eliminated in the preparation of the Company's Consolidated Statement of Condition.

Upon transfer of premium finance receivables commercial to the securitization entity, the receivables and certain cash flows derived from them become restricted for use in meeting obligations to the securitization entity's creditors. The securitization entity has ownership of interest-bearing deposit balances that also have restrictions, the amounts of which are reported in interest-bearing deposits with other banks restricted for securitization investors. Investment of the interest-bearing deposit balances is limited to investments that are permitted under the governing documents of the transaction. With the exception of the seller's interest in the transferred receivables, the Company's interests in the securitization entity's assets are generally subordinate to the interests of third-party investors and, as such, may not be realized by the Company if needed to absorb deficiencies in cash flows that are allocated to the investors in the securitization entity's debt.



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The carrying values and classification of the restricted assets and liabilities relating to the securitization activities are shown in the table below.

(Dollars in thousands)	<b>March 31, 2010</b>
Cash collateral accounts	\$ 1,759
Collections and interest funding accounts	113,166
Interest-bearing deposits with banks restricted for securitization investors	114,925
Loans, net of unearned income restricted for securitization investors	567,109
Allowance for loan losses	(1,924)
Net loans restricted for securitization investors	565,185
Other assets	1,819
<b>Total assets</b>	<b>\$ 681,929</b>
Secured borrowings owed to securitization investors	\$ 600,000
Other liabilities	3,722
<b>Total liabilities</b>	<b>\$ 603,722</b>

The assets of the consolidated securitization entity are subject to credit, payment and interest rate risks on the transferred premium finance receivables commercial. To protect investors, the securitization structure includes certain features that could result in earlier-than-expected repayment of the securities. Investors are allocated cash flows derived from activities related to the accounts comprising the securitized pool of receivables, the amounts of which reflect finance charges collected net of agent fees, certain fee assessments, and recoveries on charged-off accounts. From these cash flows, investors are reimbursed for charge-offs occurring within the securitized pool of receivables and receive the contractual rate of return and FIFC is paid a servicing fee as servicer. Any cash flows remaining in excess of these requirements are reported to investors as net yield and remitted to the Company. A net yield rate of less than 0% for a three month period would trigger an economic early amortization event. In addition to this performance measurement associated with the transferred loans, there are additional performance measurements and other events or conditions which could trigger an early amortization event. In such an event, the Company would be required to seek immediate sources of replacement funding. As of March 31, 2010, no economic or other early amortization events have occurred. Apart from the restricted assets related to securitization activities, the investors and the securitization entity have no recourse to the Company's other assets or credit for a shortage in cash flows. The Company continues to service the loan receivables held by the securitization entity. FIFC receives a monthly servicing fee from the securitization entity based on a percentage of the monthly investor principal balance outstanding. Although the fee income to FIFC offsets the fee expense to the securitization entity and thus is eliminated in consolidation, failure to service the transferred loan receivables in accordance with contractual requirements could lead to a termination of the servicing rights and the loss of future servicing income.

**Table of Contents****(9) Goodwill and Other Intangible Assets**

A summary of the Company's goodwill assets by business segment is presented in the following table:

(Dollars in thousands)	January 1, 2010	Goodwill Acquired	Impairment Losses	March 31, 2010
Community banking	\$ 247,601	\$	\$	\$ 247,601
Specialty finance	16,095			16,095
Wealth management	14,329			14,329
Total	\$ 278,025	\$	\$	\$ 278,025

No adjustments were made to goodwill in the first three months of 2010. Pursuant to the acquisition of PMP in December 2008, Wintrust may be required to pay contingent consideration to the former owner of PMP as a result of attaining certain performance measures through December 2011. Any contingent payments made pursuant to this transaction would be reflected as increases in the Community banking segment's goodwill.

A summary of finite-lived intangible assets as of March 31, 2010, December 31, 2009 and March 31, 2009 and the expected amortization as of March 31, 2010 is as follows:

(Dollars in thousands)	March 31, 2010	December 31, 2009	March 31, 2009
<b>Customer list intangibles:</b>			
Gross carrying amount	\$ 5,052	\$ 5,052	\$ 3,252
Accumulated amortization	(3,360)	(3,307)	(3,127)
Net carrying amount	1,692	1,745	125
<b>Core deposit intangibles:</b>			
<b>Core deposit intangibles</b>			
Gross carrying amount	27,918	27,918	27,918
Accumulated amortization	(16,632)	(16,039)	(14,122)
Net carrying amount	11,286	11,879	13,796
<b>Total other intangible assets, net</b>	\$ 12,978	\$ 13,624	\$ 13,921

## Estimated amortization

Actual in 3 months ended March 31, 2010	\$ 645
Estimated remaining in 2010	1,920
Estimated 2011	2,461
Estimated 2012	2,436
Estimated 2013	2,394
Estimated 2014	2,074

The customer list intangibles recognized in connection with the purchase of U.S. life insurance premium finance assets in 2009 are being amortized over an 18-year period on an accelerated basis. The customer list intangibles

recognized in connection with the acquisitions of Lake Forest Capital Management in 2003 and Wayne Hummer Asset Management Company in 2002, were being amortized over seven-year periods on an accelerated basis and were fully amortized in the first quarter of 2010 and first quarter of 2009, respectively.

The core deposit intangibles recognized in connection with the Company's bank acquisitions are being amortized over ten-year periods on an accelerated basis.

Total amortization expense associated with finite-lived intangibles totaled approximately \$645,000 and \$687,000 for the three months ended March 31, 2010 and 2009, respectively.

**Table of Contents****(10) Deposits**

The following table is a summary of deposits as of the dates shown:

(Dollars in thousands)	March 31, 2010	December 31, 2009	March 31, 2009
<b>Balance:</b>			
Non-interest bearing deposits	\$ 871,830	\$ 864,306	\$ 745,194
NOW accounts	1,448,857	1,415,856	1,064,663
Wealth management deposits	690,919	971,113	833,291
Money market accounts	1,586,830	1,534,632	1,313,157
Savings accounts	558,770	561,916	406,376
Time certificates of deposit	4,567,664	4,569,251	4,263,296
<b>Total deposits</b>	<b>\$ 9,724,870</b>	<b>\$ 9,917,074</b>	<b>\$ 8,625,977</b>
<b>Mix:</b>			
Non-interest bearing deposits	9%	9%	9%
NOW accounts	15	14	12
Wealth management deposits	7	10	10
Money market accounts	16	15	15
Savings accounts	6	6	5
Time certificates of deposit	47	46	49
<b>Total deposits</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>

Wealth management deposits represent deposit balances (primarily money market accounts) at the Company's subsidiary banks from brokerage customers of Wayne Hummer Investments, trust and asset management customers of Wayne Hummer Trust Company and brokerage customers from unaffiliated companies.

**(11) Notes Payable, Federal Home Loan Bank Advances, Other Borrowings, Secured Borrowings and Subordinated Notes**

The following table is a summary of notes payable, Federal Home Loan Bank advances, other borrowings, secured borrowings and subordinated notes as of the dates shown:

(Dollars in thousands)	March 31, 2010	December 31, 2009	March 31, 2009
Notes payable	\$ 1,000	\$ 1,000	\$ 1,000
Federal Home Loan Bank advances	421,775	430,987	435,981
<b>Other borrowings:</b>			
Federal funds purchased			
Securities sold under repurchase agreements	216,293	245,640	248,660
Other	1,786	1,797	1,828
<b>Total other borrowings</b>	<b>218,079</b>	<b>247,437</b>	<b>250,488</b>
<b>Secured borrowings owed to securitization investors</b>	<b>600,000</b>		

Subordinated notes	<b>60,000</b>	60,000	70,000
Total notes payable, Federal Home Loan Bank advances, other borrowings, secured borrowings and subordinated notes	<b>\$ 1,300,854</b>	\$ 739,424	\$ 757,469

At March 31, 2010, the Company had notes payable with a \$1.0 million outstanding balance, with an interest rate of 4.50%, under a \$51.0 million loan agreement ( Agreement ) with unaffiliated banks. The Agreement consists of a \$50.0 million revolving note, maturing on October 30, 2010, and a \$1.0 million note maturing on June 1, 2015. At March 31, 2010, there was no outstanding balance on the \$50.0 million revolving note. Borrowings under the Agreement that are considered Base Rate Loans will bear interest at a rate equal to the higher of (1) 450 basis points and (2) for the applicable period, the highest of (a) the federal funds rate plus 100 basis points, (b) the lender's prime rate plus 50 basis points, and (c) the Eurodollar Rate (as defined below) that would be applicable for an interest period of one month plus 150 basis points. Borrowings under the Agreement that are considered Eurodollar Rate Loans will bear interest at a rate equal to the higher of (1) the British Bankers Association's LIBOR rate for the applicable period plus 350 basis points (the Eurodollar Rate ) and (2) 450 basis points.

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Commencing August 2009, a commitment fee is payable quarterly equal to 0.50% of the actual daily amount by which the lenders' commitment under the revolving note exceeded the amount outstanding under such facility. The Agreement is secured by the stock of some of the banks and contains several restrictive covenants, including the maintenance of various capital adequacy levels, asset quality and profitability ratios, and certain restrictions on dividends and other indebtedness. At March 31, 2010, the Company was in compliance with all debt covenants. The Agreement is available to be utilized, as needed, to provide capital to fund continued growth at the Company's banks and to serve as an interim source of funds for acquisitions, common stock repurchases or other general corporate purposes.

Federal Home Loan Bank advances consist of fixed rate obligations of the banks and are collateralized by qualifying residential real estate and home equity loans and certain securities. FHLB advances are stated at par value of the debt adjusted for unamortized fair value adjustments recorded in connection with advances acquired through acquisitions as well as unamortized prepayment fees recorded in connection with debt restructurings. In the first quarter of 2010, the Company restructured \$38.0 million of existing FHLB advances in order to achieve lower advance interest rates. At March 31, 2010 securities sold under repurchase agreements represent \$66.3 million of customer balances in sweep accounts in connection with master repurchase agreements at the banks and \$150.0 million of short-term borrowings from brokers.

During the third quarter of 2009, the Company entered into an off-balance sheet securitization transaction sponsored by FIFC. In connection with the securitization, premium finance receivables - commercial were transferred to FIFC Premium Funding, LLC, a qualifying special purpose entity (the "QSPE"). The QSPE issued \$600 million Class A notes that bear an annual interest rate of one-month LIBOR plus 1.45% (the "Notes") and have an expected average term of 2.93 years with any unpaid balance due and payable in full on February 17, 2014. At the time of issuance, the Notes were eligible collateral under TALF. The Notes are rated Aaa by Moody's and AAA by Standard & Poor's. The Company's adoption of new accounting standards on January 1, 2010 resulted in the consolidation of the QSPE that was not previously recorded on the Company's Consolidated Statement of Condition. See Note 2 - Recent Accounting Developments and Note 8 - Loan Securitization, for more information on the QSPE.

The subordinated notes represent three notes, issued in October 2002, April 2003 and October 2005 (funded in May 2006). The balances of the notes as of March 31, 2010 were \$15.0 million, \$20.0 million and \$25.0 million, respectively. Each subordinated note requires annual principal payments of \$5.0 million beginning in the sixth year, with final maturities in the tenth year. The Company may redeem the subordinated notes at any time prior to maturity. Interest on each note is calculated at a rate equal to LIBOR plus 130 basis points.

**(12) Junior Subordinated Debentures**

As of March 31, 2010, the Company owned 100% of the common securities of nine trusts, Wintrust Capital Trust III, Wintrust Statutory Trust IV, Wintrust Statutory Trust V, Wintrust Capital Trust VII, Wintrust Capital Trust VIII, Wintrust Capital Trust IX, Northview Capital Trust I, Town Bankshares Capital Trust I, and First Northwest Capital Trust I (the "Trusts") set up to provide long-term financing. The Northview, Town and First Northwest capital trusts were acquired as part of the acquisitions of Northview Financial Corporation, Town Bankshares, Ltd., and First Northwest Bancorp, Inc., respectively. The Trusts were formed for purposes of issuing trust preferred securities to third-party investors and investing the proceeds from the issuance of the trust preferred securities and common securities solely in junior subordinated debentures issued by the Company (or assumed by the Company in connection with an acquisition), with the same maturities and interest rates as the trust preferred securities. The junior subordinated debentures are the sole assets of the Trusts. In each Trust, the common securities represent approximately 3% of the junior subordinated debentures and the trust preferred securities represent approximately 97% of the junior subordinated debentures.

The Trusts are reported in the Company's consolidated financial statements as unconsolidated subsidiaries. Accordingly, in the Consolidated Statements of Condition, the junior subordinated debentures issued by the Company to the Trusts are reported as liabilities and the common securities of the Trusts, all of which are owned by the Company, are included in available-for-sale securities.

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The following table provides a summary of the Company's junior subordinated debentures as of March 31, 2010. The junior subordinated debentures represent the par value of the obligations owed to the Trusts.

(Dollars in thousands)	Trust Preferred Securities	Junior Subordinated Debentures			Rate at 3/31/10	Issue Date	Maturity Date	Earliest Redemption Date
		Subordinated Debentures	Rate Structure	Rate				
Wintrust Capital Trust III	\$ 25,000	\$ 25,774	L+3.25	3.50%	04/2003	04/2033	04/2008	
Wintrust Statutory Trust IV	20,000	20,619	L+2.80	3.09%	12/2003	12/2033	12/2008	
Wintrust Statutory Trust V	40,000	41,238	L+2.60	3.09%	05/2004	05/2034	06/2009	
Wintrust Capital Trust VII	50,000	51,550	L+1.95	2.21%	12/2004	03/2035	03/2010	
Wintrust Capital Trust VIII	40,000	41,238	L+1.45	1.74%	08/2005	09/2035	09/2010	
Wintrust Capital Trust IX	50,000	51,547	Fixed	6.84%	09/2006	09/2036	09/2011	
Northview Capital Trust I	6,000	6,186	L+3.00	3.25%	08/2003	11/2033	08/2008	
Town Bankshares Capital Trust I	6,000	6,186	L+3.00	3.25%	08/2003	11/2033	08/2008	
First Northwest Capital Trust I	5,000	5,155	L+3.00	3.29%	05/2004	05/2034	05/2009	
Total		\$ 249,493		3.51%				

The junior subordinated debentures totaled \$249.5 million at March 31, 2010, December 31, 2009 and March 31, 2009.

The interest rates on the variable rate junior subordinated debentures are based on the three-month LIBOR rate and reset on a quarterly basis. The interest rate on the Wintrust Capital Trust IX junior subordinated debentures, currently fixed at 6.84%, changes to a variable rate equal to three-month LIBOR plus 1.63% effective September 15, 2011. At March 31, 2010, the weighted average contractual interest rate on the junior subordinated debentures was 3.51%. The Company entered into \$175 million of interest rate swaps to hedge the variable cash flows on certain junior subordinated debentures. The hedge-adjusted rate on the junior subordinated debentures on March 31, 2010, was 7.02%. Distributions on the common and preferred securities issued by the Trusts are payable quarterly at a rate per annum equal to the interest rates being earned by the Trusts on the junior subordinated debentures. Interest expense on the junior subordinated debentures is deductible for income tax purposes.

The Company has guaranteed the payment of distributions and payments upon liquidation or redemption of the trust preferred securities, in each case to the extent of funds held by the Trusts. The Company and the Trusts believe that, taken together, the obligations of the Company under the guarantees, the junior subordinated debentures, and other related agreements provide, in the aggregate, a full, irrevocable and unconditional guarantee, on a subordinated basis, of all of the obligations of the Trusts under the trust preferred securities. Subject to certain limitations, the Company has the right to defer the payment of interest on the junior subordinated debentures at any time, or from time to time, for a period not to exceed 20 consecutive quarters. The trust preferred securities are subject to mandatory redemption, in whole or in part, upon repayment of the junior subordinated debentures at maturity or their earlier redemption. The junior subordinated debentures are redeemable in whole or in part prior to maturity at any time after the earliest redemption dates shown in the table, and earlier at the discretion of the Company if certain conditions are met, and, in

any event, only after the Company has obtained Federal Reserve approval, if then required under applicable guidelines or regulations.

The junior subordinated debentures, subject to certain limitations, qualify as Tier 1 capital of the Company for regulatory purposes. The amount of junior subordinated debentures and certain other capital elements in excess of those certain limitations could be included in Tier 2 capital, subject to restrictions. At March 31, 2010, all of the junior subordinated debentures, net of the Common Securities, were included in the Company's Tier 1 regulatory capital.

**(13) Segment Information**

The Company's operations consist of three primary segments: community banking, specialty finance and wealth management.

The three reportable segments are strategic business units that are separately managed as they offer different products and services and have different marketing strategies. In addition, each segment's customer base has varying characteristics. The community banking segment has a different regulatory environment than the specialty finance and wealth management segments. While the Company's management monitors each of the fifteen bank subsidiaries operations and profitability separately, as well as that of its mortgage company, these subsidiaries have been aggregated into one reportable operating segment due to the similarities in products and services, customer base, operations, profitability measures, and economic characteristics.

The net interest income, net revenue and segment profit of the community banking segment includes income and related interest costs from portfolio loans that were purchased from the specialty finance segment. For purposes of internal segment profitability analysis, management reviews the results of its specialty finance segment as if all loans originated and sold to the community banking segment were retained within that segment's operations, thereby causing inter-segment eliminations. See Note 3 Business Combinations, for more information on the life insurance premium finance loan acquisition in the third and fourth quarters of 2009. Similarly, for purposes of analyzing the contribution from the wealth management segment, management allocates a portion of the net interest



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income earned by the community banking segment on deposit balances of customers of the wealth management segment to the wealth management segment. See Note 10 Deposits, for more information on these deposits. The segment financial information provided in the following tables has been derived from the internal profitability reporting system used by management to monitor and manage the financial performance of the Company. The accounting policies of the segments are generally the same as those described in the Summary of Significant Accounting Policies in Note 1. The Company evaluates segment performance based on after-tax profit or loss and other appropriate profitability measures common to each segment. Certain indirect expenses have been allocated based on actual volume measurements and other criteria, as appropriate. Intersegment revenue and transfers are generally accounted for at current market prices. The parent and intersegment eliminations reflect parent company information and intersegment eliminations. In the first quarter of 2009, the Company combined the premium finance and Tricom segments into the specialty finance segment. Additionally, during the fourth quarter of 2009, the contribution attributable to the wealth management deposits was redefined to measure the value as an alternative source of funding for each bank. In previous periods, the contribution from these deposits was measured as the full net interest income contribution. The redefined measure better reflects the value of these deposits to the Company. Prior period information has been restated to reflect these changes.

The following is a summary of certain operating information for reportable segments (in thousands):

(Dollars in thousands)	Three Months Ended		\$ Change in Contribution	% Change in Contribution
	March 31, 2010	2009		
<b>Net interest income:</b>				
Community banking	\$ 88,024	\$ 61,870	\$ 26,154	42%
Specialty finance	14,332	19,015	(4,683)	(25)
Wealth management	2,542	3,209	(667)	(21)
Parent and inter-segment eliminations	(9,033)	(19,312)	10,279	53
Total net interest income	\$ 95,865	\$ 64,782	\$ 31,083	48%
<b>Non-interest income:</b>				
Community banking	\$ 15,196	\$ 23,476	\$ (8,280)	(35)%
Specialty finance	11,476	804	10,672	N/M
Wealth management	10,688	8,004	2,684	34
Parent and inter-segment eliminations	5,247	4,143	1,104	27
Total non-interest income	\$ 42,607	\$ 36,427	\$ 6,180	17%
<b>Net Revenue (loss):</b>				
Community banking	\$ 103,220	\$ 85,346	\$ 17,874	21%
Specialty finance	25,808	19,819	5,989	30
Wealth management	13,230	11,213	2,017	18
Parent and inter-segment eliminations	(3,786)	(15,169)	11,383	75
Total net revenue	\$ 138,472	\$ 101,209	\$ 37,263	37%

**Segment profit (loss):**

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Community banking	\$ 6,023	\$ 5,878	\$ 145	2%
Specialty finance	9,040	8,205	835	10
Wealth management	1,057	1,119	(62)	(6)
Parent and inter-segment eliminations	(103)	(8,844)	8,741	99
Total segment profit (loss)	\$ 16,017	\$ 6,358	\$ 9,659	152%

**Segment assets:**

Community banking	\$ 11,988,492	\$ 10,703,998	\$ 1,284,494	12%
Specialty finance	2,706,975	1,493,495	1,213,480	81
Wealth management	61,917	52,867	9,050	17
Parent and inter-segment eliminations	(1,917,406)	(1,431,419)	(485,987)	(34)
Total segment assets	\$ 12,839,978	\$ 10,818,941	\$ 2,021,037	19%

N/M = Not Meaningful

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**(14) Derivative Financial Instruments**

The Company enters into derivative financial instruments as part of its strategy to manage its exposure to changes in interest rates. Derivative instruments represent contracts between parties that result in one party delivering cash to the other party based on a notional amount and an underlying (such as a rate, security price or price index) as specified in the contract. The amount of cash delivered from one party to the other is determined based on the interaction of the notional amount of the contract with the underlying. Derivatives are also implicit in certain contracts and commitments.

The derivative financial instruments currently used by the Company to manage its exposure to interest rate risk include: (1) interest rate swaps to manage the interest rate risk of certain variable rate liabilities; (2) interest rate lock commitments provided to customers to fund certain mortgage loans to be sold into the secondary market; (3) forward commitments for the future delivery of such mortgage loans to protect the Company from adverse changes in interest rates and corresponding changes in the value of mortgage loans available-for-sale; and (4) covered call options related to specific investment securities to enhance the overall yield on such securities. The Company also enters into derivatives (typically interest rate swaps) with certain qualified borrowers to facilitate the borrowers' risk management strategies and concurrently enters into mirror-image derivatives with a third party counterparty, effectively making a market in the derivatives for such borrowers.

As required by ASC 815, the Company recognizes derivative financial instruments in the consolidated financial statements at fair value regardless of the purpose or intent for holding the instrument. Derivative financial instruments are included in other assets or other liabilities, as appropriate, on the Consolidated Statements of Condition. Changes in the fair value of derivative financial instruments are either recognized periodically in income or in shareholders equity as a component of other comprehensive income depending on whether the derivative financial instrument qualifies for hedge accounting and, if so, whether it qualifies as a fair value hedge or cash flow hedge. Generally, changes in fair values of derivatives accounted for as fair value hedges are recorded in income in the same period and in the same income statement line as changes in the fair values of the hedged items that relate to the hedged risk(s). Changes in fair values of derivative financial instruments accounted for as cash flow hedges, to the extent they are effective hedges, are recorded as a component of other comprehensive income, net of deferred taxes, and reclassified to earnings when the hedged transaction affects earnings. Changes in fair values of derivative financial instruments not designated in a hedging relationship pursuant to ASC 815, including changes in fair value related to the ineffective portion of cash flow hedges, are reported in non-interest income during the period of the change. Derivative financial instruments are valued by a third party and are periodically validated by comparison with valuations provided by the respective counterparties. Fair values of mortgage banking derivatives (interest rate lock commitments and forward commitments to sell mortgage loans) are estimated based on changes in mortgage interest rates from the date of the loan commitment.

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The table below presents the fair value of the Company's derivative financial instruments as well as their classification on the Consolidated Statements of Condition as of March 31, 2010 and December 31, 2009 (*dollars in thousands*):

	Derivative Assets			Derivative Liabilities		
	Balance	Fair Value		Balance	Fair Value	
		Sheet Location	March 31, 2010		December 31, 2009	Sheet Location
<i>Derivatives designated as hedging instruments under ASC 815:</i>						
Interest rate swaps designated as Cash Flow Hedges	Other assets			Other liabilities	\$ 15,080	\$ 14,701
<i>Derivatives not designated as hedging instruments under ASC 815:</i>						
Interest rate derivatives	Other assets	\$ 8,769	\$ 7,759	Other liabilities	\$ 9,162	\$ 8,076
Interest rate lock commitments	Other assets	\$ 1,210	\$ 32	Other liabilities	\$ 77	\$ 3,002
Forward commitments to sell mortgage loans	Other assets	\$ 86	\$ 4,860	Other liabilities	\$ 1,336	\$ 37
<i>Total derivatives not designated as hedging instruments under ASC 815</i>		<b>\$ 10,065</b>	\$ 12,651		\$ 10,575	\$ 11,115
Total derivatives		\$ 10,065	\$ 12,651		\$ 25,655	\$ 25,816

**Cash Flow Hedges of Interest Rate Risk**

The Company's objectives in using interest rate derivatives are to add stability to interest income and to manage its exposure to interest rate movements. To accomplish these objectives, the Company primarily uses interest rate swaps as part of its interest rate risk management strategy. Interest rate swaps designated as cash flow hedges involve the receipt of variable-rate amounts from a counterparty in exchange for the Company making fixed-rate payments over the life of the agreements without the exchange of the underlying notional amount. As of March 31, 2010, the Company had five interest rate swaps with an aggregate notional amount of \$175.0 million that were designated as cash flow hedges of interest rate risk.

The table below provides details on each of these five interest rate swaps as of March 31, 2010 (*dollars in thousands*):

**March 31, 2010**

<b>Maturity Date</b>	<b>Notional Amount</b>	<b>Fair Value Gain (Loss)</b>	<b>Receive Rate (LIBOR)</b>	<b>Pay Rate (Fixed)</b>	<b>Type of Hedging Relationship</b>
<i>Pay Fixed, Receive Variable:</i>					
September 2011	\$ 20,000	\$ (1,335)	0.29%	5.25%	Cash Flow
September 2011	40,000	(2,670)	0.29%	5.25%	Cash Flow
October 2011	25,000	(982)	0.25%	3.39%	Cash Flow
September 2013	50,000	(5,598)	0.26%	5.30%	Cash Flow
September 2013	40,000	(4,495)	0.29%	5.30%	Cash Flow
<b>Total</b>	<b>\$ 175,000</b>	<b>\$ (15,080)</b>			

Since entering into these interest rate swaps, they have been used to hedge the variable cash outflows associated with interest expense on the Company's junior subordinated debentures. The effective portion of changes in the fair value of these cash flow hedges is

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recorded in accumulated other comprehensive income and is subsequently reclassified to interest expense as interest payments are made on the Company's variable rate junior subordinated debentures. The changes in fair value (net of tax) are separately disclosed in the statement of changes in shareholders' equity as a component of comprehensive income. The ineffective portion of the change in fair value of these derivatives is recognized directly in earnings; however, no hedge ineffectiveness was recognized during the three months ended March 31, 2010 or March 31, 2009. The Company uses the hypothetical derivative method to assess and measure effectiveness. A rollforward of the amounts in accumulated other comprehensive income related to interest rate swaps designated as cash flow hedges follows (*dollars in thousands*):

	<b>Three Months Ended</b>	
	<b>March</b>	
	<b>31, 2010</b>	March 31, 2009
Unrealized loss at beginning of period	\$ (15,487)	\$ (20,547)
Amount reclassified from accumulated other comprehensive income to interest expense on junior subordinated debentures	<b>2,194</b>	1,603
Amount of (loss) gain recognized in other comprehensive income	<b>(2,461)</b>	148
Unrealized loss at end of period	<b>\$ (15,754)</b>	\$ (18,796)

In September 2008, the Company terminated an interest rate swap with a notional amount of \$25.0 million (maturing in October 2011) that was designated in a cash flow hedge and entered into a new interest rate swap with another counterparty to effectively replace the terminated swap. The interest rate swap was terminated by the Company in accordance with the default provisions in the swap agreement. The unrealized loss on the interest rate swap at the date of termination is being amortized out of other comprehensive income to interest expense over the remaining term of the terminated swap. At March 31, 2010 accumulated other comprehensive income (loss) includes \$674,000 of unrealized loss (\$414,000 net of tax) related to this terminated interest rate swap.

As of March 31, 2010, the Company estimates that during the next twelve months, \$7.5 million will be reclassified from accumulated other comprehensive income as an increase to interest expense.

**Non-Designated Hedges**

The Company does not use derivatives for speculative purposes. Derivatives not designated as hedges are used to manage the Company's exposure to interest rate movements and other identified risks but do not meet the strict hedge accounting requirements of ASC 815. Changes in the fair value of derivatives not designated in hedging relationships are recorded directly in earnings.

**Interest Rate Derivatives** The Company has interest rate derivatives, including swaps and option products, resulting from a service the Company provides to certain qualified borrowers. The Company's banking subsidiaries execute certain derivative products (typically interest rate swaps) directly with qualified commercial borrowers to facilitate their respective risk management strategies. For example, doing so allows the Company's commercial borrowers to effectively convert a variable rate loan to a fixed rate. In order to minimize the Company's exposure on these transactions, the Company simultaneously executes offsetting derivatives with third parties. In most cases the offsetting derivatives have mirror-image terms, which result in the positions' changes in fair value substantially offsetting through earnings each period. However, to the extent that the derivatives are not a mirror-image and because of differences in counterparty credit risk, changes in fair value will not completely offset resulting in some earnings impact each period. Changes in the fair value of these derivatives are included in other non-interest income. At March 31, 2010, the Company had approximately 94 derivative transactions (47 with customers and 47 with third parties) with an aggregate notional amount of approximately \$375.5 million (\$370.6 million of interest rate swaps and \$4.9 million of interest rate options) related to this program. These interest rate derivatives had maturity dates ranging from August 2010 to March 2019.

*Mortgage Banking Derivatives* These derivatives include interest rate lock commitments provided to customers to fund certain mortgage loans to be sold into the secondary market and forward commitments for the future delivery of such loans. It is the Company's practice to enter into forward commitments for the future delivery of residential mortgage loans when interest rate lock commitments are entered into in order to economically hedge the effect of future changes in interest rates on its commitments to fund the loans as well as on its portfolio of mortgage loans held-for-sale. The Company's mortgage banking derivatives have not been designated as being in hedge relationships. At March 31, 2010 the Company had interest rate lock commitments with an aggregate notional amount of approximately \$343 million and forward commitments to sell mortgage loans with an aggregate notional amount of approximately \$463 million. The fair values of these derivatives were estimated based on changes in mortgage rates from the dates of the commitments. Changes in the fair value of these mortgage banking derivatives are included in mortgage banking revenue.

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*Other Derivatives* Periodically, the Company will sell options to a bank or dealer for the right to purchase certain securities held within the Banks' investment portfolios (covered call options). These option transactions are designed primarily to increase the total return associated with the investment securities portfolio. These options do not qualify as hedges pursuant to ASC 815, and, accordingly, changes in fair value of these contracts are recognized as other non-interest income. There were no covered call options outstanding as of March 31, 2010, December 31, 2009 or March 31, 2009.

Amounts included in the consolidated statement of income related to derivative instruments not designated in hedge relationships were as follows (*dollars in thousands*):

	Location in income statement	Three Months Ended	
		March 31, 2010	March 31, 2009
Derivative			
Interest rate swaps and floors	Other income	\$ (76)	\$ 724
Mortgage banking derivatives	Mortgage banking revenue	(2,144)	(708)
Covered call options	Other income	290	

***Credit Risk***

Derivative instruments have inherent risks, primarily market risk and credit risk. Market risk is associated with changes in interest rates and credit risk relates to the risk that the counterparty will fail to perform according to the terms of the agreement. The amounts potentially subject to market and credit risks are the streams of interest payments under the contracts and the market value of the derivative instrument and not the notional principal amounts used to express the volume of the transactions. Market and credit risks are managed and monitored as part of the Company's overall asset-liability management process, except that the credit risk related to derivatives entered into with certain qualified borrowers is managed through the Company's standard loan underwriting process since these derivatives are secured through collateral provided by the loan agreements. Actual exposures are monitored against various types of credit limits established to contain risk within parameters. When deemed necessary, appropriate types and amounts of collateral are obtained to minimize credit exposure.

The Company has agreements with certain of its interest rate derivative counterparties that contain cross-default provisions, which provide that if the Company defaults on any of its indebtedness, including default where repayment of the indebtedness has not been accelerated by the lender, then the Company could also be declared in default on its derivative obligations. The Company also has agreements with certain of its derivative counterparties that contain a provision allowing the counterparty to terminate the derivative positions if the Company fails to maintain its status as a well / adequate capitalized institution, which would require the Company to settle its obligations under the agreements. As of March 31, 2010, the fair value of interest rate derivatives in a net liability position, which includes accrued interest related to these agreements, was \$25.0 million. As of March 31, 2010 the Company has minimum collateral posting thresholds with certain of its derivative counterparties and has posted collateral consisting of \$8.1 million of cash and \$9.4 million of securities. If the Company had breached any of these provisions at March 31, 2010 it would have been required to settle its obligations under the agreements at the termination value and would have been required to pay any additional amounts due in excess of amounts previously posted as collateral with the respective counterparty.

The Company is also exposed to the credit risk of its commercial borrowers who are counterparties to interest rate derivatives with the Banks. This counterparty risk related to the commercial borrowers is managed and monitored through the Banks' standard underwriting process applicable to loans since these derivatives are secured through collateral provided by the loan agreement. The counterparty risk associated with the mirror-image swaps executed with third parties is monitored and managed in connection with the Company's overall asset liability management process.



**Table of Contents****(15) Fair Values of Assets and Liabilities**

Effective January 1, 2008, upon adoption of SFAS No. 157, Fair Value Measurement, which is now part of ASC 820, the Company began to group financial assets and financial liabilities measured at fair value in three levels, based on the markets in which the assets and liabilities are traded and the observability of the assumptions used to determine fair value. These levels are:

Level 1 unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2 inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. These include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability or inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 significant unobservable inputs that reflect the Company's own assumptions that market participants would use in pricing the assets or liabilities. Level 3 assets and liabilities include financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation.

A financial instrument's categorization within the above valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the assets or liabilities. Following is a description of the valuation methodologies used for the Company's assets and liabilities measured at fair value on a recurring basis.

*Available-for-sale and trading account securities* Fair values for available-for-sale and trading account securities are based on quoted market prices when available or through the use of alternative approaches, such as matrix or model pricing or indicators from market makers.

*Mortgage loans held-for-sale* Mortgage loans originated by Wintrust Mortgage Company on or after January 1, 2008 are carried at fair value. The fair value of mortgage loans held-for-sale is determined by reference to investor price sheets for loan products with similar characteristics.

*Mortgage servicing rights* Fair value for mortgage servicing rights is determined utilizing a third party valuation model which stratifies the servicing rights into pools based on product type and interest rate. The fair value of each servicing rights pool is calculated based on the present value of estimated future cash flows using a discount rate commensurate with the risk associated with that pool, given current market conditions. Estimates of fair value include assumptions about prepayment speeds, interest rates and other factors which are subject to change over time.

*Derivative instruments* The Company's derivative instruments include interest rate swaps, commitments to fund mortgages for sale into the secondary market (interest rate locks) and forward commitments to end investors for the sale of mortgage loans. Interest rate swaps are valued by a third party, using models that primarily use market observable inputs, such as yield curves, and are validated by comparison with valuations provided by the respective counterparties. The fair value for mortgage derivatives is based on changes in mortgage rates from the date of the commitments.

*Nonqualified deferred compensation assets* The underlying assets relating to the nonqualified deferred compensation plan are included in a trust and primarily consist of non-exchange traded institutional funds which are priced based by an independent third party service.

*Retained interests from the sale of premium finance receivables* The fair value of retained interests, which include servicing rights and interest only strips, from the sale of premium finance receivables are based on certain observable inputs such as interest rates and credits spreads, as well as unobservable inputs such as prepayments, late payments and estimated net charge-offs.

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The following tables present the balances of assets and liabilities measured at fair value on a recurring basis for the periods presented.

(Dollars in thousands)	Total	March 31, 2010		
		Level 1	Level 2	Level 3
Available-for-sale securities				
U.S. Treasury	\$ 110,877	\$	\$ 110,877	\$
U.S. Government agencies	558,138		558,138	
Municipal	61,423		46,289	15,134
Corporate notes and other	79,432		67,850	11,582
Mortgage-backed	360,433		205,964	154,469
Equity securities <sup>(1)</sup>	27,827		1,027	26,800
Trading account securities	39,938	211	1,832	37,895
Mortgage loans held-for-sale	149,897		149,897	
Mortgage servicing rights	6,602			6,602
Nonqualified deferred compensation assets	2,828		2,828	
Derivative assets	10,065		10,065	
Total	\$ 1,407,460	\$ 211	\$ 1,154,767	\$ 252,482
Derivative liabilities	\$ 25,655	\$	\$ 25,655	\$

(Dollars in thousands)	Total	March 31, 2009		
		Level 1	Level 2	Level 3
Available-for-sale securities				
U.S. Treasury	\$ 120,287	\$	\$ 120,287	\$
U.S. Government agencies	604,335		604,227	108
Municipal	67,093		49,996	17,097
Corporate notes and other	72,145		67,772	4,373
Mortgage-backed	437,261		261,786	175,475
Equity securities <sup>(1)</sup>	33,366		7,493	25,873
Trading account securities	13,815	204	1,393	12,218
Mortgage loans held-for-sale	207,107		207,107	
Mortgage servicing rights	4,163			4,163
Nonqualified deferred compensation assets	2,131		2,131	
Derivative assets	11,666		11,666	
Retained interests from the sale of premium finance receivables	301			301
Total	\$ 1,573,670	\$ 204	\$ 1,333,858	\$ 239,608
Derivative liabilities	\$ 29,963	\$	\$ 29,963	\$

- (1) *Excludes  
Federal Reserve  
and FHLB stock  
and the common  
securities issued  
by trusts formed  
by the Company  
in conjunction  
with Trust  
Preferred  
Securities  
offerings.*

The aggregate remaining contractual principal balance outstanding as of March 31, 2010 and 2009 for mortgage loans held-for-sale measured at fair value under ASC 825 was \$145.8 million and \$202.1 million, respectively, while the aggregate fair value of mortgage loans held-for-sale was \$149.9 million and \$207.1 million, respectively, as shown in the above tables. There were no nonaccrual loans or loans past due greater than 90 days and still accruing in the mortgage loans held-for-sale portfolio measured at fair value as of March 31, 2010 and 2009.

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The changes in Level 3 available-for-sale securities measured at fair value on a recurring basis during the three months ended March 31, 2010 are summarized as follows:

	U.S. Govt. agencies	Municipal	Corporate notes and other debt	Mortgage- backed	Equity securities
(Dollars in thousands)					
Balance at December 31, 2009	\$	\$ 17,152	\$ 51,194	\$ 158,449	\$ 26,800
Total net gains (losses) included in:					
Net income <sup>(1)</sup>			5		
Other comprehensive income			1,027	(3,980)	
Purchases, issuances, sales and settlements, net		(2,018)	(40,644)		
Net transfers into/(out) of Level 3					
Balance at March 31, 2010	\$	\$ 15,134	\$ 11,582	\$ 154,469	\$ 26,800

*(1) Income for Municipal and Corporate notes and other is recognized as a component of interest income on securities.*

The changes in Level 3 for assets and liabilities not included in the preceding table measured at fair value on a recurring basis during the three months ended March 31, 2010 are summarized as follows:

	Trading account securities	Mortgage servicing rights	Retained Interests
(Dollars in thousands)			
Balance at December 31, 2009	\$ 31,924	\$ 6,745	\$ 43,541
Total net gains (losses) included in:			
Net income <sup>(1)</sup>	5,971	(143)	
Other comprehensive income			
Purchases, issuances sales, and settlements, net			(43,541)
Net transfers into/(out) of Level 3			
Balance at March 31, 2010	\$ 37,895	\$ 6,602	\$

*(1) Income for trading account securities is recognized as a component of trading income*

*in non-interest income and changes in the balance of mortgage servicing rights are recorded as a component of mortgage banking revenue in non-interest income. Income for retained interests is recorded as a component of gain on sales of premium finance receivables or miscellaneous income in non-interest income.*

The changes in Level 3 for assets and liabilities measured at fair value on a recurring basis during the three months ended March 31, 2009 are summarized as follows:

	U.S. Govt. agencies	Municipal	Corporate notes and other debt	Mortgage- backed	Equity securities
(Dollars in thousands)					
Balance at December 31, 2008	\$ 110	\$ 9,373	\$ 1,395	\$ 4,010	\$ 26,104
Total net gains (losses) included in:					
Net income <sup>(1)</sup>					
Other comprehensive income				(1,313)	
Purchases, issuances, sales and settlements, net	(2)	7,724	2,978	172,778	37
Net transfers into/(out) of Level 3					(268)
Balance at March 31, 2009	\$ 108	\$ 17,097	\$ 4,373	\$ 175,475	\$ 25,873

*(1) Income for Municipal and Corporate notes and other is recognized as a component of interest income on securities.*



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The changes in Level 3 for assets and liabilities not included in the preceding table measured at fair value on a recurring basis during the three months ended March 31, 2009 are summarized as follows:

(Dollars in thousands)	Trading account securities	Mortgage servicing rights	Retained Interests
Balance at December 31, 2008	\$ 3,075	\$ 3,990	\$ 1,229
Total net gains (losses) included in:			
Net income <sup>(1)</sup>	8,675	173	
Other comprehensive income			
Purchases, issuances, sales and settlements, net	468		(928)
Net transfers into/(out) of Level 3			
Balance at March 31, 2009	\$ 12,218	\$ 4,163	\$ 301

(1) *Income for trading account securities is recognized as a component of trading income in non-interest income and changes in the balance of mortgage servicing rights are recorded as a component of mortgage banking revenue in non-interest income. Income for retained interests is recorded as a component of gain on sales of premium finance receivables or miscellaneous income in non-interest income.*

Also, the Company may be required, from time to time, to measure certain other financial assets at fair value on a nonrecurring basis in accordance with GAAP. These adjustments to fair value usually result from application of lower of cost or market accounting or impairment charges of individual assets. For assets measured at fair value on a

nonrecurring basis that were still held in the balance sheet at the end of the period, the following table provides the carrying value of the related individual assets or portfolios at March 31, 2010.

(Dollars in thousands)	Total	March 31, 2010			Three Months Ended March 31, 2010
		Level 1	Level 2	Level 3	Fair Value Losses Recognized
Impaired loans	\$ 85,928	\$	\$	\$ 85,928	\$ 13,382
Other real estate owned	89,009			89,009	7,530
Total	\$ 174,937	\$	\$	\$ 174,937	\$ 20,912

*Impaired loans* A loan is considered to be impaired when, based on current information and events, it is probable that the Company will be unable to collect all amounts due pursuant to the contractual terms of the loan agreement. Impairment is measured by estimating the fair value of the loan based on the present value of expected cash flows, the market price of the loan, or the fair value of the underlying collateral. Impaired loans are considered a fair value measurement where an allowance is established based on the fair value of collateral. Appraised values, which may require adjustments to market-based valuation inputs, are generally used on real estate collateral-dependant impaired loans.

*Other real estate owned* Other real estate owned is comprised of real estate acquired in partial or full satisfaction of loans and is included in other assets. Other real estate owned is recorded at its estimated fair value less estimated selling costs at the date of transfer, with any excess of the related loan balance over the fair value less expected selling costs charged to the allowance for loan losses. Subsequent changes in value are reported as adjustments to the carrying amount and are recorded in other non-interest expense. Gains and losses upon sale, if any, are also charged to other non-interest expense. Fair value is generally based on third party appraisals and internal estimates and is therefore considered a Level 3 valuation.



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The Company is required under applicable accounting guidance to report the fair value of all financial instruments on the consolidated statement of condition, including those financial instruments carried at cost. The carrying amounts and estimated fair values of the Company's financial instruments at March 31, 2010 and December 31, 2009 were as follows:

(Dollars in thousands)	At March 31, 2010		At December 31, 2009	
	Carrying Value	Fair Value	Carrying Value	Fair Value
<b>Financial Assets:</b>				
Cash and cash equivalents	\$ 121,894	121,894	158,616	158,616
Interest bearing deposits with banks	1,222,323	1,222,323	1,025,663	1,025,663
Available-for-sale securities	1,279,920	1,279,920	1,328,815	1,328,815
Trading account securities	39,938	39,938	33,774	33,774
Brokerage customer receivables	20,978	20,978	20,871	20,871
Mortgage loans held-for-sale, at fair value	149,897	149,897	265,786	265,786
Loans held-for-sale, at lower of cost or market	6,152	6,602	9,929	10,033
Loans, net of unearned income	9,070,562	9,224,223	8,411,771	8,403,305
Mortgage servicing rights	6,602	6,602	6,745	6,745
Nonqualified deferred compensation assets	2,828	2,828	2,827	2,827
Retained interests from the sale/securitization of premium finance receivables			43,541	43,541
Derivative assets	10,065	10,065	12,651	12,651
Accrued interest receivable and other	132,179	132,179	129,774	129,774
<b>Total financial assets</b>	<b>\$12,063,338</b>	<b>12,217,067</b>	<b>11,450,763</b>	<b>11,442,401</b>
<b>Financial Liabilities:</b>				
Non-maturity deposits	\$ 5,157,206	5,157,206	5,347,823	5,347,823
Deposits with stated maturities	4,567,664	4,614,575	4,569,251	4,616,658
Notes payable	1,000	1,000	1,000	1,000
Federal Home Loan Bank advances	421,775	441,189	430,987	446,663
Subordinated notes	60,000	60,000	60,000	60,000
Other borrowings	218,079	218,079	247,437	247,347
Secured borrowings owed to securitization investors	600,000	600,000		
Junior subordinated debentures	249,493	245,778	249,493	245,990
Derivative liabilities	25,655	25,655	25,816	25,816
Accrued interest payable	17,380	17,380	15,669	15,669
<b>Total financial liabilities</b>	<b>\$11,318,252</b>	<b>11,380,862</b>	<b>10,947,476</b>	<b>11,006,966</b>

The following methods and assumptions were used by the Company in estimating fair values of financial instruments that were not previously disclosed.

*Cash and cash equivalents.* Cash and cash equivalents include cash and demand balances from banks, Federal funds sold and securities purchased under resale agreements. The carrying value of cash and cash equivalents approximates fair value due to the short maturity of those instruments.

*Interest bearing deposits with banks.* The carrying value of interest bearing deposits with banks approximates fair value due to the short maturity of those instruments.

*Brokerage customer receivables.* The carrying value of brokerage customer receivables approximates fair value due to the relatively short period of time to repricing of variable interest rates.

*Loans held-for-sale, at lower of cost or market.* Fair value is based on either quoted prices for the same or similar loans, or values obtained from third parties, or is estimated for portfolios of loans with similar financial characteristics.

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*Loans.* Fair values are estimated for portfolios of loans with similar financial characteristics. Loans are analyzed by type such as commercial, residential real estate, etc. Each category is further segmented by interest rate type (fixed and variable) and term. For variable-rate loans that reprice frequently, estimated fair values are based on carrying values. The fair value of residential loans is based on secondary market sources for securities backed by similar loans, adjusted for differences in loan characteristics. The fair value for other fixed rate loans is estimated by discounting scheduled cash flows through the estimated maturity using estimated market discount rates that reflect credit and interest rate risks inherent in the loan. The primary impact of credit risk on the present value of the loan portfolio, however, was accommodated through the use of the allowance for loan losses, which is believed to represent the current fair value of probable incurred losses for purposes of the fair value calculation.

*Accrued interest receivable and accrued interest payable.* The carrying values of accrued interest receivable and accrued interest payable approximate market values due to the relatively short period of time to expected realization.

*Deposit liabilities.* The fair value of deposits with no stated maturity, such as non-interest bearing deposits, savings, NOW accounts and money market accounts, is equal to the amount payable on demand as of period-end (i.e. the carrying value). The fair value of certificates of deposit is based on the discounted value of contractual cash flows. The discount rate is estimated using the rates currently in effect for deposits of similar remaining maturities.

*Notes payable.* The carrying value of notes payable approximates fair value due to the relatively short period of time to repricing of variable interest rates.

*Federal Home Loan Bank advances.* The fair value of Federal Home Loan Bank advances is obtained from the Federal Home Loan Bank which uses a discounted cash flow analysis based on current market rates of similar maturity debt securities to discount cash flows.

*Subordinated notes.* The carrying value of the subordinated notes payable approximates fair value due to the relatively short period of time to repricing of variable interest rates.

*Other borrowings.* Carrying value of other borrowings approximates fair value due to the relatively short period of time to maturity or repricing.

*Junior subordinated debentures.* The fair value of the junior subordinated debentures is based on the discounted value of contractual cash flows.

**(16) Stock-Based Compensation Plans**

The 2007 Stock Incentive Plan ( the 2007 Plan ), which was approved by the Company s shareholders in January 2007, permits the grant of incentive stock options, nonqualified stock options, rights and restricted share awards, as well as the conversion of outstanding options of acquired companies to Wintrust options. The 2007 Plan initially provided for the issuance of up to 500,000 shares of common stock, and in May 2009 the Company s shareholders approved an additional 325,000 shares of common stock that may be offered under the 2007 Plan. All grants made after 2006 were made pursuant to the 2007 Plan, and as of March 31, 2010, 204,276 shares were available for future grant. The 2007 Plan replaced the Wintrust Financial Corporation 1997 Stock Incentive Plan ( the 1997 Plan ) which had substantially similar terms. The 2007 Plan and the 1997 Plan are collectively referred to as the Plans. The Plans cover substantially all employees of Wintrust.

The Company typically awards stock-based compensation in the form of stock options and restricted share awards. Stock options typically provide the holder of the option to purchase shares of Wintrust s common stock at the fair market value of the stock on the date the options are granted. Options generally vest ratably over a five-year period and expire at such time as the Compensation Committee determines at the time of grant. The 2007 Plan provides for a maximum term of seven years from the date of grant while the 1997 Plan provided for a maximum term of ten years. Restricted share awards entitle the holders to receive, at no cost, shares of the Company s common stock. Restricted share awards generally vest over periods of one to five years from the date of grant. Holders of the restricted share awards are not entitled to vote or receive cash dividends (or cash payments equal to the cash dividends) on the underlying common shares until the awards are vested. Except in limited circumstances, these awards are canceled upon termination of employment without any payment of consideration by the Company.

Stock-based compensation cost is measured as the fair value of an award on the date of grant and is recognized on a straight-line basis over the vesting period. The fair value of restricted share awards is determined based on the average of the high and low trading prices on the grant date. The fair value of stock options is estimated at the date of grant

using a Black-Scholes option-pricing model that utilizes the assumptions outlined in the following table. Option-pricing models require the input of highly subjective assumptions and are sensitive to changes in the option's expected life and the price volatility of the underlying stock, which can materially affect the fair value estimate. Expected life is based on historical exercise and termination behavior as well as the term of the option, and expected stock price volatility is based on historical volatility of the Company's common stock, which correlates with the expected term of the options. The risk-free interest rate is based on comparable U.S. Treasury rates. Management reviews and adjusts the assumptions used to calculate the fair value of an option on a periodic basis to better reflect expected trends.

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The following table presents the weighted average assumptions used to determine the fair value of options granted in the three months ending March 31, 2010 and 2009:

	<b>For the Three Months Ended</b>	
	<b>March 31,</b>	<b>March 31,</b>
	<b>2010</b>	<b>2009</b>
Expected dividend yield	<b>0.5%</b>	2.6%
Expected volatility	<b>48.3%</b>	41.5%
Risk-free rate	<b>2.8%</b>	2.0%
Expected option life (in years)	<b>6.2</b>	6.0

Stock based compensation is recognized based upon the number of awards that are ultimately expected to vest. As a result, compensation expense recognized for stock options and restricted share awards was reduced for estimated forfeitures prior to vesting. Forfeiture rates are estimated for each type of award based on historical forfeiture experience. Estimated forfeitures will be reassessed in subsequent periods and may change based on new facts and circumstances.

Compensation cost charged to income for stock options was \$577,000 and \$891,000 in the first quarters of 2010 and 2009, respectively. Compensation cost charged to income for restricted share awards was \$723,000 and \$882,000 in the first quarters of 2010 and 2009, respectively.

A summary of stock option activity under the Plans for the three months ended March 31, 2010 and March 31, 2009 is presented below:

	<b>Common</b>	<b>Weighted</b>	<b>Remaining</b>	<b>Intrinsic</b>
	<b>Shares</b>	<b>Average</b>	<b>Contractual</b>	<b>Value <sup>(2)</sup></b>
<i>Stock Options</i>		<b>Strike</b>	<b>Term <sup>(1)</sup></b>	<b>(\$000)</b>
		<b>Price</b>		
<b>Outstanding at January 1, 2010</b>	<b>2,156,209</b>	<b>\$37.61</b>		
<b>Granted</b>	<b>48,865</b>	<b>34.40</b>		
<b>Exercised</b>	<b>(78,124)</b>	<b>14.05</b>		
<b>Forfeited or canceled</b>	<b>(85)</b>	<b>12.94</b>		
<b>Outstanding at March 31, 2010</b>	<b>2,126,865</b>	<b>\$38.41</b>	<b>3.9</b>	<b>\$13,138</b>
<b>Exercisable at March 31, 2010</b>	<b>1,832,299</b>	<b>\$38.56</b>	<b>3.6</b>	<b>\$11,825</b>
Outstanding at January 1, 2009	2,388,174	\$35.61		
Granted	14,000	13.77		
Exercised	(46,591)	11.89		
Forfeited or canceled	(2,747)	12.90		
Outstanding at March 31, 2009	2,352,836	\$35.97	4.3	\$ 299
Exercisable at March 31, 2009	1,942,205	\$34.03	3.9	\$ 299

<sup>(1)</sup> Represents the weighted average

*contractual life remaining in years.*

- (2) *Aggregate intrinsic value represents the total pre-tax intrinsic value (i.e., the difference between the Company's average of the high and low stock price on the last trading day of the quarter and the option exercise price, multiplied by the number of shares) that would have been received by the option holders if they had exercised their options on the last day of the quarter. This amount will change based on the fair market value of the Company's stock.*

The weighted average grant date fair value per share of options granted during the three months ended March 31, 2010 and 2009 was \$16.34 and \$4.44, respectively. The aggregate intrinsic value of options exercised during the three months ended March 31, 2010 and 2009, was \$1.6 million and \$176,000, respectively.

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A summary of restricted share award activity under the Plans for the three months ended March 31, 2010 and March 31, 2009 is presented below:

	Three Months Ended March 31, 2010		Three Months Ended March 31, 2009	
	Common Shares	Weighted Average Grant-Date Fair Value	Common Shares	Weighted Average Grant-Date Fair Value
<b><i>Restricted Shares</i></b>				
Outstanding at January 1	208,430	\$ 43.24	262,997	\$44.09
Granted	101,806	35.21		
Vested and issued	(31,175)	51.94	(59,635)	41.39
Forfeited			(298)	37.15
Outstanding at March 31	279,061	\$ 39.36	203,064	\$45.00
Vested, but not issuable at March 31	85,000	\$ 51.88		\$

In the third quarter of 2009, the Company began paying a portion of the base pay of certain executives in the Company's stock. Shares issued under this arrangement are granted under the Plan. In the first quarter of 2010, 1,281 shares were granted under this arrangement at an average stock price of \$34.15 per share. The number of shares granted as of each payroll date is based on the average of the high and low price of Wintrust's common stock on such date.

As of March 31, 2010, there was \$8.6 million of total unrecognized compensation cost related to non-vested share based arrangements under the Plans. That cost is expected to be recognized over a weighted average period of approximately two years.

The Company issues new shares to satisfy option exercises, vesting of restricted shares and issuance of base pay salary shares.

**(17) Shareholders' Equity and Earnings Per Share*****Common Stock Offering***

In March 2010, the Company issued through a public offering a total of 6,670,000 shares of its common stock at \$33.25 per share, including 870,000 shares issued at \$33.25 per share pursuant to an over-allotment option granted to the underwriters of the offering. Net proceeds to the Company totaled \$210.5 million.

***Series A Preferred Stock***

In August 2008, the Company issued and sold 50,000 shares of non-cumulative perpetual convertible preferred stock, Series A, liquidation preference \$1,000 per share (the "Series A Preferred Stock") for \$50 million in a private transaction. If declared, dividends on the Series A Preferred Stock are payable quarterly in arrears at a rate of 8.00% per annum. The Series A Preferred Stock is convertible into common stock at the option of the holder at a conversion rate of 38.88 shares of common stock per share of Series A Preferred Stock. On and after August 26, 2010, the Series A Preferred Stock will be subject to mandatory conversion into common stock in connection with a fundamental transaction, or on and after August 26, 2013 if the closing price of the Company's common stock exceeds a certain amount.

***Series B Preferred Stock***

Pursuant to the U.S. Department of the Treasury's (the "U.S. Treasury") Capital Purchase Program, on December 19, 2008, the Company issued to the U.S. Treasury, in exchange for aggregate consideration of \$250 million, (i) 250,000 shares of the Company's fixed rate cumulative perpetual preferred Stock, Series B, liquidation preference \$1,000 per share (the "Series B Preferred Stock"), and (ii) a warrant to purchase 1,643,295 shares of Wintrust common stock at a per share exercise price of \$22.82 and with a term of 10 years. The Series B Preferred Stock will pay a cumulative

dividend at a coupon rate of 5% for the first five years and 9% thereafter. The Series B Preferred Stock can, with the approval of the Federal Reserve, be redeemed.

The relative fair values of the preferred stock and the warrant issued to the U.S. Treasury in conjunction with the Company's participation in the Capital Purchase Program were determined through an analysis, as of the valuation date of December 19, 2008, of the fair value of the warrants and the fair value of the preferred stock, and an allocation of the relative fair value of each to the \$250 million of total proceeds.



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The fair value of the warrant was determined using a binomial lattice valuation model. The assumptions used in arriving at the fair value of the warrant using that valuation method, derived as of the valuation date, were as follows:

Company stock price as of the valuation date	\$20.06
Contractual strike price of warrant	\$22.82
Expected term based on contractual term	10 years
Expected volatility based on 10-year historical volatility of the Company's stock	37%
Expected annual dividend yield	1%
Risk-free rate based on 10-year U.S. Treasury strip rate	2.72%

Using that model, each of the 1,643,295 shares underlying the warrant was valued at \$8.33 and, correspondingly, the aggregate fair value of the warrant was \$13.7 million.

The fair value of the preferred stock was determined using a discounted cash flow model which discounted the contractual principal balance of \$250 million and the contractual dividend payment of 5% for the first five years at a 13% discount rate. The discount rate was derived from the average and median yields on existing fixed rate preferred stock issuances of eleven different commercial banks in the central United States, which average and median results approximated 13% on the date of valuation. Using this methodology, the fair value of the preferred stock was estimated to be \$181.8 million.

In relative terms, a summary of the above valuation is as follows:

	Amount	Relative Fair Value
Fair value of preferred stock	\$ 181.8 million	93.0%
Fair value of warrants	\$ 13.7 million	7.0%
Total fair value	\$ 195.5 million	100.0%

Applying the relative value percentages of 93% for the preferred stock and 7% for the warrants to the total proceeds of \$250 million, the resulting valuation of the preferred stock and warrants at the date of issuance is as follows:

Proceeds allocated to Preferred Stock (\$250 million multiplied by 93%)	\$232.5 million
Proceeds allocated to Warrants (\$250 million multiplied by 7%)	\$17.5 million

For as long as any shares of Series B Preferred Stock are outstanding, the ability of the Company to declare or pay dividends or distributions on, or purchase, redeem or otherwise acquire for consideration, shares of its common stock or other securities, including trust preferred securities, will be subject to restrictions. The U.S. Treasury's consent is required for any increase in common dividends per share from the amount of the Company's semiannual cash dividend of \$0.18 per share, until the third anniversary of the purchase agreement with the U.S. Treasury unless prior to such third anniversary the Series B Preferred Stock is redeemed in whole or the U.S. Treasury has transferred all of the Series B Preferred Stock to third parties.

*Earnings per Share*

The following table shows the computation of basic and diluted earnings per share for the periods indicated:

	<b>For the Three Months Ended March 31,</b>	
	<b>2010</b>	2009
(In thousands, except per share data)		
Net income (loss)	<b>\$ 16,017</b>	\$ 6,358
Less: Preferred stock dividends and discount accretion	<b>4,943</b>	5,000
Net income applicable to common shares - Diluted	<b>(A) 11,074</b>	1,358

Average common shares outstanding	(B)	<b>25,942</b>	23,855
Effect of dilutive potential common shares		<b>1,139</b>	221
Weighted average common shares and effect of dilutive potential common shares	(C)	<b>27,081</b>	24,076
Net income per common share:			
Basic	(A/B)	<b>\$ 0.43</b>	\$ 0.06
Diluted	(A/C)	<b>\$ 0.41</b>	\$ 0.06

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Potentially dilutive common shares can result from stock options, restricted stock unit awards, stock warrants (including the warrants issued to the U.S. Treasury), the Company's convertible preferred stock and shares to be issued under the Employee Stock Purchase Plan and the Directors Deferred Fee and Stock Plan, being treated as if they had been either exercised or issued, computed by application of the treasury stock method. While potentially dilutive common shares are typically included in the computation of diluted earnings per share, potentially dilutive common shares are excluded from this computation in periods in which the effect would reduce the loss per share or increase the income per share. For diluted earnings per share, net income applicable to common shares can be affected by the conversion of the Company's convertible preferred stock. Where the effect of this conversion would reduce the loss per share or increase the income per share, net income applicable to common shares is adjusted by the associated preferred dividends.

**(18) Subsequent Events**

On April 23, 2010, the Company announced that two of its wholly-owned subsidiary banks, Northbrook Bank & Trust Company (Northbrook) and Wheaton Bank & Trust Company (Wheaton), in two FDIC-assisted transactions, had acquired certain assets and liabilities and the banking operations of Lincoln Park Savings Bank (Lincoln Park) and Wheatland Bank (Wheatland), respectively. Lincoln Park operates four locations in Chicago, Illinois. Wheatland has one location in Naperville, Illinois.

Northbrook assumed the outstanding deposits of Lincoln Park for a premium of approximately 0.4% and acquired approximately \$190 million of assets (subject to final adjustments) at a discount of approximately 10.7%. The acquired assets are subject to loss-sharing agreements with the FDIC, whereby Northbrook will share in losses and the FDIC will cover 80% of the losses of certain loans and foreclosed property at Lincoln Park.

Wheaton assumed the majority of the outstanding deposits of Wheatland for a premium of approximately 0.4% and acquired approximately \$380 million of assets (subject to final adjustments) at a discount of approximately 16.0%. The acquired assets are subject to loss-sharing agreements with the FDIC, whereby Wheaton will share in losses and the FDIC will cover 80% of the losses of certain loans and foreclosed property at Wheatland.

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

The following discussion and analysis of financial condition as of March 31, 2010, compared with December 31, 2009 and March 31, 2009, and the results of operations for the three month periods ended March 31, 2010 and 2009, should be read in conjunction with the unaudited consolidated financial statements and notes contained in this report. This discussion contains forward-looking statements that involve risks and uncertainties and, as such, future results could differ significantly from management's current expectations. See the last section of this discussion for further information on forward-looking statements.

**Introduction**

Wintrust is a financial holding company that provides traditional community banking services, primarily in the Chicago metropolitan area and southeastern Wisconsin, and operates other financing businesses on a national basis through several non-bank subsidiaries. Additionally, Wintrust offers a full array of wealth management services primarily to customers in the Chicago metropolitan area and southeastern Wisconsin.

**Overview**

***The Current Economic Environment***

Both the U.S. economy and the Company's local markets continue to face challenging conditions in 2010. The credit crisis that began in 2008 continues, resulting in high unemployment and depressed home values throughout the Chicago metropolitan area and southeastern Wisconsin. In addition, the low liquidity in the debt markets and high volatility in the equity markets impacted the entire financial system, including the financial markets upon which the Company depends. The stress of the existing economic environment and the depressed real estate valuations in the Company's markets continue to impact on our business in 2010. Defaults by borrowers and the decline in fair value of collateral resulted in the Company recording higher provisions for credit losses, higher net charge-offs, an increase in the Company's allowance for loan losses and the restructuring of certain borrower loan agreements in the first quarter of 2010 as compared to the first quarter of 2009. In response to these conditions, Management continues to monitor carefully the impact on the Company of illiquidity in the financial markets, the depressed values of real property and other assets, loan performance, default rates and other financial and macro-economic indicators in order to navigate the challenging economic environment. In particular:

The Company created a dedicated division in 2008, the Managed Assets Division, to focus on resolving problem asset situations. Comprised of experienced lenders, the Managed Assets Division takes control of managing the Company's more significant problem assets and also conducts ongoing reviews and evaluations of all significant problem assets, including the formulation of action plans and updates on recent developments.

The Company's provision for credit losses in the first quarter of 2010 totaled \$29.0 million, an increase of \$14.6 million when compared to the first quarter of 2009. Net charge-offs increased to \$26.8 million in the first quarter of 2010 (of which \$24.0 million related to commercial and commercial real estate loans), compared to only \$10.0 million for the same period in 2009 (of which \$7.7 million related to commercial and commercial real estate loans).

The Company increased its allowance for loan losses to \$102.4 million at March 31, 2010, reflecting an increase of \$28.1 million, or 38%, when compared to the same period in 2009. At March 31, 2010, approximately \$50.3 million, or 49%, of the allowance for loan losses was associated with commercial real estate loans and another \$28.4 million, or 28%, was associated with commercial loans.

During the first quarter of 2010, Wintrust had significant exposure to commercial real estate. At March 31, 2010, \$3.3 billion, or 37%, of our loan portfolio was commercial real estate, with more than 90% located in the greater Chicago metropolitan and southeastern Wisconsin market areas. The commercial real estate loan portfolio was comprised of \$760.1 million related to land, residential and commercial construction, \$489.1 million related to office buildings loans, \$456.7 million related to retail loans, \$455.2 million related to

industrial use loans, \$249.6 million related to multi-family loans and \$922.3 million related to mixed use and other use types. In analyzing the commercial real estate market, the Company does not rely upon the assessment of broad market statistical data, in large part because the Company's market area is diverse and covers many communities, each of which is impacted differently by economic forces affecting the Company's general market area. As such, the extent of the decline in real state valuations can vary meaningfully among the different types of commercial and other real estate loans made by the Company. The Company uses its multi-chartered structure and local management knowledge to analyze and manage the local market conditions at each of its banks. Despite these efforts, as of March 31, 2010, the Company had approximately \$83.6 million of non-performing commercial real estate loans representing approximately 3% of the total commercial real estate loan portfolio. \$62.6 million, or 2%, of the total non-

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performing commercial real estate loan portfolio related to the land, residential and commercial construction sector which remains under stress due to the significant oversupply of new homes in certain portions of our market area.

Total non-performing loans (loans on non-accrual status and loans more than 90 days past due and still accruing interest) were \$141.0 million (of which \$83.6 million, or 59%, was related to commercial real estate) at March 31, 2010, a decrease of \$34.9 million compared to March 31, 2009. Non-performing loans declined as a result of selling such loans to third parties, charging loans off or down to fair value, collections, and transfers to other real estate owned. These actions combined with the significant declines in real estate valuations increased net charge-offs and the aggregate other real estate owned balance and also resulted in the decline in level of non-performing loans.

The Company's other real estate owned increased by \$47.5 million, to \$89.0 million during the first quarter of 2010, from \$41.5 million at March 31, 2009. These changes were largely caused by the increase in properties acquired in foreclosure or received through a deed in lieu of foreclosure related to residential real estate development and commercial real estate loans. Specifically, the \$89.0 million of other real estate owned as of March 31, 2010 was comprised of \$34.4 million of residential real estate development property, \$45.1 million of commercial real estate property and \$9.5 million of residential real estate property.

During 2009, Management implemented a strategic effort to aggressively resolve problem loans through liquidation, rather than retention, of loans or real estate acquired as collateral through the foreclosure process. This strategic effort continued into the first quarter of 2010. Management believes that some financial institutions have taken a longer term view of problem loan situations, hoping to realize higher values on acquired collateral through extended marketing efforts or an improvement in market conditions. Management believes that the distressed macro-economic conditions would continue to exist in 2009 and 2010 and that the banking industry's increase in non-performing loans would eventually lead to many properties being sold by financial institutions, thus saturating the market and possibly driving fair values of non-performing loans and foreclosed collateral further downwards. Accordingly, the Company attempted to liquidate as many non-performing loans and assets as possible during 2009 and the first quarter of 2010. The impact of those decisions and actions included a decline in non-performing loans in the first quarter of 2010 from the same period in the prior year, an increase in the provision for credit losses and net charge-offs in the first quarter of 2010 compared to the first quarter of 2009, an increase in the overall level of the allowance for loan losses and an increase in other real estate owned as the Company acquired properties for ultimate sale through foreclosure or deeds in lieu of foreclosure. Management believes these actions will serve the Company well in the future as they protect the Company from further valuation deterioration and permit Management to spend less time on resolution of problem loans and more time on growing the Company's core business and the evaluation of other opportunities presented by this volatile economic environment. The Company's goal in 2009 was to finish the year in a position to take advantage of the opportunities that many times result from distressed credit markets—specifically, a dislocation of assets, banks and people in the overall market. The Company continues to take advantage of these opportunities in 2010.

In this regard, in March 2010, the Company issued through a public offering a total of 6,670,000 shares of its common stock at \$33.25 per share, including 870,000 shares issued at \$33.25 per share pursuant to an over-allotment option granted to the underwriters of the offering. Net proceeds to the Company totaled \$210.5 million.

Further, the level of loans past due 30 days or more and still accruing interest totaled \$158.6 million as of March 31 2010, increasing \$50.0 million compared to the balance of \$108.6 million as of December 31, 2009. Management is very cognizant of the volatility in and the fragile nature of the national and local economic conditions and that some borrowers can experience severe difficulties and default suddenly even if they have never previously been delinquent in loan payments. Accordingly, Management believes that the current economic conditions will continue to apply stress to the quality of the Company's loan portfolio. Accordingly, Management plans to continue to direct significant attention toward the prompt identification, management and resolution of problem loans.

During the first quarter of 2010, the Company restructured certain loans by providing economic concessions to borrowers to better align the terms of their loans with their current ability to pay. At March 31, 2010, approximately

\$69.4 million in loans had terms modified, with \$65.3 million of these modified loans in accruing status. These actions helped financially stressed borrowers maintain their homes or businesses and kept these loans in an accruing status for the Company. The Company considers restructuring loans when it appears that both the borrower and the Company can benefit and preserve a solid and sustainable relationship.

An acceleration or significantly extended continuation in real estate valuation and macroeconomic deterioration could result in higher default levels, a significant increase in foreclosure activity, a material decline in the value of the Company's assets, or any combination of more than one of these trends could have a material adverse effect on the Company's financial condition or results of operations.

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A positive result of the economic environment was that our mortgage banking operation benefited from the low interest rate environment during 2009. Beginning in late 2008 and continuing throughout 2009, demand for mortgage loans increased due to the fall in interest rates. The interest rate environment coupled with the acquisition of additional staff and infrastructure resulted in the higher levels of loan originations and loan sales in 2009. However, interest rates for residential mortgages are not as favorable for customers in the first quarter of 2010 as they were in 2009, which resulted in decreased demand for loan originations. The decrease in loan originations results in lower gains on sales of loans to the secondary market to be recorded by the Company. An increase in loss indemnification claims by purchasers of the Company's loans also caused mortgage banking revenues to be lower in the first quarter of 2010. Mortgages originated and sold totaled \$686.7 million in the first quarter of 2010 compared to \$1.2 billion in the first quarter of 2009. The Company's practice is generally not to retain long-term fixed rate mortgages on its balance sheet in order to mitigate interest rate risk and consequently sells most of such mortgages into the secondary market. Prior to its participation in the U.S. Treasury's Capital Purchase Program, the Company was well-capitalized and in 2009 and 2010, the Company's capital ratios exceeded the minimum levels required for it to be considered well-capitalized. The Company's participation in the CPP provided the Company with additional capital to expand its franchise through growth in loans and deposits.

In total, the Company increased its loan portfolio from \$7.8 billion at March 31, 2009 to \$9.1 billion at March 31, 2010. This increase was primarily as a result of the purchase of the life insurance premium finance portfolio which contributed to a \$1.1 billion increase in that loan portfolio. The Company continues to make new loans, including in the commercial and commercial real estate sector, where opportunities that meet our underwriting standards exist. The withdrawal of many banks in our area from active lending combined with our strong local relationships has presented us with opportunities to make new loans to well qualified borrowers who have been displaced from other institutions. For more information regarding changes in the Company's loan portfolio, see Financial Condition Interest Earning Assets and Note 6 (Loans) of the Financial Statements presented under Item 1 of this report.

Management considers the maintenance of adequate liquidity to be important to the management of risk. Accordingly, during 2009, the Company continued its practice of maintaining appropriate funding capacity to provide the Company with adequate liquidity for its ongoing operations. In this regard, the Company benefited from its strong deposit base, a liquid short-term investment portfolio and its access to funding from a variety of external funding sources, including exceptional sources provided or facilitated by the federal government for the benefit of U.S. financial institutions. Among such sources is the Federal Reserve Bank of New York's Term Asset-Backed Securities Loan Facility (the TALF). In September 2009 the Company securitized a portion of its property and casualty premium finance loan portfolio of \$600 million, which was facilitated by the premium finance loans being eligible collateral under the TALF.

The Company also benefited from its maintenance of fifteen separate banking charters, which allow the Company to offer its MaxSafe® product. Through the MaxSafe® product, the Company offers its customers the ability to maintain a depository account at each of the Company's banking charters and thus receive fifteen times the ordinary FDIC limit, with the Company attending to much of the administrative difficulties this would ordinarily require. While the FDIC insurance limit, formerly \$100,000 per depositor at each banking charter, has been raised by the FDIC to \$250,000 per depositor at each banking charter through calendar year 2013, the MaxSafe® product has allowed the Company to attract large amounts of high quality deposits as financial distress has affected a number of banking institutions. At March 31, 2010, the Company had over \$1 billion in overnight liquid funds and interest-bearing deposits with banks. Redeploying a portion of liquid assets into higher yielding assets while continuing to maintain adequate liquidity remains a key priority for 2010.

***Community Banking***

As of March 31, 2010, our community banking franchise consisted of 15 community banks (the banks) with 78 locations. Through these banks, we provide banking and financial services primarily to individuals, small to mid-sized businesses, local governmental units and institutional clients residing primarily in the banks' local service areas. These services include traditional deposit products such as demand, NOW, money market, savings and time deposit accounts, as well as a number of unique deposit products targeted to specific market segments. The banks also offer home equity, home mortgage, consumer, real estate and commercial loans, safe deposit facilities, ATMs, internet



banking and other innovative and traditional services specially tailored to meet the needs of customers in their market areas. Profitability of our community banking franchise is primarily driven by our net interest income and margin, our funding mix and related costs, the level of non-performing loans and other real estate owned, the amount of mortgage banking revenue and our history of establishing *de novo* banks.

*Net interest income and margin.* The primary source of our revenue is net interest income. Net interest income is the difference between interest income and fees on earning assets, such as loans and securities, and interest expense on liabilities to fund those assets, including deposits and other borrowings. Net interest income can change significantly from period to period based on general levels of interest rates, customer prepayment patterns, the mix of interest-earning assets and the mix of interest-bearing and non-interest bearing deposits and borrowings.

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*Funding mix and related costs.* Our most significant source of funding is core deposits, which are comprised of non-interest bearing deposits, non-brokered interest-bearing transaction accounts, savings deposits and domestic time deposits. Our branch network is our principal source of core deposits, which generally carry lower interest rates than wholesale funds of comparable maturities. Our profitability has been bolstered in recent quarters as fixed term certificates of deposit have been renewing at lower rates given the historically low interest rate levels in place recently.

*Level of non-performing loans and other real estate owned.* The level of non-performing loans and other real estate owned can significantly impact our profitability as these loans do not accrue any income, can be subject to charge-offs and write-downs due to deteriorating market conditions and generally result in additional legal and collections expenses. Given the current economic conditions, these costs, specifically problem loan expenses, have been trending higher in recent quarters.

*Mortgage banking revenue.* Our community banking franchise is also influenced by the level of fees generated by the origination of residential mortgages and the sale of such mortgages into the secondary market. This revenue is significantly impacted by the level of interest rates associated with home mortgages. Recently, such interest rates have been historically low and customer refinancing have been high, resulting in increased fee revenue. Additionally, in December 2008, we acquired certain assets and assumed certain liabilities of the mortgage banking business of Professional Mortgage Partners ( PMP ). As a result of the acquisition, we significantly increased the capacity of our mortgage-origination operations, primarily in the Chicago metropolitan market. The PMP transaction also changed the mix of our mortgage origination business in the Chicago market, resulting in a relatively greater portion of that business being retail, rather than wholesale, oriented. The primary risk of the PMP acquisition transaction relates to the integration of a significant number of locations and staff members into our existing mortgage operation during a period of increased mortgage refinancing activity. Costs in the mortgage business are variable as they primarily relate to commissions paid to originators.

*Establishment of de novo operations.* Our historical financial performance has been affected by costs associated with growing market share in deposits and loans, establishing and acquiring banks, opening new branch facilities and building an experienced management team. Our financial performance generally reflects the improved profitability of our banking subsidiaries as they mature, offset by the costs of establishing and acquiring banks and opening new branch facilities. From our experience, it generally takes over 13 months for new banks to achieve operational profitability depending on the number and timing of branch facilities added.

In determining the timing of the formation of *de novo* banks, the opening of additional branches of existing banks, and the acquisition of additional banks, we consider many factors, particularly our perceived ability to obtain an adequate return on our invested capital driven largely by the then existing cost of funds and lending margins, the general economic climate and the level of competition in a given market. We began to slow the rate of growth of new locations in 2007 due to tightening net interest margins on new business which, in the opinion of management, did not provide enough net interest spread to be able to garner a sufficient return on our invested capital. Since the second quarter of 2008, we have not established a new banking location either through a *de novo* opening or through an acquisition (other than FDIC-assisted transactions), due to the financial system crisis and recessionary economy and our decision to utilize our capital to support our existing franchise rather than deploy our capital for expansion through new locations which tend to operate at a loss in the early months of operation. Thus, while expansion activity during the past three years has been at a level below earlier periods in our history, we expect to resume *de novo* bank openings, formation of additional branches and acquisitions of additional banks when favorable market conditions return or particular expansion opportunities become available. On April 23, 2010, the Company announced that two of its wholly-owned subsidiary banks, Northbrook Bank & Trust Company and Wheaton Bank & Trust Company, in two FDIC-assisted transactions, had respectively acquired certain assets and liabilities and the banking operations of Lincoln Park Savings Bank and Wheatland Bank.

In addition to the factors considered above, before we engage in expansion through *de novo* branches or banks we must first make a determination that the expansion fulfills our objective of enhancing shareholder value through potential future earnings growth and enhancement of the overall franchise value of the Company. Generally, we believe that, in normal market conditions, expansion through *de novo* growth is a better long-term investment than

acquiring banks because the cost to bring a *de novo* location to profitability is generally substantially less than the premium paid for the acquisition of a healthy bank. Each opportunity to expand is unique from a cost and benefit perspective. Factors including the valuation of our stock, other economic market conditions, the size and scope of the particular expansion opportunity and competitive landscape all influence the decision to expand via *de novo* growth or through acquisition.

**Table of Contents*****Specialty Finance***

Through our specialty finance segment, we offer financing of insurance premiums for businesses and individuals; accounts receivable financing, value-added, out-sourced administrative services; and other specialty finance businesses. We conduct our specialty finance businesses through indirect non-bank subsidiaries. Our wholly owned subsidiary, First Insurance Funding Corporation ( FIFC ) engages in the premium finance receivables business, our most significant specialized lending niche, including commercial insurance premium finance and life insurance premium finance.

***Financing of Commercial Insurance Premiums***

FIFC originated approximately \$849.3 million in commercial insurance premium finance receivables in the first quarter of 2010. FIFC makes loans to businesses to finance the insurance premiums they pay on their commercial insurance policies. The loans are originated by FIFC working through independent medium and large insurance agents and brokers located throughout the United States. The insurance premiums financed are primarily for commercial customers' purchases of liability, property and casualty and other commercial insurance. This lending involves relatively rapid turnover of the loan portfolio and high volume of loan originations. Because of the indirect nature of this lending and because the borrowers are located nationwide, this segment may be more susceptible to third party fraud than relationship lending; however, management has established various control procedures to mitigate the risks associated with this lending. The majority of these loans are purchased by the banks in order to more fully utilize their lending capacity as these loans generally provide the banks with higher yields than alternative investments.

Historically, FIFC originations that were not purchased by the banks were sold to unrelated third parties with servicing retained. However, during the third quarter of 2009, FIFC initially sold \$695 million in commercial premium finance receivables to our indirect subsidiary, FIFC Premium Funding I, LLC, which in turn sold \$600 million in aggregate principal amount of notes backed by such premium finance receivables in a securitization transaction sponsored by FIFC. Subsequent to December 31, 2009, this securitization transaction is accounted for as a secured borrowing and the securitization entity is treated as a consolidated subsidiary of the Company. Accordingly, beginning on January 1, 2010, all of the assets and liabilities of the securitization entity are included directly on the Company's Consolidated Statement of Condition.

The primary driver of profitability related to the financing of commercial insurance premiums is the net interest spread that FIFC can produce between the yields on the loans generated and the cost of funds allocated to the business unit. The commercial insurance premium finance business is a competitive industry and yields on loans are influenced by the market rates offered by our competitors. We fund these loans either through the securitization facility described above or through our deposits, the cost of which is influenced by competitors in the retail banking markets in the Chicago and Milwaukee metropolitan areas.

***Financing of Life Insurance Premiums***

In 2007, FIFC began financing life insurance policy premiums generally for high net-worth individuals. FIFC originated approximately \$71.3 million in life insurance premium finance receivables in the first quarter of 2010. These loans are originated directly with the borrowers with assistance from life insurance carriers, independent insurance agents, financial advisors and legal counsel. The life insurance policy is the primary form of collateral. In addition, these loans often are secured with a letter of credit, marketable securities or certificates of deposit. In some cases, FIFC may make a loan that has a partially unsecured position. In July 2009, FIFC expanded this niche lending business segment when it purchased a portfolio of domestic life insurance premium finance loans for an aggregate purchase price of \$685.3 million. Also, as part of the purchase, an aggregate of \$84.4 million of additional life insurance premium finance assets were available for future purchase by FIFC subject to the satisfaction of certain conditions. On October 2, 2009, the conditions were satisfied in relation to the majority of the additional life insurance premium finance assets and FIFC purchased \$83.4 million of the \$84.4 million of life insurance premium finance assets available for an aggregate purchase price of \$60.5 million in cash.

As with the commercial premium finance business, the primary driver of profitability related to the financing of life insurance premiums is the net interest spread that FIFC can produce between the yields on the loans generated and the cost of funds allocated to the business unit.

Profitability of financing both commercial and life insurance premiums is also meaningfully impacted by leveraging information technology systems, maintaining operational efficiency and increasing average loan size, each of which allows us to expand our loan volume without significant capital investment.

***Wealth Management Activities***

We currently offer a full range of wealth management services through three separate subsidiaries, including trust and investment services, asset management and securities brokerage services, marketed primarily under the Wayne Hummer name.

The primary influences on the profitability of the wealth management business can be associated with the level of commission received related to the trading performed by the brokerage customers for their accounts and the amount of assets under management for which asset management and trust units receive a management fee for advisory, administrative and custodial services. As such, revenues are influenced by a rise or fall in the debt and equity markets and the resultant increase or decrease in the value of our client accounts on which our fees are based. The commissions received by the brokerage unit are not as directly influenced by the

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directionality of the debt and equity markets but rather the desire of our customers to engage in trading based on their particular situations and outlooks of the market or particular stocks and bonds. Profitability in the brokerage business is impacted by commissions which fluctuate over time.

***Federal Government, Federal Reserve and FDIC Programs***

Since October of 2008, the federal government, the Federal Reserve Bank of New York (the New York Fed ) and the FDIC have made a number of programs available to banks and other financial institutions in an effort to ensure a well-functioning U.S. financial system. We participate in three of these programs: the CPP, administered by the Treasury, TALF, created by the New York Fed, and the Temporary Liquidity Guarantee Program ( TLGP ), created by the FDIC.

*Participation in Capital Purchase Program.* In October 2008, the Treasury announced that it intended to use a portion of the initial funds allocated to it pursuant to the Troubled Asset Relief Program ( TARP ), created by the Emergency Economic Stabilization Act of 2008, to invest directly in financial institutions through the newly-created CPP. At that time, U.S. Treasury Secretary Henry Paulson stated that the program was designed to attract broad participation by healthy institutions which have plenty of capital to get through this period, but are not positioned to lend as widely as is necessary to support our economy. Our management believed at the time of the CPP investment, as it does now, that Treasury's CPP investment was not necessary for the Company's short or long-term health. However, the CPP investment presented an opportunity for us. By providing us with a significant source of relatively inexpensive capital, the Treasury's CPP investment allows us to accelerate our growth cycle and expand lending.

Consequently, we applied for CPP funds and our application was accepted by Treasury. As a result, on December 19, 2008, we entered into an agreement with the U.S. Department of the Treasury to participate in Treasury's CPP, pursuant to which we issued and sold preferred stock and a warrant to Treasury in exchange for aggregate consideration of \$250 million (the CPP investment ). As a result of the CPP investment, our total risk based capital ratio as of December 31, 2008 increased from 10.3% to 13.1%. To be considered well capitalized, we must maintain a total risk-based capital ratio in excess of 10%. The terms of our agreement with Treasury impose significant restrictions upon us, including increased scrutiny by Treasury, banking regulators and Congress, additional corporate governance requirements, restrictions upon our ability to repurchase stock and pay dividends and, as a result of increasingly stringent regulations issued by Treasury following the closing of the CPP investment, significant restrictions upon executive compensation. Pursuant to the terms of the agreement between Treasury and us, Treasury is permitted to amend the agreement unilaterally in order to comply with any changes in applicable federal statutes. The CPP investment provided the Company with additional capital resources which in turn permitted the expansion of the flow of credit to U.S. consumers and businesses beyond what we would have done without the CPP funding. The capital itself is not loaned to our borrowers but represents additional shareholders' equity that has been leveraged by the Company to permit it to provide new loans to qualified borrowers and raise deposits to fund the additional lending without incurring excessive risk.

Due to the combination of our prior decisions in appropriately managing our risks, the capital support provided from the August 2008 private issuance of \$50 million of convertible preferred stock and the March 2010 common stock issuance of \$211 million, as well as the additional capital support from the CPP, we have been able to take advantage of opportunities when they have arisen and our banks continue to be active lenders within their communities. Without the additional funds from the CPP, our prudent management philosophy and strict underwriting standards likely would have required us to continue to restrain lending due to the need to preserve capital during these uncertain economic conditions.

For additional information on the terms of the preferred stock and the warrant, see Note 17 of the Consolidated Financial Statements.

*TALF-Eligible Issuance.* In September 2009, our indirect subsidiary, FIFC Premium Funding I, LLC, sold \$600 million in aggregate principal amount of its Series 2009-A Premium Finance Asset Backed Notes, Class A (the Notes ), which were issued in a securitization transaction sponsored by FIFC. FIFC Premium Funding I, LLC's obligations under the Notes are secured by revolving loans made to buyers of property and casualty insurance policies to finance the related premiums payable by the buyers to the insurance companies for the policies. At the time of issuance, the Notes were eligible collateral under TALF and certain investors therefore received non-recourse funding

from the New York Fed in order to purchase the Notes. As a result, FIFC believes it received greater proceeds at lower interest rates from the securitization than it otherwise would have received in non-TALF-eligible transactions. As a result, if TALF is not renewed or is allowed to expire, it is possible that funding our growth will be more costly if we pursue similar transactions in the future. However, as is true in the case of the CPP investment, management views the TALF-eligible securitization as a funding mechanism offering us the ability to accelerate our growth plan, rather than one essential to the maintenance of our well capitalized status.

*TLGP Guarantee.* In November 2008, the FDIC adopted a final rule establishing the TLGP. The TLGP provided two limited guarantee programs: One, the Debt Guarantee Program, that guaranteed newly-issued senior unsecured debt, and another, the Transaction Account Guarantee program ( TAG ) that guaranteed certain non-interest-bearing transaction accounts at insured depository institutions. All insured depository institutions that offer non-interest-bearing transaction accounts had the option to participate in either program. We did not participate in the Debt Guarantee Program. In December 2008, each of our subsidiary banks

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elected to participate in the TAG, which provides unlimited FDIC insurance coverage for the entire account balance in exchange for an additional insurance premium to be paid by the depository institution for accounts with balances in excess of the current FDIC insurance limit of \$250,000. This additional insurance coverage would continue through December 31, 2009. In October 2009, the FDIC notified depository institutions that it was extending the TAG program for an additional six months until June 30, 2010 at the option of participating banks. Our subsidiary banks have determined that it is in their best interest to continue participation in the TAG program and have opted to participate for the additional six-month period.

***Acquisition of the Life Insurance Premium Finance Business******Overview***

As previously described, on July 28, 2009 our subsidiary FIFC purchased the majority of the U.S. life insurance premium finance assets of subsidiaries of American International Group, Inc. Life insurance premium finance loans are generally used for estate planning purposes of high net worth borrowers, and, as described below, are collateralized by life insurance policies and their related cash surrender value and are often additionally secured by letters of credit, annuities, cash and marketable securities. Based upon an analysis of the payment patterns of the acquired life insurance premium finance loans over a seven year period, the Company believes that the average expected life of such loans is 5 to 7 years.

***Credit Risk***

The Company believes that its life insurance premium finance loans tend to have a lower level of risk and delinquency than the Company's commercial and residential real estate loans because of the nature of the collateral. The life insurance policy is the primary form of collateral. If cash surrender value is not sufficient, then letters of credit, marketable securities or certificates of deposit are used to provide additional security. Since the collateral is highly liquid and generally has a value in excess of the loan amount, any defaults or delinquencies are generally cured relatively quickly by the borrower or the collateral is generally liquidated in an expeditious manner to satisfy the loan obligation. Greater than 95% of loans are fully secured. However, less than 5% of the loans are partially unsecured and in those cases, a greater risk exists for default. No loans are originated on a fully unsecured basis.

***Fair Market Valuation at Date of Purchase and Allowance for Loan Losses***

ASC 805 requires acquired loans to be recorded at fair market value. The application of ASC 805 requires incorporation of credit related factors directly into the fair value of the loans recorded at the acquisition date, thereby eliminating separate recognition of the acquired allowance for loan losses on the acquirer's balance sheet. Accordingly, the Company established a credit discount for each loan as part of the determination of the fair market value of such loan in accordance with those accounting principles at the date of acquisition. See Note 6 of the Financial Statements presented under Item 1 of this report for a detailed roll-forward of the aggregate credit discounts established and any activity associated with balances since the dates of acquisition. Any adverse changes in the deemed collectible nature of a loan would subsequently be provided through a charge to the income statement through a provision for credit losses and a corresponding establishment of an allowance for loan losses. The allowance for loan losses associated with this portfolio of loans was \$607,000 at March 31, 2010. This allowance represents deterioration to the portfolio subsequent to acquisition.



**Table of Contents****RESULTS OF OPERATIONS****Earnings Summary**

The Company's key operating measures for 2010, as compared to the same period last year, are shown below:

	<b>Three Months Ended March 31, 2010</b>	Three Months Ended March 31, 2009	Percentage (%) or Basis Point (bp) Change
(Dollars in thousands, except per share data)			
Net income	<b>\$ 16,017</b>	\$ 6,358	152%
Net income per common share Diluted	<b>0.41</b>	0.06	583
Net revenue <sup>(1)</sup>	<b>138,472</b>	101,209	37
Net interest income	<b>95,865</b>	64,782	48
Net interest margin <sup>(2)</sup>	<b>3.38%</b>	2.71%	67bp
Net overhead ratio <sup>(3)</sup>	<b>1.33</b>	1.53	(20)
Efficiency ratio <sup>(2) (4)</sup>	<b>60.59</b>	74.10	(1,351)
Return on average assets	<b>0.52</b>	0.24	28
Return on average common equity	<b>4.93</b>	0.71	422
<b>At end of period</b>			
Total assets	<b>\$12,839,978</b>	\$10,818,941	19%
Total loans, net of unearned income	<b>9,070,562</b>	7,841,447	16
Total loans, including loans held-for-sale	<b>9,226,611</b>	8,060,154	14
Total deposits	<b>9,724,870</b>	8,625,977	13
Junior subordinated debentures	<b>249,493</b>	249,502	
Total shareholders' equity	<b>1,364,832</b>	1,063,227	28
Book value per common share	<b>34.76</b>	32.64	6
Market price per common share	<b>37.21</b>	12.30	203
Allowance for credit losses to total loans <sup>(5)</sup>	<b>1.17%</b>	0.97%	20bp
Total credit reserves to total loans <sup>(6)</sup>	<b>1.54%</b>	0.97%	57
Non-performing loans to total loans	<b>1.55</b>	2.24	(69)

(1) *Net revenue is net interest income plus non-interest income.*

(2) *See following section titled, Supplemental Financial Measures/Ratios for additional information on this performance*

*measure/ratio.*

- (3) *The net overhead ratio is calculated by netting total non-interest expense and total non-interest income, annualizing this amount, and dividing by that period's total average assets. A lower ratio indicates a higher degree of efficiency.*
- (4) *The efficiency ratio is calculated by dividing total non-interest expense by tax-equivalent net revenue (less securities gains or losses). A lower ratio indicates more efficient revenue generation.*
- (5) *The allowance for credit losses includes both the allowance for loan losses and the allowance for lending-related commitments.*
- (6) *The sum of allowance for credit losses and credit discounts on purchased life insurance premium finance loans divided by total loans*

*outstanding plus  
the credit  
discounts on  
purchased life  
insurance  
premium finance  
loans.*

Certain returns, yields, performance ratios, and quarterly growth rates are annualized in this presentation and throughout this report to represent an annual time period. This is done for analytical purposes to better discern for decision-making purposes underlying performance trends when compared to full-year or year-over-year amounts. For example, balance sheet growth rates are most often expressed in terms of an annual rate. As such, 5% growth during a quarter would represent an annualized growth rate of 20%.

**Table of Contents****Supplemental Financial Measures/Ratios**

The accounting and reporting policies of Wintrust conform to generally accepted accounting principles ( GAAP ) in the United States and prevailing practices in the banking industry. However, certain non-GAAP performance measures and ratios are used by management to evaluate and measure the Company s performance. These include taxable-equivalent net interest income (including its individual components), net interest margin (including its individual components) and the efficiency ratio. Management believes that these measures and ratios provide users of the Company s financial information with a more meaningful view of the performance of interest-earning assets and interest-bearing liabilities and of the Company s operating efficiency. Other financial holding companies may define or calculate these measures and ratios differently.

Management reviews yields on certain asset categories and the net interest margin of the Company and its banking subsidiaries on a fully taxable-equivalent ( FTE ) basis. In this non-GAAP presentation, net interest income is adjusted to reflect tax-exempt interest income on an equivalent before-tax basis. This measure ensures comparability of net interest income arising from both taxable and tax-exempt sources. Net interest income on a FTE basis is also used in the calculation of the Company s efficiency ratio. The efficiency ratio, which is calculated by dividing non-interest expense by total taxable-equivalent net revenue (less securities gains or losses), measures how much it costs to produce one dollar of revenue. Securities gains or losses are excluded from this calculation to better match revenue from daily operations to operational expenses.

A reconciliation of certain non-GAAP performance measures and ratios used by the Company to evaluate and measure the Company s performance to the most directly comparable GAAP financial measures is shown below:

	<b>Three Months Ended March 31,</b>	
	<b>2010</b>	2009
(Dollars in thousands)		
<b>(A) Interest income (GAAP)</b>	<b>\$ 142,496</b>	\$ 122,079
Taxable-equivalent adjustment:		
Loans	<b>80</b>	158
Liquidity management assets	<b>361</b>	451
Other earning assets	<b>5</b>	11
Interest income FTE	<b>\$ 142,942</b>	\$ 122,699
<b>(B) Interest expense (GAAP)</b>	<b>46,631</b>	57,297
Net interest income FTE	<b>\$ 96,311</b>	\$ 65,402
<b>(C) Net interest income (GAAP) (A minus B)</b>	<b>\$ 95,865</b>	\$ 64,782
<b>(D) Net interest margin (GAAP)</b>	<b>3.36%</b>	2.68%
Net interest margin FTE	<b>3.38%</b>	2.71%
<b>(E) Efficiency ratio (GAAP)</b>	<b>60.79%</b>	74.54%
Efficiency ratio FTE	<b>60.59%</b>	74.10%

**Critical Accounting Policies**

The Company s Consolidated Financial Statements are prepared in accordance with generally accepted accounting principles in the United States and prevailing practices of the banking industry. Application of these principles requires management to make estimates, assumptions, and judgments that affect the amounts reported in the financial statements and accompanying notes. Certain policies and accounting principles inherently have a greater reliance on the use of estimates, assumptions and judgments, and as such have a greater possibility that changes in those estimates and assumptions could produce financial results that are materially different than originally reported. Estimates, assumptions and judgments are necessary when assets and liabilities are required to be recorded at fair value, when a decline in the value of an asset not carried on the financial statements at fair value warrants an impairment write-down

or valuation reserve to be established, or when an asset or liability needs to be recorded contingent upon a future event, are based on information available as of the date of the financial statements; accordingly, as information changes, the financial statements could reflect different estimates and assumptions. Management views critical accounting policies to be those which are highly dependent on subjective or complex judgments, estimates and assumptions, and where changes in those estimates and assumptions could have a significant impact on the financial statements. Management currently views critical accounting policies to include the determination of the allowance for loan losses and the allowance for losses on lending-related commitments, estimations of fair value, the valuations required for impairment testing of goodwill, the valuation and accounting for derivative instruments and income taxes as the accounting areas that require the most subjective and complex judgments, and as such could be most subject to revision as new information becomes available. For a more detailed discussion on these critical accounting policies, see [Summary of Critical Accounting Policies](#) beginning on page 39 of the Company's 2009 Form 10-K.

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**Net Income**

Net income for the quarter ended March 31, 2010 totaled \$16.0 million, an increase of \$9.7 million, or 152%, compared to the first quarter of 2009, and a decrease of approximately \$12.2 million, or 43%, compared to the fourth quarter of 2009. On a per share basis, net income for the first quarter of 2010 totaled \$0.41 per diluted common share, an increase of \$0.35 per share as compared to the 2009 first quarter total of \$0.06 per diluted common share. Compared to the fourth quarter of 2009, net income per diluted share in the first quarter of 2010 decreased \$0.49, or 54%.

The most significant factors affecting net income for the first quarter of 2010 as compared to the same period in the prior year include an increase in net interest income and a gain on bargain purchase as a result of the acquisition of the life insurance premium finance portfolio offset by an increase in the provision for credit losses and lower mortgage banking revenues. Additionally, as a result of the Company's issuance of 6.67 million common shares for net proceeds of \$210.5 million and favorable market pricing in the Company's shares in the first quarter of 2010, average common shares and dilutive common shares increased by approximately three million shares, or 12%, compared to the same period in 2009. The return on average equity for the first quarter of 2010 was 4.93%, compared to 0.71% for the prior year first quarter and 10.97% for the fourth quarter of 2009.

**Table of Contents****Net Interest Income**

Net interest income, which represents the difference between interest income and fees on earning assets and interest expense on deposits and borrowings, is the major source of earnings for the Company. Interest rate fluctuations and the volume and mix of interest-earning assets and interest-bearing liabilities impact net interest income. Net interest margin represents tax-equivalent net interest income as a percentage of the average earning assets during the period. The following table presents a summary of the Company's net interest income and related net interest margins, calculated on a fully taxable equivalent basis, for the first quarter of 2010 as compared to the first quarter of 2009:

(Dollars in thousands)	For the Three Months Ended March 31, 2010			For the Three Months Ended March 31, 2009		
	Average	Interest	Rate	Average	Interest	Rate
Liquidity management assets <sup>(1) (2) (7)</sup>	\$ 2,384,122	\$ 13,155	2.24%	\$ 1,839,161	\$ 15,499	3.42%
Other earning assets <sup>(2) (3) (7)</sup>	26,269	164	2.53	22,128	155	2.85
Loans, net of unearned income <sup>(2) (4) (7)</sup>	9,150,078	129,623	5.75	7,924,849	107,045	5.48
Total earning assets <sup>(7)</sup>	\$ 11,560,469	\$ 142,942	5.01%	\$ 9,786,138	\$ 122,699	5.08%
Allowance for loan losses	(107,257)			(72,044)		
Cash and due from banks	113,514			107,550		
Other assets	1,024,091			903,322		
Total assets	\$ 12,590,817			\$ 10,724,966		
Interest-bearing deposits	\$ 8,818,012	\$ 33,212	1.53%	\$ 7,747,879	\$ 45,953	2.41%
Federal Home Loan Bank advances	429,195	4,346	4.11	435,982	4,453	4.14
Notes payable and other borrowings	225,919	1,462	2.63	301,894	1,870	2.51
Secured borrowings owed to securitization investors	600,000	2,995	2.02			
Subordinated notes	60,000	241	1.60	70,000	580	3.31
Junior subordinated debentures	249,493	4,375	7.01	249,506	4,441	7.12
Total interest-bearing liabilities	\$ 10,382,619	\$ 46,631	1.82%	\$ 8,805,261	\$ 57,297	2.64%
Non-interest bearing deposits	858,875			733,911		
Other liabilities	153,132			124,140		
Equity	1,196,191			1,061,654		
Total liabilities and shareholders' equity	\$ 12,590,817			\$ 10,724,966		
Interest rate spread <sup>(5) (7)</sup>			3.19%			2.44%
Net free funds/contribution <sup>(6)</sup>	\$ 1,177,850		0.19	\$ 980,877		0.27
Net interest income/Net interest margin <sup>(7)</sup>		\$ 96,311	3.38%		\$ 65,402	2.71%

(1) Liquidity  
management

*assets include available-for-sale securities, interest earning deposits with banks, federal funds sold and securities purchased under resale agreements.*

- (2) *Interest income on tax-advantaged loans, trading account securities and securities reflects a tax-equivalent adjustment based on a marginal federal corporate tax rate of 35%. The total adjustments for the three months ended March 31, 2010 and 2009 were \$446,000 and \$620,000 respectively.*
- (3) *Other earning assets include brokerage customer receivables and trading account securities.*
- (4) *Loans, net of unearned income, include loans held-for-sale and non-accrual loans.*
- (5) *Interest rate spread is the difference between the yield earned on earning assets and the rate paid on*



*interest-bearing liabilities.*

(6) *Net free funds are the difference between total average earning assets and total average interest-bearing liabilities. The estimated contribution to net interest margin from net free funds is calculated using the rate paid for total interest-bearing liabilities.*

(7) *See Supplemental Financial Measures/Ratios for additional information on this performance measure/ratio.*

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*Quarter Ended March 31, 2010 compared to the Quarter Ended March 31, 2009*

Tax-equivalent net interest income for the quarter ended March 31, 2010 totaled \$96.3 million, an increase of \$30.9 million, or 47%, as compared to the \$65.4 million recorded in the same quarter of 2009. For the first quarter of 2010, the net interest margin was 3.38%, up 67 basis points when compared to the net interest margin of 2.71% in the same quarter of 2009.

The higher level of net interest income recorded in the first quarter of 2010 compared to the first quarter of 2009 was primarily attributable to the impact of the acquisition of the life insurance premium finance assets in the second half of 2009 and lower retail deposit costs. Approximately \$1.1 billion of the increase in average total loans is attributable to life insurance premium finance loans including those purchased in the transaction or originated by the Company.

In the first quarter of 2010, the yield on earning assets decreased seven basis points and the rate on interest-bearing liabilities decreased 82 basis points compared to the first quarter of 2009. Retail deposit re-pricing opportunities over the past 12 months, due to a sustained low interest rate environment and more stable financial markets, contributed to the majority of this decreased cost. The rate paid on interest-bearing deposits decreased 88 basis points when compared to the first quarter of 2009.

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The following table presents a summary of the Company's net interest income and related net interest margins, calculated on a fully taxable equivalent basis, for the first quarter of 2010 as compared to the fourth quarter of 2009 (sequential quarters):

(Dollars in thousands)	For the Three Months Ended March 31, 2010			For the Three Months Ended December 31, 2009		
	Average	Interest	Rate	Average	Interest	Rate
Liquidity management assets <sup>(1) (2) (7)</sup>	\$ 2,384,122	\$ 13,155	2.24%	\$ 2,569,584	\$ 14,932	2.31%
Other earning assets <sup>(2) (3) (7)</sup>	26,269	164	2.53	26,167	171	2.59
Loans, net of unearned income <sup>(2) (4) (7)</sup>	9,150,078	129,623	5.75	8,604,006	122,240	5.64
Total earning assets <sup>(7)</sup>	\$ 11,560,469	\$ 142,942	5.01%	\$ 11,199,757	\$ 137,343	4.87%
Allowance for loan losses	(107,257)			(97,269)		
Cash and due from banks	113,514			124,219		
Other assets	1,024,091			962,389		
Total assets	\$ 12,590,817			\$ 12,189,096		
Interest-bearing deposits	\$ 8,818,012	\$ 33,212	1.53%	\$ 9,016,863	\$ 38,998	1.72%
Federal Home Loan Bank advances	429,195	4,346	4.11	432,028	4,510	4.14
Notes payable and other borrowings	225,919	1,462	2.63	234,754	1,663	2.81
Secured borrowings owed to securitization investors	600,000	2,995	2.02			
Subordinated notes	60,000	241	1.60	63,261	286	1.77
Junior subordinated debentures	249,493	4,375	7.01	249,493	4,438	6.96
Total interest-bearing liabilities	\$ 10,382,619	\$ 46,631	1.82%	\$ 9,996,399	\$ 49,895	1.98%
Non-interest bearing deposits	858,875			886,988		
Other liabilities	153,132			179,115		
Equity	1,196,191			1,126,594		
Total liabilities and shareholders' equity	\$ 12,590,817			\$ 12,189,096		
Interest rate spread <sup>(5) (7)</sup>			3.19%			2.89%
Net free funds/contribution <sup>(6)</sup>	\$ 1,177,850		0.19	\$ 1,203,358		0.21
Net interest income/Net interest margin <sup>(7)</sup>		\$ 96,311	3.38%		\$ 87,448	3.10%

(1) Liquidity management assets include available-for-sale securities, interest earning deposits with banks, federal funds sold and

*securities  
purchased under  
resale agreements.*

- (2) *Interest income on tax-advantaged loans, trading account securities and securities reflects a tax-equivalent adjustment based on a marginal federal corporate tax rate of 35%. The total adjustments for the three months ended March 31, 2010 was \$446,000 and for the three months ended December 31, 2009 was \$513,000.*
- (3) *Other earning assets include brokerage customer receivables and trading account securities.*
- (4) *Loans, net of unearned income, include loans held-for-sale and non-accrual loans.*
- (5) *Interest rate spread is the difference between the yield earned on earning assets and the rate paid on interest-bearing liabilities.*

- (6) *Net free funds are the difference between total average earning assets and total average interest-bearing liabilities. The estimated contribution to net interest margin from net free funds is calculated using the rate paid for total interest-bearing liabilities.*
- (7) *See Supplemental Financial Measures/Ratios for additional information on this performance measure/ratio.*

**Table of Contents***Quarter Ended March 31, 2010 compared to the Quarter Ended December 31, 2009*

Tax-equivalent net interest income for the quarter ended March 31, 2010 totaled \$96.3 million, an increase of \$8.9 million, or 10%, as compared to the \$87.4 million recorded in the fourth quarter of 2009. For the first quarter of 2010, the net interest margin was 3.38%, up 28 basis points when compared to the 3.10% recorded in the fourth quarter of 2009.

Approximately \$6.6 million of the \$8.9 million increase in net interest income recorded in the first quarter of 2010 compared to the fourth quarter of 2009 was attributable to the impact of the loan securitization being reflected on the Company's balance sheet beginning January 1, 2010. The remaining \$2.3 million of the increase in net interest income can be primarily attributed to lower retail deposit costs.

In the first quarter of 2010, the yield on loans increased 11 basis points (five basis points excluding the impact of the loan securitization) and the rate on interest-bearing deposits decreased 19 basis points compared to the fourth quarter of 2009. Management believes opportunities continue for increasing credit spreads in commercial and commercial real estate loan portfolios and for lower rates from the re-pricing of maturing retail certificates of deposits, both of which should contribute to net interest margin expansion during the remainder of 2010. Additionally, opportunities exist for further net interest margin expansion if the Company can re-deploy low yielding liquidity management assets into higher yielding outstanding loan balances.

*Analysis of Changes in Tax-equivalent Net Interest Income*

The following table presents an analysis of the changes in the Company's tax-equivalent net interest income comparing the three-month periods ended March 31, 2010 and March 31, 2009, and the three-month periods ended March 31, 2010 and December 31, 2009. The reconciliations set forth the changes in the tax-equivalent net interest income as a result of changes in volumes, changes in rates and differing number of days in each period:

	First Quarter of 2010 Compared to First Quarter of 2009	First Quarter of 2010 Compared to Fourth Quarter of 2009
(Dollars in thousands)		
Tax-equivalent net interest income for comparative period	\$ 65,402	\$ 87,448
Change due to mix and growth of earning assets and interest-bearing liabilities (volume)	10,647	2,168
Change due to interest rate fluctuations (rate)	20,262	8,638
Change due to number of days in each period		(1,943)
<b>Tax-equivalent net interest income for the period ended March 31, 2010</b>	<b>\$ 96,311</b>	<b>\$ 96,311</b>

**Table of Contents****Non-interest Income**

For the first quarter of 2010, non-interest income totaled \$42.6 million, an increase of \$6.2 million, or 17%, compared to the first quarter of 2009. The increase was primarily attributable to the bargain purchase gain related to the life insurance premium finance loan acquisition and higher wealth management revenues, partially offset by a decrease in mortgage banking revenue and trading income.

The following table presents non-interest income by category for the periods presented:

(Dollars in thousands)	Three Months Ended		\$	%
	2010	2009		
		March 31,	Change	Change
Brokerage	\$ 5,554	\$ 3,819	1,735	45
Trust and asset management	3,113	2,107	1,006	48
Total wealth management	8,667	5,926	2,741	46
Mortgage banking	9,727	16,232	(6,505)	(40)
Service charges on deposit accounts	3,332	2,970	362	12
Gain on sales of premium finance receivables		322	(322)	(100)
Gains (losses) on available-for-sale securities, net	392	(2,038)	2,430	(119)
Gain on bargain purchase	10,894		10,894	NM
Trading income	5,973	8,744	(2,771)	(32)
Other:				
Fees from covered call options	289	1,998	(1,709)	(86)
Bank Owned Life Insurance	623	286	337	118
Administrative services	582	482	100	21
Miscellaneous	2,128	1,505	623	41
Total other	3,622	4,271	(649)	(15)
Total non-interest income	\$ 42,607	\$ 36,427	6,180	17

Wealth management revenue is comprised of the trust and asset management revenue of Wayne Hummer Trust Company and the asset management fees, brokerage commissions, trading commissions and insurance product commissions at Wayne Hummer Investments and Wayne Hummer Asset Management Company. Wealth management revenue totaled \$8.7 million in the first quarter of 2010 and \$5.9 million in the first quarter of 2009. Increased asset valuations due to equity market improvements have helped revenue growth from trust and asset management activities. Additionally, the improvement in the equity markets overall have lead to the increase of the brokerage component of wealth management revenue as customer trading activity has increased.

Mortgage banking revenue includes revenue from activities related to originating, selling and servicing residential real estate loans for the secondary market. For the quarter ended March 31, 2010, this revenue source totaled \$9.7 million, a decrease of \$6.5 million when compared to the first quarter of 2009. Mortgages originated and sold totaled \$687 million in the first quarter of 2010 compared to \$953 million in the fourth quarter of 2009 and \$1.2 billion in the first quarter of 2009. The decrease in mortgage banking revenue resulted primarily from a decrease in loan originations and an increase in loss indemnification claims by purchasers of the Company's loans. Quickly falling mortgage interest rates at the end of 2008 spurred refinancing activity during the first half of 2009. Interest rates for residential mortgage loans are not as favorable for customers in the first quarter of 2010 as they were in 2009 resulting in decreased demand for loan originations. The decrease in loan originations directly causes lower gains on sales of loans to the secondary market to be recorded by the Company. In addition, the Company enters into residential

mortgage loan sale agreements with investors in the normal course of business. On occasion, investors have requested the Company to indemnify them against losses on certain loans or to repurchase loans which the investors believe do not comply with applicable representations. The increase in the velocity of loss indemnification has negatively impacted mortgage banking revenue as additional recourse expense was recorded over the past two quarters. This liability on loans expected to be repurchased from loans sold to investors is based on trends in repurchase and indemnification requests, actual loss experience, known and inherent risks in the loans, and current economic conditions.



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A summary of the mortgage banking revenue components is shown below:

**Mortgage banking revenue**

(Dollars in thousands)	<b>For the Three Months Ended</b>		
	<b>March 31, 2010</b>	<b>December 31, 2009</b>	<b>March 31, 2009</b>
<b>Mortgage loans originated and sold</b>	<b>\$ 686,679</b>	\$ 952,624	\$ 1,245,129
<b>Mortgage loans serviced</b>	<b>\$ 750,413</b>	\$ 738,372	\$ 608,592
<b>Fair value of mortgage servicing rights (MSRs)</b>	<b>\$ 6,602</b>	\$ 6,745	\$ 4,163
<b>MSRs as a percentage of loans serviced</b>	<b>0.88%</b>	0.91%	0.68%
Gain on sales of loans	<b>\$ 13,478</b>	\$ 18,067	\$ 19,403
Derivative/Fair value, net	<b>239</b>	101	(710)
Mortgage servicing rights	<b>(538)</b>	26	(1,659)
Recourse obligation on loans sold	<b>(3,452)</b>	(1,699)	(802)
<b>Total mortgage banking revenue</b>	<b>\$ 9,727</b>	\$ 16,495	\$ 16,232

<b>Gain on sales of loans as a percentage of loans sold</b>	<b>1.96%</b>	1.89%	1.56%
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All mortgage loan servicing by the Company is performed by four of its subsidiary banks. All loans originated and sold into the secondary market by its mortgage subsidiary, Wintrust Mortgage Company, have been sold with mortgage servicing rights released (sold to the investors). Mortgage servicing rights are carried on the balance sheet at fair value.

Service charges on deposit accounts totaled \$3.3 million for the first quarter of 2010, an increase of \$362,000, or 12%, when compared to the same quarter of 2009. The majority of deposit service charges relates to customary fees on overdrawn accounts and returned items. The level of service charges received is substantially below peer group levels, as management believes in the philosophy of providing high quality service without encumbering that service with numerous activity charges.

As a result of the new accounting requirements beginning January 1, 2010, loans transferred into the securitization facility are accounted for as collateral for a secured borrowing rather than a sale. Therefore, the Company no longer recognizes gains on sales of premium finance receivables for loans transferred into the securitization. During the fourth quarter of 2009, as a result of pay-downs of loans in the revolving securitization facility, the Company transferred \$357 million of premium finance receivables commercial to the securitization facility and recognized \$4.4 million of gains. Gains recognized in the first quarter of 2009 relate to the clean up calls on previous sales of premium finance receivables commercial to unrelated third parties.

The Company recognized a \$392,000 net gain on available-for-sale securities in the first quarter of 2010 compared to a net loss of \$2.0 million in the prior year quarter. Net gains (losses) on available-for-sale securities include other-than-temporary ( OTTI ) charges recognized in income. For the quarter ended March 31, 2009, the Company recognized \$2.1 million, of OTTI charges on certain corporate debt investment securities. See Note 5 of the Financial Statements presented under Item 1 of this report for details of OTTI charges.

The gain on bargain purchase of \$10.9 million recognized in the first quarter of 2010 related to the 2009 acquisition of the life insurance premium finance receivable portfolio. In the first quarter of 2010, third party consents were received and all remaining funds held in escrow were released, resulting in the recognition of the remaining deferred bargain purchase gain. See Note 3 of the Financial Statements presented under Item 1 of this report for a discussion of the transaction and gain calculation.

Trading income of \$6.0 million was recognized by the Company in the first quarter of 2010 compared to income of \$8.7 million in the first quarter of 2009. Lower trading income in 2010 resulted primarily from a smaller increase in market value of certain collateralized mortgage obligations held in trading in the first quarter of 2010 as compared to the same period in the prior year. The Company purchased these securities at a significant discount in the first quarter of 2009. These securities have increased in value since their purchase due to market spreads tightening, increased mortgage prepayments due to the favorable mortgage rate environment and lower than projected default rates. Other non-interest income for the first quarter of 2010 totaled \$3.6 million, compared to \$4.3 million in the first quarter of 2009. Fees from certain covered call option transactions decreased by \$1.7 million in the first quarter of 2010 as compared to the same period in the prior year. Historically, compression in the net interest margin was effectively offset, as has consistently been the case, by the Company's covered call strategy. In the first quarter of 2010 management chose to engage in limited covered call option activity resulting in revenue of \$289,000.

**Table of Contents****Non-interest Expense**

Non-interest expense for the first quarter of 2010 totaled \$84.0 million and increased approximately \$7.0 million, or 9%, from the first quarter 2009 total of \$77.0 million. The following table presents non-interest expense by category for the periods presented:

(Dollars in thousands)	Three Months Ended		\$	%
	2010	2009		
		March 31,	Change	Change
Salaries and employee benefits	\$ 49,072	\$ 44,820	4,252	9
Equipment	3,896	3,938	(42)	(1)
Occupancy, net	6,230	6,190	40	1
Data processing	3,407	3,136	271	9
Advertising and marketing	1,314	1,095	219	20
Professional fees	3,107	2,883	224	8
Amortization of other intangible assets	645	687	(42)	(6)
FDIC insurance	3,809	3,013	796	26
OREO expenses, net	1,337	2,356	(1,019)	(43)
Other:				
Commissions — 3 <sup>rd</sup> party brokers	962	704	258	37
Postage	1,110	1,180	(70)	(6)
Stationery and supplies	732	768	(36)	(5)
Miscellaneous	8,317	6,192	2,125	34
Total other	11,121	8,844	2,277	26
Total non-interest expense	\$ 83,938	\$ 76,962	6,976	9

Salaries and employee benefits comprised 58% of total non-interest expense in the first quarter of 2010 and 2009. Salaries and employee benefits expense increased \$4.3 million, or 9%, in the first quarter of 2010 compared to the first quarter of 2009 primarily as a result of the growth in the commercial lending staff throughout the Company, the salaries and benefits related to the staff associated with the life insurance premium finance portfolio acquired in the third quarter of 2009 and increases in base compensation, partially offset by lower commission and incentive compensation expenses related to mortgage banking activities as a result of lower mortgage loan origination volumes. Equipment expense, which includes furniture, equipment and computer software depreciation and repairs and maintenance costs, totaled \$3.9 million for the first quarter of 2010 representing a 1% decrease compared to the same period of 2009.

Occupancy expense for the first quarter of 2010 was \$6.2 million, an increase of \$40,000, or 1%, compared to the same period of 2009. Occupancy expense includes depreciation on premises, real estate taxes, utilities, and maintenance of premises, as well as net rent expense for leased premises.

Data processing expenses totaled \$3.4 million in the first quarter of 2010, representing an increase of \$271,000, or 9%, compared to the first quarter of 2009. The increase is primarily due to the overall growth of loan and deposit accounts.

Professional fees include legal, audit and tax fees, external loan review costs and normal regulatory exam assessments. Professional fees for the first quarter of 2010 were \$3.1 million, an increase of \$224,000, or 8%, compared to the same period in 2009. These increases are primarily a result of increased legal costs related to non-performing assets.

FDIC insurance totaled \$3.8 million in the first quarter of 2010, an increase of \$796,000 compared to \$3.0 million in the first quarter of 2009. The increase in FDIC insurance rates is the result of growth in the assessable deposit base. Additionally, on December 30, 2009, FDIC insured institutions were required to prepay 13 quarters of estimated deposit insurance premiums. Therefore, the Company prepaid approximately \$59.8 million of estimated deposit

insurance premiums and recorded this amount as an asset on its Consolidated Statement of Condition. This prepayment is being expensed over the three year assessment period.

OREO expenses include all costs related with obtaining, maintaining and selling of other real estate owned properties. This expense totaled \$1.3 million in the first quarter of 2010, a decrease of \$1.0 million compared to \$2.4 million in the first quarter of 2009. The decrease in OREO expenses primarily relate to lower valuation adjustments and losses on the sale of properties in the first quarter of 2010 as compared to the prior year. In the first quarter of 2010, \$445,000 of net losses on sales and valuation adjustments were recognized as compared to \$2.0 million of net losses on sales and valuation adjustments in the first quarter of 2009.

Miscellaneous expense includes expenses such as ATM expenses, correspondent bank charges, directors fees, telephone, travel and entertainment, corporate insurance, dues and subscriptions, problem loan expenses and lending origination costs that are not deferred. Miscellaneous expenses in the first quarter of 2010 increased \$2.1 million, or 34%, compared to the same period in the prior year. The increase in the first quarter of 2010 compared to the same period in the prior year is primarily attributable to a higher level of problem

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loan expenses and the general growth in the Company's business.

**Income Taxes**

The Company recorded income tax expense of \$9.5 million for the three months ended March 31, 2010, compared to \$3.4 million for same period of 2009. The effective tax rates were 37.2% and 34.9% for the first three months of 2010 and 2009, respectively. The higher effective tax rate in the first quarter of 2010 is primarily a result of a higher level of pretax net income in the period relative to tax-advantaged income as compared to the first quarter of 2009.

**Operating Segment Results**

As described in Note 13 to the Consolidated Financial Statements, the Company's operations consist of three primary segments: community banking, specialty finance and wealth management. The Company's profitability is primarily dependent on the net interest income, provision for credit losses, non-interest income and operating expenses of its community banking segment. The net interest income of the community banking segment includes interest income and related interest costs from portfolio loans that were purchased from the specialty finance segment. For purposes of internal segment profitability analysis, management reviews the results of its specialty finance segment as if all loans originated and sold to the community banking segment were retained within that segment's operations.

Similarly, for purposes of analyzing the contribution from the wealth management segment, management allocates a portion of the net interest income earned by the community banking segment on deposit balances of customers of the wealth management segment to the wealth management segment. (See "wealth management deposits" discussion in the Deposits section of this report for more information on these deposits.)

The community banking segment's net interest income for the quarter ended March 31, 2010 totaled \$88.0 million as compared to \$61.8 million for the same period in 2009, an increase of \$26.2 million, or 42%. This increase was primarily attributable to the acquisition of the life insurance premium finance portfolio and lower costs of interest-bearing deposits. The community banking segment's non-interest income totaled \$15.2 million in the first quarter of 2010, a decrease of \$8.3 million, or 35%, when compared to the first quarter of 2009 total of \$23.5 million. This decrease is primarily attributable to lower mortgage banking revenue in the first quarter of 2010. The community banking segment's net income for the quarter ended March 31, 2010 totaled \$6.0 million, an increase of \$145,000, as compared to the first quarter of 2009 net income of \$5.8 million. The increase is primarily due to lower valuation adjustments and losses on the sale of OREO.

Net interest income for the specialty finance segment totaled \$14.3 million for the quarter ended March 31, 2010, compared to \$19.0 million for the same period in 2009, a decrease of \$4.7 million or 25%.

This decrease in net interest income is primarily attributable to interest expense in the first quarter of 2010 on \$600 million of secured borrowings issued by the Company's securitization entity. Beginning on January 1, 2010, all of the assets and liabilities of the securitization entity are included directly on the Company's Consolidated Statement of Condition. Prior to 2010, these borrowings were recorded off-balance sheet in a qualified special purpose entity.

See the Other Funding Sources section of this report for more information on these secured borrowings. The specialty finance segment's non-interest income totaled \$11.5 million for the quarter ended March 31, 2010, compared to \$804,000 for the same period in 2009, an increase of \$10.7 million. The increase in non-interest income is a result of the bargain purchase gain from the acquisition of the life insurance premium finance receivable portfolio. See Note 3 of the Financial Statements presented under Item 1 of this report for a discussion of the bargain purchase. Net after-tax profit of the specialty finance segment totaled \$9.0 million and \$8.2 million for the quarters ended March 31, 2010 and 2009 respectively.

The wealth management segment reported net interest income of \$2.5 million for the first quarter of 2010 compared to \$3.2 million in the same quarter of 2009. Net interest income is comprised of the net interest earned on brokerage customer receivables at WHI and an allocation of the net interest income earned by the community banking segment on non-interest bearing and interest-bearing wealth management customer account balances on deposit at the banks ("wealth management deposits"). The allocated net interest income included in this segment's profitability was \$2.4 million (\$1.5 million after tax) in the first quarter of 2010 compared to \$3.1 million (\$1.9 million after tax) in the first quarter of 2009. This segment recorded non-interest income of \$10.7 million for the first quarter of 2010 compared to \$8.0 million for the first quarter of 2009. Increased asset valuations due to equity market improvements have helped revenue growth from trust and asset management activities. Additionally, the improvement in the equity

markets overall have lead to the increase of the brokerage component of wealth management revenue as customer trading activity has increased. The wealth management segment s net income totaled \$1.1 million for the first quarters of 2010 and 2009.

**Table of Contents****FINANCIAL CONDITION**

Total assets were \$12.8 billion at March 31, 2010, representing an increase of \$2.0 billion, or 19%, when compared to March 31, 2009 and approximately \$624.4 million, or 21% on an annualized basis, when compared to December 31, 2009. Total funding, which includes deposits, all notes and advances, including the junior subordinated debentures, was \$11.3 billion at March 31, 2010, \$9.6 billion at March 31, 2009 and \$10.9 billion at December 31, 2009. See Notes 5, 6, 10, 11 and 12 of the Financial Statements presented under Item 1 of this report for additional period-end detail on the Company's interest-earning assets and funding liabilities.

**Interest-Earning Assets**

The following table sets forth, by category, the composition of average earning asset balances and the relative percentage of total average earning assets for the periods presented:

(Dollars in thousands)	March 31, 2010		Three Months Ended December 31, 2009		March 31, 2009	
	Balance	Percent	Balance	Percent	Balance	Percent
Loans:						
Commercial and commercial real estate	\$ 5,014,976	43%	\$ 5,071,643	45%	\$ 4,826,474	49%
Home equity	928,990	8	928,542	8	909,948	9
Residential real estate <sup>(1)</sup>	503,804	4	544,406	5	451,127	5
Premium finance receivables	2,499,896	22	1,838,483	17	1,410,727	14
Indirect consumer loans	90,772	1	106,569	1	165,143	2
Other loans	111,640	1	114,363	1	161,430	2
Total loans, net of unearned income <sup>(2)</sup>	\$ 9,150,078	79%	\$ 8,604,006	77%	\$ 7,924,849	81%
Liquidity management assets <sup>(3)</sup>	2,384,122	21	2,569,584	23	1,839,161	19
Other earning assets <sup>(4)</sup>	26,269		26,167		22,128	
Total average earning assets	\$ 11,560,469	100%	\$ 11,199,757	100%	\$ 9,786,138	100%
Total average assets	\$ 12,590,817		\$ 12,189,096		\$ 10,724,966	
Total average earning assets to total average assets		92%		92%		91%

(1) Includes mortgage loans held-for-sale

(2) Includes non-accrual loans

(3) Includes available-for-sale securities, interest earning deposits

*with banks and  
federal funds sold  
and securities  
purchased under  
resale agreements*

(4) *Includes  
brokerage  
customer  
receivables and  
trading account  
securities*

Total average earning assets for the first quarter of 2010 increased \$1.8 billion, or 18%, to \$11.6 billion, compared to the first quarter of 2009, and increased \$360.7 million, or 13% on an annualized basis, compared to the fourth quarter of 2009. The ratio of total average earning assets as a percent of total average assets was 92% at March 31, 2010 and December 31, 2009, up slightly from 91% in the first quarter of 2009.

Total average loans during the first quarter of 2010 increased \$1.2 billion, or 15%, over the previous year first quarter. Approximately \$1.1 billion of this increase relates to the premium finance receivables portfolio. This increase primarily relates to the purchase of a portfolio of domestic life insurance premium finance loans in the third and fourth quarters of 2009 with an aggregate fair value of \$910.9 million. The \$661.4 million increase in average premium finance receivables from the fourth quarter of 2009 to the first quarter of 2010 is primarily due to the third quarter 2009 securitization transaction that is now accounted for as a secured borrowing. During the third quarter of 2009, FIFC initially sold \$695 million in commercial premium finance receivables to our indirect subsidiary, FIFC Premium Funding I, LLC, which in turn sold \$600 million in aggregate principal amount of notes backed by such commercial premium finance receivables in a securitization transaction sponsored by FIFC. Subsequent to December 31, 2009, this securitization transaction is accounted for as a secured borrowing and the securitization entity is treated as a consolidated subsidiary of the Company under ASC 810 and ASC 860. See Note 2 to the financial statements of Item 1 of this report for a discussion of changes to the accounting for transfers and servicing of financial assets, including the elimination of qualifying SPEs. Accordingly, beginning on January 1, 2010, all of the assets and liabilities of the securitization entity are included directly on the Company's Consolidated Statement of Condition. Under the terms of the securitization, FIFC has the right, but not the obligation, to securitize additional receivables in the future and is responsible for the servicing, administration and collection of securitized receivables and related security in accordance with FIFC's credit and collection policy. FIFC's obligations under the securitization are subject to customary covenants, including the obligation to file and amend financing statements; the obligation to pay costs and expenses; the obligation to indemnify other parties for its breach or failure to perform; the obligation to defend the right, title and interest of the transferee of the conveyed receivables against third party claims; the obligation to repurchase the securitized receivables if certain representations fail to be true and correct and the receivables are materially and adversely affected thereby; the obligation to maintain its corporate existence and licenses to operate; and the obligation to qualify the securitized notes under the securities laws. In the event of a default by FIFC under certain of these



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obligations, the ability to add loans to securitization facility could terminate.

Indirect consumer loans are comprised primarily of automobile loans originated at Hinsdale Bank. These loans are financed from networks of unaffiliated automobile dealers located throughout the Chicago metropolitan area with which the Company had established relationships. The risks associated with the Company's portfolios are diversified among many individual borrowers. Like other consumer loans, the indirect consumer loans are subject to the Bank's established credit standards. Management regards substantially all of these loans as prime quality loans. In the third quarter of 2008, the Company ceased the origination of indirect automobile loans through Hinsdale Bank. This niche business served the Company well over the past twelve years in helping *de novo* banks quickly and profitably, grow into their physical structures. Competitive pricing pressures significantly reduced the long-term potential profitability of this niche business. Given the current economic environment, the retirement of the founder of this niche business and the Company's belief that interest rates may rise over the longer-term, exiting the origination of this business was deemed to be in the best interest of the Company. The Company continues to service its existing portfolio during the duration of the credits.

Other loans represent a wide variety of personal and consumer loans to individuals as well as high-yielding short-term accounts receivable financing to clients in the temporary staffing industry located throughout the United States.

Consumer loans generally have shorter terms and higher interest rates than mortgage loans but generally involve more credit risk due to the type and nature of the collateral. Additionally, short-term accounts receivable financing may also involve greater credit risks than generally associated with the loan portfolios of more traditional community banks depending on the marketability of the collateral. Lower activity from existing clients and slower growth in new customer relationships due to sluggish economic conditions have led to a decrease in short-term accounts receivable financing in the last few years.

Liquidity management assets include available-for-sale securities, interest earning deposits with banks, federal funds sold and securities purchased under resale agreements. The balances of these assets can fluctuate based on management's ongoing effort to manage liquidity and for asset liability management purposes.

Other earning assets include brokerage customer receivables and trading account securities at WHI. Trading securities are also held at the Wintrust corporate level. In the normal course of business, WHI activities involve the execution, settlement, and financing of various securities transactions. WHI's customer securities activities are transacted on either a cash or margin basis. In margin transactions, WHI, under an agreement with the out-sourced securities firm, extends credit to its customers, subject to various regulatory and internal margin requirements, collateralized by cash and securities in customer's accounts. In connection with these activities, WHI executes and the out-sourced firm clears customer transactions relating to the sale of securities not yet purchased, substantially all of which are transacted on a margin basis subject to individual exchange regulations. Such transactions may expose WHI to off-balance-sheet risk, particularly in volatile trading markets, in the event margin requirements are not sufficient to fully cover losses that customers may incur. In the event a customer fails to satisfy its obligations, WHI under an agreement with the outsourced securities firm, may be required to purchase or sell financial instruments at prevailing market prices to fulfill the customer's obligations. WHI seeks to control the risks associated with its customers activities by requiring customers to maintain margin collateral in compliance with various regulatory and internal guidelines. WHI monitors required margin levels daily and, pursuant to such guidelines, requires customers to deposit additional collateral or to reduce positions when necessary.

**Table of Contents****Deposits**

Total deposits at March 31, 2010, were \$9.7 billion and increased \$1.1 billion, or 13%, compared to total deposits at March 31, 2009. See Note 10 to the financial statements of Item 1 of this report for a summary of period end deposit balances.

The following table sets forth, by category, the maturity of deposits as of March 31, 2010:

	Non- Interest  Bearing And	Savings  And Money	Wealth  Mgt <sup>(1) (2)</sup>	Time Certificates  of Deposit	Total Deposits	Weighted- Average Rate of Maturing Time Certificates of Deposit
(Dollars in thousands)	NOW <sup>(1)</sup>	Market <sup>(1)</sup>	Mgt <sup>(1) (2)</sup>	of Deposit	Deposits	Deposit
1 - 3 months	\$ 2,320,687	\$ 2,145,600	\$ 596,919	\$ 1,148,766	\$ 6,211,972	2.04%
4 - 6 months				760,235	760,235	2.04
7 - 9 months			94,000	707,475	801,475	2.00
10 - 12 months				568,085	568,085	1.98
13 - 18 months				567,267	567,267	2.55
19 - 24 months				245,221	245,221	2.55
24+ months				570,615	570,615	2.80
Total	\$ 2,320,687	\$ 2,145,600	\$ 690,919	\$ 4,567,664	\$ 9,724,870	2.22%

(1) *Balances of non-contractual maturity deposits are shown as maturing in the earliest time frame. These deposits do not have contractual maturities and re-price in varying degrees to changes in overall interest rates.*

(2) *Wealth management deposit balances from unaffiliated companies are shown maturing in the period in*

*which the current contractual obligation to hold these funds matures.*

The following table sets forth, by category, the composition of average deposit balances and the relative percentage of total average deposits for the periods presented:

(Dollars in thousands)	<b>March 31, 2010</b>		<b>Three Months Ended</b>		<b>March 31, 2009</b>	
	<b>Balance</b>	<b>Percent</b>	December 31, 2009 <b>Balance</b>	<b>Percent</b>	<b>Balance</b>	<b>Percent</b>
Non-interest bearing	<b>\$ 858,875</b>	<b>9%</b>	\$ 788,034	9%	\$ 733,911	9%
NOW accounts	<b>1,412,280</b>	<b>15</b>	1,136,008	12	1,061,271	12
Wealth management deposits	<b>793,078</b>	<b>8</b>	907,013	10	787,913	9
Money market accounts	<b>1,545,150</b>	<b>16</b>	1,375,767	15	1,243,468	15
Savings accounts	<b>553,599</b>	<b>6</b>	457,139	5	367,734	4
Time certificates of deposit	<b>4,513,904</b>	<b>46</b>	4,543,154	49	4,287,493	51
Total average deposits	<b>\$ 9,676,886</b>	<b>100%</b>	\$ 9,207,115	100%	\$ 8,481,790	100%

Total average deposits for the first quarter of 2010 were \$9.7 billion, an increase of \$1.2 billion, or 14%, from the first quarter of 2009. Each deposit category increased, but the largest increases, in terms of average balances and percentage increases, were in the now accounts and money market accounts.

Wealth management deposits are funds from the brokerage customers of Wayne Hummer Investments, the trust and asset management customers of Wayne Hummer Trust Company and brokerage customers from unaffiliated companies which have been placed into deposit accounts of the banks (wealth management deposits in the table above). Consistent with reasonable interest rate risk parameters, the funds have generally been invested in loan production of the banks as well as other investments suitable for banks.

**Table of Contents****Other Funding Sources**

Although deposits are the Company's primary source of funding its interest-earning assets, the Company's ability to manage the types and terms of deposits is somewhat limited by customer preferences and market competition. As a result, in addition to deposits and the issuance of equity securities and the retention of earnings, the Company uses several other sources to fund its asset base. These sources include short-term borrowings, notes payable, Federal Home Loan Bank advances, subordinated debt, secured borrowings and junior subordinated debentures. The Company evaluates the terms and unique characteristics of each source, as well as its asset-liability management position, in determining the use of such funding sources.

Average total interest-bearing funding, from sources other than deposits and including junior subordinated debentures, totaled \$1.6 billion in the first quarter of 2010 compared to \$1.1 billion in the first quarter of 2009.

The following table sets forth, by category, the composition of average other funding sources for the periods presented:

(Dollars in thousands)	<b>Three Months Ended</b>		
	<b>March 31, 2010</b>	December 31, 2009	March 31, 2009
Notes payable	<b>\$ 1,000</b>	\$ 1,000	\$ 1,000
Federal Home Loan Bank advances	<b>429,195</b>	432,028	435,982
Other borrowings:			
Federal funds purchased	<b>148</b>		4,039
Securities sold under repurchase agreements and other	<b>224,771</b>	233,754	296,855
Total other borrowings	<b>224,919</b>	233,754	300,894
Secured borrowings owed to securitization investors	<b>600,000</b>		
Subordinated notes	<b>60,000</b>	63,261	70,000
Junior subordinated debentures	<b>249,493</b>	249,493	249,506
Total other funding sources	<b>\$ 1,564,607</b>	\$ 979,536	\$ 1,057,382

Notes payable balances represent the balances on a credit agreement with an unaffiliated bank. This credit facility is available for corporate purposes such as to provide capital to fund growth at existing bank subsidiaries, possible future acquisitions and for other general corporate matters.

FHLB advances provide the banks with access to fixed rate funds which are useful in mitigating interest rate risk and achieving an acceptable interest rate spread on fixed rate loans or securities.

Securities sold under repurchase agreements represent sweep accounts for certain customers in connection with master repurchase agreements at the banks and short-term borrowings from brokers. This funding category fluctuates based on customer preferences and daily liquidity needs of the banks, their customers and the banks' operating subsidiaries. The \$600 million average balance of secured borrowings in the first quarter of 2010 represents the consolidation of a QSPE that was previously accounted for as an off-balance sheet securitization transaction sponsored by FIFC.

Pursuant to ASC 810 and ASC 860, effective January 1, 2010, the QSPE is accounted for as a consolidated subsidiary of the Company. In connection with the securitization, premium finance receivables commercial were transferred to FIFC Premium Funding, LLC, a qualifying special purpose entity (the QSPE). Instruments issued by the QSPE included \$600 million Class A notes that bear an annual interest rate of LIBOR plus 1.45% (the Notes) and have an expected average term of 2.93 years with any unpaid balance due and payable in full on February 17, 2014. At the time of issuance, the Notes were eligible collateral under the Federal Reserve Bank of New York's Term Asset-Backed

Securities Loan Facility ( TALF ). The Notes are rated Aaa by Moody's and AAA by Standard & Poor's. The Company borrowed funds under three separate subordinated note agreements. The balances of the notes as of March 31, 2010 were \$15.0 million, \$20.0 million and \$25.0 million with maturity dates in 2012, 2013 and 2015, respectively. Each subordinated note requires annual principal payments of \$5.0 million beginning in the sixth year of the note and has terms of ten years. These notes qualify as Tier II regulatory capital.

Junior subordinated debentures were issued to nine trusts by the Company and equal the amount of the preferred and common securities issued by the trusts. Junior subordinated debentures, subject to certain limitations, qualify as Tier 1 capital of the Company for regulatory purposes. The amount of junior subordinated debentures and certain other capital elements in excess of those certain limitations could be included in Tier 2 capital, subject to restrictions. Interest expense on these debentures is deductible for tax purposes, resulting in a cost-efficient form of regulatory capital.

See Notes 8, 11 and 12 of the Financial Statements presented under Item 1 of this report for details of period end balances and other information for these various funding sources. There were no material changes outside the ordinary course of business in the Company's contractual obligations during the first quarter of 2010 as compared to December 31, 2009.

**Table of Contents****Shareholders Equity**

Total shareholders equity was \$1.4 billion at March 31, 2010, reflecting an increase of \$301.6 million since March 31, 2009 and \$226.2 million since December 31, 2009. The increase from December 31, 2009 was the result of net income of \$16.0 million less common stock dividends of \$2.2 million and preferred stock dividends of \$4.1 million, \$1.4 million credited to surplus for stock-based compensation costs, \$210.5 million from the issuance of shares of the Company's common stock pursuant to the Company's common stock offering, \$2.0 million from the issuance of shares of the Company's common stock (and related tax benefit) pursuant to various stock compensation plans and \$3.7 million in higher net unrealized gains from available-for-sale securities and net unrealized losses from cash flow hedges, net of tax, partially offset by a \$1.1 million reduction related to the cumulative effect adjustment to retained earnings from the adoption of a new accounting method.

The following tables reflect various consolidated measures of capital as of the dates presented and the capital guidelines established by the Federal Reserve Bank for a bank holding company:

	<b>March 31, 2010</b>	December 31, 2009	March 31, 2009
Leverage ratio	<b>10.8%</b>	9.3%	9.9%
Tier 1 capital to risk-weighted assets	<b>13.4</b>	11.0	11.2
Total capital to risk-weighted assets	<b>14.9</b>	12.4	12.6
Total average equity-to-total average assets *	<b>9.5</b>	9.2	9.9

\* based on  
quarterly  
average  
balances

	Minimum Capital Requirements	Adequately Capitalized	Well Capitalized
Leverage ratio	4.0%	4.0%	5.0%
Tier 1 capital to risk-weighted assets	4.0	4.0	6.0
Total capital to risk-weighted assets	8.0	8.0	10.0

The Company's principal sources of funds at the holding company level are dividends from its subsidiaries, borrowings under its loan agreement with an unaffiliated bank and proceeds from the issuances of subordinated debt, junior subordinated debentures and additional equity. Refer to Notes 11, 12 and 17 of the Financial Statements presented under Item 1 of this report for further information on these various funding sources. The issuances of subordinated debt, junior subordinated debentures, preferred stock and additional common stock are the primary forms of regulatory capital that are considered as the Company evaluates increasing its capital position. Management is committed to maintaining the Company's capital levels above the Well Capitalized levels established by the Federal Reserve for bank holding companies.

The Company's Board of Directors approved the first semi-annual dividend on the Company's common stock in January 2000 and has continued to approve semi-annual dividends since that time; however, our ability to declare a dividend is limited by our financial condition, the terms of our 8.00% non-cumulative perpetual convertible preferred stock, Series A, the terms of our fixed rate cumulative perpetual preferred stock, Series B (the Series B Preferred Stock) and by the terms of our credit agreement. In January 2010, Wintrust declared a semi-annual cash dividend of \$0.09 per common share. In January and July 2009, Wintrust declared semi-annual cash dividends of \$0.18 and \$0.09 per common share, respectively.

See Note 17 of the Financial Statements presented under Item 1 of this report for details on the Company's issuance of common stock in March 2010, as well as preferred stock in August 2008 through a private transaction and also in

December 2008 under the CPP.

Participation in the CPP creates restrictions upon the Company's ability to increase dividends on its common stock or to repurchase its common stock until three years have elapsed, unless (i) all of the preferred stock issued to the Treasury are redeemed, (ii) all of the preferred stock issued to the Treasury have been transferred to third parties, or (iii) the Company receives the consent of the Treasury. In addition, the Treasury has the right to appoint two additional directors to the Wintrust board if the Company misses dividend payments for six dividend periods, whether or not consecutive, on the Series B Preferred Stock. Pursuant to the terms of the certificate of designations creating the CPP preferred stock, the Company's board will be automatically expanded to include such directors, upon the occurrence of the foregoing conditions.

Taking into account the limitation on the payment of dividends in connection with the Series B Preferred Stock, the final determination of timing, amount and payment of dividends is at the discretion of the Company's Board of Directors and will depend on the Company's earnings, financial condition, capital requirements and other relevant factors. Additionally, the payment of dividends is also subject to statutory restrictions and restrictions arising under the terms of the Company's Trust Preferred Securities offerings and under certain financial covenants in the Company's revolving line of credit. Under the terms of the Company's revolving credit facility entered into on October 30, 2009, the Company is prohibited from paying dividends on any equity interests,

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including its common stock and preferred stock, if such payments would cause the Company to be in default under its credit facility.

**LOAN PORTFOLIO AND ASSET QUALITY****Loan Portfolio**

The following table shows the Company's loan portfolio by category for the periods presented:

(Dollars in thousands)	March 31, 2010		December 31, 2009		March 31, 2009	
	Amount	% of Total	Amount	% of Total	Amount	% of Total
Commercial and commercial real estate	\$ 5,083,052	56%	\$ 5,039,906	60%	\$ 4,933,355	63%
Home equity	924,993	10	930,482	11	920,412	12
Residential real estate	322,984	4	306,296	4	280,808	4
Premium finance receivables commercial	1,317,822	14	730,144	9	1,287,261	16
Premium finance receivables life insurance	1,233,573	14	1,197,893	14	130,895	2
Indirect consumer loans	83,136	1	98,134	1	154,257	2
Consumer and other loans	105,002	1	108,916	1	134,459	1
Total loans, net of unearned income	\$ 9,070,562	100%	\$ 8,411,771	100%	\$ 7,841,447	100%

*Commercial and commercial real estate loans.* Our commercial and commercial real estate loan portfolios are comprised primarily of commercial real estate loans and lines of credit for working capital purposes. The Company enhanced its loan classification system and began presenting data regarding commercial and commercial real estate on a disaggregated basis in the third quarter of 2009. Prior to that time, the Company did not gather information disaggregated by these loan category types. The table below sets forth information regarding the types, amounts and performance of our loans within these portfolios as of March 31, 2010:

(Dollars in thousands)	Balance	% of Total Loans	Non-accrual	>90 Days Past Due and still accruing	Allowance for Loan Losses Allocation
<b>Commercial:</b>					
Commercial and industrial	\$ 1,403,702	15.5%	\$ 14,218	\$	\$ 23,689
Franchise	131,555	1.5			2,097
Mortgage warehouse lines of credit	89,813	1.0			1,216
Community Advantage homeowner associations	66,590	0.7			161
Aircraft	41,148	0.4			170
Other	17,234	0.2	1,113		1,077
<b>Total Commercial</b>	<b>\$ 1,750,042</b>	<b>19.3%</b>	<b>\$ 15,331</b>	<b>\$</b>	<b>\$ 28,410</b>



**Commercial Real Estate:**

Residential construction	\$ 146,351	1.6%	\$13,240	\$	\$ 3,783
Commercial construction	298,313	3.3	16,916		7,532
Land	315,483	3.5	32,423		10,749
Office	489,066	5.4	2,559	1,195	5,477
Industrial	455,155	5.0	2,143		5,139
Retail	456,712	5.0	2,310		5,085
Multi-family	249,596	2.8	3,555		2,026
Mixed use and other	922,334	10.2	9,243		10,461

**Total Commercial Real Estate**

<b>Loans</b>	<b>\$3,333,010</b>	<b>36.8%</b>	<b>\$82,389</b>	<b>\$ 1,195</b>	<b>\$ 50,252</b>
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**Total Commercial and  
Commercial Real Estate**

<b>\$5,083,052</b>	<b>56.1%</b>	<b>\$97,720</b>	<b>\$ 1,195</b>	<b>\$ 78,662</b>
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**Commercial Real Estate collateral  
location by state:**

Illinois	\$2,677,819	80.3%
Wisconsin	374,707	11.2

**Total primary markets** **\$3,052,526** **91.5%**

Arizona	48,499	1.5
Indiana	43,104	1.3
Florida	67,754	2.0
Other (no individual state greater than 0.9%)	121,127	3.7

**Total** **\$3,333,010** **100%**

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Our commercial real estate loans are generally secured by a first mortgage lien and assignment of rents on the property. Since most of our bank branches are located in the Chicago, Illinois metropolitan area and southeastern Wisconsin, 91.5% of our commercial real estate loan portfolio is located in this region. Commercial real estate market conditions continued to be under stress in 2010, and we expect this trend to continue. As of March 31, 2010, our allowance for loan losses related to this portfolio is \$50.3 million.

We make commercial loans for many purposes, including: working capital lines, which are generally renewable annually and supported by business assets, personal guarantees and additional collateral; loans to condominium and homeowner associations originated through Barrington Bank's Community Advantage program; small aircraft financing, an earning asset niche developed at Crystal Lake Bank; and franchise lending at Lake Forest Bank. Commercial business lending is generally considered to involve a higher degree of risk than traditional consumer bank lending, and as a result of the economic recession, allowance for loan losses in our commercial loan portfolio is \$28.4 million as of March 31, 2010.

The Company also participates in mortgage warehouse lending by providing interim funding to unaffiliated mortgage bankers to finance residential mortgages originated by such bankers for sale into the secondary market. The Company's loans to the mortgage bankers are secured by the business assets of the mortgage companies as well as the specific mortgage loans funded by the Company, after they have been pre-approved for purchase by third party end lenders. End lender re-payments are sent directly to the Company upon end-lenders' acceptance of final loan documentation. The Company may also provide interim financing for packages of mortgage loans on a bulk basis in circumstances where the mortgage bankers desire to competitively bid on a number of mortgages for sale as a package in the secondary market. Typically, the Company will serve as sole funding source for its mortgage warehouse lending customers under short-term revolving credit agreements. Amounts advanced with respect to any particular mortgage loan are usually required to be repaid within 21 days.

Despite poor economic conditions generally, and the particularly difficult conditions in the U.S. residential real estate market experienced since 2008, our mortgage warehouse lending business has expanded due to the high demand for mortgage re-financings given the historically low interest rate environment and the fact that many of our competitors exited the market in late 2008 and early 2009. The expansion of this business has caused our mortgage warehouse lines to increase to \$89.8 million as of March 31, 2010 from \$68.1 million as of March 31, 2009. Additionally, our allowance for loan losses with respect to these loans is \$1.2 million as of March 31, 2010. Since the inception of this business, the Company has not suffered any related loan losses on these loans.

*Home equity loans.* Our home equity loans and lines of credit are originated by each of our banks in their local markets where we have a strong understanding of the underlying real estate value. Our banks monitor and manage these loans, and we conduct an automated review of all home equity loans and lines of credit at least twice per year. This review collects current credit performance for each home equity borrower and identifies situations where the credit strength of the borrower is declining, or where there are events that may influence repayment, such as tax liens or judgments. Our banks use this information to manage loans that may be higher risk and to determine whether to obtain additional credit information or updated property valuations. As a result of this work and general market conditions, we have modified our home equity offerings and changed our policies regarding home equity renewals and requests for subordination. In a limited number of situations, the unused availability on home equity lines of credit was frozen.

The rates we offer on new home equity lending are based on several factors, including appraisals and valuation due diligence, in order to reflect inherent risk, and we place additional scrutiny on larger home equity requests. In a limited number of cases, we issue home equity credit together with first mortgage financing, and requests for such financing are evaluated on a combined basis. It is not our practice to advance more than 85% of the appraised value of the underlying asset, which ratio we refer to as the loan-to-value ratio, or LTV ratio, and a majority of the credit we previously extended, when issued, had an LTV ratio of less than 80%.

Our home equity loan portfolio has performed well in light of the deterioration in the overall residential real estate market. The number of new home equity line of credit commitments originated by us has decreased due to declines in housing valuations that have decreased the amount of equity against which homeowners may borrow, and a decline in homeowners' desire to use their remaining equity as collateral. However, our total outstanding home equity loan

balances have increased as a result of new originations and borrowers exhibiting a greater propensity to borrow on their existing lines of credit.

*Residential real estate mortgages.* Our residential real estate portfolio predominantly includes one- to four-family adjustable rate mortgages that have repricing terms generally from one to three years, construction loans to individuals and bridge financing loans for qualifying customers. As of March 31, 2010, our residential loan portfolio totaled \$323.0 million, or 4% of our total outstanding loans.

Our adjustable rate mortgages relate to properties located principally in the Chicago metropolitan area and southeastern Wisconsin or vacation homes owned by local residents, and may have terms based on differing indexes. These adjustable rate mortgages are often non-agency conforming because the outstanding balance of these loans exceeds the maximum balance that can be sold into the secondary market. Adjustable rate mortgage loans decrease the interest rate risk we face on our mortgage portfolio. However, this risk is not eliminated because, among other things, such loans generally provide for periodic and lifetime limits on the interest rate adjustments. Additionally, adjustable rate mortgages may pose a higher risk of delinquency and default because they require

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borrowers to make larger payments when interest rates rise. To date, we have not seen a significant elevation in delinquencies and foreclosures in our residential loan portfolio. As of March 31, 2010, \$5.5 million of our residential real estate mortgages, or 1.7% of our residential real estate loan portfolio, were classified as nonaccrual, \$5.7 million were 30 to 89 days past due (1.8%) and \$311.8 million were current (96.5%). We believe that since our loan portfolio consists primarily of locally originated loans, and since the majority of our borrowers are longer-term customers with lower LTV ratios, we face a relatively low risk of borrower default and delinquency.

While we generally do not originate loans for our own portfolio with long-term fixed rates due to interest rate risk considerations, we can accommodate customer requests for fixed rate loans by originating such loans and then selling them into the secondary market, for which we receive fee income, or by selectively retaining certain of these loans within the banks' own portfolios where they are non-agency conforming, or where the terms of the loans make them favorable to retain. A portion of the loans we sold into the secondary market were sold to FNMA with the servicing of those loans retained. The amount of loans serviced for FNMA as of March 31, 2010 and 2009 was \$750.4 million and \$608.6 million, respectively. All other mortgage loans sold into the secondary market were sold without the retention of servicing rights.

It is not our current practice to underwrite, and we have no plans to underwrite, subprime, Alt A, no or little documentation loans, or option ARM loans. As of March 31, 2010, approximately \$55.9 million of our mortgages consist of interest-only loans. To date, we have not participated in any mortgage modification programs.

*Premium finance receivables – commercial.* FIFC originated approximately \$849.3 million in commercial insurance premium finance receivables during the first quarter of 2010. FIFC makes loans to businesses to finance the insurance premiums they pay on their commercial insurance policies. The loans are originated by FIFC working through independent medium and large insurance agents and brokers located throughout the United States. The insurance premiums financed are primarily for commercial customers' purchases of liability, property and casualty and other commercial insurance.

This lending involves relatively rapid turnover of the loan portfolio and high volume of loan originations. Because of the indirect nature of this lending and because the borrowers are located nationwide, this segment may be more susceptible to third party fraud than relationship lending; however, management has established various control procedures to mitigate the risks associated with this lending. The majority of these loans are purchased by the banks in order to more fully utilize their lending capacity as these loans generally provide the banks with higher yields than alternative investments. Historically, FIFC originations that were not purchased by the banks were sold to unrelated third parties with servicing retained. However, during the third quarter of 2009, FIFC initially sold \$695 million in commercial premium finance receivables to our indirect subsidiary, FIFC Premium Funding I, LLC, which in turn sold \$600 million in aggregate principal amount of notes backed by such premium finance receivables in a securitization transaction sponsored by FIFC. Subsequent to December 31, 2009, this securitization transaction is accounted for as a secured borrowing and the securitization entity is treated as a consolidated subsidiary of the Company. See Note 2 of the Financial Statements presented under Item 1 of this report for a discussion of changes to the accounting for transfers and servicing of financial assets and consolidation of variable interest entities, including the elimination of qualifying SPEs. Accordingly, beginning on January 1, 2010, all of the assets and liabilities of the securitization entity are included directly on the Company's Consolidated Statement of Condition.

*Premium finance receivables – life insurance.* In 2007, FIFC began financing life insurance policy premiums generally for high net-worth individuals. FIFC originated approximately \$71.3 million in life insurance premium finance receivables in the first quarter of 2010. These loans are originated directly with the borrowers with assistance from life insurance carriers, independent insurance agents, financial advisors and legal counsel. The life insurance policy is the primary form of collateral. In addition, these loans often are secured with a letter of credit, marketable securities or certificates of deposit. In some cases, FIFC may make a loan that has a partially unsecured position. In 2009, FIFC expanded this niche lending business segment when it purchased a portfolio of domestic life insurance premium finance loans for a total aggregate purchase price of \$745.9 million. See Note 3 of the Financial Statements presented under Item 1 of this report for further discussion of this business combination.

*Indirect consumer loans.* As part of its strategy to pursue specialized earning asset niches to augment loan generation within the Banks' target markets, the Company established fixed-rate automobile loan financing at Hinsdale Bank

funded indirectly through unaffiliated automobile dealers. The risks associated with the Company's portfolios are diversified among many individual borrowers. Like other consumer loans, the indirect consumer loans are subject to the Banks' established credit standards. Management regards substantially all of these loans as prime quality loans. In the third quarter of 2008, the Company ceased the origination of indirect automobile loans through Hinsdale Bank. This niche business served the Company well over the past twelve years in helping *de novo* banks quickly and profitably, grow into their physical structures. Competitive pricing pressures significantly reduced the long-term potential profitability of this niche business. Given the current economic environment, the retirement of the founder of this niche business and the Company's belief that interest rates may rise over the longer-term, exiting the origination of this business was deemed to be in the best interest of the Company. The Company continues to service its existing portfolio during the duration of the credits.

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*Other Loans.* Included in the other loan category is a wide variety of personal and consumer loans to individuals as well as high yielding short-term accounts receivable financing to clients in the temporary staffing industry located throughout the United States. The Banks originate consumer loans in order to provide a wider range of financial services to their customers.

Consumer loans generally have shorter terms and higher interest rates than mortgage loans but generally involve more credit risk than mortgage loans due to the type and nature of the collateral. Additionally, short-term accounts receivable financing may also involve greater credit risks than generally associated with the loan portfolios of more traditional community banks depending on the marketability of the collateral.

**Past Due Loans and Non-Performing Assets**

Our ability to manage credit risk depends in large part on our ability to properly identify and manage problem loans. To do so, we operate a credit risk rating system under which our credit management personnel assign a credit risk rating to each loan at the time of origination and review loans on a regular basis to determine each loan's credit risk rating on a scale of 1 through 10 with higher scores indicating higher risk. The credit risk rating structure used is shown below:

1 Rating	Minimal Risk (Loss Potential none or extremely low) (Superior asset quality, excellent liquidity, minimal leverage)
2 Rating	Modest Risk (Loss Potential demonstrably low) (Very good asset quality and liquidity, strong leverage capacity)
3 Rating	Average Risk (Loss Potential low but no longer refutable) (Mostly satisfactory asset quality and liquidity, good leverage capacity)
4 Rating	Above Average Risk (Loss Potential variable, but some potential for deterioration) (Acceptable asset quality, little excess liquidity, modest leverage capacity)
5 Rating	Management Attention Risk (Loss Potential moderate if corrective action not taken) (Generally acceptable asset quality, somewhat strained liquidity, minimal leverage capacity)
6 Rating	Special Mention (Loss Potential moderate if corrective action not taken) (Assets in this category are currently protected, potentially weak, but not to the point of substandard classification)
7 Rating	Substandard Accrual (Loss Potential distinct possibility that the bank may sustain some loss, but no discernable impairment) (Must have well defined weaknesses that jeopardize the liquidation of the debt)
8 Rating	Substandard Non-accrual (Loss Potential well documented probability of loss, including potential impairment) (Must have well defined weaknesses that jeopardize the liquidation of the debt)
9 Rating	Doubtful (Loss Potential extremely high) (These assets have all the weaknesses in those classified substandard with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of current existing facts, conditions, and values, highly improbable)
10 Rating	Loss (fully charged-off) (Loans in this category are considered full uncollectible.)

In the first quarter of 2010, the Company modified its credit risk rating scale to the above 1 through 10 risk ratings. Prior to this, the Company employed a 1 through 9 credit risk rating scale. The main change is that the Company now

has two separate credit risk ratings for Substandard loans. They are Substandard Accrual (credit risk rating 7) and Substandard Nonaccrual (credit risk rating 8). Previously, there was only one risk rating for loans classified as Substandard. This change allows the Company to better monitor credit risk of the portfolio.

Each loan officer is responsible for monitoring his or her loan portfolio, recommending a credit risk rating for each loan in his or her portfolio and ensuring the credit risk ratings are appropriate. These credit risk ratings are then ratified by the bank's chief credit officer or the directors' loan committee. Credit risk ratings are determined by evaluating a number of factors including, a borrower's financial strength, cash flow coverage, collateral protection and guarantees. A third party loan review firm independently reviews a significant portion of the loan portfolio at each of the Company's subsidiary banks to evaluate the appropriateness of the management-assigned credit risk ratings. These ratings are subject to further review at each of our bank subsidiaries by the applicable regulatory authority, including the Federal Reserve Bank of Chicago, the Office of the Comptroller of the Currency, the State of Illinois and the State of

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Wisconsin and our internal audit staff.

The Company's Problem Loan Reporting system automatically includes all loans with credit risk ratings of 6 through 9. This system is designed to provide an on-going detailed tracking mechanism for each problem loan. Once management determines that a loan has deteriorated to a point where it has a credit risk rating of 6 or worse, the Company's Managed Asset Division performs an overall credit and collateral review. As part of this review, all underlying collateral is identified, the valuation methodology analyzed and tracked. As a result of this initial review by the Company's Managed Asset Division, the credit risk rating is reviewed and a portion of the outstanding loan balance may be deemed uncollectible or an impairment reserve may be established. The Company's impairment analysis utilizes an independent re-appraisal of the collateral (unless such a third-party evaluation is not possible due to the unique nature of the collateral, such as a closely-held business or thinly traded securities). In the case of commercial real estate collateral, an independent third party appraisal is ordered by the Company's Real Estate Services Group to determine if there has been any change in the underlying collateral value. These independent appraisals are reviewed by the Real Estate Services Group and often by independent third party valuation experts and may be adjusted depending upon market conditions. An appraisal is ordered at least once a year for these loans, or more often if market conditions dictate. In the event that the underlying value of the collateral cannot be easily determined, a detailed valuation methodology is prepared by the Managed Asset Division. A summary of this analysis is provided to the directors' loan committee of the bank which originated the credit for approval of a charge-off, if necessary.

Through the credit risk rating process, loans are reviewed to determine if they are performing in accordance with the original contractual terms. If the borrower has failed to comply with the original contractual terms, further action may be required by the Company, including a downgrade in the credit risk rating, movement to non-accrual status, a charge-off or the establishment of a specific impairment reserve. In the event a collateral shortfall is identified during the credit review process, the Company will work with the borrower for a principal reduction and/or a pledge of additional collateral and/or additional guarantees. In the event that these options are not available, the loan may be subject to a downgrade of the credit risk rating. If we determine that a loan amount or portion thereof, is uncollectible the loan's credit risk rating is immediately downgraded to an 8 or 9 and the uncollectible amount is charged-off. Any loan that has a partial charge-off continues to be assigned a credit risk rating of an 8 or 9 for the duration of time that a balance remains outstanding. The Managed Asset Division undertakes a thorough and ongoing analysis to determine if additional impairment and/or charge-offs are appropriate and to begin a workout plan for the credit to minimize actual losses.

If, based on current information and events, it is probable that the Company will be unable to collect all amounts due to it according to the contractual terms of the loan agreement, a specific impairment reserve is established. In determining the appropriate charge-off for collateral-dependent loans, the Company considers the results of appraisals for the associated collateral. As a result of the loan-by-loan nature of the Company's review process, no significant time lapses have occurred during the review process.



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The following table sets forth Wintrust's non-performing assets at the dates indicated:

*Non-performing Loans*

(Dollars in thousands)	<b>March 31, 2010</b>	December 31, 2009	March 31, 2009
<b>Loans past due greater than 90 days and still accruing:</b>			
Commercial and commercial real-estate	\$ 1,195	\$ 561	\$ 4,677
Home equity	21		726
Residential real-estate		412	
Premium finance receivables commercial	7,479	6,271	9,722
Premium finance receivables life insurance	5,450		
Indirect consumer	665	461	1,076
Consumer and other	20	95	281
<b>Total past due greater than 90 days and still accruing</b>	<b>14,830</b>	<b>7,800</b>	<b>16,482</b>
<b>Non-accrual loans:</b>			
Commercial and commercial real-estate	97,720	97,148	136,306
Home equity	7,730	8,883	4,250
Residential real-estate	5,460	3,779	4,959
Premium finance receivables commercial	14,106	11,878	12,694
Premium finance receivables life insurance	73	704	
Indirect consumer	615	995	1,084
Consumer and other	426	617	91
<b>Total non-accrual</b>	<b>126,130</b>	<b>124,004</b>	<b>159,384</b>
<b>Total non-performing loans:</b>			
Commercial and commercial real-estate	98,915	97,709	140,983
Home equity	7,751	8,883	4,976
Residential real-estate	5,460	4,191	4,959
Premium finance receivables commercial	21,585	18,149	22,416
Premium finance receivables life insurance	5,523	704	
Indirect consumer	1,280	1,456	2,160
Consumer and other	446	712	372
<b>Total non-performing loans</b>	<b>\$ 140,960</b>	<b>131,804</b>	<b>\$ 175,866</b>
<b>Total non-performing loans by category as a percent of its own respective category's period-end balance:</b>			
Commercial and commercial real-estate	1.95%	1.94%	2.86%
Home equity	0.84	0.95	0.54
Residential real-estate	1.69	1.37	1.77

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Premium finance receivables	commercial	<b>1.64</b>	2.49	1.74
Premium finance receivables	life insurance	<b>0.45</b>	0.06	
Indirect consumer		<b>1.54</b>	1.48	1.40
Consumer and other		<b>0.42</b>	0.65	0.28
Total non-performing loans		<b>1.55%</b>	1.57%	2.24%
<b>Allowance for loan losses as a percentage of total non-performing loans</b>		<b>72.64%</b>	74.56%	42.22%

**Table of Contents***Non-performing Commercial and Commercial Real-Estate*

The commercial and commercial real estate non-performing loan category totaled \$98.9 million as of March 31, 2010 compared to \$97.7 million as of December 31, 2009 and \$141.0 million as of March 31, 2009.

Management is pursuing the resolution of all credits in this category. At this time, management believes reserves are adequate to absorb inherent losses that may occur upon the ultimate resolution of these credits.

*Non-performing Residential Real Estate and Home Equity*

The non-performing residential real estate and home equity loans totaled \$13.2 million as of March 31, 2010. The balance increased \$137,000 from December 31, 2009 and increased \$3.3 million from March 31, 2009. The March 31, 2010 non-performing balance is comprised of \$5.5 million of residential real estate (21 individual credits) and \$7.8 million of home equity loans (18 individual credits). On average, this is approximately three non-performing residential real estate loans and home equity loans per chartered bank within the Company. The Company believes control and collection of these loans is very manageable. At this time, management believes reserves are adequate to absorb inherent losses that may occur upon the ultimate resolution of these credits.

*Non-performing Commercial Premium Finance Receivables*

The table below presents the level of non-performing property and casualty premium finance receivables as of March 31, 2010 and 2009, and the amount of net charge-offs for the quarters then ended.

(Dollars in thousands)	<b>March 31, 2010</b>	March 31, 2009
Non-performing premium finance receivables commercial	<b>\$ 21,585</b>	\$ 22,416
as a percent of premium finance receivables commercial outstanding	<b>1.64%</b>	1.74%
Net charge-offs of premium finance receivables commercial	<b>\$ 1,704</b>	\$ 1,210
annualized as a percent of average premium finance receivables commercial	<b>0.54%</b>	0.37%

Fluctuations in this category may occur due to timing and nature of account collections from insurance carriers. The Company's underwriting standards, regardless of the condition of the economy, have remained consistent. We anticipate that net charge-offs and non-performing asset levels in the near term will continue to be at levels that are within acceptable operating ranges for this category of loans. Management is comfortable with administering the collections at this level of non-performing property and casualty premium finance receivables and believes reserves are adequate to absorb inherent losses that may occur upon the ultimate resolution of these credits.

*Non-performing Indirect Consumer Loans*

Total non-performing indirect consumer loans were \$1.3 million at March 31, 2010, compared to \$1.5 million at December 31, 2009 and \$2.2 million at March 31, 2009. The ratio of these non-performing loans to total indirect consumer loans was 1.54% at March 31, 2010 compared to 1.48% at December 31, 2009 and 1.40% at March 31, 2009. As noted in the Allowance for Credit Losses table, net charge-offs as a percent of total indirect consumer loans were 1.00% for the quarter ended March 31, 2010 compared to 0.81% in the same period in 2009. The indirect consumer loan portfolio has decreased 46% since March 31, 2009 to a balance of \$83.1 million at March 31, 2010. The following table shows the current aging status of the Company's entire loan portfolio. Only 1.6% of the entire portfolio is in a non-performing (non-accrual or greater than 90 days past due and still accruing interest) with only 1.6% either one or two payments past due. In total, 96.8% of the Company's total loan portfolio is current according to the original contractual terms of the loan agreements.

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The tables below show the aging of the Company's loan portfolio at March 31, 2010 and December 31, 2009:  
**As of March 31, 2010**

(Dollars in thousands)	Non- Accrual	90+ days and still accruing	60-89 days past due	30-59 days past due	Current	Total Loans
<b>Loan Balances:</b>						
Commercial	\$ 15,331	\$	\$ 6,114	\$ 22,106	\$ 1,706,491	\$ 1,750,042
Commercial real-estate:						
Residential construction	13,240		3,298	1,726	128,087	146,351
Commercial construction	16,916		1,101	3,911	276,385	298,313
Land	32,423		4,421	7,389	271,250	315,483
Office	2,559	1,195	2,960	2,566	479,786	489,066
Industrial	2,143		530	4,990	447,492	455,155
Retail	2,310		4,783	6,772	442,847	456,712
Multi-family	3,555		1,546	10,591	233,904	249,596
Mixed use and other	9,243		8,409	14,168	890,514	922,334
Total commercial real-estate	82,389	1,195	27,048	52,113	3,170,265	3,333,010
Total commercial and commercial real-estate	97,720	1,195	33,162	74,219	4,876,756	5,083,052
Home equity	7,730	21	2,019	2,925	912,298	924,993
Residential real estate	5,460		178	5,541	311,805	322,984
Premium finance receivables commercial	14,106	7,479	5,109	15,870	1,275,258	1,317,822
Premium finance receivables life insurance	73	5,450		2,076	1,225,974	1,233,573
Indirect consumer	615	665	425	1,203	80,228	83,136
Consumer and other	426	20	751	298	103,507	105,002
Total loans, net of unearned income	\$ 126,130	\$ 14,830	\$ 41,644	\$ 102,132	\$ 8,785,826	\$ 9,070,562
<b>Aging as a % of Loan Balance:</b>						
Commercial	0.9%		0.3%	1.3%	97.5%	100.0%
Commercial real-estate:						
Residential construction	9.0		2.3	1.2	87.5	100.0
Commercial construction	5.7		0.4	1.3	92.6	100.0
Land	10.3		1.4	2.3	86.0	100.0
Office	0.5	0.2	0.6	0.5	98.2	100.0
Industrial	0.5		0.1	1.1	98.3	100.0

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Retail	<b>0.5</b>		<b>1.0</b>	<b>1.5</b>	<b>97.0</b>	<b>100.0</b>
Multi-family	<b>1.4</b>		<b>0.6</b>	<b>4.2</b>	<b>93.8</b>	<b>100.0</b>
Mixed use and other	<b>1.0</b>		<b>0.9</b>	<b>1.5</b>	<b>96.6</b>	<b>100.0</b>
Total commercial real-estate	<b>2.5</b>		<b>0.8</b>	<b>1.6</b>	<b>95.1</b>	<b>100.0</b>
Total commercial and commercial real-estate	<b>1.9</b>		<b>0.7</b>	<b>1.5</b>	<b>95.9</b>	<b>100.0</b>
Home equity	<b>0.8</b>		<b>0.2</b>	<b>0.3</b>	<b>98.7</b>	<b>100.0</b>
Residential real estate	<b>1.7</b>		<b>0.1</b>	<b>1.7</b>	<b>96.5</b>	<b>100.0</b>
Premium finance receivables commercial	<b>1.0</b>	<b>0.6</b>	<b>0.4</b>	<b>1.2</b>	<b>96.8</b>	<b>100.0</b>
Premium finance receivables life insurance		<b>0.4</b>		<b>0.2</b>	<b>99.4</b>	<b>100.0</b>
Indirect consumer	<b>0.7</b>	<b>0.8</b>	<b>0.5</b>	<b>1.5</b>	<b>96.5</b>	<b>100.0</b>
Consumer and other	<b>0.4</b>		<b>0.7</b>	<b>0.3</b>	<b>98.6</b>	<b>100.0</b>
Total loans, net of unearned income	<b>1.4%</b>	<b>0.2%</b>	<b>0.5%</b>	<b>1.1%</b>	<b>96.8%</b>	<b>100.0%</b>

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The amounts shown in non-accrual and the 90+ days and still accruing represent the Company's total reported non-performing loans balance. As of March 31, 2010, only \$42 million of all loans, or 0.5%, were 60 to 89 days past due and \$102 million, or 1.1%, were 30 to 59 days (or one payment) past due. As of December 31, 2009, only \$37 million of all loans, or 0.4%, were 60 to 89 days past due and only \$64 million, or 0.8%, were 30 to 59 days (or one payment) past due.

The majority of the commercial and commercial real estate loans shown as 60 to 89 days and 30 to 59 days past due are included on the Company's internal problem loan reporting system. Loans on this system are closely monitored by management on a monthly basis. Near-term delinquencies (30 to 59 days past due) increased \$38.4 million since December 31, 2009. However, the three categories of commercial real-estate loans (residential construction, commercial construction and land) that have comprised the largest portion of non-performing loans and ultimately net charge-offs, declined by \$10.9 million since December 31, 2009.

The Company's home equity and residential loan portfolios continue to exhibit low delinquency ratios. Home equity loans at March 31, 2010 that are current with regard to the contractual terms of the loan agreement represent 98.7% of the total home equity portfolio. Residential real estate loans at March 31, 2010 that are current with regards to the contractual terms of the loan agreements comprise 96.5% of total residential real estate loans outstanding.

The ratio of non-performing commercial premium finance receivables fluctuates throughout the year due to the nature and timing of canceled account collections from insurance carriers. Due to the nature of collateral for commercial premium finance receivables, it customarily takes 60-150 days to convert the collateral into cash. Accordingly, the level of non-performing commercial premium finance receivables is not necessarily indicative of the loss inherent in the portfolio. In the event of default, Wintrust has the power to cancel the insurance policy and collect the unearned portion of the premium from the insurance carrier. In the event of cancellation, the cash returned in payment of the unearned premium by the insurer should generally be sufficient to cover the receivable balance, the interest and other charges due. Due to notification requirements and processing time by most insurance carriers, many receivables will become delinquent beyond 90 days while the insurer is processing the return of the unearned premium. Management continues to accrue interest until maturity as the unearned premium is ordinarily sufficient to pay-off the outstanding balance and contractual interest due.

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As of December 31, 2009

(Dollars in thousands)	Non-	90+ days and still accruing	60-89 days past due	30-59 days past due	Current	Total Loans
	Accrual					
<b>Loan Balances:</b>						
Commercial	\$ 16,509	\$ 561	\$ 6,747	\$ 3,168	\$ 1,716,224	\$ 1,743,209
Commercial real-estate:						
Residential construction	14,064		1,877	5,070	153,412	174,423
Commercial construction	5,232			16,333	287,015	308,580
Land	41,297		8,548	2,468	274,407	326,720
Office	2,675			1,324	463,588	467,587
Industrial	3,753			1,141	439,997	444,891
Retail	431		2,978	1,050	448,301	452,760
Multi-family	288		626	9,371	231,425	241,710
Mixed use and other	12,899		4,517	4,464	858,146	880,026
Total commercial real-estate	80,639		18,546	41,221	3,156,291	3,296,697
Total commercial and commercial real-estate	97,148	561	25,293	44,389	4,872,515	5,039,906
Home equity	8,883		894	2,107	918,598	930,482
Residential real estate	3,779	412	406	3,043	298,656	306,296
Premium finance receivables commercial	11,878	6,271	3,975	9,639	698,381	730,144
Premium finance receivables life insurance	704		5,385	1,854	1,189,950	1,197,893
Indirect consumer	995	461	614	2,143	93,921	98,134
Consumer and other	617	95	511	537	107,156	108,916
Total loans, net of unearned income	\$ 124,004	\$ 7,800	\$ 37,078	\$ 63,712	\$ 8,179,177	\$ 8,411,771
<b>Aging as a % of Loan Balance:</b>						
Commercial	0.9%	%	0.4%	0.2%	98.5%	100.0%
Commercial real-estate:						
Residential construction	8.1		1.1	2.9	87.9	100.0
Commercial construction	1.7			5.3	93.0	100.0
Land	12.6		2.6	0.8	84.0	100.0
Office	0.6			0.3	99.1	100.0
Industrial	0.8			0.3	98.9	100.0
Retail	0.1		0.7	0.2	99.0	100.0
Multi-family	0.1		0.3	3.9	95.7	100.0
Mixed use and other	1.5		0.5	0.5	97.5	100.0

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Total commercial real-estate	2.4		0.6	1.3	95.7	100.0
Total commercial and commercial real-estate	1.9		0.5	0.9	96.7	100.0
Home equity	1.0		0.1	0.2	98.7	100.0
Residential real estate	1.2	0.1	0.1	1.0	97.6	100.0
Premium finance receivables commercial	1.6	0.9	0.5	1.3	95.7	100.0
Premium finance receivables life insurance	0.1		0.4	0.2	99.3	100.0
Indirect consumer	1.0	0.5	0.6	2.2	95.7	100.0
Consumer and other	0.6	0.1	0.5	0.5	98.3	100.0
Total loans, net of unearned income	1.5%	0.1%	0.4%	0.8%	97.2%	100.0%



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**Allowance for Loan Losses**

The allowance for loan losses represents management's estimate of the probable and reasonably estimable loan losses that our loan portfolio is expected to incur. The allowance for loan losses is determined quarterly using a methodology that incorporates important risk characteristics of each loan, as described below under *How We Determine the Allowance for Credit Losses*. This process is subject to review at each of our bank subsidiaries by the applicable regulatory authority, including the Federal Reserve Bank of Chicago, the Office of the Comptroller of the Currency, the State of Illinois and the State of Wisconsin.

Management has determined that the allowance for loan losses was appropriate at March 31, 2010, and that the loan portfolio is well diversified and well secured, without undue concentration in any specific risk area. This process involves a high degree of management judgment, however the allowance for credit losses is based on a comprehensive, well documented, and consistently applied analysis of the Company's loan portfolio. This analysis takes into consideration all available information existing as of the financial statement date, including environmental factors such as economic, industry, geographical and political factors. The relative level of allowance for credit losses is reviewed and compared to industry peers. This review encompasses levels of total nonperforming loans, portfolio mix, portfolio concentrations, current geographic risks and overall levels of net charge-offs. Historical trending of both the Company's results and the industry peers is also reviewed to analyze comparative significance.

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The following table summarizes the activity in our allowance for credit losses during the periods indicated.

*Allowance for Credit Losses*

	<b>Three Months Ended March 31,</b>	
(Dollars in thousands)	<b>2010</b>	2009
<b>Allowance for loan losses at beginning of period</b>	<b>\$ 98,277</b>	\$ 69,767
<b>Provision for credit losses</b>	<b>29,044</b>	14,473
<b>Other adjustments allowance for loan losses related to consolidation of securitization entity</b>	<b>1,943</b>	
<b>Reclassification to allowance for unfunded lending-related commitments</b>	<b>(99)</b>	
<b>Charge-offs:</b>		
Commercial and commercial real estate loans	<b>24,919</b>	7,890
Home equity loans	<b>281</b>	511
Residential real estate loans	<b>406</b>	152
Premium finance receivables commercial	<b>1,933</b>	1,351
Premium finance receivables life insurance		
Indirect consumer loans	<b>274</b>	361
Consumer and other loans	<b>179</b>	121
Total charge-offs	<b>27,992</b>	10,386
<b>Recoveries:</b>		
Commercial and commercial real estate loans	<b>885</b>	208
Home equity loans	<b>8</b>	1
Residential real estate loans	<b>5</b>	
Premium finance receivables commercial	<b>229</b>	141
Premium finance receivables life insurance		
Indirect consumer loans	<b>50</b>	29
Consumer and other loans	<b>47</b>	15
Total recoveries	<b>1,224</b>	394
<b>Net charge-offs</b>	<b>(26,768)</b>	(9,992)
<b>Allowance for loan losses at period end</b>	<b>\$ 102,397</b>	\$ 74,248
<b>Allowance for lending related commitments at period end</b>	<b>3,653</b>	1,586
<b>Allowance for credit losses at period end</b>	<b>\$ 106,050</b>	\$ 75,834
<b>Credit discounts on purchased loans</b>	<b>33,990</b>	
<b>Total credit reserves</b>	<b>\$ 140,040</b>	\$ 75,834
<b>Annualized net charge-offs by category as a percentage of its own respective category's average:</b>		
Commercial and commercial real estate loans	<b>1.94%</b>	0.65%

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Home equity loans	<b>0.12</b>	0.23
Residential real estate loans	<b>0.32</b>	0.14
Premium finance receivables commercial	<b>0.54</b>	0.37
Premium finance receivables life insurance		
Indirect consumer loans	<b>1.00</b>	0.81
Consumer and other loans	<b>0.48</b>	0.27
Total loans, net of unearned income	<b>1.19%</b>	0.51%
<b>Net charge-offs as a percentage of the provision for credit losses</b>	<b>92.48%</b>	69.04%
<b>Loans at period-end</b>	<b>9,070,562</b>	7,841,447
<b>Allowance for loan losses as a percentage of loans at period-end</b>	<b>1.13%</b>	0.95%
<b>Allowance for credit losses as a percentage of loans at period-end</b>	<b>1.17%</b>	0.97%
<b>Total credit reserves as a percentage of loans at period-end</b>	<b>1.54%</b>	0.97%

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The allowance for credit losses is comprised of the allowance for loan losses and the allowance for lending-related commitments. The allowance for loan losses is a reserve against loan amounts that are actually funded and outstanding while the allowance for lending-related commitments relates to certain amounts that Wintrust is committed to lend but for which funds have not yet been disbursed. The allowance for lending-related commitments (separate liability account) represents the portion of the provision for credit losses that was associated with unfunded lending-related commitments. The provision for credit losses may contain both a component related to funded loans (provision for loan losses) and a component related to lending-related commitments (provision for unfunded loan commitments and letters of credit). Total credit-related reserves include the credit discounts on the purchased life insurance premium finance receivables which are netted with the loan balance. Additionally, on January 1, 2010, in conjunction with recording the securitization facility on its balance sheet, the Company established an allowance for loan losses totaling \$1.9 million. This addition to the allowance for loan losses is shown as an other adjustment to the allowance for loan losses.

*How We Determine the Allowance for Credit Losses*

The allowance for loan losses includes an element for estimated probable but undetected losses and for imprecision in the credit risk models used to calculate the allowance. As part of the Problem Loan Reporting system review, the Company analyzes the loan for purposes of calculating our specific impairment reserves and a general reserve.

*Specific Impairment Reserves:*

Loans with a credit risk rating of a 6 through 9 are reviewed on a monthly basis to determine if (a) an amount is deemed uncollectible (a charge-off) or (b) there is an amount with respect to which it is probable that the Company will be unable to collect amounts due in accordance with the original contractual terms of the loan (a specific impairment reserve). Loans which are not assigned a specific reserve are included in the determination of the general reserve.

*General Reserves:*

For loans with a credit risk rating of 5 or better and loans with a risk rating of 6 through 9 with no specific reserve, reserves are established based on the type of loan collateral, if any, and the assigned credit risk rating. Determination of the allowance is inherently subjective as it requires significant estimates, including the amounts and timing of expected future cash flows on impaired loans, estimated losses on pools of homogeneous loans based on historical loss experience, and consideration of current environmental factors and economic trends, all of which may be susceptible to significant change.

We determine this component of the allowance for loan losses by classifying each loan into (i) one of 87 categories based on the type of collateral that secures the loan (if any), and (ii) one of nine categories based on the credit risk rating of the loan, as described above under *Past Due Loans and Non-Performing Assets*. Each combination of collateral and credit risk rating is then assigned a specific loss factor that incorporates the following factors:

historical underwriting loss factor;

changes in lending policies and procedures, including changes in underwriting standards and collection, charge-off, and recovery practices not considered elsewhere in estimating credit losses;

changes in national, regional, and local economic and business conditions and developments that affect the collectibility of the portfolio;

changes in the nature and volume of the portfolio and in the terms of the loans;

changes in the experience, ability, and depth of lending management and other relevant staff;

changes in the volume and severity of past due loans, the volume of non-accrual loans, and the volume and severity of adversely classified or graded loans;

changes in the quality of the bank's loan review system;

changes in the underlying collateral for collateral dependent loans;

the existence and effect of any concentrations of credit, and changes in the level of such concentrations; and

the effect of other external factors such as competition and legal and regulatory requirements on the level of estimated credit losses in the bank's existing portfolio.

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*Recent Refinements to the Methodology:*

The Company's methodology for determining the allowance for loan losses was refined in the second quarter of 2008, in order to:

expand and standardize the classification of collateral at each of the Company's 15 subsidiary banks;

comply with emerging regulatory guidance to modify our credit risk rating processes; and

facilitate the development of a model for determining the allowance for loan losses on a loan-by-loan basis.

The refined methodology was developed in consultation with the examination teams of the Federal Reserve Bank of Chicago, the Office of the Comptroller of the Currency, the State of Illinois and the State of Wisconsin, and we believe it provides a greater level of detail to management within the existing process. The refined methodology did not result in a materially different determination of the allowance for loan losses, but has given our management a greater level of detail by providing the appropriate allowance for loan losses on a loan-by-loan basis.

Additionally, as previously described above under *Past Due Loans and Non-Performing Assets*, in the first quarter of 2010, the Company modified its credit risk rating process to reflect a 1 through 10 risk rating scale. Prior to this, the Company employed a 1 through 9 credit risk rating scale.

*Home Equity and Residential Real Estate Loans:*

The determination of the appropriate allowance for loan losses for residential real estate and home equity loans differs slightly from the process used for commercial and commercial real estate loans. The same credit risk rating system, Problem Loan Reporting system, collateral coding methodology and loss factor assignment are used. The only significant difference is in how the credit risk ratings are assigned to these loans.

The home equity loan portfolio is reviewed on a loan by loan basis by analyzing current FICO scores of the borrowers, line availability, recent line usage and the aging status of the loan. Certain of these factors, or combination of these factors, may cause a portion of the credit risk ratings of home equity loans across all banks to be downgraded. Similar to commercial and commercial real estate loans, once a home equity loan's credit risk rating is downgraded to a 6 or worse, the Company's Managed Asset Division reviews and advises the subsidiary banks as to collateral valuations and as to the ultimate resolution of the credits that deteriorate to a non-accrual status to minimize losses. Residential real estate loans that are downgraded to a credit risk rating of 6 or worse also enter the Problem Loan Reporting system and have the underlying collateral evaluated by the Managed Assets Division.

*Premium Finance Receivables and Indirect Consumer Loans:*

The determination of the appropriate allowance for loan losses for premium finance receivables and indirect consumer loans is based solely on the aging (collection status) of the portfolios. Due to the large number of generally smaller sized and homogenous credits in these portfolios, these loans are not individually assigned a credit risk rating. Loss factors are assigned to each delinquency category in order to calculate an allowance for credit losses. The allowance for loan losses for these categories is entirely a general reserve.

*Effects of Economic Recession and Real Estate Market:*

The Company's primary markets, which are mostly in suburban Chicago, have not experienced the same levels of credit deterioration in residential mortgage and home equity loans as certain other major metropolitan markets, such as Miami, Phoenix or Southern California, however the Company's markets have clearly been under stress. As of March 31, 2010, home equity loans and residential mortgages comprised 10% and 4%, respectively, of the Company's total loan portfolio. At present, approximately only 2% of all of the Company's residential mortgage loans and approximately only 1% of all of the Company's home equity loans are more than one payment past due. Current delinquency statistics of these two portfolios, demonstrating that although there is stress in the Chicago metropolitan and southeastern Wisconsin markets, our portfolios of residential mortgages and home equity loans are performing reasonably well as reflected in the aging of the Company's loan portfolio table shown earlier in this section.

*Methodology in Assessing Impairment and Charge-off Amounts*

In determining the amount of impairment or charge-offs associated with a loan, the Company values the loan generally by starting with a valuation obtained from an appraisal of the underlying collateral and then deducting estimated selling costs to arrive at a net appraised value. We obtain the appraisals of the underlying collateral from one of a pre-approved list of independent, third party appraisal firms.

In many cases, the Company simultaneously values the underlying collateral by marketing the property or related note to market participants interested in purchasing properties of the same type. If the Company receives offers or indications of interest, we will analyze the price and review market conditions to assess whether in light of such information the appraised value overstates the likely price and that a lower price would be a better assessment of the market value of the property and would enable us to liquidate the

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collateral. Additionally, the Company takes into account the strength of any guarantees and the ability of the borrower to provide value related to those guarantees in determining the ultimate charge-off or reserve associated with any impaired loans. Accordingly, the Company may charge-off a loan to a value below the net appraised value if it believes that an expeditious liquidation is desirable in the circumstance and it has legitimate offers or other indications of interest to support a value that is less than the net appraised value. Alternatively, the Company may carry a loan at a value that is in excess of the appraised value if the Company has a guarantee from a borrower that the Company believes has realizable value. In evaluating the strength of any guarantee, the Company evaluates the financial wherewithal of the guarantor, the guarantor's reputation, and the guarantor's willingness and desire to work with the Company. The Company then conducts a review of the strength of a guarantee on a frequency established as the circumstances and conditions of the borrower warrant.

In circumstances where the Company has received an appraisal but has no third party offers or indications of interest, the Company may enlist the input of realtors in the local market as to the highest valuation that the realtor believes would result in a liquidation of the property given a reasonable marketing period of approximately 90 days. To the extent that the realtor's indication of market clearing price under such scenario is less than the net appraised valuation, the Company may take a charge-off on the loan to a valuation that is less than the net appraised valuation.

The Company may also charge-off a loan below the net appraised valuation if the Company holds a junior mortgage position in a piece of collateral whereby the risk to acquiring control of the property through the purchase of the senior mortgage position is deemed to potentially increase the risk of loss upon liquidation due to the amount of time to ultimately market the property and the volatile market conditions. In such cases, the Company may abandon its junior mortgage and charge-off the loan balance in full.

In other cases, the Company may allow the borrower to conduct a short sale, which is a sale where the Company allows the borrower to sell the property at a value less than the amount of the loan. Many times, it is possible for the current owner to receive a better price than if the property is marketed by a financial institution which the market place perceives to have a greater desire to liquidate the property at a lower price. To the extent that we allow a short sale at a price below the value indicated by an appraisal, we may take a charge-off beyond the value that an appraisal would have indicated.

Other market conditions may require a reserve to bring the carrying value of the loan below the net appraised valuation such as litigation surrounding the borrower and/or property securing our loan or other market conditions impacting the value of the collateral. Having determined the net value based on the factors such as noted above and compared that value to the book value of the loan, the Company arrives at a charge-off amount or a specific reserve included in the allowance for loan losses. In summary, for collateral dependent loans, appraisals are used as the fair value starting point in the estimate of net value. Estimated costs to sell are deducted from the appraised value to arrive at the net appraised value. Although an external appraisal is the primary source of valuation utilized for charge-offs on collateral dependent loans, we may utilize values obtained through purchase and sale agreements, legitimate indications of interest, negotiated short sales, realtor price opinions, sale of the note or support from guarantors as the basis for charge-offs. These alternative sources of value are used only if deemed to be more representative of value based on updated information regarding collateral resolution. In addition, if an appraisal is not deemed current, a discount to appraised value may be utilized. Any adjustments from appraised value to net value are detailed and justified in an impairment analysis, which is reviewed and approved by the Company's Managed Assets Division.

***Restructured Loans***

At March 31, 2010, the Company had \$69.4 million in loans with modified terms. The \$69.4 million in modified loans represents 74 credit relationships in which economic concessions were granted to financially distressed borrowers to better align the terms of their loans with their current ability to pay. These actions were taken on a case-by-case basis working with financially distressed borrowers to find a concession that would assist them in retaining their businesses or their homes and attempt to keep these loans in an accruing status for the Company.

These 74 credits comprised of \$12.6 million of commercial, \$54.6 million of commercial real estate and \$2.2 million of residential real estate. 69 credits, totaling \$65.1 million were in an accruing status and five credits, totaling \$4.3 million were in nonaccrual status as of March 31, 2010. Subsequent to its restructuring any restructured loan with a below market rate concession that becomes nonaccrual will remain classified by the Company as a restructured loan



for its duration and will be included in the Company's non-performing loans.

Each restructured loan was reviewed for collateral impairment at March 31, 2010 and approximately \$1.7 million of collateral impairment was present and appropriately reserved for through the Company's normal reserving methodology in the Company's allowance for loan losses. Additionally, none of these loans at March 31, 2010 had impairment based on the present value of expected cash flows, thus there was no impact on interest income.

**Table of Contents***Other Real Estate Owned*

The table below presents a summary of other real estate owned as of March 31, 2010 and shows the changes in the balance from December 31, 2009 for each property type:

(Dollars in Thousands)	Residential Real Estate		Residential Real Estate Development		Commercial Real Estate		Total Balance	
	Amount	R	Amount	R	Amount	R	Amount	R
Balance at December 31, 2009	\$ 5,889	6	\$ 41,992	18	\$ 32,282	26	\$ 80,163	50
Transfers in at Fair Value less estimated costs to sell	4,081	12	420	2	15,651	18	20,152	32
Fair Value adjustments Resolved	(494)	(2)	(8,020)	(3)	(312)	(2)	(312)	(7)
	(2,480)	(2)	(10,994)	(7)	(10,994)	(7)	(10,994)	(7)
<b>Balance at March 31, 2010</b>	<b>\$ 9,476</b>	<b>16</b>	<b>\$ 34,392</b>	<b>17</b>	<b>\$ 45,141</b>	<b>42</b>	<b>\$ 89,009</b>	<b>75</b>
Balance at March 31, 2009							\$ 41,517	25

R Number of relationships

**LIQUIDITY**

Wintrust manages the liquidity position of its banking operations to ensure that sufficient funds are available to meet customers' needs for loans and deposit withdrawals. The liquidity to meet these demands is provided by maturing assets, liquid assets that can be converted to cash and the ability to attract funds from external sources. Liquid assets refer to money market assets such as Federal funds sold and interest bearing deposits with banks, as well as available-for-sale debt securities which are not pledged to secure public funds.

While the Company obtains a portion of its total deposits through brokered deposits, the Company does so primarily as an asset-liability management tool to assist in the management of interest rate risk, and the Company does not consider brokered deposits to be a vital component of its current liquidity resources. For example, as of March 31, 2010, Wintrust had in excess of \$1 billion of cash, overnight funds and interest-bearing deposits with other banks (primarily the Federal Reserve) on its books, but only maintained \$837.4 million of brokered deposits. Historically, brokered deposits have represented a small component of the Company's total deposits outstanding, as set forth in the table below:

(Dollars in thousands)	March 31,			December 31,	
	2010	2009	2009	2008	2007
Total Deposits	\$ 9,724,870	\$ 8,625,977	\$ 9,917,074	\$ 8,376,750	\$ 7,471,441
Brokered Deposits <sup>(1)</sup>	\$ 837,388	\$ 808,309	\$ 927,722	\$ 800,042	\$ 505,069
Brokered Deposits as a percentage of Total Deposits <sup>(1)</sup>	8.6%	9.4%	9.4%	9.6%	6.8%

(1) *Brokered  
Deposits include*

*certificates of  
deposit obtained  
through deposit  
brokers,  
deposits  
received  
through the  
Certificate of  
Deposit Account  
Registry  
Program  
( CDARS ), as  
well as wealth  
management  
deposits of  
brokerage  
customers from  
unaffiliated  
companies  
which have been  
placed into  
deposit accounts  
of the banks.*

In December, 2008 the Company sold the Series B preferred stock and warrant to the federal government in connection with the Company's participation in Treasury's Capital Purchase Program. As of December 31, 2008, these were the only funds received by the Company from the federal government. Without the CPP funds, however, Wintrust would have been well capitalized as of December 31, 2008.

As discussed in Note 8 of the Financial Statements presented under Item 1 of this report, in September 2009, the Company's subsidiary, FIFC, sponsored a QSPE that issued \$600 million in aggregate principal amount of its Notes. The QSPE's obligations under the Notes are secured by loans made to buyers of property and casualty insurance policies to finance the related premiums payable by the buyers to the insurance companies for the policies. At the time of issuance, the Notes were eligible collateral under TALF and certain investors therefore received non-recourse funding from the New York Fed in order to purchase the Notes. As a result, FIFC believes it received greater proceeds at lower interest rates from the securitization than it otherwise would have received in a non-TALF-eligible transaction. In accordance with applicable accounting guidance, effective January 1, 2010, the QSPE is accounted for as a consolidated subsidiary of the Company.

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The Company believes that it has sufficient funds and access to funds to meet its working capital and other needs. Please refer to the Interest-Earning Assets, Deposits, Other Funding Sources and Shareholders' Equity discussions of this report for additional information regarding the Company's liquidity position.

**INFLATION**

A banking organization's assets and liabilities are primarily monetary. Changes in the rate of inflation do not have as great an impact on the financial condition of a bank as do changes in interest rates. Moreover, interest rates do not necessarily change at the same percentage as inflation. Accordingly, changes in inflation are not expected to have a material impact on the Company. An analysis of the Company's asset and liability structure provides the best indication of how the organization is positioned to respond to changing interest rates. See "Quantitative and Qualitative Disclosures About Market Risks" section of this report for additional information.

**FORWARD-LOOKING STATEMENTS**

This document contains, and the documents into which it may be incorporated by reference may contain, forward-looking statements within the meaning of federal securities laws. Forward-looking information can be identified through the use of words such as "intend," "plan," "project," "expect," "anticipate," "believe," "estimate," "could," "possible," "point," "will," "may," "should," "would" and "could." Forward-looking statements and information are not facts, are premised on many factors and assumptions, and represent only management's expectations, estimates and projections regarding future events. Similarly, these statements are not guarantees of future performance and involve certain risks and uncertainties that are difficult to predict, which may include, but are not limited to, those listed below and the Risk Factors discussed under Item 1A of the Company's 2009 Annual Report on Form 10-K and in any of the Company's subsequent SEC filings. The Company intends such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995, and is including this statement for purposes of invoking these safe harbor provisions. Such forward-looking statements may be deemed to include, among other things, statements relating to the Company's future financial performance, the performance of its loan portfolio, the expected amount of future credit reserves and charge-offs, delinquency trends, growth plans, regulatory developments, securities that the Company may offer from time to time, and management's long-term performance goals, as well as statements relating to the anticipated effects on financial condition and results of operations from expected developments or events, the Company's business and growth strategies, including future acquisitions of banks, specialty finance or wealth management businesses, internal growth and plans to form additional *de novo* banks or branch offices. Actual results could differ materially from those addressed in the forward-looking statements as a result of numerous factors, including the following:

- negative economic conditions that adversely affect the economy, housing prices, the job market and other factors that may affect the Company's liquidity and the performance of its loan portfolios, particularly in the markets in which it operates;

- the extent of defaults and losses on the Company's loan portfolio, which may require further increases in its allowance for credit losses;

- estimates of fair value of certain of the Company's assets and liabilities, which could change in value significantly from period to period;

- changes in the level and volatility of interest rates, the capital markets and other market indices that may affect, among other things, the Company's liquidity and the value of its assets and liabilities;

- a decrease in the Company's regulatory capital ratios, including as a result of further declines in the value of its loan portfolios, or otherwise;

- effects resulting from the Company's participation in the Capital Purchase Program, including restrictions on dividends and executive compensation practices, as well as any future restrictions that may become applicable to the Company;

legislative or regulatory changes, particularly changes in regulation of financial services companies and/or the products and services offered by financial services companies;

increases in the Company's FDIC insurance premiums, or the collection of special assessments by the FDIC;

competitive pressures in the financial services business which may affect the pricing of the Company's loan and deposit products as well as its services (including wealth management services);

delinquencies or fraud with respect to the Company's premium finance business;

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the Company's ability to comply with covenants under its securitization facility and credit facility;

credit downgrades among commercial and life insurance providers that could negatively affect the value of collateral securing the Company's premium finance loans;

any negative perception of the Company's reputation or financial strength;

the loss of customers as a result of technological changes allowing consumers to complete their financial transactions without the use of a bank;

the ability of the Company to attract and retain senior management experienced in the banking and financial services industries;

failure to identify and complete favorable acquisitions in the future, or unexpected difficulties or developments related to the integration of recent acquisitions, including with respect to any FDIC-assisted acquisitions;

unexpected difficulties or unanticipated developments related to the Company's strategy of *de novo* bank formations and openings, which typically require over 13 months of operations before becoming profitable due to the impact of organizational and overhead expenses, the startup phase of generating deposits and the time lag typically involved in redeploying deposits into attractively priced loans and other higher yielding earning assets;

changes in accounting standards, rules and interpretations (including SFAS 166 and 167) and the impact on the Corporation's financial statements;

significant litigation involving the Company; and

the ability of the Company to receive dividends from its subsidiaries.

Therefore, there can be no assurances that future actual results will correspond to these forward-looking statements.

The reader is cautioned not to place undue reliance on any forward-looking statement made by the Company.

Forward-looking statements speak only as of the date they are made, and the Company undertakes no obligation to update any forward-looking statement to reflect the impact of circumstances or events that arise after the date the forward-looking statement was made. Persons are advised, however, to consult further disclosures management makes on related subjects in its reports filed with the Securities and Exchange Commission and in its press releases.

Table of Contents**ITEM 3****QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISKS**

As an ongoing part of its financial strategy, the Company attempts to manage the impact of fluctuations in market interest rates on net interest income. This effort entails providing a reasonable balance between interest rate risk, credit risk, liquidity risk and maintenance of yield. Asset-liability management policies are established and monitored by management in conjunction with the boards of directors of the banks, subject to general oversight by the Risk Management Committee of the Company's Board of Directors. The policies establish guidelines for acceptable limits on the sensitivity of the market value of assets and liabilities to changes in interest rates.

Interest rate risk arises when the maturity or repricing periods and interest rate indices of the interest earning assets, interest bearing liabilities, and derivative financial instruments are different. It is the risk that changes in the level of market interest rates will result in disproportionate changes in the value of, and the net earnings generated from, the Company's interest earning assets, interest bearing liabilities and derivative financial instruments. The Company continuously monitors not only the organization's current net interest margin, but also the historical trends of these margins. In addition, management attempts to identify potential adverse changes in net interest income in future years as a result interest rate fluctuations by performing simulation analysis of various interest rate environments. If a potential adverse change in net interest margin and/or net income is identified, management would take appropriate actions with its asset-liability structure to mitigate these potentially adverse situations. Please refer to Item 2

Management's Discussion and Analysis of Financial Condition and Results of Operations for further discussion of the net interest margin.

Since the Company's primary source of interest bearing liabilities is from customer deposits, the Company's ability to manage the types and terms of such deposits may be somewhat limited by customer preferences and local competition in the market areas in which the banks operate. The rates, terms and interest rate indices of the Company's interest earning assets result primarily from the Company's strategy of investing in loans and securities that permit the Company to limit its exposure to interest rate risk, together with credit risk, while at the same time achieving an acceptable interest rate spread.

The Company's exposure to interest rate risk is reviewed on a regular basis by management and the Risk Management Committees of the boards of directors of the banks and the Company. The objective is to measure the effect on net income and to adjust balance sheet and derivative financial instruments to minimize the inherent risk while at the same time maximize net interest income.

Management measures its exposure to changes in interest rates using many different interest rate scenarios. One interest rate scenario utilized is to measure the percentage change in net interest income assuming a ramped increase and decrease of 100 and 200 basis points that occurs in equal steps over a twelve-month time horizon. Utilizing this measurement concept, the interest rate risk of the Company, expressed as a percentage change in net interest income over a one-year time horizon due to changes in interest rates, at March 31, 2010 December 31, 2009 and March 31, 2009 is as follows:

	+ 200	+ 100	- 100	- 200
	Basis	Basis	Basis	Basis
	Points	Points	Points	Points

Percentage change in net interest income due to a ramped 100 and 200 basis point shift in the yield curve:

<b>March 31, 2010</b>	<b>3.6%</b>	<b>1.4%</b>	<b>(2.4)%</b>	<b>(9.5)%</b>
December 31, 2009	3.7%	1.5%	(2.4)%	(6.6)%
March 31, 2009	1.6%	0.4%	(0.1)%	(2.4)%

This simulation analysis is based upon actual cash flows and repricing characteristics for balance sheet instruments and incorporates management's projections of the future volume and pricing of each of the product lines offered by the Company as well as other pertinent assumptions. Actual results may differ from these simulated results due to timing, magnitude, and frequency of interest rate changes as well as changes in market conditions and management strategies.

One method utilized by financial institutions to manage interest rate risk is to enter into derivative financial instruments. A derivative financial instrument includes interest rate swaps, interest rate caps and floors, futures, forwards, option contracts and other financial instruments with similar characteristics. Additionally, the Company enters into commitments to fund certain mortgage loans (interest rate locks) to be sold into the secondary market and forward commitments for the future delivery of mortgage loans to third party investors. See Note 14 of the Financial Statements presented under Item 1 of this report for further information on the Company's derivative financial instruments.

During the first three months of 2010, the Company entered into certain covered call option transactions related to certain securities held by the Company. The Company uses these option transactions (rather than entering into other derivative interest rate contracts, such as interest rate floors) to increase the total return associated with the related securities. Although the revenue received from these options is recorded as non-interest income rather than interest income, the increased return attributable to the related securities from these options contributes to the Company's overall profitability. The Company's exposure to interest rate risk may be impacted by these transactions. To mitigate this risk, the Company may acquire fixed rate term debt or use financial derivative instruments. There were no covered call options outstanding as of March 31, 2010.



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**ITEM 4  
CONTROLS AND PROCEDURES**

As of the end of the period covered by this report, the Company's Chief Executive Officer and Chief Financial Officer carried out an evaluation under their supervision, with the participation of other members of management as they deemed appropriate, of the effectiveness of the design and operation of the Company's disclosure controls and procedures as contemplated by Exchange Act Rule 13a-15. Based upon, and as of the date of that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective, in all material respects, in timely alerting them to material information relating to the Company (and its consolidated subsidiaries) required to be included in the periodic reports the Company is required to file and submit to the SEC under the Exchange Act.

There were no changes in the Company's internal control over financial reporting during the period covered by this report that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

**PART II Other Information**

**Item 1A: Risk Factors**

There were no material changes from the risk factors set forth under Part I, Item 1A Risk Factors in the Company's Form 10-K for the fiscal year ended December 31, 2009.

**Item 2: Unregistered Sales of Equity Securities and Use of Proceeds**

No purchases of the Company's common shares were made by or on behalf of the Company or any affiliated purchaser as defined in Rule 10b-18(a)(3) under the Securities Exchange Act of 1934, as amended, during the three months ended March 31, 2010. There is currently no authorization to repurchase shares of outstanding common stock.

The Purchase Agreement pursuant to which the Series B Preferred Stock was issued provides that no share repurchases may be made until the earlier of (a) the third anniversary of the date of issuance of the Series B Preferred Stock and (b) the date on which the Series B Preferred Stock has been redeemed in whole or the US Treasury has transferred all of the Series B Preferred Stock to third parties. The Series B Preferred Stock was issued on December 19, 2008.

**Item 6: Exhibits.**

(a) Exhibits

- 31.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Certification of President and Chief Executive Officer and Executive Vice President and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**WINTRUST FINANCIAL  
CORPORATION**  
(Registrant)

Date: May 10, 2010

/s/ DAVID L. STOEHR  
David L. Stoehr  
Executive Vice President and  
Chief Financial Officer  
(Principal Financial and Accounting  
Officer)

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