

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 June 30, 1996

or

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

Commission File Number 1-9861

FIRST EMPIRE STATE CORPORATION  
(Exact name of registrant as specified in its charter)

New York  
(State or other jurisdiction of  
incorporation or organization)

16-0968385  
(I.R.S. Employer  
Identification No.)

One M & T Plaza  
Buffalo, New York  
(Address of principal  
executive offices)

14240  
(Zip Code)

(716) 842-5445  
(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 for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Number of shares of the registrant's Common Stock, \$5 par value, outstanding as of the close of business on August 1, 1996: 6,719,387 shares.

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FIRST EMPIRE STATE CORPORATION  
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FORM 10-Q

For the Quarterly Period Ended June 30, 1996

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## PART I. FINANCIAL INFORMATION

## Item I. Financial Statements

## FIRST EMPIRE STATE CORPORATION AND SUBSIDIARIES

## CONSOLIDATED BALANCE SHEET (Unaudited)

| Dollars in thousands, except per share                                                                                                             |  | June 30,<br>1996 | December 31,<br>1995 |
|----------------------------------------------------------------------------------------------------------------------------------------------------|--|------------------|----------------------|
| <b>Assets</b>                                                                                                                                      |  |                  |                      |
| Cash and due from banks                                                                                                                            |  | \$ 376,309       | 363,119              |
| Money-market assets                                                                                                                                |  |                  |                      |
| Interest-bearing deposits at banks                                                                                                                 |  | 14,451           | 125,500              |
| Federal funds sold and agreements to resell securities                                                                                             |  | 23,136           | 1,000                |
| Trading account                                                                                                                                    |  | 31,481           | 9,709                |
| Total money-market assets                                                                                                                          |  | 69,068           | 136,209              |
| Investment securities                                                                                                                              |  |                  |                      |
| Available for sale (cost: \$1,589,452 at June 30, 1996;<br>\$1,537,393 at December 31, 1995)                                                       |  | 1,565,853        | 1,531,893            |
| Held to maturity (market value: \$195,253 at June 30, 1996;<br>\$187,476 at December 31, 1995)                                                     |  | 194,693          | 185,834              |
| Other (market value: \$56,505 at June 30, 1996;<br>\$51,568 at December 31, 1995)                                                                  |  | 56,505           | 51,568               |
| Total investment securities                                                                                                                        |  | 1,817,051        | 1,769,295            |
| Loans and leases                                                                                                                                   |  |                  |                      |
| Unearned discount                                                                                                                                  |  | (358,282)        | (317,874)            |
| Allowance for possible credit losses                                                                                                               |  | (269,951)        | (262,344)            |
| Loans and leases, net                                                                                                                              |  | 9,859,219        | 9,293,505            |
| Premises and equipment                                                                                                                             |  |                  |                      |
| Accrued interest and other assets                                                                                                                  |  | 125,629          | 128,516              |
|                                                                                                                                                    |  | 295,081          | 265,258              |
| Total assets                                                                                                                                       |  | \$12,542,357     | 11,955,902           |
| <b>Liabilities</b>                                                                                                                                 |  |                  |                      |
| Noninterest-bearing deposits                                                                                                                       |  |                  |                      |
| NOW accounts                                                                                                                                       |  | \$ 1,172,333     | 1,184,359            |
| Savings deposits                                                                                                                                   |  | 780,699          | 768,559              |
| Time deposits                                                                                                                                      |  | 2,838,646        | 2,765,301            |
| Deposits at foreign office                                                                                                                         |  | 5,126,031        | 4,596,053            |
|                                                                                                                                                    |  | 274,974          | 155,303              |
| Total deposits                                                                                                                                     |  | 10,192,683       | 9,469,575            |
| Federal funds purchased and agreements<br>to repurchase securities                                                                                 |  |                  |                      |
|                                                                                                                                                    |  | 915,151          | 1,213,372            |
| Other short-term borrowings                                                                                                                        |  | 219,140          | 59,834               |
| Accrued interest and other liabilities                                                                                                             |  | 164,138          | 174,077              |
| Long-term borrowings                                                                                                                               |  | 190,222          | 192,791              |
| Total liabilities                                                                                                                                  |  | 11,681,334       | 11,109,649           |
| <b>Stockholders' equity</b>                                                                                                                        |  |                  |                      |
| Preferred stock, \$1 par, 1,000,000 shares<br>authorized, 40,000 shares outstanding at December 31,<br>1995, stated at aggregate liquidation value |  | --               | 40,000               |
| Common stock, \$5 par, 15,000,000 shares<br>authorized, 8,097,472 shares issued                                                                    |  | 40,487           | 40,487               |
| Surplus                                                                                                                                            |  | 93,132           | 98,657               |
| Undivided profits                                                                                                                                  |  | 870,171          | 805,486              |
| Unrealized investment losses, net                                                                                                                  |  | (13,629)         | (3,155)              |
| Treasury stock - common, at cost - 1,301,803 shares at<br>June 30, 1996; 1,664,306 shares at December 31, 1995                                     |  | (129,138)        | (135,222)            |
| Total stockholders' equity                                                                                                                         |  | 861,023          | 846,253              |
| Total liabilities and stockholders' equity                                                                                                         |  | \$12,542,357     | 11,955,902           |

FIRST EMPIRE STATE CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF INCOME (Unaudited)

| Amounts in thousands, except per share |                                                                   | Three months ended<br>June 30 |         | Six months ended<br>June 30 |         |
|----------------------------------------|-------------------------------------------------------------------|-------------------------------|---------|-----------------------------|---------|
|                                        |                                                                   | 1996                          | 1995    | 1996                        | 1995    |
| Interest income                        | Loans and leases, including fees                                  | \$217,042                     | 195,963 | 430,248                     | 380,979 |
|                                        | Money-market assets                                               |                               |         |                             |         |
|                                        | Deposits at banks                                                 | 266                           | 2,225   | 1,297                       | 3,519   |
|                                        | Federal funds sold and agreements<br>to resell securities         | 779                           | 2,227   | 2,182                       | 2,427   |
|                                        | Trading account                                                   | 232                           | 348     | 505                         | 520     |
|                                        | Investment securities                                             |                               |         |                             |         |
|                                        | Fully taxable                                                     | 28,646                        | 29,692  | 56,065                      | 57,269  |
|                                        | Exempt from federal taxes                                         | 638                           | 738     | 1,083                       | 1,565   |
|                                        | Total interest income                                             | 247,603                       | 231,193 | 491,380                     | 446,279 |
| Interest expense                       | NOW accounts                                                      | 2,642                         | 2,948   | 5,415                       | 5,713   |
|                                        | Savings deposits                                                  | 20,673                        | 21,920  | 41,194                      | 44,232  |
|                                        | Time deposits                                                     | 68,920                        | 60,008  | 134,376                     | 111,581 |
|                                        | Deposits at foreign office                                        | 3,534                         | 1,504   | 5,663                       | 3,840   |
|                                        | Short-term borrowings                                             | 15,657                        | 23,787  | 35,346                      | 39,450  |
|                                        | Long-term borrowings                                              | 3,570                         | 1,929   | 7,187                       | 3,859   |
|                                        | Total interest expense                                            | 114,996                       | 112,096 | 229,181                     | 208,675 |
|                                        | Net interest income                                               | 132,607                       | 119,097 | 262,199                     | 237,604 |
|                                        | Provision for possible credit losses                              | 11,700                        | 8,515   | 21,375                      | 17,015  |
|                                        | Net interest income after provision<br>for possible credit losses | 120,907                       | 110,582 | 240,824                     | 220,589 |
| Other income                           | Mortgage banking revenues                                         | 11,275                        | 7,616   | 21,666                      | 10,488  |
|                                        | Trust income                                                      | 7,073                         | 5,847   | 13,246                      | 11,584  |
|                                        | Service charges on deposit accounts                               | 10,128                        | 9,574   | 20,033                      | 18,793  |
|                                        | Merchant discount and other credit card fees                      | 4,220                         | 2,415   | 7,275                       | 4,688   |
|                                        | Trading account and foreign exchange gain                         | 858                           | 220     | 154                         | 1,080   |
|                                        | Gain (loss) on sales of bank investment securities                | 109                           | (46)    | 427                         | (46)    |
|                                        | Other revenues from operations                                    | 7,800                         | 8,262   | 14,913                      | 13,703  |
|                                        | Total other income                                                | 41,463                        | 33,888  | 77,714                      | 60,290  |
| Other expense                          | Salaries and employee benefits                                    | 49,133                        | 44,148  | 101,261                     | 90,375  |
|                                        | Equipment and net occupancy                                       | 12,699                        | 12,179  | 26,115                      | 24,885  |
|                                        | Printing, postage and supplies                                    | 3,863                         | 3,504   | 7,682                       | 7,099   |
|                                        | Deposit insurance                                                 | 778                           | 4,264   | 1,558                       | 8,528   |
|                                        | Other costs of operations                                         | 31,448                        | 26,174  | 57,622                      | 48,876  |
|                                        | Total other expense                                               | 97,921                        | 90,269  | 194,238                     | 179,763 |
|                                        | Income before income taxes                                        | 64,449                        | 54,201  | 124,300                     | 101,116 |
|                                        | Income taxes                                                      | 25,790                        | 22,747  | 49,488                      | 42,494  |
|                                        | Net income                                                        | \$ 38,659                     | 31,454  | 74,812                      | 58,622  |
|                                        | Net income per common share                                       |                               |         |                             |         |
|                                        | Primary                                                           | \$5.36                        | 4.51    | 10.56                       | 8.36    |
|                                        | Fully diluted                                                     | 5.36                          | 4.31    | 10.32                       | 7.99    |
|                                        | Cash dividends per common share                                   | .70                           | .60     | 1.40                        | 1.20    |
|                                        | Average common shares outstanding                                 |                               |         |                             |         |
|                                        | Primary                                                           | 7,212                         | 6,768   | 6,995                       | 6,794   |
|                                        | Fully diluted                                                     | 7,216                         | 7,293   | 7,245                       | 7,338   |

FIRST EMPIRE STATE CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF CASH FLOWS (Unaudited)

| Dollars in thousands                                                |                                                                                  | Six months ended June 30<br>1996 | 1995      |
|---------------------------------------------------------------------|----------------------------------------------------------------------------------|----------------------------------|-----------|
| Cash flows from operating activities                                | Net income                                                                       | \$ 74,812                        | 58,622    |
|                                                                     | Adjustments to reconcile net income to net cash provided by operating activities |                                  |           |
|                                                                     | Provision for possible credit losses                                             | 21,375                           | 17,015    |
|                                                                     | Depreciation and amortization of premises and equipment                          | 9,886                            | 9,524     |
|                                                                     | Amortization of capitalized mortgage servicing rights                            | 5,065                            | 3,027     |
|                                                                     | Provision for deferred income taxes                                              | (6,216)                          | (7,452)   |
|                                                                     | Asset write-downs                                                                | 605                              | 3,183     |
|                                                                     | Net gain on sales of assets                                                      | (599)                            | (261)     |
|                                                                     | Net change in accrued interest receivable, payable                               | (7,000)                          | (1,601)   |
|                                                                     | Net change in other accrued income and expense                                   | 2,049                            | 50,553    |
|                                                                     | Net change in loans held for sale                                                | (10,540)                         | (110,781) |
|                                                                     | Net change in trading account assets and liabilities                             | (12,018)                         | (29,911)  |
|                                                                     | Net cash provided (used) by operating activities                                 | 77,419                           | (8,082)   |
| Cash flows from investing activities                                | Proceeds from sales of investment securities                                     |                                  |           |
|                                                                     | Available for sale                                                               | 143,235                          | 41,348    |
|                                                                     | Proceeds from maturities of investment securities                                |                                  |           |
|                                                                     | Available for sale                                                               | 269,661                          | 130,128   |
|                                                                     | Held to maturity                                                                 | 20,349                           | 27,824    |
|                                                                     | Purchases of investment securities                                               |                                  |           |
|                                                                     | Available for sale                                                               | (466,126)                        | (381,383) |
|                                                                     | Held to maturity                                                                 | (29,213)                         | (117,905) |
|                                                                     | Other                                                                            | (2,776)                          | (2,641)   |
|                                                                     | Net (increase) decrease in interest-bearing deposits at banks                    | 111,049                          | (125,357) |
|                                                                     | Net increase in loans and leases                                                 | (577,434)                        | (530,123) |
|                                                                     | Capital expenditures, net                                                        | (6,918)                          | (5,918)   |
|                                                                     | Acquisitions, net of cash acquired                                               | --                               | (18,691)  |
|                                                                     | Other, net                                                                       | (12,578)                         | (59)      |
|                                                                     | Net cash used by investing activities                                            | (550,751)                        | (982,777) |
| Cash flows from financing activities                                | Net increase in deposits                                                         | 721,888                          | 621,366   |
|                                                                     | Net increase (decrease) in short-term borrowings                                 | (151,830)                        | 325,117   |
|                                                                     | Payments on long-term borrowings                                                 | (2,638)                          | (56)      |
|                                                                     | Purchases of treasury stock                                                      | (42,899)                         | (22,727)  |
|                                                                     | Dividends paid - common                                                          | (9,227)                          | (7,847)   |
|                                                                     | Dividends paid - preferred                                                       | (900)                            | (1,800)   |
|                                                                     | Other, net                                                                       | (5,736)                          | 4,496     |
|                                                                     | Net cash provided by financing activities                                        | 508,658                          | 918,549   |
|                                                                     | Net increase (decrease) in cash and cash equivalents                             | \$ 35,326                        | (72,310)  |
|                                                                     | Cash and cash equivalents at beginning of period                                 | 364,119                          | 380,861   |
|                                                                     | Cash and cash equivalents at end of period                                       | \$ 399,445                       | 308,551   |
| Supplemental disclosure of cash flow information                    | Interest received during the period                                              | \$ 482,499                       | 428,922   |
|                                                                     | Interest paid during the period                                                  | 229,783                          | 184,091   |
|                                                                     | Income taxes paid during the period                                              | 54,733                           | 20,873    |
| Supplemental schedule of noncash investing and financing activities | Real estate acquired in settlement of loans                                      | \$ 4,097                         | 3,392     |
|                                                                     | Conversion of preferred stock to common stock                                    | 40,000                           | --        |

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 FIRST EMPIRE STATE CORPORATION AND SUBSIDIARIES  
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CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY (Unaudited)

| Dollars in thousands,<br>except per share                             | Preferred<br>stock | Common<br>stock | Surplus | Undivided<br>profits | Unrealized<br>investment<br>gains<br>(losses),<br>net | Treasury<br>stock | Total     |
|-----------------------------------------------------------------------|--------------------|-----------------|---------|----------------------|-------------------------------------------------------|-------------------|-----------|
| <b>1995</b>                                                           |                    |                 |         |                      |                                                       |                   |           |
| Balance - January 1, 1995                                             | \$40,000           | 40,487          | 98,014  | 694,274              | (50,555)                                              | (101,224)         | \$720,996 |
| Net income                                                            | --                 | --              | --      | 58,622               | --                                                    | --                | 58,622    |
| Preferred stock cash dividends                                        | --                 | --              | --      | (1,800)              | --                                                    | --                | (1,800)   |
| Common stock cash dividends -<br>\$1.20 per share                     | --                 | --              | --      | (7,847)              | --                                                    | --                | (7,847)   |
| Exercise of stock options                                             | --                 | --              | 459     | --                   | --                                                    | 2,140             | 2,599     |
| Purchases of treasury stock                                           | --                 | --              | --      | --                   | --                                                    | (22,727)          | (22,727)  |
| Unrealized gains on investment<br>securities available for sale, net  | --                 | --              | --      | --                   | 44,115                                                | --                | 44,115    |
| Balance - June 30, 1995                                               | \$40,000           | 40,487          | 98,473  | 743,249              | (6,440)                                               | (121,811)         | \$793,958 |
| <b>1996</b>                                                           |                    |                 |         |                      |                                                       |                   |           |
| Balance - January 1, 1996                                             | \$40,000           | 40,487          | 98,657  | 805,486              | (3,155)                                               | (135,222)         | \$846,253 |
| Net income                                                            | --                 | --              | --      | 74,812               | --                                                    | --                | 74,812    |
| Preferred stock cash dividends                                        | --                 | --              | --      | (900)                | --                                                    | --                | (900)     |
| Common stock cash dividends -<br>\$1.40 per share                     | --                 | --              | --      | (9,227)              | --                                                    | --                | (9,227)   |
| Exercise of stock options                                             | --                 | --              | 1,009   | --                   | --                                                    | 2,449             | 3,458     |
| Purchases of treasury stock                                           | --                 | --              | --      | --                   | --                                                    | (42,899)          | (42,899)  |
| Conversion of preferred stock into<br>506,930 shares of common stock  | (40,000)           | --              | (6,534) | --                   | --                                                    | 46,534            | --        |
| Unrealized losses on investment<br>securities available for sale, net | --                 | --              | --      | --                   | (10,474)                                              | --                | (10,474)  |
| Balance - June 30, 1996                                               | \$ --              | 40,487          | 93,132  | 870,171              | (13,629)                                              | (129,138)         | \$861,023 |

CONSOLIDATED SUMMARY OF CHANGES IN ALLOWANCE FOR POSSIBLE CREDIT LOSSES  
(Unaudited)

| Dollars in thousands                 | Six months ended June 30 |          |
|--------------------------------------|--------------------------|----------|
|                                      | 1996                     | 1995     |
| Beginning balance                    | \$262,344                | 243,332  |
| Provision for possible credit losses | 21,375                   | 17,015   |
| Net charge-offs                      |                          |          |
| Charge-offs                          | (20,486)                 | (11,625) |
| Recoveries                           | 6,718                    | 5,120    |
| Total net charge-offs                | (13,768)                 | (6,505)  |
| Ending balance                       | \$269,951                | 253,842  |

## NOTES TO FINANCIAL STATEMENTS

### 1. Significant accounting policies

The consolidated financial statements of First Empire State Corporation and subsidiaries ("the Company") were compiled in accordance with the accounting policies set forth on pages 42 and 43 of the Company's 1995 Annual Report. In the opinion of management, all adjustments necessary for a fair presentation have been made and were all of a normal recurring nature.

### 2. Stock-based compensation

During the first quarter of 1996, Statement of Financial Accounting Standards ("SFAS") No. 123, "Accounting for Stock-Based Compensation", became effective. SFAS No. 123 establishes a fair value based method of accounting for stock-based compensation plans and encourages, but does not require, entities to adopt that method of accounting for all arrangements under which employees receive shares of stock or other equity instruments of the employer or the employer incurs liabilities to employees in amounts based on the price of the stock. However, SFAS No. 123 allows entities to continue to measure compensation cost for employee stock options or similar equity instruments using the method prescribed by Accounting Principles Board Opinion ("APBO") No. 25, "Accounting for Stock Issued to Employees." The Company has elected to continue measuring compensation cost for employee stock compensation arrangements in accordance with the provisions of APBO No. 25. Accordingly, SFAS No. 123 had no impact on the Company's results of operations for the three and six month periods ended June 30, 1996.

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

Overview

Net income of First Empire State Corporation ("First Empire") was \$38.7 million or \$5.36 per common share in the second quarter of 1996, increases of 23% and 19%, respectively, from \$31.5 million or \$4.51 per common share in the second quarter of 1995. On a fully diluted basis, earnings per common share rose 24% to \$5.36 from \$4.31 in the second quarter of 1995. For the six months ended June 30, 1996, net income was \$74.8 million or \$10.56 per common share, up 28% and 26%, respectively, from \$58.6 million or \$8.36 per common share earned during the comparable period of 1995. Earnings per common share on a fully diluted basis increased 29% to \$10.32 for the six months ended June 30, 1996 from \$7.99 in the first half of 1995. The rate of return on average assets for First Empire and its consolidated subsidiaries ("the Company") in the second quarter of 1996 increased to 1.25% from 1.10% in the year-earlier quarter and 1.20% in 1996's first quarter. The return on average common stockholders' equity was 18.18% in the recent quarter, up from 16.87% in the second quarter of 1995 and 17.50% in the first quarter of 1996. During the first six months of 1996, the rates of return on average assets and average common stockholders' equity were 1.22% and 17.85%, respectively, up from 1.07% and 16.10%, respectively, in the corresponding period of 1995.

On March 29, 1996, National Indemnity Company, a subsidiary of Berkshire Hathaway Inc., the holder of all of the outstanding shares of First Empire's 9% convertible preferred stock, converted such shares into 506,930 shares of First Empire common stock. The 40,000 shares of preferred stock had been issued on March 15, 1991 for \$40 million and were converted into shares of common stock at a contractual conversion price of \$78.90625 per share. As of June 30, 1996, common shares outstanding totaled 6,795,669, compared with 6,496,555 and 6,844,923 at June 30, 1995 and March 31, 1996, respectively.

Taxable-equivalent Net Interest Income

Taxable-equivalent net interest income increased to \$133.7 million in the second quarter of 1996, up \$13.3 million or 11% from \$120.4 million in the second quarter of 1995, and \$3.2 million higher than the \$130.5 million earned in the first quarter of 1996. Growth in average earning assets, resulting from an increase in average loans, was the most significant factor contributing to the improvement in net interest income. Average earning assets in the recent quarter increased \$936 million, or 8%, to \$12.0 billion from \$11.1 billion in the second quarter of 1995. Average earning assets totaled \$11.7 billion in the initial 1996 quarter. Average loans and leases grew \$1.3 billion, or 15%, to \$10.0 billion in the second quarter of 1996 from \$8.7 billion in the year-earlier quarter. Average loans and leases were \$9.7 billion in 1996's first quarter. The accompanying table summarizes quarterly changes in the major components of the loan and lease portfolio.

AVERAGE LOANS AND LEASES  
(net of unearned discount)  
Dollars in millions

|                             | Percent increase from |                  |                  |
|-----------------------------|-----------------------|------------------|------------------|
|                             | 2nd Qtr.<br>1996      | 2nd Qtr.<br>1995 | 1st Qtr.<br>1996 |
| Commercial, financial, etc. | \$2,032               | 13%              | 2%               |
| Real estate - commercial    | 3,727                 | 8                | 2                |
| Real estate - consumer      | 2,119                 | 22               | 5                |
| Consumer                    |                       |                  |                  |
| Automobile                  | 975                   | 45               | 9                |
| Home equity                 | 603                   | 3                | 1                |
| Credit cards                | 242                   | 50               | 9                |
| Other                       | 299                   | 11               | 3                |
| Total consumer              | 2,119                 | 25               | 6                |
| Total                       | \$9,997               | 15%              | 3%               |

For the first six months of 1996, taxable-equivalent net interest income was \$264.2 million, up from \$240.0 million in the corresponding 1995 period. An increase in average loans and leases of \$1.3 billion was the leading factor contributing to this improvement.

Due, in part, to loan growth, average holdings of money-market assets in the second quarter of 1996 were decreased from both the second quarter of 1995 and the first quarter of 1996. Money-market assets averaged \$108 million in 1996's second quarter, compared with \$289 million in the year-earlier quarter and \$193 million in the initial 1996 quarter.

Average investment securities declined to \$1.9 billion in the recent quarter from \$2.1 billion in the second quarter of 1995. Holdings of investment securities averaged \$1.8 billion in 1996's first quarter. In general, the average balance of the investment securities portfolio is influenced by such factors as demand for loans, which generally yield more than investment securities, ongoing repayments, the level of deposits, and management of balance sheet size and resulting capital ratios.

Core deposits, which include noninterest-bearing demand deposits, interest-bearing transaction accounts, savings deposits and nonbrokered domestic time deposits under \$100,000, represent a significant source of funding to the Company. The Company's New York State branch network is the principal source of core deposits, which generally carry lower interest rates than wholesale funds of comparable maturities. Core deposits include certificates of deposit under \$100,000 generated on a nationwide basis by M&T Bank, National Association ("M&T Bank, N.A."), a wholly owned commercial bank subsidiary of First Empire. Average core deposits increased to \$7.9 billion in 1996's second quarter, up from \$7.3 billion in the year-earlier quarter and \$7.7 billion in the first quarter of 1996. Average core deposits of M&T Bank, N.A., which began operations in the fourth quarter of 1995, were \$226 million in the recently completed quarter, compared with \$87 million in the first quarter of 1996. The accompanying table provides an analysis of quarterly changes in the components of average core deposits.

AVERAGE CORE DEPOSITS  
Dollars in millions

|                                   | Percent increase<br>(decrease) from |                  |                  |
|-----------------------------------|-------------------------------------|------------------|------------------|
|                                   | 2nd Qtr.<br>1996                    | 2nd Qtr.<br>1995 | 1st Qtr.<br>1996 |
| NOW accounts                      | \$ 760                              | --%              | --%              |
| Savings deposits                  | 2,872                               | (3)              | 2                |
| Time deposits less than \$100,000 | 3,152                               | 22               | 5                |
| Demand deposits                   | 1,138                               | 9                | 1                |
| Total                             | \$7,922                             | 8%               | 3%               |

In addition to core deposits, the Company obtains funding through domestic time deposits of \$100,000 or more, deposits originated through the Company's offshore branch office, and brokered certificates of deposit. Brokered deposits are used to reduce short-term borrowings and lengthen the average maturity of interest-bearing liabilities. Brokered deposits averaged \$999 million during the recent quarter and totaled \$1.1 billion at June 30, 1996, compared with an average balance of \$888 million during the comparable 1995 period and a total balance of \$888 million at June 30, 1995. Such deposits averaged \$830 million in the first quarter of 1996. The weighted average remaining term to maturity of brokered deposits at June 30, 1996 was 1.3 years.

In addition to deposits, the Company uses short-term borrowings from banks, securities dealers, the Federal Home Loan Bank of New York ("FHLB") and others as sources of funding. Short-term borrowings averaged \$1.2 billion in the recent quarter, compared with \$1.6 billion in the second quarter of 1995 and \$1.5 billion in the first quarter 1996.

Changes in interest rates and spreads, as well as changes in the composition of the Company's earning assets and interest-bearing liabilities, can impact net interest income. Net interest spread, or the difference between the yield on earning assets and the rate paid on interest-bearing liabilities, was 3.84% in the second quarter of 1996, compared with 3.70% in the year-earlier quarter. This improvement reflects a 23 basis point (hundredths of one percent) decrease in the cost of interest-bearing liabilities to 4.46% in the recently completed quarter from 4.69% in the second quarter of 1995. Partially offsetting this decline in the cost of interest-bearing liabilities was a 9 basis point decrease in the yield on earning assets to 8.30% in the second quarter of 1996 from 8.39% in the corresponding 1995 period. The net interest spread was 3.85% in the first quarter of 1996 when the yield on earning assets was 8.42% and the rate paid on interest-bearing liabilities was 4.57%. Largely due to the changes in the net interest spread described above, the Company's net interest margin, or taxable-equivalent net interest income expressed as an annualized percentage of average earning assets, increased to 4.46% in 1996's second quarter from 4.35% in the comparable quarter of 1995, and was down only slightly from 4.49% in the first quarter of 1996. The net interest margin was 4.48% and 4.52% during the six months ended June 30, 1996 and 1995, respectively.

The contribution to net interest margin of interest-free funds varied by three basis points or less during the periods discussed herein. Average interest-free funds, consisting largely of noninterest-bearing demand deposits and stockholders' equity, totaled \$1.7 billion in the second quarter of 1996, up from \$1.5 billion a year earlier, but relatively unchanged from 1996's initial quarter.

Management analyzes the Company's exposure to changing interest rates and spreads by projecting net interest income under a number of different interest rate scenarios. As part of the management of interest rate risk, the Company utilizes interest rate swap agreements to modify the repricing characteristics of certain portions of the loan and deposit portfolios. Revenue and expense arising from these agreements are reflected in either the yields earned on loans or, as appropriate, rates paid on interest-bearing deposits. The aggregate notional amount of interest rate swap agreements used as part of the Company's management of interest rate risk in effect at June 30, 1996 and 1995 was \$2.5 billion and \$2.6 billion, respectively. In general, under the terms of these swaps, the Company receives payments based on the outstanding notional amount of the swaps at a fixed rate of interest and makes payments at a variable rate. However, under terms of \$34 million of swaps, the Company pays a fixed rate of interest and receives a variable rate. At June 30, 1996 the weighted average rates to be received and paid under interest rate swap agreements were 6.18% and 5.38%, respectively. As of June 30, 1996, the Company had also entered into forward-starting swaps with an aggregate notional amount of \$25 million. Such forward-starting swaps had no effect on the Company's net interest income through June 30, 1996. The effect of interest rate swaps on net interest income and margin as well as average notional amounts are presented in the accompanying table.

INTEREST RATE SWAPS  
Dollars in thousands

|                                   | Three months ended June 30 |         |             |         |
|-----------------------------------|----------------------------|---------|-------------|---------|
|                                   | 1996                       |         | 1995        |         |
|                                   | Amount                     | Rate(1) | Amount      | Rate(1) |
| Increase (decrease) in:           |                            |         |             |         |
| Interest income .....             | \$ 318                     | .01%    | \$(1,818)   | (.07)%  |
| Interest expense .....            | (3,987)                    | (.15)   | (1,338)     | (.06)   |
| Net interest income/margin .....  | \$ 4,305                   | .14%    | \$ (480)    | (.02)%  |
| Average notional amount (2) ..... | \$2,413,370                |         | \$2,562,949 |         |

|                                   | Six months ended June 30 |         |             |         |
|-----------------------------------|--------------------------|---------|-------------|---------|
|                                   | 1996                     |         | 1995        |         |
|                                   | Amount                   | Rate(1) | Amount      | Rate(1) |
| Increase (decrease) in:           |                          |         |             |         |
| Interest income .....             | \$ 279                   | --%     | \$(3,343)   | (.06)%  |
| Interest expense .....            | (7,140)                  | (.14)   | (2,414)     | (.05)   |
| Net interest income/margin .....  | \$ 7,419                 | .13%    | \$ (929)    | (.02)%  |
| Average notional amount (2) ..... | \$2,323,139              |         | \$2,549,616 |         |

(1) Computed as an annualized percentage of average earning assets or interest-bearing liabilities.

(2) Excludes forward-starting interest rate swaps.

The Company estimates that as of June 30, 1996 it would have to pay approximately \$10.1 million if all interest rate swap agreements entered into for interest rate risk management purposes were terminated. This estimated fair value of the interest rate swap portfolio results from the effects of changing interest rates and should be considered in the context of the entire balance sheet and the Company's overall interest rate risk profile. Changes in the estimated fair value of interest rate swaps entered into for interest rate risk management purposes are not reflected in the consolidated financial statements.

As part of its ongoing operations, the Company is also exposed to liquidity risk whenever the maturities of financial instruments included in assets and liabilities differ. Accordingly, a critical element in managing a banking institution is ensuring that sufficient cash flow and liquid assets are available to satisfy demand for loans, deposit withdrawals, operating expenses and other corporate purposes. In addition to deposits and borrowings, maturities of money-market assets, repayments of loans and investment securities, and cash generated from operations provide the Company with other sources of liquidity. Through membership in the FHLB, as well as other available borrowing facilities, management believes that First Empire's banking subsidiaries have access to adequate funding sources. First Empire's ability to pay dividends, repurchase treasury stock and fund operating expenses is primarily dependent on the receipt of dividend payments from its banking subsidiaries, which are subject to various regulatory limitations. First Empire also maintains a \$25 million line of credit with an unaffiliated commercial bank, all of which was available for borrowing at June 30, 1996. Management does not anticipate engaging in any activity, either currently or in the long-term, which would cause a significant strain on liquidity at either First Empire or its subsidiary banks. Furthermore, management believes that available sources of liquidity are more than adequate to meet anticipated funding needs.

## Provision for Possible Credit Losses

The purpose of the provision is to replenish or build the Company's allowance for possible credit losses to a level necessary to maintain an adequate reserve position. In assessing the adequacy of the allowance for possible credit losses, management performs an ongoing evaluation of the loan portfolio and other credit commitments, including such factors as the differing economic risks associated with each loan category, the current financial condition of specific borrowers, the economic environment in which borrowers operate, the level of delinquent loans and the value of any collateral. Based upon the results of such review, management believes that the allowance for possible credit losses at June 30, 1996 was adequate to absorb credit losses from existing loans, leases and credit commitments.

The provision for possible credit losses in the second quarter of 1996 was \$11.7 million, up from \$8.5 million in 1995's second quarter and \$9.7 million in the first quarter of 1996. Net loan charge-offs in the second quarter of 1996 totaled \$8.7 million, up from \$3.4 million in the year-earlier quarter and \$5.1 million in the first quarter of 1996. Consumer loan charge-offs totaled \$6.7 million in the recent quarter, compared with \$2.1 million in the second quarter of 1995 and \$5.0 million in the initial 1996 quarter. Net charge-offs as an annualized percentage of average loans and leases were .35% in the recent quarter, compared with .16% in the corresponding 1995 quarter and .21% in the first quarter of 1996. For the six months ended June 30, 1996 and 1995, the provision for possible credit losses was \$21.4 million and \$17.0 million, respectively. Through June 30, net charge-offs were \$13.8 million in 1996 and \$6.5 million in 1995, representing .28% and .15%, respectively, of average loans and leases. Consumer loan charge-offs totaled \$11.6 million and \$3.9 million during the six months ended June 30, 1996 and 1995, respectively.

Nonperforming loans were \$85.0 million or .84% of total loans and leases outstanding at June 30, 1996, compared with \$75.4 million or .85% at June 30, 1995 and \$82.6 million or .83% at March 31, 1996. The increase in nonperforming loans over the prior periods was due to the second quarter 1996 purchase from the Government National Mortgage Association of \$11.8 million of one-to-four family residential mortgage loans serviced by the Company. These loans are covered by guarantees of the Federal Housing Administration. It is anticipated that the costs of servicing these loans will be reduced as a result of the purchase. Approximately \$11.1 million of these loans have been classified as accruing loans past due ninety days or more, and \$ .7 million have been classified as nonaccrual loans. Nonperforming commercial real estate loans totaled \$30.5 million at June 30, 1996, \$42.9 million at June 30, 1995 and \$33.7 million at March 31, 1996. Included in these totals were loans secured by properties located in the New York City metropolitan area of \$7.0 million at June 30, 1996, \$21.0 million at June 30, 1995 and \$10.4 million at March 31, 1996. Nonperforming consumer loans and leases totaled \$13.2 million at June 30, 1996, compared with \$9.3 million at June 30, 1995 and \$13.7 million at March 31, 1996. The increase in nonperforming consumer loans from June 30, 1995 is generally consistent with current industry trends and also reflects growth in the Company's consumer loan portfolio. Nevertheless, management continues to closely monitor repayment performance of consumer loans. Assets taken in foreclosure of defaulted loans were \$8.9 million at June 30, 1996, \$8.4 million at June 30, 1995 and \$7.5 million at March 31, 1996.

The allowance for possible credit losses was \$270.0 million, or 2.67% of total loans and leases at June 30, 1996, compared with \$253.8 million or 2.86% a year earlier, \$262.3 million or 2.75% at December 31, 1995 and \$266.9 million or 2.69% at March 31, 1996. The ratio of the allowance for possible credit losses to nonperforming loans was 318% at the most recent quarter-end, compared with 337% a year earlier, 282% at December 31, 1995 and 323% at March 31, 1996.

A comparative summary of nonperforming assets and certain credit quality ratios is presented in the accompanying table.

NONPERFORMING ASSETS  
Dollars in thousands

|                                                                               | 1996 Quarters |        | 1995 Quarters |        |        |
|-------------------------------------------------------------------------------|---------------|--------|---------------|--------|--------|
|                                                                               | Second        | First  | Fourth        | Third  | Second |
| Nonaccrual loans                                                              | \$57,603      | 67,098 | 75,224        | 59,720 | 60,889 |
| Loans past due                                                                |               |        |               |        |        |
| 90 days or more                                                               | 27,406        | 15,513 | 17,842        | 16,516 | 14,530 |
| Renegotiated loans                                                            | --            | --     | --            | --     | --     |
| Total nonperforming loans                                                     | 85,009        | 82,611 | 93,066        | 76,236 | 75,419 |
| Other real estate owned                                                       | 8,890         | 7,508  | 7,295         | 8,520  | 8,390  |
| Total nonperforming assets                                                    | \$93,899      | 90,119 | 100,361       | 84,756 | 83,809 |
| Nonperforming loans<br>to total loans and leases,<br>net of unearned discount | .84%          | .83%   | .97%          | .83%   | .85%   |
| Nonperforming assets<br>to total net loans and<br>other real estate owned     | .93%          | .91%   | 1.05%         | .92%   | .94%   |

Other Income

Other income totaled \$41.5 million in the second quarter of 1996, compared with \$33.9 million in the year-earlier quarter and \$36.3 million in the first quarter of 1996. Other income for the first six months of 1996 was \$77.7 million, up 29% from \$60.3 million in the comparable 1995 period.

Mortgage banking revenues totaled \$11.3 million in the recent quarter, up from \$7.6 million in the year-earlier quarter and \$10.4 million in the first quarter of 1996. Higher loan origination volume, improved pricing margins and two 1995 acquisitions of mortgage banking operations were significant factors contributing to the increase in mortgage banking revenue from the prior year's second quarter. Residential mortgage loan servicing fees totaled \$5.1 million in the second quarter of 1996, compared with \$5.0 million in the second quarter of 1995 and \$5.2 million in the first quarter of 1996. Gains from sales of residential mortgage loans and loan servicing rights were \$5.7 million in the recently completed quarter, compared with \$2.2 million in the year-earlier quarter and \$4.7 million in 1996's first quarter. Residential mortgage loans serviced for others totaled \$5.6 billion and \$5.2 billion at June 30, 1996 and 1995, respectively. Capitalized mortgage servicing rights and excess servicing receivables were \$34.8 million and \$7.2 million, respectively, at June 30, 1996, compared with \$28.5 million and \$7.1 million, respectively, at June 30, 1995.

Service charges on deposit accounts totaled \$10.1 million in 1996's second quarter, up 6% from \$9.6 million in the second quarter of 1995 and slightly higher than the \$9.9 million earned in the first quarter of 1996. Trust income of \$7.1 million in the second quarter of 1996 increased 21% from \$5.8 million in last year's second quarter, and 15% from \$6.2 million in the first quarter of 1996. Merchant discount and credit card fees were \$4.2 million in the recent quarter, up from \$2.4 million and \$3.1 million in the second quarter of 1995 and the first quarter of 1996, respectively. Trading account and foreign exchange activity resulted in gains of \$858 thousand in the second quarter of 1996, compared with gains of \$220 thousand in the corresponding 1995 quarter and losses of \$704 thousand in the first quarter of 1996. Other revenues from operations totaled \$7.8 million in the recent quarter, compared with \$8.3 million in the second quarter of 1995 and \$7.1 million in the first quarter of 1996. Such amounts include revenues from the sale of mutual funds and annuities totaling \$3.3 million and \$2.3 million in the second quarter of 1996 and 1995, respectively, and \$2.8 million in 1996's first quarter.

For the first six months of the year, mortgage banking revenues increased to \$21.7 million from \$10.5 million in the comparable 1995 period. As previously mentioned, higher loan origination volume and the 1995

acquisitions were major factors leading to the increase. Compared with the same period in 1995, service charges on deposit accounts increased 7% to \$20.0 million during the first six months of 1996, while trust income increased 14% to \$13.2 million and merchant discount and credit card fees increased 55% to \$7.3 million. Trading account and foreign exchange activity resulted in gains of \$154 thousand for the initial half of 1996, compared with gains of \$1.1 million in the first six months of 1995. Other revenues from operations increased 9% to \$14.9 million in the first six months of 1996 from \$13.7 million in the comparable 1995 period.

#### Other Expense

Other expense totaled \$97.9 million in the second quarter of 1996, compared with \$90.3 million in the second quarter of 1995 and \$96.3 million in the first quarter of 1996. Through the first six months of 1996, other expense totaled \$194.2 million or 8% higher than the \$179.8 million in the comparable 1995 period.

Salaries and employee benefits expense was \$49.1 million in the recent quarter, 11% higher than the corresponding 1995 quarter but 6% lower than the first quarter of 1996. For the first half of 1996, salaries and employee benefits expense increased 12% to \$101.3 million from \$90.4 million in the comparable 1995 period. Factors contributing to the higher expenses over the prior year periods were merit salary increases, commission compensation, and the expansion of subsidiaries providing residential mortgage banking services, indirect automobile loans and sales of mutual funds and annuities.

Nonpersonnel expenses totaled \$48.8 million in the second quarter of 1996, up \$2.7 million from the second quarter of 1995 and \$4.6 million from the first quarter of 1996. Such expenses were \$93.0 million during the first six months of 1996, up 4% from \$89.4 million during the corresponding 1995 period. The increases from the comparable 1995 periods were the result of higher expenses associated with the expansion of businesses providing mortgage banking services, indirect automobile loans, credit cards and the sale of mutual funds and annuities, as well as general expense increases, largely offset by lower deposit insurance expense. The increase in nonpersonnel expense from the first quarter of 1996 was due, in part, to the credit card business expansion.

The decline in deposit insurance expense in 1996 compared with the prior year reflects the substantial elimination by the Federal Deposit Insurance Corporation ("FDIC") as of January 1, 1996 of deposit insurance premiums payable to the Bank Insurance Fund ("BIF") by the strongest BIF-insured institutions. Although First Empire's banking subsidiaries are BIF-insured institutions, the Company has approximately \$1.4 billion of deposits obtained in so-called "Oakar" acquisitions for which deposit insurance premiums are paid to the Savings Association Insurance Fund ("SAIF") of the FDIC. Unlike BIF-insured deposits, the FDIC has not reduced its assessment rates for SAIF-insured deposits, which currently range between \$.23 and \$.31 per \$100 of assessable deposits. Furthermore, the U.S. Congress and the executive branch of the Federal government have considered and continue to study various proposals to recapitalize the SAIF. Many of these proposals have contemplated special assessments on thrifts and banks, and recent proposals have called for the participation of additional parties. Congress previously passed a SAIF recapitalization plan that would have required a one-time special assessment on the Oakar deposits of thrifts and banks, but the legislation was vetoed after being attached to a balanced budget bill. Although it is not possible at this time to predict the form or timing of any legislation that may be enacted to recapitalize the SAIF, management believes that some form of legislation will ultimately be passed that includes an assessment of the Oakar deposits of BIF-insured institutions.

#### Capital

Total stockholders' equity at June 30, 1996 was \$861.0 million or 6.86% of total assets, compared with \$794.0 million or 6.83% of total assets a year

earlier and \$846.3 million or 7.08% of total assets at December 31, 1995. Common stockholders' equity also totaled \$861.0 million at June 30, 1996, up from \$754.0 million a year earlier and \$806.3 million at December 31, 1995. As previously noted, all shares of the Company's 9% convertible preferred stock were converted on March 29, 1996 into 506,930 shares of common stock at a conversion price of \$78.90625 per share. On a per share basis, common stockholders' equity was \$126.70 at June 30, 1996, compared with \$116.05 at June 30, 1995 and \$125.33 at December 31, 1995.

Stockholders' equity at June 30, 1996 reflected a reduction of \$13.6 million, or \$2.01 per common share, for the net after-tax impact of unrealized losses on investment securities classified as available for sale, compared with reductions of \$6.4 million or \$.99 per common share at June 30, 1995 and \$3.2 million or \$.49 per common share at December 31, 1995. Such unrealized losses represent the amount by which amortized cost exceeded the fair value of investment securities classified as available for sale, net of applicable income taxes. The market valuation of investment securities should be considered in the context of the entire balance sheet of the Company. With the exception of investment securities classified as available for sale, trading account assets and liabilities, and residential mortgage loans held for sale, the carrying values of financial instruments in the balance sheet are generally not adjusted for appreciation or depreciation in market value resulting from changes in interest rates.

Federal regulators generally require banking institutions to maintain "core capital" and "total capital" ratios of at least 4% and 8%, respectively, of total risk-adjusted assets. In addition to the risk-based measures, Federal bank regulators have also implemented a minimum "leverage" ratio guideline of 3% of the quarterly average of total assets. Under regulatory guidelines, unrealized gains or losses on investment securities classified as available for sale are not recognized in determining regulatory capital. The capital ratios of the Company and its banking subsidiaries, Manufacturers and Traders Trust Company ("M&T Bank"), The East New York Savings Bank ("East New York") and M&T Bank, N.A., as of June 30, 1996 are presented in the accompanying table.

REGULATORY CAPITAL RATIOS  
June 30, 1996

|               | First Empire<br>(Consolidated) | M&T<br>Bank | East<br>New York | M&T<br>Bank, N.A. |
|---------------|--------------------------------|-------------|------------------|-------------------|
| Core capital  | 8.45%                          | 7.57%       | 11.57%           | 10.34%            |
| Total capital | 11.46%                         | 10.85%      | 12.83%           | 11.61%            |
| Leverage      | 6.82%                          | 6.17%       | 7.19%            | 9.66%             |

The Company has historically maintained capital ratios well in excess of minimum regulatory guidelines largely through a high rate of internal capital generation. The rate of internal capital generation, or net income less dividends paid expressed as an annualized percentage of average total stockholders' equity, was 15.93% and 15.27% during the three and six month periods ended June 30, 1996, respectively, compared with 13.95% and 13.14% during the comparable periods of 1995.

In November 1995, First Empire announced a plan to repurchase and hold as treasury stock up to 380,582 shares of common stock for reissuance upon the possible future exercise of outstanding stock options. As of June 30, 1996, First Empire had repurchased 200,983 common shares pursuant to such plan at an average cost of \$229.54 per share.

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 FIRST EMPIRE STATE CORPORATION AND SUBSIDIARIES  
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FINANCIAL HIGHLIGHTS

| Amounts in thousands, except per share        | Three months ended June 30 |            |        | Six months ended June 30 |        |        |
|-----------------------------------------------|----------------------------|------------|--------|--------------------------|--------|--------|
|                                               | 1996                       | 1995       | Change | 1996                     | 1995   | Change |
| -----                                         |                            |            |        |                          |        |        |
| For the period                                |                            |            |        |                          |        |        |
| -----                                         |                            |            |        |                          |        |        |
| Net income                                    | \$38,659                   | 31,454     | + 23%  | \$74,812                 | 58,622 | + 28%  |
| Per common share                              |                            |            |        |                          |        |        |
| Net income                                    |                            |            |        |                          |        |        |
| Primary                                       | \$5.36                     | 4.51       | + 19   | \$10.56                  | 8.36   | + 26   |
| Fully diluted                                 | 5.36                       | 4.31       | + 24   | 10.32                    | 7.99   | + 29   |
| Cash dividends                                | .70                        | .60        | + 17   | 1.40                     | 1.20   | + 17   |
| Average common shares outstanding             |                            |            |        |                          |        |        |
| Primary                                       | 7,212                      | 6,768      | + 7    | 6,995                    | 6,794  | + 3    |
| Fully diluted                                 | 7,216                      | 7,293      | - 1    | 7,245                    | 7,338  | - 1    |
| Annualized return on                          |                            |            |        |                          |        |        |
| Average total assets                          | 1.25%                      | 1.10%      |        | 1.22%                    | 1.07%  |        |
| Average common stockholders' equity           | 18.18%                     | 16.87%     |        | 17.85%                   | 16.10% |        |
| Market price per common share                 |                            |            |        |                          |        |        |
| Closing                                       | \$241.00                   | 171.50     | + 41   | \$241.00                 | 171.50 | + 41   |
| High                                          | 247.00                     | 172.50     |        | 247.75                   | 172.50 |        |
| Low                                           | 232.00                     | 159.00     |        | 209.00                   | 136.50 |        |
| -----                                         |                            |            |        |                          |        |        |
| At June 30                                    |                            |            |        |                          |        |        |
| -----                                         |                            |            |        |                          |        |        |
| Loans and leases,<br>net of unearned discount | \$10,129,170               | 8,880,971  | + 14%  |                          |        |        |
| Total assets                                  | 12,542,357                 | 11,629,620 | + 8    |                          |        |        |
| Total deposits                                | 10,192,683                 | 8,865,871  | + 15   |                          |        |        |
| Total stockholders' equity                    | 861,023                    | 793,958    | + 8    |                          |        |        |
| Stockholders' equity per common share         | \$126.70                   | 116.05     | + 9    |                          |        |        |
| -----                                         |                            |            |        |                          |        |        |

FIRST EMPIRE STATE CORPORATION AND SUBSIDIARIES

AVERAGE BALANCE SHEETS AND ANNUALIZED TAXABLE-EQUIVALENT RATES

| Average balance in millions;<br>interest in thousands     | 1996 Second Quarter |                  |                 | 1996 First Quarter |                |                 | 1995 Fourth Quarter |                |                 |
|-----------------------------------------------------------|---------------------|------------------|-----------------|--------------------|----------------|-----------------|---------------------|----------------|-----------------|
|                                                           | Average<br>balance  | Interest         | Average<br>rate | Average<br>balance | Interest       | Average<br>rate | Average<br>balance  | Interest       | Average<br>rate |
| <b>Assets</b>                                             |                     |                  |                 |                    |                |                 |                     |                |                 |
| <b>Earning assets</b>                                     |                     |                  |                 |                    |                |                 |                     |                |                 |
| Loans and leases, net of<br>unearned discount*            |                     |                  |                 |                    |                |                 |                     |                |                 |
| Commercial, financial, etc.                               | \$ 2,032            | \$ 41,682        | 8.25%           | 1,995              | 40,538         | 8.17%           | 1,900               | 40,747         | 8.51%           |
| Real estate                                               | 5,846               | 126,747          | 8.67            | 5,672              | 124,924        | 8.81            | 5,562               | 123,158        | 8.86            |
| Consumer                                                  | 2,119               | 49,160           | 9.33            | 2,005              | 48,285         | 9.68            | 1,922               | 46,222         | 9.54            |
| <b>Total loans and leases, net</b>                        | <b>9,997</b>        | <b>217,589</b>   | <b>8.75</b>     | <b>9,672</b>       | <b>213,747</b> | <b>8.89</b>     | <b>9,384</b>        | <b>210,127</b> | <b>8.88</b>     |
| <b>Money-market assets</b>                                |                     |                  |                 |                    |                |                 |                     |                |                 |
| Interest-bearing deposits at banks                        | 18                  | 266              | 6.14            | 62                 | 1,031          | 6.68            | 126                 | 2,331          | 7.37            |
| Federal funds sold and agreements<br>to resell securities | 58                  | 779              | 5.38            | 102                | 1,403          | 5.53            | 26                  | 391            | 5.93            |
| Trading account                                           | 32                  | 264              | 3.33            | 29                 | 306            | 4.34            | 20                  | 175            | 3.43            |
| <b>Total money-market assets</b>                          | <b>108</b>          | <b>1,309</b>     | <b>4.89</b>     | <b>193</b>         | <b>2,740</b>   | <b>5.73</b>     | <b>172</b>          | <b>2,897</b>   | <b>6.68</b>     |
| <b>Investment securities**</b>                            |                     |                  |                 |                    |                |                 |                     |                |                 |
| U.S. Treasury and federal agencies                        | 1,324               | 20,248           | 6.15            | 1,173              | 17,987         | 6.17            | 1,192               | 18,387         | 6.12            |
| Obligations of states and political<br>subdivisions       | 41                  | 668              | 6.50            | 36                 | 617            | 6.85            | 40                  | 698            | 7.00            |
| Other                                                     | 574                 | 8,859            | 6.21            | 621                | 9,623          | 6.23            | 666                 | 10,595         | 6.31            |
| <b>Total investment securities</b>                        | <b>1,939</b>        | <b>29,775</b>    | <b>6.17</b>     | <b>1,830</b>       | <b>28,227</b>  | <b>6.20</b>     | <b>1,898</b>        | <b>29,680</b>  | <b>6.20</b>     |
| <b>Total earning assets</b>                               | <b>12,044</b>       | <b>248,673</b>   | <b>8.30</b>     | <b>11,695</b>      | <b>244,714</b> | <b>8.42</b>     | <b>11,454</b>       | <b>242,704</b> | <b>8.41</b>     |
| Allowance for possible credit losses                      | (269)               |                  |                 | (266)              |                |                 | (263)               |                |                 |
| Cash and due from banks                                   | 331                 |                  |                 | 335                |                |                 | 339                 |                |                 |
| Other assets                                              | 380                 |                  |                 | 377                |                |                 | 368                 |                |                 |
| <b>Total assets</b>                                       | <b>\$12,486</b>     |                  |                 | <b>12,141</b>      |                |                 | <b>11,898</b>       |                |                 |
| <b>Liabilities and stockholders' equity</b>               |                     |                  |                 |                    |                |                 |                     |                |                 |
| <b>Interest-bearing liabilities</b>                       |                     |                  |                 |                    |                |                 |                     |                |                 |
| <b>Interest-bearing deposits</b>                          |                     |                  |                 |                    |                |                 |                     |                |                 |
| NOW accounts                                              | \$ 760              | 2,642            | 1.40            | 759                | 2,773          | 1.47            | 767                 | 3,060          | 1.58            |
| Savings deposits                                          | 2,872               | 20,673           | 2.90            | 2,803              | 20,521         | 2.94            | 2,831               | 21,610         | 3.03            |
| Time deposits                                             | 5,026               | 68,920           | 5.51            | 4,642              | 65,456         | 5.67            | 4,541               | 67,358         | 5.88            |
| Deposits at foreign office                                | 273                 | 3,534            | 5.20            | 166                | 2,129          | 5.16            | 136                 | 1,815          | 5.31            |
| <b>Total interest-bearing deposits</b>                    | <b>8,931</b>        | <b>95,769</b>    | <b>4.31</b>     | <b>8,370</b>       | <b>90,879</b>  | <b>4.37</b>     | <b>8,275</b>        | <b>93,843</b>  | <b>4.50</b>     |
| Short-term borrowings                                     | 1,243               | 15,657           | 5.07            | 1,484              | 19,689         | 5.34            | 1,305               | 19,216         | 5.84            |
| Long-term borrowings                                      | 190                 | 3,570            | 7.55            | 192                | 3,617          | 7.57            | 196                 | 3,667          | 7.43            |
| <b>Total interest-bearing liabilities</b>                 | <b>10,364</b>       | <b>114,996</b>   | <b>4.46</b>     | <b>10,046</b>      | <b>114,185</b> | <b>4.57</b>     | <b>9,776</b>        | <b>116,726</b> | <b>4.74</b>     |
| Demand deposits                                           | 1,138               |                  |                 | 1,126              |                |                 | 1,148               |                |                 |
| Other liabilities                                         | 129                 |                  |                 | 120                |                |                 | 149                 |                |                 |
| <b>Total liabilities</b>                                  | <b>11,631</b>       |                  |                 | <b>11,292</b>      |                |                 | <b>11,073</b>       |                |                 |
| Stockholders' equity                                      | 855                 |                  |                 | 849                |                |                 | 825                 |                |                 |
| <b>Total liabilities and<br/>stockholders' equity</b>     | <b>\$12,486</b>     |                  |                 | <b>12,141</b>      |                |                 | <b>11,898</b>       |                |                 |
| Net interest spread                                       |                     |                  | 3.84            |                    |                | 3.85            |                     |                | 3.67            |
| Contribution of interest-free funds                       |                     |                  | .62             |                    |                | .64             |                     |                | .69             |
| <b>Net interest income/margin on<br/>earning assets</b>   |                     | <b>\$133,677</b> | <b>4.46%</b>    |                    | <b>130,529</b> | <b>4.49%</b>    |                     | <b>125,978</b> | <b>4.36%</b>    |

\*Includes nonaccrual loans.

\*\*Includes available for sale securities at amortized cost.

FIRST EMPIRE STATE CORPORATION AND SUBSIDIARIES

AVERAGE BALANCE SHEETS AND ANNUALIZED TAXABLE-EQUIVALENT RATES (continued)

| Average balance in millions; interest in thousands     | 1995 Third Quarter |           |              | 1995 Second Quarter |          |              |
|--------------------------------------------------------|--------------------|-----------|--------------|---------------------|----------|--------------|
|                                                        | Average balance    | Interest  | Average rate | Average balance     | Interest | Average rate |
| <b>Assets</b>                                          |                    |           |              |                     |          |              |
| <b>Earning assets</b>                                  |                    |           |              |                     |          |              |
| Loans and leases, net of unearned discount*            |                    |           |              |                     |          |              |
| Commercial, financial, etc.                            | \$ 1,838           | \$ 39,821 | 8.59%        | 1,805               | 39,410   | 8.76%        |
| Real estate                                            | 5,401              | 120,430   | 8.92         | 5,187               | 116,067  | 8.95         |
| Consumer                                               | 1,799              | 44,029    | 9.71         | 1,690               | 41,110   | 9.75         |
| Total loans and leases, net                            | 9,038              | 204,280   | 8.97         | 8,682               | 196,587  | 9.08         |
| <b>Money-market assets</b>                             |                    |           |              |                     |          |              |
| Interest-bearing deposits at banks                     | 126                | 2,331     | 7.37         | 121                 | 2,225    | 7.39         |
| Federal funds sold and agreements to resell securities | 12                 | 189       | 6.05         | 139                 | 2,227    | 6.44         |
| Trading account                                        | 49                 | 600       | 4.90         | 29                  | 371      | 5.02         |
| Total money-market assets                              | 187                | 3,120     | 6.64         | 289                 | 4,823    | 6.69         |
| <b>Investment securities**</b>                         |                    |           |              |                     |          |              |
| U.S. Treasury and federal agencies                     | 1,336              | 20,532    | 6.10         | 1,340               | 19,658   | 5.88         |
| Obligations of states and political subdivisions       | 46                 | 809       | 6.96         | 57                  | 965      | 6.84         |
| Other                                                  | 797                | 12,633    | 6.29         | 740                 | 10,435   | 5.65         |
| Total investment securities                            | 2,179              | 33,974    | 6.18         | 2,137               | 31,058   | 5.83         |
| Total earning assets                                   | 11,404             | 241,374   | 8.40         | 11,108              | 232,468  | 8.39         |
| Allowance for possible credit losses                   | (256)              |           |              | (251)               |          |              |
| Cash and due from banks                                | 336                |           |              | 317                 |          |              |
| Other assets                                           | 364                |           |              | 332                 |          |              |
| Total assets                                           | \$11,848           |           |              | 11,506              |          |              |
| <b>Liabilities and stockholders' equity</b>            |                    |           |              |                     |          |              |
| <b>Interest-bearing liabilities</b>                    |                    |           |              |                     |          |              |
| Interest-bearing deposits                              |                    |           |              |                     |          |              |
| NOW accounts                                           | \$ 784             | 3,129     | 1.58         | 760                 | 2,948    | 1.55         |
| Savings deposits                                       | 2,869              | 21,770    | 3.01         | 2,950               | 21,920   | 2.98         |
| Time deposits                                          | 4,119              | 60,943    | 5.87         | 4,075               | 60,008   | 5.91         |
| Deposits at foreign office                             | 96                 | 1,297     | 5.36         | 117                 | 1,504    | 5.16         |
| Total interest-bearing deposits                        | 7,868              | 87,139    | 4.39         | 7,902               | 86,380   | 4.38         |
| Short-term borrowings                                  | 1,719              | 25,559    | 5.90         | 1,588               | 23,787   | 6.01         |
| Long-term borrowings                                   | 194                | 3,631     | 7.42         | 96                  | 1,929    | 8.04         |
| Total interest-bearing liabilities                     | 9,781              | 116,329   | 4.72         | 9,586               | 112,096  | 4.69         |
| Demand deposits                                        | 1,143              |           |              | 1,043               |          |              |
| Other liabilities                                      | 123                |           |              | 111                 |          |              |
| Total liabilities                                      | 11,047             |           |              | 10,740              |          |              |
| Stockholders' equity                                   | 801                |           |              | 766                 |          |              |
| Total liabilities and stockholders' equity             | \$11,848           |           |              | 11,506              |          |              |
| Net interest spread                                    |                    |           | 3.68         |                     |          | 3.70         |
| Contribution of interest-free funds                    |                    |           | .67          |                     |          | .65          |
| Net interest income/margin on earning assets           |                    | \$125,045 | 4.35%        |                     | 120,372  | 4.35%        |

\*Includes nonaccrual loans.

\*\*Includes available for sale securities at amortized cost.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings.

A number of lawsuits were pending against First Empire and its subsidiaries at June 30, 1996. In the opinion of management, the potential liabilities, if any, arising from such litigation will not have a materially adverse impact on the Company's consolidated financial condition. Moreover, management believes that First Empire and its subsidiaries have substantial defenses in such litigation, but that there can be no assurance that the potential liabilities, if any, arising from such litigation will not have a materially adverse impact on the Company's consolidated results of operations in the future.

Item 2. Changes in Securities.  
(Not applicable.)

Item 3. Defaults Upon Senior Securities.  
(Not applicable.)

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

Information concerning the matters submitted to a vote of stockholders at First Empire's Annual Meeting of Stockholders held on April 16, 1996 was previously reported in response to Item 4 of Part II of First Empire's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 1996.

Item 5. Other Information.

On June 6, 1996, Robert E. Sadler, Jr., an Executive Vice President of First Empire, was promoted to President of M&T Bank, First Empire's principal banking subsidiary. In his new position, Mr. Sadler will be responsible for the banking activities of each of First Empire's bank subsidiaries. Mr. Sadler was also elected a director of M&T Bank on July 16, 1996.

Also on June 6, 1996, M&T Bank promoted John L. Pett to the position of Executive Vice President of M&T Bank, and Michael P. Pinto was promoted to the position of Executive Vice President and Chief Financial Officer of M&T Bank. Mr. Pett is Senior Vice President and Chief Credit Officer of First Empire, and he will continue as the Chief Credit Officer of M&T Bank. Mr. Pinto is also Senior Vice President and Controller of First Empire. Mr. Pinto replaces James L. Vardon as Chief Financial Officer of M&T Bank, who retired from First Empire and its subsidiaries on July 21, 1996.

Item 6. Exhibits and Reports on Form 8-K.

(a) The following exhibits are filed as a part of this report:

| Exhibit<br>No.<br>----- |                                                                         |
|-------------------------|-------------------------------------------------------------------------|
| 11                      | Statement re: Computation of Earnings Per Common Share. Filed herewith. |
| 27                      | Financial Data Schedule. Filed herewith.                                |

(b) Reports on Form 8-K.

On April 3, 1996, First Empire filed a Current Report on Form 8-K dated March 29, 1996, in order to report that the National Indemnity Company, a subsidiary of Berkshire Hathaway Inc., the former holder of all of the outstanding shares of First Empire's 9% convertible preferred stock, had converted those shares into 506,930 shares of First Empire common stock, par value \$5.00 per share, as of the close of business on March 29, 1996.

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.

FIRST EMPIRE STATE CORPORATION

Date: August 12, 1996

By: /s/ Michael P. Pinto  
-----

Michael P. Pinto  
Senior Vice President  
and Controller

EXHIBIT INDEX

Exhibit  
No.

- - - - -
- 11 Statement re: Computation of Earnings Per Common Share. Filed herewith.
  - 27 Financial Data Schedule. Filed herewith.

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 FIRST EMPIRE STATE CORPORATION AND SUBSIDIARIES  
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COMPUTATION OF EARNINGS PER COMMON SHARE

Amounts in thousands, except per share

|                                                 |                                                      | Three months ended<br>June 30 |        | Six months ended<br>June 30 |        |
|-------------------------------------------------|------------------------------------------------------|-------------------------------|--------|-----------------------------|--------|
|                                                 |                                                      | 1996                          | 1995   | 1996                        | 1995   |
| Primary                                         | Average common shares outstanding                    | 6,832                         | 6,506  | 6,616                       | 6,547  |
|                                                 | Common stock equivalents *                           | 380                           | 262    | 379                         | 247    |
| Primary common shares outstanding               |                                                      | 7,212                         | 6,768  | 6,995                       | 6,794  |
| Net income                                      |                                                      | \$38,659                      | 31,454 | 74,812                      | 58,622 |
| Less: Cash dividends on preferred stock         |                                                      | 0                             | 900    | 900                         | 1,800  |
| Net income available to common shareholders     |                                                      | \$38,659                      | 30,554 | 73,912                      | 56,822 |
| Earnings per common share - primary             |                                                      | \$ 5.36                       | 4.51   | 10.56                       | 8.36   |
| Fully diluted                                   | Average common shares outstanding                    | 6,832                         | 6,506  | 6,616                       | 6,547  |
|                                                 | Common stock equivalents*                            | 384                           | 280    | 384                         | 284    |
|                                                 | Assumed conversion of 9% convertible preferred stock | 0                             | 507    | 245                         | 507    |
| Fully diluted average common shares outstanding |                                                      | 7,216                         | 7,293  | 7,245                       | 7,338  |
| Net income                                      |                                                      | \$38,659                      | 31,454 | 74,812                      | 58,622 |
| Earnings per common share - fully diluted       |                                                      | \$ 5.36                       | 4.31   | 10.32                       | 7.99   |

\* Represents shares of First Empire's common stock issuable upon the assumed exercise of outstanding stock options granted pursuant to the First Empire State Corporation 1983 Stock Option Plan under the "treasury stock" method of accounting.

Article 9 Financial Data Schedule for Form 10-Q for the period ended June 30,  
1996

|            |             |         |
|------------|-------------|---------|
|            | 1000        |         |
|            | 6-MOS       |         |
|            | DEC-31-1996 |         |
|            | JUN-30-1996 |         |
|            |             | 376,309 |
| 14,451     |             |         |
|            | 23,136      |         |
|            | 31,481      |         |
| 1,565,853  |             |         |
| 251,198    |             |         |
| 251,758    |             |         |
|            | 10,487,452  |         |
|            | 269,951     |         |
| 12,542,357 |             |         |
|            | 10,192,683  |         |
|            | 1,134,291   |         |
| 164,138    |             |         |
|            | 190,222     |         |
| 0          |             |         |
|            | 0           |         |
|            | 40,487      |         |
|            | 820,536     |         |
| 12,542,357 |             |         |
|            | 217,042     |         |
|            | 29,284      |         |
|            | 1,045       |         |
|            | 247,603     |         |
|            | 95,769      |         |
|            | 114,996     |         |
| 132,607    |             |         |
|            | 11,700      |         |
|            | 109         |         |
|            | 97,921      |         |
|            | 64,449      |         |
| 38,659     |             |         |
|            | 0           |         |
|            | 0           |         |
|            | 38,659      |         |
|            | 5.36        |         |
|            | 5.36        |         |
|            | 4.46        |         |
|            | 57,603      |         |
|            | 27,406      |         |
|            | 0           |         |
|            | 0           |         |
|            | 262,344     |         |
|            | 20,486      |         |
|            | 6,718       |         |
|            | 269,951     |         |
| 135,653    |             |         |
|            | 0           |         |
| 134,298    |             |         |