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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): March 2, 2011

M&T BANK CORPORATION

(Exact name of registrant as specified in its charter)

New York

(State or other jurisdiction of incorporation)

1-9861

(Commission File Number)

16-0968385

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

One M&T Plaza, Buffalo, New York

(Address of principal executive offices)

14203

(Zip Code)

Registrant's telephone number, including area code: (716) 842-5445

(NOT APPLICABLE)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01. Regulation FD Disclosure.

On March 2, 2011, representatives of M&T Bank Corporation (“M&T”) will deliver a presentation to analysts and investors at the Keefe, Bruyette & Woods 2011 Bank Conference in Boston, Massachusetts. M&T’s presentation is scheduled to begin at 11:10 a.m. Eastern Time. A copy of this presentation is attached as Exhibit 99.

The information in this Form 8-K, including Exhibit 99 attached hereto, shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”), or otherwise subject to the liability of such section, nor shall it be deemed incorporated by reference in any filing of M&T under the Securities Act of 1933 or the Exchange Act, regardless of any general incorporation language in such filing, unless expressly incorporated by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	
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99	M&T Bank Corporation Presentation.
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FORWARD-LOOKING STATEMENTS

This Current Report on Form 8-K contains forward looking statements within the meaning of the Private Securities Litigation Reform Act giving M&T’s expectations or predictions of future financial or business performance or conditions. Forward-looking statements are typically identified by words such as “believe,” “expect,” “anticipate,” “intend,” “target,” “estimate,” “continue,” “positions,” “prospects” or “potential,” by future conditional verbs such as “will,” “would,” “should,” “could” or “may”, or by variations of such words or by similar expressions. These forward-looking statements are subject to numerous assumptions, risks and uncertainties which change over time. Forward-looking statements speak only as of the date they are made and we assume no duty to update forward-looking statements.

In addition to factors previously disclosed in M&T’s and Wilmington Trust Corporation’s reports filed with the U.S. Securities and Exchange Commission (the “SEC”) and those identified elsewhere in this presentation, the following factors among others, could cause actual results to differ materially from forward-looking statements or historical performance: ability to obtain regulatory approvals and meet other closing conditions to the merger, including approval by Wilmington Trust Corporation (“Wilmington Trust”) stockholders, on the expected terms and schedule; delay in closing the merger; difficulties and delays in integrating the M&T and Wilmington Trust businesses or fully realizing cost savings and other benefits; business disruption following the merger; changes in asset quality and credit risk; the inability to sustain revenue and earnings growth; changes in interest rates and capital markets; inflation; customer acceptance of M&T products and services; customer borrowing, repayment, investment and

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deposit practices; customer disintermediation; the introduction, withdrawal, success and timing of business initiatives; competitive conditions; the inability to realize cost savings or revenues or to implement integration plans and other consequences associated with mergers, acquisitions and divestitures; economic conditions; and the impact, extent and timing of technological changes, capital management activities, and other actions of the Federal Reserve Board and legislative and regulatory actions and reforms, including those associated with the Dodd-Frank Wall Street Reform and Consumer Protection Act.

ADDITIONAL INFORMATION

In connection with the proposed merger, M&T has filed with the SEC a Registration Statement on Form S-4 that includes a Proxy Statement of Wilmington Trust and a Prospectus of M&T, and Wilmington Trust mailed the definitive Proxy Statement/Prospectus to its stockholders on or about February 14, 2011. Each of M&T and Wilmington Trust may file other relevant documents concerning the proposed transaction. INVESTORS ARE URGED TO READ THE REGISTRATION STATEMENT AND THE DEFINITIVE PROXY STATEMENT/PROSPECTUS REGARDING THE MERGER AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THOSE DOCUMENTS, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.

Investors can obtain a free copy of the definitive Proxy Statement/Prospectus, as well as other filings containing information about M&T and Wilmington Trust at the SEC's Internet site (<http://www.sec.gov>). You can also obtain these documents, free of charge, at <http://www.mtb.com> under the tab "About Us" and then under the heading "Investor Relations" and then under "SEC Filings." Copies of the Proxy Statement/Prospectus and the SEC filings incorporated by reference in the Proxy Statement/Prospectus can also be obtained, free of charge, by directing a request to Investor Relations, One M&T Plaza, Buffalo, New York 14203, (716) 842-5138.

M&T and Wilmington Trust and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from the stockholders of Wilmington Trust in connection with the proposed merger. Information about the directors and executive officers of M&T is set forth in the proxy statement for M&T's 2010 annual meeting of stockholders, as filed with the SEC on a Schedule 14A on March 5, 2010. Information about the directors and executive officers of Wilmington Trust is set forth in Wilmington Trust's Form 10-K for the year ended December 31, 2010, as filed with the SEC on a Schedule 14A on March 1, 2011. Additional information regarding the interests of those persons and other persons who may be deemed participants in the transaction may be obtained by reading the definitive Proxy Statement/Prospectus and other relevant materials filed with the SEC. You may obtain free copies of these documents as described in the preceding paragraph.

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 hereunto duly authorized.

M&T BANK CORPORATION

Date: March 2, 2011

By: /s/ René F. Jones

René F. Jones
Executive Vice President and
Chief Financial Officer

EXHIBIT INDEX

Exhibit No.

99 M&T Bank Corporation Presentation, Filed herewith.



**Keefe, Bruyette & Woods
2011 Bank Conference**

March 2, 2011

 **M&T Bank Corporation**

Disclaimer

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In addition to factors previously disclosed in our SEC reports and those identified elsewhere in this presentation, the following factors among others, could cause actual results to differ materially from forward-looking statements or historical performance: ability to obtain regulatory approvals and meet other closing conditions to the merger, including approval by Wilmington Trust shareholders, on the expected terms and schedule; delay in closing the merger; difficulties and delays in integrating the M&T and Wilmington Trust businesses or fully realizing cost savings and other benefits; business disruption following the merger; changes in asset quality and credit risk; the inability to sustain revenue and earnings growth; changes in interest rates and capital markets; inflation; customer acceptance of M&T products and services; customer borrowing, repayment, investment and deposit practices; customer disintermediation; the introduction, withdrawal, success and timing of business initiatives; competitive conditions; the inability to realize cost savings or revenues or to implement integration plans and other consequences associated with mergers, acquisitions and divestitures; economic conditions; and the impact, extent and timing of technological changes, capital management activities, and other actions of the Federal Reserve Board and legislative and regulatory actions and reforms, including those associated with the Dodd-Frank Wall Street Reform and Consumer Protection Act.

Annualized, pro forma, projected and estimated numbers are used for illustrative purpose only, are not forecasts and may not reflect actual results.

M&T: A “Super-Community Bank”

Our approach is simple:

- We provide banking services in communities where we live and work
- We focus on carefully underwritten lending, based on local knowledge
- We take a prudent approach to acquisitions – we grow when and where it makes sense
- We view our long-tenured and engaged employees as key to our success
- The result is a history of above-average shareholder returns

We provide banking services in the communities where we live and work

We have 15 Community Banking Regions across the M&T footprint

- Regional Presidents represent the face of M&T in each of our markets
- We provide a wide range of banking services to customers in our communities
 - ❑ Over 2 million retail customers
 - ❑ Over 190,000 commercial customers
- M&T employs over 13,000 people across the footprint



2010 Highlights

- **\$5.69 earnings per share almost double 2009**
- **Net operating earnings per share up 65%**
- **Continued record of stable dividend payments**
- **Capital ratios improved materially**
- **Despite higher capital levels, Net Operating Return on TCE improved to almost 19%**

Key Performance Measures

	2006	2007	2008	2009	2010	
Net Interest Margin	3.70%	3.60%	3.38%	3.49%	3.84%	Improving pre-credit earnings
Efficiency Ratio - Tangible ⁽¹⁾	51.51%	52.77%	54.35%	56.50%	53.71%	
Pre-tax, Pre-provision Earnings (\$MM)	1,312	1,156	1,152	1,123	1,461	
Allowance to Loans (As At)	1.51%	1.58%	1.61%	1.83% ^[3]	1.82% ^[3]	Strong credit through cycle
Net Charge-Offs to Loans	0.16%	0.26%	0.78%	1.01%	0.67%	
Reserve Coverage of Net Charge-Offs	9.6	6.7	2.1	1.7	2.6	
Net Operating Return on Tangible Assets ⁽²⁾	1.67%	1.27%	0.97%	0.71%	1.17%	Focus on returns
Tangible Common Equity ⁽²⁾	29.55%	22.58%	19.63%	13.42%	18.95%	
Common Equity to Assets - Tangible	5.84%	5.01%	4.59%	5.13%	6.19%	Strong capital generation
Tier 1 Common Capital Ratio	6.42%	5.62%	6.08%	5.66%	6.51%	
Tier 1 Capital Ratio	7.74%	6.84%	8.83%	8.59%	9.47%	
Total Capital Ratio	11.78%	11.18%	12.83%	12.30%	13.08%	
Leverage Ratio	7.20%	6.59%	8.35%	8.43%	9.33%	

(1) Efficiency Ratio reflects non-interest expense (excluding amortization expense associated with intangible assets, merger-related expenses and other non-recurring expenses) as a percentage of fully taxable equivalent net interest income and non-interest revenues (excluding gains from securities transactions and non-recurring items).

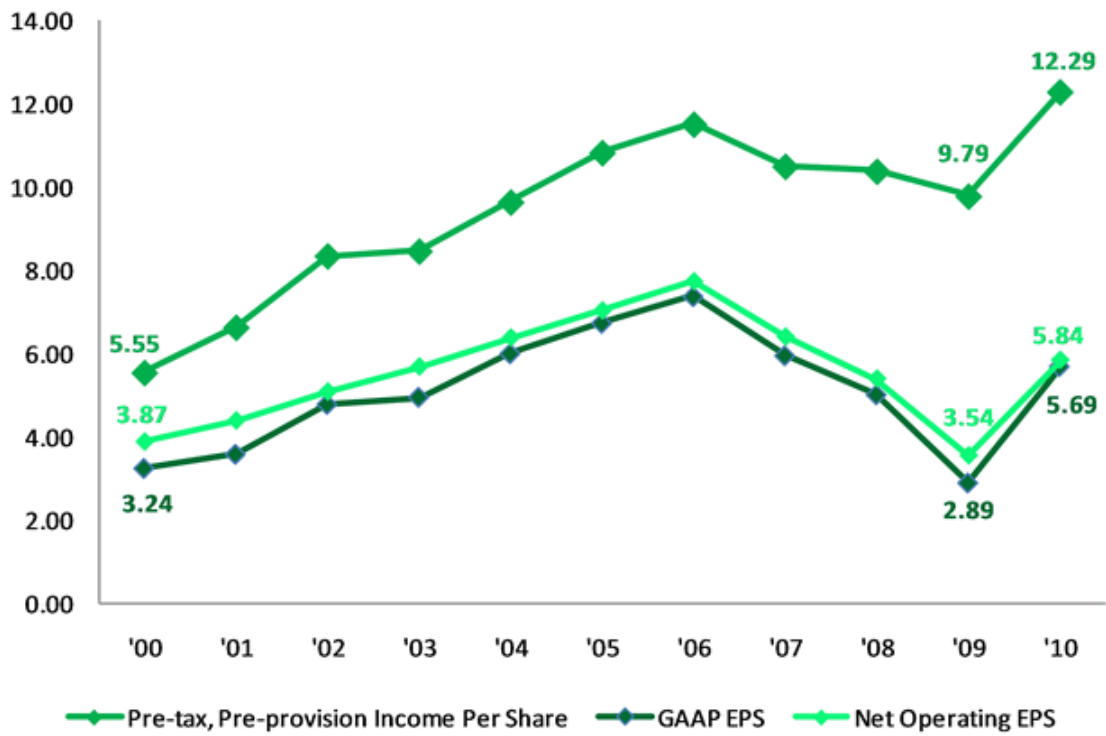
(2) Excludes merger-related gains and expenses and amortization expense associated with intangible assets. Refer to the Reconciliation of GAAP and Non-GAAP Results of Operation in the Appendix.

(3) Allowance to legacy M&T loans. Per SFAS No. 141R and SOP 03-3, Provident, Bradford and K Bank loans were marked to fair value at acquisition with no related reserves.

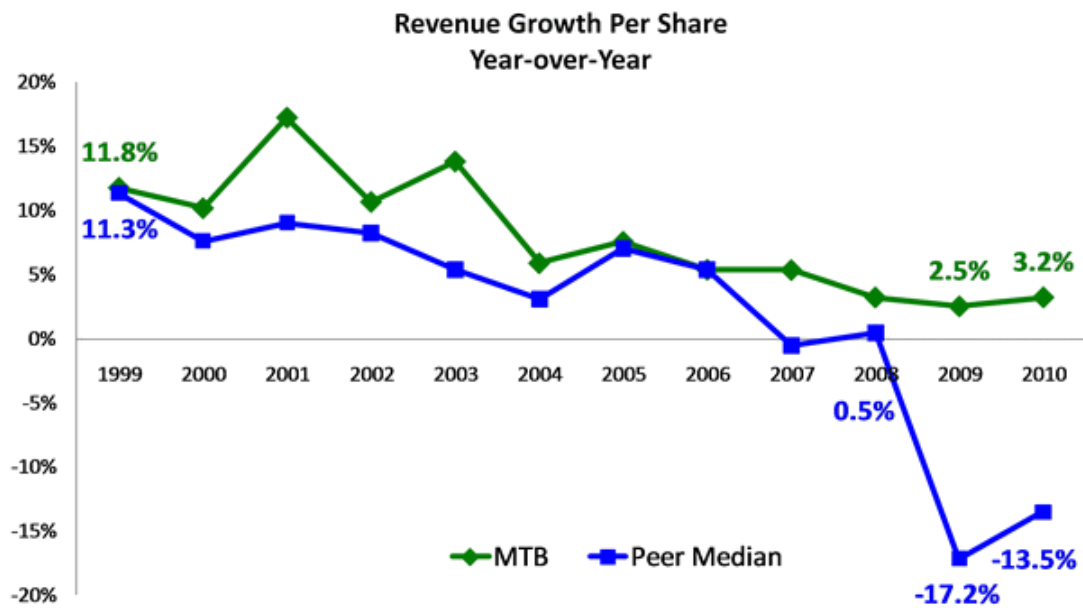


Core Profitability

Stronger Pre-tax, Pre-provision income per share



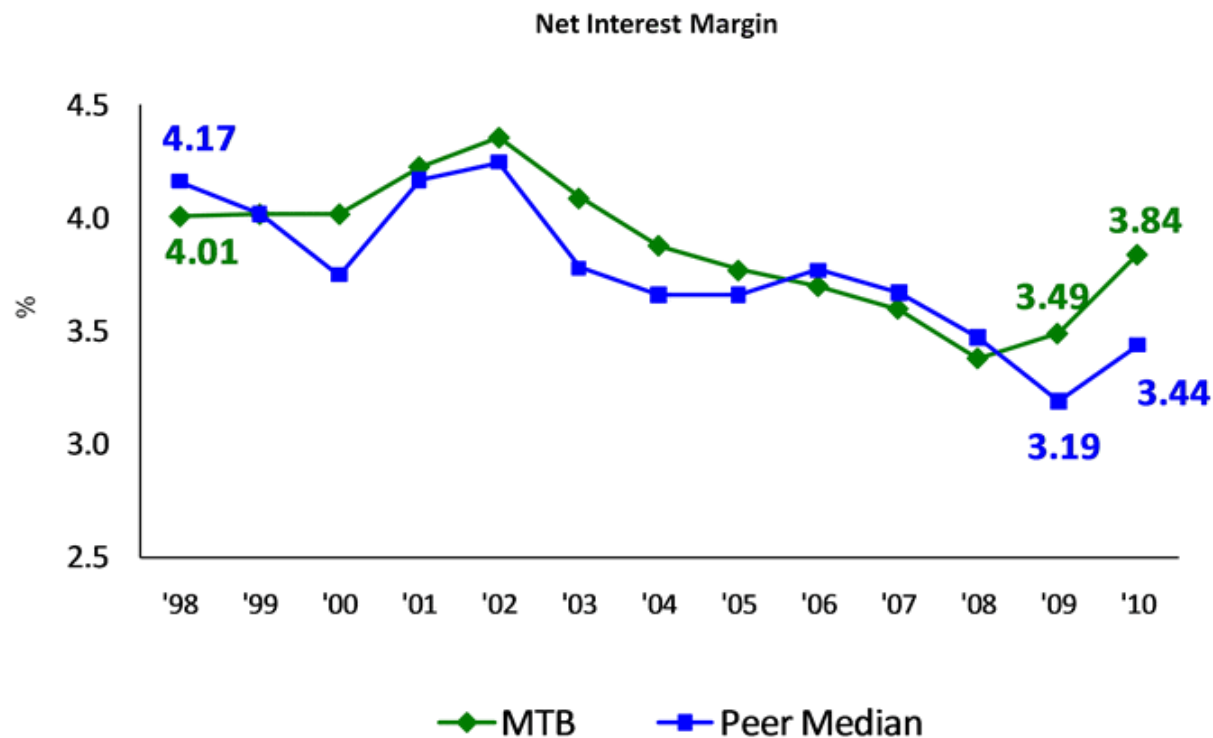
Long-term focus on revenue growth *per share*



Revenue reflects FTE Net Interest Income where available and Other Income, and excludes securities gains/losses and any nonrecurring items.

Disciplined margin management

M&T focuses on returns and relationships rather than volumes

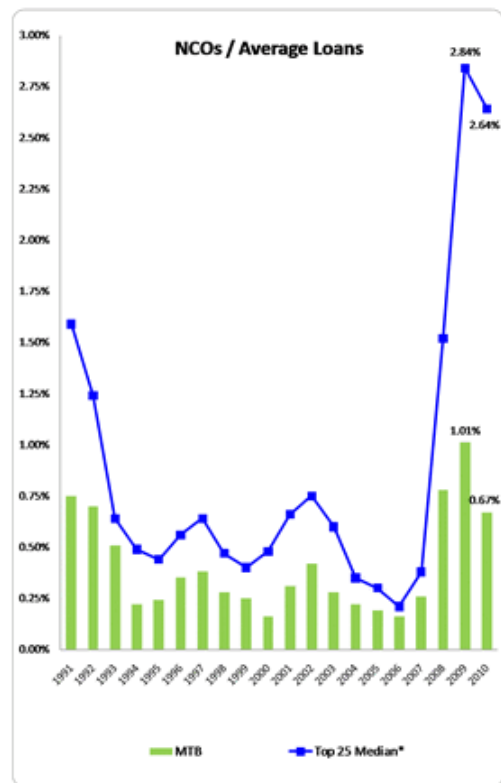
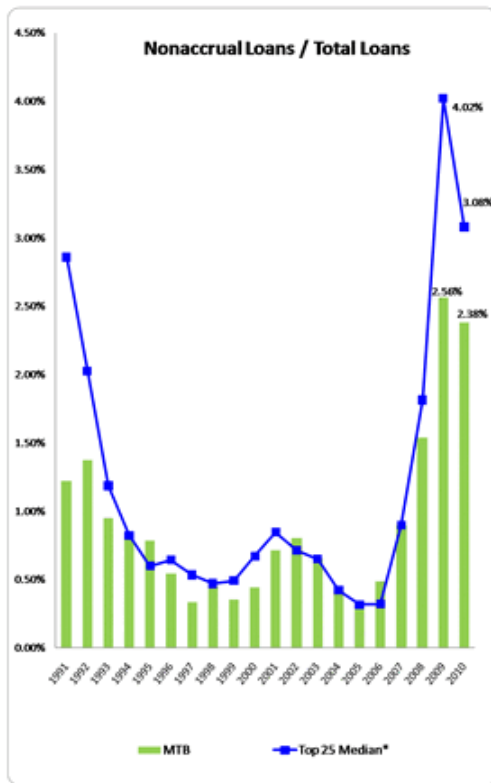


Note: Taxable Equivalent net interest margin used for M&T and for peer banks when available.



Credit

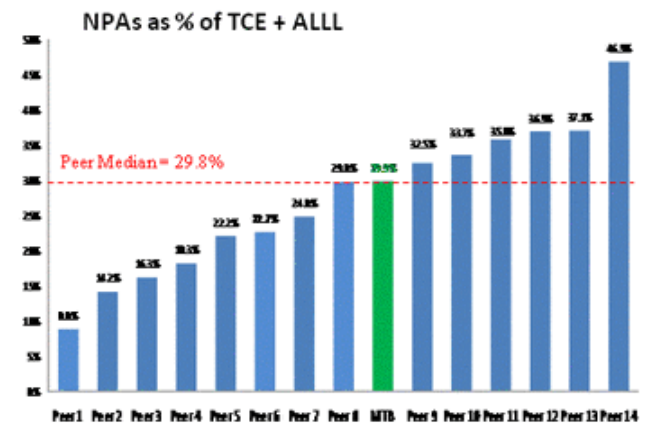
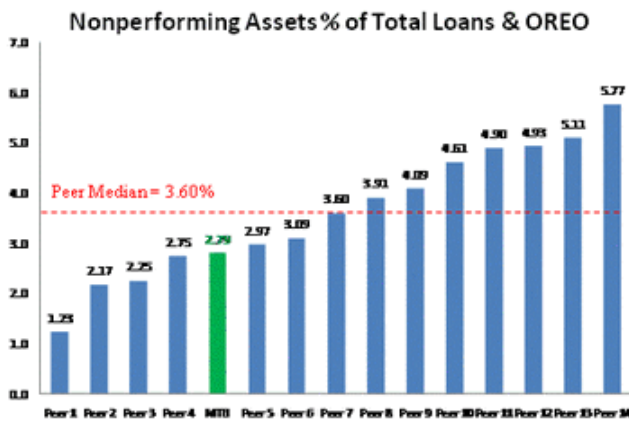
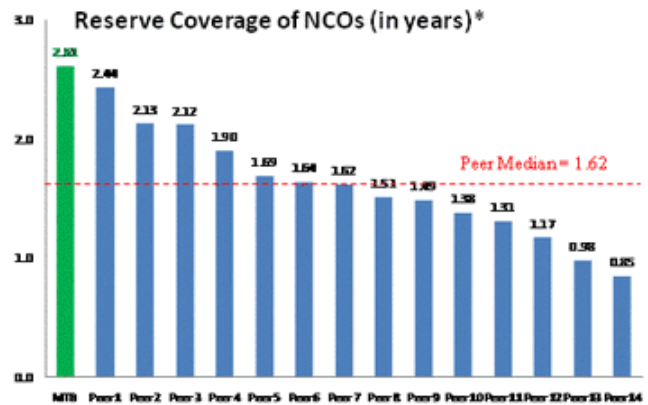
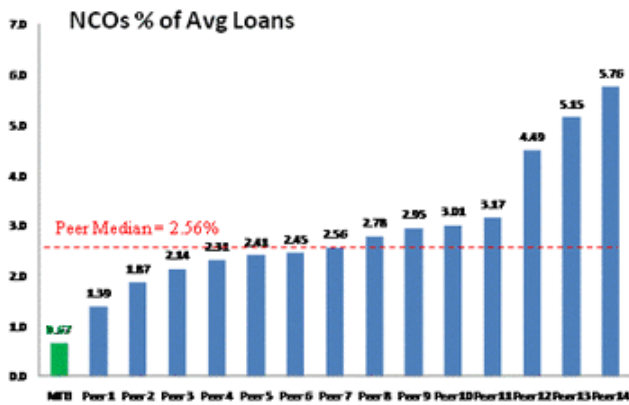
Historical Credit Cycle: 1991 – 2010



Source: SNL Interactive. FR Y9C data used.

* Top 25 publicly traded banks in each year (excluding IPOs in 2010)

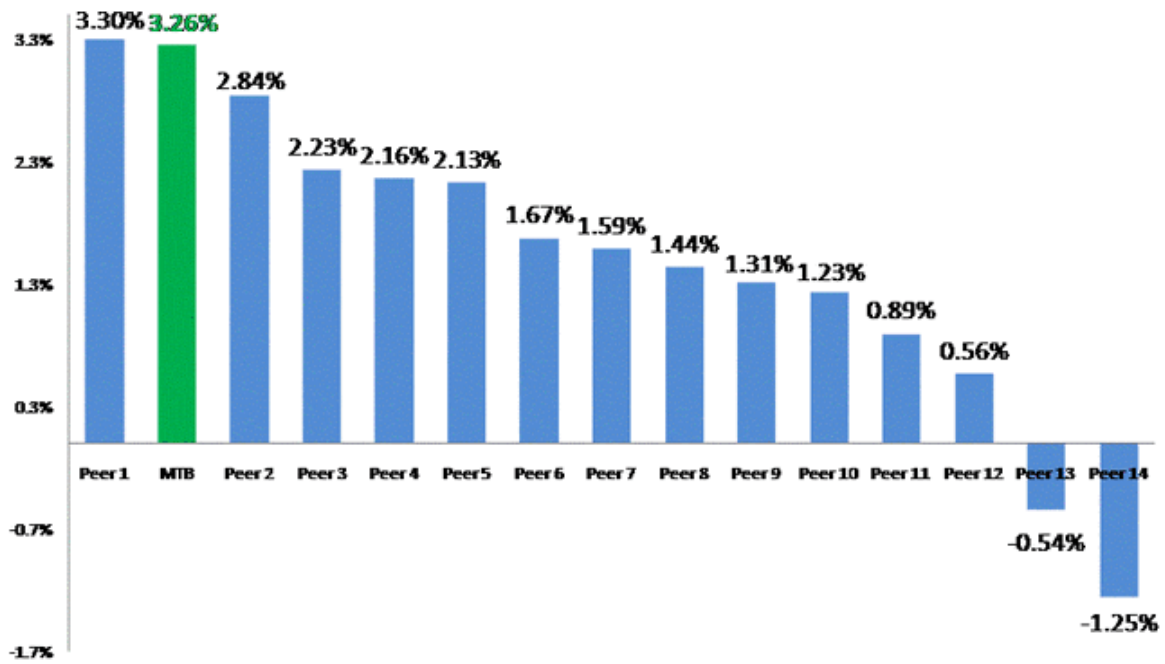
M&T's Credit Ratios are Best-in-Class



Data as of December 31, 2010 FR Y9C reports.

Value of relationship lending seen in both credit and margin

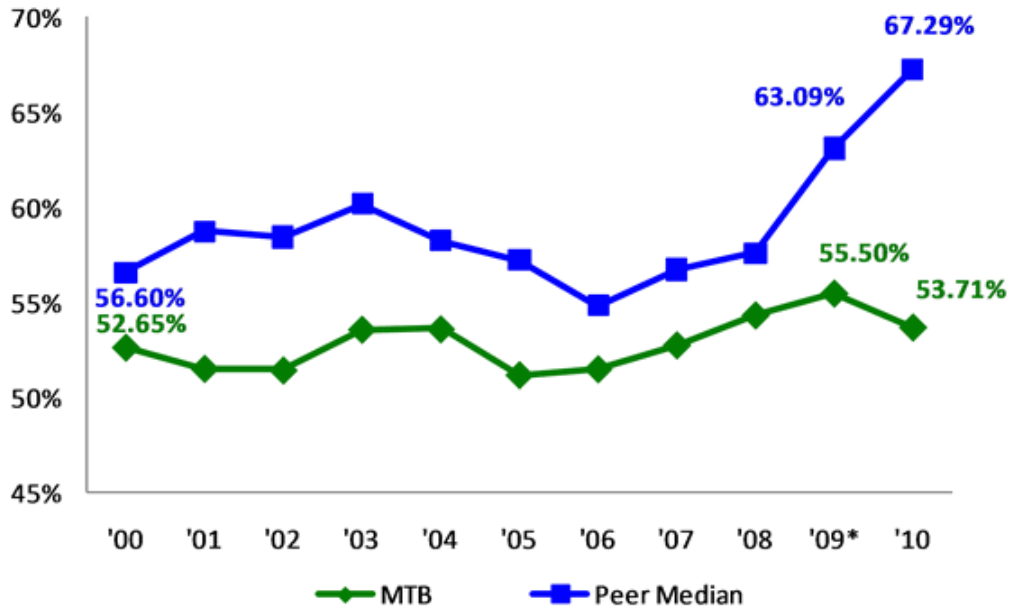
Risk-Adjusted Net Interest Margin
FY 2010



Risk-Adjusted Margin = FTE Net Interest Income less Net Charge-Offs as a percentage of average earning assets.

M&T focused on maintaining above-average efficiency

Operating Efficiency Ratio



Efficiency Ratio reflects non-interest expense (excluding amortization expense associated with intangible assets, merger-related expenses and other non-recurring expenses) as a percentage of fully taxable equivalent net interest income and non-interest revenues (excluding gains from securities transactions and non-recurring items).

* 2009 Efficiency Ratio excludes FDIC Special Assessment for MTB and all Peers.

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Wilmington Trust

Creating the Leading Relationship Bank in the Mid-Atlantic



Compelling Strategic Fit

Powerful Logic

- Premier banking franchise in high-growth Mid-Atlantic region
- Combines #1 market share in Delaware with the leading commercial bank in Mid-Atlantic
- Preserves value of Wilmington Trust's established brand and recognized capabilities in trust, wealth management and corporate services
- Led by M&T's experienced management team, with proven credit expertise
- Diversified revenue with greater fee income
- Enhanced capital generation and earnings

Shared Vision of Banking

- Complementary community banking models with focus on relationships
- Leverage top-tier scale in targeted markets to generate superior profitability
- Common Values
 - Experienced, long-tenured employees key to success
 - Best corporate citizen in our communities



Creates significant value for shareholders, customers, employees and communities

Wilmington Trust Update

M&T's merger with Wilmington Trust proceeding as planned

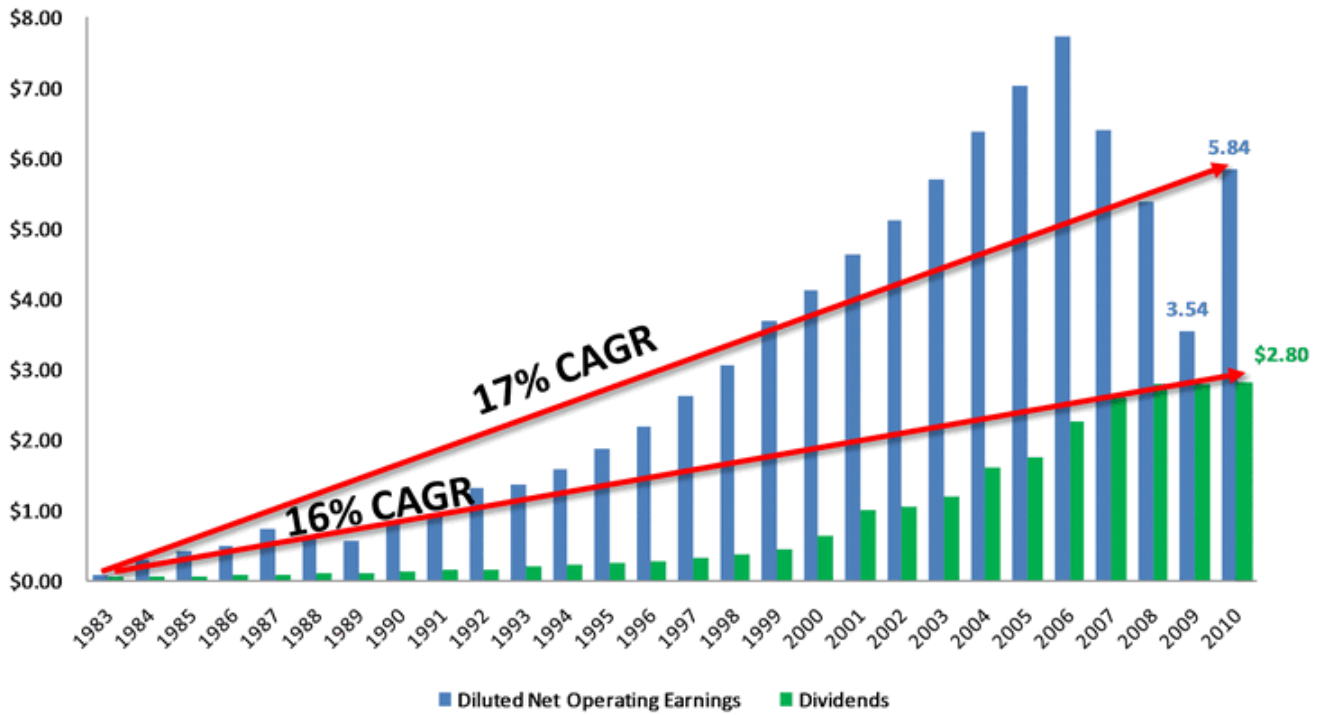
- **S-4 Registration Statement / Merger Proxy declared effective**
 - **WL shareholder vote scheduled for March 22**
- **Required regulatory applications filed with appropriate agencies**
 - **Approvals on separate but parallel path**
- **Weekly transition meetings begun immediately after announcement**
- **Currently anticipate 1H-2011 closing with integration phased-in thereafter**



Long Term Performance

Earnings & Dividend Growth : 1983 – 2010

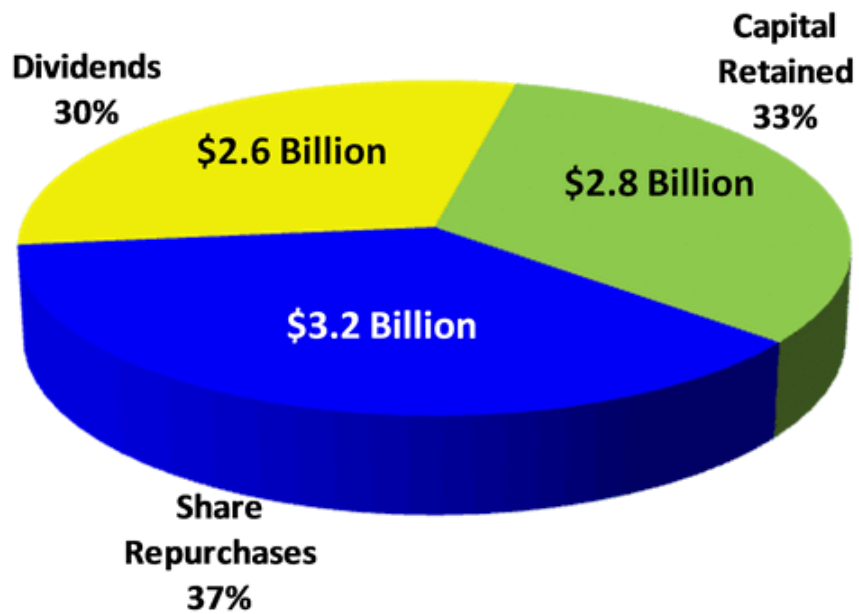
M&T has maintained its dividend throughout the current cycle.



Note: Data prior to 1998 does not include provisions of SFAS No. 123 and No.148 stock option expensing.

Disciplined Capital Allocation

Cumulative Capital Retained, Dividends and Share Repurchases
1983 – December 2010



M&T Bank Corporation... a solid investment

Of the largest 100 banks operating in 1983, only 25 remain today

Among the remaining, M&T ranks 1st in stock price growth

Rank	Company Name	Ticker	Closing Price at		Stock Return CAGR (%)
			1/31/2011 (\$)	3/31/1983 (\$) ¹	
1	M&T Bank Corporation	MTB	86.47	1.34	16.2
2	State Street Corporation	STT	46.72	1.06	14.6
3	Northern Trust Corporation	NTRS	51.98	1.51	13.5
4	U.S. Bancorp	USB	27.00	0.92	12.9
5	Wells Fargo & Company	WFC	32.42	1.18	12.6
↓					
25	_____		—	—	3.7
Median			—	—	7.2
MTB Price @ Median Growth Rate			9.24	1.34	7.2

¹ 1983 Stock Prices Source: Compustat and/or Bigcharts.com

M&T Bank Corporation... a solid investment

- **20.1% Annual rate of return since 1980***
 - 20th best return of the entire universe of over 700 U.S. based stocks that have traded publicly since 1980

Rank	Company Name	Industry	Annual Return (%)
1	Eaton Vance Corp.	Financials	26.2
2	Stryker Corp.	Health Care	23.3
3	Progressive Corp.	Financials	23.2
4	Hasbro Inc.	Consumer Discretionary	23.2
5	Gap Inc.	Consumer Discretionary	22.8
6	Wal-Mart Stores Inc.	Consumer Staples	22.4
7	Mylan Inc.	Health Care	22.3
8	Leucadia National Corp.	Financials	22.2
9	Limited Brands Inc.	Consumer Discretionary	22.0
10	TJX Cos.	Consumer Discretionary	21.7
11	Precision Castparts Corp.	Industrials	21.6
12	State Street Corp.	Financials	21.4
13	Berkshire Hathaway Inc. (Cl B)	Financials	21.1
14	Robert Half International Inc.	Industrials	20.8
15	Alberto-Culver Co.	Consumer Staples	20.7
16	Valspar Corp.	Materials	20.6
17	Raven Industries Inc.	Industrials	20.5
18	Forest Laboratories Inc.	Health Care	20.5
19	Danaher Corp.	Industrials	20.5
20	M&T Bank Corp.	Financials	20.1

\$3,343 invested in M&T in 1980 would be worth \$1 million today

*CAGR calculated assuming reinvestment of dividends through January 31, 2011.

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- The result is a history of above-average shareholder returns



**Keefe, Bruyette & Woods
2011 Bank Conference**

March 2, 2011

 **M&T Bank Corporation**



Appendix

2011 Operating Environment (ex WL impact)

- NIM consistent with 2010
- Modest single-digit YoY loan growth
- Non-performing loan trends likely to continue to be lumpy
- Credit costs to improve marginally
 - Unless noticeable improvement in unemployment/economy.
- Cautious regarding top-line growth, given regulatory headwinds
- Continue to emphasize operating efficiency

2010 Peer Group - Largest 15 Regional Banks

BB&T Corporation	Marshall & Ilsley Corporation *
Capital One Financial Corporation	PNC Financial Services Group, Inc.
Comerica Incorporated	Regions Financial Corporation
Fifth Third Bancorp	Synovus Financial Corp.
First Horizon National Corporation	SunTrust Banks, Inc.
Huntington Bancshares Incorporated	U.S. Bancorp
KeyCorp	Zions Bancorporation
M&T Bank Corporation	

* Acquisition pending by BMO Financial Group

Reconciliation of GAAP and Non-GAAP Measures

	1998	1999	2000	2001	2002	2003	2004	2005	2006	2007	2008	2009	2010
Net Income													
<i>\$'s in millions</i>													
Net income	\$198.3	\$252.4	\$268.2	\$353.1	\$456.7	\$573.9	\$722.5	\$782.2	\$839.2	\$654.3	\$555.9	\$379.9	\$736.2
Intangible amortization, net of tax	30.0	42.4	56.1	99.4	32.5	47.8	46.1	34.7	38.5	40.5	40.5	39.0	35.3
Merger-related items, net of tax	14.0	3.0	16.4	4.8	-	39.2	-	-	3.0	9.1	2.2	36.5	(16.3)
Net operating income	\$242.3	\$297.8	\$340.7	\$457.3	\$489.2	\$660.9	\$768.6	\$816.9	\$880.7	\$703.8	\$598.6	\$455.4	\$755.2
Pre-Tax, Pre-Provision													
<i>Income Per Share</i>													
Income before taxes	\$3.95	\$4.96	\$5.09	\$5.59	\$7.08	\$7.34	\$8.86	\$10.07	\$10.81	\$8.76	\$6.67	\$4.52	\$9.20
Provision for credit losses	0.55	0.55	0.46	1.05	1.28	1.13	0.79	0.76	0.70	1.75	3.71	5.26	3.10
Pre-Tax, Pre-Provision Income Per Share	\$4.50	\$5.51	\$5.55	\$6.64	\$8.35	\$8.47	\$9.65	\$10.83	\$11.51	\$10.50	\$10.39	\$9.79	\$12.29
Earnings Per Share													
Diluted earnings per share	\$2.50	\$3.13	\$3.24	\$3.58	\$4.78	\$4.95	\$6.00	\$6.73	\$7.37	\$5.95	\$5.01	\$2.89	\$5.69
Intangible amortization, net of tax	0.38	0.52	0.67	1.00	0.34	0.41	0.38	0.30	0.33	0.37	0.36	0.34	0.29
Merger-related items, net of tax	0.18	0.04	0.20	0.05	-	0.34	-	-	0.03	0.08	0.02	0.31	(0.14)
Diluted not operating earnings per share	\$3.06	\$3.69	\$4.11	\$4.63	\$5.12	\$5.70	\$6.38	\$7.03	\$7.73	\$6.40	\$5.39	\$3.54	\$5.84
Efficiency Ratio													
<i>\$'s in millions</i>													
Non-interest expenses	578.6	596.7	\$718.6	\$980.6	\$961.6	\$1,448.2	\$1,516.0	\$1,485.1	\$1,551.7	\$1,627.7	\$1,727.0	\$1,980.6	\$1,914.8
less: intangible amortization	34.5	49.7	69.6	121.7	51.5	78.2	75.4	56.8	63.0	66.5	66.6	64.3	58.1
less: charitable contribution	24.6	-	-	-	-	-	-	-	-	-	-	-	-
less: merger-related expenses	21.3	4.7	26.0	8.0	-	60.4	-	-	5.0	14.9	3.5	89.2	0.8
Adjusted net operating expenses	\$498.2	\$542.3	\$623.0	\$850.9	\$910.1	\$1,309.6	\$1,440.6	\$1,428.3	\$1,483.7	\$1,546.3	\$1,656.8	\$1,827.2	\$1,856.0
Adjusted T.E. revenues*	925.0	1,047.9	\$1,192.5	\$1,651.4	\$1,774.2	\$2,443.7	\$2,692.0	\$2,789.5	\$2,880.5	\$2,930.2	\$3,048.4	\$3,262.8	\$3,483.2
less: merger-related gains	-	-	-	-	-	-	-	-	-	-	-	29.1	27.5
Adjusted not operating revenues	\$925.0	\$1,047.9	\$1,192.5	\$1,651.4	\$1,774.2	\$2,443.7	\$2,692.0	\$2,789.5	\$2,880.5	\$2,930.2	\$3,048.4	\$3,233.7	\$3,455.6
Net operating efficiency ratio	53.9%	51.8%	52.3%	51.5%	51.3%	53.6%	53.5%	51.2%	51.5%	52.8%	54.4%	56.5%	53.71%

* Excludes gain(loss) on sale of securities.

Reconciliation of GAAP and Non-GAAP Measures

Average Assets	2006	2007	2008	2009	2010
<i>\$'s in millions</i>					
Average assets	\$ 55,839	\$ 58,545	\$ 65,132	\$ 67,472	\$ 68,380
Goodwill	(2,908)	(2,933)	(3,193)	(3,393)	(3,525)
Core deposit and other intangible assets	(191)	(221)	(214)	(191)	(153)
Deferred taxes	38	24	30	33	29
Average tangible assets	<u>\$ 52,778</u>	<u>\$ 55,415</u>	<u>\$ 61,755</u>	<u>\$ 63,921</u>	<u>\$ 64,731</u>
Average Common Equity					
<i>\$'s in millions</i>					
Average common equity	\$ 6,041	\$ 6,247	\$ 6,423	\$ 6,616	\$ 7,367
Goodwill	(2,908)	(2,933)	(3,193)	(3,393)	(3,525)
Core deposit and other intangible assets	(191)	(221)	(214)	(191)	(153)
Deferred taxes	38	24	30	33	29
Average tangible common equity	<u>\$ 2,980</u>	<u>\$ 3,117</u>	<u>\$ 3,046</u>	<u>\$ 3,065</u>	<u>\$ 3,718</u>