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TRUSTCO BANK CORP N Y

Form 8-K

July 19, 2005

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): July 19, 2005
(July 19, 2005)

TrustCo Bank Corp NY

(Exact name of registrant as specified in its charter)

New York
(State or other jurisdiction of incorporation)

0-10592
(Commission File Number)

14-1630287
(IRS Employer Identification No.)

5 Sarnowski Drive, Glenville, New York 12305
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (518) 377-3311

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TrustCo Bank Corp NY

Item 2.02. Results of Operations and Financial Condition

On July 19, 2005, TrustCo Bank Corp NY ("TrustCo") issued two press releases with year to date and second quarter results for the period ending June 30, 2005. Attached is a copy of each press release labeled as Exhibits 99(a) and 99(b)

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Item 5.02 Departures of Directors or Principal Officers; Election of Directors;

Appointment of Principal Officers

On July 19, 2005, the Board of Directors of TrustCo appointed Thomas O. Maggs as a new director. Mr. Maggs was also appointed to the audit and compensation committees of the board.

Mr. Maggs is the president and principal owner of Maggs & Associates, The Business Insurance Brokers, Inc. ("Maggs & Associates"), Schenectady, New York, an insurance brokerage. TrustCo has retained Maggs & Associates for assistance in obtaining commercial insurance coverage and has paid Maggs & Associates premiums for such coverage of \$134,427 since January 1, 2005.

Item 9.01. Financial Statements and Exhibits

(c) Exhibits

| Reg S-K Exhibit No. | Description |
|---------------------|--|
| 99(a) | Highlights Press Release dated July 19, 2005, for the period ending June 30, 2005, regarding year to date and second quarter results. |
| 99(b) | Press Release dated July 19, 2005, for the period ending June 30, 2005, regarding year to date and second quarter results and also announcing the appointment of a new director. |

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.

Dated: July 19, 2005

TrustCo Bank Corp NY
(Registrant)

By: /s/ Robert T. Cushing

Robert T. Cushing
Executive Vice President and
Chief Financial Officer

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Exhibits Index

The following exhibits are filed herewith:

| Reg S-K Exhibit No. | Description | Page |
|---------------------|---|------|
| 99(a) | One page press release dated July 19, 2005, highlighting year to date and second quarter 2005 results. | 5 |
| 99(b) | Press release dated July 19, 2005, highlighting year to date and second quarter 2005 results and also announcing the appointment of a new director. | 6-12 |

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TRUSTCO
Bank Corp NY

Exhibit 99(a)
News Release

5 Sarnowski Drive, Glenville, New York, 12302
(518) 377-3311 Fax: (518) 381-3668

Subsidiary: Trustco Bank

NASDAQ - TRST

Contact: Robert Leonard
Vice President
518-381-3693

FOR IMMEDIATE RELEASE: Glenville, New York - July 19, 2005

TrustCo Bank Corp NY
(dollars in thousands, except per share data)

| | 2005 | 2004 |
|--|------------|------------|
| Three Months Ended June 30: | | |
| Net Income | \$ 14,985 | 14,371 |
| Provision (credit) for Loan Losses | (1,580) | 150 |
| Average Equivalent Shares Outstanding: | | |
| Basic | 75,056,000 | 74,354,000 |
| Diluted | 75,369,000 | 75,095,000 |
| Net Income per Share: | | |
| Basic | \$ 0.200 | 0.193 |
| Diluted | 0.199 | 0.191 |
| Six Months Ended June 30: | | |
| Net Income | \$ 29,892 | 8,504 |
| Provision (credit) for Loan Losses | (3,080) | 300 |
| Average Equivalent Shares Outstanding: | | |
| Basic | 74,972,000 | 74,241,000 |

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| | | |
|---|------------|------------|
| Diluted | 75,429,000 | 75,085,000 |
| Net Income per Share: | | |
| Basic | \$ 0.399 | 0.384 |
| Diluted | 0.396 | 0.380 |
| | ===== | ===== |
| Period End: | | |
| Total Assets | 2,878,787 | 2,849,227 |
| Total Nonperforming Loans | 3,029 | 2,879 |
| Total Nonperforming Assets | 3,029 | 2,879 |
| Allowance for Loan Losses | 48,021 | 48,347 |
| Allowance as a Percentage of Total Loans | 3.60% | 4.14% |

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TRUSTCO
Bank Corp NY

Exhibit 99(b)
News Release

5 Sarnowski Drive, Glenville, New York, 12302
(518) 377-3311 Fax: (518) 381-3668

Subsidiary: Trustco Bank

Contact: Robert M. Leonard
Vice President
(518) 381-3693

FOR IMMEDIATE RELEASE:

TrustCo Announces Record Second Quarter Results
And Appoints New Director

Glenville, New York - July 19, 2005 TrustCo Bank Corp NY (TrustCo, Nasdaq: TRST) today announced that it achieved record results for the second quarter of 2005 and for the first six months of the year. Net income for the second quarter of 2005 was \$15.0 million, or \$0.199 diluted earnings per share, compared to \$14.4 million, or \$0.191 diluted earnings per share, for the second quarter of 2004. The second quarter results reflect an increase of 4.3% in net income and 4.2% in diluted earnings per share over the comparable period in 2004.

Year to date results reflect increases in both net income and diluted earnings per share between 2004 and 2005. For the six months ended June 30, 2005 net income was \$29.9 million and diluted earnings per share were \$0.396 compared to net income of \$28.5 million and diluted earnings per share of \$0.380 for the comparable six month period in 2004. The six-month results reflect an increase of 4.9% in net income and 4.2% in diluted earnings per share for 2005 compared to the same six-month period in 2004.

The expansion of our branch network continues. In Florida, the Oviedo and Winter Springs branches opened during the second quarter of 2005. These offices bring our total to nine in Florida and 77 overall.

Commenting on the results for 2005, Robert J. McCormick, President and Chief Executive Officer noted, "The current quarter and the year to date 2005 results are very good, and set the stage for continued growth into the second half of

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this year."

"I am pleased to announce that Thomas O. Maggs was seated as a director at the July meetings of the Bank and Holding Company Boards of Directors. Mr. Maggs is president of Maggs & Associates The Business Insurance Brokers, Inc. located in Schenectady, New York."

TrustCo Bank Corp NY is a \$2.9 billion bank holding company and through its subsidiary, Trustco Bank, operates 77 offices in New York, Vermont, and Florida. In addition, the bank operates a full service Trust Department that has \$974 million of assets under management. The common shares of TrustCo are traded on the Nasdaq National Market tier of the Nasdaq Stock Market under the symbol TRST.

Except for the historical information contained herein, the matters discussed in this news release and other information contained in TrustCo's Securities and Exchange Commission filings may express "forward-looking statements." Those "forward-looking statements" may involve risk and uncertainties, including statements concerning future events or performance and assumptions and other statements that are other than statements of historical facts.

TrustCo wishes to caution readers not to place undue reliance on any forward-looking statements, which speak only as of the date made. Readers are advised that various risk factors, including, but not limited to: (1) credit risk, (2) interest rate risk, (3) competition, (4) changes in the regulatory environment, and (5) changes in general business and economic trends, could cause the actual results or circumstances for future periods to differ materially from those anticipated or projected in the forward-looking statements.

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TRUSTCO BANK CORP NY
GLENVILLE, NY

FINANCIAL HIGHLIGHTS

(dollars in thousands, except per share data)

| | Three Months Ended | | |
|------------------------------------|--------------------|----------|----------|
| | 06/30/05 | 03/31/05 | 06/30/04 |
| Summary of operations | | | |
| Net interest income (TE) | \$ 27,600 | 25,856 | 26,025 |
| Provision (credit) for loan losses | (1,580) | (1,500) | 150 |
| Net securities transactions | 1,255 | 3,652 | 3,588 |
| Noninterest income | 5,645 | 4,486 | 4,787 |
| Noninterest expense | 12,223 | 11,730 | 11,699 |
| Net income | 14,985 | 14,907 | 14,371 |
| Per common share | | | |
| Net income per share: | | | |
| - Basic | \$ 0.200 | 0.199 | 0.193 |
| - Diluted | 0.199 | 0.197 | 0.191 |
| Cash dividends | 0.150 | 0.150 | 0.150 |
| Tangible Book value at period end | 3.12 | 2.99 | 2.89 |
| Market price at period end | 13.06 | 11.49 | 13.10 |

At period end

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| | | | |
|--|--------|-------|-------|
| Full time equivalent employees | 501 | 513 | 494 |
| Full service banking offices | 77 | 75 | 69 |
| Performance ratios | | | |
| Return on average assets | 2.11 % | 2.13 | 2.04 |
| Return on average equity (1) | 26.52 | 26.83 | 28.18 |
| Efficiency (2) | 36.37 | 40.05 | 37.67 |
| Net interest spread (TE) | 3.72 | 3.50 | 3.57 |
| Net interest margin (TE) | 3.98 | 3.75 | 3.78 |
| Dividend payout ratio | 75.12 | 75.47 | 77.54 |
| Capital ratios at period end (3) | | | |
| Total equity to assets | 8.00 % | 7.94 | 7.41 |
| Tier 1 risk adjusted capital | 17.03 | 17.33 | 16.61 |
| Total risk adjusted capital | 18.31 | 18.61 | 17.89 |
| Asset quality analysis at period end | | | |
| Nonperforming loans to total loans | 0.23 % | 0.25 | 0.25 |
| Nonperforming assets to total assets | 0.11 | 0.11 | 0.10 |
| Allowance for loan losses to total loans | 3.60 | 3.84 | 4.14 |
| Coverage ratio (4) | 15.9 X | 15.4 | 16.8 |

- (1) Average equity excludes the effect of the market value adjustment for securities available for sale.
- (2) Calculated as noninterest expense (excluding ORE income/expense and any nonrecurring charges) divided by taxable equivalent net interest income plus noninterest income (excluding net securities transactions).
- (3) Capital ratios exclude the effect of the market value adjustment for securities available for sale.
- (4) Calculated as allowance for loan losses divided by total nonperforming loans.
- TE = Taxable equivalent.

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FINANCIAL HIGHLIGHTS, Continued

Page 2

| | Six Months Ended | |
|------------------------------------|------------------|----------|
| | 06/30/05 | 06/30/04 |
| Summary of operations | | |
| Net interest income (TE) | \$ 53,452 | 52,460 |
| Provision (credit) for loan losses | (3,080) | 300 |
| Net securities transactions | 4,907 | 7,774 |
| Noninterest income | 10,131 | 9,322 |
| Noninterest expense | 23,953 | 24,207 |
| Net income | 29,892 | 28,504 |
| Per common share (1) | | |
| Net income per share: | | |
| - Basic | \$ 0.399 | 0.384 |
| - Diluted | 0.396 | 0.380 |
| Cash dividends | 0.300 | 0.300 |
| Tangible Book value at period end | 3.12 | 2.89 |
| Market price at period end | 13.06 | 13.10 |
| Performance ratios | | |
| Return on average assets | 2.12 % | 2.04 |

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| | | |
|------------------------------|-------|-------|
| Return on average equity (2) | 26.67 | 27.74 |
| Efficiency (3) | 38.13 | 38.28 |
| Net interest spread (TE) | 3.61 | 3.67 |
| Net interest margin (TE) | 3.87 | 3.87 |
| Dividend payout ratio | 75.29 | 78.09 |

- (1) Average equity excludes the effect of the market value adjustment for securities available for sale.
- (2) Calculated as noninterest expense (excluding ORE income/expense and any nonrecurring charges) divided by taxable equivalent net interest income plus noninterest income (excluding net securities transactions).
- (3) Capital ratios exclude the effect of the market value adjustment for securities available for sale.
- TE = Taxable equivalent.

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CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION
(dollars in thousands)

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| | 06/30/05 | 12/31/04 | 06/30/04 |
|---|--------------|-----------|-----------|
| ASSETS | | | |
| Loans, net | \$ 1,285,986 | 1,190,681 | 1,118,063 |
| Securities available for sale | 1,133,091 | 895,989 | 1,122,266 |
| Federal funds sold and other short-term investments | 336,002 | 642,208 | 484,433 |
| | ----- | ----- | ----- |
| Total earning assets | 2,755,079 | 2,728,878 | 2,724,762 |
| Cash and due from banks | 50,242 | 54,222 | 46,575 |
| Bank premises and equipment | 21,135 | 22,479 | 20,091 |
| Other assets | 52,331 | 58,255 | 57,799 |
| | ----- | ----- | ----- |
| Total assets | \$ 2,878,787 | 2,863,834 | 2,849,227 |
| | ===== | ===== | ===== |
| LIABILITIES | | | |
| Deposits: | | | |
| Demand | \$ 231,700 | 237,423 | 209,271 |
| Interest-bearing checking | 320,357 | 336,538 | 332,269 |
| Savings | 797,152 | 820,593 | 827,145 |
| Money market | 146,823 | 155,299 | 160,944 |
| Certificates of deposit (in denominations of \$100,000 or more) | 189,781 | 178,021 | 174,882 |
| Other time deposits | 802,033 | 799,228 | 789,485 |
| | ----- | ----- | ----- |
| Total deposits | 2,487,846 | 2,527,102 | 2,493,996 |
| Short-term borrowings | 84,404 | 77,979 | 106,656 |
| Long-term debt | 100 | 114 | 141 |

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| | | | |
|--|--------------|-----------|-----------|
| Due to broker | 40,607 | - | - |
| Other liabilities | 31,602 | 32,807 | 33,815 |
| | ----- | ----- | ----- |
| Total liabilities | 2,644,559 | 2,638,002 | 2,634,608 |
| SHAREHOLDERS' EQUITY | 234,228 | 225,832 | 214,619 |
| | ----- | ----- | ----- |
| Total liabilities and shareholders' equity | \$ 2,878,787 | 2,863,834 | 2,849,227 |
| | ===== | ===== | ===== |
| Number of common shares outstanding, in thousands | 74,896 | 74,540 | 74,191 |

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CONSOLIDATED STATEMENTS OF INCOME
(dollars in thousands, except per share data)

Page 4

| | | Three Months Ended | |
|--|-----------|--------------------|----------|
| | 06/30/05 | 03/31/05 | 06/30/04 |
| Interest income | | | |
| Loans | \$ 20,988 | 19,982 | 18,429 |
| Investments | 12,831 | 11,100 | 14,470 |
| Federal funds sold and other short term investments | 3,197 | 3,803 | 1,206 |
| | ----- | ----- | ----- |
| Total interest income | 37,016 | 34,885 | 34,105 |
| Interest expense | | | |
| Deposits | 9,887 | 9,630 | 9,236 |
| Borrowings | 421 | 395 | 203 |
| | ----- | ----- | ----- |
| Total interest expense | 10,308 | 10,025 | 9,439 |
| | ----- | ----- | ----- |
| Net interest income | 26,708 | 24,860 | 24,666 |
| Provision (credit) for loan losses | (1,580) | (1,500) | 150 |
| | ----- | ----- | ----- |
| Net interest income after provision for loan losses | 28,288 | 26,360 | 24,516 |
| Net securities transactions | 1,255 | 3,652 | 3,588 |
| Noninterest income | 5,645 | 4,486 | 4,787 |
| Noninterest expense | 12,223 | 11,730 | 11,699 |
| | ----- | ----- | ----- |
| Income before income taxes | 22,965 | 22,768 | 21,192 |
| Income tax expense | 7,980 | 7,861 | 6,821 |
| | ----- | ----- | ----- |

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| | | | |
|--|-----------|--------|--------|
| Net income | \$ 14,985 | 14,907 | 14,371 |
| | ===== | ===== | ===== |
| Net income per share: | | | |
| - Basic | \$ 0.200 | 0.199 | 0.193 |
| - Diluted | \$ 0.199 | 0.197 | 0.191 |
| Avg equivalent shares outstanding, in thousands: | | | |
| - Basic | 75,056 | 74,881 | 74,354 |
| - Diluted | 75,369 | 75,486 | 75,095 |

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CONSOLIDATED STATEMENTS OF INCOME
(dollars in thousands, except per share data)

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| | Six Months Ended | |
|--|------------------|----------|
| | 06/30/05 | 06/30/04 |
| Interest income | | |
| Loans | \$ 40,970 | 37,210 |
| Investments | 23,931 | 28,904 |
| Federal funds sold and other short term investments | 7,000 | 2,400 |
| | ----- | ----- |
| Total interest income | 71,901 | 68,514 |
| Interest expense | | |
| Deposits | 19,517 | 18,401 |
| Borrowings | 816 | 384 |
| | ----- | ----- |
| Total interest expense | 20,333 | 18,785 |
| Net interest income | 51,568 | 49,729 |
| Provision (credit) for loan losses | (3,080) | 300 |
| | ----- | ----- |
| Net interest income after provision for loan losses | 54,648 | 49,429 |
| Net securities transactions | 4,907 | 7,774 |
| Noninterest income | 10,131 | 9,322 |
| Noninterest expense | 23,953 | 24,207 |
| | ----- | ----- |
| Income before income taxes | 45,733 | 42,318 |
| Income tax expense | 15,841 | 13,814 |
| | ----- | ----- |
| Net income | \$ 29,892 | 28,504 |
| | ===== | ===== |

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| | | | |
|--|----|--------|--------|
| Net income per share: | | | |
| - Basic | \$ | 0.399 | 0.384 |
| - Diluted | \$ | 0.396 | 0.380 |
| Avg equivalent shares outstanding, in thousands: | | | |
| - Basic | | 74,972 | 74,241 |
| - Diluted | | 75,429 | 75,085 |

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CONSOLIDATED AVERAGE STATEMENTS OF FINANCIAL CONDITION
(in thousands)

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| | | Three Months Ended | |
|-------------------------------|--------------|--------------------|-----------|
| | 06/30/05 | 03/31/05 | 06/30/04 |
| Total assets | \$ 2,844,487 | 2,842,312 | 2,840,752 |
| Shareholders' equity | 228,129 | 228,538 | 213,533 |
| Total loans | 1,299,284 | 1,251,553 | 1,162,207 |
| Securities available for sale | 1,024,768 | 874,115 | 1,090,677 |
| Interest-earning assets | 2,770,552 | 2,754,905 | 2,749,117 |
| Interest-bearing deposits | 2,273,100 | 2,279,234 | 2,271,260 |
| Interest-bearing liabilities | 2,354,702 | 2,361,805 | 2,383,542 |
| Demand deposits | 233,138 | 226,403 | 208,612 |

| | | Six Months Ended | |
|-------------------------------|--------------|------------------|--|
| | 06/30/05 | 06/30/04 | |
| Total assets | \$ 2,843,406 | 2,811,260 | |
| Shareholders' equity | 228,332 | 221,968 | |
| Total loans | 1,275,550 | 1,161,989 | |
| Securities available for sale | 949,857 | 1,059,597 | |
| Interest-earning assets | 2,762,772 | 2,707,721 | |
| Interest-bearing deposits | 2,276,151 | 2,248,642 | |
| Interest-bearing liabilities | 2,358,235 | 2,354,709 | |
| Demand deposits | 229,789 | 201,832 | |

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