

PINNACLE FINANCIAL PARTNERS INC

Form 10QSB

August 07, 2003

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**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-QSB**

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

For the Quarterly Period Ended June 30, 2003

**OR**

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

For the Transition Period from \_\_\_\_\_ to \_\_\_\_\_

Commission File No: 000-31225

**Pinnacle Financial Partners, Inc.**

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(Exact name of small business issuer as specified in its charter)

Tennessee

62-1812853

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(State or jurisdiction of  
incorporation or organization)

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

The Commerce Center, 211 Commerce Street, Suite 300, Nashville, Tennessee 37201

---

(Address of principal executive offices)

(615) 744-3700

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(Issuer's telephone number)  
Not Applicable

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(Former name, former address  
and former fiscal year,  
if changed since last report)

**APPLICABLE ONLY TO CORPORATE ISSUERS**

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date:

3,692,053 shares of common stock, \$1.00 par value per share, issued and outstanding as of July 31, 2003.

Transitional Small Business Disclosure Format (check one): YES [ ] NO [X]



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**Report on Form 10-QSB**  
**June 30, 2003**

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**FORWARD-LOOKING STATEMENTS**

Pinnacle Financial Partners, Inc. ( "Pinnacle Financial" ) may from time to time make written or oral statements, including statements contained in this report which may constitute forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934 (the "Exchange Act" ). The words "expect", "anticipate", "intend", "consider", "plan", "believe", "seek", "should", "estimate", and similar expressions identify such forward-looking statements, but other statements may constitute forward-looking statements. These statements should be considered subject to various risks and uncertainties. Such forward-looking statements are made based upon management's belief as well as assumptions made by, and information currently available to, management pursuant to "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. Pinnacle Financial's actual results may differ materially from the results anticipated in forward-looking statements due to a variety of factors. Such factors are described below and include, without limitation, (i) unanticipated deterioration in the financial condition of borrowers resulting in significant increases in loan losses and provisions for those losses, (ii) increased competition with other financial institutions, (iii) lack of sustained growth in the economy in the Nashville, Tennessee area, (iv) rapid fluctuations or unanticipated changes in interest rates, (v) the inability of Pinnacle Financial to satisfy regulatory requirements for its expansion plans, (vi) changes in the legislative and regulatory environment and (vii) other risk factors including those discussed in Pinnacle Financial's annual report on Form 10-KSB and other reports filed by Pinnacle Financial with the Securities and Exchange Commission. Many of such factors are beyond Pinnacle Financial's ability to control or predict, and readers are cautioned not to put undue reliance on such forward-looking statements. Pinnacle Financial does not intend to update or reissue any forward-looking statements contained in this report as a result of new information or other circumstances that may become known to Pinnacle Financial.

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**PINNACLE FINANCIAL PARTNERS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS UNAUDITED**

|   | June 30,<br>2003 | December 31,<br>2002 |
|---|------------------|----------------------|
| <b>ASSETS</b>   |                  |                      |
| Cash and noninterest-bearing due from banks   | \$ 15,432,885    | \$ 8,061,300         |
| Interest-bearing due from banks   | 486,100          | 4,195,647            |
| Federal funds sold and securities purchased under agreements to resell  | 19,272,996       | 685,182              |
| Cash and cash equivalents   | 35,191,981       | 12,942,129           |
| Securities available-for-sale, at fair value  | 99,968,214       | 73,980,054           |
| Mortgage loans held-for-sale  | 2,311,700        |                      |
| Loans   | 255,448,309      | 209,743,436          |
| Less allowance for loan losses  | (3,188,610)      | (2,677,043)          |
| Loans, net  | 252,259,699      | 207,066,393          |
| Premises and equipment, net   | 5,676,540        | 3,611,504            |
| Other assets  | 7,821,229        | 7,678,894            |
| Total assets  | \$403,229,363    | \$305,278,974        |
| <b>LIABILITIES AND STOCKHOLDERS EQUITY</b>  |                  |                      |
| Deposits:   |                  |                      |
| Noninterest-bearing demand  | \$ 51,094,951    | \$ 31,599,897        |
| Interest-bearing demand   | 15,705,948       | 13,234,956           |
| Savings and money market accounts   | 96,884,781       | 75,995,881           |
| Time  | 145,403,698      | 113,185,655          |
| Total deposits  | 309,089,378      | 234,016,389          |
| Securities sold under agreements to repurchase  | 17,803,361       | 15,050,208           |
| Federal Home Loan Bank advances   | 41,500,000       | 21,500,000           |
| Other liabilities   | 1,209,284        | 2,308,730            |
| Total liabilities   | 369,602,023      | 272,875,327          |
| Commitments and contingent liabilities  |                  |                      |
| Stockholders' equity:   |                  |                      |
| Preferred stock, no par value; 10,000,000 shares authorized; no shares issued and outstanding   |                  |                      |
| Common stock, par value \$1.00; 10,000,000 shares authorized; 3,692,053 issued and outstanding at June 30, 2003 and December 31, 2002 | 3,692,053        | 3,692,053            |
| Additional paid-in capital  | 30,682,947       | 30,682,947           |
| Accumulated deficit   | (1,833,947)      | (2,743,794)          |
| Accumulated other comprehensive income, net   | 1,086,287        | 772,441              |
| Total stockholders' equity  | 33,627,340       | 32,403,647           |
| Total liabilities and stockholders' equity  | \$403,229,363    | \$305,278,974        |

See accompanying notes to consolidated financial statements.



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**PINNACLE FINANCIAL PARTNERS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS - UNAUDITED**

|  | Three months ended<br>June 30, |                  | Six months ended<br>June 30, |                  |
|--|--------------------------------|------------------|------------------------------|------------------|
|  | 2003                           | 2002             | 2003                         | 2002             |
| <b>Interest income:</b>                                    |                                |                  |                              |                  |
| Loans, including fees                                      | \$ 3,356,843                   | \$ 2,463,873     | \$ 6,320,353                 | \$ 4,733,465     |
| Securities, available-for-sale                             |                                |                  |                              |                  |
| Taxable  | 930,427                        | 350,228          | 1,833,697                    | 624,450          |
| Tax-exempt   | 42,523                         |                  | 85,162                       |                  |
| Federal funds sold and other                               | 39,690                         | 57,466           | 76,101                       | 91,628           |
|  | <u>4,369,483</u>               | <u>2,871,567</u> | <u>8,315,313</u>             | <u>5,449,543</u> |
| <b>Interest expense:</b>                                   |                                |                  |                              |                  |
| Deposits   | 1,119,586                      | 936,448          | 2,192,258                    | 1,732,574        |
| Securities sold under agreements to repurchase             | 12,170                         | 20,118           | 26,966                       | 41,729           |
| Federal funds purchased and other borrowings               | 253,060                        | 100,161          | 475,189                      | 173,829          |
|  | <u>1,384,816</u>               | <u>1,056,727</u> | <u>2,694,413</u>             | <u>1,948,132</u> |
| Net interest income  | 2,984,667                      | 1,814,840        | 5,620,900                    | 3,501,411        |
| <b>Provision for loan losses</b>                           | 347,266                        | 232,000          | 635,292                      | 441,000          |
|  | <u>2,637,401</u>               | <u>1,582,840</u> | <u>4,985,608</u>             | <u>3,060,411</u> |
| <b>Net interest income after provision for loan losses</b> |                                |                  |                              |                  |
|  | 2,637,401                      | 1,582,840        | 4,985,608                    | 3,060,411        |
| <b>Noninterest income:</b>                                 |                                |                  |                              |                  |
| Service charges on deposit accounts                        | 120,360                        | 66,826           | 222,113                      | 120,466          |
| Investment services  | 176,292                        | 275,051          | 332,224                      | 456,561          |
| Fees from origination of mortgage loans                    | 197,906                        | 12,094           | 244,093                      | 12,094           |
| Gain on loan participations sold                           | 124,039                        | 23,267           | 126,229                      | 44,959           |
| Gain on sale of investment securities, net                 | 116,573                        |                  | 134,270                      |                  |
| Other noninterest income                                   | 141,879                        | 84,814           | 280,304                      | 127,226          |
|  | <u>877,049</u>                 | <u>462,052</u>   | <u>1,339,233</u>             | <u>761,306</u>   |
| <b>Noninterest expense:</b>                                |                                |                  |                              |                  |
| Compensation and employee benefits                         | 1,693,685                      | 1,229,159        | 3,128,597                    | 2,337,471        |
| Equipment and occupancy                                    | 445,961                        | 338,068          | 842,786                      | 678,939          |
| Marketing and other business development                   | 103,775                        | 45,496           | 179,264                      | 91,394           |
| Administrative   | 183,692                        | 92,802           | 321,913                      | 191,605          |
| Postage and supplies                                       | 106,229                        | 70,595           | 179,491                      | 125,509          |
| Other noninterest expense                                  | 141,685                        | 96,071           | 265,242                      | 152,187          |
|  | <u>2,675,027</u>               | <u>1,872,191</u> | <u>4,917,293</u>             | <u>3,577,105</u> |
| <b>Income before income taxes</b>                          | 839,423                        | 172,701          | 1,407,548                    | 244,612          |
| Income tax expense   | 302,556                        | 65,526           | 497,702                      | 92,853           |
|  | <u>536,867</u>                 | <u>107,175</u>   | <u>909,846</u>               | <u>151,759</u>   |
| <b>Net income</b>  | \$ 536,867                     | \$ 107,175       | \$ 909,846                   | \$ 151,759       |



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|                                      | ████████  | ████████  | ████████  | ████████  |
|--------------------------------------|-----------|-----------|-----------|-----------|
| <b>Per share information:</b>        |           |           |           |           |
| Basic net income per common share    | \$ 0.15   | \$ 0.04   | \$ 0.25   | \$ 0.06   |
|                                      | ████████  | ████████  | ████████  | ████████  |
| Diluted net income per common share  | \$ 0.14   | \$ 0.04   | \$ 0.24   | \$ 0.06   |
|                                      | ████████  | ████████  | ████████  | ████████  |
| Weighted average shares outstanding: |           |           |           |           |
| Basic                                | 3,692,053 | 2,521,723 | 3,692,053 | 2,416,888 |
| Diluted                              | 3,880,642 | 2,555,844 | 3,861,137 | 2,437,365 |

See accompanying notes to consolidated financial statements.

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**PINNACLE FINANCIAL PARTNERS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS - UNAUDITED**

|   | Six months ended<br>June 30, |               |
|---|------------------------------|---------------|
|   | 2003                         | 2002          |
| <b>Operating activities:</b>  |                              |               |
| Net income  | \$ 909,846                   | \$ 151,759    |
| Adjustments to reconcile net income to net cash provided by (used in) operating activities: |                              |               |
| Net amortization of available-for-sale securities   | 362,468                      | 50,671        |
| Depreciation and amortization   | 430,522                      | 323,514       |
| Provision for loan losses   | 635,292                      | 441,000       |
| Gain on sale of investment securities, net  | (134,270)                    |               |
| Gain on participations sold   | (126,229)                    | (44,959)      |
| Deferred tax expense  | 497,702                      | 92,853        |
| Mortgage loans held-for-sale:   |                              |               |
| Loans originated  | (13,636,910)                 |               |
| Loans sold  | 11,325,210                   |               |
| Increase in other assets  | (123,512)                    | (252,411)     |
| Increase (decrease) in other liabilities  | (1,099,446)                  | 424,328       |
|   | (959,327)                    | 1,186,755     |
| <b>Investing activities:</b>  |                              |               |
| Activities in securities available-for-sale:  |                              |               |
| Purchases   | (70,040,180)                 | (21,237,350)  |
| Sales   | 18,945,243                   |               |
| Maturities, prepayments and calls   | 25,384,782                   | 3,492,339     |
|   | (25,710,155)                 | (17,745,011)  |
| Net increase in loans   | (45,828,598)                 | (36,078,322)  |
| Purchases of premises and equipment and software  | (2,334,810)                  | (71,101)      |
| Purchases of other assets   | (743,400)                    | (159,400)     |
|   | (74,616,963)                 | (54,053,834)  |
| <b>Financing activities:</b>  |                              |               |
| Net increase in deposits  | 75,072,989                   | 35,493,079    |
| Net increase in securities sold under agreements to repurchase                              | 2,753,153                    | 2,197,521     |
| Advances from Federal Home Loan Bank  | 20,000,000                   | 3,000,000     |
| Net proceeds from the sale of common stock  |                              | 12,719,000    |
|   | 97,826,142                   | 53,409,600    |
| Net increase in cash and cash equivalents   | 22,249,852                   | 542,521       |
| Cash and cash equivalents, beginning of period  | 12,942,129                   | 14,582,076    |
|   | \$ 35,191,981                | \$ 15,124,597 |
| <b>Supplemental disclosure:</b>   |                              |               |
| Cash paid for interest  | \$ 2,727,802                 | \$ 1,906,195  |

|                            |    |    |
|----------------------------|----|----|
| Cash paid for income taxes | \$ | \$ |
|----------------------------|----|----|

See accompanying notes to consolidated financial statements.

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**PINNACLE FINANCIAL PARTNERS, INC. AND SUBSIDIARIES  
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**

***NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES***

*Nature of Business* Pinnacle Financial Partners, Inc. ( Pinnacle Financial ) was formed on February 28, 2000 (inception) and is a bank holding company whose business is conducted by its wholly-owned subsidiary, Pinnacle National Bank ( Pinnacle National ). Additionally, PFP Title Company is a wholly-owned subsidiary of Pinnacle National. Pinnacle National is a commercial bank located in Nashville, Tennessee. Pinnacle National provides a full range of banking services in its primary market area of Davidson County and the surrounding counties. Pinnacle National commenced its banking operations on October 27, 2000. PFP Title Company sells title insurance policies to Pinnacle National customers and others.

*Basis of Presentation* These consolidated financial statements include the accounts of Pinnacle Financial. Significant intercompany transactions and accounts are eliminated in consolidation.

The accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and with the instructions to Form 10-QSB. Accordingly, they do not include all the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three and six months ended June 30, 2003 are not necessarily indicative of the results that may be expected for the year ending December 31, 2003. For further information, refer to the consolidated financial statements and footnotes thereto included in Pinnacle Financial's Form 10-KSB for the fiscal year ended December 31, 2002 as filed with the Securities and Exchange Commission.

*Use of Estimates* The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities as of the balance sheet date and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Material estimates that are particularly susceptible to significant change in the near term include the determination of the allowance for loan losses and valuation of deferred income tax assets.

*Stock-Based Compensation* In December 2002, the FASB issued SFAS No. 148, Accounting for Stock-Based Compensation - Transition and Disclosure, an amendment of FASB Statement No. 123. This Statement amends Statement No. 123, Accounting for Stock-Based Compensation, to provide alternative methods of transition for a voluntary change to the fair value method of accounting for stock-based employee compensation. In addition, this Statement amends the disclosure requirements of Statement No. 123 to require prominent disclosures in both annual and interim financial statements. Certain of the disclosure modifications are required for fiscal years ending after December 15, 2002 and are included below.

Pinnacle Financial applies APB Opinion 25 and related interpretations in accounting for its stock option plan. All option grants carry exercise prices equal to or above the fair value of the common stock on the date of grant. Accordingly, no compensation cost has been recognized. Had compensation cost for Pinnacle Financial's stock option plan been determined based on the fair value at the grant dates for awards under the plan consistent with the method prescribed in SFAS No. 123, Accounting for Stock-Based Compensation, Pinnacle Financial's net income and net income per share would have been adjusted to the pro forma amounts indicated below for the three and six months ended June 30, 2003 and 2002:

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**PINNACLE FINANCIAL PARTNERS, INC. AND SUBSIDIARIES**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**

|  | Three months ended<br>June 30, |                  | Six months ended<br>June 30, |                  |         |
|--|--------------------------------|------------------|------------------------------|------------------|---------|
|  | 2003                           | 2002             | 2003                         | 2002             |         |
| <b>Net income, as reported</b>   | \$ 536,867                     | \$ 107,175       | \$ 909,846                   | \$ 151,759       |         |
| Deduct: Total stock-based compensation expense determined under the fair value based method for all awards, net of related tax effects | (50,059)                       | (39,938)         | (93,968)                     | (72,709)         |         |
| <b>Pro forma net income</b>  | <b>\$ 486,808</b>              | <b>\$ 67,237</b> | <b>\$ 815,878</b>            | <b>\$ 79,050</b> |         |
| <b>Per share information:</b>  |                                |                  |                              |                  |         |
| Basic net income   | As reported                    | \$ 0.15          | \$ 0.04                      | \$ 0.25          | \$ 0.06 |
|  | Pro forma                      | \$ 0.13          | \$ 0.03                      | \$ 0.22          | \$ 0.03 |
| Diluted net income   | As reported                    | \$ 0.14          | \$ 0.04                      | \$ 0.24          | \$ 0.06 |
|  | Pro forma                      | \$ 0.13          | \$ 0.03                      | \$ 0.22          | \$ 0.03 |

For purposes of these calculations, the fair value of options granted for the six months ended June 30, 2003 and 2002 was estimated using the Black-Scholes option pricing model and the following assumptions:

|                              | 2003      | 2002      |
|------------------------------|-----------|-----------|
| Risk free interest rate      | 1.24%     | 1.74%     |
| Expected life of the options | 5.0 years | 5.0 years |
| Expected dividend yield      | 0.00%     | 0.00%     |
| Expected volatility          | 40.3%     | 69.7%     |
| Weighted average fair value  | \$4.97    | \$5.69    |

**Income Per Common Share** Basic earnings per share ( EPS ) is computed by dividing net income by the weighted average common shares outstanding for the period. Diluted EPS reflects the dilution that could occur if securities or other contracts to issue common stock were exercised or converted. The difference between basic and diluted weighted average shares outstanding was attributable to common stock options and warrants.

The basic net income per share information for the three and six months ended June 30, 2002 was computed based on 2,312,053 common shares outstanding from January 1, 2002 through June 14, 2002. On June 14, 2002, Pinnacle Financial issued 1,200,000 additional common shares in conjunction with a common stock offering to the general public and then on June 24, 2002 issued an additional 180,000 shares in conjunction with the underwriters' exercise of the over-allotment option. As a result, 3,692,053 common shares were outstanding on June 30, 2002 and, since no new shares have been issued since that date, 3,692,053 common shares were outstanding for the three and six months ended June 30, 2003.

As of June 30, 2003 and 2002, there were common stock options outstanding to purchase common shares. Substantially all of these shares have exercise prices which, when considered in relation to the average market price of Pinnacle Financial's common stock for the respective reporting period, are considered dilutive and are considered in Pinnacle Financial's diluted income per share calculation for the three and six months ended June 30, 2003 and 2002. Additionally, as of June 30, 2003, Pinnacle Financial had dilutive warrants outstanding to purchase 203,000 common shares which have also been considered in the calculation of Pinnacle Financial's diluted income per share for the three and six months ended June 30, 2003 and 2002.

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**PINNACLE FINANCIAL PARTNERS, INC. AND SUBSIDIARIES**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**

The following is a summary of the basic and diluted earnings per share calculation for the three and six months ended June 30, 2003 and 2002:

|  | Three months ended<br>June 30, |            | Six months ended<br>June 30, |            |
|--|--------------------------------|------------|------------------------------|------------|
|  | 2003                           | 2002       | 2003                         | 2002       |
| <i>Basic earnings per share calculation:</i>         |                                |            |                              |            |
| <b>Numerator</b> Net income                          | \$ 536,867                     | \$ 107,175 | \$ 909,846                   | \$ 151,759 |
| <b>Denominator</b> Average common shares outstanding | 3,692,053                      | 2,521,723  | 3,692,053                    | 2,416,888  |
| <b>Basic net income per share</b>                    | \$ 0.15                        | \$ 0.04    | \$ 0.25                      | \$ 0.06    |
| <i>Diluted earnings per share calculation:</i>       |                                |            |                              |            |
| <b>Numerator</b> Net income                          | \$ 536,867                     | \$ 107,175 | \$ 909,846                   | \$ 151,759 |
| <b>Denominator</b> Average common shares outstanding | 3,692,053                      | 2,521,723  | 3,692,053                    | 2,416,888  |
| Dilutive shares contingently issuable                | 188,589                        | 34,121     | 169,084                      | 20,477     |
| Average dilutive common shares outstanding           | 3,880,642                      | 2,555,844  | 3,861,137                    | 2,437,365  |
| <b>Diluted net income per share</b>                  | \$ 0.14                        | \$ 0.04    | \$ 0.24                      | \$ 0.06    |

*Comprehensive Income* Statement of Financial Accounting Standards ( SFAS ) No. 130, Reporting Comprehensive Income describes comprehensive income as the total of all components of comprehensive income including net income. Other comprehensive income refers to revenues, expenses, gains and losses that under generally accepted accounting principles are included in comprehensive income but excluded from net income. Currently, Pinnacle Financial s other comprehensive income consists of unrealized holding gains and losses, net of deferred income taxes, on available-for-sale securities. The following is a summary of other comprehensive income for the three and six months ended June 30, 2003 and 2002.

|  | Three months ended<br>June 30, |            | Six months ended<br>June 30, |            |
|--|--------------------------------|------------|------------------------------|------------|
|  | 2003                           | 2002       | 2003                         | 2002       |
| <b>Net income, as reported</b>   | \$ 536,867                     | \$ 107,175 | \$ 909,846                   | \$ 151,759 |
| Other comprehensive income Net unrealized holding gains from available-for-sale securities | 687,231                        | 403,619    | 313,846                      | 240,188    |
| <b>Total comprehensive income</b>  | \$ 1,224,098                   | \$ 510,794 | \$ 1,223,692                 | \$ 391,947 |

*Business Segments* Pinnacle Financial operates in one business segment, commercial banking, and has no additional individually significant business segments.

*Recent Accounting Pronouncements* In November 2002, the FASB issued Interpretation No. 45, *Guarantor s Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness to Others, an interpretation of FASB Statements No. 5, 57, and 107 and a rescission of FASB Interpretation No. 34*. This Interpretation elaborates on the disclosures to be made by a guarantor in its interim and annual financial statements about its obligations under guarantees issued. The Interpretation also clarifies that a guarantor is required to recognize, at inception of a guarantee, a liability for the fair value of the obligation undertaken. The initial recognition and measurement provisions of the Interpretation are applicable to guarantees issued or modified after December 31, 2002 and are not expected to have a material effect on Pinnacle Financial s financial statements. The disclosure requirements are effective for financial statements of interim and annual periods ending after December 15, 2002. Pinnacle Financial adopted this new standard on January 1, 2003. The adoption of this new standard had no effect on the consolidated financial position or results of operations of Pinnacle Financial as of and for the three and six months ended

June 30, 2003.

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**PINNACLE FINANCIAL PARTNERS, INC. AND SUBSIDIARIES  
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**

In January 2003, the FASB issued Interpretation No. 46, *Consolidation of Variable Interest Entities, an interpretation of ARB No. 51*. This Interpretation addresses the consolidation by business enterprises of variable interest entities as defined in the Interpretation. The Interpretation applies immediately to variable interests in variable interest entities created after January 31, 2003, and to variable interests in variable interest entities obtained after January 31, 2003. For public enterprises, such as Pinnacle Financial, with a variable interest in a variable interest entity created before February 1, 2003, the Interpretation is applied to the enterprise no later than the end of the first annual reporting period beginning after June 15, 2003. The Interpretation requires certain disclosures in financial statements issued after January 31, 2003 if it is reasonably possible that Pinnacle Financial will consolidate or disclose information about variable interest entities when the Interpretation becomes effective. The application of this Interpretation is not expected to have a material effect on Pinnacle Financial's financial statements. In April 2003, the FASB issued FASB Statement No. 149, *Amendment of Statement 133 on Derivative Instruments and Hedging Activities*. This Statement amends and clarifies financial accounting and reporting for derivative instruments, including certain derivative instruments embedded in other contracts (collectively referred to as derivatives) and for hedging activities under FASB Statement No. 133, *Accounting for Derivative Instruments and Hedging Activities*. The provisions of this Statement are effective for contracts entered into or modified after June 30, 2003 and hedging relationships designated after June 30, 2003. Except for the provisions related to FASB Statement No. 133, *Accounting for Derivative Instruments and Hedging Activities*, all provisions of this Statement should be applied prospectively. The provisions of the Statement related to Statement 133 Implementation Issues that have been effective for fiscal quarters that begin prior to June 15, 2003, should continue to be applied in accordance with their respective effective dates. In addition, the provisions which relate to forward purchases or sales of when issued securities or other securities that do not yet exist, should be applied to both existing contracts and new contracts entered into after June 30, 2003. The adoption of this new standard had no effect on the consolidated financial position or results of operations of Pinnacle Financial as of and for the three and six months ended June 30, 2003.

In May 2003, the FASB issued FASB Statement No. 150, *Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity*. This Statement establishes standards for how an issuer classifies and measures certain financial instruments with characteristics of both liabilities and equity. It requires that an issuer classify a financial instrument that is within its scope as a liability (or an asset in some circumstances). Many of those instruments were previously classified as equity. The provisions of this Statement are effective for financial instruments entered into or modified after May 31, 2003, and otherwise are effective at the beginning of the first interim period beginning after June 15, 2003. It is to be implemented by reporting the cumulative effect of a change in an accounting principle for financial instruments created before May 15, 2003 and still existing at the beginning of the interim period of adoption. The adoption of this new standard is not expected to have an impact on the consolidated financial position or results of operations of Pinnacle Financial.

*Reclassifications* Certain previous amounts have been reclassified to conform to the 2003 presentation. Such reclassifications had no impact on net income or loss during any period.



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**PINNACLE FINANCIAL PARTNERS, INC. AND SUBSIDIARIES**  
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**NOTE 2. SECURITIES AVAILABLE-FOR-SALE**

The amortized cost and fair value of securities available-for-sale at June 30, 2003 and December 31, 2002 are summarized as follows:

|  | Amortized<br>Cost   | Gross<br>Unrealized<br>Gains | Gross<br>Unrealized<br>Losses | Fair<br>Value       |
|--|---------------------|------------------------------|-------------------------------|---------------------|
| <b>Securities available-for-sale - 2003:</b> |                     |                              |                               |                     |
| U.S. government and agency securities        | \$ 16,580,711       | \$ 728,297                   | \$                            | \$ 17,309,008       |
| Mortgage-backed securities                   | 75,814,145          | 832,851                      | (49,825)                      | 76,597,171          |
| State and municipal securities               | 5,821,282           | 240,753                      |                               | 6,062,035           |
|  | <u>\$98,216,138</u> | <u>\$ 1,801,901</u>          | <u>\$(49,825)</u>             | <u>\$99,968,214</u> |
| <b>Securities available-for-sale - 2002:</b> |                     |                              |                               |                     |
| U.S. government and agency securities        | \$ 14,588,520       | \$ 455,021                   | \$(18,355)                    | \$ 15,025,186       |
| Mortgage-backed securities                   | 54,566,041          | 815,806                      | (8,149)                       | 55,373,698          |
| State and municipal securities               | 3,579,620           | 13,066                       | (11,516)                      | 3,581,170           |
|  | <u>\$72,734,181</u> | <u>\$ 1,283,893</u>          | <u>\$(38,020)</u>             | <u>\$73,980,054</u> |

Pinnacle Financial realized \$134,000 in net gains from the sale of \$18,945,000 of available-for-sale securities during the six months ended June 30, 2003. At June 30, 2003, approximately \$62,250,000 of Pinnacle Financial's available-for-sale portfolio was pledged to secure public fund deposits and securities sold under agreements to repurchase.

**NOTE 3. LOANS AND ALLOWANCE FOR LOAN LOSSES**

The composition of loans at June 30, 2003 and December 31, 2002 is summarized as follows:

|                                     | 2003                 | 2002                 |
|-------------------------------------|----------------------|----------------------|
| Commercial real estate Mortgage     | \$ 74,567,524        | \$ 58,964,823        |
| Commercial real estate Construction | 7,798,944            | 5,396,697            |
| Commercial Other                    | 115,467,557          | 98,722,136           |
| Total Commercial                    | <u>197,834,025</u>   | <u>163,083,656</u>   |
| Consumer real estate Mortgage       | 46,720,382           | 37,533,445           |
| Consumer real estate Construction   | 2,271,275            | 1,971,152            |
| Consumer Other                      | 8,622,627            | 7,155,183            |
| Total Consumer                      | <u>57,614,284</u>    | <u>46,659,780</u>    |
| Total Loans                         | 255,448,309          | 209,743,436          |
| Allowance for loan losses           | (3,188,610)          | (2,677,043)          |
| Loans, net                          | <u>\$252,259,699</u> | <u>\$207,066,393</u> |

Using standard industry codes, Pinnacle Financial periodically analyzes its commercial loan portfolio to determine if a concentration of credit risk exists to any one or more industries. Pinnacle Financial has a meaningful credit exposure (loans outstanding plus unfunded lines of credit) to borrowers in the trucking industry and to operators of nonresidential buildings. Credit exposure to the trucking industry approximated \$31.6 million and \$27.1 million, while credit exposure to operators of nonresidential buildings approximated \$9.9 million and \$9.6 million at June 30, 2003 and December 31, 2002, respectively. Levels of exposure to these industry groups are periodically evaluated in order to determine if additional allowance allocations are warranted.

At June 30, 2003 and 2002, Pinnacle Financial had certain impaired loans on nonaccruing interest status. The principal balance of these nonaccrual loans amounted to \$1,095,000 and \$90,000 at June 30, 2003 and 2002, respectively. In each case, Pinnacle Financial reversed all previously accrued interest income against current year earnings. Had these loans been on accruing status, interest income would have been higher by \$50,000 and \$7,000 for the six months ended June 30, 2003 and 2002, respectively.

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Changes in the allowance for loan losses for the six months ended June 30, 2003 and for the year ended December 31, 2002 are as follows:

|  | 2003        | 2002         |
|--|-------------|--------------|
| Balance at beginning of period           | \$2,677,043 | \$ 1,832,000 |
| Charged-off loans                        | (123,725)   | (92,957)     |
| Recovery of previously charged-off loans |             |              |
| Provision for loan losses                | 635,292     | 938,000      |
| Balance at end of period                 | \$3,188,610 | \$2,677,043  |

At June 30, 2003, Pinnacle Financial has granted loans and other extensions of credit amounting to approximately \$6,484,000 to certain directors, executive officers, and their related entities of which \$4,239,000 had been drawn upon. The terms on these loans and extensions are on substantially the same terms customary for other persons for the type of loan involved.

During the three and six months ended June 30, 2003 and 2002, Pinnacle Financial sold participations in certain loans to correspondent banks at an interest rate that was less than that of the borrower's rate of interest. In accordance with generally accepted accounting principles, Pinnacle Financial has reflected a gain on the sale of these participated loans for the three months ended June 30, 2003 and 2002 of approximately \$124,000 and \$23,000, respectively, and \$126,000 and \$45,000 for the six months ended June 30, 2003 and 2002, respectively, which is attributable to the present value of the future net cash flows of the difference between the interest payments the borrower is projected to pay Pinnacle Financial and the amount of interest that will be owed the correspondent based on their future participation in the loan.

**NOTE 4. INCOME TAXES**

Income tax expense for the three and six months ended June 30, 2003 and 2002 consists of the following:

|                              | Three months ended<br>June 30, |          | Six months ended<br>June 30, |          |
|------------------------------|--------------------------------|----------|------------------------------|----------|
|                              | 2003                           | 2002     | 2003                         | 2002     |
| <i>Current tax expense:</i>  |                                |          |                              |          |
| Federal                      | \$                             | \$       | \$                           | \$       |
| State                        |                                |          |                              |          |
| Total current tax expense    |                                |          |                              |          |
| <i>Deferred tax expense:</i> |                                |          |                              |          |
| Federal                      | 248,941                        | 55,211   | 413,249                      | 78,179   |
| State                        | 53,615                         | 10,315   | 84,453                       | 14,674   |
| Total deferred tax expense   | 302,556                        | 65,526   | 497,702                      | 92,853   |
|                              | \$302,556                      | \$65,526 | \$497,702                    | \$92,853 |

Pinnacle Financial's income tax expense differs from the amounts computed by applying the Federal income tax statutory rates of 34% in 2003 and 2002 to income before income taxes. A reconciliation of the differences for the six months ended June 30, 2003 and 2002 is as follows:

|  | <u>2003</u>       | <u>2002</u>       |
|--|-------------------|-------------------|
| Income taxes at statutory rate               | \$478,566         | \$83,168          |
| State tax benefit, net of federal tax effect | 55,739            | 9,685             |
| Other items                                  | (36,603)          |                   |
|  | <u>          </u> | <u>          </u> |
| Income tax expense                           | <u>\$497,702</u>  | <u>\$92,853</u>   |

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**PINNACLE FINANCIAL PARTNERS, INC. AND SUBSIDIARIES**  
**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**

The components of deferred income taxes included in other assets in the accompanying consolidated balance sheets at June 30, 2003 and December 31, 2002 are as follows:

|                                  | 2003         | 2002         |
|----------------------------------|--------------|--------------|
| <i>Deferred tax assets:</i>      |              |              |
| Loan loss allowance              | \$ 1,251,247 | \$ 1,015,703 |
| Other accruals                   | 144,767      | 169,846      |
| Net operating loss carryforward  | 138,659      | 690,219      |
|                                  | 1,534,673    | 1,875,768    |
| <i>Deferred tax liabilities:</i> |              |              |
| Loans and lending                | 108,715      |              |
| Depreciation and amortization    | 214,611      | 166,719      |
| Securities available-for-sale    | 665,789      | 473,432      |
|                                  | 989,115      | 640,151      |
| Net deferred tax assets          | \$ 545,558   | \$ 1,235,617 |

At June 30, 2003, Pinnacle Financial has available net operating loss carryforwards of approximately \$353,000 for Federal and state income tax purposes. If unused, the carryforwards will expire beginning in 2020.

**NOTE 5. OFF-BALANCE SHEET COMMITMENTS AND CONTINGENT LIABILITIES**

In the normal course of business, Pinnacle Financial has entered into off-balance sheet financial instruments which include commitments to extend credit (i.e., including unfunded lines of credit) and standby letters of credit. Commitments to extend credit are usually the result of lines of credit granted to existing borrowers under agreements that the total outstanding indebtedness will not exceed a specific amount during the term of the indebtedness. Typical borrowers are commercial concerns that use lines of credit to supplement their treasury management functions, thus their total outstanding indebtedness may fluctuate during any time period based on the seasonality of their business and the resultant timing of their cash flows. Other typical lines of credit are related to home equity loans granted to consumers. Commitments to extend credit generally have fixed expiration dates or other termination clauses and may require payment of a fee.

Standby letters of credit are generally issued on behalf of an applicant (our customer) to a specifically named beneficiary and are the result of a particular business arrangement that exists between the applicant and the beneficiary. Standby letters of credit have fixed expiration dates and are usually for terms of two years or less unless terminated beforehand due to criteria specified in the standby letter of credit. A typical arrangement involves the applicant routinely being indebted to the beneficiary for such items as inventory purchases, insurance, utilities, lease guarantees or other third party commercial transactions. The standby letter of credit would permit the beneficiary to obtain payment from Pinnacle Financial under certain prescribed circumstances. Subsequently, Pinnacle Financial would then seek reimbursement from the applicant pursuant to the terms of the standby letter of credit.

Pinnacle Financial follows the same credit policies and underwriting practices when making these commitments as it does for on-balance sheet instruments. Each customer's creditworthiness is evaluated on a case-by-case basis and the amount of collateral obtained, if any, is based on management's credit evaluation of the customer. Collateral held varies but may include cash, real estate and improvements, marketable securities, accounts receivable, inventory, equipment, and personal property.

The contractual amounts of these commitments are not reflected in the consolidated financial statements and would only be reflected if drawn upon. Since many of the commitments are expected to expire without being drawn upon, the contractual amounts do not necessarily represent future cash requirements. However, should the commitments be drawn upon and should our customers default on their resulting obligation to us, Pinnacle Financial's maximum exposure to credit loss, without consideration of collateral, is represented by the contractual amount of those instruments.



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A summary of Pinnacle Financial's total contractual amount for all off-balance sheet commitments at June 30, 2003 is as follows:

|                              |              |
|------------------------------|--------------|
| Commitments to extend credit | \$76,319,000 |
| Standby letters of credit    | 18,815,000   |

At June 30, 2003, the fair value of Pinnacle Financial's standby letters of credit was \$48,000. This amount represents the unamortized fee associated with these standby letters of credit and is included in the consolidated balance sheet of Pinnacle Financial. This fair value will decrease over time as the existing standby letters of credit approach their expiration dates.

In the normal course of business, Pinnacle Financial may become involved in various legal proceedings. As of June 30, 2003, the management of Pinnacle Financial is not aware of any such proceedings against Pinnacle Financial.

**NOTE 6. COMMON STOCK**

Three executives of Pinnacle Financial (the Chairman of the Board, the President and Chief Executive Officer and the Chief Administrative Officer) along with nine members of Pinnacle Financial's Board of Directors and two other organizers of Pinnacle Financial (collectively, Pinnacle Financial's Founders) purchased an aggregate of 406,000 shares of common stock during the initial public offering, which represented approximately 21% of the offering. The Founders were awarded common stock warrants which allow each individual the ability to purchase the common stock of Pinnacle Financial at \$10 per share. Each person was given a warrant equal to one common share for every two shares purchased in connection with the initial public offering of the stock. As a group, 203,000 warrants were awarded. The warrants vest in one-third increments over a three-year period that began on August 18, 2000 and are exercisable until August 18, 2010. As of June 30, 2003, two thirds of the warrants, approximately 135,300 shares, were exercisable.

Pinnacle Financial has a stock option plan under which it has granted options to its employees to purchase common stock at or above the fair market value on the date of grant. All of the options are intended to be incentive stock options qualifying under Section 422 of the Internal Revenue Code for favorable tax treatment. Options under the plan vest in varying increments over five years beginning one year after the date of the grant and are exercisable over a period of ten years from the date of grant. The shareholders of Pinnacle Financial approved an allocation of 520,000 common shares toward this plan.

A summary of the plan changes during the six months ended June 30, 2003 and for the year ended December 31, 2002 is as follows:

|   | Number         | Weighted-Average<br>Exercise<br>Price |
|---|----------------|---------------------------------------|
| <b>Outstanding at December 31, 2001</b> | <b>239,200</b> | <b>\$ 9.48</b>                        |
| Granted                                 | 129,700        | 10.01                                 |
| Exercised                               |                |                                       |
| Forfeited                               | (6,550)        | 9.08                                  |
| <b>Outstanding at December 31, 2002</b> | <b>362,350</b> | <b>\$ 9.67</b>                        |
| Granted                                 | 70,000         | 13.51                                 |
| Exercised                               |                |                                       |
| Forfeited                               | (950)          | 9.47                                  |
| <b>Outstanding at June 30, 2003</b>     | <b>431,400</b> | <b>\$ 10.30</b>                       |

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The following table summarizes information about Pinnacle Financial's stock option plan at June 30, 2003.

| Grant date      | Number of<br>Shares<br>Outstanding | Remaining<br>Contractual<br>Life in<br>Years | Exercise<br>Price | Number of<br>Shares<br>Exercisable |
|-----------------|------------------------------------|--|-------------------|------------------------------------|
| December, 2000  | 184,550                            | 7.50   | \$ 10.00          | 73,820                             |
| March, 2001     | 49,300                             | 7.75   | 7.64              | 19,720                             |
| November, 2001  | 1,050                              | 8.50   | 7.75              | 210                                |
| February, 2002  | 121,700                            | 8.75   | 9.92              | 24,340                             |
| September, 2002 | 2,300                              | 9.25   | 11.50             |                                    |
| December, 2002  | 2,500                              | 9.50   | 12.91             |                                    |
| February, 2003  | 42,700                             | 9.75   | 13.30             |                                    |
| April, 2003     | 23,450                             | 9.75   | 13.43             |                                    |
| June, 2003      | 3,850                              | 10.00  | 16.25             |                                    |
|                 | <b>431,400</b>                     | <b>8.27</b>                                  | <b>\$ 10.30</b>   | <b>118,090</b>                     |

**NOTE 7. REGULATORY MATTERS**

Pinnacle National is subject to certain restrictions on the amount of dividends that may be declared without prior regulatory approval. At June 30, 2003, no dividends could be declared by Pinnacle National without regulatory approval.

Pinnacle Financial and Pinnacle National are subject to various regulatory capital requirements administered by federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory, and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, Pinnacle Financial and Pinnacle National must meet specific capital guidelines that involve quantitative measures of the assets, liabilities, and certain off-balance sheet items as calculated under regulatory accounting practices. Pinnacle Financial's and Pinnacle National's capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors.

Quantitative measures established by regulation to ensure capital adequacy require Pinnacle Financial and Pinnacle National to maintain minimum amounts and ratios of Total and Tier I capital to risk-weighted assets and of Tier I capital to average assets. Management believes, as of June 30, 2003 and December 31, 2002, Pinnacle Financial and Pinnacle National meet all capital adequacy requirements to which they are subject.



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**PINNACLE FINANCIAL PARTNERS, INC. AND SUBSIDIARIES**  
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To be categorized as well-capitalized, Pinnacle National must maintain minimum Total risk-based, Tier I risk-based, and Tier I leverage ratios as set forth in the following table. Pinnacle Financial and Pinnacle National's actual capital amounts and ratios are presented in the following table (dollars in thousands):

|   | Actual   |       | Minimum Capital Requirement |       | Minimum To Be Well-Capitalized Under Prompt Corrective Action Provisions |       |
|---|----------|-------|-----------------------------|-------|--|-------|
|   | Amount   | Ratio | Amount                      | Ratio | Amount   | Ratio |
| <i>At June 30, 2003</i>                 |          |       |                             |       |  |       |
| Total capital to risk weighted assets:  |          |       |                             |       |  |       |
| Pinnacle Financial                      | \$35,740 | 11.7% | \$24,512                    | 8.0%  | not applicable   |       |
| Pinnacle National                       | \$32,698 | 10.7% | \$24,506                    | 8.0%  | \$30,633   | 10.0% |
| Tier I capital to risk weighted assets: |          |       |                             |       |  |       |
| Pinnacle Financial                      | \$32,541 | 10.6% | \$12,256                    | 4.0%  | not applicable   |       |
| Pinnacle National                       | \$29,499 | 9.6%  | \$12,253                    | 4.0%  | \$18,380   | 6.0%  |
| Tier I capital to average assets (*):   |          |       |                             |       |  |       |
| Pinnacle Financial                      | \$32,541 | 8.9%  | \$14,616                    | 4.0%  | not applicable   |       |
| Pinnacle National                       | \$29,499 | 8.1%  | \$14,614                    | 4.0%  | \$18,267   | 5.0%  |
| <i>At December 31, 2002</i>             |          |       |                             |       |  |       |
| Total capital to risk weighted assets:  |          |       |                             |       |  |       |
| Pinnacle Financial                      | \$34,318 | 13.8% | \$19,960                    | 8.0%  | not applicable   |       |
| Pinnacle National                       | \$30,777 | 12.3% | \$19,960                    | 8.0%  | \$24,951   | 10.0% |
| Tier I capital to risk weighted assets: |          |       |                             |       |  |       |
| Pinnacle Financial                      | \$31,631 | 12.7% | \$9,980                     | 4.0%  | not applicable   |       |
| Pinnacle National                       | \$28,090 | 11.3% | \$9,980                     | 4.0%  | \$14,970   | 6.0%  |
| Tier I capital to average assets (*):   |          |       |                             |       |  |       |
| Pinnacle Financial                      | \$31,631 | 11.1% | \$11,437                    | 4.0%  | not applicable   |       |
| Pinnacle National                       | \$28,090 | 9.8%  | \$11,437                    | 4.0%  | \$14,296   | 5.0%  |

(\*) Average assets for the above calculations were based on average assets for the immediately preceding quarter.

In connection with approving Pinnacle National's deposit insurance application, the FDIC imposed an additional capital requirement which remains in effect until October 27, 2003. Pursuant to this requirement, Pinnacle National must maintain a Tier I capital to average assets ratio of at least 8%. At June 30, 2003 and December 31, 2002, as noted above, Pinnacle National's Tier I capital to average assets ratio was 8.1% and 9.8%, respectively.

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

*Unless this Management's Discussion and Analysis of Financial Condition and Results of Operations indicates otherwise or the context otherwise requires, the terms we, our, us, Pinnacle Financial Partners or Pinnacle Financial as used herein refer to Pinnacle Financial Partners, Inc. and its subsidiary Pinnacle National Bank, which we sometimes refer to as Pinnacle National, our bank subsidiary or our bank.*

The following is a discussion of our financial condition at June 30, 2003 and December 31, 2002 and our results of operations for the three and six months ended June 30, 2003 and 2002. The purpose of this discussion is to focus on information about our financial condition and results of operations which is not otherwise apparent from the annual audited consolidated financial statements or the unaudited interim consolidated financial statements. You should read the following discussion and analysis along with our consolidated financial statements and the related notes included in our 2002 Annual Report on Form 10-KSB.

**Critical Accounting Policies**

The accounting principles we follow and our methods of applying these principles conform with accounting principles generally accepted in the United States and with general practices within the banking industry. In connection with the application of those principles, we have made judgments and estimates which, in the case of the determination of our allowance for loan losses (ALL) and the recognition of our deferred income tax assets, have been critical to the determination of our financial position and results of operations.

*Allowance for Loan Losses (ALL).* Our management assesses the adequacy of the ALL prior to the end of each calendar quarter. This assessment includes procedures to estimate the allowance and test the adequacy and appropriateness of the resulting balance. The ALL consists of two portions (1) an allocated amount representative of specifically identified credit exposure and exposures readily predictable by historical or comparative experience; and (2) an unallocated amount representative of inherent loss which is not readily identifiable. Even though the ALL is composed of two components, the entire allowance is available to absorb any credit losses.

We establish the allocated amount separately for two different risk groups (1) unique loans (commercial loans, including those loans considered impaired); and (2) homogenous loans (generally consumer loans). We base the allocation for unique loans primarily on risk rating grades assigned to each of these loans as a result of our loan management and review processes. We then assign each risk-rating grade a loss ratio, which is determined based on the experience of management, discussions with banking regulators and our independent loan review process. We estimate losses on impaired loans based on estimated cash flows discounted at the loan's original effective interest rate or based on the underlying collateral value. Based on management's experience, we also assign loss ratios to our consumer portfolio. These loss ratios are assigned to the various homogenous categories of the consumer portfolio (e.g., automobile, residential mortgage, home equity).

The unallocated amount is particularly subjective and does not lend itself to exact mathematical calculation. The unallocated amount represents estimated inherent credit losses which may exist, but have not yet been identified, as of the balance sheet date. In estimating the unallocated amount, such matters as changes in the local or national economy, the depth or experience in the lending staff, any concentrations of credit in any particular industry group, and new banking laws or regulations. After we assess applicable factors, we evaluate the aggregate unallocated amount based on our management's experience.

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We then test the resulting ALL balance by comparing the balance in the ALL to historical trends and peer information. Our management then evaluates the result of the procedures performed, including the result of our testing, and concludes on the appropriateness of the balance of the ALL in its entirety. The audit committee of our board of directors reviews the assessment prior to the filing of quarterly and annual financial information.

In assessing the adequacy of the ALL, we also rely on an ongoing independent loan review process. We undertake this process both to ascertain whether there are loans in the portfolio whose credit quality has weakened over time and to assist in our overall evaluation of the risk characteristics of the entire loan portfolio. Our loan review process includes the judgment of management, the input from our independent loan reviewer, who is not an employee of Pinnacle National, and reviews that may have been conducted by bank regulatory agencies as part of their usual examination process.

*Deferred Income Tax Assets.* During the period from inception through December 31, 2001, we incurred net operating losses and, as a result, recorded deferred tax assets associated with these loss carryforwards. However, prior to the fourth quarter of 2001, we also recorded a full valuation allowance against our net deferred tax assets, and we did not recognize any income tax benefit in our statement of operations. Our judgment was based on our inability to conclude that it was more likely than not that we could be sufficiently profitable in the future to recognize these tax benefits. In the fourth quarter of 2001, this judgment changed, and we determined that based upon our evaluation of our recent operating results and future projections, it was more likely than not that we would realize such assets. We therefore, in that quarter, eliminated the full amount of the valuation allowance and recorded in our statement of operations a deferred tax benefit equal to the deferred tax asset. Unless our judgment changes as to the likelihood of realizing these deferred tax assets, we will continue to recognize such assets in our consolidated financial statements.

### **Results of Operations - Three and Six Months Ended June 30, 2003 and 2002**

Our results for the three and six months ended June 30, 2003, when compared to the three and six months ended June 30, 2002, were highlighted by the continued growth of our earning assets which resulted in increased net interest income and growth in noninterest income. Net income for the three months ended June 30, 2003 was \$537,000 compared to net income of \$107,000 for the three months ended June 30, 2002. Net income for the six months ended June 30, 2003 was \$910,000 compared to net income of \$152,000 for the six months ended June 30, 2002. The following is a more detailed discussion of results of our operations which focuses primarily on comparing, for each major item in the results, the second quarter of 2003 to the second quarter of 2002 and the six months ended June 30, 2003 to the six months ended June 30, 2002.

*Net Interest Income.* Net interest income represents the amount by which interest earned on various earning assets exceeds interest paid on deposits and other interest bearing liabilities and is the most significant component of our earnings. For the three months ended June 30, 2003, we recorded net interest income of \$2,985,000 which resulted in a net interest margin of 3.48% for the second quarter of 2003. For the three months ended June 30, 2002, we recorded net interest income of \$1,815,000 which resulted in a net interest margin of 3.74% for the second quarter of 2002. For the six months ended June 30, 2003, we recorded net interest income of \$5,620,000 which resulted in a net interest margin of 3.43% for the first half of 2003. For the six months ended June 30, 2002, we recorded net interest income of \$3,501,000 which resulted in a net interest margin of 3.91% for the first half of 2002.

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The following table sets forth the amount of our average balances, interest income or interest expense for each category of interest-earning assets and interest-bearing liabilities and the average interest rate for total interest-earning assets and total interest-bearing liabilities, net interest spread and net yield on average interest-earning assets for the three and six months ended June 30, 2003 and 2002 (dollars in thousands):

|   | Three months ended<br>June 30, 2003 |                |                   | Three months ended<br>June 30, 2002 |                |                   |
|---|-------------------------------------|----------------|-------------------|-------------------------------------|----------------|-------------------|
|   | Average<br>Balances                 | Interest       | Yield/<br>Rate(1) | Average<br>Balances                 | Interest       | Yield/<br>Rate(1) |
| <i>Interest-earning assets:</i>   |                                     |                |                   |                                     |                |                   |
| Loans   | \$245,383                           | \$3,357        | 5.49%             | \$158,076                           | \$2,464        | 6.18%             |
| <i>Securities, available-for-sale:</i>                                    |                                     |                |                   |                                     |                |                   |
| Taxable   | 90,563                              | 930            | 4.12              | 24,904                              | 350            | 5.58              |
| Tax-exempt  | 4,788                               | 42             | 4.46              |                                     |                |                   |
| Federal funds sold and securities<br>purchased under agreements to resell | 4,757                               | 13             | 1.08              | 9,488                               | 45             | 1.85              |
| Other   | 2,180                               | 27             | 5.44              | 1,108                               | 13             | 4.73              |
| <b>Total interest-earning assets</b>                                      | <b>347,671</b>                      | <b>4,370</b>   | <b>5.06</b>       | <b>193,576</b>                      | <b>2,872</b>   | <b>5.89</b>       |
| Nonearning assets   | 17,714                              |                |                   | 11,016                              |                |                   |
| <b>Total assets</b>   | <b>\$365,385</b>                    |                |                   | <b>\$204,592</b>                    |                |                   |
| <i>Interest-bearing liabilities:</i>                                      |                                     |                |                   |                                     |                |                   |
| <i>Interest-bearing deposits:</i>   |                                     |                |                   |                                     |                |                   |
| Interest checking   | 16,544                              | 24             | 0.58%             | 9,284                               | 25             | 1.08%             |
| Savings and money market  | 90,586                              | 243            | 1.08              | 54,501                              | 261            | 1.90              |
| Certificates of deposit   | 132,011                             | 853            | 2.59              | 76,950                              | 650            | 3.35              |
| <b>Total interest-bearing deposits</b>                                    | <b>239,141</b>                      | <b>1,120</b>   | <b>1.88</b>       | <b>140,735</b>                      | <b>936</b>     | <b>2.64</b>       |
| Securities sold under agreements to<br>repurchase                         | 11,728                              | 12             | 0.42              | 10,496                              | 21             | 0.76              |
| Federal funds purchased   | 3,433                               | 15             | 1.72              |                                     |                |                   |
| Federal Home Loan Bank advances   | 38,137                              | 238            | 2.51              | 11,500                              | 100            | 3.35              |
| <b>Total interest-bearing liabilities</b>                                 | <b>292,439</b>                      | <b>1,385</b>   | <b>1.90</b>       | <b>162,731</b>                      | <b>1,057</b>   | <b>2.58</b>       |
| Non-interest bearing demand deposits                                      | 38,451                              |                |                   | 22,411                              |                |                   |
| <b>Total deposits and interest-bearing<br/>liabilities</b>                | <b>330,890</b>                      | <b>1,385</b>   | <b>1.68</b>       | <b>185,142</b>                      | <b>1,057</b>   | <b>2.27</b>       |
| Other liabilities   | 1,551                               |                |                   | 756                                 |                |                   |
| Stockholders' equity  | 32,944                              |                |                   | 18,694                              |                |                   |
| <b>Total liabilities and stockholders' equity</b>                         | <b>\$365,385</b>                    |                |                   | <b>\$204,592</b>                    |                |                   |
| <b>Net interest income</b>  |                                     | <b>\$2,985</b> |                   |                                     | <b>\$1,815</b> |                   |
| Net interest spread (2)   |                                     |                | 3.16%             |                                     |                | 3.62%             |
| Net interest margin (3)   |                                     |                | 3.48%             |                                     |                | 3.74%             |

(1) Yields computed on tax exempt instruments on a tax equivalent basis.

- (2) *Yields realized on interest-earning assets less the rates paid on interest-bearing liabilities.*
- (3) *Annualized net interest income divided by average interest-earning assets for the period.*

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|   | Six months ended<br>June 30, 2003 |              |                   | Six months ended<br>June 30, 2002 |              |                   |
|---|-----------------------------------|--------------|-------------------|-----------------------------------|--------------|-------------------|
|   | Average<br>Balances               | Interest     | Yield/<br>Rate(1) | Average<br>Balances               | Interest     | Yield/<br>Rate(1) |
| <i>Interest-earning assets:</i>   |                                   |              |                   |                                   |              |                   |
| Loans   | \$ 231,537                        | \$ 6,320     | 5.48%             | \$ 150,739                        | \$ 4,733     | 6.30%             |
| Securities, available-for-sale:   |                                   |              |                   |                                   |              |                   |
| Taxable   | 86,846                            | 1,834        | 4.25              | 22,157                            | 624          | 5.65              |
| Tax-exempt  | 4,392                             | 85           | 4.51              |                                   |              |                   |
| Federal funds sold and securities purchased<br>under agreements to resell | 5,107                             | 25           | 0.97              | 6,709                             | 64           | 1.91              |
| Other   | 2,068                             | 51           | 5.45              | 1,043                             | 28           | 5.32              |
|   | <u>329,949</u>                    | <u>8,315</u> | <u>5.07</u>       | <u>180,648</u>                    | <u>5,449</u> | <u>6.05</u>       |
| Nonearning assets   | 15,798                            |              |                   | 10,645                            |              |                   |
|   | <u>345,747</u>                    |              |                   | <u>\$ 191,293</u>                 |              |                   |
| <i>Interest-bearing liabilities:</i>                                      |                                   |              |                   |                                   |              |                   |
| Interest-bearing deposits:  |                                   |              |                   |                                   |              |                   |
| Interest checking   | 15,057                            | 45           | 0.60%             | 8,879                             | 49           | 1.10%             |
| Savings and money market  | 84,924                            | 449          | 1.06              | 53,554                            | 494          | 1.85              |
| Certificates of deposit   | 126,222                           | 1,698        | 2.70              | 69,829                            | 1,190        | 3.42              |
|   | <u>226,204</u>                    | <u>2,192</u> | <u>1.94</u>       | <u>132,262</u>                    | <u>1,733</u> | <u>2.63</u>       |
| Total interest-bearing deposits   | 226,204                           | 2,192        | 1.94              | 132,262                           | 1,733        | 2.63              |
| Securities sold under agreements to<br>repurchase                         | 12,917                            | 27           | 0.42              | 10,568                            | 42           | 0.79              |
| Federal funds purchased   | 3,840                             | 31           | 1.61              | 877                               | 8            | 1.97              |
| Federal Home Loan Bank advances   | 34,066                            | 444          | 2.62              | 10,050                            | 165          | 3.30              |
|   | <u>277,027</u>                    | <u>2,694</u> | <u>1.95</u>       | <u>153,757</u>                    | <u>1,948</u> | <u>2.54</u>       |
| Non-interest bearing demand deposits                                      | 34,364                            |              |                   | 18,665                            |              |                   |
|   | <u>311,391</u>                    | <u>2,694</u> | <u>1.74</u>       | <u>172,402</u>                    | <u>1,948</u> | <u>2.27</u>       |
| Other liabilities   | 1,547                             |              |                   | 766                               |              |                   |
| Stockholders' equity  | 32,809                            |              |                   | 18,105                            |              |                   |
|   | <u>\$ 345,747</u>                 |              |                   | <u>\$ 191,293</u>                 |              |                   |
| Net interest income   |                                   | \$ 5,621     |                   |                                   | \$ 3,501     |                   |
| Net interest spread (2)   |                                   |              | 3.12%             |                                   |              | 3.78%             |
| Net interest margin (3)   |                                   |              | 3.43%             |                                   |              | 3.91%             |

(1) Yields computed on tax exempt instruments on a tax equivalent basis.

(2) Net interest spread is the result of yields realized on interest-earning assets less the rates paid on interest-bearing liabilities.

(3) Net interest margin is the results of annualized net interest income divided by average interest-earning assets for the period.

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Net interest income for the three months ended June 30, 2003 was \$1,170,000 greater than net interest income for the three months ended June 30, 2002. The net interest margin of 3.48% for the three months ended June 30, 2003 was 26 basis points less than the net interest margin of 3.74% for the three months ended June 30, 2002. The yield on interest-earning assets decreased by 83 basis points between the two periods, while the rate paid on funding sources only decreased by 59 basis points.

Net interest income for the six months ended June 30, 2003 was \$2,120,000 greater than net interest income for the six months ended June 30, 2002. The net interest margin of 3.43% for the six months ended June 30, 2003 was 48 basis points less than the net interest margin of 3.91% for the six months ended June 30, 2002. The yield on interest-earning assets decreased by 98 basis points between the two periods, while the rate paid on funding sources only decreased by 53 basis points.

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Several factors contributed to the decline in net interest margin, including the following:

Our loan yields decreased from 6.30% for the six months ended June 30, 2002 to 5.48% for the six months ended June 30, 2003, a decrease of 82 basis points. Several factors contributed to this decrease.

As of June 30, 2003, approximately 55% of our loans were floating rate loans. The interest rates on all of these loans were tied in some way to Pinnacle National's prime lending rate and reprice immediately with adjustments to such rate. Pinnacle National's prime lending rate for the period from January 1, 2003 through June 25, 2003 was 4.25% and then was reduced to 4.00% for the period from June 25, 2003 to June 30, 2003. This compares to a consistent 4.75% for the same period in 2002. The interest rate the borrower pays Pinnacle National is also a function of credit underwriting such that a particular borrower's interest rate may be prime or a preset number of basis points above or below prime. These factors impact the composition of our floating rate loan portfolio which also changed in 2003 compared to 2002. The composition of the floating rate portfolio changed such that the average yield on floating rate loans was slightly higher in relation to our prime lending rate in 2003 when compared to 2002. Overall, the reduction in our prime lending rate and the change in the composition of our floating rate loans resulted in a decrease in floating rate loan yields of approximately 48 basis points between the two periods.

Our remaining loan portfolio consists of fixed rate (loans which do not reprice during their term) or variable rate (loans which reprice at some point prior to their maturity date, usually annually or after five years and then annually thereafter). Generally, our fixed and variable rate loans are priced in relation to the yield curve for US Treasury securities for similar maturities which resulted in lower yields for 2003 compared to 2002 of approximately 70 basis points between the two periods.

Also contributing to the decrease in loan yields was the change in the overall composition of loans between the two periods. Generally, floating rate loans have a lower yield compared to fixed or variable rate loans, particularly in a declining rate environment which was the case for the six months ended June 30, 2002 when compared to the six months ended June 30, 2003. For the six months ended June 30, 2002, approximately 45% of the loan portfolio was floating rate compared to 52% for the six months ended June 30, 2003.

During 2003, we were able to grow our funding base. For asset/liability management purposes, we elected to allocate a greater proportion of such funds to our investment portfolio versus our loan portfolio. Investment securities generally have lower yields than do loans.

Although deposit rates decreased between the two periods, our deposit rates typically adjust more slowly than our loan yields during a period of declining interest rates due to competitive market pressures.



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*Rate and Volume Analysis.* As noted above, net interest income increased by \$1,170,000 between the three months ended June 30, 2003 and 2002 and \$2,120,000 between the six months ended June 30, 2003 and 2002. The following is an analysis of the changes in our net interest income comparing the changes attributable to rates and those attributable to volumes (dollars in thousands):

| Dollar change in interest income and expense                              | Three months ended<br>June 30, 2003 compared<br>to three months ended<br>June 30, 2002 |                |                                 | Six months ended<br>June 30, 2003 compared<br>to six months ended<br>June 30, 2002 |                 |                                 |
|---|--|----------------|---------------------------------|--|-----------------|---------------------------------|
|   | Increase (decrease)<br>due to  |                | Total<br>increase<br>(decrease) | Increase (decrease)<br>due to  |                 | Total<br>increase<br>(decrease) |
|   | Volume   | Rate           |                                 | Volume   | Rate            |                                 |
| <b>Interest-earning assets:</b>   |  |                |                                 |  |                 |                                 |
| Loans   | \$ 1,199   | \$ (306)       | \$ 893                          | \$ 2,271   | \$ (684)        | \$ 1,587                        |
| Securities, available-for-sale:   |  |                |                                 |  |                 |                                 |
| Taxable   | 693  | (113)          | 580                             | 1,406  | (192)           | 1,214                           |
| Tax-exempt  | 43   |                | 43                              | 80   |                 | 80                              |
| Federal funds sold and securities purchased under<br>agreements to resell | (17)   | (14)           | (31)                            | (13)   | (26)            | (39)                            |
| Other   | 13   | 1              | 14                              | 23   | 1               | 24                              |
| <b>Total interest-earning assets</b>                                      | <b>1,931</b>   | <b>(432)</b>   | <b>1,499</b>                    | <b>3,767</b>   | <b>(901)</b>    | <b>2,866</b>                    |
| <b>Interest-bearing liabilities:</b>                                      |  |                |                                 |  |                 |                                 |
| Interest-bearing deposits:  |  |                |                                 |  |                 |                                 |
| Interest checking   | 14   | (15)           | (1)                             | 25   | (28)            | (3)                             |
| Savings and money market  | 125  | (143)          | (18)                            | 219  | (264)           | (45)                            |
| Certificates of deposit   | 376  | (173)          | 203                             | 802  | (293)           | 509                             |
| <b>Total interest-bearing deposits</b>                                    | <b>515</b>   | <b>(331)</b>   | <b>184</b>                      | <b>1,046</b>   | <b>(585)</b>    | <b>461</b>                      |
| Securities sold under agreements to repurchase                            | 2  | (10)           | (8)                             | 8  | (23)            | (15)                            |
| Federal funds purchased   | 15   | (1)            | 14                              | 24   | (2)             | 22                              |
| Federal Home Loan Bank advances   | 172  | (33)           | 139                             | 319  | (41)            | 278                             |
| <b>Total interest-bearing liabilities</b>                                 | <b>704</b>   | <b>(375)</b>   | <b>329</b>                      | <b>1,397</b>   | <b>(651)</b>    | <b>746</b>                      |
| <b>Increase (decrease) in net interest income</b>                         | <b>\$ 1,227</b>  | <b>\$ (57)</b> | <b>\$ 1,170</b>                 | <b>\$ 2,370</b>  | <b>\$ (250)</b> | <b>\$ 2,120</b>                 |

- (1) Changes in net interest income are attributed to either changes in average balances (volume change) or changes in average rates (rate change) for earning assets and sources of funds on which interest is received or paid. Volume change is calculated as change in volume times the previous rate while rate change is calculated as a change in rate times the previous volume. The change attributed to rates and volumes (change in rate times change in volume) is allocated between volume changes and rate changes at the ratio of how much each component bears to the absolute value of their total.

*Provision for Loan Losses.* The provision for loan losses represents a charge to earnings necessary to establish an allowance for loan losses that, in our management's evaluation, should be adequate to provide coverage for the inherent losses on outstanding loans. The provision for loan losses amounted to \$347,000 and \$232,000 for the three months ended June 30, 2003 and 2002, respectively, and \$635,000 and \$441,000 for the six months ended June 30, 2003 and 2002, respectively.

Based upon our management's evaluation of the loan portfolio, our management believes the allowance for loan losses to be adequate to absorb losses on existing loans that may become uncollectible. The increase in the provision for loan losses in 2003 when compared to 2002 was due to the relative increase in the rate of loan growth in 2003 when compared to 2002. Based upon our management's assessment of the loan portfolio, we have adjusted our ALL to an amount deemed appropriate to adequately cover inherent risks in the loan portfolio. While our policies and procedures used to estimate the ALL, as well as the resultant provision for loan losses charged to operations, are considered adequate by our management and are reviewed from time to time by Pinnacle National's regulators, they are necessarily approximate and imprecise. There exist

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factors beyond our control, such as general economic conditions both locally and nationally, which may negatively impact, materially, the adequacy of our ALL and, thus, the resulting provision for loan losses.

*Noninterest Income.* Pinnacle Financial's noninterest income is composed of several components, some of which vary significantly between quarterly periods. Service charges on deposits accounts and other noninterest income generally reflect Pinnacle Financial's growth, while investment services and fees from the origination of mortgage loans will often

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reflect market conditions and fluctuate from period to period. The opportunities for recognition of gains on loan participations sold and gain on sales of investment securities may also vary widely from quarter to quarter. Noninterest income consists of the following for the three and six months ended June 30, 2003 and 2002 (dollars in thousands):

|  | Three months ended<br>June 30, |                   | Six months ended<br>June 30, |                   |
|--|--------------------------------|-------------------|------------------------------|-------------------|
|  | 2003                           | 2002              | 2003                         | 2002              |
| <b>Noninterest income:</b>                 |                                |                   |                              |                   |
| Service charges on deposit accounts        | \$ 120                         | \$ 67             | \$ 222                       | \$ 120            |
| Investment services                        | 176                            | 275               | 332                          | 457               |
| Fees from origination of mortgage loans    | 198                            | 12                | 244                          | 12                |
| Gain on loan participations sold           | 124                            | 23                | 126                          | 45                |
| Gain on sale of investment securities, net | 117                            |                   | 134                          |                   |
| Other noninterest income                   | 142                            | 85                | 281                          | 127               |
|  | <u>          </u>              | <u>          </u> | <u>          </u>            | <u>          </u> |
| Total noninterest income                   | \$ 877                         | \$ 462            | \$ 1,339                     | \$ 761            |
|  | <u>          </u>              | <u>          </u> | <u>          </u>            | <u>          </u> |

As shown, one of the larger components of noninterest income is investment services income, which consists of commissions and fees from our investment advisory unit, Pinnacle Asset Management, a division of Pinnacle National. At June 30, 2003, Pinnacle Asset Management was receiving commissions and fees in connection with approximately \$202 million in brokerage assets held with Raymond James Financial Services, Inc. compared to \$165 million at June 30, 2002. Despite this increase, investment sales commissions and fees decreased in 2003 from the same period in 2002 as the market environment caused overall investment sales activity to decline.

Service charge income for the three and six months ended June 30, 2003 increased over that of the same period in 2002 due to an increase in both the balance and number of deposit accounts subject to service charges. Additionally, mortgage related fees, attributable to Pinnacle National beginning a mortgage origination unit during the first quarter of 2003, also provided for a portion of the increase in noninterest income between 2003 and 2002. These mortgage fees represent income earned on loans originated by Pinnacle National and subsequently sold to third-party investors. All loans are sold whereby servicing rights transfer to the buyer.

Another noninterest income item for the three and six months ended June 30, 2003 and 2002 was related to our sale of certain loan participations to our correspondent banks which were primarily related to new lending transactions in excess of internal loan limits and for other purposes. At June 30, 2003 and pursuant to participation agreements with these correspondents, we had participated approximately \$44 million of originated loans to these other banks. These participation agreements have various provisions regarding collateral position, pricing and other matters. Many of these agreements provide that we pay the correspondent less than the loan's contracted interest rate. Pursuant to Statement of Financial Accounting Standards No. 140, Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities—a replacement of FASB Statement No. 125, we recorded \$124,000, which represents the net present value of these future net revenues, as a gain on sale of participations in our results of operations during the three months ended June 30, 2003 compared to \$23,000 during the three months ended June 30, 2002. We recorded \$126,000, as a gain on sale of participations in our results of operations during the six months ended June 30, 2003 compared to \$45,000 during the three months ended June 30, 2002. We intend to maintain relationships with our correspondents in order to participate future loans to these correspondents in a similar manner. However, the timing of participations may cause the level of gains, if any, to vary significantly.

Also included in noninterest income for the six months ended June 30, 2003, were net gains of approximately \$134,000 realized from the sale of approximately \$18.9 million of available-for-sale securities.

During the year ended December 31, 2002, Pinnacle National acquired life insurance policies on five key executives. Pinnacle National is the beneficiary of the death proceeds from these policies. To acquire these policies, Pinnacle National paid a one-time premium of \$1.8 million and, in return, Pinnacle National is guaranteed an initial crediting rate for the first year of the contracts which is then reset quarterly thereafter. This crediting rate serves to increase the cash surrender value of the policies over the life of the policies. At June 30, 2003, the aggregate cash value of these policies, which is reflected in other assets on our consolidated balance sheet, was \$1,892,000. Pinnacle National has not borrowed any funds against these policies as of June 30, 2003.



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*Noninterest Expense.* Noninterest expense consists of salaries and employee benefits, equipment and occupancy expenses, and other operating expenses. Noninterest expense consists of the following for the three and six months ended June 30, 2003 and 2002 (dollars in thousands):

|  | Three months ended<br>June 30, |                   | Six months ended<br>June 30, |                   |
|--|--------------------------------|-------------------|------------------------------|-------------------|
|  | 2003                           | 2002              | 2003                         | 2002              |
| <b>Noninterest expense:</b>              |                                |                   |                              |                   |
| Compensation and employee benefits       | \$ 1,694                       | \$ 1,229          | \$ 3,129                     | \$ 2,337          |
| Equipment and occupancy                  | 446                            | 338               | 843                          | 679               |
| Marketing and other business development | 104                            | 45                | 179                          | 91                |
| Administrative                           | 184                            | 93                | 322                          | 192               |
| Postage and supplies                     | 106                            | 71                | 179                          | 126               |
| Other noninterest expense                | 141                            | 96                | 265                          | 152               |
|  | <u>          </u>              | <u>          </u> | <u>          </u>            | <u>          </u> |
| Total noninterest expense                | \$ 2,675                       | \$ 1,872          | \$ 4,917                     | \$ 3,577          |
|  | <u>          </u>              | <u>          </u> | <u>          </u>            | <u>          </u> |

Expenses have increased during the above periods due to personnel additions occurring throughout the periods, incentive compensation, the continued development of our branch network and other expenses which increase in relation to our growth rate. At June 30, 2003, we had 73.5 full-time equivalent employees compared to 51.5 at June 30, 2002. We anticipate additional increases in our expenses during 2003 for such items as additional personnel, the opening of our Rivergate office which occurred in April of 2003, the opening of our Cool Springs office which is expected to occur in the fall of 2003, the expansion or development of new business lines, such as mortgage origination and other expenses which tend to increase in relation to our growth.

*Income Taxes.* The effective income tax expense rate for the three months ended June 30, 2003 was approximately 36.0% compared to 38.0% for the three months ended June 30, 2002. The effective income tax expense rate for the six months ended June 30, 2003 was approximately 35.4% compared to 38.0% for the six months ended June 30, 2002. The reduction in the tax rate is attributable to the impact of nontaxable (for Federal purposes) investments and other assets.

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*Quarterly Information.* The following is a summary of quarterly balance sheet and results of operations information for the last six quarters (dollars in thousands, except per share data).

|  | June<br>2003 | Mar<br>2003 | Dec<br>2002 | Sept<br>2002 | June<br>2002 | Mar<br>2002 |
|--|--------------|-------------|-------------|--------------|--------------|-------------|
| <b>Balance sheet data, at quarter end:</b>                       |              |             |             |              |              |             |
| Total assets   | \$ 403,229   | 348,366     | 305,279     | 278,750      | 229,795      | 192,476     |
| Total loans  | 255,448      | 228,842     | 209,743     | 191,299      | 170,427      | 151,280     |
| Allowance for loan losses  | (3,189)      | (2,860)     | (2,677)     | (2,427)      | (2,182)      | (2,041)     |
| Securities available-for-sale                                    | 99,968       | 94,600      | 73,980      | 57,062       | 37,950       | 20,302      |
| Total deposits   | 309,089      | 266,732     | 234,016     | 212,914      | 168,752      | 149,460     |
| Securities sold under agreements<br>to repurchase                | 17,803       | 15,846      | 15,050      | 16,720       | 16,855       | 10,223      |
| Advances from FHLB   | 41,500       | 32,500      | 21,500      | 15,500       | 11,500       | 11,500      |
| Total stockholders' equity                                       | 33,627       | 32,403      | 32,404      | 32,089       | 31,402       | 18,172      |
| <b>Balance sheet data, quarterly averages:</b>                   |              |             |             |              |              |             |
| Total assets   | \$ 365,385   | 326,108     | 285,929     | 243,284      | 204,592      | 177,994     |
| Total loans  | 245,383      | 217,690     | 201,290     | 181,005      | 158,076      | 143,402     |
| Securities available-for-sale                                    | 95,351       | 87,124      | 63,150      | 42,007       | 24,904       | 19,438      |
| Total deposits   | 277,592      | 243,545     | 215,617     | 181,844      | 163,146      | 137,933     |
| Securities sold under agreements<br>to repurchase                | 11,728       | 14,106      | 16,685      | 13,091       | 10,496       | 10,644      |
| Advances from FHLB   | 38,137       | 29,994      | 18,054      | 14,196       | 11,500       | 8,600       |
| Total stockholders' equity                                       | 32,944       | 32,675      | 32,167      | 31,808       | 18,694       | 18,292      |
| <b>Statement of operations data, for the three months ended:</b> |              |             |             |              |              |             |
| Interest income  | \$ 4,369     | 3,946       | 3,691       | 3,425        | 2,872        | 2,573       |
| Interest expense   | 1,385        | 1,310       | 1,268       | 1,146        | 1,057        | 891         |
| Net interest income  | 2,984        | 2,636       | 2,423       | 2,279        | 1,815        | 1,682       |
| Provision for loan losses  | 347          | 288         | 250         | 247          | 232          | 209         |
| Net interest income after provision<br>for loan losses           | 2,637        | 2,348       | 2,173       | 2,032        | 1,583        | 1,473       |
| Noninterest income   | 877          | 462         | 469         | 497          | 462          | 304         |
| Noninterest expense  | 2,675        | 2,242       | 2,230       | 2,182        | 1,872        | 1,705       |
| Net income before taxes  | 839          | 568         | 412         | 347          | 173          | 72          |
| Income tax expense   | 302          | 195         | 127         | 136          | 66           | 27          |
| Net income   | \$ 537       | 373         | 285         | 211          | 107          | 45          |
| <b>Per share data:</b>   |              |             |             |              |              |             |
| Earnings basic   | \$ 0.15      | 0.10        | 0.08        | 0.06         | 0.04         | 0.02        |
| Earnings diluted   | \$ 0.14      | 0.10        | 0.08        | 0.06         | 0.04         | 0.02        |
| Book value at quarter end  | \$ 9.11      | 8.78        | 8.78        | 8.69         | 8.51         | 7.86        |
| Weighted avg. shares basic                                       | 3,692,053    | 3,692,053   | 3,692,053   | 3,692,053    | 2,521,723    | 2,312,053   |
| Weighted avg. shares diluted                                     | 3,880,642    | 3,841,631   | 3,795,967   | 3,745,272    | 2,555,844    | 2,323,076   |
| Common shares outstanding  | 3,692,053    | 3,692,053   | 3,692,053   | 3,692,053    | 3,692,053    | 2,312,053   |

**Table of Contents****Financial Condition June 30, 2003 compared to December 31, 2002**

Our consolidated balance sheet at June 30, 2003 reflects significant growth since December 31, 2002. Total assets grew from \$305 million at December 31, 2002 to \$403 million at June 30, 2003, a 32% increase (64% annualized increase). Total deposits grew \$75 million during the first half of 2003, also an increase of 32% (64% annualized increase). We invested substantially all of the additional deposits and other fundings in loans, which grew by \$45 million during 2003, and securities available-for-sale which increased by \$26 million in the same period.

*Loans.* The composition of loans at June 30, 2003 and December 31, 2002 and the percentage of each classification to total loans are summarized as follows (dollars in thousands):

|                                     | June 30, 2003    |               | December 31, 2002 |               |
|-------------------------------------|------------------|---------------|-------------------|---------------|
|                                     | Amount           | Percentage    | Amount            | Percentage    |
| Commercial real estate Mortgage     | \$ 74,568        | 29.2%         | \$ 58,965         | 28.1%         |
| Commercial real estate Construction | 7,799            | 3.1           | 5,397             | 2.6           |
| Commercial Other                    | 115,467          | 45.1          | 98,722            | 47.1          |
| <b>Total commercial</b>             | <b>197,834</b>   | <b>77.4</b>   | <b>163,084</b>    | <b>77.8</b>   |
| Consumer real estate Mortgage       | 46,720           | 18.3          | 37,533            | 17.9          |
| Consumer real estate Construction   | 2,271            | 0.9           | 1,971             | 0.9           |
| Consumer Other                      | 8,623            | 3.4           | 7,155             | 3.4           |
| <b>Total consumer</b>               | <b>57,614</b>    | <b>22.6</b>   | <b>46,659</b>     | <b>22.2</b>   |
| <b>Total loans</b>                  | <b>\$255,448</b> | <b>100.0%</b> | <b>\$209,743</b>  | <b>100.0%</b> |

The following table classifies our fixed and variable rate loans at June 30, 2003 according to contractual maturities of (1) one year or less, (2) after one year through five years, and (3) after five years. The table also classifies our variable rate loans pursuant to the contractual repricing dates of the underlying loans (dollars in thousands):

|  | At June 30, 2003 |                  |                  |               |
|--|------------------|------------------|------------------|---------------|
|  | Fixed Rates      | Variable Rates   | Total            | Percentage    |
| <i>Based on contractual maturities:</i>      |                  |                  |                  |               |
| Due within one year                          | \$ 3,948         | \$ 73,008        | \$ 76,956        | 30.0%         |
| Due in one year through five years           | 60,132           | 41,395           | 101,527          | 39.7          |
| Due after five years                         | 18,486           | 58,479           | 76,965           | 31.3          |
|  | <b>\$82,566</b>  | <b>\$172,882</b> | <b>\$255,448</b> | <b>100.0%</b> |
| <i>Based on contractual repricing dates:</i> |                  |                  |                  |               |
| Due within one year                          | \$ 3,948         | \$ 142,473       | \$ 146,421       | 57.3%         |
| Due in one year through five years           | 60,132           | 26,570           | 86,702           | 33.9          |
| Due after five years                         | 18,486           | 3,839            | 22,325           | 8.8           |
|  | <b>\$82,566</b>  | <b>\$172,882</b> | <b>\$255,448</b> | <b>100.0%</b> |

The above information does not consider the impact of scheduled principal payments.

*Non-Performing Assets.* The specific economic and credit risks associated with our loan portfolio, include, but are not limited to, a general downturn in the economy which could affect employment rates in our market area, general real estate market deterioration, interest rate fluctuations, deteriorated or non-existent collateral, title defects, inaccurate appraisals, financial deterioration of borrowers, fraud, and any violation of banking laws and regulations.

We attempt to reduce these economic and credit risks by adherence to loan to value guidelines for collateralized loans, by investigating the creditworthiness of the borrower and by monitoring the borrower's financial position. Also, we establish and periodically review our lending policies and procedures. Banking regulations limit our exposure by prohibiting loan relationships that exceed 15% of Pinnacle National's statutory capital in the case of loans that are not fully secured by readily marketable or other permissible types of collateral.



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Pinnacle National discontinues the accrual of interest income when (1) there is a significant deterioration in the financial condition of the borrower and full repayment of principal and interest is not expected or (2) the principal or interest is more than 90 days past due, unless the loan is both well-secured and in the process of collection. At June 30, 2003, we had \$1,095,000 in loans on nonaccrual compared to \$1,845,000 at December 31, 2002. One loan relationship accounts for most of the amount as of June 30, 2003. This relationship involves various commercial loans aggregating \$1,025,000 to a borrower who during the fourth quarter of 2002 filed for reorganization pursuant to the bankruptcy laws of the United States. Management continues to actively pursue remedies to eliminate and/or otherwise minimize any additional negative financial impact that might occur from this and other nonaccrual loans.

The decrease in nonaccrual loans relates to one relationship for \$750,000 which was included as nonaccrual at December 31, 2002 and was paid pursuant to the sale of the underlying collateral to another borrower during the first quarter of 2003. Pursuant to this transaction, we recorded an \$88,000 charge-off to the ALL during the first quarter of 2003. During the first half of 2003 there was approximately \$36,000 in various consumer loan charge-offs.

There were approximately \$60,000 in other loans at June 30, 2003 which were 90 days past due and still accruing interest. At June 30, 2003 and December 31, 2002, no loans were deemed to be a restructured loan. Additionally, we had no repossessed real estate properties classified as Other Real Estate Owned at June 30, 2003 and December 31, 2002. The following table is a summary of our nonperforming assets at the indicated dates (dollars in thousands):

|  | June 30, 2003 | December 31,<br>2002 |
|--|---------------|----------------------|
| Nonaccrual loans (1)   | \$ 1,095      | \$ 1,845             |
| Restructured loans   |               |                      |
| Other real estate owned  |               |                      |
|  | _____         | _____                |
| Total nonperforming assets   | 1,095         | 1,845                |
| Accruing loans past due 90 days or more  | 60            | 22                   |
|  | _____         | _____                |
| Total nonperforming assets and accruing loans past due<br>90 days or more                  | \$ 1,155      | \$ 1,867             |
|  | _____         | _____                |
| Total loans outstanding  | \$255,448     | \$ 209,743           |
|  | _____         | _____                |
| Ratio of total nonperforming assets to total loans outstanding at<br>end of period         | 0.45%         | 0.89%                |
|  | _____         | _____                |
| Ratio of total nonperforming assets to total allowance for loan<br>losses at end of period | 36.22%        | 69.74%               |
|  | _____         | _____                |

(1) Interest income that would have been recorded in the first half of 2003 related to nonaccrual loans was \$50,000 compared to \$43,000 for the year ended December 31, 2002, none of which is included in interest income or net income for the applicable periods. Potential problem assets, which are not included in nonperforming assets, amounted to \$731,000 or 0.29% of total loans at June 30, 2003 compared to \$77,000 or 0.04% at December 31, 2002. Potential problem assets represent those assets where information about possible credit problems of borrowers has caused management to have serious doubts about the borrower's ability to comply with present repayment terms. This definition is believed to be substantially consistent with the standards established by Pinnacle National's primary regulator for loans classified as substandard. The increase between the two periods is primarily due to a borrowing relationship with a local company which is experiencing a downturn in its business. This borrower has initiated several matters to address its financial issues. The borrower has consistently performed and is currently performing as required under the terms of its loan with Pinnacle Financial.

*Allowance for Loan Losses (ALL).* We maintain the ALL at a level that our management deems appropriate to adequately cover the inherent risks in the loan portfolio. As of June 30, 2003 and December 31, 2002, our allowance for loan losses was \$3,189,000 and \$2,677,000, respectively. Our management



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deemed these amounts to be adequate. The judgments and estimates associated with our ALL determination are described under Critical Accounting Policies above.

Approximately 77% of our loan portfolio at June 30, 2003 and December 31, 2002 consisted of commercial loans. Using standard industry codes, we periodically analyze our loan position with respect to our borrowers' industries to determine if a concentration of credit risk exists to any one or more industries. We do not have a meaningful credit exposure of loans outstanding plus unfunded lines of credit to borrowers in the trucking industry and to operators of nonresidential buildings at June 30, 2003 and December 31, 2002. Credit exposure to the trucking industry approximated \$31.6 million at June 30, 2003 and \$27.1 million at December 31, 2002. The \$31.6 million concentration to the trucking industry at June 30, 2003 included approximately 46 relationships, while the \$27.1 million at December 31, 2002 included 43 relationships. Credit exposure to operators of nonresidential buildings approximated \$9.9 million at June 30, 2003 and \$9.6 million at December 31, 2002. The \$9.9 million concentration to operators of nonresidential buildings at June 30, 2003 included approximately 17 relationships, while the \$9.6 million at December 31, 2002 included 13 relationships. We evaluate our exposure level to these industry groups periodically in order to determine if additional allowance allocations are warranted. At June 30, 2003 and December 31, 2002, we determined that we did not have any excessive exposure to any single industry which would warrant additional allowance allocations.

The following table sets forth, based on management's best estimate, the allocation of the ALL to types of loans as well as the unallocated portion as of June 30, 2003 and December 31, 2002 (dollars in thousands):

|             | June 30, 2003  |               | December 31, 2002 |               |
|-------------|----------------|---------------|-------------------|---------------|
|             | Amount         | Percentage    | Amount            | Percentage    |
| Commercial  | \$2,043        | 63.9%         | \$1,744           | 65.1%         |
| Consumer    | 516            | 16.1          | 398               | 14.9          |
| Unallocated | 640            | 20.0          | 535               | 20.0          |
|             | <u>\$3,189</u> | <u>100.0%</u> | <u>\$2,677</u>    | <u>100.0%</u> |

During the first quarter of 2003, we charged-off \$88,000 related to a particular commercial loan, which prior to the charge-off date, had been on nonaccrual status. We also charged-off another \$17,000 during the first quarter of 2003 related to a consumer loan and \$18,000 during the second quarter related to another consumer loan. As a relatively new institution, we do not have loss experience comparable to more mature financial institutions; however, as our loan portfolio matures, we will have additional charge-offs and we will consider the amount and history of our charge-offs in determining the adequacy of our allowance. The following is a summary of changes in the allowance for loan losses for the six months ended June 30, 2003, for the year ended December 31, 2002 and the ratio of the allowance for loan losses to total loans as of the end of each period (dollars in thousands):

|  | For the six months ended June 30, 2003 | For the year ended December 31, 2002 |
|--|--|--------------------------------------|
| Balance at beginning of period   | \$ 2,677                               | \$ 1,832                             |
| Provision for loan losses  | 635                                    | 938                                  |
| Charged-off loans  | (123)                                  | (93)                                 |
| Recovery of previously charged-off loans   |  |                                      |
| Balance at end of period   | <u>\$ 3,189</u>                        | <u>\$ 2,677</u>                      |
| Ratio of the allowance for loan losses to total loans outstanding at end of period | <u>1.25%</u>                           | <u>1.28%</u>                         |
|  | <u>0.11%</u>                           | <u>0.05%</u>                         |

Ratio of net charge-offs (annualized) to average loans outstanding for  
the period

*Investments.* Our investment portfolio, consisting primarily of Federal agency bonds and mortgage-backed securities, amounted to \$100.0 million and \$74.0 million at June 30, 2003 and December 31, 2002, respectively. The following table summarizes the amortized cost and fair value of our securities at those dates, all of which we classify as available-for-sale (dollars in thousands):

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|   | Amortized<br>Cost | Gross<br>Unrealized<br>Gains | Gross<br>Unrealized<br>Losses | Fair<br>Value   |
|---|-------------------|------------------------------|-------------------------------|-----------------|
| <b>Securities available-for-sale June 30, 2003:</b>     |                   |                              |                               |                 |
| U.S. government and agency securities                   | \$ 16,581         | \$ 728                       | \$                            | \$ 17,309       |
| Mortgage-backed securities                              | 75,814            | 833                          | (50)                          | 76,597          |
| State and municipal securities                          | 5,821             | 241                          |                               | 6,062           |
|   | <u>\$98,216</u>   | <u>\$ 1,802</u>              | <u>\$ (50)</u>                | <u>\$99,968</u> |
| <b>Securities available-for-sale December 31, 2002:</b> |                   |                              |                               |                 |
| U.S. government and agency securities                   | \$ 14,588         | \$ 455                       | \$ (18)                       | \$ 15,025       |
| Mortgage-backed securities                              | 54,566            | 816                          | (8)                           | 55,374          |
| State and municipal securities                          | 3,580             | 13                           | (12)                          | 3,581           |
|   | <u>\$72,734</u>   | <u>\$ 1,284</u>              | <u>\$ (38)</u>                | <u>\$73,980</u> |

During the first quarter of 2003, we sold \$12.4 million of available-for-sale securities at a net gain of \$18,000. During the second quarter of 2003, we sold \$6.5 million of available-for-sale securities at a net gain of \$116,000. At June 30, 2003, approximately \$62.3 million of our available-for-sale portfolio was pledged to secure public fund and other deposits and securities sold under agreements to repurchase.

The following table shows the carrying value of investment securities according to contractual maturity classifications of (1) one year or less, (2) after one year through five years, (3) after five years through ten years, and (4) after ten years. Actual maturities may differ from contractual maturities of mortgage-backed securities because the mortgages underlying the securities may be called or prepaid with or without penalty. Therefore, these securities are not included in the maturity categories noted below as of June 30, 2003 and December 31, 2002 (dollars in thousands).

|   | U.S. government<br>and agency<br>securities |             | State and<br>municipal<br>securities |             | Mortgage-backed<br>securities |             | Totals          |             |
|---|---|-------------|--------------------------------------|-------------|-------------------------------|-------------|-----------------|-------------|
|   | Amount                                      | Yield       | Amount                               | Yield       | Amount                        | Yield       | Amount          | Yield       |
| <i>Securities available-for-sale -<br/>June 30, 2003:</i>     |   |             |                                      |             |                               |             |                 |             |
| Due in one year or less                                       | \$  | %           | \$                                   | %           | \$                            | %           | \$              | %           |
| Due in one year to five years                                 | 3,114                                       | 4.7%        | 387                                  | 5.1%        |                               |             | 3,501           | 4.6%        |
| Due in five years to ten years                                | 14,195                                      | 4.3%        | 5,186                                | 5.1%        |                               |             | 19,381          | 4.5%        |
| Due after ten years   |   |             | 489                                  | 5.2%        |                               |             | 489             | 5.2%        |
| Mortgage-backed securities                                    |   |             |                                      |             | 76,597                        | 4.6%        | 76,597          | 4.6%        |
|   | <u>\$17,309</u>                             | <u>4.4%</u> | <u>\$6,062</u>                       | <u>5.1%</u> | <u>\$76,597</u>               | <u>4.6%</u> | <u>\$99,968</u> | <u>4.6%</u> |
| <i>Securities available-for-sale -<br/>December 31, 2002:</i> |   |             |                                      |             |                               |             |                 |             |
| Due in one year or less                                       | \$  | %           | \$                                   | %           | \$                            | %           | \$              | %           |
| Due in one year to five years                                 | 3,217                                       | 4.5%        | 165                                  | 4.3%        |                               |             | 3,382           | 4.4%        |
| Due in five years to ten years                                | 11,808                                      | 4.7%        | 2,923                                | 5.4%        |                               |             | 14,731          | 4.9%        |
| Due after ten years   |   |             | 493                                  | 5.8%        |                               |             | 493             | 5.8%        |
| Mortgage-backed securities                                    |   |             |                                      |             | 55,374                        | 4.8%        | 55,374          | 4.8%        |
|   | <u>\$15,025</u>                             | <u>4.6%</u> | <u>\$3,581</u>                       | <u>5.4%</u> | <u>\$55,374</u>               | <u>4.8%</u> | <u>\$73,980</u> | <u>4.8%</u> |



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We computed yields using coupon interest, adding discount accretion or subtracting premium amortization, as appropriate, on a ratable basis over the life of each security. We computed the weighted average yield for each maturity range using the acquisition price of each security in that range.

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*Deposits and Other Borrowings.* We had approximately \$309.1 million of deposits at June 30, 2003 compared to \$234.0 million at December 31, 2002. Our deposits consist of noninterest and interest-bearing demand accounts, savings, money market and time deposits. Additionally, we entered into agreements with certain customers to sell certain of our securities under agreements to repurchase the security the following day. These agreements (which provide customers with short-term returns for their excess funds) amounted to \$17.8 million at June 30, 2003 and \$15.1 million at December 31, 2002. Additionally, at June 30, 2003, we had borrowed \$41.5 million in advances from the Federal Home Loan Bank of Cincinnati compared to \$21.5 million at December 31, 2002.

Generally, banks classify their funding base as either core funding or non-core funding based on regulatory definitions that have existed for some period of time. Core funding consists of all deposits other than time deposits issued in denominations of \$100,000 or greater while all other funding is deemed to be non-core. The following table represents the balances of our deposits and other fundings and the percentage of each type to the total at June 30, 2003 and December 31, 2002 (dollars in thousands):

|  | June 30, 2003     |                   | December 31, 2002 |                   |
|--|-------------------|-------------------|-------------------|-------------------|
|  | Amount            | Percentage        | Amount            | Percentage        |
| <i>Core funding:</i>                           |                   |                   |                   |                   |
| Noninterest-bearing demand deposits            | \$ 51,095         | 13.9%             | \$ 31,600         | 11.7%             |
| Interest-bearing demand deposits               | 15,706            | 4.3               | 13,235            | 4.9               |
| Savings and money market deposits              | 96,885            | 26.3              | 75,966            | 28.1              |
| Time deposits less than \$100,000              | 40,627            | 11.0              | 25,746            | 9.5               |
|  | <u>          </u> | <u>          </u> | <u>          </u> | <u>          </u> |
| Total core funding                             | 204,313           | 55.5              | 146,577           | 54.2              |
|  | <u>          </u> | <u>          </u> | <u>          </u> | <u>          </u> |
| <i>Non-core funding:</i>                       |                   |                   |                   |                   |
| Time deposits greater than \$100,000           |                   |                   |                   |                   |
| Client certificates of deposit                 | 40,514            | 11.0              | 30,316            | 11.2              |
| Public funds                                   | 15,546            | 4.2               | 14,423            | 5.3               |
| Brokered deposits                              | 48,717            | 13.2              | 42,700            | 15.8              |
| Securities sold under agreements to repurchase | 17,803            | 4.8               | 15,050            | 5.6               |
| Federal Home Loan Bank advances                | 41,500            | 11.3              | 21,500            | 7.9               |
|  | <u>          </u> | <u>          </u> | <u>          </u> | <u>          </u> |
| Total non-core funding                         | 164,080           | 44.5              | 123,989           | 45.8              |
|  | <u>          </u> | <u>          </u> | <u>          </u> | <u>          </u> |
|  | \$ 368,393        | 100.0%            | \$ 270,566        | 100.0%            |
|  | <u>          </u> | <u>          </u> | <u>          </u> | <u>          </u> |

The amounts of time deposits issued in amounts of \$100,000 or more as of June 30, 2003 and December 31, 2002 amounted to \$104.8 million and \$87.4 million, respectively. The following table shows our time deposits over \$100,000 by category at June 30, 2003 and December 31, 2002, based on time remaining until maturity of (1) three months or less, (2) over three but less than six months, (3) over six but less than twelve months and (4) over twelve months (dollars in thousands):

|                                      | June 30, 2003     | December 31, 2002 |
|--------------------------------------|-------------------|-------------------|
| Three months or less                 | \$ 24,743         | \$ 20,470         |
| Over three but less than six months  | 47,399            | 22,288            |
| Over six but less than twelve months | 32,635            | 25,386            |
| Over twelve months                   | 33,223            | 19,295            |
|                                      | <u>          </u> | <u>          </u> |
|                                      | \$ 104,777        | \$ 87,439         |
|                                      | <u>          </u> | <u>          </u> |

## Edgar Filing: PINNACLE FINANCIAL PARTNERS INC - Form 10QSB

*Capital Resources.* At June 30, 2003 and December 31, 2002, our stockholders' equity amounted to \$33.6 million and \$32.4 million, respectively. The increase in stockholders' equity was attributable to our net income for the six months ended June 30, 2003 of \$910,000 and the net increase in comprehensive income of \$314,000 attributable to the increased valuation of our available-for-sale securities portfolio.

Generally, banking laws and regulations require banks and bank holding companies to maintain certain minimum capital ratios in order to engage in certain activities or be eligible for certain types of regulatory relief. At June 30, 2003 and December 31, 2002, our capital ratios, including Pinnacle National's capital ratios, met regulatory minimum capital requirements. At June 30, 2003 and December 31, 2002, Pinnacle National was categorized as well-capitalized. To be categorized as well-capitalized, Pinnacle National



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must maintain minimum Total risk-based, Tier I risk-based, and Tier I leverage ratios as set forth in the following table. Additionally, we and Pinnacle National must maintain certain minimum capital ratios for regulatory purposes.

The following table presents actual, minimum and well-capitalized capital amounts and ratios at June 30, 2003 and December 31, 2002:

|   | Actual    |       | Minimum Capital Requirement |       | Minimum To Be Well-Capitalized Under Prompt Corrective Action Provisions |       |
|---|-----------|-------|-----------------------------|-------|--|-------|
|   | Amount    | Ratio | Amount                      | Ratio | Amount   | Ratio |
| <i>At June 30, 2003</i>                 |           |       |                             |       |  |       |
| Total capital to risk weighted assets:  |           |       |                             |       |  |       |
| Pinnacle Financial                      | \$ 35,740 | 11.7% | \$ 24,512                   | 8.0%  | not applicable   |       |
| Pinnacle National                       | \$ 32,698 | 10.7% | \$ 24,506                   | 8.0%  | \$ 30,633  | 10.0% |
| Tier I capital to risk weighted assets: |           |       |                             |       |  |       |
| Pinnacle Financial                      | \$ 32,541 | 10.6% | \$ 12,256                   | 4.0%  | not applicable   |       |
| Pinnacle National                       | \$ 29,499 | 9.6%  | \$ 12,253                   | 4.0%  | \$ 18,380  | 6.0%  |
| Tier I capital to average assets (*):   |           |       |                             |       |  |       |
| Pinnacle Financial                      | \$ 32,541 | 8.9%  | \$ 14,616                   | 4.0%  | not applicable   |       |
| Pinnacle National                       | \$ 29,499 | 8.1%  | \$ 14,614                   | 4.0%  | \$ 18,267  | 5.0%  |
| <i>At December 31, 2002</i>             |           |       |                             |       |  |       |
| Total capital to risk weighted assets:  |           |       |                             |       |  |       |
| Pinnacle Financial                      | \$ 34,318 | 13.8% | \$ 19,960                   | 8.0%  | not applicable   |       |
| Pinnacle National                       | \$ 30,777 | 12.3% | \$ 19,960                   | 8.0%  | \$ 24,951  | 10.0% |
| Tier I capital to risk weighted assets: |           |       |                             |       |  |       |
| Pinnacle Financial                      | \$ 31,631 | 12.7% | \$ 9,980                    | 4.0%  | not applicable   |       |
| Pinnacle National                       | \$ 28,090 | 11.3% | \$ 9,980                    | 4.0%  | \$ 14,970  | 6.0%  |
| Tier I capital to average assets (*):   |           |       |                             |       |  |       |
| Pinnacle Financial                      | \$ 31,631 | 11.1% | \$ 11,437                   | 4.0%  | not applicable   |       |
| Pinnacle National                       | \$ 28,090 | 9.8%  | \$ 11,437                   | 4.0%  | \$ 14,296  | 5.0%  |

(\* ) Average assets for the above calculations were based on average assets for the immediately preceding quarter.

Also, in connection with approving Pinnacle National's deposit insurance application, the FDIC imposed an additional capital requirement which remains in effect until October 27, 2003. Pursuant to this requirement, Pinnacle National must maintain a Tier I capital to average assets ratio of at least 8%. At June 30, 2003 and December 31, 2002, as noted above, Pinnacle National's Tier I capital to average assets ratio was 8.1% and 9.8%, respectively.

In order for Pinnacle National to achieve anticipated asset growth while continuing to meet regulatory requirements for minimum capital and for well-capitalized status, we plan to inject additional capital into Pinnacle National. In order to inject the required capital into Pinnacle National, Pinnacle Financial first intends to utilize some or all of its available unrestricted cash of approximately \$3.0 million to increase Pinnacle National's capital position. We currently anticipate during the latter half of 2003 or first quarter of 2004 raising additional capital. This would be accomplished through Pinnacle Financial (1) incurring indebtedness and contributing a corresponding amount of capital to Pinnacle National, which would require regulatory approval, (2) Pinnacle Financial's participation in a trust preferred securities offering which would also require regulatory approval or (3) a public or private equity offering by Pinnacle Financial. Should we issue additional common stock, such securities would dilute the interests of our current shareholders.

*Dividends.* Pinnacle National is subject to restrictions on the payment of dividends to Pinnacle Financial under federal banking laws and the regulations of the Office of the Comptroller of the Currency, or the OCC. Currently, Pinnacle National cannot pay Pinnacle Financial any dividends without prior approval of the OCC.

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We, in turn, are also subject to limits on payment of dividends to our shareholders by the rules, regulations and policies of federal banking authorities. We have not paid any dividends to date, nor do we anticipate paying dividends to our shareholders for the foreseeable future. In order to pay such dividends, we will need to receive dividends from Pinnacle National or have other sources of funds. As a national bank, Pinnacle National will not be able to pay dividends to us until it has a positive retained earnings account. At June 30, 2003, Pinnacle National's accumulated deficit was approximately \$1.8 million. Future dividend policy will depend on Pinnacle National's earnings, capital position, financial condition and other factors.

*Return on Assets and Stockholders' Equity.* The following table shows return on average assets (annualized net income divided by average total assets), return on average equity (annualized net income divided by average stockholders' equity), dividend payout ratio (dividends declared per share divided by net income per share) and stockholders' equity to asset ratio (average stockholders' equity divided by average total assets) for the six months ended June 30, 2003 and for the year ended December 31, 2002.

|  | For the six<br>months<br>ended<br>June 30,<br>2003 | For the<br>year ended<br>December 31,<br>2002 |
|--|--|---|
| Return on average assets               | 0.53%  | 0.29%   |
| Return on average equity               | 5.56%  | 2.47%   |
| Dividend payout ratio                  | %  | %   |
| Average equity to average assets ratio | 9.49%  | 11.58%  |

**Market and Liquidity Risk Management**

Our objective is to manage assets and liabilities to provide a satisfactory, consistent level of profitability within the framework of established liquidity, loan, investment, borrowing, and capital policies. Our Asset Liability Management Committee (ALCO) is charged with the responsibility of monitoring these policies, which are designed to ensure acceptable composition of asset/liability mix. Two critical areas of focus for ALCO are interest rate sensitivity and liquidity risk management.

*Interest Rate Sensitivity.* In the normal course of business, we are exposed to market risk arising from fluctuations in interest rates. ALCO measures and evaluates the interest rate risk so that we can meet customer demands for various types of loans and deposits. ALCO determines the most appropriate amounts of on-balance sheet and off-balance sheet items. Measurements which we use to help us manage interest rate sensitivity include an earnings simulation model, an economic value of equity model, and gap analysis computations. These measurements are used in conjunction with competitive pricing analysis.

Earnings simulation model. We believe that interest rate risk is best measured by our earnings simulation modeling. Forecasted levels of earning assets, interest-bearing liabilities, and off-balance sheet financial instruments are combined with ALCO forecasts of interest rates for the next 12 months and are combined with other factors in order to produce various earnings simulations. To limit interest rate risk, we have guidelines for our earnings at risk which seek to limit the variance of net income to less than 10 percent for a 200 basis point change up or down in rates from management's most likely interest rate forecast over the next twelve months. We have operated within this guideline since inception.

Economic value of equity. Our economic value of equity model measures the extent that estimated economic values of our assets, liabilities and off-balance sheet items will change as a result of interest rate changes. Economic values are determined by discounting expected cash flows from assets, liabilities and off-balance sheet items, which establishes a base case economic value of equity. To help limit interest rate risk, we have a guideline stating that for an instantaneous 200 basis point change in interest rates up or down, the economic value of equity will not change by more than 20 percent from the base case. We have operated within this guideline since inception.

Gap analysis. An asset or liability is considered to be interest rate-sensitive if it will reprice or mature within the time period analyzed; for example, within three months or one year. The interest rate-

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sensitivity gap is the difference between the interest-earning assets and interest-bearing liabilities scheduled to mature or reprice within such time period. A gap is considered positive when the amount of interest rate-sensitive assets exceeds the amount of interest rate-sensitive liabilities. A gap is considered negative when the amount of interest rate-sensitive liabilities exceeds the interest rate-sensitive assets. During a period of rising interest rates, a negative gap would tend to adversely affect net interest income, while a positive gap would tend to result in an increase in net interest income. Conversely, during a period of falling interest rates, a negative gap would tend to result in an increase in net interest income, while a positive gap would tend to adversely affect net interest income. If our assets and liabilities were equally flexible and moved concurrently, the impact of any increase or decrease in interest rates on net interest income would be minimal.

At June 30, 2003, our cumulative twelve-month interest rate-sensitivity gap ratio of earning assets to interest bearing liabilities was 93% (compared to 82% at December 31, 2002), which was within our targeted ratio of 75% to 125% in this time horizon. Since the ratio is less than 100%, the ratio indicates that our interest-bearing liabilities will reprice during this period at a rate faster than our interest-earning assets absent the factors mentioned previously. There is a general view in credit markets that interest rates will eventually rise over the next 12 months which, given our gap position, could have a negative impact on our net interest income.

However, deposit pricing will generally lag both in degree and timing with any upward interest rate adjustments. Thus, our management believes we are in an acceptable position to manage our net interest margins through an upward rate environment.

Each of the above analysis may not, on their own, be an accurate indicator of how our net interest income will be affected by changes in interest rates. Income associated with interest-earning assets and costs associated with interest-bearing liabilities may not be affected uniformly by changes in interest rates. In addition, the magnitude and duration of changes in interest rates may have a significant impact on net interest income. For example, although certain assets and liabilities may have similar maturities or periods of repricing, they may react in different degrees to changes in market interest rates. Interest rates on certain types of assets and liabilities fluctuate in advance of changes in general market rates, while interest rates on other types may lag behind changes in general market rates. In addition, certain assets, such as adjustable rate mortgage loans, have features (generally referred to as interest rate caps and floors) which limit changes in interest rates. Prepayment and early withdrawal levels also could deviate significantly from those assumed in calculating the maturity of certain instruments. The ability of many borrowers to service their debts also may decrease during periods of rising interest rates. ALCO reviews each of the above interest rate sensitivity analyses along with several different interest rate scenarios as part of its responsibility to provide a satisfactory, consistent level of profitability within the framework of established liquidity, loan, investment, borrowing, and capital policies.

We may also use derivative financial instruments to improve the balance between interest-sensitive assets and interest-sensitive liabilities and as one tool to manage our interest rate sensitivity while continuing to meet the credit and deposit needs of our customers. At June 30, 2003 and December 31, 2002, we had not entered into any derivative contracts to assist managing our interest rate sensitivity.

*Liquidity Risk Management.* The purpose of liquidity risk management is to ensure that there are sufficient cash flows to satisfy loan demand, deposit withdrawals, and our other needs. Traditional sources of liquidity for a bank include asset maturities and growth in core deposits. A bank may achieve its desired liquidity objectives from the management of its assets and liabilities and by internally generated funding through its operations. Funds invested in marketable instruments that can be readily sold and the continuous maturing of other earning assets are sources of liquidity from an asset perspective. The liability base provides sources of liquidity through attraction of increased deposits and borrowing funds from various other institutions.

Changes in interest rates also affect our liquidity position. We currently price deposits in response to market rates and our management intends to continue this policy. If deposits are not priced in response to market rates, a loss of deposits could occur which would negatively affect our liquidity position.

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Scheduled loan payments are a relatively stable source of funds, but loan payoffs and deposit flows fluctuate significantly, being influenced by interest rates, general economic conditions and competition. Additionally, debt security investments are subject to prepayment and call provisions that could accelerate their payoff prior to stated maturity. We attempt to price our deposit products to meet our asset/liability objectives consistent with local market conditions. Our ALCO is responsible for monitoring our ongoing liquidity needs. Our regulators also monitor our liquidity and capital resources on a periodic basis.

At June 30, 2003, we had unfunded loan commitments outstanding of \$76.3 million and outstanding standby letters of credit of \$18.8 million. Because these commitments generally have fixed expiration dates and many will expire without being drawn upon, the total commitment level does not necessarily represent future cash requirements. If needed to fund these outstanding commitments, Pinnacle National has the ability to liquidate Federal funds sold or securities available-for-sale or on a short-term basis to borrow and purchase Federal funds from other financial institutions. To date, Pinnacle National has been able to fund its ongoing liquidity needs through attraction of additional deposits or liquidation of Federal funds sold. At June 30, 2003, Pinnacle National had accommodations with upstream correspondent banks for unsecured short-term advances. These accommodations have various covenants related to their term and availability, and in most cases must be repaid within less than a month. The following table presents additional information about our unfunded commitments as of June 30, 2003, which by their terms have contractual maturity dates subsequent to June 30, 2003 (dollars in thousands):

|                              | <u>Next 12<br/>Months</u> | <u>13-36<br/>Months</u> | <u>37-60<br/>Months</u> | <u>More than<br/>60 Months</u> | <u>Totals</u>     |
|------------------------------|---------------------------|-------------------------|-------------------------|--------------------------------|-------------------|
| <i>Unfunded commitments:</i> |                           |                         |                         |                                |                   |
| Letters of credit            | \$ 17,680                 | \$ 901                  | \$ 234                  | \$                             | \$ 18,815         |
| Lines of credit              | 51,101                    | 7,050                   | 1,226                   | 16,942                         | 76,319            |
|                              | <u>          </u>         | <u>          </u>       | <u>          </u>       | <u>          </u>              | <u>          </u> |
| Totals                       | \$68,781                  | \$7,951                 | \$1,460                 | \$16,942                       | \$95,134          |
|                              | <u>          </u>         | <u>          </u>       | <u>          </u>       | <u>          </u>              | <u>          </u> |

In addition, Pinnacle National is a member of the Federal Home Loan Bank of Cincinnati. As a result, Pinnacle National receives advances from the Federal Home Loan Bank of Cincinnati, pursuant to the terms of various borrowing agreements, which assist it in the funding of its home mortgage and commercial real estate loan portfolios. Pinnacle National has pledged under the borrowing agreements with the Federal Home Loan Bank of Cincinnati certain qualifying residential mortgage loans and, pursuant to a blanket lien, all qualifying commercial mortgage loans as collateral. At June 30, 2003, Pinnacle National had received advances from the Federal Home Loan Bank of Cincinnati totaling \$41.5 million at the following rates and maturities (dollars in thousands):

|                                       | <u>Amount</u>     | <u>Interest<br/>Rate</u> |
|---------------------------------------|-------------------|--------------------------|
| July 28, 2003                         | \$ 3,000          | 1.44%                    |
| October 17, 2003                      | 2,000             | 3.42                     |
| December 31, 2003                     | 3,000             | 1.50                     |
| March 29, 2004                        | 3,000             | 4.38                     |
| April 17, 2004                        | 2,000             | 2.64                     |
| April 28, 2004                        | 1,500             | 2.52                     |
| May 5, 2004                           | 9,000             | 1.41                     |
| June 18, 2004                         | 3,000             | 1.24                     |
| July 28, 2004                         | 2,000             | 1.88                     |
| July 31, 2004                         | 4,000             | 2.94                     |
| October 15, 2004                      | 3,000             | 3.10                     |
| January 28, 2005                      | 2,000             | 2.15                     |
| January 28, 2006                      | 2,000             | 2.73                     |
| January 28, 2007                      | 2,000             | 3.19                     |
|                                       | <u>          </u> |                          |
|                                       | \$41,500          |                          |
|                                       | <u>          </u> |                          |
| <i>Weighted average interest rate</i> |                   | 2.29%                    |



At June 30, 2003, brokered certificates of deposit approximated \$48.7 million which represented 13.2% of total fundings compared to \$42.7 and 15.8% at December 31, 2002. We issue these brokered certificates through several different brokerage houses based on competitive bid. Typically, these funds are for varying maturities from six months to two years and are issued at rates which are competitive to rates we would be

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required to pay to attract similar deposits from the local market as well as rates for Federal Home Loan Bank of Cincinnati advances of similar maturities. We consider these deposits to be a ready source of liquidity under current market conditions.

At June 30, 2003, we had no significant commitments for capital expenditures. However, we are in the process of developing our branch network in Davidson and surrounding counties. As a result, we anticipate that we will enter into contracts to buy property or construct branch facilities and/or lease agreements to lease property and/or rent currently constructed facilities. We anticipate opening a branch facility in the Cool Springs area of Williamson County later this year. We currently anticipate the land and facility to cost approximately \$2,000,000 to construct and equip.

The following table presents additional information about our contractual obligations as of June 30, 2003, which by their terms have contractual maturity and termination dates subsequent to June 30, 2003 (dollars in thousands):

|  | <u>Next 12<br/>Months</u> | <u>13-36<br/>Months</u> | <u>37-60<br/>Months</u> | <u>More than<br/>60 Months</u> | <u>Totals</u>     |
|--|---------------------------|-------------------------|-------------------------|--------------------------------|-------------------|
| <b>Contractual obligations:</b>                |                           |                         |                         |                                |                   |
| Certificates of deposit                        | \$ 91,424                 | \$53,955                | \$ 25                   | \$                             | \$ 145,404        |
| Securities sold under agreements to repurchase | 7,803                     |                         |                         |                                | 17,803            |
| Federal Home Loan Bank advances                | 26,500                    | 13,000                  | 2,000                   |                                | 41,500            |
| Minimum operating lease commitments            | 403                       | 838                     | 882                     | 1,686                          | 3,809             |
|  | <u>          </u>         | <u>          </u>       | <u>          </u>       | <u>          </u>              | <u>          </u> |
| Totals   | \$136,130                 | \$67,793                | \$2,907                 | \$1,686                        | \$208,516         |
|  | <u>          </u>         | <u>          </u>       | <u>          </u>       | <u>          </u>              | <u>          </u> |

Our management believes that we have adequate liquidity to meet all known contractual obligations and unfunded commitments, including loan commitments and reasonable borrower, depositor, and creditor requirements over the next twelve months.

**Impact of Inflation**

The consolidated financial statements and related consolidated financial data presented herein have been prepared in accordance with generally accepted accounting principles and practices within the banking industry which require the measurement of financial position and operating results in terms of historical dollars without considering the changes in the relative purchasing power of money over time due to inflation. Unlike most industrial companies, virtually all the assets and liabilities of a financial institution are monetary in nature. As a result, interest rates have a more significant impact on a financial institution's performance than the effects of general levels of inflation.

**Recent Accounting Pronouncements**

In November 2002, the FASB issued Interpretation No. 45, *Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness to Others, an interpretation of FASB Statements No. 5, 57, and 107 and a rescission of FASB Interpretation No. 34*. This Interpretation elaborates on the disclosures to be made by a guarantor in its interim and annual financial statements about its obligations under guarantees issued. The Interpretation also clarifies that a guarantor is required to recognize, at inception of a guarantee, a liability for the fair value of the obligation undertaken. The initial recognition and measurement provisions of the Interpretation are applicable to guarantees issued or modified after December 31, 2002 and are not expected to have a material effect on Pinnacle Financial's financial statements. The disclosure requirements are effective for financial statements of interim and annual periods ending after December 15, 2002. Pinnacle Financial adopted this new standard on January 1, 2003. The adoption of this new standard had no effect on the consolidated financial position or results of operations of Pinnacle Financial as of and for the three and six months ended June 30, 2003.

In January 2003, the FASB issued Interpretation No. 46, *Consolidation of Variable Interest Entities, an interpretation of ARB No. 51*. This Interpretation addresses the consolidation by business enterprises of variable interest entities as defined in the Interpretation. The Interpretation applies immediately to variable interests in variable interest entities created after January 31, 2003, and to variable interests in variable

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interest entities obtained after January 31, 2003. For public enterprises, such as Pinnacle Financial, with a variable interest in a variable interest entity created before February 1, 2003, the Interpretation is applied to the enterprise no later than the end of the first annual reporting period beginning after June 15, 2003. The Interpretation requires certain disclosures in financial statements issued after January 31, 2003 if it is reasonably possible that Pinnacle Financial will consolidate or disclose information about variable interest entities when the Interpretation becomes effective. The application of this Interpretation is not expected to have a material effect on Pinnacle Financial's financial statements.

In April 2003, the FASB issued FASB Statement No. 149, *Amendment of Statement 133 on Derivative Instruments and Hedging Activities*. This Statement amends and clarifies financial accounting and reporting for derivative instruments, including certain derivative instruments embedded in other contracts (collectively referred to as derivatives) and for hedging activities under FASB Statement No. 133, *Accounting for Derivative Instruments and Hedging Activities*. The provisions of this Statement are effective for contracts entered into or modified after June 30, 2003 and hedging relationships designated after June 30, 2003. Except for the provisions related to FASB Statement No. 133, *Accounting for Derivative Instruments and Hedging Activities*, all provisions of this Statement should be applied prospectively. The provisions of the Statement related to Statement 133 Implementation Issues that have been effective for fiscal quarters that begin prior to June 15, 2003, should continue to be applied in accordance with their respective effective dates. In addition, the provisions, which relate to forward purchases or sales of when issued securities or other securities that do not yet exist, should be applied to both existing contracts and new contracts entered into after June 30, 2003. The adoption of this new standard had no effect on the consolidated financial position or results of operations of Pinnacle Financial as of and for the three and six months ended June 30, 2003.

In May 2003, the FASB issued FASB Statement No. 150, *Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity*. This Statement establishes standards for how an issuer classifies and measures certain financial instruments with characteristics of both liabilities and equity. It requires that an issuer classify a financial instrument that is within its scope as a liability (or an asset in some circumstances). Many of those instruments were previously classified as equity. The provisions of this Statement are effective for financial instruments entered into or modified after May 31, 2003, and otherwise are effective at the beginning of the first interim period beginning after June 15, 2003. It is to be implemented by reporting the cumulative effect of a change in an accounting principle for financial instruments created before May 15, 2003 and still existing at the beginning of the interim period of adoption. The adoption of this new standard is not expected to have an impact on the consolidated financial position or results of operations of Pinnacle Financial.

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**Item 3. Controls and Procedures**

As of the end of the period covered by this report, Pinnacle Financial carried out an evaluation, under the supervision and with the participation of our President and Chief Executive Officer and our Chief Financial Officer, of the effectiveness of Pinnacle Financial's disclosure controls and procedures (as defined in the Securities Exchange Act of 1934 Rules 13a-14(c) and 15d-14(c)). Based upon that evaluation, our President and Chief Executive Officer and our Chief Financial Officer concluded that our disclosure controls and procedures were adequate to ensure that material information relating to us and our consolidated subsidiaries would be made known to them by others within Pinnacle Financial and its consolidated subsidiaries.



**Table of Contents****PART II. OTHER INFORMATION****ITEM 1. LEGAL PROCEEDINGS**

There are no material pending legal proceedings to which the Company is a party or of which any of their property is the subject.

**ITEM 2. CHANGES IN SECURITIES**

- (a) Not applicable
- (b) Not applicable
- (c) Not applicable
- (d) Not applicable

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

Not applicable

**ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

- (a) The annual meeting of the shareholders of the Company was held on April 15, 2003.
- (b) The following Class III directors were elected at the meeting to serve until the annual meeting of shareholders in the year 2006:

|                     | Votes<br>For | Votes<br>Withheld | Broker<br>Non-votes |
|---------------------|--------------|-------------------|---------------------|
| Dale W. Polley      | 3,516,128    | 2,000             |                     |
| James L. Shaub, II  | 3,516,128    | 2,000             |                     |
| Reese L. Smith, III | 3,516,128    | 2,000             |                     |
| M. Terry Turner     | 3,508,628    | 9,500             |                     |

In addition, the following directors continue in office until the annual meeting of shareholders in the year indicated:

|                         |      |
|-------------------------|------|
| Sue G. Atkinson         | 2004 |
| Gregory L. Burns        | 2004 |
| Clay T. Jackson         | 2004 |
| Colleen Conway-Welch    | 2004 |
| John E. Maupin, DDS     | 2005 |
| Robert E. McNeilly, Jr. | 2005 |
| Robert A. McCabe, Jr.   | 2005 |
| Linda E. Rebrovick      | 2005 |

**ITEM 5. OTHER INFORMATION**

None.

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**ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K**

**(a) Exhibits**

- 31.1 Certification pursuant to Rule 13a-14(a)/15d-14(a)
- 31.2 Certification pursuant to Rule 13a-14(a)/15d-14(a)
- 32.1 Certification pursuant to 18 USC Section 1350 Sarbanes-Oxley Act of 2002
- 32.2 Certification pursuant to 18 USC Section 1350 Sarbanes-Oxley Act of 2002

**(b) Reports on Form 8-K**

A current report on Form 8-K dated April 14, 2003, was furnished to the Securities and Exchange Commission under Item 9 Regulation FD Disclosure and Item 12 Results of Operations and Financial Condition of such form, and was furnished to disclose the press release issued by the Registrant on April 14, 2003 announcing the Registrant's results for the first quarter of 2003.

A current report on Form 8-K dated June 16, 2003, was furnished the Securities and Exchange Commission under Item 9 Regulation FD Disclosure and Item 12 Results of Operations and Financial Condition of such form, publishing a slide package prepared for use by M. Terry Turner, President and Chief Executive Officer; Robert A. McCabe, Jr., Chairman of the Board; and Harold R. Carpenter, Chief Financial Officer of Pinnacle Financial Partners, Inc. for presentation to investment analysts, institutional and other investors and others.

Notwithstanding the foregoing, information furnished under Items 9 and 12 of our Current Reports on Form 8-K, included the related Exhibits shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934

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**SIGNATURES**

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

PINNACLE FINANCIAL PARTNERS, INC.

By: /s/ M. Terry Turner

\_\_\_\_\_

M. Terry Turner  
President and Chief Executive Officer

Date: August 7, 2003

By: /s/ Harold R. Carpenter

\_\_\_\_\_

Harold R. Carpenter  
Chief Financial Officer

Date: August 7, 2003

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**EXHIBIT INDEX**

| <b>Exhibit<br/>No.</b> | <b>Description</b>   |
|------------------------|--|
| 31.1                   | Certification pursuant to Rule 13a-14(a)/15d-14(a)                       |
| 31.2                   | Certification pursuant to Rule 13a-14(a)/15d-14(a)                       |
| 32.1                   | Certification pursuant to 18 USC Section 1350 Sarbanes-Oxley Act of 2002 |
| 32.2                   | Certification pursuant to 18 USC Section 1350 Sarbanes-Oxley Act of 2002 |

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