

Edgar Filing: AMEGY BANCORPORATION, INC. - Form 425

AMEGY BANCORPORATION, INC.

Form 425

November 22, 2005

Filed by Zions Bancorporation

Pursuant to Rule 425 under the

Securities Act of 1933

and deemed filed pursuant to Rule 14a-12

under the Securities Exchange Act of 1934

Subject Company: Amegy Bancorporation, Inc.

Commission File No.:000-22007

FORWARD-LOOKING STATEMENTS

Statements contained in this filing which are not historical facts are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include, but are not limited to, statements about the benefits of the merger between Zions Bancorporation and Amegy Bancorporation, Inc., including future financial and operating results and performance; statements about Zions Bancorporation's and Amegy Bancorporation, Inc.'s plans, objectives, expectations and intentions with respect to future operations, products and services; and other statements identified by words such as expects, anticipates, intends, plans, believes, seeks, estimates, should, may or words of similar meaning. These forward-looking statements are based upon the current beliefs and expectations of the management of Zions Bancorporation and Amegy Bancorporation, Inc. and are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are difficult to predict and generally beyond the control of Zions Bancorporation and Amegy Bancorporation, Inc. In addition, these forward-looking statements are subject to assumptions with respect to future business strategies and decisions that are subject to change. Actual results may differ materially from the anticipated results discussed in these forward-looking statements.

The following factors, among others, could cause actual results to differ materially from the anticipated results or other expectations expressed in the forward-looking statements: (1) the businesses of Zions Bancorporation and Amegy Bancorporation, Inc. may not be combined successfully, or such combination may take longer, be more difficult, time-consuming or costly to accomplish than expected; (2) the expected growth opportunities and cost savings from the merger may not be fully realized or may take longer to realize than expected; (3) operating costs, customer losses and business disruption following the merger, including adverse effects on relationships with employees, may be greater than expected; (4) governmental approvals of the merger may not be obtained, or adverse regulatory conditions may be imposed in connection with governmental approvals of the merger; (5) adverse governmental or regulatory policies may be enacted; (6) competition from other financial services companies; (7) economic conditions, either nationally or locally in areas in which Zions Bancorporation and Amegy Bancorporation, Inc. conduct their operations, being less favorable than expected; (8) changes in the interest rate environment reducing expected interest margins; and (9) legislation or regulatory changes, which adversely affect the ability of Zions Bancorporation or Amegy Bancorporation, Inc. to conduct the businesses in which they are engaged. Additional factors that could cause actual results to differ materially from those expressed in the forward-looking statements are discussed in the 2004 Annual Reports on Form 10-K of Zions Bancorporation and Amegy Bancorporation, Inc. filed with the Securities and Exchange Commission and available at the SEC's Internet site (<http://www.sec.gov>). Neither Zions Bancorporation nor Amegy Bancorporation, Inc. undertakes any obligation to update any forward-looking statements to reflect circumstances or events that occur after the date on which such statements were made.

ADDITIONAL INFORMATION AND WHERE TO FIND IT

Edgar Filing: AMEGY BANCORPORATION, INC. - Form 425

This communication is being made in respect of the proposed merger transaction involving Zions Bancorporation and Amegy Bancorporation, Inc. Zions Bancorporation has filed a Form S-4, Amegy Bancorporation has filed a proxy statement and both companies have filed or will file other relevant documents concerning the proposed merger transaction with the Securities and Exchange Commission (SEC). INVESTORS ARE URGED TO READ THE FORM S-4 AND PROXY STATEMENT AND ANY

OTHER RELEVANT DOCUMENTS FILED WITH THE SEC BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. You will be able to obtain the documents free of charge at the website maintained by the SEC at www.sec.gov. In addition, you may obtain documents filed with the SEC by Zions free of charge by contacting: Investor Relations, Zions Bancorporation, One South Main Street, Suite 1134, Salt Lake City, Utah 84111, (801) 524-4787. You may obtain documents filed with the SEC by Amegy free of charge by contacting: Controller, Amegy Bancorporation, 4400 Post Oak Parkway, Houston, Texas 77027, (713) 235-8800.

ZIONS BANCORPORATION AT MERRILL LYNCH CONFERENCE

Date: November 16, 2005

On November 16, 2005 Zions Bancorporation Vice Chairman and Chief Financial Officer spoke at the Merrill Lynch Conference in New York. Mr. Arnold discussed certain matters relating to its proposed merger with Amegy Bancorporation, Inc. This filing contains a transcript of portions of the presentation relating to the proposed merger and slides presented during the presentation.

Note: words in brackets [] have been added for clarity.

CORPORATE SPEAKER

Doyle Arnold, Zions Bancorporation Vice Chairman and Chief Financial Officer

EXCERPTS FROM PRESENTATION

Doyle Arnold - Zions Bancorporation - CFO

What I'd like to do now is give you a brief update on where we are with the Amegy acquisition; what we think it does for us; what we have to do to make it work and so forth.

First of all Amegy should not be dilutive to our growth. In fact, they have grown topline faster than we have in terms of loans and deposits. Over most of the period covered by this graph chart going back to 2000, their growth benefited from some acquisitions and ours did not. We did not acquire any loans or deposits through acquisitions of banks in 2001. I just we closed one in 2001 and early 2002 perhaps and nothing in '03 '04 and to date in '05 to speak of. There was one tiny one that closed in '02 or early '03 in Arizona but it was only \$100 million.

They have done some significant ones but nonetheless their growth organically has been roughly comparable to ours during this time period. What they didn't do as well over the same time period was two things. One is manage interest rate risks and two, is managed cost. This chart illustrates the divergence in

their net interest margin from peers and ourselves. Again the orange line that ends at 4.59% is our the scale now is blown up. It is the same data points you saw for us earlier, culminating in 4.59% that is our net interest margin by quarter. The yellowish line is the peer average and the blue line is what has been happening to Amegy with a very steady decline from a larger net going back 4 or 5 years, was actually higher than ours to one that has been declining throughout when rates were coming down and when rates went back up; and is now significantly below ours.

They have pursued a very different strategy than we have with a large book of mortgage-backed securities to extend duration in some other investment securities which generated pricing pressure on their funding etc. and of course those securities were marked to market underwater as rates rose but not taken through the income statement. So, very difficult for them to get out of that position without destroying the quarter's earnings.

We will soon as we get that approval again more aggressively repositioning that portfolio and then mark whatever is still on the books it will be marked to market at the close, taken into goodwill and we will be basically changing them from an extended duration by balance sheet assets strategy to extended duration with interest rate swaps strategy, much as the one we pursue.

They also let expenses get out of control. Again, they are the orange line that has risen to about 65%. We think there is no reason that we cannot get them down into something in the ballpark of our efficiency ratio. Our four banks that are most comparable to them in terms of size, asset mix, etc., operate with efficiency ratios ranging from the high 40s to the mid-50s. Company as a whole is in the mid-50s.

If we simply get them from their mid-60s down into that range, we will achieve the expense reductions that we suggested right after we announced the transaction and perhaps even then some. And we have now specifically identified expense cuts in the range of the two numbers on the bottom of this chart between \$44 and \$55 million. We are very confident that we can get to those numbers over the year to 18 months after the close.

So all we have to do to make this acquisition work out long-term is continue the growth and I will point out that they continued to post very strong growth in the third quarter. Usually in an acquisition scenario, you talk about how much attrition will the acquired institution suffer. We talked about how much growth there would be when we announced the deal and in fact even though it closed in the early third excuse me was announced in early July, they posted very strong loan and deposit growth. The customer reception has been very good, no loss of key relationship officers etc. which I am aware of.

So the growth engine there remains intact. Their credit culture is fine. We want to maintain that, just tweak it and incorporate it into our credit process and then work on the efficiency ratio and on the interest rate risk management problems, both of which we think are quite tractable.

In terms of status, we as I mentioned, they had a very strong third quarter, I think somewhat to the surprise of at least some analysts and investors. They made limited progress on the balance sheet restructuring, again waiting for certainty of close before they began to do that.

At this point they have probably taken about \$150 million of mortgage-backs and other assets off the balance sheet. They did shrink eurodollar funding by several hundred million dollars in the third quarter. And again as we get close to close, we will begin to more aggressively wind down that securities portfolio and the high-cost funding.

Edgar Filing: AMEGY BANCORPORATION, INC. - Form 425

The Amegy shareholders approved by a margin of, I think 98 or 99%, very strong approval. We issued, as I mentioned, last week the \$600 million of subordinated debt to raise cash to fund the cash portion of the cash stock mix. And essentially we are waiting for Fed approval at this point. That could come at any time. We are not aware of any outstanding issues or information requests that the Fed for which the Fed is awaiting response from us. So we are just now waiting on them.

So with a tack on a mandatory as I understand it 15 day waiting period after Fed approval before we are allowed to close under the antitrust laws, you get to an early December perhaps close or sometime in the few weeks thereafter.

So that is an update on Amegy. Now setting Amegy aside, what is going to drive growth in the next year or so? We still expect loan and deposit growth although I believe Heather has written a nice piece about regional banks, about slowdown. And I think we are not immune from that. I don't think it pays to bet against the Fed. The Fed is clearly intent on achieving a slowdown so I don't know that we will continue the strong double-digit loan growth in '06 that we have had in '04 and '05. It may slow by a few percentage points, outside of Nevada, I haven't really seen signs of that yet but we think it is probably on the horizon.

Credit cost can't get much lower. They are stellar. We don't see anything on the horizon that says credit quality has deteriorated or is about to so it is not clear that costs will go up. But they can't be a driver of increased earnings. Neither do we think that our margin can expand or will expand much from where it is. Best outlook is reasonably stable quarter to quarter, a few basis points either way with probably a slight bias downward but very slight.

Amegy's margin on the other hand, when we're depending upon how much of the securities portfolio we get sold before close or very early after the close, our margin may be reported margin may be compressed substantially for one quarter as we wait until we get those off the books but basically we will be and believe that we can raise Amegy's component of our margin to something reasonably close to what we have today, i.e., in the 4.5, 4.6% range. Let's call it 4.4 to 4.6 as opposed to down in the 3.7, 3.8 range where they are today.

But that'll take perhaps to fully achieve that will take until probably late second quarter. We get most of it done in December and January.

Our efficiency ratio will also deteriorate immediately after Amegy and come back down as we get the costs out of there. We have suspended the stock buyback as (we got the checkmark on the wrong line here for which I apologize). We are not doing stock buybacks in '06. It is suspended as we rebuild capital and will remain so until probably late in '06. And then we will begin to phase it back in. Then just a caution. There'll be a lot of noise in the quarter or two around the Amegy closing related to the purchase of accounting, increased goodwill, core deposit, intangibles, severance cost, stay in place bonuses and all of the kind of stuff that you are used to seeing.

So we will try to for the next quarter or two we will give you a progress report on how we are doing on the integration getting the costs out etc. and on the topline growth but the bottom line will be a little noisy for certainly in the quarter in which we close and perhaps for one or two thereafter.

Questions and Answers

Unidentified Audience Member

(inaudible)

Doyle Arnold - Zions Bancorporation - CFO

Could you repeat that? I just couldn't quite hear you.

Unidentified Audience Member

When you restructure Amegy's assets are you going to be taking losses (indiscernible) portfolios?

Doyle Arnold - Zions Bancorporation - CFO

Yes.

Unidentified Audience Member

How would you handle that?

Doyle Arnold - Zions Bancorporation - CFO

First of all, the losses have been taken through the equity account already, up through September 30th. These securities have been marked to market through other comprehensive income so they hit the equity account directly but have not flowed through the income statement. The total magnitude of that mark-to-market loss at September 30th, I believe, was \$25 or \$30 million. Somewhere in that range. And it has probably increased \$2 million or so since then. It is probably in the \$40-something million range given the way interest rates have moved at this point.

What we sell whatever is on the books the day we close will be marked-to-market on the day we close and that mark will be just become a part of goodwill. That mark will not flow through the income statement. What we sell, what they sell before the close will hit their income statement and flow through net income.

So if they sell a couple hundred million and take a loss on it in December or so and we close in December, you'll never see those results reported. And, again, they will start to diminish equity, however, and we will simply become a component of goodwill. Whatever is on our books the day after we close, if we sell anything it will have been marked-to-market. But after then if we sell it the next day and rates have moved downward there'll be a gain and we will take our gain. If rates have moved upward there'll be a loss and we will take a loss.

So anything after that mark will flow through our income statement for a quarter or two. No impact, really, on the net equity, shareholders equity, whichever way it goes but that is one of the reasons for the noise in reported net income. It is one of the reasons we want to get as much of that portfolio restructured as quickly as we can so that we can reduce that noise.

There are 200 or 300 million of those securities that are pledged against municipal deposits that we won't necessarily be able to sell until second quarter. So there'll be some noise there that is not hedgeable but not a lot.

Unidentified Audience Member

(indiscernible microphone inaccessible)

Doyle Arnold - Zions Bancorporation - CFO

Yes to 1, no to 2, yes to 3. Amegy will exert a strong downward bias initially on our reported margin but the fundamentals will improve pretty quickly as we restructure their portfolio. We are not terribly concerned about whether the Fed continues to tighten or not. That in itself won't

Edgar Filing: AMEGY BANCORPORATION, INC. - Form 425

have a whole lot of impact on us. The implied forward yield curve anticipates at least three about I think three more Fed tightenings. I think under that scenario we are probably roughly flat in the first year in asset-sensitive and the second year out. It's the best we can measure it.

Merrill Lynch Banking and Financial
Services Conference
16 November 2005

The Intermountain West's
Largest Banking Company

Total
Assets
Over
\$33

Billion
(\$40+
billion
pro
forma

24
th
Largest Domestic Bank by Deposits

S&P 500 Index

NASDAQ Financial 100 Index

Nearly 400 Offices and 500 ATMs in 8 States
)

Strategic Overview

Operate in high growth markets

Local banks, brands, management,
incentives

Centralized:

Risk management

Tech & ops

Strategic Overview:
Implications

Operate in high growth markets

High rate of RE development, business formation and expansion

Strong loan growth

Local management, brands

Focus on relationship banking

No scale for mass market advertising

Limited consumer focus

Deposit growth usually lags loan growth

Loan growth dominated by small & mid mkt
C&I
and CRE

Strategic Overview:
Implications

Risk profile: **Loan quality high**

Growth markets

Relationship banking

Earning assets grow without stretching for sub-prime

Consumer lending lags

Strategic Overview:
Implications

Risk
profile:
NIM
naturally

high,
but
volatile

Earning assets dominated by variable rate
commercial lending

Limited deposits to fund securities, e.g., MBS s
to
extend duration

Interest rate swaps reduce asset sensitivity without
using expensive capital

Extend duration, and

Pick up yield (in normal
rate environment)

Source: SNL DataSource

Note: Deposit and asset growth from June 30, 2000 to June 30, 2005. Rank by bank deposits in state.

A Collection of Great Banks

Branches: 42

Deposits: \$1.6B

Rank:

7

2004 ROAA: 0.8%

5-Yr. Dep. Growth: 2.3%

5-Yr. Asset Growth: 1.1%

Vectra Bank Colorado

Branches: 150

Deposits: \$8.3B

Rank:

1

(UT)

/

8

(ID)

2004 ROAA: 1.3%

5-Yr. Dep. Growth: 15.0%

5-Yr. Asset Growth: 9.3%

Zions Bank

Branches: 54

Deposits: \$3.2B

Rank:

4

2004 ROAA: 1.4%

5-Yr. Dep. Growth: 20.3%

5-Yr. Asset Growth: 18.7%

National Bank of Arizona

Branches: 94

Deposits: \$8.4B

Rank:

8

2004 ROAA: 1.5%

5-Yr. Dep. Growth: 9.7%

5-Yr. Asset Growth: 8.1%

California Bank & Trust

Branches: 1

Deposits: \$0.4B

Rank:

17

2004 ROAA: 1.6%

5-Yr. Dep. Growth: 7.2%

5-Yr. Asset Growth: 11.9%

Commerce Bank of Washington

Branches: 78

Deposits: \$5.9B

Rank:

7

2004 ROAA: 1.1%

5-Yr. Dep. Growth: 15.6%

5-Yr. Asset Growth: 16.2%

Amegy Bank

Commerce Bank of Oregon

Branches: 1

Branches: 70

Deposits: \$3.0B

Rank:

5

2004 ROAA: 1.6%

5-Yr. Dep. Growth: 8.7%

5-Yr. Asset Growth: 7.9%

Nevada State Bank

th

th

th

th

st

th

th

th

Our Growth Engine

114%

108%

60%

56%

52%

51%

46%

41%

37%

35%

29%

0%

20%

40%

60%

80%

100%

120%

NV

AZ

TX

UT

ID

ZION

WA

OR

CA

CO

US

Projected

Population

Growth

2005

2030

Source: Census Data

The Best Footprint in
Banking
2005
2010 Projected Weighted Average (by MSA) Population Growth
Source: SNL DataSource
Includes selected peers
11.4%

10.6%
10.3%
9.5%
8.9%
8.7%
8.7%
8.1%
7.7%
7.4%
7.1%
6.6%
6.5%
6.3%
6.3%
6.2%
5.7%
5.7%
5.6%
5.5%
5.1%
5.0%
3.1%
3.0%
3.0%
3.0%
3.0%
2.9%
2.4%
2.0%
11.1%
0%
2%
4%
6%
8%
10%
12%

Drivers of Recent EPS

Growth

No significant write-offs

Stock buybacks

Improving efficiency ratio

Expanding net interest margin

Lower credit costs

Loan and deposit growth
2003-05

Franchise Growth

25,400
27,492
15,000
17,000
19,000
21,000

23,000

25,000

27,000

29,000

Deposits

Loans (incl

sold and serviced)

Loan Growth
By Loan Type
9%
2,050
745
1,305
24,037

22,732
TOTAL
14%
43
43
343
300
Other
-3%
(194)
(194)
5,901
6,095
Consumer
15%
1,125
173
952
8,486
7,534
CRE
12%
1,076
572
504
9,307
8,803
C&I
% Increase
Gross
Increase
Sold
Increase
9/30/05
12/31/04

Loans by Purpose
(9/30/2005)
CRE
Construction -
Residential
12%
CRE

Construction -
Commercial
7%
Consumer
25%
Commercial &
Industrial
39%
CRE Term
17%
Loans by Purpose
(9/30/2005)
Consumer
25%
CRE Term
17%
Commercial
39%
CRE
Construction
19%
CRE Loans
A Diversified Portfolio

Collateral Location

Arizona
Northern
California
Southern
California
Nevada

Colorado
Utah/ Idaho
Commercial Term
Industrial
0.96%
0.68%
2.63%
0.06%
0.67%
0.25%
Office
1.88%
0.55%
3.79%
2.48%
1.17%
1.92%
Retail
1.23%
0.82%
2.51%
1.80%
0.25%
0.44%
Hotel/Motel
1.41%
0.42%
0.81%
0.45%
0.31%
1.14%
A&D
0.21%
0.08%
0.24%
0.52%
0.11%
0.37%
Medical
0.60%
0.10%
0.45%
0.48%
0.02%
0.17%
Recreation/Restaurant
0.51%
0.10%
0.45%
0.19%

0.07%

0.10%

Multifamily

0.10%

0.45%

1.94%

0.59%

0.34%

0.76%

Other

0.94%

0.34%

1.97%

1.09%

0.38%

1.72%

Total Commercial Term

7.84%

3.55%

14.78%

7.66%

3.32%

6.87%

Residential Construction

Single Family Housing

4.87%

0.99%

4.69%

0.87%

0.91%

0.13%

Land Acquisition & Development

3.69%

1.24%

3.89%

1.78%

0.63%

0.34%

Total Residential Construction

8.57%

2.23%

8.58%

2.65%

1.54%

0.47%

Commercial Construction

Industrial

0.33%

0.00%

0.17%

1.39%
0.33%
0.03%
Office
0.26%
0.15%
0.54%
0.90%
0.07%
0.03%
Retail
1.79%
0.01%
0.35%
1.29%
0.34%
0.03%
Hotel/Motel
0.42%
0.00%
0.00%
0.06%
0.02%
0.08%
A&D
1.05%
0.02%
0.60%
1.15%
0.34%
0.12%
Medical
0.20%
0.00%
0.02%
0.28%
0.02%
0.00%
Recreation/Restaurant
0.02%
0.00%
0.04%
0.00%
0.00%
0.00%
Other
0.32%
0.02%
0.24%
0.07%

0.05%

0.02%

Apartments

0.50%

1.07%

1.26%

0.50%

0.69%

0.01%

Total Commercial Construction

4.90%

1.28%

3.21%

5.65%

1.85%

0.31%

TOTAL CONSTRUCTION

13.5%

3.5%

11.8%

8.3%

3.4%

0.8%

TOTAL CRE

21.30%

7.07%

26.57%

15.96%

6.71%

7.65%

Washington/

Oregon

Other

Total

Product as

% Loan

Type

Product as %

Total CRE

0.26%

0.21%

5.72%

11.5%

5.7%

0.10%

1.41%

13.31%

26.8%

13.3%

0.15%

0.10%
7.29%
14.7%
7.3%
0.11%
0.89%
5.54%
11.2%
5.5%
0.18%
0.13%
1.84%
3.7%
1.8%
0.01%
0.08%
1.92%
3.9%
1.9%
0.00%
0.37%
1.81%
3.6%
1.8%
0.09%
0.46%
4.72%
9.5%
4.7%
0.06%
1.01%
7.51%
15.1%
7.5%
0.97%
4.66%
49.65%
100.0%
49.7%
0.00%
4.85%
17.33%
34.4%
17.3%
0.04%
1.72%
13.33%
26.5%
13.3%
0.04%

6.57%
30.66%
60.9%
30.7%
0.09%
0.11%
2.45%
4.9%
2.5%
0.00%
0.46%
2.41%
4.8%
2.4%
0.06%
0.47%
4.34%
8.6%
4.3%
0.00%
0.23%
0.82%
1.6%
0.8%
0.09%
0.08%
3.44%
6.8%
3.4%
0.00%
0.07%
0.58%
1.2%
0.6%
0.00%
0.02%
0.08%
0.2%
0.1%
0.03%
0.21%
0.96%
1.9%
1.0%
0.03%
0.54%
4.60%
9.1%
4.6%
0.30%

2.19%

19.69%

39.1%

19.7%

0.3%

8.8%

50.3%

100.0%

\$1

1.31%

13.42%

100.00%

A Diversified CRE Portfolio

Weighted Average LTV: 59.1%

Strong DDA Growth
Average Quarterly Balance
(\$ millions)
6,444
7,443
5,000
5,500

6,000
6,500
7,000
7,500
8,000
3Q04
3Q05
+15.5%

Strong Asset Quality
Relative to Peers

Note: Peer group is defined as U.S. bank holding companies with assets >
\$10 billion.

0.10%

0.32%

0.00%

0.10%

0.20%

0.30%

0.40%

0.50%

0.60%

0.70%

0.80%

Zions

Peers

NCOs as % of Average Total Loans (Annualized)

Reserves to Non Performing

Assets

Source: SNL

Peer: Assets > \$10 billion

Reserves/NPAs

50%

100%

150%
200%
250%
300%
350%
400%
Q1-
99
Q2-
99
Q3-
99
Q4-
99
Q1-
00
Q2-
00
Q3-
00
Q4-
00
Q1-
01
Q2-
01
Q3-
01
Q4-
01
Q1-
02
Q2-
02
Q3-
02
Q4-
02
Q1-
03
Q2-
03
Q3-
03
Q4-
03
Q1-
04
Q2-
04

Q3-

04

Q4-

04

Q1-

05

Q2-

05

Q3-

05

Zions

Bancorporation

Peer Median

Asset Quality

Zions

0.35%

0.10%

-1.00%

0.00%

1.00%

2.00%

3.00%

4.00%

5.00%

6.00%

Non-performing Asset Ratio

Net Charge-off Ratio

Zions NIM vs. 30-Day LIBOR
Stable Margin in a Volatile
Environment

4.59%

3.86%

3.49%

1.00%

2.00%

3.00%

4.00%

5.00%

6.00%

7.00%

ZION NIM

Libor

Top 50 Bank NIM Avg

Stable Margin in a Volatile
Environment
Standard Deviation in NIM
(03/01 - 09/05)
0.20
0.33
0.32

0.32

0.47

0.26

0.33

0.25

0.15

0.23

0.15

-

0.10

0.20

0.30

0.40

0.50

Source: SNL

Managing Interest Rate Risk

Core loan and deposit growth drives the size of
balance sheet

Loan securitizations as a funding vehicle

Securities portfolio as a funding vehicle

Natural asset-sensitivity

70% of loans are floating rate

Funded with core deposits

Use of interest rate swaps to mitigate asset-sensitivity

Maintain a neutral to slightly asset sensitive position

Avoid using securities to adjust position

Improving Expense
Management

Source: SNL peer data defined as top 50 U.S. banks by asset size

55.2

57.0

50

52

54

56

58

60

62

64

Zions Bancorporation

Peer Average

Growing Revenue
Improving Efficiency
58.5
57.3
57.4
56.6
57.2

55.2

53.00

54.00

55.00

56.00

57.00

58.00

59.00

2000

2001

2002

2003

2004

YTD-3Q05*

800.00

1,000.00

1,200.00

1,400.00

1,600.00

1,800.00

2,000.00

2,200.00

2,400.00

Revenue

Efficiency Ratio

93
115
138
143
194
162
283

256
338
406
469
0
50
100
150
200
250
300
350
400
450
500

Net Income

* 3Q YTD Annualized Net Income

\$1.42
\$1.69
\$1.92
\$1.75
\$2.26
\$1.86
\$3.07

\$2.78

\$3.72

\$4.47

\$5.12

\$0

\$1

\$2

\$3

\$4

\$5

\$6

Earnings Per Share

* 3Q YTD Annualized EPS

Another Picture Perfect Quarter
3Q 2005

Record EPS of \$1.34 per share

ROE of 16.41%

Taxable-Equivalent Revenue Growth of
13% LQA

Double-Digit Loan and Deposit Growth

Stable Net Interest Margin

Solid Credit Quality

Amegy
Bank Acquisition Update:
Completing the Footprint

\$14.2
\$17.1
\$18.8
\$19.7
\$22.4
\$23.6
\$16.7

\$19.8
\$21.9
\$23.2
\$27.0
\$28.6

\$0
\$5
\$10
\$15
\$20
\$25
\$30
\$35
2000
2001
2002
2003
2004
9/30/05

ZION

Pro Forma ZION

Amegy Enhances Growth

Amegy's growth has been consistent with Zions
superior growth rates

Loans (\$ bn)

Deposits (\$ bn)

\$15.1
\$17.8
\$20.1
\$20.9
\$23.3
\$25.4
\$18.2
\$21.3
\$24.0
\$25.3
\$28.9
\$31.8

\$0
\$5
\$10
\$15
\$20
\$25
\$30
\$35
2000
2001
2002
2003

2004
9/30/05
ZION
Pro Forma ZION

Interest Rate Risk
Zions NIM vs. 30-Day LIBOR
3.73%
4.59%
3.49%
3.00%
3.20%

3.40%

3.60%

3.80%

4.00%

4.20%

4.40%

4.60%

4.80%

5.00%

ZION NIM

Top 50 Bank NIM Avg

Amegy

Expense Management

Source: SNL peer data defined as top 50 U.S. banks by asset size

55.22

57.00

65.93

52

54

56

58

60

62

64

66

68

Zions

Bancorporation

Peer Average

Amegy

Bringing Expenses In Line

\$55MM (21%)

Cost Reduction required to bring
Amegy to 53%

\$44MM (17%)

Cost Reduction required to bring
Amegy to 56%

53%

Zions Subsidiary Bank Eff. Ratio

(avg)

56%

Zions Efficiency Ratio

67%

Amegy Efficiency Ratio

Amegy Acquisition

Continue the great organic growth

Maintain the credit culture

Improve interest rate risk management

Improve efficiency

A unique opportunity to create the
best growth franchise in banking

Amegy Acquisition--Status

Strong third quarter growth continued, expenses declined

Limited progress on balance sheet restructuring

Amegy
shareholders approved

Awaiting Fed approval

\$600 million sub debt issued to raise cash

Close expected Dec or Jan

Looking to the Future

Drivers of EPS Growth
Noise from Amegy
closing, balance sheet
restructuring
No significant write-offs
Stock buybacks
Improving efficiency ratio

Expanding net interest margin

Lower credit costs

Loan and deposit growth

03-05

06

Additional Information and Where to Find It
Zions
Bancorporation
will
file
a
Form

S-4,
Amegy
Bancorporation
will
file
a
proxy
statement
and
both
companies
will
file
other
relevant
documents
concerning
the
proposed
merger
transaction

with the Securities and Exchange Commission (SEC). INVESTORS ARE URGED TO READ THE FORM S-4 AND PROXY STATEMENT WHEN THEY BECOME AVAILABLE AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.

You
will
be
able
to
obtain
the
documents
free
of
charge
at
the

website maintained by the SEC at www.sec.gov. In addition, you may obtain documents filed with the SEC by Zions free of charge by contacting: Investor Relations, Zions Bancorporation, One South Main Street, Suite 1134, Salt Lake City, Utah 84111, (801) 524-4787. You may obtain documents filed with the SEC by Amegy free of charge by contacting: Controller, Amegy Bancorporation, 4400 Post Oak Parkway, Houston, Texas 77027, (713) 235-8800.

Interest of Certain Persons in the Merger

Zions, Amegy, and their respective directors and executive officers, may be deemed to be participants in the solicitation of proxies from Amegy's shareholders in connection with the merger. Information about the directors and executive officers of Zions and their ownership of Zions stock is set forth in the proxy statement for Zions 2005 Annual Meeting of Shareholders.

Information about the directors and executive officers of Amegy and their ownership of Amegy stock is set forth in the proxy statement for Amegy's 2005 Annual Meeting of Shareholders.

Investors may obtain additional information regarding the interests of such participants by reading the Form S-4 and proxy statement for the merger when they become available.

Investors should read the Form S-4 and proxy statement carefully when they become available before making any voting or investment decisions.

Forward-Looking Statements

This presentation contains statements regarding the projected performance of Zions Bancorporation. These statements constitute forward-looking information within the meaning of the Private Securities Litigation Reform Act. Actual results or achievements may differ materially from the projections provided in this presentation since such projections involve significant known and unknown risks and

uncertainties. Factors that might cause such differences include, but are not limited to: competitive pressures among financial institutions increasing significantly; economic conditions, either nationally or locally in areas in which Zions Bancorporation conducts their operations, being less favorable than expected; changes in the interest rate environment reducing expected interest margins; legislation or regulatory changes, which adversely affect the ability of the company to conduct the business in which the company would be engaged; delays in adoption of digital certificates for online services. Zions Bancorporation disclaims any obligation to update any such factors or to publicly announce the result of any revisions to any of the forward-looking statements included herein to reflect future events or developments.

Merrill Lynch Conference
16 November 2005