

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

**FORM 10-Q**

(Mark One)

☒ Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the quarterly period ended **JUNE 30, 2009** 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 number: 001-32991

**WASHINGTON TRUST BANCORP, INC.**

(Exact name of registrant as specified in its charter)

**RHODE ISLAND**  
(State or other jurisdiction of  
incorporation or organization)

**05-0404671**  
(I.R.S. Employer  
Identification No.)

**23 BROAD STREET  
WESTERLY, RHODE ISLAND**  
(Address of principal executive offices)

**02891**  
(Zip Code)

**(401) 348-1200**

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

☒ Yes      ☐ No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

☐ Yes      ☐ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Mark one)

Large accelerated filer ☐

Accelerated filer ☒

Non-accelerated filer ☐

Smaller reporting company ☐

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

☐ Yes      ☒ No

The number of shares of common stock of the registrant outstanding as of August 3, 2009 was 16,019,352.

---

**FORM 10-Q**  
**WASHINGTON TRUST BANCORP, INC. AND SUBSIDIARIES**  
For the Quarter Ended June 30, 2009

**TABLE OF CONTENTS**

	<u>Page Number</u>
<a href="#">PART I. Financial Information</a>	
<a href="#">Item 1. Financial Statements (Unaudited)</a>	
<a href="#">Consolidated Balance Sheets</a>	
<a href="#">June 30, 2009 and December 31, 2008</a>	<a href="#">3</a>
<a href="#">Consolidated Statements of Income</a>	
<a href="#">Three and Six Months Ended June 30, 2009 and 2008</a>	<a href="#">4</a>
<a href="#">Consolidated Statements of Cash Flows</a>	
<a href="#">Six Months Ended June 30, 2009 and 2008</a>	<a href="#">5</a>
<a href="#">Condensed Notes to Unaudited Consolidated Financial Statements</a>	<a href="#">6</a>
<a href="#">Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations</a>	<a href="#">30</a>
<a href="#">Item 3. Quantitative and Qualitative Disclosures About Market Risk</a>	<a href="#">55</a>
<a href="#">Item 4. Controls and Procedures</a>	<a href="#">55</a>
<a href="#">PART II. Other Information</a>	
<a href="#">Item 1. Legal Proceedings</a>	<a href="#">55</a>
<a href="#">Item 1A. Risk Factors and Factors Affecting Forward-Looking Statements</a>	<a href="#">56</a>
<a href="#">Item 2. Unregistered Sales of Equity Securities and Use of Proceeds</a>	<a href="#">56</a>
<a href="#">Item 4. Submission of Matters to a Vote of Security Holders</a>	<a href="#">56</a>
<a href="#">Item 6. Exhibits</a>	<a href="#">57</a>
<a href="#">Signatures</a>	<a href="#">58</a>
<a href="#">Exhibit 10.2 Form of Change in Control Agreement</a>	
<a href="#">Exhibit 31.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>	
<a href="#">Exhibit 31.2 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>	
<a href="#">Exhibit 32.1 Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>	

**PART I. FINANCIAL INFORMATION**
**ITEM 1. FINANCIAL STATEMENTS**
**WASHINGTON TRUST BANCORP, INC. AND SUBSIDIARIES**
**(Dollars in thousands)**
**CONSOLIDATED BALANCE SHEETS (unaudited)**

	June 30, 2009	December 31, 2008
<b>Assets:</b>		
Cash and noninterest-bearing balances due from banks	\$ 29,355	\$ 11,644
Interest-bearing balances due from banks	17,875	41,780
Federal funds sold and securities purchased under resale agreements	—	2,942
Other short-term investments	3,031	1,824
Mortgage loans held for sale	6,139	2,543
Securities available for sale, at fair value; amortized cost \$772,283 in 2009 and \$869,433 in 2008	776,435	866,219
Federal Home Loan Bank stock, at cost	42,008	42,008
Loans:		
Commercial and other	947,238	880,313
Residential real estate	618,859	642,052
Consumer	325,157	316,789
Total loans	1,891,254	1,839,154
Less allowance for loan losses	26,051	23,725
Net loans	1,865,203	1,815,429
Premises and equipment, net	25,520	25,102
Accrued interest receivable	9,883	11,036
Investment in bank-owned life insurance	44,053	43,163
Goodwill	58,114	58,114
Identifiable intangible assets, net	9,536	10,152
Other assets	32,656	33,510
Total assets	\$ 2,919,808	\$ 2,965,466
<b>Liabilities:</b>		
Deposits:		
Demand deposits	\$ 187,830	\$ 172,771
NOW accounts	187,014	171,306
Money market accounts	356,726	305,879
Savings accounts	192,484	173,485
Time deposits	959,666	967,427
Total deposits	1,883,720	1,790,868
Dividends payable	3,365	3,351
Federal Home Loan Bank advances	688,431	829,626
Junior subordinated debentures	32,991	32,991
Other borrowings	22,039	26,743
Accrued expenses and other liabilities	46,969	46,776
Total liabilities	2,677,515	2,730,355
<b>Shareholders' Equity:</b>		
Common stock of \$.0625 par value; authorized 30,000,000 shares; issued 16,023,009 shares in 2009 and 16,018,868 shares in 2008	1,001	1,001
Paid-in capital	81,831	82,095
Retained earnings	165,591	164,679
Accumulated other comprehensive loss	(5,579)	(10,458)
Treasury stock, at cost; 21,077 shares in 2009 and 84,191 shares in 2008	(551)	(2,206)
Total shareholders' equity	242,293	235,111
Total liabilities and shareholders' equity	\$ 2,919,808	\$ 2,965,466

The accompanying notes are an integral part of these unaudited consolidated financial statements.

**WASHINGTON TRUST BANCORP, INC. AND  
SUBSIDIARIES**
**CONSOLIDATED STATEMENTS OF INCOME** (unaudited)

(Dollars and shares in thousands,  
except per share amounts)

Periods ended June 30,	Three Months		Six Months	
	2009	2008	2009	2008
<b>Interest income:</b>				
Interest and fees on loans	\$ 24,147	\$ 24,406	\$ 48,286	\$ 49,376
Interest on securities:				
Taxable	7,588	8,302	16,037	16,718
Nontaxable	778	786	1,558	1,566
Dividends on corporate stock and Federal Home Loan Bank stock	55	489	127	1,109
Other interest income	9	50	26	190
<b>Total interest income</b>	<b>32,577</b>	<b>34,033</b>	<b>66,034</b>	<b>68,959</b>
<b>Interest expense:</b>				
Deposits	8,481	9,248	18,028	21,147
Federal Home Loan Bank advances	7,112	7,794	14,339	15,093
Junior subordinated debentures	479	509	958	847
Other interest expense	244	275	489	589
<b>Total interest expense</b>	<b>16,316</b>	<b>17,826</b>	<b>33,814</b>	<b>37,676</b>
Net interest income	16,261	16,207	32,220	31,283
Provision for loan losses	3,000	1,400	4,700	1,850
Net interest income after provision for loan losses	13,261	14,807	27,520	29,433
<b>Noninterest income:</b>				
Wealth management services:				
Trust and investment advisory fees	4,402	5,321	8,524	10,663
Mutual fund fees	993	1,445	1,908	2,786
Financial planning, commissions and other service fees	559	884	935	1,459
Wealth management services	5,954	7,650	11,367	14,908
Service charges on deposit accounts	1,201	1,208	2,314	2,368
Merchant processing fees	2,086	1,914	3,435	3,186
Income from bank-owned life insurance	447	453	891	900
Net gains on loan sales and commissions on loans originated for others	1,552	433	2,596	924
Net realized gains on securities	257	1,096	314	1,909
Net unrealized gains on interest rate swaps	341	26	401	145
Other income	465	528	884	870
Noninterest income, excluding other-than-temporary impairment losses	12,303	13,308	22,202	25,210
Total other-than-temporary impairment losses on securities	–	(1,149)	(4,244)	(2,007)
Portion of loss recognized in other comprehensive income (before taxes)	–	–	2,253	–
Net impairment losses recognized in earnings	–	(1,149)	(1,991)	(2,007)
<b>Total noninterest income</b>	<b>12,303</b>	<b>12,159</b>	<b>20,211</b>	<b>23,203</b>
<b>Noninterest expense:</b>				
Salaries and employee benefits	10,359	10,411	20,834	20,754
Net occupancy	1,122	1,064	2,348	2,202
Equipment	1,036	977	2,011	1,921
Merchant processing costs	1,780	1,598	2,923	2,666
Outsourced services	568	742	1,354	1,378
Legal, audit and professional fees	664	430	1,339	973
FDIC deposit insurance costs	2,143	251	2,794	507
Advertising and promotion	491	467	792	853
Amortization of intangibles	308	326	616	652
Other expenses	1,858	1,788	3,708	3,290
<b>Total noninterest expense</b>	<b>20,329</b>	<b>18,054</b>	<b>38,719</b>	<b>35,196</b>
Income before income taxes	5,235	8,912	9,012	17,440
Income tax expense	1,470	2,817	2,577	5,529
<b>Net income</b>	<b>\$ 3,765</b>	<b>\$ 6,095</b>	<b>\$ 6,435</b>	<b>\$ 11,911</b>
Weighted average shares outstanding – basic	15,983.6	13,381.1	15,963.2	13,369.6
Weighted average shares outstanding – diluted	16,037.4	13,567.0	16,009.1	13,550.9
Per share information:				
Basic earnings per share	\$ 0.24	\$ 0.45	\$ 0.40	\$ 0.89
Diluted earnings per share	\$ 0.23	\$ 0.45	\$ 0.40	\$ 0.88
Cash dividends declared per share	\$ 0.21	\$ 0.21	\$ 0.42	\$ 0.41

The accompanying notes are an integral part of these unaudited consolidated financial statements.

**WASHINGTON TRUST BANCORP, INC. AND SUBSIDIARIES**
**(Dollars in thousands)**
**CONSOLIDATED STATEMENTS OF CASH FLOWS (unaudited)**

Six months ended June 30,

2009      2008

<b>Cash flows from operating activities:</b>			
Net income		\$ 6,435	\$ 11,911
Adjustments to reconcile net income to net cash provided by operating activities:			
Provision for loan losses		4,700	1,850
Depreciation of premises and equipment		1,575	1,505
Net amortization of premium and discount		229	520
Net amortization of intangibles		616	652
Share-based compensation		398	186
Earnings from bank-owned life insurance		(891)	(900)
Net gains on loan sales and commissions on loans originated for others		(2,596)	(924)
Net realized gains on securities		(314)	(1,909)
Net impairment losses recognized in earnings		1,991	2,007
Net unrealized gains on interest rate swap contracts		(401)	(145)
Proceeds from sales of loans		167,015	35,406
Loans originated for sale		(167,604)	(35,563)
Decrease in accrued interest receivable, excluding purchased interest		1,169	990
Decrease (increase) in other assets		(2,685)	(682)
Increase (decrease) in accrued expenses and other liabilities		617	(3,980)
Other, net		—	(9)
Net cash provided by operating activities		10,254	10,915
<b>Cash flows from investing activities:</b>			
Purchases of:	Mortgage-backed securities available for sale	—	(170,332)
	Other investment securities available for sale	(204)	(1,025)
Proceeds from sale of:	Mortgage-backed securities available for sale	—	61,237
	Other investment securities available for sale	1,604	—
Maturities and principal payments of:	Mortgage-backed securities available for sale	88,564	50,125
	Other investment securities available for sale	7,000	7,012
Purchase of Federal Home Loan Bank stock		—	(10,283)
Net increase in loans		(50,615)	(108,041)
Proceeds from sale of portfolio loans		—	18,047
Purchases of loans, including purchased interest		(4,154)	(42,086)
Proceeds from the sale of property acquired through foreclosure or repossession		367	—
Purchases of premises and equipment		(1,993)	(1,255)
Equity investment in capital trusts		—	(310)
Payment of deferred acquisition obligation		(2,509)	(8,065)
Net cash provided by (used in) investing activities		38,060	(204,976)
<b>Cash flows from financing activities:</b>			
Net increase (decrease) in deposits		92,852	(36,663)
Net (decrease) increase in other borrowings		(2,195)	1,989
Proceeds from Federal Home Loan Bank advances		224,170	705,421
Repayment of Federal Home Loan Bank advances		(365,359)	(476,531)
Issuance of treasury stock, including deferred compensation plan activity		19	43
Net proceeds from the issuance of common stock under dividend reinvestment plan		555	295
Net proceeds from the exercise of stock options and issuance of other compensation-related equity instruments		117	112
Tax benefit from stock option exercises and issuance of other compensation-related equity instruments		303	192
Proceeds from the issuance of junior subordinated debentures		—	10,016
Cash dividends paid		(6,705)	(5,355)
Net cash (used in) provided by financing activities		(56,243)	199,519
Net (decrease) increase in cash and cash equivalents		(7,929)	5,458
Cash and cash equivalents at beginning of period		58,190	41,112
Cash and cash equivalents at end of period		\$ 50,261	\$ 46,570
<b>Noncash Investing and Financing Activities:</b>			
	Loans charged off	\$ 2,509	\$ 326
	Net transfer from loans to other real estate owned	236	—
	Securities proceeds due from broker	—	3,084
	Reclassification of other-than-temporary impairment charge effective January 1, 2009 (see Note 4)	1,859	—
<b>Supplemental Disclosures:</b>			
	Interest payments	33,588	36,687
	Income tax payments	5,168	6,868

The accompanying notes are an integral part of these unaudited consolidated financial statements.

## **WASHINGTON TRUST BANCORP, INC. AND SUBSIDIARIES**

### **CONDENSED NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**

#### **General**

Washington Trust Bancorp, Inc. (the “Bancorp”) is a publicly-owned and registered bank holding company that has elected financial holding company status. The Bancorp owns all of the outstanding common stock of The Washington Trust Company (the “Bank”), a Rhode Island chartered commercial bank founded in 1800. Through its subsidiaries, the Bancorp offers a complete product line of financial services including commercial, residential and consumer lending, retail and commercial deposit products, and wealth management services through its offices in Rhode Island, Massachusetts and southeastern Connecticut, ATMs, and its Internet web site ([www.washtrust.com](http://www.washtrust.com)).

#### **(1) Basis of Presentation**

The consolidated financial statements include the accounts of the Bancorp and its subsidiaries (collectively, the “Corporation” or “Washington Trust”). All significant intercompany transactions have been eliminated. Certain prior period amounts have been reclassified to conform to the current period’s classification. Such reclassifications have no effect on previously reported net income or shareholders’ equity.

The accounting and reporting policies of the Corporation conform to U.S. generally accepted accounting principles (“GAAP”) and to general practices of the banking industry. In preparing the financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the balance sheet and revenues and expenses for the period. Actual results could differ from those estimates. Material estimates that are particularly susceptible to change are the determination of the allowance for loan losses and the review of goodwill, other intangible assets and investments for impairment. The current economic environment has increased the degree of uncertainty inherent in such estimates and assumptions.

In the opinion of management, the accompanying consolidated financial statements reflect all adjustments (consisting of normal recurring adjustments) and disclosures necessary to present fairly the Corporation’s financial position as of June 30, 2009 and December 31, 2008, respectively, and the results of operations and cash flows for the interim periods presented. Interim results are not necessarily reflective of the results of the entire year. The unaudited consolidated financial statements of the Corporation presented herein have been prepared pursuant to the rules of the Securities and Exchange Commission (“SEC”) for quarterly reports on Form 10-Q and do not include all of the information and note disclosures required by GAAP. The accompanying consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in the Annual Report on Form 10-K for the year ended December 31, 2008. The Corporation has evaluated subsequent events through the filing date of this quarterly report.

#### **(2) Recently Issued Accounting Pronouncements**

Effective January 1, 2009, Washington Trust adopted FASB Staff Position No. Emerging Issues Task Force No. 03-6-1, “Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities” (“FSP No. EITF No. 03-6-1-2”). FSP No. EITF No. 03-6-1 required unvested share-based payments that contain nonforfeitable rights and dividends or dividend equivalents to be treated as participating securities and be included in the calculation of Earnings Per Share (“EPS”) pursuant to the two-class method. The adoption of FSP No. EITF No. 03-6-1 did not have a material impact on the Corporation’s financial position or results of operations.

In May 2009, the FASB issued SFAS No. 165, “Subsequent Events” (“SFAS No. 165”). SFAS No. 165 established general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued or are available to be issued. In particular, SFAS No. 165 set forth: (1) the period after the balance sheet date during which management of a reporting entity should evaluate events or transactions that may occur for potential recognition or disclosure in the financial statements, (2) the circumstances under which an entity should recognize events or transactions occurring after the balance sheet date in its financial statements and (3) the disclosures that an entity should make about events or transactions that occurred after the balance sheet date. SFAS No. 165 is effective for interim and annual financial periods ending after June 15, 2009. The adoption of SFAS No. 165 did not have a material impact on the Corporation’s financial position or results of operations.

**WASHINGTON TRUST BANCORP, INC. AND SUBSIDIARIES**  
**CONDENSED NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS****(Continued)**

In June 2009, the FASB issued SFAS No. 166, "Accounting for Transfers of Financial Assets – an amendment of FASB Statement No. 140" ("SFAS No. 166"). The FASB issued SFAS No. 166 to improve the relevance, representational faithfulness, and comparability of the information that a reporting entity provides in its financial statements about a transfer of financial assets; the effects of a transfer on its financial position, financial performance, and cash flows; and a transferor's continuing involvement, if any, in transferred financial assets. The FASB undertook this project to address (1) practices that have developed since the issuance of FASB Statement No. 140, "Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities" ("SFAS No. 140"), that are not consistent with the original intent and key requirements of SFAS No. 140 and (2) concerns of financial statement users that many of the financial assets (and related obligations) that have been derecognized should continue to be reported in the financial statements of transferors. SFAS No. 166 must be applied as of the beginning of each reporting entity's first annual reporting period that begins after November 15, 2009, for interim periods within that first annual reporting period and for interim and annual reporting periods thereafter. Earlier application is prohibited. SFAS No. 166 must be applied to transfers occurring on or after the effective date. Additionally, on and after the effective date, the concept of a qualifying special-purpose entity is no longer relevant for accounting purposes. Therefore, formerly qualifying special-purpose entities (as defined under previous accounting standards) should be evaluated for consolidation by reporting entities on and after the effective date in accordance with the applicable consolidation guidance. If the evaluation on the effective date results in consolidation, the reporting entity should apply the transition guidance provided in the pronouncement that requires consolidation. Additionally, the disclosure provisions of SFAS No. 166 should be applied to transfers that occurred both before and after the effective date of SFAS No. 166. The Corporation is currently evaluating the impact the adoption of SFAS No. 166 will have on its consolidated financial statements.

In June 2009, the FASB issued SFAS No. 167, "Amendments to FASB Interpretation No. 46(R)" ("SFAS No. 167"). The FASB issued SFAS No. 167 to improve financial reporting by enterprises involved with variable interest entities. The FASB undertook this project to address (1) the effects on certain provisions of FASB Interpretation No. 46 (revised December 2003), "Consolidation of Variable Interest Entities" ("FIN 46-R"), as a result of the elimination of the qualifying special-purpose entity concept in SFAS No. 166, and (2) constituent concerns about the application of certain key provisions of FIN 46(R), including those in which the accounting and disclosures under FIN 46(R) do not always provide timely and useful information about an enterprise's involvement in a variable interest entity. SFAS No. 167 shall be effective as of the beginning of each reporting entity's first annual reporting period that begins after November 15, 2009, for interim periods within that first annual reporting period, and for interim and annual reporting periods thereafter. Earlier application is prohibited. The Corporation is currently evaluating the impact the adoption of SFAS No. 167 will have on its consolidated financial statements.

In June 2009, the FASB issued SFAS No. 168, "The FASB Accounting Standards Codification<sup>TM</sup> and the Hierarchy of Generally Accepted Accounting Principles – a replacement of FASB Statement No. 162" ("SFAS No. 168"). The FASB Accounting Standards Codification<sup>TM</sup> ("Codification") will become the source of authoritative GAAP recognized by the FASB to be applied by nongovernmental entities. Rules and interpretive releases of the SEC under authority of federal securities laws are also sources of authoritative GAAP for SEC registrants. On the effective date of SFAS No. 168, the Codification will supersede all then-existing non-SEC accounting and reporting standards. All other nongrandfathered non-SEC accounting literature not included in the Codification will become nonauthoritative. SFAS No. 168 is effective for financial statements issued for interim and annual periods ending after September 15, 2009. The FASB believes that the issuance of SFAS No. 168 will not change GAAP.

**(3) Federal Home Loan Bank Stock**

The Corporation is required to maintain a level of investment in Federal Home Loan Bank of Boston ("FHLB") stock based on the level of its FHLB advances. As of June 30, 2009 and December 31, 2008, the Corporation's investment in FHLB stock totaled \$42.0 million. At June 30, 2009, the Corporation's investment in FHLB stock exceeded its required investment by \$6 million. No market exists for shares of the FHLB. FHLB stock may be redeemed at par value five years following termination of FHLB membership, subject to limitations which may be imposed by the FHLB or its regulator, the Federal Housing Finance Board, to maintain capital adequacy of the FHLB. While the Corporation currently has no intentions to terminate its FHLB membership, the ability to redeem its investment in FHLB stock is subject to the conditions imposed by the FHLB. On April 10, 2009, the FHLB reiterated to its members that it is focusing on preserving capital in response to ongoing market volatility including the suspension of its quarterly dividend and the extension of a moratorium on excess stock repurchases.



**WASHINGTON TRUST BANCORP, INC. AND SUBSIDIARIES**

(Continued)

**CONDENSED NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**

On May 20, 2009, the FHLB filed its Form 10-Q with the SEC, for the three months ended March 31, 2009. The FHLB reported a net loss of \$83.4 million for its first quarter 2009. Additionally, it reported a decrease in total capital of \$838.0 million and an increase in capital stock of \$19.8 million during the three months ended March 31, 2009. Despite these negative trends, the FHLB exceeded the regulatory capital requirements promulgated by the Federal Home Loan Banks Act and the Federal Housing Financing Agency. The FHLB has the capacity to issue additional debt if necessary to raise cash. If needed, the FHLB also has the ability to secure funding available to government-sponsored entities ("GSEs") through the U.S. Treasury. Based on the capital adequacy and the liquidity position of the FHLB, management believes there is no impairment related to the carrying amount of the Corporation's FHLB stock as of June 30, 2009. Further deterioration of the FHLB's capital levels may require the Corporation to deem its restricted investment in FHLB stock to be other-than-temporarily impaired. If evidence of impairment exists in the future, the FHLB stock would reflect fair value using either observable or unobservable inputs.

**(4) Securities**

Securities are summarized as follows:

(Dollars in thousands)

June 30, 2009	Amortized Cost (1)	Unrealized Gains	Unrealized Losses	Fair Value
<b>Securities Available for Sale:</b>				
U.S. Treasury obligations and obligations				
of U.S. government-sponsored agencies	\$ 51,545	\$ 3,817	\$ —	\$ 55,362
Mortgage-backed securities issued by U.S. government				
agencies and U.S. government-sponsored agencies	586,196	18,116	(956)	603,356
States and political subdivisions	80,669	976	(554)	81,091
Trust preferred securities:				
Individual name issuers	30,544	—	(13,640)	16,904
Collateralized debt obligations	6,142	—	(4,261)	1,881
Corporate bonds	13,174	1,223	—	14,397
Common stocks	659	—	(40)	619
Perpetual preferred stocks	3,354	—	(529)	2,825
Total securities available for sale	\$ 772,283	\$ 24,132	\$ (19,980)	\$ 776,435

- (1) Net of other-than-temporary impairment write-downs recognized in earnings, other than such noncredit-related amounts reversed on January 1, 2009 in accordance with the adoption of FASB Staff Position Nos. FAS 115-2 and FAS 124-2.

(Dollars in thousands)

December 31, 2008	Amortized Cost (1)	Unrealized Gains	Unrealized Losses	Fair Value
<b>Securities Available for Sale:</b>				
U.S. Treasury obligations and obligations				
of U.S. government-sponsored agencies	\$ 59,022	\$ 5,355	\$ —	\$ 64,377
Mortgage-backed securities issued by U.S. government				
agencies and U.S. government-sponsored agencies	675,159	12,543	(4,083)	683,619
States and political subdivisions	80,680	1,348	(815)	81,213
Trust preferred securities:				
Individual name issuers	30,525	—	(13,732)	16,793
Collateralized debt obligations	5,633	—	(3,693)	1,940
Corporate bonds	12,973	603	—	13,576
Common stocks	942	50	—	992
Perpetual preferred stocks	4,499	2	(792)	3,709
Total securities available for sale	\$ 869,433	\$ 19,901	\$ (23,115)	\$ 866,219

- (1) Net of other-than-temporary impairment write-downs recognized in earnings.



**WASHINGTON TRUST BANCORP, INC. AND SUBSIDIARIES**
**(Continued)**
**CONDENSED NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**

Securities available for sale with a fair value of \$639.9 million and \$712.8 million were pledged in compliance with state regulations concerning trust powers and to secure Treasury Tax and Loan deposits, borrowings, and certain public deposits at June 30, 2009 and December 31, 2008, respectively. In addition, securities available for sale with a fair value of \$21.8 million and \$16.1 million were pledged for potential use at the Federal Reserve Bank discount window at June 30, 2009 and December 31, 2008, respectively. There were no borrowings from the Federal Reserve Bank at either date. Securities available for sale with a fair value of \$8.2 million and \$9.0 million were designated in rabbi trusts for nonqualified retirement plans at June 30, 2009 and December 31, 2008, respectively. In addition, securities available for sale with a fair value of \$1.5 million and \$569 thousand were pledged as collateral to secure certain interest rate swap agreements at June 30, 2009 and December 31, 2008, respectively.

Washington Trust elected to early adopt the provisions of FASB Staff Position Nos. FAS 115-2 and FAS 124-2, "Recognition and Presentation of Other-Than-Temporary Impairments" ("FSP Nos. FAS 115-2 and FAS 124-2"). FSP Nos. FAS 115-2 and FAS 124-2 applied to existing and new debt securities held by the Corporation as of January 1, 2009, the beginning of the interim period in which it was adopted. For those debt securities for which the fair value of the security is less than its amortized cost, the Corporation does not intend to sell such security and it is more likely than not that it will not be required to sell such security prior to the recovery of its amortized cost basis less any current period credit losses. FSP Nos. FAS 115-2 and FAS 124-2 requires that the credit-related portion of other-than-temporary impairment losses be recognized in earnings while the noncredit-related portion is recognized in other comprehensive income, net of related taxes. As a result of the adoption of FSP Nos. FAS 115-2 and FAS 124-2 and as more fully described below, in the first quarter of 2009 a \$1.350 million credit-related impairment loss was recognized in earnings and a \$2.3 million noncredit-related impairment loss was recognized in other comprehensive income for a pooled trust preferred debt security not expected to be sold. Also in accordance with FSP Nos. FAS 115-2 and FAS 124-2, Washington Trust reclassified the noncredit-related portion of an other-than-temporary impairment loss previously recognized in earnings in the fourth quarter of 2008. This reclassification was reflected as a cumulative effect adjustment of \$1.2 million after taxes (\$1.9 million before taxes) that increased retained earnings and decreased accumulated other comprehensive loss. The amortized cost basis of this debt security for which an other-than-temporary impairment loss was recognized in the fourth quarter of 2008 was adjusted by the amount of the cumulative effect adjustment before taxes.

The following table summarizes other-than-temporary impairment losses on securities recognized in earnings in the periods indicated:

(Dollars in thousands)

Periods ended June 30,	Three Months		Six Months	
	2009	2008	2009	2008
<b>Trust preferred debt securities:</b>				
Collateralized debt obligations	\$ —	\$ —	\$ (1,350)	\$ —
<b>Common and perpetual preferred stocks:</b>				
Common stock (financials)	—	—	(146)	—
Fannie Mae and Freddie Mac perpetual preferred stocks	—	(430)	—	(430)
Other perpetual preferred stocks (financials)	—	(719)	(495)	(1,577)
<b>Total</b>	<b>\$ —</b>	<b>\$ (1,149)</b>	<b>\$ (1,991)</b>	<b>\$ (2,007)</b>

The following table presents a roll-forward of the balance of credit-related impairment losses on debt securities held at June 30, 2009 for which a portion of an other-than-temporary impairment was recognized in other comprehensive income:

(Dollars in thousands)

Periods ended June 30,	Three Months	Six Months
	2009	2009
Balance at beginning of period	\$ —	\$ —
Credit-related impairment loss on debt securities for which an other-than-temporary impairment was not previously recognized	—	1,350
Balance at end of period	\$ —	\$ 1,350

**WASHINGTON TRUST BANCORP, INC. AND SUBSIDIARIES**
**(Continued)**
**CONDENSED NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**

During the first quarter of 2009, a \$1.350 million credit-related impairment loss was recognized in earnings for a pooled trust preferred debt security not intended or expected to be sold prior to the recovery of its amortized cost basis. In accordance with FSP Nos. FAS 115-2 and FAS 124-2, the anticipated cash flows expected to be collected from this debt security were discounted at the rate equal to the yield used to accrete the current and prospective beneficial interest for the security. Significant inputs included estimated cash flows and prospective deferrals, defaults and recoveries. Estimated cash flows are generated based on the underlying seniority status and subordination structure of the pooled trust preferred debt tranche at the time of measurement. Prospective deferral, default and recovery estimates affecting projected cash flows were based on analysis of the underlying financial condition of individual issuers, and took into account capital adequacy, credit quality, lending concentrations, and other factors. All cash flow estimates were based on the underlying security's tranche structure and contractual rate and maturity terms. The present value of the expected cash flows was compared to the current outstanding balance of the tranche to determine the ratio of the estimated present value of expected cash flows to the total current balance for the tranche. This ratio was then multiplied by the principal balance of Washington Trust's holding to determine the credit-related impairment loss.

The following table summarizes temporarily impaired securities as of June 30, 2009, segregated by length of time the securities have been in a continuous unrealized loss position.

(Dollars in thousands)	Less than 12 Months			12 Months or Longer			Total		
	#	Fair Value	Unrealized Losses	#	Fair Value	Unrealized Losses	#	Fair Value	Unrealized Losses
<b>At June 30, 2009</b>									
Mortgage-backed securities issued by U.S. government agencies and U.S. government-sponsored enterprises	5	\$ 1,253	\$ 7	25	\$ 46,967	\$ 949	30	\$ 48,220	\$ 956
States and political subdivisions	10	9,287	89	14	12,028	465	24	21,315	554
Trust preferred securities:									
Individual name issuers	–	–	–	11	16,904	13,640	11	16,904	13,640
Collateralized debt obligations	–	–	–	2	1,881	4,261	2	1,881	4,261
Subtotal, debt securities	15	10,540	96	52	77,780	19,315	67	88,320	19,411
Common stocks	1	619	40	–	–	–	1	619	40
Perpetual preferred stocks	2	570	180	4	2,255	349	6	2,825	529
Subtotal, equity securities	3	1,189	220	4	2,255	349	7	3,444	569
Total temporarily impaired securities	18	\$ 11,729	\$ 316	56	\$ 80,035	\$ 19,664	74	\$ 91,764	\$ 19,980

**WASHINGTON TRUST BANCORP, INC. AND SUBSIDIARIES**
**(Continued)**
**CONDENSED NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**

The following table summarizes temporarily impaired securities as of December 31, 2008, segregated by length of time the securities have been in a continuous unrealized loss position.

(Dollars in thousands)	Less than 12 Months			12 Months or Longer			Total		
	#	Fair Value	Unrealized Losses	#	Fair Value	Unrealized Losses	#	Fair Value	Unrealized Losses
<b>At December 31, 2008</b>									
<b>Mortgage-backed securities</b>									
issued by U.S. government agencies and U.S. government-sponsored enterprises	64	\$ 124,387	\$ 2,140	22	\$ 34,350	\$ 1,943	86	\$ 158,737	\$ 4,083
<b>States and political subdivisions</b>	25	18,846	523	7	7,423	292	32	26,269	815
<b>Trust preferred securities:</b>									
Individual name issuers	–	–	–	11	16,793	13,732	11	16,793	13,732
Collateralized debt obligations	–	–	–	1	1,307	3,693	1	1,307	3,693
Subtotal, debt securities	89	143,233	2,663	41	59,873	19,660	130	203,106	22,323
Perpetual preferred stocks	–	–	–	5	2,062	792	5	2,062	792
<b>Total temporarily impaired securities</b>	<b>89</b>	<b>\$ 143,233</b>	<b>\$ 2,663</b>	<b>46</b>	<b>\$ 61,935</b>	<b>\$ 20,452</b>	<b>135</b>	<b>\$ 205,168</b>	<b>\$ 23,115</b>

Unrealized losses on debt securities generally occur as a result of increases in interest rates since the time of purchase, a structural change in an investment or from deterioration in credit quality of the issuer. Management evaluates impairments in value whether caused by adverse interest rates or credit movements to determine if they are other-than-temporary.

Further deterioration in credit quality of the companies backing the securities, further deterioration in the condition of the financial services industry, a continuation of the current imbalances in liquidity that exist in the marketplace, a continuation or worsening of the current economic recession, or additional declines in real estate values, among other things, may further affect the fair value of these securities and increase the potential that certain unrealized losses be designated as other-than-temporary in future periods, and the Corporation may incur additional write-downs.

**Mortgage-backed securities issued by U.S. government agencies and U.S. government-sponsored enterprises:**

The unrealized losses on mortgage-backed securities issued by U.S. government agencies or U.S. government-sponsored enterprises amounted to \$1.0 million at June 30, 2009 and were attributable to a combination of factors, including relative changes in interest rates since the time of purchase and decreased liquidity for investment securities in general. The contractual cash flows for these securities are guaranteed by U.S. government agencies and U.S. government-sponsored enterprises. Based on its assessment of these factors, management believes that the unrealized losses on these debt security holdings are a function of changes in investment spreads and interest rate movements and not changes in credit quality. Management expects to recover the entire amortized cost basis of these securities. Furthermore, Washington Trust does not intend to sell these securities and it is not more likely than not that Washington Trust will be required to sell these securities before recovery of their cost basis, which may be maturity. Therefore, management does not consider these investments to be other-than-temporarily impaired at June 30, 2009.

**Debt securities issued by states and political subdivisions:**

The unrealized losses on debt securities issued by states and political subdivisions amounted to \$554 thousand at June 30, 2009. The unrealized losses on state and municipal holdings included in this analysis are attributable to a combination of factors, including a general decrease in liquidity and an increase in risk premiums for credit-sensitive securities since the time of purchase. Based on its assessment of these factors, management believes that unrealized losses on these debt security holdings are a function of changes in investment spreads and liquidity and not changes in credit quality. Management expects to recover the entire amortized cost basis of these securities. Furthermore, Washington Trust does not intend to sell these securities and it is not more likely than not that Washington Trust will be required to sell these securities before recovery of their cost basis, which may be maturity. Therefore, management does not consider these investments to be other-than-temporarily impaired at June 30, 2009.

**WASHINGTON TRUST BANCORP, INC. AND SUBSIDIARIES**  
**CONDENSED NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**

(Continued)

Trust preferred debt securities of individual name issuers:

Included in debt securities in an unrealized loss position at June 30, 2009 were 11 trust preferred security holdings issued by seven individual name companies (reflecting, where applicable, the impact of mergers and acquisitions of issuers subsequent to original purchase) in the financial services/banking industry. The aggregate unrealized losses on these debt securities amounted to \$13.6 million at June 30, 2009. Management believes the decline in fair value of these trust preferred securities primarily reflected increased investor concerns about recent and potential future losses in the financial services industry related to subprime lending and other credit related exposure. These concerns resulted in a substantial decrease in market liquidity and increased risk premiums for securities in this sector. Credit spreads for issuers in this sector have remained wide during recent months, causing prices for these securities holdings to decline. All individual name trust preferred debt securities held in our portfolio continue to accrue and make payments as expected. As of June 30, 2009, trust preferred debt securities with a carrying value of \$6.2 million and unrealized losses of \$5.6 million were rated below investment grade by Standard & Poors, Inc. ("S&P"). Management reviewed the collectibility of these securities taking into consideration such factors as the financial condition of the issuers, reported regulatory capital ratios of the issuers, credit ratings including ratings in effect as of the reporting period date as well as credit rating changes between the reporting period date and the filing date of this quarterly report and other information. We noted no additional downgrades to below investment grade between the reporting period date and the filing date of this quarterly report. Based on these analyses, management concluded that it expects to recover the entire amortized cost basis of these securities. Furthermore, Washington Trust does not intend to sell these securities and it is not more likely than not that Washington Trust will be required to sell these securities before recovery of their cost basis, which may be maturity. Therefore, management does not consider these investments to be other-than-temporarily impaired at June 30, 2009.

Trust preferred debt securities in the form of collateralized debt obligations:

At June 30, 2009, Washington Trust had two pooled trust preferred holdings in the form of collateralized debt obligations with unrealized losses of \$4.3 million. These pooled trust preferred holdings consist of trust preferred obligations of banking industry companies and, to a lesser extent, insurance industry companies. For both of these pooled trust preferred securities, Washington Trust's investment is senior to one or more subordinated tranches which have first loss exposure. Valuations of the pooled trust preferred holdings are dependent in part on cash flows from underlying issuers. Unexpected cash flow disruptions could have an adverse impact on the fair value and performance of pooled trust preferred securities. Management believes the unrealized losses on these pooled trust preferred securities primarily reflect increased investor concerns about recent and potential future losses in the financial services industry related to subprime lending and other credit related exposure. These concerns resulted in a substantial decrease in market liquidity and increased risk premiums for securities in this sector. Credit spreads for issuers in this sector have remained wide during recent months, causing prices for these securities holdings to decline.

During the quarter ended March 31, 2009, an adverse change occurred in the expected cash flows for one of the trust preferred collateralized debt obligation securities indicating that, based on cash flow forecasts with regard to timing of deferrals and potential future recovery of deferred payments, default rates, and other matters, the Corporation will not receive all contractual amounts due under the instrument and will not recover the entire cost basis of this security. As previously described, the Corporation early adopted FSP Nos. FAS 115-2 and FAS 124-2 for the quarter ended March 31, 2009, and recognized a \$1.350 million credit-related impairment loss in earnings for this trust preferred collateralized debt security, with a commensurate adjustment to reduce the amortized cost of this security. This security was downgraded to a below investment grade rating of "Caa3" by Moody's Investors Service Inc. ("Moody's") on March 27, 2009. This credit rating was considered by management in its assessment of the impairment status of this security and is classified as nonaccrual. This security was current with respect to its quarterly debt service (interest) payments as of the most recent quarterly payment date of July 15, 2009.

During the fourth quarter of 2008, the Corporation's other trust preferred collateralized debt obligation security began deferring interest payments until future periods and the Corporation recognized an other-than-temporary impairment charge in the fourth quarter of 2008 on this security in the amount of \$1.859 million. Based on cash flow forecasts with regard to timing of deferrals and potential future recovery of deferred payments, default rates, and other matters, the Corporation expects to receive all contractual amounts due under the instrument and expects to recover the entire cost basis of the security. Based on this assessment and in connection with the early adoption of FSP Nos. FAS 115-2 and FAS 124-2, the Corporation concluded that there was no credit-related loss portion of the other-than-temporary impairment charge as of December 31, 2008. Washington Trust reclassified this noncredit-related

**WASHINGTON TRUST BANCORP, INC. AND SUBSIDIARIES**  
**CONDENSED NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**

(Continued)

other-than-temporary impairment loss for this security previously recognized in earnings in the fourth quarter of 2008 as a cumulative effect adjustment as of January 1, 2009. In addition, the amortized cost basis of this security was increased by the \$1.859 million amount of the cumulative effect adjustment. This security was downgraded to a below investment grade rating of “Ca” by Moody’s on March 27, 2009 and is classified as nonaccrual. This credit rating was considered by management in its assessment of the impairment status of this security.

Based on cash flow forecasts for these securities, management expects to recover the remaining amortized cost of these securities. Furthermore, Washington Trust does not intend to sell these securities and it is not more likely than not that Washington Trust will be required to sell these securities before recovery of their cost basis, which may be at maturity. Therefore, management does not consider the unrealized losses on these investments to be other-than-temporary at June 30, 2009.

**Perpetual preferred stocks:**

In October 2008, the SEC’s Office of the Chief Accountant, after consultation and concurrence with the FASB, concluded that the assessment of other-than-temporary impairment of perpetual preferred securities for filings made after October 14, 2008 can be made using an impairment model (including an anticipated recovery period) similar to a debt security, provided there has been no evidence of a deterioration in credit of the issuer. Washington Trust has complied with this guidance in its evaluation of other-than-temporary impairment of perpetual preferred stocks.

As of June 30, 2009, the Corporation had 6 perpetual preferred stock holdings of financial and utility companies with a total fair value of \$2.8 million and unrealized losses of \$529 thousand, or 16% of their aggregate cost. Causes of conditions whereby the fair value of equity securities is less than cost include the timing of purchases and changes in valuation specific to individual industries or issuers. The relationship between the level of market interest rates and the dividend rates paid on individual equity securities may also be a contributing factor. Based on its assessment of these market conditions, management believes that the decline in fair value of its perpetual preferred equity securities was not a function of the financial condition and operating outlook of the issuers but, rather, reflected increased investor concerns about recent losses in the financial services industry related to subprime lending and other credit related exposure. These concerns resulted in greater volatility in market prices for perpetual preferred stocks in this market sector. Management evaluated the near-term prospects of the issuers in relation to the severity and duration of the impairment. Based on that analysis, management expects to recover the entire cost basis of these securities. Furthermore, Washington Trust does not intend to sell these securities and it is not more likely than not that Washington Trust will be required to sell these securities before recovery of their cost basis. Therefore, management does not consider these perpetual preferred equity securities to be other-than-temporarily impaired at June 30, 2009.

**WASHINGTON TRUST BANCORP, INC. AND SUBSIDIARIES**  
**CONDENSED NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**

(Continued)

**(5) Loan Portfolio**

The following is a summary of loans:

(Dollars in thousands)	June 30, 2009		December 31, 2008	
	Amount	%	Amount	%
<b>Commercial:</b>				
Mortgages (1)	\$ 439,182	23%	\$ 407,904	22%
Construction and development (2)	64,504	3%	49,599	3%
Other (3)	443,552	24%	422,810	23%
Total commercial	947,238	50%	880,313	48%
<b>Residential real estate:</b>				
Mortgages (4)	606,324	32%	626,663	34%
Homeowner construction	12,535	1%	15,389	1%
Total residential real estate	618,859	33%	642,052	35%
<b>Consumer:</b>				
Home equity lines	195,612	10%	170,662	9%
Home equity loans	70,806	4%	89,297	5%
Other	58,739	3%	56,830	3%
Total consumer	325,157	17%	316,789	17%
<b>Total loans (5)</b>	<b>\$ 1,891,254</b>	<b>100%</b>	<b>\$ 1,839,154</b>	<b>100%</b>

- (1) Amortizing mortgages and lines of credit, primarily secured by income producing property. \$112.2 million of these loans at June 30, 2009 were pledged as collateral for Federal Home Loan Bank borrowings (See Note 7).
- (2) Loans for construction of residential and commercial properties and for land development.
- (3) Loans to businesses and individuals, a substantial portion of which are fully or partially collateralized by real estate. \$14.4 million of these loans at June 30, 2009 were pledged as collateral for Federal Home Loan Bank borrowings (See Note 7).
- (4) A substantial portion of these loans was pledged as collateral for Federal Home Loan Bank borrowings (See Note 7).
- (5) Net of unamortized loan origination costs, net of fees, totaling \$15 thousand at June 30, 2009 and net of unamortized loan origination fees, net of costs \$2 thousand at December 31, 2008. Also includes \$213 thousand and \$259 thousand of net discounts on purchased loans at both June 30, 2009 and December 31, 2008, respectively.

**Nonaccrual Loans**

Nonaccrual loans totaled \$22.7 million at June 30, 2009, compared to \$7.8 million at December 31, 2008. This reflects an \$11.2 million increase in nonaccrual commercial loans and a \$3.4 million increase in nonaccrual residential mortgages.

**(6) Allowance for Loan Losses**

The following is an analysis of the allowance for loan losses:

(Dollars in thousands)	Three months		Six months	
	2009	2008	2009	2008
Periods ended June 30,				
Balance at beginning of period	\$ 24,498	\$ 20,724	\$ 23,725	\$ 20,277
Provision charged to expense	3,000	1,400	4,700	1,850
Recoveries of loans previously charged off	36	58	135	162
Loans charged off	(1,483)	(219)	(2,509)	(326)
Balance at end of period	\$ 26,051	\$ 21,963	\$ 26,051	\$ 21,963

**WASHINGTON TRUST BANCORP, INC. AND SUBSIDIARIES**  
**CONDENSED NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**

(Continued)

**(7) Borrowings****Federal Home Loan Bank Advances**

Advances payable to the FHLB are summarized as follows:

(Dollars in thousands)

	June 30, 2009	December 31, 2008
FHLB advances	\$ 688,431	\$ 829,626

In addition to outstanding advances, the Corporation also has access to an unused line of credit amounting to \$8.0 million at June 30, 2009. Under an agreement with the FHLB, the Corporation is required to maintain qualified collateral, free and clear of liens, pledges, or encumbrances that, based on certain percentages of book and market values, has a value equal to the aggregate amount of the line of credit and outstanding advances. The FHLB maintains a security interest in various assets of the Corporation including, but not limited to, residential mortgage loans, commercial mortgages and other commercial loans, U.S. government or agency securities, U.S. government-sponsored enterprise securities, and amounts maintained on deposit at the FHLB. The Corporation maintained qualified collateral in excess of the amount required to collateralize the line of credit and outstanding advances at June 30, 2009. Included in the collateral were securities available for sale with a fair value of \$431.6 million and \$512.3 million that were specifically pledged to secure FHLB borrowings at June 30, 2009 and December 31, 2008, respectively. Unless there is an event of default under the agreement with the FHLB, the Corporation may use, encumber or dispose of any portion of the collateral in excess of the amount required to secure FHLB borrowings, except for that collateral that has been specifically pledged.

**Other Borrowings**

The following is a summary of other borrowings:

(Dollars in thousands)

	June 30, 2009	December 31, 2008
Treasury, Tax and Loan demand note balance	\$ 2,199	\$ 4,382
Deferred acquisition obligations	—	2,506
Securities sold under repurchase agreements	19,500	19,500
Other	340	355
Other borrowings	\$ 22,039	\$ 26,743

The Stock Purchase Agreement, as amended, for the August 2005 acquisition of Weston Financial Group, Inc. ("Weston Financial") provided for the payment of contingent purchase price amounts based on operating results in each of the years in the three-year earn-out period ending December 31, 2008. Contingent payments were added to goodwill and recorded as deferred acquisition liabilities at the time the payments were determinable beyond a reasonable doubt. During the first quarter of 2009, the Corporation paid approximately \$2.5 million, which represented the final payment pursuant to the Stock Purchase Agreement, as amended.

**(8) Shareholders' Equity****Stock Repurchase Plan:**

The Corporation's 2006 Stock Repurchase Plan authorizes the repurchase of up to 400,000 shares of the Corporation's common stock in open market transactions. There were no shares repurchased under the Corporation's 2006 Stock Repurchase Plan during the six months ended June 30, 2009. As of June 30, 2009, a cumulative total of 185,400 shares have been repurchased at a total cost of \$4.8 million.



**WASHINGTON TRUST BANCORP, INC. AND SUBSIDIARIES**  
**CONDENSED NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**

(Continued)

**Regulatory Capital Requirements:**

The following table presents the Corporation's and the Bank's actual capital amounts and ratios at June 30, 2009 and December 31, 2008, as well as the corresponding minimum and well capitalized regulatory amounts and ratios:

(Dollars in thousands)	Actual		For Capital Adequacy Purposes		To Be Well Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
<b>As of June 30, 2009:</b>						
Total Capital (to Risk-Weighted Assets):						
Corporation	\$ 239,567	12.23%	\$ 156,715	8.00%	\$ 195,894	10.00%
Bank	\$ 237,531	12.14%	\$ 156,571	8.00%	\$ 195,713	10.00%
Tier 1 Capital (to Risk-Weighted Assets):						
Corporation	\$ 215,057	10.98%	\$ 78,358	4.00%	\$ 117,536	6.00%
Bank	\$ 213,043	10.89%	\$ 78,285	4.00%	\$ 117,428	6.00%
Tier 1 Capital (to Average Assets): (1)						
Corporation	\$ 215,057	7.53%	\$ 114,294	4.00%	\$ 142,868	5.00%
Bank	\$ 213,043	7.46%	\$ 114,190	4.00%	\$ 142,738	5.00%
<b>As of December 31, 2008:</b>						
Total Capital (to Risk-Weighted Assets):	\$ 235,728	12.54%	\$ 150,339	8.00%	\$ 187,923	10.00%
Corporation	\$ 237,023	12.62%	\$ 150,201	8.00%	\$ 187,751	10.00%
Bank						
Tier 1 Capital (to Risk-Weighted Assets):	\$ 212,231	11.29%	\$ 75,169	4.00%	\$ 112,754	6.00%
Corporation	\$ 213,547	11.37%	\$ 75,101	4.00%	\$ 112,651	6.00%
Bank						
Tier 1 Capital (to Average Assets): (1)	\$ 212,231	7.53%	\$ 112,799	4.00%	\$ 140,999	5.00%
Corporation	\$ 213,547	7.58%	\$ 112,724	4.00%	\$ 140,905	5.00%
Bank						

(1) Leverage ratio

The Corporation's capital ratios at June 30, 2009 place the Corporation in the "well-capitalized" category according to regulatory standards.

As of June 30, 2009, Bancorp has sponsored the creation of three statutory trusts for the sole purpose of issuing trust preferred securities and investing the proceeds in junior subordinated debentures of the Bancorp. In accordance with FASB Interpretation 46-R, "Consolidation of Variable Interest Entities – Revised," these statutory trusts created by Bancorp are not consolidated into the Corporation's financial statements; however, the Corporation reflects the amounts of junior subordinated debentures payable to the preferred shareholders of statutory trusts as debt in its financial statements. The trust preferred securities qualify as Tier 1 capital.

On March 1, 2005, the Federal Reserve Board issued a final rule that would retain trust preferred securities in Tier 1 capital of bank holding companies, but with stricter quantitative limits and clearer standards. On March 17, 2009, the Federal Reserve Board announced the adoption of a final rule that delays until March 31, 2011, the effective date of new limits whereby the aggregate amount of trust preferred securities would be limited to 25% of Tier 1 capital elements, net of goodwill. The Corporation has evaluated the potential impact of such a change on its Tier 1 capital ratio and has concluded that the regulatory capital treatment of the trust preferred securities in the Corporation's total capital ratio would be unchanged.

**(9) Financial Instruments with Off-Balance Sheet Risk and Derivative Financial Instruments**

Effective January 1, 2009, Washington Trust adopted SFAS No. 161, "Disclosures about Derivative Instruments and Hedging Activities" ("SFAS No. 161"). SFAS No. 161 changed the disclosure requirements for derivative instruments and hedging activities and required enhanced disclosures about (1) how and why an entity uses derivative instruments, (2) how derivative instruments and related hedge items are accounted for under SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities" ("SFAS No. 133"), and its related interpretations, and (3) how derivative instruments and related hedged items affect an entity's financial position, financial performance and cash flows. The Corporation complied with this guidance and has provided the required disclosures below.

**WASHINGTON TRUST BANCORP, INC. AND SUBSIDIARIES****(Continued)****CONDENSED NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**

The Corporation is a party to financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its customers and to manage the Corporation's exposure to fluctuations in interest rates. These financial instruments include commitments to extend credit, standby letters of credit, financial guarantees, interest rate swap agreements and commitments to originate and commitments to sell fixed rate mortgage loans. These instruments involve, to varying degrees, elements of credit risk in excess of the amount recognized in the Corporation's Consolidated Balance Sheets. The contract or notional amounts of these instruments reflect the extent of involvement the Corporation has in particular classes of financial instruments. The Corporation's credit policies with respect to interest rate swap agreements with commercial borrowers, commitments to extend credit, and financial guarantees are similar to those used for loans. The interest rate swaps with other counterparties are generally subject to bilateral collateralization terms. The contractual and notional amounts of financial instruments with off-balance sheet risk are as follows:

(Dollars in thousands)	June 30, 2009	December 31, 2008
Financial instruments whose contract amounts represent credit risk:		
Commitments to extend credit:		
Commercial loans	\$ 196,239	\$ 206,515
Home equity lines	179,993	178,371
Other loans	20,253	22,979
Standby letters of credit	9,090	7,679
Financial instruments whose notional amounts exceed the amount of credit risk:		
Forward loan commitments:		
Commitments to originate fixed rate mortgage loans to be sold	19,370	25,662
Commitments to sell fixed rate mortgage loans	25,587	28,192
Customer related derivative contracts:		
Interest rate swaps with customers	31,886	13,981
Mirror swaps with counterparties	31,886	13,981
Interest rate risk management contract:		
Interest rate swap	10,000	10,000

**Commitments to Extend Credit**

Commitments to extend credit are agreements to lend to a customer as long as there are no violations of any conditions established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since some of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. Each borrower's creditworthiness is evaluated on a case-by-case basis. The amount of collateral obtained is based on management's credit evaluation of the borrower.

**Standby Letters of Credit**

Standby letters of credit are conditional commitments issued to guarantee the performance of a customer to a third party. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers. Under a standby letter of credit, the Corporation is required to make payments up to a maximum stated amount to the beneficiary of the letter of credit upon request by the beneficiary contingent upon the customer's failure to perform under the terms of the underlying contract with the beneficiary. Standby letters of credit extend up to five years. At June 30, 2009 and December 31, 2008, the maximum potential amount of undiscounted future payments, not reduced by amounts that may be recovered, totaled \$9.1 million and \$7.7 million, respectively. At June 30, 2009 and December 31, 2008, there was no liability to beneficiaries resulting from standby letters of credit. Fee income on standby letters of credit for the six months ended June 30, 2009 and 2008 was insignificant.

At June 30, 2009, a substantial portion of the standby letters of credit was supported by pledged collateral. The collateral obtained is determined based on management's credit evaluation of the customer. Should the Corporation be required to make payments to the beneficiary, repayment from the customer to the Corporation is required.

**WASHINGTON TRUST BANCORP, INC. AND SUBSIDIARIES**  
**CONDENSED NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**

(Continued)

**Interest Rate Risk Management Agreements**

Interest rate swaps are used from time to time as part of the Corporation's interest rate risk management strategy. Swaps are agreements in which the Corporation and another party agree to exchange interest payments (e.g., fixed-rate for variable-rate payments) computed on a notional principal amount. The credit risk associated with swap transactions is the risk of default by the counterparty. To minimize this risk, the Corporation enters into interest rate agreements only with highly rated counterparties that management believes to be creditworthy. The notional amounts of these agreements do not represent amounts exchanged by the parties and, thus, are not a measure of the potential loss exposure.

In April 2008, the Bancorp entered into an interest rate swap contract with Lehman Brothers Special Financing, Inc. to hedge the interest rate risk associated with \$10 million of the variable rate junior subordinated debentures. The interest rate swap contract has a notional amount of \$10 million and matures in 2013. At inception, the swap was intended to convert the debt from variable rate to fixed rate and qualify for cash flow hedge accounting under SFAS No. 133. In September 2008, Lehman Brothers Holdings Inc., the parent guarantor of the swap counterparty, filed for bankruptcy protection, followed in October 2008 by the swap counterparty itself. Due to the change in the creditworthiness of the derivative counterparty, the hedging relationship was deemed to be not highly effective. As a result, cash flow hedge accounting was discontinued prospectively and all subsequent changes in fair value of the interest rate swap were recognized directly in earnings as noninterest income. As of the date of discontinuance in September 2008, Washington Trust had a net unrealized gain on the swap contract of \$30 thousand, which was recorded in accumulated other comprehensive loss, net of taxes. This amount was subsequently reclassified into earnings through amortization during the first quarter of 2009. On March 31, 2009, this interest rate swap contract was reassigned to a new creditworthy counterparty, unrelated to the prior counterparty. On May 1, 2009, this interest rate swap contract qualified for cash flow hedge accounting under SFAS No. 133 to hedge the interest rate risk associated with \$10 million of the variable rate junior subordinated debentures. Effective May 1, 2009, the effective portion of changes in fair value of the swap is recorded in other comprehensive income and subsequently reclassified into interest expense as a yield adjustment in the same period in which the related interest on the variable rate debentures affect earnings. The ineffective portion of changes in fair value is recognized directly in earnings as interest expense.

The Corporation has entered into interest rate swap contracts to help commercial loan borrowers manage their interest rate risk. The interest rate swap contracts with commercial loan borrowers allow them to convert floating rate loan payments to fixed rate loan payments. When we enter into an interest rate swap contract with a commercial loan borrower, we simultaneously enter into a "mirror" swap contract with a third party. The third party exchanges the client's fixed rate loan payments for floating rate loan payments. We retain the risk that is associated with the potential failure of counterparties and inherent in making loans. At June 30, 2009 and December 31, 2008, Washington Trust had interest rate swap contracts with commercial loan borrowers with notional amounts of \$31.9 million and \$14.0 million, respectively, and equal amounts of "mirror" swap contracts with third-party financial institutions. These derivatives are not designated as hedges and, therefore, changes in fair value are recognized in earnings.

**Forward Loan Commitments**

Interest rate lock commitments are extended to borrowers that relate to the origination of readily marketable mortgage loans held for sale. To mitigate the interest rate risk inherent in these rate locks, as well as closed mortgage loans held for sale, best efforts forward commitments are established to sell individual mortgage loans. Commitments to originate and commitments to sell fixed rate mortgage loans are derivative financial instruments and, therefore, changes in fair value of these commitments are recognized in earnings.

**WASHINGTON TRUST BANCORP, INC. AND SUBSIDIARIES**  
**CONDENSED NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**

(Continued)

The following table presents the fair values of derivative instruments in the Corporation's Consolidated Balance Sheets as of the dates indicated.

(Dollars in thousands)

(Dollars in thousands)		Asset Derivatives		Liability Derivatives	
Balance Sheet Location	Fair Value		Balance Sheet Location	Fair Value	
	June 30, 2009	Dec. 31, 2008		June 30, 2009	Dec. 31, 2008
<b>Derivatives designated as cash flow hedging instruments under SFAS No. 133:</b>					
Interest rate risk management contract:					
Interest rate swap	\$	–	\$	–	
			Accrued expenses & other liabilities	\$	376
				\$	–
<b>Derivatives not designated as hedging instruments under SFAS No. 133</b>					
Forward loan commitments:					
Commitments to originate fixed rate mortgage loans to be sold	Other assets	31	152	Accrued expenses & other liabilities	331
					18
Commitments to sell fixed rate mortgage loans	Other assets	445	18	Accrued expenses & other liabilities	96
					177
Customer related derivative contracts:					
Interest rate swaps with customers	Other assets	1,309	1,413		–
					–
Mirror swaps with counterparties		–	–	Accrued expenses & other liabilities	1,278
					1,479
Interest rate risk management contract:					
Interest rate swap		–	–	Accrued expenses & other liabilities	–
					601
Total	\$	1,785	\$	1,583	\$
					2,081
					\$
					2,275

The following tables present the effect of derivative instruments in the Corporations' Consolidated Statements of Income and Changes in Shareholders' Equity for the periods indicated.

(Dollars in thousands)

(Dollars in thousands)					Location of Gain				
					(Loss) Recognized in				
					Income on Derivative				
					(Ineffective Portion				
					and Amount				
					Excluded from				
					Effectiveness				
					Testing)				

(1) In addition to the amounts reported in the table above, a \$30 thousand gain was reclassified from accumulated other comprehensive income into net unrealized gains on interest rate swaps in the first quarter of 2009.

**WASHINGTON TRUST BANCORP, INC. AND SUBSIDIARIES**  
**CONDENSED NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**

(Continued)

(Dollars in thousands)

(Dollars in thousands)		Amount of Gain (Loss)			
		Recognized in Income on Derivative			
		Three Months		Six Months	
Periods ended June 30,	Location of Gain (Loss) Recognized in Income on Derivative	2009	2008	2009	2008
<b>Derivatives not designated as hedging instruments under SFAS No. 133:</b>					
Forward loan commitments:					
Commitments to originate fixed rate mortgage loans to be sold	Net gains on loan sales & commissions on loans originated for others	\$ (657)	\$ 12	\$ (433)	\$ 2
Commitments to sell fixed rate mortgage loans	Net gains on loan sales & commissions on loans originated for others	814	9	507	8
Customer related derivative contracts:					
Interest rate swaps with customers	Net unrealized gains (losses) on interest rate swaps	8	(405)	135	(27)
Mirror swaps with counterparties	Net unrealized gains on interest rate swaps	224	431	149	172
Interest rate risk management contract:					
Interest rate swap	Net unrealized gains on interest rate swaps	109	–	117	–
Total		\$ 498	\$ 47	\$ 475	\$ 155

**(10) Fair Value Measurements**

Effective January 1, 2009, the Corporation adopted SFAS No. 157, “Fair Value Measurements” (“SFAS No. 157”), for nonfinancial assets and liabilities. The application of these provisions of SFAS No. 157 did not have a material impact on the Corporation’s financial position or results of operations.

On April 9, 2009 the FASB issued FASB Staff Position No. FAS 157-4 “Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly” (“FSP No. FAS 157-4”). The Corporation elected to early adopt FSP No. FAS 157-4 effective January 1, 2009 and complied with the guidance in FSP No. FAS 157-4 in determining the fair value of its securities at March 31, 2009.

The Corporation uses fair value measurements to record fair value adjustments to certain assets and liabilities and to determine fair value disclosures. Securities available for sale and derivatives are recorded at fair value on a recurring basis. Additionally, from time to time, we may be required to record at fair value other assets on a nonrecurring basis, such as loans held for sale, collateral dependent impaired loans and mortgage servicing rights. These nonrecurring fair value adjustments typically involve the application of lower-of-cost-or-market accounting or write-downs of individual assets.

**Determination of Fair Value**

Under SFAS No. 157, fair values are based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When available, the Corporation uses quoted market prices to determine fair value. If quoted prices are not available, fair value is based upon valuation techniques such as matrix pricing or other models that use, where possible, current market-based or independently sourced market parameters, such as interest rates. If observable market-based inputs are not available, the Corporation uses unobservable inputs to determine appropriate valuation adjustments using methodologies applied consistently over time.

The following is a description of valuation methodologies for assets and liabilities recorded at fair value, including the general classification of such assets and liabilities pursuant to the valuation hierarchy.

**Items Measured at Fair Value on a Recurring Basis**
**Securities Available for Sale**

Securities available for sale are recorded at fair value on a recurring basis. When available, the Corporation uses quoted market prices to determine the fair value of securities; such items are classified as Level 1. This category includes exchange-traded equity securities and U.S. Treasury obligations.

**WASHINGTON TRUST BANCORP, INC. AND SUBSIDIARIES**  
**CONDENSED NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**

(Continued)

Level 2 securities include debt securities with quoted prices, which are traded less frequently than exchange-traded instruments, whose value is determined using matrix pricing with inputs that are observable in the market or can be derived principally from or corroborated by observable market data. This category generally includes obligations of U.S. government-sponsored agencies, mortgage-backed securities issued by U.S. government and government-sponsored agencies, municipal bonds, trust preferred securities, corporate bonds and certain preferred equity securities.

In certain cases where there is limited activity or less transparency around inputs to the valuation, securities may be classified as Level 3. Level 3 securities were comprised of two pooled trust preferred debt securities, in the form of collateralized debt obligations, which were not actively traded. As of June 30, 2009, in accordance with FSP No. FAS 157-4, the Corporation concluded that there has been a significant decrease in the volume and level of activity for its Level 3 pooled trust preferred debt securities and, therefore, quoted market prices are not indicative of fair value. As a result, the Corporation utilized valuations from a third party valuation consultant to determine fair value. The valuations were prepared using discounted cash flow methodologies based on detailed cash flow and credit analysis of the pooled securities. The Corporation has not adjusted the values obtained from this source.

As of December 31, 2008, for these two pooled trust preferred collateralized debt obligations, the Corporation utilized valuations provided by broker dealer/investment banking firms, a third party pricing service and also engaged a third party valuation firm to provide additional detailed cash flow and credit analysis of the pooled securities. Management concluded that the valuations provided from each source were based on sound methodologies and were reasonable and, therefore, a simple average of the values provided from these sources was used for financial reporting purposes. The Corporation did not adjust the above prices obtained from these sources. In addition, pricing information from one other source was provided to us on a third hand basis from an outside party. We were unable to verify factors used in determining the prices obtained for both pooled trust preferred holdings and found the pricing indications to be significantly below the range of price indications provided by the other pricing sources described above, and for these reasons we excluded this source from our valuation analysis.

Our internal review procedures have confirmed that the fair values provided by the aforementioned third party valuation sources utilized by the Corporation are consistent with the principles of SFAS No. 157. Our fair values assumed liquidation in an orderly market and not under distressed circumstances. Due to the continued market illiquidity and credit risk for securities in the financial sector, the fair value of these securities is highly sensitive to assumption changes and market volatility.

**Derivatives**

Substantially all of our derivatives are traded in over-the-counter markets where quoted market prices are not readily available. Fair value measurements are determined using independent pricing models that utilize primarily market observable inputs, such as swap rates of different maturities and LIBOR rates and, accordingly, are classified as Level 2. Examples include interest rate swap contracts. Our internal review procedures have confirmed that the fair values determined with independent pricing models and utilized by the Corporation are consistent with the principles of SFAS No. 157. Any derivative for which we measure fair value using significant assumptions that are unobservable are classified as Level 3. Level 3 derivatives include interest rate lock commitments written for our residential mortgage loans that we intend to sell. The valuation of these items is determined by management based on internal calculations using external market inputs.

For purposes of potential valuation adjustments to its interest rate swap contracts, the Corporation evaluates the credit risk of its counterparties as well as that of the Corporation. Accordingly, Washington Trust considers factors such as the likelihood of default by the Corporation and its counterparties, its net exposures and remaining contractual life, among other factors, in determining if any fair value adjustments related to credit risk are required. Counterparty exposure is evaluated by netting positions that are subject to master netting agreements, as well as considering the amount of collateral securing the position.

**Items Measured at Fair Value on a Nonrecurring Basis****Collateral Dependent Impaired Loans**

Collateral dependent loans that are deemed to be impaired in accordance with SFAS No. 114, "Accounting by Creditors for Impairment of a Loan," are valued based upon the fair value of the underlying collateral. Such collateral

**WASHINGTON TRUST BANCORP, INC. AND SUBSIDIARIES**
**(Continued)**
**CONDENSED NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**

primarily consists of real estate and, to a lesser extent, other business assets. For those collateral dependent loans for which the inputs used in the appraisals of the collateral are observable, such loans are categorized as Level 2. For other collateral dependent loans, management may adjust appraised values to reflect estimated market value declines or apply other discounts to appraised values for unobservable factors resulting from its knowledge of the property, or use internal valuations for other business assets utilizing significant assumptions that are unobservable, and such loans are categorized as Level 3.

**Mortgage Loans Held for Sale**

Mortgage loans held for sale are carried on an aggregate basis at the lower of cost or fair value. The fair value of loans held for sale is based on what secondary markets are currently offering for loans with similar characteristics. As such, we classify loans subjected to nonrecurring fair value adjustments as Level 2.

**Items Recorded at Fair Value on a Recurring Basis**

The table below presents the balances of assets and liabilities reported at fair value on a recurring basis.

(Dollars in thousands)

(Dollars in thousands)	Fair Value Measurements Using			Assets/ Liabilities at Fair Value
June 30, 2009	Level 1	Level 2	Level 3	
Assets:				
Securities available for sale:				
U.S. Treasury obligations and obligations of U.S. government-sponsored agencies	\$ —	\$ 55,362	\$ —	\$ 55,362
Mortgage-backed securities issued by U.S. government agencies and U.S. government-sponsored agencies	—	603,356	—	603,356
States and political subdivisions	—	81,091	—	81,091
Trust preferred securities:				
Individual name issuers	—	16,904	—	16,904
Collateralized debt obligations	—	—	1,881	1,881
Corporate bonds	—	14,397	—	14,397
Common stocks	619	—	—	619
Perpetual preferred stocks	2,472	353	—	2,825
Derivative assets (1)	—	1,309	476	1,785
Total assets at fair value on a recurring basis	\$ 3,091	\$ 772,772	\$ 2,357	\$ 778,220
Liabilities:				
Derivative liabilities (1)	\$ —	\$ 1,654	\$ 427	\$ 2,081
Total liabilities at fair value on a recurring basis	\$ —	\$ 1,654	\$ 427	\$ 2,081

(1) Derivatives assets are included in other assets and derivative liabilities are reported in accrued expenses and other liabilities in the Consolidated Balance Sheets.



**WASHINGTON TRUST BANCORP, INC. AND SUBSIDIARIES**  
**CONDENSED NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**

(Continued)

(Dollars in thousands)

(Dollars in thousands)	Fair Value Measurements Using			Assets/ Liabilities at
December 31, 2008	Level 1	Level 2	Level 3	Fair Value
Assets:				
Securities available for sale:				
U.S. Treasury obligations and obligations of U.S. government-sponsored agencies	\$ —	\$ 64,377	\$ —	\$ 64,377
Mortgage-backed securities issued by U.S. government agencies and U.S. government-sponsored agencies	—	683,619	—	683,619
States and political subdivisions	—	81,213	—	81,213
Trust preferred securities:				
Individual name issuers	—	16,793	—	16,793
Collateralized debt obligations	—	—	1,940	1,940
Corporate bonds	—	13,576	—	13,576
Common stocks	992	—	—	992
Perpetual preferred stocks	3,208	501	—	3,709
Derivative assets (1)	—	1,413	170	1,583
Total assets at fair value on a recurring basis	\$ 4,200	\$ 861,492	\$ 2,110	\$ 867,802
Liabilities:				
Derivative liabilities (1)	\$ —	\$ 2,080	\$ 195	\$ 2,275
Total liabilities at fair value on a recurring basis	\$ —	\$ 2,080	\$ 195	\$ 2,275

(1) Derivatives assets are included in other assets and derivative liabilities are reported in accrued expenses and other liabilities in the Consolidated Balance Sheets.

It is the Corporation's policy to review and reflect transfers either into or out of "Level 3" as of the financial statement reporting date. The following table presents the changes in Level 3 assets and liabilities measured at fair value on a recurring basis during the periods indicated.

Three months ended:

	June 30, 2009			June 30, 2008		
	Securities Available for Sale (1)	Derivative Assets / (Liabilities)	Total	Securities Available for Sale	Derivative Assets / (Liabilities)	Total
(Dollars in thousands)						
Balance at beginning of period	\$ 1,928	\$ (108)	\$ 1,820	\$ —	\$ (13)	\$ (13)
Gains and losses (realized and unrealized):						
Included in earnings (2)	—	157	157	—	21	21
Included in other comprehensive income	(47)	—	(47)	—	—	—
Purchases, issuances and settlements (net)	—	—	—	—	—	—
Transfers in and/or out of Level 3	—	—	—	5,735	—	5,735
Balance at end of period	\$ 1,881	\$ 49	\$ 1,930	\$ 5,735	\$ 8	\$ 5,743

**WASHINGTON TRUST BANCORP, INC. AND SUBSIDIARIES**  
**CONDENSED NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**

(Continued)

Six months ended:

	June 30, 2009			June 30, 2008		
	Securities Available for Sale (1)	Derivative Assets / (Liabilities)	Total	Securities Available for Sale	Derivative Assets / (Liabilities)	Total
(Dollars in thousands)						
Balance at beginning of period	\$ 1,940	\$ (25)	\$ 1,915	\$ –	\$ (2)	\$ (2)
Gains and losses (realized and unrealized):						
Included in earnings (2)	(1,350)	74	(1,276)	–	10	10
Included in other comprehensive income	1,291	–	1,291	–	–	–
Purchases, issuances and settlements (net)	–	–	–	–	–	–
Transfers in and/or out of Level 3	–	–	–	5,735	–	5,735
Balance at end of period	\$ 1,881	\$ 49	\$ 1,930	\$ 5,735	\$ 8	\$ 5,743

- (1) During the periods indicated, Level 3 securities available for sale were comprised of two pooled trust preferred debt securities, in the form of collateralized debt obligations.
- (2) Level 3 securities available for sale losses included in earnings of \$1.350 million consisted solely of the credit-related impairment loss recognized in the first quarter of 2009 on one of the pooled trust preferred securities. The losses included in earnings for Level 3 derivative assets and liabilities, which were comprised of interest rate lock commitments written for our residential mortgage loans that we intend to sell, were included in net gains on loan sales and commissions on loans originated for others in the Consolidated Statements of Income.

**Items Recorded at Fair Value on a Nonrecurring Basis**

Certain assets are measured at fair value on a nonrecurring basis in accordance with GAAP. These adjustments to fair value usually result from the application of lower of cost or market accounting or write-downs of individual assets. The valuation methodologies used to measure these fair value adjustments are described above.

The following table presents the carrying value of certain assets measured at fair value on a nonrecurring basis during the six months ended June 30, 2009.

(Dollars in thousands)	Carrying Value at June 30, 2009			
	Level 1	Level 2	Level 3	Total
<b>Assets:</b>				
Collateral dependent impaired loans	\$ –	\$ 7,239	\$ 3,815	\$ 11,054
Mortgage loans held for sale	–	6,139	–	6,139
Total assets at fair value on a nonrecurring basis	\$ –	\$ 13,378	\$ 3,815	\$ 17,193

At June 30, 2009, collateral dependent impaired loans had a carrying value of \$11.1 million and related allowance for loan losses allocation of \$2.2 million.

During the six months ended June 30, 2009, certain mortgage loans held for sale were written down to their fair value resulting in a valuation allowance increase of \$25 thousand, which was recorded as a component of net gains on loan sales and commissions on loans originated for others in the Corporation's Consolidated Statements of Income.

The following table presents the carrying value of certain assets measured at fair value on a nonrecurring basis during the six months ended June 30, 2008.

(Dollars in thousands)	Carrying Value at June 30, 2008			
	Level 1	Level 2	Level 3	Total
<b>Assets:</b>				
Collateral dependent impaired loans	\$ –	\$ 1,630	\$ –	\$ 1,630
Total assets at fair value on a nonrecurring basis	\$ –	\$ 1,630	\$ –	\$ 1,630

At June 30, 2008, collateral dependent impaired loans had a carrying value of \$1.6 million and related allowance for loan losses allocation of \$238 thousand.

**WASHINGTON TRUST BANCORP, INC. AND SUBSIDIARIES****(Continued)****CONDENSED NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**

Effective June 30, 2009, the Corporation adopted FASB Staff Position No. 107-1 and Accounting Principles Board Opinion No. 28-1, “Interim Disclosures about Fair Value of Financial Instruments” (“FSP No. 107-1 and APB No. 28-1”). FSP No. 107-1 and APB No. 28-1 require interim and annual disclosures made by publicly traded companies to include the fair value of its financial instruments, whether recognized or not recognized in the statement of financial position, as required by SFAS No. 107, “Disclosures about Fair Value of Financial Instruments.” The methodologies for estimating the fair value of financial instruments that are measured at fair value on a recurring or nonrecurring basis are discussed above. The methodologies for other financial instruments are discussed in our Annual Report on Form 10-K for the fiscal year ended December 31, 2008.

The following table presents the fair values of financial instruments:

	June 30, 2009	
	Carrying Amount	Estimated Fair Value
(Dollars in thousands)		
<b>Financial Assets:</b>		
Cash and cash equivalents	\$ 50,261	\$ 50,261
Mortgage loans held for sale	6,139	6,191
Securities available for sale	776,435	776,435
FHLB stock	42,008	42,008
Loans, net of allowance for loan losses	1,865,203	1,913,265
Accrued interest receivable	9,883	9,883
Bank-owned life insurance	44,053	44,053
Customer related interest rate swap contracts	1,309	1,309
Forward loan commitments (1)	476	476
<b>Financial Liabilities:</b>		
Noninterest-bearing demand deposits	\$ 187,830	\$ 187,830
NOW accounts	187,014	187,014
Money market accounts	311,329	311,329
Trust money market accounts	45,397	45,397
Savings accounts	192,484	192,484
Time deposits	959,666	970,222
FHLB advances	688,431	721,704
Junior subordinated debentures	32,991	18,556
Securities sold under repurchase agreements	19,500	20,966
Other borrowings	2,539	2,539
Accrued interest payable	7,769	7,769
Customer related interest rate swap contracts	1,278	1,278
Interest rate risk management contract	376	376
Forward loan commitments (1)	428	428

(1) Interest rate lock commitments written for our residential mortgage loans that we intend to sell.

**WASHINGTON TRUST BANCORP, INC. AND SUBSIDIARIES**  
**CONDENSED NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**

(Continued)

**(11) Defined Benefit Pension Plans**

The following table sets forth the plans' benefit obligations, fair value of plan assets and funded status as of June 30, 2009 and 2008.

**Components of Net Periodic Benefit Costs:**

(Dollars in thousands)

Periods ended June 30,	Qualified Pension Plan				Non-Qualified Retirement Plans			
	Three months		Six months		Three months		Six months	
	2009	2008	2009	2008	2009	2008	2009	2008
Service cost	\$ 592	\$ 512	\$ 1,185	\$ 1,023	\$ 26	\$ 63	\$ 53	\$ 125
Interest cost	573	507	1,146	1,014	141	143	282	286
Expected return (loss) on plan assets	(612)	(569)	(1,225)	(1,138)	—	—	—	—
Amortization of transition asset	—	—	—	—	—	—	—	—
Amortization of prior service cost	(9)	(9)	(17)	(17)	6	15	13	31
Recognized net actuarial loss	77	4	152	7	8	55	14	109
Curtailment loss	—	—	—	—	—	—	97	—
Net periodic benefit cost	\$ 621	\$ 445	\$ 1,241	\$ 889	\$ 181	\$ 276	\$ 459	\$ 551

**Employer Contributions:**

The Corporation previously disclosed in its financial statements for the year ended December 31, 2008 that it expected to contribute \$2.0 million to its qualified pension plan and \$435 thousand in benefit payments to its non-qualified retirement plans in 2009. During the six months ended June 30, 2009, \$2.1 million of contributions have been made to the qualified pension plan and \$168 thousand in benefit payments have been made to the non-qualified retirement plans. The Corporation presently anticipates contributing an additional \$167 thousand in benefit payments to the non-qualified retirement plans in 2009.

**WASHINGTON TRUST BANCORP, INC. AND SUBSIDIARIES**
**(Continued)**
**CONDENSED NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**
**(12) Business Segments**

Washington Trust segregates financial information in assessing its results among two operating segments: Commercial Banking and Wealth Management Services. The amounts in the Corporate column include activity not related to the segments, such as the investment securities portfolio, wholesale funding activities and administrative units. The Corporate column is not considered to be an operating segment. The methodologies and organizational hierarchies that define the business segments are periodically reviewed and revised. Results may be restated, when necessary, to reflect changes in organizational structure or allocation methodology. The following tables present the statement of operations and total assets for Washington Trust's reportable segments.

(Dollars in thousands)

	Commercial Banking		Wealth Management Services		Corporate		Consolidated Total	
Three months ended June 30,	2009	2008	2009	2008	2009	2008	2009	2008
Net interest income (expense)	\$ 17,128	\$ 15,488	\$ (17)	\$ (5)	\$ (850)	\$ 724	\$ 16,261	\$ 16,207
Noninterest income (expense)	5,501	3,944	5,954	7,650	848	565	12,303	12,159
Total income	22,629	19,432	5,937	7,645	(2)	1,289	28,564	28,366
Provision for loan losses	3,000	1,400	—	—	—	—	3,000	1,400
Depreciation and amortization expense	633	618	423	412	37	45	1,093	1,075
Other noninterest expenses	12,534	10,055	4,284	4,701	2,418	2,223	19,236	16,979
Total noninterest expenses	16,167	12,073	4,707	5,113	2,455	2,268	23,329	19,454
Income before income taxes	6,462	7,359	1,230	2,532	(2,457)	(979)	5,235	8,912
Income tax expense (benefit)	2,254	2,578	435	975	(1,218)	(736)	1,470	2,817
Net income (loss)	\$ 4,208	\$ 4,781	\$ 795	\$ 1,557	\$ (1,239)	\$ (243)	\$ 3,765	\$ 6,095
Total assets at period end	1,962,813	1,787,560	49,730	42,587	907,265	902,842	2,919,808	2,732,989
Expenditures for long-lived assets	987	758	463	106	95	73	1,545	937

(Dollars in thousands)

	Commercial Banking		Wealth Management Services		Corporate		Consolidated Total	
Six months ended June 30,	2009	2008	2009	2008	2009	2008	2009	2008
Net interest income (expense)	\$ 33,070	\$ 29,974	\$ (31)	\$ (14)	\$ (819)	\$ 1,323	\$ 32,220	\$ 31,283
Noninterest income (expense)	9,339	7,288	11,367	14,908	(495)	1,007	20,211	23,203
Total income	42,409	37,262	11,336	14,894	(1,314)	2,330	52,431	54,486
Provision for loan losses	4,700	1,850	—	—	—	—	4,700	1,850
Depreciation and amortization expense	1,283	1,245	831	823	77	89	2,191	2,157
Other noninterest expenses	23,437	19,220	8,771	9,378	4,320	4,441	36,528	33,039
Total noninterest expenses	29,420	22,315	9,602	10,201	4,397	4,530	43,419	37,046
Income before income taxes	12,989	14,947	1,734	4,693	(5,711)	(2,200)	9,012	17,440
Income tax expense (benefit)	4,144	5,246	870	1,816	(2,437)	(1,533)	2,577	5,529
Net income (loss)	\$ 8,845	\$ 9,701	\$ 864	\$ 2,877	\$ (3,274)	\$ (667)	\$ 6,435	\$ 11,911
Total assets at period end	1,962,813	1,787,560	49,730	42,587	907,265	902,842	2,919,808	2,732,989
Expenditures for long-lived assets	1,320	1,012	524	147	149	96	1,993	1,255

Management uses certain methodologies to allocate income and expenses to the business lines. A funds transfer pricing methodology is used to assign interest income and interest expense to each interest-earning asset and interest-bearing liability on a matched maturity funding basis. Certain indirect expenses are allocated to segments.

**WASHINGTON TRUST BANCORP, INC. AND SUBSIDIARIES****(Continued)****CONDENSED NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**

These include support unit expenses such as technology and processing operations and other support functions. Taxes are allocated to each segment based on the effective rate for the period shown.

**Commercial Banking**

The Commercial Banking segment includes commercial, commercial real estate, residential and consumer lending activities; mortgage banking, secondary market and loan servicing activities; deposit generation; merchant credit card services; cash management activities; and direct banking activities, which include the operation of ATMs, telephone and internet banking services and customer support and sales.

**Wealth Management Services**

Wealth Management Services includes asset management services provided for individuals and institutions; personal trust services, including services as executor, trustee, administrator, custodian and guardian; corporate trust services, including services as trustee for pension and profit sharing plans; and other financial planning and advisory services.

**Corporate**

Corporate includes the Treasury Unit, which is responsible for managing the wholesale investment portfolio and wholesale funding needs. It also includes income from bank-owned life insurance as well as administrative and executive expenses not allocated to the business lines and the residual impact of methodology allocations such as funds transfer pricing offsets.

**(13) Comprehensive Income**

(Dollars in thousands)

Three months ended June 30,	2009	2008
Net income	\$ 3,765	\$ 6,095
Unrealized holding gains (losses) on securities available for sale, net of income tax expense of \$1,293 in 2009 and income tax benefit of \$4,936 in 2008	2,334	(9,169)
Unrealized gains on cash flow hedge derivative instruments, net of income tax expense of \$30 in 2009 and \$112 in 2008	54	207
Less reclassification adjustments:		
(Gains) losses on securities, net of income tax benefit of \$92 in 2009 and \$18 in 2008	(166)	35
Gains on derivative instruments, net of income tax expense of \$6 in 2009 and \$1 in 2008	11	2
Net periodic pension cost, net of income tax expense of \$29 in 2009 and \$23 in 2008	52	43
Total comprehensive income (loss)	\$ 6,050	\$ (2,787)

**WASHINGTON TRUST BANCORP, INC. AND SUBSIDIARIES**  
**CONDENSED NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS**

(Continued)

(Dollars in thousands)

Six months ended June 30,	2009	2008
Net income	\$ 6,435	\$ 11,911
Unrealized holding gains (losses) on securities available for sale, net of income tax expense of \$3,494 in 2009 and income tax benefit of \$3,908 in 2008	6,307	(7,259)
Noncredit-related losses on securities not expected to be sold, net of income tax benefit of \$803 in 2009	(1,450)	–
Unrealized gains on cash flow hedge derivative instruments, net of income tax expense of \$30 in 2009 and \$112 in 2008	54	207
Less reclassification adjustments:		
Losses on securities, net of income tax benefit of \$598 in 2009 and \$34 in 2008	1,079	64
(Losses) gains on derivative instruments, net of income tax benefit of \$11 in 2009 and income tax expense of \$1 in 2008	(19)	2
Net periodic pension cost, net of income tax expense of \$58 in 2009 and \$46 in 2008	104	85
Total comprehensive income	\$ 12,510	\$ 5,010

**(14) Earnings Per Share**

Basic EPS is calculated by dividing net income by the weighted average common stock outstanding, excluding options and other equity instruments. The dilutive effect of stock options, nonvested share units, nonvested share awards and other items is calculated using the treasury stock method for purposes of weighted average dilutive shares. Diluted EPS is computed by dividing net income by the average number of common stock and common stock equivalents outstanding.

(Dollars and shares in thousands, except per share amounts)

Periods ended June 30,	Three Months		Six Months	
	2009	2008	2009	2008
Net income	\$ 3,765	\$ 6,095	\$ 6,435	\$ 11,911
Weighted average basic shares	15,983.6	13,381.1	15,963.2	13,369.6
Dilutive effect of:				
Options	15.0	140.8	10.5	145.0
Other	38.8	45.1	35.4	36.3
Weighted average diluted shares	16,037.4	13,567.0	16,009.1	13,550.9
Earnings per share:				
Basic	\$ 0.24	\$ 0.45	\$ 0.40	\$ 0.89
Diluted	\$ 0.23	\$ 0.45	\$ 0.40	\$ 0.88

Weighted average stock options outstanding, not included in common stock equivalents above because they were anti-dilutive, were 698 thousand and 293 thousand for the three months ended June 30, 2009 and 2008, respectively. These amounts totaled 817 thousand and 286 thousand for the six months ended June 30, 2009 and 2008, respectively.

**(15) Litigation**

The Corporation is involved in various claims and legal proceedings arising out of the ordinary course of business. Management is of the opinion, based on its review with counsel of the development of such matters to date, that the ultimate disposition of such matters will not materially affect the consolidated financial position or results of operations of the Corporation.



## **ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

### **Forward-Looking Statements**

This report contains statements that are "forward-looking statements." We may also make written or oral forward-looking statements in other documents we file with the SEC, in our annual reports to shareholders, in press releases and other written materials, and in oral statements made by our officers, directors or employees. You can identify forward-looking statements by the use of the words "believe," "expect," "anticipate," "intend," "estimate," "assume," "outlook," "will," "should," and other expressions that predict or indicate future events and trends and which do not relate to historical matters. You should not rely on forward-looking statements, because they involve known and unknown risks, uncertainties and other factors, some of which are beyond the control of the Corporation. These risks, uncertainties and other factors may cause the actual results, performance or achievements of the Corporation to be materially different from the anticipated future results, performance or achievements expressed or implied by the forward-looking statements.

Some of the factors that might cause these differences include the following: changes in general national, regional or international economic conditions or conditions affecting the banking or financial services industries or financial capital markets, volatility and disruption in national and international financial markets, government intervention in the U.S. financial system, reductions in net interest income resulting from interest rate volatility as well as changes in the balance and mix of loans and deposits, reductions in the market value of wealth management assets under administration, changes in the value of securities and other assets, reductions in loan demand, changes in loan collectibility, default and charge-off rates, changes in the size and nature of the Corporation's competition, changes in legislation or regulation and accounting principles, policies and guidelines, and changes in the assumptions used in making such forward-looking statements. In addition, the factors described under "Risk Factors" in Part I, Item 1A of our Annual Report on Form 10-K for the fiscal year ended December 31, 2008, as filed with the SEC, may result in these differences. You should carefully review all of these factors, and you should be aware that there may be other factors that could cause these differences. These forward-looking statements were based on information, plans and estimates at the date of this quarterly report, and we assume no obligation to update any forward-looking statements to reflect changes in underlying assumptions or factors, new information, future events or other changes.

### **Critical Accounting Policies**

Accounting policies involving significant judgments and assumptions by management that have, or could have, a material impact on the carrying value of certain assets and impact income are considered critical accounting policies. As disclosed in our Annual Report on Form 10-K for the fiscal year ended December 31, 2008, we have identified the allowance for loan losses, accounting for acquisitions and review of goodwill and intangible assets for impairment, and other-than-temporary impairment of investment securities as critical accounting policies. As a result of the early adoption of FSP No. FAS 115-2 and FAS 124-2 effective January 1, 2009, the Corporation has revised its critical accounting policy pertaining to other-than-temporary impairment of investment securities. FSP No. FAS 115-2 and FAS 124-2 applied to existing and new debt securities held by the Corporation as of January 1, 2009, the beginning of the interim period in which it was adopted. Therefore, the revised accounting policy below represents the only change in the Corporation's critical accounting policies from those disclosed in our Annual Report on Form 10-K for the fiscal year ended December 31, 2008 and applies prospectively beginning January 1, 2009.

#### **Valuation of Investment Securities for Impairment**

Securities available for sale are carried at fair value, with any unrealized gains and losses, net of taxes, reported as accumulated other comprehensive income or loss in shareholders' equity. The fair values of securities are based on either quoted market prices, third party pricing services or third party valuation specialists. When the fair value of an investment security is less than its amortized cost basis, the Corporation assesses whether the decline in value is other-than-temporary. The Corporation considers whether evidence indicating the cost of the investment is recoverable outweighs evidence to the contrary. Evidence considered in this assessment includes the reasons for impairment, the severity and duration of the impairment, changes in the value subsequent to the reporting date, forecasted performance of the issuer, changes in the dividend or interest payment practices of the issuer, changes in the credit rating of the issuer or the specific security, and the general market condition in the geographic area or industry the issuer operates in.

Future adverse changes in market conditions, continued poor operating results of the issuer, projected adverse changes in cash flows which might impact the collection of all principal and interest related to the security, or other factors could result in further losses that may not be reflected in an investment's current carrying value, possibly requiring an additional impairment charge in the future.

Equity securities:

In determining whether an other-than-temporary impairment has occurred for common equity securities, the Corporation also considers whether it has the ability and intent to hold the investment until a market price recovery in the foreseeable future. Management evaluates the near-term prospects of the issuers in relation to the severity and duration of the impairment. If necessary, the investment is written down to its current fair value through a charge to earnings at the time the impairment is deemed to have occurred.

With respect to perpetual preferred stocks, the Corporation's assessment of other-than-temporary impairment is made using an impairment model (including an anticipated recovery period) similar to a debt security, provided there has been no evidence of a deterioration in credit of the issuer.

Debt securities:

In determining whether an other-than-temporary impairment has occurred for debt securities, the Corporation compares the present value of cash flows expected to be collected from the security with the amortized cost of the security. If the present value of expected cash flows is less than the amortized cost of the security, then the entire amortized cost of the security will not be recovered, that is, a credit loss exists, and an other-than-temporary impairment shall be considered to have occurred.

With respect to holdings of collateralized debt obligations representing pooled trust preferred debt securities, estimates of cash flows are evaluated upon consideration of information including, but not limited to, past events, current conditions, and reasonable and supporting forecasts for the respective holding. Such information generally includes the remaining payment terms of the security, prepayments speeds, the financial condition of the issuer(s), expected defaults, and the value of any underlying collateral. The estimated cash flows shall be discounted at a rate equal to the current yield used to accrete the beneficial interest.

When an other-than-temporary impairment has occurred, the amount of the other-than-temporary impairment recognized in earnings for a debt security depends on whether the Corporation intends to sell the security or more likely than not will be required to sell the security before recovery of its amortized cost less any current period credit loss. If the Corporation intends to sell the security or more likely than not will be required to sell the security before recovery of its amortized cost, the other-than-temporary impairment shall be recognized in earnings equal to the entire difference between the amortized cost and fair value of the security. If the Corporation does not intend to sell or more likely than not will not be required to sell the security before recovery of its amortized cost, the amount of the other-than-temporary impairment related to credit loss shall be recognized in earnings and the noncredit-related portion of the other-than-temporary impairment shall be recognized in other comprehensive income.

**Overview**

Washington Trust offers a comprehensive product line of financial services to individuals and businesses including commercial, residential and consumer lending, retail and commercial deposit products, and wealth management services through its offices in Rhode Island, Massachusetts and southeastern Connecticut, ATMs, and its Internet website ([www.washttrust.com](http://www.washttrust.com)).

Our largest source of operating income is net interest income, the difference between interest earned on loans and securities and interest paid on deposits and other borrowings. In addition, we generate noninterest income from a number of sources including wealth management services, deposit services, merchant credit card processing, bank-owned life insurance, loan sales, commissions on loans originated for others and sales of investment securities. Our principal noninterest expenses include salaries and employee benefits, occupancy and facility-related costs, merchant processing costs, technology and other administrative expenses.

Our financial results are affected by interest rate volatility, changes in economic and market conditions, competitive conditions within our market area and changes in legislation, regulation and/or accounting principles. During the latter part of 2008 and continuing into 2009, market and economic conditions have been severely impacted by deterioration in credit conditions as well as illiquidity with respect to various parts of the financial markets and elevated levels of volatility. Concerns about future economic growth, lower consumer confidence, contraction of credit availability and lower corporate earnings continue to challenge the economy. The rate of unemployment continued to increase, reaching its highest level in several years. Corporate and related counterparty credit spreads widened and heightened concerns about numerous financial services companies adversely impacted the financial markets. As a result of these unparalleled

market conditions, federal government agencies initiated several intervention actions in the U.S. financial services industry.

Management believes that the downturn in the local and national economies negatively impacted the credit quality of our loans, particularly in our commercial portfolio. We have increased the allowance for loan losses in response to this condition as well as growth in the portfolio. In response to these conditions, the Corporation has continued to refine its loan underwriting standards and has continued to enhance its credit monitoring and collection practices. The weakness in the financial markets as described above also contributed to declines in the values of portions of our investment securities portfolio as well as declines in wealth management assets under administration during the last twelve months.

### **Composition of Earnings**

Net income for the second quarter of 2009 amounted to \$3.8 million, or 23 cents per diluted share; compared to \$6.1 million, or 45 cents per diluted share, reported for the second quarter a year earlier. The returns on average equity and average assets for the second quarter of 2009 were 6.22% and 0.52%, respectively, compared to 12.88% and 0.92%, respectively, for the same quarter in 2008.

Net income for the six months ended June 30, 2009 amounted to \$6.4 million, or 40 cents per diluted share, compared to the \$11.9 million, or 88 cents per diluted share, for the same period in 2008. The returns on average equity and average assets for the first six months of 2009 were 5.36% and 0.44%, respectively, compared to 12.55% and 0.91%, respectively, for the first six months of 2008. Earnings in 2009 were influenced by several factors as described below.

Net interest income for the second quarter of 2009 remained essentially flat compared to the second quarter a year ago. On a year-to-date basis, net interest income increased \$937 thousand, or 3 percent, from 2008. No quarterly dividend has been received from the FHLB in 2009. Dividend income on the Corporation's investment in FHLB stock totaled \$344 thousand and \$789 thousand for the three and six months ended June 30, 2008, respectively.

The loan loss provision charged to earnings amounted to \$3.0 million and \$4.7 million for the three and six months ended June 30, 2009, respectively. Comparable amounts for the same periods in 2008 were \$1.4 million and \$1.85 million, respectively. The provision for loan losses was based on management's assessment of economic and credit conditions, with particular emphasis on commercial and commercial real estate categories, as well as growth in the loan portfolio.

Revenue from wealth management services, our primary source of noninterest income, is largely dependent on the value of assets under administration. Wealth management revenues for the three and six months ended June 30, 2009 were down by \$1.7 million and \$3.5 million, respectively, from the same periods in 2008. The decline in the revenue source was primarily due to lower valuations in the financial markets in 2009, compared to the same periods in 2008.

Due to strong residential mortgage refinancing and sales activity, net gains on loan sales and commissions on loans originated for others for the second quarter and first half of 2009 increased by \$1.1 million and \$1.7 million from the same periods in 2008.

Results for the first half of 2009 included net impairment losses of \$2.0 million charged to earnings in the first quarter of 2009 for securities deemed to be other-than-temporarily impaired. Net impairment losses totaled \$2.0 million in the first half of 2008 for securities deemed to be other-than-temporarily impaired in the first and second quarters of that year. Also included in noninterest income in the three and six months ended June 30, 2009, were net realized gains on securities of \$257 thousand and \$314 thousand, respectively. Comparable amounts for the same periods in 2008 were \$1.1 million and \$1.9 million, respectively.

In the second quarter of 2009, the Corporation recognized a Federal Deposit Insurance Corporation ("FDIC") special assessment of \$1.35 million (\$869 thousand after tax; or 5 cents per diluted share). FDIC deposit insurance costs totaled \$2.1 million for the second quarter of 2009, up by \$1.9 million from the second quarter a year earlier. On a year-to-date basis, FDIC deposit insurance costs have increased by \$2.3 million over 2008 reported amounts. In addition to the second quarter of 2009 special FDIC assessment, the year over year increase in FDIC deposit insurance costs also reflects higher assessment rates, which are generally expected to continue in effect for the foreseeable future.

During the first half of 2009, the Bank continued to experience firm demand for commercial loans in a large part due to decreased lending activity by larger institutions in its lending area. As a result, the bank continued to selectively expand its commercial lending relationships with new and existing customers while at the same time maintaining its traditional commercial lending underwriting standards. Also during the first half of 2009, the investment securities portfolio declined by approximately \$90 million largely due to maturities and pay-downs on mortgage-backed securities. Management has elected not to increase the portfolio primarily due to a lack of attractive investment opportunities in the current environment.

## **Results of Operations**

### **Segment Reporting**

Washington Trust manages its operations through two business segments, Commercial Banking and Wealth Management Services. The Commercial Banking segment includes commercial, commercial real estate, residential and consumer lending activities; mortgage banking, secondary market and loan servicing activities; deposit generation; merchant credit card services; cash management activities; and direct banking activities, which include the operation of ATMs, telephone and internet banking services and customer support and sales. Wealth Management Services includes asset management services provided for individuals and institutions; personal trust services, including services as executor, trustee, administrator, custodian and guardian; corporate trust services, including services as trustee for pension and profit sharing plans; and other financial planning and advisory services. All other activity, such as the investment securities portfolio, wholesale funding activities and administrative units, are not related to the segments and are considered Corporate. See Note 12 to the Consolidated Financial Statements for additional disclosure related to business segments.

The Commercial Banking segment net income for three and six months ended June 30, 2009 declined by \$573 thousand and \$856 thousand, respectively, from the amounts reported for the comparable 2008 periods. Net interest income increased by approximately 10% over 2008 amounts reflecting growth in average loan balances and lower deposit costs. Noninterest income derived from the Commercial Banking segment also increased over 2008 reported amounts largely due to increases in net gains on loan sales and commissions on loans originated for others. The increases in net interest income and noninterest income were offset by a higher loan loss provision and an increase in Commercial Banking other noninterest expenses in 2009, as compared to 2008. The increase in other noninterest expenses was attributable to increases in salaries and benefits and higher FDIC deposit insurance costs, including the second quarter 2009 special FDIC assessment.

The Wealth Management Services segment net income for three and six months ended June 30, 2009 fell by \$762 thousand and \$2.0 million, respectively, from the amounts reported for the comparable 2008 periods. Noninterest income derived from the Wealth Management Services segment is dependent to a large extent on the value of assets under administration and is closely tied to the performance of the financial markets. Noninterest expenses for the Wealth Management Services segment also declined in 2009, as compared to 2008, reflecting lower incentive-based compensation.

### **Net Interest Income**

Net interest income is the difference between interest earned on loans and securities and interest paid on deposits and other borrowings, and continues to be the primary source of Washington Trust's operating income. Net interest income is affected by the level of interest rates, changes in interest rates and changes in the amount and composition of interest-earnings assets and interest-bearing liabilities. Included in interest income are loan prepayment fees and certain other fees, such as late charges.

Net interest income for the second quarter and first half of 2009 increased by \$54 thousand and \$937 thousand, respectively, from the same periods a year earlier. Included in net interest income in second quarter and first half of 2008 was dividend income on the Corporation's investment in FHLB stock of \$344 thousand and \$789 thousand, respectively. No quarterly dividend has been received from FHLB in 2009.

The following discussion presents net interest income on a fully taxable equivalent ("FTE") basis by adjusting income and yields on tax-exempt loans and securities to be comparable to taxable loans and securities. For more information see the section entitled "Average Balances / Net Interest Margin - Fully Taxable Equivalent (FTE) Basis" below.

FTE net interest income for the second quarter and first half of 2009 increased by \$46 thousand and \$918 thousand, respectively, from the same periods in 2008. The net interest margin (FTE net interest income as a percentage of

average interest-earnings assets) for the second quarter and first six months of 2009 decreased by 26 basis points and 23 basis points, respectively, from the comparable 2008 periods. The decline in the net interest margin reflects the elimination of the FHLB dividend income and margin compression, in general, on core deposit rates following the Federal Reserve's actions to reduce short-term interest rates in late 2008 and early 2009.

Average interest-earning assets for the three and six months ended June 30, 2009 increased \$265.5 million and \$317.8 million, respectively, from the same periods a year earlier. This increase was largely due to growth in the loan portfolio. Total average loans for the three and six months ended June 30, 2009 increased \$232.0 million and \$246.2 million, respectively, from the same periods in 2008 largely due to growth in the commercial loan portfolio. The yield on total loans for the second quarter and first half of 2009 decreased by 81 basis points and 91 basis points, respectively, from the comparable 2008 periods, reflecting declines in short-term interest rates. Total average securities for the three and six months ended June 30, 2009 increased by \$29.7 million and \$62.9 million, respectively, from the same periods last year due largely to purchases of mortgage-backed securities issued by U.S. government agencies and government-sponsored enterprises during a period of substantial spread widening for these and many other classes of investment securities. The FTE rate of return on securities for the second quarter and first six months of 2009 decreased by 61 basis points and 60 basis points, respectively, from the same periods in 2008. The decrease in the total yield on securities reflects lower yields on variable rate securities tied to short-term interest rates.

For the three and six months ended June 30, 2009, average interest-bearing liabilities increased by \$206.6 million and \$257.8 million, respectively, from the amounts reported for the same periods in 2008 primarily due to growth in deposits. A significant portion of growth in average deposit balances was concentrated in time deposits. The average balance of time deposits for the second quarter and first half of 2009 increased by \$182.7 million and \$171.1 million, respectively, while the average rate paid on time deposits decreased by 82 basis points and 95 basis points, respectively, from the same periods in 2008. Time deposits include out-of-market brokered certificates of deposit, which are utilized by the Corporation as part of its overall funding program along with FHLB advances and other sources. Average out-of-market brokered certificates of deposit for the three and six months ended June 30, 2009 increased by \$36.2 million and \$38.9 million, respectively, from the same periods in 2008. The average rate paid on out-of-market brokered certificates of deposit for the three and six months ended June 30, 2009 decreased by 29 basis points and 28 basis points, respectively, from the comparable periods in 2008. The average balance of money market accounts for the three and six months ended June 30, 2009 increased by \$61.5 million and \$49.4 million, respectively, while the average rate paid on such accounts decreased 81 basis points and 121 basis points, respectively, from the same periods a year earlier. The increase in money market account balances includes the successful first quarter 2009 transition of wealth management client money market deposits previously held in outside money market funds to fully insured and collateralized deposits. The growth in deposits enabled the Corporation to reduce its level of FHLB advances in the second quarter of 2009. The average balance of FHLB advances for the three months ended June 30, 2009 decreased by \$61.6 million and the average rate paid on such advances decreased 4 basis points from the same period a year earlier. For the first half of 2009, the average balance of FHLB advances increased by \$17.5 million and the average rate paid on such advances decreased by 30 basis points, from the same period last year.

**Average Balances / Net Interest Margin - Fully Taxable Equivalent (FTE) Basis**

The following tables present average balance and interest rate information. Tax-exempt income is converted to a fully taxable equivalent ("FTE") basis using the statutory federal income tax rate adjusted for applicable state income taxes net of the related federal tax benefit. For dividends on corporate stocks, the 70% federal dividends received deduction is also used in the calculation of tax equivalency. Unrealized gains (losses) on available for sale securities are excluded from the average balance and yield calculations. Nonaccrual and renegotiated loans, as well as interest earned on these loans (to the extent recognized in the Consolidated Statements of Income) are included in amounts presented for loans.

Three months ended June 30,	2009			2008		
(Dollars in thousands)	Average Balance	Interest	Yield/ Rate	Average Balance	Interest	Yield/ Rate
<b>Assets:</b>						
Commercial and other loans	\$ 637,633	\$ 8,550	5.38%	\$ 598,274	\$ 8,257	5.55%
Residential real estate loans, including mortgage loans held for sale	916,329	12,270	5.37%	749,468	12,135	6.51%
Consumer loans	323,629	3,378	4.19%	297,802	4,059	5.48%
Total loans	1,877,591	24,198	5.17%	1,645,544	24,451	5.98%
Cash, federal funds sold and other short-term investments	12,459	9	0.27%	12,214	50	1.64%
FHLB stock	42,008	–	–%	38,475	344	3.59%
Taxable debt securities	723,199	7,588	4.21%	687,461	8,302	4.86%
Nontaxable debt securities	80,672	1,166	5.80%	81,649	1,152	5.67%
Corporate stocks	5,600	75	5.40%	10,694	201	7.57%
Total securities	809,471	8,829	4.37%	779,804	9,655	4.98%
Total interest-earning assets	2,741,529	33,036	4.83%	2,476,037	34,500	5.60%
Non interest-earning assets	182,473			165,806		
Total assets	\$ 2,924,002			\$ 2,641,843		
<b>Liabilities and Shareholders' Equity:</b>						
NOW accounts	\$ 180,969	\$ 78	0.17%	\$ 167,755	\$ 81	0.19%
Money market accounts	376,559	917	0.98%	315,075	1,399	1.79%
Savings accounts	188,208	123	0.26%	174,897	218	0.50%
Time deposits	965,492	7,363	3.06%	782,825	7,550	3.88%
FHLB advances	693,860	7,112	4.11%	755,455	7,794	4.15%
Junior subordinated debentures	32,991	479	5.82%	32,311	509	6.34%
Other	20,805	244	4.70%	24,016	275	4.60%
Total interest-bearing liabilities	2,458,884	16,316	2.66%	2,252,334	17,826	3.18%
Demand deposits	179,350			171,613		
Other liabilities	43,498			28,607		
Shareholders' equity	242,270			189,289		
Total liabilities and shareholders' equity	\$ 2,924,002			\$ 2,641,843		
Net interest income (FTE)		\$ 16,720			\$ 16,674	
Interest rate spread			2.17%			2.42%
Net interest margin			2.45%			2.71%

Interest income amounts presented in the preceding table include the following adjustments for taxable equivalency:

(Dollars in thousands)

Three months ended June 30,	2009	2008
Commercial and other loans	\$ 51	\$ 45
Nontaxable debt securities	388	366
Corporate stocks	20	57
Total	\$ 459	\$ 468

[Table of Contents](#)

Six months ended June 30,	2009			2008		
(Dollars in thousands)	Average Balance	Interest	Yield/ Rate	Average Balance	Interest	Yield/ Rate
<b>Assets:</b>						
Commercial and other loans	\$ 641,773	\$ 17,262	5.42%	\$ 599,919	\$ 16,554	5.55%
Residential real estate loans, including mortgage loans held for sale	906,946	24,381	5.42%	728,270	24,356	6.73%
Consumer loans	320,946	6,745	4.24%	295,301	8,556	5.83%
Total loans	1,869,665	48,388	5.22%	1,623,490	49,466	6.13%
Cash, federal funds sold and other short-term investments	19,803	26	0.26%	16,600	190	2.30%
FHLB stock	42,008	—	—%	36,527	789	4.34%
Taxable debt securities	747,087	16,037	4.33%	678,081	16,718	4.96%
Nontaxable debt securities	80,674	2,332	5.83%	81,337	2,295	5.67%
Corporate stocks	6,053	174	5.80%	11,487	443	7.74%
Total securities	833,814	18,543	4.48%	770,905	19,456	5.08%
Total interest-earning assets	2,765,290	66,957	4.88%	2,447,522	69,901	5.74%
Non interest-earning assets	178,593			167,258		
Total assets	\$ 2,943,883			\$ 2,614,780		
<b>Liabilities and Shareholders' Equity:</b>						
NOW accounts	\$ 175,530	\$ 154	0.18%	\$ 165,132	\$ 159	0.19%
Money market accounts	370,846	2,314	1.26%	321,476	3,951	2.47%
Savings accounts	183,206	300	0.33%	174,815	650	0.75%
Time deposits	968,367	15,260	3.18%	797,296	16,387	4.13%
FHLB advances	731,311	14,339	3.95%	713,786	15,093	4.25%
Junior subordinated debentures	32,991	958	5.86%	27,496	847	6.20%
Other	22,153	489	4.45%	26,631	589	4.45%
Total interest-bearing liabilities	2,484,404	33,814	2.74%	2,226,632	37,676	3.40%
Demand deposits	175,904			168,773		
Other liabilities	43,666			29,571		
Shareholders' equity	239,909			189,804		
Total liabilities and shareholders' equity	\$ 2,943,883			\$ 2,614,780		
Net interest income (FTE)		\$ 33,143			\$ 32,225	
Interest rate spread			2.14%			2.34%
Net interest margin			2.42%			2.65%

Interest income amounts presented in the preceding table include the following adjustments for taxable equivalency:

(Dollars in thousands)

Six months ended June 30,	2009	2008
Commercial and other loans	\$ 102	\$ 90
Nontaxable debt securities	774	729
Corporate stocks	47	123
Total	\$ 923	\$ 942



[Table of Contents](#)

The following table presents certain information on a FTE basis regarding changes in our interest income and interest expense for the period indicated. The net change attributable to both volume and rate has been allocated proportionately.

(Dollars in thousands)	Three months ended June 30, 2009 vs. 2008			Six months ended June 30, 2009 vs. 2008		
	Increase (decrease) due to			Increase (decrease) due to		
	Volume	Rate	Net Chg	Volume	Rate	Net Chg
<b>Interest on interest-earning assets:</b>						
Commercial and other loans	\$ 529	\$ (236)	\$ 293	\$ 1,144	\$ (436)	\$ 708
Residential real estate loans, including						
mortgage loans held for sale	2,438	(2,303)	135	5,339	(5,314)	25
Consumer loans	329	(1,010)	(681)	695	(2,506)	(1,811)
Cash, federal funds sold and short-term investments	1	(42)	(41)	31	(195)	(164)
FHLB stock	29	(373)	(344)	103	(892)	(789)
Taxable debt securities	416	(1,130)	(714)	1,605	(2,286)	(681)
Nontaxable debt securities	(14)	28	14	(19)	56	37
Corporate stocks	(81)	(45)	(126)	(175)	(94)	(269)
Total interest income	3,647	\$ (5,111)	(1,464)	8,723	(11,667)	(2,944)
<b>Interest on interest-bearing liabilities:</b>						
NOW accounts	6	(9)	(3)	7	(12)	(5)
Money market accounts	236	(718)	(482)	534	(2,171)	(1,637)
Savings accounts	15	(110)	(95)	31	(381)	(350)
Time deposits	1,567	(1,754)	(187)	3,110	(4,237)	(1,127)
FHLB advances	(629)	(53)	(682)	365	(1,119)	(754)
Junior subordinated debentures	11	(41)	(30)	162	(51)	111
Other	(37)	6	(31)	(99)	(1)	(100)
Total interest expense	1,169	(2,679)	(1,510)	4,110	(7,972)	(3,862)
Net interest income	\$ 2,478	\$ (2,432)	\$ 46	\$ 4,613	\$ (3,695)	\$ 918

#### Provision and Allowance for Loan Losses

The allowance for loan losses is management's best estimate of the inherent risk of loss in the loan portfolio as of the balance sheet date. The allowance for loan losses was \$26.1 million, or 1.38% of total loans, at June 30, 2009, compared to \$23.7 million, or 1.29% of total loans, at December 31, 2008. The loan loss provision charged to earnings for the three and six months ended June 30, 2009 amounted to \$3.0 million and \$4.7 million, respectively, compared to \$1.4 million and \$1.85 million, respectively, for the same periods in 2008. The increase in the provision was based on management's assessment of various factors affecting the loan portfolio, including, among others, our ongoing evaluation of credit quality, with particular emphasis on the commercial portfolio, general economic conditions and growth in the loan portfolio. Net charge-offs were \$1.4 million and \$2.4 million in the second quarter and first half of 2009, respectively, as compared to net charge-offs of \$161 thousand and \$164 thousand, respectively in the same periods a year earlier. Commercial loan net charge-offs represented 89% of total net charge-offs in the first six months of 2009. The Corporation will continue to assess the adequacy of its allowance for loan losses in accordance with its established policies. See additional discussion under the caption "Asset Quality" for further information on the Allowance for Loan Losses.

#### Noninterest Income

Noninterest income is an important source of revenue for Washington Trust. Washington Trust's primary sources of noninterest income are revenues from wealth management services, service charges on deposit accounts, merchant credit card processing fees, and net gains on loan sales and commissions on loans originated for others. Also included in noninterest income are earnings generated from bank-owned life insurance ("BOLI"). Total noninterest income for the second quarter of 2009 increased \$4.4 million, or 56 percent, from the first quarter of 2009 and increased \$144 thousand, or 1 percent, from the second quarter of 2008. Included in noninterest income in the first quarter of 2009 were net impairment losses of \$2.0 million for investment securities deemed to be other-than-temporarily impaired. There were no impairment losses recognized in the second quarter of 2009. On a year-to-date basis, total noninterest income decreased by \$3.0 million, or 13 percent, from 2008, reflecting declines in wealth management revenues and lower net realized gains on securities, partially offset by higher net gains on loan sales and commissions on loans originated for others.

The following table presents a noninterest income comparison for the three and six months ended June 30, 2009 and 2008:

(Dollars in thousands)	Three Months				Six Months			
	2009	2008	\$ Chg	% Chg	2009	2008	\$ Chg	% Chg
<b>Noninterest income:</b>								
Wealth management services:								
Trust and investment advisory fees	\$ 4,402	\$ 5,321	\$ (919)	(17%)	\$ 8,524	\$ 10,663	\$ (2,139)	(20%)
Mutual fund fees	993	1,445	(452)	(31%)	1,908	2,786	(878)	(32%)
Financial planning, commissions and other service fees	559	884	(325)	(37%)	935	1,459	(524)	(36%)
Wealth management services	5,954	7,650	(1,696)	(22%)	11,367	14,908	(3,541)	(24%)
Service charges on deposit accounts	1,201	1,208	(7)	(1%)	2,314	2,368	(54)	(2%)
Merchant processing fees	2,086	1,914	172	9%	3,435	3,186	249	8%
Income from bank-owned life insurance	447	453	(6)	(1%)	891	900	(9)	(1%)
Net gains on loan sales and commissions on loans originated for others	1,552	433	1,119	258%	2,596	924	1,672	181%
Net realized gains on securities	257	1,096	(839)	(77%)	314	1,909	(1,595)	(84%)
Net unrealized gains on interest rate swap contracts	341	26	315	1212%	401	145	256	177%
Other income	465	528	(63)	(12%)	884	870	14	2%
Noninterest income, excluding other-than-temporary impairment losses	12,303	13,308	(1,005)	(8%)	22,202	25,210	(3,008)	(12%)
Total other-than-temporary impairment losses on securities	–	(1,149)	1,149	(100%)	(4,244)	(2,007)	(2,237)	111%
Portion of loss recognized in other comprehensive income (before taxes)	–	–	–	–%	2,253	–	2,253	–%
Net impairment losses recognized in earnings	–	(1,149)	1,149	–%	(1,991)	(2,007)	16	(1%)
Total noninterest income	\$ 12,303	\$ 12,159	\$ 144	1%	\$ 20,211	\$ 23,203	\$ (2,992)	(13%)

Wealth management revenues for the second quarter of 2009 increased \$541 thousand, or 10 percent, from the first quarter of 2009 and decreased \$1.7 million, or 22 percent, from the second quarter a year ago. Second quarter amounts included seasonal tax preparation fee revenues of \$339 thousand in 2009 and \$335 thousand in 2008. For the six months ended June 30, 2009, wealth management revenues were down \$3.5 million, or 24 percent, from the same period in 2008. Wealth management revenues are largely dependent on the value of assets under administration and are closely tied to the performance of the financial markets. Assets under administration totaled \$3.316 billion at June 30, 2009, up \$168.7 million, or 5 percent, from December 31, 2008, reflecting net investment appreciation and income of \$163.1 million and net customer cash inflows of \$5.5 million. Assets under administration declined by \$607.3 million, or 15 percent, from June 30, 2008. This decline in assets under administration was primarily due to lower valuations in the financial markets.

The following table presents the changes in wealth management assets under administration for the three and six months ended June 30, 2009 and 2008:

(Dollars in thousands)	Three Months		Six Months	
	2009	2008	2009	2008
Periods ended June 30,				
Balance at the beginning of period	\$ 2,957,918	\$ 3,878,746	\$ 3,147,649	\$ 4,014,352
Net market (depreciation) appreciation and income	313,999	10,420	163,144	(191,495)
Net customer cash flows	44,391	34,429	5,515	100,738
Balance at the end of period	\$ 3,316,308	\$ 3,923,595	\$ 3,316,308	\$ 3,923,595

Merchant processing fees for the three and six months ended June 30, 2009 increased by \$172 thousand and \$249 thousand, respectively, from the same periods a year earlier primarily due to increases in the volume of transactions processed for existing and new customers.

We originate residential mortgage loans for sale in the secondary market and also originate loans for various investors in a broker capacity, including conventional mortgages and reverse mortgages. This revenue source is subject to market volatility and dependent on mortgage origination volume, which is sensitive to rates and the condition of housing markets. In addition, from time to time we sell the guaranteed portion of Small Business Administration (“SBA”) loans to investors. Due to strong residential mortgage refinancing and sales activity, net gains on loan sales and commissions on loans originated for others for the second quarter and first half of 2009 increased by \$1.1 million and \$1.7 million, respectively, from the same periods in 2008. In the first quarter of 2008, Washington Trust sold \$17.9 million in residential portfolio loans for interest rate risk and balance sheet management purposes, which resulted in a gain on sale of \$80 thousand. We do not have a practice of selling loans from portfolio and except for the sale described above we have not sold any packages of loans from our portfolio in many years.

Net realized gains on securities on sales of securities amounted to \$257 thousand and \$314 thousand in the three and six months ended June 30, 2009, respectively, compared to net realized gains of \$1.1 million and \$1.9 million, respectively, in the comparable 2008 periods.

Net unrealized gains on interest rate swap contracts amounted to \$341 thousand and \$26 thousand for the second quarter of 2009 and 2008, respectively. On a year-to-date basis net unrealized gains on interest rate swap contracts totaled \$401 thousand and \$145 thousand, respectively. The increase in this revenue source was primarily due to certain interest rate swap contracts executed by Washington Trust to help commercial loan borrowers manage their interest rate risk. The interest rate swap contracts with commercial loan borrowers allow them to convert floating rate loan payments to fixed rate loan payments. See additional discussion on interest rate swap contracts in Note 9 to the Consolidated Financial Statements.

Results for the first half of 2009 included net impairment losses of \$2.0 million charged to earnings in the first quarter of 2009 for securities deemed to be other-than-temporarily impaired. Washington Trust elected to early adopt the provisions of FSP No. FAS 115-2 and FAS 124-2 effective January 1, 2009 and complied with this guidance in its evaluation of other-than-temporary impairment of securities in 2009. Net impairment losses totaled \$2.0 million in the first half of 2008 for securities deemed to be other-than-temporarily impaired in the first quarter of that year.

#### Noninterest Expense

Noninterest expenses for the second quarter and first six months of 2009 increased by \$2.3 million and \$3.5 million, respectively, from the same periods a year ago.

The following table presents a noninterest expense comparison for the three and six months ended June 30, 2009 and 2008:

(Dollars in thousands)	Three Months				Six Months			
	2009	2008	\$ Chg	% Chg	2009	2008	\$ Chg	% Chg
Periods ended June 30,								
<b>Noninterest expense:</b>								
Salaries and employee benefits	\$ 10,359	\$ 10,411	\$ (52)	–%	\$ 20,834	\$ 20,754	\$ 80	–%
Net occupancy	1,122	1,064	58	5%	2,348	2,202	146	7%
Equipment	1,036	977	59	6%	2,011	1,921	90	5%
Merchant processing costs	1,780	1,598	182	11%	2,923	2,666	257	10%
Outsourced services	568	742	(174)	(23%)	1,354	1,378	(24)	(2%)
Legal, audit and professional fees	664	430	234	54%	1,339	973	366	38%
FDIC deposit insurance costs	2,143	251	1,892	754%	2,794	507	2,287	451%
Advertising and promotion	491	467	24	5%	792	853	(61)	(7%)
Amortization of intangibles	308	326	(18)	(6%)	616	652	(36)	(6%)
Other	1,858	1,788	70	4%	3,708	3,290	418	13%
<b>Total noninterest expense</b>	<b>\$ 20,329</b>	<b>\$ 18,054</b>	<b>\$ 2,275</b>	<b>13%</b>	<b>\$ 38,719</b>	<b>\$ 35,196</b>	<b>\$ 3,523</b>	<b>10%</b>

Merchant processing costs for the three and six months ended June 30, 2009 increased by \$182 thousand and \$257 thousand, respectively, from the same periods a year earlier primarily due to increases in the volume of transactions processed for existing and new customers.

Legal, audit and professional fees for the three and six months ended June 30, 2009 increased by \$234 thousand and \$366 thousand, respectively, from the same periods a year earlier. The increase in legal, audit and professional fees was

attributable to higher recruitment costs and legal costs associated with product development and maintenance and other matters.

FDIC deposit insurance costs for the second quarter of 2009 were up by \$1.9 million from the second quarter of 2008. This increase included a FDIC special assessment of \$1.35 million (\$869 thousand after tax; or 5 cents per diluted share). On a year-to-date basis, FDIC deposit insurance costs have increased by \$2.3 million over 2008 reported amounts. In addition to the second quarter of 2009 FDIC special assessment, the year over year increase in FDIC deposit insurance costs also reflects higher assessment rates.

Included in other noninterest expenses in 2009 was a \$250 thousand charge incurred in the first quarter of this year in connection with the repositioning of investment options in the Corporation's 401(k) Plan. Also included in the increase in other noninterest expenses were higher credit and collection costs of \$135 thousand in six months ended June 20, 2009, compared to same period in 2008.

### **Income Taxes**

Income tax expense amounted to \$1.5 million and \$2.6 million, respectively, for the three and six months ended June 30, 2009, as compared to \$2.8 million and \$5.5 million, respectively, for the same periods in 2008. The Corporation's effective tax rate for the three and six months ended June 30, 2009 was 28.1% and 28.6%, respectively, as compared to 31.6% and 31.7%, respectively, for the same periods last year. The decline in the effective tax rate reflects lower estimated levels of pre-tax income in 2009 compared to 2008. The effective tax rates differed from the federal rate of 35% due to the benefits of tax-exempt income, the dividends received deduction and income from BOLI.

### **Financial Condition**

#### **Summary**

Total assets amounted to \$2.9 billion at June 30, 2009, a decrease of \$45.7 million from December 31, 2008. Total loans increased by \$52.1 million, or 3%, during the first six months of 2009, led by growth in commercial loans. The securities portfolio decreased by \$89.8 million during the first half of 2009, largely due to maturities and pay-downs on mortgage-backed securities. Total liabilities were down by \$52.8 million in the six months ended June 30, 2009, with FHLB advances decreasing by \$141.2 million and total deposits increasing by \$92.9 million. Shareholders' equity totaled \$242.3 million at June 30, 2009, compared to \$235.1 million at December 31, 2008. See additional discussion under the caption "Liquidity and Capital Resources."

The Corporation has classified certain financial assets and liabilities as Level 1, 2 or 3 within the fair value hierarchy set forth in SFAS No. 157. Effective January 1, 2009, Washington Trust adopted FASB Staff Position No. 157-4 that was issued on April 9, 2009 to provide additional guidance for estimating fair value in accordance with SFAS No. 157 when the volume and level of activity for the asset or liability have significantly decreased. Fair values determined by Level 1 inputs utilize quoted prices for identical assets or liabilities in active markets. Fair values determined by Level 2 inputs utilize quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in inactive markets, and model-derived valuations in which all significant input assumptions are observable in active markets. Fair values determined by Level 3 inputs utilize valuation techniques in which one or more significant input assumptions are unobservable in the markets and which reflect the Corporation's market assumptions.

As noted in Note 10 to the Consolidated Financial Statements, a majority of our fair value measurements utilize Level 2 inputs. Our Level 2 financial instruments consist primarily of available for sale debt securities. These debt securities were initially valued at their transaction price and subsequently valued based on matrix pricing with market data inputs such as reportable trades, benchmark yields, broker/dealer quotes, bids, offers, issuers spreads, credit ratings and other industry and economic events. Such inputs are observable in the market or can be derived principally from or corroborated by observable market data. When necessary, we validate our valuation techniques by reviewing the underlying basis for the models used by pricing sources and obtaining market values from other pricing sources. As of June 30, 2009, our Level 3 financial instruments recorded at fair value on a recurring basis were comprised primarily of two available for sale pooled trust preferred securities, which were not actively traded. As of June 30, 2009 and in accordance with FSP No. FAS 157-4, the Corporation concluded that there has been a significant decrease in the volume and level of activity for our Level 3 pooled trust preferred securities and quoted market prices were not indicative of fair value. As a result, we utilized valuations from a third party valuation consultant to determine fair value. The valuations were prepared using discounted cash flow methodologies based on detailed cash flow and credit analysis of the pooled securities. The Corporation has not adjusted the values obtained from this source. Our internal review procedures have confirmed that the fair values provided by the referenced source and utilized by the Corporation are consistent with the

principles of SFAS No. 157. If Washington Trust was required to sell these securities in an unordered fashion, actual proceeds received could potentially be significantly less than their fair values.

## Securities

Washington Trust's securities portfolio is managed to generate interest income, to implement interest rate risk management strategies, and to provide a readily available source of liquidity for balance sheet management. At June 30, 2009 the investment securities portfolio totaled \$776.4 million, down by \$89.8 million from the balance at December 31, 2008, largely due to \$88.6 million in maturities and pay-downs on mortgage-backed securities. Washington Trust's investment securities portfolio consists largely of mortgage-backed securities. All of the Corporation's mortgage-backed securities are issued by U.S. government agencies or U.S. government-sponsored enterprises.

As disclosed in Note 4 to the Consolidated Financial Statements, Washington Trust elected to early adopt FSP No. FAS 115-2 and FAS 124-2 and applied this guidance to existing and new debt securities held by the Corporation as of January 1, 2009, the beginning of the interim period in which it was adopted.

The net unrealized gain position on securities available for sale amounted to \$4.2 million at June 30, 2009 compared to a net unrealized loss position on securities available for sale of \$3.2 million at December 31, 2008. Included in these net amounts were gross unrealized losses amounting to \$20.0 million and \$23.1 million at June 30, 2009 and December 31, 2008, respectively.

At June 30, 2009, approximately 90% of the net unrealized losses in the investment securities portfolio were concentrated in variable rate trust preferred securities issued by financial services companies.

The following tables present information concerning the named issuers and pooled trust preferred obligations, including credit ratings. The Corporation's Investment Policy contains rating standards that specifically reference ratings issued by Moody's and S&P.

### Individual Issuer Trust Preferred Securities

(Dollars in thousands)

Named Issuer (parent holding company)	June 30, 2009				Credit Ratings				
	(a)	Amortized Cost (b)	Fair Value	Unrealized Loss	June 30, 2009			Form 10-Q Filing Date	
					Moody's	S&P		Moody's	S&P
JPMorgan Chase & Co.	2	\$ 9,709	5,375	(4,334)	A1	BBB+		A1	BBB+
Bank of America Corporation	3	5,721	3,116	(2,605)	Baa3	B	(d)	Baa3	B (d)
Wells Fargo & Company	2	5,095	2,708	(2,387)	A3	A-	(c)	A3	A- (c)
SunTrust Banks, Inc.	1	4,162	2,204	(1,958)	Baa2	BB+	(d)	Baa2	BB+ (d)
Northern Trust Corporation	1	1,978	1,026	(952)	A2	A-		A2	A-
State Street Corporation	1	1,966	1,636	(330)	A2	BBB+		A2	BBB+
Huntington Bancshares Incorporated	1	1,913	839	(1,074)	Baa3	B	(d)	Baa3	B (d)
Totals		\$ 30,544	16,904	(13,640)					

- (a) Number of separate issuances, including issuances of acquired institutions.
- (b) Net of other-than-temporary impairment losses recognized in earnings, other than such noncredit-related amounts reversed on January 1, 2009 in accordance with FSP No. FAS 115-2 and FAS 124-2.
- (c) Rating applies to one of the two issuances with a book value of \$1,966 and fair value of \$1,085. The second issuance is not rated by S&P.
- (d) Rating is below investment grade.

The Corporation's evaluation of the impairment status of individual name trust preferred securities includes various considerations in addition to the degree of impairment and the duration of impairment. We review the reported regulatory capital ratios of the issuer and, in all cases, the regulatory capital ratios were deemed to be in excess of the regulatory minimums. Credit ratings were also taken into consideration, including ratings in effect as of the reporting period date as well as credit rating changes between the reporting period date and the filing date of this quarterly report. We noted no additional downgrades to below investment grade between the reporting period date and the filing date of this quarterly report. Where available, credit ratings from multiple rating agencies are obtained and rating downgrades

are specifically analyzed. Our review process for these credit-sensitive holdings also includes a periodic review of relevant financial information for each issuer, such as quarterly financial reports, press releases and analyst reports. This information is used to evaluate the current and prospective financial condition of the issuer in order to assess the issuer's ability to meet its debt obligations. Each of the individual name issuer securities was current with respect to interest payments. Based on our evaluation of the facts and circumstances relating to each issuer, management concluded that all principal and interest payments for these individual issuer trust preferred securities would be collected according to their contractual terms and it expects to recover the entire amortized cost basis of these securities. Furthermore, Washington Trust does not intend to sell these securities and it is not more likely than not that Washington Trust will be required to sell these securities before recovery of their cost basis, which may be at maturity. Therefore, management does not consider these investments to be other-than-temporarily impaired at June 30, 2009.

### Pooled Trust Preferred Obligations

(Dollars in thousands)

Deal Name	June 30, 2009					Credit Ratings			
	Amortized Cost	Fair Value	Unrealized Loss	No. of Cos. in Issuance	Deferrals and Defaults (a)	June 30, 2009		Form 10-Q Filing Date	
						Moody's	S&P	Moody's	S&P
Tropic CDO 1, tranche A4L (d)	\$ 3,650	1,409	(2,241)	38	29.4%	Caa3	(c) (b)	Caa3	(c) (b)
Preferred Term Securities [PreTSL] XXV, tranche C1 (e)	2,492	472	(2,020)	73	20.3%	Ca	(c) (b)	Ca	(c) (b)
Totals	\$ 6,142	1,881	(4,261)						

(a) Percentage of pool collateral in deferral or default status.

(b) Not rated by S&P.

(c) Rating is below investment grade.

(d) Based on information available as of the filing date of this quarterly report, 12 of the 38 pooled institutions have invoked their original contractual right to defer interest payments. A total of \$88.2 million of the underlying collateral pool was in deferral or default status, or 29.4% of the total original collateral balance of \$300 million. The tranche instrument held by the Corporation was current with respect to its quarterly debt service (interest) payments as of the most recent quarterly payment date of July 15, 2009. The instrument was downgraded to a below investment grade rating of "Caa3" by Moody's on March 27, 2009. During the quarter ended March 31, 2009, an adverse change occurred in the expected cash flows for this instrument indicating that, based on cash flow forecasts with regard to timing of deferrals and potential future recovery of deferred payments, default rates, and other matters, the Corporation will not receive all contractual amounts due under the instrument and will not recover the entire cost basis of the security. The Corporation had concluded that these conditions warrant a conclusion of other-than-temporary impairment for this holding as of March 31, 2009 and recognized an other-than-temporary impairment charge of \$3.603 million pursuant to the provisions of FSP No. FAS 115-2 and FAS 124-2, which the Corporation has early adopted effective January 1, 2009. The credit loss portion of the impairment charge, representing the amount by which the present value of cash flows expected to be collected is less than the amortized cost basis of the debt security, is \$1.350 million. This investment security was also placed on nonaccrual status as of March 31, 2009.

(e) Based on information available as of the filing date of this quarterly report, 11 of the 73 pooled institutions have invoked their original contractual right to defer interest payments. A total of \$178.1 million of the underlying collateral pool was in deferral or default status, or 20.3% of the total original collateral pool of \$877.4 million. The tranche instrument held by the Corporation had deferred the quarterly interest payment due in December 2008. The instrument was downgraded to a below investment grade rating of "Ca" by Moody's on March 27, 2009. Information available to the Corporation from third party analysis reports prepared by investment valuation consultants and from the pooled instrument trustee indicate that approximately \$88.5 million of additional pool defaults would be necessary to cause a condition under which the Corporation would not receive all amounts due under the instrument, including collection of accumulated interest. This security began deferring interest payments until future periods and the Corporation recognized an other-than-temporary impairment charge in the fourth quarter of 2008 on this security in the amount of \$1.859 million. In connection with the early adoption of FSP No. FAS 115-2 and FAS 124-2, based on Washington Trust's assessment of the facts associated with this instrument, the Corporation has concluded that there was no credit loss portion of the other-than-temporary impairment charge as of December 31, 2008. Washington Trust reclassified this noncredit-related other-than-temporary impairment loss for this security previously recognized in earnings in the fourth quarter of 2008 as a cumulative effect adjustment as of January 1, 2009 in the amount of \$1.281 million after taxes (\$1.859 million before taxes) with an increase in retained earnings and a decrease in accumulated other comprehensive loss. In addition, the amortized cost basis of this security was increased by the amount of the cumulative effect adjustment before taxes.



The following is supplemental information concerning common and perpetual preferred stock investment securities:

	At June 30, 2009			
	Amortized	Unrealized		Fair
(Dollars in thousands)	Cost (a)	Gains	Losses	Value
<b>Common and perpetual preferred stocks</b>				
Common stocks	\$ 659	\$ –	\$ (40)	\$ 619
Perpetual preferred stocks:				
Financials	2,354	–	(298)	2,056
Utilities	1,000	–	(231)	769
Total perpetual preferred stocks	3,354	–	(529)	2,825
Total common and perpetual preferred stocks	\$ 4,013	\$ –	\$ (569)	\$ 3,444

(a) Net of other-than-temporary impairment losses recognized in earnings.

The following table summarizes other-than-temporary impairment losses on securities recognized in earnings in the periods indicated:

(Dollars in thousands)

Periods ended June 30,	Three Months		Six Months	
	2009	2008	2009	2008
<b>Trust preferred debt securities:</b>				
Collateralized debt obligations	\$ —	\$ —	\$ (1,350)	\$ —
<b>Common and perpetual preferred stocks:</b>				
Common stock (financials)	—	—	(146)	—
Fannie Mae and Freddie Mac perpetual preferred stocks	—	(430)	—	(430)
Other perpetual preferred stocks (financials)	—	(719)	(495)	(1,577)
<b>Total</b>	<b>\$ —</b>	<b>\$ (1,149)</b>	<b>\$ (1,991)</b>	<b>\$ (2,007)</b>

Further deterioration in credit quality of the companies backing the securities, further deterioration in the condition of the financial services industry, a continuation of the current imbalances in liquidity that exist in the marketplace, a continuation or worsening of the current economic recession, or additional declines in real estate values may further affect the fair value of these securities and increase the potential that certain unrealized losses be designated as other-than-temporary in future periods and the Corporation may incur additional write-downs.

See Note 4 to the Consolidated Financial Statements for additional discussion on securities.

#### Federal Home Loan Bank Stock

The Corporation is required to maintain a level of investment in FHLB stock based on the level of its FHLB advances. As of June 30, 2009 and December 31, 2008, the Corporation's investment in FHLB stock totaled \$42.0 million. At June 30, 2009, the Corporation's investment in FHLB stock exceeded its required investment by \$6 million. No market exists for shares of the FHLB. FHLB stock may be redeemed at par value five years following termination of FHLB membership, subject to limitations which may be imposed by the FHLB or its regulator, the Federal Housing Finance Board, to maintain capital adequacy of the FHLB. While the Corporation currently has no intentions to terminate its FHLB membership, the ability to redeem its investment in FHLB stock is subject to the conditions imposed by the FHLB. On April 10, 2009, the FHLB reiterated to its members that it is focusing on preserving capital in response to ongoing market volatility including the suspension of its quarterly dividend and the extension of a moratorium on excess stock repurchases.

On May 20, 2009, the FHLB filed its Form 10-Q with the SEC, for the three months ended March 31, 2009. The FHLB reported a net loss of \$83.4 million for its first quarter 2009. Additionally, it reported a decrease in total capital of \$838.0 million and an increase in capital stock of \$19.8 million during the three months ended March 31, 2009. Despite these negative trends, the FHLB exceeded the regulatory capital requirements promulgated by the Federal Home Loan Banks Act and the Federal Housing Financing Agency. The FHLB has the capacity to issue additional debt if necessary to raise cash. If needed, the FHLB also has the ability to secure funding available to GSEs through the U.S. Treasury. Based on the capital adequacy and the liquidity position of the FHLB, management believes there is no



impairment related to the carrying amount of the Corporation's FHLB stock as of June 30, 2009. Further deterioration of the FHLB's capital levels may require the Corporation to deem its restricted investment in FHLB stock to be other-than-temporarily impaired. If evidence of impairment exists in the future, the FHLB stock would reflect fair value using either observable or unobservable inputs.

## Loans

Washington Trust's loan portfolio amounted to \$1.9 billion at June 30, 2009, up \$52.1 million, or 3%, in the first six months of 2009, due to growth in the commercial loan portfolio. Commercial loans rose by \$66.9 million from the balance at December 31, 2008.

## Commercial Loans

Commercial loans fall into two major categories, commercial real estate and other commercial loans (commercial and industrial). Commercial real estate loans consist of commercial mortgages and construction and development loans. Commercial mortgages are loans secured by income producing property.

Commercial lending represents a significant portion of the Bank's loan portfolio. Beginning in 2007, as deteriorating conditions in the local economy caused a decline in residential and consumer loan demand, the Bank experienced increased demand for commercial mortgage and other commercial loans in large part due to decreased lending activity by larger institutions in its lending area. As a result, the Bank sought to selectively expand its commercial lending relationships with new and existing customers while at the same time maintaining its traditional commercial lending underwriting standards. Total commercial loans increased from 40% of total loans at December 31, 2006 to 43% at December 31, 2007, 48% at December 31, 2008 and 50% at June 30, 2009. During the first half of 2009, total commercial loans increased by 8%.

With respect to commercial mortgage lending, management believes that the portfolio growth is in large part attributable to enhanced business cultivation efforts with new and existing borrowers. The growth in the commercial portfolio was achieved while maintaining the Bank's overall prudent commercial lending underwriting standards, interest rates and levels of interest rate risk. With respect to other commercial loans (commercial and industrial, loans to small businesses), management believes that the portfolio growth is in large part attributable to the Bank's success in attracting commercial borrowers from larger institutions in its regional market area of southern New England, primarily in Rhode Island. Management believes that continued deterioration in national and regional economic conditions may cause some reduction in commercial loan demand and loan origination activity in the remaining quarters of 2009.

Management has continued to refine its underwriting standards in light of deteriorating national and regional economic conditions including such matters as market interest rates, energy prices, trends in real estate values, and employment levels. Based on management's assessment of these factors, underwriting standards and credit monitoring activities were enhanced from time to time in response to changes in these conditions, beginning in the latter part of 2007 and continuing to the current period. Examples of such revisions and monitoring activities include clarification of debt service ratio calculations, modifications to loan to value standards for real estate collateral, formalized watch list criteria, and enhancements to monitoring of commercial construction loans. Management expects to continue to evaluate underwriting standards in response to continuing changes in national and regional economic conditions.

## Commercial Real Estate Loans

Commercial real estate loans amounted to \$503.7 million at June 30, 2009, up by \$46.2 million, 10%, from December 31, 2008.

The following table presents a geographic summary of commercial real estate loans by property location.

(Dollars in thousands)

	June 30, 2009	
	Amount	% of Total
Rhode Island, Connecticut, Massachusetts	\$ 448,163	89.0%
New York, New Jersey, Pennsylvania	40,254	8.0%
New Hampshire, Maine	13,628	2.7%
Other	1,641	0.3%
Total	\$ 503,686	100.0%

**Other Commercial Loans**

Other commercial loans amounted to \$443.6 million at June 30, 2009, up by \$20.7 million, or 5%, from the balance at the end of 2008. Other commercial loans are largely collateralized and in many cases the collateral consists of real estate occupied by the business as well as other business assets. Growth in this category in the first half of 2009 was primarily attributable to originations in our general market area of southern New England.

**Residential Real Estate Loans**

Residential real estate loans decreased by \$23.2 million, or 4%, from the balance at December 31, 2008. Washington Trust experienced strong residential mortgage refinancing and mortgage sales activity in the first half of 2009. Washington Trust originates residential mortgage loans within our general market area of southern New England for portfolio and for sale in the secondary market. The majority of loans sold are sold with servicing released. From time to time Washington Trust purchases one to four family residential mortgages originated in other states as well as southern New England from other financial institutions. During the first six months of 2009, \$1.1 million of loans were purchased from other financial institutions. All residential mortgage loans purchased from other financial institutions have been individually underwritten using standards similar to those employed for Washington Trust's self-originated loans.

The following is a geographic summary of residential mortgages by property location.

(Dollars in thousands)

	June 30, 2009	
	Amount	% of Total
Rhode Island, Connecticut, Massachusetts	\$ 556,617	89.9%
New York, Virginia, New Jersey, Maryland, Pennsylvania, District of Columbia	24,459	4.0%
Ohio, Michigan	16,615	2.7%
California, Washington, Oregon	11,625	1.9%
Colorado, Texas, New Mexico, Utah	5,066	0.8%
Georgia	2,529	0.4%
New Hampshire, Vermont	1,367	0.2%
Other	581	0.1%
Total	\$ 618,859	100.0%

**Consumer Loans**

Consumer loans increased by \$8.4 million, or 3%, in the first six months of 2009, primarily due to increases in home equity lines. Our consumer portfolio is predominantly home equity lines and home equity loans. All home equity lines and home equity loans were originated by Washington Trust in its general market area. Consumer loans also include personal installment loans and loans to individuals secured by general aviation aircraft and automobiles.

**Asset Quality****Nonperforming Assets**

Nonperforming assets include nonaccrual loans, nonaccrual investment securities and property acquired through foreclosure or repossession.

The following table presents nonperforming assets and additional asset quality data for the dates indicated:

(Dollars in thousands)		June 30, 2009	December 31, 2008
Commercial mortgages	90 days or more past due	\$ 2,760	\$ 1,826
	Less than 90 days past due	3,235	116
Commercial construction and development	90 days or more past due	—	—
	Less than 90 days past due	—	—
Other commercial	90 days or more past due	5,861	3,408
	Less than 90 days past due	5,087	437
Residential real estate mortgages	90 days or more past due	3,826	973
	Less than 90 days past due	1,342	781
Consumer	90 days or more past due	2	77
	Less than 90 days past due	554	159
Nonaccrual loans	90 days or more past due	12,449	6,284
	Less than 90 days past due	10,218	1,493
Total nonaccrual loans		22,667	7,777
Nonaccrual investment securities		1,881	633
Property acquired through foreclosure or repossession, net		236	392
Total nonperforming assets		\$ 24,784	\$ 8,802
Nonaccrual loans as a percentage of total loans		1.20%	0.42%
Nonperforming assets as a percentage of total assets		0.85%	0.30%
Allowance for loan losses to nonaccrual loans		114.93%	305.07%
Allowance for loan losses to total loans		1.38%	1.29%

Nonaccrual investment securities at June 30, 2009 were comprised of two pooled trust preferred securities. See additional information herein under the caption “Securities.”

Total nonaccrual loans increased from \$7.8 million at December 31, 2008 to \$22.7 million at June 30, 2009. The increase in nonaccrual loans primarily consists of two commercial real estate relationships with a total carrying value of \$5.5 million at June 30, 2009, five relationships included in other commercial loans totaling \$6.1 million, and four residential mortgages totaling \$2.9 million. The declining credit quality trend is primarily related to a general weakening in national and regional economic conditions. This trend may continue for the next few quarters if economic conditions do not improve.

There were no accruing loans 90 days or more past due at June 30, 2009 or December 31, 2008.

The following table sets forth information on troubled debt restructured loans as of the dates indicated:

(Dollars in thousands)	June 30, 2009	December 31, 2008
Accruing troubled debt restructured loans:		
Commercial mortgages	\$ 1,576	\$ –
Other commercial loans	323	–
Residential real estate loans	2,190	263
Consumer loans	780	607
Accruing troubled debt restructured loans	4,869	870
Nonaccrual troubled debt restructured loans:		
Other commercial loans	136	–
Residential real estate loans	367	–
Nonaccrual troubled debt restructured loans	503	–
Total trouble debt restructured loans	\$ 5,372	\$ 870

As a result of deteriorating economic conditions, the Corporation has experienced an increase in troubled debt restructuring events involving residential and commercial borrowers. Restructured loans are classified as accruing or non-accruing based on management's assessment of the collectibility of the loan.

Impaired loans consist of all nonaccrual commercial loans and loans restructured in a troubled debt restructuring. At June 30, 2009, the recorded investment in impaired loans was \$22.2 million, which had a related loan loss allowance of \$2.5 million. At December 31, 2008, the recorded investment in impaired loans was \$6.7 million, which had a related loan loss allowance of \$698 thousand. During the three months ended June 30, 2009 and 2008, interest income recognized on impaired loans amounted to approximately \$103 thousand and \$52 thousand, respectively. For the six months ended June 30, 2009 and 2008, interest income recognized on impaired loans amounted to approximately \$187 thousand and \$152 thousand, respectively.

The following tables present past due loans by category as of the dates indicated:

(Dollars in thousands)

	June 30, 2009		December 31, 2008	
	Amount	%(1)	Amount	%(1)
<b>Loans 30 – 59 days past due:</b>				
Commercial real estate loans	\$ 2,635		\$ 3,466	
Other commercial loans	2,255		2,024	
Residential real estate loans	1,820		3,113	
Consumer loans	1,042		76	
Loans 30 – 59 days past due	\$ 7,752		\$ 8,679	
<b>Loans 60 – 89 days past due:</b>				
Commercial real estate loans	\$ 3,537		\$ 6	
Other commercial loans	514		785	
Residential real estate loans	1,324		1,452	
Consumer loans	44		401	
Loans 60 – 89 days past due	\$ 5,419		\$ 2,644	
<b>Loans 90 days or more past due:</b>				
Commercial real estate loans	\$ 2,760		\$ 1,826	
Other commercial loans	5,861		3,408	
Residential real estate loans	3,826		973	
Consumer loans	2		77	
Loans 90 days or more past due	\$ 12,449		\$ 6,284	
<b>Total past due loans:</b>				
Commercial real estate loans	\$ 8,932	1.77%	\$ 5,298	1.16%
Other commercial loans	8,630	1.95%	6,217	1.47%
Residential real estate loans	6,970	1.13%	5,538	0.86%
Consumer loans	1,088	0.33%	554	0.17%
Total past due loans	\$ 25,620	1.35%	\$ 17,607	0.96%

(1) Percentage of past due loans to the total loans outstanding within the respective category.

Total 30 day+ delinquencies amounted to \$25.6 million, or 1.35% of total loans, at June 30, 2009, up \$8.0 million in the first half of 2009, with the largest increases in the commercial categories. The increase in total 30 day+ delinquencies is attributable to weakened economic conditions in general, and not to any specific underwriting characteristic or credit risk category.

Commercial real estate loan delinquencies amounted to \$8.9 million, or 1.77% of total commercial real estate loans, at June 30, 2009, an increase of \$3.6 million in the first half of 2009. The largest single delinquent commercial real estate loan relationship amounted to \$5.4 million, secured by various properties including a retail center and office complex. Other commercial loan delinquencies amounted to \$8.6 million, or 1.95% of total other commercial loans, at June 30, 2009, an increase of \$2.4 million in the first half of 2009. The largest single delinquent other commercial loan relationship amounted to \$1.2 million, secured by a commercial building.

Residential mortgage loan delinquencies amounted to \$7.0 million, or 1.13% of residential mortgage loans, at June 30, 2009, an increase of \$1.4 million in the first six months of 2009. Consumer loan delinquencies were \$1.1 million, or 0.33% of total consumer loans, at June 30, 2009, compared to \$554 thousand, or 0.17%, at the end of 2008. Total 90 day+ delinquencies in the residential mortgage and consumer loan categories amounted to \$3.8 million (10 loans) and \$2 thousand (2 loans), respectively, at June 30, 2009. Washington Trust has never offered a subprime residential loan program.

The Corporation classifies certain loans as “substandard,” “doubtful,” or “loss” based on criteria consistent with guidelines provided by banking regulators. Potential problem loans consist of classified accruing commercial loans that were less than 90 days past due at June 30, 2009, but where known information about possible credit problems of the related borrowers causes management to have doubts as to the ability of such borrowers to comply with the present loan repayment terms and which may result in disclosure of such loans as nonperforming at some time in the future. These loans are not included in the disclosure of nonaccrual or restructured loans above. Management cannot predict the

extent to which economic conditions may worsen or other factors which may impact borrowers and the potential problem loans. Accordingly, there can be no assurance that other loans will not become 90 days or more past due, be placed on nonaccrual, become restructured, or require increased allowance coverage and provision for loan losses. The Corporation has identified approximately \$9.6 million in potential problem loans at June 30, 2009, as compared to \$9.3 million at December 31, 2008. Approximately 86% of the potential problem loans at June 30, 2009 consisted of 3 commercial lending relationships, which have been classified based on our evaluation of the financial condition of the borrowers. The Corporation's loan policy provides guidelines for the review and monitoring of such loans in order to facilitate collection.

#### **Allowance for Loan Losses**

Establishing an appropriate level of allowance for loan losses necessarily involves a high degree of judgment. The Corporation uses a methodology to systematically measure the amount of estimated loan loss exposure inherent in the loan portfolio for purposes of establishing a sufficient allowance for loan losses. For a more detailed discussion on the allowance for loan losses, see additional information in Part II, Item 7 under the caption "Application of Critical Accounting Policies and Estimates" of Washington Trust's Annual Report on Form 10-K for the fiscal year ended December 31, 2008.

The allowance for loan losses is management's best estimate of the probable loan losses incurred inherent in the loan portfolio as of the balance sheet date. The allowance is increased by provisions charged to earnings and by recoveries of amounts previously charged off, and is reduced by charge-offs on loans. In addition, various regulatory agencies, as an integral part of their examination process, periodically review a financial institution's allowance for loan losses and carrying amount of other real estate owned. Such agencies may require the financial institution to recognize additions to the allowances for loan losses based on their judgments about information available to them at the time of their examination.

At June 30, 2009, the allowance for loan losses was \$26.1 million, or 1.38% of total loans, which compares to an allowance of \$23.7 million, or 1.29% of total loans at December 31, 2008. The status of nonaccrual loans, delinquent loans and performing loans were all taken into consideration in the assessment of the adequacy of the allowance for loans losses.

The loan loss provision charged to earnings amounted to \$3.0 million for the second quarter of 2009, compared to \$1.4 million for the second quarter of 2008. For the six months ended June 30, 2009 and 2008, the loan loss provision totaled \$4.7 million and \$1.85 million, respectively. The provision for loan losses was based on management's assessment of economic and credit conditions, with particular emphasis on commercial and commercial real estate categories, as well as growth in the loan portfolio. Net charge-offs amounted to \$1.4 million in the second quarter of 2009, as compared to net charge-offs of \$161 thousand in the second quarter of 2008. For the six months ended June 30, 2009 and 2008, net charge-offs totaled \$2.4 million and \$164 thousand, respectively. Commercial loan net charge-offs amounted to \$2.1 million, or 89% of total net charge-offs, for the first half of 2009.

We believe that the declining credit quality trend is primarily related to a general weakening in national and regional economic conditions and that this trend may continue for the next few quarters. Management believes that the level of allowance for loan losses at June 30, 2009 is appropriate. Management will continue to assess the adequacy of the allowance for loan losses in accordance with its established policies.

#### **Sources of Funds**

Our principal sources of funding are deposits and borrowings. In general, deposits are a lower cost source of funds than borrowings because interest rates paid for deposits are typically less than interest rates charged for borrowings.

#### **Deposits**

Deposits totaled \$1.9 billion at June 30, 2009, up by \$92.9 million, or 5%, from the balance at December 31, 2008. Excluding out-of-market brokered certificates of deposit, in-market deposits grew by \$129.7 million, or 8%, from the balance at the end of 2008.

Demand deposits amounted to \$187.8 million at June 30, 2009, up by \$15.1 million, or 9%, from December 31, 2008.

NOW account balances increased by \$15.7 million, or 9%, in the first six months of 2009 and totaled \$187.0 million at June 30, 2009.

Money market account balances amounted to \$356.7 million at June 30, 2009, up by \$50.8 million, or 17%, from the balance at December 31, 2008. Included in this increase was \$45.4 million in wealth management client money market deposits previously held in outside money market mutual funds.

During the first six months of 2009, savings deposits increased by \$19.0 million, or 11%, and totaled \$192.5 million at June 30, 2009.

Time deposits (including brokered certificates of deposit) amounted to \$959.7 million at June 30, 2009, down by \$7.8 million from the balance at December 31, 2008. Washington Trust is a member of the Certificate of Deposit Account Registry Service (“CDARS”) network. Washington Trust uses CDARS to place customer funds into certificates of deposit issued by other banks that are members of the CDARS network. This occurs in increments less than FDIC insurance limits to ensure that customers are eligible for full FDIC insurance. We receive a reciprocal amount of deposits from other network members who do the same with their customer deposits. CDARS deposits are considered to be brokered deposits for bank regulatory purposes. We consider these reciprocal CDARS deposit balances to be in-market deposits as distinguished from traditional out-of-market brokered deposits. Excluding out-of-market brokered certificates of deposit, in-market time deposits grew by \$29.1 million, or 4%, in the first six months of 2009. Included in in-market time deposits at June 30, 2009 are CDARS reciprocal time deposits of \$103.6 million, which were up by \$17.4 million from December 31, 2008. In addition, the Corporation utilizes out-of-market brokered time deposits as part of its overall funding program along with other sources. Out of market brokered time deposits amounted to \$151.2 million at June 30, 2009, down by \$36.8 million, or 20%, from December 31, 2008.

## **Borrowings**

### **FHLB Advances**

The Corporation utilizes advances from the FHLB as well as other borrowings as part of its overall funding strategy. FHLB advances are used to meet short-term liquidity needs, to purchase securities and to purchase loans from other institutions. FHLB advances decreased by \$141.2 million during the six months ended June 30, 2009.

### **Other Borrowings**

Other borrowings primarily consist of securities sold under repurchase agreements, deferred acquisition obligations, and Treasury, Tax and Loan demand note balance. Other borrowings amounted to \$22.0 million at June 30, 2009, down by \$4.7 million from the balance at December 31, 2008 primarily due to a decrease in the Treasury, Tax and Loan demand note balance and the first quarter 2009 payment of deferred acquisition obligations.

See Note 7 to the Consolidated Financial Statements for additional information on borrowings.

## **Liquidity and Capital Resources**

Liquidity is the ability of a financial institution to meet maturing liability obligations and customer loan demand. Washington Trust’s primary source of liquidity is deposits, which funded approximately 64% of total average assets in the first half of 2009. While the generally preferred funding strategy is to attract and retain low cost deposits, the ability to do so is affected by competitive interest rates and terms in the marketplace. Other sources of funding include discretionary use of purchased liabilities (e.g., FHLB term advances and other borrowings), cash flows from the Corporation’s securities portfolios and loan repayments. Securities designated as available for sale may also be sold in response to short-term or long-term liquidity needs although management has no intention to do so at this time. For a more detailed discussion on Washington Trust’s detailed liquidity funding policy and contingency funding plan, see additional information in Part II, Item 7 under the caption “Liquidity and Capital Resources” of Washington Trust’s Annual Report on Form 10-K for the fiscal year ended December 31, 2008.

The Corporation’s Asset/Liability Committee (“ALCO”) establishes and monitors internal liquidity measures to manage liquidity exposure. Liquidity remained well within target ranges established by the ALCO during the first six months of 2009. Based on its assessment of the liquidity considerations described above, management believes the Corporation’s sources of funding will meet anticipated funding needs.

For the six months ended June 30, 2009, net cash used in financing activities amounted to \$56.2 million. A \$92.9 million net increase in deposits in the quarter was offset by a \$141.2 million net decrease in FHLB advances. Net cash provided by investing activities totaled \$38.1 million for the six months ended June 30, 2009. Maturities and



principal repayments of mortgage-backed securities were used in part to fund loan growth. During the second quarter of 2009, the Corporation purchased land and a building adjacent to its corporate headquarters for \$792 thousand. This facility will be used for general corporate purposes. Also in the first quarter of 2009, the Corporation paid \$2.5 million in deferred acquisition obligations. Net cash provided by operating activities amounted to \$10.3 million for the six months ended June 30, 2009, most of which was generated by net income. In the first half of 2009, Washington Trust experienced strong residential mortgage refinancing activity and mortgage sales activity. Washington Trust originated for sale \$167.6 million in residential mortgage loans, while proceeds on sales of these loans totaled \$167.0 million in the first six months of 2009. See the Corporation's Consolidated Statements of Cash Flows for further information about sources and uses of cash.

Total shareholders' equity amounted to \$242.3 million at June 30, 2009, compared to \$235.1 million at December 31, 2008. As a result of the adoption of FSP No. FAS 115-2 and FAS 124-2, Washington Trust reclassified the noncredit-related portion of an other-than-temporary impairment loss previously recognized in earnings in the fourth quarter of 2008. This reclassification was reflected as a cumulative effect adjustment of \$1.2 million after taxes (\$1.9 million before taxes) that increased retained earnings and decreased accumulated other comprehensive loss. This reclassification had a positive impact on regulatory capital and no impact on net income. See additional disclosure on the adoption of FSP No. FAS 115-2 and FAS 124-2 under the caption "Securities."

The Corporation's 2006 Stock Repurchase Plan authorizes the repurchase of up to 400,000 shares. No shares were repurchased in the first six months of 2009. As of June 30, 2009, a cumulative total of 185,400 shares had been repurchased under this plan at a total cost of \$4.8 million.

The ratio of total equity to total assets amounted to 8.3% at June 30, 2009, up from 7.9% at December 31, 2008. Book value per share as of June 30, 2009 and December 31, 2008 amounted to \$15.14 and \$14.75, respectively.

The Corporation is subject to various regulatory capital requirements. As of June 30, 2009, the Corporation is categorized as "well-capitalized" under the regulatory framework for prompt corrective action. See Note 8 to the Consolidated Financial Statements for additional discussion of capital requirements.

#### Contractual Obligations and Commitments

The Corporation has entered into numerous contractual obligations and commitments. The following table summarizes our contractual cash obligations and other commitments at June 30, 2009.

(Dollars in thousands)	Payments Due by Period				
	Total	Less Than 1 Year (1)	1-3 Years	4-5 Years	After 5 Years
<b>Contractual Obligations:</b>					
FHLB advances (2)	\$ 688,431	\$ 145,789	\$ 210,077	\$ 225,665	\$ 106,900
Junior subordinated debentures	32,991	—	—	—	32,991
Operating lease obligations	5,384	1,318	1,750	653	1,663
Software licensing arrangements	1,243	928	315	—	—
Treasury, tax and loan demand note	2,199	2,199	—	—	—
Other borrowed funds	19,840	31	70	19,583	156
Total contractual obligations	\$ 750,088	\$ 150,265	\$ 212,212	\$ 245,901	\$ 141,710

- (1) Maturities or contractual obligations are considered by management in the administration of liquidity and are routinely refinanced in the ordinary course of business.
- (2) All FHLB advances are shown in the period corresponding to their scheduled maturity. Some FHLB advances are callable at earlier dates.

(Dollars in thousands)

	Amount of Commitment Expiration – Per Period				
	Total	Less Than 1 Year	1-3 Years	4-5 Years	After 5 Years
<b>Other Commitments:</b>					
Commercial loans	\$ 196,239	\$ 140,106	\$ 32,436	\$ 2,392	\$ 21,305
Home equity lines	179,993	874	11	–	179,108
Other loans	20,253	19,319	6	928	–
Standby letters of credit	9,090	2,401	50	6,639	–
Forward loan commitments to:					
Originate loans	19,370	19,370	–	–	–
Sell loans	25,587	25,587	–	–	–
Customer related derivative contracts:					
Interest rate swaps with customers	31,886	–	–	28,108	3,778
Mirror swaps with counterparties	31,886	–	–	28,108	3,778
Interest rate risk management contract:					
Interest rate swap	10,000	–	–	10,000	–
Total commitments	\$ 524,304	\$ 207,657	\$ 32,503	\$ 76,175	\$ 207,969

### Off-Balance Sheet Arrangements

In the normal course of business, Washington Trust engages in a variety of financial transactions that, in accordance with GAAP, are not recorded in the financial statements, or are recorded in amounts that differ from the notional amounts. Such transactions are used to meet the financing needs of its customers and to manage the exposure to fluctuations in interest rates. These financial transactions include commitments to extend credit, standby letters of credit, financial guarantees, interest rate swaps and floors, and commitments to originate and commitments to sell fixed rate mortgage loans. These transactions involve, to varying degrees, elements of credit, interest rate and liquidity risk. The Corporation's credit policies with respect to interest rate swap agreements with commercial borrowers, commitments to extend credit, and financial guarantees are similar to those used for loans. The interest rate swaps with other counterparties are generally subject to bilateral collateralization terms.

In April 2008, the Bancorp entered into an interest rate swap contract with Lehman Brothers Special Financing, Inc. to hedge the interest rate risk associated with variable rate junior subordinated debentures. Under the terms of this swap, Washington Trust agreed to pay a fixed rate and receive a variable rate based on LIBOR. At inception, this hedging transaction was deemed to be highly effective and, therefore, valuation changes for this derivative were recognized in the accumulated other comprehensive income component of shareholders' equity. In September 2008, Lehman Brothers Holdings Inc., the parent guarantor of the swap counterparty, filed for bankruptcy protection, followed in October 2008 by the swap counterparty itself. Due to the change in the creditworthiness of the derivative counterparty, the hedging relationship was deemed to be not highly effective, with the result that subsequent changes in the derivative valuation are recognized in earnings. The bankruptcy filings by the Lehman entities constituted events of default under the interest rate swap contract, entitling Washington Trust to immediately suspend performance and to terminate the transaction. On March 31, 2009, this interest rate swap contract was reassigned to a new creditworthy counterparty, unrelated to the prior counterparty. On May 1, 2009, this interest rate swap contract qualified for cash flow hedge accounting under SFAS No. 133 to hedge the interest rate risk associated with the variable rate junior subordinated debentures. Effective May 1, 2009, the effective portion of changes in fair value of the swap is recorded in other comprehensive income and subsequently reclassified into interest expense as a yield adjustment in the same period in which the related interest on the variable rate debentures affect earnings. The ineffective portion of changes in fair value is recognized directly in earnings as interest expense.

For additional information on financial instruments with off-balance sheet risk and derivative financial instruments see Note 9 to the Consolidated Financial Statements.

### Recently Issued Accounting Pronouncements

See Note 2 to the Consolidated Financial Statements for details of recently issued accounting pronouncements and their expected impact on the Corporation's financial statements.

## Asset/Liability Management and Interest Rate Risk

Interest rate risk is the primary market risk category associated with the Corporation's operations. The ALCO is responsible for establishing policy guidelines on liquidity and acceptable exposure to interest rate risk. Interest rate risk is the risk of loss to future earnings due to changes in interest rates. The objective of the ALCO is to manage assets and funding sources to produce results that are consistent with Washington Trust's liquidity, capital adequacy, growth, risk and profitability goals.

The ALCO manages the Corporation's interest rate risk using income simulation to measure interest rate risk inherent in the Corporation's on-balance sheet and off-balance sheet financial instruments at a given point in time by showing the effect of interest rate shifts on net interest income over a 12-month horizon, the month 13 to month 24 horizon and a 60-month horizon. The simulations assume that the size and general composition of the Corporation's balance sheet remain static over the simulation horizons, with the exception of certain deposit mix shifts from low-cost core savings to higher-cost time deposits in selected interest rate scenarios. Additionally, the simulations take into account the specific repricing, maturity, call options, and prepayment characteristics of differing financial instruments that may vary under different interest rate scenarios. The characteristics of financial instrument classes are reviewed periodically by the ALCO to ensure their accuracy and consistency.

The ALCO reviews simulation results to determine whether the Corporation's exposure to a decline in net interest income remains within established tolerance levels over the simulation horizons and to develop appropriate strategies to manage this exposure. As of June 30, 2009 and December 31, 2008, net interest income simulations indicated that exposure to changing interest rates over the simulation horizons remained within tolerance levels established by the Corporation. The Corporation defines maximum unfavorable net interest income exposure to be a change of no more than 5% in net interest income over the first 12 months, no more than 10% over the second 12 months, and no more than 10% over the full 60-month simulation horizon. All changes are measured in comparison to the projected net interest income that would result from an "unchanged" rate scenario where both interest rates and the composition of the Corporation's balance sheet remain stable for a 60-month period. In addition to measuring the change in net interest income as compared to an unchanged interest rate scenario, the ALCO also measures the trend of both net interest income and net interest margin over a 60-month horizon to ensure the stability and adequacy of this source of earnings in different interest rate scenarios.

The ALCO reviews a variety of interest rate shift scenario results to evaluate interest risk exposure, including scenarios showing the effect of steepening or flattening changes in the yield curve shape as well as parallel changes in interest rates. Because income simulations assume that the Corporation's balance sheet will remain static over the simulation horizon, the results do not reflect adjustments in strategy that the ALCO could implement in response to rate shifts.

The following table sets forth the estimated change in net interest income from an unchanged interest rate scenario over the periods indicated for parallel changes in market interest rates using the Corporation's on- and off-balance sheet financial instruments as of June 30, 2009 and December 31, 2008. Interest rates are assumed to shift by a parallel 100 or 200 basis points upward or 100 basis points downward over the periods indicated, except for core savings deposits, which are assumed to shift by lesser amounts due to their relative historical insensitivity to market interest rate movements. Further, deposits are assumed to have certain minimum rate levels below which they will not fall. It should be noted that the rate scenarios shown do not necessarily reflect the ALCO's view of the "most likely" change in interest rates over the periods indicated.

	June 30, 2009		December 31, 2008	
	Months 1 - 12	Months 13 - 24	Months 1 - 12	Months 13 - 24
100 basis point rate decrease	-1.89%	-5.72%	-1.13%	0.30%
100 basis point rate increase	1.73%	2.80%	0.61%	-1.09%
200 basis point rate increase	3.95%	5.78%	1.98%	-1.09%

The ALCO estimates that the negative exposure of net interest income to falling rates as compared to an unchanged rate scenario results from a more rapid decline in earning asset yields compared to rates paid in deposits. If market interest rates were to fall from their already low levels and remain lower for a sustained period, certain core savings and time deposit rates could decline more slowly and by a lesser amount than other market rates. Asset yields would likely decline more rapidly than deposit costs as current asset holdings mature or reprice, since cash flow from mortgage-related prepayments and redemption of callable securities would increase as market rates fall.

The moderately positive exposure of net interest income to rising rates in Year 1 as compared to an unchanged rate scenario results from a more rapid projected relative rate of increase in asset yields than funding costs over the first 12 months of the simulation horizon. For simulation purposes, deposit rate changes are anticipated to lag other market rates in both timing and magnitude. The ALCO's estimate of interest rate risk exposure to rising rate environments, including those involving changes to the shape of the yield curve, incorporates certain assumptions regarding the shift in deposit balances from low-cost core savings categories to higher-cost deposit categories, which has characterized a shift in funding mix during the past rising interest rate cycles.

The moderately positive exposure of net interest income to rising rates in Year 2 as compared to an unchanged rate scenario is primarily attributable to a projected increase in deposit funding costs and projected shifts in retail deposit mix. Relatively rate-sensitive money market and time deposits form a larger percentage of total deposits than other lower-cost deposit categories, such as low-rate savings accounts and transactional deposits. The ALCO modeling process assumes that a portion of lower-cost core deposit balances would shift into higher cost deposit categories if interest rates were to increase, which reflects historical trends in past rising rate cycles. Although asset yields would also increase in a rising interest rate environment, the cumulative impact of funding cost increases for rate-sensitive higher cost deposit categories suggests that by Year 2 of rising interest rate scenarios, the growth in the Corporation's cost of funds could reduce the rate of improvement in net interest margin compared to Year 1 of the parallel rising rate scenarios presented above.

While the ALCO reviews simulation assumptions and back-tests simulation results to ensure that they are reasonable and current, income simulation may not always prove to be an accurate indicator of interest rate risk or future net interest margin. Over time, the repricing, maturity and prepayment characteristics of financial instruments and the composition of the Corporation's balance sheet may change to a different degree than estimated. Simulation modeling assumes a static balance sheet, with the exception of certain modeled deposit mix shifts from low-cost core savings deposits to higher-cost money market and time deposits noted above. The static balance sheet assumption does not necessarily reflect the Corporation's expectation for future balance sheet growth, which is a function of the business environment and customer behavior. Another significant simulation assumption is the sensitivity of core savings deposits to fluctuations in interest rates. Income simulation results assume that changes in both core savings deposit rates and balances are related to changes in short-term interest rates. The assumed relationship between short-term interest rate changes and core deposit rate and balance changes used in income simulation may differ from the ALCO's estimates. Lastly, mortgage-backed securities and mortgage loans involve a level of risk that unforeseen changes in prepayment speeds may cause related cash flows to vary significantly in differing rate environments. Such changes could affect the level of reinvestment risk associated with cash flow from these instruments, as well as their market value. Changes in prepayment speeds could also increase or decrease the amortization of premium or accretion of discounts related to such instruments, thereby affecting interest income.

The Corporation also monitors the potential change in market value of its available for sale debt securities in changing interest rate environments. The purpose is to determine market value exposure that may not be captured by income simulation, but which might result in changes to the Corporation's capital position. Results are calculated using industry-standard analytical techniques and securities data. Available for sale equity securities are excluded from this analysis because the market value of such securities cannot be directly correlated with changes in interest rates. The following table summarizes the potential change in market value of the Corporation's available for sale debt securities as of June 30, 2009 and December 31, 2008 resulting from immediate parallel rate shifts:

(Dollars in thousands)	Down 100 Basis Points	Up 200 Basis Points
Security Type		
U.S. Treasury and U.S. government-sponsored enterprise securities (noncallable)	\$ 1,617	\$ (3,009)
U.S. government-sponsored enterprise securities (callable)	2	(4)
States and political subdivision	4,320	(11,210)
Mortgage-backed securities issued by U.S. government agencies and U.S. government-sponsored enterprises	5,553	(29,836)
Trust preferred debt and other corporate debt securities	450	1,947
Total change in market value as of March 31, 2009	\$ 11,942	\$ (42,112)
Total change in market value as of December 31, 2008	\$ 14,624	\$ (48,014)

See additional discussion in Note 9 to the Corporation's Consolidated Financial Statements for more information regarding the nature and business purpose of financial instruments with off-balance sheet risk and derivative financial instruments.

### ITEM 3. Quantitative and Qualitative Disclosures About Market Risk

Information regarding quantitative and qualitative disclosures about market risk appears under Part II, Item 2, "Management's Discussion and Analysis of Financial Condition and Results of Operations," under the caption "Asset/Liability Management and Interest Rate Risk."

### ITEM 4. Controls and Procedures

#### Disclosure Controls and Procedures

As required by Rule 13a-15 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the Corporation carried out an evaluation under the supervision and with the participation of the Corporation's management, including the Corporation's principal executive officer and principal financial officer, of the effectiveness of the design and operation of the Corporation's disclosure controls and procedures as of the end of the quarter ended June 30, 2009. Based upon that evaluation, the principal executive officer and principal financial officer concluded that the Corporation's disclosure controls and procedures are effective and designed to ensure that information required to be disclosed by the Corporation in the reports it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. The Corporation will continue to review and document its disclosure controls and procedures and consider such changes in future evaluations of the effectiveness of such controls and procedures, as it deems appropriate.

#### Internal Control Over Financial Reporting

There has been no change in our internal control over financial reporting during the period ended June 30, 2009 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## PART II Other Information

### Item 1. Legal Proceedings

The Corporation is involved in various claims and legal proceedings arising out of the ordinary course of business. Management is of the opinion, based on its review with counsel of the development of such matters to date, that the ultimate disposition of such matters will not materially affect the consolidated financial position or results of operations of the Corporation.

## Item 1A. Risk Factors and Factors Affecting Forward-Looking Statements

There have been no material changes in the risk factors and factors affecting forward-looking statements described in Part I, Item 1A of Washington Trust's Annual Report on Form 10-K for the year ended December 31, 2008.

## Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

The following table provides information as of and for the quarter ended June 30, 2009 regarding shares of common stock of the Corporation that were repurchased under the 2006 Stock Repurchase Plan, the Bancorp's 1997 Equity Incentive Plan, as amended and the Bancorp's 2003 Stock Incentive Plan, as amended.

	Total number of shares purchased	Average price paid per share	Total number of shares purchased as part of publicly announced plan (s)	Maximum number of shares that may yet be purchased under the plan(s)
<b>2006 Stock Repurchase Plan (1)</b>				
Balance at beginning of period				214,600
4/1/2009 to 4/30/2009	—	—	—	214,600
5/1/2009 to 5/31/2009	—	—	—	214,600
6/1/2009 to 6/30/2009	—	—	—	214,600
Total 2006 Stock Repurchase Plan	—	—	—	214,600
<b>Other (2)</b>				
Balance at beginning of period				N/A
4/1/2009 to 4/30/2009	3,478	\$ 17.93	3,478	N/A
5/1/2009 to 5/31/2009	19,629	18.52	19,629	N/A
6/1/2009 to 6/30/2009	—	—	—	N/A
Total Other	23,107	18.43	23,107	N/A
Total Purchases of Equity Securities	23,107	\$ 18.43	23,107	

- (1) The 2006 Stock Repurchase Plan was established in December 2006. A maximum of 400,000 shares were authorized under the plan. The Bancorp plans to hold the repurchased shares as treasury stock for general corporate purposes.
- (2) Pursuant to the Corporation's share-based compensation plans, employees may deliver back shares of stock previously issued in payment of the exercise price of stock options. While required to be reported in this table, such transactions are not reported as share repurchases in the Corporation's Consolidated Financial Statements. The Corporation's share-based compensation plans (the 1997 Plan and the 2003 Plan) have expiration dates of April 29, 2017 and February 19, 2029, respectively.

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

- (a) The Annual Meeting of Shareholders was held on April 28, 2009. On the record date of March 3, 2009 there were 15,970,618 shares issued, outstanding and eligible to vote, of which 12,725,208 shares, or 79.7%, were represented at the Annual Meeting either in person or by proxy.
- (b) The results of matters voted upon are presented below:
  - i. Election of Directors to Serve Until 2012 Annual Meeting: Steven J. Crandall, Victor J. Orsinger II, Esq., Patrick J. Shanahan, Jr., and Neil H. Thorp were nominated and duly elected to hold office as Directors of Washington Trust Bancorp, Inc., each to serve a term of three years and until their successors are duly elected and qualified, by the number of votes set forth opposite each person's name as follows:

	Term	Votes In Favor	Votes Withheld
Steven J. Crandall	3 years	11,713,125	866,571
Victor J. Orsinger II, Esq	3 years	11,689,772	881,620
Patrick J. Shanahan, Jr.	3 years	11,494,731	1,070,900
Neil H. Thorp	3 years	11,702,018	867,045

The following additional persons continued as Directors of Washington Trust Bancorp, Inc. following the Annual Meeting:

Gary P. Bennett  
Barry G. Hittner, Esq  
Katherine W. Hoxsie  
Mary E. Kennard, Esq.  
Edward M. Mazze, Ph.D.  
Kathleen McKeough  
H. Douglas Randall III  
John F. Treanor  
John C. Warren

- ii. A proposal for the ratification of KPMG LLP to serve as independent registered public accounting firm of the Corporation for the current fiscal year ending December 31, 2009 was passed by a vote of 12,494,093 shares in favor, 178,209 shares against, with 52,900 abstentions.
- iii. A proposal for an amendment and restatement of the Corporation's 2003 Stock Incentive Plan was passed by a vote of 10,262,803 shares in favor, 473,859 shares against, with 1,988,546 abstentions and broker non-votes.

## Item 6. Exhibits

(a) Exhibits. The following exhibits are included as part of this Form 10-Q:

Exhibit Number	
10.1	2003 Stock Incentive Plan As Amended and Restated – Filed as Exhibit 10.1 to the Bancorp's Current Report on Form 8-K dated April 28, 2009. (1) (2)
10.2	Form of Change in Control Agreement – Filed herewith. (1)
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. – Filed herewith. (2)
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. – Filed herewith. (2)
32.1	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 – Filed herewith. (2)
(1)	Management contract or compensatory plan or arrangement.
(2)	These certifications are not "filed" for purposes of Section 18 of the Exchange Act or incorporated by reference into any filing under the Securities Act or the Exchange Act.



**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

WASHINGTON TRUST BANCORP, INC.  
\_\_\_\_\_  
(Registrant)

Date: August 4, 2009 By: /s/ John C. Warren  
John C. Warren  
Chairman and Chief Executive Officer  
(principal executive officer)

Date: August 4, 2009 By: /s/ David V. Devault  
David V. Devault  
Executive Vice President, Chief Financial Officer and Secretary  
(principal financial and accounting officer)

## Exhibit Index

Exhibit Number	
10.1	2003 Stock Incentive Plan As Amended and Restated – Filed as Exhibit 10.1 to the Bancorp’s Current Report on Form 8-K dated April 28, 2009. (1) (2)
10.2	Form of Change in Control Agreement – Filed herewith. (1)
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. – Filed herewith. (2)
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. – Filed herewith. (2)
32.1	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 – Filed herewith. (2)
(1)	Management contract or compensatory plan or arrangement.
(2)	These certifications are not “filed” for purposes of Section 18 of the Exchange Act or incorporated by reference into any filing under the Securities Act or the Exchange Act.

## EXHIBIT 10.2

The form of Change in Control Agreement (the “Agreement”) contains blanks where the multiple of the executive’s base amount and the term of continued benefits provided under the Agreement vary for certain executives. The executive officers who entered into the Agreement, the multiple of the executive’s base amount and the term of continued benefits provided under the Agreement are listed in the following chart:

Executive Officer	Number of Times Base Amount Section (4 a)	Term of Continued Benefits Section (4 b & c)
Kristen L. DiSanto Senior Vice President, Human Resources of the Bank	1 times	12 months
Brenda H. Senak Senior Vice President, Risk Management of the Bank	1 times	12 months
Mark. K. W. Gim Executive Vice President and Treasurer of the Bancorp and the Bank	2 times	24 months

---

## CHANGE IN CONTROL AGREEMENT

AGREEMENT made as of this \_\_\_\_\_ day of \_\_\_\_\_ by and among Washington Trust Bancorp, Inc., a Rhode Island corporation with its principal place of business in Westerly, Rhode Island (the "Corporation"), The Washington Trust Company of Westerly, a Rhode Island banking corporation with its principal place of business in Westerly, Rhode Island (the "Bank") and \_\_\_\_\_ (the "Executive"), an individual presently employed as an executive of the Bank. This Agreement supersedes and fully replaces any previous executive severance agreement.

1. Purpose. The Corporation considers it essential to the best interests of its stockholders to foster the continuous employment of key management personnel employed by the Bank. The Board of Directors of the Corporation (the "Board") recognizes, however, that, as is the case with many publicly held corporations, the possibility of a Change in Control (as defined in Section 2 hereof) exists and that such possibility, and the uncertainty and questions which it may raise among management, may result in the departure or distraction of management personnel to the detriment of the Corporation and its stockholders. Therefore, the Board has determined that appropriate steps should be taken to reinforce and encourage the continued attention and dedication of members of the Corporation and the Bank's management, including the Executive, to their assigned duties without distraction in the face of potentially disturbing circumstances arising from the possibility of a Change in Control. Nothing in this Agreement shall be construed as creating an express or implied contract of employment and, except as otherwise agreed in writing between the Executive and the Corporation and/or the Bank, the Executive shall not have any right to be retained in the employ of the Corporation and/or the Bank.

2. Change in Control. For purposes of this Agreement, a "Change in Control" shall mean the occurrence of any one of the following events:

(a) Consummation by the Corporation of (i) a reorganization, merger or consolidation, in each case, with respect to which all or substantially all of the individuals and entities who were the beneficial owners of the then outstanding shares of common stock of the Corporation (the "Outstanding Corporation Common Stock") immediately prior to such reorganization, merger or consolidation do not, following such reorganization, merger or consolidation, beneficially own, directly or indirectly, more than 40% of the then outstanding shares of common stock of the corporation resulting from such a reorganization, merger or consolidation; (ii) a reorganization, merger or consolidation, in each case, (A) with respect to which all or substantially all of the individuals and entities who were the beneficial owners of the Outstanding Corporation Common Stock immediately prior to such reorganization, merger or consolidation, following such reorganization, merger or consolidation, beneficially own, directly or indirectly, more than 40% but less than 50% of the then outstanding shares of common stock of the corporation resulting from such a reorganization, merger or consolidation, (B) at least a majority of the directors then constituting the Incumbent Board do not approve the transaction and do not designate the transaction as not constituting a Change in Control, and (C) following the transaction members of the then Incumbent Board do not continue to comprise at least a majority of the Board; or (iii) the sale or other disposition of all or substantially all of the assets of the Corporation, excluding a sale or other disposition of assets to a subsidiary of the Corporation; or

(b) Consummation by the Bank of (i) a reorganization, merger or consolidation, in each case, with respect to which, following such reorganization, merger or consolidation, the Corporation does not beneficially own, directly or indirectly, more than 50% of the then outstanding shares of common stock of the corporation or bank resulting from such a reorganization, merger or consolidation or (ii) the sale or other disposition of all or substantially all of the assets of the Bank, excluding a sale or other disposition of assets to the Corporation or a subsidiary of the Corporation.

For purposes of paragraph (a) above, the term "Incumbent Board" shall mean the individuals who, as of the date of this Agreement, constitute the Board, provided that any individual becoming a director subsequent to the date of this Agreement whose election, or nomination for election by the Corporation's shareholders, was approved by a vote of at least a majority of the directors then comprising the Incumbent Board shall be considered as though such individual were a member of the Incumbent Board, but excluding, for this purpose, any such individual whose initial assumption of office is in connection with either an actual or threatened election contest (as such terms are used in

---

Rule 14a-11 of Regulation 14A promulgated under the Securities Exchange Act of 1934, as amended) or other actual or threatened solicitation of proxies or consents by or on behalf of a person other than the Board.

3. Terminating Event. A “Terminating Event” shall mean any of the events provided in this Section 3 occurring:

(a) within 12 months following a Change in Control, termination by the Corporation and/or the Bank of the employment of the Executive with the Corporation and/or the Bank for any reason other than for Cause or the death or disability (as determined under the Corporation’s and/or the Bank’s then existing long-term disability coverage) of the Executive. “Cause” shall mean, and shall be limited to, the occurrence of any one or more of the following events:

(i) a willful act of dishonesty by the Executive with respect to any material matter involving the Corporation and/or the Bank; or

(ii) the commission by or indictment of the Executive for (A) a felony or (B) any misdemeanor involving moral turpitude, deceit, dishonesty or fraud (“indictment,” for these purposes, means an indictment, probable cause hearing or any other procedure pursuant to which an initial determination of probable or reasonable cause with respect to such offense is made);

(iii) the gross or willful failure by the Executive (other than any such failure after the Executive gives notice of termination for Good Reason) to substantially perform the Executive’s duties with the Corporation and/or the Bank and the continuation of such failure for a period of 30 days after delivery by the Corporation and/or the Bank to the Executive of written notice specifying the scope and nature of such failure and their intention to terminate the Executive for Cause.

A Terminating Event shall not be deemed to have occurred pursuant to this Section 3(a) solely as a result of the Executive being an employee of any direct or indirect successor to the business or assets of the Corporation and/or the Bank, rather than continuing as an employee of the Corporation and/or the Bank following a Change in Control. In any proceeding, judicial or otherwise, the Corporation and/or the Bank shall have the burden of proving by clear and convincing evidence that the termination of employment was for “Cause.” For purposes of clauses (i) and (iii) of this Section 3(a), no act, or failure to act, on the Executive’s part shall be deemed “willful” unless done, or omitted to be done, by the Executive without reasonable belief that the Executive’s act, or failure to act, was in the best interest of the Corporation and/or the Bank.

(b) Within 12 months following a Change in Control, termination by the Executive of the Executive’s employment with the Corporation and/or the Bank for Good Reason. “Good Reason” shall mean the Executive has complied with the “Good Reason Process” (hereinafter defined) following the occurrence of any of the following events:

(i) a substantial adverse change, not consented to by the Executive, in the nature or scope of the Executive’s responsibilities, authorities, powers, position, functions, or duties from the responsibilities, authorities, powers, position, functions, or duties exercised by the Executive immediately prior to the Change in Control; or

(ii) a material reduction in the Executive’s annual base salary as in effect on the date hereof or as the same may be increased from time to time except for across-the-board salary reductions similarly affecting all or substantially all management employees; or

(iii) the relocation of the Corporation’s and/or the Bank’s offices at which the Executive is principally employed immediately prior to the date of a Change in Control to a location more than 100 miles from such offices, or the requirement by the Corporation and/or the Bank for the Executive to be based anywhere other than the Corporation’s and/or the Bank’s offices at such location, except for required travel on the Corporation’s and/or the Bank’s business to an extent

---

substantially consistent with the Executive's business travel obligations immediately prior to the Change in Control; or

(iv) the failure by the Corporation and/or the Bank to obtain an effective agreement from any successor to assume and agree to perform this Agreement, as required by Section 16.

"Good Reason Process" shall mean that (i) the Executive reasonably determines in good faith that a "Good Reason" condition has occurred; (ii) the Executive notifies the Corporation and/or the Bank in writing of the first occurrence of the Good Reason condition within 60 days of the first occurrence of such condition; (iii) the Executive cooperates in good faith with the Corporation's and/or the Bank's efforts, for a period not less than 30 days following such notice (the "Cure Period"), to remedy the condition; (iv) notwithstanding such efforts, the Good Reason condition continues to exist; and (v) the Executive terminates his employment within 60 days after the end of the Cure Period. If the Corporation and/or the Bank cures the Good Reason condition during the Cure Period, Good Reason shall be deemed not to have occurred.

(c) During the period of time after the date that the Corporation and/or the Bank enters into a definitive agreement (a "Definitive Agreement") to consummate a transaction substantially similar to a transaction described in Section 2(c) or 2(d) hereof, and before the consummation of such transaction, termination by the Corporation and/or the Bank of the employment of the Executive with the Corporation and/or the Bank for any reason other than for Cause or the death or disability (as determined under the Corporation's and/or the Bank's then existing long-term disability coverage) of the Executive, provided, however, that such termination of the Executive's employment shall only be considered a Terminating Event if and when the transaction contemplated by the Definitive Agreement is consummated and a Change in Control has occurred.

4. Special Termination Payments. In the event a Terminating Event occurs, provided that the Executive has executed, returned to the Corporation and has not revoked a general release of claims in a form satisfactory to the Corporation and the Bank, no later than thirty (30) days after the Date of Termination, provided that if a Terminating Event occurs pursuant to Section 3(a), no later than thirty (30) days after the Change in Control,

(a) the Corporation and/or the Bank shall pay to the Executive an amount equal to the sum of the following:

(i) [ ] times the amount of the then current annual base salary of the Executive, determined prior to any reductions for pre-tax contributions to a cash or deferred arrangement, a cafeteria plan, or a deferred compensation plan; and

(ii) [ ] times the Executive's average bonus paid in the three years prior to the Change in Control.

The foregoing amount shall be paid in one lump sum payment thirty (30) days after the Date of Termination provided that if a Terminating Event occurs pursuant to Section 3(c), the lump sum shall be paid thirty (30) days after the Change in Control; and

(b) the Corporation and/or the Bank shall continue to provide health and dental insurance to the Executive, on the same terms and conditions as though the Executive had remained an active employee, for [ ] months after the Terminating Event;

(c) the Corporation and/or the Bank shall pay to the Executive all reasonable legal and arbitration fees and expenses incurred by the Executive in obtaining or enforcing any right or benefit provided by this Agreement, except in cases involving frivolous or bad faith litigation initiated by the Executive. Such reimbursements shall be made within sixty (60) days after the receipt of invoices, which invoices shall be submitted by the Executive within thirty (30) days of receipt.

5. Additional Benefits.

---

(a) Anything in this Agreement to the contrary notwithstanding, in the event that any compensation, payment or distribution by the Corporation and/or the Bank to or for the benefit of the Executive, whether paid or payable or distributed or distributable pursuant to the terms of this Agreement or otherwise (the "Severance Payments"), would be subject to the excise tax imposed by Section 4999 of the Internal Revenue Code of 1986, as amended (the "Code"), then the benefits payable under this Agreement shall be reduced (but not below zero) to the extent necessary so that the sum of all Severance Payments shall not exceed the Threshold Amount.

(b) For the purposes of this Section 5, "Threshold Amount" shall mean three times the Executive's "base amount" within the meaning of Section 280G(b)(3) of the Code and the regulations promulgated thereunder less one dollar (\$1.00); and "Excise Tax" shall mean the excise tax imposed by Section 4999 of the Code, and any interest or penalties incurred by the Executive with respect to such excise tax.

(c) The determination of the reduction provided in Section 5(a) shall be made by a nationally recognized accounting firm selected by the Corporation and/or the Bank (the "Accounting Firm"), which shall provide detailed supporting calculations to the Corporation, the Bank and the Executive within 15 business days of the Date of Termination, if applicable, or at such earlier time as is reasonably requested by the Corporation, the Bank or the Executive. For purposes of this determination, the Executive shall be deemed to pay federal income taxes at the highest marginal rate of federal income taxation applicable to individuals for the calendar year in which the determination is to be made, and state and local income taxes at the highest marginal rates of individual taxation in the state and locality of the Executive's residence on the Date of Termination, net of the maximum reduction in federal income taxes which could be obtained from deduction of such state and local taxes. Any determination by the Accounting Firm shall be binding upon the parties hereto.

6. Term. This Agreement shall take effect on the date first set forth above and shall terminate upon the earliest of (a) the termination by the Corporation and/or the Bank of the employment of the Executive for Cause; (b) the resignation or termination of the Executive for any reason prior to a Change in Control; or (c) the date which is 12 months and 1 day after a Change in Control.

7. Withholding. All payments made by the Corporation and/or the Bank under this Agreement shall be net of any tax or other amounts required to be withheld by the Corporation and/or the Bank under applicable law.

8. Notice and Date of Termination; Disputes; Etc.

(a) Notice of Termination. After a Change in Control and during the term of this Agreement, any purported termination of the Executive's employment (other than by reason of death) shall be communicated by written Notice of Termination from one party hereto to the other party hereto in accordance with this Section 8. For purposes of this Agreement, a "Notice of Termination" shall mean a notice which shall indicate the specific termination provision in this Agreement relied upon and the Date of Termination. [Further, a Notice of Termination for Cause is required to include a copy of a resolution duly adopted by the affirmative vote of not less than two-thirds (2/3) of the entire membership of the Board at a meeting of the Board (after reasonable notice to the Executive and an opportunity for the Executive, accompanied by the Executive's counsel, to be heard before the Board) finding that, in the good faith opinion of the Board, the termination met the criteria for Cause set forth in Section 3(a) hereof.] [For the Chief Executive Officer and President, when such individual or individuals executes this agreement.]

(b) Date of Termination. "Date of Termination," with respect to any purported termination of the Executive's employment after a Change in Control and during the term of this Agreement, shall mean the date specified in the Notice of Termination. In the case of a termination by the Corporation and/or the Bank other than a termination for Cause (which may be effective immediately), the Date of Termination shall not be less than 30 days after the Notice of Termination is given. In the case of a termination by the Executive, the Date of Termination shall not be less than 15 days from the date such Notice of Termination is given. Notwithstanding Section 3(a) of this Agreement, in the event that the Executive gives a Notice of Termination to the Corporation and/or the Bank, the Corporation and/or the Bank may unilaterally accelerate the Date of Termination and such acceleration shall not result in a second Terminating Event for purposes of Section 3(a) of this Agreement.

---



(c) No Mitigation. The Corporation and/or the Bank agrees that, if the Executive's employment by the Corporation and/or the Bank is terminated during the term of this Agreement, the Executive is not required to seek other employment or to attempt in any way to reduce any amounts payable to the Executive by the Corporation and/or the Bank pursuant to Sections 4 and 5 hereof. Further, the amount of any payment provided for in this Agreement shall not be reduced by any compensation earned by the Executive as the result of employment by another employer, by retirement benefits, by offset against any amount claimed to be owed by the Executive to the Corporation and/or the Bank, or otherwise.

(d) Settlement and Arbitration of Disputes. Any controversy or claim arising out of or relating to this Agreement or the breach thereof shall be settled exclusively by arbitration in accordance with the laws of the State of Rhode Island by three arbitrators, one of whom shall be appointed by the Corporation and/or the Bank, one by the Executive, and the third by the first two arbitrators. If the first two arbitrators cannot agree on the appointment of a third arbitrator, then the third arbitrator shall be appointed by the American Arbitration Association in Boston, Massachusetts. Such arbitration shall be conducted in Rhode Island in accordance with the rules of the American Arbitration Association for commercial arbitrations, except with respect to the selection of arbitrators, which shall be as provided in this Section 8(d). Judgment upon the award rendered by the arbitrators may be entered in any court having jurisdiction thereof.

9. Assignment; Prior Agreements. Neither the Corporation, the Bank, nor the Executive may make any assignment of this Agreement or any interest herein, by operation of law or otherwise, without the prior written consent of the other party, and without such consent any attempted transfer shall be null and void and of no effect. This Agreement shall inure to the benefit of and be binding upon the Corporation and the Bank and the Executive, as well as their respective successors, executors, administrators, heirs and permitted assigns. In the event of the Executive's death after a Terminating Event but prior to the completion by the Corporation and/or the Bank of all payments due him under Sections 4 and 5 of this Agreement, the Corporation and/or the Bank shall continue such payments to the Executive's beneficiary designated in writing to the Corporation and/or the Bank prior to his death (or to his estate, if the Executive fails to make such designation).

10. Enforceability. If any portion or provision of this Agreement shall to any extent be declared illegal or unenforceable by a court of competent jurisdiction, then the remainder of this Agreement, or the application of such portion or provision in circumstances other than those as to which it is so declared illegal or unenforceable, shall not be affected thereby, and each portion and provision of this Agreement shall be valid and enforceable to the fullest extent permitted by law.

11. Waiver. No waiver of any provision hereof shall be effective unless made in writing and signed by the Executive and such officer as may be specifically designated by the Board. The failure of any party to require the performance of any term or obligation of this Agreement, or the waiver by any party of any breach of this Agreement, shall not prevent any subsequent enforcement of such term or obligation or be deemed a waiver of any subsequent breach.

12. Notices. Any notices, requests, demands, and other communications provided for by this Agreement shall be sufficient if in writing and delivered in person or sent by registered or certified mail, postage prepaid, to the Executive at the last address the Executive has filed in writing with the Corporation and/or the Bank, or to the Corporation and/or the Bank at its main offices, attention of the Board of Directors, with a copy to the Secretary of the Corporation and/or the Bank, or to such other address as either party may have furnished to the other in writing in accordance herewith, except that notice of a change of address shall be effective only upon receipt.

13. Effect on Other Plans. An election by the Executive to resign after a Change in Control under the provisions of this Agreement shall not be deemed a voluntary termination of employment by the Executive for purposes of interpreting the provisions of any of the Corporation's and/or the Bank's benefit plans, programs or policies. Nothing in this Agreement shall be construed to limit the rights of the Executive under the Corporation's and/or the Bank's benefit plans, programs or policies.

14. Amendment. This Agreement may be amended or modified only by a written instrument signed by the Executive and by a duly authorized representative of the Corporation and/or the Bank.

---

15. Governing Law. This contract shall be construed under and be governed in all respects by the laws of the State of Rhode Island.

16. Obligations of Successors. The Corporation and/or the Bank shall require any successor (whether direct or indirect, by purchase, merger, consolidation or otherwise) to all or substantially all of the business or assets of the Corporation and/or the Bank to expressly assume and agree to perform this Agreement in the same manner and to the same extent that the Corporation and/or the Bank would be required to perform if no such succession had taken place.

17. Section 409A. Notwithstanding anything to the contrary in the foregoing, if at the time of the Executive's separation from service within the meaning of Section 409A of the Code, the Executive is considered a 'specified employee' within the meaning of Section 409A(a)(2)(B)(i) of the Code, and if any payment that the Executive becomes entitled to under this Agreement would be considered deferred compensation subject to interest, penalties and additional tax imposed pursuant to Section 409A(a) of the Code as a result of the application of Section 409A(a)(2)(B)(i) of the Code, then no such payment shall be payable prior to the date that is the earlier of (i) six months and one day after the Executive's separation from service, or (ii) the Executive's death. Any such deferred payment shall earn simple interest calculated at the short-term applicable federal rate in effect on the Date of Termination. On or before the Executive's Date of Termination, either the Corporation or the Bank shall make an irrevocable contribution to a rabbi trust with an independent bank trustee in an amount equal to the amount of such deferred payment plus interest.

IN WITNESS WHEREOF, this Agreement has been executed as a sealed instrument by the Corporation and the Bank by their duly authorized officers and by the Executive, as of the date first above written.

WASHINGTON TRUST BANCORP, INC.

By:

\_\_\_\_\_  
John C. Warren  
Chairman and Chief Executive Officer

THE WASHINGTON TRUST COMPANY OF  
WESTERLY

By:

\_\_\_\_\_  
John C. Warren  
Chairman and Chief Executive Officer

\_\_\_\_\_  
Executive

## EXHIBIT 31.1

### CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, John C. Warren, Chairman and Chief Executive Officer of Washington Trust Bancorp, Inc., certify that:

1. I have reviewed this report on Form 10-Q, for the quarterly period ended June 30, 2009, of Washington Trust Bancorp, Inc. (the "Registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
  - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors:
  - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
  - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: August 4, 2009

By: /s/ John C. Warren

John C. Warren  
Chairman and Chief Executive Officer  
(principal executive officer)

## EXHIBIT 31.2

### CERTIFICATION OF THE CHIEF FINANCIAL OFFICER PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, David V. Devault, Executive Vice President, Chief Financial Officer and Secretary of Washington Trust Bancorp, Inc., certify that:

1. I have reviewed this report on Form 10-Q, for the quarterly period ended June 30, 2009, of Washington Trust Bancorp, Inc. (the "Registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
  - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors:
  - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
  - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: August 4, 2009

By: /s/ David V. Devault  
David V. Devault  
Executive Vice President, Chief Financial Officer and Secretary  
(principal financial and accounting officer)

## EXHIBIT 32.1

### **CERTIFICATIONS PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

The undersigned officer of Washington Trust Bancorp, Inc. (the "Corporation"), hereby certifies that the Corporation's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2009 to which this certification is attached (the "Report"), as filed with the Securities and Exchange Commission on the date hereof, fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, as amended, and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Corporation.

Date: August 4, 2009 \_\_\_\_\_

By: /s/ John C. Warren \_\_\_\_\_

John C. Warren  
Chairman and Chief Executive Officer  
(principal executive officer)

The undersigned officer of Washington Trust Bancorp, Inc. (the "Corporation"), hereby certifies that the Corporation's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2009 to which this certification is attached (the "Report"), as filed with the Securities and Exchange Commission on the date hereof, fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, as amended, and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Corporation.

Date: August 4, 2009 \_\_\_\_\_

By: /s/ David V. Devault \_\_\_\_\_

David V. Devault  
Executive Vice President, Chief Financial Officer and Secretary  
(principal financial and accounting officer)