UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K

[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 1999

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
Commission file number 0-15950

FIRST BUSEY CORPORATION
(Exact name of registrant as specified in its Charter)

Nevada	37-1078406
(State or other jurisdiction of incorporation of organization)	(I.R.S. Employer Identification No.)
201 West Main Street Urbana, Illinois	61801
(Address of principal executive offices)	(Zip Code)

(217) 365-4513
(Registrant's telephone number, including area code)
Securities registered pursuant to Section 12(b) of the Act:
None
Securities registered pursuant to Section 12(g) of the Act:
Class A Common Stock, without par value

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 X No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 Regulation S-K is not contained herein, and will not be contained to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [ ]

As of March 3, 2000, the aggregate market value of the Common Stock held by non-affiliates was $150,997,815. The market value of the Class A Common Stock is based on the closing price for such stock as reported on the Nasdaq National Market on that date. Affiliates include all directors, executive officers and beneficial holders owning 5% or more of the shares.

Indicate the number of shares outstanding of each of the Registrant's classes of common stock, as of the latest practicable date.

Class	Outstanding at March 3, 2000
Common Stock, without par value	13,486,344

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the definitive Proxy Statement dated March 20, 2000 for First Busey Corporation's Annual Meeting of Stockholders to be held April 25, 2000, (the "1999 Proxy Statement") are incorporated by reference into Part III.

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FIRST BUSEY CORPORATION
Form 10-K Annual Report

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PART I

ITEM 1. BUSINESS

INTRODUCTION

First Busey Corporation ("First Busey"), a Nevada corporation, is a bank holding company located in Urbana, Illinois. As of December 31, 1999, First Busey had ten wholly owned, directly and indirectly, subsidiaries: one community bank, one savings and loan, a thrift holding company, a trust company, a securities broker-dealer, an ATM company, an insurance company, a real estate company, a travel agency, and a securities service company. First Busey is engaged primarily in commercial, retail and correspondent banking and provides trust services, insurance services, and travel services. Based on assets of $1.25 billion as of December 31, 1999, First Busey, with deposits of $1.03 billion and stockholders' equity of $82 million, is one of the largest financial institutions headquartered in east central Illinois. First Busey's largest subsidiary, Busey Bank, with continuous operations since 1868, is one of the oldest banks chartered in Illinois.

First Busey's strategic plan is to provide a full range of financial services including commercial, retail and correspondent banking services through its banking subsidiaries, with emphasis on commercial and retail services. The strategic plan also emphasizes the operation of its banking centers autonomously, allowing them to tailor their service and products to the particular markets they serve while consolidating back-room operations. First Busey intends to continue its expansion and growth in the three counties it currently serves in Illinois, Champaign, McLean and Ford County, its banking center in Indianapolis, Indiana, and its Loan Production Offices in Ft. Myers and Naples, Florida. In addition to the Florida loan production offices, Busey has under construction a 24,000 square foot full-service facility in Fort Myers, Florida, which is expected to open in October, 2000, as a branch of First Federal Savings and Loan Association of Bloomington. First Busey engages in exploratory discussions regarding potential acquisitions from time to time; however, First Busey does not currently have any commitments to acquire or merge with any financial institution.

First Busey Corporation's operations are conducted primarily through its lead bank, Busey Bank (twenty-two locations), First Federal Savings and Loan Association (four locations), the trust company and the securities broker-dealer subsidiary. First Busey provides its subsidiaries with both financial and managerial support. Each subsidiary operates under the direction of its own Board of Directors.

BUSEY BANK

Busey Bank was established on January 13, 1868 and is a state-chartered bank. As of December 31, 1999, Busey Bank had total assets of $1.05 billion, representing 84% of First Busey's assets, and had total revenues of $80 million, representing 90% of First Busey's revenues. Busey Bank provides a full range of banking services including commercial and retail banking products. The services available to its commercial and retail customers include a broad selection of depository and lending activities. In the commercial lending area, Busey Bank is designated a Small Business Administration Preferred Lender authorized to fund government guaranteed loans on an expedited basis and is also an approved lender under the Federal National Mortgage Association Program, permitting expedited origination of single- and multi-family mortgage loans. Busey Bank's other commercial lending activities consist primarily of secured loans to borrowers in many different industries. Busey Bank's retail services include consumer lending, numerous types of deposit accounts and certain specialized programs such as the Fortune Five-O Program for the mature market.

Management's philosophy continues to be to develop programs tailored to specific market segments of its customer base with particular emphasis on retail services. The Busey organization emphasizes establishing strong relationships with its customers. Busey Bank has adopted a strategy to increase other income by emphasizing fee-based services, including transaction accounts, full service brokerage, mortgage origination and other loan services generating fees.

Guidelines for Busey Bank for various collateral advance ratios are set forth in the Loan Review Grading System under "Collateral Position." Loan Officers are required to use the grading system in determining an acceptable collateral position on any given credit request. Collateral coverage percentages for various types of credit are set forth in the following table:

	Collateral Type	Coverage Ratio
Commercial Loans:	Real Estate	125%
	Accounts Receivable	125%
	Inventory & Equipment	200%
Consumer Real Estate Loans:	Real Estate	125%
Installment Loans:	Cash or Equivalent	110%
	Vehicle	140%
	Mobile Homes	150%
	Other Collateral	160%

All commercial loans must be supported by a completed and signed financial statement, which should include a minimum of a balance sheet and income statement. Loan Officers are encouraged to require borrowers to provide annual statements prepared by a CPA firm. Where possible, an audit should be obtained, however, a review or compilation is acceptable. The Credit Analysis Department tracks delinquent financial statements and provides weekly reports to the Commercial Loan Department. In addition, the Senior Loan Committee receives a monthly report detailing delinquent financial statements for customers with large loan balances. A borrower's financial position including cash flow is monitored at least annually through an annual review process.

FIRST FEDERAL SAVINGS AND LOAN ASSOCIATION OF BLOOMINGTON

First Busey Corporation acquired First Federal Savings & Loan Assocation of Bloomington on October 29, 1999, when it acquired the outstanding shares of First Federal's parent Eagle BancGroup, Inc. This transaction was accounted for as a purchase and resulted in intangible assets totaling $8,728,000. Of this, $2,114,000 was allocated to core deposit intangible which will be amortized over 7 years at the rate of approximately $302,000 per year. The remaining $6,614,000 was recorded as goodwill and will be amortized over 20 years at the rate of approximately $331,000 per year. First Federal was established in 1919 and is a federally chartered capital stock savings association regulated by the Office of Thrift Supervision (OTS). As of December 31, 1999, First Federal had total assets of $183 million, representing 15% of First Busey's assets. First Federal offers a wide range of retail deposit products and invests those deposits in one-to-four family residential mortgage loans, commercial real estate loans, commercial business loans and automobile and other consumer loans. First Federal has one wholly-owned service corporation, FFS Investment Services (FFS) which sells investment products, including annuities, providing customers with alternatives to the traditional deposit products offered by First Federal.

FIRST BUSEY TRUST AND INVESTMENT COMPANY

First Busey Trust and Investment Company began operation on January 1, 1987 as a successor to the combined trust departments of Busey Bank and Champaign County Bank & Trust Co., which began trust operations in 1967 and 1947, respectively. First Busey Trust operates as the asset management subsidiary of the organization and is exclusively dedicated to providing a full range of trust and investment management services. In addition to trust and investment management services, First Busey Trust offers such ancillary services as farm management, real estate brokerage, estate and retirement planning, tax preparation, custody services, and philanthropic advisory services.

First Busey plans to continue to expand its trust activities by increasing assets under control, currently approximately $970 million, and by developing new financial services. For the year ending December 31, 1999, First Busey Trust & Investment Company generated net income of $1.3 million representing 10% of First Busey's earnings.

OTHER SUBSIDIARIES

First Busey Resources, Inc., owns and manages Busey Plaza, a 90,000 square foot building which is fully leased to unaffiliated tenants.

First Busey Corporation formed Busey Business Bank on January 12, 1998. This is a de novo bank established in Indianapolis, Indiana. Upon the establishment of this chartered bank, Busey Bank closed its Loan Production Office in Indianapolis. In October of 1998, Busey Business Bank was merged into Busey Bank and continued to operate as a full-service banking center.

Busey Bank established a full service securities broker-dealer subsidiary, First Busey Securities, Inc., on April 1, 1991. Through the offering of full service brokerage, along with various insurance and annuity products, new sources of fee income are available to Busey Bank.

In October of 1997, Busey Bank established an insurance subsidiary, Busey Insurance Services, Inc., to further enhance the services available to its customers. This subsidiary serves primarily the McLean County market. During 1997, Busey Bank established a subsidiary, BAT, Inc, which owns and operates automated teller machines. In January of 1998, Busey Bank acquired Busey Carter Travel, a travel agency serving primarily Champaign County. This acquisition was also completed to enhance the services available to the customers of Busey Bank. In January 1999, this subsidiary changed its name to Busey Travel, Inc.

COMPETITION

First Busey faces intense competition in all phases of its banking business from other banks and financial institutions. First Busey's subsidiary banks compete for deposits with a large number of depository institutions including commercial banks, savings and loan associations, credit unions, money market funds and other financial institutions and financial intermediaries serving Champaign County, McLean County, Illinois, and Hamilton County, Indiana. Principal competitive factors with respect to deposits include interest rates paid on deposits, customer service, convenience and location.

First Busey's subsidiary banks compete for loans with other banks headquartered in Illinois and Indiana, with loan production offices of large money center banks headquartered in other states, as well as with savings and loan associations, credit unions, finance companies, mortgage bankers, leasing companies and other institutions. Competitive factors with respect to loans include interest rates charged, customer service and responsiveness in tailoring financial products to the needs of customers. First Busey's subsidiary banks compete for loans primarily by designing their products for and directing their marketing efforts to businesses in the markets they serve which are locally owned, well-capitalized and well-managed.

Many of the entities that compete with First Busey's subsidiary banks are substantially larger in size than First Busey and First Busey's subsidiary banks, and many non-bank financial intermediaries are not subject to the regulatory restrictions applicable to First Busey's bank subsidiaries. First Busey and its subsidiary banks have experienced an increase in the level of competition as well as the number of competitors in recent years. See "Supervision and Regulation."

EMPLOYEES

First Busey and its subsidiaries employed 494 employees (full-time equivalent) on December 31, 1999. Management considers its relationship with its employees to be good.

SUPERVISION AND REGULATION

GENERAL

Financial institutions and their holding companies are extensively regulated under federal and state laws. As a result, the business, financial condition and prospects of First Busey and its subsidiary banks can be materially affected not only by management decisions and general economic conditions, but also by applicable statutes and regulations and other regulatory pronouncements and policies promulgated by regulatory agencies with jurisdiction over First Busey and its subsidiary banks, such as the Federal Reserve Board ("FRB"), Federal Deposit Insurance Corporation ("FDIC") and the State of Illinois Office of Banks and Real Estate, and the effect of such statutes, regulations and other pronouncements and policies can be significant, cannot be predicted with a high degree of certainty and can change over time. Furthermore, such statutes, regulations and other pronouncements and policies are intended to protect the depositors and the FDIC's deposit insurance funds, not to protect stockholders.

Bank holding companies and banks are subject to enforcement actions by their regulators for regulatory violations. In addition to compliance with statutory and regulatory limitations and requirements concerning financial and operating matters, regulated financial institutions such as First Busey and its subsidiary banks must file periodic and other reports and information with their regulators and are subject to examination by each of their regulators.

The statutory requirements applicable to and regulatory supervision of bank holding companies and banks have increased significantly and have undergone substantial change in recent years. To a great extent, these changes are embodied in the Financial Institutions Reform, Recovery and Enforcement Act ("FIRREA"), enacted in August 1989, the Federal Deposit Insurance Corporation Improvement Act of 1991 ("FDICIA"), enacted in December 1991, and the regulations promulgated under FIRREA and FDICIA.

The following discussion and other references to and descriptions of the regulation of financial institutions contained herein constitute brief summaries thereof. This discussion is not intended to constitute and does not purport to be a complete statement of all legal restrictions and requirements applicable to First Busey and its subsidiary bank and all such descriptions are qualified in their entirety by reference to applicable statutes, regulations and other regulatory pronouncements.

INTERSTATE BANKING AND BRANCHING LEGISLATION

On September 29, 1994, the Riegle-Neal Interstate Banking and Efficiency Act of 1994 (the "Interstate Banking Act") was enacted. Under the Interstate Banking Act, adequately capitalized and adequately managed bank holding companies will be allowed to acquire banks across state lines subject to certain limitations. In addition, under the Interstate Banking Act, since June 1, 1997, banks have been permitted, under some circumstances, to merge with one another across state lines and thereby create a main bank with branches in separate states. After establishing branches in a state through an interstate merger transaction, a bank may establish and acquire additional branches at any location in the state where any bank involved in the interstate merger could have established or acquired branches under applicable federal and state law.

Under the Interstate Banking Act, states could adopt legislation permitting interstate mergers before June 1, 1997. Alternatively, states could adopt legislation before June 1, 1997, subject to certain conditions, opting out of interstate branching. Illinois adopted legislation, effective September 29, 1995, permitting interstate mergers beginning on June 1, 1997. It is anticipated that this interstate merger and branching ability will increase competition and further consolidate the financial institutions industry.

REGULATION OF BANK HOLDING COMPANIES AND THEIR NON-BANK SUBSIDIARIES

First Busey is a registered bank holding company within the meaning of the Bank Holding Company Act of 1956, as amended ("BHCA"). As such, First Busey is subject to regulation, supervision and examination by the FRB. First Busey is also subject to the limitations and requirements of the Illinois Bank Holding Company Act ("IBHCA"). These limitations and requirements, however, are no more restrictive in most instances than those imposed by the BHCA and the FRB. The business and affairs of First Busey are regulated in a variety of ways, including limitations on acquiring control of other banks and bank holding companies, limitations on activities and investments, limitations on interstate acquisitions, regulatory capital requirements and limitations on payment of dividends. In addition, it is the FRB's policy that a bank holding company is expected to act as a source of financial strength to banks that it owns or controls and, as a result, the FRB could require First Busey to commit resources to support its subsidiary bank in circumstances in which First Busey might not do so absent the FRB's policy.

First Busey Trust & Investment Co. is subject to regulation and examination by the State of Illinois Office of Banks and Real Estate and the FRB. The federal and state laws generally applicable to a trust company subsidiary of a bank holding company regulate, among other things, the scope of its business, investments and other activities. Busey Insurance Services, Inc. is regulated by the Illinois Department of Insurance. First Busey Securities, Inc. is regulated by the National Association of Securities Dealers ("NASD").

On November 12, 1999, President Clinton signed into law the Gramm-Leach-Bliley Act (the Act), which allows bank holding companies to engage in a wider range of non-banking activities. A bank holding company which elects to become a financial holding company under this act would be allowed to engage in any activity the Federal Reserve Board, in consultation with the Secretary of the Treasury, determines by regulation or order to be financial in nature, incidental to any such financial activity or complementary to any such financial activity and does not present a substantial risk to the safety or soundness of depository institutions or the financial system in general. The Act does not allow banks or their affiliates to engage in commercial activities that are not financial in nature. A bank holding company may elect to be treated as a financial holding company only if all depository institution subsidiaries of the holding company are well-capitalized, well-managed, and have at least a satisfactory rating under the Community Reinvestment Act.

ACQUISITION OF BANKS AND BANK HOLDING COMPANIES

The BHCA generally prohibits a bank holding company from (1) acquiring, directly or indirectly, more than 5% of the outstanding shares of any class of voting securities of a bank or bank holding company, (2) acquiring control of a bank or another bank holding company, (3) acquiring all or substantially all the assets of a bank, or (4) merging or consolidating with another bank holding company, without first obtaining FRB approval. In considering an application with respect to any such transaction, the FRB is required to consider a variety of factors, including the potential anti-competitive effects of the transaction, the financial condition and future prospects of the combining and resulting institutions, the managerial resources of the resulting institution, the convenience and needs of the communities the combined organization would serve, the record of performance of each combining organization under the Community Reinvestment Act and the Equal Credit Opportunity Act, and the prospective availability to the FRB of information appropriate to determine ongoing regulatory compliance with applicable banking laws.

In addition, both the federal Change in Bank Control Act and the Illinois Banking Act ("IBA") impose limitations on the ability of one or more individuals or other entities to acquire control of First Busey or its subsidiary banks.

The BHCA generally imposes certain limitations on extensions of credit and other transactions by and between banks that are members of the Federal Reserve System and other banks and non-bank companies in the same holding company. Under the BHCA and the FRB's regulations, a bank holding company and its subsidiaries are prohibited from engaging in certain tie-in arrangements in connection with any extension of credit, lease or sale of property or furnishing of services.

The BHCA prohibits a bank holding company from acquiring control of a bank whose principal office is located outside of the state in which its principal place of business is located unless specifically authorized by applicable state law. The IBHCA permits Illinois bank holding companies to acquire control of banks in any state and permits bank holding companies whose principal place of business is in another state to acquire control of Illinois banks or bank holding companies if that state affords reciprocal rights to Illinois bank holding companies and certain other requirements are met.

The restrictions described above represent limitations on expansion by First Busey and its subsidiary banks, the acquisition of control of First Busey by another company and the disposition by First Busey of all or a portion of the stock of its subsidiary banks or by its subsidiary banks of all or a substantial portion of its assets.

PERMITTED NON-BANKING ACTIVITIES

The BHCA generally prohibits a bank holding company from engaging in activities or acquiring or controlling, directly or indirectly, the voting securities or assets of any company engaged in any activity other than banking, managing or controlling banks and bank subsidiaries or another activity that the FRB has determined, by regulation or otherwise, to be so closely related to banking or managing or controlling banks as to be a proper incident thereto. Subject to certain exceptions, before making any such acquisition or engaging in any such activity, a bank holding company must obtain the prior approval of the FRB as provided in applicable regulations.

In evaluating such applications, the FRB will consider, among other relevant factors, whether permitting the bank holding company to engage in the activity in question can reasonably be expected to produce benefits to the public (such as increased convenience, competition or efficiency) that outweigh any possible adverse effects (such as undue concentration of resources, decreased or unfair competition, conflicts of interest or safety and soundness concerns). Those activities that the FRB has determined by regulation to be closely related to banking include making, acquiring and servicing loans or other extensions of credit by consumer finance companies.

Notwithstanding applicable restrictions on acquisition or control of banks, bank assets, bank holding companies and companies engaged in permitted non-banking activities, a bank holding company may acquire, without the prior approval of the FRB, 5% or less of the outstanding shares of any class of voting securities of a company assuming the investment does not otherwise result in control of such company. The BHCA prohibits bank holding companies, with certain exceptions, from acquiring direct or indirect ownership of more than five percent of the voting securities of any company that is not a bank or does not engage in any of the activities described in the preceding paragraph.

ALLOWANCE FOR LOAN LOSS

First Busey Corporation maintains an allowance for loan losses to absorb losses inherent in the loan portfolio. The allowance is based on management's estimated range of those losses. Actual loan losses may vary significantly from this estimate. The methodology and assumptions used in calculating the allowance are continually reviewed as to their appropriateness given recent loss experience and other factors that influence the estimation process.

First Busey Corporation's loan loss allowance is categorized into six groups of loans: real estate mortgages, personal loans, commercial loans, sensitive assets, dealer paper, and credit card loans. Balances for each group of loans are multiplied by individual risk factors to determine the minimum reserve allocation for each category. The risk factors are based on historical losses, credit quality of the portfolio, and current economic conditions and are updated quarterly. The total of the calculated minimum reserve allocations is compared to the reserve balance at the end of each quarter. The reserve balance is then adjusted to meet the calculated minimum reserve. If the reserve balance is greater than the calculated minimum reserve, no addition to the loan loss provision is made during the period.

The Corporation evaluates sensitive assets individually; sensitive assets are defined as nonaccrual loans, loans past due 90 days and still accruing, loans on the Bank's watch loan report, and other loans identified as having more than reasonable potential for loss. The remaining loan categories listed above are evaluated as groups.

In determining the risk factors used to calculate the minimum reserve allocation for each loan category, the Corporation considers guidelines issued by federal and state regulatory agencies, historical loss experience for each category, current economic conditions, the level of nonaccrual loans, and current delinquency reports for each loan class.

CAPITAL REQUIREMENTS

Regulatory capital requirements applicable to all regulated financial institutions, including bank holding companies and banks, have increased significantly in recent years and further increases are possible in future periods. The FRB has adopted risk-based capital standards for bank holding companies. The articulated objectives of Congress and the FRB in establishing a risk-based method of measuring capital adequacy are (i) to make regulatory capital requirements applicable to bank holding companies more sensitive to differences in risk profiles among bank holding companies, (ii) to factor off-balance sheet liabilities into the assessment of capital adequacy, (iii) to reduce disincentives for bank holding companies to hold liquid, low risk assets and (iv) to achieve greater consistency in the evaluation of capital adequacy of major banking organizations throughout the world by conforming to the framework developed jointly by supervisory authorities from countries that are parties to the so-called "Basle Accord" adopted by such supervisory authorities in July 1988.

The FRB requires bank holding companies to maintain a minimum ratio of risk-weighted capital to total risk-adjusted assets. Banking organizations, however, generally are expected to operate well above the minimum risk-based ratios. Risk-adjusted assets include a "credit equivalent amount" of off-balance sheet items, determined in accordance with conversion formulae set forth in the FRB's regulations. Each asset and off-balance sheet item, after certain adjustments, is assigned to one of four risk-weighting categories, 0%, 20%, 50% or 100%, and the risk-adjusted values are then added together to determine risk-weighted assets.

A bank holding company must meet two risk-based capital standards, a "core" or "Tier 1" capital requirement and a total capital requirement. The current regulations require that a bank holding company maintain Tier 1 capital equal to 4% of risk-adjusted assets and total capital equal to 8% of risk-adjusted assets. Tier 1 capital must represent at least 50% of total capital and may consist of those items defined in applicable regulations as core capital elements. Core capital elements include common stockholders' equity; qualifying noncumulative, nonredeemable perpetual preferred stock; qualifying (i.e., up to 25% of total Tier 1 capital) cumulative, nonredeemable perpetual preferred stock; and minority interests in the equity accounts of consolidated subsidiaries. Core capital excludes goodwill and other intangible assets required to be deducted in accordance with applicable regulations.

Total capital represents the sum of Tier 1 capital plus "Tier 2" capital, less certain deductions. Tier 2 or "supplementary" capital consists of allowances for loan and lease losses; perpetual preferred stock (to the extent not included in Tier 1 capital); hybrid capital instruments; perpetual debt; mandatory convertible debt securities; term subordinated debt; and intermediate term preferred stock, in each case subject to applicable regulatory limitations. The maximum amount of Tier 2 capital that may be included in an organization's qualifying total capital cannot exceed 100% of Tier 1 capital. In determining total capital, a bank holding company must deduct from the sum of Tier 1 and Tier 2 capital its investments in unconsolidated subsidiaries; reciprocal holdings of certain securities of banking organizations; and other deductions required by regulation or determined on a case-by-case basis by the appropriate supervisory authority.

Another capital measure, the Tier 1 leverage ratio, is defined as Tier 1 capital divided by average total assets (net of allowance for losses and goodwill). The minimum leverage ratio is 3% for banking organizations that do not anticipate significant growth and that have well-diversified risk (including no undue interest rate risk), excellent asset quality, high liquidity and good earnings. Other banking organizations are expected to have ratios of at least 4% to 5%, depending upon their particular condition and growth plans. Higher capital ratios could be required if warranted by the particular circumstances or risk profile of a given banking organization. The FRB has not advised First Busey of any specific minimum Tier 1 leverage ratio applicable to it.

As of December 31, 1999, First Busey's Tier 1 and total risk-based capital ratios were 7.81% and 9.40%, respectively, and its Tier 1 leverage ratio was 5.62%.

The failure of a bank holding company to meet its risk-weighted capital ratios may result in supervisory action, as well as inability to obtain approval of any regulatory applications and, potentially, increased frequency of examination. The nature and intensity of the supervisory action will depend upon the level of noncompliance. Under the IBHCA, no bank holding company may acquire control of a bank if, at the time it applies for approval or at the time the transaction is consummated, its ratio of total capital to total assets, as determined in accordance with then applicable FRB regulations, is or will be less than 7%.

Risk-based capital ratios focus principally on broad categories of credit risk and do not incorporate factors that can affect the Company's financial condition, such as overall interest rate risk exposure, liquidity, funding and market risks, the quality and level of earnings, investment or loan portfolio concentrations, the quality of loans and investments, the effectiveness of loan and investment policies and management's ability to monitor and control financial and operating risks. For this reason, the overall financial health of First Busey and its subsidiary banks and the assessment of First Busey and its subsidiary banks by various regulatory agencies may differ from conclusions that might be drawn solely from the level of First Busey or its subsidiary banks' risk-based capital ratios.

During 1994, the federal banking regulators announced a joint decision not to modify risk-based capital and leverage requirements for regulatory capital to reflect the impact of unrealized gains and losses for securities classified as "available for sale." This decision was made in response to the Financial Accounting Standards Board's issuance of Statement No. 115 "Accounting for Certain Investments in Debt and Equity Securities."

Regulation of Banks

Busey Bank is a banking corporation organized under the IBA. As such, it is subject to regulation, supervision and examination by the State of Illinois Office of Banks and Real Estate. The deposit accounts of the bank subsidiary are insured up to applicable limits by the FDIC's Bank Insurance Fund (the "BIF"). Thus, Busey Bank is also subject to regulation, supervision and examination by the FDIC. In certain instances, the statutes administered by and regulations promulgated by certain of these agencies are more stringent than those of other agencies with jurisdiction. In these instances, Busey Bank must comply with the more stringent restrictions, prohibitions or requirements.

First Federal is a federally chartered capital stock savings association regulated by the Office of Thrift Supervision (OTS). Its deposits are insured up to applicable limits by the FDIC's Savings Association Insurance Fund (the "SAIF"). This regulatory framework sets parameters for First Federal's activities and operations and grants the OTS extensive discretion with regard to its supervisory and enforcement powers and examination policies. First Federal files periodic reports with the OTS concerning its activities and financial condition, must obtain OTS approval prior to entering into certain transactions or initiating new activities, and is subject to periodic examination by the OTS to evaluate First Federal's compliance with various regulatory requirements.

The business and affairs of Busey Bank and First Federal Savings and Loan Association of Bloomington are regulated in a variety of ways. Regulations apply to, among other things, insurance of deposit accounts, capital ratios, payment of dividends, liquidity requirements, the nature and amount of the investments that the bank subsidiary may make, transactions with affiliates, community and consumer lending laws, internal policies and controls, reporting by and examination of the bank subsidiaries and changes in control of the bank subsidiaries.

Dividends

The FRB has issued a policy statement on the payment of cash dividends by bank holding companies. In the policy statement, the FRB expressed its view that a bank holding company experiencing weak earnings should not pay cash dividends which exceed its net income or which could only be funded in ways that would weaken its financial health, such as by borrowing. The FRB also may impose limitations on the payment of dividends as a condition to its approval of certain applications, including applications for approval of mergers and acquisitions. First Busey uses funds derived primarily from the payment of dividends by its largest banking subsidiary for, among other purposes, the payment of dividends to First Busey's stockholders. Under provisions of the IBA, dividends may not be declared by banking subsidiaries except out of the bank's net profit (as defined), and unless the bank has transferred to surplus at least one-tenth of its net profits since the date of the declaration of the last preceding dividend, until the amount of its surplus is at least equal to its capital. Presently, the surplus of Busey Bank exceeds its capital.

All dividends paid by First Busey's banking subsidiaries are restricted by capital adequacy requirements imposed by federal regulators regarding the maintenance of the risk-weighted asset ratios and the leverage ratio (as defined by regulatory agencies). At December 31, 1999, Busey Bank had $27,641,000 and First Federal had $384,000 available for the payment of dividends to First Busey. Sound banking practices require the maintenance of adequate levels of capital. State and federal regulatory authorities have adopted standards for the maintenance of capital by banks and savings associations and adherence to such standards further limits the ability of banks to pay dividends.

First Busey Trust & Investment Co., as an Illinois corporation, is permitted to make distributions to its stockholder as authorized by its Board of Directors, except that as long as it continues in a fiduciary business, it may not withdraw for purposes of payment of dividends or otherwise any portion of its capital account except with the approval of the State of Illinois Office of Banks and Real Estate.

MONETARY POLICY AND ECONOMIC CONDITION

The earnings of commercial banks and bank holding companies are affected not only by general economic conditions but also by the policies of various governmental regulatory authorities. In particular, the FRB influences conditions in the money and capital markets, which affect interest rates and the growth in bank credit and deposits. FRB monetary policies have had a significant effect on the operating results of commercial banks in the past and this is expected to continue in the future. The general effect, if any, of such policies upon the future business and earnings of First Busey and its subsidiary banks cannot be predicted.

ITEM 2. PROPERTIES

As of March 1, 1999, First Busey and its subsidiaries conduct business in twenty-five locations. First Busey Corporation and Busey Bank have their headquarters at the Busey Bank Building, a 40,000 square foot building owned by Busey Bank. In addition to the Busey Bank Building, First Busey and/or its subsidiaries own the land and building for fifteen locations, own the building and lease the land for two locations and lease eight locations. The Bloomington facility, the Busey Plaza Building, the Indianapolis location, the Fort Myers location, and the Naples location are the only facilities not fully occupied by First Busey or its subsidiaries. The Busey Plaza Building, a five-story 90,000 square foot office building, is leased to unaffiliated tenants.

ITEM 3. LEGAL PROCEEDINGS

There are no material pending legal proceedings, other than routine litigation incidental to the business, to which First Busey or its subsidiaries are a part of or which any of their property is the subject.

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

Not applicable.

EXECUTIVE OFFICERS OF THE REGISTRANT

Name	Office (year first elected as an officer)	Age
Douglas C. Mills	Chairman of the Board, President and Chief Executive Officer of First Busey (1971)	59
Edwin A. Scharlau II	Chairman of the Board of First Busey Trust & Investment Co. and First Busey Securities, Inc. (1967)	55
P. David Kuhl	President and Chief Executive Officer of Busey Bank (1979)	50

Each executive officer also serves on First Busey's Board of Directors.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

Effective October 1, 1998, First Busey Class A common stock began trading on the Nasdaq national market under the symbol BUSE. Prior to that the stock was traded and quoted in the National Quotation Bureau's "Pink Sheets" (1988-1997) and on the OTC Bulletin Board (1997-1998). Although a limited trading market for shares of First Busey Class A Common Stock has developed recently, there can be no assurance that it will continue.

The following table presents for the periods indicated the high and low closing price for First Busey Class A Common Stock as provided by the Corporation's market maker Stephens, Inc. and reported on the OTC Bulletin Board or the Nasdaq National Market, as the case may be.

	1999		1998	
Market Prices of Common Stock	High	Low	High	Low
First Quarter	$19.500	$18.000	$15.750	$13.750
Second Quarter	$26.750	$18.500	$16.750	$15.750
Third Quarter	$26.500	$19.500	$20.500	$16.688
Fourth Quarter	$24.375	$21.000	$19.250	$18.000

During 1999 and 1998, First Busey, declared cash dividends per share of common stock as follows:

1999	COMMON STOCK
January	$ .1100
April	$ .1100
July	$ .1100
October	$ .1100
1998	
January	$ .0900
April	$ .1000
July	$ .1000
October	$ .1000

All issued and outstanding shares of Class B Common Stock were converted to Class A Common Stock on December 31, 1997.

A two-for-one stock split on Common Stock occurred on August 3, 1998. A three-for-two stock split on both Class A and Class B Common Stock occurred on May 7, 1996.

For a discussion of restrictions on dividends, please see the discussion of dividend restrictions under Item 1, Business, Dividends on page 12.

As of March 3, 2000 there were approximately 970 holders of First Busey Common Stock.

ITEM 6. SELECTED FINANCIAL DATA

SELECTED CONSOLIDATED FINANCIAL INFORMATION

The following selected financial data for each of the five years in the period ended December 31, 1999, have been derived from First Busey's annual consolidated financial statements audited by McGladrey & Pullen, LLP, independent certified public accountants, whose report on the financial position as of December 31, 1999 and December 31, 1998, and the results of operations for each of the three years in the period ended December 31, 1999, appears elsewhere in this report. This financial data should be read in conjunction with the financial statements and the related notes thereto appearing in this report.

	1999	1998	1997	1996	1995
	(dollars in thousands, except per share data)				
BALANCE SHEET ITEMS					
Securities	$ 225,046	$217,991	$215,514	$226,350	$284,517
Loans, net of unearned interest	886,684	662,281	602,937	569,500	481,772
Allowance for loan losses	10,403	7,101	6,860	6,131	5,473
Total assets	1,247,123	951,531	915,540	864,918	844,666
Total deposits	1,027,981	826,704	811,453	766,927	744,897
Long-term debt	55,849	25,000	10,000	5,000	5,000
Stockholders' equity	82,284	87,103	81,279	73,417	67,778
RESULTS OF OPERATIONS					
Interest income	$ 72,311	$ 67,048	$ 63,831	$ 61,197	$ 54,494
Interest expense	34,920	32,975	31,119	30,033	26,515
Net interest income	37,391	34,073	32,712	31,164	27,979
Provision for loan losses	2,570	700	1,075	1,100	395
Net income	$ 12,548	11,398	$ 10,371	$ 9,306	$ 8,775

	1999	1998	1997	1996	1995
	(dollars in thousands, except per share data)				
PER SHARE DATA(1)					
Diluted earnings	$ .90	$ .81	$ .74	$ .67	$ .63
Cash dividends (Class A)	.44	.39	.35	.33	.29
Book value	6.08	6.36	5.92	5.36	4.97
Closing price	$22.625	18.25	13.75	11.125	9.00
OTHER INFORMATION					
Return on average assets	1.22%	1.22%	1.18%	1.08%	1.15%
Return on average equity	14.68%	14.02%	13.42%	13.40%	13.86%
Net interest margin(2)	4.03%	4.10%	4.20%	4.13%	4.20%
Stockholders' equity to assets	6.60%	9.15%	8.88%	8.49%	8.02%

(1) Per share amounts have been restated to give retroactive effect to the two-for-one stock split which occurred August 3, 1998, and the three-for-two stock split which occurred May 7, 1996.
(2) Calculated as a percent of average earning assets.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following is management's discussion and analysis of the financial condition and results of operations of First Busey Corporation and Subsidiaries (the "Corporation") for the years ended December 31, 1999, 1998 and 1997. It should be read in conjunction with "Business," "Selected Financial Data," the consolidated financial statements and the related notes to the consolidated financial statements and other data included in this Annual Report. All per share amounts have been restated to give retroactive effect to the two-for-one stock split which occurred August 3, 1998.

GENERAL

The Corporation's consolidated income is generated primarily by the financial services activities of its subsidiaries. Since January 1, 1982, the Corporation has acquired eleven banks and sold two; acquired six savings and loan branches and two bank branches; acquired a bank branch in an FDIC assisted acquisition of a failed bank; acquired a thrift holding company and federal savings and loan; formed a trust company subsidiary; formed an insurance agency subsidiary; formed a non-bank ATM subsidiary and acquired a travel agency. All of the banks acquired during those years were accounted for using the purchase method of accounting, except for Bank of Urbana which was accounted for using the pooling of interests method. All subsidiary banks owned by the Corporation as of November 1991 were merged with Busey Bank. Under the purchase method of accounting, the earnings of the acquired subsidiaries are included in the Corporation's earnings only for the periods subsequent to acquisition. The following table illustrates the amounts of net income contributed by each subsidiary (on a pre-consolidation basis) since January 1, 1997, less purchase accounting adjustments (net income for Busey Bank in following table excludes income from Bank subsidiaries and includes deduction of $554,000 for amortization expense recorded on parent company statements).

Subsidiary	Acquired	1999		1998		1997	
				(dollars in thousands)			
Busey Bank(1)	3/20/80	11,256	83.5%	$10,630	86.5%	$ 9,645	88.3%
First Federal Savings and Loan Association of Bloomington(2)	10/29/99	392	2.9%	--	--	--	--
First Busey Trust & Investment Co.(3)	--	1,304	9.6%	1,175	9.6%	987	9.0%
First Busey Securities, Inc.(4)	--	352	2.6%	301	2.4%	234	2.1%
First Busey Resources, Inc.(5)	--	159	1.2%	205	1.7%	102	0.9%
Busey Insurance Services, Inc.(6)	--	6	0.0%	(14)	-0.1%	(26)	-0.2%
BAT, Inc.(7)	--	14	0.1%	(3)	-0.0%	(12)	-0.1%
Busey Travel, Inc.(8)	1/1/98	9	0.1%	(10)	-0.1%	--	--
FFS Investments(9)	10/29/99	(7)	0.0%	--	--	--	--
Total		13,485	100.0%	$12,284	100.0%	$10,930	100.0%

(1) City Bank of Champaign and Champaign County Bank & Trust were merged into Busey Bank as of January 1, 1987. First National Bank of Thomasboro was merged into Busey Bank as of January 1, 1988. State Bank of St. Joseph was merged into Busey Bank as of November 3, 1989. The Bank of Urbana, Citizens Bank of Tolono, and the assets of Community Bank of Mahomet subject to its liabilities were merged into Busey Bank as of November 16, 1991. Busey Bank of McLean County was merged into Busey Bank as of January 1, 1996. Busey Business Bank was formed on January 12, 1998, and merged into Busey Bank as of October 30, 1998.
(2) Acquired as a subsidiary of Eagle BancGroup, Inc. as of October 29, 1999.
(3) Formed as a subsidiary of the Corporation as of January 1, 1987 as a successor to the combined trust departments of Busey Bank and Champaign County Bank & Trust.
(4) Formed as a subsidiary of Busey Bank as of April 1, 1991.
(5) Reactivated as a subsidiary of First Busey Corporation as of January 1, 1997. Real estate and certain other assets previously carried on the parent company's balance sheet were transferred to subsidiary as of that date.
(6) Formed as a subsidiary of Busey Bank as of October 1, 1997.
(7) Reactivated as a subsidiary of Busey Bank as of July 1, 1997.
(8) Acquired as a subsidiary of Busey Bank as of January 1, 1998.
(9) Acquired as a subsidiary of First Federal Savings and Loan Association of Bloomington as of October 29, 1999.

Busey Bank, First Federal Savings and Loan Association of Bloomington and First Busey Trust & Investment Co. are the three subsidiaries which contributed more than 10% of the Corporation's consolidated net income. Busey Bank provides a full range of banking services to individual and corporate customers through its branch network in central Illinois, through its branch in Indianapolis, Indiana, and through its loan production office in Fort Myers, Florida. First Federal Savings and Loan Association of Bloomington provides a full range of banking services to individual and corporate customers in Bloomington, Illinois and the surrounding communities. First Busey Trust & Investment provides trust and asset management services to individual and corporate customers throughout central Illinois.

RESULTS OF OPERATIONS-THREE YEARS ENDED DECEMBER 31, 1999

SUMMARY

The Corporation reported net income of $12,548,000 in 1999, up 10.1% from $11,398,000 in 1998, which had increased 9.9% from $10,371,000 in 1997. Diluted earnings per share in 1999 increased 11.1% to $.90 from $.81 in 1998, which was a 9.5% increase from $.74 in 1997. The main factors contributing to the increase in net income in 1998 were increases in net interest income, trust fees, and other service charges and fees. Operating earnings, which exclude security gains and the gain on sales of loans and the related tax expense, were $11,384,000 or $.82 per share for 1999; $9,948,000, or $.71 per share for 1998; and $9,748,000, or $.70 per share for 1997.

Security gains after the related tax expense were $624,000 or 5.0% of net income in 1999; $808,000 or 7.1% of net income in 1998; and $338,000 or 3.3% of net income in 1997. First Busey Corporation owns a position in a qualified equity security with substantial appreciated value. During 1998 First Busey's Board authorized an orderly liquidation of this asset over a five-year period.

The Corporation's return on average assets was 1.22%, 1.22% and 1.18% for 1999, 1998, and 1997, respectively, and return on average equity was 14.68%, 14.02%, and 13.42% for 1999, 1998, and 1997, respectively. On an operating earnings basis, return on average assets was 1.10%, 1.07%, and 1.11% for 1999, 1998, and 1997, respectively, and return on average equity was 13.32%, 12.55% and 12.98% for 1999, 1998, and 1997, respectively.

NET INTEREST INCOME

Net interest income on a tax equivalent basis for 1999 increased 9.7% to $38,668,000 from $35,262,000 for 1998, which reflected a 3.5% increase from $34,075,000 in 1997. Net interest income increased in 1999 and 1998 due to continued growth in average loan balances outstanding.

Average interest-earning assets increased to $959,860,000 in 1999 from $860,350,000 and $811,010,000 in 1998 and 1997, respectively. The growth in interest-earning assets during 1998 was funded by growth in core deposits and debt. Internally generated growth accounted for the increase in average interest-earning assets in 1997.

The net interest margin was 4.03% in 1999, 4.10% in 1998, and 4.20% in 1997. Interest rate trends had a significant impact on the Corporation's yields and costs during the period from 1997 through 1999. The decrease in the net interest margin for 1999 was due to the 26 basis point decline in the average rate earned on interest-earning assets which was only partially offset by the 22 basis point decrease in the average rate paid on interest-bearing liabilities. The decline in the average rate earned on interest-earning assets was partially offset by the $99,510,000 increase in total interest-earning assets.

In 1998, the average yield on interest earning assets declined 11basis points while the average cost of interest-bearing liabilities increased by 5 basis points. The decline in the average rate earned on interest-earning assets was offset by the $49,340,000 increase in total interest earning assets. This resulted in the net interest margin declining to 4.10% for 1998 from 4.20% in 1997. [See "Selected Statistical Information, Consolidated Average Balance Sheets and Interest Rates."]

PROVISION FOR LOAN LOSSES

The provision for loan losses, which is a current charge against income, represents an amount which management believes is sufficient to maintain an adequate allowance for future loan losses. In assessing the adequacy of the allowance for loan losses, management considers the size and quality of the loan portfolio measured against prevailing economic conditions, regulatory guidelines, and historical loan loss experience, credit quality of the portfolio, prevailing economic conditions, and regulatory guidelines. When a determination is made by management to charge off a loan balance, such write-off is charged against the allowance for loan losses.

The provision for loan losses increased to $2,570,000 in 1999 from $700,000 in 1998 and $1,075,000 in 1997. The increase in 1999 is due primarily to the growth in outstanding loan balances, which increased 34% over the balance as of December 31, 1998. During this same period nonaccrual loans increased from $526,000 to $1,200,000, primarily in commercial and real estate loans. Depressed prices for agricultural products combined with the increase in interest rates over the past year have also resulted in higher risk within the agricultural loan portfolio. The ratio of the allowance for loan losses to non-performing loans as of December 31, 1999, is consistent with that of prior periods.

Sensitive assets include nonaccrual loans, loans 90 days past and still accruing, loans on First Busey Corporation's watch loan report, and other loans identified as having more than reasonable potential for loss. The watch loan list is comprised of loans which have been restructured or involve customers in industries which have been adversely affected by market conditions. The majority of these loans are being repaid in conformance with their contracts. The provision for 1997 was large relative to net charge-offs to restore the ratio of the allowance for loan losses to non-performing loans. Net charge-offs decreased to $369,000 in 1999 from $459,000 in 1998 which had increased from $346,000 in 1997.

The risk factors for all loan categories increased slightly from those used in prior periods with the exception of the dealer paper portfolio factor. The risk factor for sensitive assets increased from 2.00% in 1998 to 2.50% in 1999 due to an increase in problem loans. The risk factors for mortgage loans and commercial loans increased 0.10% and 0.05% respectively due to the increase in nonaccrual loans for those categories. The risk factor for personal loans increased from 2.00% in 1998 to 2.35% in 1999 due to the uncertainties regarding underwriting standards employed in originating the loans acquired in the First Federal transaction.

OTHER INCOME

Other income increased 19.7% in 1999 to $16,192,000 from $13,530,000 in 1998, which reflected an 30.4% increase from $10,379,000 in 1997. The increase in 1999 is due primarily to increases in service charges on deposit accounts, trust fee income, commissions and brokers' fees, other service charges and fees, and net commissions from travel services. As a percentage of total income, other income was 18.3%, 16.8%, and 14.0% in 1999, 1998, and 1997, respectively. Gains on the sale of securities, as a component of other income, totaled $1,035,000 (6.4%) in 1999, $1,243,000 (9.2%) in 1998, and $520,000 (5.0%) in 1997. Other income also includes gains on sales of loans, as a component of other income, of $895,000 (5.5%), $988,000 (7.3%), and $439,000 (4.2%) in 1999, 1998, and 1997, respectively.

Additional components of other income were fee income and trust fees. Service charges and other fee income increased 25.5% to $7,572,000 in 1999 from $6,034,000 in 1998 which was a 14.1% increase from $5,290,000 in 1997. The growth in fee income in 1999 is due to increases in service charges on deposit accounts and fees for customer services. The growth in fee income in 1998 and 1997 was due to increases in other service charges and fees. Trust fees increased 16.5% in 1999; revenues were $4,013,000 in 1999, $3,445,000 in 1998, and $3,156,000 in 1997. Increases in trust department revenues in each year were primarily due to increases in assets under care to $971,554,000 at December 31, 1999, from $783,226,000 at December 31, 1998, which is an increase from $660,846,000 from December 31, 1997. Remaining other income increased 47.1% to $2,677,000 in 1999 from $1,820,000 in 1998 which was an 87.2% increase from $972,000 in 1997. The increase in 1998 is related to the addition of $862,000 in net commissions from travel services.

OTHER EXPENSES

Other expenses increased 8.8% in 1999 to $33,063,000 from $30,400,000 in 1998, which reflected an increase from $27,266,000 in 1997. As a percentage of total income, other expenses were 37.4%, 37.7%, and 36.7% in 1999, 1998, and 1997, respectively. Employee related expenses, including salaries and wages and employee benefits, increased 9.1% in 1999 to $17,565,000, as compared to $16,095,000 in 1998, which was a 10.1% increase from $14,615,000 in 1997. As a percent of average assets, employee related expenses were 1.70%, 1.73%, and 1.66%, in 1999, 1998, and 1997, respectively. The Corporation had 494, 433 and 393 full-time equivalent employees at December 31, 1999, 1998, and 1997, respectively. Net occupancy expense of bank premises and furniture and equipment expenses increased 23.5% in 1999 to $6,010,000 as compared to $4,867,000 in 1998 and $4,063,000 in 1997. The increases were primarily due to expenses associated with remodeling of existing facilities.

Remaining other expenses increased 0.5% to $9,488,000 in 1999 from $9,438,000 in 1998, which was a 9.9% increase from $8,588,000 in 1997. The increase in 1998 was due primarily to increased costs associated with Busey Bank's card services and electronic banking product delivery, increased data processing costs, and the addition of costs associated with more recently acquired and formed subsidiaries.

Income Taxes

Income tax expense in 1999 was $5,402,000 as compared to $5,105,000 in 1998 and $4,379,000 in 1997. The provision for income taxes as a percent of income before income taxes was 30.1%, 30.9%, and 29.7%, for 1999, 1998, and 1997, respectively.

BALANCE SHEET-DECEMBER 31, 1999 AND DECEMBER 31, 1998

Total assets on December 31, 1999 were $1,247,123,000, an increase of 31.1% from $951,531,000 on December 31, 1998. Total loans, net of unearned interest, increased 33.9% to $886,684,000 on December 31, 1999, as compared to $662,281,000 on December 31, 1998. Deposits increased 24.3% to $1,027,981,000 on December 31, 1999 as compared to $826,704,000 on December 31, 1998. Interest-bearing deposits increased $194,831,000 or 26.7% during 1999. Non-interest bearing deposits increased $6,446,000 or 6.7% during 1999. Total stockholders' equity decreased 5.5% to $82,284,000 on December 31, 1999, as compared to $87,103,000 on December 31, 1998.

EARNING ASSETS

The average interest-earning assets of the Corporation were 93.0%, 92.4%, and 92.1%, of average total assets for the years ended December 31, 1999, 1998, and 1997, respectively.

INVESTMENT SECURITIES

The Corporation has classified all investment securities as securities available for sale. These securities are held with the option of their disposal in the foreseeable future to meet investment objectives or for other operational needs. Securities available for sale are carried at fair value. As of December 31, 1999, the fair value of these securities was $225,046,000 and the amortized cost was $221,601,000. There were $7,165,000 of gross unrealized gains and $3,720,000 of gross unrealized losses for a net unrealized gain of $3,445,000. The after-tax effect ($2,074,000) of this unrealized gain has been included in stockholders' equity. The decrease in market value for the debt securities in this classification was a result of rising interest rates. The fair value increase in the equity securities was primarily due to a $770,000 increase in the value of 134,000 shares of Student Loan Marketing Association (SLMA) common stock owned by the Corporation.

The composition of securities available for sale is as follows:

	Years ended December 31,				
	1999	1998	1997	1996	1995
	(dollars in thousands)				
U.S. Treasuries and Agencies	164,565	159,261	$161,762	$159,044	$213,862
Equity securities	13,079	12,550	11,994	9,065	7,589
States and political subdivisions	41,554	37,398	32,351	1,253	202
Other	5,848	8,782	9,407	1,881	1,363
Fair value of securities available for sale	225,046	217,991	$215,514	$171,243	$223,016
Amortized cost	221,601	207,531	$206,589	$166,189	$218,257
Fair value as a percentage of amortized cost	101.55%	105.04%	104.32%	103.04%	102.18%

The maturities, fair values and weighted average yields of securities available for sale as of December 31, 1999 are:

	Due in 1 year or less		Due after 1 year through 5 years		Due after 5 years through 10 years		Due after 10 years	
Investment Securities(1)	Fair Value	Weighted Average Yield	Fair Value	Weighted Average Yield	Fair Value	Weighted Average Yield	Fair Value	Weighted Average Yield
	(dollars in thousands)							
U.S. Treasuries and Agencies	$60,142	5.56%	$104,406	5.53%	$ 17	10.25%	$ -	-
States and political subdivisions(2)	4,449	8.74%	15,387	8.23%	19,749	7.04%	1,969	6.46%
Other	953	5.44%	2,485	6.51%	2,410	6.20%	-	-
Total	$65,544	5.77%	$122,278	5.89%	$22,176	6.95%	$1,969	6.46%

(1) Excludes equity securities and mortgage backed securities.
(2) On a tax-equivalent basis, assuming a federal income tax rate of 35% (the effective federal income tax rate as of December 31, 1999)

The securities held to maturity portfolio consisted of debt securities which provided the Corporation with a relatively stable source of income. Additionally, the investment portfolio provides a balance to interest rate and credit risk in other categories of the balance sheet while providing a vehicle for the investment of available funds and supplying securities to pledge as required collateral for certain deposits. All remaining securities were transferred to the available for sale portfolio as of December 31, 1997.

The composition of securities held to maturity was as follows:

	Years ended December 31,				
	1999	1998	1997	1996	1995
	(dollars in thousands)				
U.S. Treasuries and Agencies	-	-	-	$ 8,635	$13,198
States and political subdivisions	-	-	-	36,607	37,043
Other	-	-	-	9,865	11,260
Amortized cost of securities held to maturity	-	-	-	$55,107	$61,501
Fair value of securities held to maturity	-	-	-	$55,800	$62,625
Fair value as a percentage of book value	-	-	-	101.26%	101.83%

The Corporation also uses its investment portfolio to manage its tax position. Depending upon projected levels of taxable income for the Corporation, periodic changes are made in the mix of tax-exempt and taxable securities to achieve maximum yields on a tax-equivalent basis. U.S. government and agency securities as a percentage of total securities increased to 73.2% at December 31, 1999 from 73.1% at December 31, 1998 while obligations of state and political subdivisions (tax-exempt obligations) as a percentage of total securities increased to 18.5% at December 31, 1999, from 17.2% at December 31, 1998.

LOAN PORTFOLIO

Loans, before allowance for loan losses, increased 33.9% to $886,684,000 in 1999 from $662,281,000 in 1998. Non-farm non-residential real estate mortgage loans increased $44,208,000, or 26.2%, to $213,156,000 in 1998 from $168,948,000 in 1998. This increase reflects management's emphasis on commercial loans secured by mortgages. Also, 1 to 4 family residential real estate mortgage loans (not held for sale) increased $108,406,000, or 46.1%, to $343,739,000 in 1999 from $235,333,000 in 1998. It is intended that residential mortgage loan origination will generate income and develop retail and other banking relationships. The Corporation has no loans to customers engaged in oil and gas exploration or to foreign companies or governments. Commitments under standby letters of credit, unused lines of credit and other conditionally approved credit lines, totaled approximately $169,686,000 as of December 31, 1999.

The loan portfolio includes a concentration of loans for commercial real estate amounting to approximately $276,961,000 and $220,836,000 as of December 31, 1999 and 1998, respectively. Generally, these loans are collateralized by assets of the borrowers. The loans are expected to be repaid from cash flows or from proceeds from the sale of selected assets of the borrowers. Credit losses arising from lending transactions for commercial real estate entities are comparable with the Corporation's credit loss experience on its loan portfolio as a whole.

The composition of loans is as follows:

	Years ended December 31,				
	1999	1998	1997	1996	1995
	(dollars in thousands)				
Commercial and financial	$119,800	$ 80,958	$ 63,861	$ 62,065	$ 55,687
Agricultural	20,126	19,072	17,403	16,537	12,594
Real estate-farmland	15,841	14,184	11,782	11,468	11,162
Real estate-construction	52,479	44,713	31,306	26,184	25,566
Real estate-mortgage	622,075	467,435	439,660	413,541	334,417
Installment loans to individuals	56,470	35,919	38,925	39,707	42,353
	$886,791	$662,281	$602,937	$569,502	$481,779
Unearned interest	(107)	-	-	(2)	(7)
Loans	$886,684	$662,281	$602,937	$569,500	$481,772

The following table sets forth remaining maturities of selected loans (excluding certain real estate-farmland, real estate-mortgage loans and installment loans to individuals) at December 31, 1999.

	1 Year or Less	1 to 5 Years	Over 5 Years	Total
	(dollars in thousands)			
Commercial, financial and agricultural	$ 92,968	$ 30,202	$ 16,756	$139,926
Real estate-construction	35,682	11,549	5,248	52,479
Total	$ 128,650	$ 41,751	$ 22,004	$192,405
Interest rate sensitivity of selected loans				
Fixed rate	$ 39,786	$ 18,166	$ 4,929	$ 62,881
Adjustable rate	88,864	23,585	17,075	129,524
Total	$ 128,650	$ 41,751	$ 22,004	$192,405

ALLOWANCE FOR LOAN LOSSES

Management has established an allowance for loan losses which reduces the total loans outstanding by an estimate of uncollectible loans. Loans deemed uncollectible are charged against and reduce the allowance. Periodically, a provision for loan losses is charged to current expense. This provision acts to replenish the allowance for loan losses and to maintain the allowance at a level that management deems adequate.

There is no precise method of predicting specific loan losses or amounts which ultimately may be charged off on segments of the loan portfolio. The determination that a loan may become uncollectible, in whole or in part, is a matter of judgment. Similarly, the adequacy of the allowance for loan losses can be determined only on a judgmental basis, after full review, including (a) consideration of economic conditions and their effect on particular industries and specific borrowers; (b) a review of borrowers' financial data, together with industry data, the competitive situation, the borrowers' management capabilities and other factors; (c) a continuing evaluation of the loan portfolio, including monitoring by lending officers and staff credit personnel of all loans which are identified as being of less than acceptable quality; (d) an in-depth appraisal, on a monthly basis, of all loans judged to present a possibility of loss (if, as a result of such monthly appraisals, the loan is judged to be not fully collectible, the carrying value of the loan is reduced to that portion considered collectible); and (e) an evaluation of the underlying collateral for secured lending, including the use of independent appraisals of real estate properties securing loans.

Periodic provisions for loan losses are determined by management based upon the size and the quality of the loan portfolio measured against prevailing economic conditions and historical loan loss experience and also based on specific exposures in the portfolio. Management has instituted a formal loan review system supported by an effective credit analysis and control process. The Corporation will maintain the allowance for loan losses at a level sufficient to absorb estimated uncollectible loans and, therefore, expects to make periodic additions to the allowance for loan losses.

The following table shows activity affecting the allowance for loan losses:

	Years ended December 31				
	1999	1998	1997	1996	1995
	(dollars in thousands)				
Average loans outstanding during period	$731,491	$621,475	$584,327	$525,311	$453,915
Allowance for loan losses:					
Balance at beginning of period	7,101	$ 6,860	$ 6,131	$ 5,473	$ 5,235
Loans charged-off:					
Commercial, financial and agricultural	$ 40	$ 62	$ 192	$ 227	$ 339
Real estate-construction	-	-	-	19	-
Real estate-mortgage	145	282	50	32	55
Installment loans to individuals	366	260	317	404	286
Total charge-offs	$ 551	$ 604	$ 559	$ 682	$ 680
Recoveries:					
Commercial, financial and agricultural	$ 16	$ 12	$ 13	$ 43	$ 414
Real estate-construction	-	-	-	50	-
Real estate-mortgage	67	49	110	-	3
Installment loans to individuals	99	84	90	147	106
Total recoveries	$ 182	$ 145	$ 213	$ 240	$ 523
Net loans charged-off	$ 369	$ 459	$ 346	$ 442	$ 157
Provision for loan losses	$ 2,570	$ 700	$ 1,075	$ 1,100	$ 395
Net additions due to acquisition	$ 1,101	-	-	-	-
Balance at end of period	$ 10,403	$ 7,101	$ 6,860	$ 6,131	$ 5,473
Ratios:					
Net charge-offs to average loans	0.05%	0.07%	0.06%	0.08%	0.03%
Allowance for loan losses to total loans at period end	1.17%	1.07%	1.14%	1.08%	1.14%

The following table sets forth the allowance for loan losses by loan categories as of December 31 for each of the years indicated:

	1999		1998		1997		1996		1995	
	Amount	% of Total Loans	Amount	% of Total Loans	Amount	% of Total Loans	Amount	% of Total Loans	Amount	% of Total Loans
	(dollars in thousands)									
Commercial, financial, agri-cultural and real estate-farmland	$ 3,391	17.6%	$ 1,757	17.2%	$ 1,059	15.4%	$ 766	15.8%	$ 785	16.5%
Real estate-construction	-	5.9%	-	6.8%	-	5.2%	-	4.6%	-	5.3%
Real estate-mortgage	5,708	70.1%	4,380	70.6%	4,456	72.9%	3,505	72.6%	3,476	69.4%
Installment loans to individuals	1,293	6.4%	964	5.4%	1,045	6.5%	1,189	7.0%	1,097	8.8%
Unallocated	11	N/A	-	N/A	300	N/A	671	N/A	115	N/A
Total	$10,403	100%	$ 7,101	100%	$ 6,860	100%	$ 6,131	100%	$ 5,473	100%

NON-PERFORMING LOANS

It is management's policy to place commercial and mortgage loans on non-accrual status when interest or principal is 90 days or more past due. Such loans may continue on accrual status only if they are both well-secured and in the process of collection.

The following table sets forth information concerning non-performing loans at December 31 for each of the years indicated:

	Years ended December 31,				
		1998	1997	1996	1995
	(dollars in thousands)				
Non-accrual loans	$1,220	$ 526	$ 628	$ -	$ 532
Loans 90 days past due and still accruing	897	1,052	1,033	1,002	897
Restructured loans	-	-	-	-	-
Total non-performing loans	$2,117	$1,578	$1,661	$1,002	$1,429
Repossessed assets	$ 459	$ 320	$ 516	$ 805	$1,380
Other assets acquired in satisfaction of debts previously contracted	5	14	5	1	1
Total non-performing other assets	$ 464	$ 334	$ 521	$ 806	$1,381
Total non-performing loans and non-performing other assets	$2,581	$1,912	$2,182	$1,808	$2,810
Non-performing loans to loans, before Allowance for loan losses	0.24%	0.24%	0.28%	0.18%	0.30%
Non-performing loans and non-performing other assets to loans, before allowance for loan losses	0.29%	0.29%	0.36%	0.32%	0.58%

On January 1, 1995, the Corporation adopted Statement of Financial Accounting Standards No. 114, "Accounting by Creditors for Impairment of a Loan," as amended by Statement No. 118, which requires loans to be considered impaired when, based on current information and events, it is probable the Corporation will not be able to collect all amounts due. The accrual of interest income on impaired loans is discontinued when there is reasonable doubt as to the borrower's ability to meet contractual payments of interest or principal. Interest income on these loans is recognized to the extent interest payments are received and the principal is considered fully collectible. For the year ended December 31, 1999, no interest was recognized from impaired loans, and $4,000 was recognized for the year ended December 31, 1998.

The gross interest income that would have been recorded in the years ended December 31, 1999 and 1998 if the non-accrual and restructured loans had been current in accordance with their original terms was $31,000 and $31,000, respectively. The amount of interest collected on those loans that was included in interest income was $0 for the year ended December 31, 1999, and $9,000 for the year ended December 31, 1998.

POTENTIAL PROBLEM LOANS

Potential problem loans are those loans which are not categorized as impaired, non-accrual, past due or restructured, but where current information indicates that the borrower may not be able to comply with present loan repayment terms. Management assesses the potential for loss on such loans as it would with other problem loans and has considered the effect of any potential loss in determining its provision for possible loan losses. Potential problem loans totaled $1,702,000 at December 31, 1999. There are no other loans identified which management believes represent or result from trends or uncertainties which management reasonably expects will materially impact future operating results, liquidity or capital resources. There are no other credits identified about which management is aware of any information which causes management to have serious doubts as to the ability of such borrower(s) to comply with the loan repayment terms.

OTHER INTEREST-BEARING ASSETS

There are no other interest-bearing assets which are categorized as impaired.

DEPOSITS

As indicated in the following table, average interest bearing deposits as a percentage of average total deposits have decreased to 89.5% for the year ended December 31, 1999 from 89.9% for the year ended December 31, 1998.

	December 31,								
				1998			1997		
	(dollars in thousands)								
	Average Balance	% Total	Average Rate	Average Balance	% Total	Average Rate	Average Balance	% Total	Average Rate
Non-interest bearing demand deposits	$ 91,484	10.5%	-%	$ 80,986	10.1%	-%	$ 73,345	9.4%	-%
Interest bearing demand deposits	13,951	1.6%	2.01%	19,271	2.4%	1.96%	110,940	14.2%	1.97%
Savings/Money Market	390,781	44.9%	2.98%	351,695	43.9%	3.14%	234,865	30.1%	3.32%
Time deposits	373,563	43.0%	5.13%	349,956	43.6%	5.49%	360,968	46.3%	5.54%
Total	$869,779	100.0%	3.99%	$801,908	100.0%	4.25%	$780,118	100.0%	4.24%

Certificates of deposit of $100,000 and over and other time deposits of $100,000 and over at December 31, 1999, had the following maturities (dollars in thousands):

Under 3 months	$ 57,692
3 to 6 months	14,610
6 to 12 months	13,842
Over 12 months	20,827
Total	$106,971

SHORT-TERM BORROWINGS

The following table sets forth the distribution of short-term borrowings and weighted average interest rates thereon at the end of each of the last three years. Federal funds purchased and securities sold under agreements to repurchase generally represent overnight borrowing transactions. Other short-term borrowings consist of various demand notes and notes with maturities of less than one year.

	Federal funds purchased and securities sold under agreements to repurchase	Other short-term borrowings
	(dollars in thousands)	
1999		
Balance, December 31, 1999	$23,580	$48,327
Weighted average interest rate at end of period	5.68%	7.04%
Maximum outstanding at any month end	$42,931	$49,727
Average daily balance	$16,068	$15,510
Weighted average interest rate during period(1)	5.53%	5.96%
1998		
Balance, December 31, 1998	$ -	$ 5,900
Weighted average interest rate at end of period	-	7.25%
Maximum outstanding at any month end	$ 7,900	$16,550
Average daily balance	$ 1,686	$12,981
Weighted average interest rate during period(1)	5.29%	7.78%
1997		
Balance, December 31, 1997	$ -	$ 6,550
Weighted average interest rate at end of period	-	7.35%
Maximum outstanding at any month end	$13,550	$ 8,000
Average daily balance	$ 1,678	$ 6,542
Weighted average interest rate during period(1)	6.14%	7.21%

(1) The weighted average interest rate is computed by dividing total interest for the year by the average daily balance outstanding.

LIQUIDITY

Liquidity is the availability of funds to meet all present and future cash flow obligations arising in the daily operations of the business at a minimal cost. These financial obligations consist of needs for funds to meet extensions of credit, deposit withdrawals and debt servicing.

The sources of short-term liquidity utilized by the Corporation consist of asset maturities, sales, deposits and capital funds. Additional liquidity is provided by bank lines of credit, repurchase agreements and the ability to borrow from the Federal Reserve Bank and Federal Home Loan Bank. The Corporation does not deal in or use brokered deposits as a source of liquidity. Long-term liquidity needs will be satisfied primarily through retention of capital funds. An additional source of liquidity that can be managed for short-term and long-term needs is the Corporation's ability to securitize or package loans (primarily mortgage loans) for sale.

The objective of liquidity management by the Corporation is to ensure that funds will be available to meet demand in a timely and efficient manner. Based upon the level of investment securities that reprice within 30 days and 90 days, management believes that adequate liquidity exists to meet all projected cash flow obligations.

The Corporation achieves a satisfactory degree of liquidity through actively managing both assets and liabilities. Asset management guides the proportion of liquid assets to total assets, while liability management monitors future funding requirements and prices liabilities accordingly. Average liquid assets are shown in the table below:

LIQUID ASSETS

Average Balances	Years Ended December 31, 1999	1998	1997
	(dollars in thousands)		
Federal funds sold	$10,723	$16,463	$8,899
Percentage of average total assets	1.04%	1.77%	1.01%

RATE SENSITIVE ASSETS AND LIABILITIES

Interest rate sensitivity is a measure of the volatility of the net interest margin as a consequence of changes in market rates. The rate-sensitivity chart shows the interval of time in which given volumes of rate-sensitive earning assets and rate-sensitive interest bearing liabilities would be responsive to changes in market interest rates based on their contractual maturities or terms for repricing. It is however, only a static, single-day depiction of the Corporation's rate sensitivity structure, which can be adjusted in response to changes in forecasted interest rates.

The following table sets forth the static rate-sensitivity analysis of the Corporation as of December 31, 1998:

	Rate Sensitive Within					
	1-30 Days	31-90 Days	91-180 Days	181 Days-1 Yr	Over 1 Yr	Total
	(dollars in thousands)					
Interest-bearing deposits	$ 8,092	$ -	$ -	$ -	$ -	$ 8,092
Federal funds sold	13,500	-	-	-	-	13,500
Investment securities						
U.S. Treasuries and Agencies	2,950	17,878	19,737	14,736	109,264	164,565
States and political subdivisions	720	31	978	2,690	37,135	41,554
Other securities	7,977	-	-	200	10,750	18,927
Loans (net of unearned interest)	253,239	68,372	56,541	132,622	375,910	886,684
Total rate-sensitive assets	$ 286,478	$ 86,281	$ 77,256	$ 150,248	$ 533,059	$1,133,322
Interest bearing transaction deposits	50,556	-	-	-	-	50,556
Savings deposits	95,642	-	-	-	-	95,642
Money market deposits	295,601	-	-	-	-	295,601
Time deposits	76,028	76,987	66,278	89,560	174,328	483,181
Short-term borrowings	58,907	13,000	-	-	-	71,907
Long-term debt	-	7,927	1,000	6,928	39,994	55,849
Total rate-sensitive liabilities	$ 576,734	$ 97,914	$ 67,278	$ 96,488	$ 214,322	$1,052,736
Rate-sensitive assets less rate-sensitive liabilities	$ (290,256)	$ (11,633)	$ 9,978	$ 53,760	$ 318,737	$ 80,586
Cumulative Gap	$ (290,256)	$ (301,889)	$ (291,911)	$ (238,151)	$ 80,586	
Cumulative amounts as a percentage of total rate-sensitive assets	-25.61%	-26.64%	-25.76%	-21.01%	7.11%	
Cumulative Ratio	0.50x	0.55x	0.61x	0.72x	1.08x	

The foregoing table shows a negative (liability sensitive) cumulative unadjusted gap of approximately $290 million in the 1-30 day repricing category. The gap from 31 to 90 days is nearly matched, and beyond 90 days becomes less liability sensitive as rate-sensitive assets that reprice beyond 91 days gradually become greater in volume than rate-sensitive liabilities that are subject to repricing in the same respective time periods. The composition of the gap structure at December 31, 1999 will benefit the Corporation more if interest rates fall during the next 90 days by allowing the net interest margin to grow as liability rates would reprice more quickly than rates on rate-sensitive assets.

CAPITAL RESOURCES

Other than from the issuance of common stock, the Corporation's primary source of capital is net income retained by the Corporation. During the year ended December 31, 1999, the Corporation earned $12,548,000 and paid dividends of $6,004,000 to stockholders, resulting in a retention of current earnings of $6,544,000.

The Federal Reserve Board uses capital adequacy guidelines in its examination and regulation of bank holding companies and their subsidiary banks. Risk-based capital ratios are established by allocating assets and certain off-balance sheet commitments into four risk-weighted categories. These balances are then multiplied by the factor appropriate for that risk-weighted category. The guidelines require bank holding companies and their subsidiary banks to maintain a total capital to total risk-weighted asset ratio of not less than 8.00%, of which at least one half must be Tier 1 capital, and a Tier 1 leverage ratio of not less than 4.00%. As of December 31, 1999, the Corporation had a total capital to total risk-weighted asset ratio of 9.40%, a Tier 1 capital to risk-weighted asset ratio of 7.81% and a Tier 1 leverage ratio of 5.62%; the Corporation's bank subsidiary, Busey Bank, had ratios of 11.88%, 10.28%, and 7.06%, respectively; the Corporation's savings and loan subsidiary, First Federal Savings and Loan Association of Bloomington, had ratios of 15.06%, 14.06%, and 9.13%, respectively. As these ratios show, the Corporation and its bank subsidiaries significantly exceed the regulatory capital guidelines.

REGULATORY CONSIDERATIONS

It is management's belief that there are no current recommendations by the regulatory authorities which if implemented, would have a material effect on the Corporation's liquidity, capital resources, or operations.

NEW ACCOUNTING PRONOUNCEMENTS

Statement of Financial Accounting Standard No. 133, "Accounting for Derivative Instruments and Hedging Activities" was issued in June 1998 by the Financial Accounting Standards Board. The Statement establishes accounting and reporting standards for derivative instruments, including certain derivative instruments embedded in other contracts and for hedging activities. It requires that an entity recognize all derivatives as either assets or liabilities in the balance sheet and measure those instruments at fair value. The Statement is effective for all fiscal quarters of fiscal years beginning after June 15, 1999. In June of 1999, Statement of Financial Accounting Standard No. 137 was issued to extend the effective date by one year to all fiscal quarters of fiscal years beginning after June 15, 2000. Because the Corporation does not use derivatives, management does not believe the adoption of the Statement will have a material impact on the consolidated financial statements.

EFFECTS OF INFLATION

The effect of inflation on a financial institution differs significantly from the effect on an industrial company. While a financial institution's operating expenses, particularly salary and employee benefits, are affected by general inflation, the asset and liability structure of a financial institution consists largely of monetary items. Monetary items, such as cash, loans and deposits, are those assets and liabilities which are or will be converted into a fixed number of dollars regardless of changes in prices. As a result, changes in interest rates have a more significant impact on a financial institution's performance than does general inflation. For additional information regarding interest rates and changes in net interest income see "Selected Statistical Information."

YEAR 2000 COMPLIANCE

We have tested our products and believe that they are year 2000 compliant. We have also inquired of significant vendors of our internal systems as to their year 2000 readiness, and we have also tested our material internal systems. We believe that, based on these tests and assurances of our vendors, we will not incur material costs to resolve year 2000 issues for our products and internal systems. Furthermore, to date we have not experienced any year 2000 problems and our customers or vendors have not informed us of any material year 2000 problems. If it comes to our attention that there are any 2000 problems with our products or that some of our third-party hardware and software used in our internal systems are not year 2000 compliant, then we will endeavor to make modifications to our products and internal systems, or purchase new internal systems, to quickly respond to the problem. The costs already incurred by us to date related to year 2000 compliance are not material, and we do not anticipate incurring additional material costs related to year 2000 compliance.

SELECTED STATISTICAL INFORMATION

The following tables contain information concerning the consolidated financial condition and operations of the Corporation for the periods, or as of the dates, shown. All average information is provided on a daily average basis.

The following table shows the consolidated average balance sheets, detailing the major categories of assets and liabilities, the interest income earned on interest-earning assets, the interest expense paid for interest-bearing liabilities, and the related interest rates:

Consolidated Average Balance Sheets and Interest Rates

	Years Ended December 31,								
	1999			1998			1997		
	Average Balance	Income/ Expense	Yield/ Rate	Average Balance	Income/ Expense	Yield/ Rate	Average Balance	Income/ Expense	Yield/ Rate
	(dollars in thousands)								
Assets									
Federal funds sold	$ 10,723	$ 479	4.47%	$ 16,463	$ 891	5.41%	$ 8,899	$ 488	5.49%
Investment securities:									
U.S. Treasuries and Agencies	153,576	8,637	5.62%	169,680	9,776	5.76%	160,394	9,309	5.80%
States and political subdivisions(1)	40,006	3,000	7.50%	33,683	2,665	7.91%	36,064	3,022	8.38%
Other securities	24,064	1,187	4.93%	19,049	980	5.14%	21,326	1,008	4.73%
Loans (net of unearned discount)(1,2)	731,491	60,285	8.24%	621,475	53,925	8.68%	584,327	51,367	8.79%
Total interest-earning assets(1)	$ 959,860	$ 73,588	7.67%	$860,350	$ 68,237	7.93%	$811,010	$ 65,194	8.04%
Cash and due from banks	30,726			32,175			35,695		
Premises and equipment	25,437			24,243			22,535		
Allowance for loan losses	(7,777)			(7,253)			(6,480)		
Other assets	23,532			21,648			18,139		
Total assets	$1,031,778			$931,163			$880,899		
Liabilities and Stockholders' Equity									
Interest bearing transaction deposits	$ 13,951	$ 280	2.01%	$ 19,271	$ 377	1.96%	$110,940	$ 2,182	1.97%
Savings deposits	85,720	2,554	2.98%	80,648	2,635	3.27%	79,888	2,617	3.28%
Money market deposits	305,061	9,105	2.98%	271,047	8,419	3.11%	154,977	5,192	3.35%
Time deposits	373,563	19,146	5.13%	349,956	19,211	5.49%	360,968	20,011	5.54%
Short-term borrowings:									
Federal funds purchased and repurchase agreements	16,068	888	5.53%	1,686	89	5.29%	1,678	103	6.14%
Other	15,510	924	5.96%	12,981	1,010	7.78%	6,542	472	7.21%
Long-term debt	36,505	2,023	5.54%	22,548	1,234	5.47%	9,301	542	5.83%
Total interest-bearing liabilities	$ 846,378	$ 34,920	4.13%	$758,137	$ 32,975	4.35%	$724,294	$ 31,119	4.30%
Net interest spread			3.54%			3.58%			3.74%
Demand deposits	91,484			80,986			73,345		
Other liabilities	8,425			10,724			5,954		
Stockholders' equity	85,491			81,316			77,306		
Total liabilities and stockholders' equity	$1,031,778			$931,163			$880,899		
Interest income/earning assets(1)	$ 959,860	$ 73,588	7.67%	$860,350	$ 68,237	7.93%	$811,010	$ 65,194	8.04%
Interest expense/earning assets	$ 959,860	$ 34,920	3.64%	$860,350	$ 32,975	3.83%	811,010	31,119	3.84%
Net interest margin1		$ 38,668	4.03%		$ 35,262	4.10%		$ 34,075	4.20%

(1) On a tax equivalent basis, assuming a federal income tax rate of 35%
(2) Non-accrual loans have been included in average loans, net of unearned discount

Changes In Net Interest Income

	Years Ended December 31, 1999, 1998, and 1997					
	Year 1999 vs 1998 Change due to(1)			Year 1998 vs 1997 Change due to(1)		
	Average Volume	Average Yield/Rate	Total Change	Average Volume	Average Yield/Rate	Total Change
	(dollars in thousands)					
Increase (decrease) in interest income:						
Federal funds sold	$ (275)	$ (137)	$ (412)	$ 409	$ (6)	$ 403
Investment securities:						
U.S. Treasuries and Agencies	(910)	(229)	(1,139)	535	(68)	467
States and political subdivisions(2)	480	(145)	335	(193)	(164)	(357)
Other securities	212	(5)	207	(163)	135	(28)
Loans2	9,173	(2,813)	6,360	3,213	(655)	2,558
Change in interest income(2)	$ 8,680	$ (3,329)	$ 5,351	$ 3,801	$ (758)	$ 3,043
Increase (decrease) in interest expense:						
Interest bearing transaction deposits	$ (106)	$ 9	$ (97)	$ (1,793)	$ (12)	$(1,805)
Savings deposits	160	(241)	(81)	25	(7)	18
Money market deposits	1,025	(339)	686	3,575	(348)	3,227
Time deposits	1,252	(1,317)	(65)	(606)	(194)	(800)
Federal funds purchased and repurchase agreements	795	4	799	1	(15)	(14)
Other	176	(262)	(86)	498	40	538
Long-term debt	773	16	789	723	(31)	692
Change in interest expense	4,075	$ (2,130)	$ 1,945	$ 2,423	$ (567)	$ 1,856
Increase (decrease) in net interest income(2)	$ 4,605	$ (1,199)	$ 3,406	$ 1,378	$ (191)	$ 1,187
Percentage increase in net interest income over prior period			9.7%			3.5%

(1) Changes due to both rate and volume have been allocated proportionally
(2) On a tax equivalent basis, assuming a federal income tax rate of 35%

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market risk is the risk of change in asset values due to movements in underlying market rates and prices. Interest rate risk is the risk to earnings and capital arising from movements in interest rates. Interest rate risk is the most significant market risk affecting the Corporation as other types of market risk, such as foreign currency exchange rate risk and commodity price risk, do not arise in the normal course of the Corporation's business activities.

The Corporation's subsidiary banks, Busey Bank and First Federal, have asset-liability committees which meet at least quarterly to review current market conditions and attempt to structure the banks' balance sheets to ensure stable net interest income despite potential changes in interest rates with all other variables constant.

The asset-liability committees use gap analysis to identify mismatches in the dollar value of assets and liabilities subject to repricing within specific time periods. The Funds Management Policy established by the asset liability committees and approved by the Corporation's board of directors establishes guidelines for maintaining the ratio of cumulative rate-sensitive assets to rate-sensitive liabilities within prescribed ranges at certain intervals. A summary of the Corporation's gap analysis is summarized on page 26.

The committees do not rely solely on gap analysis to manage interest-rate risk as interest rate changes do not impact all categories of assets and liabilities equally or simultaneously. The asset-liability committees supplements gap analysis with balance sheet and income simulation analysis to determine the potential impact on net interest income of changes in market interest rates. In these simulation models the balance sheet is projected out over a one-year period and net interest income is calculated under current market rates, and then assuming permanent instantaneous shifts in the yield curve of +/- 100 basis point and +/- 200 basis points. These interest-rate scenarios indicate the interest rate risk of the Corporation over a one-year time horizon due to changes in interest rates, as of December 31, 1999, is as follows:

	Basis Point Changes			
	-200	-100	+100	+200
Percentage change in net interest income due to an immediate change in interest over a one-year period	1.26%	0.51%	(1.97%)	(4.18%)

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The financial statements are presented beginning on page 35.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.

Not applicable.

PART III

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

(a) Directors of the Registrant. Incorporated by reference is the information set forth on pages 4-6 of the 2000 Proxy Statement.

(b) Executive Officers of the Registrant. Please refer to Part I of this Form 10-K.

ITEM 11. EXECUTIVE COMPENSATION

Incorporated by reference is the information set forth on pages 9 and 10 of the 2000 Proxy Statement (except the information set forth in the sections "Report of the Compensation Committee on Executive Compensation").

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Incorporated by reference is the information set forth on page 8 of the 2000 Proxy Statement.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Incorporated by reference is the information set forth on page 13 of the 2000 Proxy Statement.

PART IV

ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES AND REPORTS ON FORM 8-K

EXHIBITS

Exhibit Number	Description of Exhibit	Sequentially Numbered Page
3.1	Certificate of Incorporation of First Busey Corporation (filed as Appendix B to First Busey's definitive proxy statement filed with the Commission on April 5, 1993 (Commission File No. 0-15950), and incorporated herein by reference)	
3.2	By-Laws of First Busey Corporation (filed as Appendix C to First Busey's definitive proxy statement filed with the Commission on April 5, 1993 (Commission File No. 0-15950), and incorporated herein by reference)	
10.1	First Busey Corporation 1993 Restricted Stock Award Plan (filed as Appendix E to First Busey's definitive proxy statement filed with the Commission on April 5, 1993 (Commission File No. 0-15950), and incorporated herein by reference)	
10.3	First Busey Corporation Profit Sharing Plan and Trust (filed as Exhibit 10.3 to First Busey's Registration Statement on Form S-1 (Registration No. 33-13973), and incorporated herein by reference)	
10.4	Mortgage on County Plaza Building (filed as Exhibit 10.4 to First Busey's Registration Statement on Form S-1 (Registration No. 33-13973), and incorporated herein by reference)	
10.7	First Busey Corporation Employee Stock Ownership Plan (filed as Exhibit 10.7 to First Busey's Annual Report on Form 10-K for the fiscal year ended December 31, 1988 (Registration No. 2-66201), and incorporated herein by reference)	
10.8	First Busey Corporation 1988 Stock Option Plan (filed as Exhibit 10.8 to First Busey's Annual Report on Form 10-K for the fiscal year ended December 31, 1988 (Registration No. 2-66201), and incorporated herein by reference)	
10.9	First Busey Corporation 1999 Stock Option Plan (filed as Appendix B to First Busey's definitive proxy statement filed with the Commission on March 25, 1999 (Commission File No. 0-15950), and incorporated herein by reference)	
21.1	List of Subsidiaries of First Busey Corporation	
23.1	Consent of Independent Public Accountants	

FINANCIAL STATEMENT SCHEDULES

Financial statement schedules not included in this Form 10-K have been omitted because they are not applicable for the required information shown in the financial statements or notes thereto.

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REPORTS ON FORM 8-K
No reports on Form 8-K have been filed for or on behalf of First Busey Corporation during the last quarter or the period covered by this Form 10-K.

FORM S-8 UNDERTAKING
For the purposes of complying with the amendments to the rules governing Form S-8 (effective July 13, 1990) under the Securities Act of 1933, the undersigned registrant hereby undertakes as follows, which undertaking shall be incorporated by reference into the registrant's Registration Statement on Form S-8 File No. 33-30095.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of the expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer, or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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, in the City of Urbana, Illinois on March 25, 1999.

FIRST BUSEY CORPORATION
BY //DOUGLAS C. MILLS//

Douglas C. Mills
Chairman of the Board, President,
Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report signed below by the following persons on behalf of the Registrant and in the capacities indicated on March 25, 1999.

Signature	Title
//DOUGLAS C. MILLS// -------------------- Douglas C. Mills	Chairman of the Board, President, Chief Executive Officer (Principal Executive Officer)
//BARBARA J. JONES// -------------------- Barbara J. Jones	Chief Financial Officer (Principal Financial Officer)
//JOSEPH M. AMBROSE// --------------------- Joseph M. Ambrose	Director
//SAMUEL P. BANKS// ------------------- Samuel P. Banks	Director
//T.O. DAWSON// --------------- T. O. Dawson	Director
//VICTOR F. FELDMAN// --------------------- Victor F. Feldman	Director
//KENNETH M. HENDREN// ---------------------- Kenneth M. Hendren	Director
//E. PHILLIPS KNOX// -------------------- E. Phillips Knox	Director
//P. DAVID KUHL// ----------------- P. David Kuhl	Director
//V. B. LEISTER, JR.// ---------------------- V. B. Leister, Jr.	Director
//LINDA M. MILLS// ------------------ Linda M. Mills	Director
//ROBERT C. PARKER// -------------------- Robert C. Parker	Director
//EDWIN A. SCHARLAU// --------------------- Edwin A. Scharlau II	Director
//DAVID C. THIES// ------------------ David C. Thies	Director
//ARTHUR R. WYATT// ------------------- Arthur R. Wyatt	Director

FIRST BUSEY CORPORATION AND SUBSIDIARIES
CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 1999

FIRST BUSEY CORPORATION AND SUBSIDIARIES

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INDEPENDENT AUDITOR'S REPORT

To the Stockholders and Board of Directors
First Busey Corporation
Urbana, Illinois

We have audited the accompanying consolidated balance sheets of First Busey Corporation and Subsidiaries as of December 31, 1999 and 1998, and the related consolidated statements of income, stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 1999. These financial statements are the responsibility of the Corporation's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of First Busey Corporation and Subsidiaries as of December 31, 1999 and 1998, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 1999, in conformity with generally accepted accounting principles.

//McGladrey & Pullen, LLP//

Champaign, Illinois
February 4, 2000

FIRST BUSEY CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 1999 AND 1998

	1999	1998
	(Dollars in thousands)	
ASSETS		
Cash and due from banks	$ 69,722	$ 35,644
Federal funds sold	13,500	-
Securities available for sale	225,046	217,991
Loans held for sale (fair value 1999 $5,951 1998 $11,373)	5,490	11,266
Loans (net of allowance for loan losses 1999 $10,403; 1998 $7,101)	870,791	643,914
Premises and equipment	28,647	24,232
Goodwill and other intangibles	14,344	6,783
Other assets	19,583	11,701
TOTAL ASSETS	$1,247,123	$951,531
LIABILITIES AND STOCKHOLDERS' EQUITY		
Liabilities		
Deposits:		
Noninterest bearing	$ 103,001	$ 96,555
Interest bearing	924,980	730,149
TOTAL DEPOSITS	1,027,981	826,704
Securities sold under agreements to repurchase	23,580	-
Short-term borrowings	48,327	5,900
Long-term debt	55,849	25,000
Other liabilities	9,102	6,824
TOTAL LIABILITIES	1,164,839	864,428
Stockholders' Equity		
Preferred stock, no par value, 1,000,000 shares authorized, no shares issued	-	-
Common stock:		
Class A common stock, no par value, authorized 40,000,000 shares; 14,154,706 shares issued 1999 and 1998	6,291	6,291
Surplus	21,750	21,283
Retained earnings	65,572	59,028
Accumulated other comprehensive income	2,074	6,799
TOTAL STOCKHOLDERS' EQUITY BEFORE TREASURY STOCK, UNEARNED ESOP SHARES AND DEFERRED COMPENSATION FOR RESTRICTED STOCK AWARDS	95,687	93,401
Treasury stock, at cost, 615,897 shares 1999; 449,768 shares 1998	(10,773)	(5,865)
Unearned ESOP shares and deferred compensation for restricted stock awards	(2,630)	(433)
TOTAL STOCKHOLDERS' EQUITY	82,284	87,103
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$1,247,123	$951,531

See Accompanying Notes to Consolidated Financial Statements.

FIRST BUSEY CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
YEARS ENDED DECEMBER 31, 1999, 1998 AND 1997

	1999	1998	1997
	(Dollars in thousands, except per share amounts)		
Interest income:			
Loans	$60,058	$53,669	$51,061
Securities			
Taxable interest income	9,699	10,622	10,208
Nontaxable interest income	1,950	1,732	1,964
Dividends	125	134	110
Federal funds sold	479	891	488
TOTAL INTEREST INCOME	72,311	67,048	63,831
Interest expense:			
Deposits	31,085	30,642	30,002
Short-term borrowings	1,812	1,099	575
Long-term debt	2,023	1,234	542
TOTAL INTEREST EXPENSE	34,920	32,975	31,119
NET INTEREST INCOME	37,391	34,073	32,712
Provision for loan losses	2,570	700	1,075
NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES	34,821	33,373	31,637
Other income:			
Service charges on deposit accounts	3,798	2,938	2,947
Trust fees	4,013	3,445	3,156
Commissions and brokers' fees, net	1,472	1,187	1,051
Other service charges and fees	2,302	1,909	1,292
Security gains, net	1,035	1,243	520
Trading security gains (losses), net	(27)	5	2
Gain on sales of loans	895	988	439
Net commissions from travel services	990	862	-
Other	1,714	953	972
TOTAL OTHER INCOME	16,192	13,530	10,379
Other expenses:			
Salaries and wages	14,758	13,524	12,134
Employee benefits	2,807	2,571	2,481
Net occupancy expense of premises	2,690	2,497	2,225
Furniture and equipment expenses	3,320	2,370	1,838
Data processing	838	1,924	1,760
Amortization of intangible assets	1,166	1,404	1,328
Stationery, supplies and printing	986	758	704
Other	6,498	5,352	4,796
TOTAL OTHER EXPENSES	33,063	30,400	27,266
INCOME BEFORE INCOME TAXES	17,950	16,503	14,750
Income taxes	5,402	5,105	4,379
NET INCOME	$12,548	$11,398	$10,371
Basic earnings per share	$ .92	$ .83	$ .75
Diluted earnings per share	$ .90	$ .81	$ .74

See Accompanying Notes To Consolidated Financial Statements.

FIRST BUSEY CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
YEARS ENDED DECEMBER 31, 1999, 1998, AND 1997

	Class A Common Stock	Class B Common Stock	Surplus	Retained Earnings	Accumulated Other Comprehensive Income	Treasury Stock
	(Dollars in thousands except per share amounts)					
Balance, December 31, 1996	5,291	1,000	20,594	47,402	3,285	(3,489)
Comprehensive Income:						
Net Income	-	-	-	10,371	-	-
Other comprehensive income, net of tax:						
Change in unrealized gain on securities available for sale arising during period, net of taxes of $1,537	-	-	-	-	-	-
Reclassification adjustment, net of taxes of ($182)	-	-	-	-	-	-
Other comprehensive income, net of taxes of $1,355	-	-	-	-	2,516	-
Comprehensive income	-	-	-	-		-
Purchase of 243,464 shares for the treasury	-	-	-	-	-	(3,127)
Issuance of 300,826 shares of treasury stock	-	-	135	-	-	2,699
Cash dividends:						
Class A common stock $.35 per share	-	-	-	(4,046)	-	-
Class B common stock $.32 per share	-	-	-	(716)	-	-
Proceeds from employee stock ownership plan debt	-	-	-	-	-	-
Principal payments on employee stock ownership plan debt	-	-	-	-	-	-
Forfeiture of restricted stock issued under restricted stock award plan	-	-	-	-	-	(5)
Release of restricted stock issued under restricted stock award plan	-	-	-	-	-	-
Conversion of Class B common stock to Class A common stock	1,000	(1,000)	-	-	-	-
Balance, December 31, 1997	6,291	-	20,729	53,011	5,801	(3,922)

	Unearned ESOP Shares	Deferred Compensation for Restricted Stock Awards	Total
	(Dollars in thousands except per share amounts)		
Balance, December 31, 1996	(500)	(166)	73,417
Comprehensive Income:			
Net Income	-	-	10,371
Other comprehensive income, net of tax:			
Change in unrealized gain on securities available for sale arising during period, net of taxes of $1,537	-	-	2,854
Reclassification adjustment, net of taxes of ($182)	-	-	(338)
Other comprehensive income, net of taxes of $1,355	-	-	2,516
Comprehensive income	-	-	12,887
Purchase of 243,464 shares for the treasury	-	-	(3,127)
Issuance of 300,826 shares of treasury stock	-	-	2,834
Cash dividends:			
Class A common stock $.35 per share	-	-	(4,046)
Class B common stock $.32 per share	-	-	(716)
Proceeds from employee stock ownership plan debt	(250)	-	(250)
Principal payments on employee stock ownership plan debt	200	-	200
Forfeiture of restricted stock issued under restricted stock award plan	-	5	-
Release of restricted stock issued under restricted stock award plan	-	80	80
Conversion of Class B common stock to Class A common stock	-	-	-
Balance, December 31, 1997	(550)	(81)	81,279

(Continued)

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FIRST BUSEY CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (CONTINUED)
YEARS ENDED DECEMBER 31, 1999, 1998, AND 1997

	Class A Common Stock	Class B Common Stock	Surplus	Retained Earnings	Accumulated Other Comprehensive Income	Treasury Stock
	(Dollars in thousands except per share amounts)					
Balance, December 31, 1997	6,291	-	20,729	53,011	5,801	(3,922)
Comprehensive Income:						
Net Income	-	-	-	11,398	-	-
Other comprehensive income, net of tax:						
Change in unrealized gain on securities available for sale arising during period, net of taxes of $972	-	-	-	-	-	-
Reclassification adjustment, net of taxes of ($435)	-	-	-	-	-	-
Other comprehensive income, net of taxes of $537	-	-	-	-	998	-
Comprehensive income	-	-	-	-	-	-
Purchase of 162,774 shares for the treasury	-	-	-	-	-	(2,747)
Issuance of 56,926 shares of treasury stock for option exercise and related tax benefit	-	-	169	-	-	417
Issuance of 60,000 shares of treasury stock for acquisition	-	-	385	-	-	440
Cash dividends:						
Class A common stock $.39 per share	-	-	-	(5,381)	-	-
Principal payments on employee stock ownership plan debt	-	-	-	-	-	-
Forfeiture of restricted stock issued under restricted stock award plan	-	-	-	-	-	(53)
Amortization of restricted stock issued under restricted stock award plan	-	-	-	-	-	-
Balance, December 31, 1998	6,291	-	21,283	59,028	6,799	(5,865)

	Unearned ESOP Shares	Deferred Compensation for Restricted Stock Awards	Total
	(Dollars in thousands except per share amounts)		
Balance, December 31, 1997	(550)	(81)	81,279
Comprehensive Income:			
Net Income	-	-	11,398
Other comprehensive income, net of tax:			
Change in unrealized gain on securities available for sale arising during period, net of taxes of $972	-	-	1,806
Reclassification adjustment, net of taxes of ($435)	-	-	(808)
Other comprehensive income, net of taxes of $537	-	-	998
Comprehensive income	-	-	12,396
Purchase of 162,774 shares for the treasury	-	-	(2,747)
Issuance of 56,926 shares of treasury stock for option exercise and related tax benefit	-	-	586
Issuance of 60,000 shares of treasury stock for acquisition	-	-	825
Cash dividends:			
Class A common stock $.39 per share	-	-	(5,381)
Principal payments on employee stock ownership plan debt	150	-	150
Forfeiture of restricted stock issued under restricted stock award plan	-	53	-
Amortization of restricted stock issued under restricted stock award plan	-	(5)	(5)
Balance, December 31, 1998	(400)	(33)	87,103

FIRST BUSEY CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (CONTINUED)
YEARS ENDED DECEMBER 31, 1999, 1998, AND 1997

(Dollars in thousands except per share amounts)

	Class A Common Stock	Class B Common Stock	Surplus	Retained Earnings	Accumulated Other Comprehensive Income	Treasury Stock
Balance, December 31, 1998	6,291	-	21,283	59,028	6,799	(5,865)
Comprehensive Income:						
Net Income	-	-	-	12,548	-	-
Other comprehensive income, net of tax:						
Change in unrealized gain on securities available for sale arising during period, net of tax benefit of ($1,879)	-	-	-	-	-	-
Reclassification adjustment, net of taxes of ($411)	-	-	-	-	-	-
Other comprehensive income, net of taxes of ($2,290)	-	-	-	-	(4,725)	-
Comprehensive income	-	-	-	-	-	-
Purchase of 276,409 shares for the treasury	-	-	-	-	-	(5,850)
Issuance of 97,280 shares of treasury stock for option exercise and related tax benefit	-	-	336	-	-	835
Issuance of 13,000 shares of treasury stock to benefit plans	-	-	131	-	-	109
Cash dividends:						
Common stock at $.44 per share	-	-	-	(6,004)	-	-
Principal payments on employee stock ownership plan debt	-	-	-	-	-	-
Proceeds from employee stock ownership plan debt						
Forfeiture of restricted stock issued under restricted stock award plan	-	-	-	-	-	(2)
Amortization of restricted stock issued under restricted stock award plan	-	-	-	-	-	-
BALANCE, DECEMBER 31, 1999	6,291	-	21,750	65,572	2,074	(10,773)

(Dollars in thousands except per share amounts)

	Unearned ESOP Shares	Deferred Compensation for Restricted Stock Awards	Total
Balance, December 31, 1998	(400)	(33)	87,103
Comprehensive Income:			
Net Income	-	-	12,548
Other comprehensive income, net of tax:			
Change in unrealized gain on securities available for sale arising during period, net of tax benefit of ($1,879)	-	-	(4,101)
Reclassification adjustment, net of taxes of ($411)	-	-	(624)
Other comprehensive income, net of taxes of ($2,290)	-	-	(4,725)
Comprehensive income	-	-	7,823
Purchase of 276,409 shares for the treasury	-	-	(5,850)
Issuance of 97,280 shares of treasury stock for option exercise and related tax benefit	-	-	1,171
Issuance of 13,000 shares of treasury stock to benefit plans	-	-	240
Cash dividends:			
Common stock at $.44 per share	-	-	(6,004)
Principal payments on employee stock ownership plan debt	150	-	150
Proceeds from employee stock ownership plan debt	(2,370)		(2,370)
Forfeiture of restricted stock issued under restricted stock award plan	-	2	-
Amortization of restricted stock issued under restricted stock award plan	-	21	21
BALANCE, DECEMBER 31, 1999	(2,620)	(10)	82,284

See Accompanying Notes to Consolidated Financial Statements

FIRST BUSEY CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 1999, 1998 AND 1997

	1999	1998	1997
	(Dollars in thousands)		
Cash Flows from Operating Activities			
Net income	$ 12,548	$ 11,398	$ 10,371
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	4,501	4,005	3,532
Provision for loan losses	2,570	700	1,075
Provision for deferred income taxes	(737)	(299)	(463)
Accretion of security discounts	(161)	(142)	(293)
Gain on sales of securities, net	(1,035)	(1,243)	(520)
Proceeds from sales of loans	90,058	88,508	42,004
Loans originated for sale	(81,937)	(93,823)	(45,081)
Gain on sales of loans, net	(895)	(988)	(439)
(Gain) loss on sales and dispositions of premises and equipment	122	8	(1)
Change in assets and liabilities:			
(Increase) decrease in other assets	(2,782)	316	(1,114)
Increase (decrease) in other liabilities	(507)	95	1,247
NET CASH PROVIDED BY OPERATING ACTIVITIES	21,745	8,535	10,318
Cash Flows from Investing Activities			
Securities available for sale:			
Purchases	(129,587)	(141,088)	(100,964)
Proceeds from sales	62,828	47,324	12,292
Proceeds from maturities	102,234	94,207	93,826
Securities held to maturity:			
Purchases	-	-	(1,375)
Proceeds from maturities	-	-	11,741
(Increase) decrease in federal funds sold	(10,098)	18,800	(18,800)
Increase in loans	(117,111)	(53,857)	(30,674)
Purchases of premises and equipment	(4,039)	(4,188)	(3,370)
Proceeds from sales of premises and equipment	43	199	1
Purchase of subsidiaries, net of cash and due from banks acquired	(20,456)	204	-
NET CASH USED IN INVESTING ACTIVITIES	(116,186)	(38,399)	(37,323)

(Continued)

FIRST BUSEY CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS (CONTINUED)
YEARS ENDED DECEMBER 31, 1999, 1998 AND 1997

	1999	1998	1997
	(Dollars in thousands)		
Cash Flows from Financing Activities			
Net (decrease) increase in certificates of deposit	$ 49,769	$($36,425)	$26,200
Net increase in demand deposits, money market and savings accounts	19,380	51,676	18,326
Net increase (decrease) in federal funds purchased and securities sold under agreements to repurchase	23,580	-	(6,405)
Proceeds from short-term borrowings	42,357	11,000	2,500
Principal payments on short-term borrowings	(2,150)	(11,500)	(4,000)
Proceeds from long-term debt	11,000	20,000	5,000
Principal payments on long-term debt	(4,974)	(5,000)	-
Cash dividends paid	(6,004)	(5,381)	(4,762)
Purchase of treasury stock	(5,850)	(2,747)	(3,127)
Proceeds from sales of treasury stock	1,411	586	2,834
NET CASH PROVIDED BY FINANCING ACTIVITIES	128,519	22,209	36,566
NET INCREASE (DECREASE) IN CASH AND DUE FROM BANKS	34,078	(7,655)	9,561
Cash and due from banks, beginning	35,644	43,299	33,738
Cash and due from banks, ending	$ 69,722	$ 35,644	$43,299
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION			
Cash payments for:			
Interest	$ 34,321	$ 33,124	$30,981
Income taxes	$ 6,395	$ 5,104	$ 4,388

(Continued)

FIRST BUSEY CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS (CONTINUED)
YEARS ENDED DECEMBER 31, 1999, 1998 AND 1997

	1999	1998	1997
	(Dollars in thousands)		
SUPPLEMENTAL SCHEDULE OF NON-CASH INVESTING AND FINANCING ACTIVITIES			
Other real estate acquired in settlement of loans	$ 360	$357	$ 407
Principal payments on ESOP debt	$ 150	$150	$ 200
Proceeds from ESOP debt	$ 2,370	$ -	$ 250
Transfer of securities held to maturity to securities available for sale	$ -	$ -	$44,812
Purchase of Subsidiary:			
Purchase price	$ 27,075	$ -	$ -
Assets acquired:			
Cash and due from banks	$ 6,619	-	-
Federal funds sold	3,402	-	-
Securities available for sale	48,349	-	-
Loans held for sale	1,450	-	-
Loans	112,696	-	-
Premises and equipment	3,852	-	-
Other assets	10,443	-	-
Liabilities assumed:			
Deposits	(132,128)	-	-
Long-term debt	(24,823)	-	-
Other Liabilities	(2,785)	-	-
	$ 27,075	$ -	$ -

See Accompanying Notes to Consolidated Financial Statements.

NOTE 1. SIGNIFICANT ACCOUNTING POLICIES

Description of business:

First Busey Corporation (the Corporation) is a holding company whose subsidiaries provide a full range of banking services, including security broker/dealer services and investment management and fiduciary services, to individual and corporate customers through its locations in Central Illinois, Indianapolis, Indiana, and Fort Myers, Florida. The Corporation and subsidiaries are subject to competition from other financial institutions and nonfinancial institutions providing financial products and services. First Busey Corporation and its subsidiaries are also subject to the regulations of certain regulatory agencies and undergo periodic examinations by those regulatory agencies.

The significant accounting and reporting policies for First Busey Corporation and its subsidiaries follow:

Basis of consolidation

The consolidated financial statements include the accounts of First Busey Corporation and its subsidiaries: Busey Bank and its subsidiaries: First Busey Securities, Inc., Busey Insurance Services, Inc., Busey Travel, Inc., and BAT, Inc.; Eagle BancGroup, Inc. and its subsidiary, First Federal Savings and Loan Association of Bloomington; First Busey Trust & Investment Co.; and First Busey Resources, Inc. All material intercompany balances and transactions have been eliminated in consolidation.

The consolidated financial statements of First Busey Corporation have been prepared in conformity with generally accepted accounting principles and conform to predominant practice within the banking industry.

Use of estimates

In preparing the consolidated financial statements, the Corporation's management is required to make estimates and assumptions which significantly affect the amounts reported in the consolidated financial statements. Significant estimates which are particularly susceptible to change in a short period of time include the market value of investment securities, the determination of the allowance for loan losses and valuation of real estate and other properties acquired in connection with foreclosures or in satisfaction of amounts due from borrowers on loans. Actual results could differ from those estimates.

Trust assets

Assets held for customers in a fiduciary or agency capacity, other than trust cash on deposit at the Corporation's bank subsidiaries, are not assets of the Corporation and, accordingly, are not included in the accompanying consolidated financial statements.

Cash flows

For purposes of reporting cash flows, cash and due from banks include cash on hand and amounts due from banks. Cash flows from federal funds purchased and sold are reported net, since their original maturities are less than three months.

Securities

Securities classified as available for sale are those debt securities that the Corporation intends to hold for an indefinite period of time, but not necessarily to maturity, and marketable equity securities. Any decision to sell a security classified as available for sale would be based on various factors, including significant movements in interest rates, changes in the maturity mix of the Corporation's assets and liabilities, liquidity needs, regulatory capital considerations and other similar factors. Securities available for sale are carried at fair value. The difference between fair value and amortized cost results in an unrealized gain or loss. Unrealized gains or losses are reported as increases or decreases in accumulated other comprehensive income, net of the related deferred tax effect, as a part of stockholders' equity. Realized gains or losses, determined on the basis of the cost of specific securities sold, are included in earnings. Where applicable, amortization of premiums and accretion of discounts are recognized in interest income using the interest method over the period to maturity.

Securities purchased with the intent to earn a profit by trading or reselling them in a short period of time are classified as trading securities and are carried at fair value. Realized and unrealized gains and losses are included in income. At December 31, 1999 and 1998, there were no securities classified in this category.

Loans

Loans receivable that management has the intent and ability to hold for the foreseeable future or until maturity or pay-off are stated at the amount of unpaid principal, reduced by unearned discount and fees and an allowance for loan losses.

Loan origination and commitment fees and certain direct loan origination costs are deferred and the net amount amortized as an adjustment of the related loan's yield. The Corporation is generally amortizing these amounts over the contractual life.

Unearned interest on discounted loans is amortized to income over the life of the loans, using the interest method. For all other loans, interest is accrued daily on the outstanding balances. For impaired loans, accrual of interest is discontinued on a loan when management believes, after considering collection efforts and other factors, that the borrower's financial condition is such that collection of interest is doubtful. Cash collections on impaired loans are credited to the loan receivable balance, and no interest income is recognized on those loans until the principal balance has been collected.

A loan is impaired when it is probable the Corporation will be unable to collect all contractual principal and interest payments due in accordance with the terms of the loan agreement. Impaired loans are measured based on the present value of expected future cash flows discounted at the loan's effective interest rate, or as a practical expedient, at the loan's observable market price or the fair value of the collateral if the loan is collateral dependent. The amount of impairment, if any, and any subsequent changes are included in the allowance for loan losses.

Allowance for loan losses

The allowance for loan losses is maintained at a level considered adequate by management to provide for known and inherent risks in the loan portfolio. The allowance is increased through a provision charged to operating expense and by recoveries applicable to loans previously charged to the allowance, and is reduced by loan balances which are considered uncollectible. The allowance is based upon continuous credit reviews of the loan portfolio and considers changes in the nature and volume of the loan portfolio, overall portfolio quality, loan concentrations, specific problem loans, current and anticipated economic conditions that may affect the borrowers' ability to pay, historical loan loss experience and other factors, which, in management's opinion, deserve current recognition in estimating loan losses.

In addition, various regulatory agencies periodically review the allowance for loan losses, and may require the Bank to make additions to the allowance based on their judgment of collectibility based on information available to them at the time of their examination.

Loans held for sale

Loans held for sale consist of fixed rate mortgage loans conforming to established guidelines and held for sale to investors and the secondary mortgage market and the entire credit card portfolio. Loans held for sale are carried at the lower of aggregate cost or estimated fair value.

Loan servicing

The Corporation generally retains the right to service mortgage loans sold to others. The cost allocated to the mortgage servicing rights retained has been recognized as a separate asset and is being amortized in proportion to and over the period of estimated net servicing income.

Mortgage servicing rights are periodically evaluated for impairment based on the fair value of those rights. Fair values are estimated using discounted cash flows based on current market rates of interest. For purposes of measuring impairment, the rights must be stratified by one or more predominant risk characteristics of the underlying loans. The Corporation stratifies its capitalized mortgage servicing rights based on the origination date of the underlying loans. The amount of impairment recognized is the amount, if any, by which the amortized cost of the rights for each stratum exceed their fair value.

Premises and equipment

Premises and equipment are stated at cost less accumulated depreciation. Depreciation is computed principally by the straight-line method over the estimated useful lives of the assets.

Other real estate owned

Other real estate owned (OREO) represents properties acquired through foreclosure or other proceedings in settlement of loans. OREO is held for sale and is recorded at the date of foreclosure at the fair value of the properties less estimated costs of disposal. Any write-down to fair value at the time of transfer to OREO is charged to the allowance for loan losses. Property is evaluated regularly to ensure the recorded amount is supported by its current fair value and valuation allowances to reduce the carrying amount to fair value less estimated costs to dispose are recorded as necessary.

Intangible assets

Costs in excess of the estimated fair value of identifiable net assets acquired consist primarily of goodwill, core deposit intangible and other identifiable intangible assets. Goodwill is amortized on a straight-line basis over periods not to exceed 25 years. Core deposit and other identifiable intangible assets are amortized on an accelerated basis over the estimated period benefited up to 25 years. Intangible assets, included in other assets net of accumulated amortization were approximately $14,344,000 and $6,783,000 as of December 31, 1999 and 1998, respectively. Total amortization expense was approximately $1,169,000, $1,404,000 and $1,328,000 for the years ended December 31, 1999, 1998 and 1997, respectively.

Intangible assets are reviewed for possible impairment when events or changed circumstances may affect the underlying basis of the net assets.

Income taxes

The Corporation and its subsidiaries file consolidated Federal and State income tax returns with each organization computing its taxes on a separate entity basis. The provision for income taxes is based on income as reported in the financial statements.

Deferred income tax assets and liabilities are computed annually for differences between the financial statement and tax bases of assets and liabilities that will result in taxable or deductible amounts in the future. The deferred tax assets and liabilities are computed based on enacted tax laws and rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established when necessary to reduce deferred tax assets to an amount expected to be realized. Income tax expense is the tax payable or refundable for the period plus or minus the change during the period in deferred tax assets and liabilities.

Earnings per share

Basic earnings per share is computed by dividing net income for the year by the weighted average number of shares outstanding of 13,597,122, 13,753,102, and 13,803,546 for 1999, 1998, and 1997, respectively.

Diluted earnings per share is determined by dividing net income for the year by the weighted average number of shares of common stock and common stock equivalents outstanding. Common stock equivalents assume exercise of stock options and use of proceeds to purchase treasury stock at the average market price for the period. The weighted average shares outstanding were 13,914,614, 14,035,037, and 13,997,976 for 1999, 1998, and 1997, respectively.

Stock split

In June 1998, the Board of Directors approved a two-for-one stock split for stockholders of record on July 17, 1998, and was effected on August 3, 1998. All share amounts in the consolidated financial statements have been restated to reflect the stock split.

Reclassifications

Certain reclassifications have been made to the balances as of and for the year ended December 31, 1998 and 1997 to be consistent with the classifications adopted for 1999.

Recent accounting pronouncements

Statement of Financial Accounting Standard No. 133, "Accounting for Derivative Instruments and Hedging Activities" was issued in June 1998 by the Financial Accounting Standards Board. The Statement establishes accounting and reporting standards for derivative instruments, including certain derivative instruments embedded in other contracts and for hedging activities. It requires that an entity recognize all derivatives as either assets or liabilities in the balance sheet and measure those instruments at fair value. The Statement is effective for all fiscal quarters of fiscal years beginning after June 15, 1999. In June of 1999, Statement of Financial Accounting Standard No. 137 was issued to extend the effective date by one year to all fiscal quarters of fiscal years beginning after June 15, 2000. Because the Corporation does not use derivatives, management does not believe the adoption of the Statement will have a material impact on the consolidated financial statements.

NOTE 2. BUSINESS COMBINATIONS

On October 29, 1999, the Corporation acquired all the outstanding common stock of Eagle BancGroup, Inc. and its subsidiary First Federal Savings and Loan Association of Bloomington, a $184,000,000 thrift located in Bloomington, IL. This acquisition has been accounted for as a purchase and the results of operations of both entities since the acquisition date have been included in the consolidated financial statements. The purchase price of $27,075,000 was allocated based upon the fair value of the assets acquired. The excess of the total acquisition cost over the fair value of the net assets acquired of $8,727,000 is being amortized over periods up to twenty years using the straight-line method.

Pro forma unaudited operating results, giving effect to the Eagle BancGroup, Inc. acquisition as if it had occurred at the beginning of the years ended December 31, 1999 and 1998, are as follows:

	1999	1998
Interest Income	$82,963	$79,546
Interest expense	41,296	40,891
Provision for loan losses	2,770	940
Noninterest income	17,208	15,241
Noninterest expense	38,083	35,377
Income before income taxes	18,022	17,579
Income taxes	5,530	5,499
Net Income	$12,492	$12,080
Earnings per share - basic	$ .92	$ .88
Earnings per share - diluted	$ .90	$ .86

NOTE 3. CASH AND DUE FROM BANKS

The Corporation's banking and thrift subsidiaries are required to maintain certain cash reserve balances with the Federal Reserve Bank of Chicago, which may be offset by cash on hand. The required reserve balances as of December 31, 1999 and 1998 were approximately $5,329,000 and $6,116,000, respectively.

In October 1997, the Corporation's bank subsidiary established a clearing balance requirement of $2,000,000 with the Federal Reserve Bank of Chicago to use Federal Reserve Bank services. As of December 31, 1999 and 1998, the clearing balance requirement was $2,750,000. These deposited funds generate earnings credits at market rates which offset service charges resulting from the use of Federal Reserve Bank services. The clearing balance requirement is included in the required reserve balance referred to above and may be increased, or otherwise adjusted, on approval of the Federal Reserve Bank based on estimated service charges; however, such adjustments will be made no more frequently than once per month.

The Corporation maintains its cash in deposit accounts which, at times, may exceed federally insured limits. The Corporation has not experienced any losses in such accounts. The Corporation believes it is not exposed to any significant credit risk on cash and cash equivalents.

NOTE 4. SECURITIES

The amortized cost and fair values of securities available for sale are summarized as follows:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
	(Dollars in thousands)			
December 31, 1999:				
U.S. Treasury securities and obligations of U.S. government corporations and agencies	$166,996	-	2,431	164,565
Obligations of states and political subdivisions	42,275	443	1,164	41,554
Corporate securities	5,358	1	98	5,261
Equity securities	6,385	6,721	27	13,079
Other debt securities	587	-	-	587
	$221,601	7,165	3,720	225,046
December 31, 1998:				
U.S. Treasury securities and obligations of U.S. government corporations and agencies	$158,415	$ 876	$ 30	$159,261
Obligations of states and political subdivisions	36,400	1,177	179	37,398
Corporate securities	5,539	95	1	5,633
Equity securities	4,084	8,467	1	12,550
Other debt securities	1,553	-	-	1,553
Mortgage backed securities	1,540	56	-	1,596
	$207,531	$10,671	$ 211	$217,991

The amortized cost and fair value of securities, other than equity securities, as of December 31, 1999, by contractual maturity, are shown below.

	Amortized Cost	Fair Value
	(Dollars in thousands)	
Due in one year or less	$ 66,385	$ 65,544
Due after one year through five years	123,723	122,278
Due after five years through ten years	22,840	22,176
Due after ten years	2,268	1,969
	$215,216	$211,967

Gains and losses related to sales of securities for the years ended December 31, 1998, 1997 and 1996 are summarized as follows (in thousands):

	1999	1998	1997
Gross security gains	$1,060	$1,253	$595
Gross security losses	(25)	(10)	(75)
NET SECURITY GAINS	$1,035	$1,243	$520

Investment securities with carrying values of $169,099,000 and $155,691,000 on December 31, 1999 and 1998, respectively, were pledged as collateral on public deposits, to secure securities sold under agreements to repurchase and for other purposes as required or permitted by law.

As of December 31, 1997, the Corporation's bank subsidiary transferred its entire portfolio of held to maturity securities into the available for sale securities category. In accordance with Statement of Financial Accounting Standards No. 115 (SFAS 115), "Accounting for Certain Investments in Debt and Equity Securities," this transfer was accounted for at market value. The aggregate amortized cost and fair values of these securities as of the transfer date was $44,812,000 and $45,707,000, respectively. The gross unrealized gain of $895,000, net of the deferred tax liability of $313,000, is included in accumulated other comprehensive income, a part of stockholders' equity.

NOTE 5. LOANS

The composition of loans is as follows:

	December 31, 1999	December 31, 1998
	(Dollars in thousands)	
Commercial	$119,800	$ 80,958
Real estate construction	52,479	44,713
Real estate - farmland	15,841	14,184
Real estate - 1 to 4 family residential mortgage	343,739	235,333
Real estate - multifamily mortgage	63,805	51,888
Real estate - non-farm nonresidential mortgage	213,156	168,948
Installment	52,355	35,919
Agricultural	20,126	19,072
	881,301	651,015
Less:		
Unearned Interest	107	-
	881,194	651,015
Less:		
Allowance for loan losses	10,403	7,101
NET LOANS	$870,791	$643,914

The amount of loans serviced by the Corporation for the benefit of others is not included in the accompanying consolidated balance sheets. The unpaid principal balances of these loans were $212,600,000 and $125,754,000 as of December 31, 1999 and 1998, respectively.

The loan portfolio includes a concentration of loans for commercial real estate amounting to approximately $276,961,000 and $220,836,000 as of December 31, 1999 and 1998, respectively. Generally these loans are collateralized by assets of the borrowers. The loans are expected to be repaid from cash flows or from proceeds from the sale of selected assets of the borrowers. Credit losses arising from lending transactions for commercial real estate entities are comparable with the Corporation's credit loss experience on its loan portfolio as a whole.

The Corporation's opinion as to the ultimate collectibility of loans is subject to estimates regarding future cash flows from operations and the value of property, real and personal, pledged as collateral. These estimates are reflected by changing economic conditions and the economic prospects of borrowers.

The following table presents data on impaired loans:

	1999	1998
	(Dollars in thousands)	
Impaired loans for which an allowance has been provided	$ -	$ -
Impaired loans for which no allowance has been provided	246	127
Total loans determined to be impaired	$246	$127
Allowance for loan loss for impaired loans included in the allowance for loan losses	$ -	$ -
Average recorded investment in impaired loans	$203	$219
Interest income recognized from impaired loans	$ -	$ 4
Cash basis interest income recognized from impaired loans	$ -	$ 9

NOTE 6. ALLOWANCE FOR LOAN LOSSES

Changes in the allowance for loan losses were as follows:

	Years Ended December 31,		
	1999	1998	1997
	(Dollars in thousands)		
Balance, beginning of year	$ 7,101	$6,860	$6,131
Allowance associated with acquisition	1,101	-	-
Provision for loan losses	2,570	700	1,075
Recoveries applicable to loan balances previously charged off	182	145	213
Loan balances charged off	(551)	(604)	(559)
Balance, ending of year	$10,403	$7,101	$6,860

NOTE 7. PREMISES AND EQUIPMENT

Premises and equipment are summarized as follows:

	December 31, 1999	December 31, 1998
	(Dollars in thousands)	
Land	$ 7,225	$ 4,854
Buildings and improvements	26,208	23,716
Furniture and equipment	15,342	13,462
	48,775	42,032
Less accumulated depreciation	20,128	17,800
	$28,647	$24,232

Depreciation expense was $3,311,000, $2,606,000 and $2,124,000 for the years ended December 31, 1999, 1998 and 1997, respectively.

The Corporation has a $4,950,000 commitment for construction of a branch of First Federal Savings and Loan in Fort Myers, Florida. The building is scheduled for completion in 2000.

NOTE 8. DEPOSITS

The aggregate amount of time deposits with a minimum denomination of $100,000, was approximately $106,971,000 and $66,103,000 at December 31, 1999 and 1998, respectively.

As of December 31, 1999, the scheduled maturities of certificates of deposit, in thousands, are as follows:

2000	$328,116
2001	100,694
2002	38,933
2003	9,808
2004	4,537
Thereafter	1,093
	$483,181

NOTE 9. SHORT-TERM BORROWINGS

Short-term borrowings are summarized as follows:

	December 31, 1999	December 31, 1998
Notes payable, American National Bank of Chicago, due January 21, 2000, interest payable quarterly:		
$10,000,000 line of credit, at LIBOR plus 1.50% (effective rate of 6.54% at December 31, 1999), collateralized by all of the common stock of Busey Bank and First Federal Savings and Loan Association of Bloomington	$ 5,750	$5,000
$27,000,000 line of credit, at LIBOR plus 1.40% (effective rate of 7.59% at December 31, 1999), collateralized by all of the common stock of Busey Bank and First Federal Savings and Loan Association of Bloomington	26,957	-
Note payable, at LIBOR plus 1.50% collateralized by all of the capital stock of Busey Bank	-	500
LIBOR plus 1.50% (effective rate of 6.54% at December 31, 1999), collateralized by 20,000 shares of First Busey Corporation Class A common stock owned by employee stock ownership plan	250	250
LIBOR plus 1.40% (effective rate of 7.86% at December 31, 1999), collateralized by 100,000 shares of First Busey Corporation Class A common stock owned by employee stock ownership plan	2,370	-
LIBOR plus 1.50%, collateralized by 44,286 shares of First Busey Corporation Class A common stock owned by employee stock ownership plan	-	75
LIBOR plus 1.50%, collateralized by 44,286 shares of First Busey Corporation Class A common stock owned by employee stock ownership plan	-	75
Note Payable, Federal Home Loan Bank of Chicago, 5.68%, monthly installment of interest through February 7, 2000, balance due February 7, 2000, collateralized by all unpledged U.S. Treasury and U.S. Agency securities, first mortgages on residential real estate and Federal Home Loan Bank of Chicago stock	3,000	-
Note Payable, Federal Home Loan Bank of Chicago, at one-month LIBOR (effective rate of 6.46% at December 31, 1999), monthly installment of interest through February 14, 2000, balance due February 14, 2000, collateralized by all unpledged U.S. Treasury and U.S. Agency securities, first mortgages on residential real estate and Federal Home Loan Bank of Chicago stock	5,000	-
Note Payable, Federal Home Loan Bank of Chicago, 5.74%, monthly installment of interest through March 6, 2000, balance due March 6, 2000, collateralized by all unpledged U.S. Treasury and U.S. Agency securities, first mortgages on residential real estate and Federal Home Loan Bank of Chicago stock	5,000	-
	$48,327	$5,900

In accordance with the consensus reached on Issue Number 89-10 at the June 1989 meeting of the Financial Accounting Standards Board's Emerging Issues Task Force, the Company has recorded the pre-1993 debt of the employee stock ownership plan (ESOP), which totaled $150,000 at December 31, 1998, as short-term borrowings and a reduction of stockholders' equity.

In August 1997, the employee stock ownership plan borrowed $250,000 to acquire additional shares. The employee stock ownership plan borrowed $2,370,000 to acquire additional shares in December, 1999. In accordance with AICPA Statement of Position 93-6, this debt has been recorded as short-term borrowings and a reduction of stockholders' equity.

NOTE 10. LONG-TERM DEBT

Long-term debt is summarized as follows:

	December 31, 1999	December 31, 1998
	(Dollars in thousands)	
Note Payable, Federal Home Loan Bank of Chicago, 6.08%, monthly installment of interest through February 21, 2000, balance due February 21, 2000	$ 5,000	$ 5,000
Note Payable, Federal Home Loan Bank of Chicago, 5.30%, monthly installment of interest through January 16, 2008, balance due January 16, 2008	5,000	5,000
Note Payable, Federal Home Loan Bank of Chicago, 5.01%, monthly installment of interest through February 17, 2008, balance due February 17, 2008, redeemable by issuer on February 17, 2001 and quarterly thereafter	10,000	10,000
Note Payable, Federal Home Loan Bank of Chicago, 5.55%, monthly installment of interest through September 3, 2003, balance due September 3, 2003	5,000	5,000
Note Payable, Federal Home Loan Bank of Chicago, 5.49%, monthly installment of interest through February 19, 2004, balance due February 19, 2004	5,000	-
Note Payable, Federal Home Loan Bank of Chicago, 5.50%, monthly installment of interest through June 16, 2000, balance due June 16, 2000	1,000	-
Note Payable, Federal Home Loan Bank of Chicago, 5.59%, monthly installment of interest through July 24, 2000, balance due July 24, 2000	5,000	-
Note Payable, Federal Home Loan Bank of Chicago, 5.71%, monthly installment of interest through June 18, 2002, balance due June 18, 2002	4,965	-
Note Payable, Federal Home Loan Bank of Chicago, 5.40%, monthly installment of interest through August 8, 2002, balance due August 8, 2002, redeemable by issuer on August 8, 1998 and quarterly thereafter	2,997	-

	December 31, 1999	December 31, 1998
	(Dollars in thousands)	
Note Payable, Federal Home Loan Bank of Chicago, 4.95%, monthly installment of interest through January 16, 2008, balance due January 16, 2008, redeemable by issuer on Janaury 16, 2001 and quarterly thereafter	4,966	-
Note Payable, Federal Home Loan Bank of Chicago, 5.07%, monthly installment of interest through February 27, 2008, balance due February 27, 2008, redeemable by issuer on February 27, 2001 and quarterly thereafter	1,988	-
Note Payable, Federal Home Loan Bank of Chicago, 4.30%, monthly installment of interest through October 6, 2008, balance due October 6, 2008, redeemable by issuer on October 5, 2001 and quarterly thereafter	2,950	-
Note Payable, Federal Home Loan Bank of Chicago, 4.20%, monthly installment of interest through October 6, 2008, balance due October 6, 2008, redeemable by issuer on October 5, 2000 and quarterly thereafter	1,983	-
	$55,849	$25,000

The notes listed above are collateralized by all unpledged U.S. Treasury and U.S. Agency securities, first mortgages on residential real estate and Federal Home Loan Bank of Chicago stock.

As of December 31, 1999, the scheduled maturities of long-term debt, in thousands, are as follows:

2000	$11,000
2001	-
2002	7,962
2003	5,000
2004	5,000
Thereafter	26,887
	$55,849

The Corporation has a letter of credit outstanding with the Federal Home Loan Bank of Chicago for $15,000,000. There were no claims on the letter of credit as of December 31, 1999 and 1998.

NOTE 11. INCOME TAXES

The components of income tax expense consist of:

	1999	1998	1997
	(Dollars in thousands)		
Current	$5,028	$5,404	$4,842
Deferred	374	(299)	(463)
TOTAL INCOME TAX EXPENSE	$5,402	$5,105	$4,379

(Years Ended December 31,)

A reconciliation of federal and state income taxes at statutory rates to the income taxes included in the statements of income is as follows:

	1999 Amount	1999 % of Pretax Income	1998 Amount	1998 % of Pretax Income	1997 Amount	1997 % of Pretax Income
	(Dollars in thousands)					
Income tax at statutory rate	$6,283	35.0%	$5,776	35.0%	$5,163	35.0%
Effect of:						
Benefit of income taxed at lower rates	(100)	(0.6)	(100)	(0.6)	(100)	(0.7)
Tax-exempt interest, net	(830)	(4.6)	(673)	(4.1)	(777)	(5.3)
Amortization of intangibles	251	1.4	186	1.1	170	1.2
Other	(202)	(1.1)	(84)	(0.5)	(77)	(0.5)
	$5,402	30.1%	$5,105	30.9%	$4,379	29.7%

(Years ended December 31,)

Net deferred taxes, included in other assets or liabilities, in the accompanying balance sheets includes the following amounts of deferred tax assets and liabilities:

	1999	1998
	(Dollars in thousands)	
Deferred tax liability	$(2,751)	$(4,385)
Deferred tax asset	5,217	4,479
Valuation allowance for deferred tax assets	-	(490)
NET DEFERRED TAX ASSET (LIABILITY)	$ 2,466	$ (396)

The tax effects of principal temporary differences are shown in the following table:

	1999	1998
	(Dollars in thousands)	
Investment securities:		
Unrealized gain on securities available for sale	$(1,371)	$(3,661)
Other	168	195
Basis in premises and equipment	(691)	(586)
Allowance for loan losses	4,127	2,816
Property acquired in settlement of loans	(32)	(25)
Loans held for sale	7	42
Mortgage servicing assets	(198)	-
Deferred loan fees	(252)	-
Basis in deposit intangibles	(116)	683
Deferred compensation	657	666
Performance/restricted stock	4	22
State net operating loss carryforward	254	55
Other	(91)	(113)
	2,466	94
Valuation allowance	-	(490)
	$ 2,466	$ (396)

State net operating loss carryforwards of approximately $5,191,000 are available to offset future taxable income. The carryforwards expire as follows: 2005 - $1,750,000; 2006 - $1,002,000; 2010 - $986,000 and 2011 - $1,453,000.

NOTE 12. EMPLOYEE BENEFIT PLANS

The Corporation established the First Busey Corporation Employees' Stock Ownership Plan (ESOP) as of January 1, 1984. All full-time employees who meet certain age and length of service requirements are eligible to participate in the ESOP which purchased common shares of the Corporation using the proceeds of bank borrowings secured by the stock. The borrowings are to be repaid using fully deductible contributions to the trust fund. As the ESOP makes each payment of principal, an appropriate percentage of stock will be allocated to eligible employee's accounts in accordance with applicable regulations under the Internal Revenue Code. Allocations of common stock released and forfeitures are based on the eligible compensation of each participant. Dividends on allocated shares of common stock are distributed directly to the participants and dividends on unallocated shares are used to service the bank borrowings. All shares held by the ESOP, which were acquired prior to the issuance of Statement of Position 93-6, are included in the computation of average common shares and common share equivalents. This accounting treatment is grandfathered under Statement of Position 93-6, "Employers' Accounting for Employee Stock Ownership Plans" for shares purchased prior to December 31, 1992.

During each of the years ended December 31, 1999 and 1998, $150,000 of compensation expense was recognized for the ESOP, releasing 44,286 common shares to participant accounts, and is reflected in the chart below under "Employee Benefits."

As permitted by AICPA Statement of Position (SOP) 93-6, compensation expense for shares released during 1998 and 1997 is equal to the original acquisition cost of the shares if they were acquired prior to December 31, 1992. There have been no shares released that were acquired by the ESOP after December 31, 1992. For such shares, compensation expense would be equal to the fair market value of the shares released. Compensation expense related to the ESOP plan, including related interest expense, was $203,000, $189,000 and $243,000 in 1998, 1997 and 1996, respectively.

Shares held in the ESOP which were acquired prior to December 31, 1992 were as follows:

	1999	1998
Allocated shares	831,091	798,174
Unallocated shares	-	44,286
TOTAL	831,091	842,460
Fair value of allocated shares at December 31	$18,803,000	$14,567,000

Shares held in the ESOP which were acquired after December 31, 1992 and their fair values were as follows:

	1999		1998	
	Shares	Fair Value	Shares	Fair Value
Unallocated shares	120,000	$2,715,000	20,000	$365,000

All full-time employees who meet certain age and length of service requirements are eligible to participate in the Corporation's profit-sharing plan. The contributions, if any, are determined solely by the Boards of Directors of the Corporation and its subsidiaries and in no case may the annual contributions be greater than the amounts deductible for federal income tax purposes for that year. The rights of the participants vest ratably over a seven-year period.

Employer contributions to the employee benefit plans are included in the statements of income as follows:

	Years Ended December 31, 1999	1998	1997
	(Dollars in thousands)		
Employee benefits	$855	$826	$809
Interest on employee stock ownership plan debt	53	39	43
TOTAL EMPLOYER CONTRIBUTIONS	$908	$865	$852

NOTE 13. STOCK INCENTIVE PLANS

Stock Option Plan:

In March 1989, the Corporation adopted the 1988 Stock Option Plan pursuant to which incentive stock options and nonqualified stock options for up to 900,000 shares of Class A common stock may be granted by the Compensation Committee of the Board of Directors to certain executive officers and key personnel of First Busey Corporation and its subsidiaries. In March 1996, the Board of Directors approved an increase in the number of shares reserved for issuance as stock options from 900,000 to 1,500,000.

In January of 1999, the Corporation adopted the 1999 Stock Option Plan pursuant to which nonqualified stock options for up to 500,000 shares of common stock may be granted by the Compensation Committee of the Board of Directors to certain executive officers and key personnel of First Busey Corporation and its subsidiaries.

A summary of the status of the Corporation's stock option plan as of December 31, 1999, 1998 and 1997 and the changes during the years ending on those dates is as follows:

	1999		1998		1997	
	Shares	Weighted-Average Exercise Price	Shares	Weighted-Average Exercise Price	Shares	Weighted-Average Exercise Price
Outstanding at beginning of year	715,622	$ 10.82	659,606	$ 9.34	676,682	$ 7.20
Granted	67,000	18.25	129,542	16.71	195,650	12.49
Exercised	(97,280)	6.02	(56,926)	7.42	(190,826)	5.03
Terminated and reissuable	(16,700)	12.49	(16,600)	9.69	(21,900)	8.66
Outstanding at end of year	668,642	12.23	715,622	10.82	659,606	9.34
Exercisable at end of year	-	$ -	94,880	$ 5.81	87,306	$ 5.05
Weighted-average fair value per option of options granted during the year		$ 6.72		$ 4.17		$ 2.46

The following table summarizes information about stock options outstanding at December 31, 1999:

	Options Outstanding		Options Exercisable
Exercise Prices	Number Outstanding	Weighted-Average Remaining Contractual Life	Number Outstanding
$ 8.75	285,000	2 years	-
9.25	12,000	2 years	-
12.13	129,800	4 years	-
13.75	52,000	2 years	-
16.75	122,842	4.75 years	-
18.25	67,000	3.96 years	-
	668,642	3 years	-

Grants under the above plan are accounted for following APB No. 25 and related Interpretations. Accordingly, no compensation cost has been recognized for grants under this plan. Had compensation cost for stock-based compensation been determined based on the grant date fair values of awards (the method described in SFAS 123), reported net income and earnings per common share would have been reduced to the pro forma amounts shown below:

	1999	1998	1997
Net Income (in thousands):			
As reported	$12,548	$11,398	$10,371
Pro forma	$12,119	$11,254	$10,262
Basic earnings per share:			
As reported	$ .92	$ .83	$ .75
Pro forma	$ .89	$ .82	$ .74
Diluted earnings per share:			
As reported	$ .90	$ .81	$ .74
Pro forma	$ .87	$ .80	$ .73

The Black-Scholes option pricing model was developed for use in estimating the fair value of traded options which have no vesting restrictions. In addition, such models require the use of subjective assumptions, including expected stock price volatility. In management's opinion, such valuation models may not necessarily provide the best single measure of option value.

The fair value of the stock options granted has been estimated using the Black-Scholes option pricing model with the following weighted average assumptions.

			1997		
	1999	1998	Block 1	Block 2	Block 3
Number of options granted	67,000	128,942	139,400	52,000	2,000
Risk-free interest rate	5.84%	5.46%	5.76%	5.74%	5.64%
Expected life, in years	4	5	6	4	2
Expected volatility	16.2%	12.05%	6.3%	6.3%	6.3%
Expected dividend yield	1.94%	2.1%	2.9%	2.9%	2.9%
Estimated fair value per option	$ 6.72	$ 4.17	$ 2.89	$ 1.39	$ .84

An additional 2,250 options granted in 1997 vested and were exercised during the year ended December 31, 1997. An additional 600 options granted in 1998 vested and were exercised during the year ended December 31, 1998.

Restricted Stock Award Plan:

In January 1993, the Corporation adopted the 1993 Restricted Stock Award Plan pursuant to which restricted stock awards for up to 450,000 shares of Class A common stock may be granted by the Compensation Committee of the Board of Directors to certain executive officers and key personnel of First Busey Corporation and its subsidiaries. Shares vest over a period established by the Compensation Committee at grant date and are based on the attainment of specified earnings per share and earnings growth. As of December 31, 1999, there were 4,000 shares under grant with performance restrictions allowed by the plan which expire as follows: 2000 - 4,000 shares.

	Number of Shares		
	1999	1998	1997
Under restriction, beginning of year	8,200	13,200	18,000
Granted	-	-	-
Restrictions released	4,000	-	4,400
Forfeited and reissuable	200	5,000	400
Under restriction, end of year	4,000	8,200	13,200
Available to grant, end of year	409,100	408,900	403,900

Compensation expense is recognized for financial statement purposes over the period of performance. Compensation expense of $21,000, $(5,000), and $80,000 was recognized for financial statement purposes during the years ended December 31, 1999, 1998, and 1997, respectively. Compensation expense of $0, $0, and $61,000 was recognized for income tax purposes for the years ended December 31, 1999, 1998, and 1997 respectively.

NOTE 14. TRANSACTIONS WITH DIRECTORS AND EXECUTIVE OFFICERS

The Corporation and its subsidiaries have had, and may be expected to have in the future, banking transactions in the ordinary course of business with directors, executive officers, their immediate families and affiliated companies in which they have 10% or more beneficial ownership (commonly referred to as related parties), on the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with others.

The following is an analysis of the changes in loans to related parties during the year ended December 31, 1999:

Balance at the beginning of year	$ 5,514
New loans	2,348
Repayments	(2,327)
Balance at end of year	$ 5,535

NOTE 15. CAPITAL RATIOS

The ability of the Corporation to pay cash dividends to its stockholders and to service its debt is dependent on the receipt of cash dividends from its subsidiaries. State chartered banks have certain statutory and regulatory restrictions on the amount of cash dividends they may pay. As a practical matter, dividend payments are restricted because of the desire to maintain a strong capital position in the subsidiaries.

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

Quantitative measures established by regulation to ensure capital adequacy require the Corporation, the Bank, and the Savings and Loan to maintain minimum amounts and ratios (set forth in the table below) of total and Tier I capital (as defined in the regulations) to risk-weighted assets (as defined), and Tier 1 capital (as defined) to average assets (as defined). Management believes, as of December 31, 1999, that the Corporation, the Bank, and the Savings and Loan meet all capital adequacy requirements to which they are subject.

As of December 31, 1999, the most recent notification from the federal and state regulatory agencies categorized the Bank and the Savings and Loan as well capitalized under the regulatory framework for prompt corrective action. To be categorized as well capitalized, the Bank and the Savings and Loan must maintain minimum total risk-based, Tier I risk-based, and Tier I leverage ratios as set forth in the table. There are no conditions or events since that notification that management believes have changed the Bank's or Savings and Loan's categories.

	Actual		For Capital Adequacy Purposes		To Be Well Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
	(Dollars in Thousands)					
As of December 31, 1999:						
Total Capital (to Risk Weighted Assets)						
Consolidated	$79,122	9.40%	$67,328	8.0%	N/A	N/A
Busey Bank	$84,773	11.88%	$57,132	8.0%	$71,415	10.0%
First Federal	$17,091	15.06%	$ 9,081	8.0%	$11,351	10.0%
Tier I Capital (to Risk Weighted Assets)						
Consolidated	$65,706	7.81%	$33,664	4.0%	N/A	N/A
Busey Bank	$73,335	10.28%	$28,536	4.0%	$42,804	6.0%
First Federal	$15,958	14.06%	$ 4,540	4.0%	$ 6,810	6.0%
Tier I Capital (to Average Assets)						
Consolidated	$65,706	5.62%	$46,794	4.0%	N/A	N/A
Busey Bank	$73,335	7.06%	$41,847	4.0%	$52,309	5.0%
First Federal	$15,958	9.13%	$ 6,993	4.0%	$ 8,742	5.0%
As of December 31, 1998:						
Total Capital (to Risk Weighted Assets)						
Consolidated	$80,621	13.23%	$48,745	8.0%	N/A	NA
Busey Bank	$76,259	12.74%	$47,894	8.0%	$59,868	10.0%
Tier I Capital (to Risk Weighted Assets)						
Consolidated	$73,520	12.07%	$24,373	4.0%	N/A	N/A
Busey Bank	$69,158	11.55%	$23,947	4.0%	$35,921	6.0%
Tier I Capital (to Average Assets)						
Consolidated	$73,520	7.87%	$37,354	4.0%	N/A	N/A
Busey Bank	$69,158	7.48%	$36,986	4.0%	$46,232	5.0%

NOTE 16. COMMITMENTS, CONTINGENCIES AND CREDIT RISK

The Corporation and its subsidiaries are parties to legal actions which arise in the normal course of their business activities. In the opinion of management, the ultimate resolution of these matters is not expected to have a material effect on the financial position or the results of operations of the Corporation and its subsidiaries.

The Corporation and its subsidiaries are parties to financial instruments with off-balance-sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit, standby letters of credit and financial guarantees. Those instruments involve, to varying degrees, elements of credit and interest rate risk. The contract or notional amounts of those instruments reflect the extent of involvement the Corporation has in particular classes of financial instruments.

The Corporation and its subsidiaries' exposure to credit loss in the event of nonperformance by the other party to the financial instrument for commitments to extend credit and standby letters of credit and financial guarantees written is represented by the contractual amount of those instruments. The Corporation and its subsidiaries use the same credit policies in making commitments and conditional obligations as it does for on-balance-sheet instruments.

Unless noted otherwise, the Corporation and its subsidiaries do not require collateral or other security to support financial instruments with credit risk.

A summary of the contractual amount of the Corporation's exposure to off-balance-sheet risk as of December 31, 1999 and 1998, is as follows:

	1999	1998
	(Dollars in thousands)	
Financial instruments whose contract amounts represent credit risk:		
Commitments to extend credit	$164,262	$129,760
Standby letters of credit	5,424	3,816

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. These commitments are generally at variable interest rates and generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. The Corporation evaluates each customer's credit worthiness on a case-by-case basis. The amount of collateral obtained, if it is deemed necessary by the Corporation upon extension of credit, is based on management's credit evaluation of the counterparty. Collateral held varies but may include accounts receivable, inventory, property and equipment and income-producing commercial properties.

Standby letters of credit are conditional commitments issued by the Corporation to guarantee the performance of a customer to a third party. Those letters of credit are primarily issued to support public and private borrowing arrangements, including bond financing and similar transactions. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers.

As of December 31, 1999, the Corporation has no significant futures, forwards, swaps or option contracts, or other financial instruments with similar characteristics.

Lease Commitments

At December 31, 1999, the Corporation was obligated under noncancelable operating leases for office space and other commitments. Rent expense under operating leases, included in net occupancy expense of premises, was approximately $609,000, $632,000, and $456,000 for the years ended December 31, 1999, 1998 and 1997, respectively.

The projected minimum rental payments under the terms of the leases at December 31, 1999, in thousands, are as follows:

2000	$ 747
2001	681
2002	561
2003	444
2004	442
Thereafter	2,090
	$4,965

NOTE 17. DISCLOSURES ABOUT FAIR VALUE OF FINANCIAL INSTRUMENTS

The following methods and assumptions were used to estimate the fair value of each class of financial instrument for which it is practicable to estimate that value:

Cash and cash equivalents

The carrying amounts reported in the balance sheet for cash and due from banks and federal funds sold approximate those assets' fair values.

Securities

For securities available for sale, fair values are based on quoted market prices or dealer quotes, where available. If a quoted market price is not available, fair value is estimated using quoted market prices for similar securities. The carrying amount of accrued interest receivable approximates fair value.

Loans

For certain homogeneous categories of loans, such as some residential mortgages, fair value is estimated using the quoted market prices for similar loans or securities backed by similar loans, adjusted for differences in loan characteristics. The fair value of other types of loans is estimated by discounting the future cash flows using the current rates at which similar loans would be made to borrowers with similar credit ratings and for the same remaining maturities. The carrying amount of accrued interest receivable approximates fair value.

Deposits and securities sold under agreements to repurchase

The fair value of demand deposits, savings accounts, NOW accounts, and certain money market deposits is defined as the amount payable on demand at the reporting date. The fair value of fixed-maturity certificates of deposit and securities sold under agreements to repurchase are estimated using the rates currently offered for deposits of similar remaining maturities. The carrying amount of accrued interest payable approximates fair value.

Short-term borrowings and long-term debt

Rates currently available to the Corporation for debt with similar terms and remaining maturities are used to estimate fair value of existing debt. The carrying amount of accrued interest payable approximates fair value.

Commitments to extend credit and standby letters of credit

The fair value of commitments is estimated using the fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the present creditworthiness of the counterparties. For fixed-rate loan commitments, fair value also considers the difference between current levels of interest rates and the committed rates. The fair value of letters of credit is based on fees currently charged for similar agreements or on the estimated cost to terminate them or otherwise settle the obligations with the counterparties at the reporting date. As of December 31, 1999 and 1998, these items are immaterial in nature.

The estimated fair values of the Corporation's financial instruments are as follows:

	1999		1998	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
	(Dollars in thousands)			
Financial assets:				
Cash and cash equivalents	$ 83,222	$ 83,222	$ 35,644	$ 35,644
Securities	225,046	225,046	217,991	217,991
Loans, net	876,281	873,018	655,180	659,297
Accrued interest receivable	8,926	8,926	7,167	7,167
Financial liabilities:				
Deposits	1,027,981	1,026,169	826,704	829,200
Securities sold under agreements to repurchase	23,580	23,580	-	-
Short-term borrowings	48,327	48,327	5,900	5,900
Long-term debt	55,849	53,866	25,000	25,095
Accrued interest payable	4,530	4,530	3,437	3,437

In addition, other assets and liabilities of the Corporation that are not defined as financial instruments are not included in the above disclosures, such as property and equipment. Also, nonfinancial instruments typically not recognized in financial statements nevertheless may have value but are not included in the above disclosures. These include, among other items, the estimated earnings power of core deposit accounts, the earnings potential of loan servicing rights, the earnings potential of the trust operations, the trained work force, customer goodwill and similar items.

NOTE 18. REPORTABLE SEGMENTS AND RELATED INFORMATION

First Busey Corporation has three reportable segments, Busey Bank , First Busey Trust & Investment Co., and First Federal Savings and Loan Association of Bloomington. Busey Bank provides a full range of banking services to individual and corporate customers through its branch network in central Illinois, through its branch in Indianapolis, Indiana, and through its loan production office in Fort Myers, Florida. First Busey Trust & Investment Co. provides trust and asset management services to individual and corporate customers throughout central Illinois. First Federal Savings and Loan Association of Bloomington provides a full range of banking services to individuals and corporate customers in Bloomington, Illinois and the surrounding communities.

The Corporation's three reportable segments are strategic business units that are separately managed as they offer different products and services and have different marketing strategies.

The segment financial information provided below has been derived from the internal profitability reporting system used by management to monitor and manage the financial performance of the Corporation. The accounting policies of the three segments are the same as those described in the summary of significant accounting policies. The Corporation accounts for intersegment revenue and transfers at current market value.

The following summarized information relates to the company's reportable segments:

December 31, 1999

	Busey Bank	First Federal Savings & Loan	First Busey Trust & Investment Co.	All Other	Totals	Eliminations	Consolidated Totals
Interest income	$ 69,908	$ 2,064	$ 191	$ 148	$ 72,311	$ -	$ 72,311
Interest expense	32,997	1,130	-	768	34,895	$ 25	34,920
Other income	9,731	108	4,056	18,167	32,062	$ (15,870)	16,192
Total income	79,639	2,172	4,247	18,315	104,373	$ (15,870)	88,503
Net income	12,191	384	1,304	13,460	27,339	$ (14,791)	12,548
Total assets	1,050,137	182,752	3,299	154,976	1,391,164	$ (144,041)	1,247,123

December 31, 1998

	Busey Bank	First Busey Trust & Investment Co.	All Other	Totals	Eliminations	Consolidated Totals
Interest income	$ 66,778	$ 165	$ 108	$ 67,051	$ (3)	$ 67,048
Interest expense	31,966	-	971	32,937	$ 38	32,975
Other income	8,003	3,490	16,434	27,927	$ (14,397)	13,530
Total income	74,781	3,655	16,542	94,978	$ (14,400)	80,578
Net income	11,758	1,175	11,877	24,810	$ (13,412)	11,398
Total assets	937,710	3,360	103,617	1,044,687	$ (93,156)	951,531

December 31, 1997

	Busey Bank	First Busey Trust & Investment Co.	All Other	Totals	Eliminations	Consolidated Totals
Interest income	$ 63,651	$ 137	$ 43	$ 63,831	$ -	$ 63,831
Interest expense	30,647	-	429	31,076	$ 43	31,119
Other income	6,391	3,200	13,659	23,250	$ (12,871)	10,379
Total income	70,042	3,337	13,702	87,081	$ (12,871)	74,210
Net income	10,696	987	10,669	22,352	$ (11,981)	10,371
Total assets	901,073	2,905	96,509	1,000,487	$ (84,947)	915,540

NOTE 19. PARENT COMPANY ONLY FINANCIAL INFORMATION

Condensed financial data for First Busey Corporation is presented below.

BALANCE SHEETS

	December 31, 1999	December 31, 1998
	(Dollars in thousands)	
ASSETS		
Cash and due from subsidiary bank	$ 351	$ 208
Securities available for sale	1,899	1,993
Investments in subsidiaries:		
Bank	104,921	78,651
Non-bank	8,294	8,764
Premises and equipment, net	3	15
Other assets	4,316	4,797
TOTAL ASSETS	$119,784	$94,428
LIABILITIES AND STOCKHOLDERS' EQUITY		
Liabilities:		
Short-term corporate borrowings	$ 32,707	$ 5,500
Short-term ESOP borrowings	2,620	150
Other liabilities	2,173	1,675
TOTAL LIABILITIES	37,500	7,325
Stockholders' equity before unearned ESOP shares and deferred compensation for restricted stock awards	84,914	87,536
Unearned ESOP shares and deferred compensation for restricted stock awards	(2,630)	(433)
STOCKHOLDERS' EQUITY	82,284	87,103
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$119,784	$94,428

STATEMENTS OF INCOME

	Years Ended December 31,		
	1999	1998	1997
	(Dollars in thousands)		
Operating income:			
Dividends from subsidiaries:			
Bank	$ 9,000	$18,000	$ 6,000
Non-bank	1,850	975	500
Interest and dividend income	75	40	10
Other income	790	820	788
TOTAL OPERATING INCOME	11,715	19,835	7,298
Expenses:			
Salaries and employee benefits	1,006	957	1,124
Interest expense	768	971	429
Operating expense	1,344	1,543	1,425
TOTAL EXPENSES	3,118	3,471	2,978
INCOME BEFORE INCOME TAX BENEFIT AND EQUITY IN UNDISTRIBUTED INCOME OF SUBSIDIARIES	8,597	16,364	4,320
Income tax benefit	776	872	767
INCOME BEFORE EQUITY IN UNDISTRIBUTED INCOME OF SUBSIDIARIES	9,373	17,236	5,087
Equity in undistributed income of subsidiaries:			
Bank	3,562	(6,242)	4,696
Non-bank	(387)	404	588
NET INCOME	$12,548	$11,398	$10,371

STATEMENTS OF CASH FLOWS

	Years Ended December 31,		
	1999	1998	1997
	(Dollars in thousands)		
Cash Flows from Operating Activities			
Net income	$ 12,548	$ 11,398	$10,371
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	592	872	972
Equity in undistributed net income of subsidiaries	(3,175)	5,838	(5,284)
Gain on sales of securities	(25)	(58)	(62)
(Gain) loss on disposal of premises and equipment	-	11	(1)
Changes in assets and liabilities:			
Increase in other assets	(138)	(213)	(320)
Increase in other liabilities	498	389	267
NET CASH PROVIDED BY OPERATING ACTIVITIES	10,300	18,237	5,943
Cash Flows from Investing Activities			
Proceeds from sales of securities available for sale	238	86	556
Purchases of securities available for sale	(81)	(203)	(473)
Proceeds from sales of premises and equipment	-	-	1
Purchases of premises and equipment	(3)	(1)	(2)
Capital contribution to subsidiary	(27,075)	(10,000)	(593)
NET CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES	(26,921)	(10,118)	(511)
Cash Flows from Financing Activities			
Proceeds from short-term borrowings	29,357	11,000	2,500
Principal payments on short-term borrowings	(2,150)	(11,500)	(4,000)
Purchases of treasury stock	(5,850)	(2,747)	(3,127)
Proceeds from sales of treasury stock	1,411	586	2,834
Dividends paid	(6,004)	(5,381)	(4,762)
NET CASH USED IN FINANCING ACTIVITIES	16,764	(8,042)	(6,555)
NET (DECREASE) INCREASE IN CASH AND DUE FROM BANKS	143	77	(1,123)
Cash and due from banks, beginning	208	131	1,254
Cash and due from banks, ending	$ 351	$ 208	$ 131

STATEMENTS OF CASH FLOWS (Continued)

	Years Ended December 31, 1999	1998	1997
	(Dollars in thousands)		
Supplemental Schedule of Noncash Investing and Financing Activities			
Principal payments on ESOP debt	$ 150	$150	$ 200
Proceeds from ESOP debt	$ 2,370	$ -	$ 250
Transfer of premises and equipment and other assets to subsidiary	$ -	$ -	$5,441
Issuance of treasury stock for acquisition of Busey Travel, Inc.	$ -	$825	$ -
Change in unrealized gain on securities available for sale - holding company	$ 38	$216	$ 365
Increase in deferred income taxes attributable to the unrealized gain on securities available for sale - holding company	$ (63)	$(76)	$ (127)
Change in unrealized gain on securities available for sale - subsidiaries	$(4,700)	$858	$2,278

NOTE 20. UNAUDITED INTERIM FINANCIAL DATA

The following table reflects summarized quarterly data for the periods described (unaudited), in thousands, except per share data:

	1999			
	December 31	September 30	June 30	March 31
Interest income	$ 20,766	$ 18,058	$ 16,889	$ 16,598
Interest expense	10,824	8,643	7,765	7,688
Net interest income	9,942	9,415	9,124	8,910
Provision for loan losses	1,670	300	300	300
Noninterest income	4,861	3,820	3,951	3,560
Noninterest expense	9,221	8,044	7,873	7,925
Income before income taxes	3,912	4,891	4,902	4,245
Income taxes	1,115	1,437	1,544	1,306
Net income	$ 2,797	$ 3,454	$ 3,358	$ 2,939
Basic earnings per share	$ 0.21	$ 0.25	$ 0.25	$ 0.21
Diluted earnings per share	$ 0.20	$ 0.25	$ 0.24	$ 0.21

	1998			
	December 31	September 30	June 30	March 31
Interest income	$ 16,649	$ 17,062	$ 16,640	$ 16,697
Interest expense	8,341	8,383	8,109	8,142
Net interest income	8,308	8,679	8,531	8,555
Provision for loan losses	-	50	-	650
Noninterest income	3,596	3,282	3,350	3,302
Noninterest expense	7,992	7,586	7,514	7,308
Income before income taxes	3,912	4,325	4,367	3,899
Income taxes	1,215	1,336	1,366	1,188
Net income	$ 2,697	$ 2,989	$ 3,001	$ 2,711
Basic earnings per share	$ 0.20	$ 0.22	$ 0.22	$ 0.19
Diluted earnings per share	$ 0.19	$ 0.21	$ 0.22	$ 0.19

MANAGEMENT REPORT
BUSEY BANK
AS OF DECEMBER 31, 1999

FINANCIAL STATEMENTS
Management of Busey Bank is responsible for the preparation, integrity and fair presentation of its published financial statements as of December 31, 1999, and for the year then ended. The financial statements have been prepared in accordance with generally accepted accounting principles and, as such, include amounts, some of which are based on judgments and estimates of management.

INTERNAL CONTROLS
Management is responsible for establishing and maintaining effective internal control over financial reporting. The internal control system contains monitoring mechanisms, and actions are taken to correct deficiencies identified.

There are inherent limitations in the effectiveness of any system of internal control, including the possibility of human error and the circumvention or overriding of controls. Accordingly, even an effective internal control system can provide only reasonable assurance with respect to financial statement preparation. Further, because of changes in conditions, the effectiveness of internal control may vary over time.

Management assessed its internal control over financial reporting as of December 31, 1999. This assessment was based on criteria for effective internal control over financial reporting described in "Internal Control - Integrated Framework" issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, management believes that Busey Bank maintained effective internal control over financial reporting as of December 31, 1999.

DESIGNATED LAWS
Management is also responsible for compliance with the federal and state laws and regulations relating to safety and soundness, including those designated laws and regulations regarding dividend restrictions and loans to insiders. Based on our assessment, management believes Busey Bank complied, in all material respects, with those designated laws and regulations for the year ended December 31, 1999.

____
Douglas C. Mills, Chairman of the Board
First Busey Corporation (Holding Company)

____
P. David Kuhl, President
Busey Bank

INDEPENDENT ACCOUNTANT'S REPORT

To the Board of Directors
Busey Bank
Urbana, Illinois

We have examined management's assertion that Busey Bank maintained a system of internal control over financial reporting which is designed to provide reasonable assurance to the Bank's management and Board of Directors regarding the preparation of reliable published financial statements as of December 31, 1999, included in the accompanying management report.

Our examination was made in accordance with standards established by the American Institute of Certified Public Accountants and, accordingly, included obtaining an understanding of the internal control structure over financial reporting, testing and evaluating the design and operating effectiveness of the internal control structure, and such other procedures as we considered necessary in the circumstances. We believe that our examination provides a reasonable basis for our opinion.

Because of inherent limitations in any internal control structure, errors or irregularities may occur and not be detected. Also, projections of any evaluation of the internal control structure over financial reporting to future periods are subject to the risk that the internal control structure may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, management's assertions that Busey Bank maintained a system of internal control over financial reporting which is designed to provide reasonable assurance to the Bank's management and Board of Directors regarding the preparation of reliable published financial statements as of December 31, 1999, is fairly stated, in all material respects, based upon criteria established in "Internal Control - Integrated Framework" issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

//McGladrey & Pullen, LLP//

Champaign, Illinois
February 4, 2000

EXHIBIT 23.1

CONSENT OF INDEPENDENT ACCOUNTANTS

We consent to the incorporation by reference in the Registration Statements on Form S-8 (No. 33-30095, 33-60402, and 33-44903) of our report, dated February 4, 1999, with respect to the financial statements of First Busey Corporation and Subsidiaries, appearing in this Annual Report on Form 10-K for the year ended December 31, 1999.

//McGladrey & Pullen, LLP//

Champaign, Illinois
March _____________

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1,000

YEAR
DEC-31-1999
DEC-31-1999
61,630
8,092
13,500
0
225,046
0
0
886,684
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0
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37,391
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1,035
33,063
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12,548
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.90
7.67
1,220
897
0
1,702
8,202
551
182
10,403
0
0
11