

BRYN MAWR BANK CORP  
Form DEFA14A  
April 03, 2013

**Section 1: DEF 14A (DEFINITIVE PROXY STATEMENT)**

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

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only** (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

**Bryn Mawr Bank Corporation**

(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1. Title of each class of securities to which transaction applies:

2. Aggregate number of securities to which transaction applies:

3. Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4. Proposed maximum aggregate value of transaction:

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Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

1. Amount previously paid:

2. Form, Schedule or Registration Statement No.:

3. Filing Party:

4. Date Filed:

Dear Shareholders and Friends,

I am pleased to report that 2012 was another year of record earnings and accomplishments by Bryn Mawr Bank Corporation and our principal subsidiary, The Bryn Mawr Trust Company.

Total banking assets exceeded \$2 billion for the first time in our history, and wealth assets reached \$6.7 billion, also a new milestone. We are most pleased that our total return to shareholders in 2012, including dividends, was 17.5%.

Listed below are the highlights from the year:

In May, we acquired the Davidson Trust Company, located right in our existing market. Davidson is a nationally recognized trust and investment organization that serves individuals, foundations, and non-profits. They bring over \$1 billion of wealth assets to us.

In November, we acquired the loans, deposits, and a branch from the First Bank of Delaware, headquartered in Wilmington. Along with our two other Delaware subsidiaries, Lau Associates and The Bryn Mawr Trust Company of Delaware, we now have critical mass in this state.

Net income for 2012 was \$21.1 million, which included pre-tax due diligence and merger-related expenses of \$2.6 million, a 7.9% increase over the previous year's results. These strong numbers were due in large part to a healthy increase in wealth services revenue and to our residential mortgage company, which benefited from a robust refinancing market.

Diluted earnings per share in 2012, again including due diligence and merger-related expenses, were \$1.60, an increase of over 3.8% from the results of the prior year.

Our wealth assets under management, administration, and supervision rose to \$6.7 billion due not only to the Davidson acquisition, but also to very strong organic growth. We remain one of the premier wealth services organizations in the nation.

Loan quality remained excellent with non-performing loans and leases at only 0.69% of total assets. Loans increased over 8% in 2012.

The Board of Directors has shown its confidence in the future of the Corporation by increasing our quarterly dividend to 17 cents (68 cents, annualized) per share, a rise of 6.3% compared to the 2012 quarterly dividend.

Although 2012 was an excellent year for the Corporation, there are many headwinds before us. The extremely low interest rate environment continues to put pressure on our net interest margin. We do not see rates rising meaningfully for at least another two years. In addition, burdensome regulatory and compliance directives continue to flow from Washington at a regular pace with little benefit to anyone, especially our clients.

However, we will seek to continue to actively grow the Corporation both organically and through further acquisitions. As you know, we have done five acquisitions in the past five years and all have performed as well as, or better than, expected. The primary concern of the Board of Directors and management remains to enhance quality shareholder value.

Thank you for your strong support. Should you have any questions or comments, please do not hesitate to call me on my direct line 610-581-4800.

Sincerely,

Ted Peters

Chairman and Chief Executive Officer

Recent acquisitions over the last several years have included:

**NOVEMBER 2012** Acquired deposits, loans and a branch from First Bank of Delaware.

**MAY 2012** Acquired Davidson Trust Company.

**MAY 2011** Acquired the Private Wealth Management Group from Hershey Trust Company.

**JULY 2010** Acquired First Keystone Financial, Inc.

**JULY 2008** Acquired Lau Associates LLC, Wilmington, DE.

**ANNUAL MEETING** The Annual Meeting of Shareholders of Bryn Mawr Bank Corporation will be held at Saint Davids Golf Club, 845 Radnor Street Road, Wayne, PA 19087, on Thursday, April 25, 2013, at 11:00 a.m.

**STOCK LISTING** Bryn Mawr Bank Corporation common stock is listed on the NASDAQ Global Stock Market LLC under the symbol BMTC.

**FORM 10-K** A copy of the Corporation's Form 10-K, including financial statement schedules as filed with the Securities and Exchange Commission, is available on our website, [www.bmtc.com](http://www.bmtc.com), or upon written request to the Corporate Secretary, Bryn Mawr Bank Corporation, 801 Lancaster Avenue, Bryn Mawr, PA 19010.

**EQUAL EMPLOYMENT OPPORTUNITY** The Corporation continues its commitment to equal opportunity employment and does not discriminate with respect to recruitment, hiring, training, or promotion. It is the policy of the Corporation to comply voluntarily with the practices of Affirmative Action.

This discussion contains forward-looking statements. Please see the section entitled "Special Cautionary Notice Regarding Forward-Looking Statements" in the Annual Report to Shareholders, and the section entitled "Risk Factors" in the Form 10-K posted on the Corporation's website for discussions of the risks, uncertainties and assumptions associated with these statements.



**CORPORATE HEADQUARTERS**

801 Lancaster Ave., Bryn Mawr, PA 19010 610-525-1700 www.bmtc.com

**DIRECTORS**

Andrea F. Gilbert, President, Bryn Mawr Hospital

Donald S. Guthrie, Attorney at Law

Wendell F. Holland, Partner, Saul Ewing LLP

Scott M. Jenkins, President, S. M. Jenkins & Co.

Jerry L. Johnson, Principal, Heffler Claims Group

David E. Lees, Senior Partner, myCIO Wealth Partners, LLC

Francis J. Leto, Executive Vice President, General Counsel, Wealth Management Division

Lynn B. McKee, Executive Vice President, ARAMARK

Britton H. Murdoch, Managing Director, Strattech Partners, LLC

Frederick C. Ted Peters II, Chairman, President & Chief Executive Officer, Bryn Mawr Bank Corporation and The Bryn Mawr Trust Company

**MARKET MAKERS**

Boenning & Scattergood, Inc.

Credit Suisse Securities USA

Deutsche Bank Securities Inc.

Goldman, Sachs & Co.

Guggenheim Partners LLC

Janney Montgomery Scott LLC

Keefe, Bruyette & Woods, Inc.

Morgan Stanley & Co., Inc.

Sandler O'Neill & Partners, LP

Sterne, Agee & Leach, Inc.

Stifel, Nicolaus & Co.

UBS Securities LLC



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For a complete list, visit our website at [www.bmtc.com](http://www.bmtc.com)

### **INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

KPMG LLP, 1601 Market Street, Philadelphia, PA 19103

### **LEGAL COUNSEL**

McElroy, Deutsch, Mulvaney & Carpenter, LLP

One Penn Center at Suburban Station

1617 John F. Kennedy Boulevard, Suite 1500, Philadelphia, PA 19103

Stradley Ronon Stevens & Young, LLP

2005 Market Street, Suite 2600, Philadelphia, PA 19103-7098

### **BRYN MAWR BANK CORPORATION**

Frederick C. Ted Peters II, Chairman, President & Chief Executive Officer

Geoffrey L. Halberstadt, Corporate Secretary

J. Duncan Smith, CPA, Treasurer and Assistant Secretary

Francis J. Leto, Vice President, General Counsel

### **PRINCIPAL SUBSIDIARY**

The Bryn Mawr Trust Company

Subsidiary of Bryn Mawr Bank Corporation

### **EXECUTIVE MANAGEMENT**

Frederick C. Ted Peters II, Chairman, President & Chief Executive Officer

Alison E. Gers, Executive Vice President, Retail Banking, Central Sales, Marketing, Information Systems & Operations

Geoffrey L. Halberstadt, Executive Vice President, Chief Risk Officer and Corporate Secretary

Joseph G. Keefer, Executive Vice President and Chief Lending Officer

Francis J. Leto, Executive Vice President, General Counsel, Wealth Management Division

J. Duncan Smith, CPA, Executive Vice President and Chief Financial Officer

### **WEALTH MANAGEMENT DIVISION**

10 South Bryn Mawr Avenue, Bryn Mawr, PA 19010

One West Chocolate Avenue, Hershey, PA 17033

20 North Waterloo Road, Devon, PA 19333

**LIFE CARE COMMUNITY OFFICES**

Beaumont at Bryn Mawr Retirement Community, Bryn Mawr, PA

Bellingham Retirement Living, West Chester, PA

Martins Run Life Care Community, Media, PA

Rosemont Presbyterian Village, Rosemont, PA

The Quadrangle, Haverford, PA

Waverly Heights, Gladwyne, PA

White Horse Village, Newtown Square, PA

**OTHER SUBSIDIARIES AND FINANCIAL SERVICES**

BMT Leasing, Inc.

Subsidiary of The Bryn Mawr Trust Company, Bryn Mawr, PA

James A. Zelinskie, Jr., President

BMT Mortgage Company

Division of The Bryn Mawr Trust Company, Bryn Mawr, PA

Myron H. Headen, President

BMT Settlement Services, Inc.

Subsidiary of The Bryn Mawr Trust Company, Bryn Mawr, PA

Myron H. Headen, President

The Bryn Mawr Trust Company of Delaware

Subsidiary of Bryn Mawr Bank Corporation, Greenville, DE

Robert W. Eaddy, President

Insurance Counsellors of Bryn Mawr, Inc.

Subsidiary of The Bryn Mawr Trust Company, Bryn Mawr, PA

Thomas F. Drennan, President

Lau Associates LLC

Subsidiary of Bryn Mawr Bank Corporation, Greenville, DE

Judith W. Lau, CFP®, President

**REGISTRAR & TRANSFER AGENT**

Computershare

PO Box 358015, Pittsburgh, PA 15252-8015

<https://www-us.computershare.com/investor>

**INVESTOR RELATIONS**

Chad Fortenbaugh, Financial Analyst

610-581-4823

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