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such performance or condition, including statements with respect to forecasts, opportunities, models, illustrations, scenarios, beliefs, plans, objectives, goals, guidance, expectations, anticipations or estimates, and similar matters. These statements constitute forward looking information within the meaning of the Private Securities Litigation Reform Act. Actual facts, determinations, results or achievements may differ materially from the statements provided in this document since such statements involve significant known and unknown risks and uncertainties. Factors that might cause such differences include but are not limited to: competitive pressures among financial institutions; economic, market and business conditions, either nationally, internationally, or locally in areas in which Zions Bancorporation conducts its operations, being less favorable than expected; changes in the interest rate environment reducing expected interest margins; changes in debt, equity and securities markets; adverse legislation or regulatory changes; and other factors described in Zions Bancorporation's most recent annual and quarterly reports, in addition, the statements contained in this document are based on facts and circumstances as understood by manage ment of the company on the date of this document, which may change in the future. Except as required by law, Zions Bancorporation disclaims any obligation to update any statements or to publicly announce the result of any revisions to any of the forward looking statements included herein to reflect future events.

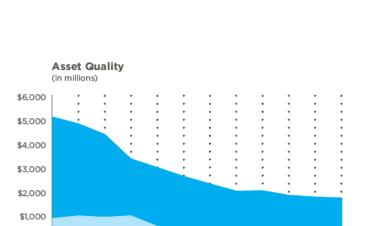
FINANCIAL HIGHLIGHTS

(In millions, except per share amounts)	2012/2011 change	2012	2011	2010	2009	2008
FOR THE YEAR						
Net interest income Noninterest income Total revenue Provision for loan losses Noninterest expense Impairment loss on goodwill Income (loss) before income taxes Income taxes (benefit) Net income (loss) Net income (loss) applicable to noncontrolling interests Net income (loss) applicable to controlling interest Net earnings (loss) applicable to common shareholders	-1% -16% -5% -81% -4% -4% -3% +8% -18% +8%	\$ 1,731.9 419.9 2,151.8 14.2 1,595.0 1.0 541.6 193.4 348.2 (1.3) 349.5	\$ 1,756.2 498.2 2,254.4 74.5 1,658.6 - 521.3 198.6 322.7 (1.1) 323.8	\$ 1,714.3 453.6 2,167.9 852.7 1,718.3 - (403.1) (106.8) (296.3) (3.6) (292.7) (412.5)	\$ 1,885.6 816.0 2,701.6 2,017.1 1,671.3 636.2 (1,623.0) (401.3) (1,221.7) (5.6) (1,216.1)	\$ 1,958.1 204.2 2,162.3 648.6 1,474.7 353.8 (314.8) (43.4) (271.4) (5.1) (266.3) (290.7)
PER COMMON SHARE						
Net earnings (loss) — diluted Net earnings (loss) — basic Dividends declared Book value ¹ Market price — end Market price — high ² Market price — low	+17% +17% - +7%	0.97 0.97 0.04 26.73 21.40 22.81 16.40	0.83 0.83 0.04 25.02 16.28 25.60 13.18	(2.48) (2.48) 0.04 25.12 24.23 30.29 12.88	(9.92) (9.92) 0.10 27.85 12.83 25.52 5.90	(2.68) (2.68) 1.61 42.65 24.51 57.05 17.53
AT YEAR-END Assets Net loans and leases Deposits Long-term debt Shareholders' equity: Preferred equity Common equity Noncontrolling interests	+4% +1% +8% +20% -53% +7% -50%	55,512 37,665 46,133 2,337 1,128 4,924 (3)	53,149 37,258 42,876 1,954 2,377 4,608 (2)	51,035 36,830 40,935 1,943 2,057 4,591 (1)	51,123 40,260 41,841 2,033 1,503 4,190 17	55,093 41,712 41,316 2,622 1,582 4,920 27
PERFORMANCE RATIOS						
Return on average assets Return on average common equity Net interest margin		0.66% 3.76% 3.57%	0.63% 3.32% 3.77%	(0.57)% (9.26)% 3.70%	(2.25)% (28.35)% 3.91%	(0.50)% (5.69)% 4.15%
CAPITAL RATIOS ¹						
Equity to assets Tier 1 leverage Tier 1 risk-based capital Total risk-based capital Tangible common equity Tangible equity		10.90% 10.96% 13.38% 15.05% 7.09% 9.15%	13.14% 13.40% 16.13% 18.06% 6.77% 11.33%	13.02% 12.56% 14.78% 17.15% 6.99% 11.10%	11.17% 10.38% 10.53% 13.28% 6.12% 9.16%	11.85% 9.99% 10.22% 14.32% 5.89% 8.91%
SELECTED INFORMATION						
Average common and common-equivalent s (in thousands) Common dividend payout ratio Full-time equivalent employees Commercial banking offices ATMs	hares	183,236 4.14% 10,368 480 585	182,605 4.80% 10,606 486 589	166,054 NM 10,524 495 601	124,443 NM 10,529 491 602	108,908 NM 11,011 513 625

¹ At year end



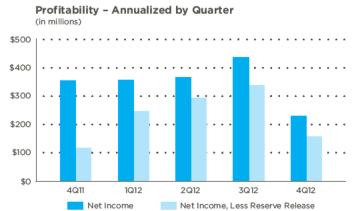
Zions' stock significantly outperformed the KBW Regional Bank Index in 2012.



Asset quality continued to improve during 2012, with classified loans declining 14% from the year ago period and fourth quarter loan and lease net charge offs declining 83% from the fourth quarter of 2011.

1Q10 2Q10 3Q10 4Q10 1Q11 2Q11 3Q11 4Q11 1Q12 2Q12 3Q12 4Q12

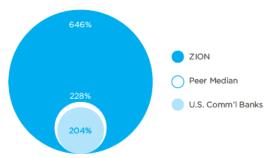
NCOs (annualized) Total Classified Loans



Net Income generally improved as the year progressed; 4Q12 results were adversely impacted by an impairment charge to the securities portfolio, attributable primarily to a change in modeled future cash flows of the underlying assets.

Loan Loss Coverage Allowance for Credit Losses

as a Percent of 2012 Net Charge offs



The Allowance for Credit Loss relative to 2012 loan and lease net charge offs is particularly robust relative to peers and the U.S. banking system.

CORPORATE INFORMATION

EXECUTIVE OFFICES

One South Main Street Salt Lake City, Utah 84133-1109 801-524-4787

ANNUAL SHAREHOLDERS' MEETING

iday, May 24, 2013, 1:00 p.m. ons Bancorporation nunders Room, 18th Floor ne South Main Street of Lake City, Utah 84133-1109

TRANSFER AGENT

Zions First National Bank Stock Transfer Department One South Main Street, 12th Floor Salt Lake City, Utah 84133-1109 801-844-7545 or 888-416-5176

REGISTRAR

Zions First National Bank One South Main Street, 12th Floor Salt Lake City, Utah 84133-1109

AUDITORS

Ernst & Young LLP 178 S Rio Grande Street, Suite 400 Salt Lake City, Utah 84101

NASDAQ GLOBAL SELECT MARKET SYMBOL

OTHER LISTED SECURITIES

Series A Preferred Stock — NYSE: ZBPRA Zions Capital Trust B — NYSE: ZBPRB Series C Preferred Stock — NYSE: ZBPRC Series F Preferred Stock — NYSE: ZBPRF Series G Preferred Stock — NYSE: ZBPRG

DIVIDEND REINVESTMENT PLAN

Shareholders can reinvest their cash dividends in additional shares of our common stock at the market price on the dividend payment date. Shareholders, as well as brokers and custodians who hold our common stock for clients, can obtain a prospectus of the plan on the Zions Bancorporation Web site (www.zionsbancorporation.com) or by writing to:

Zions Bancorporation
Dividend Reinvestment Plan
P.O. Box 30880
Salt Lake City, Utah 84130-0880

CREDIT RATINGS

Credit ratings are updated regula and may be found on the Zions Bancorporation Web site (www.zionsbancorporation.com)

OPTION MARKET MAKERS

Chicago Board Options Exchange Philadelphia Stock Exchange

SELECTED INDEX MEMBERSHIPS

S&P 500 S&P Global 120 KBW Bank

INVESTOR RELATIONS

For financial information about the Corporation, analysts, investors and news media representatives should contact: James R. Abbott 801-844-7637

ZIONS BANCORPORATION NEWS RELEASES

Our news releases are available on our Web site at: www.zionsbancorporation.com. To be added to the e-mail distribution list, please visit www.zionsbancorporation.com and click on "E-mail Notification."

INTERNET SITES Zions Bancorporation:

www.zionsbancorporation.co

Zions First National Bank:

California Bank & Trust:

Amegy Bank:

www.aniegybank.co

National Bank of Arizona: www.nbarizona.com

Nevada State Bank:

Vectra Bank Colorado:

The Commerce Bank of Washington:

The Commerce Bank of Oregon:

Contango Capital Advisors, Inc.:

Zions Direct, Inc.:



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² The actual high price for 2008 was \$107.21. However, this trading price was an anomaly resulting from electronic orders at the opening of the market on September 19, 2008 in response to the SEC's announcement (prior to the market opening that day) of its temporary emergency action suspending short selling in financial companies. The closing price on September 19, 2008 was \$52.83.



Harris H. Simmons // Chairman, President and CEO

The commercial banking industry has incurred a great deal of reputational damage in recent years - much of it owing to the public's sense that behemoth financial institutions are both out of touch with their local communities and the customers they serve, and that such institutions pose out-sized risks to taxpayers. Regional banks such as Zions Bancorporation find themselves in a relatively comfortable middle ground. And our organizational structure, which is based on a very localized approach that leaves integrated management teams in close touch with the communities they serve, is a great strength at a time when a premium is placed on being close to your customers.

PRESIDENT'S MESSAGE

To Our Shareholders:

During 2012, we experienced continued fundamental improvement in Zions Bancorporation's operating and financial results. The effects of the financial crisis of 2008 and its aftermath remain very apparent in the economy, in the banking industry, and in our own business. But a period of low interest rates and modest economic growth has helped to heal much of the damage from the "Great Recession," and stronger consumer and corporate balance sheets coupled with pentup demand has spurred improvements in the housing market and other sectors of the economy.

While economic growth in many of the markets in which we operate remains sub-par, we nevertheless experienced modest net loan growth during the past year. We also experienced strong deposit growth, reflecting the substantial liquidity that exists in the economy, particularly in the corporate sector. Virtually every measure of credit quality experienced significant improvement, and we continued to focus on reducing risk in our balance sheet and in our operations.

Zions Bancorporation derives the largest portion of its income from credit intermediation: earning a spread between the cost of our funds and the rates we earn on various earning assets. We remain in the most challenging environment in many years for maintaining strong net interest margins, with the Federal Reserve System's monetary policy designed to maintain very low interest rates across the full spectrum of maturities. While this policy has been beneficial in making mortgage financing more affordable to buyers of real property, and thus in facilitating the "workout" of troubled loans held by banks and other financial institutions and investors, it has also squeezed most banks' interest margins.

One of our major areas of focus during 2012 was on reducing the cost of our capital structure. Accordingly, we were pleased to fully exit the U.S. Government's "TARP" program during the year, repaying the U.S. Department of the Treasury \$1.4 billion, in addition to the \$253 million



in dividends cumulatively paid over the past four years. While the TARP program was useful in stabilizing the financial system, it came with real costs, both financial and non-financial, and we are glad to have that chapter behind us.

Financial Results

Net income increased 8% to \$348 million in 2012. After preferred stock dividends, net earnings applicable to common shareholders increased 16% to \$179 million. Total net income from our eight commercial banking subsidiaries saw an increase of 10% to \$562 million in 2012.

The substantial difference between the net income of our banking subsidiaries and the consolidated net earnings applicable to common shareholders is primarily a function of three factors:

- "Double leverage," reflecting the fact that a portion of the parent company's borrowings have been injected as equity capital into our subsidiary banks, with the financing costs of this capital borne by the parent;
- · The cost of preferred equity issued by the parent company; and
- · Net impairment on investment securities held by the parent company.

Combined, the after-tax sum of the parent company's net interest expense, net impairment losses on investment securities and preferred dividends totaled approximately \$346 million in 2012. We expect that these costs can be materially reduced over the course of the next couple of years, increasing the portion of our underlying operating earnings applicable to common shareholders.

Our largest source of revenue, taxable-equivalent net interest income, decreased 1% to \$1,750 million in 2012, and our net interest margin was 3.57%, a decrease from 3.77% in 2011. This reflects a change in the mix of assets to a higher proportion of cash and cash-equivalent investments and a lower proportion of loans and securities. While not optimal, the current mix of earning assets reflects continued weak loan demand, and a lack of attractive securities investment opportunities available to deploy the substantial liquidity held by our customers in the form of higher deposit balances. The spreads we are earning on new loans have also been reduced, and while loan pricing has been much more competitive than was the case two or three years ago, we are observing some signs of stabilization in pricing on new loans. Finally, there are increasingly limited opportunities for deposit re-pricing. In fact, after decreasing 38% during the year, interest paid on deposits totaled a meager \$80 million, as compared to \$2,057 million of interest income from earning assets.

Noninterest income decreased 16% to \$420 million in 2012. While a portion of this decrease is attributable to the full impact of the "Durbin Amendment" to the Dodd-Frank Act, which



became effective in late 2011 and limited interchange income from debit card transactions, the largest part of the decrease resulted from higher net impairment losses on investment securities recognized as an offset to noninterest income, resulting from the impairment of collateralized debt obligation ("CDO") securities, primarily those backed by trust preferred securities issued by banks and insurance companies. We had \$1,911 million in amortized cost of these securities at year end, and we carry these securities at a value of \$1,193 million.

The market for these securities remains largely illiquid, and we model the cash flows of these securities to derive estimated fair market values. The ultimate value of these CDOs, which are backed by collateral issued mostly by approximately 800 different bank holding companies, is largely dependent on underlying bank failure rates and on the ability of the holding companies to pay dividends as contractually obligated.

Over the past three years we have seen marked decreases in bank failure rates; in 2012, total U.S. bank failures decreased to 51 from 93 in 2011 and 161 in 2010. Of the industry's total bank failures in 2012 we were exposed to 13, as compared to 24 in 2011 and 47 in 2010. Nevertheless, we implemented more conservative assumptions in our valuation models in late 2012, reflecting increased concerns that some banks, while not failing, may not be allowed by regulators to pay the contractually obligated dividends to the owners of the trust preferred securities that underlie our CDOs.

Primarily due to the aforementioned change in modeling assumptions, net impairment losses on investment securities totaled \$10.4 million in 2012. However, this charge was partially offset by \$31 million in securities gains, largely from early prepayments on CDO securities which had previously been written down or purchased at discounts to par. While we continue to evaluate various avenues for optimizing the value of these securities for our shareholders, we fundamentally believe that they will provide strong returns relative to their current carrying values which are derived using discount rates that are, on average, more than eight percentage points greater than corresponding current "LIBOR" rates.

Noninterest expense decreased 4% to \$1,596 million in 2012, as costs related to credit challenges incurred during the financial crisis and its aftermath continued to decline. Costs associated with FDIC insurance premiums, foreclosed real estate and other credit related costs decreased a combined \$89 million, or 44%. Other cash operating expenses (excluding the provision for unfunded lending commitments and the amortization of core deposit and other intangible assets) increased 1% to \$1,461 million. While we have added more than 300 employees whose primary functions are dealing with new regulations and heightened regulatory compliance requirements over the past four years, we nevertheless reduced our workforce by a net 2% this past year, from 10,606 full-time equivalent employees at the end of 2011 to 10,368 at the end of 2012.

Credit Quality

We experienced substantial continued improvement in credit quality during the past year. Net loan and lease charge-offs decreased 66% to \$155 million from \$456 million in 2011, the lowest level of net loan losses since 2007. Nonperforming loans and other real estate owned ("OREO," or foreclosed real estate) decreased 30% to \$746 million or 1.96% of total loans, leases and OREO.

As a result of these improved credit quality indicators, the provision for loan and lease losses declined by \$60 million or 81% to \$14 million in 2012. Our total allowance for credit losses was \$1,003 million at year end, comprising the equivalent of approximately 6.5 years of trailing twelve months' loan losses.

In light of the extraordinary credit and related costs arising from the housing and financial downturn in recent years, it's easy to overlook the "dog that didn't bark." While we have experienced our share of challenges in recent years, some of the most severe of which were highly correlated with our exposure to the hard-hit markets of Nevada and Arizona, we nevertheless exhibited some great strengths as well. Among these has been the performance of our consumer banking operations, and in particular our residential mortgage lending. Some of the nation's largest residential mortgage lenders have experienced billions of dollars of costs and on-going litigation related to charge-offs in their own portfolios, loans being "put back" to them by secondary market participants including Fannie Mae and Freddie Mac, and lapses in servicing and foreclosure practices. Our own experience through this cycle has been much less severe. While loan losses in this portfolio have been elevated, they have remained well below comparable loss rates for the industry's largest banks. And perhaps most notably, we have had fewer than 50 residential loans "put back" to us by Fannie Mae, Freddie Mac or other investors since the mortgage crisis began in 2007, and no material issues arising from our servicing or foreclosure practices. Total foreclosed residential real estate on our books at year end was a mere \$8 million, relative to a \$4,350 million portfolio of one-to-four family residential real estate loans.

Our Balance Sheet - Preparing for Risks on the Horizon

As noted earlier, we experienced very sluggish net loan growth during the past year. This was in part the result of decisions we have made to reduce our exposure in portions of our National Real Estate group's portfolio, as well as continued reductions in construction and land development loans, and FDIC-supported loans from banks acquired in 2009. Offsetting these reductions were moderate increases in commercial loans and consumer loans, consisting primarily of adjustable rate and other mortgages with relatively short lives or interest rate reset periods.



We continued to experience significant growth in noninterest-bearing deposits, with average balances in these accounts increasing 15% during the year to \$16,668 million, up from \$14,531 million in 2011. Noninterest-bearing deposit balances were \$18,469 million at year-end 2012; these deposits funded 37% of our earning assets, ranking us within the top decile of the industry. The rapid rise in these balances reflects the enormous amount of liquidity in the economy at large, combined with the effects of the FDIC's Transaction Account Guarantee, or "TAG," program that provided unlimited federal deposit insurance coverage on noninterest-bearing accounts until the program concluded at the end of 2012.

With much higher growth rates in deposits than in loans over the past several years, we have elected to remain highly liquid and to maintain a very conservative posture with respect to our exposure to the possibility of a rising interest rate environment. The largest portion of our liquidity in recent times has been maintained in overnight deposit accounts with the Federal Reserve System or in short-term reverse repurchase agreements. We have avoided investments in residential mortgage-backed securities and similar instruments that are particularly susceptible to declining values as interest rates rise. While this strategy has a near-term cost in terms of foregone interest income, we believe it will prove to be the safer course as interest rates increase as a result of a strengthening economy or higher inflation.

We have a balance sheet that tends to be naturally very "asset sensitive," which is to say that our interest-earning assets are expected to reprice at a faster pace than our interest-bearing liabilities. To protect against the ensuing pressure on margins during periods of declining interest rates, we have traditionally used "cash flow hedges," in which we enter into interest rate swaps providing us with a fixed rate of interest, and obligating us to in turn pay a variable rate of interest, on an agreed upon notional amount. With short to medium-term interest rates near zero (and the notion that "you can't fall off the floor"), we have not been replacing these hedges as they mature, as they provide little if any additional protection at present. As a result, we are well-positioned for the time when interest rates rise, and would expect revenue to materially increase in such an environment.

The Federal Reserve has created enormous amounts of money in recent years in an effort to stimulate the economy by offsetting lower levels of money circulation (or "velocity") with higher volumes of money supply, and to engineer a reduction in long-term interest rates by acquiring vast amounts of mortgage-backed bonds and other long-term securities. There is little question that this has provided adrenaline for the economy, but it also creates a significant risk of inflation when money resumes circulating at a more normal pace. With inflation – or the prospect of inflation – will come higher interest rates as the Federal Reserve attempts to withdraw money from the economy by selling securities it has accumulated.



Higher rates will also severely aggravate the federal government's annual deficits. The publicly held portion of the federal debt - the amount the government must actually finance externally - has increased by 82% or \$5.2 trillion over the four years ended December 2012, from \$6.4 trillion to \$11.6 trillion; and the average maturity of the debt remains less than five years. If interest rates were to return to levels seen as recently as 2006, a rise of approximately four percentage points, additional interest costs on the debt would, over the course of the following five years, ramp up to the point that it would add roughly \$500 billion to the deficit each year. This would almost certainly exacerbate market fears of inflation, boosting market interest rates even further.

We view the risk of inflation and higher interest rates as perhaps the most prominent risk facing the banking industry in the years ahead. Such a scenario is also likely to challenge many of our customers, resulting in the risk of higher credit losses. We are accordingly focused on maintaining strong capital and loss reserves, and on positioning our balance sheet to achieve much stronger margins in a higher interest rate environment.

Capital Management

While our objective is to maintain strong capital, we are also focused on reducing the cost of our capital. We strengthened our common equity during 2012, increasing the tangible common equity ratio to 7.09% from 6.77% at the end of 2011, and boosting the common equity Tier 1 ratio to 9.80% from 9.57% a year ago. At year-end 2012, the combination of our tangible equity and loss reserves as a percentage of total loans and securities was among the strongest of our regional bank peers across the country.

During 2012, we repaid the full amount of our \$1.4 billion TARP obligation to the U.S. Treasury without any associated regulatory requirement to raise additional common equity. We redeemed the full \$142.5 million of outstanding 11.0% Series E preferred stock, financing the redemption through the issuance of \$143.75 million of Series F perpetual preferred stock carrying a coupon of 7.9%. We also repaid \$254.9 million of floating rate senior notes guaranteed under the FDIC's Temporary Liquidity Guarantee Program.

Looking Forward

Though a great deal of risk remains in the world, and in the economy in which we operate, we believe we are well-positioned for the future. We operate in markets which have historically enjoyed higher than average rates of population and employment growth, and which are expected to experience such growth in the years ahead.

We have more than two billion dollars of high-cost capital and other financing that we expect to reduce or refinance at a lower cost during the next three years including the likely redemption of our 9.5% Series C perpetual preferred stock, which had \$798 million outstanding at year end, and the replacement of this amount with new preferred shares carrying a lower coupon; and the redemption of \$294 million of trust preferred securities bearing an 8.0% interest rate.

Additionally, we are placing increased emphasis on developing noninterest income, and see opportunities to increase our penetration with current and prospective customers in bankcards, mortgage banking, treasury management and other fee businesses over the next three years.

We employ an operating model which we believe is well-suited to the current environment. The commercial banking industry has incurred a great deal of reputational damage in recent years – much of it owing to the public's sense that behemoth financial institutions are both out of touch with their local communities and the customers they serve, and that such institutions pose outsized risks to taxpayers. Consequently, a chorus of former regulatory officials and politicians from across the political spectrum has increasingly been promoting the notion that the largest banks should be broken up. At the other end of the spectrum, many community banks are overwhelmed by the pace of technological change and the tremendous burden of the flood of new regulations that must be complied with.

Regional banks such as Zions Bancorporation find themselves in a relatively comfortable middle ground. And our organizational structure, which is based on a very localized approach that leaves integrated management teams in close touch with the communities they serve, is a great strength at a time when a premium is placed on being close to your customers.

We have a great team of bankers focused on building a strong and enduring business. I can't adequately express my appreciation for the work they do. It is a privilege to work with them. I offer my thanks as well to each of you as owners and customers for your patience and perseverance through what has been an extraordinary period.

Respectfully,

Harris H. Simmons

Chairman, President and CEO

February 23, 2013

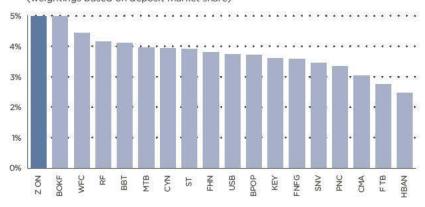
COMPETITIVE **ADVANTAGE:**

Superior Demographic Footprint to Peers

Zions Bancorporation is made up of a collection of successful financial institutions led by teams of talented banking professionals. Each of our affiliates offers expansive and unique services and leverages their community ties. Additionally, we are enthusiastic about the demographic trends within our footprint. These two elements combine to create one of the most attractive regional bank entities in the United States.

COLLECTION OF GREAT BANKS





The stock symbols above represent Zions' Peer Group, which includes select U.S. domestic commercial banks with assets between \$20 billion and \$200 billion, plus competitors Wells Fargo and U.S. Bank.

Nevada State Bank

Las Vegas, NV

Deposit Market Share: 8%

\$4.1 assets

\$3.6 deposits

NEVADA STATE BANK

Vectra Bank Colorado

Denver, CO

Deposit Market Share: 2%
\$2.5 assets
\$2.2 deposits

VECTRABANK

The Commerce Bank
of Washington
Seattle, WA
Deposit Market Share: <1%
\$1.0 assets: \$0.8 deposits

The Commerce Bank
of Oregon

Portland, OR
Deposit Market Share: <1%
\$0.07 assets: \$0.06 deposits



Amegy Bank of Texas

With assets of more than \$13 billion, local decision-making authority, and a history of relationship banking, Amegy Bank of Texas has the resources to serve leading Texas companies as a source of capital in addition to providing efficient and effective treasury management, international, and investment services. Amegy specializes in small business banking, private financial management and trust services for families and individuals, as well as retail and mortgage banking services. Amegy believes in relationship banking, where customers know their bankers' names and bankers know their customers' names. Amegy serves businesses in a wide range of industries with additional expertise in real estate, energy, and correspondent banking. Amegy consistently provides the financial fuel and creativity to transform, rebuild and strengthen the communities its employees serve in Texas.

California Bank & Trust

California Bank & Trust (CB&T) is among the leading banks in California with more than \$11 billion in assets, and has helped Californians and their businesses grow and prosper for nearly 60 years. By combining the responsiveness of a local bank with the comprehensive services offered by major financial institutions, CB&T's regional structure allows decision making to remain as close as possible to the customer, facilitating reasoned and rapid response with an understanding of the local marketplace while offering a breadth of products and services not found at the typical community bank. The result of this success has fueled further growth and enhanced CB&T's ability to offer both business and retail customers smart financial solutions through a full range of banking products and services.

The Commerce Bank of Oregon

Since 2005, The Commerce Bank of Oregon (TCBO) has been committed to providing an exceptional experience to the people they serve. TCBO's bankers are trusted advisors who create lasting relationships by delivering customized and valued solutions to businesses, nonprofits, and to the professionals that make such entities successful. TCBO provides support to its surrounding communities by being responsible and contributing members.

The Commerce Bank of Washington

The Commerce Bank of Washington (TCBW) was founded in 1988 to serve businesses in the Greater Seattle Region. At its inception, management identified several key banking needs in the business community: continuity, experience, responsiveness and involvement. Today, as in the beginning, TCBW bankers build and sustain long-term relationships with clients, providing the same sophisticated financial advice and counsel to small businesses as to medium and large ones, tailoring solutions based on in-depth knowledge of clients and by thoroughly understanding their needs. The culture at TCBW is committed to providing superior service delivered in an entrepreneurial spirit.

National Bank of Arizona

National Bank of Arizona (NB|AZ) was founded on a mission of building local relationships and providing exceptional customer service; nearly 30 years later, the approach hasn't changed. NB|AZ still prides itself on providing local expertise and delivering award-winning service. More than just a business bank, it has expanded to a full-service financial institution offering a suite of products and services tailored to its customers' needs.

Commitment to excellence is what employees strive for in every aspect of business. NB|AZ has a strong local reputation and works relentlessly to provide customers the absolute best banking experience. This unwavering commitment to exceptional service is the very reason why customers continuously choose NB|AZ as Arizona's #1 Bank.

Nevada State Bank

More than 50 years ago, inspired by a vision of economic growth, a group of 12 enterprising Nevada businessmen organized Nevada State Bank. They shared in the pioneering spirit of Nevada, and from the beginning, their mission focused on helping Nevadans pursue their diverse dreams. Today, Nevada State Bank has assets of more than \$4 billion. As Nevada's oldest and largest state-chartered bank, NSB has maintained a tradition of unsurpassed customer service, and aims to be the market leader in retail, small business, private, corporate, and real estate banking. Nevada State Bank continues to build on the strength and security of its 50-year heritage by creating financial solutions for Nevada's families and businesses through client-focused activities, technology, and great teamwork.

Vectra Bank Colorado

Proactive relationship banking - where locally focused, engaged and expert bankers work to anticipate the needs of their customers - sets Vectra Bank Colorado apart. Vectra seeks to serve Colorado's small and middle market businesses as well as their owners, managers and employees. Whether the customer is the manager of a growing company or an individual consumer, both will find at Vectra an innovative banking organization eager to surpass the customer's expectations. Vectra's bankers have a strong understanding of what it takes to create a thriving enterprise and what matters most to today's entrepreneurs, leaders and families. Ready with competitive banking products and services, Vectra bankers look for creative approaches that make a real difference for its business and consumer customers.

Zions Bank

Zions Bank is the 2nd largest full-service commercial bank in Utah and the 3rd largest in Idaho, and ranked No. 2 nationally in a ranking of bank reputations. A leader in supporting small- and middle-sized businesses as they build the local economy and create jobs, Zions Bank has ranked as the No.1 lender of U.S. Small Business Administration loans for the past decade in Idaho and nearly two decades in Utah. In 2001, SBA loans approved through Zions Bank helped businesses grow so that they could create an estimated 1,449 new jobs and retain 5,392 employees. From the vision of founder Brigham Young to the reality of one of the nation's most impressive banking organizations, Zions Bank continues to be a pioneer in banking.



In the early months of 2012, investors were highly focused on the possible results of the Federal Reserve's "stress test" - where banks submit to the Fed a capital plan for the next two years, several iterations of "what if" scenarios illustrating the possible financial condition of the bank should the economy fall into a severe recession/depression (i.e. 13% unemployment rate, etc.), along with reams of data supporting those conclusions.

INDUSTRY PERSPECTIVE

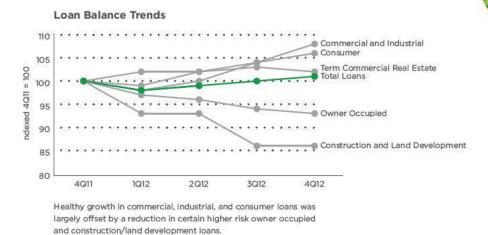
Zions Bancorporation's 2012 submission was nearly 1,000 pages in length, and the results were favorable - the Company's capital ratios are likely to remain healthy even after two years of extreme economic stress, based upon the companyrun stress scenario. Furthermore, the Federal Reserve did not object to the proposed capital actions contained in its 2012 capital plan, which was the best possible outcome. However, of the 30 banks submitting plans, the plans of four were rejected. For the remaining banks, a favorable outcome meant the repayment of TARP funds (which Zions completed), increased dividends, and repurchased common and preferred shares. In total, the top 50 U.S. lenders returned about \$17 billion to shareholders in 2012, or 2% of tangible equity. Including TARP funds redeemed, Zions returned 37%.

As the year progressed and certainty regarding capital plans strengthened, investors focused intensely on loan growth and net interest margins. Loan growth, a primary source of revenue growth for banks, was soft for the entire industry, increasing only 4.8% compared to 2011. Low interest rates further compounded the revenue growth challenge, with older loans maturing which had been originated with high yields during the financial crisis, only to be replaced with new loans with smaller yields in the current climate.



Additionally, margins were pressured as the industry has used robust deposit growth to purchase lower-yielding securities, growing such assets at a rate nearly double that of loans. Finally, deposit pricing has been reduced by industry participants to nearly zero, thus providing little offset to interest expense. The results have weighed on the net interest margin, reducing it by about 3% compared to 2011 for the largest 50 lenders.

On the regulatory front, federal banking regulators introduced in June a draft form of comprehensive capital rules that will replace all such historical capital rules. Regulators have received thousands of comments offering critical suggestions and at the time of this printing, a final version has not yet been published. Market participants generally believe the new rules are adversarial to the residential housing industry, due to high penalties for loans to certain types of construction projects and permanent residential mortgages with higher loan-to-value ratios. Further wholesale changes are on the medium-term horizon for an overhaul of liquidity requirements for the industry.

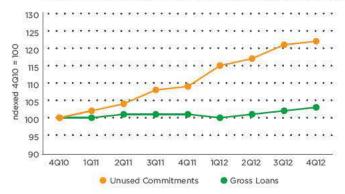


As we begin 2013, we are enthusiastic about the opportunities. Our excitement stems from competitive advantages we have built over time...

POSITIONED TO GROW

... such as an attractive franchise footprint in the western U.S., a financial condition that positions us well (capital strength, improved earnings and profitability, and a conservative balance sheet), strength in reputation (Greenwich Excellence awards) and leadership in providing banking services to small- and medium-size businesses and offering premier wealth and treasury management services.

Unused Loan Commitment Growth vs. Loan Balance Growth

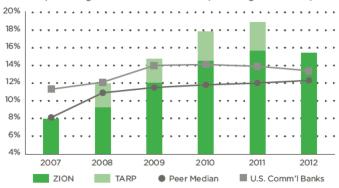


We believe that the relatively strong growth in unused loan commitments is an indicator of strengthening loan demand, which may result in stronger loan balance growth.



Lose Absorbing Capital





Loss absorbing capital is defined to include tangible common equity, Basel III qualifying non common Tier1 equity (primarily perpetual preferred equity), and the allowance for credit losses.

Additionally, we believe we have a competitive advantage as a regional bank. Our larger counterparts are still focused on appropriately sizing their balance sheets by reducing stakes in alternative investments and proprietary trading businesses in order to meet new regulatory demands, and are generally limited in their ability to grow through acquisition due to size restrictions. Small community banks are generally limited in their product set and their capacity to serve business customers as they grow and diversify.

In 2012 we worked to drive positive loan commitment and balance growth trends in various categories, which we expect to continue throughout 2013.

- Commercial & Industrial loans (30% of total loans) increased 8% during 2012.
- Consumer loans (20% of total loans) increased 6% during 2012.

Certain headwinds we faced in 2012 are likely to subside in 2013, and possibly become a tailwind, such as construction and land development loans, which declined 14% in 2012. Unfunded loan commitments increased \$1.7 billion during 2012 to \$14.3 billion; as business customers draw on these lines of credit, Zions' revenue will benefit through higher loan balances outstanding. Because Zions has a below-average concentration of residential mortgage loans, we have a greater capacity to grow in that area compared to most; we are actively streamlining our approach to this business, which we expect will result in stronger growth than in prior years.

Zions is also well positioned to participate in the significant growth taking place in energy-related lending in the U.S., with crude oil production expected to increase by approximately 25% over the next two years! U.S. oil production from 2011 thru 2014 will have increased by 40 percent. Zions has a strong brand when it comes to energy lending and an established presence in key markets; energy-related lending was a major contributor to loan and commitment growth in 2012.

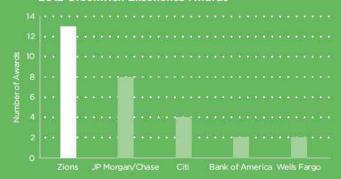
We have also been opportunistically increasing our commitment level to the commercial real estate portfolio, particularly loans for multifamily dwellings. As the housing bubble burst and homeowners vacated homes they could no longer afford, apartment living became an attractive proposition for consumers to live in and investors to construct.

http://uk.reuters.com/article/2013/01/09/uk oil production idUKBRE90808A20130109

Nevertheless, we remain conservative on new loan production standards, and have a more comprehensive risk management approach today than ever before. Zions has always approached loan growth with an eye on the risk relative to the reward. A reflection of this is found in this most recent credit cycle where Zions outperformed its large-bank peers by nearly 25% as measured by net charged-off loans as a percentage of total average loans from 2007 thru 2011. This is a testament to a more disciplined loan underwriting practice during such a tenuous time and despite being in some of the hardest hit geographies in the United States.

Growth in these loan categories combined with our strong brand, as indicated by numerous Greenwich Excellence awards, underscores the advantage we have when competing with large national and global banks, as well as small community banks. We are positioned to grow, whether it is because of a strong balance sheet, abundant lending capacity, a broad assortment of products to offer, superior high-touch service or continuing historically low mortgage rates to grow our mortgage lending, and we are optimistic about the future.

2012 Greenwich Excellence Awards



Source: Greenwich Associates, February 2013. Awards include recognition of excellence in a variety of banking product and service categories, and represent the sum of awards given for both small business and middle market business. Nationally, more than 750 banks were evaluated through the process of surveying more than 40,000 banking customers.

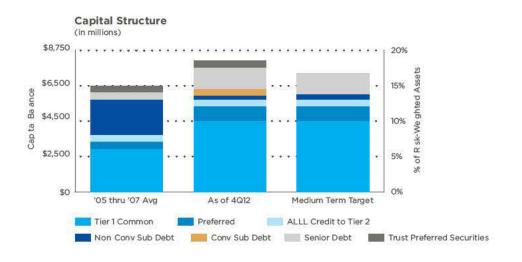


² Source: 2011 Zions Bancorporation Year In Review, President's Message, p. 3

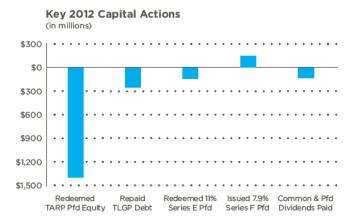


The challenges the banking industry faced from 2008 to 2011 were so significant that the industry by necessity engaged in a "prevent" defense strategy. Employing such a strategy involved going into full protection mode to avert an unwanted outcome; offensive elements were largely absent. For Zions, 2012 was a transition year where the pendulum swung from defense to offense.

THINKING OFFENSIVELY







At Zions, most of our effort was spent assessing economic conditions and the Company's asset quality, capital adequacy, risk framework and expense controls. We hired hundreds of employees to manage an onslaught of significant regulatory changes and much employee time was diverted from growth-related activities to credit workout activities and risk reduction.

Switching to Offense

For Zions, 2012 was a transition year where the pendulum swung from defense to offense. The most visible activities were capital management efforts; we have a multi-year capital management plan that is expected to further enhance Zions' return on tangible common equity by more than two percentage points.

As was detailed in our Industry Perspective section, the Federal Reserve did not object to the capital actions in Zions' 2012 capital plan. Correspondingly, this resulted in the redemption of the entire \$1.4 billion of TARP preferred equity, which will save the company \$91 million annually. Several additional steps were taken to improve the quality and cost of capital and our liquidity position; displayed in the chart above is a summary of the primary capital actions undertaken during 2012. Shown in the Capital Structure chart on page 18 is a comprehensive view of our capital structure over the last several years. Comparing year-end 2012 to the period which averages 2005 through 2007 you can see that we are carrying significantly more capital. But the composition of the capital is not optimal; the bar to the far right in the figure represents our targeted medium term capital structure. Achieving this goal is currently expected to further reduce expenses by more than \$80 million annually.

Requiring much more effort, although perhaps less visible in the financial results, was a shift to offense on lending, made possible by a significant reduction in problem loans and an economy that is somewhat more conducive to growth for our customers. Loan commitment growth was strong, as was discussed in the prior section, and Zions' capacity to lend is strong, both from a capital and liquidity perspective. Zions boasts one of the industry's lowest average loan-to-deposit ratios which was 83% for the fourth quarter of 2012; a lower percentage means a higher capacity to lend money to prospective borrowers. Unlike the industry, that surplus of funding has not been invested in securities that will lose value as the economy improves; rather, it sits in cash and cash equivalents until it can be deployed into loans. 2013 will be a year we look to be definitively on offense – yet prudent – in pursuing something we are passionate about: putting capital in the hands of customers so they can grow.

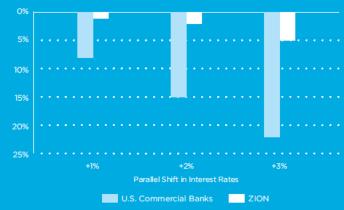
Other Revenue Growth and Efficiency Initiatives

We are working to develop additional revenue through broader market share of non-lending business activities, which we expect will be significant in scale but is likely to take several years to fully develop. In the meantime, we have also been focused on optimizing noninterest expenses. Although our expense initiatives are generally smaller in size, we continue to find opportunities to streamline various operations due in part to continued advancement in technology.

Avoiding the Next (Likely) Big Risk to the Banking Industry: Interest Rate Risk

A key element of our strategy is to avoid what we believe may weigh heavily on the industry's profitability and capital ratios; we are maintaining a level of conservatism with our balance sheet today in order to avoid dire consequences in the future. At the end of 2012, the balance sheet consisted of nearly \$11 billion of cash and equivalents. On a relative basis to interest-earning assets, we maintain one of the highest percentages among large financial institutions. Ideally, the best option to use the excess cash would be to lend it to customers. The entire industry is experiencing difficulty finding enough willing and credit-worthy borrowers, while being flooded with a surplus amount of deposits, leaving banks with a dilemma of what to do with the excess cash. Most institutions are experiencing declining net interest margins and, therefore, need to make up the profitability shortfall. One popular trade has been to purchase mortgage-backed securities. This creates additional revenue today which helps banks in the short-term, but ultimately this trade will 1) destroy capital in the future when interest rates rise (and thus bond prices drop) and 2) reduce the profitability of the bank as interest rates rise – in essence, the bonds last longer than originally expected, while deposit funding costs rise and thus squeeze the spread. As it stands now, Zions Bancorporation would fare very well in a higher rate environment, as shown in the chart below.





source: Zions' est imates based upon Bloomberg Miss models; key assumptions include the Weighted Average Coupon of the underlying mortgages within both Zions' and the industry's portfolion is between 3,0% and 5,5%, 30-year pass-through securities, Bloomberg's DAPAX model for duration extension (increasingly slower prepayment speeds with each incremental increase in interest rates), and the trailing six months for emperical prepayment history.



A common theme held by each of our affiliate banks is the strong desire to give back to the community; although the approaches vary greatly by bank, all are driven by a deep sense of community.

COMMUNITY RELATIONS

Amegy Bank

Amegy Bank colleagues formed a 501(c)(3) nonprofit organization called Flight XXV: Your Passport to College, which focuses on a group of 150 students ranging from 8th to 12th grade. Flight XXV mentors' mission is to unlock the potential of at-risk, low-income teenagers by proactively mentoring each student in their program for five years. Upon completion of the five-year program, students become eligible for a \$1,000 scholarship toward their college education.

California Bank & Trust

In conjunction with Latina Style, Inc., CB&T launched T.E.A.M., which stands for tools, education, access to capital, and mentorship. T.E.A.M. is a comprehensive effort to connect minority and women business owners to our wealth of local financial expertise. To help minority women business owners succeed, CB&T created an online small business resource center, collaborated with community-based organizations including ACCION San Diego, Valley Economic Development Corporation in Los Angeles, and Working Solutions in San Francisco to provide education and mentoring, and sponsored numerous events throughout California to promote T.E.A.M.

The Commerce Bank of Oregon

In 2012, TCBO had 100% employee involvement in bank-sponsored volunteer activities planned throughout the year. One such effort involved Impact NW, where bank employees volunteered at the annual Kids on the Block event in Portland, leading children's art activities. Impact NW works with schools, businesses, and churches to create a springboard for community members to improve their quality of life and achieve independence.

The Commerce Bank of Washington

Over the past year, employees of TCBW supported the mission of Food Lifeline, a nonprofit organization dedicated to eliminating hunger in western Washington. TCBW's efforts culminated in a client appreciation event where clients joined the bank in the participation of Food Frenzy, a fundraiser competition among local businesses, providing 116,160 meals to hungry children.

National Bank of Arizona

NB|AZ promotes employee engagement and charitable giving in the communities it serves through a grassroots volunteer initiative known as NB|AZ in Action. This unique approach gives NB|AZ's employees the freedom to choose how they can best support their local communities; employees are encouraged to identify Arizona-based nonprofits that have a direct impact on social and economic issues. In 2012, NB|AZ gave more than \$1 million in cash and in-kind charitable contributions supporting affordable housing, arts & culture, economic development, education & financial literacy, health & human services and neighborhood revitalization.

Nevada State Bank

Nevada State Bank has always promoted financial education, but since 2010 it has brought its "Banking on Your Future" lessons to two special groups in the community: homeless women and youth offenders. The program features six modules on essential topics such as banking, renting an apartment, using credit wisely, careers and time management. More than 600 individuals have been educated at each of these two community organizations.

Vectra Bank Colorado

As part of Vectra Bank's commitment to its community, it supports the efforts of Community Development Financial Institutions (CDFIs), which are financial institutions that provide credit and financial services to underserved markets and populations for community development. There are currently at least five CDFI's operating in Colorado, all with different lending focuses and criteria.

Zions Bank

In 1991, Harris Simmons conceived of Utah's largest single-employer volunteer event of its kind: the annual Paint-a-Thon. Over the past 22 summers, thousands of bank employees and their families have set aside a week to paint and improve the homes in local communities. The Paint-a-Thon benefits low-income, elderly and disabled homeowners in Idaho and Utah. The large-scale volunteer effort demonstrates the bank's commitment to helping senior citizens maintain their independence, dignity and health.

ZIONS BANCORPORATION

The complete list of officers and directors for Zions Bancorporation and its subsidiaries is available at www.zionsbancorporation.com.

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Doyle L. Arnold

Vice Chairman and Chief Financial Officer

Executive Vice Presidents

Bruce K. Alexander

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A. Scott Anderson

CEO, Zions First National Bank

David E. Blackford

CEO, California Bank & Trust

George M. Feiger

Wealth Management

Dallas E. Haun

CEO, Nevada State Bank

W. David Hemingway

Capital Markets and Investments

Dianne R. James

Human Resources

Thomas E. Laursen

General Counsel

Keith D. Maio

CEO, National Bank of Arizona

Scott J. McLean

CEO, Amegy Bank, N.A.

Kenneth L. Peterson

Credit Administration

Joseph L. Reilly

Operations and Information Systems

Stanley D. Savage

CEO, The Commerce Bank of Washington, N.A.

Edward P. Schreiber

Chief Risk Officer

Steven D. Stephens

President, Amegy Bank, N.A.

Senior Vice Presidents

James R. Abbott

Investor Relations

Travis E. Finstad

Internal Audit

Alexander J. Hume

Controller

Ronald L. Johnson

Credit Examination

Alvin Lee

Corporate Development

Norman W. Merritt

Corporate Compliance

Matthew L. Tyler

Corporate Finance

Vice Presidents

Jennifer R. Jolley Melvin D. Leibsla John A. Payne J. Brandon Thomas

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President SCF Partners, LP Houston, Texas

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Communications Consultant Sun Valley, Idaho

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- ² Member, Audit Committee
- ³ Member, Compensation Committee
- ⁴ Member, Risk Oversight Committee
- ⁵ Member, Nominating and Corporate Governance Committee