First Business Financial Services, Inc.
Form 10-Q
October 29, 2007

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q

þ **Quarterly Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.**
For the quarterly period ended September 30, 2007
Commission file number 000-51028
FIRST BUSINESS FINANCIAL SERVICES, INC.
(Exact name of registrant as specified in its charter)

Wisconsin	**39-1576570**
(State or jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
401 Charmany Drive Madison, WI	**53719**
(Address of Principal Executive Offices)	(Zip Code)

(608) 238-8008
Telephone number

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 and 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 þ No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):
Large accelerated filer o Accelerated filer o Non-accelerated filer þ

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).
Yes o No þ

The number of shares outstanding of the registrant s sole class of common stock, par value $0.01 per share, on October 19, 2007 was 2,548,213 shares.

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PART I. Financial Information

Item 1. Financial Statements
First Business Financial Services, Inc.
Consolidated Balance Sheets

	September 30, 2007	December 31, 2006
	(In Thousands, Except Share Data)	
	(Unaudited)	
Assets		
Cash and due from banks	$ 13,786	$ 19,215
Short-term investments	65	246
Cash and cash equivalents	13,851	19,461
Securities available-for-sale, at fair value	93,163	100,008
Loans and leases receivable, net of allowance for loan and lease losses of $10,196 and $8,296, respectively	748,563	639,867
Leasehold improvements and equipment, net	1,090	1,051
Cash surrender value of bank-owned life insurance	14,574	13,469
Investment in Federal Home Loan Bank stock, at cost	2,367	2,024
Goodwill and other intangibles	2,794	2,817
Accrued interest receivable and other assets	11,265	9,626
Total assets	$ 887,667	$ 788,323
Liabilities and Stockholders Equity		
Deposits	$ 749,914	$ 640,266
Securities sold under agreement to repurchase		451
Federal Home Loan Bank and other borrowings	76,639	92,519
Accrued interest payable and other liabilities	12,649	9,331
Total liabilities	839,202	742,567
Commitments and contingencies		
Stockholders equity:		
Preferred stock, $10 par value, 10,000 Series A shares and 10,000 Series B shares authorized, none issued or outstanding		
Common stock, $0.01 par value, 8,000,000 shares authorized, 2,575,831 and 2,516,193 shares issued, 2,552,195 and 2,493,578 outstanding in 2007 and 2006, respectively	26	25
Additional paid-in capital	23,336	23,029
Retained earnings	26,088	24,237
Accumulated other comprehensive loss	(434)	(1,005)
	(551)	(530)

Treasury stock (23,636 and 22,615 shares in 2007 and 2006, respectively), at cost				
Total stockholders equity		48,465		45,756
Total liabilities and stockholders equity	$	887,667	$	788,323

See accompanying Notes to Unaudited Consolidated Financial Statements.

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First Business Financial Services, Inc.
Consolidated Statements of Income (Unaudited)

	For the Three Months Ended September 30,		For the Nine Months Ended, September 30,	
	2007	2006	2007	2006
	(In Thousands, Except Share Data)			
Interest income:				
Loans and leases	$ 14,177	$ 11,097	$ 40,277	$ 31,415
Securities income, taxable	1,032	1,026	3,162	2,974
Short-term investments	66	42	140	123
Total interest income	15,275	12,165	43,579	34,512
Interest expense:				
Deposits	8,464	6,571	23,962	18,087
Notes payable and other borrowings	949	617	2,736	1,616
Junior subordinated debentures		260		762
Total interest expense	9,413	7,448	26,698	20,465
Net interest income	5,862	4,717	16,881	14,047
Provision for loan and lease losses	596	413	1,873	484
Net interest income after provision for loan and lease losses	5,266	4,304	15,008	13,563
Non-interest income:				
Service charges on deposits	175	186	522	563
Credit, merchant and debit card fees	51	51	154	129
Loan fees	128	181	466	472
Increase in cash surrender value of bank-owned life insurance	175	154	515	452
Trust and investment services fee income	524	361	1,415	1,022
Change in fair value of interest rate swaps		(68)		(239)
Net cash settlement of interest rate swaps		74		92
Other	48	65	187	183
Total non-interest income	1,101	1,004	3,259	2,674
Non-interest expense:				
Compensation	3,171	2,508	9,136	7,524
Occupancy	262	247	783	743

Equipment	130	117	367	364
Data processing	264	228	760	673
Marketing	260	237	788	657
Professional fees	291	331	1,054	913
Other	566	465	1,719	1,309
Total non-interest expense	4,944	4,133	14,607	12,183
Income before income tax expense	1,423	1,175	3,660	4,054
Income tax expense	538	309	1,318	1,252
Net income	$ 885	$ 866	$ 2,342	$ 2,802
Earnings per share:				
Basic	$ 0.36	$ 0.35	$ 0.95	$ 1.15
Diluted	0.36	0.35	0.95	1.14
Dividends declared per share	0.065	0.06	0.195	0.18

See accompanying Notes to Unaudited Consolidated Financial Statements.

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First Business Financial Services, Inc.
Consolidated Statements of Changes in Stockholders Equity and Comprehensive Income (Unaudited)

	Common stock	Additional paid-in capital	Retained earnings	Accumulated other comprehensive loss	Treasury stock	Total
			(In Thousands, Except Share Data)			
Balance at December 31, 2005	$ 24	$ 22,712	$ 21,085	$ (1,469)	$ (509)	$ 41,843
Comprehensive income:						
Net income			2,802			2,802
Unrealized securities losses arising during the period				(14)		(14)
Unrealized derivatives gains arising during the period				4		4
Reclassification adjustment for realized loss on derivatives				86		86
Income tax effect				2		2
Comprehensive income						2,880
Share-based compensation restricted shares	1	117				118
Cash dividends ($0.18 per share)			(446)			(446)
Treasury stock purchased (869 shares)					(21)	(21)
Stock options exercised (9,280 shares)		136				136
Balance at September 30, 2006	$ 25	$ 22,965	$ 23,441	$ (1,391)	$ (530)	$ 44,510

	Common stock	Additional paid-in capital	Retained earnings	Accumulated other comprehensive loss	Treasury stock	Total
			(In Thousands, Except Share Data)			
Balance at December 31, 2006	$ 25	$ 23,029	$ 24,237	$ (1,005)	$ (530)	$ 45,756
Comprehensive income:						
Net income			2,342			2,342
Unrealized securities gains arising during the period				875		875
Unrealized derivative losses arising during the period				(4)		(4)
				2		2

Reclassification adjustment for realized losses on derivatives						
Income tax effect				(302)		(302)
Comprehensive income						2,913
Share-based compensation restricted shares	1	270				271
Cash dividends ($0.195 per share)			(491)			(491)
Treasury stock purchased (1,021 shares)					(21)	(21)
Stock options exercised (3,128 shares)		37				37
Balance at September 30, 2007	$ 26	$ 23,336	$ 26,088	$ (434)	$ (551)	$ 48,465

See accompanying Notes to Unaudited Consolidated Financial Statements

First Business Financial Services, Inc.
Consolidated Statements of Cash Flows (Unaudited)

	For the Nine Months Ended September 30,	
	2007	2006
	(In Thousands)	
Operating activities		
Net income	$ 2,342	$ 2,802
Adjustments to reconcile net income to net cash provided by operating activities:		
Deferred income taxes, net	(782)	276
Provision for loan and lease losses	1,873	484
Depreciation, amortization and accretion, net	354	459
Share-based compensation	271	118
Change in fair value of interest rate swaps		239
Increase in cash surrender value of bank-owned life insurance	(515)	(452)
Origination of loans originated for sale	(1,340)	(897)
Sale of loans originated for sale	1,346	797
Gain on sale of loans originated for sale	(6)	(6)
Increase in accrued interest receivable and other assets	(938)	(1,606)
Increase (decrease) in accrued interest payable and other liabilities	3,071	(796)
Net cash provided by operating activities	5,676	1,418
Investing activities		
Proceeds from maturities of available-for-sale securities	16,488	16,630
Purchases of available-for-sale securities	(8,811)	(19,971)
Proceeds from sale of FHLB stock		771
Purchases of FHLB stock	(343)	
Net increase in loans and leases	(110,569)	(44,647)
Purchases of leasehold improvements and equipment, net	(319)	(195)
Purchase of bank-owned life insurance	(590)	
Net cash used in investing activities	(104,144)	(47,412)
Financing activities		
Net increase in deposits	109,648	37,330
Net decrease in FHLB line of credit	(17,048)	
Repayment of FHLB advances	(7)	(6)
Proceeds from FHLB advances	15,000	7,000
Net decrease in short-term borrowed funds	(24,276)	(497)
Proceeds from subordinated notes payable	10,000	6,000
Termination of interest rate swaps		(1,384)
Exercise of stock options	37	136
Cash dividends paid	(475)	(443)
Purchase of treasury stock	(21)	(21)
Net cash provided by financing activities	92,858	48,115

Net (decrease) increase in cash and cash equivalents	(5,610)	2,121
Cash and cash equivalents at the beginning of the period	19,461	16,707
Cash and cash equivalents at the end of the period	$ 13,851	$ 18,828
Supplementary cash flow information		
Interest paid on deposits and borrowings	$ 24,726	$ 19,407
Income taxes paid	1,885	2,851
Transfer to other real estate owned	660	

See accompanying Notes to Unaudited Consolidated Financial Statements.

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NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

Note 1 Principles of Consolidation.

The unaudited consolidated financial statements include the accounts and results of First Business Financial Services, Inc. (FBFS or the Corporation), and its wholly-owned subsidiaries, First Business Bank, and First Business Bank Milwaukee. All significant intercompany balances and transactions have been eliminated in consolidation.

Note 2 Basis of Presentation.

The accompanying unaudited consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles (GAAP) and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. The Corporation has not changed its significant accounting and reporting policies from those disclosed in the Corporation s Form 10-K for the year ended December 31, 2006 with the exception of the adoption of Financial Accounting Standards Board (FASB) Interpretation No. 48 (FIN 48), *Accounting for Uncertainty in Income Taxes.* Refer to Note 3 Recent Accounting Changes for the impacts of the adoption of this interpretation. There have been no significant changes in the methods or assumptions used in accounting policies requiring material estimates and assumptions.

In the opinion of management, all adjustments (consisting of normal recurring accruals) necessary for a fair presentation of the unaudited consolidated financial statements have been included. The results of operations for the three and nine month periods ended September 30, 2007 are not necessarily indicative of results that may be expected for any other interim period or the entire fiscal year ending December 31, 2007. Certain amounts in prior periods have been reclassified to conform to the current presentation. Weighted average common and diluted shares outstanding and the dilutive effect of stock options have been modified from prior year presentation to account for a correction of an error in applying the treasury stock method. Both basic and diluted earnings per share for the three months ended September 30, 2006 were unchanged and basic and diluted earnings per share for the nine months ended September 30, 2006 as previously presented were $1.13 and 1.13, respectively compared to basic and diluted earnings per share of $1.15 and 1.14, respectively as restated. Management has quantitatively and qualitatively deemed the impact of the disclosure error to be immaterial.

Note 3 Recent Accounting Changes.

Accounting for Uncertainty in Income Taxes. The Corporation adopted the provisions of FIN 48 on January 1, 2007. As a result of the implementation of FIN 48, there were no adjustments to the liabilities for unrecognized tax benefits. At the date of adoption, the Corporation had $1.4 million of unrecognized tax benefits. Approximately $983,000 of the unrecognized tax benefit would impact the effective tax rate if recognized. As of September 30, 2007, there was no unrecognized tax benefit that was expected to significantly increase or decrease within the next twelve months. The Corporation recognizes accrued interest relating to unrecognized tax benefits in income tax expense and penalties in other non-interest expense. As of January 1, 2007, the Corporation had accrued $91,000 of interest related to the unrecognized tax benefit. As of September 30, 2007, State of Wisconsin tax years that remain open are 1997 and 1999 through 2006. Federal tax years that remain open are 2004 through 2006.

Fair Value Option for Financial Assets and Financial Liabilities. In February 2007, the FASB issued Statement of Financial Accounting Standard (SFAS) No. 159, *The Fair Value Option for Financial Assets and Liabilities Including an Amendment of SFAS No. 115* (SFAS No. 159). This standard permits an entity to choose to measure many financial instruments and certain other items at fair value. Most of the provisions in SFAS No. 159 are elective; however, the amendment to SFAS No. 115, *Accounting for Certain Investments in Debt and Equity Securities,* applies to all entities with available-for sale and trading securities.

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The fair value option established by SFAS No. 159 permits all entities to choose to measure eligible items at fair value at specified election dates. A business entity will report unrealized gains and losses on items for which the fair value option has been elected in earnings at each subsequent reporting date. The fair value option: (a) may be applied instrument by instrument, with a few exceptions, such as investments otherwise accounted for by the equity method; (b) is irrevocable (unless a new election date occurs); and (c) is applied only to entire instruments and not to portions of instruments.

SFAS No. 159 is effective as of the beginning of an entity s first fiscal year that begins after November 15, 2007. Early adoption was permitted as of the beginning of the previous fiscal year provided that the entity make that choice in the first 120 days of that fiscal year and also elected to apply the provisions of SFAS No. 157, *Fair Value Measurements*. The Corporation has not early adopted the provisions of SFAS No. 159 and is currently evaluating the impact of adopting this standard.

Note 4 Share-Based Compensation.

The Corporation adopted an equity incentive plan in 1993 as amended in 1995, an equity incentive plan in 2001 and the 2006 Equity Incentive Plan (the Plans). The Plans are administered by the Compensation Committee of the Board of Directors of FBFS and provide for the grant of equity ownership opportunities through incentive stock options, nonqualified stock options (stock options) and restricted stock (unvested shares). A maximum of 426,147 common shares are currently authorized for awards under the Plans. 152,094 shares are available for future grants under the Plans as of September 30, 2007. Shares covered by awards that expire, terminate or lapse will again be available for the grant of awards under the Plans. The Corporation may issue new shares and shares from treasury for shares delivered under the Plans.

Stock Options

Stock options may be granted to senior executives and other employees under the Plans. Options generally have an exercise price that is equal to the fair value of the common shares on the date the option is granted. Options granted under the Plans are subject to graded vesting, generally ranging from four to eight years, and have a contractual term of 10 years. For any new awards issued, compensation expense is recognized over the requisite service period for the entire award on a straight-line basis. There were no stock options granted during the nine month period ended September 30, 2007. No stock options have been granted since the Corporation met the definition of a public entity and no stock options have been modified, repurchased or cancelled. Therefore, no stock-based compensation was recognized in the consolidated statement of income for the three and nine months ended September 30, 2007 and 2006, except with respect to restricted stock awards. The Corporation expects that a majority of the outstanding stock options will fully vest. Stock option activity for the nine months ended September 30, 2007 was as follows:

	Options	Weighted Average Price	Weighted Average Remaining Contractual Life (Years)
Outstanding at December 31, 2006	166,168	$ 21.97	6.68
Granted			
Exercised	(3,128)	11.91	
Forfeited	(2,500)	25.00	
Outstanding at end of period	160,540	22.16	6.09
Options exercisable at September 30, 2007	126,887	21.61	5.67

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Restricted Shares

Under the 2001 and 2006 Equity Incentive Plans, participants may be granted restricted shares, subject to forfeiture upon the occurrence of certain events until dates specified in the participant s award agreement. While the restricted shares are subject to forfeiture, the participant may exercise full voting rights and will receive all dividends and other distributions paid with respect to the restricted shares. The restricted shares granted under this plan are subject to graded vesting. For awards with graded vesting, compensation expense is recognized over the requisite service period of four years for the entire award on a straight-line basis. Upon vesting of restricted stock awards, the benefits of tax deductions in excess of recognized compensation expense is recognized as a financing cash flow activity. For the nine months ended September 30, 2007, restricted share awards vested at a date at which the market price was lower than the market value on the date of grant; therefore, there is no excess tax benefit reflected in the consolidated statements of cash flows for the period. There were no vesting events during the nine month period ending September 30, 2006.
Restricted share activity for the nine months ended September 30, 2007 was as follows:

	Number of Restricted Shares	Weighted Average Grant-Date Fair Value
Nonvested balance as of December 31, 2006	45,125	$23.08
Granted	56,885	20.29
Vested	(10,024)	23.18
Forfeited	(375)	23.20
Nonvested balance as of September 30, 2007	91,611	21.33

As of September 30, 2007, there was approximately $1.7 million of deferred compensation expense related to unvested shares which is expected to be recognized over four years. As of September 30, 2007, there were no restricted shares vested and not delivered. For the nine months ended September 30, 2007 and 2006, share-based compensation expense included in net income totaled approximately $271,000 and $118,000, respectively.

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Note 5 Earnings Per Share.

Basic earnings per share for the three and nine months ended September 30, 2007 and 2006 have been determined by dividing net income for the respective periods by the weighted average number of shares of common stock outstanding. Diluted earnings per share is computed by dividing net income by the weighted average number of common shares outstanding plus the effect of dilutive securities. The effect of dilutive securities is computed using the treasury stock method. For the three month periods ended September 30, 2007 and 2006, average anti-dilutive employee stock options totaled 132,200 and 65,250, respectively. For the nine month periods ended September 30, 2007 and 2006, average anti-dilutive employee stock options totaled 132,200 and 65,250, respectively.

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2007	2006	2007	2006
Income available to common stockholders	$ 885,021	$ 866,302	$ 2,342,185	$ 2,801,980
Basic average shares	2,457,885	2,447,122	2,455,005	2,443,045
Dilutive effect of share-based awards	2,970	15,948	6,004	16,009
Dilutive average shares	2,460,855	2,463,070	2,461,009	2,459,054
Earnings per share:				
Basic	$ 0.36	$ 0.35	$ 0.95	$ 1.15
Diluted	$ 0.36	$ 0.35	$ 0.95	$ 1.14

Note 6 Securities.

The amortized cost and estimated fair values of securities available-for-sale were as follows:

	As of September 30, 2007			
	Amortized cost	Gross unrealized holding gains	Gross unrealized holding losses	Estimated fair value
	(In Thousands)			
Securities available-for-sale				
U.S. Government corporations and agencies	$ 1,499	$	$ (10)	$ 1,489
Municipals	85			85
Collateralized mortgage obligations	92,233	138	(782)	91,589
	$ 93,817	$ 138	$ (792)	$ 93,163

	As of December 31, 2006			
	Amortized cost	Gross unrealized holding gains	Gross unrealized holding losses	Estimated fair value
	(In Thousands)			
Securities available-for-sale				

U.S. Government corporations and agencies	$ 1,497	$	$ (30)	$ 1,467
Municipals	185		(3)	182
Collateralized mortgage obligations	99,855	85	(1,581)	98,359
	$ 101,537	$ 85	$ (1,614)	$ 100,008

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The table below shows the Corporation s gross unrealized losses and fair value of investments, aggregated by investment category and length of time that individual investments have been in a continuous unrealized loss position at September 30, 2007 and December 31, 2006. At September 30, 2007 and December 31, 2006, the Corporation had 98 and 105 securities that were in an unrealized loss position, respectively. Such securities have declined in value due to current interest rate environments and not credit quality and do not presently represent realized losses. The Corporation has the ability to and anticipates that these securities, which have been in a continuous loss position but are not other-than-temporarily impaired, will be kept in the portfolio until the unrealized loss is recovered. If held until maturity, it is anticipated that the investments will be realized with no loss. If the Corporation determines that any of the above securities are deemed other-than-temporarily impaired, the impairment loss will be recognized in the income statement.
A summary of unrealized loss information for investment securities, categorized by security type follows:

	As of September 30, 2007					
	Less than 12 months		12 months or longer		Total	
	Fair value	Unrealized losses	Fair value	Unrealized losses	Fair value	Unrealized losses
	(In Thousands)					
U.S. Government corporations and agencies	$	$	$ 1,489	$ 10	$ 1,489	$ 10
Collateralized mortgage obligations	12,445	42	54,428	740	66,873	782
	$ 12,445	$ 42	$ 55,917	$ 750	$ 68,362	$ 792

	As of December 31, 2006					
	Less than 12 months		12 months or longer		Total	
	Fair value	Unrealized losses	Fair value	Unrealized losses	Fair value	Unrealized losses
	(In Thousands)					
U.S. Government corporations and agencies	$	$	$ 1,467	$ 30	$ 1,467	$ 30
Municipals			182	3	182	3
Collateralized mortgage obligations	14,451	107	69,021	1,474	83,472	1,581
	$ 14,451	$ 107	$ 70,670	$ 1,507	$ 85,121	$ 1,614

The Corporation has not sold any available-for-sale securities during the nine months ended September 30, 2007 and 2006 and has therefore not realized any gains or losses on such transactions.
At September 30, 2007 and December 31, 2006, securities with a fair value of approximately $66.1 million and $35.4 million, respectively, were pledged to secure public deposits, securities sold under arrangements to repurchase, and Federal Home Loan Bank (FHLB) advances.

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Note 7 Loans, Leases and Allowance for Loan and Lease Losses.
Loans and leases receivable consisted of the following:

	September 30, 2007	December 31, 2006
	(In Thousands)	
First mortgage loans:		
Commercial real estate	$ 322,808	$ 274,262
Construction	97,400	78,257
Multi-family	35,202	34,635
1-4 family	48,158	35,721
	503,568	422,875
Commercial and industrial loans	208,974	176,701
Direct financing leases, net	26,138	23,203
Home equity loans	9,874	8,859
Credit card and other	10,321	16,712
	758,875	648,350
Less:		
Allowance for loan and lease losses	10,196	8,296
Deferred loan fees	116	187
Loans and lease receivables, net	$ 748,563	$ 639,867

An analysis of the allowance for loan and lease losses is presented below:

	Nine Months Ended September 30, 2007	Year Ended December 31, 2006
	(In Thousands)	
Allowance at beginning of period	$ 8,296	$ 6,773
Charge-offs:		
Commercial real estate and other mortgage		
Commercial		
Lease		
Consumer		
Total charge-offs		
Recoveries:		
Commercial real estate and other mortgage	4	4
Commercial	23	
Lease		

Consumer			
Total recoveries	27		4
Net recoveries	27		4
Provision for loan and lease losses	1,873		1,519
Allowance at end of period	$ 10,196	$	8,296
Allowance to gross loans and leases	1.34%		1.28%

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Note 8 Deposits.

Deposits consisted of the following:

	September 30, 2007		December 31, 2006	
	Balance	Weighted average rate	Balance	Weighted average rate
	(In Thousands)			
Transaction accounts:				
Demand deposits	$ 43,641	0.00%	$ 45,171	0.00%
Negotiable order of withdrawal (NOW) accounts	63,821	4.41	58,927	4.26
	107,462		104,098	
Money market accounts	166,752	4.66	171,996	4.57
Certificates of deposit	475,700	4.97	364,172	4.63
	$ 749,914		$ 640,266	

Note 9 Borrowings.

Borrowings consisted of the following:

	September 30, 2007			December 31, 2006		
	Balance	Weighted average balance	Weighted average rate	Balance	Weighted average balance	Weighted average rate
	(In Thousands)					
Fed funds purchased and securities sold under agreements to repurchase	$ 11,100	$ 11,704	5.43%	$ 33,751	$ 13,875	5.12%
FHLB advances	34,529	22,827	4.87	36,584	19,059	4.83
Junior subordinated debentures					9,915	12.52
Line of credit	10	3,406	7.16	1,635	3,167	6.82
Subordinated notes payable	31,000	21,147	7.83	21,000	6,929	7.58
Other		33	7.00			
	$ 76,639	$ 59,117	6.17	$ 92,970	$ 52,945	6.82
Short-term borrowings	$ 27,120			$ 52,443		
Long-term borrowings	49,519			40,527		
	$ 76,639			$ 92,970		

During 2007, the Corporation increased its line of credit to $7.5 million and amended a subordinated loan agreement to provide for an additional $10 million of subordinated debt for a total of $31 million available. As of September 30, 2007, the Corporation had $10,000 outstanding under its line of credit, and $31.0 million of subordinated notes payable was outstanding.

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Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations

General

You should read the following discussion together with the Corporation s Unaudited Consolidated Financial Statements and related Notes to Unaudited Consolidated Financial Statements, which are included elsewhere in this Report. The following discussion contains forward-looking statements that reflect plans, estimates and beliefs. When used in written documents or oral statements, the words anticipate, believe, estimate, expect, objective and simil expressions and verbs in the future tense are intended to identify forward-looking statements. The statements contained herein and such future statements involve or may involve certain assumptions, risks, and uncertainties, many of which are beyond the Corporation s control, which could cause actual results to differ materially from those discussed in the forward-looking statements.

Unless otherwise indicated or unless the context requires otherwise, all references in this Report to First Business Financial Services , the Corporation , FBFS , we , us , our , or similar references mean First Business Financial Se Inc. together with our subsidiaries. First Business Bank or First Business Bank Milwaukee or the Banks are used to refer to our subsidiaries, First Business Bank and First Business Bank Milwaukee, alone.

Cautionary Factors

Forward-looking statements may also be made by the Corporation from time to time in other reports and documents as well as oral presentations. In addition to the assumptions and other factors referenced specifically in connection with such statements, the following factors could impact the business and financial prospects of the Corporation: general economic conditions; legislative and regulatory initiatives; increased competition and other effects of deregulation and consolidation of the financial services industry; monetary and fiscal policies of the federal government; deposit flows; disintermediation; the cost and availability of funds; general market rates of interest; interest rates or investment returns on competing investments; demand for loan products; demand for financial services; changes in accounting policies or guidelines; general economic developments; acts of terrorism and developments in the war on terrorism; and changes in the quality or composition of loan and investment portfolios. See also **Item 1A. Risk Factors** in our annual Report on Form 10-K and factors regarding future operations discussed below.

Overview

FBFS is a registered bank holding company incorporated under the laws of the State of Wisconsin and is engaged in the commercial banking business through its wholly-owned banking subsidiaries, First Business Bank and First Business Bank Milwaukee. All of the operations of FBFS are conducted through its Banks and certain subsidiaries of First Business Bank. The Corporation operates as a business bank focusing on delivering a full line of commercial banking products and services tailored to meet the specific needs of small and medium sized businesses, business owners, executives, professionals and high net worth individuals. The Corporation does not utilize its locations to attract retail customers.

Results of Operations

General. Net income for the three months ended September 30, 2007 was $885,000, up 2.19% from $866,000 for the same time period in 2006. The principal factors contributing to this increase included an increase in net interest income of $1.1 million caused by volume increases associated with organic growth of our Corporation and increased non-interest income of $97,000 primarily due to increased trust and investment service fee income. Negative factors impacting the increase in net income include an increase in the loan and lease loss provision of $183,000 which is primarily due to additional reserves required for increased inherent risk associated with a growing portfolio. There was also an additional $811,000 of non-interest expenses primarily due to increases in compensation expense. Both basic and diluted earnings per share for the three months ended September 30, 2007 increased to $0.36 from $0.35 for the same period in 2006. The increase is attributable to the increase in net income.

The annualized returns on average assets and average return on equity are 0.41% and 7.45%, respectively, for the three month period ended September 30, 2007 compared to 0.50% and 7.97%, respectively for the same time period of 2006.

Net income for the nine months ended September 30, 2007 was $2.3 million, down 16.4% from $2.8 million for the same time period in 2006. The principal factors contributing to the decline in net income are related to an increase in the provision for loan and lease losses of $1.4 million and an increase in non-interest expense of $2.4 million. Positive factors offsetting the previously mentioned reductions of income include a $2.8 million increase in net interest income and $585,000 increase in non-interest income. Basic earnings per share decreased to $0.95 from $1.15 from the same period of 2006. Diluted earnings per share decreased to $0.95 from $1.14 for the same period in 2006. The decline in earnings per share is directly related to the 16.4% decline in net income. The annualized returns on average assets and average return on equity were 0.38% and 6.65%, respectively, for the nine month period ended September 30, 2007 compared to 0.55% and 8.74%, respectively, for the same time period of 2006.

Top Line Revenue

Top line revenue is comprised of net interest income and non-interest income. This measurement is also commonly referred to as operating revenue. We use this measurement to monitor our revenue growth and as one half of the performance measurements used for our non-equity incentive plans. The growth in top line revenue exceeds our target of 12.5% growth over the prior year. Based on the current pipeline and continued investment in the infrastructure of our Corporation, we believe our target growth can be sustained through the remainder of the year. The components of top line revenue were as follows:

	For the Three Months Ended September 30,			For the Nine Months Ended September 30,		
	2007	2006	Change	2007	2006	Change
			(In Thousands)			
Net interest income	$ 5,862	$ 4,717	24.3%	$ 16,881	$ 14,047	20.2%
Non-interest income	1,101	1,004	9.7	3,259	2,674	21.9
Total top line revenue	$ 6,963	$ 5,721	21.7	$ 20,140	$ 16,721	20.4

Net Interest Income. Net interest income depends on the amounts of and yields on interest-earning assets as compared to the amounts of and rates on interest-bearing liabilities. Net interest income is sensitive to changes in market rates of interest and the asset/liability management procedures used by management in responding to such changes. The table below presents the change in net interest income resulting from change in the volume of interest-earning assets or interest-bearing liabilities and change in interest rates for the three and nine months ended September 30, 2007 compared to the same period of 2006.

	For the three months ended September 30, 2007				For the nine months ended September 30, 2007			
	Rate	Volume	Rate/ Volume	Net	Rate	Volume	Rate/ Volume	Net
	(In Thousands)							
Interest-Earning Assets								
Commercial real estate and other mortgage loans	$ 177	$ 2,156	$ 55	$ 2,388	$ 783	$ 5,488	$ 221	$ 6,492
Commercial and industrial loans	(139)	812	(30)	643	49	2,161	10	2,220
Leases	(45)	108	(16)	47	(109)	279	(31)	139
Consumer loans	(1)	3		2	(4)	15		11
Total loans and leases receivable	(8)	3,079	9	3,080	719	7,943	200	8,862
Mortgage-related securities	58	(37)	(2)	19	208	19	1	228
Investment securities	4	(14)	(2)	(12)	10	(44)	(5)	(39)
Other investments	(7)	2	(1)	(6)	(11)	(11)	2	(20)
Fed funds sold and other			28	28		39	(5)	34
Short-term investments	1			1	6	(4)		2
Total net change in income on interest-earning assets	48	3,030	32	3,110	932	7,942	193	9,067
Interest-Bearing Liabilities								
NOW accounts	(12)	190	(4)	174	82	560	29	671
Money market	(77)	173	(7)	89	195	829	33	1,057
Certificates regular	216	1,215	73	1,504	943	2,776	261	3,980
Certificates large	21	101	4	126	182	(14)	(1)	167
Total deposits	148	1,679	66	1,893	1,402	4,151	322	5,875
Junior subordinated debentures		(260)		(260)		(762)		(762)
FHLB advances	2	59	1	62	12	174	3	189
Other borrowings	48	197	25	270	182	631	118	931

Total net change in expense on interest-bearing liabilities	198	1,675	92	1,965	1,596	4,194	443	6,233
Net change in net interest income	$ (150)	$ 1,355	$ (60)	$ 1,145	$ (664)	$ 3,748	$ (250)	$ 2,834

Net interest income was $5.9 million for the three months ended September 30, 2007, up 24.3% from the same period in 2006. Net interest margin was 2.86% for the three months ended September 30, 2007 compared to 2.84% for the three months ended September 30, 2006. The yield on earning assets was 7.44% for the three months ended September 30, 2007 compared to 7.33% for the comparable period in 2006. The yield on interest-bearing liabilities was 5.01% and 4.94% for the three months ended September 30, 2007 and 2006, respectively. The improvement in net interest income is primarily attributable to favorable volume increases due to organic growth.

Interest income increased $3.1 million, or 25.6%, to $15.3 million for the three months ended September 30, 2007 compared to the same time period of the prior year primarily due to volume increases in the commercial real estate and other mortgage and commercial loan portfolios. Average loans and leases receivable increased 28.2%. The average balance of the commercial real estate and other mortgage loan portfolio was $494.0 million with a weighted average yield of 7.51% for the three months ended September 30, 2007 compared to an average balance of $376.2 million with a weighted average yield of 7.33% for the same three months of the prior year. Yields on our commercial real estate and other mortgage loan portfolio increased 18 basis points. The majority of loans in this portfolio are fixed rate in nature and are minimally impacted during a volatile interest rate market. The average balance of the commercial and industrial loan portfolio was $203.1 million with a weighted average yield of 8.84% for the three months ended September 30, 2007 compared to an average balance of $167.7 million with a weighted average yield of 9.18% for the same time period of the prior year.

The yields on our commercial and industrial loan portfolio dropped 34 basis points from the same time period one year ago. This basis point decline is partially attributable to the 50 basis point decline in the Prime rate during the month of September 2007 coupled with continued pressures to competitively price our commercial loans. Overall growth in the loan portfolio is partially attributable to the loan production office located in Oshkosh, Wisconsin which serves the Northeast region of Wisconsin coupled with the addition of new business development officers in the Madison and Milwaukee, Wisconsin markets. Yields on commercial loans also reflect the recognition of prepayment fees received on certain of our asset based lending loans.

Interest expense increased $2.0 million, or 26.4%, to $9.4 million for the three months ended September 30, 2007 compared to the same time period of 2006. The increase in interest expense was caused by increased average deposit liability balances needed to fund asset growth and the need to competitively price deposit products to attract local deposits. Shortfalls in attracting local deposits are supplemented with brokered deposits. Average deposit balances, including brokered deposits, were approximately $690.9 million at September 30, 2007 with a weighted average cost of 4.90% compared to an average balance of $549.9 million with a weighted average cost of funds of 4.79% for the same time period of 2006. Historically, our variable rate deposit liabilities, including NOW accounts and our money market accounts, were indexed to the 91 day Treasury Bill (T-Bill). Given the significant volatility in T-Bill rates during September 2007, management made the decision to change our pricing index to the Federal Funds rate. This change allowed us to continue to competitively price our products while protecting our in-market deposits and maintaining adequate liquidity within the institution. T-Bill rates were significantly lower for the three months ended September 30, 2007 when compared to the same period of 2006. However, due to our change in pricing methodology during this quarter and the relative stability of the federal funds rate during three months ended September 30, 2007, our NOW account and money market deposit yields do not reflect a large rate impact due to the declining rate environment. Rather, the majority of the increase in the interest expense on deposits is the result of adding additional brokered certificates of deposit during the third quarter of 2007 at market rates that are higher than our existing deposit base. Although overall LIBOR and Federal Funds interest rates were declining during the third quarter of 2007, brokered deposit rates did not fall as quickly due to significant demand for liquidity throughout the financial service industry as a result of liquidity issues amongst larger financial institutions that were impacted by the challenges of the sub-prime market. Interest rates on brokered deposits are fixed; however, purchases of brokered certificates are structured to match the repricing and maturity of the interest-earning asset portfolio.

Average borrowings were $60.6 million with a weighted average yield of 6.26% for the three months ended September 30, 2007 compared to $53.7 million, including junior subordinated debentures at September 30, 2006 with a weighted average yield of 6.52% for the three months ended September 30, 2006. $10.3 million of junior subordinated debentures were repaid during the fourth quarter of 2006. The decrease in the yield for borrowings is directly related to the repayment of the junior subordinated debt in 2006 replaced with subordinated notes payable at a lower rate.

Net interest margin was 2.86% for the three months ended September 30, 2007 compared to 2.84% for the comparable time period of 2006. Our net interest margin remained relatively stable primarily due to market-based pricing of assets and liabilities as well as managing the composition and duration of our interest-bearing liabilities to limit the exposure to changing rates. In addition, the change of the index of which we price our variable rate deposit products from the 91 day Treasury Bill to the Federal Funds index allows us to significantly mitigate basis risk or repricing mismatch inherent in our portfolios without implementing complicated hedging strategies to protect net interest margin in changing rate environments.

For the nine months ended September 30, 2007, net interest income was $16.9 million, up 20.2% from the same period in 2006. Net interest margin was 2.86% compared to 2.89% for the same period in the prior year. The yield on earning assets was 7.38% for the nine months ended September 30, 2007 compared to 7.11% for the nine months ended September 30, 2006. The yield on interest bearing liabilities was 4.94% and 4.64% for the nine months ended September 30, 2007 and 2006, respectively.

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Interest income increased $9.1 million, or 26.2%, to $43.8 million for the nine months ended September 30, 2007 compared to the same time period of the prior year. As shown in the rate/volume table, $7.9 million of the $9.1 million increase in interest income is attributable to favorable volume increases in our loans and leases portfolio. Average loans and leases receivable have increased 25.7%. The average balance of the commercial real estate and other mortgage loan portfolio was $467.5 million with a weighted average yield of 7.37% for the nine months ended September 30, 2007 compared to an average balance of $364.3 million with a weighted average yield of 7.08% for the nine months ended September 30, 2006. The average balance of the commercial and industrial loan portfolio was $194.4 million with a weighted average yield of 9.03% for the nine months ended September 30, 2007 compared to an average balance of $162.4 million with a weighted average yield of 8.99% for the same time period of the prior year. Similar to the explanation of third quarter activity, growth in the loan portfolio is partially attributable to the loan production office located in Oshkosh, Wisconsin which serves the Northeast region of Wisconsin coupled with the addition of new business development officers in the Madison and Milwaukee, Wisconsin markets.

Interest expense increased $6.2 million, or 30.4%, to $26.7 million for the nine months ended September 30, 2007 compared to the same time period of 2006. The increase in interest expense was primarily caused by increased average deposit liability balances needed to fund asset growth and the need to competitively price deposit products to attract local deposits. Shortfalls in attracting local deposits are offset with brokered deposits. Average deposit balances, including brokered deposits, were approximately $661.1 million at September 30, 2007 with a weighted average cost of 4.83% compared to an average balance of $537.4 million with a weighted average cost of funds of 4.49% for the same time period of 2006. Average borrowings were $59.1 million at September 30, 2007 with a weighted average yield of 6.17% for the nine months ended September 30, 2007 compared to $50.3 million, including junior subordinated debentures at September 30, 2006 with a weighted average yield of 6.31% for the same time period of the prior year. $10.3 million of junior subordinated debentures were repaid during the fourth quarter of 2006. The decrease in the yield for borrowings is a direct result of the repayment of junior subordinated debentures during 2006 with subordinated notes payable at a lower interest rate.

Net interest margin was 2.86% for the nine months ended September 30, 2007 compared to 2.89% for the comparable period of 2006. Our net interest margin remained relatively stable primarily due to market-based pricing of assets and liabilities as well as managing the composition and duration of our interest-bearing liabilities to limit the exposure to changing rates.

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Average Interest-Earning Assets, Average Interest-Bearing Liabilities and Interest Rate Spread. The tables on the following pages show the Corporation s average balances, interest, average rates, net interest margin and the spread between the combined average rates earned on interest-earning assets and average cost of interest-bearing liabilities for the periods indicated. The average balances are derived from average daily balances.

	For the Three Months Ended September 30,					
	2007			2006		
	Average balance	Interest	Average yield/cost	Average balance	Interest	Average yield/cost
	(In Thousands)					
Interest-Earning Assets						
Commercial real estate and other mortgage loans(1)	$ 493,953	$ 9,279	7.51%	$ 376,230	$ 6,891	7.33%
Commercial and industrial loans(1)	203,071	4,490	8.84	167,696	3,847	9.18
Leases	23,935	361	6.03	17,818	314	7.05
Consumer loans	2,949	47	6.38	2,740	45	6.57
Total loans and leases receivable(1)	723,908	14,177	7.83	564,484	11,097	7.86
Mortgage-related securities(2)	89,048	1,016	4.56	92,487	997	4.31
Investment securities(2)	1,701	16	3.76	3,409	28	3.29
Federal Home Loan Bank stock	2,328	16	2.75	2,127	22	4.14
Fed funds sold and other	2,104	28	5.32			0.00
Short-term investments	1,760	22	5.00	1,755	21	4.79
Total interest-earning assets	820,849	15,275	7.44	664,262	12,165	7.33
Non-interest-earning assets	32,947			30,807		
Total assets	853,796			695,069		
Interest-Bearing Liabilities						
NOW accounts	65,806	717	4.36%	48,755	543	4.45%
Money market	170,170	1,960	4.61	155,794	1,871	4.80
Certificates regular	404,661	5,139	5.08	303,267	3,635	4.79
Certificates large	50,217	648	5.16	42,095	522	4.96
Total deposits	690,854	8,464	4.90	549,911	6,571	4.79
Junior subordinated debentures				10,310	260	10.09
FHLB advances	24,471	300	4.90	19,605	238	4.86
Other borrowings	36,171	649	7.18	23,816	379	6.37
Total interest-bearing liabilities	751,496	9,413	5.01	603,642	7,448	4.94

Non-interest-bearing liabilities	54,757			47,944		
Total liabilities	806,253			651,586		
Stockholders equity	47,543			43,483		
Total liabilities and stockholders equity	$ 853,796			$ 695,069		
Net interest income/interest rate spread		$ 5,862	2.43%		$ 4,717	2.39%
Net interest-earning assets	$ 69,353			$ 60,620		
Net interest margin			2.86%			2.84%
Average interest-earning assets to average interest-bearing liabilities	109.23%			110.00%		
Return on average assets	0.41			0.50		
Return on average equity	7.45			7.97		
Average equity to average assets	5.57			6.26		
Non-interest expense to average assets	2.32			2.38		

(1) The average balances of loans and leases include non-performing loans and leases. Interest income related to non-performing loans and leases is recognized when collected.

(2) Includes amortized cost of basis of assets held and available for

sale.

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	For the Nine Months Ended September 30,					
	2007			2006		
	Average balance	Interest	Average yield/cost	Average balance	Interest	Average yield/cost
	(In Thousands)					
Interest-Earning Assets						
Commercial real estate and other mortgage loans[1]	$ 467,544	$ 25,845	7.37%	$ 364,253	$ 19,353	7.08%
Commercial and industrial loans[1]	194,431	13,164	9.03	162,372	10,944	8.99
Leases	23,434	1,118	6.36	18,230	979	7.16
Consumer loans	3,093	150	6.47	2,793	139	6.64
Total loans and leases receivable[1]	688,502	40,277	7.80	547,648	31,415	7.65
Mortgage-related securities[2]	92,350	3,116	4.50	91,749	2,888	4.20
Investment securities[2]	1,661	46	3.69	3,439	85	3.30
Federal Home Loan Bank stock	2,184	46	2.81	2,607	66	3.38
Fed funds sold and other	895	36	5.36	44	2	4.98
Short-term investments	1,582	58	4.89	1,696	56	4.40
Total interest-earning assets	787,174	43,579	7.38	647,183	34,512	7.11
Non-interest-earning assets	32,263			31,043		
Total assets	819,437			678,226		
Interest-Bearing Liabilities						
NOW accounts	68,250	2,257	4.41%	50,442	1,586	4.19%
Money market	172,617	6,039	4.66	147,989	4,982	4.49
Certificates regular	376,800	14,000	4.95	295,057	10,020	4.53
Certificates large	43,466	1,666	5.11	43,863	1,499	4.56
Total deposits	661,133	23,962	4.83	537,351	18,087	4.49
Junior subordinated debentures				10,310	762	9.85
FHLB advances	22,827	834	4.87	17,981	645	4.78
Other borrowings	36,290	1,902	6.99	21,994	971	5.89
Total interest-bearing liabilities	720,250	26,698	4.94	587,636	20,465	4.64
Non-interest-bearing liabilities	52,260			47,841		

Total liabilities	772,510			635,477		
Stockholders equity	46,927			42,749		
Total liabilities and stockholders equity	$ 819,437			678,226		
Net interest income/interest rate spread		$ 16,881	2.44%		$ 14,047	2.47%
Net interest-earning assets	$ 66,924			59,547		
Net interest margin			2.86%			2.89%
Average interest-earning assets to average interest-bearing liabilities	109.29%			110.13%		
Return on average assets	0.38			0.55		
Return on average equity	6.65			8.74		
Average equity to average assets	5.73			6.30		
Non-interest expense to average assets	2.38			2.40		

(1) The average balances of loans and leases include non-performing loans and leases. Interest income related to non-performing loans and leases is recognized when collected.

(2) Includes amortized cost of basis of assets held and available for sale.

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Non-Interest Income. Non-interest income, consisting primarily of fees earned for trust and investment services, deposit and loan related fees, changes in fair value of interest rate swaps and income from bank-owned life insurance, increased $97,000, or 9.6%, to $1.1 million for the three months ended September 30, 2007 from $1.0 million for the same period in 2006. Trust and investment services fee income increased $163,000, or 45.1%, to $524,000 for the three months ended September 30, 2007 compared to $361,000 for the same period in 2006. Fee income generated from trust assets under management increased $98,000 when comparing the three months ended September 30, 2007 and 2006, respectively. Trust assets under management increased approximately $106.7 million to $287.1 million at September 30, 2007 compared to $180.4 million at September 30, 2006, primarily due to successful sales efforts. Trust and investment service fee income also includes investment service commissions. As a result of increased client activity, and due in part to timing of commissions paid, investment service commissions increased approximately $65,000, or 92.5% when comparing the three months ended September 30, 2007 and 2006.

Non-interest income for the nine months ended September 30, 2007 increased $585,000, or 21.9%, to $3.3 million from $2.7 million for the comparable period of 2006. Similar to the explanation for the third quarter activity, non-interest income increases are primarily due to increased trust and investment services fee income. Trust and investment service fee income increased $393,000, or 38.4%, to $1.4 million for the nine months ended September 30, 2007 from $1.0 million for the nine months ended September 30, 2006. This is primarily driven by a 59.1% increase in trust assets under management. In addition, non-interest income also increased due to the 2006 negative change in fair value of interest rate swaps and net cash settlement of interest rate swaps which decreased 2006 period revenue by approximately $147,000. A majority of our interest rate swaps were terminated during the first quarter of 2006, and the remaining interest rate swaps matured in various subsequent periods. No new swaps were entered into during the last twelve months ending September 30, 2007.

Provision for Loan and Lease Losses. The provision for loan and lease losses totaled $596,000 and $413,000 for the three months ended September 30, 2007 and 2006, respectively. The provision for the nine months ended September 30, 2007 and 2006 was $1.9 million and $484,000, respectively. The increase in the provision for loan and lease losses is primarily due to the increased inherent risk associated with a growing loan and lease portfolio and an increase of specific reserves required for impaired loans, among other factors prescribed by our allowance for loan and lease loss methodology. The provision for loan and lease losses is dependent upon the credit quality of loans and leases, the increased inherent risk associated with a growing portfolio, the risk inherent in specific loan types and management s assessment of the collectibility of loans and leases under current economic conditions. There have been no material changes to our underwriting standards. In order to establish the level of the allowance for loan and lease losses, management regularly reviews its historical charge-off migration analysis and an analysis of the current level and trend of several factors that management believes provide an indication of losses in the loan and lease portfolio. These factors include delinquencies, volume, average size, average risk rating, technical defaults, geographic concentrations, industry concentrations, loans and leases on the management attention watch list, experience in the credit granting functions and changes in underwriting standards, and level of non-performing assets and related fair value of underlying collateral. Refer to **Asset Quality** for further information.

Non-Interest Expense. Non-interest expense increased $811,000, or 19.6%, to $4.9 million for the three months ended September 30, 2007 from $4.1 million for the comparable period of 2006, primarily due to an increase in compensation expense. In general, non-interest expenses are influenced by the growth of operations, with additional employees necessary to staff such growth. Compensation expense increased $663,000, or 26.4%, to $3.2 million from $2.5 million for the three months ended September 30, 2007 compared to the three months ended September 30, 2006. This increase is due to more full-time equivalent employees, higher compensation levels from normal annual salary reviews, additional compensation expense associated with share-based compensation awards, and increased healthcare costs.

Non-interest expense increased $2.4 million, or 19.9%, to $14.6 million for the nine months ended September 30, 2007 from $12.2 million for the comparable period of 2006, primarily due to an increase in compensation expense, marketing expense, professional fees, and other expenses. Compensation expense increased $1.6 million, or 21.4%, to $9.1 million for the nine months ended September 30, 2007 compared

to $7.5 million for the comparable period of 2006. As discussed earlier, the increase was due to more full-time equivalent employees (FTEs), higher compensation levels from normal annual salary reviews, additional compensation expense associated with share-based compensation awards and increased healthcare costs. We continued to invest in additional people to provide for the future growth of our Corporation. From September 2006 to September 2007, our employee count increased by 16 FTEs with an emphasis on the addition of business development officers. The majority of the positions created are bonus eligible positions, which resulted in an increased bonus accrual. We believe this investment in our people provides a strong foundation to meet our growth initiatives. Share-based compensation expense increased approximately $153,000 when comparing the nine months ended September 30, 2007 to the nine months ended September 30, 2006. We began issuing restricted share awards in 2006, and the increase in this expense represents the recognition in 2007 of nine months of expense relating to the 2006 awards that were granted periodically during fiscal year 2006. This expense will continue to grow until there are four years of expense as restricted shares generally vest over a four year period and then will only fluctuate due to factors including number of shares granted and market price at which those shares are granted.

Marketing expense increased $131,000, or 19.9%, to $788,000 for the nine months ended September 30, 2007 from $657,000 in the comparable period of 2006. The increase is due to the timing of completion of planned advertising campaigns, including those campaigns associated with market expansion, during 2007 and 2006. Professional fees increased $141,000, or 15.4%, to $1.1 million for the nine months ended September 30, 2007 from $913,000 for the comparable period of 2006. The increase was attributable to increased audit fees, directors fees and use of third party consultants to assist us with a system upgrade. Other non-interest expense increased $410,000, or 31.3%, to $1.7 million for the nine months ended September 30, 2007 from $1.3 million for the comparable period in 2006. The increase was caused by several factors including the recognition of our portion of the loss associated with Aldine Capital Fund Limited Partnership (approximately $199,000), increased legal fees and other expenses associated with defending our positions with certain loans and real estate owned (approximately $56,000), increased charitable donations (approximately $45,000), and increased training expenses (approximately $35,000). Our investment in Aldine Capital Fund Limited Partnership is accounted for under the equity method and the losses represent our pro-rata share of the operating costs given the relatively new status of this private equity partnership. Aldine Capital Fund Limited Partnership began operations in October 2006.

Income Taxes. Income tax expense was $538,000 for the three months ended September 30, 2007, with an effective rate of 37.8% compared to $309,000 with an effective rate of 26.2% for the three months ended September 30, 2006. Income tax expense was $1.3 million for the nine months ended September 30, 2007, with an effective rate of 36.0% compared to $1.3 million with an effective rate of 30.9% for the nine months ended September 30, 2006. The primary reason for the increase in the effective tax rate is due to increased state income tax expense including interest related to uncertain tax liabilities coupled with a decline in the level of tax credits.

Financial Condition

General. The total assets of the Corporation increased $99.3 million, or 12.6%, to $887.7 million at September 30, 2007 from $788.3 million at December 31, 2006, primarily in the loan and lease portfolio. The allowance for loan and lease losses was 1.34% at September 30, 2007 of gross loans and leases compared to 1.28% at December 31, 2006.

Securities. Securities available-for-sale decreased $6.8 million to $93.2 million at September 30, 2007 from $100.0 million at December 31, 2006, primarily due to principal pay-downs received. Principal pay-downs received from our collateralized mortgage obligation portfolio were used to fund loan and lease growth. Our available-for-sale investment portfolio primarily consists of collateralized mortgage obligations and is used to provide a source of liquidity while maximizing the earnings potential of the Banks assets. We purchase investment securities intended to protect our net interest margin while maintaining an acceptable risk profile. While collateralized mortgage obligations present prepayment risk and extension risk, the overall credit risk associated with these investments is minimal as approximately 47.6% of the obligations we hold were issued by government agencies and 52.4% of the obligations we hold were issued by government sponsored agencies. The securities within our portfolio are not collateralized by sub-prime mortgages.

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The estimated pre-payment streams associated with this portfolio allow us to better match our short-term liabilities. There were no sales of securities during the three and nine months ended September 30, 2007 and 2006.

The average balance of our available-for-sale portfolio for the three months ended September 30, 2007 was $90.7 million, with an average yield of 4.55%, compared to an average balance of $95.9 million, with an average yield of 4.28% for the same period last year. The average balance of our available-for-sale portfolio for the nine months ended September 30, 2007 was $94.0 million, with an average yield of 4.48%, compared to an average balance of $95.2 million, with an average yield of 4.16% for the same nine months of last year.

Loans and Leases Receivable. Loans and lease receivables, net of allowance for loan and lease losses, increased $108.7 million, or 17.0%, to $748.6 million at September 30, 2007 from $639.9 million at December 31, 2006. The Banks principally originate commercial business loans and commercial real estate loans. The overall mix of the loan and lease portfolio at September 30, 2007 remains relatively consistent with the mix at December 31, 2006 continuing with a concentration in commercial real estate mortgage loans. Growth in the loan and lease portfolio is attributable to successful sales efforts by the expanded sales team to extend credit to established and new client relationships, including production from our loan production office located in the Northeast region of Wisconsin. Our pipeline of potential new business remains strong and we expect continued growth in the loan and lease portfolio.

Allowance for loan and lease loss as a percentage of gross loans was 1.34% as of September 30, 2007 compared to 1.28% at December 31, 2006. Non-accrual loans increased to 0.41% of total loans at September 30, 2007 from 0.17% of total loans and leases at December 31, 2006. Increased inherent risk due to a growing portfolio, increased amount of non-accrual loans, increased specific reserves needed for impaired loans, and increased levels of loans on our management attention watch lists resulted in an increased loan and lease loss provision during the nine month period ending September 30, 2007. Management believes the allowance for loan and lease losses is adequate at September 30, 2007. Our non-performing assets as a percentage of total assets were 0.43% at September 30, 2007 which is lower than our peer group median. Refer to the **Asset Quality** section for more information.

Deposits. As of September 30, 2007, deposits increased $109.6 million to $749.9 million from $640.3 million at December 31, 2006. The increase during the nine months ended September 30, 2007 was primarily attributable to an increase of brokered certificates of deposit. Brokered certificates of deposit represented $414.9 million of total deposits at September 30, 2007 compared to $323.4 million of total deposits at September 30, 2006. Our net loan and lease portfolio grew $108.7 million, and we primarily funded this growth with brokered deposits. Brokered deposits are generally a lower cost source of funds when compared to the interest rates on deposits with similar terms that would need to be offered in the local markets to generate a sufficient level of funds.

Borrowings. The Corporation had borrowings, including securities sold under agreements to repurchase, of $76.6 million as of September 30, 2007 compared to $93.0 million as of December 31, 2006, a decrease of $16.3 million, or 17.6%. We use borrowings to offset variability of deposit flows and generally as a temporary funding source for the growth of our balance sheet. A primary reason for the decrease of borrowings was due to a lower level of outstanding federal funds purchased at September 30, 2007 when compared to December 31, 2006. We experienced strong growth at the end of fiscal year 2006 that was temporarily funded by federal funds purchased but was repaid upon the attainment of the appropriate level of brokered deposits. In September 2007, we also borrowed an additional $10 million of subordinated notes payable. Proceeds were used to ensure that funds are available to each of our Banks to satisfy capital requirements.

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Asset Quality

Non-performing Assets. Non-performing assets consisted of non-accrual loans and leases of $3.1 million and foreclosed property of $660,000 as of September 30, 2007. This represented approximately 0.43% of total assets as of September 30, 2007, compared to $1.1 million, or 0.14% of total assets, as of December 31, 2006. The increase in non-accrual loans is a function of the addition of four unrelated borrowers where the contractual principal and interest payments have gone 90 days past due and are related to loans where the principal source of repayment is from the sale of real estate. Adding to the increase in non-accrual loans is one commercial loan where the borrower is experiencing significant cash flow problems. Non-performing assets have also increased due to the addition of one foreclosed property, with a carrying value of $660,000, during the first quarter of 2007. Currently, First Business Bank does not expect a loss on this property. No additional significant loans have been placed on non-accrual status during the three months ended September 30, 2007.

As discussed in the results of operations, we recorded a provision for loan and lease losses of $596,000 for the three months ended September 30, 2007 compared to $413,000 provision for the three months ended September 30, 2006. For the nine month period ended September 30, 2007, we recorded a provision for loan and lease losses of $1.9 million compared to $484,000 for the comparable period of the prior year. The primary drivers of the increased provision are an increased amount of specific reserves required for impaired loans and increased inherent risk associated with a growing portfolio. There have been no significant changes to our underwriting standards. Through proactive loan and lease portfolio monitoring, management has identified weakening of key performance indicators based upon our clients financial statements which has elevated the number and amount of loans on management attention watch lists. In addition, there is an increase in non-accrual loans and leases with no specific concentration of any particular industry identified. Non-accrual loans and leases are considered an indicator of potential future losses.

The Corporation s non-accrual loans and leases consisted of the following at September 30, 2007 and December 31, 2006, respectively.

	September 30, 2007	December 31, 2006
	(In Thousands)	
Non-accrual loans	$ 3,122	$ 1,109
Non-accrual leases		
Total non-accrual loans and leases	3,122	1,109
Foreclosed properties and repossessed assets	660	
Total non-performing assets	$ 3,782	$ 1,109
Performing troubled debt restructurings	$	$
Total non-accrual loans and leases to total loans and leases	0.41%	0.17%
Total non-performing assets to total assets	0.43	0.14
Allowance for loan and lease losses to total loans and leases	1.34	1.28
Allowance for loan and lease losses to non-accrual loans and leases	326.59	748.06

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The following represents information regarding the Corporation s impaired loans:

	As of and for the Nine Months Ended September 30, 2007	As of and for the Year Ended December 31, 2006
	(In Thousands)	
Impaired loans and leases with no impairment reserves required	$ 420	$ 683
Impaired loans and leases with impairment reserves required	2,702	1,404
Total impaired loans and leases	3,122	2,087
Less:		
Impairment reserve (included in allowance for loan and lease loss)	1,432	863
Net impaired loans and leases	$ 1,690	$ 1,224
Average impaired loans and leases	$ 2,850	$ 1,444
Foregone interest income attributable to impaired loans and leases	$ 278	$ 210
Interest income recognized on impaired loans and leases	28	217
Net foregone interest income on impaired loans and leases	$ 250	$ (7)

A summary of the activity in the allowance for loan and lease losses follows:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2007	2006	2007	2006
	(In Thousands)			
Allowance at beginning of period	$ 9,598	$ 6,846	$ 8,296	$ 6,773
Recoveries:				
Commercial real estate and other mortgage	2	1	4	
Commercial			23	3
Total recoveries	2	1	27	3
Provision for loan and lease loss	596	413	1,873	484
Allowance at end of period	$ 10,196	$ 7,260	$ 10,196	$ 7,260
Allowance to average loans and leases	1.41%	1.24%	1.48%	1.24%

There were no charge-offs in the loan portfolio for the three and nine months ended September 30, 2007 or September 30, 2006.

Liquidity and Capital Resources

During the three and nine months ended September 30, 2007 and the year ended December 31, 2006, the Banks did not make dividend payments to the Corporation. The Banks are subject to certain regulatory limitations regarding their ability to pay dividends to the Corporation. Management believes that the Corporation will not be adversely affected by these dividend limitations. The Corporation s principal liquidity requirements at September 30, 2007 are the repayment of interest payments due on subordinated debentures. The Corporation expects to meet its liquidity needs through existing cash flow sources, its line of credit in the amount of $7.5 million of which $10,000 is outstanding on September 30, 2007 and through any future dividends received from the Banks. The Corporation and its subsidiaries continue to have a strong capital base and the Corporation s regulatory capital ratios continue to be above the defined minimum regulatory ratios.

We manage our liquidity to ensure that funds are available to each of our Banks to satisfy the cash flow requirements of depositors and borrowers and to ensure the Corporation s own cash requirements are met. The Banks maintain liquidity by obtaining funds from several sources.

The Banks primary sources of funds are principal and interest repayments on loans receivable and mortgage-related securities, deposits and other borrowings such as federal funds and Federal Home Loan Bank advances. The scheduled repayments of loans and the repayments of mortgage-related securities are a predictable source of funds. Deposit flows and loan prepayments, however, are greatly influenced by general interest rates, economic conditions and competition.

Brokered deposits are used by the Banks, which allows them to gather funds across a larger geographic base at price levels considered attractive. Access to such deposits allows the flexibility to not pursue single service deposit relationships in markets that have experienced some unprofitable pricing levels. There were $414.9 million of outstanding brokered deposits at September 30, 2007 compared to $323.4 million of brokered deposits as of December 31, 2006. In addition, the administrative costs associated with brokered deposits are considerably less than the administrative costs that would be incurred to administer a similar level of local deposits. Although local market deposits are expected to increase as new client relationships are established and as marketing efforts are made to increase the balances in existing clients deposit accounts, we will likely continue to use brokered deposits. In order to provide for ongoing liquidity and funding, all of the brokered deposits are certificates of deposit that do not allow for withdrawal, at the option of the depositor, before the stated maturity. In the event that there is a disruption in the availability of brokered deposits at maturity, the Banks have managed the maturity structure so that at least 90 days of maturities would be funded through other means, including but not limited to advances from the Federal Home Loan Bank, replacement with higher cost local market deposits or cash flow from borrower repayments and security maturities.

On September 26, 2007, the Federal Home Loan Bank of Chicago (FHLBC) issued a press release on Form 8-K indicating the receipt of a draft consent cease and desist order from its regulator, the Federal Housing Finance Board (Finance Board). Under the terms of the draft order, capital stock repurchases and redemptions of FHLBC stock would be prohibited until such time as may be determined by the Finance Board unless the FHLBC has received approval. The draft order also proposes that dividend declarations would also be subject to prior written approval. We currently hold, at cost, $2.4 million of FHLBC stock, all of which we believe we will ultimately be able to recover. Based upon correspondence we received from the FHLBC, also incorporated into FHLBC s 8-K, there is currently no expectation that this cease and desist order will impact the short- and long-term funding options provided by the FHLBC.

The Banks are required by federal regulation to maintain sufficient liquidity to ensure safe and sound operations. Management believes that its Banks have an acceptable liquidity percentage to match the balance of net withdrawable deposits and short-term borrowings in light of present economic conditions and deposit flows.

Under Federal law and regulation, the Corporation and the Banks are required to meet certain Tier 1 and risk-based capital requirements. Tier 1 capital generally consists of stockholders equity plus certain qualifying debentures and other specified items less intangible assets such as goodwill. Risk-based capital requirements presently address credit risk related to both recorded and off-balance sheet commitments and obligations.

As of September 30, 2007, the most recent notification from the Federal Deposit Insurance Corporation and the State of Wisconsin Department of Financial Institutions (DFI) categorized the Banks as well capitalized under the regulatory framework for prompt corrective action.

In addition, the Banks exceeded minimum net worth requirement of 6.0% as required by the State of Wisconsin at December 31, 2006.

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The following table summarizes the Corporation and Banks capital ratios and the ratios required by their federal regulators at September 30, 2007 and December 31, 2006, respectively:

	Actual		Minimum Required for Capital Adequacy Purposes		Minimum Required to be Well Capitalized Under Prompt Corrective Action Requirements	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
			(In Thousands)			
As of September 30, 2007						
Total capital (to risk-weighted assets)						
Consolidated	$87,302	10.58%	$66,044	8.00%	N/A	N/A
First Business Bank	74,435	10.19	58,421	8.00	$73,026	10.00%
First Business Bank Milwaukee	9,919	10.65	7,451	8.00	9,314	10.00
Tier 1 capital (to risk-weighted assets)						
Consolidated	$46,106	5.58%	33,022	4.00%	N/A	N/A
First Business Bank	66,761	9.14	29,211	4.00	$43,816	6.00%
First Business Bank Milwaukee	8,738	9.38	3,725	4.00	5,588	6.00
Tier 1 capital (to average assets)						
Consolidated	$46,106	5.41%	34,108	4.00%	N/A	N/A
First Business Bank	66,761	9.01	29,640	4.00	$37,050	5.00%
First Business Bank Milwaukee	8,738	7.79	4,488	4.00	5,610	5.00%

	Actual		Minimum Required for Capital Adequacy Purposes		Minimum Required to be Well Capitalized Under Prompt Corrective Action Requirements	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
			(In Thousands)			
As of December 31, 2006						
Total capital (to risk-weighted assets)						
Consolidated	$73,241	10.40%	$56,360	8.00%	N/A	N/A
First Business Bank	64,443	10.49	49,144	8.00	$61,430	10.00%
First Business Bank Milwaukee	10,205	11.31	7,218	8.00	9,022	10.00

Tier 1 capital (to risk-weighted assets)						
Consolidated	$43,944	6.24%	$28,180	4.00%	N/A	N/A
First Business Bank	57,838	9.42	24,572	4.00	$36,858	6.00%
First Business Bank Milwaukee	9,070	10.05	3,609	4.00	5,413	6.00%
Tier 1 capital (to average assets)						
Consolidated	$43,944	5.99%	$29,331	4.00%	N/A	N/A
First Business Bank	57,838	9.22	25,086	4.00	$31,358	5.00%
First Business Bank Milwaukee	9,070	8.50	4,269	4.00	5,336	5.00

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Contractual Obligations and Off-balance Sheet Arrangements

There have been no significant changes to the Corporation s contractual obligations and off-balance arrangements disclosed in our Form 10-K at December 31, 2006 with the exception of a new lease agreement signed for our loan production office located in the Northeast Region of Wisconsin. The lease begins upon completion of construction of the facility, which is expected during the fourth quarter of 2007, and provides for annual expense of $124,000 on a straight-line basis incorporating rental escalation clauses. As discussed in Note 2 of the Notes to Unaudited Consolidated Financial Statements, we have adopted the provisions of FASB interpretation No. 48, *Accounting for Uncertainty in Income Taxes* and upon adoption have a liability associated with our uncertain tax positions of approximately $1.4 million recorded in our consolidated financial statements. At this time, there is no unrecognized tax benefit that is expected to significantly increase or decrease within the next twelve months. Management continues to believe there is adequate capital and liquidity available from various sources to fund projected contractual obligations and commitments.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Interest rate risk, or market risk, arises from exposure of our financial position to changes in interest rates. It is our strategy to reduce the impact of interest rate risk on net interest margin by maintaining a favorable match between the maturities and repricing dates of interest-earning assets and interest-bearing liabilities. This strategy is monitored by the Banks respective Asset/Liability Management Committees, in accordance with policies approved by the Banks respective Board of Directors. These committees meet regularly to review the sensitivity of our assets and liabilities to changes in interest rates, liquidity needs and sources, and pricing and funding strategies.

We use two techniques to measure interest rate risk. The first is simulation of earnings. The balance sheet is modeled as an ongoing entity whereby future growth, pricing, and funding assumptions are implemented. These assumptions are modeled under different rate scenarios.

The second measurement technique used is static gap analysis. Gap analysis involves measurement of the difference in asset and liability repricing on a cumulative basis within a specified time frame. A positive gap indicates that more interest-earning assets than interest-bearing liabilities reprice/mature in a time frame and a negative gap indicates the opposite. In addition to the gap position, other determinants of net interest income are the shape of the yield curve, general rate levels, reinvestment spreads, balance sheet growth and mix, and interest rate spreads. We manage the structure of interest-earning assets and interest-bearing liabilities by adjusting their mix, yield, maturity and/or repricing characteristics based on market conditions.

The process of asset and liability management requires management to make a number of assumptions as to when an asset or liability will reprice or mature. Management believes that its assumptions approximate actual experience and considers them reasonable, although the actual amortization and repayment of assets and liabilities may vary substantially. The Corporation s economic sensitivity to change in rates at September 30, 2007 has not changed materially since December 31, 2006.

Item 4. Controls and Procedures

In accordance with Rule 13a-15(b) under the Securities Exchange Act of 1934 (the Exchange Act), as of the end of the period covered by this Form 10-Q, the Corporation s management evaluated, with the participation of the Corporation s Chief Executive Officer along with its Senior Vice President and Chief Financial Officer, the effectiveness of the design and operation of the Corporation s disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act). Based upon their evaluation of these disclosure controls and procedures, the Corporation s Chief Executive Officer and the Corporation s Senior Vice President and Chief Financial Officer have concluded that the Corporation s disclosure controls and procedures were effective as of the end of the period covered by this Form 10-Q.

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There was no change in the Corporation s internal control over financial reporting that occurred during the quarter ended September 30, 2007 that has materially affected, or is reasonably likely to materially affect, such internal control over financial reporting.

Part II. Other Information

Item 1. Legal Proceedings

From time to time, the Corporation and its subsidiaries are engaged in legal proceedings in the ordinary course of their respective businesses. Management believes that any liability arising from any such proceedings currently existing or threatened will not have a material adverse effect on the Corporation s financial position, results of operations, and cash flows.

Item 1A. Risk Factors

There have been no material changes to risk factors as previously disclosed in Item 1A. to Part 1 of the Corporation s Form 10-K filed on March 15, 2007.

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

(a) The following transactions occurred during the quarter ended September 30, 2007 pursuant to the 1993 Equity Incentive Plan. On July 20, 2007, 3,128 shares of FBFS common stock were sold for $37,254.48. This transaction was entered into pursuant to the exemption provided by Rule 701.

(b) None.

(c) Issuer Purchases of Equity Securities

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number that May Yet be Purchased Under the Plans or Programs
July 1 31, 2007				N/A
August 1 31, 2007	166	$ 19.07		N/A
September 1 30, 2007	388	$ 19.00		N/A

Item 3. Defaults Upon Senior Securities

Not applicable.

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

None

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Item 5. Other Information.

None.

Item 6. Exhibits.

(31.1) Certification of the Chief Executive Officer.
(31.2) Certification of the Senior Vice President and Chief Financial Officer.
(32) Certification of the Chief Executive Officer and Senior Vice President and Chief Financial Officer pursuant to 18 U.S.C. paragraph 1350.

Signatures

Pursuant to the requirements of Section 12 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.

FIRST BUSINESS FINANCIAL SERVICES, INC.

By: /s/ Corey A. Chambas

Corey A. Chambas
Chief Executive Officer

October 25, 2007