FIRST MERCHANTS CORP
Form 10-Q
August 09, 2012

FORM 10-Q
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

_____

[x] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE

SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2012

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE

SECURITIES EXCHANGE ACT OF 1934

For the Transition Period from _____ to _____

Commission File Number 0-17071

FIRST MERCHANTS CORPORATION
(Exact name of registrant as specified in its charter)

Indiana	35-1544218
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
200 East Jackson Street, Muncie, IN	47305-2814
(Address of principal executive offices)	(Zip code)

(Registrant's telephone number, including area code): (765) 747-1500

Not Applicable
(Former name, former address and former fiscal year,
if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [X] No [ ]

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).
Yes [X] No [ ]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one): Large accelerated filer [ ] Accelerated filer [X] Non-accelerated filer [ ] (Do not check if smaller reporting company) Smaller reporting company [ ]

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

As of July 31, 2012, there were 28,650,646 outstanding common shares of the registrant.

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PART I. FINANCIAL INFORMATION
ITEM 1. FINANCIAL STATEMENTS
CONSOLIDATED CONDENSED BALANCE SHEETS
(Dollars in thousands)

	June 30, 2012 (Unaudited)	December 31, 2011
ASSETS		
Cash and cash equivalents	$ 68,493	$ 73,312
Interest-bearing time deposits	41,760	52,851
Investment securities available for sale	547,551	518,491
Investment securities held to maturity (fair value of $413,247 and $442,469)	396,770	427,909
Mortgage loans held for sale	15,278	17,864
Loans, net of allowance for loan losses of $70,143 and $70,898	2,727,491	2,642,517
Premises and equipment	51,335	51,013
Federal Reserve and Federal Home Loan Bank stock	33,033	31,270
Interest receivable	16,506	17,723
Core deposit intangibles	8,649	9,114
Goodwill	141,357	141,357
Cash surrender value of life insurance	124,018	124,329
Other real estate owned	14,183	16,289
Tax asset, deferred and receivable	32,003	36,424
Other assets	13,996	12,613
TOTAL ASSETS	$ 4,232,423	$ 4,173,076
LIABILITIES		
Deposits:		
Noninterest-bearing	$ 684,101	$ 646,508
Interest-bearing	2,604,797	2,488,147
Total Deposits	3,288,898	3,134,655
Borrowings:		
Federal funds purchased	652	
Securities sold under repurchase agreements	160,127	156,305
Federal Home Loan Bank advances	96,847	138,095
Subordinated debentures and term loans	115,951	194,974
Total Borrowings	373,577	489,374
Interest payable	2,168	2,925
Other liabilities	32,104	31,655
Total Liabilities	3,696,747	3,658,609
COMMITMENTS AND CONTINGENT LIABILITIES		
STOCKHOLDERS' EQUITY		
Preferred Stock, no-par value, $1,000 liquidation value:		
Authorized - 500,000 shares		
Senior Non-Cumulative Perpetual Preferred Stock, Series B		
Issued and outstanding - 90,782.94 shares	90,783	90,783
Cumulative Preferred Stock, $1,000 par value, $1,000 liquidation value:		

Authorized - 600 shares		
Issued and outstanding - 125 shares	125	125
Common Stock, $.125 stated value:		
Authorized - 50,000,000 shares		
Issued and outstanding - 28,643,264 and 28,559,707 shares	3,580	3,570
Additional paid-in capital	255,632	254,874
Retained earnings	188,863	168,717
Accumulated other comprehensive loss	(3,307)	(3,602)
Total Stockholders' Equity	535,676	514,467
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 4,232,423	$ 4,173,076

See notes to consolidated condensed financial statements.

FIRST MERCHANTS CORPORATION
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CONSOLIDATED CONDENSED STATEMENTS OF INCOME
(Dollars in thousands, except per share amounts)
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
INTEREST INCOME				
Loans receivable:				
Taxable	$ 36,652	$ 37,457	$ 72,500	$ 76,195
Tax exempt	123	247	240	349
Investment securities:				
Taxable	4,468	5,040	9,042	9,587
Tax exempt	2,551	2,535	5,113	5,088
Federal funds sold		1		3
Deposits with financial institutions	28	100	53	183
Federal Reserve and Federal Home Loan Bank stock	347	341	690	682
Total Interest Income	44,169	45,721	87,638	92,087
INTEREST EXPENSE				
Deposits	3,939	5,864	8,049	12,730
Federal funds purchased	12	3	24	6
Securities sold under repurchase agreements	197	386	492	764
Federal Home Loan Bank advances	637	977	1,631	1,978
Subordinated debentures and term loans	1,331	2,644	3,273	5,285
Total Interest Expense	6,116	9,874	13,469	20,763
NET INTEREST INCOME	38,053	35,847	74,169	71,324
Provision for loan losses	4,545	5,625	9,420	11,219
NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES	33,508	30,222	64,749	60,105
OTHER INCOME				
Service charges on deposit accounts	2,893	2,997	5,712	5,776
Fiduciary activities	1,938	1,929	3,921	3,965
Other customer fees	3,150	2,634	5,736	4,869
Commission income	1,485	1,024	3,152	2,912
Earnings on cash surrender value of life insurance	662	571	2,040	1,149
Net gains and fees on sales of loans	2,314	1,030	4,266	2,903
Net realized gains on sales of available for sale securities	502	825	1,291	1,288
Other-than-temporary impairment on available for sale securities				(2,775)
Portion of loss recognized in other comprehensive income before taxes				2,375
Net impairment losses recognized in earnings				(400)
Gain on FDIC modified whole bank transaction			9,124	
Other income	221	51	581	457
Total Other Income	13,165	11,061	35,823	22,919
OTHER EXPENSES				
Salaries and employee benefits	19,641	18,560	38,995	35,736

Net occupancy	2,473	2,415	5,124	5,160
Equipment	1,656	1,677	3,461	3,460
Marketing	564	436	1,006	818
Outside data processing fees	1,506	1,458	2,882	2,903
Printing and office supplies	294	313	561	601
Core deposit amortization	480	1,101	949	2,202
FDIC assessments	862	1,451	1,979	3,555
Other real estate owned and credit-related expenses	2,122	2,843	4,308	6,038
Other expenses	4,582	4,145	8,943	7,807
Total Other Expenses	34,180	34,399	68,208	68,280
INCOME BEFORE INCOME TAX	12,493	6,884	32,364	14,744
Income tax expense	3,288	1,396	8,788	3,795
NET INCOME	9,205	5,488	23,576	10,949
Preferred stock dividends and discount accretion	(1,135)	(990)	(2,270)	(1,978)
NET INCOME AVAILABLE TO COMMON STOCKHOLDERS	$ 8,070	$ 4,498	$ 21,306	$ 8,971
Per Share Data:				
Basic Net Income Available to Common Stockholders	$ 0.28	$ 0.18	$ 0.74	$ 0.35
Diluted Net Income Available to Common Stockholders	$ 0.28	$ 0.18	$ 0.74	$ 0.35
Cash Dividends Paid	$ 0.03	$ 0.01	$ 0.04	$ 0.02
Average Diluted Shares Outstanding (in thousands)	28,815	25,783	28,782	25,773

See notes to consolidated condensed financial statements.

FIRST MERCHANTS CORPORATION
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CONSOLIDATED CONDENSED STATEMENTS OF COMPREHENSIVE INCOME
(Dollars in thousands)
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
Net Income	$ 9,205	$ 5,488	$ 23,576	$ 10,949
Other comprehensive income net of tax:				
Unrealized holding gain on securities available for sale arising during the period, net of income tax of $664, $1,099, $653, and $3,674	1,232	2,041	1,212	6,823
Unrealized loss on securities available for sale for which a portion of an other than temporary impairment has been recognized in income, net of tax of $24, $0, $31, and $844	(44)		(58)	(1,568)
Unrealized loss on cash flow hedges arising during the period, net of income tax of $567, $217, $404, and $170	(1,053)	(403)	(750)	(316)
Amortization of items previously recorded in accumulated other comprehensive income (loss), net of income tax of $113, $11, $393, and $20	209	(20)	730	(38)
Reclassification adjustment for gains included in net income net of income tax expense of $176, $289, $452, and $311	(326)	(537)	(839)	(577)
	18	1,081	295	4,324
Comprehensive Income	$ 9,223	$ 6,569	$ 23,871	$ 15,273

The components of accumulated other comprehensive loss, net of tax, included in stockholders' equity, are as follows:

	June 30, 2012	December 31, 2011
Net unrealized gain on securities available for sale	$ 18,617	$ 18,244
Net unrealized loss on securities available for sale for which a portion of an other-than-temporary impairment has been recognized in income	(3,226)	(3,168)
Net unrealized loss on cash flow hedges	(2,590)	(1,841)
Defined benefit plans	(16,108)	(16,837)
	$ (3,307)	$ (3,602)

See notes to consolidated condensed financial statements.

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CONSOLIDATED CONDENSED STATEMENT OF STOCKHOLDERS' EQUITY
(Dollars in thousands, except per share data)
(Unaudited)

	Preferred		Common Stock		Additional		Accumulated Other Comprehensive	
	Shares	Amount	Shares	Amount	Paid in Capital	Retained Earnings	Income (Loss)	Total
Balances, December 31, 2011	90,908	$ 90,908	28,559,707	$ 3,570	$ 254,874	$ 168,717	$ (3,602)	$ 514,467
Comprehensive Income								
Net Income						23,576		23,576
Other Comprehensive Income, net of tax							295	295
Cash Dividends on Common Stock ($.04 per share)						(1,160)		(1,160)
Cash Dividends on Preferred Stock under Small Business Lending Fund						(2,270)		(2,270)
Share-based Compensation			73,469	9	677			686
Stock Issued Under Employee Benefit Plans			23,495	3	222			225
Stock Issued Under Dividend Reinvestment and Stock Purchase Plan			7,625	1	86			87
Stock Redeemed			(21,032)	(3)	(227)			(230)
Balances, June 30, 2012	90,908	$ 90,908	28,643,264	$ 3,580	$ 255,632	$ 188,863	$ (3,307)	$ 535,676

See notes to consolidated condensed financial statements.

FIRST MERCHANTS CORPORATION
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CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS
(Dollars in thousands)
(Unaudited)

	June 30,	
	2012	2011
Cash Flow From Operating Activities:		
Net income	$ 23,576	$ 10,949
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for loan losses	9,420	11,219
Depreciation and amortization	2,348	2,571
Change in deferred taxes	7,452	4,697
Share-based compensation	686	718
Mortgage loans originated for sale	(177,645)	(106,979)
Proceeds from sales of mortgage loans	180,231	123,602
Gain on acquisition	(9,124)	
Gains on sales of securities available for sale	(1,291)	(1,288)
Recognized loss on other-than-temporary-impairment		400
Change in interest receivable	1,745	1,673
Change in interest payable	(1,124)	(661)
Other adjustments	1,297	10,553
Net cash provided by operating activities	$ 37,571	$ 57,454
Cash Flows from Investing Activities:		
Net change in interest-bearing deposits	$ 23,004	$ 49,351
Purchases of:		
Securities available for sale	(82,459)	(93,887)
Securities held to maturity	(566)	(75,971)
Proceeds from sales of securities available for sale	26,351	25,911
Proceeds from maturities of:		
Securities available for sale	47,379	22,237
Securities held to maturity	30,131	15,362
Change in Federal Reserve and Federal Home Loan Bank stock	(2)	2,500
Purchase of bank owned life insurance		(5,000)
Net change in loans	(4,579)	80,883
Net cash received from acquisition	17,200	
Proceeds from the sale of other real estate owned	3,437	5,349
Other adjustments	(1,216)	7,929
Net cash provided by investing activities	$ 58,680	$ 34,664
Cash Flows from Financing Activities:		
Net change in :		
Demand and savings deposits	$ 93,510	$ (12,918)
Certificates of deposit and other time deposits	(65,176)	(113,429)
Borrowings	31,755	62,351
Repayment of borrowings	(157,811)	(33,634)
Cash dividends on common stock	(1,160)	(518)
Cash dividends on preferred stock	(2,270)	(1,740)
Stock issued under dividend reinvestment and stock purchase plans	312	461

Stock redeemed	(230)	(124)
Net cash used in financing activities	$ (101,070)	$ (99,551)
Net Change in Cash and Cash Equivalents	(4,819)	(7,433)
Cash and Cash Equivalents, January 1	73,312	58,307
Cash and Cash Equivalents, June 30	$ 68,493	$ 50,874
Additional cash flow information:		
Interest paid	$ 14,226	$ 21,424
Income tax paid	$ 3,988	$ 2,977
Loans transferred to other real estate owned	$ 3,199	$ 3,814
Non-cash investing activities using trade date accounting	$ 757	$ 1,036

See notes to consolidated condensed financial statements.

FIRST MERCHANTS CORPORATION
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NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS
(Table dollars in thousands)
(Unaudited)

NOTE 1. General

Financial Statement Preparation

The significant accounting policies followed by First Merchants Corporation (the "Corporation") and its wholly owned subsidiaries for interim financial reporting are consistent with the accounting policies followed for annual financial reporting. All adjustments, which are of a normal recurring nature and are in the opinion of management necessary for a fair statement of the results for the periods reported, have been included in the accompanying consolidated condensed financial statements.

The consolidated condensed balance sheet of the Corporation as of December 31, 2011, has been derived from the audited consolidated balance sheet of the Corporation as of that date. Certain information and note disclosures normally included in the Corporation's annual financial statements, prepared in accordance with accounting principles generally accepted in the United States of America, have been condensed or omitted. These consolidated condensed financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Corporation's Form 10-K annual report filed with the Securities and Exchange Commission. The results of operations for the six months ended June 30, 2012, are not necessarily indicative of the results to be expected for the year.

NOTE 2. Purchase and Assumption

Effective February 10, 2012, the Bank assumed substantially all of the deposits and certain other liabilities and acquired certain assets of SCB Bank, a federal savings bank headquartered in Shelbyville, Indiana, from the Federal Deposit Insurance Corporation ("FDIC"), as receiver for SCB Bank (the "Acquisition"), pursuant to the terms of the Purchase and Assumption Agreement – Modified Whole Bank; All Deposits (the "Agreement"), entered into by the Bank, the FDIC as receiver of SCB Bank and the FDIC.

Under the terms of the Agreement, the Bank acquired $147.7 million in assets, including approximately $11.9 million of cash and cash equivalents, $18.9 million of marketable securities, $1.8 million in Federal Home Loan Bank stock, $113.0 million in loans and $2.1 million of premises and other assets. The Bank assumed approximately $135.7 million of liabilities, including approximately $125.7 million in customer deposits, $9.6 million of other borrowed money and $402,000 in other liabilities. These balances are book balances and do not reflect the fair value adjustments which are shown on the following table. The acquisition did not include any loss sharing agreement with the FDIC.

The bid accepted by the FDIC included no deposit premium. The assets were acquired at a discount of $29.0 million from book value. The FDIC made a payment of $17.2 million to the Bank upon the final closing date balance sheet for SCB Bank that reflected the difference between the purchase price of the assets acquired and the value of the liabilities assumed.

The Bank engaged in this transaction with the expectation that it would be immediately accretive and add a new market area with a demographic profile consistent with many of the current Indiana markets served by the Bank.

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FIRST MERCHANTS CORPORATION
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NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS
(Table dollars in thousands)
(Unaudited)

NOTE 2. Purchase and Assumption continued

The transaction was accounted for under the acquisition method of accounting in accordance with the Business Combination topic of the FASB Accounting Standards Codification ("ASC 310-20 and 310-30"). The statement of net assets and liabilities acquired as of February 10, 2012, are presented below. The assets and liabilities of SCB were recorded at the respective acquisition date provisional fair values, and identifiable intangible assets were recorded at provisional fair value.

Assets		Liabilities	
Cash and due from banks (1)	$ 29,113	Deposits:	
Investment securities, available for sale	18,896	Non-interest bearing	$ 13,715
Federal Home Loan Bank stock	1,761	NOW accounts	14,746
Loans:		Savings and money market	25,843
Commercial	51,042	Certificate of deposit	71,605
Residential mortgage	11,181	Total Deposits	125,909
Installment	31,570		
Total Loans	93,793	Federal Home Loan Bank advances	10,286
		Other liabilities	804
Premises	1,516	Total Liabilities Assumed	$ 136,999
Core deposit intangible	484		
Other assets	560	Net Gain on Acquisition	$ 9,124
Total Assets Purchased	$ 146,123		

(1) Includes $17,200,000 cash received from the FDIC.

In many cases, the fair values of assets acquired and liabilities assumed were determined by estimating cash flows expected to result from those assets and liabilities and discounting them at appropriate market rates. The most significant category of assets for which this procedure was used was acquired loans. The Bank acquired the $113.0 million loan portfolio at a fair value discount of $19.2 million. The performing portion of the portfolio, $86.3 million, had an estimated fair value of $76.5 million. The excess of expected cash flows above the fair value of the performing portion of loans will be accreted to interest income over the remaining lives of the loans in accordance with ASC 310-20.

Certain loans for which specific credit-related deterioration has occurred since origination are recorded at fair value which is derived from calculating the present value of the amounts expected to be collected. Income recognition on these loans is based on reasonable expectation about the timing and amount of cash flows to be collected. Many of the acquired loans deemed impaired and considered collateral dependent, with the timing of a sale of loan collateral indeterminate, remain on non-accrual status and have no accretable yield.

In accordance with ASC 310-30 (formerly Statement of Position ("SOP") 03-3 as of February 10, 2012, loans acquired during 2012 for which it was probable at acquisition that all contractually required payments would not be collected are as follows:

Preliminary estimate of contractually required principal and interest at acquisition	$	31,143
Preliminary estimate of contractual cash flows not expected to be collected (nonaccretable differences)		9,688
Preliminary estimate of expected cash flows at acquisition		21,455
Preliminary estimate of interest component of expected cash flows (accretable discount)		4,152
Preliminary estimate of fair value of acquired loans accounted for under ASC 310-30	$	17,303

Pro-forma statements were determined to be impracticable due to the nature of the transaction as certain assets were not purchased.

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NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS
(Table dollars in thousands)
(Unaudited)

NOTE 2. Purchase and Assumption continued

The carrying amount of these loans is included in the balance sheet amounts of loans receivable at June 30, 2012. The amounts of loans at June 30, 2012, are as follows:

	June 30, 2012
Commercial and industrial loans	$ 12,126
Agricultural production finance and other loans to farmers	1,479
Real estate loans	
Construction	91
Commercial and farmland	29,611
Residential	34,151
Individuals' loans for household and other personal expenditures	1,152
Other loans	1,025
Total	$ 79,635

Accretable yield, or income expected to be collected, is as follows:

	June 30, 2012
Beginning balance, February 10, 2012	$ 9,774
Accretions	(726)
Ending balance, June 30, 2012	$ 9,048

At June 30, 2012, specific reserves of $563,000 were included in the allowance for loan losses.

FIRST MERCHANTS CORPORATION
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NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS
(Table dollars in thousands)
(Unaudited)

NOTE 3. Investment Securities

The amortized cost, gross unrealized gains, gross unrealized losses and approximate fair values of the investment securities at the dates indicated were:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Available for sale at June 30, 2012				
U.S. Government-sponsored agency securities	$ 4,841	$ 92		$ 4,933
State and municipal	136,011	9,614	$ 28	145,597
U.S. Government-sponsored mortgage-backed securities	371,971	11,644	53	383,562
Corporate obligations	16,947	419	5,737	11,629
Equity securities	1,830			1,830
Total available for sale	531,600	21,769	5,818	547,551
Held to maturity at June 30, 2012				
State and municipal	119,222	4,250	1	123,471
U.S. Government-sponsored mortgage-backed securities	277,548	12,228		289,776
Total held to maturity	396,770	16,478	1	413,247
Total Investment Securities	$ 928,370	$ 38,247	$ 5,819	$ 960,798

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Available for sale at December 31, 2011				
U.S. Government-sponsored agency securities	$ 99	$ 18		$ 117
State and municipal	136,857	10,496		147,353
U.S. Government-sponsored mortgage-backed securities	358,928	10,086	$ 16	368,998
Corporate obligations	5,765		5,572	193
Equity securities	1,830			1,830
Total available for sale	503,479	20,600	5,588	518,491
Held to maturity at December 31, 2011				
State and municipal	120,171	3,785		123,956
U.S. Government-sponsored mortgage-backed securities	307,738	10,775		318,513
Total held to maturity	427,909	14,560		442,469
Total Investment Securities	$ 931,388	$ 35,160	$ 5,588	$ 960,960

The amortized cost and fair value of available for sale securities and held to maturity securities at June 30, 2012, by contractual maturity, are shown below. Expected maturities will differ from contractual maturities because issuers may have the right to call or prepay obligations with or without call or prepayment penalties.

	Available for Sale	Held to Maturity

	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Maturity Distribution at June 30, 2012:				
Due in one year or less	$ 5,513	$ 5,574	$ 3,345	$ 3,345
Due after one through five years	19,028	19,909	2,953	2,979
Due after five through ten years	29,106	30,906	51,873	53,415
Due after ten years	104,152	105,770	61,051	63,732
	$ 157,799	$ 162,159	$ 119,222	$ 123,471
U.S. Government-sponsored mortgage-backed securities	371,971	383,562	277,548	289,776
Equity securities	1,830	1,830		
Total Investment Securities	$ 531,600	$ 547,551	$ 396,770	$ 413,247

The carrying value of securities pledged as collateral, to secure public deposits and for other purposes, was $363,579,000 at June 30, 2012, and $299,478,000 at December 31, 2011.

The book value of securities sold under agreements to repurchase amounted to $145,705,000 at June 30, 2012, and $129,311,000 at December 31, 2011.

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NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS
(Table dollars in thousands)
(Unaudited)

NOTE 3. Investment Securities continued

Gross gains and losses on the sales and redemptions of available for sale securities, and other-than-temporary impairment ("OTTI") losses recognized for the three and six months ended June 30, 2012 and 2011 are shown below.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
Sales and Redemptions of Available for Sale Securities:				
Gross gains	$ 502	$ 825	$ 1,291	$ 1,288
Other-than-temporary impairment losses				$ 400

The Corporation's management has evaluated all securities with unrealized losses for OTTI as of June 30, 2012. The evaluations are based on the nature of the securities, the extent and duration of the loss and the intent and ability of the Corporation to hold these securities either to maturity or through the expected recovery period.

The current unrealized losses are primarily concentrated within trust preferred securities held by the Corporation. Such investments have an amortized cost of $5.9 million and a fair value of $168,000, which is less than 1 percent of the Corporation's entire investment portfolio. On all but one small pool investment, the Corporation utilized Moody's to determine their fair value.

In determining the fair value of the trust preferred securities, the Corporation utilizes a third party for portfolio accounting services, including market value input. The Corporation has obtained an understanding of what inputs are being used by the vendor in pricing the portfolio and how the vendor was classifying these securities based upon these inputs. From these discussions, the Corporation's management is comfortable that the classifications are proper. The Corporation has gained trust in the data for two reasons: (a) independent spot testing of the data is conducted by the Corporation through obtaining market quotes from various brokers on a periodic basis and (b) actual gains or loss resulting from the sale of certain securities has proven the data to be accurate over time. Discount rates used in the cash flow analysis on these variable rate securities were those margins in effect at the inception of the security added to the appropriate three-month LIBOR spot rate obtained from the forward LIBOR curve used to project future principal and interest payments. These spreads ranged from .85 percent to 1.57 percent spread over LIBOR.

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NOTE 3. Investment Securities continued

The following table shows the Corporation's investments' gross unrealized losses and fair value, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position at June 30, 2012, and December 31, 2011:

	Less than 12 Months		12 Months or Longer		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
Temporarily Impaired Investment Securities at June 30, 2012						
State and municipal	$ 4,545	$ (29)			$ 4,545	$ (29)
U.S. Government-sponsored mortgage-backed securities	7,817	(53)			7,817	(53)
Corporate obligations			$ 168	$ (5,737)	168	(5,737)
Total Temporarily Impaired Investment Securities	$ 12,362	$ (82)	$ 168	$ (5,737)	$ 12,530	$ (5,819)

	Less than 12 Months		12 Months or Longer		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
Temporarily Impaired Investment Securities at December 31, 2011						
State and municipal						
U.S. Government-sponsored mortgage-backed securities	$ 6,176	$ (16)			$ 6,176	$ (16)
Corporate obligations			$ 163	$ (5,572)	163	(5,572)
Total Temporarily Impaired Investment Securities	$ 6,176	$ (16)	$ 163	$ (5,572)	$ 6,339	$ (5,588)

Certain investments in debt and equity securities are reported in the financial statements at an amount less than their historical cost as indicated in the table below.

	June 30, 2012	December 31, 2011
Investments reported at less than historical cost:		
Historical cost	$ 18,349	$ 11,925

Fair value	$ 12,530	$ 6,339
Percent of the Corporation's available for sale and held to maturity portfolio	1.3%	0.7%

Except as discussed below, management believes the declines in fair value for these securities are temporary. Should the impairment of any of these securities become other than temporary, the cost basis of the investment will be reduced and the resulting loss recognized in net income in the period the OTTI is identified.

U.S. Government-Sponsored Mortgage-Backed Securities

The unrealized losses on the Corporation’s investment in U.S. Government-sponsored mortgage-backed securities were a result of changes in interest rates. The Corporation expects to recover the amortized cost basis over the term of the securities as the decline in market value is attributable to changes in interest rates and not credit quality. The Corporation does not intend to sell the investment and it is not more likely than not that the Corporation will be required to sell the investment before recovery of its new, lower amortized cost basis, which may be maturity. The Corporation does not consider the investment securities to be other-than-temporarily impaired at June 30, 2012.

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NOTE 3. Investment Securities continued

State and Municipal

The unrealized losses on the Corporation's investments in securities of state and political subdivisions were caused by changes in interest rates. The contractual terms of those investments do not permit the issuer to settle the securities at a price less than the amortized cost basis of the investments. The Corporation does not intend to sell the investment and it is not more likely than not that the Corporation will be required to sell the investment before recovery of its new, lower amortized cost basis, which may be maturity. The Corporation does not consider the investment securities to be other-than-temporarily impaired at June 30, 2012.

Corporate Obligations

The Corporation's unrealized losses on Corporate Obligations were due to the decline in value related to the pooled trust preferred securities, and is attributable to temporary illiquidity and the financial crisis affecting these markets, coupled with the potential credit loss resulting from the adverse change in expected cash flows. Due to the illiquidity in the market, it is unlikely that the Corporation would be able to recover its investment in these securities if the Corporation sold the securities at this time. Management has analyzed the cash flow characteristics of the securities and this analysis included utilizing the most recent trustee reports and any other relevant market information, including announcements of deferrals or defaults of trust preferred securities. The Corporation compared expected discounted cash flows, based on performance indicators of the underlying assets in the security, to the carrying value of the investment to determine if OTTI existed. The Corporation does not consider the remainder of the investment securities, which are classified as Level 3 inputs in the fair value hierarchy, to be other-than-temporarily impaired at June 30, 2012. The Corporation does not intend to sell the investment, and it is not more likely than not that the Corporation will be required to sell the investment before recovery of its new, lower amortized cost basis, which may be maturity.

Credit Losses Recognized on Investments

Certain debt securities have experienced fair value deterioration due to credit losses and other market factors. The following table provides information about debt securities for which only a credit loss was recognized in income and other losses were recorded in other comprehensive income.

	Accumulated Credit Losses in 2012	Accumulated Credit Losses in 2011
Credit losses on debt securities held:		
Balance, January 1	$ 11,355	$ 10,955
Additions related to other-than-temporary losses not previously recognized		400
Balance, June 30	$ 11,355	$ 11,355

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NOTE 4. Loans and Allowance

The Corporation's primary lending focus is small business and middle market commercial, residential real estate, auto and small consumer lending, which results in portfolio diversification. The following tables show the composition in the loan portfolio, loan grades and the allowance for loan losses excluding loans held for sale. Residential real estate loans held for sale at June 30, 2012, and December 31, 2011, were $15,278,000 and $17,864,000, respectively.

Effective February 10, 2012, the Bank assumed $113.0 million in loans as part of the Purchase and Assumption Agreement discussed in NOTE 2. PURCHASE AND ASSUMPTION included in the Notes to Consolidated Condensed Financial Statements of this Form 10-Q. This loan portfolio was acquired at a fair value discount of $19.2 million.

The following table shows the composition of the corporation's loan portfolio by loan class for the periods indicated:

	June 30, 2012	December 31, 2011
Loans:		
Commercial and industrial loans	$ 552,353	$ 532,523
Agricultural production financing and other loans to farmers	106,135	104,526
Real estate loans:		
Construction	99,588	81,780
Commercial and farm land	1,219,114	1,194,230
Residential	480,917	481,493
Home Equity	207,250	191,631
Individual's loans for household and other personal expenditures	83,933	84,172
Lease financing receivables, net of unearned income	2,976	3,555
Other loans	45,368	39,505
	2,797,634	2,713,415
Allowance for loan losses	(70,143)	(70,898)
Total Loans	$ 2,727,491	$ 2,642,517

The Corporation maintains an allowance for loan losses to cover probable credit losses identified during its loan review process. The allowance is increased by the provision for loan losses and decreased by charge offs less recoveries. All charge offs are approved by the Bank's senior loan officers or loan committees, depending on the amount of the charge off, and are reported to the Bank's Board of Directors. The Bank charges off loans when a determination is made that all or a portion of a loan is uncollectible. The allowance for loan losses is maintained through the provision for loan losses, which is a charge against earnings.

The amount provided for loan losses in a given period may be greater than or less than net loan losses, and is based on management's judgment as to the appropriate level of the allowance for loan losses. The determination of the provision amount in a given period is based on management's continuing review and evaluation of the loan portfolio, including

an internally administered loan "watch" list and an independent loan review. The evaluation takes into consideration identified credit problems, the possibility of losses inherent in the loan portfolio that are not specifically identified and management's judgment as to the impact of current economic conditions on the portfolio.

Management believes that the allowance for loan losses is adequate to cover probable incurred losses inherent in the loan portfolio at June 30, 2012. The process for determining the adequacy of the allowance for loan losses is critical to the Corporation's financial results. It requires management to make difficult, subjective and complex judgments, as estimates about the effect of uncertain matters are needed. The allowance for loan losses considers current factors, including economic conditions and ongoing internal and external examination processes, and will increase or decrease as deemed necessary to ensure the allowance for loan losses remains adequate. In addition, the allowance as a percentage of charge offs and nonperforming loans will change at different points in time based on credit performance, loan mix and collateral values.

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NOTE 4. Loans and Allowance continued

The historical loss allocation for loans not deemed impaired according to ASC 310 is the product of the volume of loans within the non-impaired criticized and non-criticized risk grade classifications, each segmented by call code, and the historical loss factor for each respective classification and call code segment. The historical loss factors are based upon actual loss experience within each risk and call code classification. The historical look back period for non-criticized loans looks to the most recent rolling-four-quarter average and aligns with the look back period for non-impaired criticized loans. Each of the rolling four quarter periods used to obtain the average, include all charge offs for the previous twelve-month period, therefore the historical look back period includes seven quarters. The resulting allocation is reflective of current conditions. Criticized loans are grouped based on the risk grade assigned to the loan. Loans with a special mention grade are assigned a loss factor, and loans with a classified grade but not impaired are assigned a separate loss factor. The loss factor computation for this allocation includes a segmented historical loss migration analysis of criticized risk grades to charge off.

In addition to the specific reserves and historical loss components of the allowance, consideration is given to various environmental factors to help ensure that losses inherent in the portfolio are reflected in the allowance for loan losses. The environmental component adjusts the historical loss allocations for commercial and consumer loans to reflect relevant current conditions that, in management’s opinion, have an impact on loss recognition. Environmental factors that management reviews in the analysis include: national and local economic trends and conditions; trends in growth in the loan portfolio and growth in higher risk areas; levels of, and trends in, delinquencies and non-accruals; experience and depth of lending management and staff; adequacy of, and adherence to, lending policies and procedures including those for underwriting; industry concentrations of credit; and adequacy of risk identification systems and controls through the internal loan review and internal audit processes.

The risk characteristics of the Corporation’s material portfolio segments are as follows:

Commercial

Commercial loans are primarily based on the identified cash flows of the borrower and secondarily on the underlying collateral provided by the borrower. The cash flows of borrowers, however, may not be as expected and the collateral securing these loans may fluctuate in value. Most commercial loans are secured by the assets being financed or other business assets such as accounts receivable or inventory and may incorporate a personal guarantee; however, some short-term loans may be made on an unsecured basis. In the case of loans secured by accounts receivable, the availability of funds for the repayment of these loans may be substantially dependent on the ability of the borrower to collect amounts due from its customers.

Commercial real estate

These loans are viewed primarily as cash flow loans and secondarily as loans secured by real estate. Commercial real estate lending typically involves higher loan principal amounts and the repayment of these loans is generally dependent on the successful operation of the property securing the loan or the business conducted on the property securing the loan. Commercial real estate loans may be more adversely affected by conditions in the real estate markets or in the general economy. Management monitors and evaluates commercial real estate loans based on

collateral and risk grade criteria. In addition, management tracks the level of owner-occupied commercial real estate loans versus non-owner occupied loans.

Residential and Consumer

With respect to residential loans that are secured by 1-4 family residences and are generally owner occupied, the Corporation generally establishes a maximum loan-to-value ratio and requires PMI if that ratio is exceeded. Home equity loans are typically secured by a subordinate interest in 1-4 family residences, and consumer loans are secured by consumer assets such as automobiles or recreational vehicles. Some consumer loans are unsecured such as small installment loans and certain lines of credit. Repayment of these loans is primarily dependent on the personal income and credit rating of the borrowers, which can be impacted by economic conditions in their market areas such as unemployment levels. Repayment can also be impacted by changes in property values on residential properties. Risk is mitigated by the fact that the loans are of smaller individual amounts and spread over a large number of borrowers.

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NOTE 4. Loans and Allowance continued

The following tables summarize changes in the allowance for loan losses by loan segment for the three and six months ended June 30, 2012 and June 30, 2011:

	Three Months Ended June 30, 2012					
	Commercial	Real Estate Commercial	Consumer	Residential	Finance Leases	Total
Allowance for loan losses:						
Balances, April 1	$ 15,574	$ 37,907	$ 2,805	$ 14,083		$ 70,369
Provision for losses	4,325	(750)	(177)	1,147		4,545
Recoveries on loans	519	1,636	168	481		2,804
Loans charged off	(2,627)	(3,660)	(365)	(923)		(7,575)
Balances, June 30, 2012	$ 17,791	$ 35,133	$ 2,431	$ 14,788		$ 70,143

	Six Months Ended June 30, 2012					
	Commercial	Real Estate Commercial	Consumer	Residential	Finance Leases	Total
Allowance for loan losses:						
Balances, January 1	$ 17,731	$ 37,919	$ 2,902	$ 12,343	$ 3	$ 70,898
Provision for losses	4,902	1,028	(161)	3,655	(4)	9,420
Recoveries on loans	667	1,864	376	794	1	3,702
Loans charged off	(5,509)	(5,678)	(686)	(2,004)		(13,877)
Balances, June 30, 2012	$ 17,791	$ 35,133	$ 2,431	$ 14,788		$ 70,143

	Three Months Ended June 30, 2011					
	Commercial	Real Estate Commercial	Consumer	Residential	Finance Leases	Total
Allowance for loan losses:						
Balances, April 1	$ 30,206	$ 37,240	$ 3,098	$ 10,371	$ 21	$ 80,936
Provision for losses	(11,993)	14,264	(253)	3,617	(10)	5,625
Recoveries on loans	6,351	545	332	225	3	7,456
Loans charged off	(849)	(13,381)	(318)	(2,336)		(16,884)
Balances, June 30, 2011	$ 23,715	$ 38,668	$ 2,859	$ 11,877	$ 14	$ 77,133

	Six Months Ended June 30, 2011					
	Commercial	Real Estate Commercial	Consumer	Residential	Finance Leases	Total
Allowance for loan losses:						
Balances, January 1	$ 32,508	$ 36,341	$ 3,622	$ 10,408	$ 98	$ 82,977

Provision for losses	(13,875)	21,190	(468)	4,459	(87)	11,219
Recoveries on loans	6,998	866	618	697	3	9,182
Loans charged off	(1,916)	(19,729)	(913)	(3,687)		(26,245)
Balances, June 30, 2011	$ 23,715	$ 38,668	$ 2,859	$ 11,877	$ 14	$ 77,133

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NOTE 4. Loans and Allowance continued

The following table shows the Corporation's allowance for credit losses and loan portfolio by loan segment for the periods indicated:

	June 30, 2012					
	Commercial	Commercial Real Estate	Consumer	Residential	Finance Leases	Total
Allowance Balances:						
Individually evaluated for impairment	$ 2,447	$ 2,202		$ 1,427		$ 6,076
Collectively evaluated for impairment	15,344	32,931	$ 2,431	13,361		64,067
Total Allowance for Loan Losses	$ 17,791	$ 35,133	$ 2,431	$ 14,788		$ 70,143
Loan Balances:						
Individually evaluated for impairment	$ 16,596	$ 56,343	$ 139	$ 15,204		$ 88,282
Collectively evaluated for impairment	687,260	1,262,359	83,794	672,963	$ 2,976	2,709,352
Total Loans	$ 703,856	$ 1,318,702	$ 83,933	$ 688,167	$ 2,976	$ 2,797,634

	December 31, 2011					
	Commercial	Commercial Real Estate	Consumer	Residential	Finance Leases	Total
Allowance Balances:						
Individually evaluated for impairment	$ 4,701	$ 2,504		$ 733		$ 7,938
Collectively evaluated for impairment	13,030	35,415	$ 2,902	11,610	$ 3	62,960
Total Allowance for Loan Losses	$ 17,731	$ 37,919	$ 2,902	$ 12,343	$ 3	$ 70,898
Loan Balances:						
Individually evaluated for impairment	$ 18,793	$ 51,980		$ 12,546		$ 83,319
Collectively evaluated for impairment	657,760	1,224,031	$ 84,172	660,578	$ 3,555	2,630,096
Total Loans	$ 676,553	$ 1,276,011	$ 84,172	$ 673,124	$ 3,555	$ 2,713,415

Loans are reclassified to a non-accruing status when, in management's judgment, the collateral value and financial condition of the borrower do not justify accruing interest. Interest previously recorded, but not deemed collectible, is reversed and charged against current income. Payments subsequently received on nonaccrual loans are applied to principal. A loan is returned to accrual status when principal and interest are no longer past due and collectability is probable, typically after a minimum of six consecutive months of performance. Payments received on impaired accruing or delinquent loans are applied to interest income as accrued.

The following table summarizes the Corporation's non-accrual loans by loan class for the periods indicated:

	June 30, 2012	December 31, 2011
Commercial and Industrial	$ 13,723	$ 12,246
Agriculture production financing and other loans		
Real Estate Loans:		
Construction	7,630	8,990
Commercial and farm land	26,838	31,093
Residential	12,583	14,805
Home Equity	1,855	1,896
Individuals loans for household and other personal expenditures	146	1
Lease financing receivables, net of unearned income	345	
Other Loans	7	561
Total	$ 63,127	$ 69,592

Impaired loans include all non-accrual loans and renegotiated loans as well as substandard, doubtful and loss grade loans that were still accruing but deemed impaired according to guidance set forth in ASC 310. Also included in impaired loans are accruing loans that are contractually past due 90 days or more. A loan is deemed impaired when, based on current information or events, it is probable that all amounts due of principal and interest according to the contractual terms of the loan agreement will not be collected.

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NOTE 4. Loans and Allowance continued

Impaired loans are measured by the present value of expected future cash flows or the fair value of the collateral of the loans, if collateral dependent. The fair value for impaired loans is measured based on the value of the collateral securing those loans and is determined using several methods. The fair value of real estate is generally based on appraisals by qualified licensed appraisers. The appraisers typically determine the value of the real estate by utilizing an income or market valuation approach. If an appraisal is not available, the fair value may be determined by using a cash flow analysis. Fair value on other collateral, such as business assets, is typically valued by using financial information such as financial statements and aging reports provided by the borrower and is discounted as considered appropriate.

The following table shows the composition of the Corporation's commercial impaired loans by loan class as of June 30, 2012:

	June 30, 2012			Three Months Ended June 30, 2012		Six Months Ended June 30, 2012	
	Unpaid Principal Balance	Recorded Investment	Related Allowance	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
Impaired loans with no related allowance:							
Commercial and industrial	$ 26,307	$ 10,487		$ 11,411	$ 39	$ 12,418	$ 64
Real Estate Loans:							
Construction	12,309	7,197		8,040	16	8,581	29
Commercial and farm land	57,740	38,884		41,084	315	42,615	575
Residential	8,372	5,589		5,815	15	6,072	26
Home equity	3,754	567		570	3	585	6
Individuals loans for household and other personal expenditures	283	139		139		139	
Other loans	91	18		18		19	
Total	$ 108,856	$ 62,881		$ 67,077	$ 388	$ 70,429	$ 700
Impaired loans with related allowance:							
Commercial and industrial	$ 6,523	$ 6,091	$ 2,447	$ 6,111	$ 11	$ 6,136	$ 21
Real Estate Loans:							
Construction	2,176	1,931	235	1,931		1,936	
	9,671	8,330	1,967	8,369	45	8,505	89

Commercial and farm land							
Residential	2,115	2,008	552	2,012	19	1,993	38
Home equity							
Individuals loans for household and other personal expenditures							
Other loans							
Total	$ 20,485	$ 18,360	$ 5,201	$ 18,423	$ 75	$ 18,570	$ 148
Total Impaired Loans	$ 129,341	$ 81,241	$ 5,201	$ 85,500	$ 463	$ 88,999	$ 848

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NOTE 4. Loans and Allowance continued

The following table shows the composition of the Corporation's commercial impaired loans by loan class as of December 31, 2011:

	December 31,2011				
	Unpaid Principal Balance	Recorded Investment	Related Allowance	Average Recorded Investment	Interest Income Recognized
Impaired loans with no related allowance:					
Commercial and industrial	$ 23,364	$ 10,116		$ 13,399	$ 615
Real Estate Loans:					
Construction	14,301	7,701		8,836	
Commercial and farm land	49,242	34,571		39,032	591
Residential	7,491	6,185		6,539	20
Home equity	4,425	1,241		1,500	15
Individuals loans for household and other personal expenditures					
Other loans	99	21		24	
Total	$ 98,922	$ 59,835		$ 69,330	$ 1,241
Impaired loans with related allowance:					
Commercial and industrial	$ 8,691	$ 8,104	$ 4,142	$ 8,196	$ 174
Real Estate Loans:					
Construction	961	961	321	961	
Commercial and farm land	12,115	8,748	2,183	10,028	140
Residential	1,888	1,575	391	1,687	7
Home equity					
Individuals loans for household and other personal expenditures					
Other loans	579	552	559	590	
Total	$ 24,234	$ 19,940	$ 7,596	$ 21,462	$ 321
Total Impaired Loans	$ 123,156	$ 79,775	$ 7,596	$ 90,792	$ 1,562

In addition to the impaired loans outlined above, the Corporation has identified $7,040,000 in non-accrual residential mortgage loans which have been deemed impaired in accordance with ASC 310. Specific reserves totaling $875,000 have been set on 40 of these loans with a total principal balance of $2,954,000.

As part of the ongoing monitoring of the credit quality of the Corporation's loan portfolio, management tracks certain credit quality indicators including trends related to: (i) the level of criticized commercial loans, (ii) net charge offs, (iii) non-performing loans and (iv) the general national and local economic conditions.

The Corporation utilizes a risk grading of pass, special mention, substandard, doubtful and loss to assess the overall credit quality of large commercial loans. All large commercial credit grades are reviewed at a minimum of once a year for pass grade loans. Loans with grades below pass are reviewed more frequently depending on the grade. A description of the general characteristics of these grades is as follows:

- Pass – Loans that are considered to be of acceptable credit quality.

- Special Mention – Loans which possess some credit deficiency or potential weakness, which deserves close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the asset or in the Corporation's credit position at some future date. Special mention assets are not adversely classified and do not expose the Corporation to sufficient risk to warrant adverse classification. Such loans pose an unwarranted financial risk that, if not corrected, could weaken the loan adversely impacting the future repayment ability of the borrower. The key distinctions of this category's classification are that it is indicative of an unwarranted level of risk; and weaknesses are considered "potential", not "defined", impairments to the primary source of repayment. Examples include businesses that may be suffering from inadequate management, loss of key personnel or significant customer or litigation.

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NOTE 4. Loans and Allowance continued

- Substandard – A substandard loan is inadequately protected by the current net worth and paying capacity of the obligor or of the collateral pledged, if any. Assets so classified have a well-defined weakness that jeopardizes the liquidation of the debt. They are characterized by the distinct possibility that the Corporation will sustain some loss if the deficiencies are not corrected. Other characteristics may include:
  - the likelihood that a loan will be paid from the primary source of repayment is uncertain or financial deterioration is underway and very close attention is warranted to ensure that the loan is collected without loss,
  - the primary source of repayment is gone, and the Corporation is forced to rely on a secondary source of repayment, such as collateral liquidation or guarantees,
  - loans have a distinct possibility that the Corporation will sustain some loss if deficiencies are not corrected,
  - unusual courses of action are needed to maintain a high probability of repayment,
  - the borrower is not generating enough cash flow to repay loan principal; however, it continues to make interest payments,
  - the Corporation is forced into a subordinated or unsecured position due to flaws in documentation,
  - loans have been restructured so that payment schedules, terms and collateral represent concessions to the borrower when compared to the normal loan terms,
  - the Corporation is seriously contemplating foreclosure or legal action due to the apparent deterioration of the loan, and
  - there is significant deterioration in market conditions to which the borrower is highly vulnerable.
- Doubtful – Loans that have all of the weaknesses of those classified as Substandard. However, based on currently existing facts, conditions and values, these weaknesses make full collection of principal highly questionable and improbable. Other credit characteristics may include the primary source of repayment is gone or there is considerable doubt as to the quality of the secondary sources of repayment. The possibility of loss is high, but because of certain important pending factors that may strengthen the loan, loss classification is deferred until the exact status of repayment is known.
- Loss – Loans that are considered uncollectible and of such little value that continuing to carry them as an asset is not warranted. Loans will be classified as Loss when it is neither practical not desirable to defer writing off or reserving all or a portion of a basically worthless asset, even though partial recovery may be possible at some time in the future.

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NOTE 4. Loans and Allowance continued

The following table summarizes the credit quality of the Corporation's loan portfolio, by loan class for the periods indicated. Consumer Non-Performing loans include accruing consumer loans 90 plus days delinquent and consumer non-accrual loans. The entire balance of a loan is considered delinquent if the minimum payment contractually required to be made is not received by the specified date.

	June 30, 2012						
	Commercial Pass	Commercial Special Mention	Commercial Substandard	Commercial Doubtful	Consumer Performing	Consumer Non-Performing	Total Loans
Commercial and industrial	$ 485,220	$ 37,086	$ 25,293	$ 4,754			$ 552,353
Agriculture production financing and other loans	105,269	352	514				106,135
Real Estate Loans:							
Construction	76,112	2,116	21,246			$ 114	99,588
Commercial and farm land	1,079,776	45,377	93,101	802		58	1,219,114
Residential	132,361	9,552	16,885	459	$ 314,191	7,469	480,917
Home equity	14,543	1,298	1,778		188,108	1,523	207,250
Individuals loans for household and other personal expenditures					83,925	8	83,933
Lease financing receivables, net of unearned income					2,976		2,976
Other loans	45,314	11	43				45,368
Total	$ 1,938,595	$ 95,792	$ 158,860	$ 6,015	$ 589,200	$ 9,172	$ 2,797,634

	December 31, 2011						
	Commercial Pass	Commercial Special Mention	Commercial Substandard	Commercial Doubtful	Consumer Performing	Consumer Non Performing	Total Loans
Commercial and industrial	$ 478,885	$ 22,405	$ 28,025	$ 3,208			$ 532,523
Agriculture production financing and other loans	101,289	1,582	1,655				104,526
Real Estate Loans:							
Construction	47,611	3,672	22,376		$ 7,762	$ 359	81,780

Commercial and farm land	1,033,397	54,697	103,330	1,724	1,035	47	1,194,230
Residential	139,237	9,175	16,699	500	308,306	7,576	481,493
Home equity	15,912	499	3,317		170,776	1,127	191,631
Individuals loans for household and other personal expenditures					84,121	51	84,172
Lease financing receivables, net of unearned income					3,555		3,555
Other loans	38,917	15	21	552			39,505
Total	$ 1,855,248	$ 92,045	$ 175,423	$ 5,984	$ 575,555	$ 9,160	$ 2,713,415

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NOTE 4. Loans and Allowance continued

The following table shows a past due aging of the Corporation's loan portfolio, by loan class for June 30, 2012, and December 31, 2011:

	June 30, 2012						
	Current	30-59 Days Past Due	60-89 Days Past Due	Loans > 90 Days And Accruing	Non-Accrual	Total Past Due & Non-Accrual	Total Loans
Commercial and industrial	$ 535,910	$ 2,086	$ 506	$ 128	$ 13,723	$ 16,443	$ 552,353
Agriculture production financing and other loans	106,135						106,135
Real Estate Loans:							
Construction	91,751	202		5	7,630	7,837	99,588
Commercial and farm land	1,184,882	5,095	2,122	177	26,838	34,232	1,219,114
Residential	459,104	6,967	1,936	327	12,583	21,813	480,917
Home equity	203,794	904	669	28	1,855	3,456	207,250
Individuals loans for household and other personal expenditures	83,065	649	73		146	868	83,933
Lease financing receivables, net of unearned income	2,631				345	345	2,976
Other loans	45,361				7	7	45,368
Total	$ 2,712,633	$ 15,903	$ 5,306	$ 665	$ 63,127	$ 85,001	$ 2,797,634

	December 31, 2011						
	Current	30-59 Days Past Due	60-89 Days Past Due	Loans > 90 Days And Accruing	Non-Accrual	Total Past Due & Non-Accrual	Total Loans
Commercial and industrial	$ 518,764	$ 1,332	$ 135	$ 46	$ 12,246	$ 13,759	$ 532,523
Agriculture production financing and other loans	104,464	62				62	104,526

Real Estate Loans:							
Construction	69,305	328	3,126	31	8,990	12,475	81,780
Commercial and farm land	1,140,897	16,457	5,783		31,093	53,333	1,194,230
Residential	458,925	5,485	2,087	191	14,805	22,568	481,493
Home equity	187,788	1,096	590	261	1,896	3,843	191,631
Individuals loans for household and other personal expenditures	82,837	1,075	208	51	1	1,335	84,172
Lease financing receivables, net of unearned income	3,555						3,555
Other loans	38,944				561	561	39,505
Total	$ 2,605,479	$ 25,835	$ 11,929	$ 580	$ 69,592	$ 107,936	$ 2,713,415

See the information regarding the analysis of loan loss experience in the Loan Quality/Provision for Loan Losses section of Management's Discussion and Analysis of Financial Condition and Results of Operations included as ITEM 2 of this Form 10-Q.

Given recent economic conditions, borrowers of all types are experiencing declines in income and cash flow. As a result, borrowers are occasionally seeking to reduce contractual cash outlays including debt payments. Concurrently, in an effort to preserve and protect its earning assets, specifically troubled loans, the Corporation is working to maintain its relationship with certain customers who are experiencing financial difficulty by contractually modifying the borrower's debt agreement with the Corporation. In certain loan restructuring situations, the Corporation may grant a concession to a debtor experiencing financial difficulty, resulting in a trouble debt restructuring. A concession is deemed to be granted when, as a result of the restructuring, the Corporation does not expect to collect all amounts due, including interest accrued at the original contract rate. If the payment of principal at original maturity is primarily dependent on the value of collateral, the current value of the collateral is considered in determining whether the principal will be paid.

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NOTE 4. Loans and Allowance continued

The following tables summarize troubled debt restructurings that occurred during the periods indicated:

	Three Months Ended June 30, 2012			Six Months Ended June 30, 2012		
	Pre-Modification Recorded Balance	Post-Modification Recorded Balance	Number of Loans	Pre-Modification Recorded Balance	Post-Modification Recorded Balance	Number of Loans
Commercial and industrial	$ 166	$ 166	2	$ 405	$ 405	4
Real Estate Loans:						
Construction	491	350	1	491	350	1
Commercial and farm land	730	735	4	2,508	2,369	6
Residential	1,733	1,598	11	1,957	1,822	15
Total	$ 3,120	$ 2,849	18	$ 5,361	$ 4,946	26

The following table shows the recorded investment, as of June 30, 2012, of troubled debt restructurings that occurred during the periods indicated:

	Three Months Ended June 30, 2012			
	Term Modification	Rate Modification	Combination	Total Modification
Commercial and industrial			$ 31	$ 31
Real Estate Loans:				
Construction			346	346
Commercial and farm land	$ 82		599	681
Residential	531	$ 258	720	1,509
Total	$ 613	$ 258	$ 1,696	$ 2,567

	Six Months Ended June 30, 2012			
	Term Modification	Rate Modification	Combination	Total Modification
Commercial and industrial	$ 238		$ 31	$ 269
Real Estate Loans:				
Construction			346	346
Commercial and farm land	1,717		599	2,316
Residential	531	$ 258	944	1,733

Total	$ 2,486	$ 258	$ 1,920	$ 4,664

Residential real estate loans account for 61 percent and 58 percent of the troubled debt restructured loans made in the three and six months ended June 30, 2012, respectively. Seven and ten troubled debt restructured loans made during the three and six months ended June 30, 2012, respectively, are in non accrual status.

The following table summarizes troubled debt restructures that occurred between July 1, 2011, and June 30, 2012, subsequently defaulted during the period indicated:

	Three Months Ended June 30, 2012		Six Months Ended June 30, 2012	
	Number of Loans	Recorded Balance	Number of Loans	Recorded Balance
Commercial and Industrial			1	$ 46
Real Estate Loans:				
Construction				
Commercial and farm land	2	$ 445	3	1,203
Residential	5	2,283	5	2,283
Total	7	$ 2,728	9	$ 3,532

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NOTE 4. Loans and Allowance continued

For potential consumer loan restructures, impairment evaluation occurs prior to modification. Any subsequent impairment is typically addressed through the charge off process, or may be addressed through a specific reserve. Consumer troubled debt restructurings are generally included in the general historical allowance for loan loss at the post modification balance. Consumer non-accrual and delinquent troubled debt restructurings are also considered in the calculation of the non-accrual and delinquency trend environmental allowance allocation. Commercial troubled debt restructured loans risk graded special mention, substandard, doubtful and loss are individually evaluated for impairment under ASC 310. Any resulting specific reserves are included in the allowance for loan losses. Commercial 30 – 89 day delinquent troubled debt restructurings are included in the calculation of the delinquency trend environmental allowance allocation. All commercial non-impaired loans, including non-accrual and 90+ day delinquents, are included in the ASC 450 loss migration analysis.

NOTE 5. Derivative Financial Instruments

Risk Management Objective of Using Derivatives

The Corporation is exposed to certain risks arising from both its business operations and economic conditions. The Corporation principally manages its exposures to a wide variety of business and operational risks through management of its core business activities. The Corporation manages economic risks, including interest rate, liquidity, and credit risk, primarily by managing the amount, sources, and duration of its assets and liabilities and through the use of derivative financial instruments. Specifically, the Corporation enters into derivative financial instruments to manage exposures that arise from business activities that result in the receipt or payment of future known and uncertain cash amounts, the value of which are determined by interest rates. The Corporation's derivative financial instruments are used to manage differences in the amount, timing, and duration of the Corporation's known or expected cash payments principally related to certain variable-rate liabilities. The Corporation also has derivatives that are a result of a service the Corporation provides to certain qualifying customers, and, therefore, are not used to manage interest rate risk in the Corporation's assets or liabilities.

Cash Flow Hedges of Interest Rate Risk

The Corporation's objectives in using interest rate derivatives are to add stability to interest expense and to manage its exposure to interest rate movements. To accomplish these objectives, the Corporation primarily uses interest rate swaps and interest rate caps as part of its interest rate risk management strategy. Interest rate swaps designated as cash flow hedges involve the payment of fixed amounts to a counterparty in exchange for the Corporation receiving variable payments over the life of the agreements without exchange of the underlying notional amount. Interest rate caps designated as cash flow hedges involve the receipt of variable amounts from a counterparty if interest rates rise above the strike rate on the contract in exchange for an up-front premium. As of June 30, 2012, the Corporation had two interest rate swaps with a notional amount of $26.0 million and one interest rate cap with a notional amount of $13.0 million that were designated as cash flow hedges. As of June 30, 2011, the Corporation had one interest rate swap with a notional amount of $13.0 million and one interest rate cap with a notional amount of $13.0 million that were designated as cash flow hedges.

Cash Flow Hedges of Interest Rate Risk continued

The effective portion of changes in the fair value of derivatives designated and that qualify as cash flow hedges is recorded in accumulated other comprehensive income and is subsequently reclassified into earnings in the period that the hedged forecasted transaction affects earnings. During 2012, such derivatives were used to hedge the forecasted LIBOR-based outflows associated with existing trust preferred securities when the outflows convert from a fixed rate to variable rate in September of 2012. The ineffective portion of the change in fair value of the derivatives is recognized directly in earnings. During the three and six months ended June 30, 2012, and 2011, the Corporation did not recognize any ineffectiveness.

Amounts reported in accumulated other comprehensive income related to derivatives will be reclassified to interest expense as interest payments are made on the Corporation’s variable-rate liabilities. During the next twelve months, the Corporation does not expect to reclassify any amounts from accumulated other comprehensive income to interest expense.

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NOTE 5. Derivative Financial Instruments continued

Non-designated Hedges

The Corporation does not use derivatives for trading or speculative purposes. Derivatives not designated as hedges are not speculative and result from a service the Corporation provides to certain customers. The Corporation executes interest rate swaps with commercial banking customers to facilitate their respective risk management strategies. Those interest rate swaps are simultaneously hedged by offsetting interest rate swaps that the Corporation executes with a third party, such that the Corporation minimizes its net risk exposure resulting from such transactions. As the interest rate swaps associated with this program do not meet the strict hedge accounting requirements, changes in the fair value of both the customer swaps and the offsetting swaps are recognized directly in earnings. As of June 30, 2012, the notional amount of customer-facing swaps was approximately $121,710,000. This amount is offset with third party counterparties, as described above.

Fair Values of Derivative Instruments on the Balance Sheet

The table below presents the fair value of the Corporation's derivative financial instruments, as well as their classification on the Balance Sheet, as of June 30, 2012, and December 31, 2011.

	Asset Derivatives				Liability Derivatives			
	June 30, 2012		December 31, 2011		June 30, 2012		December 31, 2011	
	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
Derivatives designated as hedging instruments:								
Interest rate contracts	Other Assets	$ 243	Other Assets	$ 424	Other Liabilities	$ 3,277	Other Liabilities	$ 2,305
Derivatives not designated as hedging instruments:								
Interest rate contracts	Other Assets	$ 5,552	Other Assets	$ 5,241	Other Liabilities	$ 5,859	Other Liabilities	$ 5,492

Effect of Derivative Instruments on the Income Statement

The tables below present the effect of the Corporation's derivative financial instruments on the Income Statement for the three and six months ended June 30, 2012, and 2011.

Derivatives Not Designated as	Location of Gain (Loss) Recognized Income on	Amount of Gain (Loss) Recognized Income on	Amount of Gain (Loss) Recognized Income on

Hedging Instruments under ASC 815-10	Derivative	Derivative	Derivative
		Three Months Ended June 30, 2012	Six Months Ended June 30, 2011
Interest rate contracts	Other income	$ (58)	$ (55)

Derivatives Not Designated as Hedging Instruments under ASC 815-10	Location of Gain (Loss) Recognized Income on Derivative	Amount of Gain (Loss) Recognized Income on Derivative Three Months Ended June 30, 2011	Amount of Gain (Loss) Recognized Income on Derivative Six Months Ended June 30, 2011
Interest rate contracts	Other income	$ (21)	$ 2

The Corporation’s exposure to credit risk occurs because of nonperformance by its counterparties. The counterparties approved by the Corporation are usually financial institutions, which are well capitalized and have credit ratings through Moody’s and/or Standard & Poor’s, at or above investment grade. The Corporation’s control of such risk is through quarterly financial reviews, comparing mark-to-mark values with policy limitations, credit ratings and collateral pledging.

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NOTE 5. Derivative Financial Instruments continued

Credit-risk-related Contingent Features

The Corporation also has agreements with certain of its derivative counterparties that contain a provision where if the Corporation fails to maintain its status as a well or adequate capitalized institution, then the Corporation could be required to terminate or fully collateralize all outstanding derivative contracts.

The Corporation has agreements with certain of its derivative counterparties that contain a provision where if the Corporation defaults on any of its indebtedness, including default where repayment of the indebtedness has not been accelerated by the lender, the Corporation could also be declared in default on its derivative obligations.

As of June 30, 2012, the termination value of derivatives in a net liability position related to these agreements was $9,285,000. As of June 30, 2012, the Corporation had minimum collateral posting thresholds with certain of its derivative counterparties and had posted collateral of $8,312,000. If the Corporation had breached any of these provisions at June 30, 2012, it could have been required to settle its obligations under the agreements at their termination value.

Note 6. Disclosures About Fair Value of Assets and Liabilities

The Corporation has adopted fair value accounting guidance that defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. This guidance defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. This guidance also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

Level 1 Quoted prices in active markets for identical assets or liabilities

Level 2 Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in active markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities

Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities

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Note 6. Disclosures About Fair Value of Assets and Liabilities continued

Recurring Measurements

The following table presents the fair value measurements of assets and liabilities recognized in the Consolidated Condensed Balance Sheets measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall at June 30, 2012, and December 31, 2011.

		Fair Value Measurements Using		
June 30, 2012	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Available for sale securities:				
U.S. Government-sponsored agency securities	$ 4,933		$ 4,933	
State and municipal	145,597		126,059	$ 19,538
U.S. Government-sponsored mortgage-backed securities	383,562		383,562	
Corporate obligations	11,629		11,431	198
Marketable equity securities	1,830		1,826	4
Interest rate swap asset	5,552		5,552	
Interest rate cap	243		243	
Interest rate swap liability	(9,136)		(9,136)	

		Fair Value Measurements Using		
December 31, 2011	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Available for sale securities:				
U.S. Government-sponsored agency securities	$ 17		$ 17	
State and municipal	147,353		126,712	$ 20,641
U.S. Government-sponsored mortgage-backed securities	368,998		368,998	

Corporate obligations	193		193
Marketable equity securities	1,830	1,826	4
Interest rate swap asset	5,241		5,241
Interest rate cap	424		424
Interest rate swap liability	(7,797)		(7,797)

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Note 6. Disclosures About Fair Value of Assets and Liabilities continued

Following is a description of the valuation methodologies and inputs used for instruments measured at fair value on a recurring basis and recognized in the accompanying Consolidated Condensed Balance Sheets, as well as the general classification of such instruments pursuant to the valuation hierarchy. There have been no significant changes in the valuation techniques during the six months ended June 30, 2012.

Available for Sale Investment Securities

Where quoted, market prices are available in an active market and securities are classified within Level 1 of the valuation hierarchy. There are no securities classified within Level 1 of the hierarchy. If quoted market prices are not available, then fair values are estimated by using pricing models, quoted prices of securities with similar characteristics or discounted cash flows. Level 2 securities include agencies, mortgage backs, state and municipal, corporate obligations and equity securities. In certain cases where Level 1 or Level 2 inputs are not available, securities are classified within Level 3 of the hierarchy. Level 3 fair value, including corporate obligations, state and municipal and equity securities, was determined using a discounted cash flow model that incorporated market estimates of interest rates and volatility in markets that have not been active.

Third party vendors compile prices from various sources and may apply such techniques as matrix pricing to determine the value of identical or similar investment securities classified within Level 2. Matrix pricing is a mathematical technique widely used in the banking industry to value investment securities without relying exclusively on quoted prices for specific investment securities but rather relying on the investment securities' relationship to other benchmark quoted investment securities. Any investment security not valued based upon the methods above are considered Level 3.

Pooled Trust Preferred Securities

Pooled trust preferred securities in the portfolio amount to $5.9 million in amortized cost, with a fair value of $168,000; all of which are classified as Level 3 inputs in the fair value hierarchy. These securities were rated A or better at inception, but at June 30, 2012, Moody's ratings on these securities ranged from Ca to C. The issuers in these securities are primarily banks, but some of the pools do include a limited number of insurance companies. On a quarterly basis, the Corporation uses an other-than-temporary impairment ("OTTI") evaluation process to compare the present value of expected cash flows to determine whether an adverse change in cash flows has occurred. The OTTI evaluation process considers the structure and term of the collateralized debt obligation ("CDO"), interest rates, principal balances of note classes and underlying issuers, the timing and amount of interest and principal payments of the underlying issuers, and the allocation of the payments to the note classes. The current estimate of expected cash flows is based on the most recent trustee reports and any other relevant market information including announcements of interest payment deferrals or defaults of underlying trust preferred securities. Assumptions used in the evaluation process include expected future default rates and prepayments as well as recovery assumptions on defaults and deferrals. In addition, the process is used to "stress" each CDO, or make assumptions more severe than expected activity, to determine the degree to which assumptions could deteriorate before the CDO could no longer fully support repayment of the Corporation's note class. Upon completion of the June 30, 2012, quarterly evaluation process, the conclusion was no additional OTTI impairment for the three and six months ending June 30, 2012. The Corporation

did not recognize any OTTI impairment for the three months ended June 30, 2011, but did recognize $400,000 of OTTI impairment for the six months ended June 30, 2011.

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NOTE 6. Disclosures About Fair Value of Assets and Liabilities continued

Level 3 Reconciliation

The following is a reconciliation of the beginning and ending balances of recurring fair value measurements recognized in the Consolidated Condensed Balance Sheets using significant unobservable (Level 3) inputs for the three and six months ended June 30, 2012, and 2011.

	Three Months Ended June 30, 2012				Six Months Ended June 30, 2012			
	Available for Sale Securities	Interest Rate Swap Asset	Interest Rate Cap	Interest Rate Swap Liability	Available for Sale Securities	Interest Rate Swap Asset	Interest Rate Cap	Interest Rate Swap Liability
Balance at beginning of the period	$ 19,878				$ 20,838	$ 5,241	$ 424	$ (7,797)
Total realized and unrealized gains and losses:								
Included in net income (loss)						(860)		863
Included in other comprehensive income	(238)				(761)	481	(15)	
Purchases, issuances and settlements								
Transfers in/(out) of Level 3						(4,862)	(409)	6,934
Principal payments/additions	100				(337)			
Ending balance at June 30, 2012	$ 19,740				$ 19,740			

	Three Months Ended June 30, 2011				Six Months Ended June 30, 2011			
	Available for Sale Securities	Interest Rate Swap Asset	Interest Rate Cap	Interest Rate Swap Liability	Available for Sale Securities	Interest Rate Swap Asset	Interest Rate Cap	Interest Rate Swap Liability
Balance at beginning of the period	$ 173	$ 3,647	$ 1,124	$ (3,379)	$ 186	$ 4,002	$ 1,109	$ (3,876)
Total realized and unrealized gains and losses:								
		586		(607)	(400)	112		(110)

Included in net income (loss)								
Included in other comprehensive income	(82)	(450)	(170)		240	(331)	(155)	
Purchases, issuances and settlements								
Transfers in/(out) of Level 3								
Principal payments	89				154			
Ending balance at June 30, 2011	$ 180	$ 3,783	$ 954	$ (3,986)	$ 180	$ 3,783	$ 954	$ (3,986)

There were no gains or losses for the period included in earnings that were attributable to the changes in unrealized gains or losses related to assets or liabilities held at June 30, 2012 or December 31, 2011.

Transfers Between Levels

Transfer between Levels 1, 2 and 3 and the reasons for those transfers are as follows:

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Transfers from Level:				
Interest rate swap asset			$ 4,862	The interest rate swap and cap instruments were transferred from Level 3 to Level 2 as of March 31, 2012 due to the Corporation's additional analysis of valuation methodologies. These instruments are valued using widely accepted valuation techniques including discounted cash flow analysis using observable inputs such as contractual terms and Libor-based rate curves.
Interest rate cap			409	
Interest rate swap liability			6,934	
Total Transfers from Level			$ 12,205	
Transfers to Level:				
Interest rate swap asset		$ 4,862		The interest rate swap and cap instruments were transferred from Level 3 to Level 2 as of March 31, 2012 due to the Corporation's additional analysis of valuation methodologies. These instruments are valued using widely accepted valuation
Interest rate cap		409		

		techniques including discounted cash flow analysis using observable inputs such as contractual terms and Libor-based rate curves.
Interest rate swap liability	6,934	
Total Transfers to Level	$ 12,205	

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NOTE 6. Disclosures About Fair Value of Assets and Liabilities continued

Nonrecurring Measurements

The following table presents the fair value measurement of assets and liabilities measured at fair value on a nonrecurring basis and the level within the fair value hierarchy in which the fair value measurements fall at June 30, 2012, and December 31, 2011.

		Fair Value Measurements Using		
June 30, 2012	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Impaired loans	$20,780			$ 20,780
Other real estate owned (collateral dependent)	$6,563			$ 6,563

		Fair Value Measurements Using		
December 31, 2011	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Impaired loans	$22,885			$ 22,885
Other real estate owned (collateral dependent)	$7,882			$ 7,882

Following is a description of valuation methodologies used for instruments measured at fair value on a nonrecurring basis and recognized in the Consolidated Condensed Balance Sheets, as well as the general classification of such instruments pursuant to the valuation hierarchy.

Nonrecurring Measurements continued

Impaired Loans (collateral dependent) and Other Real Estate Owned

Loan impairment is reported when substantial doubt about the collectability of scheduled payments exists. Impaired loans are carried at the present value of estimated future cash flows using the loan’s existing rate, or the fair value of

collateral if the loan is collateral dependent. A portion of the allowance for loan losses is allocated to impaired loans if the value of such loans is deemed to be less than the unpaid balance. If these allocations cause the allowance for loan losses to increase, such increase is reported as a component of the provision for loan losses. Loan losses are charged against the allowance when management believes the uncollectability of the loan is confirmed. During the first six months of 2012, certain impaired loans were partially charged-off or re-evaluated. The valuation would be considered Level 3, consisting of appraisals of underlying collateral and discounted cash flow analysis.

The fair value for impaired loans and other real estate owned is measured based on the value of the collateral securing those loans or real estate and is determined using several methods. The fair value of real estate is generally determined based on appraisals by qualified licensed appraisers. The appraisers typically determine the value of the real estate by utilizing an income or market valuation approach. If an appraisal is not available, the fair value may be determined by using a cash flow analysis. Fair value on other collateral such as business assets is typically calculated by using financial information such as financial statements and aging reports provided by the borrower and is discounted as considered appropriate.

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NOTE 6. Disclosures About Fair Value of Assets and Liabilities continued

Unobservable (Level 3) Inputs

The following table presents quantitative information about unobservable inputs used in recurring and nonrecurring Level 3 fair value measurements, other than goodwill, at June 30, 2012.

		Fair Value	Valuation Technique	Unobservable Inputs	Range	
State and municipal securities	$	19,538	Discounted cash flow	Maturity/Call date Blend of US Muni BQ curve Discount rate	1 month to 11 yrs A- to BBB- 1% - 4	 %
Corporate obligations/ Marketable equity securities	$	202	Discounted cash flow	Risk free rate plus Premium for illiquidity	3 month libor plus 200bps	
Impaired loans (collateral dependent)	$	20,780	Collateral based measurements	Discount to reflect current market conditions and ultimate collectabilty	0% - 50	%
Other real estate owned	$	6,563	Appraisals	Discount to reflect current market conditions	0% - 20	%

Sensitivity of Significant Unobservable Inputs

The following is a discussion of the sensitivity of significant unobservable inputs, the interrelationships between those inputs and other unobservable inputs used in recurring fair value measurement and of how those inputs might magnify or mitigate the effect of changes in the unobservable inputs on the fair value measurement.

State and Municipal Securities

The significant unobservable inputs used in the fair value measurement of the Corporation’s state and municipal securities are premiums for unrated securities and marketability discounts. Significant increases or decreases in either of those inputs in isolation would result in a significantly lower or higher fair value measurement. Generally, changes in either of those inputs will not affect the other input.

Corporate Obligations/Equity Securities

The significant unobservable inputs used in the fair value measurement of the Corporation's corporate obligations/equity securities are premiums for unrated securities and marketability discounts. Significant increases or decreases in either of those inputs in isolation would result in a significantly lower or higher fair value measurement. Generally, changes in either of those inputs will not affect the other input.

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NOTE 6. Disclosures About Fair Value of Assets and Liabilities continued

Fair Value of Financial Instruments

The following table presents estimated fair values of the Corporation's financial instruments and the level within the fair value hierarchy in which the fair value measurements fall at June 30, 2012, and December 31, 2011.

	June 30, 2012 (unaudited)			
	Carrying Amount	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Cash and due from banks	$ 68,493	$ 68,493		
Interest-bearing time deposits	41,760	41,760		
Investment securities available for sale	547,551		$ 527,811	$ 19,740
Investment securities held to maturity	396,770		400,173	13,074
Mortgage loans held for sale	15,278		15,278	
Loans	2,727,491			2,756,565
Federal Reserve Bank and Federal Home Loan Bank stock	33,033		33,033	
Interest rate swap asset	5,795		5,795	
Interest receivable	16,506		16,506	
Liabilities:				
Deposits	$ 3,288,898	$ 2,343,492	$ 946,039	
Borrowings:				
Federal funds purchased	652		652	
Securities sold under repurchase agreements	160,127		160,728	
Federal Home Loan Bank advances	96,847		100,031	
Subordinated debentures, revolving credit lines and term loans	115,951		68,852	
Interest rate swap liability	9,136		9,136	
Interest payable	2,168		2,168	

	December 31, 2011 (unaudited)			
	Carrying Amount	Quoted Prices in	Significant Other	Significant Unobservable

		Active Markets for Identical Assets (Level 1)	Observable Inputs (Level 2)	Inputs (Level 3)
Assets:				
Cash and due from banks	$ 73,312	$ 73,312		
Interest-bearing time deposits	52,851	52,851		
Investment securities available for sale	518,491		$ 497,653	$ 20,838
Investment securities held to maturity	427,909		428,737	13,732
Mortgage loans held for sale	17,864		17,864	
Loans	2,642,517			2,658,227
Federal Reserve Bank and Federal Home Loan Bank stock	31,270		31,270	
Interest rate swap asset	5,665			5,665
Interest receivable	17,723		17,723	
Liabilities:				
Deposits	$ 3,134,655	$ 2,195,679	$ 944,078	
Borrowings:				
Securities sold under repurchase agreements	156,305		157,342	
Federal Home Loan Bank advances	138,095		141,693	
Subordinated debentures, revolving credit lines and term loans	194,974		142,632	
Interest rate swap liability	7,797			7,797
Interest payable	2,925		2,925	

The following methods were used to estimate the fair value of all other financial instruments recognized in the Consolidated Condensed Balance Sheets at amounts other than fair value.

Cash and due from banks: The fair value of cash and cash equivalents approximates carrying value.

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NOTE 6. Disclosures About Fair Value of Assets and Liabilities continued

Interest-bearing time deposits: The fair value of interest-bearing time deposits approximates carrying value.

Investment securities: Fair value is based on quoted market prices, if available. If a quoted market price is not available, fair value is estimated using quoted market prices for similar securities.

Mortgage Loans Held For Sale: The carrying amount approximates fair value due to the insignificant time between origination and date of sale.

Loans: The fair value for loans is estimated using discounted cash flow analysis, using interest rates currently being offered for loans with similar terms to borrowers of similar credit quality. See Impaired Loans above.

Federal Reserve and Federal Home Loan Bank stock: The fair value of Federal Reserve Bank and Federal Home Loan Bank stock is based on the price which it may be resold to the Federal Reserve and Federal Home Loan Bank.

Derivative instruments: The fair value of the derivatives reflects the estimated amounts that would have been received to terminate these contracts at the reporting date based upon pricing or valuation models applied to current market information. Interest rate caps are valued using the market standard methodology of discounting the future expected cash receipts that would occur if variable interest rates rose above the strike rate of the caps. The projected cash receipts on the caps are based on an expectation of future interest rates derived from observed market interest rate curves and volatilities.

Interest Receivable and Interest Payable: The carrying amount approximates fair value.

Deposits: The fair values of noninterest-bearing and interest-bearing demand accounts and savings deposits are equal to the amount payable on demand at the balance sheet date. The carrying amounts for variable rate, fixed-term certificates of deposit approximate their fair values at the balance sheet date. Fair values for fixed-rate certificates of deposit and other time deposits are estimated using a discounted cash flow calculation that applies interest rates currently being offered to a schedule of aggregated expected monthly maturities on such time deposits.

Federal funds purchased: The carrying amount approximates fair value.

Borrowings: The fair value of borrowings is estimated using a discounted cash flow calculation, based on current rates for similar debt.

NOTE 7. Share-Based Compensation

Stock options and restricted stock awards ("RSAs") have been issued to directors, officers and other management employees under the Corporation's 1999 Long-term Equity Incentive Plan and the 2009 Long-term Equity Incentive Plan. The stock options, which have a ten-year life, become 100 percent vested ranging from three months to two years and are fully exercisable when vested. Option exercise prices equal the Corporation's common stock closing

price on NASDAQ on the date of grant. RSAs provide for the issuance of shares of the Corporation's common stock at no cost to the holder and generally vest after three years. The RSAs vest only if the employee is actively employed by the Corporation on the vesting date and, therefore, any unvested shares are forfeited. Deferred stock units ("DSUs") can be credited to non-employee directors who have elected to defer payment of compensation under the Corporation's 2008 Equity Compensation Plan for Non-employee Directors. DSUs credited are equal to the restricted shares that the non-employee director would have received under the plan. As of June 30, 2012, there were no outstanding DSUs.

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NOTE 7. Share-Based Compensation continued

The Corporation's 2009 Employee Stock Purchase Plan ("ESPP") provides eligible employees of the Corporation and its subsidiaries an opportunity to purchase shares of common stock of the Corporation through quarterly offerings financed by payroll deductions. The price of the stock to be paid by the employees shall be equal to 85 percent of the average of the closing price of the Corporation's common stock on each trading day during the offering period. However, in no event shall such purchase price be less than the lesser of an amount equal to 85 percent of the market price of the Corporation's stock on the offering date or an amount equal to 85 percent of the market value on the date of purchase. Common stock purchases are made quarterly and are paid through advance payroll deductions up to a calendar year maximum of $25,000.

Compensation expense related to unvested share-based awards is recorded by recognizing the unamortized grant date fair value of these awards over the remaining service periods of those awards, with no change in historical reported fair values and earnings. Awards are valued at fair value in accordance with provisions of share-based compensation guidance and are recognized on a straight-line basis over the service periods of each award. To complete the exercise of vested stock options, RSA's and ESPP options, the Corporation generally issues new shares from its authorized but unissued share pool. Share-based compensation for the three months and six months ended June 30, 2012, was $360,000 and $686,000, respectively compared to $350,000 and $718,000 for the three months and six months ended June 30, 2011. Share-based compensation has been recognized as a component of salaries and benefits expense in the accompanying CONSOLIDATED CONDENSED STATEMENTS OF INCOME.

The estimated fair value of the stock options granted during 2012 and in prior years was calculated using a Black Scholes option pricing model. The following summarizes the assumptions used in the 2012 Black Scholes model:

Risk-free interest rate	1.36%
Expected price volatility	46.22%
Dividend yield	3.29%
Forfeiture rate	4.77%
Weighted-average expected life, until exercise	7.2 years

The Black Scholes model incorporates assumptions to value share-based awards. The risk-free rate of interest, for periods equal to the expected life of the option, is based on a U.S. government instrument over a similar contractual term of the equity instrument. Expected price volatility is based on historical volatility of the Corporation's common stock. In addition, the Corporation generally uses historical information to determine the dividend yield and weighted-average expected life of the options until exercise. Separate groups of employees that have similar historical exercise behavior with regard to option exercise timing and forfeiture rates are considered separately for valuation and attribution purposes.

Share-based compensation expense recognized in the CONSOLIDATED CONDENSED STATEMENTS OF INCOME is based on awards ultimately expected to vest and is reduced for estimated forfeitures. Share-based compensation guidance requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods, if actual forfeitures differ from those estimates. Pre-vesting forfeitures were estimated to be approximately

4.8 percent for the six months ended June 30, 2012, based on historical experience.

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NOTE 7. Share-Based Compensation continued

The following table summarizes the components of the Corporation's share-based compensation awards recorded as expense:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
Stock and ESPP Options				
Pre-tax compensation expense	$ 80	$ 38	$ 126	$ 109
Income tax benefit	(2)		(2)	(1)
Stock and ESPP option expense, net of income taxes	$ 78	$ 38	$ 124	$ 108
Restricted Stock Awards				
Pre-tax compensation expense	$ 280	$ 312	$ 560	$ 609
Income tax benefit	(112)	(111)	(218)	(213)
Restricted stock awards expense, net of income taxes	$ 168	$ 201	$ 342	$ 396
Total Share-Based Compensation:				
Pre-tax compensation expense	$ 360	$ 350	$ 686	$ 718
Income tax benefit	(114)	(111)	(220)	(214)
Total share-based compensation expense, net of income taxes	$ 246	$ 239	$ 466	$ 504

As of June 30, 2012, unrecognized compensation expense related to stock options and RSAs totaling $133,000 and $2,182,000, respectively, is expected to be recognized over weighted-average periods of 1.14 and 1.65 years, respectively.

Stock option activity under the Corporation's stock option plans as of June 30, 2012 and changes during the six months ended June 30, 2012, were as follows:

	Number of Shares	Weighted-Average Exercise Price	Weighted Average Remaining Contractual Term (in Years)	Aggregate Intrinsic Value
Outstanding at January 1, 2012	1,035,871	$ 22.57		
Granted/ Converted	33,301	$ 11.38		
Cancelled	(2,768)	$ 19.00		
Outstanding June 30, 2012	1,066,404	$ 22.23	4.53	609,772
Vested and Expected to Vest at June 30, 2012	1,066,404	$ 22.23	4.05	609,772
Exercisable at June 30, 2012	999,104	$ 23.04	4.18	462,023

The weighted-average grant date fair value was $3.86 for stock options granted during the six months ended June 30, 2012.

The aggregate intrinsic value in the table above represents the total pre-tax intrinsic value (the difference between the Corporation's closing stock price on the last trading day of the first six months of 2012 and the exercise price, multiplied by the number of in-the-money options) that would have been received by the option holders had all option holders exercised their stock options on June 30, 2012. The amount of aggregate intrinsic value will change based on the fair market value of the Corporation's common stock. There were no stock options exercised during the first six months of 2012.

The following table summarizes information on unvested RSAs outstanding as of June 30, 2012:

	Number of Shares		Weighted-Average Grant Date Fair Value
Unvested RSAs at January 1, 2012	338,087	$	8.65
Granted	140,733	$	11.43
Forfeited	(2,350)	$	7.73
Vested	(73,470)	$	12.30
Unvested RSAs at June 30, 2012	403,000	$	8.94

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NOTE 7. Share-Based Compensation continued

The grant date fair value of ESPP options was estimated at the beginning of the April 1, 2012, quarterly offering period of approximately $45,400. The ESPP options vested during the three months ending June 30, 2012, leaving no unrecognized compensation expense related to unvested ESPP options at June 30, 2012.

NOTE 8. Income Tax

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
Income Tax Expense :				
Currently Payable:				
Federal	$ 518	$ (450)	$ 1,336	$ (902)
State				
Deferred:				
Federal	2,770	1,846	7,452	4,697
State				
Total Income Tax Expense	$ 3,288	$ 1,396	$ 8,788	$ 3,795
Reconciliation of Federal Statutory to Actual Tax Expense:				
Federal statutory income tax at 35%	$ 4,372	$ 2,409	$ 11,327	$ 5,160
Tax-exempt interest income	(930)	(961)	(1,861)	(1,877)
Non-deductible interest expense		210		419
Stock compensation	26	13	42	37
Earnings on life insurance	(231)	(200)	(714)	(402)
Tax credits	(18)	(13)	(36)	(26)
Other	69	(62)	30	484
Actual Tax Expense	$ 3,288	$ 1,396	$ 8,788	$ 3,795

NOTE 9. Net Income Per Share

Basic net income per share is computed by dividing net income by the weighted-average shares outstanding during the reporting period. Diluted net income per share is computed by dividing net income by the combination of all dilutive common share equivalents, comprised of shares issuable under the Corporation’s share-based compensation plans, and the weighted-average shares outstanding during the reporting period.

Dilutive common share equivalents include the dilutive effect of in-the-money share-based awards, which are calculated based on the average share price for each period using the treasury stock method. Under the treasury stock method, the exercise price of share-based awards, the amount of compensation expense, if any, for future service that the Corporation has not yet recognized, and the amount of estimated tax benefits that would be recorded in additional paid-in capital when share-based awards are exercised, are assumed to be used to repurchase common stock in the

current period.

	Three Months Ended June 30,					
	2012			2011		
	Net Income	Weighted-Average Shares	Per Share Amount	Net Income	Weighted-Average Shares	Per Share Amount
Basic net income per share:	$ 9,205			$ 5,488		
Preferred Stock dividends and discount accretion	(1,135)			(990)		
Net income available to common stockholders	$ 8,070	28,624,609	$ 0.28	$ 4,498	25,656,826	$ 0.18
Effect of dilutive stock options and warrants		190,410			125,973	
Diluted net income (loss) per share:						
Net income available to common stockholders	$ 8,070	28,815,019	$ 0.28	$ 4,498	25,782,799	$ 0.18

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NOTE 9. Net Income Per Share continued

Stock options to purchase 890,642 and 1,033,546 shares for the three months ended June 30, 2012, and 2011, respectively, were not included in the earnings per share calculation because the exercise price exceeded the average market price.

	Six Months Ended June 30,					
	2012			2011		
	Net Income	Weighted-Average Shares	Per Share Amount	Net Income	Weighted-Average Shares	Per Share Amount
Basic net income per share:	$ 23,576			$ 10,949		
Preferred Stock dividends and discount accretion	2,270			1,978		
Net income available to common stockholders	$ 21,306	28,603,612	$ 0.74	$ 8,971	25,631,340	$ 0.35
Effect of dilutive stock options and warrants		178,430			141,523	
Diluted net income (loss) per share:						
Net income available to common stockholders	$ 21,306	28,782,042	$ 0.74	$ 8,971	25,772,863	$ 0.35

Stock options to purchase 881,661 and 1,026,177 shares for the six months ended June 30, 2012, and 2011, respectively, were not included in the earnings per share calculation because the exercise price exceeded the average market price.

Note 10. Impact of Accounting Changes

ASU No. 2011-03, “Transfers and Servicing (Topic 860) – Reconsideration of Effective Control for Repurchase Agreements.” ASU 2011-03 is intended to improve financial reporting of repurchase agreements and other agreements that both entitle and obligate a transferor to repurchase or redeem financial assets before their maturity. ASU 2011-03 removes from the assessment of effective control (i) the criterion requiring the transferor to have the ability to repurchase or redeem the financial assets on substantially the agreed terms, even in the event of default by the transferee, and (ii) the collateral maintenance guidance related to that criterion. ASU 2011-03 became effective for the Corporation on January 1, 2012 and did not have a significant impact on the Corporation’s financial statements.

ASU 2011-04, “Fair Value Measurement (Topic 820) – Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRSs.” ASU 2011-04 amends Topic 820, “Fair Value Measurements and Disclosures,” to converge the fair value measurement guidance in U.S. generally accepted accounting principles and International Financial Reporting Standards. ASU 2011-04 clarifies the application of existing fair value

measurement requirements, changes certain principles in Topic 820 and requires additional fair value disclosures. ASU 2011-04 became effective for the Corporation on January 1, 2012 and, aside from new disclosures included in Note 6 – Disclosures About Fair Value of Assets and Liabilities, did not have a significant impact on the Corporation's financial statements.

ASU 2011-05, "Comprehensive Income (Topic 220) – Presentation of Comprehensive Income." ASU 2011-05 amends Topic 220, "Comprehensive Income," to require that all non-owner changes in stockholders' equity be presented in either a single continuous statement of comprehensive income or in two separate but consecutive statements. Additionally, ASU 2011-05 requires entities to present, on the face of the financial statements, reclassification adjustments for items that are reclassified from other comprehensive income to net income in the statement or statements where the components of net income and the components of other comprehensive income are presented. The option to present components of other comprehensive income as part of the statement of changes in stockholders' equity was eliminated. ASU 2011-05 became effective for the Corporation on January 1, 2012; however, certain provisions related to the presentation of reclassification adjustments have been deferred by ASU 2011-12 "Comprehensive Income (Topic 220) – Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05," as further discussed below. In connection with the application of ASU 2011-05, the Corporation's financial statements now include separate statements of comprehensive income.

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Note 10. Impact of Accounting Changes continued

ASU 2011-08, “Intangibles – Goodwill and Other (Topic 350) – Testing Goodwill for Impairment.” ASU 2011-08 amends Topic 350, “Intangibles – Goodwill and Other,” to give entities the option to first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If, after assessing the totality of events or circumstances, an entity determines it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, then performing the two-step impairment test is unnecessary. However, if an entity concludes otherwise, then it is required to perform the first step of the two-step impairment test by calculating the fair value of the reporting unit and comparing the fair value with the carrying amount of the reporting unit. ASU 2011-08 became effective for the Corporation on January 1, 2012 and did not have a significant impact on the Corporation’s financial statements.

ASU 2011-11, “Balance Sheet (Topic 210) – “Disclosures about Offsetting Assets and Liabilities.” ASU 2011-11 amends Topic 210, “Balance Sheet,” to require an entity to disclose both gross and net information about financial instruments, such as sales and repurchase agreements and reverse sale and repurchase agreements and securities borrowing/lending arrangements, and derivative instruments that are eligible for offset in the statement of financial position and/or subject to a master netting arrangement or similar agreement. ASU 2011-11 is effective for annual and interim periods beginning on January 1, 2013, and is not expected to have a significant impact on the Corporation’s financial statements.

ASU 2011-12 “Comprehensive Income (Topic 220) – Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05.” ASU 2011-12 defers changes in ASU No. 2011-05 that relate to the presentation of reclassification adjustments to allow the FASB time to redeliberate whether to require presentation of such adjustments on the face of the financial statements to show the effects of reclassifications out of accumulated other comprehensive income on the components of net income and other comprehensive income. ASU 2011-12 allows entities to continue to report reclassifications out of accumulated other comprehensive income consistent with the presentation requirements in effect before ASU No. 2011-05. All other requirements in ASU No. 2011-05 are not affected by ASU No. 2011-12. ASU 2011-12 became effective for the Corporation on January 1, 2012 and did not have a significant impact on the Corporation’s financial statements.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

FORWARD-LOOKING STATEMENTS

From time to time, we include forward-looking statements in our oral and written communication. We may include forward-looking statements in filings with the Securities and Exchange Commission, such as this Form 10-Q, in other written materials and in oral statements made by senior management to analysts, investors, representatives of the media and others. We intend these forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995, and we are including this statement for purposes of these safe harbor provisions. Forward-looking statements can often be identified by the use of words like "believe", "continue", "pattern", "estimate", "project", "intend", "anticipate", "expect" and similar expressio future or conditional verbs such as "will", "would", "should", "could", "might", "can", "may", or similar expressions. These forward-looking statements include:

- statements of our goals, intentions and expectations;
- statements regarding our business plan and growth strategies;
- statements regarding the asset quality of our loan and investment portfolios; and
- estimates of our risks and future costs and benefits.

These forward-looking statements are subject to significant risks, assumptions and uncertainties, including, among other things, the following important factors which could affect the actual outcome of future events:

- fluctuations in market rates of interest and loan and deposit pricing, which could negatively affect our net interest margin, asset valuations and expense expectations;
- adverse changes in the economy, which might affect our business prospects and could cause credit-related losses and expenses;
- adverse developments in our loan and investment portfolios;
- competitive factors in the banking industry, such as the trend towards consolidation in our market;
- changes in the banking legislation or the regulatory requirements of federal and state agencies applicable to bank holding companies and banks like our affiliate banks;
- acquisitions of other businesses by us and integration of such acquired businesses;
- changes in market, economic, operational, liquidity, credit and interest rate risks associated with our business; and
- the continued availability of earnings and excess capital sufficient for the lawful and prudent declaration and payment of cash dividends.

Because of these and other uncertainties, our actual future results may be materially different from the results indicated by these forward-looking statements. In addition, our past results of operations do not necessarily indicate our anticipated future results.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

CRITICAL ACCOUNTING POLICIES

Generally accepted accounting principles are complex and require us to apply significant judgments to various accounting, reporting and disclosure matters. We must use assumptions and estimates to apply these principles where actual measurement is not possible or practical. For a complete discussion of our significant accounting policies, see "Notes to the Consolidated Financial Statements" in our Annual Report on Form 10-K for the year ended December 31, 2011. Certain policies are considered critical because they are highly dependent upon subjective or complex judgments, assumptions and estimates. Changes in such estimates may have a significant impact on the financial statements. We have reviewed the application of these policies with the Audit Committee of our Board of Directors.

We believe there have been no significant changes during the six months ended June 30, 2012, to the items that we disclosed as our critical accounting policies and estimates in Management's Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report on Form 10-K for the year ended December 31, 2011.

BUSINESS SUMMARY

First Merchants Corporation (the "Corporation") is a financial holding company headquartered in Muncie, Indiana and was organized in September 1982. The Corporation's Common Stock is traded on NASDAQ's Global Select Market System under the symbol FRME. The Corporation has one full-service bank charter, First Merchants Bank, National Association (the "Bank"), which opened for business in Muncie, Indiana, in March 1893. The Bank also operates Lafayette Bank and Trust, Commerce National Bank and First Merchants Trust Company as divisions of First Merchants Bank, N.A. The Bank includes seventy-nine banking locations in twenty-four Indiana and two Ohio counties. In addition to its branch network, the Corporation's delivery channels include ATMs, check cards, remote deposit capture, interactive voice response systems and internet technology. The Corporation's business activities are currently limited to one significant business segment, which is community banking.

Through the Bank, the Corporation offers a broad range of financial services, including accepting time deposits, savings and demand deposits; making consumer, commercial, agri-business and real estate mortgage loans; renting safe deposit facilities; providing personal and corporate trust services; providing full-service brokerage; and providing other corporate services, letters of credit and repurchase agreements.

The Corporation also operates First Merchants Insurance Services, Inc., operating as First Merchants Insurance Group, a full-service property, casualty, personal lines, and employee benefit insurance agency headquartered in Muncie, Indiana.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

RESULTS OF OPERATIONS

Executive Summary

First Merchants Corporation reported net income available to common stockholders of $8.1 million, or $0.28 per fully diluted common share for the quarter ended June 30, 2012, an increase of $3.6 million, compared to net income available to common stockholders of $4.5 million, or $0.18 per common share for the quarter ended June 30, 2011.

Net income available to common stockholders for the six months ended June 30, 2012 was $21.3 million, or $0.74 per fully diluted common share, compared to net income available to common stockholders of $9.0 million, or $0.35 per fully diluted common share for the six months ended June 30, 2011.

On February 10, 2012, the Bank assumed substantially all the deposits and certain other liabilities and acquired certain assets of SCB Bank, from the FDIC as the receiver of SCB Bank. This transaction generated a pre-tax gain of $9.1 million, or $0.21 per common share after tax. Details of this transaction are included in NOTE 2. PURCHASE AND ASSUMPTION, included within the Notes to Consolidated Condensed Financial Statements of this Form 10-Q.

As of June 30, 2012, total assets equaled $4.2 billion, an increase of $59.3 million from December 31, 2011. The three most significant assets acquired through the SCB transaction were cash and due from banks of $29.1 million, loans of $93.8 million and securities of approximately $18.9 million.

The Corporation's allowance for loan losses totaled $70.1 million as of June 30, 2012. The allowance provides 111.1 percent coverage of all non-accrual loans and 2.49 percent of total loans. Provision expense totaled $4.5 million for the three months ended June 30, 2012, compared to $5.6 million in the three months ended June 30, 2011. Net charge-offs totaled $4.8 million for the second quarter of 2012, down from $9.4 million for the second quarter of 2011. The decline in the provision expense for the three months ended June 30, 2012 compared to the same period in 2011 was directionally consistent with the improvements in non-performing and adversely classified loans. Additional details are discussed within the "PROVISION/ALLOWANCE FOR LOAN LOSSES" section of Management's Discussion and Analysis of Financial Condition and Results of Operations of this Form 10-Q.

Taxes, both current and deferred, decreased from December 31, 2011 by $4.4 million, mainly due to the temporary difference related to the $9.1 million gain on the FDIC modified whole bank transaction.

Deposits increased from December 31, 2011 by $154.2 million. As part of the SCB transaction, the Bank assumed deposits of $125.9 million. Excess liquidity was used to pay off maturing FHLB Advances of $41.2 million. In addition, The Bank completed repayment of $79 million of Senior Notes (the "Notes") that matured on March 30, 2012. The Notes were originally issued by the Bank on March 31, 2009 and were guaranteed by the FDIC under its Temporary Liquidity Guarantee Program.

The Corporation was able to maintain all regulatory capital ratios in excess of the regulatory definition of "well-capitalized" as discussed in the "CAPITAL" section of Management's Discussion and Analysis of Financial Condition and Results of Operations of this Form 10-Q.

NET INTEREST INCOME

Net interest income is the primary source of the Corporation's earnings. Net interest margin is a function of net interest income and the level of average earning assets. Net interest income and net interest margin are presented in the following table on a fully taxable equivalent basis ("FTE"), which adjusts tax-exempt or nontaxable interest income to an amount that would be comparable to interest subject to income taxes using the federal statutory tax rate of 35 percent in effect for all periods. Net interest margin increased 12 basis point from 3.99 percent in the second quarter of 2011 to 4.11 percent in the second quarter of 2012, while earning assets increased by $86.5 million.

The increased net interest income during the three months ended June 30, 2012 compared with the same period in 2011 was driven by a higher level of earning assets resulting from the assumption of SCB loans, more details of which can be found in NOTE 2. PURCHASE AND ASSUMPTION, included within the Notes to Consolidated condensed Financial Statements of this Form 10-Q. The improvement in the net interest margin expressed as a percentage of earning assets was largely the result of the Corporation's ability to lower its cost of funds and in particular its cost of deposits. Also, contributing to the improvement was the growth of the Corporation's non-interest bearing demand deposits and interest-bearing non-maturity deposits.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

NET INTEREST INCOME continued

During the six months ended June 30, 2012, asset yields decreased 32 basis points FTE and interest costs decreased 40 basis points, resulting in an 8 basis point FTE increase in net interest income as compared to the same period in 2011. The following table presents the Corporation's interest income, interest expense, and net interest income as a percent of average earning assets for the three and six months ended June 30, 2012, and 2011.

	Three Months Ended June 30,		Six Months Ended June 30,	
(Dollars in Thousands)	2012	2011	2012	2011
Annualized net interest income	$ 152,210	$ 143,389	$ 148,337	$ 142,649
Annualized FTE adjustment	$ 5,758	$ 5,993	$ 5,765	$ 5,856
Annualized net interest income on a fully taxable equivalent basis	$ 157,968	$ 149,382	$ 154,102	$ 148,505
Average earning assets	$ 3,837,738	$ 3,751,241	$ 3,813,587	$ 3,747,738
Interest income (FTE) as a percent of average earning assets	4.75%	5.04%	4.75%	5.07%
Interest expense as a percent of average earning assets	0.64%	1.05%	0.71%	1.11%
Net interest income (FTE) as a percent of average earning assets	4.11%	3.99%	4.04%	3.96%

Average earning assets include the average balance of securities classified as available for sale, computed based on the average of the historical amortized cost balances without the effects of the fair value adjustment. Annualized amounts are computed utilizing a 30/360 day basis.

NON-INTEREST INCOME

Non-interest income increased $2.1 million or 19.0 percent in the second quarter of 2012, compared to the second quarter of 2011. The largest increases during the second quarter of 2012 were gains on the sale of mortgage loans, insurance commissions and interchange income from electronic card transactions totaling $1,284,000, $461,000 and $459,000 more than the second quarter of 2011 respectively. The increases in gains on the sale of mortgage loans and electronic card transactions were volume driven while the increase in insurance commissions resulted from second quarter 2011 reflecting a one-time negative adjustment.

During the first six months of 2012, non-interest income increased $12.9 million or 56.3 percent over the same period on 2011. The largest item contributing to the increase was a gross purchase gain of $9.1 million recognized from the purchase of certain assets and assumption of certain liabilities of SCB Bank. See NOTE 2. PURCHASE AND ASSUMPTION in the Notes to Consolidated Condensed Financial Statements included of this Form 10-Q for additional discussion of this transaction.

Additionally, $1,363,000 more gains on the sale of mortgage loans and $689,000 more interchange income from electronic card transactions was realized in the first six months of 2012 than the same period of 2011. The increase in gains on the sale of mortgage loans resulted from a higher volume of mortgage originations over the same period in

2011. The interchange income from electronic card transactions was due to increased customer volumes from prior periods. Also, $576,000 was received in the first six months of 2012 from a Bank Owned Life Insurance death benefit, while none was received in the first six months of 2011.

NON-INTEREST EXPENSE

Non-interest expenses decreased $219,000 or 0.6 percent in the second quarter of 2012, compared to the second quarter of 2011. Salaries and employee benefits increased by $1.1 million or 5.8 percent over the same period in 2011. Base salaries were up $49,000 or 0.4 percent, while commissions and incentives increased $489,000 and temporary employee expense increased $254,000 over the same quarter last year. Employee health insurance and retirement plan expenses increased $301,000 and $178,000, respectively, when compared to the second quarter of 2011. The increase in salaries and benefits was offset by declines in core deposit intangible amortization of $621,000, FDIC expenses of $589,000 and credit related expenses of $721,000, from the second quarter of 2011 to the second quarter of 2012.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

NON-INTEREST EXPENSE continued

During the first six months of 2012, non-interest expense decreased $72,000 or 0.1 percent when compared to the first six months of 2011. Salaries and employee benefits increased by $3.3 million or 9.1 percent over the same period in 2011. Base salaries were up $343,000 or 1.4 percent, while commissions and incentives increased $1,178,000 and temporary employee expense increased $456,000 over the same period last year. Employee health insurance and retirement plan expenses increased $1,107,000 and $495,000, respectively, when compared to the first six months of 2011. The increase in salaries and benefits was offset by declines in core deposit intangible amortization of $1,253,000, FDIC expenses of $1,576,000 and credit related expenses of $1,730,000, from the first six months of 2011 to the first six months of 2012.

INCOME TAX

The income tax expense for the six months ended June 30, 2012, was $8,788,000 on pre-tax net income of $32,364,000. For the same period in 2011, the income tax expense was $3,795,000 on pre-tax net income of $14,744,000. Additional details are discussed within the "Results of Operations" section of Management's Discussion and Analysis of Financial Condition and Results of Operations of this Form 10-Q.

CAPITAL

Capital adequacy is an important indicator of financial stability and performance. The Corporation maintained a strong capital position as tangible common equity to tangible assets was 7.27 percent at June 30, 2012, and 6.84 percent at December 31, 2011.

The Corporation and the Bank are subject to various regulatory capital requirements administered by the federal banking agencies and are assigned to a capital category. The assigned capital category is largely determined by three ratios that are calculated according to the regulations: total risk-based capital, Tier 1 capital, and Tier 1 leverage ratios. The ratios are intended to measure capital relative to assets and credit risk associated with those assets and off-balance sheet exposures of the entity. The capital category assigned to an entity can also be affected by qualitative judgments made by regulatory agencies about the risk inherent in the entity's activities that are not part of the calculated ratios. At June 30, 2012, the management of the Corporation believes that it meets all capital adequacy requirements to which it is subject. The most recent notifications from the regulatory agencies categorized the Bank as well capitalized under the regulatory framework for prompt corrective action.

There are five capital categories defined in the regulations, ranging from well capitalized to critically undercapitalized. Classification of a bank in any of the undercapitalized categories can result in actions by regulators that could have a material effect on a bank's operations.

To be considered well capitalized, a bank must have a total risk-based capital ratio of at least 10 percent, a Tier I capital ratio of at least 6 percent, a Tier 1 leverage ratio of at least 5 percent, and must not be subject to any order or directive requiring the bank to improve its capital level. An adequately capitalized bank has a total risk-based capital ratio of a least 8 percent, a Tier I capital ratio of at least 4 percent and a Tier 1 leverage ratio of at least 4 percent. Banks with lower capital levels are deemed to be undercapitalized, significantly undercapitalized or critically

undercapitalized, depending on their actual levels. The appropriate federal regulatory agency may also downgrade a bank to the next lower capital category upon a determination that the bank is in an unsafe or unsound practice. Banks are required to monitor closely their capital levels and to notify their appropriate regulatory agency of any basis for a change in capital category.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

CAPITAL continued

As of June 30, 2012, the Corporation, on a consolidated basis, as well as the Bank, exceeded the minimum capital levels of the well capitalized category.

	June 30, 2012		December 31, 2011	
(Dollars in Thousands)	Amount	Ratio	Amount	Ratio
Consolidated				
Total risk-based capital (to risk-weighted assets)	$ 507,202	16.75%	$ 487,393	16.54%
Tier 1 capital (to risk-weighted assets)	438,947	14.49%	410,132	13.92%
Tier 1 capital (to average assets)	438,947	10.73%	410,132	10.17%
First Merchants Bank				
Total risk-based capital (to risk-weighted assets)	$ 492,117	16.28%	$ 477,805	16.26%
Tier 1 capital (to risk-weighted assets)	454,148	15.02%	440,909	15.00%
Tier 1 capital (to average assets)	454,148	11.11%	440,909	10.96%

Tier I regulatory capital consists primarily of total stockholders' equity and subordinated debentures issued to business trusts categorized as qualifying borrowings, less non-qualifying intangible assets and unrealized net securities gains or losses.

Management believes that all of the above capital ratios are meaningful measurements for evaluating the safety and soundness of the Corporation. Additionally, management believes the following table is also meaningful when considering performance measures of the Corporation. The table details and reconciles tangible earnings per share, return on tangible capital and tangible assets to traditional GAAP measures.

(Dollars in Thousands, Except Per Share Amounts)	June 30, 2012	December 31, 2011
Average goodwill	$ 141,357	$ 141,357
Average core deposit intangible (CDI)	8,877	10,655
Average deferred tax on CDI	(2,212)	(2,458)
Intangible adjustment	$ 148,022	$ 149,554
Average stockholders' equity (GAAP capital)	$ 524,693	$ 478,440
Average cumulative preferred stock	(125)	(125)
Average non-cumulative preferred stock issued under the Small Business Lending Fund Program	(90,783)	(74,181)
Intangible adjustment	(148,022)	(149,554)
Average tangible capital	$ 285,763	$ 254,580
Average assets	$ 4,226,432	$ 4,143,850
Intangible adjustment	(148,022)	(149,554)
Average tangible assets	$ 4,078,410	$ 3,994,296

Net income available to common stockholders	$	21,306	$	9,013
CDI amortization, net of tax		537		2,112
Tangible net income available to common stockholders	$	21,843	$	11,125
Per Share Data:				
Diluted net income available to common stockholders	$	0.74	$	0.34
Diluted tangible net income available to common stockholders	$	0.76	$	0.42
Ratios:				
Return on average GAAP capital (ROE)		8.12%		1.88%
Return on average tangible capital		15.29%		4.37%
Return on average assets (ROA)		1.01%		0.22%
Return on average tangible assets		1.07%		0.28%

Return on average tangible capital is tangible net income available to common stockholders (annualized) expressed as a percentage of average tangible capital. Return on average tangible assets is tangible net income available to common stockholders (annualized) expressed as a percentage of average tangible assets.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

LOAN QUALITY/PROVISION FOR LOAN LOSSES

The Corporation's primary business focus is small business and middle market commercial, residential real estate, auto and small consumer lending, which results in portfolio diversification. Commercial loans are individually underwritten and judgmentally risk rated. They are periodically monitored and prompt corrective actions are taken on deteriorating loans. Retail loans are typically underwritten with statistical decision-making tools and are managed throughout their life cycle on a portfolio basis.

The allowance for loan losses is maintained through the provision for loan losses, which is a charge against earnings. The amount provided for loan losses and the determination of the adequacy of the allowance are based on a continuous review of the loan portfolio, including an internally administered loan "watch" list and an ongoing loan review. The evaluation takes into consideration identified credit problems, as well as the possibility of losses inherent in the loan portfolio that are not specifically identified.

Non-performing loans will change as a result of routine problem loan recognition and resolution through collections, sales or charge offs. The performance of any loan can be affected by external factors such as economic conditions, or factors particular to a borrower, such as actions of a borrower's management.

Non-accrual loans decreased by $6,465,000 during the six months ended June 30, 2012, from $69,592,000 at December 31, 2011 to the June 30, 2012, balance of 63,127,000.. In addition, other real estate owned declined $2,106,000 during the same period. For other real estate owned, current appraisals are obtained to determine value as management continues to aggressively market these real estate assets. Accruing loans delinquent 90 or more days were $665,000 at June 30, 2012, up slightly from $580,000 at December 31, 2011.

(Dollars in Thousands)	June 30, 2012	December 31, 2011
Non-Performing Assets:		
Non-accrual loans	$ 63,127	$ 69,592
Renegotiated loans	3,921	14,308
Non-performing loans (NPL)	67,048	83,900
Other real estate owned	14,183	16,289
Non-performing assets (NPA)	81,231	100,189
90+ days delinquent and still accruing	665	580
NPAs & 90+ days delinquent	$ 81,896	$ 100,769
Impaired Loans	$ 81,241	$ 79,775

Impaired loans include all non-accrual loans and renegotiated loans as well as substandard, doubtful and loss grade loans that were still accruing but deemed impaired according to guidance set forth in ASC 310. Also included in impaired loans are accruing loans that are contractually past due 90 days or more. A loan is deemed impaired when, based on current information or events, it is probable that all amounts due of principal and interest according to the contractual terms of the loan agreement will not be collected.

A loan is deemed impaired when, based on current information or events, it is probable that all amounts due of principal and interest according to the contractual terms of the loan agreement will not be collected substantially within the contractual terms of the note. At June 30, 2012, commercial impaired loans totaled $81,241,000, a decrease of $13,149,000 from the March 31, 2012, balance of $94,390,000, but up slightly from the December 31, 2011 balance of $79,775,000. The primary driver of the increase from December 31, 2011 is the addition of the purchased loans discussed in NOTE 2. PURCHASE AND ASSUMPTION included in the Notes to Consolidated Condensed Financial Statements of this Form 10-Q. At June 30, 2012, an allowance for losses was not deemed necessary for commercial impaired loans totaling $62,880,000 as there was no identified loss on these credits. An allowance of $5,201,000 was recorded for the remaining balance of these impaired loans totaling $18,361,000 and is included in the corporation’s allowance for loan losses.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

LOAN QUALITY/PROVISION FOR LOAN LOSSES continued

The composition of non-performing assets plus 90-days delinquent is reflected in the following table.

(Dollars in Thousands)	June 30, 2012	December 31, 2011
Non Performing Assets and 90+ Days Delinquent:		
Commercial and industrial loans	$ 14,086	$ 13,725
Agricultural production financing and other loans to farmers		
Real estate loans:		
Construction	14,921	17,784
Commercial and farm land	32,982	46,985
Residential	17,171	18,398
Home Equity	2,238	3,142
Individual's loans for household and other personal expenditures	146	162
Other loans	352	573
Non performing assets plus 90+ days delinquent	$ 81,896	$ 100,769

At June 30, 2012, the allowance for loan losses was $70,143,000, a decrease of $226,000 from March 31, 2012. As a percent of loans, the allowance was 2.49 percent at June 30, 2012, 2.50 percent at March 31, 2012 and 2.60 percent at December 31, 2011. The provision for loan losses for the three months ended June 30, 2012 was $4,545,000, a decrease of $1,080,000 from $5,625,000 for the same period in 2011. Specific reserves, on impaired loans including residential mortgage, increased $181,000 from $5,895,000 at March 31, 2012, to $6,076,000 at June 30, 2012.

Net charge offs for the three months ended June 30, 2012, were $4,771,000, a decrease of $4,657,000 from the same period in 2011. Of this amount, $1,839,000, or 38.5 percent of net charge offs, was made up of two customer charge offs of more than $500,000. The distribution of the net charge offs for the three months ended June 30, 2012, and June 30, 2011, is reflected in the following table:

	Three Months Ended June 30,		Six Months Ended June 30,	
(Dollars in Thousands)	2012	2011	2012	2011
Net Charge Offs (Recoveries):				
Commercial and industrial loans	$ 2,137	$ (5,428)	$ 4,343	$ (4,920)
Agricultural production financing and other loans to farmers	(6)	(75)	(20)	(156)
Real estate loans:				
Construction	(471)	2,602	(328)	5,190
Commercial and farm land	2,495	10,234	4,142	13,673
Residential	442	2,111	1,210	2,990
Individual's loans for household and other personal expenditures	197	(14)	310	295

Lease financing receivables, net of unearned income		(2)	(1)	(3)
Other Loans	(23)		519	(6)
Total Net Charge Offs	$ 4,771	$ 9,428	$ 10,175	$ 17,063

The declines in the value of commercial and residential real estate in our market over the last couple of years has had a negative impact on the underlying collateral value in our commercial, residential, land development and construction loans. Management continually evaluates commercial borrowers by including consideration of specific borrower cash flow analysis and estimated collateral values, types and amounts on non-performing loans, past and anticipated loan loss experience, changes in the composition of the loan portfolio, and the current condition and amount of loans outstanding. The determination of the provision in any period is based on management's continuing review and evaluation of the loan portfolio, and its judgment as to the impact of current economic conditions on the portfolio.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

LIQUIDITY

Liquidity management is the process by which we ensure that adequate liquid funds are available for the holding company and its subsidiaries. These funds are necessary in order to meet financial commitments on a timely basis. These commitments include withdrawals by depositors, funding credit obligations to borrowers, paying dividends to stockholders, paying operating expenses, funding capital expenditures, and maintaining deposit reserve requirements. Liquidity is monitored and closely managed by the asset/liability committee.

The Corporation's liquidity is dependent upon our receipt of dividends from the Bank, which is subject to certain regulatory limitations and access to other funding sources. Liquidity of the Bank is derived primarily from core deposit growth, principal payments received on loans, the sale and maturity of investment securities, net cash provided by operating activities, and access to other funding sources.

The most stable source of liability-funded liquidity for both the long-term and short-term is deposit growth and retention in the core deposit base. In addition, Federal Home Loan Bank ("FHLB") advances are utilized as funding sources. At June 30, 2012, total borrowings from the FHLB were $96,847,000. The Bank has pledged certain mortgage loans and investments to the FHLB. The total available remaining borrowing capacity from the FHLB at June 30, 2012, was $227,319,000.

On March 30, 2012, the Bank completed repayment of $79,000,000 of Senior Notes (the "Notes") that had matured. The Notes, which were originally issued by the Bank on March 31, 2009, were guaranteed by the FDIC under its Temporary Liquidity Guarantee Program ("TLGP").

The principal source of asset-funded liquidity is investment securities classified as available for sale, the market values of which totaled $547,551,000 at June 30, 2012, an increase of $29,060,000, or 5.6 percent, from December 31, 2011. Securities classified as held to maturity that are maturing within a short period of time can also be a source of liquidity. Securities classified as held to maturity that are maturing in one year or less, totaled $3,345,000 at June 30, 2012. In addition, other types of assets such as cash and due from banks, federal funds sold, and securities purchased under agreements to resell, loans and interest-bearing deposits with other banks maturing within one year are sources of liquidity.

The Corporation currently has a $55.0 million credit facility with Bank of America, N.A., comprised of (a) a term loan in the principal amount of $5.0 million (the "Term Loan") and (b) a subordinated debenture in the principal amount of $50.0 million (the "Subordinated Debt"). Pursuant to the terms of the underlying Loan Agreement (the "Loan Agreement"), the Term Loan and the Subordinated Debt each mature on February 15, 2015. The Term Loan is secured by a pledge of all of the issued and outstanding shares of the Bank.

The Loan Agreement contains certain customary representations and warranties and financial and negative covenants. A breach of any of these covenants could result in a default under the Loan Agreement. As of June 30, 2012, the Corporation was in compliance with these financial covenants.

As of December 31, 2011, the Corporation failed to meet the minimum return on average total assets covenant of at least 0.75 percent. The Loan Agreement provides that upon an event of default as the result of the Corporation's

failure to comply with a financial covenant, Bank of America may (a) declare the $5.0 million outstanding principal amount of the Term Loan immediately due and payable, (b) exercise all of its rights and remedies at law, in equity and/or pursuant to any or all collateral documents, including foreclosing on the collateral if payment of the Term Loan is not made in full, and (c) add a default rate of 3 percent per annum to the Term Loan. Because the Subordinated Debt is treated as Tier 2 capital for regulatory capital purposes, the Loan Agreement does not provide Bank of America with any right of acceleration or other remedies with regard to the Subordinated Debt upon an event of default caused by the Corporation's breach of a financial covenant. Bank of America chose to apply the default rate through March 31, 2012, but not to accelerate the Term Loan based on the Corporation's failure to meet these financial covenants. As of March 31, 2012, the Corporation was no longer in default due to breach of a financial covenant; therefore, the default rate of 3 percent per annum was not applied to the Term Loan for the three months ended June 30, 2012.

In the normal course of business, the Bank is a party to a number of other off-balance sheet activities that contain credit, market and operational risk that are not reflected in whole or in part in our consolidated financial statements. Such activities include traditional off-balance sheet credit-related financial instruments, commitments under operating leases and long-term debt.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

LIQUIDITY continued

The Bank provides customers with off-balance sheet credit support through loan commitments and standby and commercial letters of credit. Summarized credit-related financial instruments at June 30, 2012, are as follows:

(Dollars in Thousands)	June 30, 2012
Amounts of commitments:	
Loan commitments to extend credit	$ 873,834
Standby and commercial letters of credit	22,208
	$ 896,042

Since many of the commitments are expected to expire unused or be only partially used, the total amount of unused commitments in the preceding table does not necessarily represent future cash requirements.

In addition to owned banking facilities, the Corporation has entered into a number of long-term leasing arrangements to support ongoing activities. The required payments under such commitments and borrowings at June 30, 2012, are as follows:

(Dollars in Thousands)	Remaining 2012	2013	2014	2015	2016	2017	2018 and after	Total
Operating leases	$ 1,262	$ 2,258	$ 1,995	$ 1,790	$ 1,424	$ 849	$ 1,429	$ 11,007
Federal funds purchased	652							652
Securities sold under repurchase agreements	150,127		10,000					160,127
Federal Home Loan Bank advances	2,238	1,624	26,506	31,066	29,025	2,826	3,562	96,847
Subordinated debentures and term loans	125			55,000			60,826	115,951
Total	$ 154,404	$ 3,882	$ 38,501	$ 87,856	$ 30,449	$ 3,675	$ 65,817	$ 384,584

INTEREST SENSITIVITY AND DISCLOSURE ABOUT MARKET RISK

Asset/Liability Management has been an important factor in the Corporation's ability to record consistent earnings growth through periods of interest rate volatility and product deregulation. Management and the Board of Directors monitor the Corporation's liquidity and interest sensitivity positions at regular meetings to review how changes in interest rates may affect earnings. Decisions regarding investment and the pricing of loan and deposit products are made after analysis of reports designed to measure liquidity, rate sensitivity, the Corporation's exposure to changes in net interest income given various rate scenarios and the economic and competitive environments.

It is the objective of the Corporation to monitor and manage risk exposure to net interest income caused by changes in interest rates. It is the goal of the Corporation's Asset/Liability function to provide optimum and stable net interest

income. To accomplish this, management uses two asset liability tools. GAP/Interest Rate Sensitivity Reports and Net Interest Income Simulation Modeling are constructed, presented and monitored quarterly.

Net interest income simulation modeling, or earnings-at-risk, measures the sensitivity of net interest income to various interest rate movements. The Corporation's asset liability process monitors simulated net interest income under three separate interest rate scenarios; base, rising and falling. Estimated net interest income for each scenario is calculated over a 12-month horizon. The immediate and parallel changes to the base case scenario used in the model are presented below. The interest rate scenarios are used for analytical purposes and do not necessarily represent management's view of future market movements. Rather, these are intended to provide a measure of the degree of volatility interest rate movements may introduce into the earnings of the Corporation.

The base scenario is highly dependent on numerous assumptions embedded in the model, including assumptions related to future interest rates. While the base sensitivity analysis incorporates management's best estimate of interest rate and balance sheet dynamics under various market rate movements, the actual behavior and resulting earnings impact will likely differ from that projected. For certain assets, the base simulation model captures the expected prepayment behavior under changing interest rate environments. Assumptions and methodologies regarding the interest rate or balance behavior of indeterminate maturity products, such as savings, money market, NOW and demand deposits, reflect management's best estimate of expected future behavior.

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INTEREST SENSITIVITY AND DISCLOSURE ABOUT MARKET RISK continued

The comparative rising 200 basis points and falling 100 basis points scenarios below, as of June 30, 2012, assume further interest rate changes in addition to the base simulation discussed above. These changes are immediate and parallel changes to the base case scenario. In the current rate environment, many driver rates are at or near historical lows, thus total rate movements (beginning point minus ending point) to each of the various driver rates utilized by management have the following results:

	At June 30, 2012	
Driver Rates	RISING (200 Basis Points)	FALLING (100 Basis Points)
Prime	200	0
Federal funds	200	0
One-year CMT	200	(13)
Three-year CMT	200	(8)
Five-year CMT	200	(10)
CD's	200	(29)
FHLB advances	200	(2)

Results for the base, rising 200 basis points, and falling 100 basis points interest rate scenarios are listed below based upon the Corporation's rate sensitive assets and liabilities at June 30, 2012. The net interest income shown represents cumulative net interest income over a 12-month time horizon. Balance sheet assumptions used for the base scenario are the same for the rising and falling simulations.

		At June 30, 2012	
		RISING	FALLING
Driver Rates	Base	(200 Basis Points)	(100 Basis Points)
Net interest income	$ 147,855	$ 153,807	$ 145,787
Variance from base		$ 5,952	$ (2,068)
Percent of change from base		4.03%	-1.40%
Policy limit			

The comparative rising 200 basis points and falling 100 basis points scenarios below, as of December 31, 2011, assume further interest rate changes in addition to the base simulation discussed above. These changes are immediate and parallel changes to the base case scenario. In addition, total rate movements (beginning point minus ending point) to each of the various driver rates utilized by management in the base simulation are as follows:

	At December 31, 2011	
	RISING	FALLING
Driver Rates		

	(200 Basis Points)	(100 Basis Points)
Prime	200	0
Federal funds	200	0
One-year CMT	200	(2)
Three-year CMT	200	(6)
Five-year CMT	200	0
CD's	200	(42)
FHLB advances	200	0

Results for the base, rising 200 basis points, and falling 100 basis points interest rate scenarios are listed below. The net interest income shown represents cumulative net interest income over a 12-month time horizon. Balance sheet assumptions used for the base scenario are the same for the rising and falling simulations.

	At December 31, 2011		
		RISING	FALLING
Driver Rates	Base	(200 Basis Points)	(100 Basis Points)
Net interest income	$ 142,706	$ 146,352	$ 140,332
Variance from base		$ 3,646	$ (2,374)
Percent of change from base		2.55%	-1.66%

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

EARNING ASSETS

The following table presents the earning asset mix as of June 30, 2012, and December 31, 2011. Earning assets increased by $70,226,000 in the six months ended June 30, 2012. Interest-bearing time deposits decreased $11,091,000. Investments decreased by approximately $2,079,000, while loans and loans held for sale increased by $81,633,000. The four largest loan classes that increased from December 31, 2011 were commercial and farm land, commercial and industrial, construction and home equity.

Effective February 10, 2012, the Bank assumed substantially all the deposits and certain other liabilities and acquired certain assets of SCB Bank, from the FDIC as the receiver of SCB Bank. The two most significant earning assets acquired were loans of $93.8 million and securities of approximately $18,900,000. Details of this transaction are included in NOTE 2. PURCHASE AND ASSUMPTION, included within the Notes to Consolidated Condensed Financial Statements of this Form 10-Q.

(Dollars in Thousands)	June 30, 2012	December 31, 2011
Interest-bearing time deposits	$ 41,760	$ 52,851
Investment securities available for sale	547,551	518,491
Investment securities held to maturity	396,770	427,909
Mortgage loans held for sale	15,278	17,864
Loans	2,797,634	2,713,415
Federal Reserve and Federal Home Loan Bank stock	33,033	31,270
Total	$ 3,832,026	$ 3,761,800

OTHER

The Securities and Exchange Commission maintains a Web site that contains reports, proxy and information statements and other information regarding registrants that file electronically with the Commission, including us, and that address is (http://www.sec.gov).

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The information required under this item is included as part of Management's Discussion and Analysis of Financial Condition and Results of Operations, under the headings "LIQUIDITY" and "INTEREST SENSITIVITY AND DISCLOSURE ABOUT MARKET RISK".

ITEM 4. CONTROLS AND PROCEDURES

At the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective. Disclosure controls and procedures are controls and procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Securities Exchange Act of 1934 are recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms.

There have been no changes in the Corporation's internal control over financial reporting identified in connection with the evaluation discussed above that occurred during the Corporation's last fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Corporation's internal control over financial reporting.

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PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

None

ITEM 1.A. RISK FACTORS

There have been no material changes to the risk factors previously disclosed in the Corporation's December 31, 2011, Annual Report on Form 10-K.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

a. None

b. None

c. Issuer Purchases of Equity Securities

The following table presents information relating to our purchases of equity securities during the quarter ended June 30, 2012, as follows:

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 of Shares that may yet be Purchased Under the Plans or Programs
April, 2012	306	$ 11.74	0	0
May, 2012			0	0
June, 2012			0	0

The shares were purchased in connection with the exercise of certain outstanding stock options or restricted stock.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None

ITEM 4. MINE SAFETY DISCLOSURES

Not Applicable

ITEM 5. OTHER INFORMATION

a. None

b. None

FIRST MERCHANTS CORPORATION

FORM 10Q

ITEM 6. EXHIBITS.

Exhibit No:	Description of Exhibits:
3.1	First Merchants Corporation Articles of Incorporation, as amended (Incorporated by reference to registrant's Form 10-Q filed on November 9, 2011)
3.2	Bylaws of First Merchants Corporation dated October 28, 2009 (Incorporated by reference to registrant's Form 10-Q filed on November 9, 2009)
4.1	First Merchants Corporation Amended and Restated Declaration of Trust of First Merchants Capital Trust II dated as of July 2, 2007 (Incorporated by reference to registrant's Form 8-K filed on July 3, 2007)
4.2	Indenture dated as of July 2, 2007 (Incorporated by reference to registrant's Form 8-K filed on July 3, 2007)
4.3	Guarantee Agreement dated as of July 2, 2007 (Incorporated by reference to registrant's Form 8-K filed on July 3, 2007)
4.4	Form of Capital Securities Certification of First Merchants Capital Trust II (Incorporated by reference to registrant's Form 8-K filed on July 3, 2007)
4.5	First Merchants Corporation Dividend Reinvestment and Stock Purchase Plan (Incorporated by reference to registrant's Post-Effective Amendment No. 1 to Form S-3 filed on August 21, 2009)
31.1	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes - Oxley Act of 2002 (2)
31.2	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes - Oxley Act of 2002 (2)
32	Certifications Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (2)
101.INS	XBRL Instance Document (3)
101.SCH	XBRL Taxonomy Extension Schema Document (3)
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document (3)
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document (3)
101.LAB	XBRL Taxonomy Extension Label Linkbase Document (3)
101.PRE	XBRL Taxonomy Extension Presentation Linkebase Document (3)

(1) Management contract or compensatory plan
(2) Filed herewith.
(3) Furnished herewith.

FIRST MERCHANTS CORPORATION

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

First Merchants Corporation
(Registrant)

Date: August 9, 2012

by /s/ Michael C. Rechin
Michael C. Rechin
President and Chief Executive Officer
(Principal Executive Officer)

Date: August 9, 2012

by: /s/ Mark K. Hardwick
Mark K. Hardwick
Executive Vice President and
Chief Financial Officer
(Principal Financial and Accounting Officer)

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