FIRST MERCHANTS CORP
Form 10-Q
May 10, 2017

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

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

SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2017
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 the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and "emergining growth company" in Rule 12b-2 of the Exchange Act. (Check one): Large accelerated filer [X] Accelerated filer [ ] Non-accelerated filer [ ] (Do not check if smaller reporting company) Smaller reporting company [ ] Emerging growth company [ ]

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. [ ]

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 April 30, 2017, there were 41,054,388 outstanding common shares of the registrant.

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FIRST MERCHANTS CORPORATION

GLOSSARY OF DEFINED TERMS

FIRST MERCHANTS CORPORATION

Ameriana	Ameriana Bancorp, Inc., which was acquired by the Corporation on December 31, 2015.
ASC	Accounting Standards Codification
Bank	First Merchants Bank, a wholly-owned subsidiary of the Corporation
CET1	Common Equity Tier 1
C Financial	C Financial Corporation, which was acquired by the Corporation on April 17, 2015.
CFS	CFS Bancorp, Inc., which was acquired by the Corporation on November 12, 2013.
CMT	Constant Maturity Treasury
Community	Community Bancshares, Inc., which was acquired by the Corporation on November 7, 2014.
Corporation	First Merchants Corporation
ESPP	Employee Stock Purchase Plan
FDIC	Federal Deposit Insurance Corporation
FHLB	Federal Home Loan Bank
FTE	Fully taxable equivalent
GAAP	Generally Accepted Accounting Principles
RSA	Restricted Stock Awards
SCB	SCB Bank, of which the Bank assumed substantially all the deposits and certain other liabilities and acquired certain other assets from the FDIC as receiver on February 10, 2012.
TEFRA	Tax Equity and Fiscal Responsibility Act. The TEFRA disallowance reduces the amount of interest expense an entity may deduct for the purpose of carrying tax-free investment securities.

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(table dollar amounts in thousands, except share data)

CONSOLIDATED CONDENSED BALANCE SHEETS

	March 31, 2017 (Unaudited)	December 31, 2016
ASSETS		
Cash and cash equivalents	$ 104,247	$ 127,927
Interest-bearing time deposits	20,439	24,459
Investment securities available for sale	730,788	696,862
Investment securities held to maturity (fair value of $602,091 and $611,933)	596,429	607,643
Loans held for sale	1,262	2,929
Loans, net of allowance for loan losses of $68,225 and $66,037	5,206,684	5,073,608
Premises and equipment	91,311	94,432
Federal Reserve and Federal Home Loan Bank stock	17,964	17,964
Interest receivable	25,174	26,194
Core deposit intangibles	13,963	14,866
Goodwill	244,000	244,000
Cash surrender value of life insurance	202,574	201,671
Other real estate owned	8,293	8,966
Tax asset, deferred and receivable	32,074	39,384
Other assets	30,991	30,706
TOTAL ASSETS	$ 7,326,193	$ 7,211,611
LIABILITIES		
Deposits:		
Noninterest-bearing	$ 1,373,778	$ 1,348,267
Interest-bearing	4,261,531	4,208,231
Total Deposits	5,635,309	5,556,498
Borrowings:		
Federal funds purchased	102,000	120,349
Securities sold under repurchase agreements	139,007	146,480
Federal Home Loan Bank advances	338,919	298,923
Subordinated debentures and term loans	128,862	128,445
Total Borrowings	708,788	694,197
Interest payable	3,875	3,110
Other liabilities	48,751	56,149
Total Liabilities	6,396,723	6,309,954
COMMITMENTS AND CONTINGENT LIABILITIES		
STOCKHOLDERS' EQUITY		
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 - 41,047,543 and 40,912,697 shares	5,131	5,114
Additional paid-in capital	509,953	509,018

Retained earnings	417,983	400,981
Accumulated other comprehensive income (loss)	(3,722)	(13,581)
Total Stockholders' Equity	929,470	901,657
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$7,326,193	$7,211,611

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CONSOLIDATED CONDENSED STATEMENTS OF INCOME

(Unaudited)

	Three Months Ended March 31,	
	2017	2016
INTEREST INCOME		
Loans receivable:		
Taxable	$56,357	$50,489
Tax exempt	2,333	1,315
Investment securities:		
Taxable	4,308	4,328
Tax exempt	5,003	4,509
Deposits with financial institutions	44	106
Federal Reserve and Federal Home Loan Bank stock	189	480
Total Interest Income	68,234	61,227
INTEREST EXPENSE		
Deposits	4,124	4,063
Federal funds purchased	228	28
Securities sold under repurchase agreements	88	100
Federal Home Loan Bank advances	978	796
Subordinated debentures and term loans	1,817	1,785
Total Interest Expense	7,235	6,772
NET INTEREST INCOME	60,999	54,455
Provision for loan losses	2,385	550
NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES	58,614	53,905
OTHER INCOME		
Service charges on deposit accounts	4,174	4,145
Fiduciary activities	2,640	2,494
Other customer fees	4,863	5,059
Earnings on cash surrender value of life insurance	898	1,476
Net gains and fees on sales of loans	1,275	1,460
Net realized gains on sales of available for sale securities	598	997
Other income	398	206
Total Other Income	14,846	15,837
OTHER EXPENSES		
Salaries and employee benefits	25,732	27,337
Net occupancy	4,216	4,022
Equipment	2,807	3,238
Marketing	565	737
Outside data processing fees	2,616	2,069
Printing and office supplies	264	364
Core deposit amortization	903	978

FDIC assessments	570	950
Other real estate owned and foreclosure expenses	531	751
Professional and other outside services	1,734	2,162
Other expenses	3,161	3,867
Total Other Expenses	43,099	46,475
INCOME BEFORE INCOME TAX	30,361	23,267
Income tax expense	7,168	5,574
NET INCOME AVAILABLE TO COMMON STOCKHOLDERS	$23,193	$17,693
Per Share Data:		
Basic Net Income Available to Common Stockholders	$0.57	$0.43
Diluted Net Income Available to Common Stockholders	$0.56	$0.43
Cash Dividends Paid	$0.15	$0.11
Average Diluted Shares Outstanding (in thousands)	41,221	40,917

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CONSOLIDATED CONDENSED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited)

	Three Months Ended March 31,	
	2017	2016
Net income	$23,193	$17,693
Other comprehensive income net of tax:		
Unrealized holding gain on securities available for sale arising during the period, net of tax of $5,444 and $2,765	10,110	5,135
Unrealized gain (loss) on cash flow hedges arising during the period, net of tax of $11 and $684	23	(1,270)
Reclassification adjustment for net gains included in net income, net of tax of $115 and $236	(215)	(437)
Defined benefit pension plan amortization of prior service cost, net of tax of $32	(59)	
	9,859	3,428
Comprehensive income	$33,052	$21,121

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CONSOLIDATED CONDENSED STATEMENT OF STOCKHOLDERS' EQUITY
(Unaudited)

	Preferred		Common Stock		Additional		Accumulated Other	
	Shares	Amount	Shares	Amount	Paid in Capital	Retained Earnings	Comprehensive Income (Loss)	Total
Balances, December 31, 2016	125	$ 125	40,912,697	$5,114	$509,018	$400,981	$ (13,581)	$901,657
Comprehensive income								
Net income						23,193		23,193
Other comprehensive income, net of tax							9,859	9,859
Cash dividends on common stock ($.15 per share)						(6,191)		(6,191)
Share-based compensation			76,951	10	563			573
Stock issued under employee benefit plans			3,453		114			114
Stock issued under dividend reinvestment and stock purchase plan			4,973	1	204			205
Stock options exercised			80,835	10	1,304			1,314
Stock redeemed			(31,366)	(4)	(1,250)			(1,254)
Balances, March 31, 2017	125	$ 125	41,047,543	$5,131	$509,953	$417,983	$ (3,722)	$929,470

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CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS
(Unaudited)

	Three Months Ended March 31, 2017	March 31, 2016
Cash Flow From Operating Activities:		
Net income	$23,193	$17,693
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for loan losses	2,385	550
Depreciation and amortization	1,830	1,835
Change in deferred taxes	3,019	3,324
Share-based compensation	573	593
Loans originated for sale	(46,280)	(87,689)
Proceeds from sales of loans held for sale	48,903	93,955
Gains on sales of loans held for sale	(956)	(1,204)
Gains on sales of securities available for sale	(598)	(997)
Change in interest receivable	1,020	1,579
Change in interest payable	765	818
Other adjustments	1,474	(5,661)
Net cash provided by operating activities	35,328	24,796
Cash Flows from Investing Activities:		
Net change in interest-bearing deposits	4,020	(45,138)
Purchases of:		
Securities available for sale	(68,819)	(32,632)
Securities held to maturity	(7,438)	(35,086)
Proceeds from sales of securities available for sale	26,169	69,623
Proceeds from maturities of:		
Securities available for sale	15,374	13,137
Securities held to maturity	18,076	19,134
Change in Federal Reserve and Federal Home Loan Bank stock		80
Net change in loans	(136,141)	(20,235)
Proceeds from the sale of other real estate owned	1,228	2,084
Other adjustments	1,291	(1,226)
Net cash used in investing activities	(146,240)	(30,259)
Cash Flows from Financing Activities:		
Net change in :		
Demand and savings deposits	(1,047)	44,902
Certificates of deposit and other time deposits	79,858	(24,650)
Borrowings	480,059	110,060
Repayment of borrowings	(465,826)	(136,321)
Cash dividends on common stock	(6,191)	(4,509)
Stock issued under employee benefit plans	114	119
Stock issued under dividend reinvestment and stock purchase plans	205	165
Stock options exercised	1,314	73

Stock redeemed	(1,254)	(808)
Net cash provided by (used in) financing activities	87,232	(10,969)
Net Change in Cash and Cash Equivalents	(23,680)	(16,432)
Cash and Cash Equivalents, January 1	127,927	102,170
Cash and Cash Equivalents, March 31	$104,247	$85,738
Additional cash flow information:		
Interest paid	$6,470	$5,954
Income tax paid		3,500
Loans transferred to other real estate owned	680	32
Fixed assets transferred to other real estate owned		360
Non-cash investing activities using trade date accounting	8,162	19,935

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NOTE 1

GENERAL

Financial Statement Preparation

The significant accounting policies followed by 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, 2016, 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 Annual Report on Form 10-K for the year ended December 31, 2016 filed with the Securities and Exchange Commission. The results of operations for the three months ended March 31, 2017, are not necessarily indicative of the results to be expected for the year. Reclassifications have been made to prior financial statements to conform to the current financial statement presentation. These reclassifications had no effect on net income.

NOTE 2

ACQUISITIONS

Ameriana Bancorp, Inc.

On December 31, 2015, the Corporation acquired 100 percent of Ameriana. Ameriana merged with and into the Corporation (the "Ameriana Merger") whereupon the separate corporate existence of Ameriana ceased and the Corporation survived. Immediately following the Ameriana Merger, Ameriana Bank, an Indiana bank and wholly-owned subsidiary of Ameriana, merged with and into the Bank, with the Bank continuing as the surviving bank. Ameriana was headquartered in New Castle, Indiana and had 13 banking centers serving central and east central Indiana. Pursuant to the merger agreement, each Ameriana shareholder received 0.9037 shares of the Corporation's common stock for each outstanding share of Ameriana common stock held. The Corporation issued approximately 2.8 million shares of common stock, which was valued at approximately $70.4 million. The Corporation engaged in this transaction with the expectation that it would be accretive and expand the existing footprint in central and east central Indiana. Goodwill resulted from this transaction due to the synergies and economies of scale.

	Fair Value
Cash and cash equivalents	$4,068

Interest-bearing time deposits	8,790
Investment securities	61,754
Loans	316,929
Premises and equipment	13,946
Federal Home Loan Bank stock	2,693
Other real estate owned	5,613
Interest receivable	1,306
Cash surrender value of life insurance	28,188
Other assets	6,713
Deposits	(383,718)
Interest payable	(24)
Federal Home Loan Bank Advances	(24,884)
Subordinated debentures	(5,487)
Other liabilities	(9,451)
Net tangible assets acquired	26,436
Core deposit intangible	5,342
Goodwill	38,624
Purchase price	$70,402

Of the total purchase price, $5,342,000 has been allocated to a core deposit intangible that will be amortized over its estimated life of 10 years. The remaining purchase price has been allocated to goodwill, which is not deductible for tax purposes.

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NOTE 3

INVESTMENT SECURITIES

The amortized cost, gross unrealized gains, gross unrealized losses and approximate market value of the Corporation's investment securities at the dates indicated were:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Available for sale at March 31, 2017				
U.S. Treasury	$747			$747
State and municipal	368,545	$ 9,345	$ 4,153	373,737
U.S. Government-sponsored mortgage-backed securities	323,912	1,736	2,949	322,699
Corporate obligations	31			31
Equity securities	21,820	11,754		33,574
Total available for sale	715,055	22,835	7,102	730,788
Held to maturity at March 31, 2017				
U.S. Government-sponsored agency securities	22,618		458	22,160
State and municipal	231,129	4,096	1,386	233,839
U.S. Government-sponsored mortgage-backed securities	342,682	4,941	1,531	346,092
Total held to maturity	596,429	9,037	3,375	602,091
Total Investment Securities	$1,311,484	$ 31,872	$ 10,477	$1,332,879

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Available for sale at December 31, 2016				
U.S. Government-sponsored agency securities	$100			$100
State and municipal	360,779	$ 8,443	$ 5,564	363,658
U.S. Government-sponsored mortgage-backed securities	313,459	1,904	3,071	312,292
Corporate obligations	31			31
Equity securities	21,820		1,039	20,781
Total available for sale	696,189	10,347	9,674	696,862
Held to maturity at December 31, 2016				
U.S. Government-sponsored agency securities	22,619		479	22,140
State and municipal	224,811	3,136	1,796	226,151
U.S. Government-sponsored mortgage-backed securities	360,213	4,956	1,527	363,642
Total held to maturity	607,643	8,092	3,802	611,933
Total Investment Securities	$1,303,832	$ 18,439	$ 13,476	$1,308,795

The amortized cost and fair value of available for sale and held to maturity securities at March 31, 2017 and December 31, 2016, 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 March 31, 2017:				
Due in one year or less	$3,604	$3,643	$4,771	$4,825
Due after one through five years	10,687	11,260	70,442	71,687
Due after five through ten years	57,708	59,851	51,387	51,438
Due after ten years	297,324	299,761	127,147	128,049
	$369,323	$374,515	$253,747	$255,999
U.S. Government-sponsored mortgage-backed securities	323,912	322,699	342,682	346,092
Equity securities	21,820	33,574		
Total Investment Securities	$715,055	$730,788	$596,429	$602,091

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	Available for Sale		Held to Maturity	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Maturity Distribution at December 31, 2016				
Due in one year or less	$2,703	$2,717	$2,046	$2,047
Due after one through five years	16,359	17,068	61,921	63,193
Due after five through ten years	60,614	62,241	61,606	61,145
Due after ten years	281,234	281,763	121,857	121,906
	$360,910	$363,789	$247,430	$248,291
U.S. Government-sponsored mortgage-backed securities	313,459	312,292	360,213	363,642
Equity securities	21,820	20,781		
Total Investment Securities	$696,189	$696,862	$607,643	$611,933

The carrying value of securities pledged as collateral, to secure borrowings and for other purposes, was $551,860,000 at March 31, 2017, and $572,896,000 at December 31, 2016.

The book value of securities sold under agreements to repurchase amounted to $138,657,000 at March 31, 2017, and $145,936,000 at December 31, 2016.

Gross gains on the sales and redemptions of available for sale securities for the three months ended March 31, 2017 and 2016 are shown below.

	Three Months Ended March 31,	
	2017	2016
Sales and Redemptions of Available for Sale Securities:		
Gross gains	$598	$997
Gross losses		

The following table shows the Corporation's gross unrealized losses and fair value, aggregated by investment category and length of time the individual securities have been in a continuous unrealized loss position at March 31, 2017, and December 31, 2016:

	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 Available for Sale Securities at March 31, 2017						

State and municipal	$109,641	$ 4,153			$109,641	$ 4,153
U.S. Government-sponsored mortgage-backed securities	183,878	2,949			183,878	2,949
Total Temporarily Impaired Available for Sale Securities	293,519	7,102			293,519	7,102
Temporarily Impaired Held to Maturity Securities at March 31, 2017						
Federal agencies	22,160	458			22,160	458
State and municipal	36,582	1,386			36,582	1,386
U.S. Government-sponsored mortgage-backed securities	108,696	1,531			108,696	1,531
Total Temporarily Impaired Held to Maturity Securities	167,438	3,375			167,438	3,375
Total Temporarily Impaired Investment Securities	$460,957	$ 10,477			$460,957	$ 10,477

	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 Available for Sale Securities at December 31, 2016						
State and municipal	$126,593	$ 5,564			$126,593	$ 5,564
U.S. Government-sponsored mortgage-backed securities	185,544	3,071			185,544	3,071
Equity Securities	18,765	1,039			18,765	1,039
Total Temporarily Impaired Available for Sale Securities	330,902	9,674			330,902	9,674
Temporarily Impaired Held to Maturity Securities at December 31, 2016						
U.S. Government-sponsored agency securities	19,121	479			19,121	479
State and municipal	50,897	1,796			50,897	1,796
U.S. Government-sponsored mortgage-backed securities	109,377	1,527			109,377	1,527
Total Temporarily Impaired Held to Maturity Securities	179,395	3,802			179,395	3,802
Total Temporarily Impaired Investment Securities	$510,297	$ 13,476			$510,297	$ 13,476

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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.

	March 31, 2017	December 31, 2016
Investments reported at less than historical cost:		
Historical cost	$471,434	$523,773
Fair value	$460,957	$510,297
Percent of the Corporation's available for sale and held to maturity portfolio	34.7 %	39.1 %

Except as discussed below, management believes the decline in fair value for these securities was 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 during the period the OTTI is identified.

The Corporation's management has evaluated all securities with unrealized losses for other-than temporary impairment as of March 31, 2017. 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.

In determining the fair value of the investment securities portfolio, the Corporation utilizes a third party for portfolio accounting services, including market value input, for those securities classified as Level 1 and Level 2 in the fair value hierarchy. 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 losses resulting from the sale of certain securities has proven the data to be accurate over time. The fair value of securities classified as Level 3 in the valuation hierarchy was determined using a discounted cash flow model that incorporated market estimates of interest rates and volatility in markets that have not been active.

State and Municipal Securities

The unrealized losses on the Corporation's investments in securities of state and political subdivisions were caused by interest rate increases. 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. Because the Corporation does not intend to sell the investments and it is not more likely than not that the Corporation will be required to sell the investments before recovery of their amortized cost basis, which may be maturity, the Corporation does not consider those investments to be other-than-temporarily impaired at March 31, 2017. The state and political subdivision securities portfolio contains unrealized losses of $4,153,000 on eighty-three securities and $1,386,000 on fifty-one securities in the available for sale and held to maturity portfolios, respectively.

U.S. Government-Sponsored Mortgage-Backed Securities

The unrealized losses on the Corporation's investment in mortgage-backed securities were a result of interest rate changes. The Corporation expects to recover the amortized cost basis over the term of the securities. Because the decline in market value is attributable to changes in interest rates and not credit quality, and because the Corporation does not intend to sell the investments and it is not more likely than not that the Corporation will be required to sell the investments before recovery of their amortized cost basis, which may be maturity, the Corporation does not consider those investments to be other-than-temporarily impaired at March 31, 2017. The mortgage-backed securities portfolio contains unrealized losses of $2,949,000 on forty-five securities and $1,531,000 on thirty-one securities in the available for sale and held to maturity portfolios, respectively. All these securities are issued by a government-sponsored entity.

U.S. Government-Sponsored Agency Securities

The unrealized losses on the Corporation's investment in U.S. Government-Sponsored Agency securities were a result of interest rate changes. 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. Because the Corporation does not intend to sell the investments and it is not more likely than not that the Corporation will be required to sell the investments before recovery of their amortized cost basis, which may be maturity, the Corporation does not consider those investments to be other-than-temporarily impaired at March 31, 2017. The U.S. Government-Sponsored Agency securities portfolio contains no unrealized losses in the available for sale portfolio, and $458,000 on five securities in the held to maturity portfolio.

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NOTE 4

LOANS AND ALLOWANCE

The Corporation's primary lending focus is small business and middle market commercial, commercial real estate, residential real estate and consumer, which results in portfolio diversification. The following tables show the composition of the loan portfolio, the allowance for loan losses and certain credit quality aspects, all excluding loans held for sale. Loans held for sale as of March 31, 2017, and December 31, 2016, were $1,262,000 and $2,929,000, respectively.

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

	March 31, 2017	December 31, 2016
Commercial and industrial loans	$1,258,840	$1,194,646
Agricultural production financing and other loans to farmers	77,021	79,689
Real estate loans:		
Construction	336,931	418,703
Commercial and farmland	2,118,431	1,953,062
Residential	737,918	739,169
Home equity	423,708	418,525
Individuals' loans for household and other personal expenditures	77,590	77,479
Lease financing receivables, net of unearned income	261	311
Other commercial loans	244,209	258,061
Loans	$5,274,909	$5,139,645
Allowance for loan losses	(68,225)	(66,037)
Net Loans	$5,206,684	$5,073,608

Allowance, Credit Quality and Loan Portfolio

The Corporation maintains an allowance for loan losses to cover probable credit losses identified during its loan review process. Management believes the allowance for loan losses is adequate to cover probable losses inherent in the loan portfolio at March 31, 2017. 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, to estimate the effect of uncertain matters. The allowance for loan losses considers current factors, including economic conditions and ongoing internal and external examinations, and will increase or decrease as deemed necessary to ensure it 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, portfolio mix and collateral values.

The allowance for loan losses is maintained through the provision for loan losses, which is a charge against earnings. The allowance is increased by provision expense 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. The Bank charges off a loan when a determination is made that all or a portion of the loan is uncollectible. The amount provided for loan losses in a given period may be greater than or less than net loan losses experienced during the period, and is based on management’s judgment as to the appropriate level of the allowance for loan losses. The determination of the provision amount is based on management’s ongoing review and evaluation of the loan portfolio, including an internally administered loan "watch" list and independent loan reviews. 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 the current environment and economic conditions on the portfolio.

The allowance consists of specific impairment reserves as required by ASC 310-10-35, a component for historical losses in accordance with ASC 450 and the consideration of current environmental factors in accordance with ASC 450. 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.

The historical loss allocation for loans not deemed impaired according to ASC 450 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 risk grades to charge-off.

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In addition to the specific reserves and historical loss components of the allowance, consideration is given to various environmental factors to ensure that losses inherent in the portfolio are reflected in the allowance for loan losses. The environmental component adjusts the historical loss allocations for non-impaired 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.

In conformance with ASC 805 and ASC 820, loans purchased after December 31, 2008 are recorded at the acquisition date fair value. Such loans are included in the allowance to the extent a specific impairment is identified that exceeds the fair value adjustment on an impaired loan or the historical loss and environmental factor analysis indicates losses inherent in a purchased portfolio exceeds the fair value adjustment on the portion of the purchased portfolio not deemed impaired.

The following tables summarize changes in the allowance for loan losses by loan segment for the three months ended March 31, 2017, and March 31, 2016:

	Three Months Ended March 31, 2017					
	Commercial	Commercial Real Estate	Consumer	Residential	Finance Leases	Total
Allowance for loan losses:						
Balances, December 31, 2016	$27,696	$ 23,661	$ 2,923	$ 11,755	$ 2	$66,037
Provision for losses	1,197	247	249	692		2,385
Recoveries on loans	366	564	101	237		1,268
Loans charged-off	(735)	(152)	(153)	(425)		(1,465)
Balances, March 31, 2017	$28,524	$ 24,320	$ 3,120	$ 12,259	$ 2	$68,225

	Three Months Ended March 31, 2016					
	Commercial	Commercial Real Estate	Consumer	Residential	Finance Leases	Total
Allowance for loan losses:						
Balances, December 31, 2015	$26,478	$ 22,145	$ 2,689	$ 11,139	$ 2	$62,453
Provision for losses	139	214	33	164		550
Recoveries on loans	292	952	78	312		1,634
Loans charged-off	(645)	(994)	(153)	(759)		(2,551)
Balances, March 31, 2016	$26,264	$ 22,317	$ 2,647	$ 10,856	$ 2	$62,086

The following tables show the Corporation’s allowance for loan losses and loan portfolio by segment as of the periods indicated:

March 31, 2017

	Commercial	Commercial Real Estate	Consumer	Residential	Finance Leases	Total
Allowance Balances:						
Individually evaluated for impairment	$36	$829		$317		$1,182
Collectively evaluated for impairment	28,488	23,491	$ 3,120	11,942	$ 2	67,043
Loans Acquired with Deteriorated Credit Quality						
Total Allowance for Loan Losses	$28,524	$24,320	$ 3,120	$12,259	$ 2	$68,225
Loan Balances:						
Individually evaluated for impairment	$3,314	$21,701	$ 8	$4,444		$29,467
Collectively evaluated for impairment	1,573,619	2,405,977	77,582	1,155,610	$ 261	5,213,049
Loans Acquired with Deteriorated Credit Quality	3,137	27,684		1,572		32,393
Loans	$1,580,070	$2,455,362	$ 77,590	$1,161,626	$ 261	$5,274,909

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	December 31, 2016					
	Commercial	Commercial Real Estate	Consumer	Residential	Finance Leases	Total
Allowance Balances:						
Individually evaluated for impairment	$37	$553		$298		$888
Collectively evaluated for impairment	27,659	23,108	$ 2,923	11,457	$ 2	65,149
Loans Acquired with Deteriorated Credit Quality						
Total Allowance for Loan Losses	$27,696	$23,661	$ 2,923	$11,755	$ 2	$66,037
Loan Balances:						
Individually evaluated for impairment	$4,762	$21,358	$ 9	$4,450		$30,579
Collectively evaluated for impairment	1,520,981	2,315,686	77,470	1,151,396	$ 311	5,065,844
Loans Acquired with Deteriorated Credit Quality	6,653	34,721		1,848		43,222
Loans	$1,532,396	$2,371,765	$ 77,479	$1,157,694	$ 311	$5,139,645

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.

Consumer and Residential

With respect to residential loans that are secured by 1-4 family residences and are typically owner occupied, the Corporation generally establishes a maximum loan-to-value ratio and requires private mortgage insurance 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.

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. When the interest accrual is discontinued, all unpaid accrued interest is reversed against earnings when considered uncollectable. Payments subsequently received on non-accrual 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 as of the periods indicated:

	March 31, 2017	December 31, 2016
Commercial and industrial loans	$ 1,975	$ 1,839
Agriculture production financing and other loans to farmers	665	1,329
Real estate loans:		
Construction	71	73
Commercial and farmland	14,536	15,754
Residential	9,284	9,523
Home equity	1,324	1,457
Individuals' loans for household and other personal expenditures	65	23
Total	$ 27,920	$ 29,998

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Commercial impaired loans include non-accrual loans, loans accounted for under ASC 310-30, and loans risk graded as substandard, doubtful and loss that were still accruing but deemed impaired according to the guidance set forth in ASC 310. Also included in impaired loans are accruing loans that are contractually past due 90 days or more and troubled debt loan restructures.

Allowable methods for determining the amount of impairment include estimating fair value using the fair value of the collateral for collateral dependent loans. If the impaired loan is identified as collateral dependent, then the fair value method of measuring the amount of impairment is utilized. This method requires obtaining a current independent appraisal of the collateral and applying a discount factor to the value. 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 ascertained by assessing, either singularly or some combination of, asset appraisals, accounts receivable aging reports, inventory listings and or customer financial statements. Both appraised values and values based on borrower's financial information are discounted as considered appropriate based on age and quality of the information and current market conditions.

The following tables show the composition of the Corporation's commercial impaired loans by loan class as of the periods indicated:

	March 31, 2017		
	Unpaid Principal Balance	Recorded Investment	Related Allowance
Impaired loans with no related allowance:			
Commercial and industrial loans	$13,715	$ 5,786	
Agriculture production financing and other loans to farmers	14	5	
Real estate Loans:			
Construction	589		
Commercial and farmland	63,743	46,185	
Residential	7,664	4,335	
Home equity	82	43	
Other commercial loans	8		
Total	$85,815	$ 56,354	
Impaired loans with related allowance:			
Agriculture production financing and other loans to farmers	$660	$ 660	$ 36
Real estate Loans:			
Commercial and farmland	3,686	3,026	829
Residential	65	34	23
Total	$4,411	$ 3,720	$ 888
Total Impaired Loans	$90,226	$ 60,074	$ 888

December 31, 2016

	Unpaid Principal Balance	Recorded Investment	Related Allowance
Impaired loans with no related allowance:			
Commercial and industrial loans	$17,645	$ 10,074	
Agriculture production financing and other loans to farmers	757	680	
Real estate Loans:			
Construction	5,946	3,178	
Commercial and farmland	67,936	49,731	
Residential	8,039	4,664	
Home equity	82	44	
Other commercial loans	11		
Total	$100,416	$ 68,371	
Impaired loans with related allowance:			
Agriculture production financing and other loans to farmers	$660	$ 660	$ 36
Real estate Loans:			
Commercial and farmland	4,238	2,985	553
Residential	65	34	23
Total	$4,963	$ 3,679	$ 612
Total Impaired Loans	$105,379	$ 72,050	$ 612

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	Three Months Ended March 31, 2017	
	Average Recorded Investment	Interest Income Recognized
Impaired loans with no related allowance:		
Commercial and industrial loans	$8,571	$ 48
Agriculture production financing and other loans to farmers	145	
Real estate Loans:		
Commercial and farmland	46,680	577
Residential	4,471	41
Home equity	43	
Total	$59,910	$ 666
Impaired loans with related allowance:		
Agriculture production financing and other loans to farmers	$660	
Real estate Loans:		
Commercial and farmland	3,032	
Residential	34	
Total	$3,726	
Total Impaired Loans	$63,636	$ 666

	Three Months Ended March 31, 2016	
	Average Recorded Investment	Interest Income Recognized
Impaired loans with no related allowance:		
Commercial and industrial loans	$12,052	$ 109
Agriculture production financing and other loans to farmers	716	1
Real estate Loans:		
Construction	4,262	85
Commercial and farmland	65,461	871
Residential	7,746	58
Home equity	225	
Total	$90,462	$ 1,124
Impaired loans with related allowance:		
Commercial and industrial loans	$1,363	$ 9
Agriculture production financing and other loans to farmers	1,315	
Real estate Loans:		
Commercial and farmland	1,756	
Residential	879	
Total	$5,313	$ 9
Total Impaired Loans	$95,775	$ 1,133

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. 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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- 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.

The following tables summarize 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. Loans that evidenced deterioration of credit quality since origination and it was probable, at acquisition, that all contractually required payments would not be collected are included in the applicable categories below.

March 31, 2017							
Commercial Pass	Commercial Special Mention	Commercial Substandard	Commercial Doubtful	Commercial Loss	Consumer Performing	Consumer Non-Performing	Total
$ 1,190,546	$ 25,537	$ 42,757					$ 1,258,840

Commercial and industrial loans								
Agriculture production financing and other loans to farmers	23,236	34,044	19,741					77,021
Real estate Loans:								
Construction	319,724	5,138	58			$ 11,940	$ 71	336,931
Commercial and farmland	1,963,654	65,537	87,197	$ 1,687		351	5	2,118,431
Residential	148,677	4,497	5,679			571,451	7,614	737,918
Home equity	9,588	47	352			412,339	1,382	423,708
Individuals' loans for household and other personal expenditures						77,503	87	77,590
Lease financing receivables, net of unearned income	261							261
Other commercial loans	243,339		870					244,209
Loans	$ 3,899,025	$ 134,800	$ 156,654	$ 1,687		$ 1,073,584	$ 9,159	$ 5,274,909

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	December 31, 2016							
	Commercial Pass	Commercial Special Mention	Commercial Substandard	Commercial Doubtful	Commercial Loss	Consumer Performing	Consumer Non-Performing	Total
Commercial and industrial loans	$1,117,545	$30,919	$46,182					$1,194,646
Agriculture production financing and other loans to farmers	30,712	25,273	23,704					79,689
Real estate Loans:								
Construction	398,646	3,490	1,858			$14,636	$ 73	418,703
Commercial and farmland	1,811,367	60,028	80,626			1,034	7	1,953,062
Residential	146,251	5,106	6,046			574,054	7,712	739,169
Home equity	7,310	47	516			409,237	1,415	418,525
Individuals' loans for household and other personal expenditures						77,456	23	77,479
Lease financing receivables, net of unearned income	228		83					311
Other commercial loans	257,861		200					258,061
Loans	$3,769,920	$124,863	$159,215			$1,076,417	$ 9,230	$5,139,645

The tables below show a past due aging of the Corporation’s loan portfolio, by loan class, as of March 31, 2017, and December 31, 2016.

	March 31, 2017						
	Current	30-59 Days Past Due	60-89 Days Past Due	Loans > 90 Days And Accruing	Non-Accrual	Total Past Due & Non-Accrual	Total
Commercial and industrial loans	$1,255,950	$915			$ 1,975	$ 2,890	$1,258,840
Agriculture production financing and other loans to farmers	75,251	1,105			665	1,770	77,021
Real estate loans:							
Construction	336,027	833			71	904	336,931
Commercial and farmland	2,098,174	5,076	$645		14,536	20,257	2,118,431
Residential	725,168	2,836	630		9,284	12,750	737,918
Home equity	421,202	906	175	$ 101	1,324	2,506	423,708

Individuals' loans for household and other personal expenditures	77,175	285	43	22	65	415	77,590
Lease financing receivables, net of unearned income	261						261
Other commercial loans	244,209						244,209
Loans	$5,233,417	$11,956	$1,493	$ 123	$ 27,920	$ 41,492	$5,274,909

	December 31, 2016						
	Current	30-59 Days Past Due	60-89 Days Past Due	Loans > 90 Days And Accruing	Non-Accrual	Total Past Due & Non-Accrual	Total
Commercial and industrial loans	$1,192,079	$466	$162	$ 100	$ 1,839	$ 2,567	$1,194,646
Agriculture production financing and other loans to farmers	78,360				1,329	1,329	79,689
Real estate loans:							
Construction	415,975	2,655			73	2,728	418,703
Commercial and farmland	1,932,896	1,385	3,027		15,754	20,166	1,953,062
Residential	725,338	3,664	635	9	9,523	13,831	739,169
Home equity	415,969	850	246	3	1,457	2,556	418,525
Individuals' loans for household and other personal expenditures	76,929	470	57		23	550	77,479
Lease financing receivables, net of unearned income	311						311
Other commercial loans	258,061						258,061
Loans	$5,095,918	$9,490	$4,127	$ 112	$ 29,998	$ 43,727	$5,139,645

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 Quarterly Report on Form 10-Q.

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On occasion, borrowers experience declines in income and cash flow. As a result, these borrowers seek to reduce contractual cash outlays including debt payments. Concurrently, in an effort to preserve and protect its earning assets, specifically troubled loans, the Corporation works 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 original 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.

The following tables summarize troubled debt restructurings in the Corporation's loan portfolio that occurred during the periods indicated:

	Three Months Ended March 31, 2017		
	Pre-Modification Recorded Balance	Post-Modification Recorded Balance	Number of Loans
Real estate loans:			
Commercial and farmland	$ 107	$ 241	3
Residential	121	122	2
Home equity	122		
Total	$ 350	$ 363	5

	Three Months Ended March 31, 2016		
	Pre-Modification Recorded Balance	Post-Modification Recorded Balance	Number of Loans
Commercial and industrial loans	$260	$ 260	3
Agriculture production financing and other loans to farmers	465	331	2
Real estate loans:			
Commercial and farmland	352	352	1
Residential	113	133	3
Individuals' loans for household and other personal expenditures	13	13	1
Total	$1,203	$ 1,089	10

The following tables summarize the recorded investment of troubled debt restructurings as of March 31, 2017 and 2016, by modification type, that occurred during the periods indicated:

	Three Months Ended March 31, 2017			
	Term Modification	Rate Modification	Combination	Total Modification

Real estate loans:			
Commercial and farmland		$ 241	$ 241
Residential	$ 122		122
Total	$ 122	$ 241	$ 363

	Three Months Ended March 31, 2016			
	Term Modification	Rate Modification	Combination	Total Modification
Commercial and industrial loans			$ 260	$ 260
Agriculture production financing and other loans to farmers		$ 331		331
Real estate loans:				
Commercial and farmland			351	351
Residential		123		123
Individuals loans for household and other personal expenditures		13		13
Total		$ 467	$ 611	$ 1,078

Loans secured by commercial and farmland real estate made up 66 percent of the post-modification balance of troubled debt restructured loans made in the three months ended March 31, 2017.

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The following tables summarize troubled debt restructures that occurred during the twelve months ended March 31, 2017, that subsequently defaulted during the period indicated and remained in default at period end. For purposes of this discussion, a loan is considered in default if it is 30 or more days past due.

	Three Months Ended March 31, 2017	
	Number of Loans	Recorded Balance
Real estate loans:		
Commercial and farmland	1	$ 223
Total	1	$ 223

	Three Months Ended March 31, 2016	
	Number of Loans	Recorded Balance
Commercial and industrial loans	3	$ 260
Real estate loans:		
Commercial and farmland	1	717
Total	4	$ 977

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 loan restructures are generally included in the general historical allowance for loan loss at the post modification balance. Consumer non-accrual and delinquent troubled debt loan restructures are also considered in the calculation of the non-accrual and delinquency trend environmental allowance allocation. Consumer mortgage loans secured by residential real estate properties for which formal foreclosure proceedings are in process totaled $1,104,000 and $1,530,000 at March 31, 2017 and December 31, 2016, respectively.

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 loan restructures 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

ACCOUNTING FOR CERTAIN LOANS ACQUIRED IN A PURCHASE

The acquired loans detailed in the tables below are included in NOTE 4. LOANS AND ALLOWANCE, in the Notes to Consolidated Condensed Financial Statements of this Quarterly Report on Form 10-Q. As described in NOTE 4, loans purchased after December 31, 2008 are recorded at the acquisition date fair value, which could result in a fair value discount or premium. Purchased loans with evidence of credit deterioration since origination and for which it is probable at the date of acquisition that the acquirer will not collect all contractually required principal and interest payments are accounted for under ASC 310-30, Loans Acquired with Deteriorated Credit Quality. The difference between contractually required payments and the cash flows expected to be collected at acquisition is referred to as the nonaccretable portion of the fair value discount or premium. The accretable portion of the fair value discount or premium is the difference between the expected cash flows and the net present value of expected cash flows, with such difference accreted into earnings over the term of the loans. All other loans not accounted for under ASC 310-30 are accounted for under ASC 310-20, which allows the fair value adjustment to be accreted into income over the remaining life of the loans.

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The Corporation's most recent acquisition is detailed in NOTE 2, ACQUISITIONS AND DIVESTITURES, in the Notes to Consolidated Condensed Financial Statements of this Quarterly Report on Form 10-Q. In addition, the Corporation acquired C Financial in April 2015, Community in November 2014 and CFS in November 2013. The Corporation also acquired certain loans from SCB in February 2012. The following tables include the outstanding balance and carrying amount of all acquired loans which were included in the Corporation's balance sheet at March 31, 2017, and December 31, 2016.

	March 31, 2017					
	Ameriana	C Financial	Community	CFS	SCB	Total
Outstanding Balance:						
Commercial and industrial loans	$6,888	$80	$2,100	$16,181	$3,267	$28,516
Agricultural production financing and other loans to farmers			1,551	50	1,134	2,735
Real estate loans:						
Construction	10,953	2,376	2,844	128		16,301
Commercial and farmland	104,227	21,913	34,218	111,601	8,374	280,333
Residential	98,987	41,744	8,985	91,291	3,820	244,827
Home Equity	10,747	7,669	5,745	25,562	11,797	61,520
Individuals' loans for household and other personal expenditures	650	1	127	181	27	986
Other commercial loans	1,808			64		1,872
Total	$234,260	$73,783	$55,570	$245,058	$28,419	$637,090
Carrying Amount	$226,292	$71,983	$51,632	$233,356	$25,461	$608,724
Allowance	412		77	102		591
Carrying Amount Net of Allowance	$225,880	$71,983	$51,555	$233,254	$25,461	$608,133

	December 31, 2016					
	Ameriana	C Financial	Community	CFS	SCB	Total
Outstanding Balance:						
Commercial and industrial loans	$8,003	$85	$2,269	$23,327	$3,552	$37,236
Agricultural production financing and other loans to farmers			1,030	50	1,630	2,710
Real estate loans:						
Construction	22,017	2,835	4,026	420		29,298
Commercial and farmland	103,075	22,130	36,947	131,895	9,315	303,362
Residential	103,414	44,101	9,363	96,627	4,135	257,640
Home Equity	11,728	7,947	6,326	26,894	11,924	64,819
Individuals' loans for household and other personal expenditures	762	2	147	201	30	1,142
Other commercial loans	1,825			65		1,890

Total	$250,824	$77,100	$ 60,108	$279,479	$30,586	$698,097
Carrying Amount	$240,053	$75,194	$ 56,007	$266,845	$27,318	$665,417
Allowance	265		23	92		380
Carrying Amount Net of Allowance	$239,788	$75,194	$ 55,984	$266,753	$27,318	$665,037

The outstanding balance and related carrying amount of loans acquired and accounted for under ASC 310-30 as of March 31, 2017 were $46.4 million and $32.4 million, respectively. The outstanding balance and related carrying amount of those loans as of December 31, 2016 were $60.5 million and $43.2 million, respectively.

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As customer cash flow expectations improve, nonaccretable yield can be reclassified to accretable yield. The accretable yield, or income expected to be collected, and reclassifications from nonaccretable yield, are identified in the tables below. The tables reflect only purchased loans accounted for under ASC 310-30 and not the entire portfolio of purchased loans.

	Three Months Ended March 31, 2017					
	Ameriana	C Financial	Community	CFS	SCB	Total
Beginning balance	$1,630	$ 73	$ 1,233	$736	$279	$3,951
Additions						
Accretion	(2,502)	(40)	(62)	(470)	(164)	(3,238)
Reclassification from nonaccretable	1,696	35	31	466	142	2,370
Disposals						
Ending balance	$824	$ 68	$ 1,202	$732	$257	$3,083

	Three Months Ended March 31, 2016					
	Ameriana	C Financial	Community	CFS	SCB	Total
Beginning balance	$2,160	$ 114	$ 1,508	$1,188	$642	$5,612
Additions						
Accretion	(40)	(15)	(63)	(1,290)	(88)	(1,496)
Reclassification from nonaccretable		1	11	1,135	36	1,183
Disposals						
Ending balance	$2,120	$ 100	$ 1,456	$1,033	$590	$5,299

NOTE 6

GOODWILL

Goodwill is recorded on the acquisition date of an entity. During the measurement period, the Corporation may record subsequent adjustments to goodwill for provisional amounts recorded at the acquisition date. The Corporation did not have any acquisition activity in the three months ended March 31, 2017. The Ameriana acquisition on December 31, 2015 resulted in $38,624,000 of goodwill, of which, $871,000 was recorded during the first quarter of 2016 as a measurement period adjustment.

	2016
Balance, January 1	$243,129
Measurement period adjustment	871
Balance, December 31	$244,000

NOTE 7

CORE DEPOSIT INTANGIBLES

A core deposit intangible is recorded on the acquisition date of an entity. During the measurement period, the Corporation may record subsequent adjustments to the core deposit intangible for provisional amounts recorded at the acquisition date. The Ameriana acquisition on December 31, 2015 resulted in a core deposit intangible of $5,342,000, of which, $2,142,000 was recorded as a measurement period adjustment in the first quarter of 2016. Details regarding the acquisition are discussed in NOTE 2. ACQUISITIONS AND DIVESTITURES, in the Notes to Consolidated Financial Statements of this Quarterly Report on Form 10-Q.

The carrying basis and accumulated amortization of recognized core deposit intangibles are noted below.

	March 31, 2017	December 31, 2016
Gross carrying amount	$ 63,940	$ 61,798
Measurement period adjustment		2,142
Accumulated amortization	(49,977)	(49,074)
Core deposit intangibles	$ 13,963	$ 14,866

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Estimated future amortization expense is summarized as follows:

	Amortization Expense
2017	$ 2,711
2018	2,299
2019	1,914
2020	1,733
2021	1,611
After 2021	3,695
	$ 13,963

NOTE 8

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. The Corporation manages a matched book with respect to its derivative instruments offered as a part of this service to its customers in order to minimize its net risk exposure resulting from such transactions.

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 March 31, 2017 and December 31, 2016, the Corporation had five interest rate swaps with a notional amount of $56.0 million and one interest rate cap with a notional amount of $13.0 million that were designated as cash flow hedges.

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 interest expense as interest payments are made on the Corporation’s variable-rate liabilities. During the next twelve months, the Corporation expects to reclassify $893,000 from accumulated other comprehensive income to interest expense.

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 2017, $26.0 million of the interest rate swaps and the $13.0 million interest rate cap were used to hedge the variable cash outflows (LIBOR-based) associated with existing trust preferred securities when the outflows converted from a fixed rate to variable rate in September of 2012. In addition, the remaining $30.0 million of interest rate swaps were used to hedge the variable cash outflows (LIBOR-based) associated with three Federal Home Loan Bank advances. The ineffective portion of the change in fair value of the derivatives is recognized directly in earnings. During the three months ended March 31, 2017, and 2016, the Corporation did not recognize any ineffectiveness.

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 March 31, 2017, the notional amount of customer-facing swaps was approximately $312,621,000. This amount is offset with third party counterparties, as described above.

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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 March 31, 2017, and December 31, 2016.

	Asset Derivatives				Liability Derivatives			
	March 31, 2017		December 31, 2016		March 31, 2017		December 31, 2016	
	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	$6	Other Assets	$15	Other Liabilities	$1,916	Other Liabilities	$2,182
Derivatives not designated as hedging instruments:								
Interest rate contracts	Other Assets	$6,373	Other Assets	$6,295	Other Liabilities	$6,373	Other Liabilities	$6,295

The amount of gain (loss) recognized in other comprehensive income is included in the table below for the periods indicated.

Derivatives in Cash Flow Hedging Relationships	Amount of Gain (Loss) Recognized in Other Comprehensive Income on Derivative (Effective Portion) Three Months Ended	
	March 31, 2017	March 31, 2016
Interest Rate Products	$ 34	$ (1,954)

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 months ended March 31, 2017 and 2016.

Derivatives Not Designated as Hedging Instruments under FASB ASC 815-10	Location of Gain (Loss) Recognized Income on Derivative	Amount of Gain (Loss) Recognized in Income on Derivative	
		Three Months Ended March 31, 2017	Three Months Ended March 31, 2016
Interest rate contracts	Other income	$ —	$ (245)

The amount of gain (loss) reclassified from other comprehensive income into income is included in the table below for the periods indicated.

Derivatives Designated as Hedging Instruments under FASB ASC 815-10	Location of Gain (Loss) Recognized Income on Derivative	Amount of Gain (Loss) Reclassed from Other Comprehensive Income into Income (Effective Portion)	
		Three Months Ended March 31, 2017	Three Months Ended March 31, 2016
Interest rate contracts	Interest Expense	(268)	(324)

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 level of risk is monitored by performing quarterly financial reviews, comparing mark-to-mark values with policy limitations, monitoring credit ratings and pledging of collateral.

Credit-risk-related Contingent Features

The Corporation 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 adequately capitalized institution, then the Corporation could be required to terminate or fully collateralize all outstanding derivative contracts.

The Corporation also 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 March 31, 2017, the termination value of derivatives in a net liability position related to these agreements was

$3,317,000. As of March 31, 2017, the Corporation had minimum collateral posting thresholds with certain of its derivative counterparties and had posted collateral of $8,706,000. If the Corporation had breached any of these provisions at March 31, 2017, it could have been required to settle its obligations under the agreements at their termination value.

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NOTE 9

DISCLOSURES ABOUT FAIR VALUE OF ASSETS AND LIABILITIES

The Corporation used fair value measurements to record fair value adjustments to certain assets and liabilities and to determine fair value disclosures. The accounting guidance defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. ASC 820 applies only when other guidance requires or permits assets or liabilities to be measured at fair value; it does not expand the use of fair value in any new circumstances.

As defined in ASC 820, fair value is the price to sell an asset or transfer a liability in an orderly transaction between market participants. It represents an exit price at the measurement date. Market participants are buyers and sellers, who are independent, knowledgeable, and willing and able to transact in the principal (or most advantageous) market for the asset or liability being measured. Current market conditions, including imbalances between supply and demand, are considered in determining fair value. The Corporation values its assets and liabilities in the principal market where it sells the particular asset or transfers the liability with the greatest volume and level of activity. In the absence of a principal market, the valuation is based on the most advantageous market for the asset or liability (i.e., the market where the asset could be sold or the liability transferred at a price that maximizes the amount to be received for the asset or minimizes the amount to be paid to transfer the liability).

Valuation inputs refer to the assumptions market participants would use in pricing a given asset or liability. Inputs can be observable or unobservable. Observable inputs are those assumptions which market participants would use in pricing the particular asset or liability. These inputs are based on market data and are obtained from a source independent of the Corporation. Unobservable inputs are assumptions based on the Corporation’s own information or estimate of assumptions used by market participants in pricing the asset or liability. Unobservable inputs are based on the best and most current information available on the measurement date. All inputs, whether observable or unobservable, are ranked in accordance with a prescribed fair value hierarchy which gives the highest ranking to quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1) and the lowest ranking to unobservable inputs for which there is little or no market activity (Level 3). Fair values for assets or liabilities classified as Level 2 are based on one or a combination of the following factors: (i) quoted prices for similar assets; (ii) observable inputs for the asset or liability, such as interest rates or yield curves; or (iii) inputs derived principally from or corroborated by observable market data. The level in the fair value hierarchy within which the fair value measurement in its entirety falls is determined based on the lowest level input that is significant to the fair value measurement in its entirety. The Corporation considers an input to be significant if it drives 10 percent or more of the total fair value of a particular asset or liability.

RECURRING MEASUREMENTS

Assets and liabilities are considered to be measured at fair value on a recurring basis if fair value is measured regularly (i.e., daily, weekly,
monthly or quarterly). Recurring valuation occurs at a minimum on the measurement date. Assets and liabilities are considered to be measured

at fair value on a nonrecurring basis if the fair value measurement of the instrument does not necessarily result in a change in the amount recorded on the balance sheet. Generally, nonrecurring valuation is the result of the application of other accounting pronouncements which require assets or liabilities to be assessed for impairment or recorded at the lower of cost or fair value. The fair value of assets or liabilities transferred in or out of Level 3 is measured on the transfer date, with any additional changes in fair value subsequent to the transfer considered to be realized or unrealized gains or losses.

Following is a description of the valuation methodologies used for instruments measured at fair value on a recurring basis and recognized in the accompanying balance sheets, as well as the general classification of such instruments pursuant to the valuation hierarchy.

Investment Securities

Where quoted, market prices are available in an active market and securities are classified within Level 1 of the valuation hierarchy. Level 1 securities include U.S. Treasury and equity securities. 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, government-sponsored mortgage backs, state and municipal 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 and include state and municipal, corporate obligations and equity securities. Level 3 fair value for state and municipal, corporate obligations 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 (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.

Interest Rate Derivative Agreements

See information regarding the Corporation's interest rate derivative products in NOTE 8. DERIVATIVE FINANCIAL INSTRUMENTS, included within the Notes to Consolidated Condensed Financial Statements of this Quarterly Report on Form 10-Q.

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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 March 31, 2017, and December 31, 2016.

		Fair Value Measurements Using:		
March 31, 2017	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. Treasury	$ 747	$747		
State and municipal	373,737		$ 370,493	$ 3,244
U.S. Government-sponsored mortgage-backed securities	322,699		322,699	
Corporate obligations	31			31
Equity securities	33,574	31,558	2,012	4
Interest rate swap asset	6,373		6,373	
Interest rate cap	6		6	
Interest rate swap liability	8,289		8,289	

		Fair Value Measurements Using:		
December 31, 2016	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	$ 100		$ 100	
State and municipal	363,658		358,524	$ 5,134
U.S. Government-sponsored mortgage-backed securities	312,292		312,292	
Corporate obligations	31			31
Equity securities	20,781	$ 18,765	2,012	4

Interest rate swap asset	6,295	6,295
Interest rate cap	15	15
Interest rate swap liability	8,477	8,477

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 months ended March 31, 2017 and 2016.

	Available for Sale Securities Three Months Ended	
	March 31, 2017	March 31, 2016
Balance at beginning of the period	$5,169	$ 5,932
Included in other comprehensive income	11	38
Principal payments	(1,901)	(466)
Ending balance	$3,279	$ 5,504

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 March 31, 2017 or December 31, 2016.

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Transfers Between Levels

There were no transfers in or out of Level 3 for the three months ended March 31, 2017 and 2016.

Nonrecurring Measurements

Following is a description of valuation methodologies used for instruments measured at fair value on a non-recurring basis and recognized in the
accompanying balance sheets, as well as the general classification of such instruments pursuant to the valuation hierarchy for
March 31, 2017, and December 31, 2016.

March 31, 2017	Fair Value	Fair Value Measurements Using Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Impaired loans (collateral dependent)	$4,813			$ 4,813
Other real estate owned	207			207

December 31, 2016	Fair Value	Fair Value Measurements Using Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Impaired loans (collateral dependent)	$15,318			$ 15,318
Other real estate owned	1,612			1,612

Impaired Loans (collateral dependent)

Loans for which it is probable that the Corporation will not collect all principal and interest due according to contractual terms are measured for impairment. Allowable methods for determining the amount of impairment include estimating fair value of the collateral for collateral dependent loans. If the impaired loan is identified as collateral dependent, then the fair value method of measuring the amount of impairment is utilized. This method requires obtaining a current independent appraisal of the collateral and applying a discount factor to the value. 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 2017, certain impaired loans were partially charged off or re-evaluated. Impaired loans that are collateral dependent are classified within Level 3 of the fair value hierarchy when impairment is determined using the fair value method.

Other Real Estate Owned

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 discounted cash flow analysis. Fair value on other collateral such as business assets is typically ascertained by assessing, either singularly or some combination of, asset appraisals, accounts receivable aging reports, inventory listings and or customer financial statements. Both appraised values and values based on borrower's financial information are discounted as considered appropriate based on age and quality of the information and current market conditions.

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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 March 31, 2017 and December 31, 2016.

March 31, 2017	Fair Value	Valuation Technique	Unobservable Inputs	Range (Weighted-Average)
State and municipal securities	$3,244	Discounted cash flow	Maturity/Call date	1 month to 20 yrs
			US Muni BQ curve Discount rate	A- to BBB- .69% - 5%
Corporate obligations and Equity securities	$35	Discounted cash flow	Risk free rate	3 month LIBOR
			plus premium for illiquidity	plus 200bps
Impaired loans (collateral dependent)	$4,813	Collateral based measurements	Discount to reflect current market conditions and ultimate collectability	0% - 10% (2%)
Other real estate owned	$207	Appraisals	Discount to reflect current market conditions	0% - 15% (14%)

December 31, 2016	Fair Value	Valuation Technique	Unobservable Inputs	Range (Weighted-Average)
State and municipal securities	$5,134	Discounted cash flow	Maturity/Call date	1 month to 20 yrs
			US Muni BQ curve Discount rate	A- to BBB- .69% - 5%
Corporate obligations and Equity securities	$35	Discounted cash flow	Risk free rate	3 month LIBOR
			plus premium for illiquidity	plus 200bps
Impaired loans (collateral dependent)	$15,318	Collateral based measurements	Discount to reflect current market conditions and ultimate collectability	0% - 10% (1%)
Other real estate owned	$1,612	Appraisals	Discount to reflect current market conditions	0% - 10% (9%)

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 how those inputs might magnify or mitigate the effect of changes in the unobservable inputs on the fair value measurement.

State and Municipal Securities, Corporate Obligations and Equity Securities

The significant unobservable inputs used in the fair value measurement of the Corporation's state and municipal securities, corporate obligations and 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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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 March 31, 2017, and December 31, 2016.

		March 31, 2017		
	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 cash equivalents	$104,247	$104,247		
Interest-bearing time deposits	20,439	20,439		
Investment securities available for sale	730,788	32,306	$695,203	$ 3,279
Investment securities held to maturity	596,429		588,185	13,906
Loans held for sale	1,262		1,262	
Loans	5,206,684			5,076,999
Federal Home Loan Bank stock	17,964		17,964	
Interest rate swap and cap asset	6,379		6,379	
Interest receivable	25,174		25,174	
Liabilities:				
Deposits	$5,635,309	$4,426,558	$1,191,782	
Borrowings:				
Federal funds purchased	102,000		102,000	
Securities sold under repurchase agreements	139,007		138,965	
Federal Home Loan Bank advances	338,919		337,655	
Subordinated debentures and term loans	128,862		106,584	
Interest rate swap liability	8,289		8,289	
Interest payable	3,875		3,875	

	December 31, 2016		
	Quoted Prices in Active Markets for Identical	Significant Other Observable Inputs	Significant Unobservable Inputs

	Carrying Amount	Assets (Level 1)	(Level 2)	(Level 3)
Assets:				
Cash and cash equivalents	$127,927	$127,927		
Interest-bearing time deposits	24,459	24,459		
Investment securities available for sale	696,862	18,765	$672,928	$ 5,169
Investment securities held to maturity	607,643		597,246	14,687
Loans held for sale	2,929		2,929	
Loans	5,073,608			4,933,552
Federal Home Loan Bank stock	17,964		17,964	
Interest rate swap and cap asset	6,310		6,310	
Interest receivable	26,194		26,194	
Liabilities:				
Deposits	$5,556,498	$4,427,605	$1,111,491	
Borrowings:				
Federal funds purchased	120,349		120,349	
Securities sold under repurchase agreements	146,480		146,449	
Federal Home Loan Bank advances	298,923		297,465	
Subordinated debentures and term loans	128,445		105,930	
Interest rate swap liability	8,477		8,477	
Interest payable	3,110		3,110	

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 cash equivalents: The fair value of cash and cash equivalents approximates carrying value.

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. The fair value of certain Level III securities is estimated using a discounted cash flow model that incorporated market estimates of interest rates and volatility in markets that have not been active.

Loans held for sale: The carrying amount approximates fair value due to the short duration 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 interest rate swaps reflect 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 fair value of interest receivable/payable approximates carrying 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.

Borrowings: The fair value of Federal Funds purchased approximates the carrying amount. The fair value of all other borrowings is estimated
using a discounted cash flow calculation, based on current rates for similar debt.

NOTE 10

TRANSFERS ACCOUNTED FOR AS SECURED BORROWINGS

The collateral pledged for all repurchase agreements that are accounted for as secured borrowings as of March 31, 2017 and December 31, 2016 were:

	March 31, 2017 Remaining Contractual Maturity of the Agreements				
	Overnight and Continuous	Up to 30 Days	30-90 Days	Greater Than 90 Days	Total
U.S. Government-sponsored mortgage-backed securities	$125,301	$1,337	$4,773	$7,596	$139,007

	December 31, 2016 Remaining Contractual Maturity of the Agreements				
	Overnight and Continuous	Up to 30 Days	30-90 Days	Greater Than 90 Days	Total
U.S. Government-sponsored mortgage-backed securities	$129,617	$1,337	$10,253	$5,273	$146,480

(table dollar amounts in thousands, except share data)

NOTE 11

ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

The following table summarizes the changes in the balances of each component of accumulated other comprehensive income (loss), net of tax, as of March 31, 2017 and 2016:

	Accumulated Other Comprehensive Income (Loss)			
	Unrealized Gains (Losses) on Securities Available for Sale	Unrealized Gains (Losses) on Cash Flow Hedges	Unrealized Gains (Losses) on Defined Benefit Plans	Total
Balance at December 31, 2016	$1,035	$(1,774)	$(12,842)	$(13,581)
Other comprehensive income before reclassifications	10,110	23		10,133
Amounts reclassified from accumulated other comprehensive income	(389)	174	(59)	(274)
Period change	9,721	197	(59)	9,859
Balance at March 31, 2017	$10,756	$(1,577)	$(12,901)	$(3,722)
Balance at December 31, 2015	$12,325	$(2,347)	$(11,340)	$(1,362)
Other comprehensive income before reclassifications	5,135	(1,270)		3,865
Amounts reclassified from accumulated other comprehensive income	(648)	211		(437)
Period change	4,487	(1,059)	—	3,428
Balance at March 31, 2016	$16,812	$(3,406)	$(11,340)	$2,066

The following table presents the reclassification adjustments out of accumulated other comprehensive income (loss) that were included in net income in the Consolidated Condensed Statements of Income for the three months ended March 31, 2017 and 2016:

	Amount Reclassified from Accumulated Other Comprehensive Income (Loss) For the Three Months Ended March 31,

Details about Accumulated Other Comprehensive Income (Loss)Components	2017	2016	Affected Line Item in the Statements of Income
Unrealized gains (losses) on available for sale securities [1]			
Realized securities gains reclassified into income	$ 598	$ 997	Other income - net realized gains on sales of available for sale securities
Related income tax expense	(209)	(349)	Income tax expense
	$ 389	$ 648	
Unrealized gains (losses) on cash flow hedges [2]			
Interest rate contracts	$ (268)	$ (324)	Interest expense - subordinated debentures and term loans
Related income tax benefit	94	113	Income tax expense
	$ (174)	$ (211)	
Unrealized gains (losses) on defined benefit plans			
Amortization of prior service costs	$ 91		Other expenses - salaries and employee benefits
Related income tax expense	(32)		Income tax expense
	$ 59	$ —	
Total reclassifications for the period, net of tax	$ 274	$ 437	

[1] For additional detail related to unrealized gains (losses) on available for sale securities and related amounts reclassified from accumulated other comprehensive income see NOTE 3. INVESTMENT SECURITIES, included within the Notes to Consolidated Condensed Financial Statements of this Quarterly Report on Form 10-Q.
[2] For additional detail related to unrealized gains (losses) on cash flow hedges and related amounts reclassified from accumulated other comprehensive income see NOTE 8. DERIVATIVE FINANCIAL INSTRUMENTS, included within the Notes to Consolidated Condensed Financial Statements of this Quarterly Report on Form 10-Q.

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NOTE 12

SHARE-BASED COMPENSATION

Stock options and 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 six 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 issued to employees and non-employee directors 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. For non-employee directors, the RSAs vest only if the non-employee director remains as an active board member on the vesting date and, therefore, any unvested shares are forfeited. RSAs for employees and non-employee directors retired from the Corporation are either immediately vested at retirement or continue to vest after retirement, depending on the plan under which the shares were granted. Deferred Stock Units ("DSU") 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 March 31, 2017, there were no outstanding DSUs.

The Corporation’s 2009 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 ended March 31, 2017 was $573,000 compared to $593,000 for the three months ended March 31, 2016. 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 2014 and in prior years was calculated using a Black Scholes option pricing model. There have been no stock options granted since 2014.

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 2.8 percent for the three months ended March 31, 2017, based on historical experience.

(table dollar amounts in thousands, except share data)

The following table summarizes the components of the Corporation's share-based compensation awards recorded as expense and the income tax benefit of such awards. The income tax benefit increase in the three months ended March 31, 2017 is due to the implementation of ASU 2016-09, Compensation - Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting. This ASU requires all income tax effects of awards to be recognized as income tax expense or benefit in the income statement when the awards vest or are settled. Implementation of the ASU was effective January 1, 2017 and resulted in approximately $772,000 of income tax benefit in the first quarter.

	Three Months Ended March 31, 2017	2016
Stock and ESPP Options		
Pre-tax compensation expense	$48	$15
Income tax expense (benefit)	(246)	
Stock and ESPP option expense, net of income taxes	$(198)	$15
Restricted Stock Awards		
Pre-tax compensation expense	$525	$578
Income tax benefit	(710)	(202)
Restricted stock awards expense, net of income taxes	$(185)	$376
Total Share-Based Compensation		
Pre-tax compensation expense	$573	$593
Income tax benefit	(956)	(202)
Total share-based compensation expense, net of income taxes	$(383)	$391

As of March 31, 2017, unrecognized compensation expense related to RSAs was $3,087,000 and is expected to be recognized over a weighted-average period of 1.55 years. The Corporation did not have any unrecognized compensation expense related to stock options as of March 31, 2017.

Stock option activity under the Corporation's stock option plans as of March 31, 2017 and changes during the three months ended March 31, 2017, were as follows:

	Number of Shares	Weighted-Average Exercise Price	Weighted Average Remaining Contractual Term (in Years)	Aggregate Intrinsic Value
Outstanding at January 1, 2017	260,211	$ 19.26		
Granted				
Exercised	(80,835)	$ 22.76		
Canceled				
Outstanding March 31, 2017	179,376	$ 17.68	2.86	3,882,228
Vested and Expected to Vest at March 31, 2017	179,376	$ 17.68	2.86	3,882,228
Exercisable at March 31, 2017	179,376	$ 17.68	2.86	3,882,228

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 three months of 2017 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 March 31, 2017. The amount of aggregate intrinsic value will change based on the fair market value of the Corporation's common stock. The aggregate intrinsic value of stock options exercised during the three months ended March 31, 2017 and 2016 was $1,823,000 and $77,000, respectively. Cash receipts of stock options exercised during this same period were $1,314,000 and $73,000, respectively.

The following table summarizes information on unvested RSAs outstanding as of March 31, 2017:

	Number of Shares	Weighted-Average Grant Date Fair Value
Unvested RSAs at January 1, 2017	328,347	$ 22.87
Granted	3,332	$ 39.32
Vested	(76,951)	$ 20.43
Forfeited	(2,682)	$ 23.02
Unvested RSAs at March 31, 2017	252,046	$ 23.83

The grant date fair value of ESPP options was estimated at the beginning of the January 1, 2017 quarterly offering period of approximately $48,000. The ESPP options vested during the three months ending March 31, 2017, leaving no unrecognized compensation expense related to unvested ESPP options at March 31, 2017.

(table dollar amounts in thousands, except share data)

NOTE 13

INCOME TAX

The following table summarizes the major components creating differences between income taxes at the federal statutory and the effective tax rate recorded in the consolidated statements of income for the three months ended March 31, 2017 and 2016:

	Three Months Ended March 31,	
	2017	2016
Reconciliation of Federal Statutory to Actual Tax Expense:		
Federal statutory income tax at 35%	$10,627	$8,143
Tax-exempt interest income	(2,549)	(2,026)
Share-based compensation	(755)	2
Earnings on life insurance	(314)	(517)
Tax credits	(132)	(129)
Other	291	101
Actual Tax Expense	$7,168	$5,574
Effective Tax Rate	23.6 %	24.0 %

NOTE 14

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, are assumed to be used to repurchase common stock in the current period.

The following table reconciles basic and diluted net income per share for the three months ended March 31, 2017 and 2016.

Three Months Ended March 31,	
2017	2016

	Net Income	Weighted-Average Shares	Per Share Amount	Net Income	Weighted-Average Shares	Per Share Amount
Net income available to common stockholders	23,193	40,984,481	$ 0.57	17,693	40,690,573	$ 0.43
Effect of dilutive stock options and warrants		236,105			226,399	
Diluted net income per share	$23,193	41,220,586	$ 0.56	$17,693	40,916,972	$ 0.43

For the three months ended March 31, 2017, there were no stock options with an option price greater than the average market price of the common stock. Stock options to purchase 153,721 shares for the three months ended March 31, 2016 were excluded from the computation of diluted net income per share because the options exercise price was greater than the average market price of the common stock.

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NOTE 15

IMPACT OF ACCOUNTING CHANGES

The Corporation continually monitors potential accounting changes and pronouncements. The following pronouncements have been deemed to have the most applicability to the Corporation's financial statements:

FASB Accounting Standards Update No. 2017-08 -Receivables -Nonrefundable Fees and Other Costs (Subtopic 310-20): Premium Amortization on Purchased Callable Debt Securities
Summary - The FASB has issued Accounting Standards Update (ASU) 2017-08, Receivables-Nonrefundable Fees and Other Costs (Subtopic 310-20), Premium Amortization on Purchased Callable Debt Securities. The ASU shortens the amortization period for certain callable debt securities held at a premium to the earliest call date.
Under current GAAP, entities normally amortize the premium as an adjustment of yield over the contractual life of the instrument. Stakeholders have expressed concerns with the current approach on the basis that current GAAP excludes certain callable debt securities from consideration of early repayment of principal even if the holder is certain that the call will be exercised. As a result, upon the exercise of a call on a callable debt security held at a premium, the unamortized premium is recorded as a loss in earnings. Further, there is diversity in practice (1) in the amortization period for premiums of callable debt securities, and (2) in how the potential for exercise of a call is factored into current impairment assessments.
Another issue is that the practice in the United States is to quote, price, and trade callable debt securities assuming a model that incorporates consideration of calls (also referred to as “yield-to-worst” pricing).
The ASU shortens the amortization period for certain callable debt securities held at a premium and requires the premium to be amortized to the earliest call date. However, the amendments do not require an accounting change for securities held at a discount; the discount continues to be amortized to maturity.
The amendments are effective for public business entities for annual periods beginning after December 15, 2018, including interim periods within those annual periods. For other entities, the amendments are effective for annual periods beginning after December 15, 2019, and interim periods within annual periods beginning after December 15, 2020. Early adoption is permitted.
Entities are required to apply the amendments on a modified retrospective basis through a cumulative-effect adjustment directly to retained earnings as of the beginning of the period of adoption. The entity is required to provide disclosures about a change in accounting principle in the period of adoption. Adoption of this ASU is not expected to have a significant effect on the Corporation’s consolidated financial statements.

FASB Accounting Standards Update No. 2017-07 -Compensation -Retirement Benefits (Topic 715): Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost
Summary - The FASB has issued Accounting Standards Update (ASU) No. 2017-07, Compensation - Retirement Benefits (Topic 715): Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost. The amendments apply to all employers, including not-for-profit entities, that offer to their employees defined benefit pension plans, other postretirement benefit plans, or other types of benefits accounted for under Topic 715, Compensation - Retirement Benefits.
The amendments require that an employer report the service cost component in the same line item or items as other compensation costs arising from services rendered by the pertinent employees during the period. The other

components of net benefit cost are required to be presented in the income statement separately from the service cost component and outside a subtotal of income from operations, if one is presented. If a separate line item or items are used to present the other components of net benefit cost, that line item or items must be appropriately described. If a separate line item or items are not used, the line item or items used in the income statement to present the other components of net benefit cost must be disclosed.

The amendments also allow only the service cost component to be eligible for capitalization when applicable (e.g., as a cost of internally manufactured inventory or a self-constructed asset).

The amendments are effective for public business entities for annual periods beginning after December 15, 2017, including interim periods within those annual periods. For other entities, the amendments are effective for annual periods beginning after December 15, 2018, and interim periods within annual periods beginning after December 15, 2019. Early adoption is permitted as of the beginning of an annual period for which financial statements (interim or annual) have not been issued or made available for issuance. Adoption of this ASU is not expected to have a significant effect on the Corporation’s consolidated financial statements.

FASB Accounting Standards Update No. 2016-13, Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments

Summary - The FASB has issued Accounting Standards Update (ASU) No. 2016-13, Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments. This new guidance was issued to address concerns that current generally accepted accounting principles (GAAP) restricts the ability to record credit losses that are expected, but do not yet meet the “probable” threshold by replacing the current “incurred loss” model for recognizing credit losses with an “expected life of loan loss” model referred to as the Current Expected Credit Loss (CECL) model.

Under the CECL model, certain financial assets carried at amortized cost, such as loans held for investment and held-to-maturity debt securities, are required to be presented at the net amount expected to be collected. The measurement of expected credit losses is to be based on information about past events, including historical experience, current conditions, and reasonable and supportable forecasts that affect the collectability of the reported amount. This measurement will take place at the time the financial asset is first added to the balance sheet and periodically thereafter. This differs significantly from the “incurred loss” model required under current GAAP, which delays recognition until it is probable a loss has been incurred. The change could materially affect how the allowance for loan losses is determined and cause a charge to earnings through the provision for loan losses. Such would adversely affect the financial condition of the Corporation.

The ASU is effective for SEC filers for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019 (i.e., January 1, 2020, for calendar year entities). Early application will be permitted for all organizations for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018.

The impact of CECL model implementation is being evaluated, but it’s expected a one-time cumulative-effect adjustment to the allowance for loan losses will be recognized in retained earnings on the consolidated balance sheet as of the beginning of the first reporting period in which the new standard is effective, as is consistent with regulatory expectations set forth in interagency guidance issued at the end of 2016. The magnitude of any such adjustment or the overall impact of the new standard on financial condition or results of operations cannot yet be determined.

FASB Accounting Standards Update No. 2016-02 - Leases (Topic 842)

Summary - The FASB has issued its new lease accounting guidance in Accounting Standards Update (ASU) No. 2016-02, Leases (Topic 842).

Under the new guidance, lessees will be required to recognize the following for all leases (with the exception of short-term leases) at the commencement date:

- A lease liability, which is a lessee‘s obligation to make lease payments arising from a lease, measured on a discounted basis; and
- A right-of-use asset, which is an asset that represents the lessee’s right to use, or control the use of, a specified asset for the lease term.

Under the new guidance, lessor accounting is largely unchanged. Certain targeted improvements were made to align, where necessary, lessor accounting with the lessee accounting model and Topic 606, Revenue from Contracts with Customers. The new lease guidance simplified the accounting for sale and leaseback transactions primarily because lessees must recognize lease assets and lease liabilities. Lessees will no longer be provided with a source of off-balance sheet financing.

Public business entities should apply the amendments in ASU 2016-02 for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years (i.e., January 1, 2019, for a calendar year entity). Nonpublic business entities should apply the amendments for fiscal years beginning after December 15, 2019 (i.e., January 1, 2020, for a calendar year entity), and interim periods within fiscal years beginning after December 15, 2020. Early application is permitted for all public business entities and all nonpublic business entities upon issuance.

Lessees (for capital and operating leases) and lessors (for sales-type, direct financing, and operating leases) must apply a modified retrospective transition approach for leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements. The modified retrospective approach would not require any transition accounting for leases that expired before the earliest comparative period presented. Lessees and lessors may not apply a full retrospective transition approach. The impact of this ASU is being evaluated, but it’s expected a one-time adjustment to the Corporation’s other assets and other liabilities on the consolidated balance sheet will occur as of the beginning of the first reporting period in which the new standard is effective. The magnitude of any such adjustment or the overall impact of the new standard on financial condition, results of operations and regulatory capital cannot yet be determined.

FASB Accounting Standards Updates No. 2016-01, Financial Instruments - Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities

Summary - The FASB has issued Accounting Standards Update (ASU) No. 2016-01, Financial Instruments - Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities. The new guidance is intended to improve the recognition and measurement of financial instruments. The ASU affects public and private companies, not-for-profit organizations, and employee benefit plans that hold financial assets or owe financial liabilities.

The new guidance makes targeted improvements to existing U.S. GAAP by:

- Requiring equity investments (except those accounted for under the equity method of accounting, or those that result in consolidation of the investee) to be measured at fair value with changes in fair value recognized in net income;
- Requiring public business entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes;
- Requiring separate presentation of financial assets and financial liabilities by measurement category and form of financial asset (i.e., securities or loans and receivables) on the balance sheet or the accompanying notes to the financial statements;
- Eliminating the requirement to disclose the fair value of financial instruments measured at amortized cost for organizations that are not public business entities;
- Eliminating the requirement for public business entities to disclose the method(s) and significant assumptions used to estimate the fair value that is required to be disclosed for financial instruments measured at amortized cost on the balance sheet; and
- Requiring a reporting organization to present separately in other comprehensive income the portion of the total change in the fair value of a liability resulting from a change in the instrument-specific credit risk (also referred to as “own credit”) when the organization has elected to measure the liability at fair value in accordance with the fair value option for financial instruments.

The new guidance is effective for public companies for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. For private companies, not-for-profit organizations, and employee benefit plans, the new guidance becomes effective for fiscal years beginning after December 15, 2018, and for interim periods within fiscal years beginning after December 15, 2019. The new guidance permits early adoption of the own credit provision. In addition, the new guidance permits early adoption of the provision that exempts private companies and not-for-profit organizations from having to disclose fair value information about financial instruments measured at amortized cost. Adoption of this ASU is not expected to have a significant effect on the Corporation’s consolidated financial statements.

FASB Accounting Standards Updates No. 2014-09, Revenue from Contracts with Customers (Topic 606):

Summary - The FASB has issued Accounting Standards Update (ASU) No. 2014-09, Revenue from Contracts with Customers (Topic 606). The amendments in this update supersede virtually all existing GAAP revenue recognition guidance, including most industry-specific revenue recognition guidance. ASU 2014-09 creates a single, principle-based revenue recognition framework and will require entities to apply significantly more judgment and expanded disclosures surrounding revenue recognition. The core principle requires and entity to recognize revenue in a manner that depicts the transfer of goods or services to customers at an amount that reflects the consideration to which the entity expects to be entitled in exchange for those good or services. ASU 2014-09 applies to contracts with customers to provide goods and services, with certain exclusion such as lease contracts, financing arrangements and financial instruments. The amendments in ASU 2014-09 are effective for annual reporting periods beginning after December 15, 2017. Early adoption is permitted for annual reporting periods beginning after December 15, 2016. The Corporation’s revenue is comprised of net interest income on financial assets and financial liabilities, which is explicitly excluded from the scope of ASU 2014-09, and non-interest income. ASU 2014-09 could require the Corporation to change how certain recurring revenue streams are recognized; however, these changes are not expected to have a significant impact on the Corporation’s financial statements. The impact of ASU 2014-09 on components of non-interest income is still being evaluated. Adoption of the standard is required in the first quarter of 2018 with a cumulative effect adjustment to opening retained earnings if such adjustment is deemed to be significant.

NOTE 16

GENERAL LITIGATION AND REGULATORY EXAMINATIONS

The Corporation is subject to claims and lawsuits that arise primarily in the ordinary course of business. Additionally, the Corporation is subject to periodic examinations by various regulatory agencies. It is the opinion of management that the disposition or ultimate resolution of such claims, lawsuits, and examinations will not have a material adverse effect on the consolidated financial position, results of operations and cash flow of the Corporation.

NOTE 17

CONSUMMATION OF MERGERS

The Arlington Bank Merger

On January 25, 2017, the Corporation, the Bank and The Arlington Bank, an Ohio savings bank ("Arlington Bank"), entered into an Agreement and Plan of Reorganization and Merger, pursuant to which Arlington Bank will, subject to the terms and conditions of the merger agreement, merge with and into the Bank, whereupon the separate corporate existence of Arlington Bank will cease and the Bank will survive. Based on the closing price of the Corporation's common stock on January 24, 2017 of $36.46 per share, the transaction value is estimated at approximately $75.8 million. The transaction is expected to be a tax-free stock exchange for Arlington Bank's shareholders who will be receiving the Corporation's common stock pursuant to the merger. Subject to Arlington Bank's shareholders' approval of the merger, regulatory approvals and other customary closing conditions, the parties anticipate completing the merger in the second quarter of 2017. Arlington Bank's total assets as of March 31, 2017 were $292 million.

Independent Alliance Banks, Inc. Merger

On February 17, 2017, the Corporation and Independent Alliance Banks, Inc., an Indiana corporation ("IALB"), entered into an Agreement and Plan of Reorganization and Merger, pursuant to which IALB will, subject to the terms and conditions of the merger agreement, merge with and into the Corporation, whereupon the separate corporate existence of IALB will cease and the Corporation will survive. Immediately following the merger, IALB's wholly-owned subsidiary, iAB Financial Bank, shall be merged with and into the Bank, with the Bank continuing as the surviving bank. On November 21, 2016, the Corporation purchased 495,112 shares or 12.1 percent of IALB's outstanding common stock from an IALB shareholder for $19.8 million. Based on the closing price of the Corporation's common stock on February 16, 2017 of $42.10 per share, the transaction value for the remaining shares of common stock, not owned by the Corporation, is approximately $251.3 million. The transaction is expected to be a tax-free stock exchange for IALB's shareholders who will be receiving the Corporation's common stock pursuant to the merger. Subject to IALB's shareholders' approval of the merger, regulatory approvals and other customary closing conditions, the parties anticipate completing the merger in the third quarter of 2017. IALB's total assets as of March 31, 2017 were $1.1 billion.

NOTE 18

SUBSEQUENT EVENTS

On May 1, 2017, the shareholders of the Corporation approved amendments to the Corporation's Articles of Incorporation to (i) increase the number of shares of common stock which it is authorized to issue from 50,000,000 to 100,000,000 shares; and (ii) eliminate the designations for the Fixed Rate Cumulative Perpetual Preferred Stock, Series A, and the Senior Non-Cumulative Perpetual Preferred Stock, Series B, neither of which Series had any outstanding shares.

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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 Quarterly Report on 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 expressions or 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 bank;
- 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.

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 those 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, 2016. 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 three months ended March 31, 2017, 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, 2016.

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 (the “Bank”), which opened for business in Muncie, Indiana, in March 1893. The Bank also operates Lafayette Bank and Trust and First Merchants Private Wealth Advisors as divisions of First Merchants Bank. The Bank includes 105 banking locations in twenty-seven Indiana, two Illinois 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 private wealth management; and providing letters of credit, repurchase agreements and other corporate services.

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RESULTS OF OPERATIONS

Executive Summary

First Merchants Corporation reported first quarter 2017 net income of $23.2 million, compared to $17.7 million during the first quarter of 2016, an increase of 31.1 percent. Diluted earnings per share for the period totaled $.56 per share, an increase of $.13 per share, or 30.2 percent, over the same period in 2016.

As of March 31, 2017, total assets equaled $7.3 billion, an increase of $114.6 million, or 1.6 percent, from December 31, 2016. The Corporation's loan portfolio increased $133.6 million, with the largest increase in commercial and farmland and commercial and industrial. Additional details of the changes in the Corporation's loans and other earning assets are discussed within NOTE 4. LOANS AND ALLOWANCE, included within the Notes to Consolidated Condensed Financial Statements, and the "EARNING ASSETS" section of Management's Discussion and Analysis of Financial Condition and Results of Operations of this Quarterly Report on Form 10-Q.

The Corporation’s allowance for loan losses totaled $68.2 million as of March 31, 2017. The allowance provided 244.4 percent coverage of all non-accrual loans and 1.29 percent of total loans. The Corporation's provision expense totaled $2.4 million during the three months ended March 31, 2017, as net charge-offs totaled $197,000. For the three months ended March 31, 2016, the Corporation recorded $550,000 of provision expense and net charge-offs of $917,000. The increase in provision expense compared to the three months ended March 31, 2016, was primarily due to loan growth in the first quarter of 2017. Additional details are discussed within the “LOAN QUALITY/PROVISION FOR LOAN LOSSES” section of Management’s Discussion and Analysis of Financial Condition and Results of Operations of this Quarterly Report on Form 10-Q.

As of March 31, 2017, total deposits equaled $5.6 billion, an increase of $78.8 million from December 31, 2016. The largest increases were in brokered deposits and certificates and other time deposits of $100,000 or more, which accounted for $38.3 million and $36.1 million of the overall increase, respectively.

Total borrowings increased $14.6 million as of March 31, 2017 compared to December 31, 2016 as Federal Home Loan Bank advances increased $40.0 million, which was partially offset by a decrease in Federal Funds purchased of $18.3 million.

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 Quarterly Report on Form 10-Q.

NET INTEREST INCOME

Net interest income is the most significant component of our earnings, comprising 80 percent of revenues for the three months ended March 31, 2017. Net interest income and margin are influenced by many factors, primarily the volume and mix of earnings assets, funding sources, and interest rate fluctuations. Other factors include the level of accretion income on purchased loans, prepayment risk on mortgage and investment-related assets, and the composition and maturity of earning assets and interest-bearing liabilities. Loans typically generate more interest income than investment securities with similar maturities. Funding from client deposits generally costs less than wholesale funding sources. Factors such as general economic activity, Federal Reserve Board monetary policy, and price volatility of competing alternative investments, can also exert significant influence on our ability to optimize the mix of assets and funding and the net interest income and margin.

Net interest income is the excess of interest received from earning assets over interest paid on interest-bearing liabilities. For analytical purposes, net interest income is also presented on an FTE basis in the table that follows to reflect what our tax-exempt assets would need to yield in order to achieve the same after-tax yield as a taxable asset. The federal statutory rate in effect of 35 percent was used for all periods, adjusted for the TEFRA interest disallowance applicable to certain tax-exempt obligations. This analysis portrays the income tax benefits associated in tax-exempt assets and helps to facilitate a comparison between taxable and tax-exempt assets. Management believes that it is a standard practice in the banking industry to present net interest margin and net interest income on a fully taxable equivalent basis. Therefore, management believes these measures provide useful information for both management and investors by allowing them to make peer comparisons.

For the periods presents, the increases in net interest income were primarily driven by core organic loan growth. Additionally, the recent increases in the federal funds rate have contributed positively to net interest income and net interest margin.

Net interest margin for the first quarter of 2017 increased to 3.98 percent compared to the first quarter of 2016 of 3.83 percent. Asset yields increased 14 basis points FTE and interest costs decreased 1 basis points, resulting in a 15 basis point FTE increase in net interest income as compared to the same period in 2016. As a result of organic loan growth, earning assets increased $506,368,000 in the first quarter of 2017 compared to the first quarter 2016. The Corporation recognized fair value accretion income on purchased loans, which is included in interest income, of $4,293,000 and $2,509,000, respectively, for the three months ended March 31, 2017 and 2016.

Additional details of the Corporation's remaining loan fair value discount, accretable and nonaccretable yield can be found in NOTE 5. ACCOUNTING FOR CERTAIN LOANS ACQUIRED IN A PURCHASE, included within the Notes to Consolidated Condensed Financial Statements of this Quarterly Report on Form 10-Q.

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The following table presents the Corporation's average balance sheet, interest income/interest expense, and the average rate as a percent of average earning assets/liabilities for the three months ended March 31, 2017, and 2016.

(Dollars in Thousands)	Three Months Ended					
	March 31, 2017			March 31, 2016		
	Average Balance	Interest Income / Expense	Average Rate	Average Balance	Interest Income / Expense	Average Rate
Assets:						
Interest-bearing time deposits	$30,463	$45	0.59 %	$75,709	$106	0.56 %
Federal Reserve and Federal Home Loan Bank stock	17,964	189	4.21	37,632	480	5.10
Investment Securities: (1)						
Taxable	711,490	4,308	2.42	716,486	4,328	2.42
Tax-Exempt (2)	586,525	7,697	5.25	520,922	6,937	5.33
Total Investment Securities	1,298,015	12,005	3.70	1,237,408	11,265	3.64
Loans held for sale	2,600	45	6.92	6,247	122	7.81
Loans: (3)						
Commercial	3,781,045	44,092	4.66	3,449,451	38,864	4.51
Real Estate Mortgage	546,388	6,121	4.48	575,266	6,394	4.45
Installment	532,128	6,098	4.58	456,654	5,109	4.48
Tax-Exempt (2)	318,082	3,589	4.51	181,950	2,023	4.45
Total Loans	5,180,243	59,945	4.63	4,669,568	52,512	4.50
Total Earning Assets	6,526,685	72,184	4.42	6,020,317	64,363	4.28
Net unrealized gain on securities available for sale	593			10,005		
Allowance for loan losses	(66,933)			(63,213)		
Cash and cash equivalents	104,017			101,913		
Premises and equipment	93,018			96,698		
Other assets	559,771			577,595		
Total Assets	$7,217,151			$6,743,315		
Liabilities:						
Interest-bearing deposits:						
Interest-bearing NOW deposits	$1,512,839	$838	0.22 %	$1,300,266	$544	0.17 %
Money market deposits	789,378	341	0.17	865,932	491	0.23
Savings deposits	776,519	156	0.08	689,305	135	0.08
Certificates and other time deposits	1,165,079	2,789	0.96	1,186,458	2,893	0.98
Total Interest-bearing Deposits	4,243,815	4,124	0.39	4,041,961	4,063	0.40
Borrowings	664,921	3,111	1.87	520,087	2,709	2.08
Total Interest-bearing Liabilities	4,908,736	7,235	0.59	4,562,048	6,772	0.59
Noninterest-bearing deposits	1,346,542			1,255,328		
Other liabilities	47,811			64,287		
Total Liabilities	6,303,089			5,881,663		
Stockholders' Equity	914,062			861,652		
Total Liabilities and Stockholders' Equity	$7,217,151	7,235	0.44	$6,743,315	6,772	0.45
Net Interest Income		$64,949			$57,591	
Net Interest Margin			3.98 %			3.83 %

(1) Average balance of securities is computed based on the average of the historical amortized cost balances without the effects of the fair value adjustments. Annualized amounts are computed utilizing a 30/360 day basis.
(2) Tax-exempt securities and loans are presented on a fully taxable equivalent basis, using a marginal tax rate of 35 percent for 2017 and 2016. The fully taxable equivalent adjustments equal $3,950 and $3,136 for the three months ended March 31, 2017 and 2016, respectively.
(3) Non-accruing loans have been included in the average balances.

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NON-INTEREST INCOME

Non-interest income decreased $991,000, or 6.3 percent, in the first quarter of 2017, compared to the first quarter of 2016. The Corporation's organic growth contributed to increases in derivative hedge income and fiduciary income of $151,000 and $146,000, respectively, in the first quarter of 2017 when compared to the same period in 2016.

These increases were offset by decreases in earnings on cash surrender value of life insurance and net gains on the sale of available for sale securities of $578,000 and $399,000, respectively, in the first quarter of 2017 when compared to the same period in 2016. The large decrease in earnings on cash surrender value of life insurance was primarily due to the first quarter of 2016 containing a death benefit from Bank Owned Life Insurance of $471,000. Additionally, when compared to the first quarter of 2016, volume driven declines were realized in other customer fees and net gains and fees on sales of loans of $196,000 and $185,000, respectively.

NON-INTEREST EXPENSE

Non-interest expense decreased $3.4 million, or 7.3 percent, in the first quarter of 2017, compared to the first quarter of 2016. The largest contributing factor was the decline in acquisition and integration related expenses from $1.9 million in first quarter of 2016 to $380,000 in the first quarter 2017.

The decrease of $1.6 million in salaries and employee benefits was mainly due to $983,000 of integration related expenses in the first quarter of 2016. With less acquisition and integration expenses and the Corporation's focus on efficiency, declines were realized in almost all categories of non-interest expense. The only exceptions were increases in outside data processing and net occupancy of $547,000 and $194,000, respectively.

INCOME TAXES

Income tax expense for the three months ended March 31, 2017 was $7,168,000 on pre-tax net income of $30,361,000. For the same period in 2016, income tax expense was $5,574,000 on pre-tax net income of $23,267,000. The effective income tax rate was 23.6 percent for the first quarter of 2017 and 24.0 percent for the first quarter of 2016.

The lower effective income tax rate during the three months ended March 31, 2017 when compared to the same period in 2016 was primarily the result of increased tax benefit from share-based compensation upon adoption of ASU 2016-09, Compensation - Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting. This ASU requires all income tax effects of awards to be recognized as income tax expense or benefit in the income statement when the awards vest or are settled. Implementation of the ASU was effective January 1, 2017 and resulted in approximately $772,000 of income tax benefit in the first quarter. This favorable variance was partially offset by less tax benefit from earnings on life insurance during the three months ended March 31, 2017 when compared to the same period in 2016.

The detailed reconciliation of federal statutory to actual tax expense is shown in NOTE 13. INCOME TAX, included within the Notes to Consolidated Condensed Financial Statements of this Quarterly Report on Form 10-Q.

CAPITAL

Capital adequacy is an important indicator of financial stability and performance. 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 four ratios that are calculated according to the regulations: total risk-based capital, tier 1 risk-based capital, CET1, 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.

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. Quantitative measures established by regulation to ensure capital adequacy require the Bank to maintain minimum amounts and ratios of total and tier 1 capital to risk-weighted assets, and of tier 1 capital to average assets, or leverage ratio, all of which are calculated as defined in the regulations. 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.

Basel III was effective for the Corporation on January 1, 2015. Basel III requires the Corporation and the Bank to maintain minimum amounts and ratio of CET1 capital to risk weighted assets, as defined in the regulation. Under the new Basel III rules, in order to avoid limitations on capital distributions, including dividends, the Corporation must hold a capital conservation buffer above the adequately capitalized CET1 to risk-weighted assets ratio. The capital conservation buffer is being phased in from zero percent to 2.50 percent by 2019. As of January 1, 2017, the Corporation is required to hold a capital conservation buffer of 1.25 percent, increasing by 0.625 percent each successive year until 2019. Under Basel III, the Corporation and Bank elected to opt-out of including accumulated other comprehensive income in regulatory capital.

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As of March 31, 2017, the Bank met all capital adequacy requirements to be considered well capitalized. There is no threshold for well capitalized status for bank holding companies. The Corporation's and Bank's actual and required capital ratios as of March 31, 2017 and December 31, 2016 were as follows:

	Actual		Prompt Corrective Action Thresholds Adequately Capitalized		Well Capitalized	
March 31, 2017	Amount	Ratio	Amount	Ratio	Amount	Ratio
Total risk-based capital to risk-weighted assets						
First Merchants Corporation	$870,873	14.24%	$489,129	8.00%	N/A	N/A
First Merchants Bank	819,409	13.34	491,505	8.00	$614,381	10.00%
Tier 1 capital to risk-weighted assets						
First Merchants Corporation	$737,648	12.06%	$366,847	6.00%	N/A	N/A
First Merchants Bank	751,184	12.23	368,628	6.00	$491,505	8.00 %
CET1 capital to risk-weighted assets						
First Merchants Corporation	$682,254	11.16%	$275,135	4.50%	N/A	N/A
First Merchants Bank	751,184	12.23	276,471	4.50	$399,347	6.50 %
Tier 1 capital to average assets						
First Merchants Corporation	$737,648	10.59%	$278,650	4.00%	N/A	N/A
First Merchants Bank	751,184	10.78	278,684	4.00	$348,355	5.00 %

	Actual		Prompt Corrective Action Thresholds Adequately Capitalized		Well Capitalized	
December 31, 2016	Amount	Ratio	Amount	Ratio	Amount	Ratio
Total risk-based capital to risk-weighted assets						
First Merchants Corporation	$851,521	14.21%	$479,470	8.00%	N/A	N/A
First Merchants Bank	800,598	13.30	481,490	8.00	$601,862	10.00%
Tier 1 capital to risk weighted assets						
First Merchants Corporation	$720,484	12.02%	$359,603	6.00%	N/A	N/A
First Merchants Bank	734,561	12.20	361,117	6.00	$481,490	8.00 %
CET1 capital to risk-weighted assets						
First Merchants Corporation	$665,445	11.10%	$269,702	4.50%	N/A	N/A
First Merchants Bank	734,561	12.20	270,838	4.50	$391,210	6.50 %
Tier 1 capital to average assets						
First Merchants Corporation	$720,484	10.54%	$273,456	4.00%	N/A	N/A
First Merchants Bank	734,561	10.78	272,461	4.00	$340,576	5.00 %

Management believes that all of the above capital ratios are meaningful measurements for evaluating the safety and soundness of the Corporation. Traditionally, the banking regulators have assessed bank and bank holding company capital adequacy based on both the amount and the composition of capital, the calculation of which is prescribed in federal banking regulations. The Federal Reserve focuses its assessment of capital adequacy on a component of Tier 1 capital known as CET1. Because the Federal Reserve has long indicated that voting common shareholders' equity (essentially Tier 1 risk-based capital less preferred stock and non-controlling interest in subsidiaries) generally should be the dominant element in Tier 1 risk-based capital, this focus on CET1 is consistent with existing capital adequacy categories. 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.

Additionally, management believes the following tables are also meaningful when considering performance measures of the Corporation. Non-GAAP financial measures such as tangible book value per common share, tangible common equity to tangible assets, return on average tangible capital and return on average tangible assets are important measures of the strength of the Corporation's capital and ability to generate earnings on tangible common equity invested by our shareholders. These non-GAAP measures provide useful supplemental information and may assist investors in analyzing the Corporation's financial position without regard to the effects of intangible assets and preferred stock. Disclosure of these measures also allows analysts and banking regulators to assess our capital adequacy on these same bases.

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Because these measures are not defined in GAAP or federal banking regulations, they are considered non-GAAP financial measures. Non-GAAP financial measures have inherent limitations, are not required to be uniformly applied, and are not audited. Although these non-GAAP financial measures are frequently used by investors to evaluate a company, they have limitations as analytical tools, and should not be considered in isolation, or as a substitute for analyses of results as reported under GAAP.

	March 31, 2017		December 31, 2016	
	First Merchants Corporation	First Merchants Bank	First Merchants Corporation	First Merchants Bank
Total Risk-Based Capital				
Total Stockholders' Equity (GAAP)	$929,470	$993,130	$901,657	$973,641
Adjust for Accumulated Other Comprehensive (Income) Loss (1)	3,722	8,226	13,581	9,701
Less: Preferred Stock	(125)	(125)	(125)	(125)
Add: Qualifying Capital Securities	55,474		55,415	
Less: Tier 1 Capital Deductions	(80)		(376)	
Less: Disallowed Goodwill and Intangible Assets	(250,493)	(250,047)	(249,104)	(248,656)
Less: Disallowed Servicing Assets				
Less: Disallowed Deferred Tax Assets	(320)		(564)	
Total Tier 1 Capital (Regulatory)	737,648	751,184	720,484	734,561
Qualifying Subordinated Debentures	65,000		65,000	
Allowance for Loan Losses Includible in Tier 2 Capital	68,225	68,225	66,037	66,037
Total Risk-Based Capital (Regulatory)	$870,873	$819,409	$851,521	$800,598
Net Risk-Weighted Assets (Regulatory)	$6,114,112	$6,143,807	$5,993,381	$6,018,623
Average Assets	$6,966,258	$6,967,105	$6,836,412	$6,811,519
Total Risk-Based Capital Ratio (Regulatory)	14.24%	13.34%	14.21%	13.30%
Tier 1 Capital to Risk-Weighted Assets	12.06%	12.23%	12.02%	12.20%
Tier 1 Capital to Average Assets	10.59%	10.78%	10.54%	10.78%
CET1 Capital Ratio				
Total Tier 1 Capital (Regulatory)	$737,648	$751,184	$720,484	$734,561
Less: Qualified Capital Securities	(55,474)		(55,415)	
Add: Additional Tier 1 Capital Deductions	80		376	
CET1 Capital (Regulatory)	$682,254	$751,184	$665,445	$734,561
Net Risk-Weighted Assets (Regulatory)	$6,114,112	$6,143,807	$5,993,381	$6,018,623
CET1 Capital Ratio (Regulatory)	11.16%	12.23%	11.10%	12.20%

(1) Includes net unrealized gains or losses on available for sale securities, net gains or losses on cash flow hedges, and amounts resulting from the application of the applicable accounting guidance for defined benefit and other postretirement plans.

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The Corporation had a strong capital position as evidenced by the tangible common equity to tangible assets ratio of 9.50 percent at March 31, 2017, and 9.24 percent at December 31, 2016.

	Tangible Common Equity to Tangible Assets (non-GAAP)	
(Dollars in Thousands, Except Per Share Amounts)	March 31, 2017	December 31, 2016
Total Stockholders' Equity (GAAP)	$929,470	$901,657
Less: Cumulative preferred stock (GAAP)	(125)	(125)
Less: Intangible assets (GAAP)	(257,963)	(258,866)
Tangible common equity (non-GAAP)	$671,382	$642,666
Total assets (GAAP)	$7,326,193	$7,211,611
Less: Intangible assets (GAAP)	(257,963)	(258,866)
Tangible assets (non-GAAP)	$7,068,230	$6,952,745
Tangible common equity to tangible assets (non-GAAP)	9.50%	9.24%

The following table details and reconciles tangible earnings per share, return on tangible capital and tangible assets to traditional GAAP measures for the three months ended March 31, 2017 and 2016.

	Three Months Ended March 31,	
(Dollars in Thousands, Except Per Share Amounts)	2017	2016
Average goodwill (GAAP)	$244,000	$244,000
Average core deposit intangible (GAAP)	14,381	18,359
Average deferred tax on CDI (GAAP)	(5,786)	(6,896)
Intangible adjustment (non-GAAP)	$252,595	$255,463
Average stockholders' equity (GAAP)	$914,062	$861,652
Average cumulative preferred stock (GAAP)	(125)	(125)
Intangible adjustment (non-GAAP)	(252,595)	(255,463)
Average tangible capital (non-GAAP)	$661,342	$606,064
Average assets (GAAP)	$7,217,151	$6,743,315
Intangible adjustment (non-GAAP)	(252,595)	(255,463)
Average tangible assets (non-GAAP)	$6,964,556	$6,487,852
Net income available to common stockholders (GAAP)	$23,193	$17,693
CDI amortization, net of tax (GAAP)	587	635
Tangible net income available to common stockholders (non-GAAP)	$23,780	$18,328
Per Share Data:		
Diluted net income available to common stockholders (GAAP)	$0.56	$0.43
Diluted tangible net income available to common stockholders (non-GAAP)	$0.58	$0.45
Ratios:		
Return on average GAAP capital (ROE)	10.15%	8.21%
Return on average tangible capital	14.38%	12.10%
Return on average assets (ROA)	1.29%	1.05%
Return on average tangible assets	1.37%	1.13%

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.

LOAN QUALITY/PROVISION FOR LOAN LOSSES

The Corporation's primary lending focus is small business and middle market commercial, commercial real estate, residential real estate and 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.

Loan Quality

The quality of the loan portfolio and the amount of non-performing loans may increase or decrease as a result of acquisitions, organic portfolio growth, 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 internal factors specific to a particular borrower, such as the actions of a customer's internal management.

At March 31, 2017, non-performing loans totaled $28,796,000, a decrease of $5,949,000 from December 31, 2016 and $8,938,000 from March 31, 2016. Troubled Debt Restructure loans of $876,000 decreased $3,871,000 from December 31, 2016. Loans not accruing interest income totaled $27,920,000 at March 31, 2017, a $2,078,000 decrease from December 31, 2016. The Corporation’s coverage ratio of allowance for loan losses to non-accrual loans increased from 220.1 percent at December 31, 2016 to 244.4 percent at March 31, 2017. This non-accrual coverage ratio at March 31, 2016 was 169.1 percent. See additional information regarding the allowance for loan losses in the “Provision for Loan Losses” section of Management’s Discussion and Analysis of Financial Condition and Results of Operations included as ITEM 2 of this Quarterly Report on Form 10-Q.

Other real estate owned, totaling $8,293,000 at March 31, 2017, declined $673,000 from December 31, 2016 and $7,333,000 from March 31, 2016. For other real estate owned, current appraisals are obtained to determine fair value as management continues to aggressively market these real estate assets.

Commercial impaired loans include non-accrual loans, loans accounted for under ASC 310-30, 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 contractually past due 90 days or more and troubled debt restructure loans.

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 March 31, 2017, commercial impaired loans totaled $60,074,000 a decrease of $11,976,000 from the December 31, 2016 balance of $72,050,000. At March 31, 2017, a specific allowance for losses was not deemed necessary for commercial impaired loans totaling $56,354,000 as there were no identified losses on these credits. An allowance of $888,000 was recorded for the remaining balance of these commercial impaired loans totaling $3,721,000 and was included in the Corporation’s allowance for loan losses. Also included in the allowance for loan losses were specific reserves for consumer troubled debt restructure loans totaling $294,000.

At March 31, 2017, non-performing assets, which includes non-accrual loans, renegotiated loans, and other real estate owned; plus loans 90-days delinquent, totaled $37,212,000; a decrease of $6,611,000 from December 31, 2016 as displayed in the table below.

(Dollars in Thousands)	March 31, 2017	December 31, 2016
Non-Performing Assets plus loans 90+ Days Delinquent:		
Non-accrual loans	$ 27,920	$ 29,998
Renegotiated loans	876	4,747
Non-performing loans (NPL)	28,796	34,745
Other real estate owned	8,293	8,966
Non-performing assets (NPA)	37,089	43,711
90+ days delinquent	123	112
Non-performing assets plus 90+ days delinquent	$ 37,212	$ 43,823
Impaired Loans	$ 60,074	$ 72,050

The non-accrual balances in the table above include troubled debt loan restructures totaling $4,211,000 and $4,478,000 as of March 31, 2017 and December 31, 2016, respectively.

The composition of non-performing assets and 90-day delinquent loans is reflected in the following table.

(Dollars in Thousands)	March 31, 2017	December 31, 2016
Non-Performing Assets plus loans 90+ Days Delinquent:		
Commercial and industrial loans	$ 2,174	$ 2,138
Agricultural production financing and other loans to farmers	665	1,341
Real estate loans:		
Construction	4,736	5,312
Commercial and farmland	18,099	22,362
Residential	9,928	10,943
Home Equity	1,523	1,688
Individuals' loans for household and other personal expenditures	87	39
Non-performing assets plus 90+ days delinquent	$ 37,212	$ 43,823

Although the Corporation believes its underwriting and loan review procedures are appropriate for the various kinds of loans it makes, its results of operations and financial condition could be adversely affected in the event the quality of its loan portfolio declines. Deterioration in the economic environment including residential and commercial real estate values may result in increased levels of loan delinquencies and credit losses.

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Provision and Allowance for Loan Losses

The allowance for loan losses is maintained through the provision for loan losses, which is a charge against earnings. Based on management’s judgment as to the appropriate level of the allowance for loan losses, the amount provided in any period may be greater or less than net loan losses for the same period. The determination of the provision amount and the adequacy of the allowance in any period is based on management’s continuing review and evaluation of the loan portfolio, including an internally administered loan "watch" list and an independent review. The evaluation also takes into consideration identified credit problems, portfolio growth, management's judgment as to the impact of current economic conditions on the portfolio and the possibility of losses inherent in the loan portfolio that are not specifically identified.

In conformance with ASC 805 and ASC 820, loans purchased after December 31, 2008 are recorded at the acquisition date fair value. Such loans are included in the allowance to the extent a specific impairment is identified that exceeds the fair value adjustment on an impaired loan. An allowance may also be necessary if the historical loss and environmental factor analysis indicates losses inherent in a purchased portfolio exceed the fair value adjustment on the portion of the purchased portfolio not deemed impaired.

At March 31, 2017, the allowance for loan losses was $68,225,000, an increase of $2,188,000 from December 31, 2016. As a percent of loans, the allowance was 1.29 percent at March 31, 2017, compared to 1.28 percent at December 31, 2016 and 1.32 percent at March 31, 2016. The provision for loan losses for the three months ended March 31, 2017 was $2,385,000. Comparatively, the provision for loan losses for the three months ended March 31, 2016 was $550,000. Specific reserves on impaired loans increased $294,000 from $888,000 at December 31, 2016, to $1,182,000 at March 31, 2017.

Net charge-offs for the three months ended March 31, 2017, were $197,000. Comparatively, the same period in 2016 had net charge-offs of $917,000. For the three months ended March 31, 2017, there were no charge-offs or recoveries over $500,000. For the three months ended March 31, 2016, there were two charge-offs greater than $500,000 totaling $1,489,000 and one recovery totaling $604,000. The distribution of the net charge-offs or recoveries for the three months ended March 31, 2017 and 2016 are reflected in the following table:

	Three Months Ended March 31,	
(Dollars in Thousands)	2017	2016
Net Charge-Offs (Recoveries):		
Commercial and industrial loans	$324	$331
Agricultural production financing and other loans to farmers	45	23
Real estate loans:		
Construction	6	(3)
Commercial and farmland	(418)	45
Residential	28	387
Home equity	160	60
Individuals' loans for household and other personal expenditures	52	75
Other commercial loans		(1)
Total Net Charge-Offs	$197	$917

Management continually evaluates the commercial loan portfolio 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 for loan losses 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.

LIQUIDITY

Liquidity management is the process by which the Corporation ensures 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 the 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 principal source of asset-funded liquidity is investment securities classified as available for sale, the market values of which totaled $730,788,000 at March 31, 2017, an increase of $33,926,000, or 4.87 percent, from December 31, 2016. 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 and that are maturing in one year or less totaled $4,771,000 at March 31, 2017. In addition, other types of assets such as cash and interest-bearing deposits with other banks, federal funds sold and loans maturing within one year are sources of liquidity.

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. Federal funds purchased and securities sold under agreements to repurchase are also considered a source of liquidity. In addition, FHLB advances are utilized as funding sources. At March 31, 2017, total borrowings from the FHLB were $338,919,000. The Bank has pledged certain mortgage loans and investments to the FHLB. The total available remaining borrowing capacity from the FHLB at March 31, 2017 was $570,081,000.

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

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.

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 March 31, 2017 are as follows:

(Dollars in Thousands)	March 31, 2017
Amounts of commitments:	
Loan commitments to extend credit	$2,290,600
Standby and commercial letters of credit	40,987
	$2,331,587

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 March 31, 2017, are as follows:

(Dollars in Thousands)	Remaining 2017	2018	2019	2020	2021	2022	2023 and after	ASC 805 fair value adjustments at acquisition	Total
Operating leases	$2,600	$2,162	$1,785	$1,535	$1,178	$1,114	$6,001		$16,375
Federal funds purchased	102,000								102,000
Securities sold under repurchase agreements	139,007								139,007
Federal Home Loan Bank advances	167,064	66,717	13,828	11,310	25,000	20,000	35,000		338,919
Subordinated debentures and term loans	1,376						132,012	(4,526)	128,862
Total	$412,047	$68,879	$15,613	$12,845	$26,178	$21,114	$173,013	$(4,526)	$725,163

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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The comparative rising 200 basis points and falling 100 basis points scenarios below, as of March 31, 2017, 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:

	March 31, 2017	
	RISING	FALLING
Driver Rates	(200 Basis Points)	(100 Basis Points)
Prime	200	(75)
Federal funds	200	(75)
One-year CMT	200	(92)
Three-year CMT	200	(100)
Five-year CMT	200	(100)
CD's	200	(16)
FHLB advances	200	(95)

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 March 31, 2017. 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.

	March 31, 2017		
		RISING	FALLING
(Dollars in Thousands)	Base	(200 Basis Points)	(100 Basis Points)
Net interest income	$237,779	$257,963	$216,156
Variance from base		$20,184	$(21,623)
Percent of change from base		8.49%	(9.09)%

The comparative rising 200 basis points and falling 100 basis points scenarios below, as of December 31, 2016, 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:

	December 31, 2016	
	RISING	FALLING
Driver Rates	(200 Basis Points)	(100 Basis Points)
Prime	200	(50)
Federal funds	200	(50)
One-year CMT	200	(77)
Three-year CMT	200	(100)
Five-year CMT	200	(100)
CD's	200	(16)

FHLB advances	200	(92)

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.

	December 31, 2016		
(Dollars in Thousands)	Base	RISING (200 Basis Points)	FALLING (100 Basis Points)
Net interest income	$231,074	$247,920	$214,302
Variance from base		$16,846	$(16,772)
Percent of change from base		7.29 %	(7.26)%

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EARNING ASSETS

The following table presents the earning asset mix as of March 31, 2017, and December 31, 2016. Earning assets increased by $152,289,000 during the three months ended March 31, 2017. Loans and loans held for sale increased by $133,597,000 while investment securities increased $22,712,000. The two largest loan segments that experienced increases were commercial and farmland and commercial and industrial. The two loan segments that experienced the largest decreases were construction and other commercial. Additional details of the changes in the Corporation's loans are discussed within NOTE 4. LOANS AND ALLOWANCE, included within the Notes to Consolidated Condensed Financial Statements of this Quarterly Report on Form 10-Q.

(Dollars in Thousands)	March 31, 2017	December 31, 2016
Interest-bearing time deposits	$20,439	$ 24,459
Investment securities available for sale	730,788	696,862
Investment securities held to maturity	596,429	607,643
Loans held for sale	1,262	2,929
Loans	5,274,909	5,139,645
Federal Home Loan Bank stock	17,964	17,964
Total	$6,641,791	$ 6,489,502

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 the Corporation, 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., ITEM 1A., ITEM 2., ITEM 3., ITEM 4. AND ITEM 5.

(table dollar amounts in thousands, except share data)

ITEM 1. LEGAL PROCEEDINGS

There are no pending legal proceedings, other than litigation incidental to the ordinary business of the Corporation or its subsidiaries, of a material nature to which the Corporation or its subsidiaries is a party or of which any of their properties are subject. Further, there are no material legal proceedings in which any director, officer, principal shareholder, or affiliate of the Corporation, or any associate of any such director, officer or principal shareholder, is a party, or has a material interest, adverse to the Corporation or any of its subsidiaries.

None of the routine legal proceedings, individually or in the aggregate, in which the Corporation or its affiliates are involved are expected to have a material adverse impact on the financial position or the results of operations of the Corporation.

ITEM 1A. RISK FACTORS

There have been no material changes to the risk factors previously disclosed in the Corporation's Annual Report on Form 10-K for the year ended December 31, 2016,

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 three months ended March 31, 2017 .

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
January, 2017				
February, 2017	29,227	$39.99		
March, 2017	2,139	$40.30		

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

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None

ITEM 4. MINE SAFETY DISCLOSURES

Not Applicable

ITEM 5. OTHER INFORMATION

a. None

b. None

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PART II: OTHER INFORMATION
ITEM 6. EXHIBITS

ITEM 6. EXHIBITS

Exhibit No:	Description of Exhibits:
2.1	Agreement and Plan of Reorganization and Merger among First Merchants Corporation, First Merchants Bank and The Arlington Bank, dated as of January 25, 2017 (Incorporated by reference to registrant's Form 8-K filed on January 25, 2017) (SEC No. 000-17071)
2.2	Voting Agreement, dated January 25, 2017, among First Merchants Corporation and certain shareholders of The Arlington Bank (Incorporated by reference to registrant's Form 8-K filed on January 25, 2017) (SEC No. 000-17071)
2.3	Agreement and Plan of Reorganization and Merger among First Merchants Corporation and Independent Alliance Banks, Inc., dated as of February 17, 2017 (Incorporated by reference to registrant's Form 8-K filed on February 17, 2017) (SEC No. 000-17071)
2.4	Voting Agreement, dated February 17, 2017, among First Merchants Corporation and certain shareholders of Independent Alliance Banks, Inc. (Incorporated by reference to registrant's Form 8-K filed on February 17, 2017) (SEC No. 000-17071)
3.1	First Merchants Corporation Articles of Incorporation, as amended (Incorporated by reference to registrant’s Form 8-K filed on May 2, 2017) (SEC No. 000-17071)
3.2	Bylaws of First Merchants Corporation dated August 11, 2016 (Incorporated by reference to registrant’s Form 10-K filed on March 1, 2017) (SEC No. 000-17071)
3.3	First Merchants Corporation Articles of Amendment of the Articles of Incorporation for the Series B Preferred Stock (Incorporated by reference to registrant's Form 8-K filed on September 23, 2011) (SEC No. 000-17071)
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) (SEC No. 000-17071)
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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) (SEC No. 033-45393)
4.6	Upon request, the registrant agrees to furnish supplementally to the Commission a copy of the instruments defining the rights of holders of its (a) 5.00% Fixed-to-Floating Rate Senior Notes due 2028 in the aggregate principal amount of $5 million and (b) 6.75% Fixed-to-Floating Rate Subordinated Notes due 2028 in aggregate principal amount of $65 million.
31.1	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes - Oxley Act of 2002 (1)
31.2	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes - Oxley Act of 2002 (1)
32	Certifications Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (1)
101.INS	XBRL Instance Document (2)
101.SCH	XBRL Taxonomy Extension Schema Document (2)

101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document (2)
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document (2)
101.LAB	XBRL Taxonomy Extension Label Linkbase Document (2)
101.PRE	XBRL Taxonomy Extension Presentation Linkebase Document (2)

(1) Filed herewith.
(2) Furnished herewith.

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ITEM 6. EXHIBITS

SIGNATURES

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: May 10, 2017 by /s/ Michael C. Rechin
Michael C. Rechin
President and Chief Executive Officer
(Principal Executive Officer)

Date: May 10, 2017 by /s/ Mark K. Hardwick
Mark K. Hardwick
Executive Vice President,
Chief Financial Officer and Chief Operating Officer
(Principal Financial and Accounting Officer)

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ITEM 6. EXHIBITS

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