

FIRST MID ILLINOIS BANCSHARES INC  
Form 10-Q  
August 08, 2011

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2011

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 0-13368

FIRST MID-ILLINOIS BANCSHARES, INC.  
(Exact name of Registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

37-1103704  
(I.R.S. employer identification no.)

1515 Charleston Avenue,  
Mattoon, Illinois  
(Address of principal executive offices)

61938  
(Zip code)

(217) 234-7454  
(Registrant's telephone number, including area code)

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  No

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate website, 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  No

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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(Do not check if a smaller reporting company)

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

As of August 5, 2011, 6,034,398 common shares, \$4.00 par value, were outstanding.

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## PART I

## ITEM 1. FINANCIAL STATEMENTS

Condensed Consolidated Balance Sheets	(Unaudited)	
(In thousands, except share data)	June 30, 2011	December 31, 2010
<b>Assets</b>		
Cash and due from banks:		
Non-interest bearing	\$ 36,032	\$ 21,008
Interest bearing	91,317	130,485
Federal funds sold	80,999	80,000
Cash and cash equivalents	208,348	231,493
Certificates of deposit investments	12,149	10,000
Investment securities:		
Available-for-sale, at fair value	418,471	342,816
Held-to-maturity, at amortized cost (estimated fair value of \$51 at June 30, 2011 and \$53 at December 31, 2010)	50	50
Loans held for sale	1,254	114
Loans	799,238	804,467
Less allowance for loan losses	(10,695 )	(10,393 )
Net loans	788,543	794,074
Interest receivable	5,827	6,390
Other real estate owned	4,649	6,127
Premises and equipment, net	28,218	28,544
Goodwill, net	25,753	25,753
Intangible assets, net	4,496	5,068
Other assets	16,253	17,816
Total assets	\$ 1,514,011	\$ 1,468,245
<b>Liabilities and Stockholders' Equity</b>		
<b>Deposits:</b>		
Non-interest bearing	\$ 196,423	\$ 183,932
Interest bearing	1,020,639	1,028,778
Total deposits	1,217,062	1,212,710
Securities sold under agreements to repurchase	111,313	94,057
Interest payable	569	701
FHLB borrowings	19,750	22,750
Junior subordinated debentures	20,620	20,620
Other liabilities	6,994	5,142
Total liabilities	1,376,308	1,355,980
<b>Stockholders' Equity</b>		
Convertible preferred stock, no par value; authorized 1,000,000 shares; issued 8,777 shares in 2011 and 4,927 shares in 2010	43,885	24,635
Common stock, \$4 par value; authorized 18,000,000 shares; issued 7,528,199 shares in 2011 and 7,477,132 shares in 2010	30,113	29,909
Additional paid-in capital	28,970	28,223
Retained earnings	68,909	66,356
Deferred compensation	2,979	2,929
Accumulated other comprehensive gain (loss)	1,998	(2,066 )

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Less treasury stock at cost, 1,492,256 shares in 2011		
and 1,418,456 shares in 2010	(39,151 )	(37,721 )
Total stockholders' equity	137,703	112,265
Total liabilities and stockholders' equity	\$1,514,011	\$1,468,245

See accompanying notes to unaudited condensed consolidated financial statements.

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## Condensed Consolidated Statements of Income (unaudited)

(In thousands, except per share data)

	Three months ended June 30,		Six months ended June 30,	
	2011	2010	2011	2010
<b>Interest income:</b>				
Interest and fees on loans	\$11,280	\$9,822	\$22,743	\$19,736
Interest on investment securities	2,728	2,181	5,172	4,416
Interest on certificates of deposit investments	19	31	40	62
Interest on federal funds sold	16	21	40	37
Interest on deposits with other financial institutions	79	16	156	30
<b>Total interest income</b>	<b>14,122</b>	<b>12,071</b>	<b>28,151</b>	<b>24,281</b>
<b>Interest expense:</b>				
Interest on deposits	1,778	2,085	3,597	4,271
Interest on securities sold under agreements to repurchase	42	31	75	61
Interest on FHLB borrowings	183	282	394	625
Interest on other borrowings	-	1	-	1
Interest on subordinated debentures	240	262	501	522
<b>Total interest expense</b>	<b>2,243</b>	<b>2,661</b>	<b>4,567</b>	<b>5,480</b>
<b>Net interest income</b>	<b>11,879</b>	<b>9,410</b>	<b>23,584</b>	<b>18,801</b>
Provision for loan losses	916	1,083	1,856	1,843
<b>Net interest income after provision for loan losses</b>	<b>10,963</b>	<b>8,327</b>	<b>21,728</b>	<b>16,958</b>
<b>Other income:</b>				
Trust revenues	739	595	1,520	1,219
Brokerage commissions	152	136	307	265
Insurance commissions	510	444	1,118	1,088
Service charges	1,201	1,181	2,297	2,257
Securities gains, net	196	5	377	246
Total other-than-temporary impairment losses	(61 )	(355 )	(246 )	(978 )
Portion of loss recognized in other comprehensive loss	-	-	-	-
Other-than-temporary impairment losses recognized in earnings	(61 )	(355 )	(246 )	(978 )
Mortgage banking revenue, net	123	105	239	201
ATM / debit card revenue	889	686	1,721	1,310
Other	310	246	731	503
<b>Total other income</b>	<b>4,059</b>	<b>3,043</b>	<b>8,064</b>	<b>6,111</b>
<b>Other expense:</b>				
Salaries and employee benefits	5,625	4,287	11,059	8,655
Net occupancy and equipment expense	1,983	1,285	3,950	2,563
Net other real estate owned expense	477	299	597	147
FDIC insurance	286	344	720	662
Amortization of intangible assets	286	176	572	352
Stationery and supplies	151	134	289	249
Legal and professional	513	702	1,080	1,131
Marketing and donations	258	207	459	410
Other	1,432	1,274	2,577	2,329
<b>Total other expense</b>	<b>11,011</b>	<b>8,708</b>	<b>21,303</b>	<b>16,498</b>

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Income before income taxes	4,011	2,662	8,489	6,571
Income taxes	1,433	880	3,066	2,241
Net income	\$2,578	\$1,782	\$5,423	\$4,330
Dividends on preferred shares	1,011	554	1,718	1,131
Net income available to common stockholders	\$1,567	\$1,228	\$3,705	\$3,199
Per share data:				
Basic net income per common share available to common stockholders	\$0.26	\$0.20	\$0.61	\$0.52
Diluted net income per common share available to common stockholders	\$0.26	\$0.20	\$0.61	\$0.52
Cash dividends declared per common share	\$0.19	\$0.19	\$0.19	\$0.19

See accompanying notes to unaudited condensed consolidated financial statements.

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Condensed Consolidated Statements of Cash Flows (unaudited) (In thousands)	Six months ended June 30,	
	2011	2010
Cash flows from operating activities:		
Net income	\$5,423	\$4,330
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for loan losses	1,856	1,843
Depreciation, amortization and accretion, net	2,605	1,636
Stock-based compensation expense	26	26
Gains on investment securities, net	(377 )	(246 )
Other-than-temporary impairment losses recognized in earnings	246	978
(Gains) losses on sales of other real property owned, net	345	(218 )
Loss on write down of fixed assets	1	1
Gains on sale of loans held for sale, net	(239 )	(214 )
Origination of loans held for sale	(20,047 )	(16,130 )
Proceeds from sale of loans held for sale	19,146	15,833
Increase in other assets	(1,128 )	(3,464 )
Increase (decrease) in other liabilities	2,261	(2,540 )
Net cash provided by operating activities	10,118	1,835
Cash flows from investing activities:		
Proceeds from maturities of certificates of deposit investments	4,018	4,275
Purchases of certificates of deposit investments	(6,167 )	(4,931 )
Proceeds from sales of securities available-for-sale	11,140	6,367
Proceeds from maturities of securities available-for-sale	60,951	42,747
Proceeds from maturities of securities held-to-maturity	-	995
Purchases of securities available-for-sale	(141,766 )	(75,850 )
Net decrease in loans	3,675	25,376
Purchases of premises and equipment	(896 )	(448 )
Proceeds from sales of other real property owned	1,820	1,640
Net cash provided by (used in) investing activities	(67,225 )	171
Cash flows from financing activities:		
Net increase in deposits	4,352	28,759
(Increase) decrease in repurchase agreements	17,256	(6,628 )
Repayment of long term FHLB advances	(3,000 )	(10,000 )
Proceeds from short term debt	-	1,500
Proceeds from issuance of common stock	254	195
Proceeds from issuance of preferred stock	19,250	-
Purchase of treasury stock	(1,379 )	(560 )
Dividends paid on preferred stock	(1,074 )	(1,062 )
Dividends paid on common stock	(1,697 )	(1,714 )
Net cash provided by financing activities	33,962	10,490
Increase (decrease) in cash and cash equivalents	(23,145 )	12,496
Cash and cash equivalents at beginning of period	231,493	90,411
Cash and cash equivalents at end of period	\$208,348	\$102,907





	Six months ended June 30,	
	2011	2010
<b>Supplemental disclosures of cash flow information</b>		
Cash paid during the period for:		
Interest	\$4,699	\$5,622
Income taxes	1,888	4,343
<b>Supplemental disclosures of noncash investing and financing activities</b>		
Loans transferred to other real estate owned	687	6,084
Dividends reinvested in common stock	641	645
Net tax benefit related to option and deferred compensation plans	131	38

See accompanying notes to unaudited condensed consolidated financial statements.

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Notes to Condensed Consolidated Financial Statements  
(unaudited)

Note 1 -- Basis of Accounting and Consolidation

The unaudited condensed consolidated financial statements include the accounts of First Mid-Illinois Bancshares, Inc. (“Company”) and its wholly-owned subsidiaries: Mid-Illinois Data Services, Inc. (“MIDS”), First Mid-Illinois Bank & Trust, N.A. (“First Mid Bank”) and The Checkley Agency, Inc. doing business as First Mid Insurance Group (“First Mid Insurance”). All significant intercompany balances and transactions have been eliminated in consolidation. The financial information reflects all adjustments which, in the opinion of management, are necessary for a fair presentation of the results of the interim periods ended June 30, 2011 and 2010, and all such adjustments are of a normal recurring nature. Certain amounts in the prior year’s consolidated financial statements have been reclassified to conform to the June 30, 2011 presentation and there was no impact on net income or stockholders’ equity. The results of the interim period ended June 30, 2011 are not necessarily indicative of the results expected for the year ending December 31, 2011. The Company operates as a one-segment entity for financial reporting purposes.

The 2010 year-end consolidated balance sheet data was derived from audited financial statements, but does not include all disclosures required by accounting principles generally accepted in the United States of America.

The unaudited condensed consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q and Article 10 of Regulation S-X and do not include all of the information required by U.S. generally accepted accounting principles (“GAAP”) for complete financial statements and related footnote disclosures although the Company believes that the disclosures made are adequate to make the information not misleading. These financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company’s 2010 Annual Report on Form 10-K.

Website

The Company maintains a website at [www.firstmid.com](http://www.firstmid.com). All periodic and current reports of the Company and amendments to these reports filed with the Securities and Exchange Commission (“SEC”) can be accessed, free of charge, through this website as soon as reasonably practicable after these materials are filed with the SEC.

Stock Plans

At the Annual Meeting of Stockholders held May 23, 2007, the stockholders approved the First Mid-Illinois Bancshares, Inc. 2007 Stock Incentive Plan (“SI Plan”). The SI Plan was implemented to succeed the Company’s 1997 Stock Incentive Plan, which had a ten-year term that expired October 21, 2007. The SI Plan is intended to provide a means whereby directors, employees, consultants and advisors of the Company and its subsidiaries may sustain a sense of proprietorship and personal involvement in the continued development and financial success of the Company and its subsidiaries, thereby advancing the interests of the Company and its stockholders. Accordingly, directors and selected employees, consultants and advisors may be provided the opportunity to acquire shares of common stock of the Company on the terms and conditions established in the SI Plan.

A maximum of 300,000 shares of common stock may be issued under the SI Plan. As of December 31, 2010, the Company had awarded 59,500 shares under the plan. There were no shares awarded during the first six months of 2011.

Convertible Preferred Stock

Series B Convertible Preferred Stock. During 2009, the Company sold to certain accredited investors including directors, executive officers, and certain major customers and holders of the Company's common stock, \$24,635,000, in the aggregate, of a newly authorized series of its preferred stock designated as Series B 9% Non-Cumulative Perpetual Convertible Preferred Stock (the "Series B Preferred Stock"). The Series B Preferred Stock had an issue price of \$5,000 per share and no par value per share. The Series B Preferred Stock was issued in a private placement exempt from registration pursuant to Regulation D of the Securities Act of 1933, as amended.

The Series B Preferred Stock pays non-cumulative dividends semiannually in arrears, when, as and if authorized by the Board of Directors of the Company, at a rate of 9% per year. Holders of the Series B Preferred Stock will have no voting rights, except with respect to certain fundamental changes in the terms of the Series B Preferred Stock and certain other matters. In addition, if dividends on the Series B Preferred Stock are not paid in full for four dividend periods, whether consecutive or not, the holders of the Series B Preferred Stock, acting as a class with any other of the Company's securities having similar voting rights, will have the right to elect two directors to the Company's Board of Directors. The terms of office of these directors will end when the Company has paid or set aside for payment full semi-annual dividends for four consecutive dividend periods.

Each share of the Series B Preferred Stock may be converted at any time at the option of the holder into shares of the Company's common stock. The number of shares of common stock into which each share of the Series B Preferred Stock is convertible is the \$5,000 liquidation preference per share divided by the Conversion Price initially set at \$21.94. The Conversion Price is subject to adjustment from time to time pursuant to the terms of the Certificate of Designation (the "Series B Certificate of Designation"). If at the time of conversion, there are any authorized, declared and unpaid dividends with respect to a converted share of Series B Preferred Stock, the holder will receive cash in lieu of the dividends, and a holder will receive cash in lieu of fractional shares of common stock following conversion.

After February 11, 2014, the Company may, at its option but subject to the Company's receipt of any required prior approvals from the Board of Governors of the Federal Reserve System or any other regulatory authority, redeem the Series B Preferred Stock. Any redemption will be in exchange for cash in the amount of \$5,000 per share, plus any authorized, declared and unpaid dividends, without accumulation of any undeclared dividends.

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The Company also has the right at any time on or after the fifth anniversary of the original issuance date of the Series B Preferred Stock to require the conversion of all (but not less than all) of the Series B Preferred Stock into shares of common stock if, on the date notice of mandatory conversion is given to holders, the book value of the Company's common stock equals or exceeds 115% of the book value of the Company's common stock at September 30, 2008. "Book value of the Company's common stock" at any date means the result of dividing the Company's total common stockholders' equity at that date, determined in accordance with U.S. generally accepted accounting principles, by the number of shares of common stock then outstanding, net of any shares held in the treasury. The book value of the Company's common stock at September 30, 2008 was \$13.03, and 115% of this amount is approximately \$14.98. The book value of the Company's common stock at June 30, 2011 was \$15.54.

Pursuant to Section 3(j) of the Series B Certification of Designation, the conversion price for the Series B Preferred Stock, which was initially set at \$21.94, was required to be adjusted if, among other things, the initial conversion price of any subsequently issued series of preferred stock was lower than the then current conversion price of the Series B Preferred Stock. As a result of the Series C Preferred Stock (see below) having an initial conversion price of less than \$21.94, the conversion price of the Series B Preferred Stock was adjusted pursuant to the terms of the Series B Certificate of Designation based on the amount of Series C Preferred Stock sold on February 11, 2011, March 2, 2011 and May 13, 2011. The new conversion price of the Series B Preferred Stock, certified by the Company's accountant pursuant to Section 3(j) of the Series B Certificate of Designation, is \$21.71. If additional Series C Preferred Stock is sold following an Investor's receipt of applicable bank regulatory approval, subsequent adjustments will be made to the conversion price of the Series B Preferred Stock

**Series C Convertible Preferred Stock.** On February 11, 2011, the Company accepted from certain accredited investors, including directors, executive officers, and certain major customers and holders of the Company's common stock (collectively, the "Investors"), subscriptions for the purchase of \$27,500,000, in the aggregate, of a newly authorized series of preferred stock designated as Series C 8% Non-Cumulative Perpetual Convertible Preferred Stock (the "Series C Preferred Stock"). As of February 11, 2011, \$11,010,000 of the Series C Preferred Stock had been issued and sold by the Company to certain Investors. On March 2, 2011, three investors subsequently completed the required bank regulatory process and an additional \$2,750,000 of Series C Preferred Stock was issued and sold by the Company to these investors. On May 13, 2011, four additional investors received the required bank regulatory approval and an additional \$5,490,000 of Series C Preferred Stock was issued and sold by the Company to these investors. The balance of the Series C Preferred Stock will be issued to the remaining Investors upon the completion of the bank regulatory process applicable to their purchases.

The Series C Preferred Stock has an issue price of \$5,000 per share and no par value per share. The Series C Preferred Stock was issued in a private placement exempt from registration pursuant to Regulation D of the Securities Act of 1933, as amended.

The Series C Preferred Stock pays non-cumulative dividends semiannually in arrears, when, as and if authorized by the Board of Directors of the Company, at a rate of 8% per year. Holders of the Series C Preferred Stock will have no voting rights, except with respect to certain fundamental changes in the terms of the Series C Preferred Stock and certain other matters. In addition, if dividends on the Series C Preferred Stock are not paid in full for four dividend periods, whether consecutive or not, the holders of the Series C Preferred Stock, acting as a class with any other of the Company's securities having similar voting rights, including the Company's Series B Preferred Stock, will have the right to elect two directors to the Company's Board of Directors. The terms of office of these directors will end when the Company has paid or set aside for payment full semi-annual dividends for four consecutive dividend periods.

Each share of the Series C Preferred Stock may be converted at any time at the option of the holder into shares of the Company's common stock. The number of shares of common stock into which each share of the Series C Preferred Stock is convertible is the \$5,000 liquidation preference per share divided by the Conversion Price of \$20.29. The

Conversion Price is subject to adjustment from time to time pursuant to the terms of the Series C Certificate of Designation. If at the time of conversion, there are any authorized, declared and unpaid dividends with respect to a converted share of Series C Preferred Stock, the holder will receive cash in lieu of the dividends, and a holder will receive cash in lieu of fractional shares of common stock following conversion.

After the fifth anniversary of March 2, 2011, the original issuance date of the shares of the Series C Preferred Stock constituting a majority of the shares issued, the Company may, at its option but subject to the Company's receipt of any required prior approvals from the Board of Governors of the Federal Reserve System or any other regulatory authority, redeem the Series C Preferred Stock. Any redemption will be in exchange for cash in the amount of \$5,000 per share, plus any authorized, declared and unpaid dividends, without accumulation of any undeclared dividends.

The Company also has the right at any time after March 2, 2016 to require the conversion of all (but not less than all) of the Series C Preferred Stock into shares of common stock if, on the date notice of mandatory conversion is given to holders, (a) the tangible book value per share of the Company's common stock equals or exceeds 115% of the tangible book value per share of the Company's common stock at December 31, 2010, and (b) the NASDAQ Bank Index (denoted by CBNK:IND) equals or exceeds 115% of the NASDAQ Bank Index at December 31, 2010. "Tangible book value per share of our common stock" at any date means the result of dividing the Company's total common stockholders equity at that date, less the amount of goodwill and intangible assets, determined in accordance with U.S. generally accepted accounting principles, by the number of shares of common stock then outstanding, net of any shares held in the treasury. The tangible book value of the Company's common stock at December 31, 2010 was \$9.38, and 115% of this amount is approximately \$10.79. The NASDAQ Bank Index value at December 31, 2010 was 1,847.35 and 115% of this amount is approximately 2,124.45. The tangible book value of the Company's common stock at June 30, 2011 was \$10.53 and the NASDAQ Bank Index value at June 30, 2011 was 1,758.53.

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## Comprehensive Income

The Company's comprehensive income for the three and six-month periods ended June 30, 2011 and 2010 was as follows (in thousands):

	Three months ended		Six months ended	
	June 30,		June 30,	
	2011	2010	2011	2010
Net income	\$2,578	\$1,782	\$5,423	\$4,330
Other comprehensive income:				
Unrealized gains on securities available-for-sale	5,529	1,965	6,791	2,737
Non-credit component of unrealized gains (losses) on securities available-for-sale for which a portion of an other-than-temporary impairment has been recognized in income	46	(223 )	-	(552 )
Other-than-temporary impairment losses recognized in earnings	61	355	246	978
Reclassification adjustment for realized gains included in income	(196 )	(5 )	(377 )	(246 )
Other comprehensive income before taxes	5,440	2,092	6,660	2,917
Tax expense	(2,121 )	(816 )	(2,596 )	(1,137 )
Total other comprehensive income	3,319	1,276	4,064	1,780
Comprehensive income	\$5,897	\$3,058	\$9,487	\$6,110

The components of accumulated other comprehensive income included in stockholders' equity are as follows:

	Unrealized		Total
	Gain		
June 30, 2011	(Loss) on		Total
	Available	Securities with	
	for Sale	Other-Than-Temporary	
	Securities	Impairment Losses	
Net unrealized gains on securities available-for-sale	\$8,703	\$ -	\$8,703
Securities with other-than-temporary impairment losses	-	(5,428 )	(5,428 )
Tax benefit (expense)	(3,393 )	2,116	(1,277 )
Balance at June 30, 2011	\$5,310	\$ (3,312 )	\$1,998

	Unrealized		Total
	Gain		
December 31, 2010	(Loss) on		Total
	Available	Securities with	
	for Sale	Other-Than-Temporary	
	Securities	Impairment Losses	
Net unrealized gains on securities available-for-sale	\$2,629	\$ -	\$2,629
Securities with other-than-temporary impairment losses	-	(6,014 )	(6,014 )
Tax benefit (expense)	(1,025 )	2,344	1,319

Balance at December 31, 2010	\$1,604	\$	(3,670	)	\$(2,066	)
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See "Note 3 – Investment Securities" for more detailed information regarding unrealized losses on available-for-sale securities.

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### Adoption of New Accounting Guidance

Accounting Standards Update (ASU) 2010-20 — Receivables (Topic 310): Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses. The ASU requires expanded disclosure about the credit quality of the loan portfolio in the notes to financial statements, such as aging information and credit quality indicators. Both new and existing disclosures must be disaggregated by portfolio segment or class. The disclosures related to period-end balances and the disclosures of activity that occurs during the reporting period were effective for annual or interim reporting periods beginning after December 15, 2010. The Financial Accounting Standards Board (“FASB”) elected to defer the disclosures related to troubled debt restructurings (“TDRs”) included within ASU No. 2010-20. These disclosures did not have a material impact on the Company’s financial statements.

ASU 2011-01 – Deferral of the Effective Date of Disclosures about Troubled Debt Restructurings in Update No. 2010-20. The FASB issued ASU No. 2011-01 in January 2011. The provisions of ASU No. 2010-20 required the disclosure of more granular information on the nature and extent of troubled debt restructurings and their effect on the allowance for loan and lease losses effective for the Company’s reporting period ended June 30, 2011. The amendments in ASU No. 2011-01 defer the effective date related to these disclosures, enabling creditors to provide such disclosures after the FASB completes their project clarifying the guidance for determining what constitutes a troubled debt restructuring. As the provisions of this ASU only defer the effective date of disclosure requirements related to troubled debt restructurings, the adoption of this ASU had no impact on the Company’s financial statements.

ASU No. 2011-02 – A Creditor’s Determination of Whether a Restructuring is a Troubled Debt Restructuring. In April 2011, the FASB issued ASU No. 2011-02. The provisions of ASU No. 2011-02 provide additional guidance related to determining whether a creditor has granted a concession, include factors and examples for creditors to consider in evaluating whether a restructuring results in a delay in payment that is insignificant, prohibit creditors from using the borrower’s effective rate test to evaluate whether a concession has been granted to the borrower, and add factors for creditors to use in determining whether a borrower is experiencing financial difficulties. A provision in ASU No. 2011-02 also ends the FASB’s deferral of the additional disclosures about troubled debt restructurings as required by ASU No. 2010-20. The provisions of ASU No. 2011-02 are effective for reporting periods ending September 30, 2011. The adoption of ASU No. 2011-02 is not expected to have a material impact on the Company’s financial statements.

ASU No. 2011-04 -- Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs. In May 2011, the FASB issued ASU No. 2011-04. ASU 2011-04 changes the wording used to describe many of the requirements in U.S. GAAP for measuring fair value and for disclosing information about fair value measurements. Consequently, the amendments in this update result in common fair value measurement and disclosure requirements in U.S. GAAP and International Financial Reporting Standards (“IFRS”). ASU 2011-04 is effective prospectively during interim and annual periods beginning on or after December 15, 2011. Early application by public entities is not permitted. The adoption of ASU No. 2011-04 is not expected to have a material impact on the Company’s financial statements.

ASU No. 2011-05 – Presentation of Comprehensive Income. In June 2011, the FASB issued ASU No. 2011-05. The provisions of ASU No. 2011-05 allow an entity the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In both choices, an entity is required to present each component of net income along with total net income, each component of other comprehensive income along with a total for other comprehensive income, and a total amount for comprehensive income. The statement(s) are required to be presented with equal prominence as the other primary financial statements. ASU No. 2011-05 eliminates the option to present the components of other comprehensive income as part of the statement of changes in shareholders’ equity but does not change the items that must be reported in other



comprehensive income or when an item of other comprehensive income must be reclassified to net income. The provisions of ASU No. 2011-05 are effective for the Company's interim reporting period beginning on or after December 15, 2011, with retrospective application required. The adoption of ASU No. 2011-05 is expected to result in presentation changes to the Company's statements of income and the addition of a statement of comprehensive income. The adoption of ASU No. 2011-05 will not have a material impact on the Company's financial statements.

Note 2 -- Earnings Per Share

Basic net income per common share available to common stockholders is calculated as net income less preferred stock dividends divided by the weighted average number of common shares outstanding. Diluted net income per common share available to common stockholders is computed using the weighted average number of common shares outstanding, increased by the assumed conversion of the Company's convertible preferred stock and the Company's stock options, unless anti-dilutive.

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The components of basic and diluted net income per common share available to common stockholders for the three and six-month periods ended June 30, 2011 and 2010 were as follows:

	Three months ended		Six months ended	
	June 30,		June 30,	
	2011	2010	2011	2010
<b>Basic Net Income per Common Share</b>				
<b>Available to Common Stockholders:</b>				
Net income	\$2,578,000	\$1,782,000	\$5,423,000	\$4,330,000
Preferred stock dividends	(1,011,000)	(554,000)	(1,718,000)	(1,131,000)
Net income available to common stockholders	\$1,567,000	\$1,228,000	\$3,705,000	\$3,199,000
Weighted average common shares outstanding	6,058,859	6,101,028	6,065,692	6,099,922
Basic earnings per common share	\$.26	\$.20	\$.61	\$.52
<b>Diluted Net Income per Common Share</b>				
<b>Available to Common Stockholders:</b>				
Net income available to common stockholders	\$1,567,000	\$1,228,000	\$3,705,000	\$3,199,000
Effect of assumed preferred stock conversion	-	-	-	-
Net income applicable to diluted earnings per share	\$1,567,000	\$1,228,000	\$3,705,000	\$3,199,000
Weighted average common shares outstanding	6,058,859	6,101,028	6,065,692	6,099,922
<b>Dilutive potential common shares:</b>				
Assumed conversion of stock options	12,722	29,569	12,742	28,185
Assumed conversion of preferred stock	-	-	-	-
Diluted weighted average common shares outstanding	6,071,581	6,130,597	6,078,434	6,128,107
Diluted earnings per common share	\$.26	\$.20	\$.61	\$.52

The following shares were not considered in computing diluted earnings per share for the three and six-month periods ended June 30, 2011 and 2010 because they were anti-dilutive:

	Three months ended		Six months ended	
	June 30,		June 30,	
	2011	2010	2011	2010
Stock options to purchase shares of common stock	202,970	202,970	202,970	202,970
Average dilutive potential common shares associated with convertible preferred stock	1,950,933	1,118,429	1,882,586	1,118,429

Note 3 -- Investment Securities

The amortized cost, gross unrealized gains and losses and estimated fair values for available-for-sale and held-to-maturity securities by major security type at June 30, 2011 and December 31, 2010 were as follows (in thousands):

	Amortized Cost	Gross	Gross	Fair Value
		Unrealized Gains	Unrealized (Losses)	
<b>June 30, 2011</b>				
<b>Available-for-sale:</b>				
U.S. Treasury securities and obligations				

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of U.S. government corporations & agencies	\$175,817	\$1,761	\$(22 )	\$177,556
Obligations of states and political subdivisions	26,211	956	(53 )	27,114
Mortgage-backed securities: GSE residential	204,784	6,090	(28 )	210,846
Trust preferred securities	6,349	-	(5,428 )	921
Other securities	2,035	1	(2 )	2,034
Total available-for-sale	\$415,196	\$8,808	\$(5,533 )	\$418,471
Held-to-maturity:				
Obligations of states and political subdivisions	\$50	\$1	\$-	\$51

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	Amortized Cost	Gross Unrealized Gains	Gross Unrealized (Losses)	Fair Value
December 31, 2010				
Available-for-sale:				
U.S. Treasury securities and obligations				
of U.S. government corporations & agencies	\$152,086	\$1,319	\$(1,024)	\$152,381
Obligations of states and political subdivisions	26,549	591	(226)	26,914
Mortgage-backed securities: GSE residential	158,936	3,477	(1,482)	160,931
Trust preferred securities	6,595	-	(6,014)	581
Other securities	2,035	-	(26)	2,009
Total available-for-sale	\$346,201	\$5,387	\$(8,772)	\$342,816
Held-to-maturity:				
Obligations of states and political subdivisions	\$50	\$3	\$-	\$53

The trust preferred securities are four trust preferred pooled securities issued by First Tennessee Financial (“FTN”). The unrealized losses of these securities, which have maturities ranging from four years to twenty-nine years, are primarily due to their long-term nature, a lack of demand or inactive market for these securities, and concerns regarding the underlying financial institutions that have issued the trust preferred securities. See the heading “Trust Preferred Securities” for further information regarding these securities.

Realized gains and losses resulting from sales of securities were as follows during the periods ended June 30, 2011 and 2010 and the year ended December 31, 2010 (in thousands):

	June 30, 2011	June 30, 2010	December 31, 2010
Gross gains	\$377	\$246	\$543
Gross losses	-	-	-

The following table indicates the expected maturities of investment securities classified as available-for-sale and held-to-maturity, presented at fair value, at June 30, 2011 and the weighted average yield for each range of maturities (dollars in thousands).

	One year or less	After 1 through 5 years	After 5 through 10 years	After ten years	Total
Available-for-sale:					
U.S. Treasury securities and obligations of					
U.S. government corporations and agencies	\$157,453	\$16,973	\$3,130	\$-	\$177,556
Obligations of state and political subdivisions	1,362	9,531	15,860	361	27,114
Mortgage-backed securities: GSE residential	3,379	150,352	57,115	-	210,846
Trust preferred securities	-	-	-	921	921

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Other securities	-	1,998	-	36	2,034	
Total investments	\$162,194	\$178,854	\$76,105	\$1,318	\$418,471	
Weighted average yield	1.93	% 3.52	% 3.49	% 3.72	% 2.90	%
Full tax-equivalent yield	1.95	% 3.62	% 3.89	% 3.85	% 3.02	%
Held-to-maturity:						
Obligations of state and political subdivisions	\$-	\$51	\$-	\$-	\$51	
Weighted average yield	-	% 4.75	% -	% -	% 4.75	%
Full tax-equivalent yield	-	% 6.58	% -	% -	% 6.58	%

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The weighted average yields are calculated on the basis of the amortized cost and effective yields weighted for the scheduled maturity of each security. Tax-equivalent yields have been calculated using a 34% tax rate. With the exception of obligations of the U.S. Treasury and other U.S. government agencies and corporations, there were no investment securities of any single issuer, the book value of which exceeded 10% of stockholders' equity at June 30, 2011.

Investment securities carried at approximately \$273,471,000 and \$240,838,000 at June 30, 2011 and December 31, 2010, respectively, were pledged to secure public deposits and repurchase agreements and for other purposes as permitted or required by law.

The following table presents the aging of gross unrealized losses and fair value by investment category as of June 30, 2011 and December 31, 2010 (in thousands):

	Less than 12 months		12 months or more		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
<b>June 30, 2011</b>						
U.S. Treasury securities and obligations of U.S. government corporations and agencies	\$4,977	\$(22 )	\$-	\$-	\$4,977	\$(22 )
Obligations of states and political subdivisions	2,143	(50 )	257	(3 )	2,400	(53 )
Mortgage-backed securities:						
GSE residential	9,900	(28 )	-	-	9,900	(28 )
Trust preferred securities	-	-	921	(5,428 )	921	(5,428 )
Other securities	1,998	(2 )	-	-	1,998	(2 )
<b>Total</b>	<b>\$19,018</b>	<b>\$(102 )</b>	<b>\$1,178</b>	<b>\$(5,431 )</b>	<b>\$20,196</b>	<b>\$(5,533 )</b>
<b>December 31, 2010:</b>						
U.S. Treasury securities and obligations of U.S. government corporations and agencies	\$58,782	\$(1,024 )	\$-	\$-	\$58,782	\$(1,024 )
Obligations of states and political subdivisions	7,263	(216 )	252	(10 )	7,515	(226 )
Mortgage-backed securities:						
GSE residential	62,171	(1,482 )	-	-	62,171	(1,482 )
Trust preferred securities	-	-	581	(6,014 )	581	(6,014 )
Other securities	2,009	(26 )	-	-	2,009	(26 )
<b>Total</b>	<b>\$130,225</b>	<b>\$(2,748 )</b>	<b>\$833</b>	<b>\$(6,024 )</b>	<b>\$131,058</b>	<b>\$(8,772 )</b>

Obligations of states and political subdivisions. At June 30, 2011, there was one obligation of states and political subdivisions issued by a municipality with a fair value of \$257,000 and unrealized losses of \$3,000 in a continuous unrealized loss position for twelve months or more. This position was due to yield on municipal securities increasing since the purchase of this securities resulting in the market value being lower than book value. The contractual term of this investment does not permit the issuer to settle the security at a price less than the amortized cost basis of the

investment. Because the Company does not intend to sell these securities and it is not more-likely-than-not the Company will be required to sell this security before recovery of its amortized cost basis, which may be maturity, the Company does not consider this investment to be other than temporarily impaired at June 30, 2011.

Trust Preferred Securities. At June 30, 2011, there were four trust preferred securities with a fair value of \$921,000 and unrealized losses of \$5,428,000 in a continuous unrealized loss position for twelve months or more. These unrealized losses were primarily due to the long-term nature of the trust preferred securities, a lack of demand or inactive market for these securities, and concerns regarding the underlying financial institutions that have issued the trust preferred securities. Cash flow analysis for these securities indicated an other-than-temporary-impairment (OTTI) and the Company performed further analysis to determine the portion of the loss that was related to credit conditions of the underlying issuers. The credit loss was calculated by comparing expected discounted cash flows based on performance indicators of the underlying assets in the security to the carrying value of the investment. Based on this analysis, the Company recorded impairment charges of approximately \$61,000 for the credit portion of the unrealized loss of these trust preferred securities during the quarter ended June 30, 2011. This loss established a new, lower amortized cost basis for these securities and reduced non-interest income as of June 30, 2011. Because the Company does not intend to sell these securities and it is not more-likely-than-not that the Company will be required to sell these securities before recovery of their new, lower amortized cost basis, which may be maturity, the Company does not consider the remainder of the investment in these securities to be other-than-temporarily impaired at June 30, 2011. However, future downgrades or additional deferrals and defaults in these securities, in particular the PreTSL XXVIII security which has the largest current book value, could result in additional OTTI and, consequently, have a material impact on future earnings.

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Following are the details for each trust preferred security (in thousands):

	Book Value	Market Value	Unrealized Loss	Other-than-temporary Impairment Recorded To-date
PreTSL I	\$829	\$335	\$(494 )	\$691
PreTSL II	1,047	156	(891 )	2,167
PreTSL VI	200	87	(113 )	127
PreTSL XXVIII	4,273	343	(3,930 )	491
Total	\$6,349	\$921	\$(5,428 )	\$3,476

The Company does not believe any other individual unrealized loss as of June 30, 2011 represents OTTI. However, given the continued disruption in the financial markets, the Company may be required to recognize OTTI losses in future periods with respect to its available for sale investment securities portfolio. The amount and timing of any additional OTTI will depend on the decline in the underlying cash flows of the securities. 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 the period the other-than-temporary impairment is identified.

Other-than-temporary Impairment. Upon acquisition of a security, the Company decides whether it is within the scope of the accounting guidance for beneficial interests in securitized financial assets or will be evaluated for impairment under the accounting guidance for investments in debt and equity securities.

The accounting guidance for beneficial interests in securitized financial assets provides incremental impairment guidance for a subset of the debt securities within the scope of the guidance for investments in debt and equity securities. For securities where the security is a beneficial interest in securitized financial assets, the Company uses the beneficial interests in securitized financial asset impairment model. For securities where the security is not a beneficial interest in securitized financial assets, the Company uses debt and equity securities impairment model.

The Company routinely conducts periodic reviews to identify and evaluate each investment security to determine whether OTTI has occurred. Economic models are used to determine whether OTTI has occurred on these securities. While all securities are considered, the securities primarily impacted by OTTI testing are pooled trust preferred securities. For each pooled trust preferred security in the investment portfolio (including but not limited to those whose fair value is less than their amortized cost basis), an extensive, regular review is conducted to determine if OTTI has occurred. Various inputs to the economic models are used to determine if an unrealized loss is other-than-temporary. The most significant inputs are the following:

- Prepayments
- Defaults
- Loss severity

These pooled trust preferred securities relate to trust preferred securities issued by financial institutions. The pools typically consist of financial institutions throughout the United States. Other inputs to the economic models may include the actual collateral attributes, which include credit ratings and other performance indicators of the underlying financial institutions including profitability, capital ratios, and asset quality.



To determine if the unrealized losses for pooled trust preferred securities is other-than-temporary, the Company considers the impact of each of these inputs. The Company considers the likelihood that issuers will prepay their securities. During the third quarter of 2010, the Dodd-Frank Act eliminated Tier 1 capital treatment for trust preferred securities issued by holding companies with consolidated assets greater than \$15 billion. As a result, issuers may prepay their securities which reduces the amount of expected cash flows. Additionally, the Company projects total estimated defaults of the underlying assets (financial institutions) and multiplies that calculated amount by an estimate of realizable value upon sale in the marketplace (severity) in order to determine the projected collateral loss. The Company also evaluates the current credit enhancement underlying the security to determine the impact on cash flows. If the Company determines that a given pooled trust preferred security position will be subject to a write-down or loss, the Company records the expected credit loss as a charge to earnings.

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Credit Losses Recognized on Investments. As described above, some of the Company's investments in trust preferred securities have experienced fair value deterioration due to credit losses but are not otherwise other-than-temporarily impaired. The following table provides information about those trust preferred securities for which only a credit loss was recognized in income and other losses are recorded in other comprehensive income (loss) for the three months ended June 30, 2011 and 2010 (in thousands).

	Accumulated Credit Losses June 30, 2011	Accumulated Credit Losses June 30, 2010
Credit losses on trust preferred securities held		
Beginning of period	\$ 3,230	\$ 1,812
Additions related to OTTI losses not previously recognized	-	-
Reductions due to sales	-	-
Reductions due to change in intent or likelihood of sale	-	-
Additions related to increases in previously recognized OTTI losses	246	978
Reductions due to increases in expected cash flows	-	-
End of period	\$ 3,476	\$ 2,790

#### Note 4 – Loans and Allowance for Loan Losses

Loans are stated at the principal amount outstanding net of unearned discounts, unearned income and allowance for loan losses. Unearned income includes deferred loan origination fees reduced by loan origination costs and is amortized to interest income over the life of the related loan using methods that approximated the effective interest rate method. Interest on substantially all loans is credited to income based on the principal amount outstanding. A summary of loans at June 30, 2011 and December 31, 2010 follows (in thousands):

	June 30, 2011	December 31, 2010
Construction and land development	\$23,087	\$20,382
Farm loans	63,190	65,036
1-4 Family residential properties	183,102	179,535
Multifamily residential properties	20,231	22,159
Commercial real estate	309,637	302,220
Loans secured by real estate	599,247	589,332
Agricultural loans	50,713	58,246
Commercial and industrial loans	121,728	126,391
Consumer loans	17,476	19,668
All other loans	12,333	12,464
Gross loans	801,497	806,101
Less:		
Net deferred loan fees, premiums and discounts	1,005	1,520
Allowance for loan losses	10,695	10,393
Net loans	\$789,797	\$794,188

Loans expected to be sold are classified as held for sale in the consolidated financial statements and are recorded at the lower of aggregate cost or market value, taking into consideration future commitments to sell the loans. The 1-4 family residential properties balance in the above table includes loans held for sale of \$1,254,000 and \$114,000 at June 30, 2011 and December 31, 2010, respectively.

The structure of the Company's loan approval process is based on progressively larger lending authorities granted to individual loan officers, loan committees, and ultimately the Board of Directors. Outstanding balances to one borrower or affiliated borrowers are limited by federal regulation; however, limits well below the regulatory thresholds are generally observed. The vast majority of the Company's loans are to businesses located in the geographic market areas served by the Company's branch bank system. Additionally, a significant portion of the collateral securing the loans in the portfolio is located within the Company's primary geographic footprint. In general, the Company adheres to loan underwriting standards consistent with industry guidelines for all loan segments.

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#### Commercial Real Estate Loans

Commercial real estate loans are generally comprised of loans to small business entities to purchase or expand structures in which the business operations are housed, loans to owners of real estate who lease space to non-related commercial entities, loans for construction and land development, loans to hotel operators, and loans to owners of multi-family residential structures, such as apartment buildings. Commercial real estate loans are underwritten based on historical and projected cash flows of the borrower and secondarily on the underlying real estate pledged as collateral on the debt. For the various types of commercial real estate loans, minimum criteria have been established within the Company's loan policy regarding debt service coverage while maximum limits on loan-to-value and amortization periods have been defined. Maximum loan-to-value ratios range from 65% to 80% depending upon the type of real estate collateral, while the desired minimum debt coverage ratio is 1.20x. Amortization periods for commercial real estate loans are generally limited to twenty years. The Company's commercial real estate portfolio is well below the thresholds that would designate a concentration in commercial real estate lending, as established by the federal banking regulators.

#### Commercial and Industrial Loans

Commercial and industrial loans are primarily comprised of working capital loans used to purchase inventory and fund accounts receivable that are secured by business assets other than real estate. These loans are generally written for one year or less. Also, equipment financing is provided to businesses with these loans generally limited to 80% of the value of the collateral and amortization periods limited to seven years. Commercial loans are often accompanied by a personal guaranty of the principal owners of a business. Like commercial real estate loans, the underlying cash flow of the business is the primary consideration in the underwriting process. The financial condition of commercial borrowers is monitored at least annually with the type of financial information required determined by the size of the relationship. Measures employed by the Company for businesses with higher risk profiles include the use of government-assisted lending programs through the Small Business Administration and U.S. Department of Agriculture.

#### Agricultural and Agricultural Real Estate Loans

Agricultural loans are generally comprised of seasonal operating lines to cash grain farmers to plant and harvest corn and soybeans and term loans to fund the purchase of equipment. Agricultural real estate loans are primarily comprised of loans for the purchase of farmland. Specific underwriting standards have been established for agricultural-related loans including the establishment of projections for each operating year based on industry developed estimates of farm input costs and expected commodity yields and prices. Operating lines are typically written for one year and secured by the crop. Loan-to-value ratios on loans secured by farmland generally do not exceed 80% and have amortization periods limited to twenty five years. Federal government-assistance lending programs through the Farm Service Agency are used to mitigate the level of credit risk when deemed appropriate.

#### Residential Real Estate Loans

Residential real estate loans generally include loans for the purchase or refinance of residential real estate properties consisting of one-to-four units and home equity loans and lines of credit. The Company sells substantially all of its long-term fixed rate residential real estate loans to secondary market investors. The Company also releases the servicing of these loans upon sale. The Company retains all residential real estate loans with balloon payment features. Balloon periods are limited to five years. Residential real estate loans are typically underwritten to conform to industry standards including criteria for maximum debt-to-income and loan-to-value ratios as well as minimum credit scores. Loans secured by first liens on residential real estate held in the portfolio typically do not exceed 80% of the value of the collateral and have amortization periods of twenty five years or less. The Company does not originate subprime mortgage loans.

#### Consumer Loans

Consumer loans are primarily comprised of loans to individuals for personal and household purposes such as the purchase of an automobile or other living expenses. Minimum underwriting criteria have been established that consider credit score, debt-to-income ratio, employment history, and collateral coverage. Typically, consumer loans are set up on monthly payments with amortization periods based on the type and age of the collateral.

#### Other Loans

Other loans consist primarily of loans to municipalities to support community projects such as infrastructure improvements or equipment purchases. Underwriting guidelines for these loans are consistent with those established for commercial loans with the additional repayment source of the taxing authority of the municipality.

The Company categorizes loans into risk categories based on relevant information about the ability of borrowers to service their debt such as: current financial information, historical payment experience, collateral support, credit documentation, public information, and current economic trends, among other factors. The Company analyzes loans individually by classifying the loans as to credit risk. This analysis includes loans with an outstanding balance greater than \$100,000 and non-homogenous loans, such as commercial and commercial real estate loans. This analysis is performed on a continuous basis. The Company uses the following definitions for risk ratings:

**Watch.** Loans classified as watch have a potential weakness that deserves management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the loan or of the institution's credit position at some future date.

**Substandard.** Loans classified as substandard are inadequately protected by the current sound-worthiness and paying capacity of the obligor or of the collateral pledged, if any. Loans so classified have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. They are characterized by the distinct possibility that the institution will sustain some loss if the deficiencies are not corrected.

**Doubtful.** Loans classified as doubtful have all the weaknesses inherent in those classified as substandard, with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing factors, conditions and values, highly questionable and improbable.

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Loans not meeting the criteria above that are analyzed individually as part of the above described process are considered pass rated loans.

The following tables present the credit risk profile of the Company's loan portfolio based on rating category and payment activity as of June 30, 2011 and December 31, 2010 (in thousands):

	Construction & Land Development		Farm Loans		1-4 Family Residential Properties		Multifamily Residential Properties	
	2011	2010	2011	2010	2011	2010	2011	2010
Pass	\$19,036	\$15,778	\$57,851	\$58,751	\$179,102	\$174,782	\$20,015	\$10,381
Watch	2,194	2,219	2,155	4,710	659	267	-	6,204
Substandard	1,857	1,494	3,165	1,531	3,381	4,478	211	5,561
Doubtful	-	888	-	-	-	-	-	-
Total	\$23,087	\$20,379	\$63,171	\$64,992	\$183,142	\$179,527	\$20,226	\$22,146

	Commercial Real Estate (Nonfarm/Nonresidential)		Agricultural Loans		Commercial & Industrial Loans		Consumer Loans	
	2011	2010	2011	2010	2011	2010	2011	2010
Pass	\$274,953	\$276,174	\$44,357	\$53,293	\$118,001	\$120,284	\$17,469	\$19,655
Watch	25,062	14,598	2,543	3,269	483	2,519	-	-
Substandard	8,508	10,053	3,891	1,745	3,285	3,516	-	-
Doubtful	-	-	-	-	-	-	-	-
Total	\$308,523	\$300,825	\$50,791	\$58,307	\$121,769	\$126,319	\$17,469	\$19,655

	All Other Loans		Total Loans	
	2011	2010	2011	2010
Pass	\$12,314	\$12,431	\$743,098	\$741,529
Watch	-	-	33,096	33,786
Substandard	-	-	24,298	28,378
Doubtful	-	-	-	888
Total	\$12,314	\$12,431	\$800,492	\$804,581

The following table presents the Company's loan portfolio aging analysis at June 30, 2011 and December 31, 2010 (in thousands):

	30-59 days Past Due	60-89 days Past Due	90 Days or More Past Due	Total Past Due	Current	Total Loans Receivable	Total Loans > 90 days & Accruing
June 30, 2011							
Construction and land development	\$-	\$-	\$332	\$332	\$22,755	\$23,087	\$-
Farm loans	336	-	757	1,093	62,078	63,171	-
	763	533	1,523	2,819	180,323	183,142	-

1-4 Family residential properties							
Multifamily residential properties	-	-	-	-	20,226	20,226	-
Commercial real estate	366	281	1,676	2,323	306,200	308,523	-
Loans secured by real estate	1,465	814	4,288	6,567	591,582	598,149	-
Agricultural loans	-	-	745	745	50,046	50,791	-
Commercial and industrial loans	407	5	861	1,273	120,496	121,769	-
Consumer loans	188	14	-	202	17,267	17,469	-
All other loans	-	-	-	-	12,314	12,314	-
Total loans	\$2,060	\$833	\$5,894	\$8,787	\$791,705	\$800,492	\$-

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June 30, 2011	30-59 days Past Due	60-89 days Past Due	90 Days or More Past Due	Total Past Due	Current	Total Loans Receivable	Total Loans > 90 days & Accruing
Construction and land development	\$-	\$-	\$332	\$332	\$22,755	\$23,087	\$-
Farm loans	336	-	757	1,093	62,078	63,171	-
1-4 Family residential properties	763	533	1,523	2,819	180,323	183,142	-
Multifamily residential properties	-	-	-	-	20,226	20,226	-
Commercial real estate	366	281	1,676	2,323	306,200	308,523	-
Loans secured by real estate	1,465	814	4,288	6,567	591,582	598,149	-
Agricultural loans	-	-	745	745	50,046	50,791	-
Commercial and industrial loans	407	5	861	1,273	120,496	121,769	-
Consumer loans	188	14	-	202	17,267	17,469	-
All other loans	-	-	-	-	12,314	12,314	-
Total loans	\$2,060	\$833	\$5,894	\$8,787	\$791,705	\$800,492	\$-

Within all loan portfolio segments, loans are considered impaired when, based on current information and events, it is probable the Company will be unable to collect all amounts due from the borrower in accordance with the contractual terms of the loan. The entire balance of a loan is considered delinquent if the minimum payment contractually required to be made is not received by the specified due date. Impaired loans, excluding certain troubled debt restructured loans, are placed on nonaccrual status. Impaired loans include nonaccrual loans and loans modified in troubled debt restructurings where concessions have been granted to borrowers experiencing financial difficulties. These concessions could include a reduction in the interest rate on the loan, payment extensions, forgiveness of principal, forbearance or other actions intended to maximize collection. It is the Company's policy to have any restructured loans which are on nonaccrual status prior to being modified remain on nonaccrual status until, in the opinion of management, the financial position of the borrower indicates there is no longer any reasonable doubt as to the timely collection of interest or principal. If the restructured loan is on accrual status prior to being modified, the loan is reviewed to determine if the modified loan should remain on accrual status.

The Company's policy is to discontinue the accrual of interest income on all loans for which principal or interest is ninety days past due. The accrual of interest is discontinued earlier when, in the opinion of management, there is reasonable doubt as to the timely collection of interest or principal. Once interest accruals are discontinued, accrued but uncollected interest is charged against current year income. Subsequent receipts on non-accrual loans are recorded as a reduction of principal, and interest income is recorded only after principal recovery is reasonably assured. Interest on loans determined to be troubled debt restructurings is recognized on an accrual basis in accordance with the restructured terms if the loan is in compliance with the modified terms. Nonaccrual loans are returned to accrual status when, in the opinion of management, the financial position of the borrower indicates there is no longer any reasonable doubt as to the timely collection of interest or principal. The Company requires a period of satisfactory performance of not less than six months before returning a nonaccrual loan to accrual status.



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The following tables present impaired loans as of June 30, 2011 and December 31, 2010 (in thousands):

	June 30, 2011			December 31, 2010		
	Recorded Balance	Unpaid Principal Balance	Specific Allowance	Recorded Balance	Unpaid Principal Balance	Specific Allowance
Loans with a specific allowance:						
Construction and land development	\$1,430	\$1,706	\$264	\$1,804	\$1,804	\$478
Farm loans	-	-	-	-	-	-
1-4 Family residential properties	472	472	82	917	917	273
Multifamily residential properties	-	-	-	573	669	69
Commercial real estate	650	650	147	1,120	1,120	79
Loans secured by real estate	2,552	2,828	493	4,414	4,510	899
Agricultural loans	-	-	-	-	-	-
Commercial and industrial loans	413	508	168	231	231	187
Consumer loans	-	-	-	-	-	-
All other loans	-	-	-	-	-	-
Total loans	\$2,965	\$3,336	\$661	\$4,645	\$4,741	\$1,086

	June 30, 2011			December 31, 2010		
	Recorded Balance	Unpaid Principal Balance	Specific Allowance	Recorded Balance	Unpaid Principal Balance	Specific Allowance
Loans without a specific allowance:						
Construction and land development	\$-	\$-	\$-	\$151	\$151	\$-
Farm loans	534	534	-	540	540	-
1-4 Family residential properties	1,856	1,930	-	1,648	1,678	-
Multifamily residential properties	-	-	-	-	-	-
Commercial real estate	3,815	5,112	-	1,916	3,095	-
Loans secured by real estate	6,205	7,576	-	4,255	5,464	-
Agricultural loans	745	745	-	828	828	-
Commercial and industrial loans	725	1,027	-	692	804	-
Consumer loans	-	-	-	14	14	-
All other loans	-	-	-	0	-	-
Total loans	\$7,675	\$9,348	\$-	\$5,789	\$7,110	\$-
Total loans:						
Construction and land development	\$1,430	\$1,706	\$264	\$1,955	\$1,955	\$478
Farm loans	534	534	-	540	540	-
1-4 Family residential properties	2,328	2,402	82	2,565	2,595	273
Multifamily residential properties	-	-	-	573	669	69
Commercial real estate	4,465	5,762	147	3,036	4,215	79
Loans secured by real estate	8,757	10,404	493	8,669	9,974	899
Agricultural loans	745	745	-	828	828	-
Commercial and industrial loans	1,138	1,535	168	923	1,035	187
Consumer loans	-	-	-	14	14	-
All other loans	-	-	-	-	-	-
Total loans	\$10,640	\$12,684	\$661	\$10,434	\$11,851	\$1,086

The following tables present average recorded investment and interest income recognized on impaired loans for the three and six month periods ended June 30, 2011 and 2010 (in thousands):

	For the three months ended			
	June 30, 2011		June 30, 2010	
	Average Investment in Impaired Loans	Interest Income Recognized	Average Investment in Impaired Loans	Interest Income Recognized
Construction and land development	\$1,430	\$-	\$1,680	\$-
Farm loans	535	-	1,027	-

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1-4 Family residential properties	2,320	-	2,102	-
Multifamily residential properties	-	-	188	-
Commercial real estate	4,074	1	5,184	14
Loans secured by real estate	8,359	1	10,181	14
Agricultural loans	752	-	986	-
Commercial and industrial loans	1,366	-	1,137	5
Consumer loans	-	-	24	-
All other loans	-	-	-	-
Total loans	\$10,477	\$ 1	\$12,328	\$ 19

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	For the six months ended			
	June 30, 2011		June 30, 2010	
	Average Investment in Impaired Loans	Interest Income Recognized	Average Investment in Impaired Loans	Interest Income Recognized
Construction and land development	\$ 1,422	\$ -	\$ 1,680	\$ -
Farm loans	536	-	1,397	-
1-4 Family residential properties	2,331	-	2,111	-
Multifamily residential properties	-	-	188	-
Commercial real estate	4,483	7	5,187	28
Loans secured by real estate	8,772	7	10,563	28
Agricultural loans	756	-	1,038	-
Commercial and industrial loans	1,171	-	1,140	6
Consumer loans	-	-	24	-
All other loans	-	-	-	-
Total loans	\$ 10,699	\$ 7	\$ 12,765	\$ 34

For the three and six months ended June 30, 2011, the amount of interest income recognized by the Company within the period that the loans were impaired was related to loans modified in a troubled debt restructuring that remained on accrual status. The balance of loans modified in a troubled debt restructuring included in the impaired loan stated above that were still accruing was \$398,000 of commercial real estate at June 30, 2011 and \$888,000 of commercial real estate and \$218,000 of commercial and industrial at June 30, 2010. For the three and six months ended June 30, 2011, the amount of interest income recognized using a cash-basis method of accounting during the period that the loans were impaired was not material.

The following table presents the Company's nonaccrual loans at June 30, 2011 and December 31, 2010 (in thousands). This table excludes purchased impaired loans and performing troubled debt restructurings.

	June 30, 2011	December 31, 2010
Construction and land development	\$ 1,430	\$ 1,955
Farm loans	534	540
1-4 Family residential properties	2,328	2,565
Multifamily residential properties	-	573
Commercial real estate	4,067	2,149
Loans secured by real estate	8,359	7,782
Agricultural loans	745	828
Commercial and industrial loans	1,138	708
Consumer loans	-	14
All other loans	-	-
Total loans	\$ 10,242	\$ 9,332

Interest income which would have been recorded under the original terms of such nonaccrual loans totaled \$255,000 and \$350,000 for the six month periods ended June 30, 2011 and 2010, respectively.

Most of the Company's business activities are with customers located within central Illinois. At June 30, 2011, the Company's loan portfolio included \$113.9 million of loans to borrowers whose businesses are directly related to agriculture. Of this amount, \$103.1 million was concentrated in other grain farming. Total loans to borrowers whose businesses are directly related to agriculture decreased \$14.6 million from \$123.3 million at December 31, 2010 while loans concentrated in other grain farming decreased \$9.4 million from \$123.3 million at December 31, 2010 primarily due to seasonal cash flow paydowns. While the Company adheres to sound underwriting practices, including collateralization of loans, any extended period of low commodity prices, significantly reduced yields on crops and/or reduced levels of government assistance to the agricultural industry could result in an increase in the level of problem agriculture loans and potentially result in loan losses within the agricultural portfolio.

In addition, the Company has \$48.9 million of loans to motels and hotels. The performance of these loans is dependent on borrower specific issues as well as the general level of business and personal travel within the region. While the Company adheres to sound underwriting standards, a prolonged period of reduced business or personal travel could result in an increase in nonperforming loans to this business segment and potentially in loan losses. The Company also has \$87.8 million of loans to lessors of non-residential buildings and \$45.9 million of loans to lessors of residential buildings and dwellings.

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The allowance for loan losses represents the Company's best estimate of the reserve necessary to adequately account for probable losses existing in the current portfolio. The provision for loan losses is the charge against current earnings that is determined by the Company as the amount needed to maintain an adequate allowance for loan losses. In determining the adequacy of the allowance for loan losses, and therefore the provision to be charged to current earnings, the Company relies predominantly on a disciplined credit review and approval process that extends to the full range of the Company's credit exposure. The review process is directed by the overall lending policy and is intended to identify, at the earliest possible stage, borrowers who might be facing financial difficulty. Once identified, the magnitude of exposure to individual borrowers is quantified in the form of specific allocations of the allowance for loan losses. The Company considers collateral values and guarantees in the determination of such specific allocations. Additional factors considered by the Company in evaluating the overall adequacy of the allowance include historical net loan losses, the level and composition of nonaccrual, past due and troubled debt restructurings, trends in volumes and terms of loans, effects of changes in risk selection and underwriting standards or lending practices, lending staff changes, concentrations of credit, industry conditions and the current economic conditions in the region where the Company operates.

The Company estimates the appropriate level of allowance for loan losses by separately evaluating large impaired loans, large adversely classified loans and nonimpaired loans.

**Impaired loans.** The Company individually evaluates certain loans for impairment. In general, these loans have been internally identified via the Company's loan grading system as credits requiring management's attention due to underlying problems in the borrower's business or collateral concerns. This evaluation considers expected future cash flows, the value of collateral and also other factors that may impact the borrower's ability to make payments when due. For loans greater than \$100,000 in the commercial, commercial real estate, agricultural, agricultural real estate segments, impairment is individually measured each quarter using one of three alternatives: (1) the present value of expected future cash flows discounted at the loan's effective interest rate; (2) the loan's observable market price, if available; or (3) the fair value of the collateral less costs to sell for collateral dependent loans and loans for which foreclosure is deemed to be probable. A specific allowance is assigned when expected cash flows or collateral do not justify the carrying amount of the loan. The carrying value of the loan reflects reductions from prior charge-offs.

**Adversely classified loans.** A detailed analysis is also performed on each adversely classified (substandard or doubtful rated) borrower with an aggregate, outstanding balance of \$100,000 or more. This analysis includes commercial, commercial real estate, agricultural, and agricultural real estate borrowers who are not currently identified as impaired but pose sufficient risk to warrant in-depth review. Estimated collateral shortfalls are then calculated with allocations for each loan segment based on the five-year historical average of collateral shortfalls adjusted for environmental factors including changes in economic conditions, changes in credit policies or underwriting standards, and changes in the level of credit risk associated with specific industries and markets. Because the economic and business climate in any given industry or market, and its impact on any given borrower, can change rapidly, the risk profile of the loan portfolio is periodically assessed and adjusted when appropriate.

**Non-classified and Watch loans.** For loans, in all segments of the portfolio, that are considered to possess levels of risk commensurate with a pass rating, management establishes base loss estimations which are derived from the historical loss experience over the past five years. Use of a five-year historical loss period eliminates the effect of any significant losses that can be attributed to a single event or borrower during a given reporting period. The base loss estimations for each loan segment are adjusted after consideration of several environmental factors influencing the level of credit risk in the portfolio. In addition, loans rated as watch are further segregated in the commercial / commercial real estate and agricultural / agricultural real estate segments. These loans possess potential weaknesses that, if go unchecked, may result in deterioration to the point of becoming a problem asset. Due to the elevated risk inherent in these loans, an allocation of twice the adjusted base loss estimation of the applicable loan segment is determined appropriate.

Due to weakened economic conditions during recent years, the Company established allocations for each of the loan segments at levels above the base loss estimations. Some of the economic factors included the potential for reduced cash flow for commercial operating loans from reduction in sales or increased operating costs, decreased occupancy rates for commercial buildings, reduced levels of home sales for commercial land developments, the uncertainty regarding grain prices and increased operating costs for farmers, and increased levels of unemployment and bankruptcy impacting consumer's ability to pay. Each of these economic uncertainties was taken into consideration in developing the level of the reserve.

The Company has not materially changed any aspect of its overall approach in the determination of the allowance for loan losses. However, on an on-going basis the Company continues to refine the methods used in determining management's best estimate of the allowance for loan losses.

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The following tables present the balance in the allowance for loan losses and the recorded investment in loans based on portfolio segment and impairment method for the three and six months ended June 30, 2011 and 2010 and for the year ended December 31, 2010 (in thousands):

Three months ended							
June 30, 2011							June 30, 2010
	Commercial/ Commercial Real Estate	Agricultural/ Agricultural Real Estate	Residential Real Estate	Consumer	Unallocated	Total	Total
Allowance for loan losses:							
Balance, beginning of year	\$8,737	\$ 360	\$ 448	\$403	\$ 703	\$10,651	\$9,529
Provision charged to expense	377	196	63	14	266	916	1,083
Losses charged off	(877 )	-	(49 )	(40 )	-	(966 )	(582 )
Recoveries	75	-	-	19	-	94	35
Balance, end of period	\$8,312	\$ 556	\$ 462	\$396	\$969	\$10,695	\$10,065
Ending balance:							
Individually evaluated for impairment	\$661	\$ -	\$ -	\$-	\$-	\$661	\$657
Collectively evaluated for impairment	\$7,651	\$ 556	\$ 462	\$396	\$969	\$10,034	\$9,408
Loans acquired with deteriorated credit quality	\$-	\$ -	\$ -	\$-	\$-	\$-	\$-
Loans:							
Ending balance	\$466,332	\$ 109,788	\$ 186,522	\$17,471	\$20,379	\$800,492	\$804,581
Ending balance:							
Individually evaluated for impairment	\$7,411	\$ 1,149	\$ -	\$-	\$-	\$8,560	\$9,986
Collectively evaluated for impairment	\$458,921	\$ 108,639	\$ 186,522	\$17,471	\$20,379	\$791,932	\$794,595
Loans acquired with deteriorated credit quality	\$-	\$ -	\$ -	\$-	\$-	\$-	\$-
Six months ended							



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	June 30, 2011						June 30, 2010
	Commercial/ Commercial Real Estate	Agricultural/ Agricultural Real Estate	Residential Real Estate	Consumer	Unallocated	Total	Total
Allowance for loan losses:							
Balance, beginning of year	\$8,307	\$ 404	\$ 440	\$392	\$850	\$10,393	\$9,462
Provision charged to expense	1,468	152	84	33	119	1,856	1,843
Losses charged off	(1,569 )	-	(63 )	(76 )	-	(1,708 )	(1,318 )
Recoveries	106	-	1	47	-	154	78
Balance, end of period	\$8,312	\$ 556	\$ 462	\$396	\$969	\$10,695	\$10,065
Ending balance:							
Individually evaluated for impairment	\$661	\$ -	\$ -	\$-	\$-	\$661	\$657
Collectively evaluated for impairment	\$7,651	\$ 556	\$ 462	\$396	\$969	\$10,034	\$9,408
Loans acquired with deteriorated credit quality	\$-	\$ -	\$ -	\$-	\$-	\$-	\$-
Loans:							
Ending balance	\$466,332	\$ 109,788	\$ 186,522	\$17,471	\$20,379	\$800,492	\$804,581
Ending balance:							
Individually evaluated for impairment	\$7,411	\$ 1,149	\$ -	\$-	\$-	\$8,560	\$9,986
Collectively evaluated for impairment	\$458,921	\$ 108,639	\$ 186,522	\$17,471	\$20,379	\$791,932	\$794,595
Loans acquired with deteriorated credit quality	\$-	\$ -	\$ -	\$-	\$-	\$-	\$-

December 31, 2010						
	Commercial/ Commercial Real Estate	Agricultural/ Agricultural/ Real Estate	Residential Real Estate	Consumer	Unallocated	Total
Allowance for loan losses:						
Balance, beginning of year	\$7,428	\$ 315	\$ 488	\$410	\$ 821	\$9,462
Provision charged to expense	3,473	89	(118 )	264	29	3,737
Losses charged off	(2,770 )	(3 )	(65 )	(284 )	-	(3,122 )
Recoveries	176	3	135	2	-	316
Balance, end of year	\$8,307	\$ 404	\$ 440	\$392	\$ 850	\$10,393
Ending balance:						
Individually evaluated for impairment	\$1,086	\$ -	\$ -	\$-	\$-	\$1,086
Collectively evaluated for impairment	\$7,221	\$ 404	\$ 440	\$392	\$ 850	\$9,307
Loans acquired with deteriorated credit quality						
	\$-	\$ -	\$ -	\$-	\$-	\$-
Loans:						
Ending balance	\$465,390	\$ 118,973	\$ 183,000	\$20,486	\$ 16,732	\$804,581
Ending balance:						
Individually evaluated for impairment	\$7,332	\$ 1,152	\$ -	\$-	\$-	\$8,484
Collectively evaluated for impairment	\$358,421	\$ 111,304	\$ 164,065	\$19,675	\$142,632	\$796,097
Loans acquired with deteriorated credit quality						
	\$-	\$ -	\$ -	\$-	\$-	\$-

Consistent with regulatory guidance, charge-offs on all loan segments are taken when specific loans, or portions thereof, are considered uncollectible. The Company's policy is to promptly charge these loans off in the period the uncollectible loss is reasonably determined.

For all loan portfolio segments except 1-4 family residential properties and consumer, the Company promptly charges-off loans, or portions thereof, when available information confirms that specific loans are uncollectible based on information that includes, but is not limited to, (1) the deteriorating financial condition of the borrower, (2) declining collateral values, and/or (3) legal action, including bankruptcy, that impairs the borrower's ability to adequately meet its obligations. For impaired loans that are considered to be solely collateral dependent, a partial charge-off is recorded when a loss has been confirmed by an updated appraisal or other appropriate valuation of the collateral.

The Company charges-off 1-4 family residential and consumer loans, or portions thereof, when the Company reasonably determines the amount of the loss. The Company adheres to timeframes established by applicable regulatory guidance which provides for the charge-down of 1-4 family first and junior lien mortgages to the net realizable value less costs to sell when the loan is 180 days past due, charge-off of unsecured open-end loans when the

loan is 180 days past due, and charge down to the net realizable value when other secured loans are 120 days past due. Loans at these respective delinquency thresholds for which the Company can clearly document that the loan is both well-secured and in the process of collection, such that collection will occur regardless of delinquency status, need not be charged off.

#### Note 5 -- Goodwill and Intangible Assets

The Company has goodwill from business combinations, intangible assets from branch acquisitions, and identifiable intangible assets assigned to core deposit relationships and customer lists of Checkley.

The following table presents gross carrying value and accumulated amortization by major intangible asset class as of June 30, 2011 and December 31, 2010 (in thousands):

	June 30, 2011		December 31, 2010	
	Gross Carrying Value	Accumulated Amortization	Gross Carrying Value	Accumulated Amortization
Goodwill not subject to amortization (effective 1/1/02)	\$29,513	\$ 3,760	\$29,513	\$ 3,760
Intangibles from branch acquisition	3,015	2,864	3,015	2,764
Core deposit intangibles	8,986	4,753	8,986	4,376
Customer list intangibles	1,904	1,792	1,904	1,697
	\$43,418	\$ 13,169	\$43,418	\$ 12,597

Goodwill of \$8.4 million was recorded for the acquisition of ten First Bank Branches during the third quarter of 2010. All of the goodwill was assigned to the banking segment of the Company. The Company expects this goodwill to be fully deductible for tax purposes. The following table provides a reconciliation of the purchase price paid for the Branches and the amount of goodwill recorded (in thousands):

Purchase price		\$15,610
Less purchase accounting adjustments:		
Fair value of loans	\$2,102	
Fair value of premises and equipment	(7,685 )	
Fair value of time deposits	1,413	
Core deposit intangible	(3,050 )	
		(7,220 )
Resulting goodwill from acquisition		\$8,390

Total amortization expense for the three months ended June 30, 2011 and 2010 was as follows (in thousands):

	June 30,	
	2011	2010
Intangibles from branch acquisition	\$100	\$100
Core deposit intangibles	377	157
Customer list intangibles	95	95
	\$572	\$352

Aggregate amortization expense for the current year and estimated amortization expense for each of the five succeeding years is shown in the table below (in thousands):

Aggregate amortization expense:	
For period 01/01/11-06/30/11	\$572
Estimated amortization expense:	
For period 07/01/11-12/31/11	\$562
For year ended 12/31/12	\$773
For year ended 12/31/13	\$673
For year ended 12/31/14	\$643
For year ended 12/31/15	\$616
For year ended 12/31/16	\$381

In accordance with the provisions of SFAS No. 142, "Goodwill and Other Intangible Assets," codified within ASC 350, the Company performed testing of goodwill for impairment as of September 30, 2010 and determined that, as of that date, goodwill was not impaired. Management also concluded that the remaining amounts and amortization periods were appropriate for all intangible assets.

Note 6 -- Other Assets

Federal Home Loan Bank stock is a required investment for institutions that are members of the Federal Home Loan Bank system. The required investment in the common stock is based on a predetermined formula.

The Company owns approximately \$3.7 million of Federal Home Loan Bank of Chicago (FHLB) stock included in other assets as of June 30, 2011 and December 31, 2010. During the third quarter of 2007, the FHLB received a Cease and Desist Order from its regulator, the Federal Housing Finance Board. The FHLB will continue to provide liquidity and funding through advances; however, the order prohibited capital stock repurchases until a time to be determined by the Federal Housing Finance Board and requires Federal Housing Finance Board approval for dividends. On July 24, 2008, the Federal Housing Finance Board amended the order to allow the FHLB to repurchase or redeem any capital stock issued to support new advances after the repayment of those new advances if certain conditions are met. The amended order, however, provides that the Director of the Office of Supervision of the Federal Housing Finance Board may direct the FHLB to halt the repurchase or redemption of capital stock if, in his sole discretion, the continuation of such transactions would be inconsistent with maintaining the capital adequacy of the FHLB and its safe and sound operations. With regard to dividends, the FHLB continues to assess its dividend capacity each quarter and make appropriate request for approval. There were no dividends paid by the FHLB during 2010. In 2011 the FHLB declared and paid dividends at an annualized rate of 10 basis points per share during the first and second quarters of 2011. The Company evaluated its cost investment in FHLB stock and deemed it was ultimately recoverable.

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Note 7 -- Repurchase Agreements and Other Borrowings

Securities sold under agreements to repurchase had an increase of \$17.2 million during the first six months of 2011 primarily due to the addition of one large customer account. FHLB borrowings declined \$3 million due to maturity of one advance during the first three months of 2011.

Note 8 -- Fair Value of Assets and Liabilities

ACS Topic 820, "Fair Value Measurements," defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Topic 820 also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

In accordance with Topic 820, the Company groups its financial assets and financial liabilities measured at fair value in three levels, based on the markets in which the assets and liabilities are traded and the reliability of the assumptions used to determine fair value. These levels are:

Level Valuations for assets and liabilities traded in active exchange markets, such as the New York Stock

1 Exchange. Valuations are obtained from readily available pricing sources for market transactions involving identical assets or liabilities.

Level Valuations for assets and liabilities traded in less active dealer or broker markets. Valuations are obtained from  
2 third party pricing services for identical or comparable assets or liabilities which use observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in active markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

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

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

Available-for-Sale Securities. The fair value of available-for-sale securities is determined by various valuation methodologies. Where quoted market prices are available in an active market, securities are classified within Level 1. Level 1 securities include exchange traded equities. If quoted market prices are not available, then fair values are estimated by using pricing models or quoted prices of securities with similar characteristics. For these investments the inputs used by the pricing service to determine fair value may include one or a combination of observable inputs such as benchmark yields, reported trades, broker/dealer quotes, issuer spreads, two-sided markets, benchmark securities, bid offers and reference data market research publications and are classified within level 2 of the valuation hierarchy. Level 2 securities include U.S. Treasury securities, obligations of U.S. government corporations and agencies, obligations of states and political subdivisions, mortgage-backed securities, collateralized mortgage obligations and corporate bonds. In certain cases where Level 1 or Level 2 inputs are not available, securities are classified within Level 3 of the hierarchy and include subordinated tranches of collateralized mortgage obligations and investments in trust preferred securities.

The trust preferred securities are collateralized debt obligation securities that are backed by trust preferred securities issued by banks, thrifts, and insurance companies. The market for these securities at June 30, 2011 is not active and markets for similar securities are also not active. The inactivity was evidenced first by a significant widening of the bid-ask spread in the brokered markets in which trust preferred securities trade and then by a significant decrease in the volume of trades relative to historical levels. The new issue market is also inactive and may continue to be, especially as a result of the Dodd-Frank Act's elimination of trust preferred securities from Tier 1 capital for certain holding companies. There are currently very few market participants who are willing and or able to transact for these securities. The market values for these securities are very depressed relative to historical levels.

Given conditions in the debt markets today and the absence of observable transactions in the secondary and new issue markets, we determined:

- The few observable transactions and market quotations that are available are not reliable for purposes of determining fair value at June 30, 2011,
- An income valuation approach technique (present value technique) that maximizes the use of relevant observable inputs and minimizes the use of unobservable inputs will be equally or more representative of fair value than the market approach valuation technique used at prior measurement dates, and
- The trust preferred securities held by the Company will be classified within Level 3 of the fair value hierarchy because we determined that significant adjustments are required to determine fair value at the measurement date.

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The following table presents the Company's assets that are measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall as of June 30, 2011 and December 31, 2010 (in thousands):

	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)
June 30, 2011				
Available-for-sale securities:				
U.S. Treasury securities and obligations of U.S. government corporations and agencies	\$177,556	\$-	\$ 177,556	\$ -
Obligations of states and political subdivisions	27,114	-	27,114	-
Mortgage-backed securities	210,846	-	210,783	63
Trust preferred securities	921	-	-	921
Other securities	2,034	36	1,998	-
Total available-for-sale securities	\$418,471	\$36	\$ 417,451	\$ 984
December 31, 2010				
Available-for-sale securities:				
U.S. Treasury securities and obligations of U.S. government corporations and agencies	\$152,381	\$-	\$152,381	\$-
Obligations of states and political subdivisions	26,914	-	26,914	-
Mortgage-backed securities	160,931	-	160,863	68
Trust preferred securities	581	-	-	581
Other securities	2,009	31	1,978	-
Total available-for-sale securities	\$342,816	\$31	\$342,136	\$649

The change in fair value of assets measured on a recurring basis using significant unobservable inputs (Level 3) for the periods ended June 30, 2011 and 2010 is summarized as follows (in thousands):

	Available-for-Sale Securities		
	Mortgage-backed Securities	Trust Preferred Securities	Total
June 30, 2011			
Beginning balance	\$68	\$581	\$649
Transfers into Level 3	-	-	-
Transfers out of Level 3	-	-	-
Total gains or losses			
Included in net income	-	(246 )	(246 )
Included in other comprehensive income (loss)	-	586	586
Purchases, issuances, sales and settlements			
Purchases	-	-	-
Issuances	-	-	-



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Sales	-	-	-
Settlements	(5 )	-	(5 )
Ending balance	\$63	\$921	\$984
Total gains or losses for the period included in net income attributable to the change in unrealized gains or losses related to assets and liabilities still held at the reporting date			
	\$-	\$(246 )	\$(246 )

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	Available-for-Sale Securities		
	Mortgage-backed Securities	Trust Preferred Securities	Total
June 30, 2010			
Beginning balance	\$75	\$3,155	\$3,230
Transfers into Level 3	-	-	-
Transfers out of Level 3	-	-	-
Total gains or losses			
Included in net income	-	(978 )	(978 )
Included in other comprehensive income (loss)	1	426	427
Purchases, issuances, sales and settlements			
Purchases	-	-	-
Issuances	-	-	-
Sales	-	-	-
Settlements	(4 )	106	102
Ending balance	\$72	\$2,709	\$2,781
Total gains or losses for the period included in net income attributable to the change in unrealized gains or losses related to assets and liabilities still held at the reporting date	\$-	\$(978 )	\$(978 )

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

**Impaired Loans (Collateral Dependent).** Loans for which it is probable that the Company will not collect all principal and interest due according to contractual terms are measured for impairment. Allowable methods for determining the amount of impairment and estimating fair value include 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. 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.

Management establishes a specific allowance for loans that have an estimated fair value that is below the carrying value. The total carrying amount of loans for which a specific allowance has been established as of June 30, 2011 was \$4,330,000 and a fair value of \$3,669,000 resulting in specific loss exposures of \$661,000.

When there is little prospect of collecting either principal or interest, loans, or portions of loans, may be charged-off to the allowance for loan losses. Losses are recognized in the period an obligation becomes uncollectible. The recognition of a loss does not mean that the loan has absolutely no recovery or salvage value, but rather that it is not practical or desirable to defer writing off the loan even though partial recovery may be effected in the future.

**Foreclosed Assets Held For Sale.** Other real estate owned acquired through loan foreclosure are initially recorded at fair value less costs to sell when acquired, establishing a new cost basis. The adjustment at the time of foreclosure is recorded through the allowance for loan losses. Due to the subjective nature of establishing the fair value when the

asset is acquired, the actual fair value of the other real estate owned or foreclosed asset could differ from the original estimate. If it is determined that fair value declines subsequent to foreclosure, a valuation allowance is recorded through noninterest expense. Operating costs associated with the assets after acquisition are also recorded as noninterest expense. Gains and losses on the disposition of other real estate owned and foreclosed assets are netted and posted to other noninterest expense. The total carrying amount of other real estate owned as of June 30, 2011 was \$4,649,000. Other real estate owned measured at fair value on a nonrecurring basis during the period amounted to \$1,647,000.

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The following table presents the fair value measurement of assets measured at fair value on a nonrecurring basis and the level within the fair value hierarchy in which the fair value measurements fall at June 30, 2011 and December 31, 2010 (in thousands):

	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)
June 30, 2011				
Impaired loans (collateral dependent)	\$3,669	\$-	\$ -	\$ 3,669
Foreclosed assets held for sale	1,647	-	-	1,647
December 31, 2010				
Impaired loans (collateral dependent)	\$3,854	\$-	\$-	\$3,854
Foreclosed assets held for sale	940	-	-	940

Other. The following methods were used to estimate the fair value of all other financial instruments recognized in the accompanying balance sheets at amounts other than fair value.

Cash and cash equivalents, certificates of deposit investments and Federal Reserve and Federal Home Loan Bank Stock

The carrying amount approximates fair value.

Held-to-maturity 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.

Loans

For loans with floating interest rates, it is assumed that the estimated fair values generally approximate the carrying amount balances. Fixed rate loans have been valued using a discounted present value of projected cash flow. The discount rate used in these calculations is the current rate at which similar loans would be made to borrowers with similar credit ratings and for the same remaining maturities. The carrying amount of accrued interest approximates its fair value.

Deposits

Deposits include demand deposits, savings accounts, NOW accounts and certain money market deposits. The carrying amount of these deposits approximates fair value. The fair value of fixed-maturity time deposits is estimated using a discounted cash flow calculation that applies the rates currently offered for deposits of similar remaining maturities.

Short-term Borrowings and Interest Payable

The carrying amount approximates fair value.

Long-term Debt and Federal Home Loan Bank Advances

Rates currently available to the Company for debt with similar terms and remaining maturities are used to estimate the fair value of existing debt.

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The following table presents estimated fair values of the Company's financial instruments at June 30, 2011 and December 31, 2010 in accordance with FAS 107-1 and APB 28-1, codified with ASC 805.

	June 30, 2011		December 31, 2010	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
<b>Financial Assets</b>				
Cash and due from banks	\$ 127,349	\$ 127,349	\$ 151,493	\$ 151,493
Federal funds sold	80,999	80,999	80,000	80,000
Certificates of deposit investments	12,149	12,138	10,000	9,996
Available-for-sale securities	418,471	418,471	342,816	342,816
Held-to-maturity securities	50	51	50	53
Loans held for sale	1,254	1,254	114	114
Loans net of allowance for loan losses	788,543	792,155	794,074	799,039
Interest receivable	5,827	5,827	6,390	6,390
Federal Reserve Bank stock	1,520	1,520	1,520	1,520
Federal Home Loan Bank stock	3,727	3,727	3,727	3,727
<b>Financial Liabilities</b>				
Deposits	\$ 1,217,062	\$ 1,218,573	\$ 1,212,710	\$ 1,214,025
Securities sold under agreements to repurchase	111,313	111,317	94,057	94,058
Interest payable	569	569	701	701
Federal Home Loan Bank borrowings	19,750	20,767	22,750	23,953
Junior subordinated debentures	20,620	9,390	20,620	11,438

#### Note 9 -- Business Combination

On September 10, 2010, First Mid Bank completed its acquisition of 10 Illinois bank branches (the "Branches") from First Bank, a Missouri state chartered bank, located in Bartonville, Bloomington, Galesburg, Knoxville, Peoria and Quincy, Illinois. The acquisition was consistent with the Company's strategy to expand its overall service area and bring added convenience to its customers by offering banking capabilities in 25 Illinois communities. In accordance with the Branch Purchase and Assumption Agreement, dated as of May 7, 2010, by and between First Mid Bank and First Bank, First Mid Bank acquired approximately \$336 million of deposits, approximately \$135 million of performing loans and the bank facilities and certain other assets of the Branches. First Mid Bank paid First Bank (a) the principal amount of the loans acquired, (b) the net book value, or approximately \$5.3 million, for the bank facilities and certain assets located at the Branches, (c) a deposit premium of 4.77% on the core deposits acquired, which equated to approximately \$15.6 million, and (d) approximately \$1.8 million for the cash on hand at the Branches, with proration of certain periodic expenses. The acquisition settled by First Bank paying cash of \$178.3 million to First Mid Bank for the difference between these amounts and the total deposits assumed.

The purchase was accounted for under the acquisition method in accordance with Accounting Standards Codification ("ASC") 805, "Business Combinations," and accordingly the assets and liabilities were recorded at their fair values on the date of acquisition. The following table summarizes the estimated fair values of assets acquired and liabilities assumed at the date of acquisition (in thousands).

	Acquired Book Value	Fair Value Adjustments	As Recorded by

			First Mid Bank
<b>Assets</b>			
Cash	\$180,074	\$ -	\$180,074
Loans	135,219	(2,102 )	133,117
Premises and equipment	5,266	7,685	12,951
Goodwill	-	8,390	8,390
Core deposit intangible	-	3,050	3,050
Other assets	488	-	488
Total assets acquired	\$321,047	\$ 17,023	\$338,070
<b>Liabilities</b>			
Deposits	\$336,016	\$ 1,413	\$337,429
Securities sold under agreements to repurchase	126		126
Other liabilities	515		515
Total liabilities assumed	\$336,657	\$ 1,413	\$338,070

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The Company recognized \$1,154,000 of costs related to completion of the acquisition during 2010. These acquisition costs are included in other expense. The difference between the fair value and acquired value of the purchased loans of \$2,102,000 is being accreted to interest income over the remaining term of the loans. The difference between the fair value and acquired value of the assumed time deposits of \$1,413,000 is being amortized to interest expense over the remaining term of the time deposits. The core deposit intangible asset, with a fair value of \$3,050,000, will be amortized on an accelerated basis over its estimated life of ten years.

The following unaudited pro forma condensed combined financial information presents the results of operations of the Company, including the effects of the purchase accounting adjustments and acquisition expenses, had the acquisition taken place at the beginning of the period (in thousands):

	Three months ended	Six months ended
	June 30, 2010	June 30, 2010
Net interest income	\$11,855	\$23,903
Provision for loan losses	1,293	2,343
Non-interest income	3,355	6,736
Non-interest expense	10,486	20,913
Income before income taxes	3,431	7,383
Income tax expense	965	2,525
Net income	\$2,466	\$4,858
Dividends on preferred shares	554	1,131
Net income available to common stockholders	\$1,912	\$3,727
Earnings per share		
Basic	\$.31	\$.61
Diluted	\$.31	\$.61
Basic weighted average shares outstanding	6,101,028	6,099,922
Diluted weighted average shares outstanding	6,130,597	6,128,107

The unaudited pro forma condensed combined financial statements do not reflect any anticipated cost savings and revenue enhancements. Additionally, the income statement for the first three months of 2011 includes merger-related expenses. Accordingly, the pro forma results of operations of the Company as of and after the business combination may not be indicative of the results that actually would have occurred if the combination had been in effect during the periods presented or of the results that may be attained in the future.

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

The following discussion and analysis is intended to provide a better understanding of the consolidated financial condition and results of operations of the Company and its subsidiaries as of, and for the three and six-month periods ended June 30, 2011 and 2010. This discussion and analysis should be read in conjunction with the consolidated financial statements, related notes and selected financial data appearing elsewhere in this report.

### Forward-Looking Statements

This report may contain certain forward-looking statements, such as discussions of the Company's pricing and fee trends, credit quality and outlook, liquidity, new business results, expansion plans, anticipated expenses and planned schedules. The Company intends such 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. Forward-looking statements, which are based on certain assumptions and describe future plans, strategies and expectations of the Company, are identified by use of the words "believe," "expect," "intend," "anticipate," "estimate," "project," or similar expressions. Actual results could differ materially from the results indicated by these statements because the realization of those results is subject to many risks and uncertainties, including those described in Item 1A—"Risk Factors" and other sections of the Company's Annual Report on Form 10-K and the Company's other filings with the SEC, and changes in interest rates, general economic conditions and those in the Company's market area, legislative/regulatory changes, monetary and fiscal policies of the U.S. Government, including policies of the U.S. Treasury and the Federal Reserve Board, the quality or composition of the loan or investment portfolios and the valuation of the investment portfolio, the Company's success in raising capital and effecting and integrating acquisitions, demand for loan products, deposit flows, competition, demand for financial services in the Company's market area and accounting principles, policies and guidelines. Furthermore, forward-looking statements speak only as of the date they are made. Except as required under the federal securities laws or the rules and regulations of the SEC, we do not undertake any obligation to update or review any forward-looking information, whether as a result of new information, future events or otherwise. Further information concerning the Company and its business, including a discussion of these and additional factors that could materially affect the Company's financial results, is included in the Company's 2010 Annual Report on Form 10-K under the headings "Item 1. Business" and "Item 1A. Risk Factors."

### Acquisitions

On September 10, 2010, First Mid Bank completed the acquisition of certain assets and the assumption of certain liabilities with respect to 10 branches of First Bank located in Bartonville, Bloomington, Galesburg, Knoxville, Peoria and Quincy, Illinois. Excluding the purchase accounting adjustments, the acquisition included the assumption of approximately \$336 million in deposits and the purchase of approximately \$135 million of loans and \$5.3 million of premises and equipment associated with the acquired branch locations. First Mid Bank received cash of \$178.3 million to assume the net liabilities less the purchase price of \$15.7 million (4.77% of core deposits assumed). The acquisition resulted in goodwill of \$8.4 million. See Note 9 – Business Combination in the notes to the financial statements for additional information related to the transaction.

### Overview

This overview of management's discussion and analysis highlights selected information in this document and may not contain all of the information that is important to you. For a more complete understanding of trends, events, commitments, uncertainties, liquidity, capital resources, and critical accounting estimates which have an impact on the Company's financial condition and results of operations you should carefully read this entire document.

Net income was \$5,423,000 and \$4,330,000 and diluted net income per common share available to common stockholders was \$.61 and \$.52 for the six months ended June 30, 2011 and 2010, respectively. The following table shows the Company's annualized performance ratios for the six months ended June 30, 2011 and 2010, compared to the performance ratios for the year ended December 31, 2010:

	Six months ended		Year ended	
	June 30, 2011	June 30, 2010	December 31, 2010	
Return on average assets	.72	% .79	% .72	%
Return on average common equity	7.90	% 7.23	% 7.20	%
Average equity to average assets	8.47	% 10.38	% 9.44	%

Total assets at June 30, 2011 and December 31, 2010 were \$1.51 billion and \$1.47 billion, respectively. The increase in net assets was primarily due to an increase in available-for-sale securities. Available-for-sale securities increased by \$75.7 million during the first six months of 2011 due to the addition of government agency and mortgage-backed securities. Net loan balances were \$788.5 million at June 30, 2011, a decrease of \$5.5 million, or .7%, from \$794.1 million at December 31, 2010 primarily due to a seasonal decline in agricultural operating loans. Total deposit balances increased to \$1.22 billion at June 30, 2011 from \$1.21 billion at December 31, 2010 due to increases in non-interest bearing accounts and savings accounts offset by declines in consumer time deposits.

Net interest margin, defined as net interest income divided by average interest-earning assets, was 3.40% for the six months ended June 30, 2011, down from 3.67% for the same period in 2010. Net interest income before the provision for loan losses was \$23.6 million compared to net interest income of \$18.8 million for the same period in 2010. This increase was due to the systematic investment overtime of the liquidity resulting from the September 2010 acquisition, as well as, the overall increase in earning assets added in the acquisition. The earning assets acquired were at a lower spread over the related deposits than the existing assets which caused a decline in net interest margin.

Other income increased \$2 million or 32%, to \$8.1 million for the six months ended June 30, 2011 compared to \$6.1 million for the six months ended June 30, 2010. The increase in other income was primarily due to a decline in other-than-temporary impairment charges on investment securities and increases in trust and ATM / debit card revenues.

Other expense increased 29.1%, or \$4.8 million, to \$21.3 million for the six months ended June 30, 2011 compared to \$16.5 million during the same period in 2010. The increase in other expense was primarily due to additional expenses incurred as a result of operating the ten acquired branches as well as increases in other real estate owned expenses.

Following is a summary of the factors that contributed to the changes in net income (in thousands):

	Change in Net Income 2011 versus 2010	
	Three months ended June 30	Six months ended June 30
Net interest income	\$2,469	\$4,783
Provision for loan losses	167	(13 )
Other income, including securities transactions	1,016	1,953
Other expenses	(2,303 )	(4,805 )
Income taxes	(553 )	(825 )
Increase in net income	\$796	\$1,093

Credit quality is an area of importance to the Company. Total nonperforming loans were \$10.6 million at June 30, 2011, compared to \$11.6 million at June 30, 2010 and \$10.4 million at December 31, 2010. See the discussion under the heading “Loan Quality and Allowance for Loan Losses” for a detailed explanation of these balances. Repossessed asset balances totaled \$4.7 million at June 30, 2011 compared to \$7.6 million on June 30, 2010 and \$6.2 million on December 31, 2010. The Company’s provision for loan losses for the six months ended June 30, 2011 and 2010 was \$1.9 million and \$1.8 million, respectively. Total loans past due 30 days or more declined to 1.10% of loans at June 30, 2011 compared to 1.17% of loans at December 31, 2010. At June 30, 2011, the composition of the loan portfolio remained similar to the same period last year. Loans secured by both commercial and residential real estate comprised 73% of the loan portfolio as of June 30, 2011 and December 31, 2010. During the six months ended June 30, 2011, annualized net charge-offs were .39% of average loans compared to .36% for the same period in 2010.

The Company’s capital position remains strong and the Company has consistently maintained regulatory capital ratios above the “well-capitalized” standards. The Company’s Tier 1 capital to risk weighted assets ratio calculated under the regulatory risk-based capital requirements at June 30, 2011 and 2010 and December 31, 2010 was 13.92%, 15.42% and 11.71%, respectively. The Company’s total capital to risk weighted assets ratio calculated under the regulatory risk-based capital requirements at June 30, 2011 and 2010 and December 31, 2010 was 15.06%, 16.60% and 12.84%, respectively. The lower ratios as of December 31, 2010 reflected the First Bank branch acquisition; the increase in 2011 was due to issuance of Series C Preferred Stock.

The Company’s liquidity position remains sufficient to fund operations and meet the requirements of borrowers, depositors, and creditors. The Company maintains various sources of liquidity to fund its cash needs. See the discussion under the heading “Liquidity” for a full listing of sources and anticipated significant contractual obligations.

The Company enters into financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include lines of credit, letters of credit and other

commitments to extend credit. The total outstanding commitments at June 30, 2011 and 2010 were \$202.4 million and \$141.2 million, respectively.

**Federal Deposit Insurance Corporation Insurance Coverage.** As an FDIC-insured institution, First Mid Bank is required to pay deposit insurance premium assessments to the FDIC. A number of developments with respect to the FDIC insurance system have affected recent results.

On October 3, 2008, the FDIC temporarily increased the standard maximum deposit insurance amount (SMDIA) from \$100,000 to \$250,000 per depositor. On July 21, 2010, The Dodd-Frank Act permanently raised the SMDIA to \$250,000. On November 9, 2010, the FDIC issued a final rule to implement Section 343 of the Dodd-Frank Act, which provides unlimited deposit insurance coverage for “noninterest-bearing transaction accounts” from December 31, 2010 through December 31, 2012. Also, the FDIC will no longer charge a separate assessment for the insurance of these accounts under the Dodd-Frank Act provision. The Company expensed \$0 and \$44,000 for this program during the first six months of 2011 and 2010, respectively.

On February 27, 2009, the FDIC adopted a final rule setting initial base assessment rates beginning April 1, 2009, at 12 to 45 basis points and, due to extraordinary circumstances, extended the period of the restoration plan to increase the deposit insurance fund to seven years. Also on February 27, 2009, the FDIC issued final rules on changes to the risk-based assessment system. The new rates increased the range of annual risk based assessment rates from 5 to 7 basis points to 7 to 24 basis points. The final rules both increase base assessment rates and incorporate additional assessments for excess reliance on brokered deposits and FHLB advances. This new assessment took effect April 1, 2009. The Company expensed \$649,000 and \$574,000 for this assessment during the first six months of 2011 and 2010, respectively.

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On February 7, 2011, the FDIC Board adopted a final rule, which redefines the deposit insurance assessment base from domestic deposits to average consolidated total assets minus average tangible equity during the period; makes generally conforming changes regarding assessment rates to the unsecured debt and brokered deposit adjustments; creates a depository institution debt adjustment; eliminates the previously adopted secured liability adjustment; and adopts a new assessment rate schedule effective April 1, 2011, and, in lieu of dividends for institutions that have reserve ratios that reach certain levels, other rate schedules when the reserve ratio reaches certain levels.

In addition to its insurance assessment, each insured bank was subject to quarterly debt service assessments in connection with bonds issued by a government corporation that financed the federal savings and loan bailout. The Company expensed \$71,000 and \$44,000 during the first six months of 2011 and 2010, respectively, for this assessment.

On September 29, 2009, the FDIC Board proposed a Deposit Insurance Fund restoration plan that required banks to prepay, on December 30, 2009, their estimated quarterly risk-based assessments for the fourth quarter of 2009 and for all of 2010, 2011 and 2012. Under the plan—which applies to all banks except those with liquidity problems—banks were assessed through 2010 according to the risk-based premium schedule adopted in 2009. Beginning January 1, 2011, the base rate increases by 3 basis points. The Company recorded a prepaid expense asset of \$4,855,000 as of December 31, 2009 as a result of this plan. This asset is being amortized to non-interest expense over three years. The balance of this asset was \$2,598,000 as of June 30, 2011.

#### Critical Accounting Policies and Use of Significant Estimates

The Company has established various accounting policies that govern the application of U.S. generally accepted accounting principles in the preparation of the Company's financial statements. The significant accounting policies of the Company are described in the footnotes to the consolidated financial statements included in the Company's 2010 Annual Report on Form 10-K. Certain accounting policies involve significant judgments and assumptions by management that have a material impact on the carrying value of certain assets and liabilities; management considers such accounting policies to be critical accounting policies. The judgments and assumptions used by management are based on historical experience and other factors, which are believed to be reasonable under the circumstances. Because of the nature of the judgments and assumptions made by management, actual results could differ from these judgments and assumptions, which could have a material impact on the carrying values of assets and liabilities and the results of operations of the Company.

**Allowance for Loan Losses.** The Company believes the allowance for loan losses is the critical accounting policy that requires the most significant judgments and assumptions used in the preparation of its consolidated financial statements. An estimate of potential losses inherent in the loan portfolio are determined and an allowance for those losses is established by considering factors including historical loss rates, expected cash flows and estimated collateral values. In assessing these factors, the Company use organizational history and experience with credit decisions and related outcomes. The allowance for loan losses represents the best estimate of losses inherent in the existing loan portfolio. The allowance for loan losses is increased by the provision for loan losses charged to expense and reduced by loans charged off, net of recoveries. The Company evaluates the allowance for loan losses quarterly. If the underlying assumptions later prove to be inaccurate based on subsequent loss evaluations, the allowance for loan losses is adjusted.

The Company estimates the appropriate level of allowance for loan losses by separately evaluating impaired and nonimpaired loans. A specific allowance is assigned to an impaired loan when expected cash flows or collateral do not justify the carrying amount of the loan. The methodology used to assign an allowance to a nonimpaired loan is more subjective. Generally, the allowance assigned to nonimpaired loans is determined by applying historical loss rates to

existing loans with similar risk characteristics, adjusted for qualitative factors including the volume and severity of identified classified loans, changes in economic conditions, changes in credit policies or underwriting standards, and changes in the level of credit risk associated with specific industries and markets. Because the economic and business climate in any given industry or market, and its impact on any given borrower, can change rapidly, the risk profile of the loan portfolio is continually assessed and adjusted when appropriate. Notwithstanding these procedures, there still exists the possibility that the assessment could prove to be significantly incorrect and that an immediate adjustment to the allowance for loan losses would be required.

**Other Real Estate Owned.** Other real estate owned acquired through loan foreclosure is initially recorded at fair value less costs to sell when acquired, establishing a new cost basis. The adjustment at the time of foreclosure is recorded through the allowance for loan losses. Due to the subjective nature of establishing the fair value when the asset is acquired, the actual fair value of the other real estate owned or foreclosed asset could differ from the original estimate. If it is determined that fair value temporarily declines subsequent to foreclosure, a valuation allowance is recorded through noninterest expense. Operating costs associated with the assets after acquisition are also recorded as noninterest expense. Gains and losses on the disposition of other real estate owned and foreclosed assets are netted and posted to other noninterest expense.

**Investment in Debt and Equity Securities.** The Company classifies its investments in debt and equity securities as either held-to-maturity or available-for-sale in accordance with Statement of Financial Accounting Standards (SFAS) No. 115, "Accounting for Certain Investments in Debt and Equity Securities," which was codified into ASC 320. Securities classified as held-to-maturity are recorded at cost or amortized cost. Available-for-sale securities are carried at fair value. Fair value calculations are based on quoted market prices when such prices are available. If quoted market prices are not available, estimates of fair value are computed using a variety of techniques, including extrapolation from the quoted prices of similar instruments or recent trades for thinly traded securities, fundamental analysis, or through obtaining purchase quotes. Due to the subjective nature of the valuation process, it is possible that the actual fair values of these investments could differ from the estimated amounts, thereby affecting the financial position, results of operations and cash flows of the Company. If the estimated value of investments is less than the cost or amortized cost, the Company evaluates whether an event or change in circumstances has occurred that may have a significant adverse effect on the fair value of the investment. If such an event or change has occurred and the Company determines that the impairment is other-than-temporary, a further determination is made as to the portion of impairment that is related to credit loss. The impairment of the investment that is related to the credit loss is expensed in the period in which the event or change occurred. The remainder of the impairment is recorded in other comprehensive income.

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**Deferred Income Tax Assets/Liabilities.** The Company's net deferred income tax asset arises from differences in the dates that items of income and expense enter into our reported income and taxable income. Deferred tax assets and liabilities are established for these items as they arise. From an accounting standpoint, deferred tax assets are reviewed to determine if they are realizable based on the historical level of taxable income, estimates of future taxable income and the reversals of deferred tax liabilities. In most cases, the realization of the deferred tax asset is based on future profitability. If the Company were to experience net operating losses for tax purposes in a future period, the realization of deferred tax assets would be evaluated for a potential valuation reserve.

Additionally, the Company reviews its uncertain tax positions annually under FASB Interpretation No. 48 (FIN No. 48), "Accounting for Uncertainty in Income Taxes," codified within ASC 740. An uncertain tax position is recognized as a benefit only if it is "more likely than not" that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount actually recognized is the largest amount of tax benefit that is greater than 50% likely to be recognized on examination. For tax positions not meeting the "more likely than not" test, no tax benefit is recorded. A significant amount of judgment is applied to determine both whether the tax position meets the "more likely than not" test as well as to determine the largest amount of tax benefit that is greater than 50% likely to be recognized. Differences between the position taken by management and that of taxing authorities could result in a reduction of a tax benefit or increase to tax liability, which could adversely affect future income tax expense.

**Impairment of Goodwill and Intangible Assets.** Core deposit and customer relationships, which are intangible assets with a finite life, are recorded on the Company's balance sheets. These intangible assets were capitalized as a result of past acquisitions and are being amortized over their estimated useful lives of up to 15 years. Core deposit intangible assets, with finite lives will be tested for impairment when changes in events or circumstances indicate that its carrying amount may not be recoverable. Core deposit intangible assets were tested for impairment during 2010 as part of the goodwill impairment test and no impairment was deemed necessary.

As a result of the Company's acquisition activity, goodwill, an intangible asset with an indefinite life, is reflected on the balance sheets. Goodwill is evaluated for impairment annually, unless there are factors present that indicate a potential impairment, in which case, the goodwill impairment test is performed more frequently than annually.

**Fair Value Measurements.** The fair value of a financial instrument is defined as the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The Company estimates the fair value of a financial instrument using a variety of valuation methods. Where financial instruments are actively traded and have quoted market prices, quoted market prices are used for fair value. When the financial instruments are not actively traded, other observable market inputs, such as quoted prices of securities with similar characteristics, may be used, if available, to determine fair value. When observable market prices do not exist, the Company estimates fair value. The Company's valuation methods consider factors such as liquidity and concentration concerns. Other factors such as model assumptions, market dislocations, and unexpected correlations can affect estimates of fair value. Imprecision in estimating these factors can impact the amount of revenue or loss recorded.

SFAS No. 157, "Fair Value Measurements", which was codified into ASC 820, establishes a framework for measuring the fair value of financial instruments that considers the attributes specific to particular assets or liabilities and establishes a three-level hierarchy for determining fair value based on the transparency of inputs to each valuation as of the fair value measurement date. The three levels are defined as follows:

- Level 1 — quoted prices (unadjusted) for identical assets or liabilities in active markets.

- Level 2 — inputs include quoted prices for similar assets and liabilities in active markets, quoted prices of identical or similar assets or liabilities in markets that are not active, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.
- Level 3 — inputs that are unobservable and significant to the fair value measurement.

At the end of each quarter, the Company assesses the valuation hierarchy for each asset or liability measured. From time to time, assets or liabilities may be transferred within hierarchy levels due to changes in availability of observable market inputs to measure fair value at the measurement date. Transfers into or out of hierarchy levels are based upon the fair value at the beginning of the reporting period. A more detailed description of the fair values measured at each level of the fair value hierarchy can be found in Note 8 – Fair Value of Assets and Liabilities.

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## Results of Operations

## Net Interest Income

The largest source of revenue for the Company is net interest income. Net interest income represents the difference between total interest income earned on earning assets and total interest expense paid on interest-bearing liabilities. The amount of interest income is dependent upon many factors, including the volume and mix of earning assets, the general level of interest rates and the dynamics of changes in interest rates. The cost of funds necessary to support earning assets varies with the volume and mix of interest-bearing liabilities and the rates paid to attract and retain such funds. The Company's average balances, interest income and expense and rates earned or paid for major balance sheet categories are set forth for the three months ended June 30, 2011 and 2010 in the following table (dollars in thousands):

	Three months ended June 30, 2011				Three months ended June 30, 2010			
	Average Balance	Interest	Average Rate		Average Balance	Interest	Average Rate	
<b>ASSETS</b>								
Interest-bearing deposits with other financial institutions	\$ 115,948	\$ 79	.27	%	\$ 23,444	\$ 15	.26	%
Federal funds sold	80,109	16	.08	%	60,000	21	.14	%
Certificates of deposit investments	11,189	19	.68	%	9,926	32	1.29	%
<b>Investment securities</b>								
Taxable	376,154	2,464	2.62	%	232,914	1,941	3.33	%
Tax-exempt (1)	26,929	264	3.92	%	23,281	240	4.12	%
Loans (2)(3)(4)	796,912	11,280	5.68	%	684,061	9,822	5.76	%
Total earning assets	1,407,241	14,122	4.03	%	1,033,626	12,071	4.68	%
Cash and due from banks	30,827				18,245			
Premises and equipment	28,276				15,269			
Other assets	53,151				41,694			
Allowance for loan losses	(11,068 )				(9,902 )			
Total assets	\$ 1,508,427				\$ 1,098,932			
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>								
<b>Interest-bearing deposits</b>								
Demand deposits	\$ 500,254	\$ 627	.50	%	\$ 389,265	\$ 850	.88	%
Savings deposits	255,004	409	.64	%	147,919	293	.79	%
Time deposits	268,608	742	1.11	%	200,333	942	1.89	%
<b>Securities sold under agreements to repurchase</b>								
FHLB advances	109,795	42	.15	%	69,916	31	.18	%
Federal funds purchased	19,761	183	3.71	%	26,816	282	4.22	%
Junior subordinated debt	55	-	.00	%	33	-	.00	%
Other debt	20,620	240	4.67	%	20,620	262	5.10	%
Total interest-bearing liabilities	-	-	.00	%	335	1	1.20	%
Total interest-bearing liabilities	1,174,097	2,243	.77	%	855,237	2,661	1.25	%
<b>Non interest-bearing demand deposits</b>								
Other liabilities	195,900				123,077			
Other liabilities	5,633				6,336			

Stockholders' equity	132,797	114,293
Total liabilities & equity		