FIRST MERCHANTS CORP
Form 10-Q
August 08, 2014

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

____

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

SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2014
OR
[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE

SECURITIES EXCHANGE ACT OF 1934

For the Transition Period from _______ to _______

Commission File Number 0-17071

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

Indiana	35-1544218
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

200 East Jackson Street, Muncie, IN	47305-2814
(Address of principal executive offices)	(Zip code)

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

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

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

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

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

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

As of July 31, 2014, there were 36,053,943 outstanding common shares of the registrant.

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PART I. FINANCIAL INFORMATION

ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS

(table dollar amounts in thousands, except share data)

CONSOLIDATED CONDENSED BALANCE SHEETS

	June 30, 2014 (Unaudited)	December 31, 2013
ASSETS		
Cash and cash equivalents	$115,891	$109,434
Interest-bearing time deposits	27,856	55,069
Investment securities available for sale	615,184	536,201
Investment securities held to maturity (fair value of $612,162 and $560,847)	598,903	559,378
Mortgage loans held for sale	7,370	5,331
Loans, net of allowance for loan losses of $68,367 and $67,870	3,654,366	3,564,539
Premises and equipment	74,856	74,454
Federal Reserve and Federal Home Loan Bank stock	43,127	38,990
Interest receivable	18,341	18,672
Core deposit intangibles	12,635	13,818
Goodwill	188,948	188,948
Cash surrender value of life insurance	165,974	164,571
Other real estate owned	18,621	22,246
Tax asset, deferred and receivable	44,622	56,614
Other assets	28,426	28,997
TOTAL ASSETS	$5,615,120	$5,437,262
LIABILITIES		
Deposits:		
Noninterest-bearing	$917,825	$930,772
Interest-bearing	3,411,785	3,300,696
Total Deposits	4,329,610	4,231,468
Borrowings:		
Federal funds purchased	100,000	125,645
Securities sold under repurchase agreements	133,137	148,672
Federal Home Loan Bank advances	220,765	122,140
Subordinated debentures and term loans	126,874	126,807
Total Borrowings	580,776	523,264
Interest payable	2,489	1,771
Other liabilities	31,649	45,836
Total Liabilities	4,944,524	4,802,339
COMMITMENTS AND CONTINGENT LIABILITIES		
STOCKHOLDERS' EQUITY		
Cumulative Preferred Stock, $1,000 par value, $1,000 liquidation value:		
Authorized - 600 shares		
Issued and outstanding - 125 shares	125	125
Common Stock, $.125 stated value:		
Authorized - 50,000,000 shares		
Issued and outstanding - 36,052,209 and 35,921,761 shares	4,507	4,490
Additional paid-in capital	394,774	393,783

Retained earnings	266,980	242,935	
Accumulated other comprehensive income (loss)	4,210	(6,410	)
Total Stockholders' Equity	670,596	634,923	
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$5,615,120	$5,437,262	

See notes to consolidated condensed financial statements.

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(table dollar amounts in thousands, except share data)

CONSOLIDATED CONDENSED STATEMENTS OF INCOME
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
INTEREST INCOME				
Loans receivable:				
Taxable	$42,323	$34,018	$84,348	$71,177
Tax exempt	58	113	119	230
Investment securities:				
Taxable	5,046	3,577	9,856	7,195
Tax exempt	3,570	2,515	7,008	4,969
Deposits with financial institutions	35	62	58	81
Federal Reserve and Federal Home Loan Bank stock	495	368	1,147	739
Total Interest Income	51,527	40,653	102,536	84,391
INTEREST EXPENSE				
Deposits	2,874	2,599	5,423	5,490
Federal funds purchased	23	1	72	12
Securities sold under repurchase agreements	187	208	383	402
Federal Home Loan Bank advances	676	462	1,358	921
Subordinated debentures and term loans	1,648	733	3,289	1,458
Total Interest Expense	5,408	4,003	10,525	8,283
NET INTEREST INCOME	46,119	36,650	92,011	76,108
Provision for loan losses		1,997		4,099
NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES	46,119	34,653	92,011	72,009
OTHER INCOME				
Service charges on deposit accounts	4,098	2,912	7,649	5,641
Fiduciary activities	2,360	2,264	4,572	4,371
Other customer fees	4,049	2,816	7,782	5,596
Commission income	1,886	1,748	4,154	3,920
Earnings on cash surrender value of life insurance	653	610	1,401	1,310
Net gains and fees on sales of loans	1,159	2,457	1,882	4,835
Net realized gains on sales of available for sale securities	844	239	1,425	487
Other income	884	1,013	2,254	1,776
Total Other Income	15,933	14,059	31,119	27,936
OTHER EXPENSES				
Salaries and employee benefits	23,430	20,536	48,731	41,327
Net occupancy	3,204	2,267	7,142	4,869
Equipment	2,096	1,742	4,835	3,516
Marketing	789	535	1,558	1,002
Outside data processing fees	2,039	1,391	3,870	2,871
Printing and office supplies	393	311	851	642

Core deposit amortization	592	383	1,184	770
FDIC assessments	863	674	1,923	1,418
Other real estate owned and credit-related expenses	2,613	1,479	4,370	3,345
Professional and other outside services	1,531	1,833	2,910	3,492
Other expenses	3,700	2,591	6,965	5,190
Total Other Expenses	41,250	33,742	84,339	68,442
INCOME BEFORE INCOME TAX	20,802	14,970	38,791	31,503
Income tax expense	5,642	4,155	10,011	8,823
NET INCOME	15,160	10,815	28,780	22,680
Preferred stock dividends		(852)		(1,709)
NET INCOME AVAILABLE TO COMMON STOCKHOLDERS	$15,160	$9,963	$28,780	$20,971
Per Share Data:				
Basic Net Income Available to Common Stockholders	$0.42	$0.35	$0.80	$0.73
Diluted Net Income Available to Common Stockholders	$0.41	$0.34	$0.79	$0.72
Cash Dividends Paid	$0.08	$0.05	$0.13	$0.08
Average Diluted Shares Outstanding (in thousands)	36,294	29,024	36,278	28,997

See notes to consolidated condensed financial statements.

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(table dollar amounts in thousands, except share data)

CONSOLIDATED CONDENSED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
Net income	$15,160	$10,815	$28,780	$22,680
Other comprehensive income net of tax:				
Unrealized holding gain (loss) on securities available for sale arising during the period, net of tax of $3,149, $5,201, $5,953 and $6,340	5,849	(9,659)	11,055	(11,773)
Unrealized gain on securities available for sale for which a portion of an other than temporary impairment has been recognized in income, net of tax of $290, $113, $916 and $151	538	209	1,702	281
Unrealized gain (loss) on cash flow hedges arising during the period, net of tax of $452, $525, $895 and $629	(840)	976	(1,663)	1,169
Amortization of items previously recorded in accumulated other comprehensive income, net of tax of $39 and $384		73		713
Reclassification adjustment for losses included in net income, net of tax of $172, $17, $256 and $37	(321)	(30)	(474)	(70)
	5,226	(8,431)	10,620	(9,680)
Comprehensive income	$20,386	$2,384	$39,400	$13,000

See notes to consolidated condensed financial statements.

PART I. FINANCIAL INFORMATION
ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS
(table dollar amounts in thousands, except share data)

CONSOLIDATED CONDENSED STATEMENT OF STOCKHOLDERS' EQUITY
(Unaudited)

	Preferred		Common Stock		Additional		Accumulated Other	
	Shares	Amount	Shares	Amount	Paid in Capital	Retained Earnings	Comprehensive Income (Loss)	Total
Balances, December 31, 2013	125	$125	35,921,761	$4,490	$393,783	$242,935	$ (6,410)	$634,923
Comprehensive Income								
Net Income						28,780		28,780
Other Comprehensive Income, net of tax							10,620	10,620
Cash Dividends on Common Stock ($.13 per Share)						(4,735)		(4,735)
Share-based Compensation			116,831	15	1,044			1,059
Stock Issued under Employee Benefit Plans			13,840	2	250			252
Stock Issued under Dividend Reinvestment and Stock Purchase Plan			11,220	1	238			239
Stock Options Exercised			38,650	5	505			510
Stock Redeemed			(50,093)	(6)	(1,046)			(1,052)
Balances, June 30, 2014	125	$125	36,052,209	$4,507	$394,774	$266,980	$ 4,210	$670,596

See notes to consolidated condensed financial statements.

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PART I. FINANCIAL INFORMATION
ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS
(table dollar amounts in thousands, except share data)

CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS
(Unaudited)

	June 30,	
	2014	2013
Cash Flow From Operating Activities:		
Net income	$28,780	$22,680
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for loan losses		4,099
Depreciation and amortization	3,000	2,162
Change in deferred taxes	9,338	8,083
Share-based compensation	1,059	810
Tax benefit from stock options exercised	(60)	
Mortgage loans originated for sale	(79,337)	(184,270)
Proceeds from sales of mortgage loans	77,298	192,039
Gains on sales of securities available for sale	(1,425)	(487)
Change in interest receivable	331	1,181
Change in interest payable	718	(691)
Other adjustments	(11,060)	(1,807)
Net cash provided by operating activities	$28,642	$43,799
Cash Flows from Investing Activities:		
Net change in interest-bearing deposits	$27,213	$(21,455)
Purchases of:		
Securities available for sale	(113,578)	(161,027)
Securities held to maturity	(71,816)	(7,772)
Proceeds from sales of securities available for sale	17,337	25,222
Proceeds from maturities of:		
Securities available for sale	30,399	56,417
Securities held to maturity	31,443	42,336
Change in Federal Reserve and Federal Home Loan Bank stock	(4,137)	(5)
Net change in loans	(93,994)	(27,059)
Proceeds from the sale of other real estate owned	6,229	4,730
Other adjustments	(2,082)	(3,578)
Net cash used in investing activities	$(172,986)	$(92,191)
Cash Flows from Financing Activities:		
Net change in :		
Demand and savings deposits	$15,816	$86,485
Certificates of deposit and other time deposits	82,326	(100,075)
Borrowings	301,643	77,070
Repayment of borrowings	(244,198)	(20,391)
Cash dividends on common stock	(4,735)	(2,334)
Cash dividends on preferred stock		(1,709)
Stock issued under employee benefit plans	252	270
Stock issued under dividend reinvestment and stock purchase plans	239	151

Stock options exercised	450	44
Tax benefit from stock options exercised	60	
Stock redeemed	(1,052)	(479)
Cumulative preferred stock redeemed (SBLF)		(22,696)
Net cash provided by financing activities	$150,801	$16,336
Net Change in Cash and Cash Equivalents	6,457	(32,056)
Cash and Cash Equivalents, January 1	109,434	101,460
Cash and Cash Equivalents, June 30	$115,891	$69,404
Additional cash flow information:		
Interest paid	$9,807	$8,974
Income tax paid	$1,688	$1,378
Loans transferred to other real estate owned	$2,550	$3,925
Fixed assets transferred to other real estate owned	$297	
Non-cash investing activities using trade date accounting	$5,517	$9,854

See notes to consolidated condensed financial statements.

PART I. FINANCIAL INFORMATION
ITEM 1. NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS
(table dollar amounts in thousands, except share data)
(Unaudited)

NOTE 1

GENERAL

Financial Statement Preparation

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

The consolidated condensed balance sheet of the Corporation as of December 31, 2013, has been derived from the audited consolidated balance sheet of the Corporation as of that date. Certain information and note disclosures normally included in the Corporation’s annual financial statements, prepared in accordance with accounting principles generally accepted in the United States of America, have been condensed or omitted. These consolidated condensed financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Corporation’s Form 10-K annual report filed with the Securities and Exchange Commission. The results of operations for the six months ended June 30, 2014, are not necessarily indicative of the results to be expected for the year.

NOTE 2

BUSINESS COMBINATION

CFS Bancorp, Inc.

On November 12, 2013, the Corporation acquired 100 percent of CFS Bancorp, Inc. ("CFS") in an all stock transaction. CFS was headquartered in Munster, Indiana and had 20 full-service banking centers serving the northwestern Indiana and northeastern Illinois areas. Pursuant to the merger agreement, the shareholders of CFS received 0.65 percent of a share of the Corporation's common stock for each share of CFS common stock held. The Corporation issued approximately 7.1 million shares of common stock, which was valued at approximately $135.6 million.

The Corporation engaged in this transaction with the expectation that it would be accretive and add a new market area with a demographic profile consistent with many of the current Indiana markets served by the Bank. Goodwill resulted from this transaction due to the expected synergies from combining operations.

Under the acquisition method of accounting, the total purchase price is allocated to CFS's net tangible and intangible assets based on their current estimated fair values on the date of the acquisition. Based on valuations of the fair value of tangible and intangible assets acquired and liabilities assumed, the purchase price for the CFS acquisition was allocated as follows:

	Fair Value	
Cash and cash equivalents	$10,992	
Interest-bearing time deposits	213,379	
Investment securities available for sale	15,913	
Investment securities held to maturity	14,372	
Mortgage loans held for sale	189	
Loans	603,114	
Premises and equipment	19,643	
Federal Home Loan Bank stock	6,188	
Interest receivable	1,770	
Cash surrender value of life insurance	36,555	
Other real estate owned	12,857	
Tax asset, deferred and receivable	30,717	
Other assets	111,656	
Deposits	(955,432	)
Securities sold under repurchase agreements	(9,830	)
Federal Home Loan Bank advances	(15,000	)
Interest payable	(294	)
Other liabilities	(16,033	)
Net tangible assets acquired	80,756	
Core deposit intangible	7,313	
Goodwill	47,573	
Purchase price	$135,642	

Of the total purchase price, $7,313,000 has been allocated to a core deposit intangible that will be amortized over its estimated life of 10 years. The remaining purchase price has been allocated to goodwill, which is not deductible for tax purposes.

The Corporation had one-time expenses related to the CFS acquisition and the integration of their core system of $1.6 million for the six months ended June 30, 2014. The majority of expense was in salary and employee benefits related to employees retained through integration of $521,000, equipment and processing expenses of $619,000 primarily related to running CFS' core system prior to integration and marketing expenses of $125,000 due to mailings to current CFS customers during the integration time frame.

Community Bancshares, Inc.

On July 21, 2014, First Merchants Corporation, an Indiana corporation ("First Merchants"), and Community Bancshares, Inc., an Indiana corporation (“Community Bancshares”), entered into an Agreement and Plan of Reorganization and Merger (the “Merger Agreement”), pursuant to which, Community Bancshares will, subject to the terms and conditions of the Merger Agreement, merge with and into First Merchants (the “Merger,”) whereupon the separate corporate existence of Community Bancshares will cease and First Merchants will survive. Immediately following the Merger, Community Bank, an Indiana state bank and wholly-owned subsidiary of Community Bancshares, will be merged with and into First Merchants Bank, National Association, a national bank and wholly-owned subsidiary of First Merchants, with First Merchants Bank, National Association continuing as the surviving bank.

NOTE 3

INVESTMENT SECURITIES

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

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Available for sale at June 30, 2014				
U.S. Treasury	$15,921	$92		$16,013
U.S. Government-sponsored agency securities	3,219	58		3,277
State and municipal	237,709	9,454	$456	246,707
U.S. Government-sponsored mortgage-backed securities	338,588	8,341	242	346,687
Corporate obligations	1,563		769	794
Equity securities	1,706			1,706
Total available for sale	598,706	17,945	1,467	615,184
Held to maturity at June 30, 2014				

State and municipal	173,080	3,900	157	176,823
U.S. Government-sponsored mortgage-backed securities	425,823	10,218	702	435,339
Total held to maturity	598,903	14,118	859	612,162
Total Investment Securities	$1,197,609	$32,063	$2,326	$1,227,346

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Available for sale at December 31, 2013				
U.S. Treasury	$15,914	$80	$21	$15,973
U.S. Government-sponsored agency securities	3,550	12	17	3,545
State and municipal	231,005	3,878	3,896	230,987
U.S. Government-sponsored mortgage-backed securities	279,299	3,926	1,973	281,252
Corporate obligations	6,374		3,636	2,738
Equity securities	1,706			1,706
Total available for sale	537,848	7,896	9,543	536,201
Held to maturity at December 31, 2013				
State and municipal	145,941	62	91	145,912
U.S. Government-sponsored mortgage-backed securities	413,437	5,220	3,722	414,935
Total held to maturity	559,378	5,282	3,813	560,847
Total Investment Securities	$1,097,226	$13,178	$13,356	$1,097,048

The amortized cost and fair value of available for sale securities and held to maturity securities at June 30, 2014, by contractual maturity, are shown below. Expected maturities will differ from contractual maturities because issuers may have the right to call or prepay obligations with or without call or prepayment penalties.

	Available for Sale		Held to Maturity	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Maturity Distribution at June 30, 2014:				
Due in one year or less	$6,774	$6,836	$3,366	$3,367
Due after one through five years	29,991	30,598	18,228	18,517
Due after five through ten years	48,498	50,344	84,112	85,868
Due after ten years	173,149	179,013	67,374	69,071
	$258,412	$266,791	$173,080	$176,823
U.S. Government-sponsored mortgage-backed securities	338,588	346,687	425,823	435,339
Equity securities	1,706	1,706		
Total Investment Securities	$598,706	$615,184	$598,903	$612,162

The carrying value of securities pledged as collateral, to secure public deposits and for other purposes, was $415,652,000 at June 30, 2014, and $373,533,000 at December 31, 2013.

The book value of securities sold under agreements to repurchase amounted to $128,222,000 at June 30, 2014, and $126,900,000 at December 31, 2013.

Gross gains and losses on the sales and redemptions of available for sale securities, and other-than-temporary impairment ("OTTI") losses recognized for the three and six months ended June 30, 2014 and 2013 are shown below.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
Sales and Redemptions of Available for Sale Securities:				
Gross gains	$844	$239	$1,425	$487
Gross losses				
Other-than-temporary impairment losses				

The following table shows the Corporation's investments' gross unrealized losses and fair value, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position at June 30, 2014, and December 31, 2013:

	Less than 12 Months		12 Months or Longer		Total	
	Fair Value	Gross Unrealized	Fair Value	Gross Unrealized	Fair Value	Gross Unrealized

		Losses		Losses		Losses
Temporarily Impaired Available for Sale Securities at June 30, 2014						
State and municipal	$8,707	$ 36	$20,501	$ 420	$29,208	$ 456
U.S. Government-sponsored mortgage-backed securities	24,414	65	5,769	177	30,183	242
Corporate obligations			764	769	764	769
Total Temporarily Impaired Available for Sale Securities	33,121	101	27,034	1,366	60,155	1,467
Temporarily Impaired Held to Maturity Securities at June 30, 2014						
State and municipal	14,351	157			14,351	157
U.S. Government-sponsored mortgage-backed securities	53,260	361	23,550	341	76,810	702
Total Temporarily Impaired Held to Maturity Securities	67,611	518	23,550	341	91,161	859
Total Temporarily Impaired Investment Securities	$100,732	$ 619	$50,584	$ 1,707	$151,316	$ 2,326

	Less than 12 Months		12 Months or Longer		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
Temporarily Impaired Available for Sale Securities at December 31, 2013						
U.S. Treasury	$4,875	$ 21			$4,875	$ 21
U.S. Government-sponsored agency securities	3,433	17			3,433	17
State and municipal	111,791	3,840	$583	$ 56	$112,374	$ 3,896
U.S. Government-sponsored mortgage-backed securities	117,866	1,701	2,683	272	120,549	1,973
Corporate obligations			2,711	3,636	2,711	3,636
Total Temporarily Impaired Available for Sale Securities	237,965	5,579	5,977	3,964	243,942	9,543
Temporarily Impaired Held to Maturity Securities at December 31, 2013						
State and municipal	17,318	91	184	1	17,502	92
U.S. Government-sponsored mortgage-backed securities	213,048	3,462	2,640	259	215,688	3,721
Total Temporarily Impaired Held to Maturity Securities	230,366	3,553	2,824	260	233,190	3,813
Total Temporarily Impaired Investment Securities	$468,331	$ 9,132	$8,801	$ 4,224	$477,132	$ 13,356

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

	June 30, 2014	December 31, 2013
Investments reported at less than historical cost:		
Historical cost	$153,642	$490,488
Fair value	$151,316	$477,132
Percent of the Corporation's available for sale and held to maturity portfolio	12.5 %	43.6 %

The Corporation’s management has evaluated all securities with unrealized losses for other-than-temporary impairment ("OTTI") as of June 30, 2014. The evaluations are based on the nature of the securities, the extent and duration of the loss and the intent and ability of the Corporation to hold these securities either to maturity or through the expected recovery period.

The current unrealized losses are primarily concentrated within trust preferred securities held by the Corporation. In the second quarter of 2014, the Corporation sold four of its six trust preferred securities with an amortized cost of $4.8 million, which resulted in a net gain of $641,000. The Corporation has two remaining trust preferred securities. Such investments have an amortized cost of $1.5 million and a fair value of $764,000, which is less than 1 percent of the Corporation's entire investment portfolio. On all but one small pool investment, the Corporation utilized Standard and Poor's to determine their fair value.

In determining the fair value of the trust preferred securities, the Corporation utilizes a third party for portfolio accounting services, including market value input. The Corporation has obtained an understanding of what inputs are being used by the vendor in pricing the portfolio and how the vendor was classifying these securities based upon these inputs. From these discussions, the Corporation's management is comfortable that the classifications are proper. The Corporation has gained trust in the data for two reasons: (a) independent spot testing of the data is conducted by the Corporation through obtaining market quotes from various brokers on a periodic basis and (b) actual gains or loss resulting from the sale of certain securities has proven the data to be accurate over time.

Discount rates used in the OTTI cash flow analysis on these variable rate securities were those margins in effect at the inception of the security added to the appropriate three-month LIBOR spot rate obtained from the forward LIBOR curve used to project future principal and interest payments. These spreads ranged from .85 percent to 1.57 percent spread over LIBOR.

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

U.S. Government-Sponsored Mortgage-Backed Securities

The unrealized losses on the Corporation's investment in U.S. Government-sponsored mortgage-backed securities were a result of changes in interest rates. The Corporation expects to recover the amortized cost basis over the term of the securities as the decline in market value is attributable to changes in interest rates and not credit quality. The Corporation does not intend to sell the investment and it is not more likely than not that the Corporation will be required to sell the investment before recovery of its new, lower amortized cost basis, which may be maturity. The Corporation does not consider the investment securities to be other-than-temporarily impaired at June 30, 2014.

State and Municipal

The unrealized losses on the Corporation's investments in securities of state and political subdivisions were caused by changes in interest rates. The contractual terms of those investments do not permit the issuer to settle the securities at a price less than the amortized cost basis of the investments. The Corporation does not intend to sell the investment and it is not more likely than not that the Corporation will be required to sell the investment before recovery of its new, lower amortized cost basis, which may be maturity. The Corporation does not consider the investment securities to be other-than-temporarily impaired at June 30, 2014.

Corporate Obligations

The Corporation's unrealized losses on Corporate Obligations were due to the decline in value related to the pooled trust preferred securities, and is attributable to temporary illiquidity and the financial crisis affecting these markets, coupled with the potential credit loss resulting from the adverse change in expected cash flows. Due to the illiquidity in the market, it is unlikely that the Corporation would be able to recover its investment in these securities if the Corporation sold the securities at this time. Management has analyzed the cash flow characteristics of the securities and this analysis included utilizing the most recent trustee reports and any other relevant market information, including announcements of deferrals or defaults of trust preferred securities. The Corporation compared expected discounted cash flows, based on performance indicators of the underlying assets in the security, to the carrying value of the investment to determine if OTTI existed. The Corporation does not intend to sell the investment, and it is not more likely than not that the Corporation will be required to sell the investment before recovery of its new, lower amortized cost basis, which may be maturity. The Corporation does not consider the remainder of the investment securities, which are classified as Level 3 inputs in the fair value hierarchy, to be other-than-temporarily impaired at June 30, 2014.

Credit Losses Recognized on Investments

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

	Accumulated Credit Losses in 2014	Accumulated Credit Losses in 2013
Credit losses on debt securities held:		
Balance, January 1	$11,355	$11,355
Additions related to other-than-temporary losses not previously recognized		
Balance, June 30	$11,355	$11,355

NOTE 4

LOANS AND ALLOWANCE

The Corporation’s primary lending focus is small business and middle market commercial, commercial real estate, residential real estate and consumer lending, which results in portfolio diversification. The following tables show the composition in the loan portfolio, the allowance for loan losses and certain credit quality elements, all excluding loans held for sale. Residential real estate loans held for sale as of June 30, 2014, and December 31, 2013, were $7,370,000 and $5,331,000, respectively.

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

	June 30, 2014	December 31, 2013
Commercial and industrial loans	$857,844	$761,705
Agricultural production financing and other loans to farmers	102,270	114,348
Real estate loans:		
Construction	165,388	177,082
Commercial and farmland	1,621,436	1,611,809
Residential	629,162	616,385
Home Equity	261,811	255,223
Individuals' loans for household and other personal expenditures	61,533	69,783
Lease financing receivables, net of unearned income	1,231	1,545
Other loans	22,058	24,529
Loans	$3,722,733	$3,632,409
Allowance for loan losses	(68,367)	(67,870)
Net Loans	$3,654,366	$3,564,539

Allowance, Credit Quality and Loan Portfolio

The Corporation maintains an allowance for loan losses to cover probable credit losses identified during its loan review process. Management believes the allowance for loan losses is appropriate to cover probable losses inherent in the loan portfolio at June 30, 2014. The process for determining the adequacy of the allowance for loan losses is critical to the Corporation's financial results. It requires management to make difficult, subjective and complex judgments, to estimate the effect of uncertain matters. The allowance for loan losses considers current factors, including economic conditions and ongoing internal and external examinations, and will increase or decrease as deemed necessary to ensure the allowance remains adequate. In addition, the allowance as a percentage of charge offs and nonperforming loans will change at different points in time based on credit performance, loan mix and collateral values.

The allowance is increased by the provision for loan losses and decreased by charge offs less recoveries. All charge offs are approved by the Bank's senior loan officers or loan committees, depending on the amount of the charge off. The Bank charges off a loan when a determination is made that all or a portion of the loan is uncollectible. The allowance for loan losses is maintained through the provision for loan losses, which is a charge against earnings. The amount provided for loan losses in a given period may be greater than or less than net loan losses experienced during the period, and is based on management's judgment as to the appropriate level of the allowance for loan losses. The determination of the provision amount in a given period is based on management's ongoing review and evaluation of the loan portfolio, including an internally administered loan "watch" list and independent loan reviews. The evaluation takes into consideration identified credit problems, the possibility of losses inherent in the loan portfolio that are not specifically identified and management's judgment as to the impact of the current environment and economic conditions on the portfolio.

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

The allowance consists of specific impairment reserves as required by ASC 310-10-35, a component for historical losses in accordance with ASC 450 and the consideration of current environmental factors in accordance with ASC 450. A loan is deemed impaired when, based on current information or events, it is probable that all amounts due of principal and interest according to the contractual terms of the loan agreement will not be collected.

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

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

The following tables summarize changes in the allowance for loan losses by loan segment for the three and six months ended June 30, 2014, and June 30, 2013:

	Three Months Ended June 30, 2014					
	Commercial	Commercial Real Estate	Consumer	Residential	Finance Leases	Total
Allowance for loan losses:						
Balances, April 1	$30,907	$22,358	$2,410	$13,908		$69,583
Provision for losses	(2,036)	552	(140)	1,622	$2	
Recoveries on loans	448	351	81	325		1,205
Loans charged off	(705)	(679)	(108)	(927)	(2)	(2,421)
Balances, June 30, 2014	$28,614	$22,582	$2,243	$14,928		$68,367

	Six Months Ended June 30, 2014					
	Commercial	Commercial Real Estate	Consumer	Residential	Finance Leases	Total
Allowance for loan losses:						
Balances, January 1	$27,176	$23,102	$2,515	$15,077		$67,870
Provision for losses	351	(705)	(152)	524	$(18)	
Recoveries on loans	2,498	1,141	217	929	20	4,805
Loans charged off	(1,411)	(956)	(337)	(1,602)	(2)	(4,308)
Balances, June 30, 2014	$28,614	$22,582	$2,243	$14,928		$68,367

	Three Months Ended June 30, 2013					
	Commercial	Commercial Real Estate	Consumer	Residential	Finance Leases	Total
Allowance for loan losses:						
Balances, April 1	$25,371	$24,978	$2,689	$15,479	$20	$68,537
Provision for losses	1,917	(673)	225	497	31	1,997
Recoveries on loans	683	1,389	107	347		2,526
Loans charged off	(1,408)	(2,089)	(136)	(1,210)	(15)	(4,858)
Balances, June 30, 2013	$26,563	$23,605	$2,885	$15,113	$36	$68,202

	Six Months Ended June 30, 2013					
	Commercial	Commercial Real Estate	Consumer	Residential	Finance Leases	Total
Allowance for loan losses:						

Balances, January 1	$25,913	$26,703	$2,593	$14,157		$69,366
Provision for losses	2,275	(1,428)	298	2,903	$51	4,099
Recoveries on loans	2,556	2,765	316	635		6,272
Loans charged off	(4,181)	(4,435)	(322)	(2,582)	(15)	(11,535)
Balances, June 30, 2013	$26,563	$23,605	$2,885	$15,113	$36	$68,202

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

	June 30, 2014					
	Commercial	Commercial Real Estate	Consumer	Residential	Finance Leases	Total
Allowance Balances:						
Individually evaluated for impairment	$886	$440				$1,326
Collectively evaluated for impairment	27,671	21,817	$2,243	$14,928		66,659
Loans Acquired with Deteriorated Credit Quality	57	325				382
Total Allowance for Loan Losses	$28,614	$22,582	$2,243	$14,928		$68,367
Loan Balances:						
Individually evaluated for impairment	$7,895	$31,543		$2,873		$42,311
Collectively evaluated for impairment	966,594	1,693,600	$61,533	886,546	$1,231	3,609,504
Loans Acquired with Deteriorated Credit Quality	7,683	61,681		1,554		70,918
Loans	$982,172	$1,786,824	$61,533	$890,973	$1,231	$3,722,733

	December 31, 2013					
	Commercial	Commercial Real Estate	Consumer	Residential	Finance Leases	Total
Allowance Balances:						
Individually evaluated for impairment	$585	$763		$6		$1,354
Collectively evaluated for impairment	26,493	22,208	$2,515	15,071		66,287
Loans Acquired with Deteriorated Credit Quality	98	131				229
Total Allowance for Loan Losses	$27,176	$23,102	$2,515	$15,077		$67,870
Loan Balances:						
Individually evaluated for impairment	$10,240	$29,007		$2,820		$42,067
Collectively evaluated for impairment	882,794	1,690,285	$69,783	867,094	$1,545	3,511,501
Loans Acquired with Deteriorated Credit Quality	7,548	69,599		1,694		78,841
Loans	$900,582	$1,788,891	$69,783	$871,608	$1,545	$3,632,409

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

Commercial

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

Commercial real estate

These loans are viewed primarily as cash flow loans and secondarily as loans secured by real estate. Commercial real estate lending typically involves higher loan principal amounts and the repayment of these loans is generally dependent on the successful operation of the property securing the loan or the business conducted on the property securing the loan. Commercial real estate loans may be more adversely affected by conditions in the real estate markets or in the general economy. Management monitors and evaluates commercial real estate loans based on collateral and risk grade criteria. In addition, management tracks the level of owner-occupied commercial real estate loans versus non-owner occupied loans.

Residential and Consumer

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

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

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

	June 30, 2014	December 31, 2013
Commercial and industrial loans	$7,400	$9,283
Agriculture production financing and other loans to farmers	26	30
Real estate Loans:		
Construction	2,914	4,978
Commercial and farmland	25,003	28,095
Residential	13,343	12,068
Home Equity	2,433	1,667
Individuals' loans for household and other personal expenditures	170	117
Other Loans		164
Total	$51,289	$56,402

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

Allowable methods for determining the amount of impairment include estimating fair value using the fair value of the collateral for collateral dependent loans. If the impaired loan is identified as collateral dependent, then the fair value method of measuring the amount of impairment is utilized. This method requires obtaining a current independent appraisal of the collateral and applying a discount factor to the value. The fair value of real estate is generally based on appraisals by qualified licensed appraisers. The appraisers typically determine the value of the real estate by utilizing an income or market valuation approach. If an appraisal is not available, the fair value may be determined by using a cash flow analysis. Fair value on other collateral such as business assets is typically ascertained by assessing, either singularly or some combination of, asset appraisals, accounts receivable aging reports, inventory listings and or customer financial statements. Both appraised values and values based on borrower’s financial information are discounted as considered appropriate based on age and quality of the information and current market conditions.

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

	June 30, 2014		
	Unpaid Principal Balance	Recorded Investment	Related Allowance
Impaired loans with no related allowance:			
Commercial and industrial loans	$29,755	$11,978	
Agriculture production financing and other loans to farmers	29	26	
Real estate Loans:			
Construction	15,119	10,235	
Commercial and farmland	109,955	77,211	
Residential	6,317	3,915	
Home equity	3,389	196	
Other loans	35		
Total	$164,599	$103,561	
Impaired loans with related allowance:			
Commercial and industrial loans	$5,107	$3,573	$942
Real estate Loans:			
Commercial and farmland	6,741	5,077	766
Total	$11,848	$8,650	$1,708
Total Impaired Loans	$176,447	$112,211	$1,708

	December 31, 2013		
	Unpaid Principal Balance	Recorded Investment	Related Allowance
Impaired loans with no related allowance:			
Commercial and industrial loans	$35,066	$16,371	
Agricultural production finance & other loans to farmers	32	30	
Real estate Loans:			
Construction	16,109	10,625	
Commercial and farmland	128,073	83,033	
Residential	6,746	3,910	
Home equity	3,299	112	
Other loans	454	172	
Total	$189,779	$114,253	
Impaired loans with related allowance:			
Commercial and industrial loans	$1,390	$1,216	$683
Real estate Loans:			

Commercial and farmland	4,657	4,215	894
Residential	74	71	6
Total	$6,121	$5,502	$1,583
Total Impaired Loans	$195,900	$119,755	$1,583

	Three Months Ended June 30, 2014		Six Months Ended June 30, 2014	
	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
Impaired loans with no related allowance:				
Commercial and industrial loans	$12,060	$84	$12,872	$185
Agriculture production financing and other loans to farmers	27		28	
Real estate Loans:				
Construction	10,331	114	10,412	227
Commercial and farmland	77,716	970	78,288	1,956
Residential	4,017	31	4,212	57
Home equity	198		199	
Total	$104,349	$1,199	$106,011	$2,425
Impaired loans with related allowance:				
Commercial and industrial loans	$3,575	$10	$3,590	$20
Real estate Loans:				
Commercial and farmland	5,137	5	5,204	10
Total	$8,712	$15	$8,794	$30
Total Impaired Loans	$113,061	$1,214	$114,805	$2,455

	Three Months Ended June 30, 2013		Six Months Ended June 30, 2013	
	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
Impaired loans with no related allowance:				
Commercial and industrial loans	$5,864	$35	$6,138	$69
Agriculture production financing and other loans to farmers	33		33	
Real estate Loans:				
Construction	3,060	19	3,070	38
Commercial and farmland	32,932	382	33,192	760
Residential	6,067	18	6,372	37

Home equity	226		245	
Other loans	31		32	
Total	$48,213	$454	$49,082	$904
Impaired loans with related allowance:				
Commercial and industrial loans	$5,669	$3	$6,138	$5
Real estate Loans:				
Construction	599		599	
Commercial and farmland	9,227		9,323	
Residential	238		240	
Other loans	$152		$156	
Total	$15,885	$3	$16,456	$5
Total Impaired Loans	$64,098	$457	$65,538	$909

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

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

- Pass - Loans that are considered to be of acceptable credit quality.
- Special Mention - Loans which possess some credit deficiency or potential weakness, which deserves close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the asset or in the Corporation's credit position at some future date. Special mention assets are not adversely classified and do not expose the Corporation to sufficient risk to warrant adverse classification. The key distinctions of this category's classification are that it is indicative of an unwarranted level of risk; and weaknesses are considered “potential”, not “defined”, impairments to the primary source of repayment. Examples include businesses that may be suffering from inadequate management, loss of key personnel or significant customer or litigation.
- Substandard - A substandard loan is inadequately protected by the current net worth and paying capacity of the obligor or of the collateral pledged, if any. Assets so classified have a well-defined weakness that jeopardizes the liquidation of the debt. They are characterized by the distinct possibility that the Corporation will sustain some loss if the deficiencies are not corrected. Other characteristics may include:
    - the likelihood that a loan will be paid from the primary source of repayment is uncertain or financial deterioration is underway and very close attention is warranted to ensure that the loan is collected without loss,
    - the primary source of repayment is gone, and the Corporation is forced to rely on a secondary source of repayment, such as collateral liquidation or guarantees,
    - loans have a distinct possibility that the Corporation will sustain some loss if deficiencies are not corrected,
    - unusual courses of action are needed to maintain a high probability of repayment,
    - the borrower is not generating enough cash flow to repay loan principal; however, it continues to make interest payments,
    - the Corporation is forced into a subordinated or unsecured position due to flaws in documentation,
    - loans have been restructured so that payment schedules, terms and collateral represent concessions to the borrower when compared to the normal loan terms,
    - the Corporation is seriously contemplating foreclosure or legal action due to the apparent deterioration of the loan, and
    - there is significant deterioration in market conditions to which the borrower is highly vulnerable.
- Doubtful - Loans that have all of the weaknesses of those classified as Substandard. However, based on currently existing facts, conditions and values, these weaknesses make full collection of principal highly questionable and improbable. Other credit characteristics may include the primary source of repayment is gone or there is considerable doubt as to the quality of the secondary sources of repayment. The possibility of loss is high, but because of certain important pending factors that may strengthen the loan, loss classification is deferred until the exact status of repayment is known.

Loss – Loans that are considered uncollectible and of such little value that continuing to carry them as an asset is not warranted. Loans will be classified as Loss when it is neither practical not desirable to defer writing off or reserving all or a portion of a basically worthless asset, even though partial recovery may be possible at some time in the future.

The following tables summarize the credit quality of the Corporation’s loan portfolio, by loan class for the periods indicated. Consumer non-performing loans include accruing consumer loans 90 plus days delinquent and consumer non-accrual loans. The entire balance of a loan is considered delinquent if the minimum payment contractually required to be made is not received by the specified date. Loans that evidenced deterioration of credit quality since origination and it was probable, at acquisition, that all contractually required payments would not be collected are included in the applicable categories below.

	June 30, 2014							
	Commercial Pass	Commercial Special Mention	Commercial Substandard	Commercial Doubtful	Commercial Loss	Consumer Performing	Consumer Non-Performing	Total
Commercial and industrial loans	$794,840	$ 14,787	$ 47,917	$ 300				$857,844
Agriculture production financing and other loans to farmers	85,965	1,780	14,525					102,270
Real estate Loans:								
Construction	141,902	1,060	10,893			$11,368	$ 165	165,388
Commercial and farmland	1,488,792	45,513	86,896				235	1,621,436
Residential	144,005	2,377	8,153			462,455	12,172	629,162
Home equity	6,240	292	794			252,130	2,355	261,811
Individuals' loans for household and other personal expenditures						61,358	175	61,533
Lease financing receivables, net of unearned income	1,115		116					1,231
Other loans	22,047		11					22,058
Loans	$2,684,906	$ 65,809	$ 169,305	$ 300		$787,311	$ 15,102	$3,722,733

	December 31, 2013							
	Commercial Pass	Commercial Special Mention	Commercial Substandard	Commercial Doubtful	Commercial Loss	Consumer Performing	Consumer Non-Performing	Total
Commercial and industrial loans	$708,835	$ 11,332	$ 41,013	$ 525				$761,705
Agriculture production financing and other loans to farmers	114,318		30					114,348
Real estate Loans:								

Construction	162,976	1,132	12,029				$ 945	177,082
Commercial and farmland	1,473,714	57,676	80,184				235	1,611,809
Residential	143,657	2,232	11,494	136		$ 448,494	10,372	616,385
Home equity	6,194	35	1,184			246,101	1,709	255,223
Individuals' loans for household and other personal expenditures						69,666	117	69,783
Lease financing receivables, net of unearned income	1,420		125					1,545
Other loans	24,334		195					24,529
Loans	$ 2,635,448	$ 72,407	$ 146,254	$ 661		$ 764,261	$ 13,378	$ 3,632,409

PART I. FINANCIAL INFORMATION
ITEM 1. NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS
(table dollar amounts in thousands, except share data)
(Unaudited)

The following table shows a past due aging of the Corporation’s loan portfolio, by loan class as of June 30, 2014, and December 31, 2013:

	June 30, 2014						
	Current	30-59 Days Past Due	60-89 Days Past Due	Loans > 90 Days And Accruing	Non-Accrual	Total Past Due & Non-Accrual	Total
Commercial and industrial loans	$842,996	$5,403	$2,045		$ 7,400	$ 14,848	$857,844
Agriculture production financing and other loans to farmers	101,864	380			26	406	102,270
Real estate Loans:							
Construction	161,867	473		$134	2,914	3,521	165,388
Commercial and farmland	1,589,583	3,968	2,792	90	25,003	31,853	1,621,436
Residential	610,191	3,392	1,449	787	13,343	18,971	629,162
Home equity	257,791	733	736	118	2,433	4,020	261,811
Individuals' loans for household and other personal expenditures	60,880	423	54	6	170	653	61,533
Lease financing receivables, net of unearned income	1,231						1,231
Other loans	22,058						22,058
Loans	$3,648,461	$14,772	$7,076	$1,135	$ 51,289	$ 74,272	$3,722,733

	December 31, 2013						
	Current	30-59 Days Past Due	60-89 Days Past Due	Loans > 90 Days And Accruing	Non-Accrual	Total Past Due & Non-Accrual	Total
Commercial and industrial loans	$749,020	$2,628	$774		$ 9,283	$ 12,685	$761,705
Agriculture production financing and other loans to farmers	114,305	13			30	43	114,348
Real estate Loans:							
Construction	171,046	1,058			4,978	6,036	177,082
Commercial and farmland	1,573,403	3,807	5,801	$703	28,095	38,406	1,611,809
Residential	595,192	7,156	1,475	494	12,068	21,193	616,385
Home equity	251,188	1,652	563	153	1,667	4,035	255,223
Individuals' loans for household and other personal expenditures	69,061	550	55		117	722	69,783
Lease financing receivables, net of unearned income	1,545						1,545
Other loans	24,365				164	164	24,529
Loans	$3,549,125	$16,864	$8,668	$1,350	$ 56,402	$ 83,284	$3,632,409

See the information regarding the analysis of loan loss experience in the "LOAN QUALITY/PROVISION FOR LOAN LOSSES" section of Management's Discussion and Analysis of Financial Condition and Results of Operations included as ITEM 2 of this Form 10-Q.

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

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

	Three Months Ended June 30, 2014			Six Months Ended June 30, 2014		
	Pre-Modification Recorded Balance	Post-Modification Recorded Balance	Number of Loans	Pre-Modification Recorded Balance	Post-Modification Recorded Balance	Number of Loans
Real estate Loans:						
Commercial and farmland	$259	$ 259	1	$259	$ 259	1
Residential	242	242	3	372	376	6
Individuals' loans for household and other personal expenditures	11	11	1	26	26	2
Total	$512	$ 512	5	$657	$ 661	9

	Three Months Ended June 30, 2013			Six Months Ended June 30, 2013		
	Pre-Modification Recorded Balance	Post-Modification Recorded Balance	Number of Loans	Pre-Modification Recorded Balance	Post-Modification Recorded Balance	Number of Loans
Commercial and industrial loans	$36	$ 36	1	$133	$ 133	4
Real estate Loans:						
Commercial and farmland	4,474	3,550	2	4,985	3,981	4
Residential	432	420	5	467	457	6
Individuals' loans for household and other personal expenditures	44	45	2	44	45	2
Total	$4,986	$ 4,051	10	$5,629	$ 4,616	16

The following tables show the recorded investment of troubled debt restructurings, by modification type, that occurred during the periods indicated:

	Three Months Ended June 30, 2014			
	Term Modification	Rate Modification	Combination	Total Modification
Real estate Loans:				
Commercial and farmland	$272			$272
Residential	95		$122	217
Home Equity		$23		23
Individuals' loans for household and other personal expenditures			11	11
Total	$367	$23	$133	$523

	Six Months Ended June 30, 2014			
	Term Modification	Rate Modification	Combination	Total Modification
Real estate Loans:				
Commercial and farmland	$272			$272
Residential	95	$60	$122	277
Home Equity		94		94
Individuals' loans for household and other personal expenditures			25	25
Total	$367	$154	$147	$668

	Three Months Ended June 30, 2013			
	Term Modification	Rate Modification	Combination	Total Modification
Commercial and industrial loans	$36			$36
Real estate Loans:				
Commercial and farmland			$3,549	3,549
Residential		$100	319	419
Individuals loans for household and other personal expenditures			45	45
Total	$36	$100	$3,913	$4,049

	Six Months Ended June 30, 2013			
	Term Modification	Rate Modification	Combination	Total Modification
Commercial and industrial loans	$60		$66	$126
Real estate Loans:				
Commercial and farmland			3,935	3,935
Residential		$100	355	455
Individuals' loans for household and other personal expenditures			45	45
Total	$60	$100	$4,401	$4,561

Loans secured by residential real estate made up 57 percent of the post-modification balance of troubled debt restructured loans made in the six months ended June 30, 2014.

There were no troubled debt restructures that occurred during the twelve months ended June 30, 2014 that subsequently defaulted during the period indicated and remained in default at period end. The following table summarizes the troubled debt restructures that occurred during the twelve months ended June 30, 2013, that subsequently defaulted during the period indicated and remained in default at period end. For purposes of this schedule, a loan is considered in default if it is 30 or more days past due.

	Three Months Ended June 30, 2013		Six Months Ended June 30, 2013	
	Number of Loans	Recorded Balance	Number of Loans	Recorded Balance
Commercial and industrial loans	1	$3	1	$3
Real estate Loans:				
Commercial and farmland			1	223
Total	1	$3	2	$226

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

NOTE 5

ACCOUNTING FOR CERTAIN LOANS ACQUIRED IN A PURCHASE

On February 10, 2012, First Merchants Bank, N.A. (the "Bank") assumed $113.0 million in loans as part of a Purchase and Assumption Agreement. This loan portfolio was acquired at a fair value discount of $19.2 million.

On November 12, 2013, the Corporation acquired all of the assets of CFS Bancorp, Inc. as discussed in NOTE 2. BUSINESS COMBINATIONS included in the Notes to Consolidated Condensed Financial Statements of this Form 10-Q. The acquired assets included $639.6 million in loans which were acquired at a fair value discount of $36.5 million.

Loans acquired in the transactions described above are included in NOTE 4. LOANS AND ALLOWANCE included in the Notes to Consolidated Condensed Financial Statements of this Form 10-Q.

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

The following table includes the outstanding balance and carrying amount of loans acquired during the years ended December 31, 2012 and 2013, which are included in the balance sheet amounts of loans receivable at June 30, 2014 and December 31, 2013.

	June 30, 2014			December 31, 2013		
	CFS	SCB	Total	CFS	SCB	Total
Commercial and industrial loans	$78,574	$7,637	$86,211	$81,303	$8,184	$89,487
Agricultural production financing and other loans to farmers		793	793		1,161	1,161
Real estate loans:						
Construction	14,830		14,830	17,962		17,962
Commercial and farmland	285,428	19,819	305,247	311,631	23,418	335,049
Residential	157,355	7,955	165,310	166,754	9,359	176,113
Home Equity	43,745	16,795	60,540	49,042	18,236	67,278
Individuals' loans for household and other personal expenditures	1,526	173	1,699	2,360	269	2,629
Other Loans	88		88	132	407	539
Total	$581,546	$53,172	$634,718	$629,184	$61,034	$690,218
Carrying Amount	$549,167	$44,829	$593,996	$585,913	$50,269	$636,182
Allowance	365	17	382		229	229
Carrying Amount Net of Allowance	$548,802	$44,812	$593,614	$585,913	$50,040	$635,953

The balance of the allowance for loan losses and the corresponding provision expense for loans acquired and accounted for under ASC 310-30 was $382,000 and $229,000 at June 30, 2014 and December 31, 2013, respectively.

As customer cash flow expectations have improved, nonaccretable yield was reclassified to accretable yield. The accretable yield, or income expected to be collected, and reclassifications from nonaccretable yield, are identified in the table below.

	Three Months Ended June 30, 2014			Three Months Ended June 30, 2013
	CFS	SCB	Total	SCB
Beginning balance	$12,411	$5,415	$17,826	$4,371
Additions				
Accretion	(1,731)	(442)	(2,173)	(412)
Reclassification from nonaccretable	1,543	136	1,679	
Disposals	(138)	(40)	(178)	
Ending balance	$12,085	$5,069	$17,154	$3,959

	Six Months Ended June 30, 2014			Six Months Ended June 30, 2013
	CFS	SCB	Total	SCB
Beginning balance	$13,435	$5,864	$19,299	$5,142
Additions				
Accretion	(2,886)	(1,056)	(3,942)	(1,183)
Reclassification from nonaccretable	1,781	389	2,170	
Disposals	(245)	(128)	(373)	
Ending balance	$12,085	$5,069	$17,154	$3,959

NOTE 6

DERIVATIVE FINANCIAL INSTRUMENTS

Risk Management Objective of Using Derivatives

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

Cash Flow Hedges of Interest Rate Risk

The Corporation's objectives in using interest rate derivatives are to add stability to interest expense and to manage its exposure to interest rate movements. To accomplish these objectives, the Corporation primarily uses interest rate swaps and interest rate caps as part of its interest rate risk management strategy. Interest rate swaps designated as cash flow hedges involve the payment of fixed amounts to a counterparty in exchange for the Corporation receiving variable payments over the life of the agreements without exchange of the underlying notional amount. Interest rate caps designated as cash flow hedges involve the receipt of variable amounts from a counterparty if interest rates rise above the strike rate on the contract in exchange for an up-front premium. As of June 30, 2014, the Corporation had five interest rate swaps with a notional amount of $56.0 million and one interest rate cap with a notional amount of $13.0 million that were designated as cash flow hedges. As of June 30, 2013, the Corporation had two interest rate swaps with a notional amount of $26.0 million and one interest rate cap with a notional amount of $13.0 million that were designated as cash flow hedges.

The effective portion of changes in the fair value of derivatives designated and that qualify as cash flow hedges is recorded in accumulated other comprehensive income and is subsequently reclassified into earnings in the period that the hedged forecasted transaction affects earnings. During 2014, $26.0 million of the interest rate swaps and the $13.0 million interest rate cap were used to hedge the variable cash outflows (LIBOR-based) associated with existing trust preferred securities when the outflows converted from a fixed rate to variable rate in September of 2012. In addition, the remaining $30.0 million of interest rate swaps were used to hedge the variable cash outflows (LIBOR-based) associated with three Federal Home Loan Bank advances. The ineffective portion of the change in fair value of the derivatives is recognized directly in earnings. During the three and six months ended June 30, 2014, and 2013, the

Corporation did not recognize any ineffectiveness.

Amounts reported in accumulated other comprehensive income related to derivatives will be reclassified to interest expense as interest payments are made on the Corporation's variable-rate liabilities. During the next twelve months, the Corporation expects to reclassify $1,403,000 from accumulated other comprehensive income to interest expense.

Non-designated Hedges

The Corporation does not use derivatives for trading or speculative purposes. Derivatives not designated as hedges are not speculative and result from a service the Corporation provides to certain customers. The Corporation executes interest rate swaps with commercial banking customers to facilitate their respective risk management strategies. Those interest rate swaps are simultaneously hedged by offsetting interest rate swaps that the Corporation executes with a third party, such that the Corporation minimizes its net risk exposure resulting from such transactions. As the interest rate swaps associated with this program do not meet the strict hedge accounting requirements, changes in the fair value of both the customer swaps and the offsetting swaps are recognized directly in earnings. As of June 30, 2014, the notional amount of customer-facing swaps was approximately $144,281,000. This amount is offset with third party counterparties, as described above.

Fair Values of Derivative Instruments on the Balance Sheet

The table below presents the fair value of the Corporation's derivative financial instruments, as well as their classification on the Balance Sheet, as of June 30, 2014, and December 31, 2013.

	Asset Derivatives				Liability Derivatives			
	June 30, 2014		December 31, 2013		June 30, 2014		December 31, 2013	
	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
Derivatives designated as hedging instruments:								
Interest rate contracts	Other Assets	$202	Other Assets	$1,162	Other Liabilities	$1,954	Other Liabilities	$1,021
Derivatives not designated as hedging instruments:								
Interest rate contracts	Other Assets	$2,763	Other Assets	$2,847	Other Liabilities	$2,860	Other Liabilities	$2,932

Effect of Derivative Instruments on the Income Statement

The tables below present the effect of the Corporation's derivative financial instruments on the Income Statement for three and six months ended June 30, 2014, and 2013.

Derivatives Not Designated as Hedging Instruments under FASB ASC 815-10	Location of Gain (Loss) Recognized Income on Derivative	Amount of Gain (Loss) Recognized Income on Derivative	Amount of Gain (Loss) Recognized Income on Derivative
		Three Months Ended June 30, 2014	Six Months Ended June 30, 2014
Interest rate contracts	Other income	$(31)	$(12)

Derivatives Not Designated as Hedging Instruments under FASB ASC 815-10	Location of Gain (Loss) Recognized Income on Derivative	Amount of Gain (Loss) Recognized Income on Derivative	Amount of Gain (Loss) Recognized Income on Derivative
		Three Months Ended June 30, 2013	Six Months Ended June 30, 2013
Interest rate contracts	Other income	$200	$266

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

Derivatives in Cash Flow Hedging Relationships	Amount of Gain (Loss) Recognized in Other Comprehensive Income on Derivative (Effective Portion)			
	Three Months ended		Six Months ended	
	June 30, 2014	June 30, 2013	June 30, 2014	June 30, 2013
Interest Rate Products	$(1,292)	$1,501	$(2,558)	$1,798

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

Location of Loss Reclassified from Accumulated Other Comprehensive Income (Effective Portion)	Amount of Gain (Loss) Reclassified from Other Comprehensive Income into Income (Effective Portion)			
	Three Months ended		Six Months ended	
	June 30, 2014	June 30, 2013	June 30, 2014	June 30, 2013
Interest Expense	$(351)	$(192)	$(695)	(380)

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

Credit-risk-related Contingent Features

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

The Corporation also has agreements with certain of its derivative counterparties that contain a provision where if the Corporation defaults on any of its indebtedness, including default where repayment of the indebtedness has not been accelerated by the lender, the Corporation could also be declared in default on its derivative obligations. As of June 30, 2014, the termination value of derivatives in a net liability position related to these agreements was $4,871,000. As of June 30, 2014, the Corporation had minimum collateral posting thresholds with certain of its derivative counterparties and had posted collateral of $4,451,000. If the Corporation had breached any of these provisions at June 30, 2014, it could have been required to settle its obligations under the agreements at their termination value.

NOTE 7

DISCLOSURES ABOUT FAIR VALUE OF ASSETS AND LIABILITIES

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

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

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

Recurring Measurements

The following table presents the fair value measurements of assets and liabilities recognized in the Consolidated Condensed Balance Sheets measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall at June 30, 2014, and December 31, 2013.

		Fair Value Measurements Using:		
June 30, 2014	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Available for sale securities:				
U.S. Treasury	$16,013		$16,013	
U.S. Government-sponsored agency securities	3,277		3,277	
State and municipal	246,707		239,972	$6,735
U.S. Government-sponsored mortgage-backed securities	346,687		346,687	
Corporate obligations	794			794
Equity securities	1,706		1,702	4
Interest rate swap asset	2,763		2,763	
Interest rate cap	202		202	
Interest rate swap liability	4,814		4,814	

		Fair Value Measurements Using:		
December 31, 2013	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Available for sale securities:				
U.S. Treasury	$15,973		$15,973	
U.S. Government-sponsored agency securities	3,545		3,545	
State and municipal	230,987		223,752	$7,235
U.S. Government-sponsored mortgage-backed securities	281,252		281,252	
Corporate obligations	2,738			2,738
Equity securities	1,706		1,702	4
Interest rate swap asset	3,619		3,619	

Interest rate cap	390	390
Interest rate swap liability	3,953	3,953

Following is a description of the valuation methodologies and inputs used for instruments measured at fair value on a recurring basis and recognized in the accompanying Consolidated Condensed Balance Sheets, as well as the general classification of such instruments pursuant to the valuation hierarchy. There have been no significant changes in the valuation techniques as of June 30, 2014.

Available for Sale Investment Securities

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

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

Corporate Obligations

Corporate obligations are primarily comprised of pooled trust preferred securities and are classified as Level 3 inputs in the fair value hierarchy. These securities were rated A or better at inception, but at June 30, 2014, Moody’s ratings on these securities ranged from Ca to C. The issuers in these securities are primarily banks, but some of the pools do include a limited number of insurance companies. On a quarterly basis, the Corporation uses an other-than-temporary impairment (“OTTI”) evaluation process to compare the present value of expected cash flows to determine whether an adverse change in cash flows has occurred. The OTTI evaluation process considers the structure and term of the collateralized debt obligation (“CDO”), interest rates, principal balances of note classes and underlying issuers, the timing and amount of interest and principal payments of the underlying issuers, and the allocation of the payments to the note classes. The current estimate of expected cash flows is based on the most recent trustee reports and any other relevant market information including announcements of interest payment deferrals or defaults of underlying trust preferred securities. Assumptions used in the evaluation process include expected future default rates and prepayments as well as recovery assumptions on defaults and deferrals. In addition, the process is used to “stress” each CDO, or make assumptions more severe than expected activity, to determine the degree to which assumptions could deteriorate before the CDO could no longer fully support repayment of the Corporation’s note class. Upon completion of the June 30, 2014 quarterly evaluation process, the conclusion was no OTTI for the three months ending June 30, 2014, or for the three months ended June 30, 2013.

In the second quarter of 2014, the Corporation sold four of its six trust preferred securities with an amortized cost of $4.8 million, which resulted in a net gain of $641,000. The Corporation has two remaining trust preferred securities. Such investments have an amortized cost of $1.5 million and a fair value of $764,000.

Interest Rate Derivative Agreements

See information regarding the Corporation's interest rate derivative products in NOTE 6. DERIVATIVE FINANCIAL INSTRUMENTS, included within the Notes to Consolidated Condensed Financial Statements of this Form 10-Q.

Level 3 Reconciliation

The following is a reconciliation of the beginning and ending balances of recurring fair value measurements recognized in the Consolidated Condensed Balance Sheets using significant unobservable (Level 3) inputs for three and six months ended June 30, 2014, and 2013.

	Available for Sale Securities			
	Three Months Ended June 30, 2014	Three Months Ended June 30, 2013	Six Months Ended June 30, 2014	Six Months Ended June 30, 2013
Balance at beginning of the period	$11,494	$17,678	$9,977	$18,328
Total realized and unrealized gains and losses:				
Included in net income				
Included in other comprehensive income	835	140	2,893	(35)
Purchases, issuances and settlements				
Transfers in/(out) of Level 3				
Principal payments	(4,796)	97	(5,337)	(378)
Ending balance	$7,533	$17,915	$7,533	$17,915

There were no gains or losses for the period included in earnings that were attributable to the changes in unrealized gains or losses related to assets or liabilities held at June 30, 2014 or December 31, 2013.

Nonrecurring Measurements

The following table presents the fair value measurement of assets and liabilities measured at fair value on a nonrecurring basis and the level within the fair value hierarchy in which the fair value measurements fall at June 30, 2014, and December 31, 2013.

		Fair Value Measurements Using		
June 30, 2014	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Impaired loans (collateral dependent)	$12,049			$12,049
Other real estate owned	$5,047			$5,047

		Fair Value Measurements Using		
December 31, 2013	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Impaired loans (collateral dependent)	$12,117			$12,117
Other real estate owned	$6,877			$6,877

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

Impaired Loans (collateral dependent)

Loans for which it is probable that the Corporation will not collect all principal and interest due according to contractual terms are measured for impairment. Allowable methods for determining the amount of impairment include estimating fair value of the collateral for collateral dependent loans. If the impaired loan is identified as collateral dependent, then the fair value method of measuring the amount of impairment is utilized. This method requires obtaining a current independent appraisal of the collateral and applying a discount factor to the value. A portion of the allowance for loan losses is allocated to impaired loans if the value of such loans is deemed to be less than the unpaid balance. If these allocations cause the allowance for loan losses to increase, such increase is reported as a component of the provision for loan losses. Loan losses are charged against the allowance when management believes the uncollectability of the loan is confirmed. During 2014, certain impaired loans were partially charged off or re-evaluated. Impaired loans that are collateral dependent are classified within Level 3 of the fair value hierarchy when impairment is determined using the fair value method.

Other Real Estate Owned

The fair value for impaired loans and other real estate owned is measured based on the value of the collateral securing those loans or real estate and is determined using several methods. The fair value of real estate is generally determined based on appraisals by qualified licensed appraisers. The appraisers typically determine the value of the real estate by utilizing an income or market valuation approach. If an appraisal is not available, the fair value may be determined by using a cash flow analysis. Fair value on other collateral such as business assets is typically ascertained by assessing, either singularly or some combination of, asset appraisals, accounts receivable aging reports, inventory listings and/or customer financial statements. Both appraised values and values based on borrower’s financial information are discounted as considered appropriate based on age and quality of the information and current market conditions.

Unobservable (Level 3) Inputs

The following table presents quantitative information about unobservable inputs used in recurring and nonrecurring Level 3 fair value measurements, other than goodwill, at June 30, 2014.

	Fair Value	Valuation Technique	Unobservable Inputs	Range (Weighted-Average)
State and municipal securities	$6,735	Discounted cash flow	Maturity/Call date	1 month to 18 yrs
			Blend of US Muni BQ curve Discount rate	A- to BBB- 1% - 6%
Corporate obligations/Equity securities	$798	Discounted cash flow	Risk free rate	3 month LIBOR
			plus Premium for illiquidity	plus 200bps
Impaired loans (collateral dependent)	$12,049	Collateral based measurements	Discount to reflect current market conditions and ultimate collectability	0% - 50% (1%)
Other real estate owned	$5,047	Appraisals	Discount to reflect current market conditions	0% - 20% (5%)

Sensitivity of Significant Unobservable Inputs

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

State and Municipal Securities

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

Corporate Obligations/Equity Securities

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

Fair Value of Financial Instruments

The following table presents estimated fair values of the Corporation’s financial instruments and the level within the fair value hierarchy in which the fair value measurements fall at June 30, 2014, and December 31, 2013.

		June 30, 2014 (unaudited)		
	Carrying Amount	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Cash and due from banks	$115,891	$115,891		
Interest-bearing time deposits	27,856	27,856		
Investment securities available for sale	615,184		$607,651	$7,533
Investment securities held to maturity	598,903		577,251	34,911
Mortgage loans held for sale	7,370		7,370	
Loans	3,654,366			3,622,231
Federal Reserve Bank and Federal Home Loan Bank stock	43,127		43,127	
Interest rate swap and cap asset	2,965		2,965	
Interest receivable	18,341		18,341	
Liabilities:				
Deposits	$4,329,610	$3,292,460	$1,019,785	
Borrowings:				
Federal funds purchased	100,000		100,000	
Securities sold under repurchase agreements	133,137		133,150	
Federal Home Loan Bank advances	220,765		221,342	
Subordinated debentures and term loans	126,874		84,090	
Interest rate swap liability	4,814		4,814	
Interest payable	2,489		2,489	

		December 31, 2013		
	Carrying Amount	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Cash and due from banks	$109,434	$109,434		

Interest-bearing time deposits	55,069	55,069		
Investment securities available for sale	536,201		$526,224	$9,977
Investment securities held to maturity	559,378		525,998	34,849
Mortgage loans held for sale	5,331		5,331	
Loans	3,564,539			3,506,615
Federal Reserve Bank and Federal Home Loan Bank stock	38,990		38,990	
Interest rate swap and cap asset	4,009		4,009	
Interest receivable	18,672		18,672	
Liabilities:				
Deposits	$4,231,468	$3,082,117	$934,937	
Borrowings:				
Federal funds purchased	125,645		125,645	
Securities sold under repurchase agreements	148,672		148,852	
Federal Home Loan Bank advances	122,140		122,962	
Subordinated debentures and term loans	126,807		82,607	
Interest rate swap liability	3,953		3,953	
Interest payable	1,771		1,771	

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

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

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

Investment securities: Fair value is based on quoted market prices, if available. If a quoted market price is not available, fair value is estimated using quoted market prices for similar securities. The fair value of certain Level III securities is estimated using discounted cash flow analysis, using interest rates currently being offered on investments with similar maturities and investment quality.

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

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

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

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

Interest Receivable and Interest Payable: The fair value of interest receivables/payable approximates the carrying amount.

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

Federal funds purchased: The fair value of Federal Funds purchased approximates the carrying amount.

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

NOTE 8

ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

The following table summarizes the changes in the balances of each component of accumulated other comprehensive income (loss), net of tax, as of June 30, 2014 and 2013:

	Accumulated Other Comprehensive Income (Loss)				
	Unrealized Gains (Losses) on Securities Available for Sale	Unrealized Gains (Losses) on Securities Available for Sale for which a Portion of Other-Than-Temporary Impairment has been Recognized in Income	Unrealized Gains (Losses) on Cash Flow Hedges	Unrealized Gains (Losses) on Defined Benefit Plans	Total
Balance at December 31, 2013	$1,566	$ (1,847)	$(501)	$(5,628)	$(6,410)
Other comprehensive income before reclassifications	11,055	1,702	(1,663)		11,094
Amounts reclassified from accumulated other comprehensive income	(926)		452		(474)
Period change	10,129	1,702	(1,211)	—	10,620
Balance at June 30, 2014	$11,695	$ (145)	$(1,712)	$(5,628)	$4,210
Balance at December 31, 2012	$17,904	$ (3,272)	$(2,652)	$(17,479)	$(5,499)
Other comprehensive income before reclassifications	(11,773)	281	1,169		(10,323)
Amounts reclassified from accumulated other comprehensive income	(317)		247	713	643
Period change	(12,090)	281	1,416	713	(9,680)
Balance at June 30, 2013	$5,814	$ (2,991)	$(1,236)	$(16,766)	$(15,179)

The following table presents the reclassification adjustments out of accumulated other comprehensive income (loss) that were included in net income in the Consolidated Condensed Statements of Income for the three and six months ended June 30, 2014 and 2013:

	Amount Reclassified from Accumulated Other Comprehensive Income (Loss) For the Three Months Ended June 30,		
Details about Accumulated Other Comprehensive Income (Loss)Components	2014	2013	Affected Line Item in the Statements of Income
Unrealized gains (losses) on available for sale securities [1]			
Realized securities gains reclassified into income	$844	$239	Other income - net realized gains on sales of available for sale securities
Related income tax expense	(295)	(84)	Income tax expense
	$549	$155	
Unrealized gains (losses) on cash flow hedges [2]			
Interest rate contracts	$(351)	$(192)	Interest expense - subordinated debentures and term loans
Related income tax benefit	123	67	Income tax expense
	$(228)	$(125)	
Unrealized gains (losses) on defined benefit plans			
Amortization of net loss and prior service costs		$(112)	Other expenses - salaries and employee benefits
Related income tax benefit		39	Income tax expense
	$—	$(73)	
Total reclassifications for the period, net of tax	$321	$(43)	

Amount Reclassified from Accumulated Other Comprehensive Income (Loss) For the Six Months Ended

	June 30,		
Details about Accumulated Other Comprehensive Income (Loss)Components	2014	2013	Affected Line Item in the Statements of Income
Unrealized gains (losses) on available for sale securities (1)			
Realized securities gains reclassified into income	$1,425	$487	Other income - net realized gains on sales of available for sale securities
Related income tax expense	(499)	(170)	Income tax expense
	$926	$317	
Unrealized gains (losses) on cash flow hedges (2)			
Interest rate contracts	$(695)	$(380)	Interest expense - subordinated debentures and term loans
Related income tax benefit	243	133	Income tax expense
	$(452)	$(247)	
Unrealized gains (losses) on defined benefit plans			
Amortization of net loss and prior service costs		$(1,097)	Other expenses - salaries and employee benefits
Related income tax benefit		384	Income tax expense
	$—	$(713)	
Total reclassifications for the period, net of tax	$474	$(643)	

(1) For additional detail related to unrealized gains (losses) on available for sale securities and related amounts reclassified from accumulated other comprehensive income see NOTE 3. INVESTMENT SECURITIES.

(2) For additional detail related to unrealized gains (losses) on cash flow hedges and related amounts reclassified from accumulated other comprehensive income see NOTE 6. DERIVATIVE FINANCIAL INSTRUMENTS.

NOTE 9

SHARE-BASED COMPENSATION

Stock options and restricted stock awards ("RSAs") have been issued to directors, officers and other management employees under the Corporation's 1999 Long-term Equity Incentive Plan and the 2009 Long-term Equity Incentive Plan. The stock options, which have a ten year life, become 100 percent vested ranging from six months to two years and are fully exercisable when vested. Option exercise prices equal the Corporation's common stock closing price on NASDAQ on the date of grant. RSAs provide for the issuance of shares of the Corporation's common stock at no cost to the holder and generally vest after three years. The RSAs vest only if the employee is actively employed by the Corporation on the vesting date and, therefore, any unvested shares are forfeited. RSAs for employees retired from the Corporation continue to vest after retirement. Deferred stock units ("DSUs") can be credited to non-employee directors who have elected to defer payment of compensation under the Corporation's 2008 Equity Compensation Plan for Non-employee Directors. DSUs credited are equal to the restricted shares that the non-employee director would have received under the plan. As of June 30, 2014, there were no outstanding DSUs.

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

Compensation expense related to unvested share-based awards is recorded by recognizing the unamortized grant date fair value of these awards over the remaining service periods of those awards, with no change in historical reported fair values and earnings. Awards are valued at fair value in accordance with provisions of share-based compensation guidance and are recognized on a straight-line basis over the service periods of each award. To complete the exercise of vested stock options, RSA’s and ESPP options, the Corporation generally issues new shares from its authorized but unissued share pool. Share-based compensation for the three and six months ended June 30, 2014 was $554,000 and $1,059,000 compared to $436,000 and $810,000 for the three and six months ended June 30, 2013. Share-based compensation has been recognized as a component of salaries and benefits expense in the accompanying CONSOLIDATED CONDENSED STATEMENTS OF INCOME.

The estimated fair value of the stock options granted during 2013 and in prior years was calculated using a Black Scholes option pricing model. There were no stock options granted in 2014.

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

Share-based compensation expense recognized in the CONSOLIDATED CONDENSED STATEMENTS OF INCOME is based on awards ultimately expected to vest and is reduced for estimated forfeitures. Share-based compensation guidance requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods, if actual forfeitures differ from those estimates. Pre-vesting forfeitures were estimated to be approximately 5.5 percent for the six months ended June 30, 2014, based on historical experience.

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

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
Stock and ESPP Options				
Pre-tax compensation expense	$30	$50	$74	$88
Income tax expense (benefit)	(2)	20	(5)	18
Stock and ESPP option expense, net of income taxes	$28	$70	$69	$106
Restricted Stock Awards				
Pre-tax compensation expense	$524	$386	$985	$722
Income tax benefit	(183)	(135)	(344)	(252)
Restricted stock awards expense, net of income taxes	$341	$251	$641	$470
Total Share-Based Compensation				
Pre-tax compensation expense	$554	$436	$1,059	$810
Income tax benefit	(185)	(115)	(349)	(234)
Total share-based compensation expense, net of income taxes	$369	$321	$710	$576

As of June 30, 2014, unrecognized compensation expense related to stock options and RSAs totaling $15,000 and $3,476,000, respectively, is expected to be recognized over weighted-average periods of 0.64 and 1.56 years, respectively.

Stock option activity under the Corporation's stock option plans as of June 30, 2014 and changes during the six months ended June 30, 2014, were as follows:

	Number of Shares	Weighted-Average Exercise Price	Weighted Average Remaining Contractual Term (in Years)	Aggregate Intrinsic Value
Outstanding at January 1, 2014	958,786	$ 21.32		
Granted				
Exercised	(38,650)	$ 11.64		
Canceled	(68,707)	$ 22.55		
Outstanding June 30, 2014	851,429	$ 21.65	3.46	2,149,732
Vested and Expected to Vest at June 30, 2014	851,429	$ 21.65	2.95	2,149,732
Exercisable at June 30, 2014	842,429	$ 21.72	3.39	2,097,352

There were no options granted during the six months ended June 30, 2014. The weighted-average grant date fair value was $5.32 for stock options granted during the six months ended June 30, 2013.

The aggregate intrinsic value in the table above represents the total pre-tax intrinsic value (the difference between the Corporation's closing stock price on the last trading day of the first six months of 2014 and the exercise price, multiplied by the number of in-the-money options) that would have been received by the option holders had all option holders exercised their stock options on June 30, 2014. The amount of aggregate intrinsic value will change based on the fair market value of the Corporation's common stock. The aggregate intrinsic value of stock options exercised during the six months ended June 30, 2014 and 2013 was $388,000 and $52,000, respectively. Cash receipts of stock options exercised during this same period were $450,000 and $44,000, respectively.

The following table summarizes information on unvested RSAs outstanding as of June 30, 2014:

	Number of Shares	Weighted-Average Grant Date Fair Value
Unvested RSAs at January 1, 2014	429,002	$12.51
Granted	89,946	$20.47
Vested	(3,856)	$16.68
Forfeited	(117,185)	$9.30
Unvested RSAs at June 30, 2014	397,907	$15.24

The grant date fair value of ESPP options was estimated at the beginning of the January 1, 2014 quarterly offering period of approximately $24,000. The ESPP options vested during the three months ending June 30, 2014, leaving no unrecognized compensation expense related to unvested ESPP options at June 30, 2014.

PART I. FINANCIAL INFORMATION
ITEM 1. NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS
(table dollar amounts in thousands, except share data)
(Unaudited)

NOTE 10

Income Tax

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
Income Tax Expense :				
Currently Payable:				
Federal	$1,947	$1,646	$428	$740
State	135		245	
Deferred:				
Federal	3,560	2,509	9,338	8,083
State				
Total Income Tax Expense	$5,642	$4,155	$10,011	$8,823
Reconciliation of Federal Statutory to Actual Tax Expense:				
Federal statutory income tax at 35%	$7,281	$5,239	$13,577	$11,026
Tax-exempt interest income	(1,270)	(921)	(2,495)	(1,818)
Stock compensation	8	15	21	26
Earnings on life insurance	(228)	(214)	(490)	(459)
Tax credits	(297)	(18)	(595)	(36)
Other	148	54	(7)	84
Actual Tax Expense	$5,642	$4,155	$10,011	$8,823

NOTE 11

Net Income Per Share

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

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

The following table reconciles basic and diluted net income per share for the three and six months ended June 30, 2014 and 2013.

	Three Months Ended June 30,					
	2014			2013		
	Net Income	Weighted-Average Shares	Per Share Amount	Net Income	Weighted-Average Shares	Per Share Amount
Basic net income per share:	$15,160			$10,815		
Less: Preferred Stock dividends and discount accretion				(852)		
Net income available to common stockholders	15,160	36,026,763	$0.42	9,963	28,783,407	$0.35
Effect of dilutive stock options and warrants		267,386			240,106	
Diluted net income per share:						
Net income available to common stockholders	$15,160	36,294,149	$0.41	$9,963	29,023,513	$0.34

	Six Months Ended June 30,					
	2014			2013		
	Net Income	Weighted-Average Shares	Per Share Amount	Net Income	Weighted-Average Shares	Per Share Amount
Basic net income per share:	$28,780			$22,680		
Less: Preferred Stock dividends and discount accretion				(1,709)		
Net income available to common stockholders	28,780	35,991,794	$0.80	20,971	28,750,197	$0.73
Effect of dilutive stock options and warrants		285,754			246,577	
Diluted net income per share:						
Net income available to common stockholders	$28,780	36,277,548	$0.79	$20,971	28,996,774	$0.72

Stock options to purchase 584,194 and 695,868 shares for the three months ended June 30, 2014, and 2013, respectively, were not included in the earnings per share calculation because the exercise price exceeded the average market price.

Stock options to purchase 619,890 and 693,930 shares for the six months ended June 30, 2014 and 2013, respectively, were not included in the earnings per share calculation because the exercise price exceeded the average market price.

NOTE 12

IMPACT OF ACCOUNTING CHANGES

FASB ASU 2014-12, Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved After the Requisite Service Period - a consensus of the FASB Emerging Issues Task Force. The amendments in this update clarify that entities should treat performance targets that can be met after the requisite service period of a share-based payment award as performance conditions that affect vesting. Therefore, an entity would not record compensation expense (measured as of the grant date without taking into account the effect of the performance target) related to an award for which transfer to the employee is contingent on the entity’s satisfaction of a performance target until it becomes probable that the performance target will be met. The ASU does not contain any new disclosure requirements. The ASU is effective for interim and annual reporting periods beginning after December 15, 2015. Early adoption is permitted. In addition, entities will have the option of applying the guidance either prospectively (i.e., only to awards granted or modified on or after the effective date) or retrospectively. Retrospective application would only apply to awards with performance targets outstanding at or after the beginning of the first annual period presented (i.e., the earliest presented comparative period). The adoption of this accounting guidance is not expected to have a material effect on the Corporation's financial position or results of operations.

FASB ASU 2014-11, Transfers and Servicing: Repurchase-to-Maturity Transactions, Repurchase Financings, and Disclosures . The amendments in this update require entities to account for repurchase-to-maturity transactions as secured borrowings (rather than as sales with forward repurchase agreements), eliminates accounting guidance on linking repurchase financing transactions, and expands disclosure requirements related to certain transfers of financial assets that are accounted for as sales and certain transfers, such as repos, securities lending transactions, and repurchase-to-maturity transactions, accounted for as secured borrowings. The amendments in ASU 2014-11 are effective for the first interim or annual period beginning after December 15, 2014. The amendments must present changes in accounting for transactions outstanding on the effective date as a cumulative-effect adjustment to retained earnings as of the beginning of the period of adoption. Early application is prohibited. The adoption of this accounting guidance is not expected to have a material effect on the Corporation's financial position or results of operations.

FASB ASU 2014-09, Revenue from Contracts with Customers. The amendments in this update supersede virtually all existing GAAP revenue recognition guidance, including most industry-specific revenue recognition guidance. ASU 2014-09 creates a single, principle-based revenue recognition framework and will require entities to apply significantly more judgment and expanded disclosures surrounding revenue recognition. The core principle requires an entity to recognize revenue in a manner that depicts the transfer of goods or services to customers at an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. ASU 2014-09 applies to contracts with customers to provide goods and services, with certain exclusions such as lease contracts, financing arrangements, and financial instruments. The amendments in ASU 2014-09 are effective for fiscal years beginning after December 15, 2016. The amendments can be adopted using either the full retrospective approach or a modified retrospective approach. Early adoption is prohibited. The Corporation is in process of assessing the potential impact the adoption of this guidance will have on its consolidated financial statements.

FASB ASU 2014-08,Presentation of Financial Statements and Property, Plant, and Equipment: Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity. The amendments in this update change the definition of a discontinued operation in ASC 205-20 and requires additional disclosures for transactions that meet the definition of a discontinued operation and certain other significant transactions that do not meet the discontinued operations criteria. The amendments in ASU 2014-08 are effective prospectively for all disposals, except disposals classified as held for sale before the adoption date or components initially classified as held for sale in periods beginning on or after December 15, 2014, with early adoption permitted. The adoption of this accounting guidance is not expected to have a material effect on the Corporation's financial position or results of operations.

FASB ASU 2014-04, Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans upon Foreclosure. ASU 2014-04 amends the guidance in ASC 310-40 by clarifying when an in-substance repossession or foreclosure occurs, and a creditor is considered to have received physical possession of residential real estate property collateralizing a consumer mortgage loan. Additionally, the amendments require interim and annual disclosure of both 1) the amount of foreclosed residential real estate property held by the creditor and 2) the recorded investment in consumer mortgage loans collateralized by residential real estate property that are in the process of foreclosure according to local requirements of the applicable jurisdiction. The amendments in ASU 2014-04 are effective for annual periods, and interim period within those annual periods, beginning after December 15, 2014. The amendments can either be adopted using a modified retrospective or a prospective transition method. The adoption of this accounting guidance is not expected to have a material effect on the Corporation's financial position or results of operations.

NOTE 13

CONTINGENT LIABILITIES

On April 16, 2013, First Merchants was named in a class action lawsuit in Delaware County Circuit Court challenging First Merchants' checking account practices associated with the assessment of overdraft fees. The plaintiff sought damages and other relief, including restitution and injunction relief. First Merchants removed the case from state court to federal district court. First Merchants filed a motion to stay the federal action pending arbitration. The motion was granted by the court and the action was stayed. To the extent the plaintiff desires to further pursue the matter, the plaintiff must do so through a separate arbitration proceeding. To date, there has been no effort by the plaintiff to initiate arbitration proceedings and no further activity in the court proceedings. If arbitration is pursued, First Merchants believes it has meritorious defenses to the claims brought by the plaintiff.

NOTE 14

SUBSEQUENT EVENTS

On July 21, 2014, First Merchants and Community Bancshares entered into an Agreement and Plan of Reorganization and Merger (the “Merger Agreement”), pursuant to which, Community Bancshares will, subject to the terms and conditions of the Merger Agreement, merge with and into First Merchants (the “Merger,”) whereupon the separate corporate existence of Community Bancshares will cease and First Merchants will survive. Immediately following the Merger, Community Bank, an Indiana state bank and wholly-owned subsidiary of Community Bancshares, will be merged with and into First Merchants Bank, National Association, a national bank and wholly-owned subsidiary of First Merchants, with First Merchants Bank, National Association continuing as the surviving bank. As a result of this merger, First Merchants ($5.6 billion) and Community Bancshares ($272 million) will have combined assets of over $5.9 billion.

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

FORWARD-LOOKING STATEMENTS

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

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

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

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

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

CRITICAL ACCOUNTING POLICIES

Generally accepted accounting principles are complex and require us to apply significant judgments to various accounting, reporting and disclosure matters. We must use assumptions and estimates to apply those principles where actual measurement is not possible or practical. For a complete discussion of our significant accounting policies, see

"Notes to the Consolidated Financial Statements" in our Annual Report on Form 10-K for the year ended December 31, 2013. Certain policies are considered critical because they are highly dependent upon subjective or complex judgments, assumptions and estimates. Changes in such estimates may have a significant impact on the financial statements. We have reviewed the application of these policies with the Audit Committee of our Board of Directors.

We believe there have been no significant changes during the six months ended June 30, 2014, to the items that we disclosed as our critical accounting policies and estimates in Management's Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report on Form 10-K for the year ended December 31, 2013.

BUSINESS SUMMARY

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

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

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

PART I: FINANCIAL INFORMATION
ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

RESULTS OF OPERATIONS

Executive Summary

First Merchants Corporation reported net income available to common stockholders of $15.2 million, or $0.41 per fully diluted common share for the three months ended June 30, 2014, an increase of $5.2 million, compared to net income available to common stockholders of $10.0 million, or $0.34 per fully diluted common share for the three months ended June 30, 2013. Net income available to common stockholders for the six months ended June 30, 2014 was $28.8 million, or $0.79 per fully diluted common share, compared to net income available to common stockholders of $21.0 million, or $0.72 per fully diluted common share for the same period in 2013.

On November 12, 2013, the Corporation acquired 100 percent of CFS Bancorp, Inc. ("CFS") in an all stock transaction. CFS was headquartered in Munster, Indiana and had 20 full-service banking centers serving the northwestern Indiana and northeastern Illinois areas. Pursuant to the merger agreement, the shareholders of CFS received 0.65 percent of a share of the Corporation's common stock for each share of CFS common stock held. The Corporation issued approximately 7.1 million shares of common stock, which was valued at approximately $135.6 million.

As of June 30, 2014, total assets equaled $5.6 billion, an increase of $177.9 million from December 31, 2013. Investment securities increased $118.5 million and total loans of $3.7 billion increased $92.3 million from December 31, 2013. Additional details of the changes in the Corporation's loans and other earning assets are discussed within NOTE 4. LOANS AND ALLOWANCE, included within the Notes to Consolidated Condensed Financial Statements, and the "EARNING ASSETS" section of Management's Discussion and Analysis of Financial Condition and Results of Operations of this Form 10-Q.

The Corporation’s allowance for loan losses totaled $68.4 million as of June 30, 2014. The allowance provides 133.3 percent coverage of all non-accrual loans and 1.83 percent of total loans. The Corporation had no provision expense for the three and six months ended June 30, 2014, compared to $2.0 million and $4.1 million, respectively, for the same periods of 2013. Net charge-offs totaled $1.2 million and $(497,000) for the three and six months ended June 30, 2014, down from $2.3 million and $5.3 million for the same periods of 2013. Additional details are discussed within the “LOAN QUALITY/PROVISION FOR LOAN LOSSES” section of Management’s Discussion and Analysis of Financial Condition and Results of Operations of this Form 10-Q.

Total deposits of $4.3 billion increased from December 31, 2013 by $98.1 million. The largest increase was in brokered deposits, which increased $164.2 million. This increase was offset by a decrease in maturity deposits of $81.8 million compared to December 31, 2013.

Total borrowings increased $57.5 million from December 31, 2013 as Federal Home Loan Bank advances increased $98.6 million. This increase was offset by decreases in Federal Funds purchased and securities sold under repurchase agreements, which decreased $25.6 million and $15.5 million, respectively.

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

NET INTEREST INCOME

Net interest income is the primary source of the Corporation's earnings. Net interest margin is a function of net interest income and the level of average earning assets. Net interest income and net interest margin are presented in the following table on a fully taxable equivalent basis ("FTE"), which adjusts tax-exempt or nontaxable interest income to an amount that would be comparable to interest subject to income taxes using the federal statutory tax rate of 35 percent in effect for all periods. Net interest margin increased 1 basis points from 3.88 percent in the second quarter of 2013 to 3.89 percent in the second quarter of 2014, while earning assets increased by $1.0 billion. During the six months ended June 30, 2014, asset yields decreased 13 basis points FTE while interest costs remained the same at 43 basis points, resulting in a 13 basis points FTE decrease in net interest income as compared to the same period in 2013.

The increase in net interest income and average earning assets during the six months ended June 30, 2014 compared with the same period in 2013 was driven primarily as a result of the Corporation acquiring 100 percent of CFS Bancorp, Inc. in November 2013. Due to this transaction, the Bank acquired all the assets, deposits and liabilities of CFS. Additional details can be found in NOTE 2. BUSINESS COMBINATION, included within the Notes to Consolidated Condensed Financial Statements of this Form 10-Q.

The following table presents the Corporation's interest income, interest expense, and net interest income as a percent of average earning assets for the three and six months ended June 30, 2014, and 2013.

	Three Months Ended June 30,		Six Months Ended June 30,	
(Dollars in Thousands)	2014	2013	2014	2013
Annualized net interest income	$184,478	$146,602	$184,023	$152,216
Annualized FTE adjustment	$7,814	$5,660	$7,675	$5,599
Annualized net interest income on a fully taxable equivalent basis	$192,292	$152,262	$191,698	$157,815
Average earning assets	$4,944,516	$3,922,303	$4,875,474	$3,883,239
Interest income (FTE) as a percent of average earning assets	4.33 %	4.29 %	4.36 %	4.49 %
Interest expense as a percent of average earning assets	0.44 %	0.41 %	0.43 %	0.43 %
Net interest income (FTE) as a percent of average earning assets	3.89 %	3.88 %	3.93 %	4.06 %

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

NON-INTEREST INCOME

Non-interest income increased $1.9 million or 13.3 percent in the second quarter of 2014, compared to the second quarter of 2013. In November 2013, the Corporation acquired 100 percent of CFS Bancorp, Inc., which was the primary reason for an increase in non-interest income during the period when compared with the same period in 2013. Additional details can be found in NOTE 2. BUSINESS COMBINATION, included within the Notes to Consolidated Condensed Financial Statements of this Form 10-Q.

The largest increases realized during the second quarter of 2014 when compared to the same quarter of 2013 were service charge income and other customer fees (primarily electronic card interchange fees and investment brokerage fees) totaling $1.2 million each. The increases were primarily due to the increased customer base as a result of the CFS acquisition. Additionally, the sale of investment securities resulted in net gains of $844,000, a $605,000 increase from the same period in 2013.

Offsetting these increases, was a $1.3 million decrease in net gains recognized on the sale of mortgage loans during the second quarter of 2014 when compared to the same quarter of 2013.

During the first six months of 2014, non-interest income increased $3.2 million or 11.4 percent over the same period in 2013. The largest increases realized during the first six months of 2014 when compared to the same period of 2013 were service charge income and other customer fees (primarily electronic card interchange fees and investment brokerage fees) totaling $2.0 million and $2.2 million, respectively. Again, the increases were primarily due to the increased customer base as a result of the CFS acquisition. Additionally, the sale of investment securities resulted in net gains of $1.4 million, a $938,000 increase from the same period in 2013.

Offsetting these increases, was a $3.0 million decrease in net gains recognized on the sale of mortgage loans during the first six months of 2014 when compared to the same quarter of 2013.

NON-INTEREST EXPENSE

Non-interest expense increased $7.5 million or 22.3 percent in the second quarter of 2014, compared to the second quarter of 2013. Salaries and employee benefits increased $2.9 million or 14.1 percent over the same quarter last year. This was primarily driven by the addition of personnel from the acquisition of CFS. The Corporation also experienced an increase of $937,000 in net occupancy expenses as 20 locations were added to our banking center network as a result of the CFS acquisition. Additionally, other real estate owned increased by $1.1 million over the same quarter last year primarily due to a single commercial property write-down.

During the first six months of 2014, non-interest expense increased $15.9 million or 23.2 percent when compared to the first six months of 2013.
Salaries and employee benefits increased $7.4 million or 17.9 percent over the same period last year. This was primarily driven by the addition of personnel from the acquisition of CFS. Additionally, the Corporation incurred $1.0 million of expense related to health/wellness incentives and seeding of employee health savings accounts. The

Corporation also experienced an increase of $2.3 million in net occupancy expenses as 20 locations were added to our banking center network as a result of the CFS acquisition. Additionally, an unusually high amount of snow removal costs throughout the entire corporate footprint accounted for $726,000 of premises expense. The Corporation also experienced an increase of $1.0 million in other real estate owned from the first six months of 2014 compared to the first six months of 2013.

The Corporation had one-time expenses related to the CFS acquisition and the integration of CFS' core system of $1.6 million for the six months ended June 30, 2014. Equipment expenses increased $1.3 million, of which $491,000 of this increase was due to running CFS' core system prior to integration.

INCOME TAXES

Income tax expense for the second quarter of 2014 was $5,642,000 on pre-tax net income of $20,802,000. For the same period in 2013, income tax expense was $4,155,000 on pre-tax net income of $14,970,000.

Income tax expense for the six months ended June 30, 2014 was $10,011,000 on pre-tax net income of $38,791,000. For the same period in 2013, income tax expense was $8,823,000 on pre-tax net income of $31,503,000.

Taxes, both current and deferred, decreased in the first six months of 2014 by $11,992,000. The decline in the net asset was primarily due to a combination of increases in deferred tax liabilities and decreases in deferred tax assets. The deferred tax liabilities associated with unrealized gains on available for sale securities and pensions increased by $6,371,000 and $2,578,000, respectively. Additionally, the deferred tax assets associated with the accounting for loans and other real estate owned decreased by $2,215,000 and $2,130,000, respectively.

CAPITAL

Capital adequacy is an important indicator of financial stability and performance. The Corporation maintained a strong capital position as tangible common equity to tangible assets was 8.74 percent at June 30, 2014, and 8.34 percent at December 31, 2013.

The Corporation and the Bank are subject to various regulatory capital requirements administered by the federal banking agencies and are assigned to a capital category. The assigned capital category is largely determined by three ratios that are calculated according to the regulations: total risk-based capital, Tier 1 capital, and Tier 1 leverage ratios. The ratios are intended to measure capital relative to assets and credit risk associated with those assets and off-balance sheet exposures of the entity. The capital category assigned to an entity can also be affected by qualitative judgments made by regulatory agencies about the risk inherent in the entity's activities that are not part of the calculated ratios. At June 30, 2014, the management of the Corporation believes that it meets all capital adequacy requirements to which it is subject. The most recent notifications from the regulatory agencies categorized the Bank as well capitalized under the regulatory framework for prompt corrective action.

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

To be considered well capitalized, a bank must have a total risk-based capital ratio of at least 10 percent, a Tier I capital ratio of at least 6 percent, a Tier 1 leverage ratio of at least 5 percent, and must not be subject to any order or directive requiring the bank to improve its capital level. An adequately capitalized bank has a total risk-based capital ratio of a least 8 percent, a Tier I capital ratio of at least 4 percent and a Tier 1 leverage ratio of at least 4 percent. Banks with lower capital levels are deemed to be undercapitalized, significantly undercapitalized or critically undercapitalized, depending on their actual levels. The appropriate federal regulatory agency may also downgrade a bank to the next lower capital category upon a determination that the bank is in an unsafe or unsound practice. Banks are required to monitor closely their capital levels and to notify their appropriate regulatory agency of any basis for a change in capital category.

As of June 30, 2014, the Corporation, on a consolidated basis, as well as the Bank, exceeded the minimum capital levels of the well capitalized category.

	June 30, 2014			December 31, 2013		
(Dollars in Thousands)	Amount	Ratio		Amount	Ratio	
Consolidated						
Total risk-based capital (to risk-weighted assets)	$636,084	15.11	%	$599,966	14.54	%
Tier 1 capital (to risk-weighted assets)	518,275	12.31	%	483,186	11.71	%
Tier 1 capital (to average assets)	518,275	9.75	%	483,186	10.20	%
First Merchants Bank						
Total risk-based capital (to risk-weighted assets)	$613,265	14.63	%	$599,272	14.56	%
Tier 1 capital (to risk-weighted assets)	560,654	13.37	%	547,655	13.30	%
Tier 1 capital (to average assets)	560,654	10.57	%	547,655	11.58	%

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

On January 3, 2013, the Corporation redeemed 22,695.94 shares of its Senior Non-Cumulative Perpetual Preferred Stock, Series B (the "Series B Preferred Stock") held by the U.S. Department of the Treasury (the "Treasury") at an aggregate redemption price of $22,695,940, plus accrued but unpaid dividends. The Series B Preferred Stock was issued to the Treasury in September of 2011 as part of the Corporation's participation in the Small Business Lending Fund Program. Following this redemption, the Treasury held 68,087 shares of the Series B Preferred Stock representing a remaining liquidation amount of approximately $68 million.

On July 2, 2013, the Corporation redeemed an additional 34,044 shares of the Series B Preferred Stock at an aggregate redemption price of $34,044,000, plus accrued but unpaid dividends. Following this redemption, the Treasury held 34,043 shares of the Series B Preferred Stock representing a remaining liquidation amount of approximately $34 million.

On November 12, 2013, the Corporation acquired 100 percent of CFS Bancorp, Inc. ("CFS") in an all stock transaction. Pursuant to the merger agreement, the shareholders of CFS received 0.65 percent of the Corporation's common stock for each share of CFS Bancorp common stock held. The Corporation issued approximately 7.1 million shares of common stock, which was valued at approximately $135.7 million. This transaction resulted in a core deposit intangible of $7,313,000 and goodwill of $47,573,000. See Note 2. BUSINESS COMBINATIONS, to the Notes to Consolidated Condensed Financial Statements of this Form 10-Q for additional information.

On November 22, 2013, the Corporation redeemed the final 34,043 shares of the Series B Preferred Stock held by the Treasury at an aggregate redemption price of $34,043,000 plus accrued but unpaid dividends. There are no shares of the Corporation's Series B Preferred Stock currently outstanding.

Management believes that all of the above capital ratios are meaningful measurements for evaluating the safety and soundness of the Corporation. Additionally, management believes the following table is also meaningful when considering performance measures of the Corporation. The table details and reconciles tangible earnings per share, return on tangible capital and tangible assets to traditional GAAP measures for the three and six months ended June 30, 2014 and 2013.

	Three Months Ended June 30,		Six Months Ended June 30,	
(Dollars in Thousands, Except Per Share Amounts)	2014	2013	2014	2013
Average goodwill	$188,947	$141,374	$188,967	$141,374
Average core deposit intangible (CDI)	12,917	7,580	13,226	7,772
Average deferred tax on CDI	(4,825)	(2,263)	(4,860)	(2,253)
Intangible adjustment	$197,039	$146,691	$197,333	$146,893
Average stockholders' equity (GAAP capital)	$662,643	$542,921	$653,820	$538,384
Average cumulative preferred stock	(125)	(125)	(125)	(125)
Average non-cumulative preferred stock issued under the Small Business Lending Fund Program		(68,087)		(68,338)
Intangible adjustment	(197,039)	(146,691)	(197,333)	(146,893)
Average tangible capital	$465,479	$328,018	$456,362	$323,028
Average assets	$5,520,483	$4,329,579	$5,460,419	$4,289,490
Intangible adjustment	(197,039)	(146,691)	(197,333)	(146,893)
Average tangible assets	$5,323,444	$4,182,888	$5,263,086	$4,142,597
Net income available to common stockholders	$15,160	$9,963	$28,780	$20,971
CDI amortization, net of tax	336	205	673	413
Tangible net income available to common stockholders	$15,496	$10,168	$29,453	$21,384
Per Share Data:				
Diluted net income available to common stockholders	$0.42	$0.34	$0.79	$0.72
Diluted tangible net income available to common stockholders	$0.43	$0.35	$0.81	$0.74
Ratios:				
Return on average GAAP capital (ROE)	9.15%	7.34%	8.80%	7.79%
Return on average tangible capital	13.32%	12.40%	12.91%	13.24%
Return on average assets (ROA)	1.10%	0.92%	1.05%	0.98%
Return on average tangible assets	1.16%	0.97%	1.12%	1.03%

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

LOAN QUALITY/PROVISION FOR LOAN LOSSES

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

Loan Quality

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

Non-accrual loans decreased by $5,113,000 during the six months ended June 30, 2014, from $56,402,000 at December 31, 2013 to the June 30, 2014, balance of $51,289,000. In addition, other real estate owned declined $3,625,000 during the same period. For other real estate owned, current appraisals are obtained to determine fair value as management continues to aggressively market these real estate assets. Accruing loans delinquent 90 or more days at June 30, 2014 decreased $215,000 to $1,135,000 from the December 31, 2013 balance of $1,350,000.

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

A loan is deemed impaired when, based on current information or events, it is probable that all amounts due of principal and interest according to the contractual terms of the loan agreement will not be collected substantially within the contractual terms of the note. At June 30, 2014, commercial impaired loans totaled $112,211,000 a decrease of $7,544,000 from the balance of $119,755,000 at December 31, 2013. At June 30, 2014, an allowance for losses was not deemed necessary for commercial impaired loans totaling $103,561,000 as there was no identified loss on these credits. An allowance of $1,708,000 was recorded for the remaining balance of these impaired loans totaling $8,650,000 and is included in the corporation's allowance for loan losses.

The following table details the Corporation's non-performing assets plus loans 90-days or more delinquent, and notes total commercial impaired loans for the periods indicated.

(Dollars in Thousands)	June 30, 2014	December 31, 2013
Non-Performing Assets:		
Non-accrual loans	$51,289	$56,402
Renegotiated loans	1,359	3,048
Non-performing loans (NPL)	52,648	59,450
Other real estate owned	18,621	22,246
Non-performing assets (NPA)	71,269	81,696
90+ days delinquent and still accruing	1,135	1,350

Non-performing assets plus 90+ days delinquent	$72,404	$83,046
Impaired Loans	$112,211	$119,755

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

(Dollars in Thousands)	June 30, 2014	December 31, 2013
Non-Performing Assets and 90+ Days Delinquent:		
Commercial and industrial loans	$7,433	$9,317
Agricultural production financing and other loans to farmers	26	30
Real estate loans:		
Construction	8,921	12,730
Commercial and farmland	36,346	43,229
Residential	16,775	15,340
Home Equity	2,700	1,977
Individuals' loans for household and other personal expenditures	203	259
Other loans		164
Non-performing assets plus 90+ days delinquent	$72,404	$83,046

Provision for Loan Losses

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

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

At June 30, 2014, the allowance for loan losses was $68,367,000, an increase of $497,000 from December 31, 2013. As a percent of loans, the allowance was 1.83 percent at June 30, 2014, 1.92 at March 31, 2014, 1.87 percent at December 31, 2013, and 2.26 percent at September 30, 2013. The provision for loan losses for the six months ended June 30, 2014 was $0, a decrease of $4,099,000 for the same period in 2013. Specific reserves on impaired loans increased $125,000 from $1,583,000 at December 31, 2013, to $1,708,000 at June 30, 2014.

Net charge offs for the three months ended June 30, 2014, were $1,216,000, a decrease of $1,116,000 from the same period in 2013. Of this amount, one charge off, totaling 41.7 percent of net charge offs, were greater than $500,000. The distribution of the net charge offs for the three months ended June 30, 2014 and June 30, 2013 is reflected in the following table:

	Three Months Ended June 30,		Six Months Ended June 30,	
(Dollars in Thousands)	2014	2013	2014	2013
Net Charge Offs (Recoveries):				
Commercial and industrial loans	$262	$755	$(1,053)	$1,685
Agricultural production financing and other loans to farmers	(1)	(4)	(17)	(22)
Real estate loans:				
Construction	(12)	115	(374)	(143)
Commercial and farmland	340	585	189	1,813
Residential	363		459	746
Home Equity	239	863	214	1,201
Individuals' loans for household and other personal expenditures	27	29	120	6
Lease financing receivables, net of unearned income	2	15	(18)	15
Other Loans	(4)	(26)	(17)	(38)
Total Net Charge Offs	$1,216	$2,332	$(497)	$5,263

Management continually evaluates the commercial loan portfolio by including consideration of specific borrower cash flow analysis and estimated collateral values, types and amounts on non-performing loans, past and anticipated loan loss experience, changes in the composition of the loan portfolio, and the current condition and amount of loans outstanding. The determination of the provision for loan losses in any period is based on management’s continuing review and evaluation of the loan portfolio, and its judgment as to the impact of current economic conditions on the portfolio.

LIQUIDITY

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

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

The principal source of asset-funded liquidity is investment securities classified as available for sale, the market values of which totaled $615,184,000 at June 30, 2014, an increase of $78,983,000, or 14.7 percent, from December 31, 2013. Securities classified as held to maturity that are maturing within a short period of time can also be a source of liquidity. Securities classified as held to maturity that are maturing in one year or less, totaled $3,366,000 at June 30, 2014. In addition, other types of assets such as cash and due from banks, federal funds sold, and securities purchased under agreements to resell, loans and interest-bearing deposits with other banks maturing within one year are sources of liquidity.

The most stable source of liability-funded liquidity for both the long-term and short-term is deposit growth and retention in the core deposit base. In addition, Federal Home Loan Bank (“FHLB”) advances are utilized as funding sources. At June 30, 2014, total borrowings from the FHLB were $220,765,000. The Bank has pledged certain mortgage loans and investments to the FHLB. The total available remaining borrowing capacity from the FHLB at June 30, 2014, was $147,273,000.

On November 1, 2013, the Corporation completed the private issuance and sale to four institutional investors of an aggregate of $70 million of debt comprised of (a) 5.00 percent Fixed-to-Floating Rate Senior Notes due 2028 in the aggregate principal amount of $5 million (the "Senior Debt") and (b) 6.75 percent Fixed-to-Floating Rate Subordinated Notes due 2028 in the aggregate principal amount of $65 million (the "Subordinated Debt"). The Senior Debt agreement contains certain customary representations and warranties and financial and negative covenants. As of June 30, 2014, the Corporation was in compliance with these covenants. The net proceeds of the placement were used to pay off the Corporation's $55 million credit facility with Bank of America, N.A. which was scheduled to mature on February 15, 2015.

Additionally, on April 11, 2014, the Corporation entered into a line of credit agreement with U.S. Bank, N.A. with a maximum borrowing capacity of $20 million. As of June 30, 2014, there was no outstanding balance on the line of credit. Interest is payable quarterly based on one-month LIBOR plus 2.00 percent. The line of credit has a quarterly facility fee of 0.25 percent on the unused balance. The maturity date for the line of credit is April 10, 2015. The line of credit agreement contains certain customary representations and warranties and financial and negative covenants. As of June 30, 2014, the Corporation was in compliance with these covenants.

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

The Bank provides customers with off-balance sheet credit support through loan commitments and standby and commercial letters of credit. Summarized credit-related financial instruments at June 30, 2014, are as follows:

(Dollars in Thousands)	June 30, 2014
Amounts of commitments:	
Loan commitments to extend credit	$1,545,659
Standby and commercial letters of credit	40,318
	$1,585,977

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

In addition to owned banking facilities, the Corporation has entered into a number of long-term leasing arrangements to support ongoing activities. The required payments under such commitments and borrowings at June 30, 2014, are as follows:

(Dollars in Thousands)	2015	2016	2017	2018	2019	Total

	Remaining 2014						2020 and after	
Operating leases	$1,415	$2,626	$2,146	$1,460	$791	$481	$2,710	$11,629
Federal funds purchased	100,000							100,000
Securities sold under repurchase agreements	133,137							133,137
Federal Home Loan Bank advances	125,081	30,871	28,833	2,624	13,252	3	20,101	220,765
Subordinated debentures and term loans	172						126,702	126,874
Total	$359,805	$33,497	$30,979	$4,084	$14,043	$484	$149,513	$592,405

INTEREST SENSITIVITY AND DISCLOSURE ABOUT MARKET RISK

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

It is the objective of the Corporation to monitor and manage risk exposure to net interest income caused by changes in interest rates. It is the goal of the Corporation’s Asset/Liability function to provide optimum and stable net interest income. To accomplish this, management uses two asset liability tools. GAP/Interest Rate Sensitivity Reports and Net Interest Income Simulation Modeling are constructed, presented and monitored quarterly.

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

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

The comparative rising 200 basis points and falling 100 basis points scenarios below, as of June 30, 2014, assume further interest rate changes in addition to the base simulation discussed above. These changes are immediate and parallel changes to the base case scenario. In the current rate environment, many driver rates are at or near historical lows, thus total rate movements (beginning point minus ending point) to each of the various driver rates utilized by management have the following results:

	June 30, 2014	
	RISING	FALLING
Driver Rates	(200 Basis Points)	(100 Basis Points)
Prime	200	—
Federal funds	200	—
One-year CMT	200	(3)
Three-year CMT	200	(60)
Five-year CMT	200	(100)
CD's	200	(22)

FHLB advances	200	(34)

Results for the base, rising 200 basis points, and falling 100 basis points interest rate scenarios are listed below based upon the Corporation's rate sensitive assets and liabilities at June 30, 2014. The net interest income shown represents cumulative net interest income over a 12-month time horizon. Balance sheet assumptions used for the base scenario are the same for the rising and falling simulations.

	June 30, 2014		
		RISING	FALLING
(Dollars in Thousands)	Base	(200 Basis Points)	(100 Basis Points)
Net interest income	$180,589	$189,407	$175,144
Variance from base		$8,818	$(5,445)
Percent of change from base		4.88 %	(3.02)%

The comparative rising 200 basis points and falling 100 basis points scenarios below, as of December 31, 2013, assume further interest rate changes in addition to the base simulation discussed above. These changes are immediate and parallel changes to the base case scenario. In addition, total rate movements (beginning point minus ending point) to each of the various driver rates utilized by management in the base simulation are as follows:

	December 31, 2013	
	RISING	FALLING
Driver Rates	(200 Basis Points)	(100 Basis Points)
Prime	200	—
Federal funds	200	—
One-year CMT	200	(5)
Three-year CMT	200	(50)
Five-year CMT	200	(100)
CD's	200	(20)
FHLB advances	200	(33)

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

	December 31, 2013		
		RISING	FALLING
(Dollars in Thousands)	Base	(200 Basis Points)	(100 Basis Points)
Net interest income	$179,646	$190,736	$175,238
Variance from base		$11,090	$(4,408)
Percent of change from base		6.17%	(2.45)%

EARNING ASSETS

The following table presents the earning asset mix as of June 30, 2014, and December 31, 2013. Earning assets increased by $187,795,000 in the six months ended June 30, 2014. Interest-bearing time deposits decreased $27,213,000, while investments increased by approximately $118,508,000. Loans and loans held for sale increased by $92,363,000. Two loan classes experiencing the largest increases from December 31, 2013, were commercial and industrial loans and residential real estate. These increases were offset primarily by decreases in three loan classes, which were agriculture production financing, real estate construction, and individuals' loans for household and other personal expenditures.

(Dollars in Thousands)	June 30, 2014	December 31, 2013
Interest-bearing time deposits	$27,856	$55,069
Investment securities available for sale	615,184	536,201
Investment securities held to maturity	598,903	559,378
Mortgage loans held for sale	7,370	5,331

Loans	3,722,733	3,632,409
Federal Reserve and Federal Home Loan Bank stock	43,127	38,990
Total	$5,015,173	$4,827,378

OTHER

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

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

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

ITEM 4. CONTROLS AND PROCEDURES

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

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

Table of Contents

PART II: OTHER INFORMATION
ITEM 1., ITEM 1A., ITEM 2., ITEM 3., ITEM 4. AND ITEM 5.
(table dollar amounts in thousands, except share data)

ITEM 1. LEGAL PROCEEDINGS

None

ITEM 1A. RISK FACTORS

There have been no material changes to the risk factors previously disclosed in the Corporation's December 31, 2013, Annual Report on Form 10-K.

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

a. None

b. None

c. Issuer Purchases of Equity Securities

The following table presents information relating to our purchases of equity securities during three months ended June 30, 2014, as follows:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as part of Publicly announced Plans or Programs	Maximum Number of Shares that may yet be Purchased Under the Plans or Programs
April, 2014				
May, 2014				
June, 2014	369	$20.54		

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

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None

ITEM 4. MINE SAFETY DISCLOSURES

Not Applicable

ITEM 5. OTHER INFORMATION

a. None

b. None

PART II: OTHER INFORMATION
ITEM 6. EXHIBITS

ITEM 6. EXHIBITS

Exhibit No:	Description of Exhibits:
2.1	Agreement and Plan of Reorganization and Merger between First Merchants Corporation and Community Bancshares, Inc. dated as of July 21, 2014 (Incorporated by reference to registrant's Form 8-K filed on July 22, 2014)
3.1	First Merchants Corporation Articles of Incorporation, as amended (Incorporated by reference to registrant’s Form 10-Q filed on November 9, 2011)
3.2	Bylaws of First Merchants Corporation dated October 28, 2009 (Incorporated by reference to registrant’s Form 10-Q filed on November 9, 2009)
4.1	First Merchants Corporation Amended and Restated Declaration of Trust of First Merchants Capital Trust II dated as of July 2, 2007 (Incorporated by reference to registrant's Form 8-K filed on July 3, 2007)
4.2	Indenture dated as of July 2, 2007 (Incorporated by reference to registrant's Form 8-K filed on July 3, 2007)
4.3	Guarantee Agreement dated as of July 2, 2007 (Incorporated by reference to registrant's Form 8-K filed on July 3, 2007)
4.4	Form of Capital Securities Certification of First Merchants Capital Trust II (Incorporated by reference to registrant's Form 8-K filed on July 3, 2007)
4.5	First Merchants Corporation Dividend Reinvestment and Stock Purchase Plan (Incorporated by reference to registrant’s Post-Effective Amendment No. 1 to Form S-3 filed on August 21, 2009)
4.6	Upon request, the registrant agrees to furnish supplementally to the Commission a copy of the instruments defining the rights of holders of its (a) 5.00% Fixed-to-Floating Rate Senior Notes due 2028 in the aggregate principal amount of $5 million and (b) 6.75% Fixed-to-Floating Rate Subordinated Notes due 2028 in aggregate principal amount of $65 million.
10.1	First Merchants Corporation Change of Control Agreement, effective February 11, 2014, with Stephan H. Fluhler (Incorporated by reference to registrant's Form 8-K filed on May 12, 2014)
10.2	Voting Agreement dated July 21, 2014, by and among First Merchants Corporation and certain shareholders of Community Bancshares, Inc. (Incorporated by reference to registrant's Form 8-K filed on July 22, 2014)
31.1	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes - Oxley Act of 2002 (1)
31.2	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes - Oxley Act of 2002 (1)
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101.INS	XBRL Instance Document (2)
101.SCH	XBRL Taxonomy Extension Schema Document (2)
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document (2)
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document (2)
101.LAB	XBRL Taxonomy Extension Label Linkbase Document (2)
101.PRE	XBRL Taxonomy Extension Presentation Linkebase Document (2)

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

PART II: OTHER INFORMATION
ITEM 6. EXHIBITS

SIGNATURES

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

	First Merchants Corporation (Registrant)
Date: August 8, 2014	by /s/ Michael C. Rechin Michael C. Rechin President and Chief Executive Officer (Principal Executive Officer)
Date: August 8, 2014	by /s/ Mark K. Hardwick Mark K. Hardwick Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)

PART II: OTHER INFORMATION
ITEM 6. EXHIBITS

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