FIRST MID ILLINOIS BANCSHARES INC
Form 10-Q/A
December 17, 2015

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

FORM 10-Q/A
(Amendment No. 1)

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended September 30, 2015
Or
[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____________ to ______________

Commission file number 0-13368

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

| | |
|---|---|
| Delaware | 37-1103704 |
| (State or other jurisdiction of incorporation or organization) | (I.R.S. employer identification no.) |
| 1421 Charleston Avenue,<br>Mattoon, Illinois | 61938 |
| (Address of principal executive offices) | (Zip code) |

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

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

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

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

| | |
|---|---|
| Large accelerated filer [ ] | Accelerated filer [X] |

| | |
|---|---|
| Non-accelerated filer [ ]<br>(Do not check if a 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 Act). [ ] Yes [X] No

As of November 6, 2015, 8,426,176 common shares, $4.00 par value, were outstanding.

EXPLANATORY NOTE

First Mid-Illinois Bancshares, Inc. (the “Company”) is filing this amendment on Form 10-Q/A (this “Form 10-Q/A”) to amend the Company’s Quarterly Report on Form 10-Q for the quarter ended September 30, 2015 (the “Original Form 10-Q”), as originally filed with the U.S. Securities and Exchange Commission on November 9, 2015. This Form 10-Q/A is being filed solely to amend an inadvertent error in reporting (i) the number of shares of the Company’s common shares, $4.00 par value (the “Common Stock”), outstanding as of November 6, 2015 on the cover page of the Original Form 10-Q and (ii) the number of shares of Common Stock issued as of September 30, 2015 in the Condensed Consolidated Balance Sheets included in Item 1 of Part I of the Original Form 10-Q.

Specifically, the amount of Common Stock issued and outstanding as of November 6, 2015 reported on the cover page of the Original Form 10-Q inadvertently included treasury shares that were issued but not outstanding, and the number of shares of Common Stock issued as of September 30, 2015 reported in Item 1 of Part I of the Original Form 10-Q inadvertently excluded those treasury shares. As reflected in this Form 10-Q/A, the number of shares of Common Stock issued and outstanding as of November 6, 2015, as reflected on the cover page hereof, was 8,426,176 and the number of shares of Common Stock issued as of September 30, 2015, as reflected in Item 1 of Part I hereof, was 8,970,114.

The incorrect number of shares issued was also included in Exhibit 101 to the Original Form 10-Q containing the Company’s Extensible Business Reporting Language (“XBRL”) materials for the period ended September 30, 2015. This Form 10-Q/A also amends Item 6 of Part II of the Original Form 10-Q by including Exhibit 101 containing the Company’s XBRL materials for the period ended September 30, 2015 with the corrected number of shares issued.

This Form 10-Q/A speaks as of the date of filing of the Original Form 10-Q and does not reflect any events that may have occurred after that date. Except as specifically noted above, this Form 10-Q/A does not modify or update the financial results or disclosures in the Original Form 10-Q.

PART I

ITEM 1. FINANCIAL STATEMENTS
First Mid-Illinois Bancshares, Inc.

| Condensed Consolidated Balance Sheets<br>(In thousands, except share data) | (Unaudited)<br>September 30, 2015 | December 31, 2014 |
|---|---|---|
| Assets | | |
| Cash and due from banks: | | |
| Non-interest bearing | $41,077 | $40,716 |
| Interest bearing | 173,894 | 10,520 |
| Federal funds sold | 492 | 494 |
| Cash and cash equivalents | 215,463 | 51,730 |
| Certificates of deposit investments | 12,930 | — |
| Investment securities: | | |
| Available-for-sale, at fair value | 490,556 | 377,856 |
| Held-to-maturity, at amortized cost (estimated fair value of $50,030 and $53,937 at September 30, 2015 and December 31, 2014, respectively) | 49,105 | 53,650 |
| Loans held for sale | 1,346 | 1,958 |
| Loans | 1,235,403 | 1,060,448 |
| Less allowance for loan losses | (14,228) | (13,682) |
| Net loans | 1,221,175 | 1,046,766 |
| Interest receivable | 7,620 | 6,828 |
| Other real estate owned | 320 | 263 |
| Premises and equipment, net | 31,582 | 27,352 |
| Goodwill, net | 39,768 | 25,753 |
| Intangible assets, net | 7,594 | 1,844 |
| Other assets | 14,569 | 13,103 |
| Total assets | $2,092,028 | $1,607,103 |
| Liabilities and Stockholders' Equity | | |
| Deposits: | | |
| Non-interest bearing | $331,206 | $222,116 |
| Interest bearing | 1,400,654 | 1,049,961 |
| Total deposits | 1,731,860 | 1,272,077 |
| Securities sold under agreements to repurchase | 108,499 | 121,869 |
| Interest payable | 381 | 285 |
| FHLB borrowings | 20,000 | 20,000 |
| Junior subordinated debentures | 20,620 | 20,620 |
| Dividends payable | 1,100 | 530 |
| Other liabilities | 5,759 | 6,806 |
| Total liabilities | 1,888,219 | 1,442,187 |
| Stockholders' Equity: | | |
| Convertible preferred stock, no par value; authorized 1,000,000 shares; issued 5,500 shares in 2015 and 2014 | 27,400 | 27,400 |
| Common stock, $4 par value; authorized 18,000,000 shares; issued 8,970,114 shares in 2015 and 7,529,815 shares in 2014 | 37,880 | 32,119 |
| Additional paid-in capital | 79,033 | 55,607 |
| Retained earnings | 70,135 | 61,956 |
| Deferred compensation | 3,086 | 3,329 |
| Accumulated other comprehensive income (loss) | 1,861 | (875) |

| | | |
|---|---|---|
| Less treasury stock at cost, 548,642 shares in 2015 and 496,497 shares in 2014 | (15,586 ) | (14,620 ) |
| Total stockholders’ equity | 203,809 | 164,916 |
| Total liabilities and stockholders’ equity | $2,092,028 | $1,607,103 |

See accompanying notes to unaudited condensed consolidated financial statements.
First Mid-Illinois Bancshares, Inc.
Condensed Consolidated Statements of Income (unaudited)

| (In thousands, except per share data) | Three months ended September 30, | | Nine months ended September 30, | |
|---|---|---|---|---|
| | 2015 | 2014 | 2015 | 2014 |
| Interest income: | | | | |
| Interest and fees on loans | $12,198 | $11,391 | $34,974 | $33,242 |
| Interest on investment securities | 2,682 | 2,392 | 7,473 | 7,460 |
| Interest on certificates of deposit investments | 6 | — | 6 | — |
| Interest on deposits with other financial institutions | 57 | 24 | 101 | 67 |
| Total interest income | 14,943 | 13,807 | 42,554 | 40,769 |
| Interest expense: | | | | |
| Interest on deposits | 645 | 586 | 1,690 | 1,778 |
| Interest on securities sold under agreements to repurchase | 14 | 11 | 43 | 33 |
| Interest on FHLB borrowings | 155 | 78 | 465 | 211 |
| Interest on other borrowings | 1 | — | 14 | 1 |
| Interest on subordinated debentures | 132 | 130 | 390 | 385 |
| Total interest expense | 947 | 805 | 2,602 | 2,408 |
| Net interest income | 13,996 | 13,002 | 39,952 | 38,361 |
| Provision for loan losses | 481 | 44 | 889 | 495 |
| Net interest income after provision for loan losses | 13,515 | 12,958 | 39,063 | 37,866 |
| Other income: | | | | |
| Trust revenues | 795 | 813 | 2,575 | 2,594 |
| Brokerage commissions | 329 | 265 | 913 | 748 |
| Insurance commissions | 459 | 448 | 1,568 | 1,447 |
| Service charges | 1,536 | 1,412 | 4,003 | 3,909 |
| Securities gains, net | 1 | (20 ) | 231 | 714 |
| Mortgage banking revenue, net | 172 | 185 | 549 | 441 |
| ATM / debit card revenue | 1,200 | 958 | 3,224 | 2,933 |
| Other | 517 | 341 | 1,282 | 1,087 |
| Total other income | 5,009 | 4,402 | 14,345 | 13,873 |
| Other expense: | | | | |
| Salaries and employee benefits | 6,522 | 6,216 | 18,875 | 18,323 |
| Net occupancy and equipment expense | 2,424 | 2,056 | 6,329 | 6,319 |
| Net other real estate owned (income) expense | (1 ) | 41 | — | 23 |
| FDIC insurance | 236 | 199 | 641 | 604 |
| Amortization of intangible assets | 155 | 162 | 466 | 487 |
| Stationery and supplies | 180 | 152 | 475 | 480 |
| Legal and professional | 660 | 514 | 1,842 | 1,753 |
| Marketing and donations | 296 | 246 | 790 | 755 |
| Other | 2,410 | 1,504 | 5,498 | 4,520 |
| Total other expense | 12,882 | 11,090 | 34,916 | 33,264 |
| Income before income taxes | 5,642 | 6,270 | 18,492 | 18,475 |
| Income taxes | 1,979 | 2,355 | 6,634 | 6,924 |

| | | | | |
|---|---|---|---|---|
| Net income | 3,663 | 3,915 | 11,858 | 11,551 |
| Dividends on preferred shares | 550 | 1,105 | 1,650 | 3,313 |
| Net income available to common stockholders | $3,113 | $2,810 | $10,208 | $8,238 |

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First Mid-Illinois Bancshares, Inc.
Condensed Consolidated Statements of Income (unaudited) (continued)

| (In thousands, except per share data) | Three months ended September 30, | | Nine months ended September 30, | |
|---|---|---|---|---|
| | 2015 | 2014 | 2015 | 2014 |
| Per share data: | | | | |
| Basic net income per common share available to common stockholders | $0.37 | $0.48 | $1.35 | $1.40 |
| Diluted net income per common share available to common stockholders | $0.37 | $0.47 | $1.33 | $1.38 |
| Cash dividends declared per common share | — | — | 0.29 | 0.26 |

See accompanying notes to unaudited condensed consolidated financial statements.

First Mid-Illinois Bancshares, Inc.
Condensed Consolidated Statements of Comprehensive Income (unaudited)

| (in thousands) | Three months ended September 30, | | Nine months ended September 30, | |
|---|---|---|---|---|
| | 2015 | 2014 | 2015 | 2014 |
| Net income | $3,663 | $3,915 | $11,858 | $11,551 |
| Other Comprehensive Income | | | | |
| Unrealized gains on available-for-sale securities, net of taxes of $(1,709) and $(1,073) for three months ended September 30, 2015 and 2014, respectively and $(1,662) and $(4,605) for nine months ended September 30, 2015 and 2014, respectively. | 2,676 | 1,679 | 2,601 | 7,209 |
| Amortized holding losses on held-to-maturity securities transferred from available-for-sale, net of taxes of $(51) and $540 for three months ended September 30, 2015 and 2014, respectively and $(176) and $540 for nine months ended September 30, 2015 and 2014, respectively. | 80 | (844) | 276 | (844) |
| Less: reclassification adjustment for realized (gains) losses included in net income net of taxes of $0 and $(8) for three months ended September 30, 2015 and 2014, respectively and $90 and $278 for nine months ended September 30, 2015 and 2014, respectively. | (1) | 12 | (141) | (436) |
| Other comprehensive income, net of taxes | 2,755 | 847 | 2,736 | 5,929 |
| Comprehensive income | $6,418 | $4,762 | $14,594 | $17,480 |

See accompanying notes to unaudited condensed consolidated financial statements.

First Mid-Illinois Bancshares, Inc.

| Condensed Consolidated Statements of Cash Flows (unaudited) | Nine months ended September 30, | |
|---|---|---|
| (In thousands) | 2015 | 2014 |
| Cash flows from operating activities: | | |
| Net income | $11,858 | $11,551 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Provision for loan losses | 889 | 495 |
| Depreciation, amortization and accretion, net | 2,908 | 3,010 |
| Stock-based compensation expense | 264 | 312 |
| Gains on investment securities, net | (231) | (714) |
| (Gain) loss on sales of other real property owned, net | (32) | 41 |
| Loss on write down of fixed assets | 166 | 85 |
| Gains on sale of loans held for sale, net | (586) | (455) |
| Increase in accrued interest receivable | (298) | (362) |
| (Decrease) increase in accrued interest payable | (29) | 34 |
| Origination of loans held for sale | (43,106) | (33,125) |
| Proceeds from sale of loans held for sale | 44,304 | 32,414 |
| Increase in other assets | (2,327) | (1,961) |
| Decrease in other liabilities | (1,500) | (861) |
| Net cash provided by operating activities | 12,280 | 10,464 |
| Cash flows from investing activities: | | |
| Purchases of certificates of deposit investments | (12,930) | — |
| Proceeds from sales of securities available-for-sale | 9,453 | 75,618 |
| Proceeds from maturities of securities available-for-sale | 55,057 | 48,889 |
| Proceeds from maturities of securities held-to-maturity | 10,000 | — |
| Purchases of securities available-for-sale | (168,820) | (55,399) |
| Purchases of securities held-to-maturity | (10,000) | — |
| Net increase in loans | (23,068) | (57,421) |
| Purchases of premises and equipment | (1,380) | (989) |
| Proceeds from sales of other real property owned | 113 | 524 |
| Cash received related to acquisition, net of cash and cash equivalents acquired | 279,468 | — |
| Net cash provided by investing activities | 137,893 | 11,222 |
| Cash flows from financing activities: | | |
| Net increase in deposits | 6,136 | 11,224 |
| Decrease in repurchase agreements | (17,167) | (31,121) |
| Proceeds from FHLB advances | 5,000 | 5,000 |
| Repayment of FHLB advances | (5,000) | (10,000) |
| Proceeds from other borrowings | 2,000 | 1,000 |
| Repayment of other borrowings | (2,000) | (1,000) |
| Proceeds from issuance of common stock | 28,165 | 493 |
| Conversion of preferred stock | — | (5) |
| Purchase of treasury stock | (1,041) | (1,650) |
| Dividends paid on preferred stock | (1,001) | (2,024) |
| Dividends paid on common stock | (1,532) | (1,133) |
| Net cash provided by (used in) financing activities | 13,560 | (29,216) |
| Increase (decrease) in cash and cash equivalents | 163,733 | (7,530) |
| Cash and cash equivalents at beginning of period | 51,730 | 65,102 |
| Cash and cash equivalents at end of period | $215,463 | $57,572 |

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First Mid-Illinois Bancshares, Inc.

| Condensed Consolidated Statements of Cash Flows (unaudited) (continued) | Nine months ended September 30, | |
|---|---|---|
| (In thousands) | 2015 | 2014 |
| Supplemental disclosures of cash flow information | | |
| Cash paid during the period for: | | |
| Interest | $2,506 | $2,374 |
| Income taxes | 6,961 | 6,685 |
| Supplemental disclosures of noncash investing and financing activities | | |
| Securities transferred from available-for-sale to held-to-maturity | — | 53,594 |
| Loans transferred to other real estate owned | 167 | 344 |
| Dividends reinvested in common stock | 597 | 576 |
| Net tax benefit related to option and deferred compensation plans | 85 | 101 |

See accompanying notes to unaudited condensed consolidated financial statements.

Notes to Condensed Consolidated Financial Statements
(unaudited)

Note 1 -- Basis of Accounting and Consolidation

The unaudited condensed consolidated financial statements include the accounts of First Mid-Illinois Bancshares, Inc. ("Company") and its wholly-owned subsidiaries: First Mid-Illinois Bank & Trust, N.A. ("First Mid Bank"), Mid-Illinois Data Services, Inc. ("MIDS") and The Checkley Agency, Inc. doing business as First Mid Insurance Group ("First Mid Insurance"). All significant intercompany balances and transactions have been eliminated in consolidation. The financial information reflects all adjustments which, in the opinion of management, are necessary for a fair presentation of the results of the interim periods ended September 30, 2015 and 2014, and all such adjustments are of a normal recurring nature. Certain amounts in the prior year's consolidated financial statements have been reclassified to conform to the September 30, 2015 presentation and there was no impact on net income or stockholders' equity. The results of the interim period ended September 30, 2015 are not necessarily indicative of the results expected for the year ending December 31, 2015. The Company operates as a one-segment entity for financial reporting purposes.

The 2014 year-end consolidated balance sheet data was derived from audited financial statements, but does not include all disclosures required by accounting principles generally accepted in the United States of America.

The unaudited condensed consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q and Article 10 of Regulation S-X and do not include all of the information required by U.S. generally accepted accounting principles ("GAAP") for complete financial statements and related footnote disclosures although the Company believes that the disclosures made are adequate to make the information not misleading. These financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company's 2014 Annual Report on Form 10-K.

Website

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

Branch Purchase and Assumption Agreement

On January 30, 2015, First Mid Bank, a wholly-owned subsidiary of the Company, entered into a Purchase and Assumption Agreement (the "Purchase Agreement") with Old National Bank, a national banking association having its principal office in Evansville, Indiana, pursuant to which First Mid Bank purchased certain assets and assume certain liabilities of 12 branch offices of Old National Bank in Southern Illinois (the "ONB Branches"). Pursuant to the terms of the Purchase Agreement, First Mid Bank agreed to assume certain deposit liabilities and to acquire certain loans, as well as cash, real property, furniture, and other fixed operating assets associated with the ONB Branches. The book value of loan and deposit balances assumed was approximately $156 million and $453 million, respectively. First Mid Bank also agreed to assume certain leases, and entered into certain subleases, relating to the ONB Branches. The completion of the Purchase was subject to regulatory approval required by the Office of the Comptroller of the Currency and normal customary closing conditions, including First Mid Bank, in conjunction with the Company, obtaining financing in connection with the acquisition. Following satisfaction of these conditions, First Mid Bank and Old National Bank closed the acquisition on August 14, 2015.

Capital Raise

On June 18, 2015, the Company entered into a securities purchase agreement with a limited number of institutional investors to sell, and accepted from certain other accredited investors, including certain directors of the Company, subscriptions for, an aggregate total of 1,392,859 newly issued shares of the Company's common stock at a purchase price of $21.00 per share, for an aggregate gross purchase price of approximately $29,250,039 (the "Offering"). The Offering closed on June 19, 2015. The Company used the net proceeds of the Offering to provide capital support for the purchase of the ONB Branches and for general corporate purposes.

Rights Agreement

On January 21, 2015, the Company entered into an Amendment No. 1 to the Rights Agreement (the "Rights Agreement"), dated as of September 22, 2009, by and between the Company and Computershare Trust Company, N.A., as rights agent. This amendment accelerated the expiration of the Company's common stock purchase rights (the “Rights”) from 5:00 p.m., Mattoon, Illinois time, on September 22, 2019, to 5:00 p.m., Mattoon, Illinois time, on January 21, 2015, and had the effect of terminating the Rights Agreement on that date. At the time of the termination of the Rights Agreement, all of the Rights distributed to holders of the Company's common stock pursuant to the Rights Agreement expired.

NASDAQ Listing

On May 12, 2014, the Company's common stock began trading on The NASDAQ Stock Market under the ticker "FMBH." Prior to the listing of the Company's common stock on NASDAQ, the common stock was traded on the OTC Bulletin Board.

Stock Plans

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

On September 27, 2011, the Board of Directors passed a resolution relating to the SI Plan whereby they authorized and approved the Executive Long-Term Incentive Plan (“LTIP”). The LTIP was implemented to provide methodology for granting Stock Awards and Stock Unit Awards to select senior executives of the Company or any Subsidiary.

A maximum of 300,000 shares of common stock may be issued under the SI Plan. As of September 30, 2015, the Company had awarded 59,500 shares as stock options under the SI plan. There were no stock options awarded in 2015 or 2014. The Company awarded 16,604 shares as Stock Unit Awards and 14,770 as 50% Stock Awards and 50% Stock Unit Awards during 2015 and 2014, respectively, under the SI plan.

Convertible Preferred Stock

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

On September 23, 2014, the Board of Directors of the Company approved the mandatory conversion of all of the Company's issued and outstanding 4,926 shares of Series B Preferred Stock into shares of the Company’s common stock. On September 24, 2014, notices were sent to the shareholders of the Series B Preferred Stock regarding the mandatory conversion. On November 17, 2014, the Company completed the mandatory conversion. The conversion ratio for each share of the Preferred Stock was computed by dividing $5,000 (the issuance price per share of the Series B Preferred Stock) by $21.62 (then current conversion price). The conversion ratio, therefore, was 231.267 shares of the Company's common stock for each share of Series B Preferred Stock. This resulted in the issuance of approximately 1,139,195 shares of common stock in the aggregate. As a result of the conversion, dividends ceased to accrue on the Series B Preferred Stock and certificates for shares of Series B Preferred Stock only represent the right to receive the appropriate number of shares of common stock, together with net accrued but unpaid dividends on the Preferred Stock, and cash in lieu of fractional share interests.

Series C Convertible Preferred Stock. On February 11, 2011, the Company accepted from certain accredited investors, including directors, executive officers, and certain major customers and holders of the Company's common stock (collectively, the "Investors"), subscriptions for the purchase of $27,500,000, in the aggregate, of a newly authorized series of preferred stock designated as Series C 8% Non-Cumulative Perpetual Convertible Preferred Stock (the "Series C Preferred Stock"). As of February 11, 2011, $11,010,000 of the Series C Preferred Stock had been issued and sold by the Company to certain Investors. On March 2, 2011, three investors subsequently completed the required bank regulatory process and an additional $2,750,000 of Series C Preferred Stock was issued and sold by the Company to these investors. On May 13, 2011, four additional investors received the required bank regulatory approval and an additional $5,490,000 of Series C Preferred Stock was issued and sold by the Company to these investors. On June 28, 2012, the final $8,250,000 of the Company's Series C Preferred Stock was issued and sold by the Company to Investors following their receipt of the required bank regulatory approval, for a total of $27,500,000 of outstanding Series C Preferred Stock. All of the Series C Preferred Stock subscribed for by investors has been issued.

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

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

Each share of the Series C Preferred Stock may be converted at any time at the option of the holder into shares of the Company's common stock. The number of shares of common stock into which each share of the Series C Preferred Stock is convertible is the $5,000 liquidation preference per share divided by the Conversion Price of $20.29. The Conversion Price is subject to adjustment from time to time pursuant to the terms of the Series C Certificate of Designation. If at the time of conversion, there are any authorized, declared and unpaid dividends with respect to a converted share of Series C Preferred Stock, the holder will receive cash in lieu of the dividends, and a holder will receive cash in lieu of fractional shares of common stock following conversion.

After May 13, 2016 the Company may, at its option but subject to the Company's receipt of any required prior approvals from the Board of Governors of the Federal Reserve System or any other regulatory authority, redeem the Series C Preferred Stock. Any redemption will be in exchange for cash in the amount of $5,000 per share, plus any authorized, declared and unpaid dividends, without accumulation of any undeclared dividends.

The Company also has the right at any time after May 13, 2016 to require the conversion of all (but not less than all) of the Series C Preferred Stock into shares of common stock if, on the date notice of mandatory conversion is given to holders, (a) the tangible book value per share of the Company's common stock equals or exceeds 115% of the tangible book value per share of the Company's common stock at December 31, 2010, and (b) the NASDAQ Bank Index (denoted by CBNK:IND) equals or exceeds 115% of the NASDAQ Bank Index at December 31, 2010. "Tangible book value per share of our common stock" at any date means the result of dividing the Company's total common stockholders equity at that date, less the amount of goodwill and intangible assets, determined in accordance with U.S. generally accepted accounting principles, by the number of shares of common stock then outstanding, net of any shares held in the treasury. The tangible book value of the Company's common stock at December 31, 2010 was $9.38, and 115% of this amount is approximately $10.79. The NASDAQ Bank Index value at December 31, 2010 was 1,847.35 and 115% of this amount is approximately 2,124.45. The tangible book value of the Company's common stock at September 30, 2015 was $15.32 and the NASDAQ Bank Index value at September 30, 2015 was 2,770.27.

Accumulated Other Comprehensive Income

The components of accumulated other comprehensive income included in stockholders' equity as of September 30, 2015 and December 31, 2014 are as follows (in thousands):

| | Unrealized Gain (Loss) on Securities | Securities with Other-Than-Temporary Impairment Losses | Total |
|---|---|---|---|
| September 30, 2015 | | | |
| Net unrealized gains on securities available-for-sale | $4,967 | $ — | $4,967 |
| Unamortized losses on held-to-maturity securities transferred from available-for-sale | (876) | — | (876) |
| Securities with other-than-temporary impairment losses | — | (1,042) | (1,042) |
| Tax benefit | (1,594) | 406 | (1,188) |
| Balance at September 30, 2015 | $2,497 | $ (636) | $1,861 |
| December 31, 2014 | | | |
| Net unrealized gains on securities available-for-sale | $2,829 | $— | $2,829 |
| Unamortized losses on held-to-maturity securities transferred from available-for-sale | (1,328) | — | (1,328) |
| Securities with other-than-temporary impairment losses | — | (2,936) | (2,936) |
| Tax benefit (expense) | (586) | 1,146 | 560 |
| Balance at December 31, 2014 | $915 | $(1,790) | $(875) |

Amounts reclassified from accumulated other comprehensive income and the affected line items in the statements of income during the nine months ended September 30, 2015 and 2014, were as follows (in thousands):

| | Amounts Reclassified from Other Comprehensive Income | | Affected Line Item in the Statements of Income |
|---|---|---|---|
| | 2015 | 2014 | |
| Unrealized gains on available-for-sale securities | $231 | 714 | Securities gains, net |
| | | | (Total reclassified amount before tax) |
| | (90) | (278) | Income taxes |
| Total reclassifications out of accumulated other comprehensive income | $141 | $436 | Net reclassified amount |

See "Note 3 – Investment Securities" for more detailed information regarding unrealized losses on available-for-sale securities.

Adoption of New Accounting Guidance

Accounting Standards Update 2014-09, Revenue from Contracts with Customers (Topic 606): Revenue from Contracts with Customers ("ASU 2014-09"). In May 2014, FASB issued ASU 2014-09 which creates a new topic in the FASB Accounting Standards Codification(R) ("ASC"), Topic 606. In addition to superseding and replacing nearly all existing U.S. GAAP revenue recognition guidance, including industry-specific guidance, ASU 2014-09 establishes a new control-based revenue recognition model, changes the basis for deciding when revenue is recognized over time or at a point in time, provides new and more detailed guidance on specific topics and expands and improves disclosures about revenue. In addition, ASU 2014-09 adds a new Subtopic to the ASC, Other Assets and Deferred Costs: Contracts with Customers ("ASC 340-40"), to provide guidance on costs related to obtaining a contract with a customer and costs incurred in fulfilling a contract with a customer that are not in the scope of another ASC Topic. The new guidance does not apply to certain contracts within the scope of other ASC Topics, such as lease contracts, insurance contracts, financing arrangements, financial instruments, guarantee other than product or service warranties, and non-monetary exchanges between entities in the same line of business to facilitate sales to customers. The amendments are effective for annual periods and interim periods within those annual periods beginning after December 15, 2016. In August 2015, FASB issued ASU 2015-14, Revenue from Contracts with Customers (Topic 606)-Deferral of the Effective Date which provides a one year deferral of ASU 2014-09. The adoption of this guidance is not expected to have a material impact on the Company’s financial statements.

Accounting Standards Update 2014-11, Transfers and Servicing (Topic 860): Repurchase-to-Maturity Transactions, Repurchase Financings, and Disclosures ("ASU 2014-11"). In June 2014, FASB issued ASU 2014-11 which changes the accounting for repurchase-to-maturity transactions and repurchase financing arrangements to secured borrowing accounting. ASU 2014-11 also requires enhanced disclosures about repurchase agreements and other similar transactions. The accounting changes in this update are effective for the first interim or annual period beginning after December 31, 2014. The disclosure for transactions accounted for as a sale is effective for the first interim or annual period beginning on or after December 15, 2014; the disclosure for transactions accounted for as secured borrowings is required to be presented for annual periods after December 15, 2014, and interim periods after March 15, 2015. Early application is not permitted. The adoption of this amendment did not have a material effect on the Company's financial statements.

Note 2 -- Earnings Per Share

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

The components of basic and diluted net income per common share available to common stockholders for the three and nine-month period ended September 30, 2015 and 2014 were as follows:

| | Three months ended September 30, | | Nine months ended September 30, | |
|---|---|---|---|---|
| | 2015 | 2014 | 2015 | 2014 |
| Basic Net Income per Common Share Available to Common Stockholders: | | | | |
| Net income | $3,663,000 | $3,915,000 | $11,858,000 | $11,551,000 |
| Preferred stock dividends | (550,000) | (1,105,000) | (1,650,000) | (3,313,000) |
| Net income available to common stockholders | $3,113,000 | $2,810,000 | $10,208,000 | $8,238,000 |
| Weighted average common shares outstanding | 8,421,397 | 5,881,681 | 7,553,468 | 5,881,974 |
| Basic earnings per common share | $0.37 | $0.48 | $1.35 | $1.40 |
| Diluted Net Income per Common Share Available to Common Stockholders: | | | | |
| Net income available to common stockholders | $3,113,000 | $2,810,000 | $10,208,000 | $8,238,000 |
| Effect of assumed preferred stock conversion | 550,000 | 1,105,000 | 1,650,000 | 3,313,000 |
| Net income applicable to diluted earnings per share | $3,663,000 | $3,915,000 | $11,858,000 | $11,551,000 |
| Weighted average common shares outstanding | 8,421,397 | 5,881,681 | 7,553,468 | 5,881,974 |
| Dilutive potential common shares: | | | | |
| Restricted stock awarded | 7,788 | 9,892 | 7,788 | 9,892 |
| Assumed conversion of preferred stock | 1,355,348 | 2,494,569 | 1,355,348 | 2,494,642 |
| Dilutive potential common shares | 1,363,136 | 2,504,461 | 1,363,136 | 2,504,534 |
| Diluted weighted average common shares outstanding | 9,784,533 | 8,386,142 | 8,916,604 | 8,386,508 |
| Diluted earnings per common share | $0.37 | $0.47 | $1.33 | $1.38 |

The following shares were not considered in computing diluted earnings per share for the three and nine-month periods ended September 30, 2015 and 2014 because they were anti-dilutive:

| | Three months ended September 30, | | Nine months ended September 30, | |
|---|---|---|---|---|
| | 2015 | 2014 | 2015 | 2014 |
| Stock options to purchase shares of common stock | 45,500 | 128,750 | 45,500 | 128,750 |

Note 3 -- Investment Securities

The amortized cost, gross unrealized gains and losses and estimated fair values for available-for-sale and held-to-maturity securities by major security type at September 30, 2015 and December 31, 2014 were as follows (in thousands):

| | Amortized Cost | Gross Unrealized Gains | Gross Unrealized (Losses) | Fair Value |
|---|---|---|---|---|
| September 30, 2015 | | | | |
| Available-for-sale: | | | | |
| U.S. Treasury securities and obligations of U.S. government corporations & agencies | $127,239 | $368 | $(156) | $127,451 |
| Obligations of states and political subdivisions | 95,354 | 2,354 | (207) | 97,501 |
| Mortgage-backed securities: GSE residential | 256,836 | 3,156 | (551) | 259,441 |
| Trust preferred securities | 3,167 | — | (1,042) | 2,125 |
| Other securities | 4,035 | 35 | (32) | 4,038 |
| Total available-for-sale | $486,631 | $5,913 | $(1,988) | $490,556 |
| Held-to-maturity: | | | | |
| U.S. Treasury securities and obligations of U.S. government corporations & agencies | $49,105 | $931 | $(6) | $50,030 |
| | | | | |
| December 31, 2014 | | | | |
| Available-for-sale: | | | | |
| U.S. Treasury securities and obligations of U.S. government corporations & agencies | $101,224 | $91 | $(1,358) | $99,957 |
| Obligations of states and political subdivisions | 75,589 | 2,608 | (113) | 78,084 |
| Mortgage-backed securities: GSE residential | 193,814 | 2,548 | (961) | 195,401 |
| Trust preferred securities | 3,300 | — | (2,936) | 364 |
| Other securities | 4,036 | 26 | (12) | 4,050 |
| Total available-for-sale | $377,963 | $5,273 | $(5,380) | $377,856 |
| Held-to-maturity: | | | | |
| U.S. Treasury securities and obligations of U.S. government corporations & agencies | $53,650 | $299 | $(12) | $53,937 |

During the third quarter of 2014, management evaluated its available-for-sale portfolio and transferred obligations of U.S. government corporations & agencies securities with a fair value of $53.6 million from available-for-sale to held-to-maturity to reduce price volatility. Management determined it has both the intent and ability to hold these securities to maturity. Transfers of investment securities into the held-to-maturity category from available-for-sale are made at fair value on the date of transfer. There were no gains or losses recognized as a result of this transfer. The related $1.4 million of unrealized holding loss that was included in the transfer is retained in the carrying value of the held-to-maturity securities and in other comprehensive income net of deferred taxes. These amounts are being amortized into net interest income over the remaining life of the related securities as a yield adjustment, resulting in no impact on future net income.

Trust preferred securities represent one trust preferred pooled security issued by First Tennessee Financial (“FTN”). The unrealized loss of this security, which has a remaining maturity of twenty-two years, is primarily due to its long-term nature, a lack of demand or inactive market for the security, and concerns regarding the underlying financial institutions that have issued the trust preferred security. See the heading “Trust Preferred Securities” for further information regarding this security.

Realized gains and losses resulting from sales of securities were as follows during the nine months ended September 30, 2015 and 2014 (in thousands):

| | September 30, 2015 | September 30, 2014 |
|---|---|---|
| Gross gains | $231 | $1,451 |
| Gross losses | — | (737) |

The following table indicates the expected maturities of investment securities classified as available-for-sale presented at fair value, and held-to-maturity presented at amortized cost, at September 30, 2015 and the weighted average yield for each range of maturities (dollars in thousands):

| | One year or less | After 1 through 5 years | After 5 through 10 years | After ten years | Total |
|---|---|---|---|---|---|
| Available-for-sale: | | | | | |
| U.S. Treasury securities and obligations of U.S. government corporations and agencies | $85,648 | $41,803 | $— | $— | $127,451 |
| Obligations of state and political subdivisions | 5,669 | 44,125 | 47,278 | 429 | 97,501 |
| Mortgage-backed securities: GSE residential | 795 | 210,986 | 47,660 | — | 259,441 |
| Trust preferred securities | — | — | — | 2,125 | 2,125 |
| Other securities | — | 3,977 | — | 61 | 4,038 |
| Total available-for-sale investments | $92,112 | $300,891 | $94,938 | $2,615 | $490,556 |
| Weighted average yield | 1.74% | 2.39% | 2.80% | 1.46% | 2.32% |
| Full tax-equivalent yield | 1.90% | 2.73% | 3.90% | 1.72% | 2.73% |
| Held to Maturity: | | | | | |
| U.S. Treasury securities and obligations of U.S. government corporations and agencies | $29,647 | $14,585 | $4,873 | $— | $49,105 |
| Weighted average yield | 2.11% | 2.11% | 2.53% | —% | 2.15% |
| Full tax-equivalent yield | 2.11% | 2.11% | 2.53% | —% | 2.15% |

The weighted average yields are calculated on the basis of the amortized cost and effective yields weighted for the scheduled maturity of each security. Tax-equivalent yields have been calculated using a 35% tax rate. With the exception of obligations of the U.S. Treasury and other U.S. government agencies and corporations, there were no investment securities of any single issuer, the book value of which exceeded 10% of stockholders' equity at September 30, 2015.

Investment securities carried at approximately $363 million and $330 million at September 30, 2015 and December 31, 2014, respectively, were pledged to secure public deposits and repurchase agreements and for other purposes as permitted or required by law.

The following table presents the aging of gross unrealized losses and fair value by investment category as of September 30, 2015 and December 31, 2014 (in thousands):

| | Less than 12 months | | 12 months or more | | Total | |
|---|---|---|---|---|---|---|
| | Fair Value | Unrealized Losses | Fair Value | Unrealized Losses | Fair Value | Unrealized Losses |
| September 30, 2015 | | | | | | |
| Available-for-sale: | | | | | | |
| U.S. Treasury securities and obligations of U.S. government corporations and agencies | $22,215 | $(31) | $28,973 | $(125) | $51,188 | $(156) |
| Obligations of states and political subdivisions | 10,444 | (145) | 1,185 | (62) | 11,629 | (207) |
| Mortgage-backed securities: GSE residential | 18,219 | (86) | 21,001 | (465) | 39,220 | (551) |
| Trust preferred securities | — | — | 2,125 | (1,042) | 2,125 | (1,042) |
| Other securities | 1,968 | (32) | — | — | 1,968 | (32) |
| Total | $52,846 | $(294) | $53,284 | $(1,694) | $106,130 | $(1,988) |
| Held-to-maturity: | | | | | | |
| U.S. Treasury securities and obligations of U.S. government corporations and agencies | $4,994 | $(6) | $— | $— | $4,994 | $(6) |
| December 31, 2014 | | | | | | |
| Available-for-sale: | | | | | | |
| U.S. Treasury securities and obligations of U.S. government corporations and agencies | $7,289 | $(46) | $75,030 | $(1,312) | $82,319 | $(1,358) |
| Obligations of states and political subdivisions | 3,586 | (19) | 4,416 | (94) | 8,002 | (113) |
| Mortgage-backed securities: GSE residential | 19,565 | (159) | 37,224 | (802) | 56,789 | (961) |
| Trust preferred securities | — | — | 364 | (2,936) | 364 | (2,936) |
| Other securities | — | — | 1,988 | (12) | 1,988 | (12) |
| Total | $30,440 | $(224) | $119,022 | $(5,156) | $149,462 | $(5,380) |
| Held-to-maturity: | | | | | | |
| U.S. Treasury securities and obligations of U.S. government corporations and agencies | $4,853 | $(12) | $— | $— | $4,853 | $(12) |

U.S. Treasury Securities and Obligations of U.S. Government Corporations and Agencies. At September 30, 2015, there were six available-for sale U.S. Treasury securities and obligations of U.S. government corporations and agencies with a fair value of $28,973,000 and unrealized losses of $125,000 in a continuous unrealized loss position for twelve months or more. At December 31, 2014 there were sixteen available-for-sale U.S. Treasury securities and obligations of U.S. government corporations and agencies with a fair value of $75,030,000 and unrealized losses of $1,312,000 in a continuous unrealized loss position for twelve months or more. At September 30, 2015 and December 31, 2014 there were no held-to-maturity U.S. Treasury securities and obligations of U.S. government corporations and agencies in a continuous unrealized loss position for twelve months or more.

Obligations of states and political subdivisions. At September 30, 2015 there were two obligations of states and political subdivisions with a fair value of $1,185,000 and unrealized losses of $62,000 in a continuous unrealized loss position for twelve months or more. At December 31, 2014, there were ten obligations of states and political subdivisions with a fair value of $4,416,000 and unrealized losses of $94,000 in a continuous unrealized loss position for twelve months or more.

Mortgage-backed Securities: GSE Residential. At September 30, 2015 there were seven mortgage-backed securities with a fair value of $21,001,000 and unrealized losses of $465,000 in a continuous unrealized loss position for twelve months or more. At December 31, 2014, there were eleven mortgage-backed securities with a fair value of $37,224,000 and unrealized losses of $802,000 in a continuous unrealized loss position for twelve months or more.

Trust Preferred Securities. At September 30, 2015, there was one trust preferred security with a fair value of $2,125,000 and unrealized loss of $1,042,000 in a continuous unrealized loss position for twelve months or more. At December 31, 2014, there was one trust preferred security with a fair value of $364,000 and unrealized loss of $2,936,000 in a continuous unrealized loss position for twelve months or more. The unrealized loss was primarily due to the long-term nature of the trust preferred security, a lack of demand or inactive market for the security, the impending change to the regulatory treatment of these securities, and concerns regarding the underlying financial institutions that have issued the trust preferred securities.
The Company recorded no other-than-temporary impairment (OTTI) for these securities during 2015 or 2014. Because it is not more-likely-than-not that the Company will be required to sell the remaining security before recovery of its new, lower amortized cost basis, which may be maturity, the Company does not consider the remainder of the investment to be other-than-temporarily impaired at September 30, 2015. However, future downgrades or additional deferrals and defaults in this security, could result in additional OTTI and consequently, have a material impact on future earnings.

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

| | Book Value | Market Value | Unrealized Gains (Losses) | Other-than-temporary Impairment Recorded To-date |
|---|---|---|---|---|
| PreTSL XXVIII | $3,167 | $2,125 | $(1,042) | $(1,111) |

Other securities. At September 30, 2015 and December 31, 2014, there were no corporate bonds in a continuous unrealized loss position for twelve months or more.

The Company does not believe any other individual unrealized loss as of September 30, 2015 represents OTTI. However, given the continued disruption in the financial markets, the Company may be required to recognize OTTI losses in future periods with respect to its available for sale investment securities portfolio. The amount and timing of any additional OTTI will depend on the decline in the underlying cash flows of the securities. Should the impairment of any of these securities become other-than-temporary, the cost basis of the investment will be reduced and the resulting loss recognized in the period the other-than-temporary impairment is identified.

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

The Company conducts periodic reviews to evaluate its investment securities to determine whether OTTI has occurred. While all securities are considered, the securities primarily impacted by OTTI evaluation are pooled trust preferred securities. For the pooled trust preferred security currently in the investment portfolio, an extensive review is conducted to determine if any additional OTTI has occurred. The Company utilizes an independent third-party to perform the OTTI evaluation. The Company's management reviews the assumption inputs and methodology with the third-party to obtain an understanding of them and determine if they are appropriate for the evaluation. Economic models are used to project future cash flows for the security based on current assumptions for discount rate, prepayments, default and deferral rates and recoveries. These assumptions are determined based on the structure of the issuance, the specific collateral underlying the security, historical performance of trust preferred securities and general state of the economy. The OTTI test compares the present value of the cash flows from quarter to quarter to determine if there has been an adverse change which could indicate additional OTTI.

The discount rate assumption used in the cash flow model is equal to the current yield used to accrete the beneficial interest. The Company's current trust preferred security investment has a floating rate coupon of 3-month LIBOR plus 90 basis points. Since the estimate of 3-month LIBOR is based on the forward curve on the measurement date, and is therefore variable, the discount assumption for this security is a range of projected coupons over the expected life of the security.

The Company considers the likelihood that issuers will prepay their securities which changes the amount of expected cash flows. Factors such as the coupon rates of collateral, economic conditions and regulatory changes, such as the Dodd-Frank Act and Basel III, are considered.

The trust preferred security includes collateral issued by financial institutions and insurance companies. To identify bank issuers with a high risk of near term default or deferral, a credit model developed by the third-party is utilized that scores each bank issuer based on 29 different ratios covering capital adequacy, asset quality, earnings, liquidity, the Texas Ratio, and sensitivity to interest rates. To account for longer term bank default risk not captured by the credit model, it is assumed that banks will default at a rate of 2% annually for the first two years of the cash flow projection, and 36 basis points in each year thereafter. To project defaults for insurance issuers, each issuer's credit rating is mapped to its idealized default rate, which is AM Best's estimate of the historical default rate for insurance companies with that rating.

Lastly, it is assumed that trust preferred securities issued by banks that have already failed will have no recoveries, and that banks projected to default will have recoveries of 10%. Additionally, the 10% recovery assumption, incorporates the potential for cures by banks that are currently in deferral.

If the Company determines that a given pooled trust preferred security position will be subject to a write-down or loss, the Company records the expected credit loss as a charge to earnings.

Credit Losses Recognized on Investments. As described above, the Company's investment in trust preferred security has experienced fair value deterioration due to credit losses but is not otherwise other-than-temporarily impaired. The following table provides information about the trust preferred security for which only a credit loss was recognized in income and other losses are recorded in other comprehensive income (loss) for the nine months ended September 30, 2015 and 2014 (in thousands).

| | Accumulated Credit Losses | |
|---|---|---|
| | September 30, 2015 | September 30, 2014 |
| Credit losses on trust preferred securities held | | |
| Beginning of period | $1,111 | $1,111 |
| Additions related to OTTI losses not previously recognized | — | — |
| Reductions due to sales / (recoveries) | — | — |
| Reductions due to change in intent or likelihood of sale | — | — |
| Additions related to increases in previously recognized OTTI losses | — | — |
| Reductions due to increases in expected cash flows | — | — |
| End of period | $1,111 | $1,111 |

Note 4 – Loans and Allowance for Loan Losses

Loans are stated at the principal amount outstanding net of unearned discounts, unearned income and allowance for loan losses. Unearned income includes deferred loan origination fees reduced by loan origination costs and is amortized to interest income over the life of the related loan using methods that approximated the effective interest rate method. Interest on substantially all loans is credited to income based on the principal amount outstanding. A summary of loans at September 30, 2015 and December 31, 2014 follows (in thousands):

| | September 30, 2015 | December 31, 2014 |
|---|---|---|
| Construction and land development | $33,426 | $21,627 |
| Agricultural real estate | 120,431 | 110,158 |
| 1-4 Family residential properties | 234,273 | 179,886 |
| Multifamily residential properties | 54,961 | 53,129 |
| Commercial real estate | 378,665 | 380,173 |
| Loans secured by real estate | 821,756 | 744,973 |
| Agricultural loans | 65,520 | 68,225 |
| Commercial and industrial loans | 296,334 | 223,633 |
| Consumer loans | 44,041 | 15,118 |
| All other loans | 11,202 | 8,736 |
| Gross loans | 1,238,853 | 1,060,685 |
| Less: | | |
| Net deferred loan fees, premiums and discounts | 3,450 | 237 |
| Allowance for loan losses | 14,228 | 13,682 |
| Net loans | $1,221,175 | $1,046,766 |

Loans expected to be sold are classified as held for sale in the consolidated financial statements and are recorded at the lower of aggregate cost or market value, taking into consideration future commitments to sell the loans. These loans are primarily for 1-4 family residential properties. The balance of loans held for sale, excluded from the balances above, were $1,346,000 and $1,958,000 at September 30, 2015 and December 31, 2014, respectively.

Most of the Company's business activities are with customers located within central Illinois. At September 30, 2015, the Company's loan portfolio included $186.0 million of loans to borrowers whose businesses are directly related to agriculture. Of this amount, $154.8 million was concentrated in other grain farming. Total loans to borrowers whose businesses are directly related to agriculture increased $7.5 million from $178.5 million at December 31, 2014 while loans concentrated in other grain farming decreased $0.3 million from $155.1 million at December 31, 2014 due to seasonal paydowns based upon timing of cash flow requirements. While the Company adheres to sound underwriting practices, including collateralization of loans, any extended period of low commodity prices, drought conditions, significantly reduced yields on crops and/or reduced levels of government assistance to the agricultural industry could result in an increase in the level of problem agriculture loans and potentially result in loan losses within the agricultural portfolio.

In addition, the Company has $60.5 million of loans to motels and hotels. The performance of these loans is dependent on borrower specific issues as well as the general level of business and personal travel within the region. While the Company adheres to sound underwriting standards, a prolonged period of reduced business or personal travel could result in an increase in nonperforming loans to this business segment and potentially in loan losses. The Company also has $106.9 million of loans to lessors of non-residential buildings and $68.0 million of loans to lessors of residential buildings and dwellings.

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

The Company’s lending can be summarized into the following primary areas:

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

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

Agricultural and Agricultural Real Estate Loans. Agricultural loans are generally comprised of seasonal operating lines to cash grain farmers to plant and harvest corn and soybeans and term loans to fund the purchase of equipment. Agricultural real estate loans are primarily comprised of loans for the purchase of farmland. Specific underwriting standards have been established for agricultural-related loans including the establishment of projections for each operating year based on industry developed estimates of farm input costs and expected commodity yields and prices. Operating lines are typically written for one year and secured by the crop. Loan-to-value ratios on loans secured by farmland generally do not exceed 65% and have amortization periods limited to twenty five years. Federal government-assistance lending programs through the Farm Service Agency are used to mitigate the level of credit risk when deemed appropriate.

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

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

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

Allowance for Loan Losses

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

Impaired loans

The Company individually evaluates certain loans for impairment. In general, these loans have been internally identified via the Company's loan grading system as credits requiring management's attention due to underlying problems in the borrower's business or collateral concerns. This evaluation considers expected future cash flows, the value of collateral and also other factors that may impact the borrower's ability to make payments when due. For loans greater than $250,000 in the commercial, commercial real estate, agricultural, agricultural real estate segments, impairment is individually measured each quarter using one of three alternatives: (1) the present value of expected future cash flows discounted at the loan's effective interest rate; (2) the loan's observable market price, if available; or (3) the fair value of the collateral less costs to sell for collateral dependent loans and loans for which foreclosure is deemed to be probable. A specific allowance is assigned when expected cash flows or collateral do not justify the carrying amount of the loan. The carrying value of the loan reflects reductions from prior charge-offs.

Adversely classified loans

A detailed analysis is also performed on each adversely classified (substandard or doubtful rated) borrower with an aggregate, outstanding balance greater than $250,000. This analysis includes commercial, commercial real estate, agricultural, and agricultural real estate borrowers who are not currently identified as impaired but pose sufficient risk to warrant in-depth review. Estimated collateral shortfalls are then calculated with allocations for each loan segment based on the five-year historical average of collateral shortfalls adjusted for environmental factors including changes in economic conditions, changes in credit policies or underwriting standards, and changes in the level of credit risk associated with specific industries and markets. Because the economic and business climate in any given industry or market, and its impact on any given borrower, can change rapidly, the risk profile of the loan portfolio is periodically assessed and adjusted when appropriate. Consumer loans are evaluated for adverse classification based primarily on the Uniform Retail Credit Classification and Account Management Policy established by the federal banking regulators. Classification standards are generally based on delinquency status, collateral coverage, bankruptcy and the presence of fraud.

Non-classified and Watch loans

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

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

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

The following tables present the balance in the allowance for loan losses and the recorded investment in loans based on portfolio segment and impairment method for the three and nine-months ended September 30, 2015 and 2014 and for the year ended December 31, 2014 (in thousands):

| | Commercial/ Commercial Real Estate | Agricultural/ Agricultural Real Estate | Residential Real Estate | Consumer | Unallocated | Total |
|---|---|---|---|---|---|---|
| Three months ended September 30, 2015 | | | | | | |
| Allowance for loan losses: | | | | | | |
| Balance, beginning of period | $11,294 | $1,312 | $731 | $382 | $212 | $13,931 |
| Provision charged to expense | 84 | 84 | 97 | 305 | (89) | 481 |
| Losses charged off | (174) | — | (24) | (72) | — | (270) |
| Recoveries | 47 | — | — | 39 | — | 86 |
| Balance, end of period | $11,251 | $1,396 | $804 | $654 | $123 | $14,228 |
| Ending balance: | | | | | | |
| Individually evaluated for impairment | $148 | $— | $— | $194 | $— | $342 |
| Collectively evaluated for impairment | $11,103 | $1,396 | $804 | $460 | $123 | $13,886 |
| Three months ended September 30, 2014 | | | | | | |
| Allowance for loan losses: | | | | | | |
| Balance, beginning of period | $10,771 | $524 | $757 | $368 | $1,261 | $13,681 |
| Provision charged to expense | (267) | 775 | 87 | 58 | (609) | 44 |
| Losses charged off | (22) | — | (30) | (81) | — | (133) |
| Recoveries | 66 | 1 | 4 | 42 | — | 113 |
| Balance, end of period | $10,548 | $1,300 | $818 | $387 | $652 | $13,705 |
| Ending balance: | | | | | | |
| Individually evaluated for impairment | $293 | $— | $14 | $— | $— | $307 |
| Collectively evaluated for impairment | $10,255 | $1,300 | $804 | $387 | $652 | $13,398 |
| Nine months ended September 30, 2015 | | | | | | |
| Allowance for loan losses: | | | | | | |
| Balance, beginning of year | $10,914 | $1,360 | $790 | $386 | $232 | $13,682 |
| Provision charged to expense | 319 | 35 | 77 | 567 | (109) | 889 |
| Losses charged off | (245) | — | (64) | (432) | — | (741) |
| Recoveries | 263 | 1 | 1 | 133 | — | 398 |
| Balance, end of period | $11,251 | $1,396 | $804 | $654 | $123 | $14,228 |
| Ending balance: | | | | | | |
| Individually evaluated for impairment | $148 | $— | $— | $194 | $— | $342 |
| Collectively evaluated for impairment | $11,103 | $1,396 | $804 | $460 | $123 | $13,886 |
| Loans: | | | | | | |
| Ending balance | $772,388 | $185,275 | $234,761 | $44,325 | $— | $1,236,749 |
| Ending balance: | | | | | | |
| Individually evaluated for impairment | $1,248 | $— | $411 | $224 | $— | $1,883 |
| Collectively evaluated for impairment | $771,140 | $185,275 | $234,350 | $44,101 | $— | $1,234,866 |

| | Commercial/ Commercial Real Estate | Agricultural/ Agricultural Real Estate | Residential Real Estate | Consumer | Unallocated | Total |
|---|---|---|---|---|---|---|
| Nine months ended September 30, 2014 | | | | | | |
| Allowance for loan losses: | | | | | | |
| Balance, beginning of year | $10,646 | $533 | $771 | $377 | $922 | $13,249 |
| Provision charged to expense | (192 ) | 765 | 98 | 94 | (270 ) | 495 |
| Losses charged off | (54 ) | — | (75 ) | (186 ) | — | (315 ) |
| Recoveries | 148 | 2 | 24 | 102 | — | 276 |
| Balance, end of period | $10,548 | $1,300 | $818 | $387 | $652 | $13,705 |
| Ending balance: | | | | | | |
| Individually evaluated for impairment | $293 | $— | $14 | $— | $— | $307 |
| Collectively evaluated for impairment | $10,255 | $1,300 | $804 | $387 | $652 | $13,398 |
| Loans: | | | | | | |
| Ending balance | $667,656 | $169,309 | $188,521 | $15,522 | $— | $1,041,008 |
| Ending balance: | | | | | | |
| Individually evaluated for impairment | $3,473 | $— | $225 | $— | $— | $3,698 |
| Collectively evaluated for impairment | $664,183 | $169,309 | $188,296 | $15,522 | $— | $1,037,310 |
| Year ended December 31, 2014 | | | | | | |
| Allowance for loan losses: | | | | | | |
| Balance, beginning of year | $10,646 | $533 | $771 | $377 | $922 | $13,249 |
| Provision charged to expense | 192 | 825 | 135 | 167 | (690 ) | 629 |
| Losses charged off | (86 ) | — | (140 ) | (311 ) | — | (537 ) |
| Recoveries | 162 | 2 | 24 | 153 | — | 341 |
| Balance, end of year | $10,914 | $1,360 | $790 | $386 | $232 | $13,682 |
| Ending balance: | | | | | | |
| Individually evaluated for impairment | $263 | $— | $— | $— | $— | $263 |
| Collectively evaluated for impairment | $10,651 | $1,360 | $790 | $386 | $232 | $13,419 |
| Loans: | | | | | | |
| Ending balance | $684,552 | $178,091 | $184,661 | $15,102 | $— | $1,062,406 |
| Ending balance: | | | | | | |
| Individually evaluated for impairment | $3,301 | $— | $— | $— | $— | $3,301 |
| Collectively evaluated for impairment | $681,251 | $178,091 | $184,661 | $15,102 | $— | $1,059,105 |

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

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

The Company charges-off 1-4 family residential and consumer loans, or portions thereof, when the Company reasonably determines the amount of the loss. The Company adheres to timeframes established by applicable regulatory guidance which provides for the charge-down of 1-4 family first and junior lien mortgages to the net realizable value less costs to sell when the loan is 180 days past due, charge-off of unsecured open-end loans when the loan is 180 days past due, and charge down to the net realizable value when other secured loans are 120 days past due. Loans at these respective delinquency thresholds for which the Company can clearly document that the loan is both well-secured and in the process of collection, such that collection will occur regardless of delinquency status, need not be charged off.

Credit Quality

The Company categorizes loans into risk categories based on relevant information about the ability of borrowers to service their debt such as: current financial information, historical payment experience, collateral support, credit documentation, public information, and current economic trends, among other factors. The Company analyzes loans individually by classifying the loans as to credit risk. This analysis is performed on a continuous basis. The Company uses the following definitions for risk ratings:

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

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

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

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

The following tables present the credit risk profile of the Company's loan portfolio based on rating category and payment activity as of September 30, 2015 and December 31, 2014 (in thousands):

| | Construction & Land Development | | Agricultural Real Estate | | 1-4 Family Residential Properties | | Multifamily Residential Properties | |
|---|---|---|---|---|---|---|---|---|
| | 2015 | 2014 | 2015 | 2014 | 2015 | 2014 | 2015 | 2014 |
| Pass | $33,241 | $20,842 | $115,928 | $107,976 | $229,991 | $177,764 | $54,363 | $52,793 |
| Watch | — | — | 2,231 | 1,036 | 2,591 | 1,187 | 246 | — |
| Substandard | 148 | 785 | 2,155 | 1,181 | 2,195 | 2,970 | 323 | 336 |
| Doubtful | — | — | — | — | — | — | — | — |
| Total | $33,389 | $21,627 | $120,314 | $110,193 | $234,777 | $181,921 | $54,932 | $53,129 |

| | Commercial Real Estate (Nonfarm/Nonresidential) | | Agricultural Loans | | Commercial & Industrial Loans | | Consumer Loans | |
|---|---|---|---|---|---|---|---|---|
| | 2015 | 2014 | 2015 | 2014 | 2015 | 2014 | 2015 | 2014 |
| Pass | $ 355,085 | $ 357,873 | $64,298 | $67,619 | $289,991 | $218,193 | $43,031 | $15,105 |
| Watch | 21,622 | 18,817 | 255 | — | 4,810 | 4,647 | 30 | 9 |
| Substandard | 1,199 | 2,914 | 1,043 | 679 | 534 | 940 | 243 | 4 |
| Doubtful | — | — | — | — | — | — | — | — |
| Total | $ 377,906 | $ 379,604 | $65,596 | $68,298 | $295,335 | $223,780 | $43,304 | $15,118 |

| | All Other Loans | | Total Loans | |
|---|---|---|---|---|
| | 2015 | 2014 | 2015 | 2014 |
| Pass | $11,196 | $8,736 | $1,197,124 | $1,026,901 |
| Watch | — | — | 31,785 | 25,696 |
| Substandard | — | — | 7,840 | 9,809 |
| Doubtful | — | — | — | — |
| Total | $11,196 | $8,736 | $1,236,749 | $1,062,406 |

The following table presents the Company’s loan portfolio aging analysis at September 30, 2015 and December 31, 2014 (in thousands):

| | 30-59 days Past Due | 60-89 days Past Due | 90 Days or More Past Due | Total Past Due | Current | Total Loans Receivable | Total Loans > 90 days & Accruing |
|---|---|---|---|---|---|---|---|
| September 30, 2015 | | | | | | | |
| Construction and land development | $— | $— | $— | $— | $33,389 | $33,389 | $— |
| Agricultural real estate | — | — | 106 | 106 | 120,208 | 120,314 | — |
| 1-4 Family residential properties | 980 | 534 | 103 | 1,617 | 233,160 | 234,777 | — |
| Multifamily residential properties | — | — | — | — | 54,932 | 54,932 | — |
| Commercial real estate | 77 | 185 | 527 | 789 | 377,117 | 377,906 | — |
| Loans secured by real estate | 1,057 | 719 | 736 | 2,512 | 818,806 | 821,318 | — |
| Agricultural loans | 10 | 222 | — | 232 | 65,364 | 65,596 | — |
| Commercial and industrial loans | 409 | 191 | 127 | 727 | 294,608 | 295,335 | — |
| Consumer loans | 112 | 14 | 5 | 131 | 43,173 | 43,304 | — |
| All other loans | — | — | — | — | 11,196 | 11,196 | — |
| Total loans | $1,588 | $1,146 | $868 | $3,602 | $1,233,147 | $1,236,749 | $— |
| December 31, 2014 | | | | | | | |
| Construction and land development | $297 | $25 | $— | $322 | $21,305 | $21,627 | $— |
| Agricultural real estate | — | — | — | — | 110,193 | 110,193 | — |
| 1-4 Family residential properties | 201 | 224 | 385 | 810 | 181,111 | 181,921 | — |
| Multifamily residential properties | — | — | — | — | 53,129 | 53,129 | — |
| Commercial real estate | 60 | 32 | 945 | 1,037 | 378,567 | 379,604 | — |
| Loans secured by real estate | 558 | 281 | 1,330 | 2,169 | 744,305 | 746,474 | — |
| Agricultural loans | 16 | 20 | — | 36 | 68,262 | 68,298 | — |
| Commercial and industrial loans | 228 | 10 | 98 | 336 | 223,444 | 223,780 | — |
| Consumer loans | 331 | 10 | 5 | 346 | 14,772 | 15,118 | — |
| All other loans | — | — | — | — | 8,736 | 8,736 | — |
| Total loans | $1,133 | $321 | $1,433 | $2,887 | $1,059,519 | $1,062,406 | $— |

Impaired Loans

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

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

The following tables present impaired loans as of September 30, 2015 and December 31, 2014 (in thousands):

| | September 30, 2015 | | | December 31, 2014 | | |
|---|---|---|---|---|---|---|
| | Recorded Balance | Unpaid Principal Balance | Specific Allowance | Recorded Balance | Unpaid Principal Balance | Specific Allowance |
| Loans with a specific allowance: | | | | | | |
| Construction and land development | $148 | $713 | $20 | $785 | $2,960 | $43 |
| Agricultural real estate | — | — | — | — | — | — |
| 1-4 Family residential properties | 411 | 411 | — | 67 | 134 | — |
| Multifamily residential properties | 323 | 323 | — | — | — | — |
| Commercial real estate | 532 | 603 | 29 | 472 | 986 | 136 |
| Loans secured by real estate | 1,414 | 2,050 | 49 | 1,324 | 4,080 | 179 |
| Agricultural loans | — | — | — | — | — | — |
| Commercial and industrial loans | 246 | 380 | 99 | 83 | 181 | 84 |
| Consumer loans | 223 | 223 | 194 | — | — | — |
| All other loans | — | — | — | — | — | — |
| Total loans | $1,883 | $2,653 | $342 | $1,407 | $4,261 | $263 |
| Loans without a specific allowance: | | | | | | |
| Construction and land development | $— | $— | $— | $— | $— | $— |
| Agricultural real estate | 25 | 29 | — | 73 | 235 | — |
| 1-4 Family residential properties | 742 | 1,067 | — | 1,156 | 2,866 | — |
| Multifamily residential properties | — | — | — | — | — | — |
| Commercial real estate | 242 | 242 | — | 1,640 | 3,808 | — |
| Loans secured by real estate | 1,009 | 1,338 | — | 2,869 | 6,909 | — |
| Agricultural loans | — | — | — | — | — | — |
| Commercial and industrial loans | 599 | 762 | — | 249 | 933 | — |
| Consumer loans | 20 | 29 | — | 15 | 60 | — |
| All other loans | — | — | — | — | — | — |
| Total loans | $1,628 | $2,129 | $— | $3,133 | $7,902 | $— |
| Total loans: | | | | | | |
| Construction and land development | $148 | $713 | $20 | $785 | $2,960 | $43 |
| Agricultural real estate | 25 | 29 | — | 73 | 235 | — |
| 1-4 Family residential properties | 1,153 | 1,478 | — | 1,223 | 3,000 | — |
| Multifamily residential properties | 323 | 323 | — | — | — | — |
| Commercial real estate | 774 | 845 | 29 | 2,112 | 4,794 | 136 |
| Loans secured by real estate | 2,423 | 3,388 | 49 | 4,193 | 10,989 | 179 |
| Agricultural loans | — | — | — | — | — | — |
| Commercial and industrial loans | 845 | 1,142 | 99 | 332 | 1,114 | 84 |
| Consumer loans | 243 | 252 | 194 | 15 | 60 | — |
| All other loans | — | — | — | — | — | — |
| Total loans | $3,511 | $4,782 | $342 | $4,540 | $12,163 | $263 |

The following tables present average recorded investment and interest income recognized on impaired loans for the three and nine-month periods ended September 30, 2015 and 2014 (in thousands):

| | For the three months ended | | | |
|---|---|---|---|---|
| | September 30, 2015 | | September 30, 2014 | |
| | Average Investment in Impaired Loans | Interest Income Recognized | Average Investment in Impaired Loans | Interest Income Recognized |
| Construction and land development | $148 | $— | $817 | $— |
| Agricultural real estate | 25 | — | 34 | — |
| 1-4 Family residential properties | 1,160 | 2 | 1,129 | 5 |
| Multifamily residential properties | 326 | — | — | — |
| Commercial real estate | 777 | 1 | 2,349 | 1 |
| Loans secured by real estate | 2,436 | 3 | 4,329 | 6 |
| Commercial and industrial loans | 1,157 | 3 | 653 | — |
| Consumer loans | 296 | 1 | 35 | — |
| Total loans | $3,889 | $7 | $5,017 | $6 |

| | For the nine months ended | | | |
|---|---|---|---|---|
| | September 30, 2015 | | September 30, 2014 | |
| | Average Investment in Impaired Loans | Interest Income Recognized | Average Investment in Impaired Loans | Interest Income Recognized |
| Construction and land development | $148 | $— | $1,004 | $— |
| Agricultural real estate | 92 | 2 | 35 | — |
| 1-4 Family residential properties | 1,197 | 11 | 1,156 | 12 |
| Multifamily residential properties | 328 | — | — | — |
| Commercial real estate | 784 | 2 | 2,379 | 2 |
| Loans secured by real estate | 2,549 | 15 | 4,574 | 14 |
| Commercial and industrial loans | 1,293 | 6 | 696 | — |
| Consumer loans | 308 | 2 | 39 | 1 |
| Total loans | $4,150 | $23 | $5,309 | $15 |

The amount of interest income recognized by the Company within the periods stated above was due to loans modified in a troubled debt restructuring that remained on accrual status. The balance of loans modified in a troubled debt restructuring included in the impaired loans stated above that were still accruing was $0 of Farm loans, $339,000 of 1-4 Family residential properties, $36,000 of commercial real estate, $149,000 of commercial & industrial loans and $20,000 of consumer loans at September 30, 2015 and $345,000 of 1-4 family residential properties, $38,000 commercial real estate and $12,000 of consumer loans at September 30, 2014. For the nine months ended September 30, 2015 and 2014, the amount of interest income recognized using a cash-basis method of accounting during the period that the loans were impaired was not material.

Non Accrual Loans

The following table presents the Company’s recorded balance of nonaccrual loans as September 30, 2015 and December 31, 2014 (in thousands). This table excludes purchased impaired loans and performing troubled debt restructurings.

| | September 30, 2015 | December 31, 2014 |
|---|---|---|
| Construction and land development | $148 | $785 |
| Agricultural real estate | 25 | 29 |
| 1-4 Family residential properties | 814 | 878 |
| Multifamily residential properties | 323 | — |
| Commercial real estate | 738 | 2,074 |
| Loans secured by real estate | 2,048 | 3,766 |
| Commercial and industrial loans | 696 | 332 |
| Consumer loans | 223 | 7 |
| Total loans | $2,967 | $4,105 |

Interest income that would have been recorded under the original terms of such nonaccrual loans totaled $49,000 and $44,000 for the nine months ended September 30, 2015 and 2014, respectively.

Troubled Debt Restructuring

The balance of troubled debt restructurings ("TDRs") at September 30, 2015 and December 31, 2014 was $1.8 million and $2.9 million, respectively. Approximately $313,000 and $234,000 in specific reserves have been established with respect to these loans as of September 30, 2015 and December 31, 2014, respectively. As troubled debt restructurings, these loans are included in nonperforming loans and are classified as impaired which requires that they be individually measured for impairment. The modification of the terms of these loans included one or a combination of the following: a reduction of stated interest rate of the loan; an extension of the maturity date and change in payment terms; or a permanent reduction of the recorded investment in the loan. The following table presents the Company’s recorded balance of troubled debt restructurings at September 30, 2015 and December 31, 2014 (in thousands).

| Troubled debt restructurings: | September 30, 2015 | December 31, 2014 |
|---|---|---|
| Construction and land development | $148 | $785 |
| Agricultural real estate | — | 44 |
| 1-4 Family residential properties | 460 | 503 |
| Commercial real estate | 288 | 1,283 |
| Loans secured by real estate | 896 | 2,615 |
| Commercial and industrial loans | 649 | 236 |
| Consumer loans | 243 | 9 |
| Total | $1,788 | $2,860 |
| Performing troubled debt restructurings: | | |
| Agricultural real estate | $— | $44 |
| 1-4 Family residential properties | 339 | $345 |
| Commercial real estate | 36 | 37 |
| Loans secured by real estate | 375 | 426 |
| Commercial and industrial loans | 149 | — |
| Consumer loans | 20 | 9 |
| Total | $544 | $435 |

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The following table presents loans modified as TDRs during the nine months ended September 30, 2015 and 2014, as a result of various modified loan factors (in thousands):

| | September 30, 2015 | | | September 30, 2014 | | |
|---|---|---|---|---|---|---|
| | Number of Modifications | Recorded Investment | Type of Modifications | Number of Modifications | Recorded Investment | Type of Modifications |
| Farm Loans | — | — | | — | $— | |
| 1-4 Family residential properties | 4 | 61 | (b)(c) | 3 | $248 | (c) |
| Commercial real estate | 1 | 34 | (b)(c) | 1 | 501 | (b)(c) |
| Loans secured by real estate | 5 | 95 | | 4 | 749 | |
| Commercial and industrial loans | 4 | 507 | (b)(c) | — | — | |
| Consumer Loans | 3 | 237 | (b)(c) | — | — | |
| Total | 12 | $839 | | 4 | $749 | |

Type of modifications:
(a) Reduction of stated interest rate of loan
(b) Change in payment terms
(c) Extension of maturity date

A loan is considered to be in payment default once it is 90 days past due under the modified terms. There were no loans modified as troubled debt restructurings during the prior twelve months that experienced defaults during the nine months ended September 30, 2015 or the year ended December 31, 2014.

Note 5 -- Goodwill and Intangible Assets

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

The following table presents gross carrying value and accumulated amortization by major intangible asset class as of September 30, 2015 and December 31, 2014 (in thousands):

| | September 30, 2015 | | December 31, 2014 | |
|---|---|---|---|---|
| | Gross Carrying Value | Accumulated Amortization | Gross Carrying Value | Accumulated Amortization |
| Goodwill not subject to amortization (effective 1/1/02) | $43,528 | $3,760 | $29,513 | $3,760 |
| Intangibles from branch acquisition | 3,015 | 3,015 | 3,015 | 3,015 |
| Core deposit intangibles | 15,202 | 7,608 | 8,986 | 7,142 |
| Other Intangibles | 1,904 | 1,904 | 1,904 | 1,904 |
| | $63,649 | $16,287 | $43,418 | $15,821 |

Goodwill of $14 million was recorded for the acquisition of twelve Old National Bank Branches during the third quarter of 2015. The goodwill consists largely of the synergies and economies of scale expected from combining the operations of the Company and the ONB Branches. All of the goodwill was assigned to the banking segment of the Company. The Company expects this goodwill to be fully deductible for tax purposes.

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The following table provides a reconciliation of the purchase price paid for the Branches and the amount of goodwill recorded (in thousands):

| | | |
|---|---|---|
| Purchase price | | $15,892 |
| Less purchase accounting adjustments: | | |
| Fair value of loans | $3,377 | |
| Fair value of premises and equipment | 125 | |
| Fair value of time deposits | 837 | |
| Core deposit intangible | (6,216) | |
| | | (1,877) |
| Resulting goodwill from acquisition | | $14,015 |

Total amortization expense for the nine months ended September 30, 2015 and 2014 was as follows (in thousands):

| | September 30, 2015 | 2014 |
|---|---|---|
| Intangibles from branch acquisition | $— | $— |
| Core deposit intangibles | 466 | 487 |
| Other Intangibles | — | — |
| | $466 | $487 |

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

| | |
|---|---|
| Aggregate amortization expense: | |
| For period 01/01/15-09/30/15 | $466 |
| | |
| Estimated amortization expense: | |
| For period 10/01/15-12/31/15 | $410 |
| For year ended 12/31/16 | $1,389 |
| For year ended 12/31/17 | $1,139 |
| For year ended 12/31/18 | $1,010 |
| For year ended 12/31/19 | $896 |
| For year ended 12/31/20 | $750 |

In accordance with the provisions of SFAS No. 142, “Goodwill and Other Intangible Assets,” codified within ASC 350, the Company performed testing of goodwill for impairment as of September 30, 2015 and determined that, as of that date, goodwill was not impaired. Management also concluded that the remaining amounts and amortization periods were appropriate for all intangible assets.

Note 6 -- Repurchase Agreements and Other Borrowings

Securities sold under agreements to repurchase were $108.5 million at September 30, 2015, a decrease of $13.4 million from $121.9 million at December 31, 2014. The decrease during the first nine months of 2015 was primarily due to declines in balances of a few customers due to changes in cash flow needs for their businesses. All of the transactions have overnight maturities.

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The right of setoff for a repurchase agreement resembles a secured borrowing, whereby the collateral pledged by the Company would be used to settle the fair value of the repurchase agreement should the Company be in default (e.g., declare bankruptcy), the Company could cancel the repurchase agreement (i.e., cease payment of principal and interest), and attempt collection on the amount of collateral value in excess of the repurchase agreement fair value. The collateral is held by a third party financial institution in the counterparty's custodial account. The counterparty has the right to sell or repledge the investment securities. For government entity repurchase agreements, the collateral is held by the Company in a segregated custodial account under a tri-party agreement. The Company is required by the counterparty to maintain adequate collateral levels. In the event the collateral fair value falls below stipulated levels, the Company will pledge additional securities. The Company closely monitors collateral levels to ensure adequate levels are maintained, while mitigating the potential of over-collateralization in the event of counterparty default.

Repurchase agreements by class of collateral pledged are as follows (in thousands):

| | September 30, 2015 |
|---|---|
| US Treasury securities and obligations of U.S. government corporations & agencies | $ 82,206 |
| Mortgage-backed securities: GSE: residential | 26,293 |
| Total | $ 108,499 |

FHLB borrowings remained the same at $20 million for September 30, 2015 and December 31, 2014. At September 30, 2015 the advances were as follows:

- $5 million advance with a 10-year maturity, at 4.58%, due July 14, 2016, one year lockout, callable quarterly
- $5 million advance with a 6-year maturity, at 2.30%, due August 24, 2020
- $5 million advance with a 7-year maturity, at 2.55% due October 1, 2021
- $5 million advance with a 8-year maturity, at 2.40% due January 9, 2023

Note 7 -- Fair Value of Assets and Liabilities

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.  Fair value measurements must maximize the use of observable inputs and minimize the use of unobservable inputs.  There is a hierarchy of three levels of inputs that may be used to measure fair value:

| | |
|---|---|
| Level 1 | Valuations for assets and liabilities traded in active exchange markets, such as the New York Stock Exchange.  Valuations are obtained from readily available pricing sources for market transactions involving identical assets or liabilities. |
| Level 2 | Valuations for assets and liabilities traded in less active dealer or broker markets.  Valuations are obtained from third party pricing services for identical or comparable assets or liabilities which use observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in active markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities. |
| Level 3 | Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. |

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

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Available-for-Sale Securities. The fair value of available-for-sale securities is determined by various valuation methodologies. Where quoted market prices are available in an active market, securities are classified within Level 1. If quoted market prices are not available, then fair values are estimated by using quoted prices of securities with similar characteristics or independent asset pricing services and pricing models, the inputs of which are market-based or independent sources of market parameters, including but not limited to, yield curves, interest rates, volatilities, prepayments, defaults, cumulative loss projections and cash flows. Such securities are classified in Level 2 of the valuation hierarchy. In certain cases where Level 1 or Level 2 inputs are not available, securities are classified within Level 3 of the hierarchy and include subordinated tranches of collateralized mortgage obligations and investments in trust preferred securities.

Fair value determinations for Level 3 measurements of securities are the responsibility of the Treasury function of the Company. The Company contracts with a pricing specialist to generate fair value estimates on a monthly basis. The Treasury function of the Company challenges the reasonableness of the assumptions used and reviews the methodology to ensure the estimated fair value complies with accounting standards generally accepted in the United States, analyzes the changes in fair value and compares these changes to internally developed expectations and monitors these changes for appropriateness.

The trust preferred securities are collateralized debt obligation securities that are backed by trust preferred securities issued by banks, thrifts, and insurance companies. The market for these securities at September 30, 2015 is not active and markets for similar securities are also not active. The inactivity was evidenced first by a significant widening of the bid-ask spread in the brokered markets in which trust preferred securities trade and then by a significant decrease in the volume of trades relative to historical levels. The new issue market is also inactive and will continue to be, as a result of the Dodd-Frank Act’s elimination of trust preferred securities from Tier 1 capital for certain holding companies. There are currently very few market participants who are willing and or able to transact for these securities. The market values for these securities are very depressed relative to historical levels.

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

- The few observable transactions and market quotations that are available are not reliable for purposes of determining fair value at September 30, 2015,

- An income valuation approach technique (present value technique) that maximizes the use of relevant observable inputs and minimizes the use of unobservable inputs will be equally or more representative of fair value than the market approach valuation technique used at prior measurement dates, and

- The trust preferred securities held by the Company will be classified within Level 3 of the fair value hierarchy because we determined that significant adjustments are required to determine fair value at the measurement date.

The following table presents the Company's assets that are measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall as of September 30, 2015 and December 31, 2014 (in thousands):

| | | Fair Value Measurements Using | | |
|---|---|---|---|---|
| | Fair Value | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| September 30, 2015 | | | | |
| Available-for-sale securities: | | | | |
| U.S. Treasury securities and obligations of U.S. government corporations and agencies | $127,451 | $— | $127,451 | $— |
| Obligations of states and political subdivisions | 97,501 | — | 97,501 | — |
| Mortgage-backed securities | 259,441 | — | 259,441 | — |
| Trust preferred securities | 2,125 | — | — | 2,125 |
| Other securities | 4,038 | 62 | 3,976 | — |
| Total available-for-sale securities | $490,556 | $62 | $488,369 | $2,125 |
| December 31, 2014 | | | | |
| Available-for-sale securities: | | | | |
| U.S. Treasury securities and obligations of U.S. government corporations and agencies | $99,957 | $— | $99,957 | $— |
| Obligations of states and political subdivisions | 78,084 | — | 78,084 | — |
| Mortgage-backed securities | 195,401 | — | 195,401 | — |
| Trust preferred securities | 364 | — | — | 364 |
| Other securities | 4,050 | 55 | 3,995 | — |
| Total available-for-sale securities | $377,856 | $55 | $377,437 | $364 |

The change in fair value of assets measured on a recurring basis using significant unobservable inputs (Level 3) for the nine months ended September 30, 2015 and 2014 is summarized as follows (in thousands):

| | Trust Preferred Securities | |
|---|---|---|
| | September 30, 2015 | September 30, 2014 |
| Beginning balance | $364 | $191 |
| Transfers into Level 3 | — | — |
| Transfers out of Level 3 | — | — |
| Total gains or losses: | | |
| Included in net income | — | — |
| Included in other comprehensive income | 1,894 | 474 |
| Purchases, issuances, sales and settlements: | | |
| Purchases | — | — |
| Issuances | — | — |
| Sales | — | — |
| Settlements | (133) | (203) |
| Ending balance | $2,125 | $462 |
| Total gains or losses for the period included in net income attributable to the change in unrealized gains or losses related to assets and liabilities still held at the reporting | $— | $— |

date

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

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

If the impaired loan is identified as collateral dependent, then the fair value method of measuring the amount of impairment is utilized. This method requires obtaining a current independent appraisal of the collateral and applying a discount factor to the value. Impaired loans that are collateral dependent are classified within Level 3 of the fair value hierarchy when impairment is determined using the fair value method.

Management establishes a specific allowance for impaired loans that have an estimated fair value that is below the carrying value. The total carrying amount of loans for which a change in specific allowance has occurred as of September 30, 2015 was $478,000 and a fair value of $165,000 resulting in specific loss exposures of $313,000.

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

Foreclosed Assets Held For Sale. Other real estate owned acquired through loan foreclosure are initially recorded at fair value less costs to sell when acquired, establishing a new cost basis. The adjustment at the time of foreclosure is recorded through the allowance for loan losses. Due to the subjective nature of establishing the fair value when the asset is acquired, the actual fair value of the other real estate owned or foreclosed asset could differ from the original estimate. If it is determined that fair value declines subsequent to foreclosure, a valuation allowance is recorded through noninterest expense. Operating costs associated with the assets after acquisition are also recorded as noninterest expense. Gains and losses on the disposition of other real estate owned and foreclosed assets are netted and posted to other noninterest expense. The total carrying amount of other real estate owned as of September 30, 2015 was $320,000. Other real estate owned included in the total carrying amount and measured at fair value on a nonrecurring basis during the period amounted to $51,000.

The following table presents the fair value measurement of assets measured at fair value on a nonrecurring basis and the level within the fair value hierarchy in which the fair value measurements fall at September 30, 2015 and December 31, 2014 (in thousands):

| | Fair Value Measurements Using | | | |
|---|---|---|---|---|
| | Fair Value | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| September 30, 2015 | | | | |
| Impaired loans (collateral dependent) | $165 | $— | $— | $165 |
| Foreclosed assets held for sale | 51 | — | — | 51 |
| December 31, 2014 | | | | |
| Impaired loans (collateral dependent) | $1,313 | $— | $— | $1,313 |

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.

Trust Preferred Securities. The significant unobservable inputs used in the fair value measurement of the Company's trust preferred securities are offered quotes and comparability adjustments. Significant increases (decreases) in any of those inputs in isolation would result in a significantly lower (higher) fair value measurement. Generally, changes in either of those inputs will not affect the other input.

The following table presents quantitative information about unobservable inputs used in recurring and nonrecurring Level 3 fair value measurements other than goodwill (in thousands).

| | Fair Value at September 30, 2015 | Valuation Technique | Unobservable Inputs | Range (Weighted Average) |
|---|---|---|---|---|
| Trust Preferred Securities | $2,125 | Discounted cash flow | Discount rate | 12.3% |
| | | | Constant prepayment rate (1) | 1.3% |
| | | | Cumulative projected prepayments | 23.7% |
| | | | Probability of default | 0.4% |
| | | | Projected cures given deferral | 100.0% |
| | | | Loss severity | 96.8% |
| Impaired loans (collateral dependent) | $165 | Third party valuations | Discount to reflect realizable value | 0 %-40% ( 20% ) |
| Foreclosed assets held for sale | $51 | Third party valuations | Discount to reflect realizable value less estimated selling costs | 0 %-40% ( 35% ) |

| | Fair Value at December 31, 2014 | Valuation Technique | Unobservable Inputs | Range (Weighted Average) |
|---|---|---|---|---|
| Trust Preferred Securities | $364 | Discounted cash flow | Discount rate | 11.6% |
| | | | Constant prepayment rate (1) | 1.3% |
| | | | Cumulative projected prepayments | 24.4% |
| | | | Probability of default | 0.1% |
| | | | Projected cures given deferral | 100.0% |
| | | | Loss severity | 97.4% |
| Impaired loans (collateral dependent) | $1,313 | Third party valuations | Discount to reflect realizable value | 0 %-40% ( 20% ) |

(1) Every five years

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

Cash and Cash Equivalents, Federal Funds Sold, Interest Receivable and Federal Reserve and Federal Home Loan Bank Stock
The carrying amount approximates fair value.

Certificates of Deposit Investments
The fair value of certificates of deposit investments is estimated using a discounted cash flow calculation that applies the rates currently offered for deposits of similar remaining maturities.

Held-to-Maturity Securities
Fair Value is based on quoted market prices, if available. If a quoted market price is not available, fair value is estimated using quoted market prices for similar securities.

Loans Held for Sale
Loans expected to be sold are classified as held for sale and are recorded at the lower of aggregate cost or market value.

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

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

Securities Sold Under Agreements to Repurchase
The fair value of securities sold under agreements to repurchased is estimated using a discounted cash flow calculation that applies the rates currently offered for deposits of similar remaining maturities.

Interest Payable
The carrying amount approximates fair value.

Junior Subordinated Debentures, Federal Home Loan Bank Borrowings and Other Borrowings
Rates currently available to the Company for debt with similar terms and remaining maturities are used to estimate the fair value of existing debt.

The following tables present estimated fair values of the Company's financial instruments at September 30, 2015 and December 31, 2014 in accordance with FAS 107-1 and APB 28-1, codified with ASC 805 (in thousands):

| | Carrying Amount | Fair Value | Level 1 | Level 2 | Level 3 |
|---|---|---|---|---|---|
| September 30, 2015 | | | | | |
| Financial Assets | | | | | |
| Cash and due from banks | $214,971 | $214,971 | $214,971 | $— | $— |
| Federal funds sold | 492 | 492 | 492 | — | — |
| Certificates of deposit investments | 12,930 | 12,952 | — | 12,952 | — |
| Available-for-sale securities | 490,556 | 490,556 | 62 | 488,369 | 2,125 |
| Held-to-maturity securities | 49,105 | 50,030 | — | 50,030 | — |
| Loans held for sale | 1,346 | 1,346 | — | 1,346 | — |
| Loans net of allowance for loan losses | 1,221,175 | 1,232,704 | — | — | 1,232,704 |
| Interest receivable | 7,620 | 7,620 | — | 7,620 | — |
| Federal Reserve Bank stock | 2,272 | 2,272 | — | 2,272 | — |
| Federal Home Loan Bank stock | 3,391 | 3,391 | — | 3,391 | — |
| Financial Liabilities | | | | | |
| Deposits | $1,731,860 | $1,731,984 | $— | $1,475,955 | $256,029 |
| Securities sold under agreements to repurchase | 108,499 | 108,526 | — | 108,526 | — |
| Interest payable | 381 | 381 | — | 381 | — |
| Federal Home Loan Bank borrowings | 20,000 | 20,698 | — | 20,698 | — |
| Junior subordinated debentures | 20,620 | 12,557 | — | 12,557 | — |
| December 31, 2014 | | | | | |
| Financial Assets | | | | | |
| Cash and due from banks | $51,236 | $51,236 | $51,236 | $— | $— |
| Federal funds sold | 494 | 494 | 494 | — | — |
| Available-for-sale securities | 377,856 | 377,856 | 55 | 377,437 | 364 |
| Held-to-maturity securities | 53,650 | 53,937 | — | 53,937 | — |
| Loans held for sale | 1,958 | 1,958 | — | 1,958 | — |
| Loans net of allowance for loan losses | 1,046,766 | 1,051,110 | — | — | 1,051,110 |
| Interest receivable | 6,828 | 6,828 | — | 6,828 | — |
| Federal Reserve Bank stock | 1,522 | 1,522 | — | 1,522 | — |
| Federal Home Loan Bank stock | 3,391 | 3,391 | — | 3,391 | — |
| Financial Liabilities | | | | | |
| Deposits | $1,272,077 | $1,272,358 | $— | $1,053,800 | $218,558 |
| Securities sold under agreements to repurchase | 121,869 | 121,870 | — | 121,870 | — |
| Interest payable | 285 | 285 | — | 285 | — |
| Federal Home Loan Bank borrowings | 20,000 | 20,541 | — | 20,541 | — |
| Junior subordinated debentures | 20,620 | 12,528 | — | 12,528 | — |

Note 8 -- Business Combination

On August 14, 2015, First Mid-Illinois Bank completed the acquisition of twelve Illinois bank branches ("ONB Branches") from Old National Bank, a national banking association having its principal office in Evansville, Indiana. The acquisition expanded First Mid Bank's service area into Southern Illinois and provided a stable source of core deposits. Pursuant to the terms of the Branch Purchase and Assumption Agreement, dated January 30, 2015, as amended, by and between First Mid Bank and Old National Bank, First Mid Bank, among other matters, assumed certain deposit liabilities and acquired certain loans, as well as cash, real property, furniture, and other fixed operating assets associated with the ONB Branches. The deposit and loan balances assumed were approximately $453 million and $156 million at book value, respectively. First Mid Bank also assumed certain leases, and entered into certain subleases, related to the ONB Branches.

First Mid Bank agreed to pay Old National Bank the sum of: (i) a deposit premium of 3.6% on the amount of deposit accounts of the ONB Branches, other than brokered deposits and municipal deposits, which equated to approximately $15.9 million, (ii) $500,000, representing the fixed deposit premium related to the municipal deposits of the Branches, (iii) the principal amount of the loans being purchased, plus the accrued but unpaid interest, (iv) the aggregate net book value of the other assets purchased including facilities of approximately $4.5 million, and (v) the aggregate amount of cash on hand of $2.7 million as of the closing. The acquisition was settled by Old National Bank paying cash of approximately $276.8 million to First Mid Bank for the difference between these amounts and the total deposits assumed.

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

| | Acquired Book Value | Fair Value Adjustments | As Recorded by First Mid Bank |
|---|---|---|---|
| Assets | | | |
| Cash | 279,468 | — | 279,468 |
| Loans | 155,774 | (3,377) | 152,397 |
| Premises and equipment | 4,547 | (125) | 4,422 |
| Goodwill | — | 14,015 | 14,015 |
| Core deposit intangible | — | 6,216 | 6,216 |
| Other assets | 1,433 | — | 1,433 |
| Total assets acquired | $441,222 | $16,729 | $457,951 |
| Liabilities | | | |
| Deposits | $452,810 | $837 | $453,647 |
| Securities sold under agreements to repurchase | 3,797 | — | 3,797 |
| Other liabilities | 507 | — | 507 |
| Total liabilities assumed | $457,114 | $837 | $457,951 |

The Company has recognized approximately $1.1 million of costs related to completion of the acquisition during the first nine months of 2015. These acquisition costs are included in legal and professional and other expense. The difference between the fair value and acquired value of the purchased loans of $3,377,000 is being accreted to interest income over the remaining term of the loans. The difference between the fair value and acquired value of the assumed time deposits of $837,000 is being amortized to interest expense over the remaining term of the time deposits. The core deposit intangible asset, with a fair value of $6,216,000, will be amortized on an accelerated basis over its estimated life of ten years.

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

| | Three months ended September 30, | | Nine months ended September 30, | |
|---|---|---|---|---|
| | 2015 | 2014 | 2015 | 2014 |
| Net interest income | $16,953 | $15,842 | $47,627 | $45,685 |
| Provision for loan losses | 522 | 96 | 1,012 | 651 |
| Non-interest income | 6,811 | 6,283 | 19,750 | 19,515 |
| Non-interest expense | 15,615 | 14,178 | 42,873 | 42,524 |
| Income before income taxes | 7,627 | 7,851 | 23,492 | 22,025 |
| Income tax expense | 2,674 | 2,909 | 8,384 | 8,167 |
| Net income | $4,953 | $4,942 | $15,108 | $13,858 |
| Dividends on preferred shares | 550 | 1,105 | 1,650 | 3,313 |
| Net income available to common stockholders | $4,403 | $3,837 | $13,458 | $10,545 |
| | | | | |
| Earnings per share | | | | |
| Basic | $0.52 | $0.65 | $1.78 | $1.79 |
| Diluted | $0.51 | $0.59 | $1.69 | $1.65 |
| | | | | |
| Basic weighted average shares outstanding | 8,421,397 | 5,881,681 | 7,553,468 | 5,881,973 |
| Diluted weighted average shares outstanding | 9,784,533 | 8,386,142 | 8,916,604 | 8,386,507 |

The unaudited pro forma condensed combined financial statements do not reflect any anticipated cost savings and revenue enhancements. Accordingly, the pro forma results of operations of the Company as of and after the business combination may not be indicative of the results that actually would have occurred if the combination had been in effect during the periods presented or of the results that may be attained in the future.

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

The following discussion and analysis is intended to provide a better understanding of the consolidated financial condition and results of operations of the Company and its subsidiaries as of, and for the three and nine-month periods ended September 30, 2015 and 2014. This discussion and analysis should be read in conjunction with the consolidated financial statements, related notes and selected financial data appearing elsewhere in this report.

Forward-Looking Statements

This report may contain certain forward-looking statements, such as discussions of the Company's pricing and fee trends, credit quality and outlook, liquidity, new business results, expansion plans, anticipated expenses and planned schedules. The Company intends such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1955. Forward-looking statements, which are based on certain assumptions and describe future plans, strategies and expectations of the Company, are identified by use of the words "believe," "expect," "intend," "anticipate," "estimate," "project," or similar expressions. Actual results could differ materially from the results indicated by these statements because the realization of those results is subject to many risks and uncertainties, including those described in Item 1A-"Risk Factors" and other sections of the Company's Annual Report on Form 10-K and the Company's other filings with the SEC, and changes in interest rates, general economic conditions and those in the Company's market area, legislative/regulatory changes, monetary and fiscal policies of the U.S. Government, including policies of the U.S. Treasury and the Federal Reserve Board, the quality or composition of the loan or investment portfolios and the valuation of the investment portfolio, the Company's success in raising capital and effecting and integrating acquisitions, demand for loan products, deposit flows, competition, demand for financial services in the Company's market area and accounting principles, policies and guidelines. Furthermore, forward-looking statements speak only as of the date they are made. Except as required under the federal securities laws or the rules and regulations of the SEC, we do not undertake any obligation to update or review any forward-looking information, whether as a result of new information, future events or otherwise. Further information concerning the Company and its business, including a discussion of these and additional factors that could materially affect the Company's financial results, is included in the Company's 2014 Annual Report on Form 10-K under the headings "Item 1. Business" and "Item 1A. Risk Factors."

Overview

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

Net income was $11,858,000 and $11,551,000 for the nine months ended September 30, 2015 and 2014, respectively. Diluted net income per common share available to common stockholders was $1.33 and $1.38 for the nine months ended September 30, 2015 and 2014. The following table shows the Company's annualized performance ratios for the nine months ended September 30, 2015 and 2014, compared to the performance ratios for the year ended December 31, 2014:

| | Nine months ended | Year ended |
|---|---|---|

| | September 30, 2015 | | September 30, 2014 | | December 31, 2014 | |
|---|---|---|---|---|---|---|
| Return on average assets | 0.92 | % | 0.97 | % | 0.97 | % |
| Return on average common equity | 8.86 | % | 10.76 | % | 10.34 | % |
| Average equity to average assets | 10.58 | % | 9.85 | % | 9.94 | % |

Total assets were $2.09 billion at September 30, 2015, compared to $1.61 billion as of December 31, 2014. From December 31, 2014 to September 30, 2015, cash and interest bearing deposits increased $163.7 million, net loan balances increased $174.4 million and investment securities increased $108.2 million. The increase in investment securities balance was primarily due to purchases of obligations of U.S. government corporations and agencies securities and mortgage-backed securities during the first nine months of 2015. Net loan balances were $1.22 billion at September 30, 2015, from $1.05 billion at December 31, 2014. The increase in loan balances was primarily due to $152 million loans acquired in the ONB Branch acquisition and an increase in commercial and industrial loans offset by a decline in commercial real estate loans.

Net interest margin, defined as net interest income divided by average interest-earning assets, was 3.30% for the nine months ended September 30, 2015, down from 3.43% for the same period in 2014. This decrease was primarily due to a greater decline in investment and loan yields than funding costs. Net interest income before the provision for loan losses was $40.0 million compared to net interest income of $38.4 million for the same period in 2014.

Total non-interest income of $14.3 million increased $472,000 or 3.40% from $13.9 million for the same period last year. Mortgage banking income increased from $441,000 for the the first nine months of of 2014 to $549,000 for the first nine months of this year as refinance activity and new purchase activity has increased due to lower mortgage rates. Insurance revenues also increased due to more income received from insurance carriers based on previous year claim experience. Gains on the sale of securities were $231,000 for the nine months ended September 30, 2015 compared to $714,000 for the same period last year.

Total non-interest expense of $34.9 million decreased $1,652,000 or 5.0% from $33.3 million for the same period last year primarily due to expenses incurred to complete the acquisition of the twelve ONB Branches.

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

| | Change in Net Income 2015 versus 2014 | | | |
|---|---|---|---|---|
| | Three months ended September 30, | | Nine months ended September 30, | |
| Net interest income | $994 | | $1,591 | |
| Provision for loan losses | (437 | ) | (394 | ) |
| Other income, including securities transactions | 607 | | 472 | |
| Other expenses | (1,792 | ) | (1,652 | ) |
| Income taxes | 376 | | 290 | |
| Increase in net income | $(252 | ) | $307 | |

Credit quality is an area of importance to the Company. Total nonperforming loans were $3.5 million at September 30, 2015, compared to $4.8 million at September 30, 2014 and $4.5 million at December 31, 2014. See the discussion under the heading “Loan Quality and Allowance for Loan Losses” for a detailed explanation of these balances. Repossessed asset balances totaled $320,000 at September 30, 2015 compared to $352,000 on September 30, 2014 and $263,000 on December 31, 2014. The Company’s provision for loan losses for the nine months ended September 30, 2015 and 2014 was $889,000 and $495,000, respectively. Total loans past due 30 days or more were 0.29% of loans at September 30, 2015 compared to 0.31% at September 30, 2014, and 0.27% of loans at December 31, 2014. At September 30, 2015, the composition of the loan portfolio remained similar to the same period last year. Loans secured by both commercial and residential real estate comprised approximately 66.4% of the loan portfolio as of September 30, 2015 and 70.3% as of December 31, 2014.

The Company’s capital position remains strong and the Company has consistently maintained regulatory capital ratios above the “well-capitalized” standards. The Company’s Tier 1 capital to risk weighted assets ratio calculated under the regulatory risk-based capital requirements at September 30, 2015 and 2014 and December 31, 2014 was 13.84%, 14.54% and 14.42%, respectively. The Company’s total capital to risk weighted assets ratio calculated under the regulatory risk-based capital requirements at September 30, 2015 and 2014 and December 31, 2014 was 14.88%, 15.75% and 15.60%, respectively. The primary reason for the decrease in these ratios was completion of the acquisition of twelve ONB Branches which increased risk-weighted assets by approximately $227 million offset by completion of a private placement capital raise completed during the second quarter of 2015 which resulted in an increase in common stockholder's equity of approximately $29.3 million.

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

The Company enters into financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include lines of credit, letters of credit and other commitments to extend credit. The total outstanding commitments at September 30, 2015 and 2014 were $302 million and $235 million, respectively. The increase in 2015 was primarily due to additional outstanding commitments resulting from the acquisition of the twelve ONB Branches.

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

On February 27, 2009, the FDIC adopted a final rule setting initial base assessment rates beginning April 1, 2009, at 12 to 45 basis points and, due to extraordinary circumstances, extended the period of the restoration plan to increase the deposit insurance fund to seven years. Also on February 27, 2009, the FDIC issued final rules on changes to the risk-based assessment system which imposes rates based on an institution's risk to the deposit insurance fund. The new rates increased the range of annual risk based assessment rates from 5 to 7 basis points to 7 to 24 basis points. The final rules both increase base assessment rates and incorporate additional assessments for excess reliance on brokered deposits and FHLB advances. This new assessment took effect April 1, 2009. The Company expensed $574,000 and $537,000 for this assessment during the first nine months of 2015 and 2014, respectively.

In addition to its insurance assessment, each insured bank was subject to quarterly debt service assessments in connection with bonds issued by a government corporation that financed the federal savings and loan bailout. The Company expensed $67,000 and $66,000 during the first nine months of 2015 and 2014, respectively, for this assessment.

Basel III. In September 2010, the Basel Committee on Banking Supervision proposed higher global minimum capital standards, including a minimum Tier 1 common capital ratio and additional capital and liquidity requirements. On July 2, 2013, the Federal Reserve Board approved a final rule to implement these reforms and changes required by the Dodd-Frank Act. This final rule was subsequently adopted by the OCC and the FDIC.

As included in the proposed rule of June 2012, the final rule includes new risk-based capital and leverage ratios, which will be phased in from 2015 to 2019, and refines the definition of what constitutes "capital" for purposes of calculating those ratios. The new minimum capital level requirements applicable to the Company and First Mid Bank beginning in 2015 are: (i) a new common equity Tier 1 capital ratio of 4.5%; (ii) a Tier 1 capital ratio of 6%; (iii) a total capital ratio of 8%; and (iv) a Tier 1 leverage ratio of 4%. The rule also establishes a "capital conservation buffer" of 2.5% above the new regulatory minimum capital requirements, which must consist entirely of common equity Tier 1 capital and would result in the following minimum ratios: (i) a common equity Tier 1 capital ratio of 7.0%, (ii) a Tier 1 capital ratio of 8.5%, and (iii) a total capital ratio of 10.5%. The new capital conservation buffer requirement will be phased in beginning in January 2016 at 0.625% of risk weighted assets and will increase by that amount each year until fully implemented in January 2019. An institution will be subject to limitations on paying dividends, engaging in share repurchases and paying discretionary bonuses if its capital level falls below the buffer amount.

The final rule also makes three changes to the proposed rule of June 2012 that impact the Company. First, the proposed rule would have required banking organizations to include accumulated other comprehensive income ("AOCI") in common equity tier 1 capital. AOCI includes accumulated unrealized gains and losses on certain assets and liabilities that have not been included in net income. Under existing general risk-based capital rules, most components of AOCI are not included in a banking organization's regulatory capital calculations. The final rule allows community banking organizations to make a one-time election not to include these additional components of AOCI in regulatory capital and instead use the existing treatment under the general risk-based capital rules that excludes most AOCI components from regulatory capital.

Second, the proposed rule would have modified the risk-weight framework applicable to residential mortgage exposures to require banking organizations to divide residential mortgage exposure into two categories in order to determine the applicable risk weight. The final rule, however, retains the existing treatment for residential mortgage exposures under the general risk-based capital rules.

Third, the proposed rule would have required banking organizations with total consolidated assets of less than $15 billion as of December 31, 2009, such as the Company, to phase out over ten years any trust preferred securities and cumulative perpetual preferred securities from its Tier 1 capital regulatory capital. The final rule, however, permanently grandfathers into Tier 1 capital of depository institution holding companies with total consolidated assets of less than $15 billion as of December 31, 2009 any trust preferred securities or cumulative perpetual preferred stock issued before May 19, 2010.

See discussion under the heading "Capital Resources" for a description of the Company's and First Mid Bank's risk-based capital.

Critical Accounting Policies and Use of Significant Estimates

The Company has established various accounting policies that govern the application of U.S. generally accepted accounting principles in the preparation of the Company's financial statements. The significant accounting policies of the Company are described in the footnotes to the consolidated financial statements included in the Company's 2014 Annual Report on Form 10-K. Certain accounting policies involve significant judgments and assumptions by management that have a material impact on the carrying value of certain assets and liabilities; management considers such accounting policies to be critical accounting policies. The judgments and assumptions used by management are based on historical experience and other factors, which are believed to be reasonable under the circumstances. Because of the nature of the judgments and assumptions made by management, actual results could differ from these judgments and assumptions, which could have a material impact on the carrying values of assets and liabilities and the results of operations of the Company.

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

The Company estimates the appropriate level of allowance for loan losses by separately evaluating impaired and nonimpaired loans. A specific allowance is assigned to an impaired loan when expected cash flows or collateral do not justify the carrying amount of the loan. The methodology used to assign an allowance to a nonimpaired loan is more subjective. Generally, the allowance assigned to nonimpaired loans is determined by applying historical loss rates to existing loans with similar risk characteristics, adjusted for qualitative factors including the volume and severity of identified classified loans, changes in economic conditions, changes in credit policies or underwriting standards, and changes in the level of credit risk associated with specific industries and markets. Because the economic and business climate in any given industry or market, and its impact on any given borrower, can change rapidly, the risk profile of the loan portfolio is continually assessed and adjusted when appropriate. Notwithstanding these procedures, there still exists the possibility that the assessment could prove to be significantly incorrect and that an immediate adjustment to the allowance for loan losses would be required.

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

Investment in Debt and Equity Securities. The Company classifies its investments in debt and equity securities as either held-to-maturity or available-for-sale in accordance with Statement of Financial Accounting Standards (SFAS) No. 115, "Accounting for Certain Investments in Debt and Equity Securities," which was codified into ASC 320.

Securities classified as held-to-maturity are recorded at cost or amortized cost. Available-for-sale securities are carried at fair value. Fair value calculations are based on quoted market prices when such prices are available. If quoted market prices are not available, estimates of fair value are computed using a variety of techniques, including extrapolation from the quoted prices of similar instruments or recent trades for thinly traded securities, fundamental analysis, or through obtaining purchase quotes. Due to the subjective nature of the valuation process, it is possible that the actual fair values of these investments could differ from the estimated amounts, thereby affecting the financial position, results of operations and cash flows of the Company. If the estimated value of investments is less than the cost or amortized cost, the Company evaluates whether an event or change in circumstances has occurred that may have a significant adverse effect on the fair value of the investment. If such an event or change has occurred and the Company determines that the impairment is other-than-temporary, a further determination is made as to the portion of impairment that is related to credit loss. The impairment of the investment that is related to the credit loss is expensed in the period in which the event or change occurred. The remainder of the impairment is recorded in other comprehensive income.

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

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

Impairment of Goodwill and Intangible Assets. Core deposit and customer relationships, which are intangible assets with a finite life, are recorded on the Company’s balance sheets. These intangible assets were capitalized as a result of past acquisitions and are being amortized over their estimated useful lives of up to 15 years. Core deposit intangible assets, with finite lives will be tested for impairment when changes in events or circumstances indicate that its carrying amount may not be recoverable. Core deposit intangible assets were tested for impairment as of September 30, 2015 as part of the goodwill impairment test and no impairment was identified.

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

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

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

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

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

- Level 3 — inputs that are unobservable and significant to the fair value measurement.

At the end of each quarter, the Company assesses the valuation hierarchy for each asset or liability measured. From time to time, assets or liabilities may be transferred within hierarchy levels due to changes in availability of observable market inputs to measure fair value at the measurement date. Transfers into or out of hierarchy levels are based upon the fair value at the beginning of the reporting period. A more detailed description of the fair values measured at each level of the fair value hierarchy can be found in Note 6 – Fair Value of Assets and Liabilities.

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Results of Operations

Net Interest Income

The largest source of revenue for the Company is net interest income. Net interest income represents the difference between total interest income earned on earning assets and total interest expense paid on interest-bearing liabilities.  The amount of interest income is dependent upon many factors, including the volume and mix of earning assets, the general level of interest rates and the dynamics of changes in interest rates.  The cost of funds necessary to support earning assets varies with the volume and mix of interest-bearing liabilities and the rates paid to attract and retain such funds.  The Company's average balances, interest income and expense and rates earned or paid for major balance sheet categories are set forth for the three and nine months ended September 30, 2015 and 2014 in the following table (dollars in thousands):

| | Three months ended September 30, 2015 | | | | Three months ended September 30, 2014 | | | |
|---|---|---|---|---|---|---|---|---|
| | Average Balance | Interest | Average Rate | | Average Balance | Interest | Average Rate | |
| ASSETS | | | | | | | | |
| Interest-bearing deposits with other financial institutions | $114,673 | $57 | 0.20 | % | $39,470 | $24 | 0.24 | % |
| Federal funds sold | 492 | — | — | % | 495 | — | — | % |
| Certificates of deposit investments | 2,769 | 6 | 0.86 | % | — | — | — | % |
| Investment securities | | | | | | | | |
| Taxable | 410,710 | 1,959 | 1.91 | % | 365,547 | 1,808 | 1.98 | % |
| Tax-exempt (1) | 89,329 | 723 | 3.24 | % | 69,338 | 584 | 3.37 | % |
| Loans (2)(3)(4) | 1,151,089 | 12,198 | 4.20 | % | 1,033,991 | 11,391 | 4.37 | % |
| Total earning assets | 1,769,062 | 14,943 | 3.35 | % | 1,508,841 | 13,807 | 3.63 | % |
| Cash and due from banks | 39,234 | | | | 31,644 | | | |
| Premises and equipment | 29,524 | | | | 27,847 | | | |
| Other assets | 55,271 | | | | 44,233 | | | |
| Allowance for loan losses | (14,059 ) | | | | (13,715 ) | | | |
| Total assets | $1,879,032 | | | | $1,598,850 | | | |
| LIABILITIES AND STOCKHOLDERS’ EQUITY | | | | | | | | |
| Interest-bearing deposits | | | | | | | | |
| Demand deposits | $710,850 | $190 | 0.11 | % | $564,749 | $168 | 0.12 | % |
| Savings deposits | 301,340 | 100 | 0.13 | % | 278,420 | 94 | 0.13 | % |
| Time deposits | 224,488 | 355 | 0.63 | % | 234,187 | 324 | 0.55 | % |
| Securities sold under agreements to repurchase | 114,346 | 14 | 0.05 | % | 98,944 | 11 | 0.04 | % |
| FHLB advances | 23,043 | 155 | 2.67 | % | 12,174 | 78 | 2.54 | % |
| Fed Funds Purchased | 332 | 1 | 1.19 | % | — | — | — | % |
| Junior subordinated debt | 20,620 | 132 | 2.54 | % | 20,620 | 130 | 2.50 | % |
| Other debt | — | — | — | % | — | — | — | % |
| Total interest-bearing liabilities | 1,395,019 | 947 | 0.27 | % | 1,209,094 | 805 | 0.26 | % |
| Non interest-bearing demand deposits | 275,726 | | | | 220,855 | | | |
| Other liabilities | 7,247 | | | | 11,165 | | | |
| Stockholders' equity | 201,040 | | | | 157,736 | | | |
| Total liabilities & equity | $1,879,032 | | | | $1,598,850 | | | |
| Net interest income | | $13,996 | | | | $13,002 | | |
| Net interest spread | | | 3.08 | % | | | 3.37 | % |
| Impact of non-interest bearing funds | | | 0.05 | % | | | 0.05 | % |
| Net yield on interest- earning assets | | | 3.13 | % | | | 3.42 | % |

(1) The tax-exempt income is not recorded on a tax equivalent basis.
(2) Nonaccrual loans have been included in the average balances.
(3) Net of unaccreted discount related to loans acquired
(4) Includes loans held for sale.

| | Nine months ended September 30, 2015 | | | | Nine months ended September 30, 2014 | | | |
|---|---|---|---|---|---|---|---|---|
| | Average Balance | Interest | Average Rate | | Average Balance | Interest | Average Rate | |
| Assets | | | | | | | | |
| Interest-bearing deposits with other financial institutions | $61,770 | $101 | 0.22 | % | $35,940 | $67 | 0.25 | % |
| Federal funds sold | 493 | — | 0.10 | % | 496 | — | 0.10 | % |
| Certificates of deposit investments | 933 | 6 | 0.80 | % | — | — | — | % |
| Investment securities: | | | | | | | | |
| Taxable | 385,598 | 5,476 | 1.89 | % | 379,164 | 5,725 | 2.01 | % |
| Tax-exempt (1) | 83,311 | 1,997 | 3.20 | % | 68,209 | 1,735 | 3.39 | % |
| Loans (2) | 1,084,184 | 34,974 | 4.31 | % | 1,010,767 | 33,242 | 4.40 | % |
| Total earning assets | 1,616,289 | 42,554 | 3.52 | % | 1,494,576 | 40,769 | 3.65 | % |
| Cash and due from banks | 36,675 | | | | 34,626 | | | |
| Premises and equipment | 27,997 | | | | 28,006 | | | |
| Other assets | 44,489 | | | | 45,268 | | | |
| Allowance for loan losses | (13,990 ) | | | | (13,595 ) | | | |
| Total assets | $1,711,460 | | | | $1,588,881 | | | |
| Liabilities and Stockholders' Equity | | | | | | | | |
| Interest-bearing deposits | | | | | | | | |
| Demand deposits | $617,543 | $518 | 0.11 | % | $557,811 | $517 | 0.12 | % |
| Savings deposits | 290,048 | 293 | 0.14 | % | 283,527 | 280 | 0.13 | % |
| Time deposits | 210,332 | 879 | 0.56 | % | 230,405 | 981 | 0.57 | % |
| Securities sold under agreements to repurchase | 116,443 | 43 | 0.05 | % | 94,026 | 33 | 0.05 | % |
| FHLB advances | 24,231 | 465 | 2.57 | % | 12,747 | 211 | 2.22 | % |
| Fed Funds Purchased | 190 | 1 | — | % | 22 | — | 0.50 | % |
| Junior subordinated debt | 20,620 | 390 | 2.53 | % | 20,620 | 385 | 2.49 | % |
| Other debt | 630 | 13 | 2.66 | % | 136 | 1 | 1.21 | % |
| Total interest-bearing liabilities | 1,280,037 | 2,602 | 0.27 | % | 1,199,294 | 2,408 | 0.27 | % |
| Non interest-bearing demand deposits | 242,421 | | | | 224,396 | | | |
| Other liabilities | 7,920 | | | | 8,629 | | | |
| Stockholders' equity | 181,082 | | | | 156,562 | | | |
| Total liabilities & equity | $1,711,460 | | | | $ | | | |