FENTURA FINANCIAL INC
Form 10-K
March 25, 2004

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

[X] ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For fiscal year ended December 31, 2003

[ ] TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT

For the transition period from __________ to ____________

Commission file number 000-23550

FENTURA FINANCIAL, INC.

(Exact name of registrant as specified in its charter)

Michigan	**38-2806518**
(State or other jurisdiction of incorporation or organization)	**(IRS Employer Identification No.)**
175 North Leroy, Fenton, Michigan	**48430-0725**
(Address of Principal Executive Offices)	**(Zip Code)**

Registrant s telephone number, including area code (810) 750-8725

Securities registered under Section 12(b) of the Exchange Act: None

Securities registered under Section 12(g) of the Exchange Act: Common Stock

Indicate by check mark whether the registrant (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 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. X Yes ___ No

Indicate by check mark if disclosure of delinquent filers in response to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant s knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [ ]

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12-b-2). Yes ___ No X.

State the aggregate market value of the voting and nonvoting common equity held by nonaffiliates of the registrant computed by reference to the price at which the common equity was sold, or the average bid and asked prices of such common equity, as of the last business day of the registrant s most recently completed second quarter.

Aggregate Market Value as of June 30, 2003: $58,431,956.

State the number of shares outstanding of each of issuer s classes of common equity, as of the latest practicable date. 1,883,046 shares of Common Stock as of March 1, 2004.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Fentura Financial, Inc. Proxy Statement for its annual meeting of shareholders to be held April 27, 2004 and its Rule 14a-3 annual report are incorporated by reference into Parts II and III.

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Fentura Financial, Inc.

2003 Annual Report on Form 10-K

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DOCUMENTS INCORPORATED BY REFERENCE

PART I

ITEM 1. DESCRIPTION OF BUSINESS

The Company

Fentura Financial, Inc. (the Company or Fentura) is a bank holding company headquartered in Fenton, Michigan. As of December 31, 2003, Fentura owned two banks, see The Banks below. All information in this Item 1 is as of December 31, 2003. The Company s subsidiary banks operate ten community banking offices offering a full range of banking services principally to individuals, small business, and government entities throughout mid-Michigan. At the close of business on December 31, 2003, the Company had assets of $420 million, deposits of $349 million, and shareholders equity of $41 million. Trust assets under management totaled $80 million.

Fentura was incorporated in 1987 to serve as the holding company of its sole subsidiary bank, The State Bank (TSB or one of the Banks). TSB traces its origins to its predecessor, The Commercial Savings Bank of Fenton, which was incorporated in 1898. See The Banks . On March 13, 2000 a second bank subsidiary, Davison State Bank (DSB or one of the Banks) commenced operation.

On October 14, 2003, Fentura and West Michigan Financial Corporation entered into a definitive Agreement and Plan of Merger under which Fentura will acquire West Michigan Community Bank in Hudsonville, Michigan. The acquisition was an all cash transaction totaling approximately $13.1 million for all of the outstanding stock of West Michigan Financial Corporation, the holding company for West Michigan Community Bank. The transaction was completed on March 15, 2004.

In August of 2000 Fentura converted from a bank holding company to a financial holding company registered with the Board of Governors of the Federal Reserve System under the Bank Holding Company Act and the Gramm-Leach-Bliley Act (the GLB Act). On January 13, 2004, the Company relinquished its financial holding company status. This was necessary in order to complete the acquisition of West Michigan Community Bank, which does not currently meet the capital and other requirements for a bank subsidiary of a financial holding company. Relinquishing the financial holding company status has no adverse effect of any kind on Fentura s current operations. As a bank holding company, the Company has corporate power to engage in such activities as are permitted to business corporations under the Michigan Business Corporation Act, subject to the limitations of the Bank Holding Company Act and GLB Act and regulations of the Board of Governors of the Federal Reserve System. In general, the Bank Holding Company Act and regulations restrict the Company with respect to its own activities that are closely related to the business of banking. See Supervision and Regulation.

The Company s principal executive offices are located at 175 North Leroy, Fenton, Michigan 48430-0725, and its telephone number is (810) 750-8725.

The Banks

TSB s original predecessor was incorporated as a state banking corporation under the laws of Michigan on September 16, 1898 under the name The Commercial Savings Bank of Fenton. In 1931, it changed its name to State Savings Bank of Fenton, and in 1988 became The State Bank. For over 100 years TSB has been engaged in the general banking business in the Fenton, Michigan area. Its deposits are insured by the Federal Deposit Insurance Corporation (the FDIC), but it is not a member of the Federal Reserve System. As a state bank, it is subject to federal and state laws applicable to banks and to regulation and supervision by the FDIC and the Michigan Office of Financial and Insurance Services, Division of Financial Institutions. See Supervision and Regulation.

DSB commenced operations on March 13, 2000, and is engaged in the general banking business in the Davison, Michigan area. Its deposits are insured by the Federal Deposit Insurance Corporation (the FDIC), but it is not a member of the Federal Reserve System. As a state bank, it is subject to federal and state laws applicable to banks and to regulation and supervision by the FDIC and the Michigan Office of Financial and Insurance Services, Division of Financial Institutions. See Supervision and Regulation.

Both Banks are community-oriented providers of financial services engaged in the business of general commercial banking. Their activities include investing in state and federal securities, accepting demand deposits, savings and other time deposits, extending retail, commercial, consumer and real estate loans to individuals and businesses, providing safe deposit boxes and credit card services, transmitting funds and providing other services generally associated with full service commercial banking. Lending is focused on individuals and small businesses in the local markets served by the Banks. In addition, TSB operates a trust department offering a full range of fiduciary services.

TSB is headquartered in the City of Fenton, Michigan, and considers its primary service area to be portions of Genesee, Oakland, and Livingston counties in Michigan. As of December 31, 2003, TSB operated four offices and a operations center in the City of Fenton, Michigan, one office in the City of Linden, Michigan, one office in the Village of Holly, Michigan, and two offices in the Township of Grand Blanc, Michigan. Its main office is located downtown Fenton.

DSB is headquartered in the Township of Davison, Michigan, and considers its primary service area to be portions of Genesee and Lapeer Counties. As of December 31, 2003, DSB operated two offices in the Township of Davison, Michigan.

As of December 31, 2003, TSB employed 124 full time personnel, including 42 officers, and an additional 31part time employees. TSB considers its employee relations to be excellent.

As of December 31, 2003, DSB employed 12 full time personnel, including 3 officers, and an additional 9part time employees. DSB considers its employee relations to be excellent.

Competition

The financial services industry is highly competitive. The Banks compete with other commercial banks, many of which are subsidiaries of bank holding companies, for loans, deposits, trust accounts, and other business on the basis of interest rates, fees, convenience and quality of service. The Banks also compete with a variety of other financial services organizations including savings and loan associations, finance companies, mortgage banking companies, brokerage firms, credit unions and other financial organizations. Many of the Banks competitors have substantially greater resources than the Banks.

Supervision and Regulation

The following is a summary of certain statutes and regulations affecting the Company and the Banks. This summary is qualified in its entirety by such statutes and regulations. A change in applicable laws or regulations may have a material effect on the Company, the Banks and the business of the Company and the Banks.

General

Financial institutions and their holding companies are extensively regulated under federal and state law. Consequently, the growth and earnings performance of the Company and the Banks can be affected not only by management decisions and general economic conditions, but also by the statutes administered by, and the regulations and policies of, various governmental regulatory authorities. Those authorities include, but are not limited to, the Board of Governors of the Federal Reserve System (the Federal Reserve Board), the FDIC, the Commissioner of the Michigan Office of Financial and Insurance Services (Commissioner), the Internal Revenue Service, and state taxing authorities. The effect of such statutes, regulations and policies can be significant, and cannot be predicted with a high degree of certainty.

Federal and state laws and regulations generally applicable to financial institutions and their holding companies regulate, among other things, the scope of business, investments, reserves against deposits, capital levels relative to operations, lending activities and practices, the nature and amount of collateral for loans, the establishment of branches, mergers, consolidations and dividends. The system of supervision and regulation applicable to the Company and the Banks establishes a comprehensive framework for their respective operations and is intended primarily for the protection of the FDIC s deposit insurance funds, the depositors of the Banks, and the public, rather than shareholders of the Banks or the Company.

Federal law and regulations establish supervisory standards applicable to the lending activities of the Banks, including internal controls, credit underwriting, loan documentation and loan-to-value ratios for loans secured by real property.

The Company s common stock is registered under the Securities Exchange Act of 1934, as amended (the Exchange Act). It is therefore subject to the information, proxy solicitation, insider trading and other restrictions and requirements of the SEC under the Exchange Act. On July 30, 2002, President Bush signed into law the Sarbanes-Oxley Act of 2002. The Sarbanes-Oxley Act provides for numerous changes to the reporting, accounting, corporate governance and business practices of companies as well as financial and other professionals who have involvement with the U.S. public markets. The SEC continues to issue new and proposed rules implementing various provisions of the Sarbanes-Oxley Act.

The Company

General. In August of 2000, the Company became a financial holding company, within the meaning of the Gramm-Leach-Bliley Act of 1999 (GLB Act). On January 13, 2004, the Company relinquished its financial holding company status. This was necessary in order to complete the acquisition of West Michigan Community Bank, which does not currently meet the capital and other requirements for a bank subsidiary of a financial holding company. Relinquishing the financial holding company status has no adverse effect of any kind on Fentura s current operations. The Company is registered with, and subject to regulation by, the Federal Reserve Board under the Bank Holding Company Act, as amended (the BHCA). Under the BHCA, the Company is subject to periodic examination by the Federal Reserve Board, and is required to file with the Federal Reserve Board periodic reports of its operations and such additional information as the Federal Reserve Board may require.

In accordance with Federal Reserve Board policy, the Company is expected to act as a source of financial strength to the Banks and to commit resources to support the Banks in circumstances where the Company might not do so absent such policy. In addition, if the Commissioner deems a Bank s capital to be impaired, the Commissioner may require the Bank to restore its capital by a special assessment upon the Company as the Bank s sole shareholder. If the Company were to fail to pay any such assessment, the directors of the Bank would be required, under Michigan law, to sell the shares of the Bank s stock owned by the Company to the highest bidder at either a public or private auction and use the proceeds of the sale to restore the Bank s capital.

Investments and Activities. In general, any direct or indirect acquisition by the Company of any voting shares of any bank which would result in the Company s direct or indirect ownership or control of more than 5% of any class of voting shares of such bank, and any merger or consolidation of the Company with another financial holding company or bank holding company, will require the prior written approval of the Federal Reserve Board under the BHCA.

The merger or consolidation of an existing bank subsidiary of the Company with another bank, or the acquisition by such a subsidiary of assets of another bank, or the assumption of liability by such a subsidiary to pay any deposits in another bank, will require the prior written approval of the responsible Federal depository institution regulatory agency under the Bank Merger Act. In addition, in certain such cases an application to, and the prior approval of, the Federal Reserve Board under the BHCA and/or the Commissioner under the Michigan Banking Code, may be required.

With certain limited exceptions, the BHCA prohibits any bank company from engaging, either directly or indirectly through a subsidiary, in any activity other than managing or controlling banks unless the proposed non-banking activity is one that the Federal Reserve Board has determined to be so closely related to banking or managing or controlling banks as to be a proper incident thereto. Under current Federal Reserve Board regulations, such permissible non-banking activities include such things as mortgage banking, equipment leasing, securities brokerage, and consumer and commercial finance company operations. Well-capitalized and well-managed bank holding companies may engage *de novo* in certain types of non-banking activities without prior notice to, or approval of, the Federal Reserve Board, provided that written notice of the new activity is given to the Federal Reserve Board within 10 business days after the activity is commenced. If a bank holding company wishes to engage in a non-banking activity by acquiring a going concern, prior notice and/or prior approval will be required, depending upon the activities in which the company to be acquired is engaged, the size of the company to be acquired and the financial and managerial condition of the acquiring bank holding company.

Eligible bank holding companies that elect to operate as financial holding companies may engage in, or own shares in companies engaged in, a wider range of non-banking activities, including securities and insurance activities and any other activity that the Federal Reserve Board, in consultation with the Secretary of the Treasury, determines by regulation or order is financial in nature, incidental to any such financial activity or complementary to any such financial activity and does not pose a substantial risk to the safety or soundness of depository institutions or the financial system generally. The Bank Holding Company Act generally does not place territorial restrictions on the domestic activities of non-bank subsidiaries of bank or financial holding companies.

Capital Requirements. The Federal Reserve Board uses capital adequacy guidelines in its examination and regulation of bank holding companies. If capital falls below minimum guidelines, a bank holding company may, among other things, be denied approval to acquire or establish additional banks or non-bank businesses.

The Federal Reserve Board s capital guidelines establish the following minimum regulatory capital requirements for bank holding companies: (i) a leverage capital requirement expressed as a percentage of total average assets, and (ii) a risk-based requirement expressed as a percentage of total risk-weighted assets. The leverage capital requirement consists of a minimum ratio of Tier 1 capital (which consists principally of shareholders equity) to total average assets of 3% for the most highly rated companies, with minimum requirements of 4% to 5% for all others. The risk-based requirement consists of a minimum ratio of total capital to total risk-weighted assets of 8%, of which at least one-half must be Tier 1 capital.

Dividends. The Company is a corporation separate and distinct from the Banks. Most of the Company s revenues are received by it in the form of dividends paid by the Banks. Thus, the Company s ability to pay dividends to its shareholders is indirectly limited by statutory restrictions on the Banks ability to pay dividends described below. Further, in a policy statement, the Federal Reserve Board has expressed its view that a bank holding company experiencing earnings weaknesses should not pay cash dividends exceeding its net income or which can only be funded in ways that weaken the bank holding company s financial health, such as by borrowing. Additionally, the Federal Reserve Board possesses enforcement powers over bank holding companies and their non-bank subsidiaries to prevent or remedy actions that represent unsafe or unsound practices or violations of applicable statutes and regulations. Among these powers is the ability to proscribe the payment of dividends by banks and bank holding companies. Similar enforcement powers over the Banks are possessed by the FDIC. The prompt corrective action provisions of federal law and regulation authorizes the Federal Reserve Board to restrict the payment of dividends by the Company for an insured bank which fails to meet specified capital levels.

In addition to the restrictions on dividends imposed by the Federal Reserve Board, the Michigan Business Corporation Act provides that dividends may be legally declared or paid only if after the distribution a corporation, such as the Company, can pay its debts as they come due in the usual course of business and its total assets equal or exceed the sum of its liabilities plus the amount that would be needed to satisfy the preferential rights upon dissolution of any holders of preferred stock whose preferential rights are superior to those receiving the distribution.

The Banks

General. The Banks are Michigan banking corporations, and their deposit accounts are insured by the Bank Insurance Fund (the BIF) of the FDIC. As a BIF insured Michigan chartered banks, the Banks are subject to the examination, supervision, reporting and enforcement requirements of the Commissioner, as the chartering authority for Michigan banks, and the FDIC, as administrator of BIF. These agencies and the federal and state laws applicable to the Banks and their operations, extensively regulate various aspects of the banking business including, among other things, permissible types and amounts of loans, investments and other activities, capital adequacy, branching, interest rates on loans and on deposits, the maintenance of non-interest bearing reserves on deposit accounts, and the safety and soundness of banking practices.

Deposit Insurance. As FDIC-insured institutions, the Banks are required to pay deposit insurance premium assessments to the FDIC. The FDIC has adopted a risk-based assessment system under which all insured depository institutions are placed into one of nine categories and assessed insurance premiums, based upon their respective levels of capital and results of supervisory evaluation. Institutions classified as well-capitalized (as defined by the FDIC) and considered healthy pay the lowest premium while institutions that are less than adequately capitalized (as defined by the FDIC) and considered of substantial supervisory concern pay the highest premium. Risk classification of all insured institutions is made by the FDIC for each semi-annual assessment period.

The Federal Deposit Insurance Act (FDIA) requires the FDIC to establish assessment rates at levels which will maintain the Deposit Insurance Fund at a mandated reserve ratio of not less than 1.25% of estimated insured deposits. For several years, the BIF reserve ratio has been at or above the mandated ratio and assessments have ranged from 0% of deposits for institutions in the lowest risk category to .27% of deposits in the highest risk category.

FICO Assessments. The Banks, as members of the BIF, are subject to assessments to cover the payments on outstanding obligations of the Financing Corporation (FICO). FICO was created to finance the recapitalization of the Federal Savings and Loan Insurance Corporation, the predecessor to the FDIC s Savings Association Insurance Fund (the SAIF) which insures the deposits of thrift institutions. From now until the maturity of the outstanding FICO obligations in 2019, BIF members and SAIF members will share the cost of the interest on the FICO bonds on a *pro rata* basis. It is estimated that FICO assessments during this period will be less than 0.025% of deposits.

Commissioner Assessments. Michigan banks are required to pay supervisory fees to the Commissioner to fund the operations of the Commissioner. The amount of supervisory fees paid by a bank is based upon the bank s total assets, as reported to the Commissioner.

Capital Requirements. The FDIC has established the following minimum capital standards for state-chartered, FDIC insured non-member banks, such as the Banks: a leverage requirement consisting of a minimum ratio of Tier 1 capital to total average assets of 3% for the most highly-rated banks with minimum requirements of 4% to 5% for all others, and a risk-based capital requirement consisting of a minimum ratio of total capital to total risk-weighted assets of 8%, at least one-half of which must be Tier 1 capital. Tier 1 capital consists principally of shareholders equity. These capital requirements are minimum requirements. Higher capital levels will be required if warranted by the particular circumstances or risk profiles of individual institutions.

Federal law provides the federal banking regulators with broad power to take prompt corrective action to resolve the problems of undercapitalized institutions. The extent of the regulators powers depends on whether the institution in question is well capitalized, adequately capitalized, undercapitalized, significantly undercapitalized, or critically undercapitalized. Federal regulations define these capital categories as follows:

	Total Risk-Based Capital Ratio	Tier 1 Risk-Based Capital Ratio	Leverage Ratio
Well capitalized	10% or above	6% or above	5% or above
Adequately capitalized	8% or above	4% or above	4% or above
Undercapitalized	Less than 8%	Less than 4%	Less than 4%
Significantly undercapitalized	Less than 6%	Less than 3%	Less than 3%
Critically undercapitalized	--	--	A ratio of tangible equity to total assets of 2% or less

As of December 31, 2003, each of the Banks ratios exceeded minimum requirements for the well capitalized category.

Depending upon the capital category to which an institution is assigned, the regulators corrective powers include: requiring the submission of a capital restoration plan; placing limits on asset growth and restrictions on activities; requiring the institution to issue additional capital stock (including additional voting stock) or to be acquired; restricting transactions with affiliates; restricting the interest rate the institution may pay on deposits; ordering a new election of directors of the institution; requiring that senior executive officers or directors be dismissed; prohibiting the institution from accepting deposits from correspondent banks; requiring the institution to divest certain subsidiaries; prohibiting the payment of principal or interest on subordinated debt; and ultimately, appointing a receiver for the institution.

In general, a depository institution may be reclassified to a lower category than is indicated by its capital levels if the appropriate federal depository institution regulatory agency determines the institution to be otherwise in an unsafe or unsound condition or to be engaged in an unsafe or unsound practice. This could include a failure by the institution, following receipt of a less-than-satisfactory rating on its most recent examination report, to correct the deficiency.

Dividends. Under Michigan law, the Banks are restricted as to the maximum amount of dividends they may pay on their common stock. The Banks may not pay dividends except out of net income after deducting their losses and bad debts. A Michigan state bank may not declare or pay a dividend unless the bank will have surplus amounting to at least 20% of its capital after the payment of the dividend.

Federal law generally prohibits a depository institution from making any capital distribution (including payment of a dividend) or paying any management fee to its holding company if the depository institution would thereafter be undercapitalized. The FDIC may prevent an insured bank from paying dividends if the bank is in default of payment of any assessment due to the FDIC. In addition, the FDIC may prohibit the payment of dividends by an insured bank, if such payment is determined, by reason of the financial condition of the bank, to be an unsafe and unsound banking practice.

Insider Transactions. The Banks are subject to certain restrictions imposed by the Federal Reserve Act on any extensions of credit to the Company or its subsidiaries, on investments in the stock or other securities of the Company or its subsidiaries and the acceptance of the stock or other securities of the Company or its subsidiaries as collateral for loans. Certain limitations and reporting requirements are also placed on extensions of credit by the Banks to their directors and officers, to directors and officers of the Company and its subsidiaries, to principal shareholders of the Company, and to related interests of such directors, officers and principal shareholders. In addition, federal law and regulations may affect the terms upon which any person becoming a director or officer of the Company or one of its subsidiaries or a principal shareholder of the Company may obtain credit from banks with which the Banks maintain a correspondent relationship.

Safety and Soundness Standards. The federal banking agencies have adopted guidelines to promote the safety and soundness of federally insured depository institutions. These guidelines establish standards for internal controls, information systems, internal audit systems, loan documentation, credit underwriting, interest rate exposure, asset growth, compensation, fees and benefits, asset quality and earnings.

Investments and Other Activities. Under federal law and FDIC regulations, FDIC -insured state banks are prohibited, subject to certain exceptions, from making or retaining equity investments of a type, or in an amount, that are not permissible for a national bank. Federal law, as implemented by FDIC regulations, also prohibits FDIC insured state banks and their subsidiaries, subject to certain exceptions, from engaging as principal in any activity that is not permitted for a national bank or its subsidiary, respectively, unless the bank meets, and continues to meet, its minimum regulatory capital requirements and the FDIC determines the activity would not pose a significant risk to the deposit insurance fund of which the bank is a member. Impermissible investments and activities must be divested or discontinued within certain time frames set by the FDIC in accordance with federal law. These restrictions are not currently expected to have a material impact on the operations of the Banks.

Consumer Protection Laws. The Banks businesses include making a variety of types of loans to individuals. In making these loans, the Banks are subject to State usury and regulatory laws and to various federal statutes, including the privacy of consumer financial information provisions of the Gramm-Leach-Bliley Act and regulations promulgated thereunder, the Equal Credit Opportunity Act, the Fair Credit Reporting Act, the Truth in Lending Act, the Real Estate Settlement Procedures Act, and the Home Mortgage Disclosure Act, and the regulations promulgated thereunder, which prohibit discrimination, specify disclosures to be made to borrowers regarding credit and settlement costs, and regulate the mortgage loan servicing activities of the Banks, including the maintenance and operation of escrow accounts and the transfer of mortgage loan servicing. In receiving deposits, the Banks are subject to extensive regulation under State and federal law and regulations, including the Truth in Savings Act, the Expedited Funds Availability Act, the Bank Secrecy Act, the Electronic Funds Transfer Act, and the Federal Deposit Insurance Act. Violation of these laws could result in the imposition of significant damages and fines upon the Bank and its directors and officers.

Branching Authority. Michigan banks, such as the Banks, have the authority under Michigan law to establish branches anywhere in the State of Michigan, subject to receipt of all required regulatory approvals. Banks may establish interstate branch networks through acquisitions of other banks. The establishment of de novo interstate branches or the acquisition of individual branches of a bank in another state (rather than the acquisition of an out-of-state bank in its entirety) is allowed only if specifically authorized by state law.

Michigan permits both U.S. and non-U.S. banks to establish branch offices in Michigan. The Michigan Banking Code permits, in appropriate circumstances and with the approval of the Michigan Office of Financial and Insurance Services, Division of Financial Institutions, (1) acquisition of Michigan banks by FDIC-insured banks, savings banks or savings and loan associations located in other states, (2) sale by a Michigan bank of branches to an FDIC-insured bank, savings bank or savings and loan association located in a state in which a Michigan bank could purchase branches of the purchasing entity, (3) consolidation of Michigan banks and FDIC-insured banks, savings banks or savings and loan associations located in other states having laws permitting such consolidation, (4) establishment of branches in Michigan by FDIC-insured banks located in other states, the District of Columbia or U.S. territories or protectorates having laws permitting a Michigan bank to establish a branch in such jurisdiction, and (5) establishment by foreign banks of branches located in Michigan.

ITEM 2. DESCRIPTION OF PROPERTY

The Company s executive offices are located at 175 North Leroy Street, Fenton, Michigan, which is also the main office of The State Bank. The State Bank also has the following branches in Fenton: a branch at 15095 Silver Parkway, a branch at 18005 Silver Parkway, and a loan office at 101 North Leroy Street. The State Bank s other branches are located in Linden, Michigan, at 107 Main Street; Holly, Michigan, at 4043 Grange Hall Road; Grand Blanc, Michigan at 7606 S Saginaw and at 8185 Holly Road. The State Bank has an operations center at 3202 Owen Road in Fenton, Michigan. Davison State Bank is headquartered in Davison, Michigan, at 625 S. State with one branch location at 8503 Davison Road. The Company owns all of its properties with the exception of the Holly, the branch at 8503 Davison Road in Davison, the branch at 8185 Holly Road in Grand Blanc and the branch at 18005 Silver Parkway facilities, which are leased from third parties.

All properties have maintenance contracts and are maintained in good condition.

ITEM 3. LEGAL PROCEEDINGS

From time to time, the Company and its subsidiaries are parties to various legal proceedings incident to their business. At December 31, 2003, there were no legal proceedings which management anticipates would have a material adverse effect on the Company.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

No matters were submitted during the fourth quarter of the year covered by this report to a vote of security holders through the solicitation of proxies or otherwise.

ADDITIONAL ITEM EXECUTIVE OFFICERS OF REGISTRANT

The following information concerning executive officers of the Company has been omitted from the Registrant s proxy statement pursuant Instruction 3 to Regulation S-K, Item 401(b).

Officers of the Company are appointed annually by the Board of Directors of the Company and serve at the pleasure of the Board of Directors. Certain of the officers named below are appointed annually by the Board of Directors of one or the other of the Banks and serve at the pleasure of the Board of the Bank that appointed them. The Bank officers are included in the listing of executive officers of the Company because of the nature of the office they hold. Information concerning these executive officers is given below:

Donald L. Grill (age 55) was appointed as President and Chief Executive Officer of the Company and of TSB in late 1996. From 1983 to 1996, Mr. Grill was employed by First of America Bank Corporation and served as President and Chief Executive Officer of First of America Bank Frankenmuth.

Ronald L. Justice (age 39) is the Senior Vice president and Secretary of the Company since 1999 and prior to that served as Chief Financial Officer of the Company and the affiliates banks and Vice President since 1995. Prior to that Mr. Justice held other positions with TSB.

Robert E. Sewick (age 54) is Senior Vice President and Senior Loan Officer of TSB. Mr. Sewick was appointed to that position in June of 1999. Mr. Sewick has 30 years of banking experience, most recently as Senior Vice President/Regional Credit Officer of Huntington National Bank for Western Michigan.

Douglas J. Kelley (age 35) was appointed Chief Financial Officer of the Company in 2003. Previously, he served as Controller and Chief Financial Officer of the two affiliates banks since 2001. Mr. Kelley has 12 years of banking experience most recently as AVP and Accounting Officer with Citizens Bank.

PART II

ITEM 5. MARKET FOR REGISTRANT S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

The market and dividend information required by this item appears under the caption Fentura Financial, Inc. Common Stock and Table 15 on page 51 under the title MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS , of the Company s 2003 Rule 14a-3 annual report, and is incorporated herein by reference.

The holders of record information required by this item appears under the caption Stock Ownership Information on page 4 of the Company s 2004 Notice of Annual Meeting of Shareholders and Proxy Statement, and is incorporated herein by reference.

ITEM 6. SELECTED FINANCIAL DATA

The information required by this item appears under the title MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS , appearing in Table 1 on page 33 of the Company s 2003 Rule 14a-3 annual report, and is incorporated herein by reference.

ITEM 7. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The information required by this item appears under the title MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS , appearing on pages 33 through 51 of the Company s 2003 Rule 14a-3 annual report, and is incorporated herein by reference.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The information required by this item appears under the headings Liquidity and Interest Rate Risk Management on pages 45 and 46 and Quantitative and Qualitative Disclosure About Market Risk on page 47 under the title MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS of the Company s 2003 Rule 14a-3 annual report, and is incorporated herein by reference.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The consolidated financial statements of the Company and Report of Crowe, Chizek and Company LLC, Independent Auditors appear on pages 1 through 32 of the Financial Statements portion of the Company s 2003 Rule 14a-3 annual report, and are incorporated herein by reference.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None

ITEM 9A CONTROLS AND PROCEDURES

(a) Evaluation of Disclosure Controls and Procedures.

The Company s Chief Executive Officer and the Chief Financial Officer, after evaluating the effectiveness of the Company s disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15(d)-15(e)) as of the end of the period covered by this Form 10-K Annual Report have concluded that the Company s disclosure controls and procedures were adequate and effective to ensure that material information relating to the Company would be made known to them by others within the Company, particularly during the period in which this Form 10-K Annual Report was being prepared.

(b) Changes in Internal Controls.

During the period covered by this report, there have been no changes in the Company s internal control over financial reporting that have materially affected or are reasonably likely to materially affect the Company s internal control over financial reporting.

PART III

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

The Company s Executive officers are identified in Additional Item in Part I of this Report on Form 10-K. The other information required by this item appears under the captions 2004 Election of Directors, The Corporation s Board of Directors, Committees of the Corporation Board, and Compliance with Section 16 Reporting on pages 3, 5, 6, 7, 8, and 15, respectively, of the Company s 2004 Notice of Annual Shareholders Meeting and Proxy Statement, and is incorporated herein by reference.

The Board of Directors of the Company has determined that Peggy L. Haw-Jury, a director and member of the Audit Committee, qualifies as an Audit Committee financial expert as defined in rules adopted by the Securities and Exchange Commission pursuant to the Sarbanes-Oxley Act of 2002.

The Board of Directors of the Company has adopted a Code of Ethics, which details principles and responsibilities governing ethical conduct for all Company directors and executive officers. The Code of Ethics was filed as an Exhibit to the Company s 2002 Annual Report on Form 10-K.

ITEM 11. EXECUTIVE COMPENSATION

The information required by this item appears under the captions Directors Compensation, Executive Compensation, Retirement and Change in Control Arrangements and Shareholder Return Performance Graph on pages 6, 9, 11 and 12 and 14, respectively, of the Company s 2004 Notice of Annual Shareholders Meeting and Proxy Statement, and is incorporated herein by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The information required by this item appears under the caption Stock Ownership of Directors, Executive Officers and Certain Major Shareholders on page *4* of the Company s 2004 Notice of Annual Shareholders Meeting and Proxy Statement, and is incorporated herein by reference.

Securities Authorized for Issuance Under Equity Compensation Plans. The Company had the following equity compensation plans at December 31, 2003:

EQUITY COMPENSATION PLAN INFORMATION

Plan Category	Number of securities to be issued upon exercise of outstanding options (1)	Weighted-average exercise price of outstanding options (2)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (1)) (3)
Equity compensation plans approved by security holders	22,770	$ 26.21	91,470
Equity compensation plans not approved by security holders	0	0	0
Total	22,770	$ 26.21	91,470

These equity compensation plans are more fully described in Note 10 to the Consolidated Financial Statements.

ITEM 13. <u>CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS</u>

The information required by this item appears under the caption Other Information Transactions with Certain Interested Persons on page 14 of the Company s 2004 Notice of Annual Shareholders Meeting and Proxy Statement, and is incorporated herein by reference.

ITEM 14. <u>PRINCIPAL ACCOUNTANT FEES AND SERVICES</u>

The information required by this item appears under the caption Relationship with Independent Public Accountants on page 12 of the Company s 2004 Notice of Annual Shareholders Meeting and Proxy Statement and is here incorporated by reference.

ITEM 15. <u>EXHIBITS. FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-K</u>

(a) 1. Financial Statements:
The following consolidated financial statements of the Company and Report of Crowe, Chizek and Company LLC, Independent Auditors are incorporated by reference under Item 8 Financial Statements and Supplementary Data of this document:
- Consolidated Balance Sheets
- Consolidated Statements of Income
- Consolidated Statements of Comprehensive Income
- Consolidated Statements of Changes in Stockholders Equity
- Consolidated Statements of Cash Flows
- Notes to the Consolidated Financial Statements
- Report of Crowe Chizek LLC, Independent Auditors

2. Financial Statement Schedules
All schedules are omitted see Item 14(d) below.

3. Exhibits:
The exhibits listed on the Exhibit Index following the signature page of this report are filed herewith and are incorporated herein by reference.

(b) Report on Form 8-K

A form 8-K Report dated December 16, 2003 was filed to report a dividend declaration by the Registrant.

A Form 8-K Report dated October 17, 2993 was filed to report a press release under Item 12 announcing quarterly earnings.

A Form 8-K Report dated October 14, 2003 was filed to report execution of a definitive agreement for the Registrant to acquire West Michigan Community Bank in Hudsonville, Michigan.

(c) Exhibits:
The Exhibit Index follows the signature page of this report and is incorporated herein by reference.

(d) Financial Statement Schedules:
All financial statement schedules normally required by Article 9 of Regulation S-X are omitted since they are either not applicable or the required information is shown in the consolidated financial statements or notes thereto.

Signatures

In accordance with Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, dated March 25, 2004.

Fentura Financial, Inc.
(Registrant)

By: /s/ Donald L. Grill

Donald L. Grill
On behalf of the registrant
and as President & CEO

By: /s/ Douglas J. Kelley

Douglas J. Kelley
Chief Financial Officer
(Principal Accounting Officer)

In accordance with the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated. Each director of the Registrant, whose signature appears below, hereby appoints Forrest A. Shook and Donald L. Grill, and each of them severally, as his or her attorney-in-fact, to sign his or her name and on his or her behalf, as a director of the Registrant, and to file with the Commission any and all amendments to this report on Form 10-K.

Signature	Capacity	Date
/s/ Forrest A. Shook Forrest A. Shook	Chairman of the Board Director	March 25, 2004
/s/ Donald L. Grill Donald L. Grill	Director	March 25, 2004
/s/ Peggy L. Haw Jury Peggy L. Haw Jury	Director	March 25, 2004
/s/ J. David Karr J. David Karr	Director	March 25, 2004
/s/ Thomas P. McKenney Thomas P. McKenney	Director	March 25, 2004
/s/ Thomas L. Miller Thomas L. Miller	Director	March 25, 2004
/s/ Brian P. Petty Brian P. Petty	Director	March 25, 2004
/s/ Ian W. Schonsheck		

Ian W. Schonsheck	Director	March 25, 2004
/s/ Douglas J. Kelley Douglas J. Kelley	Chief Financial Officer (Principal Accounting Officer)	March 25, 2004

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FENTURA FINANCIAL, INC.

2003 Annual Report on Form 10-K

EXHIBIT INDEX

Exhibit No.	Exhibit
2	Agreement and Plan of Merger By and Among Fentura Financial, Inc., West Michigan Financial Corporation and West Michigan Community Bank dated as of October 14, 2003, and joined in by WMFC Acquisition Subsidiary, Inc. and Amendment No. 1 thereto (Incorporated by reference to Exhibits 2.1 and 2.2 to the Registrant's Current Report on Form 8-K dated March 15, 2004).
3(i)	Articles of Incorporation of Fentura Financial, Inc. (Incorporated by reference to Form 10-SB Registration Number 0-23550)
3(ii)	Bylaws of Fentura Financial, Inc. (Incorporated by reference to Form 10-SB Registration Number 0-23550)
3(iii)	Amendment to the Articles of Incorporation of Fentura Financial, Inc. (Incorporated by reference to Exhibit 3(iii) to the Form 10-K Filed March 20, 2001)
3(iv)	Amendment to the Articles of Incorporation of Fentura Financial, Inc. (Incorporated by reference to Exhibit 3 filed with Form 10-Q for the quarter ended March 31, 2002)
4.1	Amended and Restated Automatic Dividend Reinvestment Plan (Incorporated by reference to Registration Statement on Form S-3 Registration No. 333-75194)
10.7	Lease of Davison Branch Bank Site between The State Bank and VG's Food Center, Inc. dated April 27, 1993 (Incorporated by reference to Form 10-SB Registration Number 0-23550)
10.10	Lease of Fenton Silver Parkway Branch site between The State Bank and VG s Food Centers dated March 26, 1996 (Incorporated by reference to Form 10Q-SB filed on May 2, 1996)
10.11	Lease of Davison (second) Branch site between The State Bank and VG S Food Centers dated November 12, 1996 (Incorporated by reference to Exhibit 10.11 to the Form 10K-SB filed on March 20, 1997)
10.12	Directors Stock Purchase Plan (Incorporated by reference to Form 10K-SB filed on March 17, 1996)
10.13	Non-Employee Director Stock Option Plan (Incorporated by reference to Form 10K-SB filed on March 17, *1996)*
10.14	Form of Non-Employee Director Stock Option Agreement (Incorporated by reference to Form 10Q-SB filed on May 2, 1996)
10.15	Retainer Stock Plan for Directors (Incorporated by reference to Form 10K-SB filed on March 17, 1996)
10.16	Employee Stock Option Plan(Incorporated by reference to Form 10K-SB filed on March 17, 1996)
10.17	Form of Employee Stock Option Plan Agreement (Incorporated by reference to Form 10K-SB filed on March 17, 1996)

Exhibit No.	Exhibit
10.18	Executive Stock Bonus Plan (Incorporated by reference to Form 10K-SB filed on March 17, 1996)
10.19	Stock Purchase Plan between The State Bank and Donald E. Johnson, Jr., Mary Alice J. Heaton, and Linda J. LeMieux dated November 17, 1996 (Incorporated by reference to Exhibit 10.19 to the Form 10K-SB filed March 20, 1997)
10.20	Severance Compensation Agreement between the Registrant and Donald L. Grill dated March 20, 1997 (Incorporated by reference to Exhibit 10.20 to the Form 10Q-SB filed May 12, 1997)
13	Rule 14a-3 Annual Report to Security Holders (This report, except for those portions which are expressly incorporated by reference in this filing, is furnished for the information of the Securities and Exchange Commission and is not deemed filed as a part of this Report)
14	Code of Ethics for Directors and Executive Officers (Incorporated by reference to Exhibit 14 to the Form 10-K filed on March 27, 2003)
21.1	Subsidiaries of the Registrant (Filed herewith)
23.1	Consent of Independent Accountants (Filed herewith)
24	Powers of Attorney. Contained on the signature page of this report.
31.1	Certificate of President and Chief Executive Officer of Fentura Financial, Inc. pursuant to 15 U.S.C. Section 7241, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certificate of Chief Financial Officer of Fentura Financial, Inc. pursuant to 15 U.S.C. Section 7241, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certificate of Chief Executive Office and Chief Financial Officer of Fentura Financial, Inc. pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Exhibit 13

Rule 14a-3 annual report

FENTURA FINANCIAL, INC.

CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2003 and 2002

FENTURA FINANCIAL, INC.
Fenton, Michigan

CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2003 and 2002

CONTENTS

REPORT OF INDEPENDENT AUDITORS

Board of Directors and Stockholders
Fentura Financial, Inc.
Fenton, Michigan

We have audited the accompanying consolidated balance sheets of Fentura Financial, Inc. as of December 31, 2003 and 2002, and the related consolidated statements of income, comprehensive income, changes in stockholders equity and cash flows for each of the three years in the period ended December 31, 2003. These financial statements are the responsibility of the Corporation s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Fentura Financial, Inc. as of December 31, 2003 and 2002, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2003 in conformity with accounting principles generally accepted in the United States of America.

Crowe Chizek and Company LLC

Grand Rapids, Michigan
February 5, 2004

FENTURA FINANCIAL, INC.
CONSOLIDATED BALANCE SHEETS
December 31, 2003 and 2002
(000 s omitted except share and per share data)

	2003	2002
ASSETS		
Cash and due from banks	$ 16,509	$ 20,262
Federal funds sold	3,650	10,300
Total cash and cash equivalents	20,159	30,562
Securities available for sale, at fair value	113,833	48,981
Securities held to maturity (fair value 2003 - $12,519 2002 - $14,051)	12,169	13,722
Loans held for sale	1,095	5,509
Loans, net of allowance of 2003 - $3,414, 2002 - $3,184	249,831	221,037
Bank premises and equipment	9,606	9,754
Accrued interest receivable	1,884	1,595
Bank owned life insurance	6,458	6,234
Federal Home Loan Bank stock	854	822
Other assets	4,077	2,267
	$ 419,966	$ 340,483
LIABILITIES AND STOCKHOLDERS' EQUITY		
Deposits:		
Noninterest-bearing deposits	$ 58,708	$ 44,875
Interest-bearing deposits	289,817	250,994
Total deposits	348,525	295,869
Short-term borrowings	3,449	1,500
Federal Home Loan Bank Advances	1,108	1,124
Repurchase Agreements	12,500	0
Subordinated debentures	12,000	0
Accrued taxes, interest and other liabilities	1,502	2,062
Total liabilities	379,084	300,555
Stockholders' equity		
Common stock - $0 par value, shares issued 1,880,485 - 2003; 1,722,126 - 2002	32,769	30,236
Retained earnings	8,238	9,395
Accumulated other comprehensive income	(125)	297
	40,882	39,928
	$ 419,966	$ 340,483

See accompanying notes to consolidated financial statements.

2.

FENTURA FINANCIAL, INC.
CONSOLIDATED STATEMENTS OF INCOME
Years ended December 31, 2003, 2002 and 2001
(000 s omitted except share and per share data)

	2003	2002	2001
Interest income			
Loans, including fees	$ 15,669	$ 15,924	$ 17,555
Securities:			
Taxable	1,943	1,046	2,426
Tax-exempt	665	644	660
Short-term investments	161	338	926
Total interest income	18,438	17,952	21,567
Interest expense			
Deposits	5,318	5,623	8,958
Short-term borrowings	9	16	47
Other Borrowings	274	83	86
Total interest expense	5,601	5,722	9,091
Net interest income	12,837	12,230	12,476
Provision for loan losses	1,319	426	751
Net interest income after provision for loan losses	11,518	11,804	11,725
Noninterest income			
Service charges on deposit accounts	3,609	2,594	2,286
Gain on sale of mortgage loans	1,258	1,009	659
Trust income	507	540	566
Gain on sale of securities	31	0	674
Gain on sale of fixed assets	201	0	0
Other income and fees	1,260	1,251	1,178
Total noninterest income	6,866	5,394	5,363
Noninterest expense			
Salaries and employee benefits	6,981	6,454	5,988
Occupancy	1,116	1,061	886
Furniture and equipment	1,533	1,563	1,411
Office supplies	300	305	300
Loan and collection	280	183	178
Advertising and promotional	373	315	320
Other professional services	1,171	1,100	1,144
Other general and administrative	1,522	1,272	1,473
Total noninterest expense	13,276	12,253	11,700
Net income before taxes	5,108	4,945	5,388
Federal income taxes	1,320	1,479	1,611
Net income	$ 3,788	$ 3,466	$ 3,777
Per share:			
Earnings - basic	$ 2.01	$ 1.82	$ 1.99

	2003	2002	2001
Earnings - diluted	2.01	1.81	1.98

See accompanying notes to consolidated financial statements.

3.

FENTURA FINANCIAL, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
Years ended December 31, 2003, 2002 and 2001
(000 s omitted except share and per share data)

	2003	2002	2001
Net income	$ 3,788	$ 3,466	$ 3,777
Other comprehensive income:			
Unrealized holding gains (losses) on available for sale securities	(609)	311	1,139
Less: reclassification adjustment for gains and losses later recognized in income	31	0	674
Net unrealized gains (losses)	(640)	311	465
Tax effect	218	(106)	(158)
Other comprehensive income (loss), net of tax	(422)	205	307
Comprehensive income	$ 3,366	$ 3,671	$ 4,084

See accompanying notes to consolidated financial statements.

4.

FENTURA FINANCIAL, INC.
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS EQUITY
Years ended December 31, 2003, 2002 and 2001
(000 s omitted except share and per share data)

	Common Stock	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity
Balance, January 1, 2001	$ 30,321	5,648	$ (215)	$ 35,754
Net Income		3,777		3,777
Cash Dividends ($0.92 per share)	0	(1,748)	0	(1,748)
Issuance of shares under stock purchase plans	343	0	0	343
Other comprehensive income (net of tax)	0	0	307	307
Balance, December 31, 2001	30,664	7,677	92	38,433
Net Income	0	3,466	0	3,466
Cash Dividends ($0.92 per share)	0	(1,748)	0	(1,748)
Stock repurchase (23,259 shares)	(719)	0	0	(719)
Issuance of shares under stock purchase plans	291	0	0	291
Other comprehensive income (net of tax)	0	0	205	205
Balance, December 31, 2002	30,236	9,395	297	39,928
Net Income	0	3,788	0	3,788
Cash Dividends ($0.92 per share)	0	(1,966)	0	(1,966)
Stock Dividend (170,953 shares)	2,979	(2,979)	0	0
Stock repurchase (26,478 shares)	(894)	0	0	(894)
Issuance of shares under stock purchase plans	448	0	0	448
Other comprehensive loss (net of tax)	0	0	(422)	(422)
Balance, December 31, 2003	$ 32,769	8,238	$ (125)	$ 40,882

See accompanying notes to consolidated financial statements.

FENTURA FINANCIAL, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
Years ended December 31, 2003, 2002 and 2001
(000 s omitted except share and per share data)

	2003	2002	2001
Cash flows from operating activities			
Net income	$ 3,788	$ 3,466	$ 3,777
Adjustments to reconcile net income to net cash from operating activities			
Depreciation and amortization	1,917	1,599	968
Deferred income taxes (benefit)	0	(88)	(170)
Provision for loan losses	1,319	426	751
Gain on sale of loans	(1,258)	(1,009)	(659)
Loans originated for sale	(76,622)	(62,672)	(48,585)
Proceeds from the sale of loans	82,294	59,882	47,721
Gain on sales of securities	(31)	0	(674)
Gain on sale of fixed assets	(201)	0	0
Net change in accrued interest receivable and other assets	(2,131)	(580)	440
Net change in accrued interest payable and other liabilities	(340)	(105)	(377)
Net cash from operating activities	8,735	919	3,192
Cash flows from investing activities			
Proceeds from maturities of securities - HTM	6,108	5,233	4,054
Proceeds from maturities of securities - AFS	8,027	7,810	8,620
Proceeds from calls of securities - HTM	715	325	0
Proceeds from calls of securities - AFS	29,857	10,285	20,596
Proceeds from sales of securities - AFS	10,997	0	27,274
Purchases of securities - HTM	(5,266)	(5,925)	(4,235)
Purchases of securities - AFS	(115,232)	(41,517)	(28,487)
Originations of loans, net of principal repayments	(30,113)	(10,458)	(19,580)
Net change in bank owned life insurance	(224)	(3,500)	0
Acquisition of premises and equipment, net	(682)	(2,257)	(2,921)
Net cash from investing activities	(95,813)	(40,004)	5,321
Cash flows from financing activities			
Net change in deposits	52,656	30,599	16,614
Net change in short-term borrowings	1,949	(600)	(2,580)
Repayments on advances from Federal Home Loan Bank	(16)	(14)	(13)
Issuance of repurchase agreements	12,500	0	0
Issuance of subordinated debt	12,000	0	0
Cash dividends paid	(1,966)	(1,748)	(1,748)
Net proceeds from stock issuance and purchases	(446)	(428)	343
Net cash from financing activities	76,675	27,809	12,616
Net increase in cash and cash equivalents	10,403	11,276	21,129
Cash and cash equivalents at beginning of year	30,562	41,838	20,709
Cash and cash equivalents at end of year	$ 20,159	$ 30,562	$ 41,838

Supplemental disclosure of cash flow information

	2003	2002	2001
Cash paid during the year for			
Interest $	$ 5,696	$ 5,909	$ 8,861
Income taxes	1,850	1,569	1,710

See accompanying notes to consolidated financial statements.

6.

FENTURA FINANCIAL, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2003 and 2002

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Operations and Principles of Consolidation: The consolidated financial statements include Fentura Financial, Inc. (the Corporation) and its wholly owned subsidiaries, The State Bank in Fenton, Michigan; Fentura Mortgage Company and Davison State Bank in Davison, Michigan (the Banks). Intercompany transactions and balances are eliminated in consolidation.

The Corporation provides banking and trust services principally to individuals, small businesses and governmental entities through its nine community banking offices in Genesee, Livingston and Oakland Counties in southeastern Michigan. Its primary deposit products are checking, savings, and term certificate accounts, and its primary lending products are residential mortgage, commercial, and installment loans. Substantially all loans are secured by specific items of collateral including business assets, consumer assets and real estate. Commercial loans are expected to be repaid from cash flow from operations of businesses. Real estate loans are secured by both residential and commercial real estate. Other financial instruments which potentially represent concentrations of credit risk include deposit accounts in other financial institutions and federal funds sold.

Use of Estimates: To prepare financial statements in conformity with accounting principles generally accepted in the United States of America, management makes estimates and assumptions based on available information. These estimates and assumptions affect the amounts reported in the financial statements and the disclosures provided, and future results could differ. The allowance for loan losses, fair values of securities, fair values of financial instruments and status of contingencies are particularly subject to change.

Cash Flows: Cash and cash equivalents includes cash, deposits with other financial institutions under 90 days, and federal funds sold. Net cash flows are reported for loan and deposit transactions.

Securities: Securities are classified as held to maturity and carried at amortized cost when management has the positive intent and ability to hold them to maturity. Securities are classified as available for sale when they might be sold before maturity. Securities available for sale are carried at fair value, with unrealized holding gains and losses reported in other comprehensive income. Other securities such as Federal Home Loan Bank stock are carried at cost.

Interest income includes amortization of purchase premium or discount. Gains and losses on sales are based on the amortized cost of the security sold. Securities are written down to fair value when a decline in fair value is not temporary.

(Continued)

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Loans: Loans that management has the intent and ability to hold for the foreseeable future or until maturity or payoffs are reported at the principal balance outstanding, net of unearned interest, deferred loan fees and costs, and an allowance for loan losses. Loans held for sale are reported at the lower of cost or market, on an aggregate basis.

Interest income is reported on the interest method and includes amortization of net deferred loan fees and costs over the loan term. Interest income is not reported when full loan repayment is in doubt, typically when the loan is impaired or payments are past due over 90 days (180 days for residential mortgages). Payments received on such loans are reported as principal reductions.

Allowance for Loan Losses: The allowance for loan losses is a valuation allowance for probable incurred credit losses, increased by the provision for loan losses and decreased by charge-offs less recoveries. Management estimates the allowance balance required using past loan loss experience, the nature and volume of the portfolio, information about specific borrower situations and estimated collateral values, economic conditions, and other factors. Allocations of the allowance may be made for specific loans, but the entire allowance is available for any loan that, in management s judgment, should be charged-off. Loan losses are charged against the allowance when management believes the uncollectibility of a loan balance is confirmed.

A loan is impaired when full payment under the loan terms is not expected. Impairment is evaluated in total for smaller-balance loans of similar nature such as residential mortgage, consumer, and credit card loans, and on an individual loan basis for other loans. If a loan is impaired, a portion of the allowance is allocated so that the loan is reported, net, at the present value of estimated future cash flows using the loan s existing rate or at the fair value of collateral if repayment is expected solely from the collateral.

Foreclosed Assets: Assets acquired through or instead of loan foreclosure are initially recorded at fair value when acquired, establishing a new cost basis. If fair value declines, a valuation allowance is recorded through expense. Costs after acquisition are expensed.

Premises and Equipment: Land is carried at cost. Premises and equipment are stated at cost less accumulated depreciation. Depreciation is computed using the straight-line method over useful lives ranging from 3 to 50 years.

(Continued)

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Long-term Assets: Premises and equipment and other long-term assets are reviewed for impairment when events indicate their carrying amount may not be recoverable from future undiscounted cash flows. If impaired, the assets are recorded at fair value.

Bank owned life insurance: The Corporation has purchased life insurance policies on certain key executives. Bank owned life insurance is recorded at its cash surrender value, or the amount that can be realized.

Stock Compensation: Employee compensation expense under stock option plans is reported if options are granted below market price at grant date. Pro forma disclosures of net income and earnings per share are shown using the fair value method of SFAS No. 123 to measure expense for options granted after 1994, using an option pricing model to estimate fair value.

The stock option plans are accounted for in accordance with Accounting Principles Board Opinion No. 25, *Accounting for Stock Issued to Employees* (APB 25) as permitted under Financial Accounting Standards No. 123, *Accounting for Stock Based Compensation* (SFAS 123). In accordance with APB 25, no compensation expense is required nor has been recognized for the options issued under existing plans. Had the Corporation chosen not to elect APB 25, SFAS 123 would apply and compensation expense would have been recognized, and the Corporation s earnings would have been as follows (in thousands, except per share data):

	2003	2002	2001
Net income			
As reported	$ 3,788	$ 3,466	$ 3,777
Deduct: Stock-based compensation expense determined under a fair value based system	(12)	(20)	(10)
Proforma	$ 3,776	$ 3,446	$ 3,767
Basic net income per share			
As reported	$ 2.01	$ 1.82	$ 1.99
Proforma	2.00	1.81	1.98
Diluted net income per share			
As reported	$ 2.01	$ 1.81	$ 1.98
Proforma	2.00	1.80	1.97
Weighted average fair value of options granted during year	$ 5.97	$ 6.67	$ 8.36

(Continued)

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Proforma net income includes compensation cost for the Corporation s stock option plan based on the fair value of the grants as of the dates of the awards consistent with the method prescribed by SFAS 123. The fair value of each option grant is estimated using the Black-Scholes option-pricing model. Assumptions used in the model for options granted during 2001 were as follows: an expected life of 6 years, a dividend yield of 3.45%, a risk free return of 5.09% and expected volatility of 40%. Assumption used in the model for options granted during 2002 were as follows: an expected life of 6 years, a dividend yield of 3.8%, a risk free return of 4.62% and expected volatility of 31%. Assumptions used in the model for options granted during 2003 were as follows: an expected life of 6 years, a dividend yield of 3.6%, a risk free return of 2.78% and expected volatility of 24%.

Income Taxes: Income tax expense is the total of the current year income tax due or refundable and the change in deferred tax assets and liabilities. Deferred tax assets and liabilities are the expected future tax amounts for the temporary differences between carrying amounts and tax bases of assets and liabilities, computed using enacted tax rates. A valuation allowance, if needed, reduces deferred tax assets to the amount expected to be realized.

Financial Instruments: Financial instruments include off-balance sheet credit instruments, such as commitments to make loans and standby letters of credit, issued to meet customer financing needs. The face amount for these items represents the exposure to loss, before considering customer collateral or ability to repay. Such financial instruments are recorded when they are funded.

Earnings Per Common Share: Basic earnings per common share is net income divided by the weighted average number of common shares outstanding during the period. ESOP shares are considered outstanding for this calculation unless unearned. Diluted earnings per common share includes the dilutive effect of additional potential common shares issuable under stock options. Earnings and dividends per share are restated for all stock splits and dividends through the date of issue of the financial statements.

Comprehensive Income: Comprehensive income consists of net income and other comprehensive income. Other comprehensive income includes unrealized gains and losses on securities available for sale, which are also recognized as separate components of equity.

Adoption of New Accounting Standards: During 2003, the Corporation adopted FASB Statement 149, Amendment of Statement 133 on Derivative Instruments Hedging Activities, FASB Statement 150, Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equities, FASB Statement 132 (revised 2003), Employers Disclosures about Pensions and Other Postretirement Benefits, FASB Interpretation 45, Guarantor s Accounting and Disclosure Requirements for Guarantees, and FASB Interpretation 46, Consolidation of Variable Interest Entities. Adoption of the new standards did not materially affect the Corporation s operating results or financial condition.

(Continued)

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Loss Contingencies: Loss contingencies, including claims and legal actions arising in the ordinary course of business, are recorded as liabilities when the likelihood of loss is probable and an amount or range of loss can be reasonably estimated. Management does not believe there now are such matters that will have a material effect on the financial statements.

Restrictions on Cash: Cash on hand or on deposit with the Federal Reserve Bank of $6,716,000 and $4,750,000 was required to meet regulatory reserve and clearing requirements at year-end 2003 and 2002 respectively. These balances do not earn interest.

Dividend Restriction: Banking regulations require maintaining certain capital levels and may limit the dividends paid by the banks to the holding company or by the holding company to shareholders.

Fair Value of Financial Instruments: Fair values of financial instruments are estimated using relevant market information and other assumptions, as more fully disclosed in a separate note. Fair value estimates involve uncertainties and matters of significant judgment regarding interest rates, credit risk, prepayments, and other factors, especially in the absence of broad markets for particular items. Changes in assumptions or in market conditions could significantly affect the estimates.

Operating Segments: While the Corporation s chief decision-makers monitor the revenue streams of the various Corporation products and services, operations are managed and financial performance is evaluated on a Corporate-wide basis. Accordingly, all of the Corporation s financial service operations are considered by management to be aggregated in one reportable operating segment.

Reclassifications: Some items in the prior year financial statements were reclassified to conform to the current presentation.

(Continued)

NOTE 2 EARNINGS PER SHARE

The factors in the earnings per share computation follow.

	2003	2002	2001
Basic			
Net income	$ 3,788,000	$ 3,466,000	$ 3,777,000
Weighted average common shares outstanding	1,883,201	1,904,844	1,901,881
Basic earnings per common share	$ 2.01	$ 1.82	$ 1.99
Diluted			
Net income	$ 3,788,000	$ 3,466,000	$ 3,777,000
Weighted average common shares outstanding for basic earnings per common share	1,883,201	1,904,844	1,901,881
Add: Dilutive effects of assumed exercises of stock options	5,231	5,022	3,802
Average shares and dilutive potential common shares	1,888,432	1,909,866	1,905,683
Diluted earnings per common share	$ 2.01	$ 1.81	$ 1.98

Stock options for 5,096, 6,311 and 7,525 shares of common stock were not considered in computing diluted earnings per common share for 2003, 2002 and 2001 respectively, because they were antidilutive.

(Continued)

NOTE 3 SECURITIES

Year-end securities are as follows (in thousands):

Available for Sale

	Fair Value	Gross Unrealized Gains	Gross Unrealized Losses
2003			
U.S. Government and federal agency	$ 62,882	$ 243	$ (38)
State and municipal	6,791	83	(5)
Mortgage-backed	42,744	82	(571)
Corporate	1,021	16	0
Equity securities	395	0	0
	$ 113,833	$ 424	$ (614)
2002			
U.S. Government and federal agency	$ 29,027	$ 144	$ 0
State and municipal	9,388	100	(33)
Mortgage-backed	7,093	192	0
Corporate	3,078	47	0
Equity securities	395	0	0
	$ 48,981	$ 483	$ (33)

Held to Maturity

	Amortized Cost	Gross Unrecognized Gains	Gross Unrecognized Losses	Fair Value
2003				
State and municipal	$ 12,169	$ 364	$ (14)	$ 12,519
2002				
State and municipal	$ 13,722	$ 332	$ (3)	$ 14,051

Sales of available for sale securities were as follows (in thousands):

	2003	2002	2001
Proceeds	$ 10,997	$ 0	$ 27,274
Gross gains	37	0	674
Gross losses	6	0	0

(Continued)

NOTE 3 SECURITIES (Continued)

Contractual maturities of debt securities at year-end 2003 were as follows. Securities not due at a single maturity date, primarily mortgage-backed securities, and equity securities are shown separately (in thousands).

	Held to Maturity		Available for Sale
	Amortized Cost	Fair Value	Fair Value
Due in one year or less	$ 3,858	$ 3,864	$ 2,183
Due from one to five years	3,661	3,822	55,322
Due from five to ten years	2,599	2,704	11,190
Due after ten years	2,051	2,129	1,999
Mortgage-backed securities	0	0	42,744
Equity securities	0	0	395
	$ 12,169	$ 12,519	$ 113,833

Securities pledged at year-end 2003 and 2002 had a carrying amount of $30,161,000 and $2,065,000 and were pledged to secure public deposits and repurchase agreements.

At year-end 2003 and 2002, there were no holdings of securities of any one issuer, other than the U.S. Government and its agencies, in an amount greater than 10% of shareholders equity.

Securities with unrealized losses at year-end 2003 not recognized in income are as follows:

	Less than 12 Months		12 Months or More		Total	
Description of Securities	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
US Government & federal agency	$ 18,459	$ (38)	$ 0	$ 0	$ 18,459	$ (38)
State & municipal	4,803	(16)	593	(3)	5,396	(19)
Mortgage-backed	40,282	(571)	0	0	40,282	(571)
Corporate	0	0	0	0	0	0
Equity securities	0	0	0	0	0	0
Total temporarily impaired	$ 64,544	$ (625)	$ 593	$ (3)	$ 64,137	$ (628)

Unrealized losses have not been recognized into income because the issuers are of high credit quality, management has the intent and ability to hold for the foreseeable future, and the decline in fair value is largely due to increased in market interest rates. The fair value is expected to recover as the bonds approach their maturity date and market rates decline.

(Continued)

NOTE 4 LOANS

Major categories of loans at December 31, are as follows (in thousands):

	2003	2002
Commercial	$ 146,450	$ 129,562
Real estate - construction	32,913	27,032
Real estate - mortgage	18,335	11,944
Consumer	55,547	55,683
	253,245	224,221
Less allowance for loan losses	3,414	3,184
	$ 249,831	$ 221,037

The Corporation originates primarily residential and commercial real estate loans, commercial, construction and installment loans. The Corporation estimates that 80% of their loan portfolio is based in Genesee and Livingston counties within southeast Michigan with the remainder of the portfolio distributed throughout Michigan. The ability of the Corporation s debtors to honor their contracts is dependent upon the real estate and general economic conditions in this area.

Certain directors and executive officers of the Corporation, including their affiliates are loan customers of the Banks. Such loans were made in ordinary course of business at the Banks normal credit terms and interest rates, and do not represent more than a normal risk of collection. Total loans to these persons at December 31, 2003 and 2002 amounted to $5,001,000 and $4,971,000 respectively. During 2003, $1,845,000 of new loans were made to these persons, repayments totaled $1,815,000 and changes in composition resulted in a increase of $30,000.

Activity in the allowance for loan losses for the years are as follows (in thousands)

	2003	2002	2001
Balance, beginning of year	$ 3,184	$ 3,125	$ 2,932
Provision for loan losses	1,319	426	751
	4,503	3,551	3,683
Loans charged off	(1,395)	(846)	(713)
Loan recoveries	306	479	155
Balance, end of year	$ 3,414	$ 3,184	$ 3,125

(Continued)

NOTE 4 LOANS (Continued)

Loan impairment is measured by estimating the expected future cash flows and discounting them at the respective effective interest rate or by valuing the underlying collateral. The recorded investment in these loans is as follows at December 31, (in thousands):

	2003	2002
Principal amount not requiring allocation	$ 66	$ 0
Principal amount requiring allocation	5,036	2,403
	$ 5,102	$ 2,403
Amount of the allowance for loan losses allocated	$ 724	$ 479

Loans for which the accrual of interest has been discontinued at December 31, 2003 and 2002 amounted to $229,000 and $512,000, respectively, and are included in the impaired loans above. Loans past due greater than 90 days and still accruing interest amounted to $47,000 and $72,000 at December 31, 2003 and 2002.

Interest income recognized on impaired loans based on cash collections totaled approximately $160,000, $72,000 and $142,000 for the years ended December 31, 2003, 2002 and 2001, respectively. The average recorded investment in impaired loans was $3,752,000, $2,642,000 and $2,597,000 during the years ended December 31, 2003, 2002 and 2001 respectively.

NOTE 5 PREMISES AND EQUIPMENT, NET

Bank premises and equipment is comprised of the following at December 31 (in thousands):

	2003	2002
Land and land improvements	$ 1,599	$ 1,375
Building and building improvements	8,533	8,510
Furniture and equipment	6,443	8,425
Construction in progress	101	658
	16,675	18,968
Less accumulated depreciation	7,069	9,214
	$ 9,606	$ 9,754

Depreciation expense was $1,031,000, $1,035,000 and $936,000 for 2003, 2002 and 2001, respectively.

(Continued)

NOTE 5 PREMISES AND EQUIPMENT, NET (Continued)

The Corporation leases property for certain branches and ATM locations. Rent expense for 2003 was $149,000, for 2002 was $133,000 and for 2001 was $130,000. Rent commitments under noncancelable operating leases were as follows, before considering renewal options that generally are present (in thousands).

2004	$	158
2005		149
2006		99
2007		30
	$	436

NOTE 6 DEPOSITS

The following is a summary of deposits at December 31 (in thousands):

	2003		2002	
Noninterest-bearing:				
Demand	$	58,708	$	44,875
Interest-bearing:				
Savings		131,819		91,972
Money market demand		65,056		51,194
Time, $100,000 and over		24,664		33,540
Time, $100,000 and under		68,278		74,288
	$	348,525	$	295,869

Scheduled maturities of time deposits at December 31, were as follows (in thousands):

	2002		2002	
In one year	$	44,375	$	58,246
In two years		18,040		19,462
In three years		6,073		11,982
In four years		16,713		1,431
In five years		7,598		16,579
Thereafter		143		128
	$	92,942	$	107,828

Deposits from principal officers, directors, and their affiliates at year-end December 31, 2003 and 2002 were $3,488,000 and $3,759,000.

(Continued)

NOTE 7 BORROWINGS

Short-Term Borrowings

Short-term borrowings consist of term federal funds purchased and treasury tax and loan deposits and generally are repaid within one to 120 days from the transaction date.

Federal Home Loan Bank Advances

The Bank has the authority and approval from the Federal Home Loan Bank (FHLB) to borrow up to $20 million collateralized by 1-4 family mortgage loans, government and agency securities, and mortgage-backed securities. The advance outstanding at December 31, 2003 and 2002 mature in 2016, cannot be prepaid without penalty and bears interest at 7.34%. The amount of pledged assets are $4,000,000 at December 31, 2003 and $11,914,000 at December 31, 2002.

Repurchase Agreements

Repurchase agreements are secured by mortgage-backed securities held by a third party trustee with a carrying amount of $23.9 million at year-end 2003.

These agreements are fixed rate financing arrangements that mature in 2004 ($2,500,000), 2005 ($5,000,000) and 2008 ($5,000,000). At maturity, the securities underlying the agreements are returned to the Corporation. Information concerning repurchase agreements is summarized as follows (in thousands):

	2003	2002
Average daily balance during the year	$ 6,575	$ 0
Average interest rate during the year	1.85%	0.00%
Maximum month-end balance during the year	$ 12,500	$ 0
Weighted average interest rate at year-end	1.85%	0.00%

Subordinated Debenture and Trust Preferred Securities

A trust formed by the Corporation issued $12,000,000 of 4.17% floating rate (LIBOR plus 3.00%) trust preferred securities in 2003 as part of a pooled offering of such securities. The Corporation issued subordinated debentures to the trust in exchange for the proceeds of the offering; the debentures and related debt issuance costs represent the sole assets of the trust. The Corporation may redeem the subordinated debentures, in whole but not in part, any time after 2008 at a price of 100% of face value. The subordinated debentures must be redeemed no later than 2033.

Required payments on all debt over the next five years are (in thousands):

2004	$ 500
2005	500
2006	500
2007	500
2008	459

(Continued)

NOTE 8 INCOME TAXES

The provision for income taxes reflected in the consolidated statements of income for the years ended December 31, consists of the following (in thousands):

	2003	2002	2001
Current expense	$ 1,273	$ 1,567	$ 1,781
Deferred (benefit) expense	47	(88)	(170)
	$ 1,320	$ 1,479	$ 1,611

Income tax expense was less than the amount computed by applying the statutory federal income tax rate to income before income taxes. The reasons for the difference are as follows in (in thousands):

	2003	2003	2003
Income tax at statutory rate	$ 1,737	$ 1,681	$ 1,832
Tax exempt interest	(271)	(253)	(179)
Other	(146)	51	(42)
	$ 1,320	$ 1,479	$ 1,611

The net deferred tax asset recorded includes the following amounts of deferred tax assets and liabilities (in thousands):

	2003	2002
Deferred tax assets		
Allowance for loan losses	$ 916	$ 931
Unrealized loss on securities available for sale	64	0
Compensation	175	177
Other	65	91
	1,220	1,199
Deferred tax liabilities		
Accretion	(27)	(13)
Unrealized gain on securities available for sale	0	(153)
Depreciation	(52)	(123)
Other	(88)	(28)
	(167)	(317)
	$ 1,053	$ 882

A valuation allowance related to deferred tax assets is required when it is considered more likely than not that all or part of the benefit related to such assets will not be realized. Management has determined that no valuation allowance is required at December 31, 2003 or 2002.

(Continued)

NOTE 8 INCOME TAXES

NOTE 9 BENEFIT PLANS

The Corporation has a noncontributory discretionary employee stock ownership plan (Plan) covering substantially all of its employees. It is a requirement of the plan to invest principally in the Corporation s common stock. The contribution to the Plan in 2003, 2002 and 2001 was $60,000, $88,000 and $100,000, respectively.

The Corporation has also established a 401(k) Plan in which 50% of the employees contribution can be matched with a discretionary contribution by the Corporation up to a maximum of 6% of gross wages. The contribution to the 401(k) Plan for 2003, 2002 and 2001 was $141,000, $100,000 and $84,000, respectively.

NOTE 10 STOCK PURCHASE AND OPTION PLANS

Director and Employee Plans

On December 26, 2001, the Corporation approved a plan to repurchase up to 50,000 shares of its common stock. The timing of the purchases and the actual number of shares purchased are based on market conditions. Shares have been repurchased from time to time in the open market or in privately negotiated transactions. Shares repurchased will be available for future issuance in the discretion of the Corporation s Board of Directors. The Corporation repurchased 26,178 shares and 23,259 shares in 2003 and 2002, respectively.

The Directors Stock Purchase Plan permits directors of the Corporation to purchase shares of common stock made available for purchase under the plan at the fair market value on the fifteenth day prior to the annual issuance date. The total number of shares issuable under this plan is limited to 9,600 shares in any calendar year.

The Retainer Stock Plan allows directors to elect to receive shares of common stock in full or partial payment of the director s retainer fees and fees for attending meetings. The number of shares is determined by dividing the dollar amount of fees to be paid in shares by the market value of the stock on the first business day prior to the payment date.

The Executive Stock Bonus Plan permits the administrator of the plan to grant shares of the Corporation s common stock to eligible employees. Any executive or managerial level employee is eligible to receive grants under the plan. The Board of Directors administers the plan.

Dividend Investment Plan

The Automatic Dividend Reinvestment Plan (DRIP) permits enrolled shareholders to automatically use dividends paid on common stock to purchase additional shares of the Corporation s common stock at the fair market value on the investment date. Any shareholder who is the beneficial or record owner of not more than 9.9% of the issued and outstanding shares of the Corporation s common stock is eligible to participate in the plan.

(Continued)

>NOTE 10 - STOCK PURCHASE AND OPTION PLANS (Continued)

Pursuant to a separate agreement with a family who collectively holds more than 9.9% of the Corporation s stock on or prior to January 31 of each year beginning January 31, 1997, the Corporation is to advise the family, in a written notice, of the number of shares sold under the DRIP. Each family member will have the option, until February 28 of the same year, to purchase from the Corporation one-third of the total number of shares that would be sufficient to prevent the dilution to all family members as a group that result solely as a result of the DRIP shares. The purchase price under this agreement is the fair market value on December 31 of the year immediately preceding the year in which the written notice is given. Similarly, a reverse agreement exists which allows the Corporation to redeem family shares to maintain the family ownership percentage in the event that stock repurchase activity more than offsets the shares available because of the DRIP.

The following summarizes shares issued under the various plans:

	2003	**2002**	**2001**
Automatic dividend reinvestment plan	10,480	8,835	11,448
Director stock purchase & retainer stock	2,970	568	0
Other issuance of stock	0	1,475	3,059
	13,450	10,878	14,507

Stock Option Plans

The Nonemployee Director Stock Option Plan grants options to nonemployee directors to purchase the Corporation s common stock on April 1 each year. The purchase price of the shares is the fair market value at the date of the grant, and there is a three-year vesting period before options may be exercised. Options to acquire no more than 6,720 shares of stock may be granted under the Plan in any calendar year and options to acquire not more than 67,200 shares in the aggregate may be outstanding at any one time.

The Employee Stock Option Plan grants options to eligible employees to purchase the Corporation s common stock at or above, the fair market value of the stock at the date of the grant. Awards granted under this plan are limited to an aggregate of 72,000 shares. The administrator of the plan is a committee of directors. The administrator has the power to determine the number of options to be granted, the exercise price of the options and other terms of the options, subject to consistency with the terms of the plan.

(Continued)

NOTE 10 - STOCK PURCHASE AND OPTION PLANS (Continued)

The following table summarizes stock option activity:

Number of Weighted Options Average Price

	Number of Options	Weighted Average Price
Options outstanding at January 1, 2001	21,637	$ 23.72
Options granted 2001	3,568	22.85
Options forfeited 2001	(366)	28.00
Options outstanding at December 31, 2001	24,839	23.54
Options granted 2002	3,242	24.09
Options forfeited 2002	(3,037)	26.69
Options outstanding at December 31, 2002	25,044	23.83
Options granted 2003	14,575	31.14
Options exercise 2003	(1,822)	17.58
Options forfeited 2003	(3,036)	23.96
Options outstanding at December 31, 2003	34,761	$ 26.99

Information pertaining to options outstanding at December 31, is as follows:

Range of Exercise Price	Number Outstanding	Weighted Average Remaining Life	Weighted Average Price	Number Exercisable
2003				
$15.00 - $20.00	4,856	2.75	$ 15.77	4,856
$20.00 - $30.00	10,235	6.38	22.60	3,642
$30.00 - $40.00	19,407	8.64	31.92	4,831