LAKELAND FINANCIAL CORP
Form 10-K
March 04, 2013

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 or 15(d) of the
Securities Exchange Act of 1934

For the fiscal year ended December 31, 2012

Commission file number 0-11487

LAKELAND FINANCIAL CORPORATION

Indiana	35-1559596
(State of incorporation)	(I.R.S. Employer Identification No.)

202 East Center Street, P.O. Box 1387, Warsaw, Indiana 46581-1387
(Address of principal executive offices)

Telephone: (574) 267-6144

Securities registered pursuant to Section 12(b) of the Act:

Common Stock, no par value	NASDAQ Global Select Market
(Title of class)	(Name of each exchange on which registered)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes __No X

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes __No X

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 twelve months (or for such other period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X No __

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T 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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein and will not be contained, to the best of the 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 a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act.

Large accelerated filer [ ]	Accelerated filer [X]	Non-accelerated filer [ ]	Smaller reporting company [ ]

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

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant, based on the last sales price quoted on the Nasdaq Global Select Market on June 30, 2012, the last business day of the registrant's most recently completed second fiscal quarter, was approximately $414,093,925.

Number of shares of common stock outstanding at February 20, 2013: 16,424,481

DOCUMENTS INCORPORATED BY REFERENCE

Part III - Portions of the Proxy Statement for the Annual Meeting of Stockholders to be held on April 9, 2013 are incorporated by reference into Part III hereof.

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PART IV

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PART I

ITEM 1. BUSINESS

The Company was incorporated under the laws of the State of Indiana on February 8, 1983. As used herein, the term “Company” refers to Lakeland Financial Corporation, or if the context dictates, Lakeland Financial Corporation and its wholly-owned subsidiary, Lake City Bank (the “Bank”), an Indiana state bank headquartered in Warsaw, Indiana. On December 18, 2006, LCB Investments II, Inc. was formed as a wholly-owned subsidiary of Lake City Bank, incorporated in Nevada, and it began managing a portion of the Bank’s investment portfolio in January 2007. On December 21, 2006, LCB Funding, Inc., a real estate investment trust, incorporated in Maryland, was formed as a wholly-owned subsidiary of LCB Investments II. On December 28, 2012, LCB Risk Management, Inc., a captive insurance company incorporated in Nevada, was formed as a wholly owned subsidiary of the Company. All intercompany transactions and balances are eliminated in consolidation.

General

Company’s Business. The Company is a bank holding company as defined in the Bank Holding Company Act of 1956, as amended. The Company owns all of the outstanding stock of the Bank, a full-service commercial bank organized under Indiana law. The Bank has a wholly-owned subsidiary, LCB Investments II, Inc., which manages a portion of the Bank’s investment portfolio. The Company conducts no business except that incident to its ownership of the outstanding stock of the Bank and the operation of the Bank.

The Bank’s deposits are insured by the Federal Deposit Insurance Corporation (the “FDIC”). The Bank’s activities cover all phases of commercial banking, including checking accounts, savings accounts, time deposits, the sale of securities under agreements to repurchase, commercial, real estate and agricultural lending, direct and indirect consumer lending, commercial and residential real estate mortgage lending, retail and merchant credit card services, corporate treasury management services, retirement services, safe deposit box service and wealth advisory, trust and brokerage services.

The Bank’s main banking office is located at 202 East Center Street, Warsaw, Indiana. As of December 31, 2012, the Bank had 45 offices in thirteen counties throughout Northern and Central Indiana.

Bank’s Business. The Bank was originally organized in 1872 and has continuously operated under the laws of the State of Indiana since its organization. The Bank’s business strategy is simply focused on maintaining our traditional community banking approach while concurrently leveraging the strength and size of our consolidated balance sheet to effectively compete with larger regional and national competitors. We are focused on serving clients in the state of Indiana, with the majority of our business in Northern Indiana. While our strategy encompasses all phases of traditional community banking, including consumer lending and wealth advisory and trust services, we focus on building expansive commercial relationships and developing retail and commercial deposit gathering strategies through high levels of relationship-based client services.

The Bank competes for loans principally through a high degree of customer contact, timely loan request review and decision-making, market-driven competitive loan pricing and by leveraging the Bank’s reputation throughout the region. The Bank believes that its convenience, quality service and high-touch, responsive approach to banking enhances its ability to compete favorably in attracting and retaining individual and business customers. The Bank actively solicits deposit-related customers and competes for customers by offering personal attention, professional service and competitive interest rates. The interest rates for both deposits and loans, as well as the range of services provided, are consistent with those of most banks competing within the Bank’s service area.

Market Overview. While the Company operates in thirteen counties, it currently defines operations by five primary geographical markets: the South Region, which includes Kosciusko County and portions of contiguous counties; the North Region, which includes portions of Elkhart and St. Joseph Counties; the Central Region, which includes portions of Elkhart County and contiguous counties; the East Region, which includes Allen County and contiguous counties; and the Indianapolis Region, which includes the metropolitan market of Indianapolis, including primarily Marion and Hamilton Counties. The South Region includes the city of Warsaw, which is the location of the Company’s headquarters. The Company has had a presence in the South Region since 1872. It has been in the North and Central Regions, which includes the cities of Elkhart, South Bend and Goshen, since 1990. The Company opened its first office in the East Region, which includes the cities of Fort Wayne and Auburn, in 1999. The Company operated a loan production office in the Indianapolis market, from 2006 to 2011 and opened a full service office there in late 2011.

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The Company believes that these are well-established regions that have similar economic characteristics. The Company has sought to diversify its business activities throughout its markets, which include a mix of industrial and service companies, with no business or industry concentrations within both individual markets and combined markets. Furthermore, no single industry or employer dominates any of the markets. Indianapolis represents the largest population center served by the Company's full-service branch system with a population of 820,000, according to 2010 U.S. Census Bureau data. Fort Wayne, with a 2010 population of 254,000 is the second largest city served by the Company. South Bend, with a 2010 population of 101,000, is the third largest city served by the Company. Elkhart, with a 2010 population of 51,000, is the fourth largest city that the Company currently serves. As a result of the presence of offices in thirteen counties that are widely dispersed, no single city or industry represents an undue concentration. In addition, the Indianapolis market represents a substantial future opportunity given its position as the largest metropolitan market in the state.

Expansion Strategy. The Company is an Indiana institution serving primarily Indiana clients with some Michigan clients due to the closeness to the state line of our market area in Northern Indiana. Since 1990, the Company has expanded from 17 offices in four Indiana counties to 45 branches in thirteen Indiana counties primarily through de novo branching. During this period, the Company has grown its assets from $286 million to $3.1 billion, an increase of 971%. Mergers and acquisitions have not played a substantive role in this growth as the Company's expansion strategy has been driven primarily by organic growth. Since the decision to expand outside of the four-county home market in 1990, the Company has targeted growth in larger cities located in the Northern Indiana market and Indianapolis in Central Indiana. In 1990, the Company began an expansion strategy that the Company believes has created a well-established presence in the region directly north of the Company's home market. This expansion was focused on the cities of Elkhart, South Bend and Goshen. In 1999, the Company expanded to the east and opened the first office in the Fort Wayne market. In 2006, the Company established a loan production office in the Indianapolis market and opened its first full service office there in late 2011.

The Company's expansion strategy is driven primarily by the potential for increased penetration in existing markets where opportunities for market share growth exists. Additionally, management considers growth in new markets, including FDIC assisted transactions, with a close geographic proximity to its current operations. These markets are considered when the Company believes they would be receptive to its strategic plan to deliver broad-based financial services with a commitment to local communities. When entering new markets, the Company believes it is critical to attract experienced local management and staff with a similar philosophy in order to provide a basis for success.

While this overall expansion strategy has been guided by a focus on larger communities in Indiana, it has also been influenced by the competitive landscape in these markets. As the historically prominent community banks in these markets were acquired, in most cases by large out-of-state institutions, the Company believes that the Bank's traditional community banking strategy has become highly relevant and provides a competitive advantage to the Company because of the Bank's strong ties to the communities in which it operates.

The Company believes that another benefit of this geographic expansion strategy into larger population centers is that the Company is exposed to more well-established and diverse economic regions. While the Company has historically operated within the relatively small Northern geographic region of the state, the Company's expansion strategy has provided borrower diversification within a fairly diverse economic region. Further, the geographical diversification ensures that no single industry or employer dominates the Company's markets. In addition, the Company believes that the Indianapolis market represents a substantial opportunity for growth given its position as the largest metropolitan market in the state. Like previous market expansions, the Company believes the Indianapolis market will provide future business opportunities as the competitive landscape in the market changes to the Company's advantage.

The Company also considers opportunities beyond current markets when the Company's board of directors (the "Board of Directors") and management believe that the opportunity will provide a desirable strategic fit without posing undue risk. The Company does not currently have any definitive understandings or agreements for any acquisitions or de novo expansion.

Products and Services. The Company is a full-service commercial bank and provides commercial, retail, wealth advisory, trust and investment management services to its customers. Commercial products include commercial loans and technology-driven solutions to commercial customers’ treasury management needs such as internet business banking and on-line treasury management services in addition to retirement services and health savings account services. Retail banking clients are provided a wide array of traditional retail banking services, including lending, deposit and investment services. Retail lending programs are focused on mortgage loans, home equity lines of credit and traditional retail installment loans, including indirect automotive financing. The Company provides credit card services to retail and commercial customers through an outsourced retail card program and merchant processing activity. The Company provides wealth advisory clients with traditional personal and corporate trust and investment services. The Company also provides retail brokerage services, including an array of financial and investment products such as annuities and life insurance.

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Competition

The Bank competes with other local and regional banks in addition to major banks for large commercial deposit and loan accounts. Pricing competition in the commercial lending business became increasing more intense in 2012 and the Bank believes that this competitive environment will continue in 2013. Low organic loan demand is the primary driver of this intense competition. Conversely, pricing competition for commercial and retail deposits has not been significant, and overall deposit rates are at historic lows. As of December 31, 2012, the Bank was subject to an aggregate maximum loan limit to any single account pursuant to Indiana law of $54.2 million. The Bank currently enforces an internal maximum loan limit of $25.0 million, which is less than the amount permitted by law. The Bank does occasionally make loans greater than this internal maximum limit of $25.0 million in situations where the financial strength of the borrower and the nature of the Bank's relationship with the borrower support such extensions of credit. Loans that exceed the internal maximum loan limit are subject to the approval of the Board of Directors and are subject to significant internal analysis prior to such board approval. In addition, in situations where a loan request that exceeds this internal maximum loan limit, the Bank also has the option to participate a portion of the loan to another financial institution. In the event this were to occur, the Bank maintains relationships with other financial institutions and may participate with such banks in the placement of large borrowings in excess of its lending limit, although the Bank typically does not participate in such arrangements. The Bank is also a member of the Federal Home Loan Bank of Indianapolis (the "FHLB") in order to provide additional funding, as necessary, to support funding requests and to broaden its mortgage lending and investment activities.

In addition to the banks located within its service area, the Bank also competes with savings and loan associations, credit unions, farm credit services, finance companies, personal loan companies, insurance companies, money market fund, and other non-depository financial intermediaries. Also, financial intermediaries such as money market mutual funds and large retailers are not subject to the same regulations and laws that govern the operation of traditional depository institutions like the Bank and, accordingly, may have an advantage in competing for funds.

Foreign Operations

The Company has no investments with any foreign entity other than one nominal demand deposit account, which is maintained with a Canadian bank in order to facilitate the clearing of checks drawn on banks located in other countries. There are no foreign loans.

Employees

At December 31, 2012, the Company, including its subsidiaries, had 493 full-time equivalent employees. Benefit programs include a 401(k) plan, group medical, dental and vision insurance, group life insurance and paid vacations. The Company also maintained a defined benefit pension plan which, effective April 1, 2000, was frozen and employees can no longer accrue new benefits under that plan. The Company also has an equity incentive plan under which stock-based incentives and compensation may be granted to employees and directors and an employee deferred compensation plan available to certain employees. The Bank is not a party to any collective bargaining agreement, and employee relations are considered good.

Forward-looking Statements

This document (including information incorporated by reference) contains, and future oral and written statements of the Company and its management may contain, forward-looking statements, within the meaning of such term in the Private Securities Litigation Reform Act of 1995, with respect to the financial condition, results of operations, plans, objectives, future performance and business of the Company. Forward-looking statements, which may be based upon beliefs, expectations and assumptions of the Company's management and on information currently available to

management, are generally identifiable by the use of words such as “believe,” “expect,” “anticipate,” “plan,” “intend,” “estimat
“may,” “will,” “would,” “could,” “should” or other similar expressions. Additionally, all statements in this document, includin
forward-looking statements, speak only as of the date they are made, and the Company undertakes no obligation to update any statement in light of new information or future events.

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The Company’s ability to predict results or the actual effect of future plans or strategies is inherently uncertain. The factors, which could have a material adverse effect on the operations and future prospects of the Company and its subsidiaries, are detailed in the “Risk Factors” section included under Item 1A. of Part I of this Form 10-K. In addition to the risk factors described in that section, there are other factors that may impact any public company, including ours, which could have a material adverse effect on the operations and future prospects of the Company and its subsidiaries. These additional factors include, but are not limited to, the following:

- the effects of future economic, business and market conditions and changes, both domestic and foreign, including seasonality;
- governmental monetary and fiscal policies;
- legislative and regulatory changes, including changes in banking, securities and tax laws and regulations and their application by our regulators, such as the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the “Dodd-Frank Act”);
- possible strengthening of our capital requirements required by Basel III;
- changes in the scope and cost of FDIC insurance, the state of Indiana’s Public Deposit Insurance Fund and other coverages;
- changes in accounting policies, rules and practices;
- the risks of changes in interest rates on the levels, composition and costs of deposits, loan demand, and the values and liquidity of loan collateral, securities and other interest sensitive assets and liabilities;
- the failure of assumptions and estimates underlying the establishment of reserves for possible loan losses and other estimates;
- changes in borrowers’ credit risks and payment behaviors;
- changes in the availability and cost of credit and capital in the financial markets;
- changes in the prices, values and sales volumes of residential and commercial real estate;
- the effects of competition from a wide variety of local, regional, national and other providers of financial, investment and insurance services;
- the risks of mergers, acquisitions and divestitures, including, without limitation, the related time and costs of implementing such transactions, integrating operations as part of these transactions and possible failures to achieve expected gains, revenue growth and/or expense savings from such transactions;
- changes in technology or products that may be more difficult, costly or less effective than anticipated;
- the effects of war or other conflicts, acts of terrorism or other catastrophic events, including storms, droughts, tornados and flooding, that may affect general economic conditions, including agricultural production and demand and prices for agricultural goods and land used for agricultural purposes, generally and in our markets;
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the failure of assumptions and estimates used in our reviews of our loan portfolio and our analysis of our capital position; and

- other factors and risks described under “Risk Factors” herein.

These risks and uncertainties should be considered in evaluating forward-looking statements and undue reliance should not be placed on such statements. For additional information regarding these and other risks, uncertainties and other factors, please review the disclosure in this annual report under “Risk Factors.”

Internet Website

The Company maintains an internet site at www.lakecitybank.com. The Company makes available free of charge on this site its annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and other reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) as soon as reasonably practicable after it electronically files such material with, or furnishes it to, the Securities and Exchange Commission (the “SEC”). All such documents filed with the SEC are also available for free on the SEC’s website (www.sec.gov). The Company’s Articles of Incorporation, Bylaws, Code of Conduct and the charters of its various committees of the Board of Directors are also available on the website.

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SUPERVISION AND REGULATION

General

Financial institutions, their holding companies and their affiliates are extensively regulated under federal and state law. As a result, the growth and earnings performance of the Company may be affected not only by management decisions and general economic conditions, but also by requirements of federal and state statutes and by the regulations and policies of various bank regulatory authorities, including the Indiana Department of Financial Institutions (the "DFI"), the Board of Governors of the Federal Reserve System (the "Federal Reserve"), the FDIC and the newly-created Bureau of Consumer Financial Protection (the "CFPB"). Furthermore, taxation laws administered by the Internal Revenue Service and state taxing authorities, accounting rules developed by the Financial Accounting Standards Board (the "FASB") and securities laws administered by the SEC and state securities authorities have an impact on the business of the Company. The effect of these statutes, regulations, regulatory policies and accounting rules are significant to the operations and results of the Company and Bank, and the nature and extent of future legislative, regulatory or other changes affecting financial institutions are impossible to predict with any certainty.

Federal and state banking laws impose a comprehensive system of supervision, regulation and enforcement on the operations of financial institutions, their holding companies and affiliates that is intended primarily for the protection of the FDIC-insured deposits and depositors of banks, rather than shareholders. These federal and state laws, and the regulations of the bank regulatory authorities issued under them, affect, among other things, the scope of business, the kinds and amounts of investments banks may make, reserve requirements, capital levels relative to operations, the nature and amount of collateral for loans, the establishment of branches, the ability to merge, consolidate and acquire, dealings with insiders and affiliates and the payment of dividends. Moreover, turmoil in the credit markets in recent years prompted the enactment of unprecedented legislation that has allowed the U.S. Department of the Treasury (the "Treasury") to make equity capital available to qualifying financial institutions to help restore confidence and stability in the U.S. financial markets, which imposes additional requirements on institutions in which Treasury invests.

In addition, the Company and Bank are subject to regular examination by their respective regulatory authorities, which results in examination reports and ratings that are not publicly available and that can impact the conduct and growth of business. These examinations consider not only compliance with applicable laws and regulations, but also capital levels, asset quality and risk, management ability and performance, earnings, liquidity, and various other factors. The regulatory agencies generally have broad discretion to impose restrictions and limitations on the operations of a regulated entity where the agencies determine, among other things, that such operations are unsafe or unsound, fail to comply with applicable law or are otherwise inconsistent with laws and regulations or with the supervisory policies of these agencies.

The following is a summary of the material elements of the supervisory and regulatory framework applicable to the Company and the Bank. It does not describe all of the statutes, regulations and regulatory policies that apply, nor does it restate all of the requirements of those that are described. The descriptions are qualified in their entirety by reference to the particular statutory or regulatory provision.

Financial Regulatory Reform

On July 21, 2010, President Obama signed the Dodd-Frank Act into law. The Dodd-Frank Act represents a sweeping reform of the supervisory and regulatory framework applicable to financial institutions and capital markets in the United States, certain aspects of which are described below in more detail. The Dodd-Frank Act creates new federal governmental entities responsible for overseeing different aspects of the U.S. financial services industry, including identifying emerging systemic risks. It also shifts certain authorities and responsibilities among federal financial institution regulators, including the supervision of holding company affiliates and the regulation of consumer financial services and products. In particular, and among other things, the Dodd-Frank Act: creates the CFPB, which is authorized to regulate providers of consumer credit, savings, payment and other consumer financial products and services; narrows the scope of federal preemption of state consumer laws enjoyed by national banks and federal savings associations and expands the authority of state attorneys general to bring actions to enforce federal consumer protection legislation; imposes more stringent capital requirements on bank holding companies and subjects certain activities, including interstate mergers and acquisitions, to heightened capital conditions; significantly expands underwriting requirements applicable to loans secured by 1-4 family residential real property; restricts the interchange fees payable on debit card transactions for issuers with $10 billion in assets or greater; requires the originator of a securitized loan, or the sponsor of a securitization, to retain at least 5% of the credit risk of securitized exposures unless the underlying exposures are qualified residential mortgages or meet certain underwriting standards to be determined by regulation; creates a Financial Stability Oversight Council as part of a regulatory structure for identifying emerging systemic risks and improving interagency cooperation; provides for enhanced regulation of advisers to private funds and of the derivatives markets; enhances oversight of credit rating agencies; and prohibits banking agency requirements tied to credit ratings.

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Numerous provisions of the Dodd-Frank Act are required to be implemented through rulemaking by the appropriate federal regulatory agencies. Many of the required regulations have been issued and others have been released for public comment, but there remain a number that have yet to be released in any form. Furthermore, while the reforms primarily target systemically important financial service providers, their influence is expected to filter down in varying degrees to smaller institutions over time. Management of the Company and the Bank will continue to evaluate the effect of the changes; however, in many respects, the ultimate impact of the Dodd-Frank Act will not be fully known for years, and no current assurance may be given that the Dodd-Frank Act, or any other new legislative changes, will not have a negative impact on the results of operations and financial condition of the Company and the Bank.

The Increasing Regulatory Emphasis on Capital

The Company is subject to various regulatory capital requirements administered by the federal and state banking regulators noted above. Failure to meet regulatory capital requirements may result in certain mandatory and possible additional discretionary actions by regulators that, if undertaken, could have a direct material effect on our financial statements. Under capital adequacy guidelines and the regulatory framework for “prompt corrective action” (described below), the Company must meet specific capital guidelines that involve quantitative measures of our assets, liabilities and certain off-balance sheet items as calculated under regulatory accounting policies. Our capital amounts and classifications are also subject to judgments by the regulators regarding qualitative components, risk weightings and other factors.

While capital has historically been one of the key measures of the financial health of both bank holding companies and depository institutions, its role is becoming fundamentally more important in the wake of the financial crisis, as the regulators have recognized that the amount and quality of capital held by banking organizations was insufficient to absorb losses during periods of severe stress. Certain provisions of the Dodd-Frank Act and Basel III, discussed below, will ultimately establish strengthened capital standards for banks and bank holding companies, will require more capital to be held in the form of common stock and will disallow certain funds from being included in capital determinations. Once fully implemented, these provisions will represent regulatory capital requirements that are meaningfully more stringent than those in place currently.

Company and Bank Required Capital Levels. Bank holding companies have historically had to comply with less stringent capital standards than their bank subsidiaries and were able to raise capital with hybrid instruments such as trust preferred securities. The Dodd-Frank Act mandated the Federal Reserve to establish minimum capital levels for bank holding companies on a consolidated basis that are as stringent as those required for insured depository institutions. As a consequence, over a phase-in period of three years, the components of holding company permanent capital known as “Tier 1 capital” are being restricted to capital instruments that are considered to be Tier 1 capital for insured depository institutions. A result of this change is that the proceeds of trust preferred securities are being excluded from Tier 1 capital unless such securities were issued prior to May 19, 2010 by bank holding companies with less than $15 billion of assets. Because the Company has assets of less than $15 billion, it is able to maintain our trust preferred proceeds as Tier 1 capital but will have to comply with new capital mandates in other respects, and will not be able to raise Tier 1 capital in the future through the issuance of trust preferred securities. In addition, the Basel III proposal, discussed below, includes a phase-out of trust preferred securities for all bank holding companies, including the Company.

Under current federal regulations, the Bank is subject to, and, after the phase-in period, the Company will be subject to, the following minimum capital standards:

- a leverage requirement, consisting of a minimum ratio of Tier 1 capital to total assets of 3% for the most highly-rated banks with a minimum requirement of at least 4% for all others, and

- a risk-based capital requirement, consisting of a minimum ratio of total capital to total risk-weighted assets of 8% and a minimum ratio of Tier 1 capital to total risk-weighted assets of 4%. For this purpose, "Tier 1 capital" consists primarily of common stock, noncumulative perpetual preferred stock and related surplus less intangible assets (other than certain loan servicing rights and purchased credit card relationships). Total capital consists primarily of Tier 1 capital plus "Tier 2 capital," which includes other non-permanent capital items, such as certain other debt and equity instruments that do not qualify as Tier 1 capital, and a portion of the Bank's allowance for loan and leases losses.

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The capital standards described above are minimum requirements. Federal law and regulations provide various incentives for banking organizations to maintain regulatory capital at levels in excess of minimum regulatory requirements. For example, a banking organization that is “well-capitalized” may: (i) qualify for exemptions from prior notice or application requirements otherwise applicable to certain types of activities; (ii) qualify for expedited processing of other required notices or applications; and (iii) accept brokered deposits. Under the capital regulations of the Federal Reserve, in order to be “well-capitalized,” a banking organization must maintain a ratio of total capital to total risk-weighted assets of 10% or greater, a ratio of Tier 1 capital to total risk-weighted assets of 6% or greater and a ratio of Tier 1 capital to total assets of 5% or greater. The Federal Reserve’s guidelines also provide that bank holding companies experiencing internal growth or making acquisitions will be expected to maintain strong capital positions substantially above the minimum supervisory levels without significant reliance on intangible assets. Furthermore, the guidelines indicate that the Federal Reserve will continue to consider a “tangible Tier 1 leverage ratio” (deducting all intangibles) in evaluating proposals for expansion or to engage in new activity.

Higher capital levels may also be required if warranted by the particular circumstances or risk profiles of individual banking organizations. For example, the Federal Reserve’s capital guidelines contemplate that additional capital may be required to take adequate account of, among other things, interest rate risk, or the risks posed by concentrations of credit, nontraditional activities or securities trading activities. Further, any banking organization experiencing or anticipating significant growth would be expected to maintain capital ratios, including tangible capital positions (i.e., Tier 1 capital less all intangible assets), well above the minimum levels.

Prompt Corrective Action. A banking organization’s capital plays an important role in connection with regulatory enforcement as well. 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 “adequately capitalized,” “undercapitalized,” “significantly undercapitalized” or “critically undercapitalized,” in each case as defined by regulation. Depending upon the capital category to which an institution is assigned, the regulators’ corrective powers include: (i) requiring the institution to submit a capital restoration plan; (ii) limiting the institution’s asset growth and restricting its activities; (iii) requiring the institution to issue additional capital stock (including additional voting stock) or to be acquired; (iv) restricting transactions between the institution and its affiliates; (v) restricting the interest rate the institution may pay on deposits; (vi) ordering a new election of directors of the institution; (vii) requiring that senior executive officers or directors be dismissed; (viii) prohibiting the institution from accepting deposits from correspondent banks; (ix) requiring the institution to divest certain subsidiaries; (x) prohibiting the payment of principal or interest on subordinated debt; and (xi) ultimately, appointing a receiver for the institution.

As of December 31, 2012: (i) the Bank was not subject to a directive from the Federal Reserve to increase its capital to an amount in excess of the minimum regulatory capital requirements; (ii) the Bank exceeded its minimum regulatory capital requirements under Federal Reserve capital adequacy guidelines; and (iii) the Bank was “well-capitalized,” as defined by Federal Reserve regulations. As of December 31, 2012, the Company had regulatory capital in excess of the Federal Reserve’s requirements and met the Dodd-Frank Act capital requirements.

Basel III. The current risk-based capital guidelines described above, which apply to the Bank and are being phased in for the Company, are based upon the 1988 capital accord known as “Basel I” adopted by the international Basel Committee on Banking Supervision, a committee of central banks and bank supervisors, as implemented by the U.S. federal banking regulators on an interagency basis. In 2008, the banking agencies collaboratively began to phase-in capital standards based on a second capital accord, referred to as “Basel II,” for large or “core” international banks (generally defined for U.S. purposes as having total assets of $250 billion or more, or consolidated foreign exposures of $10 billion or more). Basel II emphasized internal assessment of credit, market and operational risk, as well as supervisory assessment and market discipline in determining minimum capital requirements.

On September 12, 2010, the Group of Governors and Heads of Supervision, the oversight body of the Basel Committee on Banking Supervision, announced agreement on a strengthened set of capital requirements for banking organizations around the world, known as Basel III, to address deficiencies recognized in connection with the global financial crisis. Basel III requires, among other things:

- a new required ratio of minimum common equity equal to 4.5%,
- an increase in the minimum required amount of Tier 1 capital from the current level of 4% of total assets to 6% of total assets, and
- a continuation of the current minimum required amount of total capital at 8%.

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In addition, institutions that seek the freedom to make capital distributions (including for dividends and repurchases of stock) and pay discretionary bonuses to executive officers without restriction must also maintain 2.5% in common equity attributable to a capital conservation buffer to be phased in over three years. The purpose of the conservation buffer is to ensure that banks maintain a buffer of capital that can be used to absorb losses during periods of financial and economic stress. Factoring in the conservation buffer increases the ratios depicted above to 7% for common equity, 8.5% for Tier 1 capital and 10.5% for total capital.

On June 12, 2012, the federal banking regulators (the Office of the Comptroller of the Currency, the Federal Reserve and the FDIC) (the “Agencies”) formally proposed for comment, in three separate but related proposals, rules to implement Basel III in the United States. The proposals are: (i) the “Basel III Proposal,” which applies the Basel III capital framework to almost all U.S. banking organizations; (ii) the “Standardized Approach Proposal,” which applies certain elements of the Basel II standardized approach for credit risk weightings to almost all U.S. banking organizations; and (iii) the “Advanced Approaches Proposal,” which applies changes made to Basel II and Basel III in the past few years to large U.S. banking organizations subject to the advanced Basel II capital framework. The comment period for these notices of proposed rulemaking ended October 22, 2012.

The Basel III Proposal and the Standardized Approach Proposal are expected to have a direct impact on the Company and the Bank. The Basel III Proposal is applicable to all U.S. banks that are subject to minimum capital requirements, including federal and state banks, as well as to bank and savings and loan holding companies other than “small bank holding companies” (generally bank holding companies with consolidated assets of less than $500 million). There will be separate phase-in/phase-out periods for: (i) minimum capital ratios; (ii) regulatory capital adjustments and deductions; (iii) nonqualifying capital instruments; (iv) capital conservation and countercyclical capital buffers; (v) a supplemental leverage ratio for advanced approaches banks; and (vi) changes to the FDIC’s prompt corrective action rules.

The criteria in the U.S. proposal for common equity and additional Tier 1 capital instruments, as well as Tier 2 capital instruments, are broadly consistent with the Basel III criteria. A number of instruments that now qualify as Tier 1 capital will not qualify, or their qualification will change, if the Basel III Proposal becomes final. For example, cumulative preferred stock and certain hybrid capital instruments, including trust preferred securities, which the Company may retain under the Dodd-Frank Act, will no longer qualify as Tier 1 capital of any kind. Noncumulative perpetual preferred stock, which now qualifies as simple Tier 1 capital, would not qualify as common equity Tier 1 capital, but would qualify as additional Tier 1 capital.

In addition to the changes in capital requirements included within the Basel III Proposal, the Standardized Approach Proposal revises a large number of the risk weights (or their methodologies) for bank assets that are used to determine the capital ratios. For nearly every class of assets, the proposal requires a more complex, detailed and calibrated assessment of credit risk and calculation of risk weightings. For example, under the current risk-weighting rules, residential mortgages have a risk weighting of 50%. Under the proposed new rules, two categories of residential mortgage lending would be created: (i) traditional lending would be category 1, where the risk weights range from 35 to 100%; and (ii) nontraditional loans would fall within category 2, where the risk weights would range from 50 to 150%. There is concern in the U.S. that the proposed methodology for risk weighting residential mortgage exposures and the higher risk weightings for certain types of mortgage products will increase costs to consumers and reduce their access to mortgage credit.

In addition, there is significant concern noted by the financial industry in connection with the Basel III rulemaking as to the proposed treatment of accumulated other comprehensive income (“AOCI”). The proposed treatment of AOCI would require unrealized gains and losses on available-for-sale securities to flow through to regulatory capital as opposed to the current treatment, which neutralizes such effects. There is concern that this treatment would introduce capital volatility, due not only to credit risk but also to interest rate risk, and affect the composition of firms’ securities holdings.

While the Basel III accord called for national jurisdictions to implement the new requirements beginning January 1, 2013, in light of the volume of comments received by the Agencies and the concerns expressed above, the Agencies have indicated that the commencement date for the proposed Basel III rules has been delayed and it is unclear when the Basel III regime, as it may be implemented by final rules, will become effective in the United States.

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The Company

General. The Company, as the sole shareholder of the Bank, is a bank holding company. As a bank holding company, the Company is registered with, and is subject to regulation by, the Federal Reserve under the Bank Holding Company Act of 1956, as amended (the "BHCA"). In accordance with Federal Reserve policy, and as now codified by the Dodd-Frank Act, the Company is legally obligated to act as a source of financial strength to the Bank and to commit resources to support the Bank in circumstances where the Company might not otherwise do so. Under the BHCA, the Company is subject to periodic examination by the Federal Reserve. The Company is required to file with the Federal Reserve periodic reports of the Company's operations and such additional information regarding the Company and its subsidiaries as the Federal Reserve may require. The Company is also subject to regulation by the DFI under Indiana law.

Acquisitions, Activities and Change in Control. The primary purpose of a bank holding company is to control and manage banks. The BHCA generally requires the prior approval of the Federal Reserve for any merger involving a bank holding company or any acquisition by a bank holding company of another bank or bank holding company. Subject to certain conditions (including deposit concentration limits established by the BHCA and the Dodd-Frank Act), the Federal Reserve may allow a bank holding company to acquire banks located in any state of the United States. In approving interstate acquisitions, the Federal Reserve is required to give effect to applicable state law limitations on the aggregate amount of deposits that may be held by the acquiring bank holding company and its insured depository institution affiliates in the state in which the target bank is located (provided that those limits do not discriminate against out-of-state depository institutions or their holding companies) and state laws that require that the target bank have been in existence for a minimum period of time (not to exceed five years) before being acquired by an out-of-state bank holding company. Furthermore, in accordance with the Dodd-Frank Act, bank holding companies must be well-capitalized and well-managed in order to effect interstate mergers or acquisitions. For a discussion of the capital requirements, see "—The Increasing Regulatory Importance of Capital" above.

The BHCA generally prohibits the Company from acquiring direct or indirect ownership or control of more than 5% of the voting shares of any company that is not a bank and from engaging in any business other than that of banking, managing and controlling banks or furnishing services to banks and their subsidiaries. This general prohibition is subject to a number of exceptions. The principal exception allows bank holding companies to engage in, and to own shares of companies engaged in, certain businesses found by the Federal Reserve prior to November 11, 1999 to be "so closely related to banking ... as to be a proper incident thereto." This authority would permit the Company to engage in a variety of banking-related businesses, including the ownership and operation of a savings association, or any entity engaged in consumer finance, equipment leasing, the operation of a computer service bureau (including software development), and mortgage banking and brokerage. The BHCA generally does not place territorial restrictions on the domestic activities of non-bank subsidiaries of bank holding companies.

Federal law also prohibits any person or company from acquiring "control" of an FDIC-insured depository institution or its holding company without prior notice to the appropriate federal bank regulator. "Control" is conclusively presumed to exist upon the acquisition of 25% or more of the outstanding voting securities of a bank or bank holding company, but may arise under certain circumstances between 10% and 24.99% ownership.

Financial Holding Company Regulation. Additionally, bank holding companies that meet certain eligibility requirements prescribed by the BHCA and elect to operate as financial holding companies may engage in, or own shares in companies engaged in, a wider range of nonbanking activities, including securities and insurance underwriting and sales, merchant banking and any other activity that the Federal Reserve, 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. We have elected (and the Federal Reserve has accepted our election) to operate as a financial holding company.

In order to become and maintain our status as a financial holding company, the Company and the Bank must be well-capitalized, well-managed, and have at least a satisfactory Community Reinvestment Act (“CRA”) rating. If the Federal Reserve determines that a financial holding company is not well-capitalized or well-managed, the company has a period of time in which to achieve compliance, but during the period of noncompliance, the Federal Reserve may place any limitations on the company it believes to be appropriate. Furthermore, if the Federal Reserve determines that a financial holding company’s subsidiary bank has not received a satisfactory CRA rating, the company will not be able to commence any new financial activities or acquire a company that engages in such activities.

Capital Requirements. Bank holding companies are required to maintain minimum levels of capital in accordance with Federal Reserve capital adequacy guidelines, as affected by the Dodd-Frank Act and Basel III. For a discussion of capital requirements, see “—The Increasing Regulatory Importance of Capital” above.

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U.S. Government Investment in Bank Holding Companies. Events in the U.S. and global financial markets in 2008 and 2009, including deterioration of the worldwide credit markets, created significant challenges for financial institutions throughout the country. In response to this crisis affecting the U.S. banking system and financial markets, on October 3, 2008, the U.S. Congress passed, and the President signed into law, the Emergency Economic Stabilization Act of 2008 (the "EESA"). The EESA authorized the Secretary of the Treasury to implement various temporary emergency programs designed to strengthen the capital positions of financial institutions and stimulate the availability of credit within the U.S. financial system. Financial institutions participating in certain of the programs established under the EESA are required to adopt Treasury's standards for executive compensation and corporate governance.

On October 14, 2008, Treasury announced that it would provide Tier 1 capital (in the form of perpetual preferred stock) to eligible financial institutions. This program, known as the TARP Capital Purchase Program (the "CPP"), allocated $250 billion from the $700 billion authorized by the EESA to the Treasury for the purchase of senior preferred shares from qualifying financial institutions (the "CPP Preferred Stock"). Under the program, eligible institutions were able to sell equity interests to the Treasury in amounts equal to between 1% and 3% of the institution's risk-weighted assets. In conjunction with the purchase of the CPP Preferred Stock, the Treasury received warrants to purchase common stock from the participating public institutions with an aggregate market price equal to 15% of the preferred stock investment.

The Company participated in the CPP, but, as approved by the Federal Reserve and Treasury, in June 2010, the Company redeemed all 56,044 shares of CPP Preferred Stock held by the Treasury. The TARP Warrant was then sold at suction to a third party in 2011.

Dividend Payments. The Company's ability to pay dividends to its shareholders may be affected by both general corporate law considerations and policies of the Federal Reserve applicable to bank holding companies. As an Indiana corporation, the Company is subject to the limitations of the Indiana General Business Corporation Law, which prohibit the Company from paying dividends if the Company is, or by payment of the dividend would become, insolvent, or if the payment of dividends would render the Company unable to pay its debts as they become due in the usual course of business.

As a general matter, the Federal Reserve indicates that the board of directors of a bank holding company should eliminate, defer or significantly reduce the dividends if: (i) the company's net income available to shareholders for the past four quarters, net of dividends previously paid during that period, is not sufficient to fully fund the dividends; (ii) the prospective rate of earnings retention is inconsistent with the company's capital needs and overall current and prospective financial condition; or (iii) the company will not meet, or is in danger of not meeting, its minimum regulatory capital adequacy ratios. The Federal Reserve also 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.

Federal Securities Regulation. The Company's common stock is registered with the SEC under the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Consequently, the Company is subject to the information, proxy solicitation, insider trading and other restrictions and requirements of the SEC under the Exchange Act.

Corporate Governance. The Dodd-Frank Act addresses many investor protection, corporate governance and executive compensation matters that will affect most U.S. publicly traded companies. The Dodd-Frank Act will increase stockholder influence over boards of directors by requiring companies to give stockholders a non-binding vote on executive compensation and so-called "golden parachute" payments, and authorizing the SEC to promulgate rules that would allow stockholders to nominate and solicit voters for their own candidates using a company's proxy materials. The legislation also directs the Federal Reserve to promulgate rules prohibiting excessive compensation paid to bank holding company executives, regardless of whether the company is publicly traded.

The Bank

General. The Bank is an Indiana-chartered bank, the deposit accounts of which are insured by the DIF to the maximum extent provided under federal law and FDIC regulations. The Bank is also a member of the Federal Reserve System (a "member bank"). As an Indiana-chartered, FDIC-insured member bank, the Bank is presently subject to the examination, supervision, reporting and enforcement requirements of the DFI, the chartering authority for Indiana banks, the Federal Reserve, as the primary federal regulator of member banks, and the FDIC, as administrator of the DIF.

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Deposit Insurance. As an FDIC-insured institution, the Bank is required to pay deposit insurance premium assessments to the FDIC. The FDIC has adopted a risk-based assessment system whereby FDIC-insured depository institutions pay insurance premiums at rates based on their risk classification. An institution's risk classification is assigned based on its capital levels and the level of supervisory concern the institution poses to the regulators.

On November 12, 2009, the FDIC adopted a final rule that required insured depository institutions to prepay on December 30, 2009, their estimated quarterly risk-based assessments for the fourth quarter of 2009 and for all of 2010, 2011, and 2012. As such, on December 31, 2009, the Bank prepaid the FDIC its assessments based on its actual September 30, 2009 assessment base, adjusted quarterly by an estimated 5% annual growth rate through the end of 2012. The FDIC also used the institution's total base assessment rate in effect on September 30, 2009, increasing it by an annualized 3 basis points beginning in 2011. The FDIC began to offset prepaid assessments on March 30, 2010, representing payment of the regular quarterly risk-based deposit insurance assessment for the fourth quarter of 2009. Any prepaid assessment not exhausted after collection of the amount due on June 30, 2013, will be returned to the institution.

Amendments to the Federal Deposit Insurance Act also revise the assessment base against which an insured depository institution's deposit insurance premiums paid to the DIF will be calculated. Under the amendments, the assessment base will no longer be the institution's deposit base, but rather its average consolidated total assets less its average tangible equity. This may shift the burden of deposit insurance premiums toward those large depository institutions that rely on funding sources other than U.S. deposits. Additionally, the Dodd-Frank Act makes changes to the minimum designated reserve ratio of the DIF, increasing the minimum from 1.15% to 1.35% of the estimated amount of total insured deposits, and eliminating the requirement that the FDIC pay dividends to depository institutions when the reserve ratio exceeds certain thresholds. The FDIC is given until September 3, 2020 to meet the 1.35% reserve ratio target. Several of these provisions could increase the Bank's FDIC deposit insurance premiums.

The Dodd-Frank Act permanently increases the maximum amount of deposit insurance for banks, savings institutions and credit unions to $250,000 per insured depositor, retroactive to January 1, 2009. Although the legislation provided that non-interest bearing transaction accounts had unlimited deposit insurance coverage, that program ended on December 31, 2012.

FICO Assessments. The Financing Corporation ("FICO") is a mixed-ownership governmental corporation chartered by the former Federal Home Loan Bank Board pursuant to the Competitive Equality Banking Act of 1987 to function as a financing vehicle for the recapitalization of the former Federal Savings and Loan Insurance Corporation. FICO issued 30-year noncallable bonds of approximately $8.1 billion that mature in 2017 through 2019. FICO's authority to issue bonds ended on December 12, 1991. Since 1996, federal legislation has required that all FDIC-insured depository institutions pay assessments to cover interest payments on FICO's outstanding obligations. These FICO assessments are in addition to amounts assessed by the FDIC for deposit insurance. During the year ended December 31, 2012, the FICO assessment rate was approximately 0.0066%, which reflects the change from an assessment base computed on deposits to an assessment base computed on assets as required by the Dodd-Frank Act.

Supervisory Assessments. All Indiana banks are required to pay supervisory assessments to the DFI to fund the operations of the DFI. The amount of the assessment is calculated on the basis of the bank's total assets. During the year ended December 31, 2012, the Bank paid supervisory assessments to the DFI totaling $211,000.

Capital Requirements. Banks are generally required to maintain capital levels in excess of other businesses. For a discussion of capital requirements, see "—The Increasing Regulatory Importance of Capital" above.

Dividend Payments. The primary source of funds for the Company is dividends from the Bank. Indiana law prohibits the Bank from paying dividends in an amount greater than its undivided profits. The Bank is required to obtain the approval of the DFI for the payment of any dividend if the total of all dividends declared by the Bank during the calendar year, including the proposed dividend, would exceed the sum of the Bank's net income for the year to date combined with its retained net income for the previous two years. Indiana law defines "retained net income" to mean the net income of a specified period, calculated under the consolidated report of income instructions, less the total amount of all dividends declared for the specified period. The Federal Reserve Act also imposes limitations on the amount of dividends that may be paid by state member banks, such as the Bank. Without Federal Reserve approval, a state member bank may not pay dividends in any calendar year that, in the aggregate, exceed the bank's calendar year-to-date net income plus the bank's retained net income for the two preceding calendar years.

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The payment of dividends by any financial institution is affected by the requirement to maintain adequate capital pursuant to applicable capital adequacy guidelines and regulations, and a financial institution generally is prohibited from paying any dividends if, following payment thereof, the institution would be undercapitalized. As described above, the Bank exceeded its minimum capital requirements under applicable guidelines as of December 31, 2012. As of December 31, 2012, approximately $43.4 million was available to be paid as dividends by the Bank. Notwithstanding the availability of funds for dividends, however, the Federal Reserve may prohibit the payment of any dividends by the Bank if the Federal Reserve determines such payment would constitute an unsafe or unsound practice.

Insider Transactions. The Bank is subject to certain restrictions imposed by federal law on “covered transactions” between the Bank and its “affiliates.” The Company is an affiliate of the Bank for purposes of these restrictions, and covered transactions subject to the restrictions include extensions of credit to the Company, investments in the stock or other securities of the Company and the acceptance of the stock or other securities of the Company as collateral for loans made by the Bank. The Dodd-Frank Act enhances the requirements for certain transactions with affiliates as of July 21, 2011, including an expansion of the definition of “covered transactions” and an increase in the amount of time for which collateral requirements regarding covered transactions must be maintained.

Certain limitations and reporting requirements are also placed on extensions of credit by the Bank to its directors and officers, to directors and officers of the Company, 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 who is a director or officer of the Company or the Bank, or a principal shareholder of the Company, may obtain credit from banks with which the Bank maintains a correspondent relationship.

Safety and Soundness Standards. The federal banking agencies have adopted guidelines that establish operational and managerial standards to promote the safety and soundness of federally insured depository institutions. The guidelines set forth 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.

In general, the safety and soundness guidelines prescribe the goals to be achieved in each area, and each institution is responsible for establishing its own procedures to achieve those goals. If an institution fails to comply with any of the standards set forth in the guidelines, the institution’s primary federal regulator may require the institution to submit a plan for achieving and maintaining compliance. If an institution fails to submit an acceptable compliance plan, or fails in any material respect to implement a compliance plan that has been accepted by its primary federal regulator, the regulator is required to issue an order directing the institution to cure the deficiency. Until the deficiency cited in the regulator’s order is cured, the regulator may restrict the institution’s rate of growth, require the institution to increase its capital, restrict the rates the institution pays on deposits or require the institution to take any action the regulator deems appropriate under the circumstances. Noncompliance with the standards established by the safety and soundness guidelines may also constitute grounds for other enforcement action by the federal banking regulators, including cease and desist orders and civil money penalty assessments.

Branching Authority. Indiana banks, such as the Bank, have the authority under Indiana law to establish branches anywhere in the State of Indiana, subject to receipt of all required regulatory approvals.

Federal law permits state and national banks to merge with banks in other states subject to: (i) regulatory approval; (ii) federal and state deposit concentration limits; and (iii) state law limitations requiring the merging bank to have been in existence for a minimum period of time (not to exceed five years) prior to the merger. The establishment of new 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) has historically been permitted only in those states the laws of which expressly authorize such expansion. However, the Dodd-Frank Act permits well-capitalized and well-managed banks to establish new branches across state lines without these impediments.

State Bank Investments and Activities. The Bank is permitted to make investments and engage in activities directly or through subsidiaries as authorized by Indiana law. However, 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 and FDIC regulations also prohibit 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 unless the bank meets, and continues to meet, its minimum regulatory capital requirements and the FDIC determines that the activity would not pose a significant risk to the DIF. These restrictions have not had, and are not currently expected to have, a material impact on the operations of the Bank.

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Transaction Account Reserves. Federal Reserve regulations require depository institutions to maintain reserves against their transaction accounts (primarily NOW and regular checking accounts). For 2013: the first $12.4 million of otherwise reservable balances are exempt from the reserve requirements; for transaction accounts aggregating more than $12.4 million to $79.5 million, the reserve requirement is 3% of total transaction accounts; and for net transaction accounts in excess of $79.5 million, the reserve requirement is $2,013,000 plus 10% of the aggregate amount of total transaction accounts in excess of $79.5 million. These reserve requirements are subject to annual adjustment by the Federal Reserve. The Bank is in compliance with the foregoing requirements.

Consumer Financial Services

There are numerous developments in federal and state laws regarding consumer financial products and services that impact the Bank's business. Importantly, the current structure of federal consumer protection regulation applicable to all providers of consumer financial products and services changed significantly on July 21, 2011, when the CFPB commenced operations to supervise and enforce consumer protection laws. The CFPB has broad rulemaking authority for a wide range of consumer protection laws that apply to all providers of consumer products and services, including the Bank, as well as the authority to prohibit "unfair, deceptive or abusive" acts and practices. The CFPB has examination and enforcement authority over providers with more than $10 billion in assets. Banks and savings institutions with $10 billion or less in assets, like the Bank, will continue to be examined by their applicable bank regulators.

Ability-to-Repay Requirement and Qualified Mortgage Rule. The Dodd-Frank Act contains additional provisions that affect consumer mortgage lending. First, it significantly expands underwriting requirements applicable to loans secured by 1-4 family residential real property and augments federal law combating predatory lending practices. In addition to numerous new disclosure requirements, the Dodd-Frank Act imposes new standards for mortgage loan originations on all lenders, including banks and savings associations, in an effort to strongly encourage lenders to verify a borrower's ability to repay, while also establishing a presumption of compliance for certain "qualified mortgages." Most significantly, the new standards limit the total points and fees that the Bank and/or a broker may charge on conforming and jumbo loans to 3% of the total loan amount. In addition, the Dodd-Frank Act generally requires lenders or securitizers to retain an economic interest in the credit risk relating to loans that the lender sells and other asset-backed securities that the securitizer issues if the loans have not complied with the ability-to-repay standards. The risk retention requirement generally will be 5%, but could be increased or decreased by regulation.

On January 10, 2013, the CFPB issued a final rule, effective January 10, 2014, that implements the Dodd-Frank Act's ability-to-repay requirements, and clarifies the presumption of compliance for "qualified mortgages." In assessing a borrower's ability to repay a mortgage-related obligation, lenders generally must consider eight underwriting factors: (i) current or reasonably expected income or assets; (ii) current employment status; (iii) monthly payment on the subject transaction; (iv) monthly payment on any simultaneous loan; (v) monthly payment for all mortgage-related obligations; (vi) current debt obligations, alimony, and child support; (vii) monthly debt-to-income ratio or residual income; and (viii) credit history. The final rule also includes guidance regarding the application of, and methodology for evaluating, these factors.

Further, the final rule also clarifies that qualified mortgages do not include "no-doc" loans and loans with negative amortization, interest-only payments, balloon payments, terms in excess of 30 years, or points and fees paid by the borrower that exceed 3% of the loan amount, subject to certain exceptions. In addition, for qualified mortgages, the monthly payment must be calculated on the highest payment that will occur in the first five years of the loan, and the borrower's total debt-to-income ratio generally may not be more than 43%. The final rule also provides that certain mortgages that satisfy the general product feature requirements for qualified mortgages and that also satisfy the underwriting requirements of Fannie Mae and Freddie Mac (while they operate under federal conservatorship or receivership) or the U.S. Department of Housing and Urban Development, Department of Veterans Affairs, or

Department of Agriculture or Rural Housing Service are also considered to be qualified mortgages. This second category of qualified mortgages will phase out as the aforementioned federal agencies issue their own rules regarding qualified mortgages, the conservatorship of Fannie Mae and Freddie Mac ends, and, in any event, after seven years.

As set forth in the Dodd-Frank Act, subprime (or higher-priced) mortgage loans are subject to the ability-to-repay requirement, and the final rule provides for a rebuttable presumption of lender compliance for those loans. The final rule also applies the ability-to-repay requirement to prime loans, while also providing a conclusive presumption of compliance (i.e., a safe harbor) for prime loans that are also qualified mortgages. Additionally, the final rule generally prohibits prepayment penalties (subject to certain exceptions) and sets forth a 3-year record retention period with respect to documenting and demonstrating the ability-to-repay requirement and other provisions.

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Changes to Mortgage Loan Originator Compensation. Effective April 2, 2011, previously existing regulations concerning the compensation of mortgage loan originators were amended. As a result of these amendments, mortgage loan originators may not receive compensation based on a mortgage transaction’s terms or conditions other than the amount of credit extended under the mortgage loan. Further, the new standards limit the total points and fees that a bank and/or a broker may charge on conforming and jumbo loans to 3.9% of the total loan amount. Mortgage loan originators may receive compensation from a consumer or from a lender, but not both. These rules contain requirements designed to prohibit mortgage loan originators from “steering” consumers to loans that provide mortgage loan originators with greater compensation. In addition, the rules contain other requirements concerning recordkeeping.

Foreclosure and Loan Modifications. Federal and state laws further impact foreclosures and loan modifications, with many of such laws having the effect of delaying or impeding the foreclosure process on real estate secured loans in default. Mortgages on commercial property can be modified, such as by reducing the principal amount of the loan or the interest rate, or by extending the term of the loan, through plans confirmed under Chapter 11 of the U.S. Bankruptcy Code. In recent years, legislation has been introduced in the U.S. Congress that would amend the Bankruptcy Code to permit the modification of mortgages secured by residences, although at this time the enactment of such legislation is not presently proposed. The scope, duration and terms of potential future legislation with similar effect continue to be discussed. The Company cannot predict whether any such legislation will be passed or the impact, if any, it would have on our business.

OPERATING SEGMENTS

The Company’s chief decision-makers monitor and evaluate financial performance on a Company-wide basis. All of the Company’s financial service operations are similar and considered by management to be aggregated into one reportable operating segment. While the Company has assigned certain management responsibilities by region and business-line, the Company's chief decision-makers monitor and evaluate financial performance on a Company-wide basis. The majority of the Company's revenue is from the business of banking and the Company's assigned regions have similar economic characteristics, products, services and customers. Accordingly, all of the Company’s operations are considered by management to be aggregated in one reportable operating segment.

GUIDE 3 INFORMATION

On the pages that follow are tables that set forth selected statistical information relative to the business of the Company. This data should be read in conjunction with the consolidated financial statements, related notes and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” as set forth in Items 7 and 8, below, herein incorporated by reference.

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DISTRIBUTION OF ASSETS, LIABILITIES AND STOCKHOLDERS' EQUITY;
INTEREST RATES AND INTEREST DIFFERENTIAL
(in thousands of dollars)

	2012 Average Balance	Interest Income	Yield (1)		2011 Average Balance	Interest Income	Yield (1)	
ASSETS								
Earning assets:								
Loans:								
Taxable (2)(3)	$2,206,600	$102,749	4.66	%	$2,137,748	$104,936	4.91	%
Tax exempt (1)	9,531	660	6.93		10,298	700	6.80	
Investments: (1)								
Available for sale	477,010	12,498	2.62		447,620	17,686	3.95	
Short-term investments	25,299	24	0.09		17,830	23	0.13	
Interest bearing deposits	2,343	44	1.88		28,662	131	0.46	
Total earning assets	2,720,783	115,975	4.26	%	2,642,158	123,476	4.67	%
Nonearning assets:								
Cash and due from banks	178,322	0			74,854	0		
Premises and equipment	34,945	0			31,260	0		
Other nonearning assets	94,984	0			94,741	0		
Less allowance for loan losses	(52,795)	0			(50,243)	0		
Total assets	$2,976,239	$115,975			$2,792,770	$123,476		

(1) Tax exempt income was converted to a fully taxable equivalent basis at a 35 percent tax rate for 2012 and 2011. The tax equivalent rate for tax exempt loans and tax exempt securities acquired after January 1, 1983 included the TEFRA adjustment applicable to nondeductible interest expenses.

(2) Loan fees, which are immaterial in relation to total taxable loan interest income for the years ended December 31, 2012 and 2011, are included as taxable loan interest income.

(3) Nonaccrual loans are included in the average balance of taxable loans.

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DISTRIBUTION OF ASSETS, LIABILITIES AND STOCKHOLDERS' EQUITY;
INTEREST RATES AND INTEREST DIFFERENTIAL (Cont.)
(in thousands of dollars)

	2011 Average Balance	Interest Income	Yield (1)	2010 Average Balance	Interest Income	Yield (1)
ASSETS						
Earning assets:						
Loans:						
Taxable (2)(3)	$2,137,748	$104,936	4.91 %	$2,046,974	$104,205	5.09 %
Tax exempt (1)	10,298	700	6.80	2,235	122	5.46
Investments: (1)						
Available for sale	447,620	17,686	3.95	430,615	20,453	4.75
Short-term investments	17,830	23	0.13	35,080	59	0.17
Interest bearing deposits	28,662	131	0.46	7,456	61	0.82
Total earning assets	2,642,158	123,476	4.67 %	2,522,360	124,900	4.95 %
Nonearning assets:						
Cash and due from banks	74,854	0		48,398	0	
Premises and equipment	31,260	0		29,291	0	
Other nonearning assets	94,741	0		90,900	0	
Less allowance for loan losses	(50,243)	0		(38,325)	0	
Total assets	$2,792,770	$123,476		$2,652,624	$124,900	

(1) Tax exempt income was converted to a fully taxable equivalent basis at a 35 percent tax rate for 2011 and 2010. The tax equivalent rate for tax exempt loans and tax exempt securities acquired after January 1, 1983 included the TEFRA adjustment applicable to nondeductible interest expenses.

(2) Loan fees, which are immaterial in relation to total taxable loan interest income for the years ended December 31, 2011 and 2010, are included as taxable loan interest income.

(3) Nonaccrual loans are included in the average balance of taxable loans.

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DISTRIBUTION OF ASSETS, LIABILITIES AND STOCKHOLDERS' EQUITY;
INTEREST RATES AND INTEREST DIFFERENTIAL (Cont.)
(in thousands of dollars)

	2012 Average Balance	Interest Expense	Yield		2011 Average Balance	Interest Expense	Yield	
LIABILITIES AND STOCKHOLDERS' EQUITY								
Interest bearing liabilities:								
Savings deposits	$195,666	$697	0.36	%	$168,470	$930	0.55	%
Interest bearing checking accounts	1,002,418	9,012	0.90		879,295	10,569	1.20	
Time deposits:								
In denominations under $100,000	389,894	6,885	1.77		356,286	6,960	1.95	
In denominations over $100,000	563,116	8,073	1.43		611,389	9,276	1.52	
Miscellaneous short-term borrowings	119,314	441	0.37		145,306	612	0.42	
Long-term borrowings and subordinated debentures (1)	45,967	1,590	3.46		45,968	1,465	3.19	
Total interest bearing liabilities	2,316,375	26,698	1.15	%	2,206,714	29,812	1.35	%
Noninterest bearing liabilities and stockholders' equity:								
Demand deposits	354,101	0			310,524	0		
Other liabilities	17,897	0			15,197	0		
Stockholders' equity	287,866	0			260,335	0		
Total liabilities and stockholders' equity	$2,976,239	$26,698			$2,792,770	$29,812		
Net interest differential - yield on average daily earning assets		$89,277	3.28	%		$93,664	3.54	%

(1)

Long-term borrowings and subordinated debentures interest expense was reduced by interest capitalized on construction in process for 2011.

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DISTRIBUTION OF ASSETS, LIABILITIES AND STOCKHOLDERS' EQUITY;
INTEREST RATES AND INTEREST DIFFERENTIAL (Cont.)
(in thousands of dollars)

	2011 Average Balance	Interest Expense	Yield		2010 Average Balance	Interest Expense	Yield	
LIABILITIES AND STOCKHOLDERS' EQUITY								
Interest bearing liabilities:								
Savings deposits	$168,470	$930	0.55	%	$121,844	$816	0.67	%
Interest bearing checking accounts	879,295	10,569	1.20		709,002	8,576	1.21	
Time deposits:								
In denominations under $100,000	356,286	6,960	1.95		322,479	7,283	2.26	
In denominations over $100,000	611,389	9,276	1.52		712,859	11,332	1.59	
Miscellaneous short-term borrowings	145,306	612	0.42		171,500	727	0.42	
Long-term borrowings and subordinated debentures (1)	45,968	1,465	3.19		69,667	2,138	3.07	
Total interest bearing liabilities	2,206,714	29,812	1.35	%	2,107,351	30,872	1.46	%
Noninterest bearing liabilities and stockholders' equity:								
Demand deposits	310,524	0			266,424	0		
Other liabilities	15,197	0			15,988	0		
Stockholders' equity	260,335	0			262,861	0		
Total liabilities and stockholders' equity	$2,792,770	$29,812			$2,652,624	$30,872		
Net interest differential - yield on average daily earning assets		$93,664	3.54	%		$94,028	3.73	%

(1)

Long-term borrowings and subordinated debentures interest expense was reduced by interest capitalized on construction in process for 2011 and 2010.

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ANALYSIS OF CHANGES IN INTEREST DIFFERENTIALS
(fully taxable equivalent basis)
(in thousands of dollars)

YEAR ENDED DECEMBER 31,

	2012 Over (Under) 2011 (1)			2011 Over (Under) 2010 (1)		
	Volume	Rate	Total	Volume	Rate	Total
INTEREST AND LOAN FEE INCOME (2)						
Loans:						
Taxable	$3,313	$(5,500)	$(2,187)	$4,530	$(3,799)	$731
Tax exempt	(53)	13	(40)	541	37	578
Investments:						
Available for sale	1,097	(6,285)	(5,188)	782	(3,549)	(2,767)
Short-term investments	8	(7)	1	(24)	(12)	(36)
Interest bearing deposits	(206)	119	(87)	107	(37)	70
Total interest income	4,159	(11,660)	(7,501)	5,936	(7,360)	(1,424)
INTEREST EXPENSE						
Savings deposits	133	(366)	(233)	275	(161)	114
Interest bearing checking accounts	1,347	(2,904)	(1,557)	2,047	(54)	1,993
Time deposits:						
In denominations under $100,000	625	(700)	(75)	718	(1,041)	(323)
In denominations over $100,000	(709)	(494)	(1,203)	(1,557)	(499)	(2,056)
Miscellaneous short-term borrowings	(102)	(69)	(171)	(111)	(4)	(115)
Long-term borrowings and subordinated debentures	0	125	125	(752)	79	(673)
Total interest expense	1,294	(4,408)	(3,114)	620	(1,680)	(1,060)
INCREASE (DECREASE) IN INTEREST DIFFERENTIALS	$2,865	$(7,252)	$(4,387)	$5,316	$(5,680)	$(364)

(1) The earning assets and interest bearing liabilities used to calculate interest differentials are based on average daily balances for 2012, 2011 and 2010. The changes in volume represent "changes in volume times the old rate". The

changes in rate represent "changes in rate times the old volume". The changes in rate/volume were also calculated by "change in rate times change in volume" and allocated consistently based upon the relative absolute values of the changes in volume and changes in rate.

(2) Tax exempt income was converted to a fully taxable equivalent basis at a 35 percent tax rate for 2012, 2011 and 2010. The tax equivalent rate for tax exempt loans and tax exempt securities acquired after January 1, 1983 included the TEFRA adjustment applicable to nondeductible interest expense.

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ANALYSIS OF INVESTMENT PORTFOLIO
(in thousands of dollars)

The amortized cost and the fair value of securities as of December 31, 2012, 2011 and 2010 were as follows:

	2012 Amortized Cost	Fair Value	2011 Amortized Cost	Fair Value	2010 Amortized Cost	Fair Value
Securities available for sale:						
U.S. Treasury securities	$1,002	$1,037	$1,003	$1,055	$1,004	$1,036
U.S. Government sponsored agencies	5,026	5,304	5,033	5,277	0	0
Agency residential mortgage-backed securities	359,326	365,644	342,036	350,102	299,266	308,851
Non-agency residential mortgage-backed securities	6,211	6,453	34,241	32,207	68,578	62,773
State and municipal securities	83,263	88,583	73,467	78,750	69,059	69,960
Total debt securities available for sale	$454,828	$467,021	$455,780	$467,391	$437,907	$442,620

At year-end 2012, 2011 and 2010, there were no holdings of securities of any one issuer, other than the U.S. government, government agencies and government sponsored agencies, in an amount greater than 10% of stockholders' equity. See Note 2 for more information on these investments.

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ANALYSIS OF INVESTMENT PORTFOLIO (cont.)
(fully tax equivalent basis)
(in thousands of dollars)

The weighted average yields and maturity distribution for debt securities portfolio at December 31, 2012, were as follows:

	Within One Year		After One Year Within Five Years		After Five Years Within Ten Years		Over Ten Years	
Securities available for sale:								
U.S. Treasury securities								
Fair value	$0		$1,037		$0		$0	
Yield	0	%	2.26	%	0	%	0	%
U.S. Government sponsored agencies								
Fair value	$0		$5,304		$0		$0	
Yield	0	%	2.25	%	0	%	0	%
Agency residential mortgage-backed securities								
Fair value	$224		$2,151		$69,790		$293,479	
Yield	5.02	%	5.06	%	1.61	%	2.61	%
Non-agency residential mortgage-backed securities								
Fair value	$0		$0		$2,542		$3,911	
Yield	0	%	0	%	5.23	%	5.51	%
State and municipal securities								
Fair value	$2,213		$19,892		$39,017		$27,461	
Yield	3.30	%	5.23	%	4.54	%	4.41	%
Total debt securities available for sale:								
Fair value	$2,437		$28,384		$111,349		$324,851	
Yield	3.46	%	4.55	%	2.72	%	2.80	%

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ANALYSIS OF LOAN PORTFOLIO
Analysis of Loans Outstanding
(in thousands of dollars)

As a result of FASB ASU 2010-20, Receivables (Topic 310): Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses, the Company has revised this table for the years ending December 31, 2012, 2011, 2010 and 2009 in order to present the data with greater granularity. This disaggregation will be substantially the same as those used in disclosures of credit quality. The loan portfolio by class as of December 31, 2012, 2011, 2010 and 2009 was as follows:

	2012	2011	2010	2009
Commercial and industrial loans:				
Working capital lines of credit loans	$439,638	$373,768	$281,546	$235,202
Non-working capital loans	407,184	377,388	384,138	394,408
Total commercial and industrial loans	846,822	751,156	665,684	629,610
Commercial real estate and multi-family residential loans:				
Construction and land development loans	82,494	82,284	106,980	166,959
Owner occupied loans	358,617	346,669	329,760	348,904
Nonowner occupied loans	314,889	385,090	355,393	257,373
Multifamily loans	45,011	38,477	24,158	26,558
Total commercial real estate and multi-family residential loans	801,011	852,520	816,291	799,794
Agri-business and agricultural loans:				
Loans secured by farmland	109,147	118,224	111,961	112,241
Loans for agricultural production	115,572	119,705	117,518	82,765
Total agri-business and agricultural loans	224,719	237,929	229,479	195,006
Other commercial loans	56,807	58,278	38,778	30,497
Total commercial loans	1,929,359	1,899,883	1,750,232	1,654,907
Consumer 1-4 family mortgage loans:				
Closed end first mortgage loans	109,823	106,999	103,118	117,619
Open end and junior lien loans	161,366	175,694	182,325	174,641
Residential construction and land development loans	11,541	5,462	4,140	7,471
Total consumer 1-4 family mortgage loans	282,730	288,155	289,583	299,731
Other consumer loans	45,755	45,999	51,123	59,179
Total consumer loans	328,485	334,154	340,706	358,910
Subtotal	2,257,844	2,234,037	2,090,938	2,013,817
Less: Allowance for loan losses	(51,445)	(53,400)	(45,007)	(32,073)
Net deferred loan fees	(324)	(328)	(979)	(1,807)
Loans, net	$2,206,075	$2,180,309	$2,044,952	$1,979,937

The residential construction and land development loans class included construction loans totaling $10,697, $4,254, $2,569 and $5,790 as of December 31, 2012, 2011, 2010 and 2009. The Bank generally sells conforming mortgage loans which it originates on the secondary market. These loans generally represent mortgage loans that are made to clients with long-term or substantial relationships with the Bank on terms consistent with secondary market requirements. The loan classifications are based on the nature of the loans as of the loan origination date. There were no foreign loans included in the loan portfolio for the periods presented.

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ANALYSIS OF LOAN PORTFOLIO (cont.)
Analysis of Loans Outstanding (cont.)
(in thousands of dollars)

The loan portfolio by basic segment as of December 31, 2008 was as follows:

	2008
Commercial loans:	
Taxable	$1,522,523
Tax exempt	10,493
Total commercial loans	1,533,016
Residential real estate mortgage loans	117,230
Installment loans	51,174
Line of credit and credit card loans	132,147
Subtotal loans	1,833,567
Less: Allowance for loan losses	(18,860)
Net deferred loan (fees)/costs	(233)
Net loans	$1,814,474

The residential real estate mortgage loan portfolio included construction loans totaling $6,468 as of December 31, 2008. The Bank generally sells conforming mortgage loans which it originates on the secondary market. These loans generally represent mortgage loans that are made to clients with long-term or substantial relationships with the Bank on terms consistent with secondary market requirements. The loan classifications are based on the nature of the loans as of the loan origination date. There were no foreign loans included in the loan portfolio for the periods presented.

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ANALYSIS OF LOAN PORTFOLIO (cont.)
Analysis of Loans Outstanding (cont.)
(in thousands of dollars)

Repricing opportunities of the loan portfolio occur either according to predetermined adjustable rate schedules included in the related loan agreements or upon maturity of each principal payment. The following table indicates the scheduled maturities of the loan portfolio as of December 31, 2012.

	Commercial	Residential Real Estate Mortgage	Installment	Line of Credit	Total	Percent	
Original maturity of one day	$ 0	$ 0	$ 0	$ 0	$ 0	0.00	%
Other within one year	1,080,050	24,768	13,149	7,155	$ 1,125,122	49.83	
After one year, within five years	739,139	46,546	21,937	20,561	$ 828,183	36.68	
Over five years	125,232	18,573	2,524	127,381	$ 273,710	12.12	
Nonaccrual loans	29,857	475	106	391	$ 30,829	1.37	
Total loans	$ 1,974,278	$ 90,362	$ 37,716	$ 155,488	$ 2,257,844	100.00	%

At maturity, credits are reviewed and, if renewed, are renewed at rates and conditions that prevail at the time of maturity.

Loans due after one year which have a predetermined interest rate and loans due after one year which have floating or adjustable interest rates as of December 31, 2012 amounted to $514,000 and $588,000.

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ANALYSIS OF LOAN PORTFOLIO (cont.)
Review of Nonperforming Loans
(in thousands of dollars)

The following is a summary of nonperforming loans as of December 31, 2012, 2011, 2010, 2009 and 2008.

	2012	2011	2010	2009	2008
PART A - PAST DUE ACCRUING LOANS (90 DAYS OR MORE)					
Residential real estate mortgage loans	$0	$52	$262	$0	$126
Commercial and industrial loans	50	0	56	0	81
Loans to individuals for household, family and other personal expenditures	0	0	12	190	271
Loans to finance agriculture production and other loans to farmers	0	0	0	0	0
Total past due loans	50	52	330	190	478
PART B - NONACCRUAL LOANS (1)					
Residential real estate mortgage loans	475	714	845	1,373	757
Commercial and industrial loans	29,059	37,366	34,197	28,373	20,053
Loans to individuals for household, family and other personal expenditures	497	492	266	0	0
Loans to finance agriculture production and other loans to farmers	798	853	1,283	772	0
Total nonaccrual loans	30,829	39,425	36,591	30,518	20,810
PART C - TROUBLED DEBT RESTRUCTURED LOANS	0	0	0	0	0
Total nonperforming loans	$30,879	$39,477	$36,921	$30,708	$21,288

(1) Includes nonaccrual troubled debt restructured loans.

Nonearning assets of the Company include nonperforming loans (as indicated above), nonaccrual investments and other real estate owned and repossessions, the total of which amounted to $31,569 and $41,584 at December 31, 2012 and 2011. In addition, the Company has $22,332 and $22,177 of troubled debt restructured loans performing under their modified terms at December 31, 2012 and 2011.

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ANALYSIS OF LOAN PORTFOLIO (cont.)
Comments Regarding Nonperforming Assets

CONSUMER LOANS

Consumer 1-4 family mortgage loans for which collateral is insufficient to cover all principal and accrued interest are reclassified as nonaccrual loans, on or before the date when the loan becomes 90 days delinquent. Other consumer loans are not placed on nonaccrual status since these loans are charged-off when they have been delinquent from 90 to 180 days, and when the related collateral, if any, is not sufficient to offset the indebtedness.

NONPERFORMING LOANS

It is the policy of the Bank that all loans for which the collateral is insufficient to cover all principal and accrued interest will be reclassified as nonperforming loans to the extent they are unsecured, on or before the date when the loan becomes 90 days delinquent. When a loan is classified as a nonaccrual loan, interest on the loan is no longer accrued, all unpaid accrued interest is reversed and interest income is subsequently recorded only to the extent cash payments are received. Accrual status is resumed when all contractually due payments are brought current and future payments are reasonably assured. Interest not recorded on nonaccrual loans is referenced in Footnote 4 in Item 8 below.

As of December 31, 2012, there were $30.8 million of loans on nonaccrual status and were also on impaired status. There were $58.9 million of loans classified as impaired.

TROUBLED DEBT RESTRUCTURED LOANS

Loans renegotiated as troubled debt restructurings are those loans for which either the contractual interest rate has been reduced below market rates and/or other concessions are granted to the borrower because of a deterioration in the financial condition of the borrower which results in the inability of the borrower to meet the terms of the loan.

As of December 31, 2012 there were $50.8 million of loans renegotiated as troubled debt restructurings and $5.7 million were modified in 2012. Of these loans, $28.5 million were excluded from troubled debt restructured loans in the previous table because they were included in nonaccrual loans. As of December 31, 2011 there were $56.4 million of loans renegotiated as troubled debt restructurings and $38.9 million were modified in 2011. Of these loans, $34.3 million were excluded from troubled debt restructured loans in the previous table because they were included in nonaccrual loans.

OTHER NONPERFORMING ASSETS

Nonperforming assets include nonperforming loans, nonaccrual investments and other real estate ownedand repossessions. Management is of the opinion that there are no significant foreseeable losses relating to nonperforming assets, except as discussed above in “Part B – Nonperforming Loans” and “Part C – Troubled Debt Restructured Loans”.

LOAN CONCENTRATIONS

There were no loan concentrations within industries not otherwise disclosed, which exceeded ten percent of total loans except commercial real estate and manufacturing. Commercial real estate was $644.0 million and manufacturing was $320.8 million at December 31, 2012. Nearly all of the Bank’s commercial, industrial, agricultural real estate mortgage, real estate construction mortgage and consumer loans are made within its basic service area.

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Basis For Determining Allowance For Loan Losses:

The allowance is an amount that management believes will be adequate to absorb probable incurred credit losses relating to specifically identified loans based on an evaluation, as well as other probable incurred losses inherent in the loan portfolio. The evaluation takes into consideration such factors as changes in the nature and volume of the loan portfolio, overall portfolio quality, review of specific problem loans, and current economic conditions that may affect the borrower's ability to repay. Management also considers trends in adversely classified loans based upon a monthly review of those credits. An appropriate level of general allowance is determined after considering the following: application of historical loss percentages, emerging market risk, emerging concentrations, commercial loan focus and large credit concentration, new industry lending activity and general economic conditions. For a more thorough discussion of the allowance for loan losses methodology see the Critical Accounting Policies section of Item 7.

Based upon these policies and objectives, $2.5 million, $13.8 million, $23.9 million, $21.2 million and $10.2 million were charged to the provision for loan losses and added to the allowance for loan losses in 2012, 2011, 2010, 2009 and 2008 respectively.

The allocation of the allowance for loan losses to the various lending areas is performed by management in relation to perceived exposure to loss in the various loan portfolios. However, the allowance for loan losses is available in its entirety to absorb losses in any particular loan category. Although management believes that the allowance for loan losses is adequate to absorb probable incurred losses on any existing loans, management cannot predict loan losses with any certainty, and the Company cannot guarantee that the allowance for loan losses will prove sufficient to cover actual losses in the future.

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ANALYSIS OF LOAN PORTFOLIO (cont.)
Summary of Loan Loss
(in thousands of dollars)

The following is a summary of the loan loss experience for the years ended December 31, 2012, 2011, 2010, 2009 and 2008.

	2012	2011	2010	2009	2008
Amount of loans outstanding, December 31,	$2,257,520	$2,233,709	$2,089,959	$2,012,010	$1,833,335
Average daily loans outstanding during the year ended December 31,	$2,216,131	$2,148,046	$2,049,209	$1,901,746	$1,665,024
Allowance for loan losses, January 1,	$53,400	$45,007	$32,073	$18,860	$15,801
Loans charged-off:					
Commercial	5,172	5,553	10,215	7,251	6,726
Residential real estate	151	388	913	337	72
Installment	349	358	507	674	805
Credit cards and personal credit lines	250	530	107	249	3
Total loans charged-off	5,922	6,829	11,742	8,511	7,606
Recoveries of loans previously charged-off:					
Commercial	1,177	1,201	546	337	147
Residential real estate	69	17	25	0	16
Installment	152	153	149	173	200
Credit cards and personal credit lines	20	51	9	12	95
Total recoveries	1,418	1,422	729	522	458
Net loans charged-off	4,504	5,407	11,013	7,989	7,148
Provision for loan loss charged to expense	2,549	13,800	23,947	21,202	10,207
Balance, December 31,	$51,445	$53,400	$45,007	$32,073	$18,860
Ratio of net charge-offs during the period to average daily loans outstanding:					
Commercial	0.18 %	0.20 %	0.47 %	0.36 %	0.40 %
Residential real estate	0.00	0.02	0.04	0.02	0.00
Installment	0.01	0.01	0.02	0.03	0.04
Credit cards and personal credit lines	0.01	0.02	0.01	0.01	(0.01)

Total ratio of net charge-offs	0.20	%	0.25	%	0.54	%	0.42	%	0.43	%
Ratio of allowance for loan losses to nonperforming loans	166.60	%	135.27	%	121.90	%	104.45	%	88.59	%

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ANALYSIS OF LOAN PORTFOLIO (cont.)
Allocation of Allowance for Loan Losses
(in thousands of dollars)

As a result of FASB ASU 2010-20, Receivables (Topic 310): Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses, the Company has revised this table for the years ending December 31, 2012, 2011 and 2010 in order to present the data consistent with the disclosures of credit quality. The following is a summary of the allocation for loan losses as of December 31, 2012, 2011, 2010, 2009 and 2008.

	2012 Allowance For Loan Losses	Loans as Percentage of Gross Loans		2011 Allowance For Loan Losses	Loans as Percentage of Gross Loans		2010 Allowance For Loan Losses	Loans as Percentage of Gross Loans	
Allocated allowance for loan losses:									
Commercial	$44,797	85.45	%	$47,079	85.04	%	$38,960	83.71	%
Residential real estate	2,682	12.52		2,322	12.90		1,694	13.85	
Consumer	609	2.03		645	2.06		682	2.44	
Total allocated allowance for loan losses	48,088	100.00	%	50,046	100.00	%	41,336	100.00	%
Unallocated allowance for loan losses	3,357			3,354			3,671		
Total allowance for loan losses	$51,445			$53,400			$45,007		

	2009 Allowance For Loan Losses	Loans as Percentage of Gross Loans		2008 Allowance For Loan Losses	Loans as Percentage of Gross Loans	
Allocated allowance for loan losses:						
Commercial	$28,014	84.39	%	$15,738	83.61	%
Residential real estate	365	4.73		292	6.39	
Installment	453	2.58		384	2.79	
Credit cards and personal credit lines	538	8.30		996	7.21	
Total allocated allowance for loan losses	29,370	100.00	%	17,410	100.00	%
Unallocated allowance for loan losses	2,703			1,450		

Total allowance for loan losses	$32,073	$18,860

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ANALYSIS OF DEPOSITS
(in thousands of dollars)

The average daily deposits for the years ended December 31, 2012, 2011 and 2010, and the average rates paid on those deposits are summarized in the following table:

	2012 Average Daily Balance	Average Rate Paid	2011 Average Daily Balance	Average Rate Paid	2010 Average Daily Balance	Average Rate Paid
Demand deposits	$354,101	0.00 %	$310,524	0.00 %	$266,424	0.00 %
Savings and transaction accounts:						
Regular savings	195,666	0.36	168,470	0.55	121,844	0.67
Interest bearing checking	1,002,418	0.90	879,295	1.20	709,002	1.21
Time deposits:						
Deposits of $100,000 or more	563,116	1.43	611,389	1.52	712,859	1.59
Other time deposits	389,894	1.77	356,286	1.95	322,479	2.26
Total deposits	$2,505,195	0.98 %	$2,325,964	1.19 %	$2,132,608	1.31 %

As of December 31, 2012, time certificates of deposit will mature as follows:

	$100,000 or more	% of Total	Other	% of Total
Within three months	$99,950	18.31 %	$44,198	12.22 %
Over three months, within six months	94,609	17.34	40,586	11.22
Over six months, within twelve months	191,310	35.06	98,520	27.23
Over twelve months	159,839	29.29	178,493	49.33

Total time certificates of deposit	$545,708	100.00 %	$361,797	100.00 %

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QUALITATIVE MARKET RISK DISCLOSURE

Management’s market risk disclosure appears under the caption “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in Item 7, below, and is incorporated herein by reference in response to this item. The Company’s primary market risk exposure is interest rate risk. The Company does not have a material exposure to foreign currency exchange rate risk, does not own any material derivative financial instruments and does not maintain a trading portfolio.

RETURN ON EQUITY AND OTHER RATIOS

The rates of return on average daily assets and stockholders' equity, the dividend payout ratio, and the average daily stockholders' equity to average daily assets for the years ended December 31, 2012, 2011 and 2010 were as follows:

	2012		2011		2010	
Percent of net income to:						
Average daily total assets	1.19	%	1.10	%	0.93	%
Average daily stockholders' equity	12.30	%	11.78	%	9.34	%
Percentage of dividends declared per common share to basic earnings per weighted average number of common shares outstanding (16,323,870 shares in 2012, 16,204,952 shares in 2011 and 16,120,606 shares in 2010)	38.47	%	32.80	%	46.97	%
Percentage of average daily stockholders' equity to average daily total assets	9.67	%	9.32	%	9.91	%

Cash dividends were declared on April 10, July 10, October 9 and December 6, 2012 for each quarter of 2012, April 12, July 12, October 11, 2011 and January 10, 2012 for each quarter of 2011 and April 13, July 13, October 12, 2010 and January 11, 2011 for each quarter of 2010.

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SHORT-TERM BORROWINGS
(in thousands of dollars)

The following is a schedule, at the end of the year indicated, of statistical information relating to securities sold under agreement to repurchase maturing within one year and secured by either U.S. government agency securities or mortgage-backed securities classified as other debt securities. There were no other categories of short-term borrowings for which the average balance outstanding during the period was 30 percent or more of stockholders' equity at the end of each period.

	2012	2011	2010
Outstanding at year end:			
Securities sold under agreements to repurchase	$121,883	$131,990	$142,015
Approximate average interest rate at year end:			
Securities sold under agreements to repurchase	0.35 %	0.35 %	0.42 %
Highest amount outstanding as of any month end during the year:			
Securities sold under agreements to repurchase	$130,389	$146,281	$142,015
Approximate average outstanding during the year:			
Securities sold under agreements to repurchase	$119,150	$134,814	$114,578
Approximate average interest rate during the year:			
Securities sold under agreements to repurchase	0.37 %	0.42 %	0.44 %

For the years ending December 31, 2012 and 2011, securities sold under agreements to repurchase included corporate sweep accounts. For the year ending December 31, 2010, securities sold under agreements to repurchase included fixed rate, term transactions initiated by the investment department of the Bank, as well as corporate sweep accounts.

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ITEM 1A. RISK FACTORS

In addition to the other information in this Annual Report on Form 10-K, stockholders or prospective investors should carefully consider the following risk factors:

Continued or worsening general economic or business conditions, particularly in Northern Indiana, where our business is concentrated, could have an adverse effect on our business, results of operations and financial condition.

We operate branch offices in five geographical markets concentrated in Northern Indiana and a single full service office in Central Indiana in the Indianapolis market. Our most mature market, the South Region, includes Kosciusko County and portions of contiguous counties. The Bank was founded in this market in 1872. Warsaw is this region's primary city. The Bank entered the North Region in 1990, which includes portions of Elkhart and St. Joseph counties. This region includes the cities of Elkhart and South Bend. The Central Region includes portions of Elkhart County and contiguous counties and is anchored by the city of Goshen. The North and Central regions represent relatively older markets for us with nearly 20 years of business activity. We entered the East Region in 1999, which includes Allen and DeKalb counties. Fort Wayne represents the primary city in this market. We have experienced rapid commercial loan growth in this market over the past 12 years. We entered the Indianapolis market in 2006 with the opening of a loan production office in Hamilton County and opened a full service retail and commercial branch in late 2011.

Our success depends upon the business activity, population, income levels, deposits and real estate activity in these markets. Although our customers' business and financial interests may extend well beyond these market areas, adverse economic conditions that affect these market areas could reduce our growth rate, affect the ability of our customers to repay their loans to us and generally affect our financial condition and results of operations. A severe economic downturn began in late 2007 that had broad based impact throughout the United States on the national economy. Since that downturn began, certain areas of our geographical markets experienced notably worse economic conditions than those suffered by the country at-large. Weak economic conditions were characterized by, among other indicators, deflation, unemployment, fluctuations in debt and equity capital markets, increased delinquencies on mortgage, commercial and consumer loans, residential and commercial real estate price declines and lower home sales and commercial activity. All of those factors are generally detrimental to our business. While conditions have improved both nationally and within our geographic area, the lingering impact of this downturn continues to represent a risk to our business.

As reported for November 2012, the 13 counties in which we operate had unemployment rates between 5.9% and 9.1%, which represent a considerable improvement from prior years. Our financial condition and the results of operations are highly dependent on the economic conditions in Indiana where adverse economic developments, among other things, could affect the volume of loan originations, increase the level of nonperforming assets, increase the rate of foreclosure losses on loans and reduce the value of our loans and loan servicing portfolio. If the overall economic conditions fail to significantly improve, particularly within our primary market areas in Northern Indiana, we could experience a lack of demand for our products and services, an increase in loan delinquencies and defaults and high or increased levels of problem assets and foreclosures. Moreover, because of our geographic concentration, we are less able than other regional or national financial institutions to diversify our credit risks across multiple markets.

Difficult economic and market conditions have adversely affected our industry.

Dramatic declines in the housing market over the past several years, with decreasing home prices and increasing delinquencies and foreclosures, have negatively impacted the credit performance of mortgage and commercial real estate loans and resulted in significant write-downs of assets by many financial institutions across the United States. General downward economic trends, reduced availability of commercial credit and historically elevated unemployment have negatively impacted the credit performance of commercial and consumer credit, resulting in additional write-downs. Concerns over the stability of the financial markets and the economy have resulted in decreased lending by many financial institutions to their customers and to each other. These conditions although they are improving, have led to increased commercial and consumer deficiencies, lack of customer confidence, increased market volatility and widespread reductions in general business activity. Financial institutions have also generally experienced decreased access to borrowings. The resulting economic pressure on consumers has adversely affected our industry and may adversely affect our business, results of operations and financial condition. A worsening of these conditions would likely exacerbate the adverse effects of these difficult market conditions on us and others in the financial institutions industry. In particular, we may face the following risks in connection with these events:

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- We may face further increased regulation of our industry especially as a result of increased rule making called for by the Dodd-Frank Act, and compliance with such regulation may increase our costs and limit our ability to pursue business opportunities.

- Customer demand for loans secured by real estate could be reduced due to weaker economic conditions, an increase in unemployment, a decrease in real estate values or an increase in interest rates.

- The process we use to estimate losses inherent in our credit exposure requires difficult, subjective and complex judgments, including forecasts of economic conditions and how these economic conditions might impair the ability of our borrowers to repay their loans. The level of uncertainty concerning economic conditions may adversely affect the accuracy of our estimates which may, in turn, impact the reliability of the process.

- The value of the portfolio of investment securities that we hold may be adversely affected.

- Our ability to assess the creditworthiness of our customers may be impaired if the models and approaches we use to select, manage and underwrite the loans become less predictive of future behaviors.

- Our ability to borrow from other financial institutions or to engage in sales of mortgage loans to third parties on favorable terms, or at all, could be adversely affected by further disruptions in the capital markets or other events, including deteriorating investor expectations.

- We expect to face increased capital requirements, both at the Company level and at the Bank level. In this regard, the Collins Amendment to the Dodd-Frank Act requires the federal banking agencies to establish minimum leverage and risk-based capital requirements that will apply to both insured banks and their holding companies. Furthermore, the Group of Governors and Heads of Supervision, the oversight body of the Basel Committee on Banking Supervision, announced an agreement in 2010 to a strengthened set of capital requirements for internationally active banking organizations, known as Basel III. The U.S. federal bank regulatory agencies announced recently that the implementation of the proposed Basel III rules would be indefinitely delayed in the United States, but it is still conceivable that we would be subject to strengthened capital requirements.

If we do not effectively manage our credit risk, we may experience increased levels of nonperforming loans, charge offs and delinquencies, which could require further increase in our provision for loan losses.

There are risks inherent in making any loan, including risks inherent in dealing with individual borrowers, risks of nonpayment, risks resulting from uncertainties as to the future value of collateral and risks resulting from changes in economic and industry conditions. We attempt to minimize our credit risk through prudent loan application approval procedures, careful monitoring of the concentration of our loans within specific industries, a centralized credit administration department and periodic independent reviews of outstanding loans by our loan review department. However, we cannot make assurances that such approval and monitoring procedures will reduce these credit risks. If the overall economic climate in the United States, generally, and our market areas, specifically, does not meaningfully improve, or even if it does, our borrowers may experience difficulties in repaying their loans, and the level of nonperforming loans, charge-offs and delinquencies could rise and require increases in the provision for loan losses, which would cause our net income and return on equity to decrease.

The majority of the Bank’s loan portfolio is invested in commercial and commercial real estate loans. The Bank focuses on traditional commercial and industrial lending but is also involved in commercial real estate activity in its markets. In general, commercial loans represent higher dollar volumes to fewer customers. As a result, we may assume greater lending risks than other community banking-type financial institutions that have a lesser concentration of such loans and are more retail oriented.

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Commercial and industrial and agri-business loans make up a significant portion of our loan portfolio.

Commercial and industrial and agri-business loans were $1.072 billion, or approximately 47.5% of our total loan portfolio, as of December 31, 2012. Commercial loans are often larger and involve greater risks than other types of lending. Because payments on such loans are often dependant on the successful operation of the borrower involved, repayment of such loans is often more sensitive than other types of loans to adverse conditions in the general economy. Our commercial loans are primarily made based on the identified cash flow of the borrower and secondarily on the underlying collateral provided by the borrower. Most often, this collateral is accounts receivable, inventory, machinery or real estate. Whenever possible, we require a personal guarantee on commercial loans. Credit support provided by the borrower for most of these loans and the probability of repayment is based on the liquidation of the pledged collateral and enforcement of a personal guarantee, if any exists. As a result, in the case of loans secured by accounts receivable, the availability of funds for the repayment of these loans may be substantially dependent on the ability of the borrower to collect amounts due from its customers. The collateral securing other loans may depreciate over time, may be difficult to appraise and may fluctuate in value based on the success of the business. Due to the larger average size of each commercial loan as compared with other loans such as residential loans, as well as collateral that is generally less readily-marketable, losses incurred on a small number of commercial loans could adversely affect our business, results of operations and growth prospects.

Our loan portfolio includes commercial real estate loans, which involve risks specific to real estate value.

Commercial real estate loans were $801.0 million, or approximately 35.5% of our total loan portfolio, as of December 31, 2012. The market value of real estate can fluctuate significantly in a short period of time as a result of market conditions in the geographic area in which the real estate is located. Although a significant portion of such loans are secured by real estate as a secondary form of collateral, continued adverse developments affecting real estate values in one or more of our markets could increase the credit risk associated with our loan portfolio. Additionally, real estate lending typically involves higher loan principal amounts and the repayment of the loans generally is dependent, in large part, on sufficient income from the properties securing the loans to cover operating expenses and debt service. Economic events or governmental regulations outside of the control of the borrower or lender could negatively impact the future cash flow and market values of the affected properties.

If the loans that are collateralized by real estate become troubled and the value of the real estate has been significantly impaired, then we may not be able to recover the full contractual amount of principal and interest that we anticipated at the time of originating the loan, which could cause us to increase our provision for loan losses and adversely affect our operating results and financial condition.

Our consumer loans generally have a higher degree of risk of default than our other loans.

At December 31, 2012, consumer loans totaled $45.8 million, or 2.0% of our total loan and lease portfolio. Consumer loans typically have shorter terms and lower balances with higher yields as compared to one-to-four family residential loans, but generally carry higher risks of default. Consumer loan collections are dependent on the borrower’s continuing financial stability, and thus are more likely to be affected by adverse personal circumstances. Furthermore, the application of various federal and state laws, including bankruptcy and insolvency laws, may limit the amount which can be recovered on these loans.

Our continued pace of growth may require us to raise additional capital in the future, but that capital may not be available when it is needed.

We are required by federal and state regulatory authorities to maintain adequate levels of capital to support our operations. We may at some point need to raise additional capital to support our continued growth. Our ability to raise additional capital depends on conditions in the capital markets, economic conditions and a number of other factors, including investor perceptions regarding the banking industry, market conditions and governmental activities, and on our financial condition and performance. Accordingly, we cannot make assurances of our ability to raise additional capital, if needed, on terms acceptable to us. If we cannot raise additional capital when needed, our ability to further expand our operations through internal growth or acquisitions could be materially impaired.

Interest rate shifts may reduce net interest income and otherwise negatively impact our financial condition and results of operations.

Shifts in short-term interest rates may reduce net interest income, which is the principal component of our earnings. Net interest income is the difference between the amounts received by us on our interest-earning assets and the interest paid by us on our interest-bearing liabilities. When interest rates rise, the rate of interest we pay on our liabilities rises more quickly than the rate of interest that we receive on our interest-bearing assets, which may cause our profits to decrease. The impact on earnings is more adverse when the slope of the yield curve flattens, i.e. when short-term interest rates increase more than long-term interest rates or when long-term interest rates decrease more than short-term interest rates.

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Interest rate increases often result in larger payment requirements for our borrowers, which increases the potential for default. At the same time, the marketability of the underlying property may be adversely affected by any reduced demand resulting from higher interest rates. In a declining interest rate environment, there may be an increase in prepayments on the loans underlying our participation interests as borrowers refinance their mortgages at lower rates.

Changes in interest rates also can affect the value of loans, securities and other assets. An increase in interest rates that adversely affects the ability of borrowers to pay the principal or interest on loans may lead to an increase in nonperforming assets and a reduction of income recognized, which could have a material adverse effect on our results of operations and cash flows. Thus, an increase in the amount of nonperforming assets would have an adverse impact on net interest income.

If short-term interest rates remain at their historically low levels for a prolonged period, and assuming long-term interest rates fall further, we could experience net interest margin compression as our interest-earning assets would continue to reprice downward while our interest bearing liability rates could fail to decline in tandem. This would have a material adverse effect on our net interest income and our results of operations.

We must effectively manage credit risk and if we are unable to do so our allowance for loan losses may prove to be insufficient to absorb potential losses in our loan portfolio.

We establish our allowance for loan losses and maintain it at a level considered adequate by management to absorb loan losses that are inherent in the portfolio. The allowance contains provisions for probable losses that have been identified relating to specific borrowing relationships, as well as probable losses inherent in the loan portfolio and credit undertakings that are not specifically identified. Additions to the allowance for loan losses, which are charged to earnings through the provision for loan losses, are determined based on a variety of factors, including an analysis of the loan portfolio, historical loss experience and an evaluation of current economic conditions in our market areas. The actual amount of loan losses is affected by changes in economic, operating and other conditions within our markets, which may be beyond our control, and such losses may exceed current estimates. At December 31, 2012, our allowance for loan losses as a percentage of total loans was 2.28% and as a percentage of total nonperforming loans was 167%. Because of the nature of our loan portfolio and our concentration in commercial and industrial loans, which tend to be larger loans, the movement of a small number of loans to nonperforming status can have a significant impact on these ratios. Although management believes that the allowance for loan losses is adequate to absorb probable losses on any existing loans, we cannot predict loan losses with certainty, and we cannot assure you that our allowance for loan losses will prove sufficient to cover actual loan losses in the future. Loan losses in excess of our reserves may adversely affect our business, results of operations and financial condition.

Nonperforming assets take significant time to resolve and adversely affect our results of operations and financial condition and could result in further losses in the future.

Our nonperforming assets adversely affect our net income in various ways. We do not record interest income on nonaccrual loans or other real estate owned, thereby adversely affecting our net income and returns on assets and equity, increasing our loan administration costs and adversely affecting our efficiency ratio. When we take collateral in foreclosure and similar proceedings, we are required to mark the collateral to its then fair market value, which may result in a loss. These nonperforming loans and other real estate owned also increase our risk profile and the capital our regulators believe is appropriate in light of such risks. The resolution of nonperforming assets requires significant time commitments from management and can be detrimental to the performance of their other responsibilities. If we experience increases in nonperforming loans and nonperforming assets, our net interest income may be negatively impacted and our loan administration costs could increase, each of which could have an adverse effect on our net income and related ratios, such as return on assets and equity.

Liquidity risks could affect operations and jeopardize our business, results of operations and financial condition.

Liquidity is essential to our business. An inability to raise funds through deposits, borrowings, the sale of loans and other sources could have a substantial, negative effect on our liquidity. Our primary sources of funds consist of cash from operations, investment maturities and sales and deposits. Additional liquidity is provided by brokered deposits, Certificate of Deposit Account Registry Service ("CDARS") deposits, repurchase agreements as well as our ability to borrow from the Federal Reserve and the FHLB. Our access to funding sources in amounts adequate to finance or capitalize our activities or on terms that are acceptable to us could be impaired by factors that affect us directly or the financial services industry or economy in general, such as disruptions in the financial markets or negative views and expectations about the prospects for the financial services industry.

Over the last few years, the financial services industry and the credit markets generally have been materially and adversely affected by significant declines in asset values and historically depressed levels of liquidity. The liquidity issues have been particularly acute for regional and community banks, as many of the larger financial institutions have curtailed their lending to regional and community banks to reduce their exposure to the risks of other banks. In addition, many of the larger correspondent lenders have reduced or even eliminated federal funds lines for their correspondent customers. Furthermore, regional and community banks generally have less access to the capital markets than do the national and super-regional banks because of their smaller size and limited analyst coverage. Any decline in available funding could adversely impact our ability to originate loans, invest in securities, meet our expenses, pay dividends to our stockholders, or fulfill obligations such as repaying our borrowings or meeting deposit withdrawal demands, any of which could have a material adverse impact on our liquidity, business, results of operations and financial condition.

Any action or steps to change coverages or eliminate Indiana’s Public Deposit Insurance Fund could require us to find alternative, higher-cost funding sources to replace public fund deposits.

Approximately 19% of our deposits are concentrated in public funds from a small number of municipalities and government agencies. The inability to maintain these funds on deposit could result in a material adverse effect on the Bank’s liquidity.

A shift in funding away from public fund deposits would likely increase our cost of funds, as the alternate funding sources, such as brokered certificates of deposit, are higher-cost, less favorable deposits. The inability to maintain these public funds on deposit could result in a material adverse effect on the Bank’s liquidity and could materially impact our ability to grow and remain profitable.

Declines in asset values may result in impairment charges and adversely affect the value of our investments, financial performance and capital.

We maintain an investment portfolio that includes, but is not limited to, mortgage-backed securities. The market value of investments may be affected by factors other than the underlying performance of the servicer of the securities or the mortgages underlying the securities, such as ratings downgrades, adverse changes in the business climate and a lack of liquidity in the secondary market for certain investment securities. On a monthly basis, we evaluate investments and other assets for impairment indicators. We may be required to record additional impairment charges if our investments suffer a decline in value that is considered other-than-temporary. If we determine that a significant impairment has occurred, we would be required to charge against earnings the credit-related portion of the other-than-temporary impairment, which could have a material adverse effect on our results of operations in the periods in which the write-offs occur.

We may experience difficulties in managing our growth, and our growth strategy involves risks that may negatively impact our net income.

In addition to our ongoing expansion in Indianapolis, we may expand into additional communities or attempt to strengthen our position in our current markets through opportunistic acquisitions of all or part of other financial institutions, including FDIC-assisted transactions, or by opening new branches, although we do not have any current plans to do so. To the extent that we undertake acquisitions or new branch openings, we are likely to experience the effects of higher operating expenses relative to operating income from the new operations, which may have an adverse effect on our levels of reported net income, return on average equity and return on average assets. Other effects of engaging in such growth strategies may include potential diversion of our management’s time and attention and general disruption to our business. In addition, we face risks related to the operation and integration of our new Indianapolis branch, and it is uncertain whether we will be able to successfully integrate and grow that branch.

To the extent that we grow through acquisitions and branch openings, we cannot assure you that we will be able to adequately and profitably manage this growth. Acquiring other banks and businesses will involve similar risks to those commonly associated with branching, but may also involve additional risks, including:

- potential exposure to unknown or contingent liabilities of banks and businesses we acquire;
- exposure to potential asset quality issues of the acquired bank or related business;
- difficulty and expense of integrating the operations and personnel of banks and businesses we acquire; and
- the possible loss of key employees and customers of the banks and businesses we acquire.

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Attractive acquisition opportunities may not be available to us in the future.

We expect that other banking and financial service companies, many of which have significantly greater resources than us, will compete with us in acquiring other financial institutions if we pursue such acquisitions. This competition could increase prices for potential acquisitions that we believe are attractive. Also, acquisitions are subject to various regulatory approvals. If we fail to receive the appropriate regulatory approvals, we will not be able to consummate an acquisition that we believe is in our best interests. Among other things, our regulators consider our capital, liquidity, profitability, regulatory compliance and levels of goodwill and intangibles when considering acquisition and expansion proposals. Any acquisition could be dilutive to our earnings and stockholders' equity per share of our common stock.

We face intense competition in all phases of our business from other banks and financial institutions.

The banking and financial services business in our market is highly competitive. Our competitors include large regional banks, local community banks, savings and loan associations, securities and brokerage companies, mortgage companies, insurance companies, finance companies, money market mutual funds, credit unions, farm credit services and other nonbank financial service providers. Many of these competitors are not subject to the same regulatory restrictions as we are and are able to provide customers with a feasible alternative to traditional banking services.

Increased competition in our market may also result in a decrease in the amounts of our loans and deposits, reduced spreads between loan rates and deposit rates or loan terms that are more favorable to the borrower. Any of these results could have a material adverse effect on our ability to grow and remain profitable. If increased competition causes us to significantly discount the interest rates we offer on loans or increase the amount we pay on deposits, our net interest income could be adversely impacted. If increased competition causes us to relax our underwriting standards, we could be exposed to higher losses from lending activities. Additionally, many of our competitors are much larger in total assets and capitalization, have greater access to capital markets, possess larger lending limits and offer a broader range of financial services than we can offer.

The recent repeal of federal prohibitions on payment of interest on business demand deposits could increase our interest expense and have a material adverse effect on us.

All federal prohibitions on the ability of financial institutions to pay interest on business demand deposit accounts were repealed as part of the Dodd-Frank Act. As a result, some financial institutions have commenced offering interest on these demand deposits to compete for customers. If competitive pressures require us to pay interest on these demand deposits to attract and retain business customers, our interest expense would increase and our net interest margin would decrease. This could have a material adverse effect on us. Further, the effect of the repeal of the prohibition could be more significant in a higher interest rate environment as business customers would have a greater incentive to seek interest on demand deposits.

We are required to maintain capital to meet regulatory requirements, and, if we fail to maintain sufficient capital, whether due to losses, an inability to raise additional capital or otherwise, our financial condition, liquidity and results of operations, as well as our ability to maintain regulatory compliance, would be adversely affected.

The Company, on a consolidated basis, and the Bank, on a stand-alone basis, must meet certain regulatory capital requirements and maintain sufficient liquidity. We face significant capital and other regulatory requirements as a financial institution. Our ability to raise additional capital depends on conditions in the capital markets, economic conditions and a number of other factors, including investor perceptions regarding the banking industry, market conditions and governmental activities and on our financial condition and performance. Accordingly, we cannot assure you that we will be able to raise additional capital if needed or on terms acceptable to us. If we fail to maintain capital to meet regulatory requirements, our financial condition, liquidity and results of operations would be materially and adversely affected.

Monetary policies and regulations of the Federal Reserve could adversely affect our business, financial condition and results of operations.

In addition to being affected by general economic conditions, our earnings and growth are affected by the policies of the Federal Reserve. An important function of the Federal Reserve is to regulate the money supply and credit conditions. Among the instruments used by the Federal Reserve to implement these objectives are open market operations in U.S. government securities, adjustments of the discount rate and changes in reserve requirements against bank deposits. These instruments are used in varying combinations to influence overall economic growth and the distribution of credit, bank loans, investments and deposits. Their use also affects interest rates charged on loans or paid on deposits.

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The monetary policies and regulations of the Federal Reserve have had a significant effect on the operating results of commercial banks in the past and are expected to continue to do so in the future. The effects of such policies upon our business, financial condition and results of operations cannot be predicted.

Legislative and regulatory reforms applicable to the financial services industry may, if enacted or adopted, have a significant impact on our business, financial condition and results of operations.

On July 21, 2010, the Dodd-Frank Act was signed into law, which requires significant changes to the regulation of financial institutions and the financial services industry. The Dodd-Frank Act, together with the regulations developed and to be developed thereunder, includes provisions affecting large and small financial institutions alike, including several provisions that will affect how community banks, thrifts and small bank and thrift holding companies will be regulated in the future.

The Dodd-Frank Act will, among other things, impose new capital requirements on bank holding companies; change the base for FDIC insurance assessments to a bank's average consolidated total assets minus average tangible equity, rather than upon its deposit base, and permanently raise the standard deposit insurance limit to $250,000; and expand the FDIC's authority to raise insurance premiums. The legislation also calls for the FDIC to raise the ratio of reserves to deposits from 1.15% to 1.35% for deposit insurance purposes by September 30, 2020 and to "offset the effect" of increased assessments on insured depository institutions with assets of less than $10 billion. The Dodd-Frank Act also authorizes the Federal Reserve to limit interchange fees payable on debit card transactions, establish the Bureau of Consumer Financial Protection as an independent entity within the Federal Reserve, with broad rulemaking, supervisory and enforcement authority over consumer financial products and services, including deposit products, residential mortgages, home-equity loans and credit cards, and contains provisions on mortgage-related matters, such as steering incentives, determinations as to a borrower's ability to repay and prepayment penalties. The Dodd-Frank Act also includes provisions that have affected and may further affect in the future corporate governance and executive compensation at all publicly-traded companies.

The Collins Amendment to the Dodd-Frank Act, among other things, eliminates certain trust preferred securities from Tier 1 capital, but certain trust preferred securities issued prior to May 19, 2010 by bank holding companies with total consolidated assets of $15 billion or less will continue to be included in Tier 1 capital. This provision also requires the federal banking agencies to establish minimum leverage and risk-based capital requirements that will apply to both insured banks and their holding companies. Regulations implementing the Collins Amendment have not yet been issued.

These provisions, or any other aspects of current or proposed regulatory or legislative changes to laws applicable to the financial industry, if enacted or adopted, may impact the profitability of our business activities or change certain of our business practices, including the ability to offer new products, obtain financing, attract deposits, make loans, and achieve satisfactory interest spreads, and could expose us to additional costs, including increased compliance costs. These changes also may require us to invest significant management attention and resources to make any necessary changes to operations in order to comply and could therefore also materially and adversely affect our business, financial condition and results of operations. Our management continues to stay abreast of developments with respect to the Dodd-Frank Act, many provisions of which will continue to be phased-in over the next several months and years, and continues to assess its impact on our operations. However, the ultimate effect of the Dodd-Frank Act on the financial services industry in general, and us in particular, is uncertain at this time.

In September 2010, the Group of Governors and Heads of Supervision, the oversight body of the Basel Committee on Banking Supervision, adopted Basel III, which constitutes a strengthened set of capital requirements for banking organizations in the United States and around the world. In the United States, Basel III is currently the subject of notices of proposed rulemakings released in June of 2012 by the respective federal bank regulatory agencies. The comment period for these notices of proposed rulemakings ended on October 22, 2012, but final regulations have not yet been released. Basel III was intended to be implemented beginning January 1, 2013 and to be fully-phased in on a global basis on January 1, 2019. However, on November 9, 2012, the federal bank regulatory agencies announced that the implementation of the proposed rules under Basel III was indefinitely delayed. If and when implemented, Basel III would require capital to be held in the form of tangible common equity, generally increase the required capital ratios, phase out certain kinds of intangibles treated as capital and certain types of instruments, like trust preferred securities, and change the risk weightings of assets used to determine required capital ratios. Such changes, including changes regarding interpretations and implementation, could affect us in substantial and unpredictable ways and could have a material adverse effect on us. Further, such changes could subject us to additional costs, limit the types of financial services and products we may offer, and/or increase the ability of non-banks to offer competing financial services and products, among other things.

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U.S. financial institutions are also subject to numerous monitoring, recordkeeping, and reporting requirements designed to detect and prevent illegal activities such as money laundering and terrorist financing. These requirements are imposed primarily
through the Bank Secrecy Act, ("BSA") which was most recently amended by the USA Patriot Act. We have instituted policies and procedures to protect us and our employees, to the extent reasonably possible, from being used to facilitate money laundering, terrorist financing and other financial crimes. There can be no guarantee, however, that these policies and procedures will be effective.

Failure to comply with applicable laws, regulations or policies could result in sanctions by regulatory agencies, civil monetary penalties, and/or damage to our reputation, which could have a material adverse effect on us. Although we have policies and procedures designed to mitigate the risk of any such violations, there can be no assurance that such violations will not occur.

The U.S. Congress has also recently adopted additional consumer protection laws such as the Credit Card Accountability Responsibility and Disclosure Act of 2009, and the Federal Reserve has adopted numerous new regulations addressing banks' credit card, overdraft and mortgage lending practices. Additional consumer protection legislation and regulatory activity is anticipated in the near future.

Such proposals and legislation, if finally adopted, would change banking laws and our operating environment and that of our subsidiaries in substantial and unpredictable ways. We cannot determine whether such proposals and legislation will be adopted, or the ultimate effect that such proposals and legislation, if enacted, or regulations issued to implement the same, would have upon our business, financial condition or results of operations.

Our ability to attract and retain management and key personnel may affect future growth and earnings.

Much of our success and growth has been influenced strongly by our ability to attract and retain management experienced in banking and financial services and familiar with the communities in our market areas. Our ability to retain the executive officers, management teams, branch managers and loan officers of our bank subsidiary will continue to be important to the successful implementation of our strategy. It is also critical, as we grow, to be able to attract and retain qualified additional management and loan officers with the appropriate level of experience and knowledge about our market areas to implement our community-based operating strategy. The unexpected loss of services of any key management personnel, or the inability to recruit and retain qualified personnel in the future, could have an adverse effect on our business, results of operations and financial condition.

We have a continuing need for technological change and we may not have the resources to effectively implement new technology.

The financial services industry is constantly undergoing rapid technological changes with frequent introductions of new technology-driven products and services. In addition to better serving customers, the effective use of technology increases efficiency and enables financial institutions to reduce costs. Our future success will depend in part upon our ability to address the needs of our customers by using technology to provide products and services that will satisfy customer demands for convenience as well as to create additional efficiencies in our operations as we continue to grow and expand our market areas. Many of our larger competitors have substantially greater resources to invest in technological improvements. As a result, they may be able to offer additional or superior products to those that we will be able to offer, which would put us at a competitive disadvantage. Accordingly, we cannot provide assurances that we will be able to effectively implement new technology-driven products and services or be successful in marketing such products and services to our customers.

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System failure or breaches of our network security could subject us to increased operating costs as well as litigation and other liabilities.

The computer systems and network infrastructure we use could be vulnerable to unforeseen problems. Our operations are dependent upon our ability to protect our computer equipment against damage from physical theft, fire, power loss, telecommunications failure or a similar catastrophic event, as well as from security breaches, denial of service attacks, viruses, worms and other disruptive problems caused by hackers. Any damage or failure that causes an interruption in our operations could have a material adverse effect on our financial condition and results of operations. Computer break-ins, phishing and other disruptions could also jeopardize the security of information stored in and transmitted through our computer systems and network infrastructure, which may result in significant liability to us and may cause existing and potential customers to refrain from doing business with us. Although we, with the help of third-party service providers, intend to continue to implement security technology and establish operational procedures to prevent such damage, there can be no assurance that these security measures will be successful. In addition, advances in computer capabilities, new discoveries in the field of cryptography or other developments could result in a compromise or breach of the algorithms we and our third-party service providers use to encrypt and protect customer transaction data. A failure of such security measures could have a material adverse effect on our financial condition and results of operations.

We are subject to certain operational risks, including, but not limited to, customer or employee fraud and data processing system failures and errors.

Employee errors and misconduct could subject us to financial losses or regulatory sanctions and seriously harm our reputation. Misconduct by our employees could include hiding their own unauthorized activities from us, improper or unauthorized activities on behalf of our customers or improper use of confidential information. It is not always possible to prevent employee errors and misconduct, and the precautions we take to prevent and detect this activity may not be effective in all cases. Employee errors could also subject us to financial claims for negligence, among others.

We maintain a system of internal controls and insurance coverage to mitigate operational risks, including data processing system failures and errors and customer or employee fraud. Should our internal controls fail to prevent or detect an occurrence, or if any resulting loss is not insured or exceeds applicable insurance limits, it could have a material adverse effect on our business, results of operations and financial condition.

The preparation of our consolidated financial statements requires us to make estimates and judgments, which are subject to an inherent degree of uncertainty and which may differ from actual results.

Our consolidated financial statements are prepared in accordance with GAAP and general reporting practices within the financial services industry, which require us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses and related disclosure of contingent assets and liabilities. Some accounting policies, such as those pertaining to our allowance for loan losses and deferred tax asset and the necessity of any related valuation allowance, require the application of significant judgment by management in selecting the appropriate assumptions for calculating financial estimates. By their nature, these estimates and judgments are subject to an inherent degree of uncertainty and actual results may differ from these estimates and judgments under different assumptions or conditions, which may have a material adverse effect on our financial condition or results of operations in subsequent periods.

We may be subject to a higher consolidated effective tax rate if there is a change in tax laws relating to LCB Investments II, Inc. or if LCB Funding, Inc. fails to qualify as a real estate investment trust.

The Bank holds certain investment securities in its wholly-owned subsidiary LCB Investments II, Inc., which is incorporated in Nevada. Pursuant to the State of Indiana’s current tax laws and regulations, we are not subject to Indiana income tax for income earned through that subsidiary. If there are changes in tax laws or interpretations thereof requiring us to pay state taxes for income generated by LCB Investments II, Inc., the resulting tax consequences could increase our effective tax rate or cause us to have a tax liability for prior years.

The Bank also holds certain commercial real estate loans, residential real estate loans and other loans in a real estate investment trust through LCB Investments II, Inc. Qualification as a real estate investment trust involves application of specific provisions of the Internal Revenue Code relating to various asset tests. If LCB Funding, Inc. fails to meet any of the required provisions for real estate investment trusts, it could no longer qualify as a real estate investment trust and the resulting tax consequences would increase our effective tax rate or cause us to have a tax liability for prior years.

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ITEM 1B. UNRESOLVED STAFF COMMENTS

We have no unresolved SEC staff comments.

ITEM 2. PROPERTIES

The Company conducts its operations from the following branch locations:

Location			
Main/Headquarters	202 East Center St.	Warsaw	IN
Warsaw Drive-up	220 East Center St.	Warsaw	IN
Akron	102 East Rochester St.	Akron	IN
Argos	100 North Michigan St.	Argos	IN
Auburn	1220 East 7th St.	Auburn	IN
Bremen	1600 State Road 331	Bremen	IN
Columbia City	601 Countryside Dr.	Columbia City	IN
Concord	4202 Elkhart Rd.	Goshen	IN
Cromwell	111 North Jefferson St.	Cromwell	IN
Elkhart Beardsley	864 East Beardsley Ave.	Elkhart	IN
Elkhart East	22050 State Road 120	Elkhart	IN
Elkhart Hubbard Hill	58404 State Road 19	Elkhart	IN
Elkhart Northwest	1208 North Nappanee St.	Elkhart	IN
Fort Wayne Jefferson Blvd	6851 West Jefferson Blvd.	Fort Wayne	IN
Fort Wayne North	302 East DuPont Rd.	Fort Wayne	IN
Fort Wayne Northeast	10411 Maysville Rd.	Fort Wayne	IN
Fort Wayne Southwest	10429 Illinois Rd.	Fort Wayne	IN
Goshen Downtown	102 North Main St.	Goshen	IN
Goshen South	2513 South Main St.	Goshen	IN
Granger	12830 State Road 23	Granger	IN
Huntington	1501 North Jefferson St.	Huntington	IN
Indianapolis North	100 West 96th St.	Indianapolis	IN
Kendallville East	631 Professional Way	Kendallville	IN
LaGrange	901 South Detroit St.	LaGrange	IN
Ligonier Downtown	222 South Cavin St.	Ligonier	IN
Ligonier South	1470 U.S. Highway 33 South	Ligonier	IN
Medaryville	205 East. Main St.	Medaryville	IN
Mentone	202 East Main St.	Mentone	IN
Middlebury	712 Wayne Ave.	Middlebury	IN
Milford	311 West Syracuse St.	Milford	IN
Mishawaka	5015 North Main St.	Mishawaka	IN
Nappanee	202 West Market St.	Nappanee	IN
North Webster	644 North Main St.	North Webster	IN
Pierceton	108 South First St.	Pierceton	IN
Plymouth	862 East Jefferson St.	Plymouth	IN
Rochester	507 East 9th St.	Rochester	IN
Shipshewana	895 North Van Buren St.	Shipshewana	IN
Silver Lake	102 East Main St.	Silver Lake	IN
South Bend Downtown	101 North Michigan St.	South Bend	IN

South Bend Northwest	21113 Cleveland Rd.	South Bend	IN
Syracuse	502 South Huntington St.	Syracuse	IN
Warsaw East	3601 Commerce Dr.	Warsaw	IN
Warsaw North	420 Chevy Way	Warsaw	IN
Warsaw West	1221 West Lake St.	Warsaw	IN
Winona Lake	99 Chestnut St.	Winona Lake	IN
Winona Lake East	1324 Wooster Rd.	Winona Lake	IN

The Company leases from third parties the real estate and buildings for its Milford, Winona Lake East and South Bend Downtown offices as well as office space at 122 East Center St., Warsaw, Indiana, which it uses for various offices. In addition, the Company leases the real estate for its four freestanding ATMs. All the other branch facilities are owned by the Company. The Company also owns parking lots in downtown Warsaw for the use and convenience of Company employees and customers, as well as leasehold improvements, equipment, furniture and fixtures necessary to operate the banking facilities.

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In addition, the Company owns buildings at 110 South High St., Warsaw, Indiana, and 114-118 East Market St., Warsaw, Indiana, which it uses for various offices, a building at 113 East Market St., Warsaw, Indiana, which it uses for office and computer facilities, and a building at 109 South Buffalo St., Warsaw, Indiana, which it uses for training and development.

None of the Company's assets are the subject of any material encumbrances.

ITEM 3. LEGAL PROCEEDINGS

There are no material pending legal proceedings other than ordinary routine litigation incidental to the business to which the Company and the Bank are a party or of which any of their property is subject.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

	4th Quarter	3rd Quarter	2nd Quarter	1st Quarter
2012				
Trading prices (per share)*				
Low	$23.47	$25.09	$24.07	$23.91
High	$27.89	$28.82	$26.83	$27.50
Dividends declared (per share)	$0.340	$0.170	$0.170	$0.155
2011				
Trading prices (per share)*				
Low	$19.67	$19.40	$20.68	$20.50
High	$26.48	$23.94	$23.05	$23.65
Dividends declared (per share)	$0.155	$0.155	$0.155	$0.155

* The trading ranges are the high and low prices as obtained from The Nasdaq Stock Market.

The common stock of the Company was first quoted on The Nasdaq Stock Market under the symbol LKFN in August 1997. Currently, the Company's common stock is listed for trading on the Nasdaq Global Select Market. On December 31, 2012, the Company had approximately 379 stockholders of record and estimates that it has approximately 2,200 stockholders in total.

The Company paid dividends as set forth in the table above. The Company’s ability to pay dividends to stockholders is largely dependent upon the dividends it receives from the Bank, and the Bank is subject to regulatory limitations on the amount of cash dividends it may pay.

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The following table provides information about purchases by the Company and its affiliates during the quarter ended December 31, 2012 of equity securities that are registered by the Company pursuant to Section 12 of the Exchange Act:

ISSUER PURCHASES OF EQUITY SECURITIES

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number (or Appropriate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs
10/01/12-10/31/12	0	$0.00	0	$0.00
11/01/12-11/30/12	554	26.45	0	0.00
12/01/12-12/31/12	569	25.92	0	0.00
Total	1,123	$26.18	0	$0.00

The shares purchased during the quarter were credited to the deferred share accounts of nine nonemployee directors under the Company's directors' deferred compensation plan.

STOCK PRICE PERFORMANCE GRAPH

The graph below compares the cumulative total return of the Company, the Nasdaq Market Index, and the NASDAQ Bank Index.

INDEX	2007	2008	2009	2010	2011	2012
Lakeland Financial Corporation	$100.00	$117.32	$87.63	$112.64	$139.54	$143.97
NASDAQ Market Index	100.00	60.02	87.24	103.08	102.26	120.42
NASDAQ Bank Index	100.00	78.46	65.67	74.97	67.10	79.64

The above returns assume $100 invested on December 31, 2007 and dividends were reinvested.

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ITEM 6. SELECTED FINANCIAL DATA

	2012	2011	2010	2009	2008
	(in thousands except share and per share data)				
Interest income	$114,369	$121,892	$123,525	$116,343	$118,484
Interest expense	26,698	29,812	30,872	36,062	55,216
Net interest income	87,671	92,080	92,653	80,281	63,268
Provision for loan losses	2,549	13,800	23,947	21,202	10,207
Net interest income after provision for loan losses	85,122	78,280	68,706	59,079	53,061
Other noninterest income	23,026	21,372	19,918	20,547	22,236
Gain on redemption of Visa shares	0	0	0	0	642
Mortgage banking income	2,546	1,000	1,587	1,695	411
Net securities gains (losses)	(376)	(167)	4	2	39
Noninterest expense	(57,742)	(55,105)	(53,435)	(53,475)	(47,481)
Income before income tax expense	52,576	45,380	36,780	27,848	28,908
Income tax expense	17,182	14,718	12,237	8,869	9,207
Net income	35,394	30,662	24,543	18,979	19,701
Dividends and accretion of discount on preferred stock	0	0	3,187	2,694	0
Net income available to common shareholders	$35,394	$30,662	$21,356	$16,285	$19,701
Basic weighted average common shares outstanding	16,323,870	16,204,952	16,120,606	12,851,845	12,271,927
Basic earnings per common share	$2.17	$1.89	$1.32	$1.27	$1.61
Diluted weighted average common shares outstanding	16,482,937	16,324,644	16,213,747	12,952,444	12,459,802
Diluted earnings per common share	$2.15	$1.88	$1.32	$1.26	$1.58
Cash dividends declared	$0.84	$0.62	$0.62	$0.62	$0.61

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ITEM 6. SELECTED FINANCIAL DATA (continued)

Balances at December 31,	2012	2011	2010 (in thousands)	2009	2008
Total assets	$3,064,144	$2,889,688	$2,681,926	$2,571,505	$2,377,445
Total loans	$2,257,520	$2,233,709	$2,089,959	$2,012,010	$1,833,334
Total deposits	$2,581,756	$2,412,696	$2,201,025	$1,851,125	$1,885,299
Total short-term borrowings	$121,883	$141,990	$174,052	$354,051	$202,609
Long-term borrowings	$15,321	$15,040	$15,041	$40,042	$90,043
Subordinated debentures	$30,928	$30,928	$30,928	$30,928	$30,928
Total stockholders' equity	$297,739	$273,200	$246,997	$279,994	$149,880

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

OVERVIEW

Lakeland Financial Corporation is the holding company for Lake City Bank. The Company is headquartered in Warsaw, Indiana and operates 45 offices in thirteen counties in Northern and Central Indiana. The Company earned $35.4 million for 2012 versus $30.7 million for 2011, an increase of 15.4%. The increase was driven primarily by an $11.3 million decrease in the provision for loan losses and a $3.0 million increase in noninterest income. Offsetting these positive impacts was a $4.4 million decrease in net interest income and a $2.6 million increase in noninterest expense. The Company earned $30.7 million for 2011 versus $24.5 million for 2010, an increase of 24.9%. The increase was driven primarily by a $10.1 million decrease in the provision for loan losses and a $696,000 increase in noninterest income. Offsetting these positive impacts was a $1.7 million increase in noninterest expense and a $573,000 decrease in net interest income.

Basic earnings per share for 2012 was $2.17 per share versus $1.89 per share for 2011, an increase of 14.8%, and $1.32 per share for 2010. Diluted earnings per share for 2012 was $2.15 per share versus $1.88 per share for 2011, an increase of 14.4%, and $1.32 per share for 2010. Diluted earnings per share reflect the potential dilutive impact of warrants and stock awards granted under employee equity incentive plans. Basic and diluted earnings per share for 2010 was also impacted by the Company’s issuance of 3.6 million common shares during the fourth quarter of 2009 and the Company’s issuance of the CPP Preferred Stock and a warrant to purchase additional shares of the Company’s Common Stock through the CPP during 2009. The Company subsequently redeemed the CPP Preferred Stock in the second quarter of 2010. As a result of the second quarter 2010 redemption, the Company recognized a non-cash reduction in net income available to common stockholders of $1.8 million, which represented the remaining unamortized accretion of the discount on the CPP Preferred stock. This non-cash item impacted net income available to common stockholders and earnings per common share. Excluding the impact of this $1.8 million accretion, diluted earnings per share would have been $1.43 for 2010.

The Company's total assets were $3.064 billion as of December 31, 2012 versus $2.890 billion as of December 31, 2011, an increase of $174.5 million or 6.0%. This increase was primarily due to a $127.7 million increase in cash and cash equivalents from $104.6 million at December 31, 2011 to $232.2 million at December 31, 2012. This increase occurred as a result of a $169.1 million increase in total deposits.

RESULTS OF OPERATIONS

2012 versus 2011

The Company reported net income of $35.4 million in 2012, an increase of $4.7 million, or 15.4%, versus net income of $30.7 million in 2011. Net interest income decreased $4.4 million, or 4.8%, to $87.7 million versus $92.1 million in 2011. Net interest income decreased primarily due to the decrease of the net interest margin from 3.54% in 2011 to 3.28% in 2012 resulting from a decrease in interest income from earning assets as market rates decreased from 2011. Partially offsetting this decrease was interest income earned from a 3.0% increase in average earning assets. A 3.9% increase in average commercial loans, which reflects our continuing strategic focus on commercial lending, also contributed to the increase.

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Interest income decreased $7.5 million, or 6.2%, from $121.9 million in 2011 to $114.4 million in 2012. The decrease was driven primarily by a 41 basis point decrease in the Company's yield on average earning assets, which resulted from a decrease in market rates and a decline in investment portfolio yields over the same time period. Several factors contributed to the decline in investment portfolio yields throughout 2012, including steps in an ongoing strategic realignment of the portfolio with respect to private label mortgage-backed securities and the impact of increased prepayments of agency mortgage-backed securities. In an ongoing effort to reduce the risk of incurring additional other-than-temporary impairment on certain private label mortgage-backed securities and to improve the overall quality of the securities in the investment portfolio, the Company sold a significant portion of these securities in March 2011, August 2012 and September 2012 as part of the ongoing strategic realignment of its securities portfolio. These actions impacted investment portfolio performance as the proceeds from the sale of the higher yielding private label mortgage-backed securities were invested in lower yielding securities.

With respect to the impact of the increased prepayments of agency mortgage-backed securities, there were two significant impacts, both of which became more pronounced as 2012 progressed. The Company's investment portfolio contains a significant concentration of agency mortgage-backed securities. As a result of actions by the Federal Reserve Bank, including the announcement of Qualitative Easing #3 (QE3) late in the third quarter of 2012, market mortgage rates have continued to decline throughout 2012. As a result, the industry has experienced a significant increase in the refinancing of mortgages. This widespread refinancing has resulted in the prepayment of existing agency mortgage-backed securities, including those held in the Company's investment portfolio. As a result of these prepayments, the proceeds have been reinvested in lower yielding securities, thereby reducing the net interest margin.

In addition, since the Company purchased many of these agency mortgage-backed securities at a premium, the prepayment of these types of securities has had an additional negative impact on the net interest margin of the Company. The prepayment of these securities has resulted in the Company accelerating the amortization of the purchase premium associated with these securities. The impact of this accelerated amortization of purchase premium has significantly impacted investment portfolio performance, and thereby the Company's net interest margin. The Company was negatively affected by the accelerated premium amortization throughout 2012, but it became more pronounced and impactful in the third and fourth quarter of that year. The acceleration of premium amortization negatively affected the yield on agency mortgage-backed securities by 0.64% in the first quarter, 0.78% in the second quarter, 0.66% in the third quarter and 1.58% in the fourth quarter. As a result, the agency mortgage-backed securities, which averaged $366.8 million in 2012, produced yields of 2.53% in the first quarter, 2.34% in the second quarter, 1.79% in the third quarter and 0.79% in the fourth quarter. As of December 31, 2012, the Company's investment portfolio contained a total of 137 agency mortgage-backed securities with a total book value of $359.3 million. Of that total, 127, with a current book value of $352.7 million, were purchased at a premium over issuance price. The total premium at the time of purchase for these securities was $30.2 million. At December 31, 2012, 108 of the agency mortgage-backed securities purchased at a premium still had premium remaining. This remaining unamortized premium associated with these securities at December 31, 2012 was $14.7 million. The Company believes that this issue will continue to impact investment portfolio performance in 2013, as mortgage refinancing activity continues and interest rates remain at historical lows.

Interest expense decreased $3.1 million, or 10.5%, from $29.8 million in 2011 to $26.7 million in 2012. The decrease was primarily the result of a 19 basis point decrease in the Company's daily cost of funds in 2012 versus 2011, which resulted from a decrease in market rates over the same time period. Average earning assets increased by $78.6 million from $2.6 billion in 2011 to $2.7 billion in 2012. Growth in the commercial loans portfolio accounted for most of the increase. Management believes that the growth in the loan portfolio will likely continue in a measured, but prudent, fashion as a result of our strategic focus on commercial lending, including commercial real estate lending, and in conjunction with the general expansion and penetration of the geographical markets the Company serves, as well as our ongoing expansion in the Indianapolis market. The Company increased deposits to fund the loan growth and most of the growth was through the increase of $123.6 million in average interest bearing transaction accounts. The increase in interest bearing transaction accounts was driven primarily by our promotion of the Company's Rewards Checking product, which pays a higher interest rate on balances up to a maximum balance amount when certain conditions are met during each interest cycle. The increase in average interest bearing transaction account balances did not translate into a higher cost of funds due to decreases in the weighted average rates of all funding sources during 2012.

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Interest income was also affected by nonaccrual loans. Nonaccrual loans were $30.8 million, or 1.37% of total loans, at year end 2012 versus $39.4 million, or 1.77% of total loans, at year end 2011. There were 67 relationships totaling $58.9 million loans classified as impaired as of December 31, 2012 versus 43 relationships totaling $63.5 million at the end of 2011. While there were many changes in nonaccrual loans in 2012, the decrease in nonaccrual loans resulted primarily from charge-offs of $3.1 million taken on four commercial credits. In addition, two commercial credits totaling $1.6 million were paid off and one commercial credit of $2.0 million was returned to accruing status. The decrease in impaired loans also resulted from these charge-offs and pay offs and one additional commercial credit charge-off of $1.0 million, offset by the addition of four other commercial relationships totaling $4.8 million. Net charge-offs were $4.5 million in 2012 versus $5.4 million in 2011, representing 0.20% and 0.25% of average daily loans in 2012 and 2011. Total nonperforming loans were $30.9 million, or 1.37% of total loans, at year end 2012 versus $39.5 million, or 1.77% of total loans, at the end of 2011.

The provision for loan loss expense decreased to $2.5 million in 2012, resulting in an allowance for loan losses at December 31, 2012 of $51.4 million, which represented 2.28% of the loan portfolio, versus a provision for loan loss expense of $13.8 million in 2011 and an allowance for loan losses of $53.4 million at the end of 2011, which represented 2.39% of the loan portfolio. The lower provision in 2012 versus 2011 was attributable to a number of factors but was primarily a result of stabilization or improvement in key loan quality metrics, including a decrease in net charge-offs, strong reserve coverage of nonperforming loans, a decrease in historical loss percentages, continuing signs of stabilization in economic conditions in the Company’s markets and general signs of improvement in borrower performance and future prospects. In addition, management gave consideration to changes in the allocation for specific watch list credits in determining the appropriate level of the loan loss provision. Management’s overall view on current credit quality was also a factor in the determination of the provision for loan losses. The Company’s management continues to monitor the adequacy of the provision based on loan levels, asset quality, economic conditions and other factors that may influence the assessment of the collectability of loans.

Noninterest income was $25.2 million in 2012 versus $22.2 million in 2011, an increase of $3.0 million, or 13.5%. The increase was primarily driven by a $1.5 million increase in mortgage banking income due to higher loan volumes. Loan, insurance and service fees increased $973,000, or 20.1%, driven by higher fee income on increased debit card activity generated by requirements under the Rewards Checking product. Investment brokerage fees increased $501,000, or 19.6%, driven by a favorable mix in product sales and by higher trading volumes. Wealth advisory fees increased $361,000, or 10.4%. In addition, other income increased by $330,000, or 18.2%, primarily due to fewer write downs recorded on other real estate owned and gains on sales of other real estate owned for which write downs had previously been recorded in 2011. Noninterest income was negatively impacted by an increase of $740,000, or 258.7%, in other-than-temporary impairment on non-agency residential mortgage-backed securities. The Company subsequently sold twelve securities including the five on which it had previously recorded other-than-temporary impairment. These sale of these securities resulted net losses of $376,000.

Noninterest expense was $57.7 million in 2012 versus $55.1 million in 2011. Salaries and employee benefits increased by $1.7 million, or 5.3%, in 2012 versus 2011. The increase was driven by staff additions, as well as normal salary increases. In addition, salaries and employee benefits were impacted by higher pension expense related to participants taking lump-sum distributions. Data processing fees increased by $723,000 driven by a larger customer base as well as greater utilizations of services from the Company’s core processor and related technology vendors. Equipment costs increased by $368,000 driven by higher depreciation expense. In addition, during 2012 our other expenses decreased by $374,000, primarily due to lower FDIC premiums.

As a result of these factors, income before income tax expense increased $7.2 million, or 15.9%, from $45.4 million in 2011 to $52.6 million in 2012. Income tax expense was $17.2 million in 2012 versus $14.7 million in 2011. Income tax as a percentage of income before tax was 32.7% in 2012 versus 32.4% in 2011. Net income increased $4.7 million, or 15.4%, to $35.4 million in 2012 versus $30.7 million in 2011. Basic earnings per share in 2012 was $2.17, an increase of 14.8%, versus $1.89 in 2011. The Company's net income performance represented a 13.0% return on January 1, 2012 stockholders' equity versus 12.4% in 2011. The net income performance resulted in a 1.19% return on average daily assets in 2012 versus 1.10% in 2011.

RESULTS OF OPERATIONS

2011 versus 2010

The Company reported net income of $30.7 million in 2011, an increase of $6.1 million, or 24.9%, versus net income of $24.5 million in 2010. Net interest income decreased $573,000, or 0.6%, to $92.1 million versus $92.7 million in 2010. Net interest income decreased primarily due to the decrease of the net interest margin from 3.73% in 2010 to 3.54% in 2011 resulting from a decrease in interest income from earning assets as market rates decreased from 2010. Partially offsetting this decrease was interest income earned from a 4.7% increase in average earning assets. A 6.6% increase in average commercial loans, which reflects our continuing strategic focus on commercial lending, also contributed to the increase.

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Interest income decreased $1.6 million, or 1.3%, from $123.5 million in 2010 to $121.9 million in 2011. The decrease was driven primarily by a 28 basis point decrease in the Company's yield on average earning assets, which resulted from a decrease in market rates over the same time period. Interest expense decreased $1.1 million, or 3.4%, from $30.9 million in 2010 to $29.8 million in 2011. The decrease was primarily the result of an 11 basis point decrease in the Company's daily cost of funds in 2011 versus 2010, which resulted from a decrease in market rates over the same time period. Average earning assets increased by $119.8 million from $2.5 billion in 2010 to $2.6 billion in 2011. As previously stated, the continued growth in our commercial loans portfolio accounted for most of the increase. Every region experienced loan growth during the year, and it was geographically diversified throughout our markets with the strongest growth occurring in the Company's North and Central regions. Management believed that the growth in the loan portfolio would likely continue in a measured, but prudent, fashion as a result of our strategic focus on commercial lending and in conjunction with the general expansion and penetration of the geographical markets the Company serves, as well as our ongoing expansion in the Indianapolis market. We increased deposits to fund the loan growth and most of the growth was through the increase of $170.3 million in average interest bearing transaction accounts. The increase in interest bearing transaction accounts was driven primarily by our promotion of the Company's Rewards Checking product, which pays a higher interest rate on balances up to a maximum balance amount when certain conditions are met during each interest cycle. The increase in average interest bearing transaction account balances did not translate into a higher cost of funds due to decreases in the weighted average rates of all funding sources during 2011.

Interest income was also affected by a slight increase in nonaccrual loans. Nonaccrual loans were $39.4 million, or 1.77% of total loans, at year end 2011 versus $36.6 million, or 1.75% of total loans, at year end 2010. There were 43 relationships totaling $63.5 million loans classified as impaired as of December 31, 2011 versus 40 relationships totaling $48.0 million at the end of 2010. While there were many changes in nonaccrual loans in 2011, the increase in nonaccrual loans resulted primarily from the addition of one commercial credit totaling $7.3 million. The increase in impaired loans also resulted from this commercial credit, as well as five other commercial relationships totaling $10.6 million. Net charge-offs were $5.4 million in 2011 versus $11.0 million in 2010, representing 0.25% and 0.54% of average daily loans in 2011 and 2010. Total nonperforming loans were $39.5 million, or 1.77% of total loans, at year end 2011 versus $36.9 million, also 1.77% of total loans, at the end of 2010.

The provision for loan loss expense decreased to $13.8 million in 2011, resulting in an allowance for loan losses at December 31, 2011 of $53.4 million, which represented 2.39% of the loan portfolio, versus a provision for loan loss expense of $23.9 million in 2010 and an allowance for loan losses of $45.0 million at the end of 2010, which represented 2.15% of the loan portfolio. The lower provision in 2011 versus 2010 was attributable to a number of factors, but was primarily a result of stabilization or improvement in key loan quality metrics, including a decrease in net charge-offs, strong reserve coverage of nonperforming loans, a decrease in historical loss percentages, continuing signs of stabilization in economic conditions in the Company's markets and general signs of improvement in borrower performance and future prospects. In addition, management gave consideration to changes in the allocation for specific watch list credits in determining the appropriate level of the loan loss provision. Management's overall view on current credit quality was also a factor in the determination of the provision for loan losses. The Company's management continued to monitor the adequacy of the provision based on loan levels, asset quality, economic conditions and other factors that may influence the assessment of the collectability of loans.

Noninterest income was $22.2 million in 2011 versus $21.5 million in 2010, an increase of $696,000, or 3.2%. The increase was primarily driven by a $1.3 million decrease in other-than-temporary impairment on several of the Company's non-agency residential mortgage-backed securities. Other-than-temporary impairment was $286,000 in 2011 versus $1.6 million in 2010. This decrease is due in part to the sale early in 2011 of six of the seven non-agency residential mortgage-backed securities on which the Company had previously recognized other-than-temporary impairment, as well as market stabilization. Loan, insurance and service fees increased $549,000, or 12.8%, driven by higher fee income on increased debit card activity generated by requirements under the Rewards Checking product. Investment brokerage fees increased $294,000, or 13.0%, and were driven by a favorable mix in product sales and by higher trading volumes. Wealth advisory fees increased $215,000, or 6.6%. Noninterest income was negatively impacted by a decrease of $587,000, or 37.0%, in mortgage banking income primarily due to lower loan volume originations and accounting treatment of mortgage banking activity. Service charges on deposit accounts decreased by $486,000, or 5.8%, primarily due to lower nonsufficient fund charges. Nonsufficient funds charges were $3.9 million in 2011 versus $4.5 million in 2010. In addition, our other income decreased by $358,000, or 16.5%, primarily due to write-downs taken against the value of other real estate owned.

Noninterest expense was $55.1 million in 2011 versus $53.4 million in 2010. Salaries and employee benefits increased by $2.4 million, or 8.0%, in 2011 versus 2010. The increase was driven by staff additions, primarily in revenue producing areas, as well as normal salary increases. In addition, performance based compensation accruals increased, primarily due to a combination of strong performance versus corporate objectives in 2011 as well as increased recognition levels. In addition, during 2011 other expense decreased by $651,000, primarily due to lower FDIC premiums.

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As a result of these factors, income before income tax expense increased $8.6 million, or 23.4%, from $36.8 million in 2010 to $45.4 million in 2011. Income tax expense was $14.7 million in 2011 versus $12.2 million in 2010. Income tax as a percentage of income before tax was 32.4% in 2011 versus 33.3% in 2010. Net income increased $6.1 million, or 24.9%, to $30.7 million in 2011 versus $24.5 million in 2010. Basic earnings per share in 2011 was $1.89, an increase of 43.2%, versus $1.32 in 2010. Earnings per share in 2010 were impacted by $3.2 million in dividends and accretion of discount on CPP Preferred Stock related to the Company's participation in and redemption of the CPP. The Company's net income performance represented a 12.4% return on January 1, 2011, stockholders' equity versus 8.8% in 2010. The net income performance resulted in a 1.10% return on average daily assets in 2011 versus 0.93% in 2010.

FINANCIAL CONDITION

Total assets of the Company were $3.064 billion as of December 31, 2012, an increase of $174.5 million, or 6.0%, when compared to $2.890 billion as of December 31, 2011. Total cash and cash equivalents increased by $127.7 million, or 122.1%, to $232.2 million at December 31, 2012 from $104.6 million at December 31, 2011.

Total securities available for sale decreased by $370,000, or 0.1%, to $467.0 million at December 31, 2012 from $467.4 million at December 31, 2011. The portfolio contained mostly collateralized mortgage obligations and other securities which were either directly or indirectly backed by the federal government or a local municipal government. As of December 31, 2012, the Company had $6.5 million of non-agency mortgage-backed securities which were not issued by the federal government or government sponsored agencies. The investment portfolio did not contain any corporate debt instruments or trust preferred instruments as of December 31, 2012. The decrease in securities available for sale was a result of a number of activities in the securities portfolio. Security sales totaled $27.9 million. Paydowns from prepayments and scheduled payments of $120.1 million were received, and the amortization of premiums, net of the accretion of discounts, was $8.2 million. Maturities and calls of securities totaled $5.0 million. Other-than-temporary impairment of $1.0 million was recognized on four non-agency residential mortgage-backed securities. These portfolio decreases were offset by securities purchases totaling $161.6 million. The fair market value of the securities increased $582,000. The increase in market value was primarily driven by higher market values for the non-agency mortgage-backed securities which remained in the Company's portfolio. The investment portfolio is managed to provide for an appropriate balance between, liquidity, credit risk and investment return and to limit the Company's exposure to risk to an acceptable level.

During the third quarter of 2012, the Company sold nine non-agency residential mortgage-backed securities as part of a strategic realignment of the investment portfolio. The securities sold had a book value of $20.7 million and a fair value of $19.5 million. The sales included all five of the non-agency residential mortgage-backed securities on which the Company had previously recognized other-than-temporary impairment. One of the non-agency residential mortgage-backed securities owned at December 31, 2011 paid off in May 2012. None of the remaining five private label collateralized mortgage obligations in the investment portfolio were still rated AAA/Aaa as of December 31, 2012 by at least one of the rating agencies, and one had been downgraded to below investment grade by at least one rating agency. The Company performs an analysis of the cash flows of these securities on a monthly basis based on assumptions as to collateral defaults, prepayment speeds, expected losses and the severity of potential losses. Based upon the initial review, securities may be identified for further analysis computing the net present value using an appropriate discount rate (the current accounting yield) and comparing it to the book value to determine if there is any other-than-temporary impairment to be recorded. Based on this analysis of the non-agency residential mortgage-backed securities, there was no other-than-temporary impairment or any unrealized loss on any of the five remaining non-agency residential mortgage-backed securities at December 31, 2012.

Real estate mortgages held for sale increased by $6.5 million, or 220.1%, to $9.5 million at December 31, 2012 from $3.0 million at December 31, 2011. This asset category is subject to a high degree of variability depending on, among other things, recent mortgage loan rates and the timing of loan sales into the secondary market Management expects to sell most of these mortgages in early 2013. The Company generally sells almost all of the mortgage loans it originates on the secondary market. During 2012, $119.6 million in real estate mortgages were originated for sale and $112.4 million in mortgages were sold, compared to $78.4 million and $80.4 million in 2011.

Total loans, excluding real estate mortgages held for sale, increased by $23.8 million, or 1.1%, to $2.258 billion at December 31, 2012 from $2.234 billion at December 31, 2011. The mix of loan types within the Company's portfolio continued a trend toward a higher percentage of the total loan portfolio being in commercial loans. This general increase in commercial loans was a result of the Company's long standing strategic focus toward emphasizing origination of commercial loans. The portfolio breakdown at year end 2012 and 2011 reflected 85% commercial and industrial and agri-business, 13% residential real estate and home equity and 2% consumer loans.

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At December 31, 2012, the allowance for loan losses was $51.4 million, or 2.28% of total loans outstanding, versus $53.4 million, or 2.39% of total loans outstanding, at December 31, 2011. The process of identifying probable credit losses is a subjective process. Therefore, the Company maintains a general allowance to cover probable incurred credit losses within the entire portfolio. The methodology management uses to determine the adequacy of the loan loss reserve includes the considerations below.

The Company has a relatively high percentage of commercial and commercial real estate loans, most of which are extended to small or medium-sized businesses from a wide variety of industries. Commercial loans represent higher dollar loans to fewer customers and therefore higher credit risk than other types of loans. Pricing is adjusted to manage the higher credit risk associated with these types of loans. The majority of fixed-rate residential mortgage loans, which represent increased interest rate risk, are sold in the secondary market, as well as some variable rate residential mortgage loans. The remainder of the variable rate residential mortgage loans and a small number of fixed-rate residential mortgage loans are retained. Management believes the allowance for loan losses is at a level commensurate with the overall risk exposure of the loan portfolio. However, if economic conditions do not continue to improve, certain borrowers may experience difficulty and the level of nonperforming loans, charge-offs and delinquencies could rise and require further increases in the provision for loan losses.

Loans are charged against the allowance for loan losses when management believes that the principal is uncollectible. Subsequent recoveries, if any, are credited to the allowance. The allowance is an amount that management believes will be adequate to absorb probable incurred credit losses relating to specifically identified loans based on an evaluation of the loans by Management, as well as other probable incurred losses inherent in the loan portfolio. The evaluations take into consideration such factors as changes in the nature and volume of the loan portfolio, overall portfolio quality, review of specific problem loans and current economic conditions that may affect the borrower’s ability to repay. Management also considers trends in adversely classified loans based upon a monthly review of those credits. An appropriate level of general allowance is determined after considering the following factors: application of historical loss percentages, emerging market risk, commercial loan focus and large credit concentrations, new industry lending activity and current economic conditions. Federal regulations require insured institutions to classify their own assets on a regular basis. The regulations provide for three categories of classified loans – Substandard, Doubtful and Loss. The regulations also contain a Special Mention category. Special Mention is defined as loans that do not currently expose an insured institution to a sufficient degree of risk to warrant classification as Substandard, Doubtful or Loss but do possess credit deficiencies or potential weaknesses deserving management’s close attention. The Company’s policy is to establish a specific allowance for loan losses for any assets where management has identified conditions or circumstances that indicate an asset is impaired. If an asset or portion thereof is classified as loss, the Company’s policy is to either establish specified allowances for loan losses in the amount of 100% of the portion of the asset classified loss, or charge-off such amount.

At December 31, 2012, on the basis of management’s review of the loan portfolio, the Company had 104 credits totaling $181.9 million on the classified loan list versus 101 credits totaling $164.6 million on December 31, 2011. As of December 31, 2012, the Company had $82.7 million of assets classified as Special Mention, $99.2 million classified as Substandard, $66,000 classified as Doubtful and $0 classified as Loss as compared to $35.4 million, $131.3 million, $0 and $0, respectively at December 31, 2011. As of December 31, 2012 the Company had 41 loans totaling $50.8 million accounted for as troubled debt restructurings. Included in the classified loan amounts above was one installment loan totaling $16,000 with an allocation of $4,000, 12 mortgage loans totaling $1.4 million with total allocations of $247,000, and 28 commercial loans totaling $49.4 million with total allocations of $12.2 million. The Company has no commitments to lend additional funds to any of the borrowers. At December 31, 2011, the Company had 38 loans totaling $56.4 million accounted for as troubled debt restructurings – 11 mortgage loans totaling $1.4 million with total allocations of $181,000, and 27 commercial loans totaling $55.0 million with total allocations of $15.5 million. Of the $5.6 million decrease of loans accounted for as troubled debt restructurings at December 31, 2012, as compared to December 31, 2011, $3.6 million was related to charge-offs taken during 2012. An additional

$1.6 million was due to the payoff of two commercial loans.

Allowance estimates are developed by management taking into account actual loss experience, adjusted for current economic conditions. Allowance estimates are considered a prudent measurement of the risk in the Company's loan portfolio and are applied to individual loans based on loan type. In accordance with current accounting guidance, the allowance is provided for losses that have been incurred as of the balance sheet date and is based on past events and current economic conditions, and does not include the effects of expected losses on specific loans or groups of loans that are related to future events or expected changes in economic conditions. For a more thorough discussion of the allowance for loan losses methodology see the Critical Accounting Policies section of this Item 6.

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The allowance for loan losses decreased 3.7%, or $2.0 million, from $53.4 million December 31, 2011 to $51.4 million at December 31, 2012. Pooled loan allocations increased $1.6 million from $35.1 million at December 31, 2011 to $36.6 million at December 31, 2012, which was due to a small increase in pooled loan balances as well as management's view of current credit quality and the current economic environment. Impaired loan allocations decreased $3.5 million from $18.3 million at December 31, 2011 to $14.8 million at December 31, 2012. This decrease was primarily due to lower allocations on specific classified loans. The unallocated component of the allowance for loan losses was unchanged at $3.4 million at December 31, 2012 and 2011 primarily due to stabilization in the current economic conditions and improvement in our borrowers' performance and future prospects. While general trends in credit quality were stable or favorable, the Company believes that the unallocated component is appropriate given the uncertainty that exists regarding near term economic conditions, including the risk of an economic downturn. In addition, the Company has exposure in the agribusiness sector in the region, which experienced a drought in 2012. The ultimate impact of this drought, while not expected to be significant, was unknown at year end.

The Company has experienced growth in total loans over the last three years of $245.5 million, or 12.2%. The concentration of this loan growth was in the commercial loan portfolio. Traditionally, this type of lending may have more credit risk than other types of lending because of the size and diversity of the credits. The Company manages this risk by adjusting its pricing to the perceived risk of each individual credit and by diversifying the portfolio by customer, product, industry and geography. Management has historically considered growth and portfolio composition when determining loan loss allocations. Management believes that it is prudent to continue to provide for loan losses in a manner consistent with its historical approach due to the loan growth described above and current economic conditions. While general trends in credit quality were stable or favorable, the Company believes that the unallocated component is appropriate given the uncertaintyy that exists regarding near term economic conditions, including the risk of an economic downturn. In addition, the Company has exposure in the agribusiness sector in the region, which experienced a drought in 2012. The ultimate impact of this drought, while not expected to be significant, was unknown at year end.

As a result of the methodology in determining the adequacy of the allowance for loan losses, the provision for loan losses was $2.5 million in 2012 versus $13.8 million in 2011. At December 31, 2012, total nonperforming loans decreased by $8.6 million to $30.9 million from $39.5 million at December 31, 2011. Loans delinquent 90 days or more that were included in the accompanying financial statements as accruing totaled $50,000 versus $52,000 at December 31, 2011. For December 31, 2012 and 2011, $30.2 million and $39.0 million of impaired loans were also included in the total for nonaccrual loans. Total impaired loans decreased by $4.6 million to $58.9 million at December 31, 2012 from $63.5 million at December 31, 2011. While there were many changes in nonaccrual loans in 2012, the decrease in nonaccrual loans resulted primarily from charge-offs of $3.1 million on four commercial credits. In addition, two commercial credits totaling $1.6 million were paid off and one commercial credit of $2.0 million was returned to accruing status. As discussed earlier, the decrease in impaired loans resulting from these commercial credit charge-offs and payoffs and one additional commercial credit charge-off of $1.0 million was offset by the addition of four other commercial relationships totaling $4.8 million. A loan is impaired when full payment under the original 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 may be allocated so that the loan is reported, net, at the present value of estimated future cash flow using the loan's existing rate or at the fair value of collateral if repayment is expected solely from the collateral.

The allowance for loan loss to total loans percentage was 2.28% in 2012 and 2.39% in 2011. The Company's total nonperforming loans were 1.37% of total loans at year end 2012 and 1.77% in 2011. However, the Company's overall asset quality position can be influenced by a small number of credits due to the concentration of commercial lending activity.

Although economic conditions in the Company’s markets have stabilized and in some areas shown improvement, management has not observed as rapid a recovery in certain industries, including residential and commercial real estate development and recreational vehicle and mobile home manufacturing, although each of these sectors has improved. The Company’s continued growth strategy promotes diversification among industries as well as continued focus on enforcement of a strong credit environment and an aggressive position in loan work-out situations. While the Company believes that the impact of these industry-specific issues will be somewhat mitigated by its overall expansion strategy, the economic environment impacting its entire geographic footprint will continue to present challenges. While the Company has seen indications of improved economic conditions in its markets, they are not wide spread or particularly strong improvements.

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Bank owned life insurance increased by $21.2 million to $61.1 million at December 31, 2012 from $40.0 million at December 31, 2011. This increase was primarily to help offset employee benefit plan expenses, which have continued to increase since 2002, by providing investment income from the securities the life insurance is invested in.

Total deposits increased by $169.1 million, or 7.0%, to $2.582 billion at December 31, 2012 from $2.413 billion at December 31, 2011. The increase resulted from increases of $99.3 million in interest bearing transaction accounts (primarily the Company's Rewards Checking product), $75.6 million in public fund certificates of deposit, $51.2 million in demand deposits (primarily commercial demand deposits) and $31.0 million in savings deposits (primarily the Company's Rewards Savings product). These increases were offset by decreases of $30.4 million in brokered deposits, $24.8 in other certificates of deposit, $16.4 million in certificates of deposit of $100,000 and over, $9.7 million in money market accounts and $6.9 million in CDARS certificates of deposit. As in 2011, growth in savings and retail transaction accounts was driven by existing Rewards Checking and Rewards Savings products. Management intends to continue to promote these as the key retail banking products and expects growth to continue in these products although pending and proposed changes in legislature and regulatory arenas may affect the structure and pricing of the products. As previously noted, the Company has substantial funding from public fund entities. A shift in funding away from public fund deposits could require the Company to execute alternate funding plans under the Contingency Funding Plan discussed in further detail under "Liquidity" below.

Total short-term borrowings decreased by $20.1 million, or 14.2%, to $121.9 million at December 31, 2012 from $142.0 million at December 31, 2011. The decrease resulted primarily from decreases of $10.1 million securities sold under agreements to repurchase as well as decreases of $10.0 million in federal funds purchased.

The Company believes that a strong, appropriately managed capital position is critical to long-term earnings and expansion. Bank regulatory agencies exclude the market value adjustment created by current accounting guidance (available for sale ("AFS") adjustment) from capital adequacy calculations. Excluding this adjustment from the calculation, the Company had a total risk-based capital ratio of 14.3% and a Tier I risk-based capital ratio of 13.0% as of December 31, 2012. These ratios met or exceeded the Federal Reserve's "well-capitalized" minimums of 10.0% and 6.0%, respectively.

The ability to maintain these ratios is a function of the balance between net income and a prudent dividend policy. Total stockholders' equity increased by 9.0% to $297.7 million as of December 31, 2012 from $273.2 million as of December 31, 2011. The increase in 2012 was impacted by net income of $35.4 million, as well as the following factors:

- cash dividends of $13.6 million,
- a favorable change in the AFS adjustment for the market valuation on securities held for sale of $352,000, net of tax,
- positive pension liability adjustment of $198,000, net of tax,
- $894,000 related to stock option exercises, and
- $1.3 million in stock compensation expense.

Total stockholders' equity increased by 10.6% to $273.2 million as of December 31, 2011 from $247.0 million as of December 31, 2010. The increase in 2011 was impacted by net income of $30.7 million, as well as the following factors:

- cash dividends of $10.1 million,
- a favorable change in the AFS adjustment for the market valuation on securities held for sale of $4.3 million, net of tax,

- negative pension liability adjustment of $516,000, net of tax,
- $468,000 related to stock option exercises, and
- $1.3 million in stock compensation expense.

The 2012 AFS adjustment was primarily related to an 11 basis point decrease in the two to five year Treasury rates during 2012. Management has factored this into the determination of the size of the AFS portfolio to help ensure that stockholders’ equity will be adequate under various scenarios. The increase in the cash dividend for 2012 versus 2011 was primarily due to the Company paying the 4th quarter 2012 dividend in December 2012, which normally would have been paid in February 2013.

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Critical Accounting Policies

Certain of the Company’s accounting policies are important to the portrayal of the Company’s financial condition, since they require management to make difficult, complex or subjective judgments, some of which may relate to matters that are inherently uncertain. Estimates associated with these policies are susceptible to material changes as a result of changes in facts and circumstances. Some of the facts and circumstances which could affect these judgments include changes in interest rates, in the performance of the economy or in the financial condition of borrowers. Management believes that its critical accounting policies include determining the allowance for loan losses, the valuation and other-than-temporary impairment of investment securities and the valuation of mortgage servicing rights.

Allowance for Loan Losses

The Company maintains an allowance for loan losses to provide for probable incurred credit losses. Loan losses are charged against the allowance when management believes that the principal is uncollectable. Subsequent recoveries, if any, are credited to the allowance. Allocations of the allowance are made for specific loans and for pools of similar types of loans, although the entire allowance is available for any loan that, in management’s judgment, should be charged against the allowance. A provision for loan losses is taken based on management’s ongoing evaluation of the appropriate allowance balance. A formal evaluation of the adequacy of the loan loss allowance is conducted monthly. The ultimate recovery of all loans is susceptible to future market factors beyond the Company’s control.

The level of loan loss provision is influenced by growth in the overall loan portfolio, emerging market risk, emerging concentration risk, commercial loan focus and large credit concentration, new industry lending activity, general economic conditions and historical loss analysis. In addition, management gives consideration to changes in the allocation for specific watch list credits in determining the appropriate level of the loan loss provision. Furthermore, management’s overall view on credit quality is a factor in the determination of the provision.

The determination of the appropriate allowance is inherently subjective, as it requires significant estimates. The Company has an established process to determine the adequacy of the allowance for loan losses that generally includes consideration of the following factors: changes in the nature and volume of the loan portfolio, overall portfolio quality and current economic conditions that may affect the borrowers’ ability to repay. Consideration is not limited to these factors although they represent the most commonly cited factors. With respect to specific allocation levels for individual credits, management considers the amounts and timing of expected future cash flows and the current valuation of collateral as the primary measures. Management also considers trends in adversely classified loans based upon an ongoing review of those credits. With respect to pools of similar loans allocations are assigned based upon historical experience. These allocations may be adjusted based on the other factors cited above. An appropriate level of general allowance for pooled loans is determined after considering the following: application of historical loss percentages, emerging market risk, commercial loan focus and large credit concentration, new industry lending activity and general economic conditions. It is also possible that the following could affect the overall process: social, political, economic and terrorist events or activities. All of these factors are susceptible to change, which may be significant. As a result of this detailed process, the allowance results in two forms of allocations, specific and general. These two components represent the total allowance for loan losses deemed adequate to cover probable losses inherent in the loan portfolio.

Commercial loans are subject to a dual standardized grading process administered by the credit administration and internal loan review functions. A credit grade is assigned to each commercial loan by both the commercial loan officer and the loan review department. These grade assignments are performed independent of each other and a loan may or may not be graded the same. The grade given by the loan review department is assigned in the Company’s loan system for individual credits. Specific allowances are established in cases where management has identified significant conditions or circumstances related to an individual credit that indicate the loan is impaired. Considerations with respect to specific allocations for these individual credits include, but are not limited to, the following: (a) does the customer's cash flow or net worth appear insufficient to repay the loan; (b) is there adequate collateral to repay the loan; (c) has the loan been criticized in a regulatory examination; (d) is the loan impaired; (e) are there other reasons where the ultimate collectability of the loan is in question; or (f) are there unique loan characteristics that require special monitoring.

Allocations are also applied to categories of loans considered not to be individually impaired, but for which the rate of loss is expected to be consistent with or greater than historical averages. Such allocations are based on past loss experience and information about specific borrower situations and estimated collateral values. In addition, general allocations are made for other pools of loans, including non-classified loans. These general pooled loan allocations are performed for portfolio segments of commercial and industrial, commercial real estate and multi-family, agri-business and agricultural, other commercial, consumer 1-4 family mortgage and other consumer loans, and loans within certain industry categories believed to present unique risk of loss. General allocations of the allowance are primarily made based on a three-year historical average for loan losses for these portfolios, subjectively adjusted for economic factors and portfolio trends.

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Due to the imprecise nature of estimating the allowance for loan losses, the Company's allowance for loan losses includes an unallocated component. The unallocated component of the allowance for loan losses incorporates the Company's judgmental determination of inherent losses that may not be fully reflected in other allocations, including factors such as the level of classified credits, economic uncertainties, industry trends impacting specific portfolio segments, broad portfolio quality trends and trends in the composition of the Company's large commercial loan portfolio and related large dollar exposures to individual borrowers.

Mortgage Servicing Rights Valuation

Mortgage servicing rights ("MSRs") are initially recognized as assets for the full fair value of retained servicing rights on loans sold. Subsequent measurement uses the amortization method where all servicing rights are expensed in proportion to, and over the period of, estimated net servicing revenues. Impairment is evaluated based on the fair value of the rights using groupings of the underlying loans as to type and interest rate. Fair value is determined based upon discounted cash flows using market-based assumptions.

To determine the fair value of MSRs, the Company uses a valuation model that calculates the present value of estimated future net servicing income. In using this valuation method, the Company incorporates assumptions that market participants would use in estimating future net servicing income, which include estimates of prepayment speeds, discount rates, cost to service, escrow account earnings, contractual servicing fee income, ancillary income, late fees and float income. The Company compares the valuation model inputs and results to published industry data in order to validate the model results and assumptions.

The most significant assumption used to value MSRs is prepayment rate. In general, during periods of declining interest rates, the value of MSRs decline due to increasing prepayment speeds attributable to increased mortgage refinancing activity. Prepayment rates are estimated based on published industry consensus prepayment rates. Prepayments will increase or decrease in correlation with market interest rates and actual prepayments generally differ from initial estimates. If actual prepayment rates are different than originally estimated, the Company may receive less mortgage servicing income, which could reduce the value of the MSRs. Other assumptions used in estimating the fair value of MSRs do not generally fluctuate to the same degree as prepayment rates, and therefore the fair value of MSRs is less sensitive to changes in regard to these other assumptions.

The servicing assets had fair market values of $2.2 million and $2.1 million, respectively, at December 31, 2012 and 2011. At December 31, 2012, key economic assumptions and the sensitivity of the current fair value of MSRs to an immediate 10% and 20% adverse changes in those assumptions are as follows:

		(dollars in thousands)
Fair value of mortgage servicing assets		$2,184
Constant prepayment speed (PSA)		392
	Impact on fair value of 10% adverse change	$(134)
	Impact on fair value of 20% adverse change	(255)
Discount rate		9.2 %
	Impact on fair value of 10% adverse change	$(44)
	Impact on fair value of 20% adverse change	(86)

These sensitivities are hypothetical and should not be relied upon. As the figures indicate, changes in value based on a 10% and 20% variation in assumptions generally cannot be extrapolated because the relationship of the change in assumption to the change in value may not be linear. Also, in this table, the effect of a variation in a particular assumption on the value of the servicing asset is calculated without changing any other assumption; however, in reality, changes in one factor may result in changes in another (for example, increases in market interest rates may result in lower prepayments), which might magnify or counteract the sensitivities.

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On a monthly basis, the Company evaluates the possible impairment of MSRs based on the difference between the carrying amount and the current fair value of MSRs. For purposes of evaluating and measuring impairment, the Company stratifies its portfolios on the basis of certain risk characteristics, including loan type and interest rate. If impairment exists, a valuation allowance is established for any excess of amortized cost over the current fair value, by risk stratification, through a charge to income. If the Company later determines that all or a portion of the impairment no longer exists for a particular strata, a reduction of the valuation allowance may be recorded as an increase to income.

Valuation and Other-Than-Temporary Impairment of Investment Securities

The fair values of securities available for sale are determined on a recurring basis by obtaining quoted prices on nationally recognized securities exchanges or pricing models, which utilize significant observable inputs such as matrix pricing. This is a mathematical technique widely used in the industry to value debt securities without relying exclusively on quoted prices for the specific securities but rather by relying on the securities' relationship to other benchmark quoted securities. Different judgments and assumptions used in pricing could result in different estimates of value.

At the end of each reporting period, securities held in the investment portfolio are evaluated on an individual security level for other-than-temporary impairment in accordance with current accounting guidance. Impairment is other-than-temporary if the decline in the fair value of the security is below its amortized cost and it is probable that all amounts due according to the contractual terms of a debt security will not be received.

Significant judgments are required in determining impairment, which includes making assumptions regarding the estimated prepayments, loss assumptions and the change in interest rates.

We consider the following factors when determining other-than-temporary impairment for a security or investment:

- the length of time and the extent to which the market value has been less than amortized cost;
- the financial condition and near-term prospects of the issuer;
- the underlying fundamentals of the relevant market and the outlook for such market for the near future; and
- our intent and ability to hold the security for a period of time sufficient to allow for any anticipated recovery in market value.

For the non-agency residential mortgage-backed securities, additional independent analysis is performed to determine if other-than-temporary impairment needs to be recorded for these securities. The independent analysis utilizes third party data sources which are then included in projections of the cash flows of the individual securities under several different scenarios based upon assumptions as to collateral defaults, prepayment speeds, expected losses and the severity of potential losses. Based upon the initial review using the analysis created with third party sources, securities may be identified for further analysis. If any are identified, management makes assumptions as to prepayment speeds, default rates, severity of losses and lag time until losses are actually recorded for each security based upon historical data for each security and other factors. Cash flows for each security using these assumptions are generated and the net present value is computed using an appropriate discount rate (the original accounting yield) for the individual security. The net present value is then compared to the book value of the security to determine if there is any other-than-temporary impairment that must be recorded.

If, in management's judgment, other-than-temporary impairment exists, the cost basis of the security will be written down to the computed net present value, and the unrealized loss will be transferred from accumulated other comprehensive loss as an immediate reduction of current earnings (as if the loss had been realized in the period of other-than-temporary impairment). In addition, discount accretion will be discontinued on any bond that meets one or both of the following: (1) the rating by S&P, Moody's or Fitch decreases to below "A" and/or (2) the cash flow analysis on a security indicates under any scenario modeled by the third party there is a potential to not receive the full amount invested in the security.

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Newly Issued But Not Yet Effective Accounting Standards

No new accounting standards have been issued that are not yet effective that are expected to have a significant impact on the Company's financial condition or results of operations.

Liquidity

Management maintains a liquidity position that it believes will adequately provide funding for loan demand and deposit run-off that may occur in the normal course of business. The liquidity structure is expressly detailed in the Company's Contingency Funding Plan, which is discussed below. The Company relies on a number of different sources in order to meet these potential liquidity demands. The primary sources are increases in deposit accounts and cash flows from loan payments and the securities portfolio. Given current prepayment assumptions as of the filing date of December 31, 2012 the cash flow from the securities portfolio is expected to provide approximately $70 million of funding in 2013.

In addition to these primary sources of funds, management has several secondary sources available to meet potential funding requirements. As of December 31, 2012, the Company had $260 million in federal funds lines with twelve correspondent banks. The Company has approval to borrow up to $800 million at the FHLB, but, given the Company's current collateral structure and borrowings as of December 31, 2012, the Company could have only borrowed up to $119 million under this authority. The Company also has additional collateral that could be pledged to the FHLB of $184 million as of December 31, 2012. Further, the Company had available capacity at the Federal Reserve Bank of Chicago of up to $208 million given its current collateral structure and the terms of these facilities at December 31, 2012. The available collateral pool continues to be strengthened to further increase borrowing capacity with the Federal Reserve of Chicago.

The Company had all of its securities in the available for sale portfolio at December 31, 2012, allowing the Company maximum flexibility to sell securities to meet funding demands. Management believes the majority of the securities in the AFS portfolio are of high quality and marketable. Approximately 79% of this portfolio is comprised of U.S. government agency securities or mortgage-backed securities directly or indirectly backed by the U.S. government. Approximately 1% of the AFS portfolio is invested in non-agency residential mortgage-backed securities, which the Company believes are illiquid due to the current economic environment. In addition, the Company has historically sold the majority of its originated mortgage loans on the secondary market to reduce interest rate risk and to create an additional source of funding.

The Company has a formalized Contingency Funding Plan ("CFP"). The Board of Directors and management recognize the importance of liquidity during times of normal operations and in times of stress. The formal CFP was developed to ensure that the multiple liquidity sources available to the Company are readily available. The CFP specifically considers liquidity at the Bank and the Company level. The CFP identifies the potential funding sources at the Bank level, which includes the FHLB, The Federal Reserve Bank, brokered certificates of deposit, certificates of deposit available from the CDARS, repurchase agreements, and Fed Funds. The CFP also addresses the Bank's ability to liquidate its securities portfolio. The CFP at the Holding Company level gives consideration to the possibility of establishing a holding company committed line of credit, as well as the ability to transfer securities from the Bank to the Holding Company.

Further, the plan identifies CFP team members and expressly details their respective roles. Potential risk scenarios are identified and the plan includes multiple scenarios, including short-term and long-term funding crisis situations. Under the long-term funding crisis, two additional scenarios are identified: a moderate risk scenario and a highly stressed scenario. The CFP details the responsibilities and the actions to be taken by the CFP team under each scenario. Monthly reports to management and the Board of Directors under the CFP include an early warning indicator matrix and pro forma cash flows for the various scenarios.

During 2012, cash and cash equivalents increased $127.7 million from $104.6 million as of December 31, 2011 to $232.2 million as of December 31, 2012. The primary driver of this increase was an increase in deposit balances of $169.1 million. Other sources of funds were proceeds from sales, maturities, calls and principal paydowns of securities of $153.0 million and proceeds from loan sales of $115.2 million. Uses of funds included the purchase of securities of $161.6 million. Other uses of funds included an increase in loan balances of $28.7 million, which was net of approximately $119.6 million of loans originated and sold in 2012, the purchase of $20.2 million of life insurance and paydowns of short-term borrowings of $20.1 million.

During 2011, cash and cash equivalents increased $44.4 million from $60.1 million as of December 31, 2010 to $104.6 million as of December 31, 2011. The primary driver of this increase was an increase in deposit balances of $211.7 million. Other sources of funds were proceeds from sales, maturities, calls and principal paydowns of securities of $157.4 million and proceeds from loan sales of $82.2 million. Uses of funds included an increase in loan balances of $150.1 million, which was net of approximately $78.4 million of loans originated and sold in 2011. Other uses of funds included the purchase of securities of $179.3 million and paydowns of short-term borrowings of $32.1 million.

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During 2010, cash and cash equivalents increased $4.2 million from $56.0 million as of December 31, 2009 to $60.1 million as of December 31, 2010. The primary driver of this increase was an increase in deposit balances of $349.9 million. Other sources of funds were proceeds from maturities, calls and principal paydowns of securities of $90.5 million and proceeds from loan sales of $88.8 million. Uses of funds included an increase in loan balances of $94.4 million, which was net of approximately $91.6 million of loans originated and sold in 2010. Other uses of funds included the purchase of securities of $114.1 million, a $180.0 million paydown of short-term borrowings and a $56.0 million redemption of the CPP Preferred Stock.

The following tables disclose information on the maturity of the Company's contractual long-term obligations and commitments. Certificates of deposit listed are those with original maturities of 1 year or more as of December 31, 2012.

	Payments Due by Period				
	Total	One year or less	1-3 years (in thousands)	3-5 years	After 5 years
Certificates of deposit	$311,830	$165,509	$97,904	$48,372	$45
Long-term debt	15,000	0	15,000	0	0
Operating leases	1,844	124	235	217	1,268
Pension and SERP plans	2,576	249	495	521	1,311
Subordinated debentures	30,928	0	0	0	30,928
Total contractual long-term cash obligations	$362,178	$165,882	$113,634	$49,110	$33,552

	Amount of Commitment Expiration Per Period		
	Total Amount Committed	One year or less (in thousands)	Over one year
Unused loan commitments	$937,691	$666,504	$271,187
Commercial letters of credit	5,331	5,331	0
Standby letters of credit	32,409	26,852	5,557
Total commitments and letters of credit	$975,431	$698,687	$276,744

Off-Balance Sheet Transactions

During the normal course of business, the Company becomes a party to financial instruments with off-balance sheet risk in order to meet the financing needs of its customers. These financial instruments include commitments to make loans and open-ended revolving lines of credit. The Company follows the same credit policy (including requiring collateral, if deemed appropriate) to make such commitments as is followed for those loans that are recorded in its financial statements.

The Company's exposure to credit losses in the event of nonperformance is represented by the contractual amount of the commitments. Management does not expect any significant losses as a result of these commitments. Off-Balance

Sheet transactions are more fully discussed in Note 19 in the consolidated financial statements.

Inflation

The effects of price changes and inflation can vary substantially for most financial institutions. While management believes that inflation affects the growth of total assets, it believes that it is difficult to assess the overall impact. Management believes this to be the case due to the fact that generally neither the timing nor the magnitude of the inflationary changes in the consumer price index ("CPI") coincides with changes in interest rates. The price of one or more of the components of the CPI may fluctuate considerably and thereby influence the overall CPI without having a corresponding effect on interest rates or upon the cost of those goods and services normally purchased by the Company. In years of high inflation and high interest rates, intermediate and long-term interest rates tend to increase, thereby adversely impacting the market values of investment securities, mortgage loans and other long-term fixed rate loans. In addition, higher short-term interest rates caused by inflation tend to increase the cost of funds. In other years, the reverse situation may occur.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Asset/Liability Management ("ALCO") and Securities

Interest rate risk represents the Company's primary market risk exposure. The Company does not have material exposure to foreign currency exchange risk, does not own any significant derivative financial instruments and does not maintain a trading portfolio. The Board of Directors annually reviews and approves the ALCO policy used to manage interest rate risk. This policy sets guidelines for balance sheet structure, which are designed to protect the Company from the impact that interest rate changes could have on net income, but it does not necessarily indicate the effect on future net interest income. Given the Company's mix of interest bearing liabilities and interest earning assets on December 31, 2012 and using changes in the interest rate environment over a one-year period, the net interest margin could be expected to decline in both a falling interest rate environment and in a rising rate environment. During 2012 the Federal Reserve Board's Federal Open Market Committee ("FOMC") kept the target federal funds rate at a range of 0% to .25%. Also during 2012, the FOMC abandoned its pledge to keep rates at this level through mid-2015 and replaced it with numerical thresholds it says are consistent with the mid-2015 pledge. The thresholds are 6.5% for the unemployment rate and a 1 – 2 year forward forecast inflation rate of 2.5%. It will also consider other labor market indicators, inflation indicators, and inflation expectations. Due to the low rate environment and competitive markets for commercial loan pricing, there was a reduction in the Company's yield on earning assets of 41 basis points. This decrease in the yield on earning assets was partially offset by a decrease in the rates paid on deposit accounts and purchased funds. The rate paid on deposit accounts and purchased funds decreased 19 basis points for 2012. The combined result of the decreases in the yield on earning assets and in the rates paid on deposits and purchased funds was a decrease in the net margin from 3.54% for 2011 to 3.28% for 2012. Future changes in the net interest margin will be dependent upon multiple factors including further actions by the FOMC during 2013 in response to economic conditions, competitive pressures in the various markets served, and changes in the structure of the balance sheet as a result of changes in customer demands for products and services.

The Company utilizes computer modeling software to stress test the balance sheet under a wide variety of interest rate scenarios. The model quantifies the income impact of changes in customer preference for products, basis risk between the assets and the liabilities that support them and the risk inherent in different yield curves, as well as other factors. The ALCO committee reviews these possible outcomes and makes loan, investment and deposit decisions that maintain reasonable balance sheet structure in light of potential interest rate movements. Although management does not consider Gap ratios in this planning, the information can be used in a general fashion to look at asset and liability mismatches. The Company's cumulative repricing Gap ratio as of December 31, 2012 for the next 12 months using a scenario in which interest rates remained unchanged was a negative 6.12% of earning assets.

The Company's investment portfolio consists of Treasury securities, mortgage-backed securities and municipal bonds. During 2012, purchases in the securities portfolio consisted of primarily mortgage-backed securities and municipal bonds. As of December 31, 2012, the Company's investment in mortgage-backed securities represented approximately 80% of total securities, with 78% of the securities consisting of Collateralized Mortgage Obligations ("CMOs") and mortgage pools issued by Ginnie Mae, Fannie Mae and Freddie Mac. Ginnie Mae, Fannie Mae and Freddie Mac securities are each guaranteed by their respective agencies as to principal and interest. The non-agency residential mortgage-backed securities (CMOs not issued by the government or government sponsored agencies) comprised approximately 1% of the total securities portfolio, down from 7% in the prior year due to normal principal payments and the sale of nine of these securities in the third quarter of 2012. These non-agency residential mortgage-backed securities are all super senior or senior tranche securities, were rated AAA or better at the time of purchase and met specific criteria established by the Asset Liability Management Committee of the Company. All mortgage securities purchased by the Company are within risk tolerances for price, prepayment, extension and original life risk characteristics contained in the Company's investment policy. The Company uses Bloomberg analytics to evaluate and monitor all purchases. As of December 31, 2012, the securities in the AFS portfolio had approximately a 2.60 year effective duration with approximately a negative 9.50% change in market value in the event of a 300 basis points upward rate shock and an approximate 2.20% change in market value in the event of a 100 basis point downward rate shock. As of December 31, 2012, all mortgage-backed securities were performing in a manner consistent with management's original ALCO modeled expectations.

The following table provides information regarding the Company's financial instruments used for purposes other than trading that are sensitive to changes in interest rates. For loans, securities and liabilities with contractual maturities, the tables present principal cash flows and related weighted-average interest rates by contractual maturities, as well as the Company's historical experience of the impact of interest-rate fluctuations on the prepayment of residential and home equity loans and mortgage-backed securities. Core deposits such as deposits, interest-bearing checking, savings and money market deposits that have no contractual maturity, are shown based on historical experience that indicates some portion of the balances are retained over time. Weighted-average variable rates are based upon rates existing at the reporting date.

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2012	Principal/Notional Amount Maturing in: (dollars in thousands)							
	Year 1	Year 2	Year 3	Year 4	Year 5	Thereafter	Total	Fair Value 12/31/2012
Rate sensitive assets:								
Fixed interest rate loans	$331,068	$172,469	$135,050	$91,298	$58,130	$54,381	$842,396	$863,894
Average interest rate	4.64 %	5.35 %	5.21 %	5.02 %	4.85 %	5.42 %		
Variable interest rate loans	$824,037	$190,105	$65,170	$60,643	$55,631	$219,538	$1,415,124	$1,418,544
Average interest rate	3.79 %	3.64 %	3.77 %	3.52 %	3.57 %	3.59 %		
Fixed interest rate securities	$177,261	$107,596	$53,538	$36,173	$14,727	$65,468	$454,763	$466,954
Average interest rate	0.60 %	1.88 %	2.15 %	2.38 %	2.30 %	3.81 %		
Variable interest rate securities	$65	$0	$0	$0	$0	$0	$65	$67
Average interest rate	5.45 %	0.00 %	0.00 %	0.00 %	0.00 %	0.00 %		
Other interest-bearing assets	$75,571	$0	$0	$0	$0	$0	$75,571	$75,571
Average interest rate	0.32 %	0.00 %	0.00 %	0.00 %	0.00 %	0.00 %		
Rate sensitive liabilities:								
Noninterest bearing checking	$31,066	$29,588	$37,856	$24,319	$22,049	$263,048	$407,926	$407,926
Average interest rate								
Savings & interest bearing checking	$181,650	$177,512	$195,093	$172,332	$158,322	$381,416	$1,266,325	$1,266,325
Average interest rate	0.78 %	0.79 %	0.76 %	0.81 %	0.85 %	0.38 %		
Time deposits	$556,535	$163,010	$73,653	$95,613	$17,868	$826	$907,505	$922,397
Average interest rate	1.09 %	1.34 %	2.13 %	2.09 %	1.86 %	1.18 %		
	$0	$15,000	$0	$0	$0	$38	$15,038	$15,607

Fixed interest rate borrowings								
Average interest rate	0.00 %	3.21 %	0.00 %	0.00 %	0.00 %	6.15 %		
Variable interest rate borrowings	$24,377	$24,377	$24,377	$24,376	$24,376	$30,928	$152,811	$153,106
Average interest rate	0.35 %	0.35 %	0.35 %	0.35 %	0.35 %	3.36 %		

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ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

CONSOLIDATED BALANCE SHEETS (in thousands except share data)

December 31	2012	2011
ASSETS		
Cash and due from banks	$156,666	$56,909
Short-term investments	75,571	47,675
Total cash and cash equivalents	232,237	104,584
Securities available for sale (carried at fair value)	467,021	467,391
Real estate mortgage loans held for sale	9,452	2,953
Loans, net of allowance for loan losses of $51,445 and $53,400	2,206,075	2,180,309
Land, premises and equipment, net	34,840	34,736
Bank owned life insurance	61,112	39,959
Accrued income receivable	8,491	9,612
Goodwill	4,970	4,970
Other intangible assets	47	99
Other assets	39,899	45,075
Total assets	$3,064,144	$2,889,688
LIABILITIES AND STOCKHOLDERS' EQUITY		
LIABILITIES		
Noninterest bearing deposits	$407,926	$356,682
Interest bearing deposits	2,173,830	2,056,014
Total deposits	2,581,756	2,412,696
Short-term borrowings		
Federal funds purchased	0	10,000
Securities sold under agreements to repurchase	121,883	131,990
Total short-term borrowings	121,883	141,990
Accrued expenses payable	15,321	13,550
Other liabilities	1,390	2,195
Long-term borrowings	15,038	15,040
Subordinated debentures	30,928	30,928
Total liabilities	2,766,316	2,616,399
Commitments, off-balance sheet risks and contingencies (Notes 1 and 19)		
STOCKHOLDERS' EQUITY		
Common stock: 90,000,000 shares authorized, no par value		
16,377,247 shares issued and 16,290,136 outstanding as of December 31, 2012		
16,217,019 shares issued and 16,145,772 outstanding as of December 31, 2011	90,039	87,380
Retained earnings	203,654	181,903
Accumulated other comprehensive income	5,689	5,139

Treasury stock, at cost (2012 - 87,111 shares, 2011 - 71,247 shares)	(1,643)	(1,222)
Total stockholders' equity	297,739	273,200
Noncontrolling interest	89	89
Total equity	297,828	273,289
Total liabilities and stockholders' equity	$3,064,144	$2,889,688

The accompanying notes are an integral part of these consolidated financial statements.

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CONSOLIDATED STATEMENTS OF INCOME (in thousands except share and per share data)

Years Ended December 31	2012	2011	2010
NET INTEREST INCOME			
Interest and fees on loans			
Taxable	$102,749	$104,936	$104,205
Tax exempt	441	471	86
Interest and dividends on securities			
Taxable	8,311	13,575	16,406
Tax exempt	2,800	2,756	2,708
Interest on short-term investments	68	154	120
Total interest income	114,369	121,892	123,525
Interest on deposits	24,667	27,735	28,007
Interest on borrowings			
Short-term	441	612	727
Long-term	1,590	1,465	2,138
Total interest expense	26,698	29,812	30,872
NET INTEREST INCOME	87,671	92,080	92,653
Provision for loan losses	2,549	13,800	23,947
NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES	85,122	78,280	68,706
NONINTEREST INCOME			
Wealth advisory fees	3,823	3,462	3,247
Investment brokerage fees	3,061	2,560	2,266
Service charges on deposit accounts	8,015	7,950	8,436
Loan, insurance and service fees	5,822	4,849	4,300
Merchant card fee income	1,184	1,020	1,081
Other income	2,147	1,817	2,175
Mortgage banking income	2,546	1,000	1,587
Net securities gains (losses)	(376)	(167)	4
Other-than-temporary impairment loss on available for sale securities:			
Total impairment losses recognized on securities	(1,026)	(286)	(1,716)
Loss recognized in other comprehensive income	0	0	129
Net impairment loss recognized in earnings	(1,026)	(286)	(1,587)
Total noninterest income	25,196	22,205	21,509
NONINTEREST EXPENSE			
Salaries and employee benefits	34,539	32,807	30,375
Net occupancy expense	3,296	3,106	2,899
Equipment costs	2,572	2,204	2,090
Data processing fees and supplies	4,378	3,655	3,931
Credit card interchange	0	2	158
Other expense	12,957	13,331	13,982
Total noninterest expense	57,742	55,105	53,435

INCOME BEFORE INCOME TAX EXPENSE	52,576	45,380	36,780
Income tax expense	17,182	14,718	12,237
NET INCOME	$35,394	$30,662	$24,543
Dividends and accretion of discount on preferred stock	0	0	3,187
NET INCOME AVAILABLE TO COMMON SHAREHOLDERS	$35,394	$30,662	$21,356
BASIC WEIGHTED AVERAGE COMMON SHARES	16,323,870	16,204,952	16,120,606
BASIC EARNINGS PER COMMON SHARE	$2.17	$1.89	$1.32
DILUTED WEIGHTED AVERAGE COMMON SHARES	16,482,937	16,324,644	16,213,747
DILUTED EARNINGS PER COMMON SHARE	$2.15	$1.88	$1.32

The accompanying notes are an integral part of these consolidated financial statements.

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CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (in thousands except share and per share data)

Years Ended December 31	2012	2011	2010
Net income	$ 35,394	$ 30,662	$ 24,543
Other comprehensive income			
Change in securities available for sale:			
Unrealized holding gain (loss) on securities available for sale arising during the period	(820)	6,445	10,728
Reclassification adjustment for (gains)/losses included in net income	376	167	(4)
Reclassification adjustment for other than temporary impairment	1,026	286	1,587
Net securities gain activity during the period	582	6,898	12,311
Tax effect	(230)	(2,593)	(5,031)
Net of tax amount	352	4,305	7,280
Defined benefit pension plans:			
Net gain(loss) on defined benefit pension plans	112	(1,043)	(36)
Amortization of net actuarial loss	220	175	142
Net gain /(loss) activity during the period	332	(868)	106
Tax effect	(134)	352	(43)
Net of tax amount	198	(516)	63
Total other comprehensive income, net of tax	550	3,789	7,343
Comprehensive income	$ 35,944	$ 34,451	$ 31,886

The accompanying notes are an integral part of these consolidated financial statements.

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CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (in thousands except share and per share data)

	Preferred Stock	Common Stock	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Treasury Stock	Total Stockholders' Equity
Balance at January 1, 2010	$54,095	$83,487	$149,945	$ (5,993)	$(1,540)	$ 279,994
Comprehensive income:						
Net income			24,543			24,543
Other comprehensive income (loss), net of tax				7,343		7,343
Comprehensive income						31,886
Common stock cash dividends declared, $0.62 per share			(9,989)			(9,989)
Treasury shares purchased under deferred directors' plan (11,081 shares)		212			(212)	0
Treasury stock sold and distributed under deferred directors' plan (21,491 shares)		(334)			334	0
Stock activity under stock compensation plans (90,658 shares)		1,662				1,662
Stock compensation expense		739				739
Redemption of 56,044 shares of preferred stock	(56,044)					(56,044)
Accretion of preferred stock discount	1,949		(1,949)			0
Preferred stock dividend paid and/or accrued			(1,251)			(1,251)
Balance at December 31, 2010	0	85,766	161,299	1,350	(1,418)	246,997
Comprehensive income:						
Net income			30,662			30,662
Other comprehensive income (loss), net of tax				3,789		3,789
Comprehensive income						34,451
Common stock cash dividends declared, $0.62 per share			(10,058)			(10,058)
Treasury shares purchased under deferred directors' plan (10,648 shares)		244			(244)	0

Treasury stock sold and distributed under deferred directors' plan (30,100 shares)		(440)			440	0
Stock activity under stock compensation plans (47,900 shares)		468				468
Stock compensation expense		1,342				1,342
Balance at December 31, 2011	0	87,380	181,903	5,139	(1,222)	273,200
Net income			35,394			35,394
Other comprehensive income (loss), net of tax				550		550
Comprehensive income						35,944
Common stock cash dividends declared, $0.835 per share			(13,643)			(13,643)
Treasury shares purchased under deferred directors' plan (15,864 shares)		421			(421)	0
Stock activity under stock compensation plans (160,228 shares)		894				894
Stock compensation expense		1,344				1,344
Balance at December 31, 2012	$0	$90,039	$203,654	$ 5,689	$(1,643)	$ 297,739

The accompanying notes are an integral part of these consolidated financial statements.

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CONSOLIDATED STATEMENTS OF CASH FLOWS (in thousands)

Years Ended December 31	2012	2011	2010
Cash flows from operating activities:			
Net income	$35,394	$30,662	$24,543
Adjustments to reconcile net income to net cash from operating activities:			
Depreciation	2,790	2,279	2,194
Provision for loan losses	2,549	13,800	23,947
(Gain) Loss on sale and write down of other real estate owned	(99)	387	129
Amortization of intangible assets	52	54	54
Amortization of loan servicing rights	728	594	620
Net change in loan servicing rights valuation allowance	(66)	86	(24)
Loans originated for sale	(119,647)	(78,425)	(91,638)
Net gain on sales of loans	(2,805)	(1,712)	(2,023)
Proceeds from sale of loans	115,163	82,161	88,818
Net loss on sale of premises and equipment	3	17	4
Net (gain) loss on securities available for sale	376	167	(4)
Impairment on available for sale securities	1,026	286	1,587
Net securities amortization	8,209	3,601	1,741
Stock compensation expense	1,344	1,342	739
Earnings on life insurance	(955)	(970)	(1,085)
Tax benefit of stock option exercises	(112)	(138)	(371)
Net change:			
Accrued income receivable	1,121	(538)	(474)
Accrued expenses payable	1,969	1,558	(1,891)
Other assets	3,936	(3,930)	(2,811)
Other liabilities	(384)	121	1,644
Total adjustments	15,198	20,740	21,156
Net cash from operating activities	50,592	51,402	45,699
Cash flows from investing activities:			
Proceeds from sale of securities available for sale	27,855	73,318	0
Proceeds from maturities, calls and principal paydowns of securities available for sale	125,107	84,051	90,458
Purchases of securities available for sale	(161,621)	(179,296)	(114,063)
Purchase of life insurance	(20,227)	(134)	(1,102)
Net increase in total loans	(28,728)	(150,115)	(94,702)
Proceeds from sales of land, premises and equipment	2	33	0
Purchases of land, premises and equipment	(2,899)	(6,660)	(3,027)
Proceeds from sales of other real estate owned	1,791	2,070	2,789
Net cash from investing activities	(58,720)	(176,733)	(119,647)
Cash flows from financing activities:			
Net increase in total deposits	169,060	211,671	349,900
Net decrease in short-term borrowings	(20,107)	(32,062)	(179,999)
Payments on long-term borrowings	(2)	(1)	(25,001)
Common dividends paid	(13,630)	(10,045)	(9,989)
Preferred dividends paid	(13)	(13)	(1,601)
Redemption of preferred stock	0	0	(56,044)
Proceeds from stock option exercise	894	468	1,052
Purchase of treasury stock	(421)	(244)	(212)

Net cash from financing activities	135,781	169,774	78,106
Net change in cash and cash equivalents	127,653	44,443	4,158
Cash and cash equivalents at beginning of the year	104,584	60,141	55,983
Cash and cash equivalents at end of the year	$232,237	$104,584	$60,141
Cash paid during the year for:			
Interest	$27,514	$29,215	$32,494
Income taxes	12,728	21,529	18,587
Supplemental non-cash disclosures:			
Loans transferred to other real estate	413	958	5,740

The accompanying notes are an integral part of these consolidated financial statements.

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NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Operations and Principles of Consolidation:

The consolidated financial statements include Lakeland Financial Corporation (the "Holding Company") and its wholly-owned subsidiaries, Lake City Bank (the "Bank") and LCB Risk Management, Inc., together referred to as (the "Company"). On December 18, 2006, LCB Investments II, Inc. was formed as a wholly owned subsidiary of the Bank incorporated in Nevada to manage a portion of the Bank's investment portfolio beginning in 2007. On December 21, 2006, LCB Funding, Inc., a real estate investment trust incorporated in Maryland, was formed as a wholly owned subsidiary of LCB Investments II, Inc. On December 28, 2012, LCB Risk Management, Inc., a captive insurance company incorporated in Nevada, was formed as a wholly owned subsidiary of the Holding Company. All intercompany transactions and balances are eliminated in consolidation.

The Company provides financial services through the Bank, a full-service commercial bank with 45 branch offices in thirteen counties in Northern and Central Indiana. The Company provides commercial, retail, trust and investment services to its customers. Commercial products include commercial loans and technology-driven solutions to meet commercial customers' treasury management needs such as internet business banking and on-line treasury management services. Retail banking clients are provided a wide array of traditional retail banking services, including lending, deposit and investment services. Retail lending programs are focused on mortgage loans, home equity lines of credit and traditional retail installment loans. The Company provides credit card services to retail and commercial customers through its retail card program and merchant processing activity. The Company provides wealth advisory and trust clients with traditional personal and corporate trust services. The Company also provides retail brokerage services, including an array of financial and investment products such as annuities and life insurance. Other financial instruments, which represent potential concentrations of credit risk, include deposit accounts in other financial institutions.

Use of Estimates:

To prepare financial statements in conformity with U.S. generally accepted accounting principles ("GAAP"), 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, the fair values of financial instruments, other-than-temporary impairment of securities and the fair value of loan servicing rights, are particularly subject to change.

Cash Flows:

Cash and cash equivalents include cash, demand deposits in other financial institutions and short-term investments with maturities of 90 days or less. Cash flows are reported net for customer loan and deposit transactions, and short-term borrowings.

Securities:

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 (loss), net of tax. Trading securities are bought for sale in the near term and are carried at fair value, with changes in unrealized holding gains and losses included in income. 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.

Purchase premiums or discounts are recognized in interest income using the interest method over the terms of the securities or over estimated lives for mortgage-backed securities. Gains and losses on sales are based on the amortized cost of the security sold and recorded on the trade date. Securities are written down to fair value when a decline in fair value is deemed to be other-than-temporary, as more fully discussed in Note 2.

Real Estate Mortgage Loans Held for Sale:

Loans held for sale are reported at the lower of cost or market on an aggregate basis. Net unrealized losses, if any, are recorded as a valuation allowance and charged to earnings.

Loan sales occur on the delivery date agreed to in the relevant commitment agreement. The Company retains servicing on the majority of loans sold. The carrying value of loans sold is reduced by the amount allocated to the servicing right. The gain or loss on the sale of loans is the difference between the carrying value of the loans sold and the funds received from the sale.

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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 payoff are reported at the principal balance outstanding, net of unearned interest, deferred loan fees and costs, and an allowance for loan losses.

Interest income is reported on the interest method and includes amortization of net deferred loan fees and costs over the loan term. All classes of commercial and industrial, commercial real estate and multifamily residential, agri-business and agricultural, other commercial and consumer 1-4 family mortgage loans for which collateral is insufficient to cover all principal and accrued interest are reclassified as nonaccrual loans, on or before the date when the loan becomes 90 days delinquent. When a loan is classified as a nonaccrual loan, interest on the loan is no longer accrued, all unpaid accrued interest is reversed and interest income is subsequently recorded only to the extent cash payments are received. Accrual status is resumed when all contractually due payments are brought current and future payments are reasonably assured. Other consumer loans are not placed on a nonaccrual status since these loans are charged-off when they have been delinquent from 90 to 180 days, and when the related collateral, if any, is not sufficient to offset the indebtedness. Nonaccrual loans and loans past due 90 days still on accrual include both smaller balance homogeneous loans that are collectively evaluated for impairment and individually classified impaired loans.

The recorded investment in loans is the loan balance plus unamortized net deferred loan costs less unamortized net deferred loan fees. The total amount of accrued interest on loans as of December 31, 2012 and 2011 was $6.2 million and $7.2 million.

Allowance for Loan Losses:

The allowance for loan losses is a valuation allowance for probable incurred credit losses. Loan losses are charged against the allowance when management believes the inability to fully collect a loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance. The Company has an established process to determine the adequacy of the allowance for loan losses that generally includes consideration of the following factors: changes in the nature and volume of the loan portfolio, overall portfolio quality and current economic conditions that may affect the borrowers' ability to repay. Consideration is not limited to these factors, although they represent the most commonly cited factors. This evaluation is inherently subjective, as it requires estimates that are susceptible to significant revision as more information becomes available or as future events change. 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.

The allowance consists of specific and general components. The specific component relates to loans that are individually classified as impaired. The general component covers non-impaired loans and is based on historical loss experience adjusted for current factors. The historical loss experience is determined by portfolio segment and is based on the actual loss history experienced by the Company over the most recent three years. This actual loss experience is supplemented with other environmental factors based on the risks present for each portfolio segment. These factors include consideration of the following: levels of, and trends in, delinquencies and impaired loans; levels of, and trends in, charge-offs and recoveries; trends in volume and terms of loans; effects of any changes in risk selection and underwriting standards; other changes in lending policies, procedure, and practices; experience, ability, and depth of lending management and other relevant staff; national and local economic trends and conditions; industry conditions; and effects of changes in credit concentrations. The following portfolio segments have been identified: commercial and industrial, commercial real estate and multi-family residential, agri-business and agricultural, other commercial, consumer 1-4 family mortgage and other consumer. The risk characteristics of each of the identified portfolio segments are as follows:

Commercial and Industrial - Borrowers may be subject to industry conditions including decreases in product demand; increases in material or other production costs that cannot be immediately recaptured in the sales or distribution cycle; interest rate increases that could have an adverse impact on profitability; non-payment of credit that has been extended under normal vendor terms for goods sold or services; and interruption related to the importing or exporting of production materials or sold products.

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NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Commercial Real Estate and Multi-Family Residential – Borrowers may be subject to potential adverse market conditions that cause a decrease in market value or lease rates; the potential for environmental impairment from events occurring on subject or neighboring properties; and obsolescence in location or function. Multi-family Residential is also subject to adverse market conditions associated with a change in governmental or personal funding sources for tenants; over supply of units in a specific region; a shift in population; and reputational risks. Construction and Land Development risks include slower absorption than anticipated on speculative projects; deterioration in market conditions that may impact a project’s value; unforeseen costs not considered in the original construction budget; or any other factors that may impact the completion or success of the project.

Agri-business and Agricultural – Borrowers may be subject to adverse market or weather conditions including changes in local or foreign demand; lower yields than anticipated; political or other impact on storage, distribution or use; and exposure to increasing commodity prices which result in higher production, distribution or exporting costs.

Other commercial – Borrowers may be subject to the uninterrupted flow of funds to states and other political subdivisions for the purpose of debt repayments on loans held by the Bank.

Consumer 1-4 Family Mortgage – Borrowers may be subject to adverse employment conditions in the local economy leading to increased default rates; decreased market values from oversupply in a geographic area; and impact to borrowers’ ability to maintain payments in the event of incremental rate increases on adjustable rate mortgages.

Other Consumer – Borrowers may be subject to adverse employment conditions in the local economy which may lead to higher default rates; and decreases in the value of underlying collateral.

A loan is impaired when, based on current information and events, it is probable that the Company will be unable to collect all amounts due according to the contractual terms of the loan agreement. Loans, for which the terms have been materially modified for borrowers experiencing financial difficulties, are considered troubled debt restructurings and classified as impaired and may be either accruing or non-accruing. Nonaccrual troubled debt restructurings follow the same policy as described above for other loans. Impairment for troubled debt restructurings is measured at the present value of estimated future cash flows using the loan’s effective rate at inception or at discounted collateral value for collateral based loans. Impairment is evaluated individually or in total for smaller-balance loans of similar nature such as all classes of consumer 1-4 family and other consumer loans, and individually for all classes of commercial and industrial, commercial real estate and multi-family, agri-business and agricultural and other commercial loans. The Company analyzes commercial loans individually by classifying the loans as to credit risk. This analysis is performed on a quarterly basis for Special Mention, Substandard and Doubtful grade loans and annually on Pass grade loans over $250,000. Factors considered by management in determining impairment include payment status, collateral value and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower’s prior payment record, and the amount of the shortfall in relation to the principal and interest owed. If a loan is impaired, a portion of the allowance may be 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 less anticipated costs to sell if repayment is expected solely from the collateral. All classes of commercial and industrial, commercial real estate and multifamily residential, agri-business and agricultural, other commercial and consumer 1-4 family mortgage loans that become delinquent beyond 90 days are analyzed and a charge-off is taken when it is determined that the underlying collateral, if any, is not sufficient to offset the indebtedness.

Investments in Limited Partnerships:

The Company enters into and invests in limited partnerships in order to invest in affordable housing projects for the primary purpose of obtaining available tax benefits. The Company is a limited partner in these investments and, as such, the Company is not involved in the management or operation of such investments. These investments are accounted for using the equity method of accounting. Under the equity method of accounting, the Company records its share of the partnership's earnings or losses in its income statement and adjusts the carrying amount of the investments on the consolidated balance sheet. These investments are evaluated for impairment when events indicate the carrying amount may not be recoverable. The investments recorded at December 31, 2012 and 2011 were $2.0 million and $2.1 million, respectively, and are included with other assets in the consolidated balance sheet.

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NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Foreclosed Assets:

Assets acquired through loan foreclosure are initially recorded at fair value less costs to sell when acquired, establishing a new cost basis. If fair value declines, a valuation allowance is recorded through expense. Costs incurred after acquisition are expensed. At December 31, 2012 and 2011, the balance of other real estate owned was $667,000 and $2.1 million and are included with other assets on the consolidated balance sheet.

Land, Premises and Equipment:

Land is carried at cost. Premises and equipment are stated at cost less accumulated depreciation. Depreciation is computed on the straight-line method over the useful lives of the assets. Premises assets have useful lives between 5 and 40 years. Equipment assets have useful lives between 3 and 7 years.

Loan Servicing Rights:

Servicing rights are recognized separately when they are acquired through sales of loans. When mortgage loans are sold, servicing rights are initially recorded at fair value with the income statement effect recorded in mortgage banking income. Fair value is based on a valuation model that calculates the present value of estimated future net servicing income. All classes of servicing assets are subsequently measured using the amortization method which requires servicing rights to be amortized into noninterest income in proportion to, and over the period of, the estimated future net servicing income of the underlying loans.

Servicing rights are evaluated for impairment based upon the fair value of the rights as compared to carrying amount. Impairment is determined by stratifying rights into groupings based on predominant risk characteristics, such as loan type, term and interest rate. Any impairment of a grouping is reported as a valuation allowance, to the extent that fair value is less than the carrying amount. If the Company later determines that all or a portion of the impairment no longer exists for a particular grouping, a reduction of the allowance may be recorded as an increase to income. Changes in the valuation allowance are reported with mortgage banking income on the income statement. The fair values of servicing rights are subject to significant fluctuations as a result of changes in estimated and actual prepayment speeds and default rates and losses.

Servicing fee income/(loss), which is included in loan, insurance and service fees on the income statement, is recorded for fees earned for servicing loans. Fees earned for servicing loans are based on a contractual percentage of the outstanding principal amount of the loan and are recorded as income when earned. The amortization of servicing rights is netted against mortgage banking income. Servicing fees totaled $765,000, $711,000 and $682,000 for the years ended December 31, 2012, 2011 and 2010, respectively. Late fees and ancillary fees related to loan servicing are not material.

Mortgage Banking Derivatives:

Commitments to fund mortgage loans (interest rate locks) to be sold into the secondary market and forward commitments for the future delivery of these mortgage loans are accounted for as free standing derivatives. Fair values of these mortgage derivatives are estimated based on changes in mortgage interest rates from the date the interest on the loan is locked. The Company enters into forward commitments for the future delivery of mortgage loans when interest rate locks are entered into, in order to hedge the change in interest rates resulting from its commitments to fund the loans. Changes in fair values of these derivatives are included in mortgage banking income.

The Company does not have any other material derivative instruments, nor does the Company participate in any other significant hedging activities.

Bank Owned Life Insurance:

At December 31, 2012 and 2011, the Company owned $59.8 million and $38.9 million of life insurance policies on certain officers to provide a life insurance benefit for these officers. At December 31, 2012 and 2011 the Company also owned $1.3 million and $1.0 million of variable life insurance on certain officers related to a deferred compensation plan. Bank owned life insurance is recorded at the amount that can be realized under the insurance contract at the balance sheet date, i.e., the cash surrender value adjusted for other changes or other amounts due that are probable at settlement.

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NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Goodwill and Other Intangible Assets:

All goodwill on the Company’s consolidated balance sheet resulted from business combinations prior to January 1, 2009 and represents the excess of the purchase price over the fair value of acquired tangible assets and liabilities and identifiable intangible assets. Goodwill is not amortized, but assessed at least annually for impairment and any such impairment will be recognized in the period identified.

Other intangible assets consist of trust deposit relationships arising from a trust acquisition. Trust deposit relationships are initially measured at fair value and then amortized on an accelerated method over their estimated useful lives, which is ten years.

FHLB and Federal Reserve Bank Stock:

FHLB and Federal Reserve Bank stock is carried at cost in other assets, classified as a restricted security and is periodically evaluated for impairment based on ultimate recoverability of par value. Both cash and stock dividends are reported as income.

Repurchase Agreements:

Substantially all repurchase agreement liabilities represent amounts advanced by various customers. Securities are pledged to cover these liabilities, which are not covered by federal deposit insurance.

Long-term Assets:

Premises and equipment, core deposit and other intangible assets 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.

Benefit Plans:

The Company maintains a 401(k) profit sharing plan for all employees meeting age and service requirements. The Company contributions are based upon the percentage of budgeted net income earned during the year. The Company has a noncontributory defined benefit pension plan, which covered substantially all employees until the plan was frozen effective April 1, 2000. Funding of the plan equals or exceeds the minimum funding requirement determined by the actuary. Pension expense is the net of interest cost, return on plan assets and amortization of gains and losses not immediately recognized. Benefits are based on years of service and compensation levels. An employee deferred compensation plan is available to certain employees with returns based on investments in mutual funds. The Company maintains a directors’ deferred compensation plan. Effective January 1, 2003, the directors’ deferred compensation plan was amended to restrict the deferral to be in stock only and deferred directors’ fees are included in equity. The Company acquires shares on the open market and records such shares as treasury stock.

Stock Compensation:

Compensation cost is recognized for stock options and restricted stock awards issued to employees, based on the fair value of these awards at the date of grant. A Black-Scholes model is utilized to estimate the fair value of stock options, while the market price of the Company’s common stock at the date of grant adjusted for the present value of expected dividends is used for restricted stock awards. Compensation cost is recognized over the required service period, generally defined as the vesting period. Certain of the restricted stock awards are performance based, as more fully discussed in Note 17.

Income Taxes:

Annual consolidated federal and state income tax returns are filed by the Company. Deferred income tax assets and liabilities are determined using the liability (or balance sheet) method. Income tax expense is recorded based on the amount of taxes due on its tax return plus net deferred taxes computed based upon the expected future tax consequences of temporary differences between carrying amounts and tax basis of assets and liabilities,

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NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

using enacted tax rates. A valuation allowance, if needed, reduces deferred tax assets to the amount expected to be realized.

A 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 recognized is the largest amount of tax benefit that is more likely of being realized on examination than not. For tax positions not meeting the "more likely than not" test, no tax benefit is recorded.

The Company recognizes interest and/or penalties related to income tax matters in income tax expense.

Off-Balance Sheet Financial Instruments:

Financial instruments include 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. The fair value of standby letters of credit is recorded as a liability during the commitment period in accordance with current accounting guidance.

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. Diluted earnings per common share includes the dilutive effect of additional potential common shares issuable under stock options, stock awards and warrants. Earnings and dividends per share are restated for all stock splits and dividends through the date of issue of the financial statements. The common shares included in treasury stock for 2012 and 2011 reflect the acquisition of 87,111 and 71,247 shares, respectively, of Company common stock that has been purchased under the directors' deferred compensation plan described above. Because these shares are held in trust for the participants, they are treated as outstanding when computing the weighted-average common shares outstanding for the calculation of both basic and diluted earnings per share.

Accumulated Other Comprehensive Income:

The following tables summarize the changes within each classification of accumulated other comprehensive income for December 31, 2012 and 2011 all shown net of tax:

	Balance at 12/31/11	Current Period Change (in thousands)	Balance at 12/31/12
Unrealized gain on securities available for sale without other-than-temporary impairment	$7,688	$(171)	$7,517
Unrealized loss on securities available for sale with other-than-temporary impairment	(523)	523	0
Total unrealized gain on securities available for sale	7,165	352	7,517

Unrealized loss on defined benefit pension plans	(2,026)	198	(1,828)
Total	$5,139	$550	$5,689

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NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

	Balance at 12/31/10	Current Period Change (in thousands)	Balance at 12/31/11
Unrealized gain (loss) on securities available for sale without other-than-temporary impairment	$4,285	$3,403	$7,688
Unrealized loss on securities available for sale with other-than-temporary impairment	(1,425)	902	(523)
Total unrealized gain (loss) on securities available for sale	2,860	4,305	7,165
Unrealized loss on defined benefit pension plans	(1,510)	(516)	(2,026)
Total	$1,350	$3,789	$5,139

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 currently are such matters that will have a material effect on the financial statements.

Restrictions on Cash:

The Company was not required to have any cash on hand or on deposit with the Federal Reserve Bank to meet regulatory reserve and clearing requirements at year-end 2012 due to the increased level of reserves that had been held during the two-week reserve period leading up to the end of the year. The Company was required to have $3.5 million of cash on hand or on deposit with the Federal Reserve Bank to meet regulatory reserve and clearing requirements at year-end 2011.

Dividend Restriction:

Banking regulations require maintaining certain capital levels and may limit the dividends paid by the Bank to the Company or by the Company to its stockholders. These restrictions pose no practical limit on the ability of the Bank or Company to pay dividends at historical levels.

Fair Value of Financial Instruments:

Fair values of financial instruments are estimated using relevant market information and other assumptions, as more fully disclosed in Note 5. 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:

The Company’s chief decision-makers monitor and evaluate financial performance on a Company-wide basis. All of the Company’s financial service operations are similar and considered by management to be aggregated into one reportable operating segment. While the Company has assigned certain management responsibilities by region and business-line, the Company's chief decision-makers monitor and evaluate financial performance on a Company-wide basis. The majority of the Company's revenue is from the business of banking and the Company's assigned regions have similar economic characteristics, products, services and customers. Accordingly, all of the Company’s operations are considered by management to be aggregated in one reportable operating segment.

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NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Adoption of New Accounting Standards:

In May 2011, the FASB issued an amendment to achieve common fair value measurement and disclosure requirements between U.S. and international accounting principles. The amendment results in a consistent definition of fair value and common requirements for measurement of and disclosure about fair value between GAAP and International Financial Reporting Standards (“IFRS”). The changes to GAAP as a result of the amendment are as follows: (1) The concepts of highest and best use and valuation premise are only relevant when measuring the fair value of nonfinancial assets (that is, it does not apply to financial assets or any liabilities); (2) GAAP currently prohibits application of a blockage factor in valuing financial instruments with quoted prices in active markets. The amendment extends that prohibition to all fair value measurements; (3) An exception is provided to the basic fair value measurement principles for an entity that holds a group of financial assets and financial liabilities with offsetting positions in market risks or counterparty credit risk that are managed on the basis of the entity’s net exposure to either of those risks. This exception allows the entity, if certain criteria are met, to measure the fair value of the net asset or liability position in a manner consistent with how market participants would price the net risk position; (4) The exception aligns the fair value measurement of instruments classified within an entity’s stockholders’ equity with the guidance for liabilities; and (5) Disclosure requirements have been enhanced for recurring Level 3 fair value measurements to disclose quantitative information about unobservable inputs and assumptions used, to describe the valuation processes used by the entity, and to describe the sensitivity of fair value measurements to changes in unobservable inputs and interrelationships between those inputs. In addition, entities must report the level in the fair value hierarchy of items that are not measured at fair value in the statement of condition but whose fair value must be disclosed. The provisions of the amendment are effective for the Company’s interim and annual periods beginning on or after December 15, 2011. The adoption of this standard did not have a material impact on the Company’s statements of income and condition and the disclosure requirements are already effective.

In June 2011, the FASB amended existing guidance and eliminated the option to present the components of other comprehensive income as part of the statement of changes in stockholder’s equity. The amendment requires that comprehensive income be presented in either a single continuous statement or in two separate consecutive statements. In December 2011, the FASB deferred the effective date pertaining to reclassification adjustments out of accumulated other comprehensive income in this standard until the Board is able to reconsider those paragraphs. The adoption of the remaining amendments changed the presentation of the components of comprehensive income for the Company as part of Note 1 into two consecutive statements. These amendments are effective for interim and annual periods beginning on or after December 15, 2011.

In September 2011, the FASB amended existing guidance relating to goodwill impairment testing. The amendment permits an assessment of qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If, after assessing these events or circumstances, it is concluded that it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, then performing the two-step impairment test is unnecessary. The amendments in this guidance are effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. The adoption of this standard did not have a material impact on the Company’s statements of income and condition.

Newly Issued But Not Yet Effective Accounting Standards:

No new accounting standards have been issued that are not yet effective that are expected to have a significant impact on the Company’s financial condition or results of operations.

Reclassifications:

Certain amounts appearing in the financial statements and notes thereto for prior periods have been reclassified to conform with the current presentation. The reclassifications had no effect on net income or stockholders' equity as previously reported.

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NOTE 2 - SECURITIES

Information related to the fair value and amortized cost of securities available for sale and the related gross unrealized gains and losses recognized in accumulated other comprehensive income (loss) at December 31 is provided in the tables below.

	Fair Value	Gross Unrealized Gain	Gross Unrealized Losses	Amortized Cost
2012	(in thousands)			
U.S. Treasury securities	$1,037	$35	$0	$1,002
U.S. government sponsored agencies	5,304	278	0	5,026
Agency residential mortgage-backed securities	365,644	7,813	(1,495)	359,326
Non-agency residential mortgage-backed securities	6,453	242	0	6,211
State and municipal securities	88,583	5,509	(189)	83,263
Total	$467,021	$13,877	$(1,684)	$454,828
2011				
U.S. Treasury securities	$1,055	$52	$0	$1,003
U.S. government sponsored agencies	5,277	244	0	5,033
Agency residential mortgage-backed securities	350,102	8,989	(923)	342,036
Non-agency residential mortgage-backed securities	32,207	191	(2,225)	34,241
State and municipal securities	78,750	5,292	(9)	73,467
Total	$467,391	$14,768	$(3,157)	$455,780

Total other-than-temporary impairment recognized in accumulated other comprehensive income was $0 and $213,000 for securities available for sale at December 31, 2012 and 2011.

Information regarding the fair value and amortized cost of available for sale debt securities by maturity as of December 31, 2012 is presented below. Maturity information is based on contractual maturity for all securities other than mortgage-backed securities. Actual maturities of securities may differ from contractual maturities because borrowers may have the right to prepay the obligation without prepayment penalty.

	Amortized Cost	Fair Value
	(in thousands)	
Due in one year or less	$2,221	$2,213
Due after one year through five years	24,636	26,233
Due after five years through ten years	36,310	39,017
Due after ten years	26,124	27,461
	89,291	94,924
Mortgage-backed securities	365,537	372,097
Total debt securities	$454,828	$467,021

Security proceeds, gross gains and gross losses for 2012, 2011 and 2010 were as follows:

	2012	2011	2010
		(in thousands)	
Sales of securities available for sale			
Proceeds	$27,855	$73,318	$0
Gross gains	824	3,997	0
Gross losses	1,203	4,171	0

Security proceeds for 2012 and 2011 are net of other-than-temporary impairment previously recognized on several non-agency mortgage-backed securities sold.

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NOTE 2 – SECURITIES (continued)

The Company sold twelve securities with a total book value of $28.2 million and a total fair value of $27.9 million during 2012. The sales included nine non-agency residential mortgage-backed securities, including all five on which the Company had previously recognized other-than-temporary impairment. The remaining gains during 2012 were from calls. The Company sold 36 securities with a total book value of $73.5 million and a total fair value of $73.3 million during 2011. The sales were related to a strategic realignment of the securities portfolio, and included six of the seven non-agency residential mortgage-backed securities on which the Company had previously recognized other-than-temporary impairment. The remaining gains in 2011 were from calls or maturities. There were no security sales in 2010. All of the gains and losses in 2010 were from calls.

Securities with carrying values of $193.7 million and $247.7 million were pledged as of December 31, 2012 and 2011, as collateral for deposits of public funds, securities sold under agreements to repurchase, borrowings from the FHLB and for other purposes as permitted or required by law.

Information regarding securities with unrealized losses as of December 31, 2012 and 2011 is presented below. The tables distribute the securities between those with unrealized losses for less than twelve months and those with unrealized losses for twelve months or more.

	Less than 12 months		12 months or more		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
2012	(in thousands)					
Agency residential mortgage-backed securities	$92,974	$(1,066)	$20,422	$(429)	$113,396	$(1,495)
State and municipal securities	10,791	(188)	50	(1)	10,841	(189)
Total temporarily impaired	$103,765	$(1,254)	$20,472	$(430)	$124,237	$(1,684)
2011						
Agency residential mortgage-backed securities	$74,463	$(860)	$4,813	$(63)	$79,276	$(923)
Non-agency residential mortgage-backed securities	3,379	(4)	23,885	(2,221)	27,264	(2,225)
State and municipal securities	341	(2)	1,003	(7)	1,344	(9)
Total temporarily impaired	$78,183	$(866)	$29,701	$(2,291)	$107,884	$(3,157)

The number of securities with unrealized losses as of December 31, 2012 and 2011 is presented below.

2012	Less than 12 months	12 months or more	Total
Agency residential mortgage-backed securities	29	9	38
State and municipal securities	29	1	30
Total temporarily impaired	58	10	68

2011	Less than 12 months	12 months or more	Total
Agency residential mortgage-backed securities	21	1	22
Non-agency residential mortgage-backed securities	2	9	11
State and municipal securities	3	2	5
Total temporarily impaired	26	12	38

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NOTE 2 – SECURITIES (continued)

All of the following are considered to determine whether or not the impairment of these securities is other-than-temporary. Ninety-nine percent of the securities are backed by the U.S. government, government agencies, government sponsored agencies or are A- rated or better, except for certain non-local or local municipal securities, which are not rated. Mortgage-backed securities which are not issued by the U.S. government or government sponsored agencies (non-agency residential mortgage-backed securities) met specific criteria set by the Asset Liability Management Committee at their time of purchase, including having the highest rating available by either Moody's, S&P or Fitch. None of the securities have call provisions (with the exception of the municipal securities) and all payments as originally agreed are being received on their original terms. For the government, government-sponsored agency and municipal securities, management did not have concerns of credit losses and there was nothing to indicate that full principal will not be received. Management considered the unrealized losses on these securities to be primarily interest rate driven and does not expect material losses given current market conditions unless the securities are sold. However, at this time management does not have the intent to sell and it is more likely than not that it will not be required to sell these securities before the recovery of their amortized cost basis.

As of December 31, 2012, the Company had $6.5 million of non-agency residential mortgage-backed securities which were not issued by the U.S. government or government sponsored agencies, but which were rated AAA by S&P or Fitch and/or Aaa by Moody's at the time of purchase. As of December 31, 2011, the Company had $32.2 million of non-agency residential mortgage-backed securities which were not issued by the federal government or government sponsored agencies, but which were rated AAA by S&P and/or Aaa by Moody's at the time of purchase. During the third quarter of 2012, the Company sold nine of the non-agency mortgage-backed securities as part of a strategic realignment of the investment portfolio. The securities sold had a book value of $20.7 million and a fair value of $19.5 million. The sales included all five of the securities on which the Company had previously recognized other-than-temporary impairment. One of the non-agency residential mortgage-backed securities owned at December 31, 2011 paid off in May 2012. None of the remaining five non-agency residential mortgage-backed securities were still rated AAA/Aaa as of December 31, 2012 by at least one of the rating agencies and one had been downgraded to below investment grade by at least one of those rating agencies. Five of the fifteen remaining non-agency residential mortgage-backed securities were still rated AAA/Aaa as of December 31, 2011 by at least one of the rating agencies, but the other ten had been downgraded to below investment grade by at least one rating agency.

For these non-agency residential mortgage-backed securities, additional analysis is performed to determine if the impairment is temporary or other-than-temporary, in which case impairment would need to be recorded for these securities. The Company performs an independent analysis of the cash flows of the individual securities based upon assumptions as to collateral defaults, prepayment speeds, expected losses and the severity of potential losses. Based upon the initial review, securities may be identified for further analysis computing the net present value using an appropriate discount rate (the current accounting yield) and comparing it to the book value of the security to determine if there is any other-than-temporary impairment that must be recorded. Based on this analysis of the non-agency residential mortgage-backed securities, the Company recorded an other-than-temporary impairment of $1.0 million relating to four securities in the year ended December 31, 2012, which is equal to the credit loss, establishing a new, lower amortized cost basis. All of the securities on which the Company had recognized other-than-temporary impairment were sold during the third quarter of 2012. None of the five remaining non-agency mortgage-backed securities had any unrealized losses or other-than-temporary impairment at December 31, 2012.

The following table provides information about debt securities for which only a credit loss was recognized in income and other losses were recorded in other comprehensive income.

	2012	2011

	(in thousands)	
Balance January 1,	$359	$1,812
Additions related to other-than-temporary impairment losses		
not previously recognized	779	42
Additional increases to the amount of credit loss for which		
other-than-temporary impairment was previously recognized	247	244
Reductions for previous credit losses realized on		
securities sold during the year	(1,385)	(1,739)
Balance December 31,	$0	$359

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NOTE 2 – SECURITIES (continued)

Information on securities with at least one rating below investment grade as of December 31, 2012 is presented below.

Description	CUSIP	Other Than Temporary Impairment	December 31, 2012 Par Value (in thousands)	Amortized Cost	Fair Value	Unrealized Gain/(Loss)	12/31/2012 Lowest Credit Rating	1-Month Constant Default Rate	3-Month Constant Default Rate	6-Month Constant Default Rate	Credit Support
RALI 2004-QS7 A3	76110HTX7	$0	$2,908	$2,891	$2,979	$88	BB+	5.67	5.46	3.38	10.34

Information on securities with at least one rating below investment grade as of December 31, 2011 is presented below.

Description	CUSIP	Other Than Temporary Impairment	December 31, 2011 Par Value (in thousands)	Amortized Cost	Fair Value	Unrealized Gain/(Loss)	12/31/2011 Lowest Credit Rating	1-Month Constant Default Rate	3-Month Constant Default Rate	6-Month Constant Default Rate	Credit Support
CWHL 2006-18 2A7	12543WAJ7	$0	$2,815	$2,761	$2,450	$(311)	C	12.89	8.16	4.06	2.89
CWALT 2005-46CB A1	12667G6U2	42	3,530	3,323	2,747	(576)	CC	5.42	3.95	3.16	3.01
CWALT 2005-J8 1A3	12667GJ20	0	5,043	4,835	4,560	(275)	CC	7.9	8.6	5.04	6.2
CHASE 2005-S3 A4	16162WNE5	0	333	331	330	(1)	B1	0	0	2.43	4.02
CHASE 2006-S3 1A5	16162XAE7	0	1,281	1,279	1,199	(80)	C	0.84	1.2	2.73	2.2
CMSI 2007-61A5	173103AE2	0	2,523	2,521	2,473	(48)	B1	5.29	3.04	2.69	6.68
GSR 2006-10F 1A1	36266WAC6	0	3,626	3,374	3,164	(210)	C	0	0	1.13	2.17
MALT 2004-6 7 A1	576434SK1	0	3,072	3,052	3,048	(4)	B1	0	0	0	11.3
MANA 2007-F1 1A1	59023YAA2	0	2,168	2,126	1,745	(381)	D	0	0	0	0
RFMSI 2006-S5 A14	74957EAP2	317	2,707	2,332	2,029	(303)	D	6.03	4.98	5.45	0
		$359	$27,098	$25,934	$23,745	$(2,189)					

All of these securities are super senior or senior tranche non-agency residential mortgage-backed securities. The credit support is the credit support percentage for a tranche from other subordinated tranches, which is the amount of principal in the subordinated tranches expressed as a percentage of the remaining principal in the super senior/senior tranche. The super senior/senior tranches receive the prepayments and the subordinate tranches absorb the losses. The super senior/senior tranches do not absorb losses until the subordinate tranches are gone.

The Company does not have a history of actively trading securities, but keeps the securities available for sale should liquidity or other needs develop that would warrant the sale of securities. While these securities are held in the available for sale portfolio, it is management's current intent and ability to hold them until a recovery in fair value or maturity.

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NOTE 3 - LOANS

Total loans outstanding as of year-end consisted of the following:

	2012	2011
	(in thousands)	
Commercial and industrial loans:		
Working capital lines of credit loans	$439,638	$373,768
Non-working capital loans	407,184	377,388
Total commercial and industrial loans	846,822	751,156
Commercial real estate and multi-family residential loans:		
Construction and land development loans	82,494	82,284
Owner occupied loans	358,617	346,669
Nonowner occupied loans	314,889	385,090
Multifamily loans	45,011	38,477
Total commercial real estate and multi-family residential loans	801,011	852,520
Agri-business and agricultural loans:		
Loans secured by farmland	109,147	118,224
Loans for agricultural production	115,572	119,705
Total agri-business and agricultural loans	224,719	237,929
Other commercial loans	56,807	58,278
Total commercial loans	1,929,359	1,899,883
Consumer 1-4 family mortgage loans:		
Closed end first mortgage loans	109,823	106,999
Open end and junior lien loans	161,366	175,694
Residential construction and land development loans	11,541	5,462
Total consumer 1-4 family mortgage loans	282,730	288,155
Other consumer loans	45,755	45,999
Total consumer loans	328,485	334,154
Subtotal	2,257,844	2,234,037
Less: Allowance for loan losses	(51,445)	(53,400)
Net deferred loan fees	(324)	(328)
Loans, net	$2,206,075	$2,180,309

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NOTE 4 - ALLOWANCE FOR LOAN LOSSES AND CREDIT QUALITY

The following table presents the activity and balance in the allowance for loan losses and the recorded investment in loans by portfolio segment and based on impairment method as of December 31, 2012:

	Commercial and Industrial	Commercial Real Estate and Multifamily Residential	Agri-business and Agricultural	Other Commercial	Consumer 1-4 Family Mortgage	Other Consumer	Unallocated	Total
	(in thousands)							
Balance January 1	$22,830	$ 23,489	$ 695	$ 65	$ 2,322	$ 645	$ 3,354	$ 53,400
Provision for loan losses	1,814	(1,772)	705	(11)	1,552	258	3	2,549
Loans charged-off	(3,069)	(1,108)	0	0	(1,340)	(405)	0	(5,922)
Recoveries	767	203	3	186	148	111	0	1,418
Net loans charged-off	(2,302)	(905)	3	186	(1,192)	(294)	0	(4,504)
Balance December 31	$22,342	$ 20,812	$ 1,403	$ 240	$ 2,682	$ 609	$ 3,357	$ 51,445
Allowance for loan losses:								
Ending allowance balance attributable to loans:								
Individually evaluated for impairment	$5,542	$ 8,559	$ 63	$ 0	$ 607	$ 34	$ 0	$ 14,805
Collectively evaluated for impairment	16,800	12,253	1,340	240	2,075	575	3,357	36,640
Total ending allowance balance	$22,342	$ 20,812	$ 1,403	$ 240	$ 2,682	$ 609	$ 3,357	$ 51,445
Loans:								
Loans individually evaluated for impairment	$18,281	$ 36,919	$ 797	$ 0	$ 2,853	$ 92	$ 0	$ 58,942
Loans collectively evaluated for impairment	828,728	763,279	224,008	56,810	280,141	45,612	0	2,198,578
Total ending loans balance	$847,009	$ 800,198	$ 224,805	$ 56,810	$ 282,994	$ 45,704	$ 0	$ 2,257,520

The recorded investment in loans does not include accrued interest.

The following table presents the activity and balance in the allowance for loan losses and the recorded investment in loans by portfolio segment and based on impairment method as of December 31, 2011:

	Commercial and Industrial	Commercial Real Estate and Multifamily Residential	Agri-business and Agricultural	Other Commercial	Consumer 1-4 Family Mortgage	Other Consumer	Unallocated	Total
				(in thousands)				
Balance January 1	$21,479	$ 15,893	$ 1,318	$ 270	$ 1,694	$ 682	$ 3,671	$45,007
Provision for loan losses	3,112	9,748	(520)	(205)	1,632	350	(317)	13,800
Loans charged-off	(2,587)	(2,514)	(103)	0	(1,050)	(575)	0	(6,829)
Recoveries	826	362	0	0	46	188	0	1,422
Net loans charged-off	(1,761)	(2,152)	(103)	0	(1,004)	(387)	0	(5,407)
Balance December 31	$22,830	$ 23,489	$ 695	$ 65	$ 2,322	$ 645	$ 3,354	$53,400
Allowance for loan losses:								
Ending allowance balance attributable to loans:								
Individually evaluated for impairment	$9,443	$ 8,382	$ 213	$ 0	$ 288	$ 0	$ 0	$18,326
Collectively evaluated for impairment	13,387	15,107	482	65	2,034	645	3,354	35,074
Total ending allowance balance	$22,830	$ 23,489	$ 695	$ 65	$ 2,322	$ 645	$ 3,354	$53,400
Loans:								
Loans individually evaluated for impairment	$24,204	$ 35,794	$ 853	$ 0	$ 2,665	$ 0	$ 0	$63,516
Loans collectively evaluated for impairment	727,160	815,883	237,150	58,249	285,791	45,960	0	2,170,193
Total ending loans balance	$751,364	$ 851,677	$ 238,003	$ 58,249	$ 288,456	$ 45,960	$ 0	$2,233,709

The recorded investment in loans does not include accrued interest.

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NOTE 4 - ALLOWANCE FOR LOAN LOSSES AND CREDIT QUALITY (continued)

The following is an analysis of the allowance for loan losses for 2010:

	2010 (in thousands)
Balance January 1,	$32,073
Provision for loan losses	23,947
Loans charged-off	(11,742)
Recoveries	729
Net loans charged-off	(11,013)
Balance December 31,	$45,007

The allowance for loan losses to total loans as of December 31, 2012, 2011 and 2010 was 2.28%, 2.39% and 2.15% respectively.

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NOTE 4 - ALLOWANCE FOR LOAN LOSSES AND CREDIT QUALITY (continued)

The following table presents loans individually evaluated for impairment by class of loans as of December 31, 2012:

	Unpaid Principal Balance	Recorded Investment	Allowance for Loan Losses Allocated	Average Recorded Investment	Interest Income Recognized	Cash Basis Interest Income Recognized
			(in thousands)			
With no related allowance recorded:						
Commercial and industrial loans:						
Working capital lines of credit loans	$61	$61	$0	$10	$0	$0
Non-working capital loans	0	0	0	108	0	0
Commercial real estate and multi-family residential loans:						
Owner occupied loans	754	574	0	530	0	0
Nonowner occupied loans	385	385	0	259	17	17
Multifamily loans	410	286	0	83	0	0
Agri-business and agricultural loans:						
Loans secured by farmland	645	466	0	307	0	0
Loans for ag production	0	0	0	51	0	0
Consumer 1-4 family loans:						
Closed end first mortgage loans	59	59	0	339	0	0
Open end and junior lien loans	41	41	0	25	0	0
Other consumer loans	1	1	0	0	0	0
With an allowance recorded:						
Commercial and industrial loans:						
Working capital lines of credit loans	5,833	3,224	1,516	4,085	55	54
Non-working capital loans	16,763	14,996	4,026	17,062	667	681
Commercial real estate and multi-family residential loans:						
	3,352	2,960	934	2,145	48	48

Construction and land development loans						
Owner occupied loans	5,869	5,869	1,476	5,157	90	84
Nonowner occupied loans	26,835	26,845	6,149	27,830	363	380
Agri-business and agricultural loans:						
Loans secured by farmland	651	331	63	410	0	0
Loans for agricultural production	0	0	0	68	0	0
Consumer 1-4 family mortgage loans:						
Closed end first mortgage loans	3,387	2,403	415	1,870	36	50
Open end and junior lien loans	379	350	192	343	0	0
Other consumer loans	91	91	34	26	0	0
Total	$65,516	$58,942	$14,805	$60,708	$1,276	$1,314

The recorded investment in loans does not include accrued interest.

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NOTE 4 - ALLOWANCE FOR LOAN LOSSES AND CREDIT QUALITY (continued)

The following table presents loans individually evaluated for impairment by class of loans as of December 31, 2011:

	Unpaid Principal Balance	Recorded Investment	Allowance for Loan Losses Allocated	Average Recorded Investment	Interest Income Recognized	Cash Basis Interest Income Recognized
			(in thousands)			
With no related allowance recorded:						
Commercial and industrial loans:						
Non-working capital loans	$116	$116	$0	$30	$0	$0
Commercial real estate and multi-family residential loans:						
Nonowner occupied loans	0	0	0	425	0	0
With an allowance recorded:						
Commercial and industrial loans:						
Working capital lines of credit loans	7,831	5,969	3,206	5,649	23	25
Non-working capital loans	20,867	18,119	6,237	17,202	616	625
Commercial real estate and multi-family residential loans:						
Construction and land development loans	816	429	125	1,319	0	0
Owner occupied loans	5,874	5,082	1,566	3,082	41	45
Nonowner occupied loans	30,769	30,283	6,691	24,108	246	252
Agri-business and agricultural loans:						
Loans secured by farmland	1,126	628	195	610	0	0
Loans for agricultural production	225	225	18	410	0	0
Other commercial loans	0	0	0	129	0	0
Consumer 1-4 family mortgage loans:						
Closed end first mortgage loans	2,461	2,256	285	1,872	44	48
	409	409	3	118	0	0

Open end and junior lien loans						
Total	$70,494	$63,516	$18,326	$54,954	$970	$995

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NOTE 4 - ALLOWANCE FOR LOAN LOSSES AND CREDIT QUALITY (continued)

The following table presents information on impaired loans:

	2010
	(in thousands)
Average of impaired loans during the year	$39,685
Interest income recognized during impairment	450
Cash-basis interest income recognized	465

Nonaccrual loans and loans past due 30 days still on accrual were as follows:

	2012	2011
	(in thousands)	
Nonaccrual loans	$30,829	$39,425
Interest not recorded on nonaccrual loans	1,681	1,815
Loans past due 30-89 days and still accruing	4,253	4,230
Loans past due 90 days and still accruing	50	52
Nonperforming loans	30,879	39,477

Nonaccrual loans and loans past due 90 days still on accrual include both smaller balance homogeneous loans that are collectively evaluated for impairment and individually classified impaired loans. For December 31, 2012 and 2011, $30.2 million and $39.0 million of impaired loans were also included in the total for nonaccrual loans. Total impaired loans decreased by $4.6 million to $58.9 million at December 31, 2012 from $63.5 million at December 31, 2011. While there were many changes in nonaccrual loans in 2012, the decrease in nonaccrual loans resulted primarily from charge-offs of $3.1 million on four commercial credits. In addition, two commercial credits totaling $1.6 million paid off and one commercial credit of $2.0 million were returned to accruing status. As discussed earlier, the decrease in impaired loans resulting from these commercial credit charge-offs and payoffs and one additional commercial credit charge-off of $1.0 million were offset by the addition of four other commercial relationships totaling $4.8 million. For December 31, 2011 and 2010, $39.0 million and $35.8 million of impaired loans were also included in the total for nonaccrual loans. Total impaired loans increased by $15.5 million to $63.5 million at December 31, 2011 from $48.0 million at December 31, 2010. The increase in nonaccrual loans resulted primarily from the addition of one commercial credit relationship consisting of 3 loans totaling $7.3 million. As discussed earlier, the increase in impaired loans resulted from this commercial credit, as well as five other commercial relationships totaling $12.1 million.

The following table presents the recorded investment in nonaccrual and loans past due over 90 days still on accrual by class of loans as of December 31, 2012 and 2011:

	Nonaccrual		Loans Past Due Over 90 Days Still Accruing	
	2012	2011	2012	2011
	(in thousands)			

Commercial and industrial loans:				
Working capital lines of credit loans	$1,899	$4,743	$0	$0
Non-working capital loans	4,812	5,433	50	0
Commercial real estate and multi-family residential loans:				
Construction and land development loans	398	429	0	0
Owner occupied loans	2,461	4,371	0	0
Nonowner occupied loans	19,200	21,971	0	0
Multifamily loans	286	0	0	0
Agri-business and agricultural loans:				
Loans secured by farmland	797	628	0	0
Loans for agricultural production	0	225	0	0
Consumer 1-4 family mortgage loans:				
Closed end first mortgage loans	504	1,193	0	52
Open end and junior lien loans	391	452	0	0
Other consumer loans	77	7	0	0
Total	$30,825	$39,452	$50	$52

The recorded investment in loans does not include accrued interest.

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NOTE 4 - ALLOWANCE FOR LOAN LOSSES AND CREDIT QUALITY (continued)

The following table presents the aging of the recorded investment in past due loans as of December 31, 2012 by class of loans:

	30-89 Days Past Due	Greater than 90 Days Past Due	Total Past Due	Loans Not Past Due	Total
			(in thousands)		
Commercial and industrial loans:					
Working capital lines of credit loans	$233	$1,899	$2,132	$437,705	$439,837
Non-working capital loans	48	4,862	4,910	402,262	407,172
Commercial real estate and multi-family residential loans:					
Construction and land development loans	998	398	1,396	80,954	82,350
Owner occupied loans	1,023	2,461	3,484	354,921	358,405
Nonowner occupied loans	38	19,200	19,238	295,243	314,481
Multifamily loans	0	286	286	44,676	44,962
Agri-business and agricultural loans:					
Loans secured by farmland	0	797	797	108,359	109,156
Loans for agricultural production	0	0	0	115,649	115,649
Other commercial loans	0	0	0	56,810	56,810
Consumer 1-4 family mortgage loans:					
Closed end first mortgage loans	1,475	504	1,979	107,583	109,562
Open end and junior lien loans	361	391	752	161,172	161,924
Residential construction loans	0	0	0	11,508	11,508
Other consumer loans	81	77	158	45,546	45,704
Total	$4,257	$30,875	$35,132	$2,222,388	$2,257,520

The recorded investment in loans does not include accrued interest.

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NOTE 4 - ALLOWANCE FOR LOAN LOSSES AND CREDIT QUALITY (continued)

The following table presents the aging of the recorded investment in past due loans as of December 31, 2011 by class of loans:

	30-89 Days Past Due	Greater than 90 Days Past Due	Total Past Due	Loans Not Past Due	Total
			(in thousands)		
Commercial and industrial loans:					
Working capital lines of credit loans	$1,051	$4,743	$5,794	$368,098	$373,892
Non-working capital loans	21	5,433	5,454	372,018	377,472
Commercial real estate and multi-family residential loans:					
Construction and land development loans	0	429	429	81,650	82,079
Owner occupied loans	104	4,371	4,475	342,068	346,543
Nonowner occupied loans	0	21,971	21,971	362,710	384,681
Multifamily loans	0	0	0	38,374	38,374
Agri-business and agricultural loans:					
Loans secured by farmland	0	628	628	117,619	118,247
Loans for agricultural production	0	225	225	119,531	119,756
Other commercial loans	0	0	0	58,249	58,249
Consumer 1-4 family mortgage loans:					
Closed end first mortgage loans	2,569	1,245	3,814	102,970	106,784
Open end and junior lien loans	254	452	706	175,517	176,223
Residential construction loans	34	0	34	5,415	5,449
Other consumer loans	192	7	199	45,761	45,960
Total	$4,225	$39,504	$43,729	$2,189,980	$2,233,709

The recorded investment in loans does not include accrued interest.

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NOTE 4 - ALLOWANCE FOR LOAN LOSSES AND CREDIT QUALITY (continued)

Troubled Debt Restructurings:

Troubled debt restructured loans are included in the totals for impaired loans. The Company has allocated $12.5 million and $15.7 million of specific reserves to customers whose loan terms have been modified in troubled debt restructurings as of December 31, 2012 and 2011. The Company is not committed to lend additional funds to debtors whose loans have been modified in a troubled debt restructuring.

	2012	2011 (in thousands)	2010
Accruing troubled debt restructured loans	$22,332	$22,177	$8,547
Nonaccrual troubled debt restructured loans	28,506	34,273	6,091
Total troubled debt restructured loans	$50,838	$56,450	$14,638

During the year ending December 31, 2012 certain loans were modified as troubled debt restructurings. The modified terms of these loans include one or a combination of the following: inadequate compensation for the terms of the restructure or renewal; a reduction in the interest rate on a loan to one that would not be readily available in the marketplace for borrowers with a similar risk profile; a modification of the repayment terms which delays principal repayment for some period; or renewal terms offered to borrowers in financial distress where no additional credit enhancements were obtained at the time of renewal.

There were renewal terms on several loans offered for loans to borrowers under financial distress which did not require additional compensation or consideration and would not have been readily available in the marketplace for loans bearing similar risk profiles. In these instances, it was determined that a concession had been granted. It is difficult to quantify the concession granted due to an absence of readily available market terms to be used for comparison. The renewals during the first three months were to one borrower engaged in construction and land development, where the aggregate recorded investment totaled $1.6 million. The renewal during the three months ended June 30, 2012, was a non-working capital term loan with a recorded investment of $1.1 million. During the three months ended September 30, 2012, the Bank renegotiated terms on a loan where the collateral securing the original note was sold for an amount that did not satisfy the balance. The Bank agreed to release its collateral interest to facilitate the sale, and renegotiated a new consumer loan with a recorded investment of $17,000 for the remaining balance of the loan. The terms offered in the renegotiated unsecured loan were an exception to bank policy, therefore it was determined that a concession had been granted. These loans are included in the table of all modifications below.

Renegotiated interest rates include loans with a reduction in rate for a short-term (part of the remaining life of the loan) or long-term (life of loan). There were modifications to borrowers at rates that were readily available in the market, but to borrowers who would not have otherwise qualified for the market terms offered in the modification without a concession being granted. Also included are borrowers who received interest rate concessions that were below market rates.

Delays in principal repayment include loans which were intended to be amortizing during the period, but due to financial hardship the borrowers under these loans were unable to meet the original or intended repayment terms. These include loans with principal deferrals for a prolonged period or those with modified payments which are an exception to bank policy.

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NOTE 4 - ALLOWANCE FOR LOAN LOSSES AND CREDIT QUALITY (continued)

The following table presents loans by class modified as troubled debt restructurings that occurred during the period ending December 31, 2012:

	All Modifications			Interest Rate Reductions			Modified Repayment Terms	
	Number of Loans	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment	Number of Loans	Interest at Pre-Modification Rate	Interest at Post-Modification Rate	Number of Loans	Extension Period or Range (in months)
		(in thousands)			(in thousands)			
Troubled Debt Restructurings								
Commercial and industrial loans:								
Non-working capital loans	1	$942	$ 1,060	0	$0	$ 0	0	0
Commercial real estate and multi-family residential loans:								
Construction and land development loans	5	1,638	1,638	0	0	0	0	0
Owner occupied loans	2	2,260	2,260	1	440	117	1	18
Nonowner occupied loans	1	385	385	0	0	0	1	14
Consumer 1-4 family loans:								
Closed end first mortgage loans	5	317	316	5	403	381	0	0
Other consumer loans	1	17	17	0	0	0	0	0
Total	15	$5,559	$ 5,676	6	$843	$ 498	2	14-18

All of the commercial and industrial loan troubled debt restructurings described above also had inadequate compensation of additional collateral as part of the restructuring.

For the period ending December 31, 2012, the commercial and industrial loan troubled debt restructurings described above decreased the allowance for loan losses by $853,000, the commercial real estate and multi-family residential loan troubled debt restructurings described above decreased the allowance for loan losses by $67,000, the consumer 1-4 family loan troubled debt restructurings described above increased the allowance for loan losses by $48,000 and the other consumer loan troubled debt restructurings described above increased the allowance for loan losses by $4,000. The commercial and industrial loan and one commercial real estate and multi-family residential loan that decreased the provision during 2012 had modifications during the first five months of the year and had improved their positions during the remainder of the year warranting the decrease in allocation.

No charge offs resulted from any troubled debt restructurings described above during the period ending December 31, 2012.

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NOTE 4 - ALLOWANCE FOR LOAN LOSSES AND CREDIT QUALITY (continued)

During the year ending December 31, 2011, the terms of certain loans were modified as troubled debt restructurings. The modified terms of these loans included one or a combination of the following: a reduction of the stated interest rate of the loan below market rates; principle and interest forgiveness; a modification of repayment terms that delays principal repayment for some period; or inadequate compensation for the terms of the restructure. Clarifications in the accounting guidance for troubled debt restructurings that became effective in the third quarter of 2011 resulted in $15.6 million being added to total troubled debt restructured loans in 2011. Of the $15.6 million added, $15.3 million was included in nonperforming and impaired loans at December 31, 2010.

Renegotiated interest rates include loans with a reduction in rate for a short-term (part of the remaining life of the loan) or long-term (life of loan). Included are modifications to borrowers at a rate that is readily available in the market, but who otherwise would not have qualified for the terms offered in the modification without a concession being granted. Also included are borrowers who received interest rate concessions that are below market rates.

Delays in principal repayment include loans that were intended to be amortizing during the period, but, due to financial hardship, these borrowers were unable to meet the original or intended repayment terms. These include loans with principal deferrals for a prolonged period or those with modified payments, which are an exception to bank policy.

Inadequate compensation for the terms of the restructure were identified in some loans where terms offered would not have been readily available in the marketplace for loans bearing similar risk profiles, including loans that were renewed under terms similar to original terms. In some instances it was determined that a concession had been granted; however, it is difficult to quantify these concessions due to an absence in market terms to be used for comparison. These loans included two non-working capital loans with a recorded investment of $636,000, one non-owner occupied loan with a recorded investment of $642,000 and one loan secured by farmland with a recorded investment of $413,000. These loans are included in the table of all modifications below.

The following tables present loans by class modified as troubled debt restructurings that occurred during the period ending December 31, 2011:

	All Modifications		
	Number of Loans	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
		(in thousands)	
Troubled Debt Restructurings			
Commercial and industrial loans:			
Working capital lines of credit loans	3	$639	$ 639
Non-working capital loans	6	6,187	6,261
Commercial real estate and multi-family residential loans:			
Construction and land development loans			
Owner occupied loans	8	6,648	6,651

Nonowner occupied loans	8	23,767	23,767
Agri-business and agricultural loans:			
Loans secured by farmland	2	683	683
Consumer 1-4 family loans:			
Closed end first mortgage loans	6	942	849
Total	33	$38,866	$ 38,850

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NOTE 4 - ALLOWANCE FOR LOAN LOSSES AND CREDIT QUALITY (continued)

	Interest Rate Reductions			Principal and Interest Forgiveness					Modified Repayment Terms	
	Number of Loans	Interest at Pre-Modification Rate	Interest at Post-Modification Rate	Number of Loans	Principal at Pre-Modification Rate	Principal at Post-Modification Rate	Interest at Pre-Modification Rate	Interest at Post-Modification Rate	Number of Loans	Extension Period or Range (in months)
		(in thousands)				(in thousands)				
Troubled Debt Restructurings										
Commercial and industrial loans:										
Working capital lines of credit loans	0	$0	$ 0	0	$0	$ 0	$ 0	$ 0	3	11-60
Non-working capital loans	0	0	0	0	0	0	0	0	4	12-36