

ISABELLA BANK CORP
Form 10-Q
August 08, 2014
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the quarterly period ended June 30, 2014

or
 Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the transition period from _____ to _____
Commission File Number: 0-18415

Isabella Bank Corporation
(Exact name of registrant as specified in its charter)

Michigan 38-2830092
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

401 N. Main St, Mt. Pleasant, MI 48858
(Address of principal executive offices) (Zip code)

(989) 772-9471
(Registrant's telephone number, including area code)

N/A
(Former name, former address and former fiscal year, if changed since last report)

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

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

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

Large accelerated filer Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

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

The number of shares outstanding of the registrant's Common Stock (no par value) was 7,750,559 as of August 6, 2014.

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QUARTERLY REPORT ON FORM 10-Q
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Forward Looking Statements

This report contains certain forward looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. We intend such forward looking statements to be covered by the safe harbor provisions for forward looking statements contained in the Private Securities Litigation Reform Act of 1995, and are included in this statement for purposes of these safe harbor provisions. Forward looking statements, which are based on certain assumptions and describe future plans, strategies and expectations, are generally identifiable by use of the words “believe,” “expect,” “intend,” “anticipate,” “estimate,” “project” and similar expressions. Our ability to predict results or the actual effect of future plans or strategies is inherently uncertain. Factors which could have a material adverse effect on the operations and future prospects include, but are not limited to, changes in: interest rates, general economic conditions, monetary and fiscal policies of the U.S. Government, including policies of the U.S. Treasury and the FRB, the quality or composition of the loan or investment portfolios, demand for loan products, fluctuation in the value of collateral securing our loan portfolio, deposit flows, competition, demand for financial services in our market area, and accounting principles, policies and guidelines. These risks and uncertainties should be considered in evaluating forward looking statements and undue reliance should not be placed on such statements. Further information concerning our business, including additional factors that could materially affect our financial results, is included in our filings with the SEC.

The acronyms and abbreviations identified below may be used throughout this Quarterly Report on Form 10-Q, or in our other filings. You may find it helpful to refer back to this page while reading this report.

| | |
|---|---|
| AFS: Available-for-sale | GAAP: U.S. generally accepted accounting principles |
| ALLL: Allowance for loan and lease losses | GLB Act: Gramm-Leach-Bliley Act of 1999 |
| AOCI: Accumulated other comprehensive income (loss) | IFRS: International Financial Reporting Standards |
| ASC: FASB Accounting Standards Codification | IRR: Interest rate risk |
| ASU: FASB Accounting Standards Update | JOBS Act: Jumpstart our Business Startups Act |
| ATM: Automated Teller Machine | LIBOR: London Interbank Offered Rate |
| BHC Act: Bank Holding Company Act of 1956 | N/A: Not applicable |
| CFPB: Consumer Financial Protection Bureau | N/M: Not meaningful |
| CIK: Central Index Key | NASDAQ: NASDAQ Stock Market Index |
| CRA: Community Reinvestment Act | NASDAQ Banks: NASDAQ Bank Stock Index |
| DIF: Deposit Insurance Fund | NAV: Net asset value |
| DIFS: Department of Insurance and Financial Services | NOW: Negotiable order of withdrawal |
| Directors Plan: Isabella Bank Corporation and Related Companies Deferred Compensation Plan for Directors | NSF: Non-sufficient funds |
| Dividend Reinvestment Plan: Isabella Bank Corporation Stockholder Dividend Reinvestment Plan and Employee Stock Purchase Plan | OCI: Other comprehensive income (loss) |
| Dodd-Frank Act: Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 | OMSRs: Originated mortgage servicing rights |
| ESOP: Employee stock ownership plan | OREO: Other real estate owned |
| Exchange Act: Securities Exchange Act of 1934 | OTC: Over-the-Counter |
| FASB: Financial Accounting Standards Board | OTTI: Other-than-temporary impairment |
| FDI Act: Federal Deposit Insurance Act | PBO: Projected benefit obligation |
| FDIC: Federal Deposit Insurance Corporation | PCAOB: Public Company Accounting Oversight Board |
| FFIEC: Federal Financial Institutions Examinations Council | Rabbi Trust: A trust established to fund the Directors Plan |
| FRB: Federal Reserve Bank | SEC: U.S. Securities & Exchange Commission |
| FHLB: Federal Home Loan Bank | SOX: Sarbanes-Oxley Act of 2002 |
| Freddie Mac: Federal Home Loan Mortgage Corporation | TDR: Troubled debt restructuring |
| FTE: Fully taxable equivalent | XBRL: eXtensible Business Reporting Language |

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PART I – FINANCIAL INFORMATION

Item 1. Interim Condensed Consolidated Financial Statements (Unaudited)

INTERIM CONDENSED CONSOLIDATED BALANCE SHEETS

(Dollars in thousands)

| | June 30 2014 | December 31 2013 |
|---|--------------------|---------------------|
| ASSETS | | |
| Cash and cash equivalents | | |
| Cash and demand deposits due from banks | \$26,484 | \$21,755 |
| Interest bearing balances due from banks | 896 | 19,803 |
| Total cash and cash equivalents | 27,380 | 41,558 |
| Certificates of deposit held in other financial institutions | 580 | 580 |
| Trading securities | — | 525 |
| AFS securities (amortized cost of \$546,102 in 2014 and \$517,614 in 2013) | 550,518 | 512,062 |
| Mortgage loans AFS | 340 | 1,104 |
| Loans | | |
| Commercial | 407,791 | 392,104 |
| Agricultural | 97,661 | 92,589 |
| Residential real estate | 278,545 | 289,931 |
| Consumer | 32,310 | 33,413 |
| Gross loans | 816,307 | 808,037 |
| Less allowance for loan and lease losses | 10,700 | 11,500 |
| Net loans | 805,607 | 796,537 |
| Premises and equipment | 25,701 | 25,719 |
| Corporate owned life insurance policies | 24,775 | 24,401 |
| Accrued interest receivable | 5,448 | 5,442 |
| Equity securities without readily determinable fair values | 19,303 | 18,293 |
| Goodwill and other intangible assets | 46,216 | 46,311 |
| Other assets | 16,267 | 20,605 |
| TOTAL ASSETS | \$1,522,135 | \$1,493,137 |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | |
| Deposits | | |
| Noninterest bearing | \$162,537 | \$158,428 |
| NOW accounts | 186,705 | 192,089 |
| Certificates of deposit under \$100 and other savings | 463,497 | 455,547 |
| Certificates of deposit over \$100 | 248,189 | 237,702 |
| Total deposits | 1,060,928 | 1,043,766 |
| Borrowed funds | 279,457 | 279,326 |
| Accrued interest payable and other liabilities | 10,651 | 9,436 |
| Total liabilities | 1,351,036 | 1,332,528 |
| Shareholders' equity | | |
| Common stock — no par value 15,000,000 shares authorized; issued and outstanding 7,735,156 shares (including 6,697 shares held in the Rabbi Trust) in 2014 and 7,723,023 shares (including 12,761 shares held in the Rabbi Trust) in 2013 | 137,945 | 137,580 |
| Shares to be issued for deferred compensation obligations | 3,984 | 4,148 |
| Retained earnings | 28,702 | 25,222 |
| Accumulated other comprehensive income (loss) | 468 | (6,341) |
| Total shareholders' equity | 171,099 | 160,609 |
| TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY | \$1,522,135 | \$1,493,137 |

See notes to interim condensed consolidated financial statements.

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INTERIM CONDENSED CONSOLIDATED STATEMENTS OF INCOME

(Dollars in thousands except per share amounts)

| | Three Months Ended | | Six Months Ended | |
|---|--------------------|----------|------------------|----------|
| | June 30 2014 | 2013 | June 30 2014 | 2013 |
| Interest income | | | | |
| Loans, including fees | \$9,799 | \$10,280 | \$19,550 | \$20,610 |
| AFS securities | | | | |
| Taxable | 1,993 | 1,798 | 3,991 | 3,632 |
| Nontaxable | 1,486 | 1,244 | 2,943 | 2,478 |
| Trading securities | 1 | 9 | 6 | 23 |
| Federal funds sold and other | 112 | 109 | 265 | 225 |
| Total interest income | 13,391 | 13,440 | 26,755 | 26,968 |
| Interest expense | | | | |
| Deposits | 1,589 | 1,822 | 3,205 | 3,696 |
| Borrowings | 879 | 959 | 1,763 | 1,906 |
| Total interest expense | 2,468 | 2,781 | 4,968 | 5,602 |
| Net interest income | 10,923 | 10,659 | 21,787 | 21,366 |
| Provision for loan losses | (200 |) 215 | (442 |) 515 |
| Net interest income after provision for loan losses | 11,123 | 10,444 | 22,229 | 20,851 |
| Noninterest income | | | | |
| Service charges and fees | 1,360 | 1,445 | 2,754 | 2,726 |
| Net gain on sale of mortgage loans | 151 | 249 | 266 | 607 |
| Earnings on corporate owned life insurance policies | 190 | 190 | 374 | 359 |
| Net gains (losses) on sale of AFS securities | — | — | — | 99 |
| Other | 733 | 852 | 1,289 | 1,392 |
| Total noninterest income | 2,434 | 2,736 | 4,683 | 5,183 |
| Noninterest expenses | | | | |
| Compensation and benefits | 5,385 | 5,236 | 10,871 | 10,681 |
| Furniture and equipment | 1,219 | 1,192 | 2,487 | 2,381 |
| Occupancy | 676 | 641 | 1,418 | 1,306 |
| Other | 2,020 | 2,255 | 4,010 | 4,147 |
| Total noninterest expenses | 9,300 | 9,324 | 18,786 | 18,515 |
| Income before federal income tax expense | 4,257 | 3,856 | 8,126 | 7,519 |
| Federal income tax expense | 692 | 643 | 1,252 | 1,219 |
| NET INCOME | \$3,565 | \$3,213 | \$6,874 | \$6,300 |
| Earnings per common share | | | | |
| Basic | \$0.46 | \$0.42 | \$0.89 | \$0.82 |
| Diluted | \$0.45 | \$0.41 | \$0.87 | \$0.80 |
| Cash dividends per common share | \$0.22 | \$0.21 | \$0.44 | \$0.42 |

See notes to interim condensed consolidated financial statements.

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INTERIM CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

(Dollars in thousands)

| | Three Months Ended | | Six Months Ended | |
|--|--------------------|----------|------------------|----------|
| | June 30 | | June 30 | |
| | 2014 | 2013 | 2014 | 2013 |
| Net income | \$3,565 | \$3,213 | \$6,874 | \$6,300 |
| Unrealized gains (losses) on AFS securities | | | | |
| Unrealized gains (losses) arising during the period | 4,448 | (11,997 |) 9,968 | (13,958 |
| Reclassification adjustment for net realized (gains) losses included in net income | — | — | — | (99 |
| Net unrealized gains (losses) | 4,448 | (11,997 |) 9,968 | (14,057 |
| Tax effect (1) | (1,420 |) 3,979 | (3,159 |) 4,902 |
| Other comprehensive income (loss), net of tax | 3,028 | (8,018 |) 6,809 | (9,155 |
| Comprehensive income (loss) | \$6,593 | \$(4,805 |) \$13,683 | \$(2,855 |

(1) See "Note 12 – Accumulated Other Comprehensive Income (Loss)" for tax effect reconciliation.

See notes to interim condensed consolidated financial statements.

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INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

(Dollars in thousands except per share amounts)

| | Common Stock | | Shares to be | Retained | Accumulated | Totals |
|--|--------------|------------|--------------|-----------|---------------|------------|
| | Shares | Amount | Issued for | Earnings | Other | |
| | Outstanding | | Deferred | | Comprehensive | |
| | | | Compensation | | Income (Loss) | |
| | | | Obligations | | | |
| Balance, January 1, 2013 | 7,671,846 | \$ 136,580 | \$ 3,734 | \$ 19,168 | \$ 5,007 | \$ 164,489 |
| Comprehensive income (loss) | — | — | — | 6,300 | (9,155) | (2,855) |
| Issuance of common stock | 77,568 | 1,900 | — | — | — | 1,900 |
| Common stock issued for deferred compensation obligations | — | — | — | — | — | — |
| Common stock transferred from the Rabbi Trust to satisfy deferred compensation obligations | — | 121 | (121) | — | — | — |
| Share-based payment awards under equity compensation plan | — | — | 258 | — | — | 258 |
| Common stock purchased for deferred compensation obligations | — | (166) | — | — | — | (166) |
| Common stock repurchased pursuant to publicly announced repurchase plan | (45,825) | (1,114) | — | — | — | (1,114) |
| Cash dividends (\$0.42 per share) | — | — | — | (3,224) | — | (3,224) |
| Balance, June 30, 2013 | 7,703,589 | \$ 137,321 | \$ 3,871 | \$ 22,244 | \$ (4,148) | \$ 159,288 |
| Balance, January 1, 2014 | 7,723,023 | \$ 137,580 | \$ 4,148 | \$ 25,222 | \$ (6,341) | \$ 160,609 |
| Comprehensive income (loss) | — | — | — | 6,874 | 6,809 | 13,683 |
| Issuance of common stock | 76,341 | 1,778 | — | — | — | 1,778 |
| Common stock issued for deferred compensation obligations | 6,126 | 143 | (143) | — | — | — |
| Common stock transferred from the Rabbi Trust to satisfy deferred compensation obligations | — | 258 | (258) | — | — | — |
| Share-based payment awards under equity compensation plan | — | — | 237 | — | — | 237 |
| Common stock purchased for deferred compensation obligations | — | (166) | — | — | — | (166) |
| Common stock repurchased pursuant to publicly announced repurchase plan | (70,334) | (1,648) | — | — | — | (1,648) |
| Cash dividends (\$0.44 per share) | — | — | — | (3,394) | — | (3,394) |

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| | | | | | | |
|------------------------|-----------|------------|----------|-----------|--------|------------|
| Balance, June 30, 2014 | 7,735,156 | \$ 137,945 | \$ 3,984 | \$ 28,702 | \$ 468 | \$ 171,099 |
|------------------------|-----------|------------|----------|-----------|--------|------------|

See notes to interim condensed consolidated financial statements.

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INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Dollars in thousands)

| | Six Months Ended | | |
|---|------------------|-----------|---|
| | June 30 | | |
| | 2014 | 2013 | |
| OPERATING ACTIVITIES | | | |
| Net income | \$6,874 | \$6,300 | |
| Reconciliation of net income to net cash provided by operating activities: | | | |
| Provision for loan losses | (442 |) 515 | |
| Impairment of foreclosed assets | 63 | 92 | |
| Depreciation | 1,242 | 1,249 | |
| Amortization of OMSRs | 139 | 210 | |
| Amortization of acquisition intangibles | 95 | 114 | |
| Net amortization of AFS securities | 920 | 1,131 | |
| Net (gains) losses on sale of AFS securities | — | (99 |) |
| Net unrealized (gains) losses on trading securities | 5 | 18 | |
| Net gain on sale of mortgage loans | (266 |) (607 |) |
| Increase in cash value of corporate owned life insurance policies | (374 |) (359 |) |
| Share-based payment awards under equity compensation plan | 237 | 258 | |
| Origination of loans held-for-sale | (12,878 |) (35,014 |) |
| Proceeds from loan sales | 13,908 | 38,511 | |
| Net changes in operating assets and liabilities which provided (used) cash: | | | |
| Trading securities | 520 | 605 | |
| Accrued interest receivable | (6 |) (5 |) |
| Other assets | (250 |) 914 | |
| Accrued interest payable and other liabilities | 1,215 | 761 | |
| Net cash provided by (used in) operating activities | 11,002 | 14,594 | |
| INVESTING ACTIVITIES | | | |
| Net change in certificates of deposit held in other financial institutions | — | 2,655 | |
| Activity in AFS securities | | | |
| Sales | — | 9,857 | |
| Maturities and calls | 32,354 | 46,780 | |
| Purchases | (61,762 |) (67,140 |) |
| Loan principal (originations) collections, net | (9,551 |) (32,185 |) |
| Proceeds from sales of foreclosed assets | 1,140 | 1,556 | |
| Purchases of premises and equipment | (1,224 |) (1,314 |) |
| Purchases of corporate owned life insurance policies | — | (1,092 |) |
| Proceeds from redemption of corporate owned life insurance policies | — | 123 | |
| Net cash provided by (used in) investing activities | (39,043 |) (40,760 |) |

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INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (continued)

(Dollars in thousands)

| | Six Months Ended | |
|--|------------------|----------|
| | June 30 | |
| | 2014 | 2013 |
| FINANCING ACTIVITIES | | |
| Net increase (decrease) in deposits | 17,162 | 3,757 |
| Increase (decrease) in borrowed funds | 131 | 21,459 |
| Cash dividends paid on common stock | (3,394 |) (3,224 |
| Proceeds from issuance of common stock | 1,778 | 1,900 |
| Common stock repurchased | (1,648 |) (1,114 |
| Common stock purchased for deferred compensation obligations | (166 |) (166 |
| Net cash provided by (used in) financing activities | 13,863 | 22,612 |
| Increase (decrease) in cash and cash equivalents | (14,178 |) (3,554 |
| Cash and cash equivalents at beginning of period | 41,558 | 24,920 |
| Cash and cash equivalents at end of period | \$27,380 | \$21,366 |
| SUPPLEMENTAL CASH FLOWS INFORMATION: | | |
| Interest paid | \$5,074 | \$5,667 |
| Federal income taxes paid | 715 | 702 |
| SUPPLEMENTAL NONCASH INFORMATION: | | |
| Transfers of loans to foreclosed assets | \$923 | \$735 |

See notes to interim condensed consolidated financial statements.

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NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in thousands except per share amounts)

Note 1 – Basis of Presentation

As used in these notes as well as in Management's Discussion and Analysis of Financial Condition and Results of Operations, references to "Isabella," "we," "our," "us," and similar terms refer to the consolidated entity consisting of Isabella Bank Corporation and its subsidiaries. Isabella Bank Corporation refers solely to the parent holding company, and Isabella Bank refers to Isabella Bank Corporation's subsidiary, Isabella Bank.

The accompanying unaudited interim condensed consolidated financial statements have been prepared in accordance with GAAP for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In our opinion, all adjustments considered necessary for a fair presentation have been included. Operating results for the three and six month periods ended June 30, 2014 are not necessarily indicative of the results that may be expected for the year ending December 31, 2014. For further information, refer to the consolidated financial statements and footnotes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2013. Our accounting policies are materially the same as those discussed in Note 1 to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2013.

Note 2 – Computation of Earnings Per Common Share

Basic earnings per common share represents income available to common shareholders divided by the weighted average number of common shares outstanding during the period. Diluted earnings per common share reflects additional common shares that would have been outstanding if dilutive potential common shares had been issued. Potential common shares that may be issued relate solely to outstanding shares in the Directors Plan.

Earnings per common share have been computed based on the following:

| | Three Months Ended | | Six Months Ended | |
|---|--------------------|-----------|------------------|-----------|
| | June 30 2014 | 2013 | June 30 2014 | 2013 |
| Average number of common shares outstanding for basic calculation | 7,722,367 | 7,701,042 | 7,721,814 | 7,689,092 |
| Average potential effect of common shares in the Directors Plan (1) | 168,715 | 168,323 | 170,984 | 166,800 |
| Average number of common shares outstanding used to calculate diluted earnings per common share | 7,891,082 | 7,869,365 | 7,892,798 | 7,855,892 |
| Net income | \$3,565 | \$3,213 | \$6,874 | \$6,300 |
| Earnings per common share | | | | |
| Basic | \$0.46 | \$0.42 | \$0.89 | \$0.82 |
| Diluted | \$0.45 | \$0.41 | \$0.87 | \$0.80 |

(1) Exclusive of shares held in the Rabbi Trust

Note 3 – Pending Accounting Standards Updates

ASU No. 2014-01: "Accounting for Investments in Qualified Affordable Housing Projects (a consensus of the FASB Emerging Issues Task Force)"

In January 2014, ASU No. 2014-01 amended ASC Topic 323, "Investments" to allow investors in low income housing tax credits to use the proportional amortization method if the following criteria are met:

- It is probable that the tax credits allocable to the investor will be available.
- The investor does not have the ability to exercise significant influence over the operating and financial policies of the limited liability entity.
- Substantially all of the projected benefits are from tax credits and other tax benefits (e.g., operating losses).
- The investor's projected yield is based solely on the cash flows from the tax credits and other tax benefits are positive.
- The investor is a limited liability investor in the limited liability entity for both legal and tax purposes, and the investor's liability is limited to its capital investment.

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Investors that do not meet the above criteria must utilize the cost method or equity method in accordance with previously issued authoritative accounting guidance. The new authoritative guidance is effective for interim and annual periods beginning after December 15, 2014 and is not expected to have a significant impact on our operations. ASU No. 2014-04: “Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans upon Foreclosure (a consensus of the FASB Emerging Issues Task Force)”

In January 2014, ASU No. 2014-04 amended ASC Topic 310, “Receivables” to reduce diversity by clarifying when an in substance repossession or foreclosure occurs, that is, when a creditor should be considered to have received physical possession of residential real estate property collateralizing a consumer mortgage loan such that the loan receivable should be derecognized and the real estate property recognized. The new authoritative guidance is effective for interim and annual periods beginning after December 15, 2014 and is not expected to have a significant impact on our operations.

ASU No. 2014-11: “Repurchase-to-Maturity Transactions, Repurchase Financings, and Disclosures”

In June 2014, ASU No. 2014-11 amended ASC Topic 860, “Transfers and Servicing” to address concerns that current accounting guidance distinguishes between repurchase agreements that settle at the same time as the maturity of the transferred financial asset and those that settle any time before maturity. The update changes the accounting for repurchase-to-maturity transactions to secured borrowing accounting and, for repurchase financing arrangements, separate accounting for a transfer of a financial asset executed contemporaneously with a repurchase agreement with the same counterparty, which will result in secured borrowing accounting for the repurchase agreement. The new authoritative guidance is effective for interim and annual periods beginning after December 15, 2014 and is not expected to impact our financial statement disclosures.

Note 4 – AFS Securities

The amortized cost and fair value of AFS securities, with gross unrealized gains and losses, are as follows at:

June 30, 2014

| | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value |
|-------------------------------------|-------------------|------------------------------|-------------------------------|---------------|
| Government sponsored enterprises | \$24,706 | \$5 | \$607 | \$24,104 |
| States and political subdivisions | 208,564 | 6,962 | 1,316 | 214,210 |
| Auction rate money market preferred | 3,200 | — | 333 | 2,867 |
| Preferred stocks | 6,800 | 6 | 592 | 6,214 |
| Mortgage-backed securities | 162,949 | 1,732 | 1,689 | 162,992 |
| Collateralized mortgage obligations | 139,883 | 1,652 | 1,404 | 140,131 |
| Total | \$546,102 | \$10,357 | \$5,941 | \$550,518 |

December 31, 2013

| | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value |
|-------------------------------------|-------------------|------------------------------|-------------------------------|---------------|
| Government sponsored enterprises | \$24,860 | \$7 | \$1,122 | \$23,745 |
| States and political subdivisions | 200,323 | 5,212 | 3,547 | 201,988 |
| Auction rate money market preferred | 3,200 | — | 623 | 2,577 |
| Preferred stocks | 6,800 | 20 | 993 | 5,827 |
| Mortgage-backed securities | 147,292 | 657 | 3,834 | 144,115 |
| Collateralized mortgage obligations | 135,139 | 1,016 | 2,345 | 133,810 |
| Total | \$517,614 | \$6,912 | \$12,464 | \$512,062 |

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The amortized cost and fair value of AFS securities by contractual maturity at June 30, 2014 are as follows:

| | Maturing | | | | Securities with | Total |
|-------------------------------------|-------------------------------|---|--|--------------------|--|-----------|
| | Due in One Year or Less | After One Year But Within Five Years | After Five Years But Within Ten Years | After Ten Years | Variable Monthly Payments or Noncontractual Maturities | |
| Government sponsored enterprises | \$— | \$9,068 | \$15,638 | \$— | \$ — | \$24,706 |
| States and political subdivisions | 10,714 | 49,186 | 99,791 | 48,873 | — | 208,564 |
| Auction rate money market preferred | — | — | — | — | 3,200 | 3,200 |
| Preferred stocks | — | — | — | — | 6,800 | 6,800 |
| Mortgage-backed securities | — | — | — | — | 162,949 | 162,949 |
| Collateralized mortgage obligations | — | — | — | — | 139,883 | 139,883 |
| Total amortized cost | \$10,714 | \$58,254 | \$115,429 | \$48,873 | \$ 312,832 | \$546,102 |
| Fair value | \$10,812 | \$60,195 | \$118,057 | \$49,250 | \$ 312,204 | \$550,518 |

Expected maturities for government sponsored enterprises and states and political subdivisions may differ from contractual maturities because issuers may have the right to call or prepay obligations.

As the auction rate money market preferred and preferred stocks have continual call dates, they are not reported by a specific maturity group. Because of their variable monthly payments, mortgage-backed securities and collateralized mortgage obligations are not reported by a specific maturity group.

A summary of the sales activity of AFS securities was as follows for the three and six month periods ended:

| | Three Months Ended | | Six Months Ended | |
|---|--------------------|------|------------------|---------|
| | June 30 | | June 30 | |
| | 2014 | 2013 | 2014 | 2013 |
| Proceeds from sales of AFS securities | \$— | \$— | \$— | \$9,857 |
| Gross realized gains (losses) | \$— | \$— | \$— | \$99 |
| Applicable income tax expense (benefit) | \$— | \$— | \$— | \$34 |

The cost basis used to determine the realized gains or losses of AFS securities sold was the amortized cost of the individual investment security as of the trade date.

Information pertaining to AFS securities with gross unrealized losses at June 30, 2014 and December 31, 2013, respectively, aggregated by investment category and length of time that individual securities have been in a continuous loss position, follows:

| | June 30, 2014 | | | | |
|--|-------------------------------|---------------|-------------------------------|---------------|-------------------------------|
| | Less Than Twelve Months | | Twelve Months or More | | Total Unrealized Losses |
| | Gross Unrealized Losses | Fair Value | Gross Unrealized Losses | Fair Value | |
| Government sponsored enterprises | \$— | \$— | \$607 | \$23,389 | \$607 |
| States and political subdivisions | 259 | 15,190 | 1,057 | 27,852 | 1,316 |
| Auction rate money market preferred | — | — | 333 | 2,167 | 333 |
| Preferred stocks | — | — | 592 | 3,208 | 592 |
| Mortgage-backed securities | 17 | 9,268 | 1,672 | 65,346 | 1,689 |
| Collateralized mortgage obligations | 82 | 23,739 | 1,322 | 42,518 | 1,404 |
| Total | \$358 | \$48,197 | \$5,583 | \$164,480 | \$5,941 |
| Number of securities in an unrealized loss position: | | 123 | | 116 | 239 |

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| | December 31, 2013 | | Less Than Twelve Months | | Twelve Months or More | Total Unrealized Losses |
|--|-------------------------------|---------------|-------------------------------|---------------|-----------------------|-------------------------------|
| | Gross Unrealized Losses | Fair Value | Gross Unrealized Losses | Fair Value | | |
| Government sponsored enterprises | \$1,122 | \$22,873 | \$— | \$— | | \$1,122 |
| States and political subdivisions | 2,566 | 42,593 | 981 | 6,115 | | 3,547 |
| Auction rate money market preferred | — | — | 623 | 2,577 | | 623 |
| Preferred stocks | — | — | 993 | 2,807 | | 993 |
| Mortgage-backed securities | 2,424 | 101,816 | 1,410 | 21,662 | | 3,834 |
| Collateralized mortgage obligations | 2,345 | 84,478 | — | — | | 2,345 |
| Total | \$8,457 | \$251,760 | \$4,007 | \$33,161 | | \$12,464 |
| Number of securities in an unrealized loss position: | | 182 | | 19 | | 201 |

As of June 30, 2014 and December 31, 2013, we conducted an analysis to determine whether any securities currently in an unrealized loss position should be other-than-temporarily impaired. Such analyses considered, among other factors, the following criteria:

• Has the value of the investment declined more than what is deemed to be reasonable based on a risk and maturity adjusted discount rate?

• Is the investment credit rating below investment grade?

• Is it probable the issuer will be unable to pay the amount when due?

• Is it more likely than not that we will have to sell the security before recovery of its cost basis?

• Has the duration of the investment been extended?

Based on our analyses, the fact that we have asserted that we do not have the intent to sell AFS securities in an unrealized loss position, and considering it is unlikely that we will have to sell AFS securities in an unrealized loss position before recovery of their cost basis, we do not believe that the values of any AFS securities are other-than-temporarily impaired as of June 30, 2014, or December 31, 2013.

Note 5 – Loans and ALLL

We grant commercial, agricultural, residential real estate, and consumer loans to customers situated primarily in Clare, Gratiot, Isabella, Mecosta, Midland, Montcalm, and Saginaw counties in Michigan. The ability of the borrowers to honor their repayment obligations is often dependent upon the real estate, agricultural, light manufacturing, retail, gaming, tourism, higher education, and general economic conditions of this region. Substantially all of our consumer and residential real estate loans are secured by various items of property, while commercial loans are secured primarily by real estate, business assets, and personal guarantees; a portion of loans are unsecured.

Loans that we have the intent and ability to hold in our portfolio are reported at their outstanding principal balance adjusted for any charge-offs, the ALLL, and any deferred fees or costs. Interest income is accrued over the term of the loan based on the principal amount outstanding. Loan origination fees and certain direct loan origination costs are capitalized and recognized as a component of interest income over the term of the loan using the level yield method. The accrual of interest on commercial, agricultural, and residential real estate loans is typically discontinued at the time the loan is 90 days or more past due unless the credit is well-secured and in the process of collection. Consumer loans are typically charged-off no later than 180 days past due. Past due status is based on contractual terms of the loan. In all cases, loans are placed on nonaccrual or charged-off at an earlier date if collection of principal or interest is considered doubtful.

For loans that are placed on nonaccrual status or charged-off, all interest accrued in the current calendar year, but not collected, is reversed against interest income while interest accrued in prior calendar years, but not collected, is charged against the ALLL. Loans are typically returned to accrual status after six months of continuous performance. For impaired loans not classified as nonaccrual, interest income continues to be accrued over the term of the loan based on the principal amount outstanding.

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Commercial and agricultural loans include loans for commercial real estate, commercial operating loans, farmland and agricultural production, and states and political subdivisions. Repayment of these loans is often dependent upon the successful operation and management of a business. We minimize our risk by limiting the amount of credit exposure to any one borrower to \$15,000. Borrowers with credit needs of more than \$15,000 are serviced through the use of loan participations with other commercial banks. Commercial and agricultural real estate loans generally require loan-to-value limits of less than 80%. Depending upon the type of loan, past credit history, and current operating results, we may require the borrower to pledge accounts receivable, inventory, and property and equipment. Personal guarantees are generally required from the owners of closely held corporations, partnerships, and sole proprietorships. In addition, we require annual financial statements, prepare cash flow analyses, and review credit reports as deemed necessary.

We offer adjustable rate mortgages, construction loans, and fixed rate residential real estate loans which typically have amortization periods up to a maximum of 30 years. Fixed rate residential real estate loans with an amortization of greater than 15 years are generally sold upon origination to Freddie Mac. Fixed rate residential real estate loans with an amortization of 15 years or less may be held in our portfolio or sold upon origination. We consider the direction of interest rates, the sensitivity of our balance sheet to changes in interest rates, and overall loan demand to determine whether or not to sell these loans to Freddie Mac.

Our lending policies generally limit the maximum loan-to-value ratio on residential real estate loans to 95% of the lower of the appraised value of the property or the purchase price, with the condition that private mortgage insurance is required on loans with loan-to-value ratios in excess of 80%. Substantially all loans upon origination have a loan to value ratio of less than 80%. Underwriting criteria for residential real estate loans include: evaluation of the borrower's ability to make monthly payments, the value of the property securing the loan, ensuring the payment of principal, interest, taxes, and hazard insurance does not exceed 28% of a borrower's gross income, all debt servicing does not exceed 36% of income, acceptable credit reports, verification of employment, income, and financial information. Appraisals are performed by independent appraisers and reviewed internally. All mortgage loan requests are reviewed by our mortgage loan committee or through a secondary market automated underwriting system; loans in excess of \$500 require the approval of our Internal Loan Committee, the Board of Directors' Loan Committee, or the Board of Directors.

Consumer loans include secured and unsecured personal loans. Loans are amortized for a period of up to 12 years based on the age and value of the underlying collateral. The underwriting emphasis is on a borrower's perceived intent and ability to pay rather than collateral value. No consumer loans are sold to the secondary market.

The ALLL is established as losses are estimated to have occurred through a provision for loan losses charged to earnings. Loan losses are charged against the ALLL when we believe the uncollectability of the loan balance is confirmed. Subsequent recoveries, if any, are credited to the ALLL.

The ALLL is evaluated on a regular basis and is based upon a periodic review of the collectability of the loans in light of historical experience, the nature and volume of the loan portfolio, adverse situations that may affect the borrower's ability to repay, estimated value of any underlying collateral, and prevailing economic conditions. This evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available.

The primary factors behind the determination of the level of the ALLL are specific allocations for impaired loans, historical loss percentages, as well as unallocated components. Specific allocations for impaired loans are primarily determined based on the difference between the net realizable value of the loan's underlying collateral or the net present value of the projected payment stream and our recorded investment. Historical loss allocations were calculated at the loan class and segment levels based on a migration analysis of the loan portfolio over the preceding five years. An unallocated component is maintained to cover uncertainties that we believe affect our estimate of probable losses based on qualitative factors. The unallocated component of the allowance reflects the margin of imprecision inherent in the underlying assumptions used in the methodologies for estimating specific and general losses in the portfolio.

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A summary of changes in the ALLL and the recorded investment in loans by segments follows:

| Allowance for Loan Losses | | | | | | |
|--|------------|--------------|----------------------------|----------|-------------|-----------|
| Three Months Ended June 30, 2014 | | | | | | |
| | Commercial | Agricultural | Residential Real Estate | Consumer | Unallocated | Total |
| April 1, 2014 | \$4,814 | \$425 | \$4,727 | \$630 | \$504 | \$11,100 |
| Loans charged-off | (79) | — | (264) | (68) | — | (411) |
| Recoveries | 92 | — | 86 | 33 | — | 211 |
| Provision for loan losses | 185 | (206) | (568) | 207 | 182 | (200) |
| June 30, 2014 | \$5,012 | \$219 | \$3,981 | \$802 | \$686 | \$10,700 |
| Allowance for Loan Losses | | | | | | |
| Six Months Ended June 30, 2014 | | | | | | |
| | Commercial | Agricultural | Residential Real Estate | Consumer | Unallocated | Total |
| January 1, 2014 | \$6,048 | \$434 | \$3,845 | \$639 | \$534 | \$11,500 |
| Loans charged-off | (271) | (31) | (377) | (182) | — | (861) |
| Recoveries | 306 | — | 122 | 75 | — | 503 |
| Provision for loan losses | (1,071) | (184) | 391 | 270 | 152 | (442) |
| June 30, 2014 | \$5,012 | \$219 | \$3,981 | \$802 | \$686 | \$10,700 |
| Allowance for Loan Losses and Recorded Investment in Loans | | | | | | |
| June 30, 2014 | | | | | | |
| | Commercial | Agricultural | Residential Real Estate | Consumer | Unallocated | Total |
| ALLL | | | | | | |
| Individually evaluated for impairment | \$1,633 | \$36 | \$2,270 | \$1 | \$— | \$3,940 |
| Collectively evaluated for impairment | 3,379 | 183 | 1,711 | 801 | 686 | 6,760 |
| Total | \$5,012 | \$219 | \$3,981 | \$802 | \$686 | \$10,700 |
| Loans | | | | | | |
| Individually evaluated for impairment | \$13,164 | \$1,583 | \$12,906 | \$74 | | \$27,727 |
| Collectively evaluated for impairment | 394,627 | 96,078 | 265,639 | 32,236 | | 788,580 |
| Total | \$407,791 | \$97,661 | \$278,545 | \$32,310 | | \$816,307 |
| Allowance for Loan Losses | | | | | | |
| Three Months Ended June 30, 2013 | | | | | | |
| | Commercial | Agricultural | Residential Real Estate | Consumer | Unallocated | Total |
| April 1, 2013 | \$6,897 | \$321 | \$3,634 | \$732 | \$325 | \$11,909 |
| Loans charged-off | (234) | — | (397) | (88) | — | (719) |
| Recoveries | 166 | — | 61 | 68 | — | 295 |
| Provision for loan losses | (357) | 14 | 378 | (65) | 245 | 215 |
| June 30, 2013 | \$6,472 | \$335 | \$3,676 | \$647 | \$570 | \$11,700 |

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| Allowance for Loan Losses Six Months Ended June 30, 2013 | | | | | | |
|---|------------|--------------|----------------------------|----------|-------------|-----------|
| | Commercial | Agricultural | Residential Real Estate | Consumer | Unallocated | Total |
| January 1, 2013 | \$6,862 | \$407 | \$3,627 | \$666 | \$374 | \$11,936 |
| Loans charged-off | (445) | — | (587) | (209) | — | (1,241) |
| Recoveries | 223 | — | 114 | 153 | — | 490 |
| Provision for loan losses | (168) | (72) | 522 | 37 | 196 | 515 |
| June 30, 2013 | \$6,472 | \$335 | \$3,676 | \$647 | \$570 | \$11,700 |
| Allowance for Loan Losses and Recorded Investment in Loans December 31, 2013 | | | | | | |
| | Commercial | Agricultural | Residential Real Estate | Consumer | Unallocated | Total |
| ALLL | | | | | | |
| Individually evaluated for impairment | \$2,035 | \$30 | \$2,287 | \$— | \$— | \$4,352 |
| Collectively evaluated for impairment | 4,013 | 404 | 1,558 | 639 | 534 | 7,148 |
| Total | \$6,048 | \$434 | \$3,845 | \$639 | \$534 | \$11,500 |
| Loans | | | | | | |
| Individually evaluated for impairment | \$13,816 | \$1,538 | \$14,302 | \$119 | | \$29,775 |
| Collectively evaluated for impairment | 378,288 | 91,051 | 275,629 | 33,294 | | 778,262 |
| Total | \$392,104 | \$92,589 | \$289,931 | \$33,413 | | \$808,037 |

The following table displays the credit quality indicators for commercial and agricultural credit exposures based on internally assigned credit ratings as of:

| Rating | June 30, 2014 | | | | | |
|-----------------------|---------------|-----------|-----------|--------------|----------|----------|
| | Commercial | | | Agricultural | | |
| | Real Estate | Other | Total | Real Estate | Other | Total |
| 2 - High quality | \$15,038 | \$16,364 | \$31,402 | \$5,619 | \$3,817 | \$9,436 |
| 3 - High satisfactory | 92,014 | 48,135 | 140,149 | 25,840 | 12,843 | 38,683 |
| 4 - Low satisfactory | 166,155 | 42,561 | 208,716 | 29,461 | 15,804 | 45,265 |
| 5 - Special mention | 9,816 | 1,153 | 10,969 | 1,810 | 318 | 2,128 |
| 6 - Substandard | 13,557 | 145 | 13,702 | 1,848 | 186 | 2,034 |
| 7 - Vulnerable | 2,605 | 234 | 2,839 | 115 | — | 115 |
| 8 - Doubtful | — | 14 | 14 | — | — | — |
| Total | \$299,185 | \$108,606 | \$407,791 | \$64,693 | \$32,968 | \$97,661 |

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| Rating | December 31, 2013 | | | | | |
|-----------------------|-------------------|-----------|-----------|--------------|----------|----------|
| | Commercial | | | Agricultural | | |
| | Real Estate | Other | Total | Real Estate | Other | Total |
| 2 - High quality | \$18,671 | \$14,461 | \$33,132 | \$3,527 | \$3,235 | \$6,762 |
| 3 - High satisfactory | 91,323 | 39,403 | 130,726 | 26,015 | 17,000 | 43,015 |
| 4 - Low satisfactory | 149,921 | 43,809 | 193,730 | 26,874 | 10,902 | 37,776 |
| 5 - Special mention | 13,747 | 1,843 | 15,590 | 1,609 | 922 | 2,531 |
| 6 - Substandard | 16,974 | 473 | 17,447 | 1,232 | 1,273 | 2,505 |
| 7 - Vulnerable | 1,041 | 238 | 1,279 | — | — | — |
| 8 - Doubtful | 183 | 17 | 200 | — | — | — |
| Total | \$291,860 | \$100,244 | \$392,104 | \$59,257 | \$33,332 | \$92,589 |

Internally assigned risk ratings are reviewed, at a minimum, when loans are renewed or when management has knowledge of improvements or deterioration of the credit quality of individual credits. Descriptions of the internally assigned risk ratings for commercial and agricultural loans are as follows:

1. EXCELLENT – Substantially Risk Free

Credit has strong financial condition and solid earnings history, characterized by:

- High liquidity, strong cash flow, low leverage.
- Unquestioned ability to meet all obligations when due.

Experienced management, with management succession in place.

Secured by cash.

2. HIGH QUALITY – Limited Risk

Credit with sound financial condition and has a positive trend in earnings supplemented by:

Favorable liquidity and leverage ratios.

Ability to meet all obligations when due.

Management with successful track record.

Steady and satisfactory earnings history.

If loan is secured, collateral is of high quality and readily marketable.

Access to alternative financing.

Well defined primary and secondary source of repayment.

If supported by guaranty, the financial strength and liquidity of the guarantor(s) are clearly evident.

3. HIGH SATISFACTORY – Reasonable Risk

Credit with satisfactory financial condition and further characterized by:

Working capital adequate to support operations.

Cash flow sufficient to pay debts as scheduled.

Management experience and depth appear favorable.

Loan performing according to terms.

If loan is secured, collateral is acceptable and loan is fully protected.

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4. LOW SATISFACTORY – Acceptable Risk

Credit with bankable risks, although some signs of weaknesses are shown:

• Would include most start-up businesses.

• Occasional instances of trade slowness or repayment delinquency – may have been 10-30 days slow within the past year.

• Management’s abilities are apparent, yet unproven.

• Weakness in primary source of repayment with adequate secondary source of repayment.

• Loan structure generally in accordance with policy.

• If secured, loan collateral coverage is marginal.

• Adequate cash flow to service debt, but coverage is low.

To be classified as less than satisfactory, only one of the following criteria must be met.

5. SPECIAL MENTION – Criticized

Credit constitutes an undue and unwarranted credit risk but not to the point of justifying a classification of substandard. The credit risk may be relatively minor yet constitute an unwarranted risk in light of the circumstances surrounding a specific loan:

• Downward trend in sales, profit levels, and margins.

• Impaired working capital position.

• Cash flow is strained in order to meet debt repayment.

• Loan delinquency (30-60 days) and overdrafts may occur.

• Shrinking equity cushion.

• Diminishing primary source of repayment and questionable secondary source.

• Management abilities are questionable.

• Weak industry conditions.

• Litigation pending against the borrower.

• Collateral or guaranty offers limited protection.

• Negative debt service coverage, however the credit is well collateralized and payments are current.

6. SUBSTANDARD – Classified

Credit where the borrower’s current net worth, paying capacity, and value of the collateral pledged is inadequate. There is a distinct possibility that we will implement collection procedures if the loan deficiencies are not corrected. In addition, the following characteristics may apply:

• Sustained losses have severely eroded the equity and cash flow.

• Deteriorating liquidity.

• Serious management problems or internal fraud.

• Original repayment terms liberalized.

• Likelihood of bankruptcy.

• Inability to access other funding sources.

• Reliance on secondary source of repayment.

• Litigation filed against borrower.

• Collateral provides little or no value.

• Requires excessive attention of the loan officer.

• Borrower is uncooperative with loan officer.

7. VULNERABLE – Classified

Credit is considered “Substandard” and warrants placing on nonaccrual. Risk of loss is being evaluated and exit strategy options are under review. Other characteristics that may apply:

• Insufficient cash flow to service debt.

• Minimal or no payments being received.

• Limited options available to avoid the collection process.

Transition status, expect action will take place to collect loan without immediate progress being made.

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8. DOUBTFUL – Workout

Credit has all the weaknesses inherent in a “Substandard” loan with the added characteristic that collection and/or liquidation is pending. The possibility of a loss is extremely high, but its classification as a loss is deferred until liquidation procedures are completed, or reasonably estimable. Other characteristics that may apply:

Normal operations are severely diminished or have ceased.

Seriously impaired cash flow.

Original repayment terms materially altered.

Secondary source of repayment is inadequate.

Survivability as a “going concern” is impossible.

Collection process has begun.

Bankruptcy petition has been filed.

Judgments have been filed.

Portion of the loan balance has been charged-off.

Our primary credit quality indicator for residential real estate and consumer loans is the individual loan’s past due aging. The following tables summarize the past due and current loans as of:

| | June 30, 2014 | | | | Total Past Due and Nonaccrual | Current | Total |
|-------------------------------|------------------------------------|---------------|--------------------|------------|--|-----------|-----------|
| | Accruing Interest and Past Due: | | 90 Days or More | Nonaccrual | | | |
| | 30-59 Days | 60-89 Days | | | | | |
| Commercial | | | | | | | |
| Commercial real estate | \$857 | \$332 | \$— | \$2,605 | \$3,794 | \$295,391 | \$299,185 |
| Commercial other | 257 | 13 | 28 | 234 | 532 | 108,074 | 108,606 |
| Total commercial | 1,114 | 345 | 28 | 2,839 | 4,326 | 403,465 | 407,791 |
| Agricultural | | | | | | | |
| Agricultural real estate | 208 | — | — | 115 | 323 | 64,370 | 64,693 |
| Agricultural other | 312 | 84 | — | — | 396 | 32,572 | 32,968 |
| Total agricultural | 520 | 84 | — | 115 | 719 | 96,942 | 97,661 |
| Residential real estate | | | | | | | |
| Senior liens | 1,558 | 766 | 91 | 1,239 | 3,654 | 222,355 | 226,009 |
| Junior liens | 311 | 18 | — | 23 | 352 | 11,984 | 12,336 |
| Home equity lines of credit | 246 | — | — | 361 | 607 | 39,593 | 40,200 |
| Total residential real estate | 2,115 | 784 | 91 | 1,623 | 4,613 | 273,932 | 278,545 |
| Consumer | | | | | | | |
| Secured | 46 | — | — | 10 | 56 | 27,827 | 27,883 |
| Unsecured | 38 | 4 | — | — | 42 | 4,385 | 4,427 |
| Total consumer | 84 | 4 | — | 10 | 98 | 32,212 | 32,310 |
| Total | \$3,833 | \$1,217 | \$119 | \$4,587 | \$9,756 | \$806,551 | \$816,307 |

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| | December 31, 2013 | | | | Total Past Due and Nonaccrual | Current | Total |
|-------------------------------|------------------------------------|---------------|--------------------|------------|--|------------|------------|
| | Accruing Interest and Past Due: | | 90 Days or More | Nonaccrual | | | |
| | 30-59 Days | 60-89 Days | | | | | |
| Commercial | | | | | | | |
| Commercial real estate | \$ 1,226 | \$ 296 | \$— | \$ 1,136 | \$ 2,658 | \$ 289,202 | \$ 291,860 |
| Commercial other | 368 | 15 | 13 | 238 | 634 | 99,610 | 100,244 |
| Total commercial | 1,594 | 311 | 13 | 1,374 | 3,292 | 388,812 | 392,104 |
| Agricultural | | | | | | | |
| Agricultural real estate | 34 | 295 | — | — | 329 | 58,928 | 59,257 |
| Agricultural other | — | — | — | — | — | 33,332 | 33,332 |
| Total agricultural | 34 | 295 | — | — | 329 | 92,260 | 92,589 |
| Residential real estate | | | | | | | |
| Senior liens | 3,441 | 986 | 129 | 1,765 | 6,321 | 229,865 | 236,186 |
| Junior liens | 408 | 44 | — | 29 | 481 | 13,074 | 13,555 |
| Home equity lines of credit | 181 | — | — | 25 | 206 | 39,984 | 40,190 |
| Total residential real estate | 4,030 | 1,030 | 129 | 1,819 | 7,008 | 282,923 | 289,931 |
| Consumer | | | | | | | |
| Secured | 167 | 11 | — | 50 | 228 | 28,444 | 28,672 |
| Unsecured | 25 | 5 | — | 1 | 31 | 4,710 | 4,741 |
| Total consumer | 192 | 16 | — | 51 | 259 | 33,154 | 33,413 |
| Total | \$ 5,850 | \$ 1,652 | \$ 142 | \$ 3,244 | \$ 10,888 | \$ 797,149 | \$ 808,037 |

Impaired Loans

Loans may be classified as impaired if they meet one or more of the following criteria:

1. There has been a charge-off of its principal balance (in whole or in part),
2. The loan has been classified as a TDR, or
3. The loan is in nonaccrual status.

Impairment is measured on a loan-by-loan basis for commercial and agricultural loans by comparing the loan's outstanding balance to the present value of expected future cash flows discounted at the loan's effective interest rate, the loan's obtainable market price, or the fair value of the collateral, less cost to sell, if the loan is collateral dependent. Large groups of smaller balance homogeneous loans are collectively evaluated for impairment. Impairment is measured on a loan-by-loan basis for residential real estate and consumer loans by comparing the loan's outstanding balance to the present value of expected future cash flows discounted at the loan's effective interest rate.

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We do not recognize interest income on impaired loans in nonaccrual status. For impaired loans not in nonaccrual status, interest income is recognized daily, as earned, according to the terms of the loan agreement. The following is a summary of information pertaining to impaired loans as of:

| | June 30, 2014 | | | December 31, 2013 | | |
|--|------------------------|--------------------------------|------------------------|------------------------|--------------------------------|------------------------|
| | Outstanding Balance | Unpaid Principal Balance | Valuation Allowance | Outstanding Balance | Unpaid Principal Balance | Valuation Allowance |
| Impaired loans with a valuation allowance | | | | | | |
| Commercial real estate | \$6,512 | \$6,720 | \$1,621 | \$6,748 | \$6,888 | \$1,915 |
| Commercial other | 629 | 848 | 12 | 521 | 521 | 120 |
| Agricultural real estate | 204 | 204 | 36 | 90 | 90 | 30 |
| Residential real estate senior liens | 12,454 | 13,727 | 2,242 | 14,061 | 15,315 | 2,278 |
| Residential real estate junior liens | 92 | 102 | 19 | 48 | 64 | 9 |
| Home equity lines of credit | 360 | 660 | 9 | — | — | — |
| Consumer secured | 64 | 64 | 1 | — | — | — |
| Total impaired loans with a valuation allowance | 20,315 | 22,325 | 3,940 | 21,468 | 22,878 | 4,352 |
| Impaired loans without a valuation allowance | | | | | | |
| Commercial real estate | 5,708 | 6,326 | | 5,622 | 6,499 | |
| Commercial other | 315 | 356 | | 925 | 1,035 | |
| Agricultural real estate | 1,361 | 1,361 | | 1,370 | 1,370 | |
| Agricultural other | 18 | 138 | | 78 | 198 | |
| Home equity lines of credit | — | — | | 193 | 493 | |
| Consumer secured | 10 | 10 | | 119 | 148 | |
| Total impaired loans without a valuation allowance | 7,412 | 8,191 | | 8,307 | 9,743 | |
| Impaired loans | | | | | | |
| Commercial | 13,164 | 14,250 | 1,633 | 13,816 | 14,943 | 2,035 |
| Agricultural | 1,583 | 1,703 | 36 | 1,538 | 1,658 | 30 |
| Residential real estate | 12,906 | 14,489 | 2,270 | 14,302 | 15,872 | 2,287 |
| Consumer | 74 | 74 | 1 | 119 | 148 | — |
| Total impaired loans | \$27,727 | \$30,516 | \$3,940 | \$29,775 | \$32,621 | \$4,352 |

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The following is a summary of information pertaining to impaired loans for the three and six month periods ended:

| | Three Months Ended | | Six Months Ended | |
|--|-----------------------------------|----------------------------------|-----------------------------------|----------------------------------|
| | June 30, 2014 | | June 30, 2014 | |
| | Average Outstanding Balance | Interest Income Recognized | Average Outstanding Balance | Interest Income Recognized |
| Impaired loans with a valuation allowance | | | | |
| Commercial real estate | \$6,644 | \$91 | \$6,701 | \$185 |
| Commercial other | 852 | 11 | 825 | 29 |
| Agricultural real estate | 147 | (1 |) 118 | — |
| Agricultural other | — | — | — | — |
| Residential real estate senior liens | 12,786 | 126 | 13,188 | 264 |
| Residential real estate junior liens | 68 | 1 | 57 | 1 |
| Home equity lines of credit | 265 | 10 | 175 | 11 |
| Consumer secured | 63 | 1 | 77 | 2 |
| Total impaired loans with a valuation allowance | 20,825 | 239 | 21,141 | 492 |
| Impaired loans without a valuation allowance | | | | |
| Commercial real estate | 5,819 | 91 | 5,797 | 193 |
| Commercial other | 286 | 1 | 438 | 7 |
| Agricultural real estate | 1,405 | 21 | 1,407 | 37 |
| Agricultural other | 131 | — | 146 | 28 |
| Home equity lines of credit | — | — | 48 | — |
| Consumer secured | 5 | — | 3 | — |
| Total impaired loans without a valuation allowance | 7,646 | 113 | 7,839 | 265 |
| Impaired loans | | | | |
| Commercial | 13,601 | 194 | 13,761 | 414 |
| Agricultural | 1,683 | 20 | 1,671 | 65 |
| Residential real estate | 13,119 | 137 | 13,468 | 276 |
| Consumer | 68 | 1 | 80 | 2 |
| Total impaired loans | \$28,471 | \$352 | \$28,980 | \$757 |

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| | Three Months Ended June 30, 2013 | | Six Months Ended June 30, 2013 | | |
|--|-------------------------------------|----------------------------------|-----------------------------------|----------------------------------|---|
| | Average Outstanding Balance | Interest Income Recognized | Average Outstanding Balance | Interest Income Recognized | |
| Impaired loans with a valuation allowance | | | | | |
| Commercial real estate | \$7,990 | \$102 | \$8,084 | \$221 | |
| Commercial other | 764 | 37 | 932 | 38 | |
| Agricultural real estate | 91 | 1 | 124 | 4 | |
| Agricultural other | — | — | 105 | — | |
| Residential real estate senior liens | 10,466 | 110 | 10,460 | 209 | |
| Residential real estate junior liens | 85 | 1 | 85 | 1 | |
| Home equity lines of credit | — | — | — | — | |
| Consumer secured | — | — | — | — | |
| Total impaired loans with a valuation allowance | 19,396 | 251 | 19,790 | 473 | |
| Impaired loans without a valuation allowance | | | | | |
| Commercial real estate | 3,954 | 85 | 3,790 | 158 | |
| Commercial other | 1,020 | 19 | 1,126 | 59 | |
| Agricultural real estate | 133 | 2 | 67 | 2 | |
| Agricultural other | 458 | (11 |) 423 | (4 |) |
| Home equity lines of credit | 179 | 5 | 181 | 9 | |
| Consumer secured | 63 | 1 | 68 | 2 | |
| Total impaired loans without a valuation allowance | 5,807 | 101 | 5,655 | 226 | |
| Impaired loans | | | | | |
| Commercial | 13,728 | 243 | 13,932 | 476 | |
| Agricultural | 682 | (8 |) 719 | 2 | |
| Residential real estate | 10,730 | 116 | 10,726 | 219 | |
| Consumer | 63 | 1 | 68 | 2 | |
| Total impaired loans | \$25,203 | \$352 | \$25,445 | \$699 | |

As of June 30, 2014 and December 31, 2013, we had committed to advance \$36 and \$134, respectively, in connection with impaired loans, which include TDRs.

Troubled Debt Restructurings

Loan modifications are considered to be TDRs when the modification includes terms outside of normal lending practices to a borrower who is experiencing financial difficulties.

Typical concessions granted include, but are not limited to:

1. Agreeing to interest rates below prevailing market rates for debt with similar risk characteristics.
2. Extending the amortization period beyond typical lending guidelines for debt with similar risk characteristics.
3. Forgiving principal.
4. Forgiving accrued interest.

To determine if a borrower is experiencing financial difficulties, we consider if:

1. The borrower is currently in default on any of their debt.
2. The borrower would likely default on any of their debt if the concession was not granted.
3. The borrower's cash flow was insufficient to service all of their debt if the concession was not granted.
4. The borrower has declared, or is in the process of declaring, bankruptcy.
5. The borrower is unlikely to continue as a going concern (if the entity is a business).

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The following is a summary of information pertaining to TDRs granted in the:

| | Three Months Ended June 30, 2014 | | | Six Months Ended June 30, 2014 | | |
|-------------------------------|----------------------------------|--------------------------------------|---------------------------------------|--------------------------------|--------------------------------------|---------------------------------------|
| | Number of Loans | Pre-Modification Recorded Investment | Post-Modification Recorded Investment | Number of Loans | Pre-Modification Recorded Investment | Post-Modification Recorded Investment |
| Commercial other | 1 | \$ 8 | \$ 8 | 5 | \$ 363 | \$ 363 |
| Agricultural other | — | — | — | — | — | — |
| Residential real estate | | | | | | |
| Senior liens | 3 | 170 | 170 | 12 | 661 | 661 |
| Junior liens | 1 | 41 | 41 | 1 | 41 | 41 |
| Home equity lines of credit | 1 | 160 | 160 | 1 | 160 | 160 |
| Total residential real estate | 5 | 371 | 371 | 14 | 862 | 862 |
| Consumer unsecured | 2 | 8 | 8 | 3 | 8 | 8 |
| Total | 8 | \$ 387 | \$ 387 | 22 | \$ 1,233 | \$ 1,233 |
| | Three Months Ended June 30, 2013 | | | Six Months Ended June 30, 2013 | | |
| | Number of Loans | Pre-Modification Recorded Investment | Post-Modification Recorded Investment | Number of Loans | Pre-Modification Recorded Investment | Post-Modification Recorded Investment |
| Commercial other | 7 | \$ 3,153 | \$ 2,957 | 7 | \$ 3,153 | \$ 2,957 |
| Agricultural other | — | — | — | 1 | 134 | 134 |
| Residential real estate | | | | | | |
| Senior liens | 7 | 635 | 635 | 15 | 1,435 | 1,418 |
| Junior liens | — | — | — | — | — | — |
| Home equity lines of credit | — | — | — | — | — | — |
| Total residential real estate | 7 | 635 | 635 | 15 | 1,435 | 1,418 |
| Consumer unsecured | — | — | — | — | — | — |
| Total | 14 | \$ 3,788 | \$ 3,592 | 23 | \$ 4,722 | \$ 4,509 |

The following tables summarize concessions we granted to borrowers in financial difficulty for the:

| | Three Months Ended June 30, 2014 | | | | Six Months Ended June 30, 2014 | | | |
|-------------------------------|----------------------------------|---|----------------------------|---|--------------------------------|---|----------------------------|---|
| | Below Market Interest Rate | Below Market Interest Rate and Extension of Amortization Period | Below Market Interest Rate | Below Market Interest Rate and Extension of Amortization Period | Below Market Interest Rate | Below Market Interest Rate and Extension of Amortization Period | Below Market Interest Rate | Below Market Interest Rate and Extension of Amortization Period |
| | Number of Loans | Pre-Modification Recorded Investment | Number of Loans | Pre-Modification Recorded Investment | Number of Loans | Pre-Modification Recorded Investment | Number of Loans | Pre-Modification Recorded Investment |
| Commercial other | — | \$ — | 1 | \$ 8 | 4 | \$ 355 | 1 | \$ 8 |
| Agricultural other | — | — | — | — | — | — | — | — |
| Residential real estate | | | | | | | | |
| Senior liens | 1 | 48 | 2 | 122 | 3 | 98 | 9 | 563 |
| Junior liens | — | — | 1 | 41 | — | — | 1 | 41 |
| Home equity lines of credit | 1 | 160 | — | — | 1 | 160 | — | — |
| Total residential real estate | 2 | 208 | 3 | 163 | 4 | 258 | 10 | 604 |
| Consumer unsecured | 1 | 5 | 1 | 3 | 2 | 5 | 1 | 3 |
| Total | 3 | \$ 213 | 5 | \$ 174 | 10 | \$ 618 | 12 | \$ 615 |

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| | Three Months Ended June 30, 2013 | | | | Six Months Ended June 30, 2013 | | | |
|-------------------------------|----------------------------------|--------------------------------------|---|--------------------------------------|--------------------------------|--------------------------------------|---|--------------------------------------|
| | Below Market Interest Rate | | Below Market Interest Rate and Extension of Amortization Period | | Below Market Interest Rate | | Below Market Interest Rate and Extension of Amortization Period | |
| | Number of Loans | Pre-Modification Recorded Investment | Number of Loans | Pre-Modification Recorded Investment | Number of Loans | Pre-Modification Recorded Investment | Number of Loans | Pre-Modification Recorded Investment |
| Commercial other | 3 | \$ 1,357 | 4 | \$ 1,796 | 3 | \$ 1,357 | 4 | \$ 1,796 |
| Agricultural other | — | — | — | — | 1 | 134 | — | — |
| Residential real estate | | | | | | | | |
| Senior liens | 4 | 414 | 3 | 221 | 7 | 625 | 8 | 810 |
| Junior liens | — | — | — | — | — | — | — | — |
| Home equity lines of credit | — | — | — | — | — | — | — | — |
| Total residential real estate | 4 | 414 | 3 | 221 | 7 | 625 | 8 | 810 |
| Consumer unsecured | — | — | — | — | — | — | — | — |
| Total | 7 | \$ 1,771 | 7 | \$ 2,017 | 11 | \$ 2,116 | 12 | \$ 2,606 |

We did not restructure any loans by forgiving principal or accrued interest in the three and six month periods ended June 30, 2014 or 2013.

Based on our historical loss experience, losses associated with TDRs are not significantly different than other impaired loans within the same loan segment. As such, TDRs, including TDRs that have been modified in the past 12 months that subsequently defaulted, are analyzed in the same manner as other impaired loans within their respective loan segment.

We had no loans that defaulted in the three and six month periods ended June 30, 2014 or 2013, which were modified within 12 months prior to the default date.

The following is a summary of TDR loan balances as of:

| | June 30, 2014 | December 31, 2013 |
|------|---------------|-------------------|
| TDRs | \$24,192 | \$25,865 |

Note 6 – Equity Securities Without Readily Determinable Fair Values

Included in equity securities without readily determinable fair values are restricted securities, which are carried at cost, and investments in unconsolidated entities accounted for under the equity method of accounting.

Equity securities without readily determinable fair values consist of the following as of:

| | June 30 2014 | December 31 2013 |
|-------------------------------------|--------------|------------------|
| FHLB Stock | \$9,100 | \$8,100 |
| Corporate Settlement Solutions, LLC | 6,983 | 6,970 |
| FRB Stock | 1,879 | 1,879 |
| Valley Financial Corporation | 1,000 | 1,000 |
| Other | 341 | 344 |
| Total | \$19,303 | \$18,293 |

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Note 7 – Borrowed Funds

Borrowed funds consist of the following obligations as of:

| | June 30 | | December 31 | | |
|--|-----------|------|-------------|------|---|
| | 2014 | | 2013 | | |
| | Amount | Rate | Amount | Rate | % |
| FHLB advances | \$182,000 | 1.84 | % \$162,000 | 2.02 | % |
| Securities sold under agreements to repurchase without stated maturity dates | 87,058 | 0.13 | % 106,025 | 0.13 | % |
| Securities sold under agreements to repurchase with stated maturity dates | 1,199 | 4.27 | % 11,301 | 3.30 | % |
| Federal funds purchased | 9,200 | 0.39 | % — | — | |
| Total | \$279,457 | 1.27 | % \$279,326 | 1.35 | % |

FHLB advances are collateralized by a blanket lien on all qualified 1-4 family residential real estate loans and certain mortgage-backed securities and collateralized mortgage obligations. FHLB advances are also secured by our holdings of FHLB stock.

The following table lists the maturity and weighted average interest rates of FHLB advances as of:

| | June 30 | | December 31 | | |
|---------------------------------|-----------|------|-------------|------|---|
| | 2014 | | 2013 | | |
| | Amount | Rate | Amount | Rate | % |
| Fixed rate advances due 2014 | \$10,000 | 0.48 | % \$10,000 | 0.48 | % |
| Variable rate advances due 2014 | 20,000 | 0.42 | % — | — | |
| Fixed rate advances due 2015 | 32,000 | 0.84 | % 32,000 | 0.84 | % |
| Fixed rate advances due 2016 | 10,000 | 2.15 | % 10,000 | 2.15 | % |
| Fixed rate advances due 2017 | 30,000 | 1.95 | % 30,000 | 1.95 | % |
| Fixed rate advances due 2018 | 40,000 | 2.35 | % 40,000 | 2.35 | % |
| Fixed rate advances due 2019 | 20,000 | 3.11 | % 20,000 | 3.11 | % |
| Fixed rate advances due 2020 | 10,000 | 1.98 | % 10,000 | 1.98 | % |
| Fixed rate advances due 2023 | 10,000 | 3.90 | % 10,000 | 3.90 | % |
| Total | \$182,000 | 1.84 | % \$162,000 | 2.02 | % |

Securities sold under agreements to repurchase are classified as secured borrowings. Securities sold under agreements to repurchase without stated maturity dates generally mature within one to four days from the transaction date.

Securities sold under agreements to repurchase are reflected at the amount of cash received in connection with the transaction. The securities underlying the agreements have a carrying value and a fair value of \$144,683 and \$148,930 at June 30, 2014 and December 31, 2013, respectively. Such securities remain under our control. We may be required to provide additional collateral based on the fair value of underlying securities.

The following table lists the maturity and weighted average interest rates of securities sold under agreements to repurchase with stated maturity dates as of:

| | June 30 | | December 31 | | |
|--------------------------------|---------|------|-------------|------|---|
| | 2014 | | 2013 | | |
| | Amount | Rate | Amount | Rate | % |
| Repurchase agreements due 2014 | \$767 | 4.84 | % \$10,876 | 3.30 | % |
| Repurchase agreements due 2015 | 432 | 3.25 | % 425 | 3.25 | % |
| Total | \$1,199 | 4.27 | % \$11,301 | 3.30 | % |

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Securities sold under repurchase agreements without stated maturity dates, federal funds purchased, and FRB Discount Window advances generally mature within one to four days from the transaction date. The following table provides a summary of securities sold under repurchase agreements without stated maturity dates, federal funds purchased, and FRB Discount Window advances borrowings for the three and six month periods ended:

| | Three Months Ended June 30, 2014 | | | | Three Months Ended June 30, 2013 | | | |
|--|----------------------------------|-----------------|--|---|----------------------------------|-----------------|--|---|
| | Maximum Month End Balance | Average Balance | Weighted Average Interest Rate During the Period | | Maximum Month End Balance | Average Balance | Weighted Average Interest Rate During the Period | |
| Securities sold under agreements to repurchase without stated maturity dates | \$90,813 | \$90,484 | 0.13 | % | \$71,668 | \$69,692 | 0.15 | % |
| Federal funds purchased | 16,500 | 6,849 | 0.48 | % | 13,700 | 6,022 | 0.57 | % |
| | Six Months Ended June 30, 2014 | | | | Six Months Ended June 30, 2013 | | | |
| | Maximum Month End Balance | Average Balance | Weighted Average Interest Rate During the Period | | Maximum Month End Balance | Average Balance | Weighted Average Interest Rate During the Period | |
| Securities sold under agreements to repurchase without stated maturity dates | \$94,741 | \$92,412 | 0.13 | % | \$71,668 | \$65,363 | 0.15 | % |
| Federal funds purchased | 16,500 | 6,305 | 0.47 | % | 13,700 | 3,646 | 0.56 | % |

We had pledged trading securities, AFS securities, and 1-4 family residential real estate loans in the following amounts at:

| | June 30 2014 | December 31 2013 |
|---|-----------------|---------------------|
| Pledged to secure borrowed funds | \$295,175 | \$320,173 |
| Pledged to secure repurchase agreements | 144,683 | 148,930 |
| Pledged for public deposits and for other purposes necessary or required by law | 18,446 | 20,922 |
| Total | \$458,304 | \$490,025 |

As of June 30, 2014, we had the ability to borrow up to an additional \$84,668, based on assets pledged as collateral.

We had no investment securities that are restricted to be pledged for specific purposes.

Note 8 – Other Noninterest Expenses

A summary of expenses included in other noninterest expenses is as follows for the:

| | Three Months Ended June 30 | | Six Months Ended June 30 | |
|-----------------------------------|-------------------------------|---------|-----------------------------|---------|
| | 2014 | 2013 | 2014 | 2013 |
| Marketing and community relations | \$211 | \$432 | \$454 | \$674 |
| FDIC insurance premiums | 221 | 273 | 423 | 545 |
| Directors fees | 183 | 205 | 378 | 404 |
| Audit and related fees | 182 | 162 | 320 | 301 |
| Education and travel | 143 | 116 | 264 | 238 |
| Postage and freight | 90 | 94 | 198 | 193 |
| Printing and supplies | 87 | 99 | 189 | 185 |
| Loan underwriting fees | 92 | 123 | 187 | 239 |
| Consulting fees | 76 | 83 | 167 | 155 |
| All other | 735 | 668 | 1,430 | 1,213 |
| Total other | \$2,020 | \$2,255 | \$4,010 | \$4,147 |

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Note 9 – Federal Income Taxes

The reconciliation of the provision for federal income taxes and the amount computed at the federal statutory tax rate of 34% of income before federal income tax expense is as follows for the:

| | Three Months Ended | | Six Months Ended | |
|---|--------------------|---------|------------------|----------|
| | June 30 | | June 30 | |
| | 2014 | 2013 | 2014 | 2013 |
| Income taxes at 34% statutory rate | \$1,448 | \$1,311 | \$2,763 | \$2,556 |
| Effect of nontaxable income | | | | |
| Interest income on tax exempt municipal securities | (503 |) (424 |) (997 |) (845 |
| Earnings on corporate owned life insurance policies | (64 |) (65 |) (127 |) (122 |
| Effect of tax credits | (191 |) (196 |) (388 |) (397 |
| Other | (43 |) (26 |) (77 |) (52 |
| Total effect of nontaxable income | (801 |) (711 |) (1,589 |) (1,416 |
| Effect of nondeductible expenses | 45 | 43 | 78 | 79 |
| Federal income tax expense | \$692 | \$643 | \$1,252 | \$1,219 |

Note 10 – Defined Benefit Pension Plan

We maintain a noncontributory defined benefit pension plan, which was curtailed effective March 1, 2007. As a result of the curtailment, future salary increases are no longer considered (the projected benefit obligation is equal to the accumulated benefit obligation), and plan benefits are based on years of service and the individual employee's five highest consecutive years of compensation out of the last ten years of service through March 1, 2007. We do not anticipate any contributions to the plan in 2014. We contributed the following to the plan during the three and six month periods ended:

| | Three Months Ended | | Six Months Ended | |
|--------------------|--------------------|------|------------------|-------|
| | June 30 | | June 30 | |
| | 2014 | 2013 | 2014 | 2013 |
| Plan Contributions | \$— | \$— | \$— | \$215 |

Following are the components of net periodic benefit cost for the:

| | Three Months Ended | | Six Months Ended | |
|---|--------------------|--------|------------------|--------|
| | June 30 | | June 30 | |
| | 2014 | 2013 | 2014 | 2013 |
| Interest cost on benefit obligation | \$121 | \$112 | \$243 | \$225 |
| Expected return on plan assets | (154 |) (144 |) (308 |) (287 |
| Amortization of unrecognized actuarial net loss | 43 | 82 | 85 | 165 |
| Net periodic benefit cost | \$10 | \$50 | \$20 | \$103 |

Note 11 – Fair Value

Following is a description of the valuation methodologies, key inputs, and an indication of the level of the fair value hierarchy in which the assets or liabilities are classified.

Cash and cash equivalents: The carrying amounts of cash and demand deposits due from banks and interest bearing balances due from banks approximate fair values. As such, we classify cash and cash equivalents as Level 1.

Certificates of deposit held in other financial institutions: Certificates of deposit held in other financial institutions include certificates of deposit and other short term interest bearing balances that mature within 3 years. Fair value is determined using prices for similar assets with similar characteristics. As such, we classify certificates of deposits held in other financial institutions as Level 2.

AFS and trading securities: AFS and trading securities are recorded at fair value on a recurring basis. Level 1 fair value measurement is based upon quoted prices for identical instruments. Level 2 fair value measurement is based upon quoted prices for similar instruments. If quoted prices are not available, fair values are measured using independent pricing models or other model based valuation techniques such as the present value of future cash flows, adjusted for the security's credit rating, prepayment assumptions and other factors such as credit loss and liquidity assumptions. The values for Level 1 and Level 2

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investment securities are generally obtained from an independent third party. On a quarterly basis, we compare the values provided to alternative pricing sources.

Mortgage loans AFS: Mortgage loans AFS are carried at the lower of cost or fair value. The fair value of Mortgage loans AFS are based on what price secondary markets are currently offering for portfolios with similar characteristics. As such, we classify Mortgage loans AFS subject to nonrecurring fair value adjustments as Level 2.

Loans: For variable rate loans with no significant change in credit risk, fair values are based on carrying values. Fair values for fixed rate loans are estimated using discounted cash flow analyses, using interest rates currently being offered for loans with similar terms to borrowers of similar credit quality. The resulting amounts are adjusted to estimate the effect of changes in the credit quality of borrowers since the loans were originated. As such, we classify loans as Level 3 assets.

We do not record loans at fair value on a recurring basis. However, from time-to-time, loans are classified as impaired and a specific allowance for loan losses may be established. Loans for which it is probable that payment of interest and principal will be significantly different than the contractual terms of the original loan agreement are considered impaired. Once a loan is identified as impaired, we measure the estimated impairment. The fair value of impaired loans is estimated using one of several methods, including the present value of expected future cash flows discounted at the loan's effective interest rate, the loan's obtainable market price, or the fair value of the collateral, less cost to sell, if the loan is collateral dependent. Those impaired loans not requiring an allowance represent loans for which the fair value of the expected repayments or collateral exceed the recorded investments in such loans.

We review the net realizable values of the underlying collateral for collateral dependent impaired loans on at least a quarterly basis for all loan types. To determine the collateral value, we utilize independent appraisals, broker price opinions, or internal evaluations. We review these valuations to determine whether an additional discount should be applied given the age of market information that may have been considered as well as other factors such as costs to carry and sell an asset if it is determined that the collateral will be liquidated in connection with the ultimate settlement of the loan. We use these valuations to determine if any specific reserves or charge-offs are necessary. We may obtain new valuations in certain circumstances, including when there has been significant deterioration in the condition of the collateral, if the foreclosure process has begun, or if the existing valuation is deemed to be outdated. The following tables list the quantitative fair value information about impaired loans as of:

| June 30, 2014 | | | |
|----------------------------|------------|---|-----------|
| Valuation Techniques | Fair Value | Unobservable Input | Range |
| | | Discount applied to collateral appraisal: | |
| | | Real Estate | 20% - 30% |
| | | Equipment | 30% - 40% |
| Discounted appraisal value | \$13,352 | Cash crop inventory | 40% |
| | | Other inventory | 50% |
| | | Accounts receivable | 50% - 75% |
| | | Liquor license | 75% |
| December 31, 2013 | | | |
| Valuation Techniques | Fair Value | Unobservable Input | Range |
| | | Discount applied to collateral appraisal: | |
| | | Real Estate | 20% - 30% |
| | | Equipment | 50% |
| Discounted appraisal value | \$13,902 | Livestock | 50% |
| | | Cash crop inventory | 50% |
| | | Other inventory | 75% |
| | | Accounts receivable | 75% |

Discount factors with ranges are based on the age of the independent appraisal, broker price opinion, or internal evaluations.

Accrued interest receivable: The carrying amounts of accrued interest receivable approximate fair value. As such, we classify accrued interest receivable as Level 1.

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Equity securities without readily determinable fair values: Included in equity securities without readily determinable fair values are FHLB stock and FRB stock as well as our ownership interests in Corporate Settlement Solutions, LLC and Valley Financial Corporation. The investment in Corporate Settlement Solutions, LLC, a title insurance company, was made in the first quarter 2008. We are not the managing entity of Corporate Settlement Solutions, LLC, and therefore, we account for our investment under the equity method of accounting. Valley Financial Corporation is the parent company of 1st State Bank in Saginaw, Michigan, which is a community bank that opened in 2005. We made investments in Valley Financial Corporation in 2004 and in 2007.

The lack of an active market, or other independent sources to validate fair value estimates coupled with the impact of future capital calls and transfer restrictions, is an inherent limitation in the valuation process. As the fair values of these investments are not readily determinable, they are not disclosed under a specific fair value hierarchy; however, they are reviewed quarterly for impairment. If we were to record an impairment adjustment related to these securities, it would be classified as a nonrecurring Level 3 fair value adjustment. During 2014 and 2013, there were no impairments recorded on equity securities without readily determinable fair values.

Foreclosed assets: Upon transfer from the loan portfolio, foreclosed assets (which are included in other assets) are adjusted to and subsequently carried at the lower of carrying value or fair value less costs to sell. Net realizable value is based upon independent market prices, appraised values of the collateral, or management's estimation of the value of the collateral. Due to the inherent level of estimation in the valuation process, we record foreclosed assets as nonrecurring Level 3.

The table below lists the quantitative fair value information related to foreclosed assets as of:

| June 30, 2014 | | | |
|----------------------------|------------|--|-----------|
| Valuation Techniques | Fair Value | Unobservable Input | Range |
| Discounted appraisal value | \$1,132 | Discount applied to collateral appraisal: Real Estate | 20% - 30% |
| December 31, 2013 | | | |
| Valuation Techniques | Fair Value | Unobservable Input | Range |
| Discounted appraisal value | \$1,412 | Discount applied to collateral appraisal: Real Estate | 20% - 30% |

Discount factors with ranges are based on the age of the independent appraisal, broker price opinion, or internal evaluations.

Goodwill and other intangible assets: Acquisition intangibles and goodwill are evaluated for potential impairment on at least an annual basis. Acquisition intangibles and goodwill are typically qualitatively evaluated to determine if it is more likely than not that the carrying balance is impaired. If it is determined that the carrying balance of acquisition intangibles or goodwill is more likely than not to be impaired, we perform a cash flow valuation to determine the extent of the potential impairment. If the testing resulted in impairment, we would classify goodwill and other acquisition intangibles subjected to nonrecurring fair value adjustments as Level 3. During 2014 and 2013, there were no impairments recorded on goodwill and other acquisition intangibles.

OMSRs: OMSRs (which are included in other assets) are subject to impairment testing. To test for impairment, we utilize a discounted cash flow analysis using interest rates and prepayment speed assumptions currently quoted for comparable instruments and discount rates. If the valuation model reflects a value less than the carrying value, OMSRs are adjusted to fair value through a valuation allowance as determined by the model. As such, we classify OMSRs subject to nonrecurring fair value adjustments as Level 2.

Deposits: The fair value of demand, savings, and money market deposits are, by definition, equal their carrying amounts and are classified as Level 1. Fair values for variable rate certificates of deposit approximate their carrying value. Fair values for fixed rate certificates of deposit are estimated using a discounted cash flow calculation that applies interest rates currently being offered on certificates to a schedule of aggregated expected monthly maturities on time deposits. As such, fixed rate certificates of deposit are classified as Level 2.

Borrowed funds: The carrying amounts of federal funds purchased, borrowings under overnight repurchase agreements, and other short-term borrowings maturing within ninety days approximate their fair values. The fair values of other borrowed funds are estimated using discounted cash flow analyses based on current incremental borrowing arrangements. As such, borrowed funds are classified as Level 2.

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Accrued interest payable: The carrying amounts of accrued interest payable approximate fair value. As such, we classify accrued interest payable as Level 1.

Commitments to extend credit, standby letters of credit, and undisbursed loans: Our commitments to extend credit, standby letters of credit, and undisbursed funds have no carrying amount and are estimated to have no realizable fair value. Historically, a majority of the unused commitments to extend credit have not been drawn upon and, generally, we do not receive fees in connection with these commitments other than standby letter of credit fees, which are not significant.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Although we believe our valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement.

Estimated Fair Values of Financial Instruments Not Recorded at Fair Value in their Entirety on a Recurring Basis
Disclosure of the estimated fair values of financial instruments, which differ from carrying values, often requires the use of estimates. In cases where quoted market values in an active market are not available, we use present value techniques and other valuation methods to estimate the fair values of our financial instruments. These valuation methods require considerable judgment and the resulting estimates of fair value can be significantly affected by the assumptions made and methods used.

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The carrying amount and estimated fair value of financial instruments not recorded at fair value in their entirety on a recurring basis on our consolidated balance sheets are as follows as of:

| | June 30, 2014 | | | | |
|--|-------------------|----------------------|-----------|-----------|-----------|
| | Carrying Value | Estimated Fair Value | (Level 1) | (Level 2) | (Level 3) |
| ASSETS | | | | | |
| Cash and cash equivalents | \$27,380 | \$27,380 | \$27,380 | \$— | \$— |
| Certificates of deposit held in other financial institutions | 580 | 580 | — | 580 | — |
| Mortgage loans AFS | 340 | 357 | — | 357 | — |
| Total loans | 816,307 | 802,848 | — | — | 802,848 |
| Less allowance for loan and lease losses | 10,700 | 10,700 | — | — | 10,700 |
| Net loans | 805,607 | 792,148 | — | — | 792,148 |
| Accrued interest receivable | 5,448 | 5,448 | 5,448 | — | — |
| Equity securities without readily determinable fair values (1) | 19,303 | 19,303 | — | — | — |
| OMSRs | 2,618 | 2,703 | — | 2,703 | — |
| LIABILITIES | | | | | |
| Deposits without stated maturities | 609,280 | 609,280 | 609,280 | — | — |
| Deposits with stated maturities | 451,648 | 453,458 | — | 453,458 | — |
| Borrowed funds | 279,457 | 263,604 | — | 263,604 | — |
| Accrued interest payable | 527 | 527 | 527 | — | — |
| | December 31, 2013 | | | | |
| | Carrying Value | Estimated Fair Value | (Level 1) | (Level 2) | (Level 3) |
| ASSETS | | | | | |
| Cash and cash equivalents | \$41,558 | \$41,558 | \$41,558 | \$— | \$— |
| Certificates of deposit held in other financial institutions | 580 | 582 | — | 582 | — |
| Mortgage loans AFS | 1,104 | 1,123 | — | 1,123 | — |
| Total loans | 808,037 | 808,246 | — | — | 808,246 |
| Less allowance for loan and lease losses | 11,500 | 11,500 | — | — | 11,500 |
| Net loans | 796,537 | 796,746 | — | — | 796,746 |
| Accrued interest receivable | 5,442 | 5,442 | 5,442 | — | — |
| Equity securities without readily determinable fair values (1) | 18,293 | 18,293 | — | — | — |
| OMSRs | 2,555 | 2,667 | — | 2,667 | — |
| LIABILITIES | | | | | |
| Deposits without stated maturities | 593,754 | 593,754 | 593,754 | — | — |
| Deposits with stated maturities | 450,012 | 452,803 | — | 452,803 | — |
| Borrowed funds | 279,326 | 283,060 | — | 283,060 | — |
| Accrued interest payable | 633 | 633 | 633 | — | — |

Due to the characteristics of equity securities without readily determinable fair values, they are not disclosed under (1) a specific fair value hierarchy. If we were to record an impairment adjustment related to these securities, such amount would be classified as a nonrecurring Level 3 fair value adjustment.

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Financial Instruments Recorded at Fair Value

The table below presents the recorded amount of assets and liabilities measured at fair value on:

| | June 30, 2014 | | | | December 31, 2013 | | | | |
|--|---------------|-----------|-----------|-----------|-------------------|-----------|-----------|-----------|---|
| | Total | (Level 1) | (Level 2) | (Level 3) | Total | (Level 1) | (Level 2) | (Level 3) | |
| Recurring items | | | | | | | | | |
| Trading securities | | | | | | | | | |
| States and political subdivisions | \$— | \$— | \$— | \$— | \$525 | \$— | \$525 | \$— | |
| AFS securities | | | | | | | | | |
| Government-sponsored enterprises | 24,104 | — | 24,104 | — | 23,745 | — | 23,745 | — | |
| States and political subdivisions | 214,210 | — | 214,210 | — | 201,988 | — | 201,988 | — | |
| Auction rate money market preferred | 2,867 | — | 2,867 | — | 2,577 | — | 2,577 | — | |
| Preferred stocks | 6,214 | 6,214 | — | — | 5,827 | 5,827 | — | — | |
| Mortgage-backed securities | 162,992 | — | 162,992 | — | 144,115 | — | 144,115 | — | |
| Collateralized mortgage obligations | 140,131 | — | 140,131 | — | 133,810 | — | 133,810 | — | |
| Total AFS securities | 550,518 | 6,214 | 544,304 | — | 512,062 | 5,827 | 506,235 | — | |
| Nonrecurring items | | | | | | | | | |
| Impaired loans (net of the ALLL) | 13,352 | — | — | 13,352 | 13,902 | — | — | 13,902 | |
| Foreclosed assets | 1,132 | — | — | 1,132 | 1,412 | — | — | 1,412 | |
| Total | \$565,002 | \$6,214 | \$544,304 | \$14,484 | \$527,901 | \$5,827 | \$506,760 | \$15,314 | |
| Percent of assets and liabilities measured at fair value | | 1.10 | % 96.34 | % 2.56 | % | 1.10 | % 96.00 | % 2.90 | % |

The following table provides a summary of the changes in fair value of assets and liabilities recorded at fair value through earnings on a recurring basis and changes in assets and liabilities recorded at fair value on a nonrecurring basis, for which gains or losses were recognized in the:

| | Three Months Ended June 30 | | | | | |
|--------------------|----------------------------|----------------------|---------|----------------|----------------------|---------|
| | 2014 | | | 2013 | | |
| | Trading Losses | Other Gains (Losses) | Total | Trading Losses | Other Gains (Losses) | Total |
| Recurring items | | | | | | |
| Trading securities | \$(1) | \$— | \$(1) | \$(8) | \$— | \$(8) |
| Nonrecurring items | | | | | | |
| Foreclosed assets | — | (20) | (20) | — | (68) | (68) |
| Total | \$(1) | \$(20) | \$(21) | \$(8) | \$(68) | \$(76) |
| | Six Months Ended June 30 | | | | | |
| | 2014 | | | 2013 | | |
| | Trading Losses | Other Gains (Losses) | Total | Trading Losses | Other Gains (Losses) | Total |
| Recurring items | | | | | | |
| Trading securities | \$(5) | \$— | \$(5) | \$(18) | \$— | \$(18) |
| Nonrecurring items | | | | | | |
| Foreclosed assets | — | (63) | (63) | — | (92) | (92) |

Total \$(5) \$(63) \$(68) \$(18) \$(92) \$(110)

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Note 12 – Accumulated Other Comprehensive Income (Loss)

The following table summarizes the changes in AOCI by component for the:

| | Three Months Ended June 30 | | | 2013 | | |
|--------------------------------|----------------------------|--------------|-------------|---------------|--------------|-------------|
| | 2014 | | Total | Unrealized | | Total |
| | Unrealized | Defined | | Unrealized | Defined | |
| | Holding Gains | Pension Plan | | Holding Gains | Pension Plan | |
| | (Losses) on | Benefit | | (Losses) on | Benefit | |
| | AFS | Pension Plan | | AFS | Pension Plan | |
| | Securities | | | Securities | | |
| Balance, April 1 | \$ (426) | \$ (2,134) | \$ (2,560) | \$ 7,541 | \$ (3,671) | \$ 3,870 |
| OCI before reclassifications | 4,448 | — | 4,448 | (11,997) | — | (11,997) |
| Amounts reclassified from AOCI | — | — | — | — | — | — |
| Subtotal | 4,448 | — | 4,448 | (11,997) | — | (11,997) |
| Tax effect | (1,420) | — | (1,420) | 3,979 | — | 3,979 |
| OCI, net of tax | 3,028 | — | 3,028 | (8,018) | — | (8,018) |
| Balance, June 30 | \$ 2,602 | \$ (2,134) | \$ 468 | \$ (477) | \$ (3,671) | \$ (4,148) |
| | Six Months Ended June 30 | | | 2013 | | |
| | 2014 | | Total | Unrealized | | Total |
| | Unrealized | Defined | | Unrealized | Defined | |
| | Holding Gains | Pension Plan | | Holding Gains | Pension Plan | |
| | (Losses) on | Benefit | | (Losses) on | Benefit | |
| | AFS | Pension Plan | | AFS | Pension Plan | |
| | Securities | | | Securities | | |
| Balance, January 1 | \$ (4,207) | \$ (2,134) | \$ (6,341) | \$ 8,678 | \$ (3,671) | \$ 5,007 |
| OCI before reclassifications | 9,968 | — | 9,968 | (13,958) | — | (13,958) |
| Amounts reclassified from AOCI | — | — | — | (99) | — | (99) |
| Subtotal | 9,968 | — | 9,968 | (14,057) | — | (14,057) |
| Tax effect | (3,159) | — | (3,159) | 4,902 | — | 4,902 |
| OCI, net of tax | 6,809 | — | 6,809 | (9,155) | — | (9,155) |
| Balance, June 30 | \$ 2,602 | \$ (2,134) | \$ 468 | \$ (477) | \$ (3,671) | \$ (4,148) |

Included in OCI for the three and six month periods ended June 30, 2014 and 2013 are changes in unrealized holding gains and losses related to auction rate money market preferred and preferred stocks. For federal income tax purposes, these securities are considered equity investments. As such, no deferred federal income taxes related to unrealized holding gains or losses are expected or recorded.

A summary of the components of unrealized holding gains on AFS securities included in OCI follows for the:

| | Three Months Ended June 30 | | | 2013 | | |
|--|----------------------------|------------|---------------|--------------|--------------|--------------|
| | 2014 | | Total | Auction Rate | | Total |
| | Money | All Other | | Money | All Other | |
| | Market | AFS | Market | AFS | | |
| | Preferred and | Securities | Preferred and | Securities | | |
| | Preferred | | Preferred | | | |
| | Stocks | | Stocks | | | |
| Unrealized gains (losses) arising during the period | \$ 298 | \$ 4,150 | \$ 4,448 | \$ (363) | \$ (11,634) | \$ (11,997) |
| Reclassification adjustment for net realized (gains) losses included in net income | — | — | — | — | — | — |

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| | | | | | | | | | |
|---------------------------------------|-------|---------|---------|--------|---|----------|-------|----------|---|
| Net unrealized gains (losses) | 298 | 4,150 | 4,448 | (363 |) | (11,634 |) | (11,997 |) |
| Tax effect | — | (1,420 |) | (1,420 |) | — | 3,979 | 3,979 | |
| Unrealized gains (losses), net of tax | \$298 | \$2,730 | \$3,028 | \$(363 |) | \$(7,655 |) | \$(8,018 |) |

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| | Six Months Ended June 30 2014 | | | 2013 | | |
|--|---|--------------------------------|---------|---|--------------------------------|------------|
| | Auction Rate Money Market Preferred and Preferred Stocks | All Other AFS Securities | Total | Auction Rate Money Market Preferred and Preferred Stocks | All Other AFS Securities | Total |
| Unrealized gains (losses) arising during the period | \$298 | \$9,670 | \$9,968 | \$295 | \$(14,253) | \$(13,958) |
| Reclassification adjustment for net realized (gains) losses included in net income | — | — | — | — | (99) | (99) |
| Net unrealized gains (losses) | 298 | 9,670 | 9,968 | 295 | (14,352) | (14,057) |
| Tax effect | — | (3,159) | (3,159) | — | 4,902 | 4,902 |
| Unrealized gains (losses), net of tax | \$298 | \$6,511 | \$6,809 | \$295 | \$(9,450) | \$(9,155) |

The following table details reclassification adjustments and the related affected line items on our interim condensed consolidated statements of income for the noted periods:

| Details about AOCI components | Amount Reclassified from AOCI | | Affected Line Item in the Interim Condensed Consolidated Statements of Income | | |
|---|-------------------------------------|----------------------------------|--|----------------------------------|--|
| | Three Months Ended June 30 2014 | Six Months Ended June 30 2013 | Three Months Ended June 30 2014 | Six Months Ended June 30 2013 | |
| Unrealized holding gains (losses) on AFS securities | \$— | \$— | \$— | \$99 | Net gains (losses) on sale of AFS securities |
| | — | — | — | 99 | Income before federal income tax expense |
| | — | — | — | 34 | Federal income tax expense |
| | \$— | \$— | \$— | \$65 | Net income |

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Interim Condensed Balance Sheets

| | June 30 2014 | December 31 2013 |
|---|------------------|---------------------|
| ASSETS | | |
| Cash on deposit at the Bank | \$961 | \$529 |
| AFS securities | 3,522 | 3,542 |
| Investments in subsidiaries | 121,714 | 110,192 |
| Premises and equipment | 1,954 | 2,013 |
| Other assets | 54,274 | 54,223 |
| TOTAL ASSETS | \$182,425 | \$170,499 |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | |
| Other liabilities | \$11,326 | \$9,890 |
| Shareholders' equity | 171,099 | 160,609 |
| TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY | \$182,425 | \$170,499 |

Interim Condensed Statements of Income

| | Three Months Ended June 30 | | Six Months Ended June 30 | |
|---|-------------------------------|----------------|-----------------------------|----------------|
| | 2014 | 2013 | 2014 | 2013 |
| Income | | | | |
| Dividends from subsidiaries | \$1,500 | \$1,500 | \$3,000 | \$3,000 |
| Interest income | 39 | 41 | 78 | 84 |
| Management fee and other | 722 | 559 | 1,228 | 1,067 |
| Total income | 2,261 | 2,100 | 4,306 | 4,151 |
| Expenses | | | | |
| Compensation and benefits | 772 | 669 | 1,604 | 1,381 |
| Occupancy and equipment | 107 | 119 | 221 | 230 |
| Audit and related fees | 98 | 93 | 169 | 158 |
| Other | 298 | 297 | 566 | 501 |
| Total expenses | 1,275 | 1,178 | 2,560 | 2,270 |
| Income before income tax benefit and equity in undistributed earnings of subsidiaries | 986 | 922 | 1,746 | 1,881 |
| Federal income tax benefit | 178 | 199 | 432 | 388 |
| Income before equity in undistributed earnings of subsidiaries | 1,164 | 1,121 | 2,178 | 2,269 |
| Undistributed earnings of subsidiaries | 2,401 | 2,092 | 4,696 | 4,031 |
| Net income | \$3,565 | \$3,213 | \$6,874 | \$6,300 |

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Interim Condensed Statements of Cash Flows

| | Six Months Ended | |
|--|------------------|----------|
| | June 30 | |
| | 2014 | 2013 |
| Operating activities | | |
| Net income | \$6,874 | \$6,300 |
| Adjustments to reconcile net income to cash provided by operations | | |
| Undistributed earnings of subsidiaries | (4,696 |) (4,031 |
| Undistributed earnings of equity securities without readily determinable fair values | (10 |) 125 |
| Share-based payment awards | 237 | 258 |
| Depreciation | 65 | 77 |
| Net amortization of AFS securities | 2 | 1 |
| Changes in operating assets and liabilities which provided (used) cash | | |
| Other assets | (40 |) (26 |
| Accrued interest and other liabilities | 836 | 211 |
| Net cash provided by (used in) operating activities | 3,268 | 2,915 |
| Investing activities | | |
| Maturities, calls, and sales of AFS securities | — | 395 |
| Purchases of premises and equipment | (6 |) (127 |
| Advances to subsidiaries, net of repayments | — | 101 |
| Net cash provided by (used in) investing activities | (6 |) 369 |
| Financing activities | | |
| Net increase (decrease) in borrowed funds | 600 | (200 |
| Cash dividends paid on common stock | (3,394 |) (3,224 |
| Proceeds from the issuance of common stock | 1,778 | 1,900 |
| Common stock repurchased | (1,648 |) (1,114 |
| Common stock purchased for deferred compensation obligations | (166 |) (166 |
| Net cash provided by (used in) financing activities | (2,830 |) (2,804 |
| Increase (decrease) in cash and cash equivalents | 432 | 480 |
| Cash and cash equivalents at beginning of period | 529 | 332 |
| Cash and cash equivalents at end of period | \$961 | \$812 |

Note 14 – Operating Segments

Our reportable segments are based on legal entities that account for at least 10% of net operating results. The operations of the Bank as of June 30, 2014 and 2013 and each of the three and six month periods then ended, represent approximately 90% or more of our consolidated total assets and operating results. As such, no additional segment reporting is presented.

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

ISABELLA BANK CORPORATION FINANCIAL REVIEW

(Dollars in thousands except per share amounts)

This section reviews our financial condition and results of our operations for the three and six month periods ended June 30, 2014 and 2013. This analysis should be read in conjunction with our 2013 Annual Report on Form 10-K and with the unaudited interim condensed consolidated financial statements and notes, beginning on page 4 of this report.

Executive Summary

During the three and six month periods ended June 30, 2014, we reported record net income of \$3,565 and \$6,874, respectively. In addition to record net income, we also posted record earnings per common share of \$0.46 and \$0.89 in the three and six month periods ended June 30, 2014, respectively.

The primary driver for the increase in net income was a continued improvement in various credit quality indicators. These improvements continue to drive declines in the level of the ALLL in both amount and as a percentage of gross loans, resulting in a reversal of provision for loan losses of \$442 for the six month period ended June 30, 2014. Net loans charged-off during the first six months of 2014 were \$358 as compared to \$751 in the first six months of 2013. Additionally, we continue to see reductions in loans classified as less than satisfactory. While we experienced reductions in net loans charged-off and in the level of loans classified as less than satisfactory, nonperforming loans have increased since December 31, 2013. This increase was primarily the result of two loans, which are well collateralized and closely monitored by management.

While competition for high quality commercial loans continues to be intense, we were able to grow our commercial loan portfolio in the first six months of 2014 by \$15,687 without relaxing our underwriting standards. This growth was partially offset by declines in both residential real estate loans of \$11,386 and consumer loans of \$1,103, resulting in a net increase in total loans of \$8,270 for the period. The lack of demand for residential real estate loans continues to result in noticeable declines in loan fees and the gain on sale of mortgage loans.

We anticipate that competition for commercial loans will continue to be significant, residential mortgage loan activity will remain soft, and growing our deposit base will be challenging throughout the foreseeable future. Despite these challenges, our unwavering commitment to core community banking principles and long term sustainable growth has, and will continue to, enable us to meet the needs of the communities we serve and increase shareholder value.

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Results of Operations

The following table outlines our quarterly results of operations and provides certain performance measures as of, and for the three month periods ended:

| | June 30 2014 | March 31 2014 | December 31 2013 | September 30 2013 | June 30 2013 | |
|--|-----------------|------------------|---------------------|----------------------|-----------------|---|
| INCOME STATEMENT DATA | | | | | | |
| Interest income | \$13,391 | \$13,364 | \$13,603 | \$13,505 | \$13,440 | |
| Interest expense | 2,468 | 2,500 | 2,683 | 2,736 | 2,781 | |
| Net interest income | 10,923 | 10,864 | 10,920 | 10,769 | 10,659 | |
| Provision for loan losses | (200) | (242) | 245 | 351 | 215 | |
| Noninterest income | 2,434 | 2,249 | 2,130 | 2,862 | 2,736 | |
| Noninterest expenses | 9,300 | 9,486 | 9,578 | 9,320 | 9,324 | |
| Federal income tax expense | 692 | 560 | 303 | 674 | 643 | |
| Net Income | \$3,565 | \$3,309 | \$2,924 | \$3,286 | \$3,213 | |
| PER SHARE | | | | | | |
| Basic earnings | \$0.46 | \$0.43 | \$0.38 | \$0.43 | \$0.42 | |
| Diluted earnings | \$0.45 | \$0.42 | \$0.37 | \$0.42 | \$0.41 | |
| Dividends | \$0.22 | \$0.22 | \$0.21 | \$0.21 | \$0.21 | |
| Tangible book value* | \$16.08 | \$15.82 | \$15.62 | \$15.43 | \$15.19 | |
| Market value | | | | | | |
| High | \$23.50 | \$23.94 | \$24.84 | \$25.50 | \$26.00 | |
| Low | \$22.52 | \$22.25 | \$21.12 | \$23.40 | \$24.75 | |
| Close* | \$22.95 | \$23.00 | \$23.85 | \$24.85 | \$24.75 | |
| Common shares outstanding* | 7,735,156 | 7,727,547 | 7,723,023 | 7,709,781 | 7,703,589 | |
| PERFORMANCE RATIOS (annualized) | | | | | | |
| Return on average total assets | 0.95 | % 0.88 | % 0.80 | % 0.91 | % 0.89 | % |
| Return on average shareholders' equity | 8.43 | % 8.04 | % 7.18 | % 8.27 | % 7.76 | % |
| Return on average tangible shareholders' equity | 11.59 | % 10.92 | % 9.78 | % 11.16 | % 11.10 | % |
| Net interest margin yield (FTE) | 3.43 | % 3.42 | % 3.50 | % 3.48 | % 3.50 | % |
| BALANCE SHEET DATA* | | | | | | |
| Gross loans | \$816,307 | \$808,411 | \$808,037 | \$807,849 | \$803,452 | |
| AFS securities | \$550,518 | \$555,144 | \$512,062 | \$501,057 | \$499,424 | |
| Total assets | \$1,522,135 | \$1,513,371 | \$1,493,137 | \$1,459,341 | \$1,451,415 | |
| Deposits | \$1,060,928 | \$1,065,935 | \$1,043,766 | \$1,023,931 | \$1,021,424 | |
| Borrowed funds | \$279,457 | \$272,536 | \$279,326 | \$266,001 | \$262,460 | |
| Shareholders' equity | \$171,099 | \$165,971 | \$160,609 | \$161,305 | \$159,288 | |
| Gross loans to deposits | 76.94 | % 75.84 | % 77.42 | % 78.90 | % 78.66 | % |
| ASSETS UNDER MANAGEMENT* | | | | | | |
| Loans sold with servicing retained | \$290,590 | \$292,382 | \$293,665 | \$294,999 | \$295,047 | |
| Assets managed by our Investment and Trust Services Department | \$374,092 | \$358,811 | \$351,420 | \$351,505 | \$336,132 | |
| Total assets under management | \$2,186,817 | \$2,164,564 | \$2,138,222 | \$2,105,845 | \$2,082,594 | |
| ASSET QUALITY* | | | | | | |
| Nonperforming loans to gross loans | 0.58 | % 0.65 | % 0.42 | % 0.53 | % 0.52 | % |
| Nonperforming assets to total assets | 0.38 | % 0.42 | % 0.32 | % 0.37 | % 0.36 | % |
| ALLL to gross loans | 1.31 | % 1.37 | % 1.42 | % 1.44 | % 1.46 | % |
| CAPITAL RATIOS* | | | | | | |

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| | | | | | | |
|----------------------------------|-------|---------|---------|---------|---------|---|
| Shareholders' equity to assets | 11.24 | % 10.97 | % 10.76 | % 11.05 | % 10.97 | % |
| Tier 1 capital to average assets | 8.50 | % 8.38 | % 8.46 | % 8.45 | % 8.38 | % |
| Tier 1 risk-based capital | 13.84 | % 13.88 | % 13.67 | % 13.75 | % 13.59 | % |
| Total risk-based capital | 15.09 | % 15.13 | % 14.92 | % 15.00 | % 14.84 | % |

* At end of period

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The following table outlines our quarterly results of operations and provides certain performance measures as of, and for the six month periods ended:

| | June 30 2014 | June 30 2013 | | |
|--|-----------------|-----------------|--|---|
| INCOME STATEMENT DATA | | | | |
| Interest income | \$26,755 | \$26,968 | | |
| Interest expense | 4,968 | 5,602 | | |
| Net interest income | 21,787 | 21,366 | | |
| Provision for loan losses | (442 |) 515 | | |
| Noninterest income | 4,683 | 5,183 | | |
| Noninterest expenses | 18,786 | 18,515 | | |
| Federal income tax expense | 1,252 | 1,219 | | |
| Net Income | \$6,874 | \$6,300 | | |
| PER SHARE | | | | |
| Basic earnings | \$0.89 | \$0.82 | | |
| Diluted earnings | \$0.87 | \$0.80 | | |
| Dividends | \$0.44 | \$0.42 | | |
| Tangible book value* | \$16.08 | \$15.19 | | |
| Market value | | | | |
| High | \$23.94 | \$26.00 | | |
| Low | \$22.52 | \$21.60 | | |
| Close* | \$22.95 | \$24.75 | | |
| Common shares outstanding* | 7,735,156 | 7,703,589 | | |
| PERFORMANCE RATIOS (annualized) | | | | |
| Return on average total assets | 0.91 | % 0.88 | | % |
| Return on average shareholders' equity | 8.24 | % 7.63 | | % |
| Return on average tangible shareholders' equity | 11.17 | % 10.98 | | % |
| Net interest margin yield (FTE) | 3.42 | % 3.52 | | % |
| BALANCE SHEET DATA* | | | | |
| Gross loans | \$816,307 | \$803,452 | | |
| AFS securities | \$550,518 | \$499,424 | | |
| Total assets | \$1,522,135 | \$1,451,415 | | |
| Deposits | \$1,060,928 | \$1,021,424 | | |
| Borrowed funds | \$279,457 | \$262,460 | | |
| Shareholders' equity | \$171,099 | \$159,288 | | |
| Gross loans to deposits | 76.94 | % 78.66 | | % |
| ASSETS UNDER MANAGEMENT* | | | | |
| Loans sold with servicing retained | \$290,590 | \$295,047 | | |
| Assets managed by our Investment and Trust Services Department | \$374,092 | \$336,132 | | |
| Total assets under management | \$2,186,817 | \$2,082,594 | | |
| ASSET QUALITY* | | | | |
| Nonperforming loans to gross loans | 0.58 | % 0.52 | | % |
| Nonperforming assets to total assets | 0.38 | % 0.36 | | % |
| ALLL to gross loans | 1.31 | % 1.46 | | % |
| CAPITAL RATIOS* | | | | |
| Shareholders' equity to assets | 11.24 | % 10.97 | | % |
| Tier 1 capital to average assets | 8.50 | % 8.38 | | % |
| Tier 1 risk-based capital | 13.84 | % 13.59 | | % |
| Total risk-based capital | 15.09 | % 14.84 | | % |

* At end of period

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Average Balances, Interest Rate, and Net Interest Income

The following schedules present the daily average amount outstanding for each major category of interest earning assets, nonearning assets, interest bearing liabilities, and noninterest bearing liabilities. These schedules also present an analysis of interest income and interest expense for the periods indicated. All interest income is reported on a FTE basis using a 34% federal income tax rate. Nonaccrual loans, for the purpose of the following computations, are included in the average loan balances. FRB and FHLB restricted equity holdings are included in accrued income and other assets.

The following tables display the results for the:

| | Three Months Ended | | | | | | | | | |
|---|--------------------|-------------------------|----------------------|-----------------|-------------------------|----------------------|-----------------|-------------------------|----------------------|--|
| | June 30, 2014 | | | March 31, 2014 | | | June 30, 2013 | | | |
| | Average Balance | Tax Equivalent Interest | Average Yield / Rate | Average Balance | Tax Equivalent Interest | Average Yield / Rate | Average Balance | Tax Equivalent Interest | Average Yield / Rate | |
| INTEREST EARNING ASSETS | | | | | | | | | | |
| Loans | \$808,541 | \$9,799 | 4.85 % | \$805,812 | \$9,751 | 4.84 % | \$780,909 | \$10,280 | 5.27 % | |
| Taxable investment securities | 353,878 | 1,993 | 2.25 % | 353,013 | 1,998 | 2.26 % | 341,232 | 1,798 | 2.11 % | |
| Nontaxable investment securities | 194,307 | 2,376 | 4.89 % | 189,000 | 2,332 | 4.94 % | 162,626 | 2,024 | 4.98 % | |
| Trading account securities | 172 | 2 | 4.65 % | 524 | 8 | 6.11 % | 1,156 | 14 | 4.84 % | |
| Other | 21,421 | 112 | 2.09 % | 26,604 | 153 | 2.30 % | 23,533 | 109 | 1.85 % | |
| Total earning assets | 1,378,319 | 14,282 | 4.14 % | 1,374,953 | 14,242 | 4.14 % | 1,309,456 | 14,225 | 4.35 % | |
| NONEARNING ASSETS | | | | | | | | | | |
| Allowance for loan losses | (11,208) | | | (11,634) | | | (11,889) | | | |
| Cash and demand deposits due from banks | 17,403 | | | 17,690 | | | 17,157 | | | |
| Premises and equipment | 25,960 | | | 26,018 | | | 25,917 | | | |
| Accrued income and other assets | 97,187 | | | 94,704 | | | 99,729 | | | |
| Total assets | \$1,507,661 | | | \$1,501,731 | | | \$1,440,370 | | | |
| INTEREST BEARING LIABILITIES | | | | | | | | | | |
| Interest bearing demand deposits | \$192,798 | 39 | 0.08 % | \$197,776 | 41 | 0.08 % | \$181,044 | 40 | 0.09 % | |
| Savings deposits | 257,628 | 91 | 0.14 % | 252,979 | 94 | 0.15 % | 242,247 | 90 | 0.15 % | |
| Time deposits | 455,592 | 1,459 | 1.28 % | 451,350 | 1,481 | 1.31 % | 460,379 | 1,692 | 1.47 % | |
| Borrowed funds | 263,606 | 879 | 1.33 % | 270,010 | 884 | 1.31 % | 243,936 | 959 | 1.57 % | |
| | 1,169,624 | 2,468 | 0.84 % | 1,172,115 | 2,500 | 0.85 % | 1,127,606 | 2,781 | 0.99 % | |

| | | | | |
|--|-------------|-----------|-------------|-------------|
| Total interest bearing liabilities | | | | |
| NONINTEREST BEARING LIABILITIES | | | | |
| Demand deposits | 158,804 | | 155,176 | 138,483 |
| Other | 10,166 | | 9,861 | 8,571 |
| Shareholders' equity | 169,067 | | 164,579 | 165,710 |
| Total liabilities and shareholders' equity | \$1,507,661 | | \$1,501,731 | \$1,440,370 |
| Net interest income (FTE) | | \$ 11,814 | | \$ 11,742 |
| Net yield on interest earning assets (FTE) | | 3.43 % | | 3.42 % |
| | | | | 3.50 % |

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| | Six Months Ended | | | June 30, 2013 | | | | |
|--|------------------|-------------------------|----------------------|-----------------|-------------------------|----------------------|--|--|
| | Average Balance | Tax Equivalent Interest | Average Yield / Rate | Average Balance | Tax Equivalent Interest | Average Yield / Rate | | |
| INTEREST EARNING ASSETS | | | | | | | | |
| Loans | \$807,177 | \$19,550 | 4.84 % | \$773,825 | \$20,610 | 5.33 % | | |
| Taxable investment securities | 353,446 | 3,991 | 2.26 % | 342,375 | 3,632 | 2.12 % | | |
| Nontaxable investment securities | 191,654 | 4,703 | 4.91 % | 159,147 | 4,035 | 5.07 % | | |
| Trading account securities | 348 | 9 | 5.17 % | 1,363 | 35 | 5.14 % | | |
| Other | 24,013 | 265 | 2.21 % | 26,955 | 225 | 1.67 % | | |
| Total earning assets | 1,376,638 | 28,518 | 4.14 % | 1,303,665 | 28,537 | 4.38 % | | |
| NONEARNING ASSETS | | | | | | | | |
| ALLL | (11,421) | | | (11,987) | | | | |
| Cash and demand deposits due from banks | 17,546 | | | 17,909 | | | | |
| Premises and equipment | 25,989 | | | 25,927 | | | | |
| Accrued income and other assets | 95,946 | | | 100,773 | | | | |
| Total assets | \$1,504,698 | | | \$1,436,287 | | | | |
| INTEREST BEARING LIABILITIES | | | | | | | | |
| Interest bearing demand deposits | \$195,287 | 80 | 0.08 % | \$183,921 | 81 | 0.09 % | | |
| Savings deposits | 255,304 | 185 | 0.14 % | 241,824 | 181 | 0.15 % | | |
| Time deposits | 453,472 | 2,940 | 1.30 % | 460,958 | 3,434 | 1.49 % | | |
| Borrowed funds | 266,808 | 1,763 | 1.32 % | 237,863 | 1,906 | 1.60 % | | |
| Total interest bearing liabilities | 1,170,871 | 4,968 | 0.85 % | 1,124,566 | 5,602 | 1.00 % | | |
| NONINTEREST BEARING LIABILITIES | | | | | | | | |
| Demand deposits | 156,990 | | | 138,221 | | | | |
| Other | 10,014 | | | 8,388 | | | | |
| Shareholders' equity | 166,823 | | | 165,112 | | | | |
| Total liabilities and shareholders' equity | \$1,504,698 | | | \$1,436,287 | | | | |
| Net interest income (FTE) | | \$23,550 | | | \$22,935 | | | |
| Net yield on interest earning assets (FTE) | | | 3.42 % | | | 3.52 % | | |
| Net Interest Income | | | | | | | | |

Net interest income is the amount by which interest income on earning assets exceeds the interest expenses on interest bearing liabilities. Net interest income is influenced by changes in the balance and mix of assets and liabilities and market interest rates. We exert some control over these factors; however, FRB monetary policy and competition have a significant impact. For analytical purposes, net interest income is adjusted to an FTE basis by adding the income tax savings from interest on tax exempt loans, AFS securities, and trading securities, thus making year to year comparisons more meaningful. Included in interest income are loan fees for the three and six month periods ended:

| | Three Months Ended | | | Six Months Ended | |
|-----------|--------------------|------------------|-----------------|------------------|-----------------|
| | June 30 2014 | March 31 2014 | June 30 2013 | June 30 2014 | June 30 2013 |
| Loan fees | \$566 | \$476 | \$862 | \$1,042 | \$1,683 |

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Volume and Rate Variance Analysis

The following table sets forth the effect of volume and rate changes on interest income and expense for the periods indicated. For the purpose of this table, changes in interest due to volume and rate were determined as follows:

Volume—change in volume multiplied by the previous period's rate.

Rate—change in the FTE rate multiplied by the previous period's volume.

The change in interest due to both volume and rate has been allocated to volume and rate changes in proportion to the relationship of the absolute dollar amounts of the change in each.

| | Three Months Ended June 30, 2014 Compared to March 31, 2014 | | | Three Months Ended June 30, 2014 Compared to June 30, 2013 | | | Six Months Ended June 30, 2014 Compared to June 30, 2013 | | |
|-------------------------------------|---|-------|------|--|---------|---------|--|-----------|-----------|
| | Increase (Decrease) Due to Volume | Rate | Net | Increase (Decrease) Due to Volume | Rate | Net | Increase (Decrease) Due to Volume | Rate | Net |
| Changes in interest income | | | | | | | | | |
| Loans | \$33 | \$15 | \$48 | \$355 | \$(836) | \$(481) | \$862 | \$(1,922) | \$(1,060) |
| Taxable AFS securities | 5 | (10) | (5) | 68 | 127 | 195 | 120 | 239 | 359 |
| Nontaxable AFS securities | 65 | (21) | 44 | 388 | (36) | 352 | 801 | (133) | 668 |
| Trading securities | (4) | (2) | (6) | (11) | (1) | (12) | (26) | — | (26) |
| Other | (28) | (13) | (41) | (10) | 13 | 3 | (27) | 67 | 40 |
| Total changes in interest income | 71 | (31) | 40 | 790 | (733) | 57 | 1,730 | (1,749) | (19) |
| Changes in interest expense | | | | | | | | | |
| Interest bearing demand deposits | (1) | (1) | (2) | 3 | (4) | (1) | 5 | (6) | (1) |
| Savings deposits | 2 | (5) | (3) | 6 | (5) | 1 | 10 | (6) | 4 |
| Time deposits | 14 | (36) | (22) | (17) | (216) | (233) | (55) | (439) | (494) |
| Borrowed funds | (21) | 16 | (5) | 73 | (153) | (80) | 215 | (358) | (143) |
| Total changes in interest expense | (6) | (26) | (32) | 65 | (378) | (313) | 175 | (809) | (634) |
| Net change in interest margin (FTE) | \$77 | \$(5) | \$72 | \$725 | \$(355) | \$370 | \$1,555 | \$(940) | \$615 |

While our net yield on interest earning assets remains at historically low levels, our net yield on interest earning assets has stabilized. The low net yields on interest earning assets are a direct result of FRB monetary policy. As we do not foresee any significant changes in FRB monetary policy or our earning asset and liability mix in the near future, we anticipate that the net yield on interest earning assets will likely approximate current levels. Net interest income will increase only through continued balance sheet growth.

| | Average Yield / Rate for the Three Month Periods Ended: | | | | |
|--|---|------------------|---------------------|----------------------|-----------------|
| | June 30 2014 | March 31 2014 | December 31 2013 | September 30 2013 | June 30 2013 |
| Total earning assets | 4.14 | % 4.14 | % 4.30 | % 4.31 | % 4.35 |
| Total interest bearing liabilities | 0.84 | % 0.85 | % 0.94 | % 0.96 | % 0.99 |
| Net yield on interest earning assets (FTE) | 3.43 | % 3.42 | % 3.50 | % 3.48 | % 3.50 |

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| | Quarter to Date Net Interest Income (FTE) | | | | |
|-----------------------------|---|------------------|---------------------|----------------------|-----------------|
| | June 30 2014 | March 31 2014 | December 31 2013 | September 30 2013 | June 30 2013 |
| Total interest income (FTE) | \$ 14,282 | \$ 14,242 | \$ 14,441 | \$ 14,290 | \$ 14,225 |
| Total interest expense | 2,468 | 2,500 | 2,683 | 2,736 | 2,781 |
| Net interest income (FTE) | \$ 11,814 | \$ 11,742 | \$ 11,758 | \$ 11,554 | \$ 11,444 |

One of the the primary contributors to the decline in the net yield on interest earning assets in the first quarter of 2014 was a drastic decline in loan fees. Loan fees have declined as the demand for residential mortgage loans has diminished and the competition for commercial loans remains intense. As shown in the following table, the net yield on interest earning assets and net interest income excluding the impact of loan fees (FTE) has remained essentially unchanged since the second quarter of 2013.

| | June 30 2014 | March 31 2014 | December 31 2013 | September 30 2013 | June 30 2013 | |
|--|-----------------|------------------|---------------------|----------------------|-----------------|---|
| Net interest income (FTE) | \$ 11,814 | \$ 11,742 | \$ 11,758 | \$ 11,554 | \$ 11,444 | |
| Less loan fees | 566 | 476 | 761 | 738 | 862 | |
| Net interest income excluding loan fees (FTE) | \$ 11,248 | \$ 11,266 | \$ 10,997 | \$ 10,816 | \$ 10,582 | |
| Net yield on interest earning assets excluding loan fees (FTE) | 3.26 | % 3.28 | % 3.27 | % 3.26 | % 3.23 | % |

Allowance for Loan and Lease Losses

The viability of any financial institution is ultimately determined by its management of credit risk. Loans represent our single largest concentration of risk. The ALLL is our estimation of losses within the existing loan portfolio. We allocate the ALLL throughout the loan portfolio based on our assessment of the underlying risks associated with each loan segment. Our assessments include allocations based on specific impairment valuation allowances, historical charge-offs, internally assigned risk ratings, and past due and nonaccrual balances. A portion of the ALLL is not allocated to any one loan segment, but is instead a reflection of other qualitative risks within the loan portfolio. The following table summarizes our charge-off and recovery activity for the three and six month periods ended June 30:

| | Three Months Ended | | Six Months Ended | | |
|--|--------------------|-----------|------------------|-----------|---|
| | June 30 2014 | 2013 | June 30 2014 | 2013 | |
| ALLL at beginning of period | \$ 11,100 | \$ 11,909 | \$ 11,500 | \$ 11,936 | |
| Loans charged-off | | | | | |
| Commercial and agricultural | 79 | 234 | 302 | 445 | |
| Residential real estate | 264 | 397 | 377 | 587 | |
| Consumer | 68 | 88 | 182 | 209 | |
| Total loans charged-off | 411 | 719 | 861 | 1,241 | |
| Recoveries | | | | | |
| Commercial and agricultural | 92 | 166 | 306 | 223 | |
| Residential real estate | 86 | 61 | 122 | 114 | |
| Consumer | 33 | 68 | 75 | 153 | |
| Total recoveries | 211 | 295 | 503 | 490 | |
| Net loans charged-off | 200 | 424 | 358 | 751 | |
| Provision for loan losses | (200 |) 215 | (442 |) 515 | |
| ALLL at end of period | \$ 10,700 | \$ 11,700 | \$ 10,700 | \$ 11,700 | |
| Net loans charged-off to average loans outstanding | 0.02 | % 0.05 | % 0.04 | % 0.10 | % |

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The following table summarizes our charge-offs, recoveries, provisions for loan losses, and ALLL balances as of, and for the three month periods ended:

| | June 30 2014 | March 31 2014 | December 31 2013 | September 30 2013 | June 30 2013 | | |
|---|-----------------|------------------|---------------------|----------------------|-----------------|---|--|
| Total loans charged-off | \$411 | \$450 | \$497 | \$602 | \$719 | | |
| Total recoveries | 211 | 292 | 152 | 151 | 295 | | |
| Net loans charged-off | 200 | 158 | 345 | 451 | 424 | | |
| Net loans charged-off to average loans outstanding | 0.02 | % 0.02 | % 0.04 | % 0.06 | % 0.05 | % | |
| Provision for loan losses | \$(200) | \$(242) | \$245 | \$351 | \$215 | | |
| Provision for loan losses to average loans outstanding | (0.02)% | (0.03)% | 0.03 | % 0.04 | % 0.03 | % | |
| ALLL | \$10,700 | \$11,100 | \$11,500 | \$10,600 | \$11,909 | | |
| ALLL as a% of loans at end of period | 1.31 | % 1.37 | % 1.42 | % 1.44 | % 1.46 | % | |

As the level of net loans charged-off continues to decline and credit quality indicators continue to improve, we have reduced the ALLL in both amount and as a percentage of loans. For further discussion of the allocation of the ALLL, see “Note 5 – Loans and ALLL” of our interim condensed consolidated financial statements.

Loans Past Due and Loans in Nonaccrual Status

Increases in past due and nonaccrual loans can have a significant impact on the ALLL. To determine the potential impact, and corresponding estimated losses, we analyze our historical loss trends on loans past due greater than 30 days and nonaccrual loans. We monitor all loans that are past due and in nonaccrual status for indicators of additional deterioration.

| | Total Past Due and Nonaccrual | | | | | | |
|---|-------------------------------|------------------|---------------------|----------------------|-----------------|---|--|
| | June 30 2014 | March 31 2014 | December 31 2013 | September 30 2013 | June 30 2013 | | |
| Commercial and agricultural | \$5,045 | \$4,986 | \$3,621 | \$5,371 | \$4,962 | | |
| Residential real estate | 4,613 | 7,067 | 7,008 | 6,339 | 5,080 | | |
| Consumer | 98 | 113 | 259 | 152 | 104 | | |
| Total | \$9,756 | \$12,166 | \$10,888 | \$11,862 | \$10,146 | | |
| Total past due and nonaccrual loans to gross loans | 1.20 | % 1.50 | % 1.35 | % 1.47 | % 1.26 | % | |

The decline in residential real estate loans past due and nonaccrual since March 31, 2014 can be attributed to a decline of loans 30-59 days past due. The majority of these loans were current as of June 30, 2014 and no longer past due.

A summary of loans past due and in nonaccrual status, including the composition of the ending balance of nonaccrual loans by type, is included in “Note 5 – Loans and ALLL” of our interim condensed consolidated financial statements.

Troubled Debt Restructurings

We have taken a proactive approach to avoid foreclosures on borrowers who are willing to work with us in modifying their loans, thus making them more affordable. While this approach has allowed certain borrowers to develop a payment structure that will allow them to continue making payments in lieu of foreclosure, it has contributed to a significant increase in the level of loans classified as TDRs. The modifications have been successful for us and our customers as very few of the modified loans have resulted in foreclosures. At the time of the TDR, the loan is reviewed to determine whether or not to classify the loan as accrual or nonaccrual. The majority of new modifications result in terms that satisfy our criteria for continued interest accrual. TDRs that have been placed in nonaccrual status may be placed back on accrual status after six months of continued performance.

We restructure debt with borrowers who due to temporary financial difficulties are unable to service their debt under the original terms. We may extend the amortization period, reduce interest rates, forgive principal, forgive interest, or a combination of these modifications. Typically, the modifications are for a period of five years or less. There were no TDRs that were Government sponsored as of June 30, 2014 or December 31, 2013.

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Losses associated with TDRs, if any, are included in the estimation of the ALLL in the quarter in which a loan is identified as a TDR, and we review the ALLL estimation each reporting period to ensure its continued appropriateness.

The following tables provide a roll-forward of TDRs for the:

| | Three Months Ended June 30, 2014 | | | | | |
|--------------------------------|----------------------------------|----------|-------------|---------|-------------|----------|
| | Accruing Interest | | Nonaccrual | | Total | |
| | Number | Balance | Number | Balance | Number | Balance |
| | of Loans | | of Loans | | of Loans | |
| April 1, 2014 | 165 | \$22,954 | 16 | \$2,679 | 181 | \$25,633 |
| New modifications | 6 | 218 | 2 | 169 | 8 | 387 |
| Principal payments | — | (809) | — | (45) | — | (854) |
| Loans paid-off | (5) | (552) | (2) | (88) | (7) | (640) |
| Partial charge-off | — | (70) | — | (100) | — | (170) |
| Balances charged-off | — | — | — | — | — | — |
| Transfers to OREO | — | — | (2) | (164) | (2) | (164) |
| Transfers to accrual status | 1 | 263 | (1) | (263) | — | — |
| Transfers to nonaccrual status | (5) | (739) | 5 | 739 | — | — |
| June 30, 2014 | 162 | \$21,265 | 18 | \$2,927 | 180 | \$24,192 |
| | Six Months Ended June 30, 2014 | | | | | |
| | Accruing Interest | | Nonaccrual | | Total | |
| | Number | Balance | Number | Balance | Number | Balance |
| | of Loans | | of Loans | | of Loans | |
| January 1, 2014 | 165 | \$24,423 | 15 | \$1,442 | 180 | \$25,865 |
| New modifications | 18 | 988 | 4 | 245 | 22 | 1,233 |
| Principal payments | — | (1,082) | — | (74) | — | (1,156) |
| Loans paid-off | (15) | (1,270) | (2) | (88) | (17) | (1,358) |
| Partial charge-off | — | (70) | — | (118) | — | (188) |
| Balances charged-off | (1) | (6) | — | — | (1) | (6) |
| Transfers to OREO | — | — | (4) | (198) | (4) | (198) |
| Transfers to accrual status | 3 | 320 | (3) | (320) | — | — |
| Transfers to nonaccrual status | (8) | (2,038) | 8 | 2,038 | — | — |
| June 30, 2014 | 162 | \$21,265 | 18 | \$2,927 | 180 | \$24,192 |
| | Three Months Ended June 30, 2013 | | | | | |
| | Accruing Interest | | Nonaccrual | | Total | |
| | Number | Balance | Number | Balance | Number | Balance |
| | of Loans | | of Loans | | of Loans | |
| April 1, 2013 | 119 | \$16,900 | 19 | \$2,502 | 138 | \$19,402 |
| New modifications | 14 | 3,592 | — | — | 14 | 3,592 |
| Principal payments | — | (198) | — | (206) | — | (404) |
| Loans paid-off | (7) | (1,089) | (4) | (497) | (11) | (1,586) |
| Partial charge-off | — | — | — | — | — | — |
| Balances charged-off | (3) | (147) | — | — | (3) | (147) |
| Transfers to OREO | — | — | — | — | — | — |
| Transfers to accrual status | 1 | 105 | (1) | (105) | — | — |
| Transfers to nonaccrual status | (1) | (29) | 1 | 29 | — | — |
| June 30, 2013 | 123 | \$19,134 | 15 | \$1,723 | 138 | \$20,857 |

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| | Six Months Ended June 30, 2013 | | | | | |
|--------------------------------|--|-----------|-------------------------------------|---------|--------------------------------|-----------|
| | Accruing Interest Number of Loans | Balance | Nonaccrual Number of Loans | Balance | Total Number of Loans | Balance |
| January 1, 2013 | 115 | \$16,531 | 19 | \$2,824 | 134 | \$19,355 |
| New modifications | 22 | 4,411 | 1 | 98 | 23 | 4,509 |
| Principal payments | — | (463) |) — | (243) |) — | (706) |
| Loans paid-off | (10) |) (1,219) |) (5) |) (697) |) (15) |) (1,916) |
| Partial charge-off | — | (15) |) — | (211) |) — | (226) |
| Balances charged-off | (3) |) (147) |) — | — | (3) |) (147) |
| Transfers to OREO | — | — | (1) |) (12) |) (1) |) (12) |
| Transfers to accrual status | 1 | 105 | (1) |) (105) |) — | — |
| Transfers to nonaccrual status | (2) |) (69) |) 2 | 69 | — | — |
| June 30, 2013 | 123 | \$19,134 | 15 | \$1,723 | 138 | \$20,857 |

The following table summarizes our TDRs as of:

| | June 30, 2014 | | | December 31, 2013 | | | Total Change |
|--------------------------|----------------------|------------|----------|----------------------|------------|----------|-----------------|
| | Accruing Interest | Nonaccrual | Total | Accruing Interest | Nonaccrual | Total | |
| Current | \$19,663 | \$1,522 | \$21,185 | \$21,690 | \$1,189 | \$22,879 | \$(1,694) |
| Past due 30-59 days | 1,036 | 1,013 | 2,049 | 2,158 | 37 | 2,195 | (146) |
| Past due 60-89 days | 566 | 4 | 570 | 575 | — | 575 | (5) |
| Past due 90 days or more | — | 388 | 388 | — | 216 | 216 | 172 |
| Total | \$21,265 | \$2,927 | \$24,192 | \$24,423 | \$1,442 | \$25,865 | \$(1,673) |

Additional disclosures about TDRs are included in “Note 5 – Loans and ALLL” of our interim condensed consolidated financial statements.

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Impaired Loans

The following is a summary of information pertaining to impaired loans as of:

| | June 30, 2014 | | | December 31, 2013 | | |
|--------------------------------------|---------------------|--------------------------|---------------------|---------------------|--------------------------|---------------------|
| | Outstanding Balance | Unpaid Principal Balance | Valuation Allowance | Outstanding Balance | Unpaid Principal Balance | Valuation Allowance |
| TDRs | | | | | | |
| Commercial real estate | \$ 10,396 | \$ 10,897 | \$ 1,342 | \$ 10,663 | \$ 11,193 | \$ 1,585 |
| Commercial other | 847 | 1,096 | 12 | 1,310 | 1,340 | 62 |
| Agricultural real estate | 1,450 | 1,450 | 29 | 1,459 | 1,459 | 30 |
| Agricultural other | 18 | 138 | — | 79 | 199 | — |
| Residential real estate senior liens | 11,197 | 11,777 | 2,052 | 12,266 | 12,841 | 2,010 |
| Residential real estate junior liens | 60 | 60 | 12 | 20 | 20 | 4 |
| Home equity lines of credit | 160 | 460 | 4 | — | — | — |
| Consumer secured | 64 | 64 | 1 | 68 | 69 | — |
| Total TDRs | 24,192 | 25,942 | 3,452 | 25,865 | 27,121 | 3,691 |
| Other impaired loans | | | | | | |
| Commercial real estate | 1,824 | 2,149 | 279 | 1,707 | 2,193 | 330 |
| Commercial other | 97 | 108 | — | 136 | 217 | 58 |
| Agricultural real estate | 115 | 115 | 7 | — | — | — |
| Agricultural other | — | — | — | — | — | — |
| Residential real estate senior liens | 1,257 | 1,950 | 190 | 1,795 | 2,473 | 268 |
| Residential real estate junior liens | 32 | 42 | 7 | 28 | 45 | 5 |
| Home equity lines of credit | 200 | 200 | 5 | 193 | 493 | — |
| Consumer secured | 10 | 10 | — | 51 | 79 | — |
| Total other impaired loans | 3,535 | 4,574 | 488 | 3,910 | 5,500 | 661 |
| Total impaired loans | \$ 27,727 | \$ 30,516 | \$ 3,940 | \$ 29,775 | \$ 32,621 | \$ 4,352 |

Additional disclosure related to impaired loans is included in “Note 5 – Loans and ALLL” of our interim condensed consolidated financial statements.

Nonperforming Assets

The following table summarizes our nonperforming assets as of:

| | June 30 2014 | March 31 2014 | December 31 2013 | September 30 2013 | June 30 2013 | |
|---|-----------------|------------------|---------------------|----------------------|-----------------|---|
| Nonaccrual loans | \$ 4,587 | \$ 4,345 | \$ 3,244 | \$ 3,812 | \$ 3,651 | |
| Accruing loans past due 90 days or more | 119 | 893 | 142 | 457 | 520 | |
| Total nonperforming loans | 4,706 | 5,238 | 3,386 | 4,269 | 4,171 | |
| Foreclosed assets | 1,132 | 1,126 | 1,412 | 1,186 | 1,105 | |
| Total nonperforming assets | \$ 5,838 | \$ 6,364 | \$ 4,798 | \$ 5,455 | \$ 5,276 | |
| Nonperforming loans as a % of total loans | 0.58 | % 0.65 | % 0.42 | % 0.53 | % 0.52 | % |
| Nonperforming assets as a % of total assets | 0.38 | % 0.42 | % 0.32 | % 0.37 | % 0.36 | % |

After a loan is 90 days past due, it is generally placed in nonaccrual status unless it is well secured and in the process of collection. Upon transferring the loans to nonaccrual status, we perform an evaluation to determine the net

realizable value of the underlying collateral. This evaluation is used to help determine if any charge-offs are necessary. Loans may be placed back on accrual status after six months months of continued performance.

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Included in the nonaccrual loan balances above were loans currently classified as TDRs as of:

| | June 30 2014 | December 31 2013 |
|-----------------------------|-----------------|---------------------|
| Commercial and agricultural | \$2,136 | \$833 |
| Residential real estate | 791 | 609 |
| Total | \$2,927 | \$1,442 |

The following table lists individually significant commercial and agricultural loan relationships in nonaccrual status as of June 30, 2014 and December 31, 2013. To be classified as individually significant, the recorded investment in nonaccrual loans to each borrower must have exceeded \$1,000 as of the end of either period.

| | June 30, 2014 | | December 31, 2013 | |
|-------------------------------------|------------------------|------------------------|------------------------|------------------------|
| | Outstanding Balance | Specific Allocation | Outstanding Balance | Specific Allocation |
| Borrower 1 | \$1,111 | \$— | ¹ \$— | \$— |
| Others not individually significant | 3,476 | | 3,244 | |
| Total | \$4,587 | | \$3,244 | |

¹ No specific allocation was established as the loan was collateral dependent and the net realizable value of the underlying collateral value exceeded the loan's carrying balance.

Additional disclosures about nonaccrual loans are included in "Note 5 – Loans and ALLL" of our interim condensed consolidated financial statements.

We continue to devote considerable attention to identifying impaired loans and adjusting the net carrying value of these loans to their current net realizable values through the establishment of a specific reserve or the recording of a charge-off. We believe that all loans deemed to be impaired have been identified.

We believe that the level of the ALLL is appropriate as of June 30, 2014 and we will continue to closely monitor overall credit quality and our policies and procedures related to the analysis of the ALLL to ensure that the ALLL remains appropriate.

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Noninterest Income and Noninterest Expenses

Noninterest income consists of service charges and fees, gains on sale of mortgage loans, earnings on corporate owned life insurance policies, gains and losses on sales of AFS securities, and other income. Significant account balances are highlighted in the following table with additional descriptions of significant fluctuations:

| | Three Months Ended June 30 | | Change | | |
|---|----------------------------|---------|---------|----------|----|
| | 2014 | 2013 | \$ | % | |
| Service charges and fees | | | | | |
| NSF and overdraft fees | \$552 | \$558 | \$(6) | (1.08) |)% |
| ATM and debit card fees | 534 | 489 | 45 | 9.20 | % |
| Freddie Mac servicing fee | 180 | 187 | (7) | (3.74) |)% |
| Service charges on deposit accounts | 89 | 95 | (6) | (6.32) |)% |
| Net OMSRs income (loss) | (28) |) 88 | (116) | (131.82) |)% |
| All other | 33 | 28 | 5 | 17.86 | % |
| Total service charges and fees | 1,360 | 1,445 | (85) | (5.88) |)% |
| Gain on sale of mortgage loans | 151 | 249 | (98) | (39.36) |)% |
| Earnings on corporate owned life insurance policies | 190 | 190 | — | — | % |
| Gains (losses) on sale of AFS securities | — | — | — | — | % |
| Other | | | | | |
| Trust and brokerage advisory fees | 519 | 483 | 36 | 7.45 | % |
| Other | 214 | 369 | (155) | (42.01) |)% |
| Total other | 733 | 852 | (119) | (13.97) |)% |
| Total noninterest income | \$2,434 | \$2,736 | \$(302) | (11.04) |)% |
| | Six Months Ended June 30 | | Change | | |
| | 2014 | 2013 | \$ | % | |
| Service charges and fees | | | | | |
| NSF and overdraft fees | \$1,065 | \$1,074 | \$(9) | (0.84) |)% |
| ATM and debit card fees | 1,021 | 944 | 77 | 8.16 | % |
| Freddie Mac servicing fee | 363 | 371 | (8) | (2.16) |)% |
| Service charges on deposit accounts | 175 | 185 | (10) | (5.41) |)% |
| Net OMSRs income (loss) | 63 | 96 | (33) | (34.38) |)% |
| All other | 67 | 56 | 11 | 19.64 | % |
| Total service charges and fees | 2,754 | 2,726 | 28 | 1.03 | % |
| Gain on sale of mortgage loans | 266 | 607 | (341) | (56.18) |)% |
| Earnings on corporate owned life insurance policies | 374 | 359 | 15 | 4.18 | % |
| Gains (losses) on sale of AFS securities | — | 99 | (99) | (100.00) |)% |
| Other | | | | | |
| Trust and brokerage advisory fees | 1,026 | 893 | 133 | 14.89 | % |
| Other | 263 | 499 | (236) | (47.29) |)% |
| Total other | 1,289 | 1,392 | (103) | (7.40) |)% |
| Total noninterest income | \$4,683 | \$5,183 | \$(500) | (9.65) |)% |

Significant changes in noninterest income are detailed below:

As customers continue to increase their dependence on ATM and debit cards, we have realized a corresponding increase in fees. We do not anticipate significant changes to our ATM and debit fee structure; however, we do expect that these fees will continue to increase as the usage of ATM and debit cards increase.

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Offering rates on residential mortgage loans is the most significant driver behind fluctuations in the gain on sale of mortgage loans and net OMSRs income (loss). As offering rates increase, we typically experience reductions in the gain on sale of mortgage loans. Offsetting these declines are increases in the value of our mortgage servicing portfolio which typically leads to the increase in net OMSRs income. As a result of the lack of demand in residential mortgage loan originations, we are experiencing declines in both the gain on sale of mortgage loans and net OMSRs income (loss). As mortgage rates are expected to approximate current levels in the foreseeable future and purchase money mortgage activity will likely remain soft, we do not anticipate any significant changes in origination volumes or the gain on sale of mortgage loans.

We are continually analyzing our AFS securities for potential sale opportunities. These analyses identified several mortgage-backed securities pools in 2013 that made economic sense to sell. Currently we are not planning any significant investment sales during 2014.

In recent periods, we have invested considerable efforts to increase our market share in trust and brokerage advisory services. These efforts have translated into increases in trust fees and brokerage and advisory fees. We expect this trend to continue.

The fluctuations in all other income is spread throughout various categories, none of which are individually significant. We do not anticipate any significant fluctuations from current levels in 2014.

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Noninterest expenses include compensation and benefits, furniture and equipment, occupancy, and other expenses. Significant account balances are highlighted in the following table with additional descriptions of significant fluctuations:

| | Three Months Ended June 30 | | Change | | |
|-----------------------------------|----------------------------|---------|--------|---------|----|
| | 2014 | 2013 | \$ | % | |
| Compensation and benefits | | | | | |
| Employee salaries | \$4,046 | \$3,844 | \$202 | 5.25 | % |
| Employee benefits | 1,339 | 1,392 | (53) | (3.81) |)% |
| Total compensation and benefits | 5,385 | 5,236 | 149 | 2.85 | % |
| Furniture and equipment | | | | | |
| Service contracts | 591 | 534 | 57 | 10.67 | % |
| Depreciation | 449 | 459 | (10) | (2.18) |)% |
| ATM and debit card fees | 166 | 185 | (19) | (10.27) |)% |
| All other | 13 | 14 | (1) | (7.14) |)% |
| Total furniture and equipment | 1,219 | 1,192 | 27 | 2.27 | % |
| Occupancy | | | | | |
| Outside services | 168 | 151 | 17 | 11.26 | % |
| Depreciation | 174 | 165 | 9 | 5.45 | % |
| Utilities | 119 | 119 | — | — | % |
| Property taxes | 131 | 134 | (3) | (2.24) |)% |
| All other | 84 | 72 | 12 | 16.67 | % |
| Total occupancy | 676 | 641 | 35 | 5.46 | % |
| Other | | | | | |
| Marketing and community relations | 211 | 432 | (221) | (51.16) |)% |
| FDIC insurance premiums | 221 | 273 | (52) | (19.05) |)% |
| Directors fees | 183 | 205 | (22) | (10.73) |)% |
| Audit and related fees | 182 | 162 | 20 | 12.35 | % |
| Education and travel | 143 | 116 | 27 | 23.28 | % |
| Postage and freight | 90 | 94 | (4) | (4.26) |)% |
| Printing and supplies | 87 | 99 | (12) | (12.12) |)% |
| Loan underwriting fees | 92 | 123 | (31) | (25.20) |)% |
| Consulting fees | 76 | 83 | (7) | (8.43) |)% |
| All other | 735 | 668 | 67 | 10.03 | % |
| Total other | 2,020 | 2,255 | (235) | (10.42) |)% |
| Total noninterest expenses | \$9,300 | \$9,324 | \$(24) | (0.26) |)% |

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| | Six Months Ended June 30 | | Change | | |
|-----------------------------------|--------------------------|----------|--------|---------|----|
| | 2014 | 2013 | \$ | % | |
| Compensation and benefits | | | | | |
| Employee salaries | \$8,088 | \$7,720 | \$368 | 4.77 | % |
| Employee benefits | 2,783 | 2,961 | (178) | (6.01) |)% |
| Total compensation and benefits | 10,871 | 10,681 | 190 | 1.78 | % |
| Furniture and equipment | | | | | |
| Service contracts | 1,211 | 1,070 | 141 | 13.18 | % |
| Depreciation | 894 | 923 | (29) | (3.14) |)% |
| ATM and debit card fees | 354 | 353 | 1 | 0.28 | % |
| All other | 28 | 35 | (7) | (20.00) |)% |
| Total furniture and equipment | 2,487 | 2,381 | 106 | 4.45 | % |
| Occupancy | | | | | |
| Outside services | 375 | 321 | 54 | 16.82 | % |
| Depreciation | 348 | 326 | 22 | 6.75 | % |
| Utilities | 275 | 255 | 20 | 7.84 | % |
| Property taxes | 265 | 269 | (4) | (1.49) |)% |
| All other | 155 | 135 | 20 | 14.81 | % |
| Total occupancy | 1,418 | 1,306 | 112 | 8.58 | % |
| Other | | | | | |
| Marketing and community relations | 454 | 674 | (220) | (32.64) |)% |
| FDIC insurance premiums | 423 | 545 | (122) | (22.39) |)% |
| Directors fees | 378 | 404 | (26) | (6.44) |)% |
| Audit and related fees | 320 | 301 | 19 | 6.31 | % |
| Education and travel | 264 | 238 | 26 | 10.92 | % |
| Postage and freight | 198 | 193 | 5 | 2.59 | % |
| Printing and supplies | 189 | 185 | 4 | 2.16 | % |
| Loan underwriting fees | 187 | 239 | (52) | (21.76) |)% |
| Consulting fees | 167 | 155 | 12 | 7.74 | % |
| All other | 1,430 | 1,213 | 217 | 17.89 | % |
| Total other | 4,010 | 4,147 | (137) | (3.30) |)% |
| Total noninterest expenses | \$18,786 | \$18,515 | \$271 | 1.46 | % |

Significant changes in noninterest expenses are detailed below:

Employee salaries have increased as a result of normal merit increases and additional staffing required by our continued growth. The decline in employee benefits is related to health care costs as a result of lower than anticipated claims. Employee benefits are expected to increase moderately in future periods as a result of anticipated increases in health care costs.

Service contracts have increased during 2014 due to costs related to data lines as well as increases in various other contracts as we continue to expand our on-line services offered to customers. Service contracts are anticipated to approximate current levels for the remainder of 2014.

We have consistently been a strong supporter of the various communities, schools, and charities in the markets we serve. We sponsor a foundation, which we established in 1996, that is funded by discretionary donations. The affiliated foundation provides centralized oversight for donations to organizations that benefit our communities. Included in marketing and community relations were discretionary donations to the foundation of \$0 and \$200 for the six month periods ended June 30, 2014 and 2013, respectively.

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FDIC insurance premiums increased in 2013 as a result of us receiving less of a refund for prepaid FDIC insurance premiums than we had anticipated. FDIC insurance premiums have returned to normalized levels and are anticipated to approximate current levels for the remainder of 2014.

Loan underwriting fees have declined in 2014 as a result of declines in residential real estate loan originations. The fluctuations in all other expenses are spread throughout various categories, none of which are individually significant.

Analysis of Changes in Financial Condition

| | June 30 2014 | December 31 2013 | \$ Change | % Change (unannualized) | |
|--|--------------------|---------------------|-----------------|----------------------------|----------|
| ASSETS | | | | | |
| Cash and cash equivalents | \$27,380 | \$41,558 | \$(14,178) | (34.12) |)% |
| Certificates of deposit held in other financial institutions | 580 | 580 | — | — | |
| Trading securities | — | 525 | (525) | (100.00) |)% |
| AFS securities | | | | | |
| Amortized cost of AFS securities | 546,102 | 517,614 | 28,488 | 5.50 | % |
| Unrealized Gains (losses) on AFS securities | 4,416 | (5,552) |) 9,968 | N/M | |
| AFS securities | 550,518 | 512,062 | 38,456 | 7.51 | % |
| Mortgage loans AFS | 340 | 1,104 | (764) | (69.20) |)% |
| Loans | | | | | |
| Gross loans | 816,307 | 808,037 | 8,270 | 1.02 | % |
| Less allowance for loan and lease losses | 10,700 | 11,500 | (800) | (6.96) |)% |
| Net loans | 805,607 | 796,537 | 9,070 | 1.14 | % |
| Premises and equipment | 25,701 | 25,719 | (18) | (0.07) |)% |
| Corporate owned life insurance policies | 24,775 | 24,401 | 374 | 1.53 | % |
| Accrued interest receivable | 5,448 | 5,442 | 6 | 0.11 | % |
| Equity securities without readily determinable fair values | 19,303 | 18,293 | 1,010 | 5.52 | % |
| Goodwill and other intangible assets | 46,216 | 46,311 | (95) | (0.21) |)% |
| Other assets | 16,267 | 20,605 | (4,338) | (21.05) |)% |
| TOTAL ASSETS | \$1,522,135 | \$1,493,137 | \$28,998 | 1.94 | % |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | | | | |
| Liabilities | | | | | |
| Deposits | \$1,060,928 | \$1,043,766 | \$17,162 | 1.64 | % |
| Borrowed funds | 279,457 | 279,326 | 131 | 0.05 | % |
| Accrued interest payable and other liabilities | 10,651 | 9,436 | 1,215 | 12.88 | % |
| Total liabilities | 1,351,036 | 1,332,528 | 18,508 | 1.39 | % |
| Shareholders' equity | 171,099 | 160,609 | 10,490 | 6.53 | % |
| TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY | \$1,522,135 | \$1,493,137 | \$28,998 | 1.94 | % |

The following table outlines the changes in loans:

| | June 30 2014 | December 31 2013 | \$ Change | % Change (unannualized) | |
|-------------------------|-----------------|---------------------|-----------|----------------------------|----|
| Commercial | \$407,791 | \$392,104 | \$15,687 | 4.00 | % |
| Agricultural | 97,661 | 92,589 | 5,072 | 5.48 | % |
| Residential real estate | 278,545 | 289,931 | (11,386) | (3.93) |)% |
| Consumer | 32,310 | 33,413 | (1,103) | (3.30) |)% |
| Total | \$816,307 | \$808,037 | \$8,270 | 1.02 | % |

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The following table displays loan balances as of:

| | June 30 2014 | March 31 2014 | December 31 2013 | September 30 2013 | June 30 2013 |
|-------------------------|-----------------|------------------|---------------------|----------------------|-----------------|
| Commercial | \$407,791 | \$399,702 | \$392,104 | \$388,973 | \$389,044 |
| Agricultural | 97,661 | 92,059 | 92,589 | 92,927 | 87,516 |
| Residential real estate | 278,545 | 284,586 | 289,931 | 291,825 | 293,158 |
| Consumer | 32,310 | 32,064 | 33,413 | 34,124 | 33,734 |
| Total | \$816,307 | \$808,411 | \$808,037 | \$807,849 | \$803,452 |

We continue to see declines in residential real estate loans which have been offset by increases in commercial and agricultural loans. This trend is likely to continue as the demand for residential real estate loans is anticipated to remain soft due to continuing uncertainty in the residential real estate markets, increases in interest rates, and the implementation of CFPB underwriting guidelines.

The following table outlines the changes in deposits:

| | June 30 2014 | December 31 2013 | \$ Change | % Change (unannualized) | |
|-------------------------------------|-----------------|---------------------|-----------|----------------------------|---|
| Noninterest bearing demand deposits | \$162,537 | \$158,428 | \$4,109 | 2.59 | % |
| Interest bearing demand deposits | 186,705 | 192,089 | (5,384) | (2.80) | % |
| Savings deposits | 260,038 | 243,237 | 16,801 | 6.91 | % |
| Certificates of deposit | 346,200 | 362,473 | (16,273) | (4.49) | % |
| Brokered certificates of deposit | 75,031 | 56,329 | 18,702 | 33.20 | % |
| Internet certificates of deposit | 30,417 | 31,210 | (793) | (2.54) | % |
| Total | \$1,060,928 | \$1,043,766 | \$17,162 | 1.64 | % |

The following table displays deposit balances as of:

| | June 30 2014 | March 31 2014 | December 31 2013 | September 30 2013 | June 30 2013 |
|-------------------------------------|-----------------|------------------|---------------------|----------------------|-----------------|
| Noninterest bearing demand deposits | \$162,537 | \$158,241 | \$158,428 | \$143,013 | \$139,942 |
| Interest bearing demand deposits | 186,705 | 194,407 | 192,089 | 186,630 | 173,184 |
| Savings deposits | 260,038 | 261,444 | 243,237 | 245,217 | 248,098 |
| Certificates of deposit | 346,200 | 356,847 | 362,473 | 366,349 | 368,713 |
| Brokered certificates of deposit | 75,031 | 65,273 | 56,329 | 51,410 | 57,701 |
| Internet certificates of deposit | 30,417 | 29,723 | 31,210 | 31,312 | 33,786 |
| Total | \$1,060,928 | \$1,065,935 | \$1,043,766 | \$1,023,931 | \$1,021,424 |

While deposits declined in the second quarter of 2014, deposits have grown considerably since June 30, 2013. As a result of the current interest rate environment, we continue to see declines in certificates of deposits, but these declines have been offset by increases in noninterest bearing demand deposits, interest bearing demand deposits, and savings accounts. We expect this trend to continue for the foreseeable future.

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The current interest rate environment has made it almost impossible to increase net interest income without increasing earning assets. As deposit growth has generally outpaced loan demand, we continue to deploy deposits into purchases of AFS securities to provide additional interest income. We anticipate that future increases in our AFS securities will be in the form of mortgage-backed securities and collateralized mortgage obligations. The following table displays fair values of AFS securities as of:

| | June 30 2014 | March 31 2014 | December 31 2013 | September 30 2013 | June 30 2013 |
|--|-----------------|------------------|---------------------|----------------------|-----------------|
| Government sponsored enterprises | \$24,104 | \$23,883 | \$23,745 | \$24,155 | \$24,249 |
| States and political subdivisions | 214,210 | 219,644 | 201,988 | 193,786 | 187,302 |
| Auction rate money market preferred | 2,867 | 2,755 | 2,577 | 2,639 | 2,943 |
| Preferred stocks | 6,214 | 6,053 | 5,827 | 6,144 | 6,559 |
| Mortgage-backed securities | 162,992 | 157,856 | 144,115 | 146,393 | 149,407 |
| Collateralized mortgage obligations | 140,131 | 144,953 | 133,810 | 127,940 | 128,964 |
| Total | \$550,518 | \$555,144 | \$512,062 | \$501,057 | \$499,424 |

The following table displays borrowed funds balances as of:

| | June 30 2014 | March 31 2014 | December 31 2013 | September 30 2013 | June 30 2013 |
|--|-----------------|------------------|---------------------|----------------------|-----------------|
| FHLB advances | \$182,000 | \$162,000 | \$162,000 | \$162,000 | \$162,000 |
| Securities sold under agreements to repurchase without stated maturity dates | 87,058 | 94,741 | 106,025 | 81,405 | 71,668 |
| Securities sold under agreements to repurchase with stated maturity dates | 1,199 | 1,195 | 11,301 | 16,296 | 16,292 |
| Federal funds purchased | 9,200 | 14,600 | — | 6,300 | 12,500 |
| Total | \$279,457 | \$272,536 | \$279,326 | \$266,001 | \$262,460 |

Capital

Capital consists solely of common stock, retained earnings, and accumulated other comprehensive income (loss). We are currently authorized to raise capital through dividend reinvestment, employee and director stock purchases, and shareholder stock purchases. Pursuant to these authorizations, we issued 76,341 shares or \$1,778 of common stock during the first six months of 2014, as compared to 77,568 shares or \$1,900 of common stock during the same period in 2013. We also offer the Directors Plan in which participants either directly purchase stock or purchase stock units through deferred fees, in lieu of cash payments. Pursuant to this plan, we increased shareholders' equity by \$237 and \$258 during the six month periods ended June 30, 2014 and 2013, respectively.

We have approved a publicly announced common stock repurchase plan. Pursuant to this plan, we repurchased 70,334 shares or \$1,648 of common stock compared to 45,825 shares for \$1,114 during the first six months of 2014 and 2013, respectively. As of June 30, 2014, we were authorized to repurchase up to an additional 66,812 shares of common stock.

There are no significant regulatory constraints placed on our capital. The FRB's current recommended minimum primary capital to assets requirement is 6.00%. Our primary capital to adjusted average assets, which consists of shareholders' equity plus the ALLL acquisition intangibles, was 8.50% as of June 30, 2014.

The FRB has established minimum risk based capital guidelines. Pursuant to these guidelines, a framework has been established that assigns risk weights to each category of on and off balance sheet items to arrive at risk adjusted total assets. Regulatory capital is divided by the risk adjusted assets with the resulting ratio compared to the minimum standard to determine whether a corporation has adequate capital. The minimum standard is 8.00%, of which at least 4.00% must consist of equity capital net of goodwill. The following table sets forth the percentages required under the Risk Based Capital guidelines and our values as of:

Required

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| | June 30 | December 31 | | | |
|-------------------|---------|-------------|--------|--|---|
| | 2014 | 2013 | | | |
| Equity Capital | 13.84 | % 13.67 | % 4.00 | | % |
| Secondary Capital | 1.25 | % 1.25 | % 4.00 | | % |
| Total Capital | 15.09 | % 14.92 | % 8.00 | | % |

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Secondary capital includes only the ALLL. The percentage for the secondary capital under the required column is the maximum amount allowed from all sources.

The FRB and FDIC also prescribe minimum capital requirements for Isabella Bank. At June 30, 2014, the Bank exceeded these minimum capital requirements. On July 2, 2013, the FRB published revised BASEL III Capital standards for banks. The rules redefine what is included or deducted from equity capital, changes risk weighting for certain on and off-balance sheet assets, increases the minimum required equity capital to be considered well capitalized, and introduces a capital cushion buffer. The rules, which will be gradually phased in between 2015 and 2019, are not expected to have a material impact on our operations.

Contractual Obligations and Loan Commitments

We are party to credit related financial instruments with off-balance-sheet risk. These financial instruments are entered into in the normal course of business to meet the financing needs of our customers. These financial instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amounts recognized in the consolidated balance sheets. The contract or notional amounts of these instruments reflect the extent of involvement we have in a particular class of financial instrument.

The following table summarizes our credit related financial instruments with off-balance-sheet risk as of:

| | June 30 2014 | December 31 2013 |
|--|-----------------|---------------------|
| Unfunded commitments under lines of credit | \$ 111,348 | \$ 121,959 |
| Commercial and standby letters of credit | 4,189 | 4,169 |
| Commitments to grant loans | 24,722 | 29,096 |
| Total | \$ 140,259 | \$ 155,224 |

Unfunded commitments under lines of credit are commitments for possible future extensions of credit to existing customers. These commitments may expire without being drawn upon. Therefore, the total commitment amounts do not necessarily represent future cash requirements.

Commercial and standby letters of credit are conditional commitments issued to guarantee the performance of a customer to a third party. Those guarantees are primarily issued to support private borrowing arrangements, including commercial paper, bond financing, and similar transactions. These commitments to extend credit and letters of credit generally mature within one year. The credit risk involved in these transactions is essentially the same as that involved in extending loans to customers. We evaluate each customer's credit worthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary upon the extension of credit, is based on a credit evaluation of the borrower. While we consider standby letters of credit to be guarantees, the amount of the liability related to such guarantees on the commitment date is not significant and a liability related to such guarantees is not recorded on the consolidated balance sheets.

Commitments to grant loans are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. The amount of collateral obtained, if it is deemed necessary, is based on management's credit evaluation of the customer. Commitments to grant loans include loans committed to be sold to the secondary market. Our exposure to credit-related loss in the event of nonperformance by the counter parties to the financial instruments for commitments to extend credit and standby letters of credit could be up to the contractual notional amount of those instruments. We use the same credit policies as we do for extending loans to customers. No significant losses are anticipated as a result of these commitments.

Fair Value

We utilize fair value measurements to record fair value adjustments to certain assets and liabilities and to determine fair value disclosures. Trading securities, AFS securities, and certain liabilities are recorded at fair value on a recurring basis. Additionally, from time-to-time, we may be required to record at fair value other assets on a nonrecurring basis, such as mortgage loans AFS, foreclosed assets, OMSRs, and certain other assets and liabilities. These nonrecurring fair value adjustments typically involve the application of lower of cost or market accounting or write-downs of individual assets.

For further information regarding fair value measurements see “Note 11 – Fair Value” of our notes to the interim condensed consolidated financial statements.

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Liquidity

Liquidity is monitored regularly by our Market Risk Committee, which consists of members of senior management. The committee reviews projected cash flows, key ratios, and liquidity available from both primary and secondary sources.

Our primary sources of liquidity are cash and cash equivalents, certificates of deposit held in other financial institutions, trading securities, and AFS securities. These categories totaled \$578,478 or 38.00% of assets as of June 30, 2014 as compared to \$554,725 or 37.15% as of December 31, 2013. Liquidity is important for financial institutions because of their need to meet loan funding commitments, depositor withdrawal requests, and various other commitments including expansion of operations, investment opportunities, and payment of cash dividends. Liquidity varies significantly daily, based on customer activity.

Our primary source of funds is deposit accounts. We also have the ability to borrow from the FHLB, the FRB, and through various correspondent banks in the form of federal funds purchased. These funding methods typically carry a higher interest rate than traditional market deposit accounts. Some borrowed funds, including FHLB advances, FRB Discount Window advances, and repurchase agreements, require us to pledge assets, typically in the form of certificates of deposits held in other financial institutions, trading securities, AFS securities, or loans as collateral. As of June 30, 2014, we had available lines of credit of \$84,668.

The following table summarizes our sources and uses of cash for the six month periods ended June 30:

| | 2014 | 2013 | \$ Variance |
|---|-----------|-----------|-------------|
| Net cash provided by (used in) operating activities | \$ 11,002 | \$ 14,594 | \$(3,592) |
| Net cash provided by (used in) investing activities | (39,043) | (40,760) | 1,717 |
| Net cash provided by (used in) financing activities | 13,863 | 22,612 | (8,749) |
| Increase (decrease) in cash and cash equivalents | (14,178) | (3,554) | (10,624) |
| Cash and cash equivalents January 1 | 41,558 | 24,920 | 16,638 |
| Cash and cash equivalents June 30 | \$27,380 | \$21,366 | \$6,014 |

Market Risk

Our primary market risks are interest rate risk and liquidity risk. We have no significant foreign exchange risk and do not utilize interest rate swaps or derivatives, except for interest rate locks and forward loan commitments, in the management of IRR. Any changes in foreign exchange rates or commodity prices would have an insignificant impact on our interest income and cash flows.

IRR is the exposure of our net interest income to changes in interest rates. IRR results from the difference in the maturity or repricing frequency of a financial institution's interest earning assets and its interest bearing liabilities. IRR is the fundamental method by which financial institutions earn income and create shareholder value. Excessive exposure to IRR could pose a significant risk to our earnings and capital.

The FRB has adopted a policy requiring us to effectively manage the various risks that can have a material impact on our safety and soundness. The risks include credit, interest rate, liquidity, operational, and reputational. We have policies, procedures, and internal controls for measuring and managing these risks. Specifically, our Funds Management policy and procedures include defining acceptable types and terms of investments and funding sources, liquidity requirements, limits on investments in long term assets, limiting the mismatch in repricing opportunity of assets and liabilities, and the frequency of measuring and reporting to our Board.

The primary technique to measure IRR is simulation analysis. Simulation analysis forecasts the effects on the balance sheet structure and net interest income under a variety of scenarios that incorporate changes in interest rates, the shape of yield curves, interest rate relationships, and loan prepayments. These forecasts are compared against net interest income projected in a stable interest rate environment. While many assets and liabilities reprice either at maturity or in accordance with their contractual terms, several balance sheet components demonstrate characteristics that require an evaluation to more accurately reflect their repricing behavior. Key assumptions in the simulation analysis include prepayments on loans, probable calls of investment securities, changes in market conditions, loan volumes and loan pricing, deposit sensitivity, and customer preferences. These assumptions are inherently uncertain as they are subject to fluctuation and revision in a dynamic environment. As a result, the simulation analysis cannot precisely forecast the impact of rising and falling interest rates on net interest income. Actual results will differ from simulated results due

to many other factors, including changes in balance sheet components, interest rate changes, changes in market conditions, and management strategies.

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Our interest rate sensitivity is estimated by first forecasting the next 12 and 24 months of net interest income under an assumed environment of a constant balance sheet and constant market interest rates (base case). We then compare the results of various simulation analyses to the base case. At June 30, 2014, we projected the change in net interest income during the next 12 and 24 months assuming market interest rates were to immediately decrease by 100 basis points and increase by 100, 200, 300, and 400 basis points in a parallel fashion over the entire yield curve during the same time period. We did not project scenarios showing decreases in interest rates beyond 100 basis points as this is considered extremely unlikely given current interest rate levels. These projections were based on our assets and liabilities remaining static over the next 12 and 24 months, while factoring in probable calls and prepayments of certain investment securities and real estate residential and consumer loans. While it is extremely unlikely that interest rates would immediately increase to these levels, we feel that these extreme scenarios help us identify potential gaps and mismatches in the repricing characteristics of assets and liabilities. We regularly monitor our projected net interest income sensitivity to ensure that it remains within established limits.

The following table summarizes our interest rate sensitivity for the:

| | 12 Months Ending June 30, 2015 | | | | | |
|--|------------------------------------|---|----------|----------|----------|----------|
| Immediate basis point change assumption (short-term) | (100) | 0 | 100 | 200 | 300 | 400 |
| Percent change in net interest income vs. constant rates | (2.30)% | — | (0.66)% | (1.52)% | (2.92)% | (4.46)% |
| | 24 Months Ending June 30, 2016 | | | | | |
| Immediate basis point change assumption (short-term) | (100) | 0 | 100 | 200 | 300 | 400 |
| Percent change in net interest income vs. constant rates | (2.19)% | — | (1.10)% | (1.14)% | (1.98)% | (3.30)% |
| | 12 Months Ending December 31, 2014 | | | | | |
| Immediate basis point change assumption (short-term) | (100) | 0 | 100 | 200 | 300 | 400 |
| Percent change in net interest income vs. constant rates | (2.85)% | — | 0.25 % | (0.28)% | (0.99)% | (2.16)% |
| | 24 Months Ending December 31, 2015 | | | | | |
| Immediate basis point change assumption (short-term) | (100) | 0 | 100 | 200 | 300 | 400 |
| Percent change in net interest income vs. constant rates | (3.24)% | — | 0.04 % | 0.29 % | 0.41 % | (0.35)% |

The following tables provide information about assets and liabilities that are sensitive to changes in interest rates as of June 30, 2014 and December 31, 2013. The principal amounts of investments, loans, other interest earning assets, borrowings, and time deposits maturing were calculated based on the contractual maturity dates. Estimated cash flows for savings and NOW accounts are based on our estimated deposit decay rates.

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| | June 30, 2014 | | | | | | | Fair Value |
|--|-------------------|------------|------------|-----------|-----------|------------|------------|------------|
| | 2015 | 2016 | 2017 | 2018 | 2019 | Thereafter | Total | |
| Rate sensitive assets | | | | | | | | |
| Other interest bearing assets | \$ 1,136 | \$ 240 | \$ 100 | \$ — | \$ — | \$ — | \$ 1,476 | \$ 1,476 |
| Average interest rates | 0.40 | % 1.05 | % 0.35 | % — | — | — | 0.50 | % |
| Trading securities | \$ — | \$ — | \$ — | \$ — | \$ — | \$ — | \$ — | \$ — |
| Average interest rates | — | % — | — | — | — | — | — | % |
| AFS securities | \$ 141,652 | \$ 82,697 | \$ 71,563 | \$ 50,596 | \$ 44,848 | \$ 159,162 | \$ 550,518 | \$ 550,518 |
| Average interest rates | 1.06 | % 2.24 | % 2.37 | % 2.34 | % 2.50 | % 2.58 | % 2.08 | % |
| Fixed interest rate loans (1) | \$ 233,285 | \$ 146,050 | \$ 102,598 | \$ 63,483 | \$ 37,076 | \$ 54,377 | \$ 636,869 | \$ 623,410 |
| Average interest rates | 4.91 | % 4.74 | % 4.55 | % 4.32 | % 4.50 | % 4.26 | % 4.67 | % |
| Variable interest rate loans (1) | \$ 99,126 | \$ 29,335 | \$ 18,636 | \$ 13,074 | \$ 12,550 | \$ 6,717 | \$ 179,438 | \$ 179,438 |
| Average interest rates | 4.41 | % 4.02 | % 3.56 | % 3.41 | % 3.38 | % 3.42 | % 4.08 | % |
| Rate sensitive liabilities | | | | | | | | |
| Borrowed funds | \$ 149,457 | \$ 10,000 | \$ 30,000 | \$ 40,000 | \$ 30,000 | \$ 20,000 | \$ 279,457 | \$ 263,604 |
| Average interest rates | 0.33 | % 1.23 | % 1.88 | % 2.46 | % 2.72 | % 2.94 | % 1.28 | % |
| Savings and NOW accounts | \$ 39,720 | \$ 35,807 | \$ 32,172 | \$ 28,932 | \$ 26,050 | \$ 284,062 | \$ 446,743 | \$ 446,743 |
| Average interest rates | 0.11 | % 0.11 | % 0.11 | % 0.11 | % 0.11 | % 0.11 | % 0.11 | % |
| Fixed interest rate certificates of deposit | \$ 216,946 | \$ 76,320 | \$ 53,302 | \$ 62,795 | \$ 22,567 | \$ 18,601 | \$ 450,531 | \$ 452,341 |
| Average interest rates | 0.88 | % 1.86 | % 1.76 | % 1.38 | % 1.49 | % 1.57 | % 1.28 | % |
| Variable interest rate certificates of deposit | \$ 878 | \$ 239 | \$ — | \$ — | \$ — | \$ — | \$ 1,117 | \$ 1,117 |
| Average interest rates | 0.40 | % 0.40 | % — | — | — | — | 0.40 | % |
| | December 31, 2013 | | | | | | | Fair Value |
| | 2014 | 2015 | 2016 | 2017 | 2018 | Thereafter | Total | |
| Rate sensitive assets | | | | | | | | |
| Other interest bearing assets | \$ 19,903 | \$ 480 | \$ — | \$ — | \$ — | \$ — | \$ 20,383 | \$ 20,385 |
| Average interest rates | 0.25 | % 1.15 | % — | — | — | — | 0.27 | % |

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| | | | | | | | | | |
|--|-----------|----------|----------|-----------|----------|-----------|-----------|-----------|--|
| Average interest rates | | | | | | | | | |
| Trading securities | \$525 | \$— | \$— | \$— | \$— | \$— | \$525 | \$525 | |
| Average interest rates | 2.77 | % — | — | — | — | — | 2.77 | % | |
| AFS securities | \$131,892 | \$73,723 | \$63,190 | \$52,078 | \$37,972 | \$153,207 | \$512,062 | \$512,062 | |
| Average interest rates | 2.26 | % 2.23 | % 2.42 | % 2.48 | % 2.48 | % 2.80 | % 2.48 | % | |
| Fixed interest rate loans (1) | \$115,183 | \$94,841 | \$91,140 | \$118,479 | \$85,448 | \$134,614 | \$639,705 | \$639,914 | |
| Average interest rates | 5.31 | % 5.17 | % 4.93 | % 4.53 | % 4.33 | % 4.33 | % 4.75 | % | |
| Variable interest rate loans (1) | \$69,036 | \$29,460 | \$20,332 | \$14,208 | \$15,699 | \$19,597 | \$168,332 | \$168,332 | |
| Average interest rates | 4.76 | % 3.90 | % 4.06 | % 3.36 | % 3.35 | % 3.99 | % 4.19 | % | |
| Rate sensitive liabilities | | | | | | | | | |
| Borrowed funds | \$126,950 | \$32,376 | \$10,000 | \$30,000 | \$40,000 | \$40,000 | \$279,326 | \$283,060 | |
| Average interest rates | 0.43 | % 0.86 | % 2.15 | % 1.95 | % 2.35 | % 3.02 | % 1.35 | % | |
| Savings and NOW accounts | \$47,000 | \$33,569 | \$30,200 | \$27,198 | \$24,522 | \$272,837 | \$435,326 | \$435,326 | |
| Average interest rates | 0.19 | % 0.12 | % 0.11 | % 0.11 | % 0.11 | % 0.11 | % 0.12 | % | |
| Fixed interest rate certificates of deposit | \$206,514 | \$81,038 | \$58,627 | \$46,336 | \$39,214 | \$17,144 | \$448,873 | \$451,664 | |
| Average interest rates | 0.89 | % 1.93 | % 1.95 | % 1.63 | % 1.34 | % 1.66 | % 1.36 | % | |
| Variable interest rate certificates of deposit | \$764 | \$375 | \$— | \$— | \$— | \$— | \$1,139 | \$1,139 | |
| Average interest rates | 0.04 | % 0.40 | % — | — | — | — | 0.16 | % | |

(1) The fair value reported is exclusive of the allocation of the ALLL.

We do not believe that there has been a material change in the nature or categories of our primary market risk exposure, or the particular markets that present the primary risk of loss. As of the date of this report, we do not know of or expect there to be any material change in the general nature of our primary market risk exposure in the near term. As of the date of this report, we do not expect to make material changes in those methods in the near term. We may change those methods in the future to adapt to changes in circumstances or to implement new techniques.

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Item 3. Quantitative and Qualitative Disclosures about Market Risk

The information presented in the section captioned “Market Risk” in Management's Discussion and Analysis of Financial Condition and Results of Operations is incorporated herein by reference.

Item 4. Controls and Procedures

DISCLOSURE CONTROLS AND PROCEDURES

We carried out an evaluation, under the supervision and with the participation of the Principal Executive Officer and Principal Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15(d)-15(e) under the Exchange Act) as of June 30, 2014, pursuant to Exchange Act Rule 13a-15. Based upon that evaluation, the Principal Executive Officer and Principal Financial Officer concluded that our disclosure controls and procedures as of June 30, 2014, were effective to ensure that information required to be disclosed in reports that we file or submit under the Exchange Act are recorded, processed, summarized and reported within the time periods specified in SEC rules and forms.

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

During the most recent fiscal quarter, no change occurred in our internal control over financial reporting that materially affected, or is likely to materially effect, our internal control over financial reporting.

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PART II – OTHER INFORMATION

Item 1. Legal Proceedings

We are not involved in any material legal proceedings. We are involved in ordinary, routine litigation incidental to our business; however, no such routine proceedings are expected to result in any material adverse effect on operations, earnings, financial condition, or cash flows.

Item 1A. Risk Factors

There have been no material changes to the risk factors disclosed in Item 1A in our Annual Report on Form 10-K for the year ended December 31, 2013.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

(A) None

(B) None

(C) Repurchases of Common Stock

We have adopted and publicly announced a common stock repurchase plan. The plan was last amended on October 23, 2013, to allow for the repurchase of an additional 150,000 shares of common stock. These authorizations do not have expiration dates. As shares are repurchased under this plan, they are retired and revert back to the status of authorized, but unissued shares.

The following table provides information for the three month period ended June 30, 2014, with respect to this plan:

| | Shares Repurchased | | Total Number of Shares Purchased as Part of Publicly Announced Plan or Program | Maximum Number of Shares That May Yet Be Purchased Under the Plans or Programs |
|-------------------|--------------------|----------------------------|--|---|
| | Number | Average Price Per Share | | |
| Balance, March 31 | | | | 99,981 |
| April 1 - 30 | 10,389 | \$22.91 | 10,389 | 89,592 |
| May 1 - 31 | 12,969 | 22.75 | 12,969 | 76,623 |
| June 1 - 30 | 9,811 | 22.83 | 9,811 | 66,812 |
| Balance, June 30 | 33,169 | \$22.82 | 33,169 | 66,812 |

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Item 6. Exhibits

(a) Exhibits

31(a) Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 by the Principal Executive Officer

31(b) Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 by the Principal Financial Officer

32 Section 1350 Certification of Principal Executive Officer and Principal Financial Officer

101.1* 101.INS (XBRL Instance Document)

101.SCH (XBRL Taxonomy Extension Schema Document)

101.CAL (XBRL Calculation Linkbase Document)

101.LAB (XBRL Taxonomy Label Linkbase Document)

101.DEF (XBRL Taxonomy Linkbase Document)

101.PRE (XBRL Taxonomy Presentation Linkbase Document)

In accordance with Rule 406T of Regulations S-T, the XBRL related information shall not be deemed to be “filed” for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section, and shall not be part of any registration statement or other document filed under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

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SIGNATURES

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

Isabella Bank Corporation

Date: August 8, 2014

/s/ Jae A. Evans
Jae A. Evans
Chief Executive Officer
(Principal Executive Officer)

Date: August 8, 2014

/s/ Dennis P. Angner
Dennis P. Angner
President, Chief Financial Officer
(Principal Financial Officer, Principal Accounting Officer)