

FIRST MID ILLINOIS BANCSHARES INC
Form 10-Q
May 05, 2011

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 March 31, 2011

Or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number 0-13368

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

Delaware
(State or other jurisdiction of
incorporation or organization)

37-1103704
(I.R.S. employer identification no.)

1515 Charleston Avenue,
Mattoon, Illinois
(Address of principal executive offices)

61938
(Zip code)

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

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

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

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

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

As of May 5, 2011, 6,059,527 common shares, \$4.00 par value, were outstanding.

PART I

ITEM 1. FINANCIAL STATEMENTS

| Condensed Consolidated Balance Sheets | (Unaudited) | |
|---|-------------------|-------------------------|
| (In thousands, except share data) | March 31, 2011 | December 31, 2010 |
| Assets | | |
| Cash and due from banks: | | |
| Non-interest bearing | \$25,537 | \$21,008 |
| Interest bearing | 112,275 | 130,485 |
| Federal funds sold | 80,000 | 80,000 |
| Cash and cash equivalents | 217,812 | 231,493 |
| Certificates of deposit investments | 10,000 | 10,000 |
| Investment securities: | | |
| Available-for-sale, at fair value | 387,196 | 342,816 |
| Held-to-maturity, at amortized cost (estimated fair value of \$53 at March 31, 2011 and December 31, 2010) | 50 | 50 |
| Loans held for sale | 562 | 114 |
| Loans | 794,535 | 804,467 |
| Less allowance for loan losses | (10,651) | (10,393) |
| Net loans | 783,884 | 794,074 |
| Interest receivable | 5,711 | 6,390 |
| Other real estate owned | 5,926 | 6,127 |
| Premises and equipment, net | 28,331 | 28,544 |
| Goodwill, net | 25,753 | 25,753 |
| Intangible assets, net | 4,782 | 5,068 |
| Other assets | 17,836 | 17,816 |
| Total assets | \$1,487,843 | \$1,468,245 |
| Liabilities and Stockholders' Equity | | |
| Deposits: | | |
| Non-interest bearing | \$198,745 | \$183,932 |
| Interest bearing | 1,017,620 | 1,028,778 |
| Total deposits | 1,216,365 | 1,212,710 |
| Securities sold under agreements to repurchase | 94,670 | 94,057 |
| Interest payable | 632 | 701 |
| FHLB borrowings | 19,750 | 22,750 |
| Junior subordinated debentures | 20,620 | 20,620 |
| Other liabilities | 6,897 | 5,142 |
| Total liabilities | 1,358,934 | 1,355,980 |
| Stockholders' Equity | | |
| Convertible preferred stock, no par value; authorized 1,000,000 shares; issued 7,679 shares in 2011 and 4,927 shares in 2010 | 38,395 | 24,635 |
| Common stock, \$4 par value; authorized 18,000,000 shares; issued 7,496,801 shares in 2011 and 7,477,132 shares in 2010 | 29,987 | 29,909 |
| Additional paid-in capital | 28,528 | 28,223 |
| Retained earnings | 68,494 | 66,356 |
| Deferred compensation | 2,885 | 2,929 |
| Accumulated other comprehensive loss | (1,321) | (2,066) |

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| | | |
|---|-------------|-------------|
| Less treasury stock at cost, 1,439,143 shares in 2011 | | |
| and 1,418,456 shares in 2010 | (38,059) | (37,721) |
| Total stockholders' equity | 128,909 | 112,265 |
| Total liabilities and stockholders' equity | \$1,487,843 | \$1,468,245 |

See accompanying notes to unaudited condensed consolidated financial statements.

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Condensed Consolidated Statements of Income (unaudited)

(In thousands, except per share data)

| | Three months ended March 31, | |
|--|---------------------------------|---------------|
| | 2011 | 2010 |
| Interest income: | | |
| Interest and fees on loans | \$11,463 | \$9,914 |
| Interest on investment securities | 2,444 | 2,235 |
| Interest on certificates of deposit investments | 21 | 30 |
| Interest on federal funds sold | 24 | 16 |
| Interest on deposits with other financial institutions | 77 | 15 |
| Total interest income | 14,029 | 12,210 |
| Interest expense: | | |
| Interest on deposits | 1,819 | 2,186 |
| Interest on securities sold under agreements to repurchase | 33 | 30 |
| Interest on FHLB borrowings | 211 | 343 |
| Interest on subordinated debentures | 261 | 260 |
| Total interest expense | 2,324 | 2,819 |
| Net interest income | 11,705 | 9,391 |
| Provision for loan losses | 940 | 760 |
| Net interest income after provision for loan losses | 10,765 | 8,631 |
| Other income: | | |
| Trust revenues | 781 | 624 |
| Brokerage commissions | 155 | 129 |
| Insurance commissions | 608 | 644 |
| Service charges | 1,096 | 1,076 |
| Securities gains, net | 181 | 241 |
| Total other-than-temporary impairment losses | (185) | (623) |
| Portion of loss recognized in other comprehensive loss | - | - |
| Other-than-temporary impairment losses recognized in earnings | (185) | (623) |
| Mortgage banking revenue, net | 116 | 96 |
| ATM / debit card revenue | 832 | 624 |
| Other | 421 | 257 |
| Total other income | 4,005 | 3,068 |
| Other expense: | | |
| Salaries and employee benefits | 5,434 | 4,368 |
| Net occupancy and equipment expense | 1,967 | 1,278 |
| Net other real estate owned expense | 120 | (152) |
| FDIC insurance | 434 | 318 |
| Amortization of intangible assets | 286 | 176 |
| Stationery and supplies | 138 | 115 |
| Legal and professional | 567 | 429 |
| Marketing and donations | 201 | 203 |
| Other | 1,145 | 1,055 |
| Total other expense | 10,292 | 7,790 |
| Income before income taxes | 4,478 | 3,909 |
| Income taxes | 1,633 | 1,361 |

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| | | |
|--|---------|---------|
| Net income | \$2,845 | \$2,548 |
| Dividends on preferred shares | 707 | 577 |
| Net income available to common stockholders | \$2,138 | \$1,971 |
| Per share data: | | |
| Basic net income per common share available to common stockholders | \$0.35 | \$0.32 |
| Diluted net income per common share available to common stockholders | \$0.35 | \$0.32 |
| Cash dividends declared per common share | \$- | \$- |

See accompanying notes to unaudited condensed consolidated financial statements.

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| Condensed Consolidated Statements of Cash Flows (unaudited) (In thousands) | Three months ended March 31, | |
|---|---------------------------------|-----------|
| | 2011 | 2010 |
| Cash flows from operating activities: | | |
| Net income | \$2,845 | \$2,548 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Provision for loan losses | 940 | 760 |
| Depreciation, amortization and accretion, net | 1,320 | 741 |
| Stock-based compensation expense | 13 | 13 |
| Gains on investment securities, net | (181) | (241) |
| Other-than-temporary impairment losses recognized in earnings | 185 | 623 |
| Gains on sales of other real property owned, net | (21) | (168) |
| Loss on write down of fixed assets | - | 1 |
| (Gains) losses on sale of loans held for sale, net | (118) | 89 |
| Origination of loans held for sale | (10,835) | (7,475) |
| Proceeds from sale of loans held for sale | 10,505 | 6,659 |
| Increase in other assets | 67 | 3,907 |
| Increase (decrease) in other liabilities | 2,129 | (1,289) |
| Net cash provided by operating activities | 6,849 | 6,168 |
| Cash flows from investing activities: | | |
| Proceeds from maturities of certificates of deposit investments | 2,179 | 2,187 |
| Purchases of certificates of deposit investments | (2,179) | (2,843) |
| Proceeds from sales of securities available-for-sale | 5,606 | 6,367 |
| Proceeds from maturities of securities available-for-sale | 19,578 | 21,182 |
| Proceeds from maturities of securities held-to-maturity | - | 145 |
| Purchases of securities available-for-sale | (68,767) | (25,067) |
| Net decrease in loans | 9,250 | 14,082 |
| Purchases of premises and equipment | (401) | (142) |
| Proceeds from sales of other real property owned | 357 | 1,137 |
| Net cash provided by (used in) investing activities | (34,377) | 17,048 |
| Cash flows from financing activities: | | |
| Net increase in deposits | 3,655 | 11,571 |
| (Increase) decrease in repurchase agreements | 613 | (15,194) |
| Repayment of long term FHLB advances | (3,000) | (5,000) |
| Proceeds from issuance of common stock | 51 | 143 |
| Proceeds from issuance of preferred stock | 13,760 | - |
| Purchase of treasury stock | (382) | (102) |
| Dividends paid on preferred stock | (850) | (857) |
| Net cash provided by(used in) financing activities | 13,847 | (9,439) |
| Increase (decrease) in cash and cash equivalents | (13,681) | 13,777 |
| Cash and cash equivalents at beginning of period | 231,493 | 90,411 |
| Cash and cash equivalents at end of period | \$217,812 | \$104,188 |

| | Three months ended March 31, | |
|---|---------------------------------|---------|
| | 2011 | 2010 |
| Supplemental disclosures of cash flow information | | |
| Cash paid during the period for: | | |
| Interest | \$2,393 | \$2,915 |
| Income taxes | - | 750 |
| Supplemental disclosures of noncash investing and financing activities | | |
| Loans transferred to other real estate owned | 135 | 651 |
| Dividends reinvested in common stock | 301 | 299 |
| Net tax benefit related to option and deferred compensation plans | 19 | 32 |

See accompanying notes to unaudited condensed consolidated financial statements.

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Notes to Condensed Consolidated Financial Statements
(unaudited)

Note 1 -- Basis of Accounting and Consolidation

The unaudited condensed consolidated financial statements include the accounts of First Mid-Illinois Bancshares, Inc. (“Company”) and its wholly-owned subsidiaries: Mid-Illinois Data Services, Inc. (“MIDS”), First Mid-Illinois Bank & Trust, N.A. (“First Mid Bank”) and The Checkley Agency, Inc. doing business as First Mid Insurance Group (“First Mid Insurance”). All significant intercompany balances and transactions have been eliminated in consolidation. The financial information reflects all adjustments which, in the opinion of management, are necessary for a fair presentation of the results of the interim periods ended March 31, 2011 and 2010, and all such adjustments are of a normal recurring nature. Certain amounts in the prior year’s consolidated financial statements have been reclassified to conform to the March 31, 2011 presentation and there was no impact on net income or stockholders’ equity. The results of the interim period ended March 31, 2011 are not necessarily indicative of the results expected for the year ending December 31, 2011. The Company operates as a one-segment entity for financial reporting purposes.

The 2010 year-end consolidated balance sheet data was derived from audited financial statements, but does not include all disclosures required by accounting principles generally accepted in the United States of America.

The unaudited condensed consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q and Article 10 of Regulation S-X and do not include all of the information required by U.S. generally accepted accounting principles (“GAAP”) for complete financial statements and related footnote disclosures although the Company believes that the disclosures made are adequate to make the information not misleading. These financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company’s 2010 Annual Report on Form 10-K.

Website

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

Stock Plans

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

A maximum of 300,000 shares of common stock may be issued under the SI Plan. As of December 31, 2010, the Company had awarded 59,500 shares under the plan. There were no shares awarded during the first three months of 2011.

Convertible Preferred Stock

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

The Series B Preferred Stock pays non-cumulative dividends semiannually in arrears, when, as and if authorized by the Board of Directors of the Company, at a rate of 9% per year. Holders of the Series B Preferred Stock will have no voting rights, except with respect to certain fundamental changes in the terms of the Series B Preferred Stock and certain other matters. In addition, if dividends on the Series B Preferred Stock are not paid in full for four dividend periods, whether consecutive or not, the holders of the Series B Preferred Stock, acting as a class with any other of the Company's securities having similar voting rights, will have the right to elect two directors to the Company's Board of Directors. The terms of office of these directors will end when the Company has paid or set aside for payment full semi-annual dividends for four consecutive dividend periods.

Each share of the Series B Preferred Stock may be converted at any time at the option of the holder into shares of the Company's common stock. The number of shares of common stock into which each share of the Series B Preferred Stock is convertible is the \$5,000 liquidation preference per share divided by the Conversion Price initially set at \$21.94. The Conversion Price is subject to adjustment from time to time pursuant to the terms of the Certificate of Designation (the "Series B Certificate of Designation"). If at the time of conversion, there are any authorized, declared and unpaid dividends with respect to a converted share of Series B Preferred Stock, the holder will receive cash in lieu of the dividends, and a holder will receive cash in lieu of fractional shares of common stock following conversion.

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

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The Company also has the right at any time on or after the fifth anniversary of the original issuance date of the Series B Preferred Stock to require the conversion of all (but not less than all) of the Series B Preferred Stock into shares of common stock if, on the date notice of mandatory conversion is given to holders, the book value of the Company's common stock equals or exceeds 115% of the book value of the Company's common stock at September 30, 2008. "Book value of the Company's common stock" at any date means the result of dividing the Company's total common stockholders' equity at that date, determined in accordance with U.S. generally accepted accounting principles, by the number of shares of common stock then outstanding, net of any shares held in the treasury. The book value of the Company's common stock at September 30, 2008 was \$13.03, and 115% of this amount is approximately \$14.98. The book value of the Company's common stock at March 31, 2011 was \$14.94.

Pursuant to Section 3(j) of the Series B Certification of Designation, the conversion price for the Series B Preferred Stock, which was initially set at \$21.94, was required to be adjusted if, among other things, the initial conversion price of any subsequently issued series of preferred stock was lower than the then current conversion price of the Series B Preferred Stock. As a result of the Series C Preferred Stock (see below) having an initial conversion price of less than \$21.94, the conversion price of the Series B Preferred Stock was adjusted pursuant to the terms of the Series B Certificate of Designation based on the amount of Series C Preferred Stock sold on February 11, 2011 and March 2, 2011. The new conversion price of the Series B Preferred Stock, certified by the Company's accountant pursuant to Section 3(j) of the Series B Certificate of Designation, is \$21.77. If additional Series C Preferred Stock is sold following an Investor's receipt of applicable bank regulatory approval, subsequent adjustments will be made to the conversion price of the Series B Preferred Stock

Series C Convertible Preferred Stock. On February 11, 2011, the Company accepted from certain accredited investors, including directors, executive officers, and certain major customers and holders of the Company's common stock (collectively, the "Investors"), subscriptions for the purchase of \$27,500,000, in the aggregate, of a newly authorized series of preferred stock designated as Series C 8% Non-Cumulative Perpetual Convertible Preferred Stock (the "Series C Preferred Stock"). As of February 11, 2011, \$11,010,000 of the Series C Preferred Stock had been issued and sold by the Company to certain Investors. On March 2, 2011, three investors received the required bank regulatory approval and an additional \$2,750,000 of Series C Preferred Stock was issued and sold by the Company to these investors. The balance of the Series C Preferred Stock will be issued to the remaining Investors upon the completion of the bank regulatory process applicable to their purchases.

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

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

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

converted share of Series C Preferred Stock, the holder will receive cash in lieu of the dividends, and a holder will receive cash in lieu of fractional shares of common stock following conversion.

After the fifth anniversary of March 2, 2011, the original issuance date of the shares of the Series C Preferred Stock constituting a majority of the shares issued, the Company may, at its option but subject to the Company's receipt of any required prior approvals from the Board of Governors of the Federal Reserve System or any other regulatory authority, redeem the Series C Preferred Stock. Any redemption will be in exchange for cash in the amount of \$5,000 per share, plus any authorized, declared and unpaid dividends, without accumulation of any undeclared dividends.

The Company also has the right at any time after March 2, 2016 to require the conversion of all (but not less than all) of the Series C Preferred Stock into shares of common stock if, on the date notice of mandatory conversion is given to holders, (a) the tangible book value per share of the Company's common stock equals or exceeds 115% of the tangible book value per share of the Company's common stock at December 31, 2010, and (b) the NASDAQ Bank Index (denoted by CBNK:IND) equals or exceeds 115% of the NASDAQ Bank Index at December 31, 2010. "Tangible book value per share of our common stock" at any date means the result of dividing the Company's total common stockholders equity at that date, less the amount of goodwill and intangible assets, determined in accordance with U.S. generally accepted accounting principles, by the number of shares of common stock then outstanding, net of any shares held in the treasury. The tangible book value of the Company's common stock at December 31, 2010 was \$9.38, and 115% of this amount is approximately \$10.79. The NASDAQ Bank Index value at December 31, 2010 was 1,847.35 and 115% of this amount is approximately 2,124.45. The tangible book value of the Company's common stock at March 31, 2011 was \$9.90 and the NASDAQ Bank Index value at March 31, 2011 was 1,827.79.

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Comprehensive Income

The Company's comprehensive income for the three-month periods ended March 31, 2011 and 2010 was as follows (in thousands):

| | Three months ended | |
|--|--------------------|---------|
| | March 31, | |
| | 2011 | 2010 |
| Net income | \$2,845 | \$2,548 |
| Other comprehensive income: | | |
| Unrealized gains on securities available-for-sale | 1,262 | 772 |
| Non-credit component of unrealized gains (losses) on securities available-for-sale for which a portion of an other-than-temporary impairment has been recognized in income | (46) | (329) |
| Other-than-temporary impairment losses recognized in earnings | 185 | 623 |
| Reclassification adjustment for realized gains included in income | (181) | (241) |
| Other comprehensive income before taxes | 1,220 | 825 |
| Tax expense | (475) | (321) |
| Total other comprehensive income | 745 | 504 |
| Comprehensive income | \$3,590 | \$3,052 |

The components of accumulated other comprehensive income included in stockholders' equity are as follows:

| | Unrealized | Other-Than- | Total |
|---|-------------|-------------|------------|
| | Gain (Loss) | Temporary | |
| | on | Impairment | |
| | Available | Losses | |
| | for Sale | | |
| | Securities | | |
| March 31, 2011 | | | |
| Net unrealized gains on securities available-for-sale | \$3,710 | \$ - | \$3,710 |
| Other-than-temporary impairment losses on securities | - | (5,875) | (5,875) |
| Tax benefit (expense) | (1,446) | 2,290 | 844 |
| Balance at March 31, 2011 | \$2,264 | \$(3,585) | \$(1,321) |

| | Unrealized | Other-Than- | Total |
|---|-------------|-------------|------------|
| | Gain (Loss) | Temporary | |
| | on | Impairment | |
| | Available | Losses | |
| | for Sale | | |
| | Securities | | |
| March 31, 2010 | | | |
| Net unrealized gains on securities available-for-sale | \$2,629 | \$ - | \$2,629 |
| Other-than-temporary impairment losses on securities | - | (6,014) | (6,014) |
| Tax benefit (expense) | (1,025) | 2,344 | 1,319 |
| Balance at March 31, 2010 | \$1,604 | \$(3,670) | \$(2,066) |

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

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Adoption of New Accounting Guidance

Accounting Standards Update (ASU) 2010-20 — Receivables (Topic 310): Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses. The ASU requires expanded disclosure about the credit quality of the loan portfolio in the notes to financial statements, such as aging information and credit quality indicators. Both new and existing disclosures must be disaggregated by portfolio segment or class. The disclosures related to period-end balances and the disclosures of activity that occurs during the reporting period were effective for annual or interim reporting periods beginning after December 15, 2010. The Financial Accounting Standards Board (“FASB”) elected to defer the disclosures related to troubled debt restructurings (“TDRs”) included within ASU No. 2010-20. These disclosures did not have a material impact on the Company’s financial statements.

ASU 2011-01 – Deferral of the Effective Date of Disclosures about Troubled Debt Restructurings in Update No. 2010-20. The FASB issued ASU No. 2011-01 in January 2011. The provisions of ASU No. 2010-20 required the disclosure of more granular information on the nature and extent of troubled debt restructurings and their effect on the allowance for loan and lease losses effective for the Company’s reporting period ended March 31, 2011. The amendments in ASU No. 2011-01 defer the effective date related to these disclosures, enabling creditors to provide such disclosures after the FASB completes their project clarifying the guidance for determining what constitutes a troubled debt restructuring. As the provisions of this ASU only defer the effective date of disclosure requirements related to troubled debt restructurings, the adoption of this ASU had no impact on the Company’s financial statements.

ASU No. 2011-02 – A Creditor’s Determination of Whether a Restructuring is a Troubled Debt Restructuring. In April 2011, the FASB issued ASU No. 2011-02. The provisions of ASU No. 2011-02 provide additional guidance related to determining whether a creditor has granted a concession, include factors and examples for creditors to consider in evaluating whether a restructuring results in a delay in payment that is insignificant, prohibit creditors from using the borrower’s effective rate test to evaluate whether a concession has been granted to the borrower, and add factors for creditors to use in determining whether a borrower is experiencing financial difficulties. A provision in ASU No. 2011-02 also ends the FASB’s deferral of the additional disclosures about troubled debt restructurings as required by ASU No. 2010-20 so that these disclosures are expected to be effective for the second quarter of 2011. The provisions of ASU No. 2011-02 are effective for reporting periods ending September 30, 2011. The adoption of ASU No. 2011-02 is not expected to have a material impact on the Company’s financial statements.

Note 2 -- Earnings Per Share

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

The components of basic and diluted net income per common share available to common stockholders for the three-month periods ended March 31, 2011 and 2010 were as follows:

| | Three months ended March 31, | |
|---|---------------------------------|-------------|
| | 2011 | 2010 |
| Basic Net Income per Common Share Available to Common Stockholders: | | |
| Net income | \$2,845,000 | \$2,548,000 |

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| | | |
|---|-------------|-------------|
| Preferred stock dividends | (707,000) | (577,000) |
| Net income available to common stockholders | \$2,138,000 | \$1,971,000 |
| Weighted average common shares outstanding | 6,072,602 | 6,098,804 |
| Basic earnings per common share | \$.35 | \$.32 |
| Diluted Net Income per Common Share | | |
| Available to Common Stockholders: | | |
| Net income available to common stockholders | \$2,138,000 | \$1,971,000 |
| Effect of assumed preferred stock conversion | - | - |
| Net income applicable to diluted earnings per share | \$2,138,000 | \$1,971,000 |
| Weighted average common shares outstanding | 6,072,602 | 6,098,804 |
| Dilutive potential common shares: | | |
| Assumed conversion of stock options | 12,754 | 27,054 |
| Assumed conversion of preferred stock | - | - |
| Diluted weighted average common shares outstanding | 6,085,356 | 6,125,858 |
| Diluted earnings per common share | \$.35 | \$.32 |

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The following shares were not considered in computing diluted earnings per share for the three and nine-month periods ended March 31, 2011 and 2010 because they were anti-dilutive:

| | Three months ended | |
|--|--------------------|-----------|
| | March 31, | |
| | 2011 | 2010 |
| Stock options to purchase shares of common stock | 202,970 | 202,970 |
| Average dilutive potential common shares associated with convertible preferred stock | 1,755,657 | 1,118,429 |

Note 3 -- Investment Securities

The amortized cost, gross unrealized gains and losses and estimated fair values for available-for-sale and held-to-maturity securities by major security type at March 31, 2011 and December 31, 2010 were as follows (in thousands):

| | Amortized Cost | Gross Unrealized Gains | Gross Unrealized (Losses) | Fair Value |
|--|-------------------|------------------------------|---------------------------------|---------------|
| March 31, 2011 | | | | |
| Available-for-sale: | | | | |
| U.S. Treasury securities and obligations | | | | |
| of U.S. government corporations & agencies | \$ 178,878 | \$ 1,200 | \$(870) | \$ 179,208 |
| Obligations of states and political subdivisions | 26,351 | 931 | (70) | 27,212 |
| Mortgage-backed securities: GSE residential | 175,686 | 3,541 | (1,015) | 178,212 |
| Trust preferred securities | 6,410 | - | (5,875) | 535 |
| Other securities | 2,036 | - | (7) | 2,029 |
| Total available-for-sale | \$ 389,361 | \$ 5,672 | \$(7,837) | \$ 387,196 |
| Held-to-maturity: | | | | |
| Obligations of states and political subdivisions | \$ 50 | \$ 3 | \$- | \$ 53 |
| December 31, 2010 | | | | |
| Available-for-sale: | | | | |
| U.S. Treasury securities and obligations | | | | |
| of U.S. government corporations & agencies | \$ 152,086 | \$ 1,319 | \$(1,024) | \$ 152,381 |
| Obligations of states and political subdivisions | 26,549 | 591 | (226) | 26,914 |
| Mortgage-backed securities: GSE residential | 158,936 | 3,477 | (1,482) | 160,931 |
| Trust preferred securities | 6,595 | - | (6,014) | 581 |
| Other securities | 2,035 | - | (26) | 2,009 |
| Total available-for-sale | \$ 346,201 | \$ 5,387 | \$(8,772) | \$ 342,816 |
| Held-to-maturity: | | | | |
| Obligations of states and political subdivisions | \$ 50 | \$ 3 | \$- | \$ 53 |

The trust preferred securities are four trust preferred pooled securities issued by First Tennessee Financial ("FTN"). The unrealized losses of these securities, which have maturities ranging from four years to twenty-nine years, are primarily due to their long-term nature, a lack of demand or inactive market for these securities, and concerns regarding the

underlying financial institutions that have issued the trust preferred securities. See the heading “Trust Preferred Securities” for further information regarding these securities.

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Realized gains and losses resulting from sales of securities were as follows during the periods ended March 31, 2011 and 2010 and the year ended December 31, 2010 (in thousands):

| | March 31, 2011 | March 31, 2010 | December 31, 2010 |
|--------------|-------------------|-------------------|-------------------------|
| Gross gains | \$181 | \$241 | \$543 |
| Gross losses | - | - | - |

The following table indicates the expected maturities of investment securities classified as available-for-sale and held-to-maturity, presented at fair value, at March 31, 2011 and the weighted average yield for each range of maturities (dollars in thousands).

| | One year or less | After 1 through 5 years | After 5 through 10 years | After ten years | Total |
|---|---------------------|-------------------------------|--------------------------------|--------------------|-----------|
| Available-for-sale: | | | | | |
| U.S. Treasury securities and obligations of U.S. government corporations and agencies | | | | | |
| | \$146,188 | \$29,724 | \$3,296 | \$- | \$179,208 |
| Obligations of state and political subdivisions | | | | | |
| | 583 | 10,075 | 16,207 | 347 | 27,212 |
| Mortgage-backed securities: GSE residential | | | | | |
| | 1,863 | 115,323 | 61,026 | - | 178,212 |
| Trust preferred securities | | | | | |
| | - | - | - | 535 | 535 |
| Other securities | | | | | |
| | - | 1,995 | - | 34 | 2,029 |
| Total investments | | | | | |
| | \$148,634 | \$157,117 | \$80,529 | \$916 | \$387,196 |
| Weighted average yield | | | | | |
| | 1.97 | % 3.46 | % 3.54 | % 3.73 | % 2.91 |
| Full tax-equivalent yield | | | | | |
| | 1.97 | % 3.58 | % 3.93 | % 3.85 | % 3.04 |
| Held-to-maturity: | | | | | |
| Obligations of state and political subdivisions | | | | | |
| | \$- | \$53 | \$- | \$- | \$53 |
| Weighted average yield | | | | | |
| | - | % 4.75 | % - | % - | % 4.75 |
| Full tax-equivalent yield | | | | | |
| | - | % 6.58 | % - | % - | % 6.58 |

The weighted average yields are calculated on the basis of the amortized cost and effective yields weighted for the scheduled maturity of each security. Tax-equivalent yields have been calculated using a 34% tax rate. With the exception of obligations of the U.S. Treasury and other U.S. government agencies and corporations, there were no investment securities of any single issuer, the book value of which exceeded 10% of stockholders' equity at March 31, 2011.

Investment securities carried at approximately \$235,099,000 and \$240,838,000 at March 31, 2011 and December 31, 2010, respectively, were pledged to secure public deposits and repurchase agreements and for other purposes as

permitted or required by law.

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The following table presents the aging of gross unrealized losses and fair value by investment category as of March 31, 2011 and December 31, 2010 (in thousands):

| | Less than 12 months | | 12 months or more | | Total | |
|---|---------------------|-------------------|-------------------|-------------------|------------------|-------------------|
| | Fair Value | Unrealized Losses | Fair Value | Unrealized Losses | Fair Value | Unrealized Losses |
| March 31, 2011 | | | | | | |
| U.S. Treasury securities and obligations of U.S. government corporations and agencies | \$76,578 | \$(870) | \$- | \$- | \$76,578 | \$(870) |
| Obligations of states and political subdivisions | 4,479 | (64) | 255 | (6) | 4,734 | (70) |
| Mortgage-backed securities: | | | | | | |
| GSE residential | 62,455 | (1,015) | - | - | 62,455 | (1,015) |
| Trust preferred securities | - | - | 535 | (5,875) | 535 | (5,875) |
| Other securities | 2,028 | (7) | - | - | 2,028 | (7) |
| Total | \$145,540 | \$(1,956) | \$790 | \$(5,881) | \$146,329 | \$(7,837) |
| December 31, 2010: | | | | | | |
| U.S. Treasury securities and obligations of U.S. government corporations and agencies | \$58,782 | \$(1,024) | \$- | \$- | \$58,782 | \$(1,024) |
| Obligations of states and political subdivisions | 7,263 | (216) | 252 | (10) | 7,515 | (226) |
| Mortgage-backed securities: | | | | | | |
| GSE residential | 62,171 | (1,482) | - | - | 62,171 | (1,482) |
| Trust preferred securities | - | - | 581 | (6,014) | 581 | (6,014) |
| Other securities | 2,009 | (26) | - | - | 2,009 | (26) |
| Total | \$130,225 | \$(2,748) | \$833 | \$(6,024) | \$131,058 | \$(8,772) |

Obligations of states and political subdivisions. At March 31, 2011, there was one obligation of states and political subdivisions issued by a municipality with a fair value of \$255,000 and unrealized losses of \$6,000 in a continuous unrealized loss position for twelve months or more. This position was due to yield on municipal securities increasing since the purchase of this securities resulting in the market value being lower than book value. The contractual term of this investment does not permit the issuer to settle the security at a price less than the amortized cost basis of the investment. Because the Company does not intend to sell these securities and it is not more-likely-than-not the Company will be required to sell this security before recovery of its amortized cost basis, which may be maturity, the Company does not consider this investment to be other than temporarily impaired at March 31, 2011.

Trust Preferred Securities. At March 31, 2011, there were four trust preferred securities with a fair value of \$535,000 and unrealized losses of \$5,875,000 in a continuous unrealized loss position for twelve months or more. These unrealized losses were primarily due to the long-term nature of the trust preferred securities, a lack of demand or inactive market for these securities, and concerns regarding the underlying financial institutions that have issued the trust preferred securities. Cash flow analysis for these securities indicated an other-than-temporary-impairment (OTTI) and the Company performed further analysis to determine the portion of the loss that was related to credit conditions of the underlying issuers. The credit loss was calculated by comparing expected discounted cash flows based on performance indicators of the underlying assets in the security to the carrying value of the investment. Based

on this analysis, the Company recorded impairment charges of approximately \$185,000 for the credit portion of the unrealized loss of these trust preferred securities in the quarter ended March 31, 2011. This loss established a new, lower amortized cost basis for these securities and reduced non-interest income as of March 31, 2011. Because the Company does not intend to sell these securities and it is not more-likely-than-not that the Company will be required to sell these securities before recovery of their new, lower amortized cost basis, which may be maturity, the Company does not consider the remainder of the investment in these securities to be other-than-temporarily impaired at March 31, 2011. However, future downgrades or additional deferrals and defaults in these securities, in particular the PreTSL XXVIII security which has the largest current book value, could result in additional OTTI and, consequently, have a material impact on future earnings.

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

| | Book Value | Market Value | Unrealized Loss | Other-than-temporary Impairment Recorded To-date |
|---------------|------------|--------------|-----------------|--|
| PreTSL I | \$829 | \$144 | \$(685) | \$691 |
| PreTSL II | 1,047 | 151 | (896) | 2,167 |
| PreTSL VI | 201 | 83 | (118) | 127 |
| PreTSL XXVIII | 4,333 | 157 | (4,176) | 430 |
| Total | \$6,410 | \$535 | \$(5,875) | \$3,415 |

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The Company does not believe any other individual unrealized loss as of March 31, 2011 represents OTTI. However, given the continued disruption in the financial markets, the Company may be required to recognize OTTI losses in future periods with respect to its available for sale investment securities portfolio. The amount and timing of any additional OTTI will depend on the decline in the underlying cash flows of the securities. Should the impairment of any of these securities become other-than-temporary, the cost basis of the investment will be reduced and the resulting loss recognized in the period the other-than-temporary impairment is identified.

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

The accounting guidance for beneficial interests in securitized financial assets provides incremental impairment guidance for a subset of the debt securities within the scope of the guidance for investments in debt and equity securities. For securities where the security is a beneficial interest in securitized financial assets, the Company uses the beneficial interests in securitized financial asset impairment model. For securities where the security is not a beneficial interest in securitized financial assets, the Company uses debt and equity securities impairment model.

The Company routinely conducts periodic reviews to identify and evaluate each investment security to determine whether OTTI has occurred. Economic models are used to determine whether OTTI has occurred on these securities. While all securities are considered, the securities primarily impacted by OTTI testing are pooled trust preferred securities. For each pooled trust preferred security in the investment portfolio (including but not limited to those whose fair value is less than their amortized cost basis), an extensive, regular review is conducted to determine if OTTI has occurred. Various inputs to the economic models are used to determine if an unrealized loss is other-than-temporary. The most significant inputs are the following:

- Prepayments
- Defaults
- Loss severity

These pooled trust preferred securities relate to trust preferred securities issued by financial institutions. The pools typically consist of financial institutions throughout the United States. Other inputs to the economic models may include the actual collateral attributes, which include credit ratings and other performance indicators of the underlying financial institutions including profitability, capital ratios, and asset quality.

To determine if the unrealized losses for pooled trust preferred securities is other-than-temporary, the Company considers the impact of each of these inputs. The Company considers the likelihood that issuers will prepay their securities. During the third quarter of 2010, the Dodd-Frank Act eliminated Tier 1 capital treatment for trust preferred securities issued by holding companies with consolidated assets greater than \$15 billion. As a result, issuers may prepay their securities which reduces the amount of expected cash flows. Additionally, the Company projects total estimated defaults of the underlying assets (financial institutions) and multiplies that calculated amount by an estimate of realizable value upon sale in the marketplace (severity) in order to determine the projected collateral loss. The Company also evaluates the current credit enhancement underlying the security to determine the impact on cash flows. If the Company determines that a given pooled trust preferred security position will be subject to a write-down or loss, the Company records the expected credit loss as a charge to earnings.

Credit Losses Recognized on Investments. As described above, some of the Company's investments in trust preferred securities have experienced fair value deterioration due to credit losses but are not otherwise other-than-temporarily impaired. The following table provides information about those trust preferred securities for which only a credit loss

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was recognized in income and other losses are recorded in other comprehensive income (loss) for the three months ended March 31, 2011 and 2010 (in thousands).

| | Accumulated Credit Losses March 31, 2011 | Accumulated Credit Losses March 31, 2010 |
|---|--|--|
| Credit losses on trust preferred securities held | | |
| Beginning of period | \$ 3,230 | \$ 1,812 |
| Additions related to OTTI losses not previously recognized | - | - |
| Reductions due to sales | - | - |
| Reductions due to change in intent or likelihood of sale | - | - |
| Additions related to increases in previously recognized OTTI losses | 185 | 623 |
| Reductions due to increases in expected cash flows | - | - |
| End of period | \$ 3,415 | \$ 2,435 |

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Note 4 – Loans and Allowance for Loan Losses

Loans are stated at the principal amount outstanding net of unearned discounts, unearned income and allowance for loan losses. Unearned income includes deferred loan origination fees reduced by loan origination costs and is amortized to interest income over the life of the related loan using methods that approximated the effective interest rate method. Interest on substantially all loans is credited to income based on the principal amount outstanding. A summary of loans at March 31, 2011 and December 31, 2010 follows (in thousands):

| | 2011 | 2010 |
|--|-----------|-----------|
| Construction and land development | \$22,284 | \$20,382 |
| Farm loans | 63,901 | 65,036 |
| 1-4 Family residential properties | 181,723 | 179,535 |
| Multifamily residential properties | 21,542 | 22,159 |
| Commercial real estate | 304,859 | 302,220 |
| Loans secured by real estate | 594,309 | 589,332 |
| Agricultural loans | 44,774 | 58,246 |
| Commercial and industrial loans | 127,659 | 126,391 |
| Consumer loans | 18,201 | 19,668 |
| All other loans | 11,401 | 12,464 |
| Gross loans | 796,344 | 806,101 |
| Less: | | |
| Net deferred loan fees, premiums and discounts | 1,247 | 1,520 |
| Allowance for loan losses | 10,651 | 10,393 |
| Net loans | \$784,446 | \$794,188 |

Loans expected to be sold are classified as held for sale in the consolidated financial statements and are recorded at the lower of aggregate cost or market value, taking into consideration future commitments to sell the loans. The 1-4 family residential properties balance in the above table includes loans held for sale of \$562,000 and \$114,000 at March 31, 2011 and December 31, 2010, respectively.

The Company categorizes loans into risk categories based on relevant information about the ability of borrowers to service their debt such as: current financial information, historical payment experience, collateral support, credit documentation, public information, and current economic trends, among other factors. The Company analyzes loans individually by classifying the loans as to credit risk. This analysis includes loans with an outstanding balance greater than \$100,000 and non-homogenous loans, such as commercial and commercial real estate loans. This analysis is performed on a continuous basis. The Company uses the following definitions for risk ratings:

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

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

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

factors, conditions and values, highly questionable and improbable.

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

The following tables present the credit risk profile of the Company's loan portfolio based on rating category and payment activity as of March 31, 2011 and December 31, 2010 (in thousands):

| | Construction & Land Development | | Farm Loans | | 1-4 Family Residential Properties | | Multifamily Residential Properties | |
|-------------|------------------------------------|----------|------------|----------|---|-----------|--|----------|
| | 2011 | 2010 | 2011 | 2010 | 2011 | 2010 | 2011 | 2010 |
| Pass | \$17,664 | \$15,778 | \$58,010 | \$58,751 | \$177,162 | \$174,782 | \$10,836 | \$10,381 |
| Watch | 2,206 | 2,219 | 4,336 | 4,710 | 505 | 267 | 5,321 | 6,204 |
| Substandard | 1,526 | 1,494 | 1,529 | 1,531 | 4,070 | 4,478 | 5,377 | 5,561 |
| Doubtful | 888 | 888 | - | - | - | - | - | - |
| Total | \$22,284 | \$20,379 | \$63,875 | \$64,992 | \$181,737 | \$179,527 | \$21,534 | \$22,146 |

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| | Commercial Real Estate (Nonfarm/Nonresidential) | | Agricultural Loans | | Commercial & Industrial Loans | | Consumer Loans | |
|-------------|--|------------|--------------------|----------|----------------------------------|-----------|----------------|----------|
| | 2011 | 2010 | 2011 | 2010 | 2011 | 2010 | 2011 | 2010 |
| Pass | \$ 279,048 | \$ 276,174 | \$39,862 | \$53,293 | \$122,342 | \$120,284 | \$18,191 | \$19,655 |
| Watch | 13,591 | 14,598 | 3,449 | 3,269 | 2,340 | 2,519 | - | - |
| Substandard | 10,945 | 10,053 | 1,538 | 1,745 | 2,983 | 3,516 | - | - |
| Doubtful | - | - | - | - | - | - | - | - |
| Total | \$ 303,584 | \$ 300,825 | \$44,849 | \$58,307 | \$127,665 | \$126,319 | \$18,191 | \$19,655 |

| | All Other Loans | | Total Loans | |
|-------------|-----------------|----------|-------------|-----------|
| | 2011 | 2010 | 2011 | 2010 |
| Pass | \$11,378 | \$12,431 | \$734,493 | \$741,529 |
| Watch | - | - | 31,748 | 33,786 |
| Substandard | - | - | 27,968 | 28,378 |
| Doubtful | - | - | 888 | 888 |
| Total | \$11,378 | \$12,431 | \$795,097 | \$804,581 |

The following table presents the Company's loan portfolio aging analysis at March 31, 2011 and December 31, 2010 (in thousands):

| | 30-59 days Past Due | 60-89 days Past Due | 90 Days or More Past Due | Total Past Due | Current | Total Loans Receivable | Total Loans > 90 days & Accruing |
|--|------------------------|------------------------|--------------------------------|-------------------|-----------|---------------------------|---|
| March 31, 2011 | | | | | | | |
| Construction and land development | \$9 | \$- | \$150 | \$159 | \$22,125 | \$22,284 | \$- |
| Farm loans | 2 | 0 | 758 | 760 | 63,115 | 63,875 | - |
| 1-4 Family residential properties | 618 | 240 | 1,567 | 2,425 | 179,312 | 181,737 | - |
| Multifamily residential properties | - | - | 430 | 430 | 21,104 | 21,534 | - |
| Commercial real estate | 236 | 236 | 2,431 | 2,903 | 300,681 | 303,584 | - |
| Loans secured by real estate | 865 | 476 | 5,336 | 6,677 | 586,337 | 593,014 | - |
| Agricultural loans | 177 | - | 760 | 937 | 43,912 | 44,849 | - |
| Commercial and industrial loans | 602 | 50 | 530 | 1,182 | 126,483 | 127,665 | - |
| Consumer loans | 85 | - | 5 | 90 | 18,101 | 18,191 | - |
| All other loans | - | - | - | - | 11,378 | 11,378 | - |
| Total loans | \$1,729 | \$526 | \$6,631 | \$8,886 | \$786,211 | \$795,097 | \$- |
| December 31, 2010 | | | | | | | |
| | \$5 | \$- | \$150 | \$155 | \$20,224 | \$20,379 | \$- |

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| | | | | | | | |
|------------------------------------|---------|---------|---------|---------|-----------|-----------|-----|
| Construction and land development | | | | | | | |
| Farm loans | 5 | - | 761 | 766 | 64,226 | 64,992 | - |
| 1-4 Family residential properties | 819 | 201 | 1,624 | 2,644 | 176,883 | 179,527 | - |
| Multifamily residential properties | - | 573 | - | 573 | 21,573 | 22,146 | - |
| Commercial real estate | 1,535 | 1,075 | 727 | 3,337 | 297,488 | 300,825 | - |
| Loans secured by real estate | 2,364 | 1,849 | 3,262 | 7,475 | 580,394 | 587,869 | - |
| Agricultural loans | 125 | - | 828 | 953 | 57,354 | 58,307 | - |
| Commercial and industrial loans | 473 | 64 | 259 | 796 | 125,523 | 126,319 | - |
| Consumer loans | 177 | 32 | 15 | 224 | 19,431 | 19,655 | - |
| All other loans | - | - | - | - | 12,431 | 12,431 | - |
| Total loans | \$3,139 | \$1,945 | \$4,364 | \$9,448 | \$795,133 | \$804,581 | \$- |

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The allowance for loan losses represents the Company's best estimate of the reserve necessary to adequately account for probable losses existing in the current portfolio. The provision for loan losses is the charge against current earnings that is determined by the Company as the amount needed to maintain an adequate allowance for loan losses. Given the current state of the economy, the Company assessed the impact of the recession on each category of loans and adjusted historical loss factors for more recent economic trends. The Company utilized a five-year loss history as one of several components in assessing the probability of inherent future losses. Given the continued weakening in economic conditions, the Company also increased its allocation to various loan categories for economic factors during 2011 and 2010. Some of the economic factors include the potential for reduced cash flow for commercial operating loans from reduction in sales or increased operating costs, decreased occupancy rates for commercial buildings, reduced levels of home sales for commercial land developments, the uncertainty regarding grain prices and increased operating costs for farmers, and increased levels of unemployment and bankruptcy impacting consumer's ability to pay. Each of these economic uncertainties was taken into consideration in developing the level of the reserve.

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

In determining the adequacy of the allowance for loan losses, and therefore the provision to be charged to current earnings, the Company relies predominantly on a disciplined credit review and approval process that extends to the full range of the Company's credit exposure. The review process is directed by the overall lending policy and is intended to identify, at the earliest possible stage, borrowers who might be facing financial difficulty. Once identified, the magnitude of exposure to individual borrowers is quantified in the form of specific allocations of the allowance for loan losses. The Company considers collateral values and guarantees in the determination of such specific allocations. Additional factors considered by the Company in evaluating the overall adequacy of the allowance include historical net loan losses, the level and composition of nonaccrual, past due and troubled debt restructurings, trends in volumes and terms of loans, effects of changes in risk selection and underwriting standards or lending practices, lending staff changes, concentrations of credit, industry conditions and the current economic conditions in the region where the Company operates.

The following tables present the balance in the allowance for loan losses and the recorded investment in loans based on portfolio segment and impairment method as of March 31, 2011 and December 31, 2010 (in thousands):

| March 31, 2011 | | | | | | |
|--|--|----------------------------|----------|-------------|-------|--|
| Commercial/ Commercial Real Estate | Agricultural/ Agricultural Real Estate | Residential Real Estate | Consumer | Unallocated | Total | |
| Allowance for loan losses: | | | | | | |

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| | | | | | | |
|---|------------|------------|------------|-----------|-----------|------------|
| Balance, beginning of year | \$ 8,307 | \$ 404 | \$ 440 | \$ 392 | \$ 850 | \$ 10,393 |
| Provision charged to expense | 1,091 | (44) | 21 | 19 | (147) | 940 |
| Losses charged off | (692) | - | (14) | (36) | - | (742) |
| Recoveries | 31 | - | 1 | 28 | - | 60 |
| Balance, end of period | \$ 8,737 | \$ 360 | \$ 448 | \$ 403 | \$ 703 | \$ 10,651 |
| Ending balance: | | | | | | |
| Individually evaluated for impairment | \$ 852 | \$ - | \$ - | \$ - | \$ - | \$ 852 |
| Collectively evaluated for impairment | \$ 7,885 | \$ 360 | \$ 448 | \$ 403 | \$ 703 | \$ 9,799 |
| Loans acquired with deteriorated credit quality | \$ - | \$ - | \$ - | \$ - | \$ - | \$ - |
| Loans: | | | | | | |
| Ending balance | \$ 468,078 | \$ 104,811 | \$ 185,218 | \$ 18,979 | \$ 18,011 | \$ 795,097 |
| Ending balance: | | | | | | |
| Individually evaluated for impairment | \$ 8,681 | \$ 1,150 | \$ - | \$ - | \$ - | \$ 9,831 |
| Collectively evaluated for impairment | \$ 459,397 | \$ 103,661 | \$ 185,218 | \$ 18,979 | \$ 18,011 | \$ 785,266 |
| Loans acquired with deteriorated credit quality | \$ - | \$ - | \$ - | \$ - | \$ - | \$ - |

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| | December 31, 2010 | | | | | |
|---|--|--|----------------------------|----------|-------------|-----------|
| | Commercial/ Commercial Real Estate | Agricultural/ Agricultural Real Estate | Residential Real Estate | Consumer | Unallocated | Total |
| Allowance for loan losses: | | | | | | |
| Balance, beginning of year | \$7,428 | \$ 315 | \$ 488 | \$410 | \$821 | \$9,462 |
| Provision charged to expense | 3,473 | 89 | (118) | 264 | 29 | 3,737 |
| Losses charged off | (2,770) | (3) | (65) | (284) | - | (3,122) |
| Recoveries | 176 | 3 | 135 | 2 | - | 316 |
| Balance, end of year | \$8,307 | \$ 404 | \$ 440 | \$392 | \$850 | \$10,393 |
| Ending balance: | | | | | | |
| Individually evaluated for impairment | \$1,086 | \$ - | \$ - | \$- | \$- | \$1,086 |
| Collectively evaluated for impairment | \$7,221 | \$ 404 | \$ 440 | \$392 | \$850 | \$9,307 |
| Loans acquired with deteriorated credit quality | | | | | | |
| | \$- | \$ - | \$ - | \$- | \$- | \$- |
| Loans: | | | | | | |
| Ending balance | \$465,390 | \$ 118,973 | \$ 183,000 | \$20,486 | \$16,732 | \$804,581 |
| Ending balance: | | | | | | |
| Individually evaluated for impairment | \$7,332 | \$ 1,152 | \$ - | \$- | \$- | \$8,484 |
| Collectively evaluated for impairment | \$358,421 | \$ 111,304 | \$ 164,065 | \$19,675 | \$142,632 | \$796,097 |
| Loans acquired with deteriorated credit quality | | | | | | |
| | \$- | \$ - | \$ - | \$- | \$- | \$- |

A loan is considered impaired, in accordance with the impairment guidance (ASC 310-10-35-16), when based on current information and events, it is probable the Company will be unable to collect all amounts due from the borrower in accordance with the contractual terms of the loan. Impaired loans include nonaccrual loans and loans modified in trouble debt restructurings where concessions have been granted to borrowers experiencing financial difficulties. These concessions could include a reduction in the interest rate on the loan, payment extensions, forgiveness of principal, forbearance or other actions intended to maximize collection.

The Company's policy is to discontinue the accrual of interest income on any loan for which principal or interest is ninety days past due. The accrual of interest is discontinued earlier when, in the opinion of management, there is reasonable doubt as to the timely collection of interest or principal. Once interest accruals are discontinued, accrued but uncollected interest is charged against current year income. Subsequent receipts on non-accrual loans are recorded as a reduction of principal, and interest income is recorded only after principal recovery is reasonably assured. Nonaccrual loans are returned to accrual status when, in the opinion of management, the financial position of the borrower indicates there is no longer any reasonable doubt as to the timely collection of interest or principal.

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The following tables present impaired loans as of March 31, 2011 and December 31, 2010 (in thousands):

| March 31, 2011 | | | | | |
|------------------------------------|---------------------|--------------------------------|-----------------------|---|----------------------------------|
| | Recorded Balance | Unpaid Principal Balance | Specific Allowance | Average Investment in Impaired Loans | Interest Income Recognized |
| Construction and land development | \$ 1,987 | \$ 1,987 | \$ 459 | \$ 1,991 | \$ - |
| Farm loans | 536 | 536 | - | 871 | - |
| 1-4 Family residential properties | 2,423 | 2,448 | 280 | 2,590 | - |
| Multifamily residential properties | 430 | 661 | - | 663 | - |
| Commercial real estate | 4,665 | 5,962 | 113 | 6,190 | 1 |
| Loans secured by real estate | 10,041 | 11,594 | 852 | 12,305 | 1 |
| Agricultural loans | 760 | 760 | - | 760 | - |
| Commercial and industrial loans | 886 | 998 | - | 1,056 | - |
| Consumer loans | 5 | 5 | - | 5 | - |
| All other loans | - | - | - | - | - |
| Total loans | \$ 11,692 | \$ 13,357 | \$ 852 | \$ 14,126 | \$ 1 |

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| December 31, 2010 | | | | | |
|------------------------------------|---------------------|--------------------------------|-----------------------|---|----------------------------------|
| | Recorded Balance | Unpaid Principal Balance | Specific Allowance | Average Investment in Impaired Loans | Interest Income Recognized |
| Construction and land development | \$1,955 | \$1,955 | \$459 | \$1,975 | \$ - |
| Farm loans | 540 | 540 | - | 1,317 | - |
| 1-4 Family residential properties | 2,565 | 2,595 | 296 | 2,720 | - |
| Multifamily residential properties | 573 | 669 | 69 | 670 | - |
| Commercial real estate | 3,036 | 4,215 | 80 | 4,425 | 56 |
| Loans secured by real estate | 8,669 | 9,974 | 904 | 11,107 | 56 |
| Agricultural loans | 828 | 828 | - | 993 | - |
| Commercial and industrial loans | 923 | 1,035 | 182 | 1,165 | 15 |
| Consumer loans | 14 | 14 | - | 17 | - |
| All other loans | - | - | - | - | - |
| Total loans | \$10,434 | \$11,851 | \$1,086 | \$13,282 | \$71 |

The following table presents the Company's nonaccrual loans at March 31, 2011 and December 31, 2010 (in thousands). This table excludes purchased impaired loans and performing troubled debt restructurings.

| | 2011 | 2010 |
|------------------------------------|----------|---------|
| Construction and land development | \$1,987 | \$1,955 |
| Farm loans | 536 | 540 |
| 1-4 Family residential properties | 2,402 | 2,565 |
| Multifamily residential properties | 430 | 573 |
| Commercial real estate | 4,285 | 2,149 |
| Loans secured by real estate | 9,640 | 7,782 |
| Agricultural loans | 760 | 828 |
| Commercial and industrial loans | 886 | 708 |
| Consumer loans | 5 | 14 |
| All other loans | - | - |
| Total loans | \$11,291 | \$9,332 |

The aggregate principal balances of nonaccrual, past due ninety days or more loans were \$11,291,000 and \$9,332,000 at March 31, 2011 and December 31, 2010 respectively. Interest income which would have been recorded under the original terms of such nonaccrual loans totaled \$166,000 and \$359,000 for the three month periods ended March 31, 2011 and 2010, respectively.

Most of the Company's business activities are with customers located within central Illinois. At March 31, 2011, the Company's loan portfolio included \$108.7 million of loans to borrowers whose businesses are directly related to agriculture. Of this amount, \$96.7 million was concentrated in other grain farming. Total loans to borrowers whose businesses are directly related to agriculture decreased \$14.6 million from \$123.3 million at December 31, 2010 while loans concentrated in other grain farming decreased \$11.4 million from \$108.1 million at December 31, 2010. While the Company adheres to sound underwriting practices, including collateralization of loans, any extended period of low commodity prices, significantly reduced yields on crops and/or reduced levels of government assistance to the

agricultural industry could result in an increase in the level of problem agriculture loans and potentially result in loan losses within the agricultural portfolio.

In addition, the Company has \$49.3 million of loans to motels and hotels. The performance of these loans is dependent on borrower specific issues as well as the general level of business and personal travel within the region. While the Company adheres to sound underwriting standards, a prolonged period of reduced business or personal travel could result in an increase in nonperforming loans to this business segment and potentially in loan losses. The Company also has \$87 million of loans to lessors of non-residential buildings and \$49.5 million of loans to lessors of residential buildings and dwellings.

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Note 5 -- Goodwill and Intangible Assets

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

The following table presents gross carrying value and accumulated amortization by major intangible asset class as of March 31, 2011 and December 31, 2010 (in thousands):

| | March 31, 2011 | | December 31, 2010 | |
|---|----------------------|--------------------------|----------------------|--------------------------|
| | Gross Carrying Value | Accumulated Amortization | Gross Carrying Value | Accumulated Amortization |
| Goodwill not subject to amortization (effective 1/1/02) | \$29,513 | \$ 3,760 | \$29,513 | \$ 3,760 |
| Intangibles from branch acquisition | 3,015 | 2,814 | 3,015 | 2,764 |
| Core deposit intangibles | 8,986 | 4,564 | 8,986 | 4,376 |
| Customer list intangibles | 1,904 | 1,745 | 1,904 | 1,697 |
| | \$43,418 | \$ 12,883 | \$43,418 | \$ 12,597 |

Goodwill of \$8.4 million was recorded for the acquisition of ten First Bank Branches during the third quarter of 2010. All of the goodwill was assigned to the banking segment of the Company. The Company expects this goodwill to be fully deductible for tax purposes. The following table provides a reconciliation of the purchase price paid for the Branches and the amount of goodwill recorded (in thousands):

| | |
|---------------------------------------|----------|
| Purchase price | \$15,610 |
| Less purchase accounting adjustments: | |
| Fair value of loans | \$2,102 |
| Fair value of premises and equipment | (7,685) |
| Fair value of time deposits | 1,413 |
| Core deposit intangible | (3,050) |
| | (7,220) |
| Resulting goodwill from acquisition | \$8,390 |

Total amortization expense for the three months ended March 31, 2011 and 2010 was as follows (in thousands):

| | March 31, | |
|-------------------------------------|-----------|-------|
| | 2011 | 2010 |
| Intangibles from branch acquisition | \$50 | \$50 |
| Core deposit intangibles | 188 | 78 |
| Customer list intangibles | 48 | 48 |
| | \$286 | \$176 |

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

| | |
|---------------------------------|-------|
| Aggregate amortization expense: | |
| For period 01/01/11-03/31/11 | \$286 |

Estimated amortization expense:

| | |
|------------------------------|-------|
| For period 04/01/11-12/31/11 | \$848 |
| For year ended 12/31/12 | \$773 |
| For year ended 12/31/13 | \$673 |
| For year ended 12/31/14 | \$643 |
| For year ended 12/31/15 | \$616 |
| For year ended 12/31/16 | \$381 |

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In accordance with the provisions of SFAS No. 142, "Goodwill and Other Intangible Assets," codified within ASC 350, the Company performed testing of goodwill for impairment as of September 30, 2010 and determined that, as of that date, goodwill was not impaired. Management also concluded that the remaining amounts and amortization periods were appropriate for all intangible assets.

Note 6 -- Other Assets

Federal Home Loan Bank stock is a required investment for institutions that are members of the Federal Home Loan Bank system. The required investment in the common stock is based on a predetermined formula.

The Company owns approximately \$3.7 million of Federal Home Loan Bank of Chicago (FHLB) stock included in other assets as of March 31, 2011 and December 31, 2010. During the third quarter of 2007, the FHLB received a Cease and Desist Order from its regulator, the Federal Housing Finance Board. The FHLB will continue to provide liquidity and funding through advances; however, the order prohibited capital stock repurchases until a time to be determined by the Federal Housing Finance Board and requires Federal Housing Finance Board approval for dividends. On July 24, 2008, the Federal Housing Finance Board amended the order to allow the FHLB to repurchase or redeem any capital stock issued to support new advances after the repayment of those new advances if certain conditions are met. The amended order, however, provides that the Director of the Office of Supervision of the Federal Housing Finance Board may direct the FHLB to halt the repurchase or redemption of capital stock if, in his sole discretion, the continuation of such transactions would be inconsistent with maintaining the capital adequacy of the FHLB and its safe and sound operations. With regard to dividends, the FHLB continues to assess its dividend capacity each quarter and make appropriate request for approval. There were no dividends paid by the FHLB during 2010; however early in 2011 the FHLB announced it had declared a dividend at an annualized rate of 10 basis points per share paid on February 14, 2011. The Company evaluated its cost investment in FHLB stock and deemed it was ultimately recoverable.

Note 7 -- Repurchase Agreements and Other Borrowings

Securities sold under agreements to repurchase had a slight increase of \$613,000 during the first three months of 2011. FHLB borrowings declined \$3 million due to maturity of one advances during the first three months of 2011.

Note 8 -- Fair Value of Assets and Liabilities

ACS Topic 820, "Fair Value Measurements," defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Topic 820 also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

In accordance with Topic 820, the Company groups its financial assets and financial liabilities measured at fair value in three levels, based on the markets in which the assets and liabilities are traded and the reliability of the assumptions used to determine fair value. These levels are:

Level 1 Valuations for assets and liabilities traded in active exchange markets, such as the New York Stock Exchange. Valuations are obtained from readily available pricing sources for market transactions involving identical assets or liabilities.

Level 2 Valuations for assets and liabilities traded in less active dealer or broker markets. Valuations are obtained from third party pricing services for identical or comparable assets or liabilities which use observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in active markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

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

Available-for-Sale Securities. The fair value of available-for-sale securities is determined by various valuation methodologies. Where quoted market prices are available in an active market, securities are classified within Level 1. Level 1 securities include exchange traded equities. If quoted market prices are not available, then fair values are estimated by using pricing models or quoted prices of securities with similar characteristics. For these investments the inputs used by the pricing service to determine fair value may include one or a combination of observable inputs such as benchmark yields, reported trades, broker/dealer quotes, issuer spreads, two-sided markets, benchmark securities, bid offers and reference data market research publications and are classified within level 2 of the valuation hierarchy. Level 2 securities include U.S. Treasury securities, obligations of U.S. government corporations and agencies, obligations of states and political subdivisions, mortgage-backed securities, collateralized mortgage obligations and corporate bonds. In certain cases where Level 1 or Level 2 inputs are not available, securities are classified within Level 3 of the hierarchy and include subordinated tranches of collateralized mortgage obligations and investments in trust preferred securities.

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The trust preferred securities are collateralized debt obligation securities that are backed by trust preferred securities issued by banks, thrifts, and insurance companies. The market for these securities at March 31, 2011 is not active and markets for similar securities are also not active. The inactivity was evidenced first by a significant widening of the bid-ask spread in the brokered markets in which trust preferred securities trade and then by a significant decrease in the volume of trades relative to historical levels. The new issue market is also inactive and may continue to be, especially as a result of the Dodd-Frank Act's elimination of trust preferred securities from Tier 1 capital for certain holding companies. There are currently very few market participants who are willing and or able to transact for these securities. The market values for these securities are very depressed relative to historical levels.

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

- The few observable transactions and market quotations that are available are not reliable for purposes of determining fair value at March 31, 2011,
- An income valuation approach technique (present value technique) that maximizes the use of relevant observable inputs and minimizes the use of unobservable inputs will be equally or more representative of fair value than the market approach valuation technique used at prior measurement dates, and
- The trust preferred securities held by the Company will be classified within Level 3 of the fair value hierarchy because we determined that significant adjustments are required to determine fair value at the measurement date.

The following table presents the Company's assets that are measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall as of March 31, 2011 and December 31, 2010 (in thousands):

| | Fair Value | Fair Value Measurements Using | | |
|---|------------|--|---|---|
| | | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| March 31, 2011 | | | | |
| Available-for-sale securities: | | | | |
| U.S. Treasury securities and obligations of U.S. government corporations and agencies | \$ 179,208 | \$- | \$ 179,208 | \$ - |
| Obligations of states and political subdivisions | 27,212 | - | 27,212 | - |
| Mortgage-backed securities | 178,212 | - | 178,147 | 65 |
| Trust preferred securities | 535 | - | - | 535 |
| Other securities | 2,029 | 34 | 1,995 | - |
| Total available-for-sale securities | \$387,196 | \$34 | \$ 386,562 | \$ 600 |
| December 31, 2010 | | | | |
| Available-for-sale securities: | | | | |
| | \$ 152,381 | \$- | \$ 152,381 | \$- |

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| | | | | |
|---|-----------|------|-----------|-------|
| U.S. Treasury securities and obligations of U.S. government corporations and agencies | | | | |
| Obligations of states and political subdivisions | 26,914 | - | 26,914 | - |
| Mortgage-backed securities | 160,931 | - | 160,863 | 68 |
| Trust preferred securities | 581 | - | - | 581 |
| Other securities | 2,009 | 31 | 1,978 | - |
| Total available-for-sale securities | \$342,816 | \$31 | \$342,136 | \$649 |

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The change in fair value of assets measured on a recurring basis using significant unobservable inputs (Level 3) for the periods ended March 31, 2011 and 2010 is summarized as follows (in thousands):

| | Available-for-Sale Securities | | |
|---|-------------------------------|----------------------------|----------|
| | Mortgage-backed Securities | Trust Preferred Securities | Total |
| March 31, 2011 | | | |
| Beginning balance | \$68 | \$581 | \$649 |
| Transfers into Level 3 | - | - | - |
| Transfers out of Level 3 | - | - | - |
| Total gains or losses | | | |
| Included in net income | - | (185) | (185) |
| Included in other comprehensive income (loss) | (1) | 139 | 138 |
| Purchases, issuances, sales and settlements | | | |
| Purchases | - | - | - |
| Issuances | - | - | - |
| Sales | - | - | - |
| Settlements | (2) | - | (2) |
| Ending balance | \$65 | \$535 | \$600 |
| Total gains or losses for the period included in net income attributable to the change in unrealized gains or losses related to assets and liabilities still held at the reporting date | \$- | \$(185) | \$(185) |
| March 31, 2010 | | | |
| Beginning balance | \$75 | \$3,155 | \$3,230 |
| Transfers into Level 3 | - | - | - |
| Transfers out of Level 3 | - | - | - |
| Total gains or losses | | | |
| Included in net income | - | (623) | (623) |
| Included in other comprehensive income (loss) | 1 | 294 | 295 |
| Purchases, issuances, sales and settlements | | | |
| Purchases | - | - | - |
| Issuances | - | - | - |
| Sales | - | - | - |
| Settlements | (2) | 90 | 88 |
| Ending balance | \$74 | \$2,916 | \$2,990 |
| Total gains or losses for the period included in net income attributable to the change in unrealized gains or losses related to assets and liabilities still held at the reporting date | \$- | \$(623) | \$(623) |

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

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

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

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Management establishes a specific allowance for loans that have an estimated fair value that is below the carrying value. The total carrying amount of loans for which a specific allowance has been established as of March 31, 2011 was \$5,176,000 and a fair value of \$4,324,000 resulting in specific loss exposures of \$852,000.

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

Foreclosed Assets Held For Sale. Other real estate owned acquired through loan foreclosure are initially recorded at fair value less costs to sell when acquired, establishing a new cost basis. The adjustment at the time of foreclosure is recorded through the allowance for loan losses. Due to the subjective nature of establishing the fair value when the asset is acquired, the actual fair value of the other real estate owned or foreclosed asset could differ from the original estimate. If it is determined that fair value declines subsequent to foreclosure, a valuation allowance is recorded through noninterest expense. Operating costs associated with the assets after acquisition are also recorded as noninterest expense. Gains and losses on the disposition of other real estate owned and foreclosed assets are netted and posted to other noninterest expense. The total carrying amount of other real estate owned as of March 31, 2011 was \$5,926,000. Other real estate owned measured at fair value on a nonrecurring basis during the period amounted to \$575,000.

The following table presents the fair value measurement of assets measured at fair value on a nonrecurring basis and the level within the fair value hierarchy in which the fair value measurements fall at March 31, 2011 and December 31, 2010 (in thousands):

| | Fair Value | Fair Value Measurements Using | | |
|---------------------------------------|------------|--|---|---|
| | | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| March 31, 2011 | | | | |
| Impaired loans (collateral dependent) | \$4,324 | \$- | \$ - | \$ 4,324 |
| Foreclosed assets held for sale | 575 | - | - | 575 |
| December 31, 2010 | | | | |
| Impaired loans (collateral dependent) | \$3,854 | \$- | \$- | \$3,854 |
| Foreclosed assets held for sale | 940 | - | - | 940 |

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

Cash and cash equivalents, certificates of deposit investments and Federal Reserve and Federal Home Loan Bank Stock

The carrying amount approximates fair value.

Held-to-maturity Securities

Fair value is based on quoted market prices, if available. If a quoted market price is not available, fair value is estimated using quoted market prices for similar securities.

Loans

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

Deposits

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

Short-term Borrowings and Interest Payable

The carrying amount approximates fair value.

Long-term Debt and Federal Home Loan Bank Advances

Rates currently available to the Company for debt with similar terms and remaining maturities are used to estimate the fair value of existing debt.

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The following table presents estimated fair values of the Company's financial instruments at March 31, 2011 and December 31, 2010 in accordance with FAS 107-1 and APB 28-1, codified with ASC 805.

| | March 31, 2011 | | December 31, 2010 | |
|--|-----------------|--------------|-------------------|--------------|
| | Carrying Amount | Fair Value | Carrying Amount | Fair Value |
| Financial Assets | | | | |
| Cash and due from banks | \$ 137,812 | \$ 137,812 | \$ 151,493 | \$ 151,493 |
| Federal funds sold | 80,000 | 80,000 | 80,000 | 80,000 |
| Certificates of deposit investments | 10,000 | 9,991 | 10,000 | 9,996 |
| Available-for-sale securities | 387,196 | 387,196 | 342,816 | 342,816 |
| Held-to-maturity securities | 50 | 53 | 50 | 53 |
| Loans held for sale | 562 | 562 | 114 | 114 |
| Loans net of allowance for loan losses | 783,884 | 788,201 | 794,074 | 799,039 |
| Interest receivable | 5,711 | 5,711 | 6,390 | 6,390 |
| Federal Reserve Bank stock | 1,520 | 1,520 | 1,520 | 1,520 |
| Federal Home Loan Bank stock | 3,727 | 3,727 | 3,727 | 3,727 |
| Financial Liabilities | | | | |
| Deposits | \$ 1,216,365 | \$ 1,217,245 | \$ 1,212,710 | \$ 1,214,025 |
| Securities sold under agreements to repurchase | 94,670 | 94,670 | 94,057 | 94,058 |
| Interest payable | 632 | 632 | 701 | 701 |
| Federal Home Loan Bank borrowings | 19,750 | 20,761 | 22,750 | 23,953 |
| Junior subordinated debentures | 20,620 | 11,510 | 20,620 | 11,438 |

Note 9 -- Business Combination

On September 10, 2010, First Mid Bank completed its acquisition of 10 Illinois bank branches (the "Branches") from First Bank, a Missouri state chartered bank, located in Bartonville, Bloomington, Galesburg, Knoxville, Peoria and Quincy, Illinois. The acquisition was consistent with the Company's strategy to expand its overall service area and bring added convenience to its customers by offering banking capabilities in 25 Illinois communities. In accordance with the Branch Purchase and Assumption Agreement, dated as of May 7, 2010, by and between First Mid Bank and First Bank, First Mid Bank acquired approximately \$336 million of deposits, approximately \$135 million of performing loans and the bank facilities and certain other assets of the Branches. First Mid Bank paid First Bank (a) the principal amount of the loans acquired, (b) the net book value, or approximately \$5.3 million, for the bank facilities and certain assets located at the Branches, (c) a deposit premium of 4.77% on the core deposits acquired, which equated to approximately \$15.6 million, and (d) approximately \$1.8 million for the cash on hand at the Branches, with proration of certain periodic expenses. The acquisition settled by First Bank paying cash of \$178.3 million to First Mid Bank for the difference between these amounts and the total deposits assumed.

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

| | Acquired Book Value | Fair Value Adjustments | As Recorded by |
|--|---------------------|------------------------|----------------|
| | | | |

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| | | | First Mid Bank |
|--|-----------|-----------|-------------------|
| Assets | | | |
| Cash | \$180,074 | \$ - | \$180,074 |
| Loans | 135,219 | (2,102) | 133,117 |
| Premises and equipment | 5,266 | 7,685 | 12,951 |
| Goodwill | - | 8,390 | 8,390 |
| Core deposit intangible | - | 3,050 | 3,050 |
| Other assets | 488 | - | 488 |
| Total assets acquired | \$321,047 | \$ 17,023 | \$338,070 |
| Liabilities | | | |
| Deposits | \$336,016 | \$ 1,413 | \$337,429 |
| Securities sold under agreements to repurchase | 126 | | 126 |
| Other liabilities | 515 | | 515 |
| Total liabilities assumed | \$336,657 | \$ 1,413 | \$338,070 |

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The Company recognized \$1,154,000 of costs related to completion of the acquisition during 2010. These acquisition costs are included in other expense. The difference between the fair value and acquired value of the purchased loans of \$2,102,000 is being accreted to interest income over the remaining term of the loans. The difference between the fair value and acquired value of the assumed time deposits of \$1,413,000 is being amortized to interest expense over the remaining term of the time deposits. The core deposit intangible asset, with a fair value of \$3,050,000, will be amortized on an accelerated basis over its estimated life of ten years.

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

| | Three months ended March 31, 2010 |
|---|---|
| Net interest income | \$ 12,048 |
| Provision for loan losses | 1,010 |
| Non-interest income | 3,380 |
| Non-interest expense | 10,626 |
| Income before income taxes | 3,792 |
| Income tax expense | 1,320 |
| Net income | \$ 2,472 |
| Dividends on preferred shares | 577 |
| Net income available to common stockholders | \$ 1,895 |
| Earnings per share | |
| Basic | \$.31 |
| Diluted | \$.31 |
| Basic weighted average shares outstanding | 6,098,804 |
| Diluted weighted average shares outstanding | 6,125,858 |

The unaudited pro forma condensed combined financial statements do not reflect any anticipated cost savings and revenue enhancements. Additionally, the income statement for the first three months of 2011 includes merger-related expenses. Accordingly, the pro forma results of operations of the Company as of and after the business combination may not be indicative of the results that actually would have occurred if the combination had been in effect during the periods presented or of the results that may be attained in the future.

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

The following discussion and analysis is intended to provide a better understanding of the consolidated financial condition and results of operations of the Company and its subsidiaries as of, and for the three-month periods ended March 31, 2011 and 2010. This discussion and analysis should be read in conjunction with the consolidated financial statements, related notes and selected financial data appearing elsewhere in this report.

Forward-Looking Statements

This report may contain certain forward-looking statements, such as discussions of the Company's pricing and fee trends, credit quality and outlook, liquidity, new business results, expansion plans, anticipated expenses and planned schedules. The Company intends such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995. Forward-looking statements, which are based on certain assumptions and describe future plans, strategies and expectations of the Company, are identified by use of the words "believe," "expect," "intend," "anticipate," "estimate," "project," or similar expressions. Actual results could differ materially from the results indicated by these statements because the realization of those results is subject to many risks and uncertainties, including those described in Item 1A—"Risk Factors" and other sections of the Company's Annual Report on Form 10-K and the Company's other filings with the SEC, and changes in interest rates, general economic conditions and those in the Company's market area, legislative/regulatory changes, monetary and fiscal policies of the U.S. Government, including policies of the U.S. Treasury and the Federal Reserve Board, the quality or composition of the loan or investment portfolios and the valuation of the investment portfolio, the Company's success in raising capital, demand for loan products, deposit flows, competition, demand for financial services in the Company's market area and accounting principles, policies and guidelines. Furthermore, forward-looking statements speak only as of the date they are made. Except as required under the federal securities laws or the rules and regulations of the SEC, we do not undertake any obligation to update or review any forward-looking information, whether as a result of new information, future events or otherwise. Further information concerning the Company and its business, including a discussion of these and additional factors that could materially affect the Company's financial results, is included in the Company's 2010 Annual Report on Form 10-K under the headings "Item 1. Business" and "Item 1A. Risk Factors."

Acquisitions

On September 10, 2010, First Mid Bank completed the acquisition of certain assets and the assumption of certain liabilities with respect to 10 branches of First Bank located in Bartonville, Bloomington, Galesburg, Knoxville, Peoria and Quincy, Illinois. Excluding the purchase accounting adjustments, the acquisition included the assumption of approximately \$336 million in deposits and the purchase of approximately \$135 million of loans and \$5.3 million of premises and equipment associated with the acquired branch locations. First Mid Bank received cash of \$178.3 million to assume the net liabilities less the purchase price of \$15.7 million (4.77% of core deposits assumed). The acquisition resulted in goodwill of \$8.4 million. See Note 9 – Business Combination in the notes to the financial statements for additional information related to the transaction.

Overview

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

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Net income was \$2,845,000 and \$2,548,000 and diluted net income per common share available to common stockholders was \$.35 and \$.32 for the three months ended March 31, 2011 and 2010, respectively. The following table shows the Company's annualized performance ratios for the three months ended March 31, 2011 and 2010, compared to the performance ratios for the year ended December 31, 2010:

| | Three months ended | | Year ended | |
|----------------------------------|--------------------|----------------|-------------------|---|
| | March 31, 2011 | March 31, 2010 | December 31, 2010 | |
| Return on average assets | .77 | % .93 | % .72 | % |
| Return on average common equity | 9.18 | % 11.51 | % 7.20 | % |
| Average equity to average assets | 8.13 | % 10.35 | % 9.44 | % |

Total assets at March 31, 2011 and December 31, 2010 were \$1.49 billion and \$1.47 billion, respectively. The increase in net assets was primarily due to an increase in available-for-sale securities. Available-for-sale securities increased by \$44 million during the first three months of 2011 due to the addition of government agency and mortgage-backed securities. Net loan balances were \$783.9 million at March 31, 2011, a decrease of \$10.2 million, or 1.3%, from \$794.1 million at December 31, 2010 primarily due to a seasonal decline in agricultural operating loans. Total deposit balances increased to \$1.22 billion at March 31, 2011 from \$1.21 billion at December 31, 2010 due to increases in non-interest bearing accounts and savings accounts offset by declines in consumer time deposits.

Net interest margin, defined as net interest income divided by average interest-earning assets, was 3.41% for the three months ended March 31, 2011, down from 3.70% for the same period in 2010. Net interest income before the provision for loan losses was \$11.7 million compared to net interest income of \$9.4 million for the same period in 2010. This increase was due to the systematic investment of the liquidity resulting from the acquisition, as well as, the overall increase in earning assets added in the acquisition. The earning assets acquired were at a lower spread than the existing assets which caused a decline in net interest margin.

Other income increased \$937,000 or 30.5%, to \$4 million for the three months ended March 31, 2011 compared to \$3.1 million for the three months ended March 31, 2010. The increase in other income was primarily due to a decline in other-than-temporary impairment charges on investment securities and increases in trust and ATM / debit card revenues.

Other expense increased 32.1%, or \$2.5 million, to \$10.3 million for the three months ended March 31, 2011 compared to \$7.8 million during the same period in 2010. The increase in other expense was primarily due to additional expenses incurred as a result of operating the ten acquired branches as well as increases in other real estate owned expenses and legal and professional fees.

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

| | Change in Net Income 2011 versus 2010 |
|---------------------|--|
| Net interest income | Three months ended March 31 \$ 2,314 |

| | |
|---|----------|
| Provision for loan losses | (180) |
| Other income, including securities transactions | 937 |
| Other expenses | (2,502) |
| Income taxes | (272) |
| Increase in net income | \$ 297 |

Credit quality is an area of importance to the Company. Total nonperforming loans were \$11.7 million at March 31, 2011, compared to \$16.3 million at March 31, 2010 and \$10.4 million at December 31, 2010. See the discussion under the heading “Loan Quality and Allowance for Loan Losses” for a detailed explanation of these balances. Repossessed asset balances totaled \$6 million at March 31, 2011 compared to \$2.6 million on March 31, 2010 and \$6.2 million on December 31, 2010. The Company’s provision for loan losses for the three months ended March 31, 2011 and 2010 was \$940,000 and \$760,000, respectively. Total loans past due 30 days or more declined to 1.12% of loans at March 31, 2011 compared to 1.17% of loans at December 31, 2010. At March 31, 2011, the composition of the loan portfolio remained similar to the same period last year. Loans secured by both commercial and residential real estate comprised 73% of the loan portfolio as of March 31, 2011 and December 31, 2010. During the three months ended March 31, 2011, annualized net charge-offs were .34% of average loans compared to .40% for the same period in 2010.

The Company’s capital position remains strong and the Company has consistently maintained regulatory capital ratios above the “well-capitalized” standards. The Company’s Tier 1 capital to risk weighted assets ratio calculated under the regulatory risk-based capital requirements at March 31, 2011 and 2010 and December 31, 2010 was 13.54%, 15.41% and 11.71%, respectively. The Company’s total capital to risk weighted assets ratio calculated under the regulatory risk-based capital requirements at March 31, 2011 and 2010 and December 31, 2010 was 14.70%, 16.59% and 12.84%, respectively. The lower ratios as of December 31, 2010 reflected the First Bank branch acquisition; the increase in 2011 was due to completion of the Series C Preferred Stock issuance.

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

The Company enters into financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include lines of credit, letters of credit and other commitments to extend credit. The total outstanding commitments at March 31, 2011 and 2010 were \$181.1 million and \$141.4 million, respectively.

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

On October 3, 2008, the FDIC temporarily increased the standard maximum deposit insurance amount (SMDIA) from \$100,000 to \$250,000 per depositor. On July 21, 2010, The Dodd-Frank Act permanently raised the SMDIA to \$250,000. On November 9, 2010, the FDIC issued a final rule to implement Section 343 of the Dodd-Frank Act, which provides unlimited deposit insurance coverage for “noninterest-bearing transaction accounts” from December 31, 2010 through December 31, 2012. Also the FDIC will not charge a separate assessment for the insurance of these accounts under the Dodd-Frank Act provision. The Company expensed \$0 and \$12,000 this program during the first quarter of 2011 and 2010, respectively.

On February 27, 2009, the FDIC adopted a final rule modifying the risk-based assessment system and setting initial base assessment rates beginning April 1, 2009, at 12 to 45 basis points and, due to extraordinary circumstances, extended the period of the restoration plan to increase the deposit insurance fund to seven years. Also on February 27,

2009, the FDIC issued final rules on changes to the risk-based assessment system. The final rules both increase base assessment rates and incorporate additional assessments for excess reliance on brokered deposits and FHLB advances. The new rates increased the range of annual assessment rates from 5 to 7 basis points to 7 to 24 basis points. This new assessment took effect April 1, 2009. The Company expensed \$404,000 and \$284,000 for this assessment during the first quarter of 2011 and 2010, respectively.

On February 7, 2011, the FDIC Board adopted a final rule, which redefines the deposit insurance assessment base as average consolidated total assets minus average tangible equity; makes generally conforming changes to the unsecured debt and brokered deposit adjustments to assessment rates; creates a depository institution debt adjustment; eliminates the secured liability adjustment; and adopts a new assessment rate schedule effective April 1, 2011, and, in lieu of dividends, other rate schedules when the reserve ratio reaches certain levels.

In addition to its insurance assessment, each insured bank was subject to quarterly debt service assessments in connection with bonds issued by a government corporation that financed the federal savings and loan bailout. The Company expensed \$30,000 and \$22,000 during the first quarter of 2011 and 2010, respectively, for this assessment.

On September 29, 2009, the FDIC Board proposed a Deposit Insurance Fund restoration plan that required banks to prepay, on December 30, 2009, their estimated quarterly risk-based assessments for the fourth quarter of 2009 and for all of 2010, 2011 and 2012. Under the plan—which applies to all banks except those with liquidity problems—banks were assessed through 2010 according to the risk-based premium schedule adopted in 2009. Beginning January 1, 2011, the base rate increases by 3 basis points. The Company recorded a prepaid expense asset of \$4,855,000 as of December 31, 2009 as a result of this plan. This asset is being amortized to non-interest expense over three years. The balance of this asset was \$2,843,000 as of March 31, 2011.

Critical Accounting Policies and Use of Significant Estimates

The Company has established various accounting policies that govern the application of U.S. generally accepted accounting principles in the preparation of the Company's financial statements. The significant accounting policies of the Company are described in the footnotes to the consolidated financial statements included in the Company's 2010 Annual Report on Form 10-K. Certain accounting policies involve significant judgments and assumptions by management that have a material impact on the carrying value of certain assets and liabilities; management considers such accounting policies to be critical accounting policies. The judgments and assumptions used by management are based on historical experience and other factors, which are believed to be reasonable under the circumstances. Because of the nature of the judgments and assumptions made by management, actual results could differ from these judgments and assumptions, which could have a material impact on the carrying values of assets and liabilities and the results of operations of the Company.

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

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

the loan portfolio is continually assessed and adjusted when appropriate. Notwithstanding these procedures, there still exists the possibility that the assessment could prove to be significantly incorrect and that an immediate adjustment to the allowance for loan losses would be required.

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

Investment in Debt and Equity Securities. The Company classifies its investments in debt and equity securities as either held-to-maturity or available-for-sale in accordance with Statement of Financial Accounting Standards (SFAS) No. 115, "Accounting for Certain Investments in Debt and Equity Securities," which was codified into ASC 320. Securities classified as held-to-maturity are recorded at cost or amortized cost. Available-for-sale securities are carried at fair value. Fair value calculations are based on quoted market prices when such prices are available. If quoted market prices are not available, estimates of fair value are computed using a variety of techniques, including extrapolation from the quoted prices of similar instruments or recent trades for thinly traded securities, fundamental analysis, or through obtaining purchase quotes. Due to the subjective nature of the valuation process, it is possible that the actual fair values of these investments could differ from the estimated amounts, thereby affecting the financial position, results of operations and cash flows of the Company. If the estimated value of investments is less than the cost or amortized cost, the Company evaluates whether an event or change in circumstances has occurred that may have a significant adverse effect on the fair value of the investment. If such an event or change has occurred and the Company determines that the impairment is other-than-temporary, a further determination is made as to the portion of impairment that is related to credit loss. The impairment of the investment that is related to the credit loss is expensed in the period in which the event or change occurred. The remainder of the impairment is recorded in other comprehensive income.

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

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

Impairment of Goodwill and Intangible Assets. Core deposit and customer relationships, which are intangible assets with a finite life, are recorded on the Company's balance sheets. These intangible assets were capitalized as a result of past acquisitions and are being amortized over their estimated useful lives of up to 15 years. Core deposit intangible assets, with finite lives will be tested for impairment when changes in events or circumstances indicate that its carrying amount may not be recoverable. Core deposit intangible assets were tested for impairment during 2010 as part of the goodwill impairment test and no impairment was deemed necessary.

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

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

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

- Level 1 — quoted prices (unadjusted) for identical assets or liabilities in active markets.
- Level 2 — inputs include quoted prices for similar assets and liabilities in active markets, quoted prices of identical or similar assets or liabilities in markets that are not active, and inputs that are observable for the asset or liability,

either directly or indirectly, for substantially the full term of the financial instrument.

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

At the end of each quarter, the Company assesses the valuation hierarchy for each asset or liability measured. From time to time, assets or liabilities may be transferred within hierarchy levels due to changes in availability of observable market inputs to measure fair value at the measurement date. Transfers into or out of hierarchy levels are based upon the fair value at the beginning of the reporting period. A more detailed description of the fair values measured at each level of the fair value hierarchy can be found in Note 8 – Fair Value of Assets and Liabilities.

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Results of Operations

Net Interest Income

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

| | Three months ended March 31, 2011 | | | Three months ended March 31, 2010 | | | | |
|--|--------------------------------------|-----------|-----------------|--------------------------------------|--------------|-----------------|------|---|
| | Average Balance | Interest | Average Rate | Average Balance | Interest | Average Rate | | |
| ASSETS | | | | | | | | |
| Interest-bearing deposits with other financial institutions | \$ 132,587 | \$ 77 | .24 | % | \$ 29,308 | \$ 15 | .48 | % |
| Federal funds sold | 80,000 | 24 | .12 | % | 60,000 | 16 | .11 | % |
| Certificates of deposit investments | 10,056 | 21 | .83 | % | 8,098 | 30 | 1.48 | % |
| Investment securities | | | | | | | | |
| Taxable | 336,901 | 2,175 | 2.58 | % | 214,516 | 1,994 | 3.72 | % |
| Tax-exempt (1) | 27,125 | 269 | 3.97 | % | 24,254 | 241 | 3.97 | % |
| Loans (2)(3)(4) | 798,006 | 11,463 | 5.83 | % | 689,934 | 9,914 | 5.83 | % |
| Total earning assets | 1,384,675 | 14,029 | 4.11 | % | 1,026,110 | 12,210 | 4.83 | % |
| Cash and due from banks | 27,418 | | | | 18,910 | | | |
| Premises and equipment | 28,405 | | | | 15,317 | | | |
| Other assets | 55,130 | | | | 42,540 | | | |
| Allowance for loan losses | (10,830) | | | | (9,799) | | | |
| Total assets | \$ 1,484,798 | | | | \$ 1,093,078 | | | |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | | | | | | | |
| Interest-bearing deposits | | | | | | | | |
| Demand deposits | \$ 506,805 | \$ 640 | .51 | % | \$ 374,768 | \$ 819 | .89 | % |
| Savings deposits | 234,555 | 398 | .69 | | 139,447 | 281 | .82 | % |
| Time deposits | 295,426 | 781 | 1.07 | % | 212,876 | 1,086 | 2.07 | % |
| Securities sold under agreements to repurchase | | | | | | | | |
| | 86,756 | 33 | .15 | | 66,347 | 30 | .18 | % |
| FHLB advances | 21,717 | 211 | 3.93 | % | 32,194 | 343 | 4.32 | % |
| Junior subordinated debt | 20,620 | 261 | 5.14 | % | 20,620 | 260 | 5.11 | % |
| Total interest-bearing liabilities | 1,165,879 | 2,324 | .81 | % | 846,252 | 2,819 | 1.35 | % |
| Non interest-bearing demand deposits | | | | | | | | |
| | 192,396 | | | | 124,814 | | | |
| Other liabilities | 5,844 | | | | 8,840 | | | |
| Stockholders' equity | 120,679 | | | | 113,172 | | | |
| Total liabilities & equity | \$ 1,484,798 | | | | \$ 1,093,078 | | | |
| Net interest income | | \$ 11,705 | | | | \$ 9,391 | | |

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| | | | | |
|---------------------------------------|------|---|------|---|
| Net interest spread | 3.30 | % | 3.48 | % |
| Impact of non-interest bearing funds | .11 | % | .22 | % |
| Net yield on interest- earning assets | 3.41 | % | 3.70 | % |

(1) The tax-exempt income is not recorded on a tax equivalent basis.

(2) Nonaccrual loans have been included in the average balances.

(3) Net of unaccreted discount related to loans acquired

(4) Includes loans held for sale.

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Changes in net interest income may also be analyzed by segregating the volume and rate components of interest income and interest expense. The following table summarizes the approximate relative contribution of changes in average volume and interest rates to changes in net interest income for the three months ended March 31, 2011, compared to the same period in 2010 (in thousands):

| | For the Three months ended March 31, 2011 compared to 2010 Increase / (Decrease) | | |
|--------------------------------------|--|------------|----------|
| | Total Change | Volume (1) | Rate (1) |
| Earning Assets: | | | |
| Interest-bearing deposits | \$62 | \$177 | \$(115) |
| Federal funds sold | 8 | 6 | 2 |
| Certificates of deposit investments | (9) | 34 | (43) |
| Investment securities: | | | |
| Taxable | 181 | 3,299 | (3,118) |
| Tax-exempt (2) | 28 | 28 | - |
| Loans (3) | 1,549 | 1,549 | - |
| Total interest income | 1,819 | 5,093 | (3,274) |
| Interest-Bearing Liabilities: | | | |
| Interest-bearing deposits | | | |
| Demand deposits | (179) | 1,207 | (1,386) |
| Savings deposits | 117 | 389 | (272) |
| Time deposits | (305) | 1,760 | (2,065) |
| Securities sold under | | | |
| agreements to repurchase | 3 | 28 | (25) |
| FHLB advances | (132) | (103) | (29) |
| Junior subordinated debt | 1 | - | 1 |
| Total interest expense | (495) | 3,281 | (3,776) |
| Net interest income | \$2,314 | \$1,812 | \$502 |

(1) Changes attributable to the combined impact of volume and rate have been allocated proportionately to the change due to volume and the change due to rate.

(2) The tax-exempt income is not recorded on a tax-equivalent basis.

(3) Nonaccrual loans have been included in the average balances.

Net interest income increased \$2.3 million, or 24.6%, to \$11.7 million for the three months ended March 31, 2011, from \$9.4 million for the same period in 2010. The increase in net interest income was primarily due to an increase in earning assets following the acquisition.

For the three months ended March 31, 2011, average earning assets increased by \$359 million, or 34.9%, and average interest-bearing liabilities increased \$320 million, or 37.8%, compared with average balances for the same period in 2010. The changes in average balances for these periods are shown below:

- Average interest-bearing deposits held by the Company increased \$103.3 million or 352%.
- Average federal funds sold increased \$20 million or 33.3%.

- Average certificates of deposit investments increased by \$2 million or 24.7%.
 - Average loans increased by \$108.1 million or 15.7%.
 - Average securities increased by \$125.3 million or 52.5%.
 - Average deposits increased by \$309.7 million or 42.6%.
- Average securities sold under agreements to repurchase increased by \$20.4 million or 30.7%.
 - Average borrowings and other debt decreased by \$10.5 million or 19.9%.
- Net interest margin decreased to 3.41% for the first three months of 2011 from 3.70% for the first three months of 2010.

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To compare the tax-exempt yields on interest-earning assets to taxable yields, the Company also computes non-GAAP net interest income on a tax equivalent basis (TE) where the interest earned on tax-exempt securities is adjusted to an amount comparable to interest subject to normal income taxes assuming a federal tax rate of 34% (referred to as the tax equivalent adjustment). The net yield on interest-earning assets (TE) was 3.48% and 3.76% for the first three months of 2011 and 2010, respectively. The TE adjustments to net interest income for March 31, 2011 and 2010 were \$139,000 and \$125,000, respectively.

Provision for Loan Losses

The provision for loan losses for the three months ended March 31, 2011 and 2010 was \$940,000 and \$760,000, respectively. Nonperforming loans were \$11.7 million and \$16.3 million as of March 31, 2011 and 2010, respectively. Net charge-offs were \$682,000 for the three months ended March 31, 2011 compared to \$693,000 during the same period in 2010. For information on loan loss experience and nonperforming loans, see discussion under the “Nonperforming Loans” and “Loan Quality and Allowance for Loan Losses” sections below.

Other Income

An important source of the Company’s revenue is other income. The following table sets forth the major components of other income for the three months ended March 31, 2011 and 2010 (in thousands):

| | Three months ended March 31, | | |
|---------------------------------|------------------------------|---------|-----------|
| | 2011 | 2010 | \$ Change |
| Trust revenues | \$781 | \$624 | \$157 |
| Brokerage commissions | 155 | 129 | 26 |
| Insurance commissions | 608 | 644 | (36) |
| Service charges | 1,096 | 1,076 | 20 |
| Security gains, net | 181 | 241 | (60) |
| Impairment losses on securities | (185) | (623) | 438 |
| Mortgage banking revenue, net | 116 | 96 | 20 |
| ATM / debit card revenue | 832 | 624 | 208 |
| Other | 421 | 257 | 164 |
| Total other income | \$4,005 | \$3,068 | \$937 |

Following are explanations of the changes in these other income categories for the three months ended March 31, 2011 compared to the same period in 2010:

- Trust revenues increased \$157,000 or 25.2% to \$781,000 from \$624,000 due primarily to an increase in revenues from Investment Management & Advisory Agency accounts and increases in market value related fees. Trust assets, at market value, were \$529.5 million at March 31, 2011 compared to \$474.6 million at March 31, 2010.
- Revenues from brokerage increased \$26,000 or 20.2% to \$155,000 from \$129,000 due to an increase in commissions received from the sale of annuities.

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- Insurance commissions decreased \$36,000 or 5.6% to \$608,000 from \$644,000 due to a decrease in property and casualty insurance commissions during 2011 compared to the same period in 2010.
- Fees from service charges increased \$20,000 or 1.9% to \$1,096,000 from \$1,076,000. This was primarily the result of an increase in account service charges due to an increase in the number of accounts resulting from the branch acquisition during the third quarter of 2010.
- The sale of securities during the three months ended March 31, 2011 resulted in net securities gains of \$181,000 compared to \$241,000 during the three months ended March 31, 2010.
- During the first quarter of 2011, the Company recorded other-than-temporary impairment charges amounting to \$185,000 for two of its investments in trust preferred securities. There were \$623,000 of other-than-temporary impairment charges during the first quarter of 2010. See Note 3 – Investment Securities in the notes to the financial statements for a more detailed description of these charges.

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- Mortgage banking income increased \$20,000 or 20.8% to \$116,000 from \$96,000. Loans sold balances were as follows:
 - \$10.4 million (representing 90 loans) for the first quarter of 2011.
 - \$6.7 million (representing 63 loans) for the first quarter of 2010.

First Mid Bank generally releases the servicing rights on loans sold into the secondary market.

- Revenue from ATMs and debit cards increased \$208,000 or 33.3% to \$832,000 from \$624,000 due to increased usage primarily as a result of the increase in customers after the branch acquisition during the third quarter of 2010.
- Other income increased \$164,000 or 63.8% to \$421,000 from \$257,000. This increase was primarily due to a reclassification of rental income from a repossessed property that was previously recorded net of rental expense and an increase in rental income primarily from buildings acquired in the branch acquisition during the third quarter of 2010.

Other Expense

The major categories of other expense include salaries and employee benefits, occupancy and equipment expenses and other operating expenses associated with day-to-day operations. The following table sets forth the major components of other expense for the three months ended March 31, 2011 and 2010 (in thousands):

| | Three months ended March 31, | | |
|-------------------------------------|------------------------------|---------|-----------|
| | 2011 | 2010 | \$ Change |
| Salaries and employee benefits | \$5,434 | \$4,368 | \$1,066 |
| Net occupancy and equipment expense | 1,967 | 1,278 | 689 |
| Net other real estate owned expense | 120 | (152) | 272 |
| FDIC insurance | 434 | 318 | 116 |
| Amortization of intangible assets | 286 | 176 | 110 |
| Stationery and supplies | 138 | 115 | 23 |
| Legal and professional | 567 | 429 | 138 |
| Marketing and donations | 201 | 203 | (2) |
| Other operating expenses | 1,145 | 1,055 | 90 |
| Total other expense | \$10,292 | \$7,790 | \$2,502 |

Following are explanations for the changes in these other expense categories for the three months ended March 31, 2011 compared to the same period in 2010:

- Salaries and employee benefits, the largest component of other expense, increased \$1,066,000 or 24.4% to \$5,434,000 from \$4,368,000. This increase is due to 76 additional full-time equivalent employees added in the acquisition of the First Bank Branches during the third quarter of 2010 and merit increases for continuing employees during the period for 2011 compared to 2010. There were 419 full-time equivalent employees at March 31, 2011 compared to 345 at March 31, 2010.
- Occupancy and equipment expense increased \$689,000 or 53.9% to \$1,967,000 from \$1,278,000. This increase was primarily due to increases in building rent and expenses for computer software and software maintenance for existing and newly acquired Branches during the first quarter of 2011 compared to the same period for 2010.

- Net other real estate owned expense increased \$272,000 or 178.9% to \$120,000 from \$(152,000). The increase in 2011 was due to a reclassification of rental income from a repossessed property that was previously recorded net of rental expense, several owned properties sold at a gain during the first quarter of 2010 and an increase in repairs and real estate tax expenses on properties held during the first quarter of 2011 compared to the same period in 2010.
 - FDIC insurance expense increased \$116,000 or 36.5% to \$434,000 from \$318,000 primarily due to the increase in daily deposit balances after the First Bank Branch acquisition.
- Expense for amortization of intangible assets increased \$110,000 or 62.5% to \$286,000 from \$176,000 for the three months ended March 31, 2011 and 2010. The increase in 2011 was due to an additional core deposit intangible asset resulting from the branch acquisition.
- Other operating expenses increased \$90,000 or 8.5% to \$1,145,000 in 2011 from \$1,055,000 in 2010 primarily due to additional expenses incurred to complete the acquisition of the First Bank Branches.

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- On a net basis, all other categories of operating expenses increased \$159,000 or 21.3% to \$906,000 in 2011 from \$747,000 in 2010. The increase was primarily due to increased legal and other professional expenses associated with the Company's issuance of Series C Preferred Stock.

Income Taxes

Total income tax expense amounted to \$1,633,000 (36.5% effective tax rate) for the three months ended March 31, 2011, compared to \$1,361,000 (34.8% effective tax rate) for the same period in 2010. Beginning January 1, 2011, the State of Illinois increased the corporate income tax rate to 9.5% compared to 7.3% previously. This was the primary cause of the increase in the Company's effective tax rate in 2011.

The Company files U.S. federal and state of Illinois income tax returns. The Company is no longer subject to U.S. federal or state income tax examinations by tax authorities for years before 2007.

Analysis of Balance Sheets

Securities

The Company's overall investment objectives are to insulate the investment portfolio from undue credit risk, maintain adequate liquidity, insulate capital against changes in market value and control excessive changes in earnings while optimizing investment performance. The types and maturities of securities purchased are primarily based on the Company's current and projected liquidity and interest rate sensitivity positions.

The following table sets forth the amortized cost of the available-for-sale and held-to-maturity securities as of March 31, 2011 and December 31, 2010 (dollars in thousands):

| | March 31, 2011 | | December 31, 2010 | |
|--|----------------|------------------------|-------------------|------------------------|
| | Amortized Cost | Weighted Average Yield | Amortized Cost | Weighted Average Yield |
| U.S. Treasury securities and obligations of | | | | |
| U.S. government corporations and agencies | \$178,878 | 1.90 % | \$152,086 | 1.90 % |
| Obligations of states and political subdivisions | 26,401 | 4.05 % | 26,599 | 4.05 % |
| Mortgage-backed securities: GSE residential | 175,686 | 3.72 % | 158,936 | 3.72 % |
| Trust preferred securities | 6,410 | 3.74 % | 6,595 | 3.74 % |
| Other securities | 2,036 | 2.48 % | 2,035 | 2.48 % |
| Total securities | \$389,411 | 2.94 % | \$346,251 | 2.94 % |

At March 31, 2011, the Company's investment portfolio increased by \$43.2 million from December 31, 2010 primarily due to the purchase of obligations of U.S. government corporations and agencies securities and mortgage-backed securities. When purchasing investment securities, the Company considers its overall liquidity and interest rate risk profile, as well as the adequacy of expected returns relative to the risks assumed.

The table below presents the credit ratings as of March 31, 2011, for certain investment securities:

| Amortized | Estimated | Average Credit Rating of Fair Value at March 31, 2010 (1) |
|-----------|-----------|---|
|-----------|-----------|---|

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| | Cost | Fair Value | AAA | AA +/- | A | +/- | BBB +/- | < BBB - | Not rated |
|---|-------------------|-------------------|-------------------|------------------|-----------------|-----------------|---------------|-------------------|-----------|
| U.S. Treasury securities and obligations of U.S. government corporations and agencies | \$ 178,878 | \$ 179,208 | \$ 179,208 | \$- | \$- | \$- | \$- | \$- | \$- |
| Obligations of state and political subdivisions | 26,401 | 27,265 | 2,076 | 17,963 | 2,249 | 1,361 | - | 3,616 | |
| Mortgage-backed securities (2) | 175,686 | 178,212 | - | - | - | - | - | 178,212 | |
| Trust preferred securities | 6,410 | 535 | - | - | - | - | 535 | - | |
| Other securities | 2,036 | 2,029 | - | 1,995 | - | - | - | 34 | |
| Total investments | \$ 389,411 | \$ 387,249 | \$ 181,284 | \$ 19,958 | \$ 2,249 | \$ 1,361 | \$ 535 | \$ 181,862 | |

(1) Credit ratings reflect the lowest current rating assigned by a nationally recognized credit rating agency.

(2) Mortgage-backed securities include mortgage-backed securities (MBS) and collateralized mortgage obligation (CMO) issues from the following government sponsored enterprises: FHLMC, FNMA, GNMA and FHLB. While MBS and CMOs are no longer explicitly rated by credit rating agencies, the industry recognizes that they are backed by agencies which have an implied government guarantee.

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The trust preferred securities are four trust preferred pooled securities issued by FTN Financial Securities Corp. (“FTN”). The following table contains information regarding these securities as of March 31, 2011:

| Deal name | PreTSL I | PreTSL II | PreTSL VI | PreTSL XXVIII |
|--|--------------|--------------|--------------|----------------|
| Class | Mezzanine | Mezzanine | Mezzanine | C-1 |
| Book value | \$829,434 | \$1,046,767 | \$201,160 | \$4,333,127 |
| Fair value | \$144,493 | \$150,570 | \$83,225 | \$157,065 |
| Unrealized gains/(losses) | \$(684,941) | \$(896,196) | \$(117,935) | \$(4,176,061) |
| Other-than-temporary impairment recorded in earnings | \$691,000 | \$2,167,531 | \$127,146 | \$430,303 |
| Lowest credit rating assigned | Ca | Ca | Ca | C |
| Number of performing banks | 16 | 23 | 3 | 30 |
| Number of issuers in default | 3 | 5 | - | 7 |
| Number of issuers in deferral | 6 | 7 | 2 | 8 |
| Defaults & deferrals as a % of current collateral | 42.8 % | 39.9 % | 73.6 % | 30.9 % |
| Discount rate | 9.739 % | 9.685 % | 6.037 % | 5.526 % |
| Recovery assumption (1) | 10 % | 10 % | 10 % | 10 % |
| Prepayment assumption (2) | 5 % | 5 % | 5 % | 5 % |

(1) With 2 year lag

(2) Every 5 years beginning after 2013

Other-than-temporary Impairment of Securities

Declines in the fair value, or unrealized losses, of all available for sale investment securities, are reviewed to determine whether the losses are either a temporary impairment or OTTI. Temporary adjustments are recorded when the fair value of a security fluctuates from its historical cost. Temporary adjustments are recorded in accumulated other comprehensive income, and impact the Company’s equity position. Temporary adjustments do not impact net income. A recovery of available for sale security prices also is recorded as an adjustment to other comprehensive income for securities that are temporarily impaired, and results in a positive impact to the Company’s equity position.

OTTI is recorded when the fair value of an available for sale security is less than historical cost, and it is probable that all contractual cash flows will not be collected. Investment securities are evaluated for OTTI on at least a quarterly basis. In conducting this assessment, the Company evaluates a number of factors including, but not limited to:

- how much fair value has declined below amortized cost;
 - how long the decline in fair value has existed;
 - the financial condition of the issuers;
 - contractual or estimated cash flows of the security;
 - underlying supporting collateral;
 - past events, current conditions and forecasts;
 - significant rating agency changes on the issuer; and
- the Company’s intent and ability to hold the security for a period of time sufficient to allow for any anticipated recovery in fair value.

If the Company intends to sell the security or if it is more likely than not the Company will be required to sell the security before recovery of its amortized cost basis, the entire amount of OTTI is recorded to noninterest income, and therefore, results in a negative impact to net income. Because the available for sale securities portfolio is recorded at fair value, the conclusion as to whether an investment decline is other-than-temporarily impaired, does not significantly impact the Company's equity position, as the amount of the temporary adjustment has already been reflected in accumulated other comprehensive income/loss.

If the Company does not intend to sell the security and it is not more-likely-than-not it will be required to sell the security before recovery of its amortized cost basis, only the amount related to credit loss is recognized in earnings. In determining the portion of OTTI that is related to credit loss, the Company compares the present value of cash flows expected to be collected from the security with the amortized cost basis of the security. The remaining portion of OTTI, related to other factors, is recognized in other comprehensive earnings, net of applicable taxes.

The term "other-than-temporary" is not intended to indicate that the decline is permanent, but indicates that the prospects for a near-term recovery of value are not necessarily favorable, or that there is a general lack of evidence to support a realizable value equal to or greater than the carrying value of the investment. See Note 3 -- Investment Securities in the Notes to Condensed Consolidated Financial Statements (unaudited) for a discussion of the Company's evaluation and subsequent charges for OTTI.

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Loans

The loan portfolio (net of unearned interest) is the largest category of the Company's earning assets. The following table summarizes the composition of the loan portfolio, including loans held for sale, as of March 31, 2011 and December 31, 2010 (in thousands):

| | March 31, 2011 | % Outstanding Loans | | December 31, 2010 | % Outstanding Loans | |
|------------------------------------|-------------------|---------------------------|---|----------------------|---------------------------|---|
| Construction and land development | \$22,284 | 2.8 | % | \$20,379 | 2.5 | % |
| Farm loans | 63,875 | 8.0 | % | 64,992 | 8.1 | % |
| 1-4 Family residential properties | 181,737 | 22.9 | % | 179,527 | 22.3 | % |
| Multifamily residential properties | 21,534 | 2.7 | % | 22,146 | 2.8 | % |
| Commercial real estate | 303,584 | 38.2 | % | 300,825 | 37.4 | % |
| Loans secured by real estate | 593,014 | 74.6 | % | 587,869 | 73.1 | % |
| Agricultural loans | 44,849 | 5.6 | % | 58,307 | 7.2 | % |
| Commercial and industrial loans | 127,665 | 16.1 | % | 126,319 | 15.7 | % |
| Consumer loans | 18,191 | 2.3 | % | 19,655 | 2.4 | % |
| All other loans | 11,378 | 1.4 | % | 12,431 | 1.5 | % |
| Total loans | \$795,097 | 100.0 | % | \$804,581 | 100.0 | % |

Overall loans decreased \$9.5 million, or 1.2%. The decrease was primarily due seasonal decreases in agricultural loans. The balance of real estate loans held for sale, included in the balances shown above, amounted to \$562,000 and \$114,000 as of March 31, 2011 and December 31, 2010, respectively.

All of the loans acquired in the acquisition of the First Bank branches were performing loans. The fair value of the loans acquired was determined using a discounted cash flow analysis. The difference between the fair value and acquired value of the purchased loans of \$2.1 million (a discount of approximately 1.6% of the total loans acquired) is being accreted to interest income over the remaining term of the loans.

Commercial and commercial real estate loans generally involve higher credit risks than residential real estate and consumer loans. Because payments on loans secured by commercial real estate or equipment are often dependent upon the successful operation and management of the underlying assets, repayment of such loans may be influenced to a great extent by conditions in the market or the economy. The Company does not have any sub-prime mortgages or credit card loans outstanding which are also generally considered to be higher credit risk.

The following table summarizes the loan portfolio geographically by branch region as of March 31, 2011 and December 31, 2010 (dollars in thousands):

| | March 31, 2011 | | | December 31, 2010 | | |
|-------------------|----------------------|---------------------------|---|----------------------|---------------------------|---|
| | Principal balance | % Outstanding loans | | Principal balance | % Outstanding loans | |
| Mattoon region | \$145,608 | 18.2 | % | \$148,682 | 18.4 | % |
| Charleston region | 52,478 | 6.6 | % | 54,649 | 6.8 | % |
| Sullivan region | 106,761 | 13.4 | % | 113,113 | 14.1 | % |

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| | | | | | | |
|-------------------|-----------|-------|---|-----------|-------|---|
| Effingham region | 85,764 | 10.8 | % | 86,542 | 10.8 | % |
| Decatur region | 161,836 | 20.4 | % | 165,412 | 20.6 | % |
| Peoria region | 130,903 | 16.5 | % | 124,757 | 15.5 | % |
| Highland region | 111,747 | 14.1 | % | 111,426 | 13.8 | % |
| Total all regions | \$795,097 | 100.0 | % | \$804,581 | 100.0 | % |

Loans are geographically dispersed among these regions located in central and southwestern Illinois. While these regions have experienced some economic stress during 2011 and 2010, the Company does not consider these locations high risk areas since these regions have not experienced the significant declines in real estate values seen in some other areas in the United States.

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The Company does not have a concentration, as defined by the regulatory agencies, in construction and land development loans or commercial real estate loans as a percentage of total risk-based capital for the periods shown above. At March 31, 2011 and December 31, 2010, the Company did have industry loan concentrations in excess of 25% of total risk-based capital in the following industries (dollars in thousands):

| | March 31, 2011 | | December 31, 2010 | |
|--|-------------------|---------------------|-------------------|---------------------|
| | Principal balance | % Outstanding Loans | Principal balance | % Outstanding Loans |
| Other grain farming | \$96,718 | 12.16 % | \$108,149 | 13.44 % |
| Lessors of non-residential buildings | 87,013 | 10.94 % | 87,236 | 10.84 % |
| Lessors of residential buildings & dwellings | 48,540 | 6.10 % | 49,484 | 6.15 % |
| Hotels and motels | 49,276 | 6.20 % | 49,679 | 6.17 % |

The Company had no further industry loan concentrations in excess of 25% of total risk-based capital.

The following table presents the balance of loans outstanding as of March 31, 2011, by contractual maturities (in thousands):

| | Maturity (1) | | | Total |
|------------------------------------|---------------------|------------------------|--------------|-----------|
| | One year or less(2) | Over 1 through 5 years | Over 5 years | |
| Construction and land development | 15,191 | \$7,044 | \$49 | \$22,284 |
| Farm loans | 11,188 | 45,330 | 7,357 | 63,875 |
| 1-4 Family residential properties | 25,274 | 91,985 | 64,478 | 181,737 |
| Multifamily residential properties | 2,042 | 14,572 | 4,920 | 21,534 |
| Commercial real estate | 43,012 | 210,237 | 50,335 | 303,584 |
| Loans secured by real estate | 96,707 | 369,168 | 127,139 | 593,014 |
| Agricultural loans | 29,730 | 14,646 | 473 | 44,849 |
| Commercial and industrial loans | 83,391 | 36,183 | 8,091 | 127,665 |
| Consumer loans | 4,532 | 12,906 | 753 | 18,191 |
| All other loans | 3,700 | 1,544 | 6,134 | 11,378 |
| Total loans | \$218,060 | \$434,447 | \$142,590 | \$795,097 |

(1) Based upon remaining contractual maturity.

(2) Includes demand loans, past due loans and overdrafts.

As of March 31, 2011, loans with maturities over one year consisted of approximately \$519.5 million in fixed rate loans and approximately \$57.5 million in variable rate loans. The loan maturities noted above are based on the contractual provisions of the individual loans. The Company has no general policy regarding renewals and borrower requests, which are handled on a case-by-case basis.

Nonperforming Loans and Nonperforming Other Assets

Nonperforming loans include: (a) loans accounted for on a nonaccrual basis; (b) accruing loans contractually past due ninety days or more as to interest or principal payments; and (c) loans not included in (a) and (b) above which are defined as “troubled debt restructurings”. Repossessed assets include primarily repossessed real estate and automobiles.

The Company's policy is to discontinue the accrual of interest income on any loan for which principal or interest is ninety days past due. The accrual of interest is discontinued earlier when, in the opinion of management, there is reasonable doubt as to the timely collection of interest or principal. Once interest accruals are discontinued, accrued but uncollected interest is charged against current year income. Subsequent receipts on non-accrual loans are recorded as a reduction of principal, and interest income is recorded only after principal recovery is reasonably assured. Nonaccrual loans are returned to accrual status when, in the opinion of management, the financial position of the borrower indicates there is no longer any reasonable doubt as to the timely collection of interest or principal.

Restructured loans are loans on which, due to deterioration in the borrower's financial condition, the original terms have been modified in favor of the borrower or either principal or interest has been forgiven.

Reposessed assets represent property acquired as the result of borrower defaults on loans. These assets are recorded at estimated fair value, less estimated selling costs, at the time of foreclosure or repossession. Write-downs occurring at foreclosure are charged against the allowance for loan losses. On an ongoing basis, properties are appraised as required by market indications and applicable regulations. Write-downs for subsequent declines in value are recorded in non-interest expense in other real estate owned along with other expenses related to maintaining the properties.

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The following table presents information concerning the aggregate amount of nonperforming loans and repossessed assets at March 31, 2011 and December 31, 2010 (in thousands):

| | March 31, 2011 | December 31, 2010 |
|--|-------------------|----------------------|
| Nonaccrual loans | \$ 11,291 | \$ 9,332 |
| Restructured loans which are performing in accordance with revised terms | 401 | 1,102 |
| Total nonperforming loans | 11,692 | 10,434 |
| Repossessed assets | 5,978 | 6,199 |
| Total nonperforming loans and repossessed assets | \$ 17,670 | \$ 16,633 |
| Nonperforming loans to loans, before allowance for loan losses | 1.47 | % 1.30 |
| Nonperforming loans and repossessed assets to loans, before allowance for loan losses | 2.22 | % 2.07 |

The \$1,959,000 increase in nonaccrual loans during 2011 resulted from the net of \$2,700,000 of loans put on nonaccrual status, offset by \$136,000 of loans transferred to other real estate owned, \$165,000 of loans charged off and \$440,000 of loans becoming current or paid-off. The following table summarizes the composition of nonaccrual loans (in thousands):

| | March 31, 2011 | | December 31, 2010 | | |
|------------------------------------|----------------|------------|-------------------|------------|---|
| | Balance | % of Total | Balance | % of Total | |
| Construction and land development | \$1,987 | 17.6 | % \$1,955 | 20.9 | % |
| Farm loans | 536 | 4.7 | % 540 | 5.8 | % |
| 1-4 Family residential properties | 2,423 | 21.3 | % 2,565 | 27.5 | % |
| Multifamily residential properties | 430 | 3.8 | % 573 | 6.1 | % |
| Commercial real estate | 4,264 | 38.0 | % 2,149 | 23.0 | % |
| Loans secured by real estate | 9,640 | 85.4 | % 7,782 | 83.3 | % |
| Agricultural loans | 760 | 6.7 | % 828 | 8.9 | % |
| Commercial and industrial loans | 886 | 7.9 | % 708 | 7.6 | % |
| Consumer loans | 5 | - | % 14 | 0.2 | % |
| Total loans | \$11,291 | 100.0 | % \$9,332 | 100.0 | % |

Interest income that would have been reported if nonaccrual and restructured loans had been performing totaled \$166,000 and \$359,000 for the three-month periods ended March 31, 2011 and 2010, respectively.

The \$221,000 decrease in repossessed assets during 2011 resulted from the net of \$150,000 of additional assets repossessed, \$332,000 of repossessed assets sold and \$39,000 of further write-downs of repossessed assets to current market value. The following table summarizes the composition of repossessed assets (in thousands):

| | March 31, 2011 | | December 31, 2010 | | |
|-------------------------------------|----------------|------------|-------------------|------------|---|
| | Balance | % of Total | Balance | % of Total | |
| Construction and land development | \$971 | 16.2 | % \$1,234 | 19.9 | % |
| 1-4 family residential properties | 650 | 10.9 | % 514 | 8.3 | % |
| Multi-family residential properties | 165 | 2.8 | % 170 | 2.7 | % |

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| | | | | | | |
|------------------------------|---------|-------|---|---------|-------|---|
| Commercial real estate | 4,140 | 69.2 | % | 4,209 | 67.9 | % |
| Total real estate | 5,926 | 99.1 | % | 6,127 | 98.8 | % |
| Other collateral | 52 | .9 | % | 72 | 1.2 | % |
| Total repossessed collateral | \$5,978 | 100.0 | % | \$6,199 | 100.0 | % |

Repossessed assets sold during 2011 resulted in net gains of \$34,000, of which \$21,000 was related to real estate asset sales and \$13,000 was related to other repossessed asset sales. Repossessed assets sold during 2010 resulted in a net loss of \$15,000, of which \$12,000 was related to real estate asset sales and \$3,000 was related to other repossessed asset sales.

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Loan Quality and Allowance for Loan Losses

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

Given the current state of the economy, management did assess the impact of the recession on each category of loans and adjusted historical loss factors for more recent economic trends. Management utilizes a five-year loss history as one of several components in assessing the probability of inherent future losses. Given the continued weakened economic conditions, management also increased its allocation to various loan categories for economic factors during 2011 and 2010. Some of the economic factors include the potential for reduced cash flow for commercial operating loans from reduction in sales or increased operating costs, decreased occupancy rates for commercial buildings, reduced levels of home sales for commercial land developments, the uncertainty regarding grain prices and increased operating costs for farmers, and increased levels of unemployment and bankruptcy impacting consumer's ability to pay. Each of these economic uncertainties was taken into consideration in developing the level of the reserve. Management considers the allowance for loan losses a critical accounting policy.

Management recognizes there are risk factors that are inherent in the Company's loan portfolio. All financial institutions face risk factors in their loan portfolios because risk exposure is a function of the business. The Company's operations (and therefore its loans) are concentrated in east central Illinois, an area where agriculture is the dominant industry. Accordingly, lending and other business relationships with agriculture-based businesses are critical to the Company's success. At March 31, 2011, the Company's loan portfolio included \$108.7 million of loans to borrowers whose businesses are directly related to agriculture. This balance decreased \$14.6 million from \$123.3 million at December 31, 2010. While the Company adheres to sound underwriting practices, including collateralization of loans, any extended period of low commodity prices, significantly reduced yields on crops and/or reduced levels of government assistance to the agricultural industry could result in an increase in the level of problem agriculture loans and potentially result in loan losses within the agricultural portfolio.

In addition, the Company has \$49.3 million of loans to motels and hotels. The performance of these loans is dependent on borrower specific issues as well as the general level of business and personal travel within the region. While the Company adheres to sound underwriting standards, a prolonged period of reduced business or personal travel could result in an increase in nonperforming loans to this business segment and potentially in loan losses. The Company also has \$87 million of loans to lessors of non-residential buildings and \$48.5 million of loans to lessors of residential buildings and dwellings.

Analysis of the allowance for loan losses as of March 31, 2011 and 2010, and of changes in the allowance for the three-month periods ended March 31, 2011 and 2010, is as follows (dollars in thousands):

| | Three months ended March 31, | | | |
|--|------------------------------|---|-----------|---|
| | 2011 | | 2010 | |
| Average loans outstanding, net of unearned income | \$798,006 | | \$689,934 | |
| Allowance-beginning of period | 10,393 | | 9,462 | |
| Charge-offs: | | | | |
| Real estate-mortgage | 327 | | 580 | |
| Commercial, financial & agricultural | 379 | | 96 | |
| Installment | 5 | | 26 | |
| Other | 31 | | 34 | |
| Total charge-offs | 742 | | 736 | |
| Recoveries: | | | | |
| Real estate-mortgage | 1 | | 3 | |
| Commercial, financial & agricultural | 31 | | 2 | |
| Installment | 6 | | 11 | |
| Other | 22 | | 27 | |
| Total recoveries | 60 | | 43 | |
| Net charge-offs | 682 | | 693 | |
| Provision for loan losses | 940 | | 760 | |
| Allowance-end of period | \$10,651 | | \$9,529 | |
| Ratio of annualized net charge-offs to average loans | .34 | % | .40 | % |
| Ratio of allowance for loan losses to loans outstanding (less unearned interest at end of period) | 1.34 | % | 1.39 | % |
| Ratio of allowance for loan losses to nonperforming loans | 91.1 | % | 58.4 | % |

The ratio of the allowance for loan losses to nonperforming loans is 91.1% as of March 31, 2011 compared to 58.4% as of March 31, 2010. Given the current economic environment and probable losses in the loan portfolio, management increased the provision for loan losses which increased the allowance balance. Management believes that the overall estimate of the allowance for loan losses appropriately accounts for probable losses attributable to current exposures.

During the first three months of 2011, the Company had net charge-offs of \$682,000 compared to \$693,000 in 2010. During 2011, the Company's significant charge-offs included \$301,000 on three commercial real estate loans of two borrowers and \$378,000 on two commercial operating loans of two borrowers.

The Company minimizes credit risk by adhering to sound underwriting and credit review policies. Management and the board of directors of the Company review these policies at least annually. Senior management is actively involved in business development efforts and the maintenance and monitoring of credit underwriting and approval. The loan review system and controls are designed to identify, monitor and address asset quality problems in an accurate and timely manner. On a quarterly basis, the board of directors and management review the status of problem loans and determine a best estimate of the allowance. In addition to internal policies and controls, regulatory authorities periodically review asset quality and the overall adequacy of the allowance for loan losses.

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Deposits

Funding of the Company's earning assets is substantially provided by a combination of consumer, commercial and public fund deposits. The Company continues to focus its strategies and emphasis on retail core deposits, the major component of funding sources. The following table sets forth the average deposits and weighted average rates for the three months ended March 31, 2011 and 2010 and for the year ended December 31, 2010 (dollars in thousands):

| | Three months ended March 31, 2011 | | Three months ended March 31, 2010 | | Year ended December 31, 2010 | |
|------------------------|--------------------------------------|-----------------------------|--------------------------------------|-----------------------------|---------------------------------|-----------------------------|
| | Average Balance | Weighted Average Rate | Average Balance | Weighted Average Rate | Average Balance | Weighted Average Rate |
| Demand deposits: | | | | | | |
| Non-interest-bearing | \$ 192,396 | - | \$ 124,814 | - | \$ 142,125 | - |
| Interest-bearing | 506,805 | .51 % | 374,768 | .89 % | 421,743 | .76 % |
| Savings | 234,555 | .69 % | 139,447 | .82 % | 165,337 | .77 % |
| Time deposits | 295,426 | 1.07 % | 212,876 | 2.07 % | 243,606 | 1.64 % |
| Total average deposits | \$ 1,229,182 | .60 % | \$ 851,905 | 1.04 % | \$ 972,811 | .87 % |

The following table sets forth the high and low month-end balances for the three months ended March 31, 2011 and for the year ended December 31, 2010 (in thousands):

| | Three months ended March 31, 2011 | Year ended December 31, 2010 |
|---|---|------------------------------------|
| High month-end balances of total deposits | \$ 1,233,633 | \$ 1,227,528 |
| Low month-end balances of total deposits | 1,216,365 | 842,653 |

During the first three months of 2011, the average balance of deposits increased by \$256.4 million from the average balance for the year ended December 31, 2010. The increase was primarily attributable to the addition of \$337 million of deposits assumed in the acquisition of the First Bank branches offset by decreases due to higher rate time deposits. Average non-interest bearing deposits increased by \$50.3 million, average money market account balances increased by \$59.8 million, NOW account balances increased by \$14.1 million and savings account balances increased \$69.2 million.

The following table sets forth the maturity of time deposits of \$100,000 or more at March 31, 2011 and December 31, 2010 (in thousands):

| | March 31, 2011 | December 31, 2010 |
|--------------------------|-------------------|-------------------------|
| 3 months or less | \$ 21,440 | \$ 31,277 |
| Over 3 through 6 months | 16,634 | 14,430 |
| Over 6 through 12 months | 18,418 | 24,906 |
| Over 12 months | 19,763 | 18,315 |

| | | |
|-------|----------|----------|
| Total | \$76,255 | \$88,928 |
|-------|----------|----------|

During the first three months of 2011, the balance of time deposits of \$100,000 or more decreased by approximately \$12.7 million. The decrease in balances was primarily attributable to declines in brokered and consumer time deposits that matured and were not renewed.

Balances of time deposits of \$100,000 or more include brokered CDs, time deposits maintained for public fund entities and consumer time deposits. The balance of brokered CDs was \$0 and \$5 million as of March 31, 2011 and December 31, 2010, respectively.

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Repurchase Agreements and Other Borrowings

Securities sold under agreements to repurchase are short-term obligations of First Mid Bank. First Mid Bank collateralizes these obligations with certain government securities that are direct obligations of the United States or one of its agencies. First Mid Bank offers these retail repurchase agreements as a cash management service to its corporate customers. Other borrowings consist of Federal Home Loan Bank (“FHLB”) advances, federal funds purchased, loans (short-term or long-term debt) that the Company has outstanding and junior subordinated debentures. Information relating to securities sold under agreements to repurchase and other borrowings as of March 31, 2011 and December 31, 2010 is presented below (dollars in thousands):

| | March 31, 2011 | December 31, 2010 | | |
|--|-------------------|-------------------------|------|---|
| Securities sold under agreements to repurchase | \$94,670 | \$94,057 | | |
| Federal Home Loan Bank advances: | | | | |
| Fixed term – due in one year or less | 10,000 | 3,000 | | |
| Fixed term – due after one year | 9,750 | 19,750 | | |
| Debt: | | | | |
| Junior subordinated debentures | 20,620 | 20,620 | | |
| Total | \$135,040 | \$137,428 | | |
| Average interest rate at end of period | 1.51 | % | 1.81 | % |
| Maximum outstanding at any month-end | | | | |
| Securities sold under agreements to repurchase | \$94,670 | \$94,530 | | |
| Federal Home Loan Bank advances: | | | | |
| Fixed term – due in one year or less | 13,000 | 10,000 | | |
| Fixed term – due after one year | 14,750 | 22,750 | | |
| Debt: | | | | |
| Loans due in one year or less | - | 2,000 | | |
| Junior subordinated debentures | 20,620 | 20,620 | | |
| Averages for the period (YTD) | | | | |
| Securities sold under agreements to repurchase | \$86,756 | \$76,758 | | |
| Federal Home Loan Bank advances: | | | | |
| Fixed term – due in one year or less | 9,022 | 4,984 | | |
| Fixed term – due after one year | 12,695 | 21,109 | | |
| Debt: | | | | |
| Federal funds purchased | - | 5 | | |
| Loans due in one year or less | - | 645 | | |
| Junior subordinated debentures | 20,620 | 20,620 | | |
| Total | \$129,092 | \$124,121 | | |
| Average interest rate during the period | 1.56 | % | 1.94 | % |

Securities sold under agreements to repurchase had an increase of \$613,000 during the first three months of 2011. FHLB advances represent borrowings by First Mid Bank to economically fund loan demand. At March 31, 2011 the fixed term advances consisted of \$19.75 million as follows:

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- \$5 million advance at 4.82% with a 5-year maturity, due January 19, 2012, two year lockout, callable quarterly
- \$5 million advance at 4.69% with a 5-year maturity, due February 23, 2012, two year lockout, callable quarterly
 - \$4.75 million advance at 4.75% with a 5-year maturity, due December 24, 2012
- \$5 million advance at 4.58% with a 10-year maturity, due July 14, 2016, one year lockout, callable quarterly

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The Company is party to a revolving credit agreement with The Northern Trust Company in the amount of \$20 million. The balance on this line of credit was zero as of March 31, 2011. This loan was renewed on April 22, 2011 for one year as a revolving credit agreement with a maximum available balance of \$20 million. The interest rate is floating at 2.25% over the federal funds rate (2.375% at March 31, 2011). The loan is unsecured and subject to a borrowing agreement containing requirements for the Company and First Mid Bank, including requirements for operating and capital ratios. The Company and its subsidiary bank were in compliance with the existing covenants at March 31, 2011 and 2010 December 31, 2010.

On February 27, 2004, the Company completed the issuance and sale of \$10 million of floating rate trust preferred securities through First Mid-Illinois Statutory Trust I ("Trust I"), a statutory business trust and wholly-owned unconsolidated subsidiary of the Company, as part of a pooled offering. The Company established Trust I for the purpose of issuing the trust preferred securities. The \$10 million in proceeds from the trust preferred issuance and an additional \$310,000 for the Company's investment in common equity of Trust I, a total of \$10,310 000, was invested in junior subordinated debentures of the Company. The underlying junior subordinated debentures issued by the Company to Trust I mature in 2034, bear interest at three-month London Interbank Offered Rate ("LIBOR") plus 280 basis points (3.15% at March 31, 2011 and December 31, 2010), reset quarterly, and are callable at par, at the option of the Company, quarterly. The Company used the proceeds of the offering for general corporate purposes.

On April 26, 2006, the Company completed the issuance and sale of \$10 million of fixed/floating rate trust preferred securities through First Mid-Illinois Statutory Trust II ("Trust II"), a statutory business trust and wholly-owned unconsolidated subsidiary of the Company, as part of a pooled offering. The Company established Trust II for the purpose of issuing the trust preferred securities. The \$10 million in proceeds from the trust preferred issuance and an additional \$310,000 for the Company's investment in common equity of Trust II, a total of \$10,310 000, was invested in junior subordinated debentures of the Company. The underlying junior subordinated debentures issued by the Company to Trust II mature in 2036, bear interest at a fixed rate of 6.98% (three-month LIBOR plus 160 basis points) paid quarterly and converts to floating rate (LIBOR plus 160 basis points) after June 15, 2011. The net proceeds to the Company were used for general corporate purposes, including the Company's acquisition of Mansfield Bancorp, Inc. in 2006.

The trust preferred securities issued by Trust I and Trust II are included as Tier 1 capital of the Company for regulatory capital purposes. On March 1, 2005, the Federal Reserve Board adopted a final rule that allows the continued limited inclusion of trust preferred securities in the calculation of Tier 1 capital for regulatory purposes. The final rule provided a five-year transition period, ending March 31, 2010, for application of the revised quantitative limits. On March 17, 2009, the Federal Reserve Board adopted an additional final rule that delayed the effective date of the new limits on inclusion of trust preferred securities in the calculation of Tier 1 capital until March 31, 2011. The Company does not expect the application of the revised quantitative limits to have a significant impact on its calculation of Tier 1 capital for regulatory purposes or its classification as well-capitalized. The Dodd-Frank Act, signed into law July 21, 2010, removes trust preferred securities as a permitted component of a holding company's Tier 1 capital after a three-year phase-in period beginning January 1, 2013 for larger holding companies. For holding companies with less than \$15 billion in consolidated assets, existing issues of trust preferred securities are grandfathered and not subject to this new restriction. New issuances of trust preferred securities, however would not count as Tier 1 regulatory capital.

Interest Rate Sensitivity

The Company seeks to maximize its net interest margin while maintaining an acceptable level of interest rate risk. Interest rate risk can be defined as the amount of forecasted net interest income that may be gained or lost due to changes in the interest rate environment, a variable over which management has no control. Interest rate risk, or sensitivity, arises when the maturity or repricing characteristics of interest-bearing assets differ significantly from the

maturity or repricing characteristics of interest-bearing liabilities.

The Company monitors its interest rate sensitivity position to maintain a balance between rate sensitive assets and rate sensitive liabilities. This balance serves to limit the adverse effects of changes in interest rates. The Company's asset liability management committee (ALCO) oversees the interest rate sensitivity position and directs the overall allocation of funds.

In the banking industry, a traditional way to measure potential net interest income exposure to changes in interest rates is through a technique known as "static GAP" analysis which measures the cumulative differences between the amounts of assets and liabilities maturing or repricing at various intervals. By comparing the volumes of interest-bearing assets and liabilities that have contractual maturities and repricing points at various times in the future, management can gain insight into the amount of interest rate risk embedded in the balance sheet.

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The following table sets forth the Company's interest rate repricing GAP for selected maturity periods at March 31, 2011 (dollars in thousands):

| | Rate Sensitive Within | | | | | | Total | Fair Value |
|---|-----------------------|------------------|------------------|------------------|------------------|------------------|--------------------|--------------------|
| | 1 year | 1-2 years | 2-3 years | 3-4 years | 4-5 years | Thereafter | | |
| Interest-earning assets: | | | | | | | | |
| Federal funds sold and other interest-bearing deposits | \$192,275 | \$- | \$- | \$- | \$- | \$- | \$192,275 | \$192,275 |
| Certificates of deposit investments | 10,000 | - | - | - | - | - | 10,000 | 9,991 |
| Taxable investment securities | 35,246 | 20,134 | 16,122 | 29,840 | 35,695 | 222,947 | 359,984 | 359,984 |
| Nontaxable investment securities | 307 | 412 | 559 | 369 | 586 | 25,029 | 27,262 | 27,265 |
| Loans | 394,001 | 130,579 | 137,657 | 58,529 | 55,989 | 18,342 | 795,097 | 799,414 |
| Total | \$631,829 | \$151,125 | \$154,338 | \$88,738 | \$92,270 | \$266,318 | \$1,384,618 | \$1,388,929 |
| Interest-bearing liabilities: | | | | | | | | |
| Savings and N.O.W. accounts | \$96,186 | \$26,345 | 27,289 | \$37,670 | \$38,720 | \$226,590 | \$452,800 | \$452,800 |
| Money market accounts | 261,042 | 2,141 | 2,201 | 2,855 | 2,915 | 15,406 | 286,560 | 286,560 |
| Other time deposits | 216,733 | 32,879 | 12,305 | 6,298 | 9,679 | 366 | 278,260 | 279,140 |
| Short-term borrowings/debt | 94,670 | - | - | - | - | - | 94,670 | 94,670 |
| Long-term borrowings/debt | 30,620 | 4,750 | - | - | - | 5,000 | 40,370 | 32,271 |
| Total | \$699,251 | \$66,115 | \$41,795 | \$46,823 | \$51,314 | \$247,362 | \$1,152,660 | \$1,145,441 |
| Rate sensitive assets – rate sensitive liabilities | | | | | | | | |
| | \$(67,422) | \$85,010 | \$112,543 | \$41,915 | \$40,956 | \$18,956 | \$231,958 | |
| Cumulative GAP | \$(67,422) | \$17,588 | \$130,131 | \$172,046 | \$213,002 | \$231,958 | | |
| Cumulative amounts as % of total | | | | | | | | |
| Rate sensitive assets | -4.9 | % 6.1 | % 8.1 | % 3.0 | % 3.0 | % 1.4 | % | |

| | | | | | | | | | | | | |
|------------|------|---|-----|---|-----|---|------|---|------|---|------|---|
| Cumulative | | | | | | | | | | | | |
| Ratio | -4.9 | % | 1.3 | % | 9.4 | % | 12.4 | % | 15.4 | % | 16.8 | % |

The static GAP analysis shows that at March 31, 2011, the Company was liability sensitive, on a cumulative basis, through the twelve-month time horizon. This indicates that future increases in interest rates, if any, could have an adverse effect on net interest income.

There are several ways the Company measures and manages the exposure to interest rate sensitivity, including static GAP analysis. The Company's ALCO also uses other financial models to project interest income under various rate scenarios and prepayment/extension assumptions consistent with First Mid Bank's historical experience and with known industry trends. ALCO meets at least monthly to review the Company's exposure to interest rate changes as indicated by the various techniques and to make necessary changes in the composition terms and/or rates of the assets and liabilities. Based on all information available, management does not believe that changes in interest rates, which might reasonably be expected to occur in the next twelve months, will have a material adverse effect on the Company's net interest income.

Capital Resources

At March 31, 2011, the Company's stockholders' equity had increased \$16.6 million, or 14.8%, to \$128,909,000 from \$112,265,000 as of December 31, 2010. During the first three months of 2011, net income contributed \$2,845,000 to equity before the payment of dividends to common stockholders. The change in market value of available-for-sale investment securities increased stockholders' equity by \$745,000, net of tax. Issuance of 2,752 shares of Series C preferred stock increased stockholders' equity by \$13,760,000. Additional purchases of treasury stock (20,688 shares at an average cost of \$18.49 per share) decreased stockholders' equity by approximately \$382,000.

The Company is subject to various regulatory capital requirements administered by the federal banking agencies. Bank holding companies follow minimum regulatory requirements established by the Board of Governors of the Federal Reserve System ("Federal Reserve System"), and First Mid Bank follows similar minimum regulatory requirements established for national banks by the Office of the Comptroller of the Currency ("OCC"). Failure to meet minimum capital requirements can initiate certain mandatory and possibly additional discretionary action by regulators that, if undertaken, could have a direct material effect on the Company's financial statements.

Quantitative measures established by each regulatory agency to ensure capital adequacy require the reporting institutions to maintain a minimum total risk-based capital ratio of 8%, a minimum Tier 1 risk-based capital ratio of 4% and a minimum leverage ratio of 3% for the most highly rated banks that do not expect significant growth. All other institutions are required to maintain a minimum leverage ratio of 4%. Management believes that, as of March 31, 2011 and December 31, 2010, the Company and First Mid Bank met all capital adequacy requirements.

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As of March 31, 2011, both the Company and First Mid Bank had capital ratios above the required minimums for regulatory capital adequacy, and First Mid Bank had capital ratios that qualified it for treatment as well-capitalized under the regulatory framework for prompt corrective action with respect to banks. To be categorized as well-capitalized, total risk-based, Tier 1 risk-based and Tier 1 leverage ratios must be maintained as set forth in the following table (dollars in thousands).

| | Actual | | Required Minimum For Capital Adequacy Purposes | | To Be Well-Capitalized Under Prompt Corrective Action Provisions | |
|---|-----------------------|-------|--|---------|--|----------|
| | Amount | Ratio | Amount | Ratio | Amount | Ratio |
| | March 31, 2011 | | | | | |
| Total Capital (to risk-weighted assets) | | | | | | |
| Company | \$ 135,156 | 14.70 | % \$73,578 | > 8.00% | N/A | N/A |
| First Mid Bank | 116,851 | 12.79 | 73,104 | > 8.00 | \$91,380 | > 10.00% |
| Tier 1 Capital (to risk-weighted assets) | | | | | | |
| Company | 124,505 | 13.54 | 36,789 | > 4.00 | N/A | N/A |
| First Mid Bank | 106,200 | 11.62 | 36,552 | > 4.00 | 54,828 | > 6.00 |
| Tier 1 Capital (to average assets) | | | | | | |
| Company | 124,505 | 8.53 | 58,363 | > 4.00 | N/A | N/A |
| First Mid Bank | 106,200 | 7.31 | 58,141 | > 4.00 | 72,677 | > 5.00 |
| December 31, 2010 | | | | | | |
| Total Capital (to risk-weighted assets) | | | | | | |
| Company | \$ 118,622 | 12.84 | % \$73,914 | > 8.00% | N/A | N/A |
| First Mid Bank | 113,143 | 12.32 | 73,491 | > 8.00 | \$91,864 | > 10.00% |
| Tier 1 Capital (to risk-weighted assets) | | | | | | |
| Company | 108,229 | 11.71 | 36,957 | > 4.00 | N/A | N/A |
| First Mid Bank | 102,748 | 11.19 | 36,745 | > 4.00 | 55,118 | > 6.00 |
| Tier 1 Capital (to average assets) | | | | | | |
| Company | 108,229 | 7.42 | 58,369 | > 4.00 | N/A | N/A |
| First Mid Bank | 102,748 | 7.07 | 58,141 | > 4.00 | 72,676 | > 5.00 |

Stock Plans

Participants may purchase Company stock under the following four plans of the Company: the Deferred Compensation Plan, the First Retirement and Savings Plan, the Dividend Reinvestment Plan, and the SI Plan. For more detailed information on these plans, refer to the Company's Annual Report on Form 10-K for the year ended December 31, 2010.

At the Annual Meeting of Stockholders held May 23, 2007, the stockholders approved the SI Plan. The SI Plan was implemented to succeed the Company's 1997 Stock Incentive Plan, which had a ten-year term that expired October 21,

2007. The SI Plan is intended to provide a means whereby directors, employees, consultants and advisors of the Company and its Subsidiaries may sustain a sense of proprietorship and personal involvement in the continued development and financial success of the Company and its Subsidiaries, thereby advancing the interests of the Company and its stockholders. Accordingly, directors and selected employees, consultants and advisors may be provided the opportunity to acquire shares of Common Stock of the Company on the terms and conditions established in the SI Plan. A maximum of 300,000 shares may be issued under the SI Plan. As of December 31, 2009, the Company had awarded 59,500 shares under the plan. There were no shares awarded during the first three months of 2011.

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Stock Repurchase Program

Since August 5, 1998, the Board of Directors has approved repurchase programs pursuant to which the Company may repurchase a total of approximately \$61.7 million of the Company's common stock. The repurchase programs approved by the Board of Directors are as follows:

- On August 5, 1998, repurchases of up to 3%, or \$2 million, of the Company's common stock.
- In March 2000, repurchases up to an additional 5%, or \$4.2 million of the Company's common stock.
- In September 2001, repurchases of \$3 million of additional shares of the Company's common stock.
 - In August 2002, repurchases of \$5 million of additional shares of the Company's common stock.
- In September 2003, repurchases of \$10 million of additional shares of the Company's common stock.
- On April 27, 2004, repurchases of \$5 million of additional shares of the Company's common stock.
- On August 23, 2005, repurchases of \$5 million of additional shares of the Company's common stock.
- On August 22, 2006, repurchases of \$5 million of additional shares of the Company's common stock.
- On February 27, 2007, repurchases of \$5 million of additional shares of the Company's common stock.
- On November 13, 2007, repurchases of \$5 million of additional shares of the Company's common stock.
- On December 16, 2008, repurchases of \$2.5 million of additional shares of the Company's common stock.
 - On May 26, 2009, repurchases of \$5 million of additional shares of the Company's common stock.
- On February 22, 2011, repurchases of \$5 million of additional shares of the Company's common stock.

During the three-month period ending March 31, 2011, the Company repurchased 20,688 shares at a total cost of approximately \$382,000. Since 1998, the Company has repurchased a total of 2,932,393 shares at a total price of approximately \$56,171,000. As of March 31, 2011, the Company was authorized per all repurchase programs to purchase \$5,535,000 in additional shares.

Liquidity

Liquidity represents the ability of the Company and its subsidiaries to meet all present and future financial obligations arising in the daily operations of the business. Financial obligations consist of the need for funds to meet extensions of credit, deposit withdrawals and debt servicing. The Company's liquidity management focuses on the ability to obtain funds economically through assets that may be converted into cash at minimal costs or through other sources. The Company's other sources of cash include overnight federal fund lines, Federal Home Loan Bank advances, deposits of the State of Illinois, the ability to borrow at the Federal Reserve Bank of Chicago, and the Company's operating line of credit with The Northern Trust Company. Details for the sources include:

- First Mid Bank has \$35 million available in overnight federal fund lines, including \$10 million from U.S. Bank, N.A., \$10 million from Wells Fargo Bank, N.A. and \$15 million from The Northern Trust Company. Availability of the funds is subject to First Mid Bank meeting minimum regulatory capital requirements for total capital to risk-weighted assets and Tier 1 capital to total average assets. As of March 31, 2011, First Mid Bank met these regulatory requirements.
- First Mid Bank can also borrow from the Federal Home Loan Bank as a source of liquidity. Availability of the funds is subject to the pledging of collateral to the Federal Home Loan Bank. Collateral that can be pledged includes one-to-four family residential real estate loans and securities. At March 31, 2011, the excess collateral at the FHLB would support approximately \$67.1 million of additional advances.
-

First Mid Bank also receives deposits from the State of Illinois. The receipt of these funds is subject to competitive bid and requires collateral to be pledged at the time of placement.

- First Mid Bank is also a member of the Federal Reserve System and can borrow funds provided that sufficient collateral is pledged.
 - In addition, as of March 31, 2011, the Company had a revolving credit agreement in the amount of \$20 million with The Northern Trust Company with an outstanding balance of zero and \$20 million in available funds. This loan was renewed on April 22, 2011 for one year as a revolving credit agreement with a maximum available balance of \$20 million. The interest rate is floating at 2.25% over the federal funds rate. The loan is unsecured and subject to a borrowing agreement containing requirements for the Company and First Mid Bank, including requirements for operating and capital ratios. The Company and its subsidiary bank were in compliance with the existing covenants at March 31, 2011 and 2010 and December 31, 2010.

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Management continues to monitor its expected liquidity requirements carefully, focusing primarily on cash flows from:

- lending activities, including loan commitments, letters of credit and mortgage prepayment assumptions;
 - deposit activities, including seasonal demand of private and public funds;
- investing activities, including prepayments of mortgage-backed securities and call provisions on U.S. Treasury and government agency securities; and
 - operating activities, including scheduled debt repayments and dividends to stockholders.

The following table summarizes significant contractual obligations and other commitments at March 31, 2011 (in thousands):

| | Total | Less than | | | More than |
|-------------------------|-----------|-----------|-----------|-----------|-----------|
| | | 1 year | 1-3 years | 3-5 years | 5 years |
| Time deposits | \$278,260 | \$209,248 | \$48,136 | \$20,510 | \$366 |
| Debt | 20,620 | - | - | - | 20,620 |
| Other borrowings | 114,420 | 109,670 | 4,750 | - | - |
| Operating leases | 5,591 | 1,148 | 2,022 | 1,187 | 1,234 |
| Supplemental retirement | 918 | 50 | 200 | 200 | 468 |
| | \$419,809 | \$320,116 | \$55,108 | \$21,897 | \$22,688 |

For the three-month period ended March 31, 2011, net cash of \$6.9 million and \$13.8 million was provided from operating activities and financing activities, respectively, and \$34.4 million was used in investing activities. In total, cash and cash equivalents decreased by \$13.7 million since year-end 2010.

Off-Balance Sheet Arrangements

First Mid Bank enters into financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include lines of credit, letters of credit and other commitments to extend credit. Each of these instruments involves, to varying degrees, elements of credit, interest rate and liquidity risk in excess of the amounts recognized in the consolidated balance sheets. The Company uses the same credit policies and requires similar collateral in approving lines of credit and commitments and issuing letters of credit as it does in making loans. The exposure to credit losses on financial instruments is represented by the contractual amount of these instruments. However, the Company does not anticipate any losses from these instruments.

The off-balance sheet financial instruments whose contract amounts represent credit risk at March 31, 2011 and December 31, 2010 were as follows (in thousands):

| | March 31, 2011 | December 31, 2010 |
|--|-------------------|-------------------------|
| | | |

| | | |
|---|-----------|-----------|
| Unused commitments and lines of credit: | | |
| Commercial real estate | \$19,489 | \$15,882 |
| Commercial operating | 87,411 | 87,068 |
| Home equity | 26,488 | 25,421 |
| Other | 41,274 | 34,556 |
| Total | \$174,662 | \$162,927 |
| Standby letters of credit | \$6,416 | \$6,349 |

Commitments to originate credit represent approved commercial, residential real estate and home equity loans that generally are expected to be funded within ninety days. Lines of credit are agreements by which the Company agrees to provide a borrowing accommodation up to a stated amount as long as there is no violation of any condition established in the loan agreement. Both commitments to originate credit and lines of credit generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since many of the lines and some commitments are expected to expire without being drawn upon, the total amounts do not necessarily represent future cash requirements.

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Standby letters of credit are conditional commitments issued by the Company to guarantee the financial performance of customers to third parties. Standby letters of credit are primarily issued to facilitate trade or support borrowing arrangements and generally expire in one year or less. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending credit facilities to customers. The maximum amount of credit that would be extended under letters of credit is equal to the total off-balance sheet contract amount of such instrument.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There has been no material change in the market risk faced by the Company since December 31, 2010. For information regarding the Company's market risk, refer to the Company's Annual Report on Form 10-K for the year ended December 31, 2010.

ITEM 4. CONTROLS AND PROCEDURES

The Company's management, with the participation of the Company's Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the Company's "disclosure controls and procedures" (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act), as of the end of the period covered by this report. Based on such evaluation, such officers have concluded that, as of the end of the period covered by this report, the Company's disclosure controls and procedures are effective. Further, there have been no changes in the Company's internal control over financial reporting during the last fiscal quarter that have materially affected or that are reasonably likely to affect materially the Company's internal control over financial reporting.

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PART II

ITEM LEGAL PROCEEDINGS

1.

Since First Mid Bank acts as a depository of funds, it is named from time to time as a defendant in lawsuits (such as garnishment proceedings) involving claims as to the ownership of funds in particular accounts. Management believes that all such litigation as well as other pending legal proceedings in which the Company is involved constitute ordinary, routine litigation incidental to the business of the Company and that such litigation will not materially adversely affect the Company's consolidated financial condition.

ITEM 1A. RISK FACTORS

Various risks and uncertainties, some of which are difficult to predict and beyond the Company's control, could negatively impact the Company. As a financial institution, the Company is exposed to interest rate risk, liquidity risk, credit risk, operational risk, risks from economic or market conditions, and general business risks among others. Adverse experience with these or other risks could have a material impact on the Company's financial condition and results of operations, as well as the value of its common stock. See the risk factors and "Supervision and Regulation" described in the Company's Annual Report on Form 10-K for the year ended December 31, 2010. Additionally, see the following risk factor.

- The impact of the recently enacted Dodd-Frank Wall Street Reform and Consumer Protection Act is uncertain. The act institutes a wide range of reforms that will have an impact on many types of financial institutions. Many of these reforms, or other aspects of the act, may impact the profitability of the Company, require the Company to make changes to its business practices or require significant management attention to achieve compliance.

ITEM UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

2.

ISSUER PURCHASES OF EQUITY SECURITIES

| Period | (a) Total Number of Shares Purchased | (b) Average Price Paid per Share | (c) Total | (d) |
|--|---|---|---|---|
| | | | Number of Shares Purchased as Part of Publicly Announced Plans or Programs | Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs |
| January 1, 2011 -- January 31, 2011 | - | \$- | - | \$ 5,918,000 |
| February 1, 2011 -- February 31, 2011 | 902 | \$18.36 | 902 | \$ 5,901,000 |
| March 1, 2011 -- March 31, 2011 | 19,786 | \$18.49 | 19,786 | \$ 5,535,000 |
| Total | 20,688 | \$18.49 | 20,688 | \$ 5,535,000 |

See heading "Stock Repurchase Program" for more information regarding stock purchases.

ITEMDEFAULTS UPON SENIOR SECURITIES

3.

None.

ITEMREMOVED AND RESERVED

4.

ITEMOTHER INFORMATION

5.

None.

ITEMEXHIBITS

6.

The exhibits required by Item 601 of Regulation S-K and filed herewith are listed in the Exhibit Index that follows the Signature Page and that immediately precedes the exhibits filed.

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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.

FIRST MID-ILLINOIS BANCSHARES, INC.
(Registrant)

Date: May 5, 2011

/s/ William S. Rowland

William S. Rowland
President and Chief Executive Officer

/s/ Michael L. Taylor

Michael L. Taylor
Chief Financial Officer

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Exhibit Index to Quarterly Report on Form 10-Q

| Exhibit Number | Description and Filing or Incorporation Reference |
|----------------|--|
| 4.1 | The Registrant agrees to furnish to the Commission, upon request, a copy of each instrument with respect to issues of long-term debt involving a total amount which does not exceed 10% of the total assets of the Registrant and its subsidiaries on a consolidated basis |
| 4.2 | Certificate of Designations, Preferences and Rights of Series C 8% Non-cumulative Perpetual Convertible Preferred Stock of First Mid-Illinois Bancshares, Inc. (Incorporated by reference to Exhibit 4.1 of the Registrant's Form 8-K dated February 11, 2011) |
| 4.3 | Form of Registration Rights Agreement (incorporated by reference to Exhibit 4.2 of the Registrant's Form 8-K dated February 11, 2011) |
| 10.1 | Employment Agreement between the Company and Joseph R. Dively (incorporated by reference to Exhibit 10.1 of the Registrant's Form 8-K dated April 27, 2011) |
| 10.2 | Employment Agreement between the Company and John W. Hedges (incorporated by reference to Exhibit 10.2 of the Registrant's Form 8-K dated April 27, 2011) |
| 11.1 | Statement re: Computation of Earnings Per Share (Filed herewith on page 9) |
| 31.1 | Certification pursuant to section 302 of the Sarbanes-Oxley Act of 2002 |
| 31.2 | Certification pursuant to section 302 of the Sarbanes-Oxley Act of 2002 |
| 32.1 | Certification pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002 |
| 32.2 | Certification pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002 |

