

FARMERS & MERCHANTS BANCORP INC

Form 10-Q

July 27, 2016

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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 June 30, 2016

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 0-14492

FARMERS & MERCHANTS BANCORP, INC.

(Exact name of registrant as specified in its charter)

OHIO (State or other jurisdiction of incorporation or organization)	34-1469491 (IRS Employer Identification No.)
307 North Defiance Street, Archbold, Ohio (Address of principal executive offices)	43502 (Zip Code)
(419) 446-2501	

Registrant's telephone number, including area code

(Former name, former address and former fiscal year, if changed since last report.)

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

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

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

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Large accelerated filer ☐ Accelerated filer ☒

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

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

Indicate the number of shares of each of the issuers' classes of common stock, as of the latest practicable date:

Common Stock, No Par Value	4,605,534
Class	Outstanding as of July 25, 2016

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10Q

FARMERS & MERCHANTS BANCORP, INC.

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101.DEF	XBRL Taxonomy Extension Definition Linkbase Document (1)
101.LAB	XBRL Taxonomy Extension Label Linkbase Document (1)

- (1) Pursuant to Rule 406T of Regulation S-T, the interactive Data Files in Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

Table of Contents**ITEM 1 FINANCIAL STATEMENTS****FARMERS & MERCHANTS BANCORP, INC. AND SUBSIDIARIES****CONDENSED CONSOLIDATED BALANCE SHEETS**

	(in thousands of dollars)	
	June 30, 2016 (Unaudited)	December 31, 2015
Assets		
Cash and due from banks	\$ 22,895	\$ 21,333
Federal funds sold	484	685
Total cash and cash equivalents	23,379	22,018
Interest-bearing time deposits	1,960	
Securities - available-for-sale	217,063	235,115
Other securities, at cost	3,717	3,717
Loans, net	725,198	679,821
Premises and equipment	21,295	20,587
Goodwill	4,074	4,074
Mortgage servicing rights	2,143	2,056
Other real estate owned	1,252	1,175
Other assets	21,194	20,505
Total Assets	\$ 1,021,275	\$ 989,068
Liabilities and Stockholders Equity		
Liabilities		
Deposits		
Noninterest-bearing	\$ 170,126	\$ 171,112
Interest-bearing		
NOW accounts	204,924	190,890
Savings	236,546	225,052
Time	191,250	184,285
Total deposits	802,846	771,339
Federal Funds purchased and securities sold under agreements to repurchase	75,942	78,815
Federal Home Loan Bank (FHLB) advances	10,000	10,000
Dividend payable	1,051	1,007
Accrued expenses and other liabilities	6,548	7,810
Total liabilities	896,387	868,971
Commitments and Contingencies		
Stockholders Equity		

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Common shares - no par value - 6,500,000 shares 12/31/15		
Common shares - no par value - 10,000,000 shares 6/30/16 authorized, 5,200,000 shares issued and outstanding	12,260	12,086
Treasury Stock - 594,466 shares 2016, 587,466 shares 2015	(12,583)	(12,389)
Retained earnings	123,587	120,188
Accumulated other comprehensive income	1,624	212
Total stockholders' equity	124,888	120,097
Total Liabilities and Stockholders' Equity	\$ 1,021,275	\$ 989,068

See Notes to Condensed Consolidated Unaudited Financial Statements.

Note: The December 31, 2015, Condensed Consolidated Balance Sheet has been derived from the audited Consolidated Balance Sheet as of that date.

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FARMERS & MERCHANTS BANCORP, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF INCOME & COMPREHENSIVE INCOME

(Unaudited)

	Three Months Ended		Six Months Ended	
	June 30, 2016	June 30, 2015	June 30, 2016	June 30, 2015
Interest Income				
Loans, including fees	\$ 8,362	\$ 7,163	\$ 16,368	\$ 14,257
Debt securities:				
U.S. Treasury and government agencies	595	620	1,175	1,216
Municipalities	380	458	749	905
Dividends	37	37	75	74
Federal funds sold	2	3	2	5
Other	11	8	22	16
Total interest income	9,387	8,289	18,391	16,473
Interest Expense				
Deposits	885	808	1,739	1,605
Federal funds purchased and securities sold under agreements to repurchase	126	63	231	124
Borrowed funds	36		73	
Total interest expense	1,047	871	2,043	1,729
Net Interest Income - Before Provision for Loan Losses	8,340	7,418	16,348	14,744
Provision for Loan Losses	339	183	616	297
Net Interest Income After Provision For Loan Losses	8,001	7,235	15,732	14,447
Noninterest Income				
Customer service fees	1,308	1,424	2,786	2,783
Other service charges and fees	999	965	1,909	1,879
Net gain on sale of loans	234	173	403	348
Net gain on sale of available for sale securities	343	137	456	246
Total noninterest income	2,884	2,699	5,554	5,256
Noninterest Expense				
Salaries and Wages	2,840	2,714	5,680	5,369
Employee benefits	715	687	1,577	1,751
Net occupancy expense	346	368	724	723
Furniture and equipment	443	427	855	849
Data processing	361	320	772	649
Franchise taxes	225	187	439	374
Net loss on sale of other assets owned		5	45	11

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FDIC Assessment	121	119	242	238
Mortgage servicing rights amortization	99	103	188	183
Other general and administrative	1,507	1,451	3,121	2,799
Total noninterest expenses	6,657	6,381	13,643	12,946
Income Before Income Taxes	4,228	3,553	7,643	6,757
Income Taxes	1,254	956	2,188	1,809
Net Income	2,974	2,597	5,455	4,948
Other Comprehensive Income (Loss) (Net of Tax):				
Net unrealized gain (loss) on available for sale securities	649	(1,824)	2,594	(94)
Reclassification adjustment for gain on sale of available for sale securities	(343)	(137)	(456)	(246)
Net unrealized gain (loss) on available for sale securities	306	(1,961)	2,138	(340)
Tax expense (benefit)	104	(667)	727	(116)
Other comprehensive income (loss)	202	(1,294)	1,411	(224)
Comprehensive Income	\$ 3,176	\$ 1,303	\$ 6,866	\$ 4,724
Earnings Per Share - Basic and Diluted	\$ 0.65	\$ 0.56	\$ 1.18	\$ 1.07
Dividends Declared	\$ 0.23	\$ 0.22	\$ 0.45	\$ 0.43

See Notes to Condensed Consolidated Unaudited Financial Statements

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FARMERS & MERCHANTS BANCORP, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

Condensed Consolidated Statements of Cash Flows (in thousands of dollars) Six Months Ended		
	June 30, 2016	June 30, 2015
Cash Flows from Operating Activities		
Net income	\$ 5,455	\$ 4,948
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	735	780
Accretion and amortization of available for sale securities, net	547	610
Amortization of servicing rights	188	183
Amortization of core deposit intangible	161	161
Compensation expense related to stock awards	216	133
Provision for loan loss	616	297
Gain on sale of loans held for sale	(403)	(348)
Originations of loans held for sale	(27,493)	(24,883)
Proceeds from sale of loans held for sale	27,221	24,664
Loss on sale of other assets	45	11
Gain on sales of securities available for sale	(456)	(246)
Change in other assets and other liabilities, net	(2,878)	(1,918)
Net cash provided by operating activities	3,954	4,392
Cash Flows from Investing Activities		
Activity in securities:		
Maturities, prepayments and calls	19,734	5,304
Sales	42,744	30,026
Purchases	(42,375)	(41,160)
Net change in interest-bearing time deposits	(1,960)	
Proceeds from sales of assets	6	53
Additions to premises and equipment	(1,449)	(794)
Loan originations and principal collections, net	(45,721)	1,279
Net cash used in investing activities	(29,021)	(5,292)
Cash Flows from Financing Activities		
Net change in deposits	31,507	(912)
Net change in federal funds purchased and securities sold under agreements to repurchase	(2,873)	2,021
Purchase of Treasury Stock	(194)	(490)

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Cash dividends paid on common stock	(2,012)	(1,927)
Net cash provided by (used in) financing activities	26,428	(1,308)
Net Increase (Decrease) in Cash and Cash Equivalents	1,361	(2,208)
Cash and cash equivalents - Beginning of year	22,018	24,295
Cash and cash equivalents - End of period	\$ 23,379	\$ 22,087
Supplemental Information		
Cash paid during the year for:		
Interest	\$ 1,998	\$ 1,739
Income taxes	\$ 3,208	\$ 2,271
Noncash investing activities:		
Transfer of loans to other real estate owned	\$ 216	\$ 46

See Notes to Condensed Consolidated Unaudited Financial Statements

Table of Contents**ITEM 1 NOTES TO CONDENSED CONSOLIDATED UNAUDITED FINANCIAL STATEMENTS****NOTE 1 BASIS OF PRESENTATION**

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions for Form 10Q and Rule 10-01 of Regulation S-X; accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments, consisting of normal recurring accruals, considered necessary for a fair presentation have been included. Operating results for the six months ended June 30, 2016 are not necessarily indicative of the results that are expected for the year ended December 31, 2016. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and footnotes thereto included in the Company's annual report on Form 10-K for the year ended December 31, 2015.

NOTE 2 ASSET PURCHASES

The Company recognized core deposit intangible assets of \$1.09 million with the purchase of the Hicksville office on July 9, 2010. These are being amortized over an estimated remaining economic useful life of the deposits of 7 years on a straight line basis.

An office was purchased on December 13, 2013 in Custar, Ohio. Core deposit intangible assets of \$1.17 million were recognized and are being amortized over its remaining economic useful life of the deposits of 7 years on a straight line basis.

The amortization expense for the year ended December 31, 2015 was \$323 thousand. Of the \$322 thousand to be expensed in 2016, \$161 thousand has been expensed for the six months ended June 30, 2016. \$161 thousand was also expensed for the six months ended June 30, 2015.

	Hicksville	Custar	Total
2016	\$ 155	\$ 167	\$ 322
2017	78	167	245
2018		167	167
2019		167	167
2020		161	161
Thereafter			
	\$ 233	\$ 829	\$ 1,062

Table of Contents**ITEM 1 NOTES TO CONDENSED CONSOLIDATED UNAUDITED FINANCIAL STATEMENTS (Continued)****NOTE 3 SECURITIES**

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

	(In Thousands) June 30, 2016			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Available-for-Sale:				
U.S. Treasury	\$ 26,031	\$ 93	\$	\$ 26,124
U.S. Government agencies	93,043	450	\$	93,493
Mortgage-backed securities	32,382	352	(23)	32,711
State and local governments	63,147	1,611	(23)	64,735
Total available-for-sale securities	\$ 214,603	\$ 2,506	\$ (46)	\$ 217,063

	(In Thousands) December 31, 2015			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Available-for-Sale:				
U.S. Treasury	\$ 38,778	\$ 36	\$ (309)	\$ 38,505
U.S. Government agencies	99,000	55	(835)	98,220
Mortgage-backed securities	26,157	283	(116)	26,324
State and local governments	70,858	1,290	(82)	72,066
Total available-for-sale securities	\$ 234,793	\$ 1,664	\$ (1,342)	\$ 235,115

Investment securities will at times depreciate to an unrealized loss position. The Company utilizes the following criteria to assess whether impairment is other than temporary. No one item by itself will necessarily signal that a security should be recognized as an other than temporary impairment.

1. The fair value of the security has significantly declined from book value.
2. A downgrade has occurred that lowered the credit rating to below investment grade (below Baa3 by Moody and BBB by Standard and Poors.)

3. Dividends have been reduced or eliminated or scheduled interest payments have not been made.
4. The underwater security has longer than 10 years to maturity and the loss position had existed for more than 3 years.
5. Management does not possess both the intent and ability to hold the security for a period of time sufficient to allow for any anticipated recovery in fair value.

If the impairment is judged to be other than temporary, the cost basis of the individual security shall be written down to fair value, thereby establishing a new cost basis. The new cost basis shall not be changed for subsequent recoveries in fair value. The amount of the write down shall be included in current earnings as a realized loss. The recovery in fair value, if any, shall be recognized in earnings when the security is sold. The table below is presented by category of security and length of time in a continuous loss position. The Company currently does not hold any securities with other than temporary impairment.

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ITEM 1 NOTES TO CONDENSED CONSOLIDATED UNAUDITED FINANCIAL STATEMENTS (Continued)

NOTE 3 SECURITIES (Continued)

Information pertaining to securities with gross unrealized losses at June 30, 2016 and December 31, 2015, aggregated by investment category and length of time that individual securities have been in a continuous loss position follows:

(In Thousands)				
June 30, 2016				
	Less Than Twelve Months		Twelve Months & Over	
	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value
U.S. Treasury	\$	\$	\$	\$
U.S. Government agencies				
Mortgage-backed securities	(23)	13,995		
State and local governments	(18)	3,089	(5)	1,226
Total available-for-sale securities	\$ (41)	\$ 17,084	\$ (5)	\$ 1,226

(In Thousands)				
December 31, 2015				
	Less Than Twelve Months		Twelve Months & Over	
	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value
U.S. Treasury	\$ (142)	\$ 23,241	\$ (167)	\$ 10,195
U.S. Government agencies	(635)	68,957	(200)	9,793
Mortgage-backed securities	(60)	6,331	(56)	3,580
State and local governments	(54)	7,920	(28)	1,725
Total available-for-sale securities	\$ (891)	\$ 106,449	\$ (451)	\$ 25,293

Unrealized losses on securities have not been recognized into income because the issuers' bonds are of high credit quality, values have only been impacted by rate changes, and the Company has the intent and ability to hold the securities for the foreseeable future. Additionally, the decline in value is primarily due to changes in interest rates since the securities were purchased. The fair value is expected to recover as the bonds approach the maturity date.

Below are the gross realized gains and losses as of June 30 for each of the years presented.

(In Thousands)

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	2016	2015
Gross realized gains	\$ 467	\$ 246
Gross realized losses	(11)	
Net realized gains	\$ 456	\$ 246
Tax expense related to net realized gain	\$ 155	\$ 84

The net realized gain on sales and related tax expense is a reclassification out of accumulated other comprehensive income. The net realized gain is included in net gain on sale of securities available-for-sale and the related tax expense is included in income tax expense in the condensed consolidated statements of income and comprehensive income.

Table of Contents**ITEM 1 NOTES TO CONDENSED CONSOLIDATED UNAUDITED FINANCIAL STATEMENTS (Continued)****NOTE 3 SECURITIES (Continued)**

The amortized cost and fair value of debt securities at June 30, 2016, by contractual maturity, are shown below. Expected maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

	(In Thousands)	
	Amortized Cost	Fair Value
One year or less	\$ 12,561	\$ 12,594
After one year through five years	121,400	122,422
After five years through ten years	46,251	47,068
After ten years	2,009	2,268
Total	\$ 182,221	\$ 184,352
Mortgage-backed securities	32,382	32,711
Total	\$ 214,603	\$ 217,063

Investments with a carrying value of \$191.3 million and \$189.3 million at June 30, 2016 and December 31, 2015, respectively, were pledged to secure public deposits and securities sold under repurchase agreements.

Other securities include Federal Home Loan Bank of Cincinnati and Farmer Mac stock as of June 30, 2016 and December 31, 2015.

NOTE 4 LOANS

The Company had \$1.8 million in loans held for sale at June 30, 2016 as compared to \$1.2 million in loans held for sale at December 31, 2015. Due to materiality, these loans are included in the Consumer Real Estate and Agricultural Real Estate loan numbers.

Loan balances as of June 30, 2016 and December 31, 2015:

	(In Thousands)	
	June 30, 2016	December 31, 2015
<u>Loans:</u>		
Consumer Real Estate	\$ 89,090	\$ 88,189
Agricultural Real Estate	61,403	58,525
Agricultural	83,287	82,654

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Commercial Real Estate	357,838	322,762
Commercial and Industrial	104,336	100,125
Consumer	30,458	27,770
Industrial Development Bonds	5,952	6,491
	732,364	686,516
Less: Net deferred loan fees and costs	(673)	(638)
	731,691	685,878
Less: Allowance for loan losses	(6,493)	(6,057)
Loans - Net	\$ 725,198	\$ 679,821

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ITEM 1 NOTES TO CONDENSED CONSOLIDATED UNAUDITED FINANCIAL STATEMENTS (Continued)

NOTE 4 LOANS (Continued)

The following is a maturity schedule by major category of loans as of June 30, 2016:

	(In Thousands)		
	Within One Year	After One Year Within Five Years	After Five Years
Consumer Real Estate	\$ 1,428	\$ 12,371	\$ 75,291
Agricultural Real Estate	284	3,305	57,814
Agricultural	53,956	23,328	6,003
Commercial Real Estate	15,117	78,393	264,328
Commercial and Industrial	45,681	37,640	21,015
Consumer	5,808	18,331	6,319
Industrial Development Bonds	1,000	185	4,767

The distribution of fixed rate loans and variable rate loans by major loan category is as follows as of June 30, 2016. Variable rate loans whose current rates are equal to their floor or ceiling are classified as fixed in this table.

	(In Thousands)	
	Fixed Rate	Variable Rate
Consumer Real Estate	\$ 55,672	\$ 33,418
Agricultural Real Estate	44,680	16,723
Agricultural	51,164	32,123
Commercial Real Estate	225,756	132,082
Commercial and Industrial	66,330	38,006
Consumer	26,215	4,243
Industrial Development Bonds	5,952	

As of June 30, 2016 and December 31, 2015 one to four family residential mortgage loans amounting to \$19.1 and \$20.0 million, respectively, have been pledged as security for future loans the Bank has received from the Federal Home Loan Bank.

Unless listed separately, Industrial Development Bonds are included in the commercial and industrial category for the remainder of the tables in this Note 4.

Table of Contents**ITEM 1 NOTES TO CONDENSED CONSOLIDATED UNAUDITED FINANCIAL STATEMENTS (Continued)****NOTE 4 LOANS (Continued)**

The following table represents the contractual aging of the recorded investment (in thousands) in past due loans by portfolio classification of loans as of June 30, 2016 and December 31, 2015, net of deferred loan fees and costs:

	30-59 Day	60-89 Day	Greater Than	Total		Recorded Total Investment > Financing 90 Days and Receivables Accruing	
June 30, 2016	Past Due	Past Due	90 Days	Past Due	Current		
Consumer Real Estate	\$ 414	\$ 176	\$ 336	\$ 926	\$ 87,865	\$ 88,791	\$ 0
Agricultural Real Estate			163	163	61,190	61,353	
Agricultural			3	3	83,430	83,433	
Commercial Real Estate			231	231	357,012	357,243	
Commercial and Industrial	49			49	110,337	110,386	
Consumer	10	25		35	30,450	30,485	
Total	\$ 473	\$ 201	\$ 733	\$ 1,407	\$ 730,284	\$ 731,691	\$ 0

	30-59 Day	60-89 Days	Greater Than	Total		Recorded Total Investment > Financing 90 Days and Receivables Accruing	
December 31, 2015	Past Due	Past Due	90 Days	Past Due	Current		
Consumer Real Estate	\$ 303	\$ 47	\$ 357	\$ 707	\$ 87,240	\$ 87,947	\$ 0
Agricultural Real Estate			162	162	58,301	58,463	
Agricultural		145		145	82,617	82,762	
Commercial Real Estate	236		841	1,077	321,153	322,230	
Commercial and Industrial	51		20	71	106,618	106,689	
Consumer	19	9		28	27,759	27,787	
Total	\$ 609	\$ 201	\$ 1,380	\$ 2,190	\$ 683,688	\$ 685,878	\$ 0

Table of Contents**ITEM 1 NOTES TO CONDENSED CONSOLIDATED UNAUDITED FINANCIAL STATEMENTS (Continued)****NOTE 4 LOANS (Continued)**

The following table presents the recorded investment in nonaccrual loans by class of loans as of June 30, 2016 and December 31, 2015:

	(In Thousands)	
	June 30, 2016	December 31, 2015
Consumer Real Estate	\$ 1,013	\$ 1,155
Agricultural Real Estate	162	162
Agricultural		
Commercial Real Estate	232	484
Commercial	118	202
Consumer	3	38
Total	\$ 1,528	\$ 2,041

Following are the characteristics and underwriting criteria for each major type of loan the Bank offers:

Commercial Real Estate Construction, purchase, and refinance of business purpose real estate. Risks discussed during the approval process include construction delays and overruns, vacancies, collateral value subject to market value fluctuations, interest rate, market demands, borrower's ability to repay in a timely fashion, and others. The Bank does employ stress testing on higher balance loans to mitigate risk by ensuring the customer's ability to repay in a changing rate environment.

Agricultural Real Estate Purchase of farm real estate or for permanent improvements to the farm real estate. Cash flow from the farm operation is the repayment source and is therefore subject to the financial success of the farm operation.

Consumer Real Estate Purchase, refinance, or equity financing of one to four family owner occupied dwelling. Success in repayment is subject to borrower's income, debt level, character in fulfilling payment obligations, employment, and others.

Commercial and Industrial Loans to proprietorships, partnerships, or corporations to provide temporary working capital and seasonal loans as well as long term loans for capital asset acquisition. Risks include adequacy of cash flow, reasonableness of projections, financial leverage, economic trends, management ability and estimated capital expenditures during the fiscal year. The Bank does employ stress testing on higher balance loans to mitigate risk by ensuring the customer's ability to repay in a changing rate environment before granting loan approval.

Agricultural Loans for the production and housing of crops, fruits, vegetables, and livestock or to fund the purchase or re-finance of capital assets such as machinery and equipment and livestock. The production of crops and livestock is especially vulnerable to commodity prices and weather. The vulnerability to commodity prices is offset by the farmer's ability to hedge their position by the use of the future contracts. The risk related to weather is often mitigated by requiring federal crop insurance.

Consumer Funding for individual and family purposes. Success in repayment is subject to borrower's income, debt level, character in fulfilling payment obligations, employment, and others.

Industrial Development Bonds Funds for public improvements in the Bank's service area. Repayment ability is based on the continuance of the taxation revenue as the source of repayment.

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ITEM 1 NOTES TO CONDENSED CONSOLIDATED UNAUDITED FINANCIAL STATEMENTS (Continued)

NOTE 4 LOANS (Continued)

The Bank uses a nine tier risk rating system to grade its loans. The grade of a loan may change during the life of the loan.

The risk ratings are described as follows.

1. Zero (0) Unclassified. Any loan which has not been assigned a classification.
2. One (1) Excellent. Credit to premier customers having the highest credit rating based on an extremely strong financial condition, which compares favorably with industry standards (upper quartile of Risk Management Association ratios). Financial statements indicate a sound earnings and financial ratio trend for several years with satisfactory profit margins and excellent liquidity exhibited. Prime credits may also be borrowers with loans fully secured by highly liquid collateral such as traded stocks, bonds, certificates of deposit, savings account, etc. No credit or collateral exceptions exist and the loan adheres to the Bank's loan policy in every respect. Financing alternatives would be readily available and would qualify for unsecured credit. This grade is summarized by high liquidity, minimum risk, strong ratios, and low handling costs.
3. Two (2) Good. Desirable loans of somewhat less stature than Grade 1, but with strong financial statements. Loan supported by financial statements containing strong balance sheets, generally with a leverage position less than 1.50, and a history of profitability. Probability of serious financial deterioration is unlikely. Possessing a sound repayment source (and a secondary source), which would allow repayment in a reasonable period of time. Individual loans backed by liquid personal assets, established history and unquestionable character.
4. Three (3) Satisfactory. Satisfactory loans of average or slightly above average risk having some deficiency or vulnerability to changing economic conditions, but still fully collectible. Projects should normally demonstrate acceptable debt service coverage. Generally, customers should have a leverage position less than 2.00. May be some weakness but with offsetting features of other support readily available. Loans that are meeting the terms of repayment.

Loans may be graded 3 when there is no recent information on which to base a current risk evaluation and the following conditions apply:

At inception, the loan was properly underwritten and did not possess an unwarranted level of credit risk:

- a. At inception, the loan was secured with collateral possessing a loan value adequate to protect the Bank from loss;

- b. The loan exhibited two or more years of satisfactory repayment with a reasonable reduction of the principal balance;
 - c. During the period that the loan has been outstanding, there has been no evidence of any credit weakness. Some examples of weakness include slow payment, lack of cooperation by the borrower, breach of loan covenants, or the business is in an industry which is known to be experiencing problems. If any of the credit weaknesses is observed, a lower risk grade is warranted.
5. Four (4) Satisfactory / Monitored. A 4 (Satisfactory/Monitored) risk grade may be established for a loan considered satisfactory but which is of average credit risk due to financial weakness or uncertainty. The loans warrant a higher than average level of monitoring to ensure that weaknesses do not advance. The level of risk in Satisfactory/Monitored classification is considered acceptable and within normal underwriting guidelines, so long as the loan is given management supervision.
6. Five (5) Special Mention. Loans that possess some credit deficiency or potential weakness which deserves close attention, but which do not yet warrant substandard classification. Such loans pose unwarranted financial risk that, if not corrected, could weaken the loan and increase risk in the future. The key distinctions of a 5 (Special Mention) classification are that (1) it is indicative of an unwarranted level of risk, and (2) weaknesses are considered potential, versus defined, impairments to the primary source of loan repayment and collateral.
7. Six (6) Substandard. One or more of the following characteristics may be exhibited in loans classified substandard:
- a. Loans, which possess a defined credit weakness and the likelihood that a loan will be paid from the primary source, are uncertain. Financial deterioration is underway and very close attention is warranted to ensure that the loan is collected without loss.
 - b. Loans are inadequately protected by the current net worth and paying capacity of the borrower.

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ITEM 1 NOTES TO CONDENSED CONSOLIDATED UNAUDITED FINANCIAL STATEMENTS (Continued)

NOTE 4 LOANS (Continued)

- c. The primary source of repayment is weakened, and the Bank is forced to rely on a secondary source of repayment such as collateral liquidation or guarantees.
 - d. Loans are characterized by the distinct possibility that the Bank will sustain some loss if deficiencies are not corrected.
 - e. Unusual courses of action are needed to maintain a high probability of repayment.
 - f. The borrower is not generating enough cash flow to repay loan principal; however, continues to make interest payments.
 - g. The lender is forced into a subordinate position or unsecured collateral position due to flaws in documentation.
 - h. Loans have been restructured so that payment schedules, terms and collateral represent concessions to the borrower when compared to the normal loan terms.
 - i. The lender is seriously contemplating foreclosure or legal action due to the apparent deterioration in the loan.
 - j. There is significant deterioration in the market conditions and the borrower is highly vulnerable to these conditions.
8. Seven (7) Doubtful. One or more of the following characteristics may be exhibited in loans classified Doubtful:
- a. Loans have all of the weaknesses of those classified as Substandard. Additionally, however, these weaknesses make collection or liquidation in full based on existing conditions improbable.
 - b. The primary source of repayment is gone, and there is considerable doubt as to the quality of the secondary source of repayment.

- c. The possibility of loss is high, but, because of certain important pending factors which may strengthen the loan, loss classification is deferred until its exact status is known. A Doubtful classification is established deferring the realization of the loss.
9. Eight (8) Loss. Loans are considered uncollectable and of such little value that continuing to carry them as assets on the institution's financial statements is not feasible. Loans will be classified Loss when it is neither practical nor desirable to defer writing off or reserving all or a portion of a basically worthless asset, even though partial recovery may be possible at some time in the future.

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ITEM 1 NOTES TO CONDENSED CONSOLIDATED UNAUDITED FINANCIAL STATEMENTS (Continued)

NOTE 4 LOANS (Continued)

The following table represents the risk category of loans by portfolio class, net of deferred fees and costs, based on the most recent analysis performed as of June 30, 2016 and December 31, 2015:

(In Thousands)					
	Agricultural Real Estate	Agricultural	Commercial Real Estate	Commercial and Industrial	Industrial Development Bonds
June 30, 2016					
1-2	\$ 4,826	\$ 6,846	\$ 1,424	\$ 696	\$
3	19,001	28,329	26,336	17,836	2,770
4	36,432	47,737	326,125	85,015	3,182
5	739	521	1,532	291	
6	355		1,736	478	
7			90	118	
8					
Total	\$ 61,353	\$ 83,433	\$ 357,243	\$ 104,434	\$ 5,952

	Agricultural Real Estate	Agricultural	Commercial Real Estate	Commercial and Industrial	Industrial Development Bonds
December 31, 2015					
1-2	\$ 5,841	\$ 12,025	\$ 597	\$ 261	\$
3	16,593	21,247	24,264	22,300	3,100
4	35,475	49,220	293,381	76,855	3,391
5	192	250	1,738	57	
6	362		1,828	543	
7		20	422	182	
8					
Total	\$ 58,463	\$ 82,762	\$ 322,230	\$ 100,198	\$ 6,491

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ITEM 1 NOTES TO CONDENSED CONSOLIDATED UNAUDITED FINANCIAL STATEMENTS (Continued)

NOTE 4 LOANS (Continued)

For consumer residential real estate, and other, the Company also evaluates credit quality based on the aging status of the loan, which was previously stated, and by payment activity. The following tables present the recorded investment in those classes based on payment activity and assigned risk grading as of June 30, 2016 and December 31, 2015.

	(In Thousands)	
	Consumer Real Estate June 30, 2016	Consumer Real Estate December 31, 2015
Grade		
Pass	\$ 87,977	\$ 87,292
Special Mention (5)	72	48
Substandard (6)	328	332
Doubtful (7)	414	275
Total	\$ 88,791	\$ 87,947

	(In Thousands)			
	Consumer - Credit		Consumer - Other	
	June 30, 2016	December 31, 2015	June 30, 2016	December 31, 2015
Performing	\$ 3,626	\$ 3,901	\$ 26,831	\$ 23,863
Nonperforming			28	23
Total	\$ 3,626	\$ 3,901	\$ 26,859	\$ 23,886

Information about impaired loans as of June 30, 2016, December 31, 2015 and June 30, 2015 are as follows:

	(In Thousands)		
	June 30, 2016	December 31, 2015	June 30, 2015
Impaired loans without a valuation allowance	\$ 997	\$ 1,257	\$ 3,239
Impaired loans with a valuation allowance	622	879	1,783
Total impaired loans	\$ 1,619	\$ 2,136	\$ 5,022

Valuation allowance related to impaired loans	\$ 217	\$ 330	\$ 475
Total non-accrual loans	\$ 1,528	\$ 2,041	\$ 3,063
Total loans past-due ninety days or more and still accruing	\$	\$	\$
Quarter ended average investment in impaired loans	\$ 1,899	\$ 2,207	\$ 3,435
Year to date average investment in impaired loans	\$ 1,995	\$ 2,509	\$ 2,451

No additional funds are committed to be advanced in connection with impaired loans.

Table of Contents**ITEM 1 NOTES TO CONDENSED CONSOLIDATED UNAUDITED FINANCIAL STATEMENTS (Continued)****NOTE 4 LOANS (Continued)**

The Bank had approximately \$656 thousand of its impaired loans classified as troubled debt restructured (TDR) as of June 30, 2016, \$1.1 million as of December 31, 2015 and \$1.3 million as of June 30, 2015. During the year-to-date 2016, one new loan was considered TDR. This loan is making interest-only payments.

The following table represents three and six months ended June 30, 2016.

Three Months

June 30, 2016 (in thousands)	Number of Contracts		Six Months June 30, 2016 (in thousands)	Number of	
	Modified	Post-Modification		Modified	Post-Modification
	Last 3 Months	Recorded		Last 6 Months	Recorded
Troubled Debt Restructurings	1	Investment	Troubled Debt Restructurings	1	Investment
Consumer Real Estate			Consumer Real Estate	1	\$ 138

The following table represents three and six months ended June 30, 2015.

Three Months

June 30, 2015 (in thousands)	Number of Contracts		Six Months June 30, 2015 (in thousands)	Number of	
	Modified	Post-Modification		Modified	Post-Modification
	Last 3 Months	Recorded		Last 6 Months	Recorded
Troubled Debt Restructurings	1	Investment	Troubled Debt Restructurings	1	Investment
Commercial Real Estate			Commercial Real Estate	1	\$ 528
Commercial and Industrial			Commercial and Industrial	1	25

For the three and six month period ended June 30, 2016 and 2015, there were no TDRs that subsequently defaulted after modification.

For the majority of the Bank's impaired loans, the Bank will apply the fair value of collateral or use a measurement incorporating the present value of expected future cash flows discounted at the loan's effective rate of interest. To determine fair value of collateral, collateral asset values securing an impaired loan are periodically evaluated. Maximum time of re-evaluation is every 12 months for chattels and titled vehicles and every two years for real estate. In this process, third party evaluations are obtained. Until such time that updated appraisals are received, the Bank may discount the collateral value used.

The Bank uses the following guidelines as stated in policy to determine when to realize a charge-off, whether a partial or full loan balance. A charge-off in whole or in part is realized when unsecured consumer loans, credit card credits and overdraft lines of credit reach 90 days delinquency. At 120 days delinquent, secured consumer loans are charged

down to the value of the collateral, if repossession of the collateral is assured and/or in the process of repossession. Consumer mortgage loan deficiencies are charged down upon the sale of the collateral or sooner upon the recognition of collateral deficiency. Commercial and agricultural credits are charged down at 120 days delinquency, unless an established and approved work-out plan is in place or litigation of the credit will likely result in recovery of the loan balance. Upon notification of bankruptcy, unsecured debt is charged off. Additional charge-off may be realized as further unsecured positions are recognized.

Table of Contents**ITEM 1 NOTES TO CONDENSED CONSOLIDATED UNAUDITED FINANCIAL STATEMENTS (Continued)****NOTE 4 LOANS (Continued)**

The following tables present loans individually evaluated for impairment by class of loans for three months ended June 30, 2016 and June 30, 2015.

(In Thousands)						
	Recorded Investment	Unpaid Principal Balance	Related Allowance	QTD Average Recorded Investment	QTD Interest Income Recognized	QTD Interest Income Recognized Cash Basis
Three Months Ended June 30, 2016						
With no related allowance recorded:						
Consumer Real Estate	\$ 40	\$ 40	\$	\$ 25	\$	\$
Agricultural Real Estate	162	162		162		
Agricultural						
Commercial Real Estate	346	346		346	6	6
Commercial and Industrial	449	449		450	6	
Consumer						
With a specific allowance recorded:						
Consumer Real Estate	414	414	61	478	7	6
Agricultural Real Estate						
Agricultural						
Commercial Real Estate	90	90	90	311		
Commercial and Industrial	118	118	66	127		
Consumer						
Totals:						
Consumer Real Estate	\$ 454	\$ 454	\$ 61	\$ 503	\$ 7	\$ 6
Agricultural Real Estate	\$ 162	\$ 162	\$	\$ 162	\$	\$
Agricultural	\$	\$	\$	\$	\$	\$
Commercial Real Estate	\$ 436	\$ 436	\$ 90	\$ 657	\$ 6	\$ 6
Commercial and Industrial	\$ 567	\$ 567	\$ 66	\$ 577	\$ 6	\$
Consumer	\$	\$	\$	\$	\$	\$

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ITEM 1 NOTES TO CONDENSED CONSOLIDATED UNAUDITED FINANCIAL STATEMENTS (Continued)

NOTE 4 LOANS (Continued)

(In Thousands)						
Three Months Ended June 30, 2015	Recorded Investment	Unpaid Principal Balance	Related Allowance	QTD Average Recorded Investment	QTD Interest Income Recognized	QTD Interest Income Recognized Cash Basis
With no related allowance recorded:						
Consumer Real Estate	\$ 557	\$ 557	\$	\$ 145	\$	\$
Agricultural Real Estate	222	222		74		
Agricultural						
Commercial Real Estate	1,460	1,546		634		9
Commercial and Industrial	1,000	1,364		798	13	
Consumer						
With a specific allowance recorded:						
Consumer Real Estate	121	121	39	120		1
Agricultural Real Estate						
Agricultural						
Commercial Real Estate	1,339	1,339	235	1,340	7	
Commercial and Industrial	323	323	201	324		
Consumer						
Totals:						
Consumer Real Estate	\$ 678	\$ 678	\$ 39	\$ 265	\$	\$ 1
Agricultural Real Estate	\$ 222	\$ 222	\$	\$ 74	\$	\$
Agricultural	\$	\$	\$	\$	\$	\$
Commercial Real Estate	\$ 2,799	\$ 2,885	\$ 235	\$ 1,974	\$ 7	\$ 9
Commercial and Industrial	\$ 1,323	\$ 1,687	\$ 201	\$ 1,122	\$ 13	\$
Consumer	\$	\$	\$	\$	\$	\$

Table of Contents**ITEM 1 NOTES TO CONDENSED CONSOLIDATED UNAUDITED FINANCIAL STATEMENTS (Continued)****NOTE 4 LOANS (Continued)**

The following tables present loans individually evaluated for impairment by class of loans for six months ended June 30, 2016 and June 30, 2015.

(In Thousands)						
	Recorded Investment	Unpaid Principal Balance	Related Allowance	YTD Average Recorded Investment	YTD Interest Income Recognized	YTD Interest Income Recognized Cash Basis
Six Months Ended June 30, 2016						
With no related allowance recorded:						
Consumer Real Estate	\$ 40	\$ 40	\$	\$ 91	\$	\$
Agricultural Real Estate	162	162		162	1	
Agricultural						
Commercial Real Estate	346	346		378	14	13
Commercial and Industrial	449	449		452	12	
Consumer						
With a specific allowance recorded:						
Consumer Real Estate	414	414	61	392	11	9
Agricultural Real Estate						
Agricultural						
Commercial Real Estate	90	90	90	366		
Commercial and Industrial	118	118	66	154		
Consumer						
Totals:						
Consumer Real Estate	\$ 454	\$ 454	\$ 61	\$ 483	\$ 11	\$ 9
Agricultural Real Estate	\$ 162	\$ 162	\$	\$ 162	\$ 1	\$
Agricultural	\$	\$	\$	\$	\$	\$
Commercial Real Estate	\$ 436	\$ 436	\$ 90	\$ 744	\$ 14	\$ 13
Commercial and Industrial	\$ 567	\$ 567	\$ 66	\$ 606	\$ 12	\$
Consumer	\$	\$	\$	\$	\$	\$

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ITEM 1 NOTES TO CONDENSED CONSOLIDATED UNAUDITED FINANCIAL STATEMENTS (Continued)

NOTE 4 LOANS (Continued)

(In Thousands)						
Six Months Ended June 30, 2015	Recorded Investment	Unpaid Principal 222	Related Allowance	YTD Average Recorded Investment	YTD Interest Income Recognized	YTD Interest Income Recognized Cash Basis
With no related allowance recorded:						
Consumer Real Estate	\$ 557	\$ 557	\$	\$ 159	\$	\$
Agricultural Real Estate	222	222		37		
Agricultural						
Commercial Real Estate	1,460	1,546		317		9
Commercial and Industrial	1,000	1,364		399	13	
Consumer						
With a specific allowance recorded:						
Consumer Real Estate	121	121	39	108		4
Agricultural Real Estate						
Agricultural						
Commercial Real Estate	1,339	1,339	235	1,096	8	
Commercial and Industrial	323	323	201	331		
Consumer				4		
Totals:						
Consumer Real Estate	\$ 678	\$ 678	\$ 39	\$ 267	\$	\$ 4
Agricultural Real Estate	\$ 222	\$ 222	\$	\$ 37	\$	\$
Agricultural	\$	\$	\$	\$	\$	\$
Commercial Real Estate	\$ 2,799	\$ 2,885	\$ 235	\$ 1,413	\$ 8	\$ 9
Commercial and Industrial	\$ 1,323	\$ 1,687	\$ 201	\$ 730	\$ 13	\$
Consumer	\$	\$	\$	\$ 4	\$	\$

Table of Contents**ITEM 1 NOTES TO CONDENSED CONSOLIDATED UNAUDITED FINANCIAL STATEMENTS (Continued)****NOTE 4 LOANS (Continued)**

As of June 30, 2016, the Company had \$673 thousand of foreclosed residential real estate property obtained by physical possession and \$512 thousand of consumer mortgage loans secured by residential real estate properties for which foreclosure proceedings are in process according to local jurisdictions. As of June 30, 2015, the Company had \$452 thousand of foreclosed residential real estate property obtained by physical possession and \$138 thousand of consumer mortgage loans secured by residential real estate properties for which foreclosure proceedings are in process according to local jurisdictions.

The Allowance for Loan and Lease Losses (ALLL) has a direct impact on the provision expense. An increase in the ALLL is funded through recoveries and provision expense. The following tables summarize the activities in the allowance for credit losses.

	(In Thousands)	
	Six Months Ended June 30, 2016	Twelve Months Ended December 31, 2015
Allowance for Loan & Lease Losses		
Balance at beginning of year	\$ 6,057	\$ 5,905
Provision for loan loss	616	625
Loans charged off	(258)	(1,030)
Recoveries	78	557
Allowance for Loan & Lease Losses	\$ 6,493	\$ 6,057
Allowance for Unfunded Loan Commitments & Letters of Credit	\$ 219	\$ 208
Total Allowance for Credit Losses	\$ 6,712	\$ 6,265

The Company segregates its ALLL into two reserves: The ALLL and the Allowance for Unfunded Loan Commitments and Letters of Credit (AULC). When combined, these reserves constitute the total Allowance for Credit Losses (ACL).

The AULC is reported within other liabilities on the balance sheet while the ALLL is netted within the loans, net asset line. The ACL presented above represents the full amount of reserves available to absorb possible credit losses.

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Table of Contents**ITEM 1 NOTES TO CONDENSED CONSOLIDATED UNAUDITED FINANCIAL STATEMENTS (Continued)****NOTE 4 LOANS (Continued)**

The following table breaks down the activity within ACL for each loan portfolio classification and shows the contribution provided by both the recoveries and the provision along with the reduction of the allowance caused by charge-offs.

Additional analysis, presented in thousands, related to the allowance for credit losses for three months ended June 30, 2016 and June 30, 2015 is as follows:

	Consumer Real Estate	Agricultural Real Estate	Agricultural Real Estate	Commercial Real Estate	Commercial and Industrial	Consumer Credit	Unfunded Loan Commitment & Letters of Unallocated	Total
Three Months Ended June 30, 2016								
ALLOWANCE FOR CREDIT LOSSES:								
Beginning balance	\$ 457	\$ 272	\$ 548	\$ 2,678	\$ 1,251	\$ 335	\$ 220	\$ 6,505
Charge Offs	(63)		(18)			(93)		(174)
Recoveries	19		1	3	3	17		43
Provision (Credit)		(43)	60	36	(39)	106	219	339
Other Non-interest expense related to unfunded							(1)	(1)
Ending Balance	\$ 413	\$ 229	\$ 591	\$ 2,717	\$ 1,215	\$ 365	\$ 219	\$ 6,712
Ending balance: individually evaluated for impairment	\$ 61	\$	\$	\$ 90	\$ 66	\$	\$	\$ 217
Ending balance: collectively evaluated for impairment	\$ 352	\$ 229	\$ 591	\$ 2,627	\$ 1,149	\$ 365	\$ 219	\$ 6,495
Ending balance: loans acquired with deteriorated credit	\$ 1							\$ 1

quality

**FINANCING
RECEIVABLES:**

Ending balance	\$ 88,791	\$ 61,353	\$ 83,433	\$ 357,243	\$ 110,386	\$ 30,485	\$	\$	\$ 731,691
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Ending balance:

individually

evaluated for

impairment

\$ 454	\$ 162	\$	\$ 436	\$ 567	\$	\$	\$	\$ 1,619
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Ending balance:

collectively

evaluated for

impairment

\$ 88,337	\$ 61,191	\$ 83,433	\$ 356,807	\$ 109,819	\$ 30,485	\$	\$	\$ 730,072
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Ending balance:

loans acquired with

deteriorated credit

quality

\$ 410	\$	\$	\$	\$	\$	\$	\$	\$ 410
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ITEM 1 NOTES TO CONDENSED CONSOLIDATED UNAUDITED FINANCIAL STATEMENTS (Continued)

NOTE 4 LOANS (Continued)

	Consumer Real Estate	Agricultural Real Estate	Agricultural	Commercial Real Estate	Commercial and Industrial	Consumer	Unfunded Loan Commitment & Letters of Credit	Unallocated	Total
Three Months Ended June 30, 2015									
ALLOWANCE FOR CREDIT LOSSES:									
Beginning balance	\$ 497	\$ 187	\$ 524	\$ 2,212	\$ 1,419	\$ 284	\$ 202	\$ 854	\$ 6,179
Charge Offs				(85)	(389)	(55)			(529)
Recoveries	25		2	201	17	51			296
Provision (Credit)	(213)	2	(7)	(42)	241	29		173	183
Other Non-interest expense related to unfunded							(1)		(1)
Ending Balance	\$ 309	\$ 189	\$ 519	\$ 2,286	\$ 1,288	\$ 309	\$ 201	\$ 1,027	\$ 6,128
Ending balance: individually evaluated for impairment	\$ 39	\$	\$	\$ 235	\$ 201	\$	\$	\$	\$ 475
Ending balance: collectively evaluated for impairment	\$ 270	\$ 189	\$ 519	\$ 2,051	\$ 1,087	\$ 309	\$ 201	\$ 1,027	\$ 5,653
Ending balance: loans acquired with deteriorated credit quality	\$ 1								\$ 1
FINANCING RECEIVABLES:									
Ending balance	\$ 86,641	\$ 52,614	\$ 74,352	\$ 279,002	\$ 102,822	\$ 25,160	\$	\$	\$ 620,591
Ending balance: individually	\$ 678	\$ 222	\$	\$ 2,799	\$ 1,323	\$	\$	\$	\$ 5,022

evaluated for
impairment

Ending balance:
collectively
evaluated for
impairment

\$ 85,963	\$ 52,392	\$ 74,352	\$ 276,203	\$ 101,499	\$ 25,160	\$	\$	\$ 615,569
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Ending balance:
loans acquired with
deteriorated credit
quality

\$ 517	\$	\$	\$	\$	\$	\$	\$	\$ 517
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Table of Contents**ITEM 1 NOTES TO CONDENSED CONSOLIDATED UNAUDITED FINANCIAL STATEMENTS (Continued)****NOTE 4 LOANS (Continued)**

Additional analysis, presented in thousands, related to the allowance for credit losses for six months ended June 30, 2016 and June 30, 2015 is as follows:

	Consumer Real Estate		Agricultural Real Estate		Commercial Real Estate		Commercial and Industrial		Consumer Credit		Unfunded Loan Commitment & Letters of Credit		Unallocated		Total			
Six Months Ended June 30, 2016																		
ALLOWANCE FOR CREDIT LOSSES:																		
Beginning balance	\$	338	\$	211	\$	582	\$	2,516	\$	1,229	\$	337	\$	208	\$	844	\$	6,265
Charge Offs		(64)				(18)		(3)		(20)		(153)						(258)
Recoveries		21				5		5		5		42						78
Provision (Credit)		117		18		22		199		2		139				119		616
Other Non-interest expense related to unfunded																11		11
Ending Balance	\$	412	\$	229	\$	591	\$	2,717	\$	1,216	\$	365	\$	219	\$	963	\$	6,712
Ending balance: individually evaluated for impairment																		
	\$	61	\$		\$		\$	90	\$	66	\$		\$		\$		\$	217
Ending balance: collectively evaluated for impairment																		
	\$	351	\$	229	\$	591	\$	2,627	\$	1,150	\$	365	\$	219	\$	963	\$	6,495
Ending balance: loans acquired with deteriorated credit quality																		
	\$	1															\$	1

FINANCING RECEIVABLES:

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Ending balance	\$ 88,791	\$ 61,353	\$ 83,433	\$ 357,243	\$ 110,386	\$ 30,485	\$	\$	\$ 731,691
Ending balance: individually evaluated for impairment	\$ 454	\$ 162	\$	\$ 436	\$ 567	\$	\$	\$	\$ 1,619
Ending balance: collectively evaluated for impairment	\$ 88,337	\$ 61,191	\$ 83,433	\$ 356,807	\$ 109,819	\$ 30,485	\$	\$	\$ 730,072
Ending balance: loans acquired with deteriorated credit quality	\$ 410	\$	\$	\$	\$	\$	\$	\$	\$ 410

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ITEM 1 NOTES TO CONDENSED CONSOLIDATED UNAUDITED FINANCIAL STATEMENTS (Continued)

NOTE 4 LOANS (Continued)

	Consumer Real Estate		Agricultural Real Estate		Commercial Real Estate		Commercial and Industrial		Unfunded Loan Commitment & Letters of Credit		Unallocated	Total						
Six Months Ended June 30, 2015																		
ALLOWANCE FOR CREDIT LOSSES:																		
Beginning balance	\$	537	\$	184	\$	547	\$	2,367	\$	1,421	\$	323	\$	207	\$	526	\$	6,112
Charge Offs							(85)	(390)	(146)									(621)
Recoveries		27				3	202	23	91									346
Provision (Credit)		(255)		5		(31)	(198)	234	41					501				297
Other Non-interest expense related to unfunded														(6)				(6)
Ending Balance	\$	309	\$	189	\$	519	\$	2,286	\$	1,288	\$	309	\$	201	\$	1,027	\$	6,128
Ending balance: individually evaluated for impairment	\$	39	\$		\$		\$	235	\$	201	\$		\$		\$		\$	475
Ending balance: collectively evaluated for impairment	\$	270	\$	189	\$	519	\$	2,051	\$	1,087	\$	309	\$	201	\$	1,027	\$	5,653
Ending balance: loans acquired with deteriorated credit quality	\$	1																1
FINANCING RECEIVABLES:																		
Ending balance	\$	86,641	\$	52,614	\$	74,352	\$	279,002	\$	102,822	\$	25,160	\$		\$		\$	620,591
	\$	678	\$	222	\$		\$	2,799	\$	1,323	\$		\$		\$		\$	5,022

Ending balance:
individually
evaluated for
impairment

Ending balance:
collectively
evaluated for
impairment

\$ 85,963	\$ 52,392	\$ 74,352	\$ 276,203	\$ 101,499	\$ 25,160	\$	\$	\$ 615,569
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Ending balance:
loans acquired with
deteriorated credit
quality

\$ 517	\$	\$	\$	\$	\$	\$	\$	\$ 517
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Table of Contents**ITEM 1 NOTES TO CONDENSED CONSOLIDATED UNAUDITED FINANCIAL STATEMENTS (Continued)****NOTE 5 EARNINGS PER SHARE**

Basic earnings per share are calculated using the two-class method. The two-class method is an earnings allocation formula under which earnings per share is calculated from common stock and participating securities according to dividends declared and participation rights in undistributed earnings. Under this method, all earnings distributed and undistributed, are allocated to participating securities and common shares based on their respective rights to receive dividends. Unvested share-based payment awards that contain non-forfeitable rights to dividends are considered participating securities (i.e. unvested restricted stock), not subject to performance based measures. Basic earnings per share is calculated by dividing net income available to common shareholders by the weighted average number of common shares outstanding. Application of the two-class method for participating securities results a more dilutive basic earnings per share as the participating securities are allocated the same amount of income as if they are outstanding for purposes of basic earnings per share. There is no additional potential dilution in calculating diluted earnings per share, therefore basic and diluted earnings per share are the same amounts. Other than the restricted stock plan, the Company has no other stock based compensation plans.

	In Thousands			
	Three Months Ended June 30, 2016	June 30, 2015	Year to Date Ended June 30, 2016	June 30, 2015
Earnings per share				
Net income	\$ 2,974	\$ 2,597	\$ 5,455	\$ 4,948
Less: distributed earnings allocated to participating securities	(9)	(7)	(17)	(14)
Less: undistributed earnings allocated to participating securities	(15)	(11)	(28)	(21)
Net earnings available to common shareholders	\$ 2,950	\$ 2,579	\$ 5,410	\$ 4,913
Weighted average common shares outstanding including participating securities	4,605,534	4,608,453	4,607,380	4,615,846
Less: average unvested restricted shares	(37,905)	(32,815)	(38,287)	(32,869)
Weighted average common shares outstanding	4,567,629	4,575,638	4,569,093	4,582,977
Basic earnings and diluted per share	\$ 0.65	\$ 0.56	\$ 1.18	\$ 1.07

NOTE 6 FAIR VALUE OF INSTRUMENTS
FAIR VALUE OF FINANCIAL INSTRUMENTS

Fair values of financial instruments are management's estimate of the values at which the instruments could be exchanged in a transaction between willing parties. These estimates are subjective and may vary significantly from amounts that would be realized in actual transactions. In addition, other significant assets are not considered financial assets including deferred tax assets, premises, equipment and intangibles. Further, the tax ramifications related to the realization of the unrealized gains and losses can have a significant effect on the fair value estimates and have not been considered in any of the estimates.

The following assumptions and methods were used in estimating the fair value for financial instruments.

Cash and Cash Equivalents

The carrying amounts reported in the balance sheet for cash, cash equivalents and federal funds sold approximate their fair values. Also included in this line item are the carrying amounts of interest-bearing deposits maturing within ninety days which approximate their fair values. Fair values of other interest-bearing deposits are estimated using discounted cash flow analyses based on current rates for similar types of deposits.

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ITEM 1 NOTES TO CONDENSED CONSOLIDATED UNAUDITED FINANCIAL STATEMENTS (Continued)

NOTE 6 FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

Interest Bearing Time Deposits

Fair values for fixed-rate certificates of deposit are estimated using a discounted cash flow analysis that applies interest rates currently being offered on certificates to a schedule of aggregated expected monthly maturities on time deposits.

Securities Available-for-sale

Fair values for securities, excluding Federal Home Loan Bank and Farmer Mac stock, are based on quoted market price, where available. If quoted market prices are not available, fair values are based on quoted market prices of comparable instruments.

Other Securities

The carrying value of Federal Home Loan Bank and Farmer Mac stock, listed as other securities, approximates fair value based on the redemption provisions of the Federal Home Loan Bank.

Loans, net

For those variable-rate loans that re-price frequently, and with no significant change in credit risk, fair values are based on carrying values. The fair values of the fixed rate and all other loans are estimated using discounted cash flow analysis, using interest rates currently being offered for loans with similar terms to borrowers with similar credit quality.

Deposits

The fair values disclosed for deposits with no defined maturities are equal to their carrying amounts, which represent the amount payable on demand. The carrying amounts for variable-rate, fixed term money market accounts and certificates of deposit approximate their fair value at the reporting date. Fair value for fixed-rate certificates of deposit are estimated using a discounted cash flow analysis that applies interest rates currently being offered on certificates to a schedule of aggregated expected monthly maturities on time deposits.

Federal Funds Purchased and Securities Sold Under Agreements to Repurchase

The carrying value of federal funds purchased and securities sold under agreements to repurchase approximates fair values.

Accrued Interest Receivable and Payable

The carrying amounts of accrued interest approximate their fair values.

Off Balance Sheet Financial Instruments

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Fair values for off-balance sheet, credit related financial instruments are based on fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the counter-parties' credit standing.

FHLB Advances

Fair values of FHLB advances are estimated using discounted cash flow analysis based on the Company's current incremental borrowing rates for similar types of borrowing arrangements.

Table of Contents**ITEM 1 NOTES TO CONDENSED CONSOLIDATED UNAUDITED FINANCIAL STATEMENTS (Continued)****NOTE 6 FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)**

The estimated fair values, and related carrying or notional amounts, for on and off-balance sheet financial instruments as of June 30, 2016 and December 31, 2015 are reflected below.

			(In Thousands) June 30, 2016		
	Carrying Amount	Fair Value	Level 1	Level 2	Level 3
Financial Assets:					
Cash and Cash Equivalents	\$ 23,379	\$ 23,379	\$ 23,379	\$	\$
Interest-bearing time deposits	1,960	1,960		1,960	
Securities - available-for-sale	217,063	217,063	26,124	189,433	1,506
Other Securities	3,717	3,717			3,717
Loans, net	725,198	728,789			728,789
Interest receivable	3,785	3,785			3,785
Financial Liabilities:					
Interest bearing Deposits	\$ 441,470	\$ 441,470	\$	\$	\$ 441,470
Non-interest bearing Deposits	170,126	170,126		170,126	
Time Deposits	191,250	191,415			191,415
Total Deposits	\$ 802,846	\$ 803,011	\$	\$ 170,126	\$ 632,885
Fed Funds purchased and Securities sold under agreements to repurchase					
	\$ 75,942	\$ 75,942	\$	\$	\$ 75,942
Federal Home Loan Bank advances	10,000	10,041			10,041
Interest payable	229	229			229

Table of Contents**ITEM 1 NOTES TO CONDENSED CONSOLIDATED UNAUDITED FINANCIAL STATEMENTS (Continued)****NOTE 6 FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)**

(In Thousands) December 31, 2015					
	Carrying Amount	Fair Value	Level 1	Level 2	Level 3
Financial Assets:					
Cash and Cash Equivalents	\$ 22,018	\$ 22,018	\$ 22,018	\$	\$
Securities - available-for-sale	235,115	235,115	38,505	189,258	7,352
Other Securities	3,717	3,717			3,717
Loans, net	679,821	683,332			683,332
Interest receivable	3,589	3,589			3,589
Financial Liabilities:					
Interest bearing Deposits	\$ 415,942	\$ 415,942	\$	\$	\$ 415,942
Non-interest bearing Deposits	171,112	171,112		171,112	
Time Deposits	184,285	184,308			184,308
Total Deposits	\$ 771,339	\$ 771,362	\$	\$ 171,112	\$ 600,250
Federal Funds Purchased and Securities Sold Under					
Agreement to Repurchase	\$ 78,815	\$ 78,815	\$	\$	\$ 78,815
Federal Home Loan Bank advances	10,000	9,986			9,986
Interest payable	185	185			185
Fair Value Measurements					

In general, fair values determined by Level 1 inputs use quoted prices in active markets for identical assets or liabilities in active markets that the Company has the ability to access.

Available-for-sale securities, when quoted prices are available in an active market, securities are valued using the quoted price and are classified as Level 1.

Fair values determined by Level 2 inputs use other inputs that are observable, either directly or indirectly. These Level 2 inputs include quoted prices for similar assets and liabilities in active markets, and other inputs such as interest rates and yield curves that are observable at commonly quoted intervals.

Available-for-sale securities classified as Level 2 are valued using the prices obtained from an independent pricing service. The prices are not adjusted. Securities of obligations of state and political subdivisions are valued using a type of matrix, or grid, pricing in which securities are benchmarked against the treasury rate based on credit rating. Substantially all assumptions used by the independent pricing service are observable in the marketplace, can be derived from observable data, or are supported by observable levels at which transactions are executed in the marketplace.

Level 3 inputs are unobservable inputs, including inputs that are available in situations where there is little, if any, market activity for the related asset or liability. The Bank holds some local municipals that the Bank evaluates based on the credit strength of the underlying project. The fair value is determined by valuing similar credit payment streams at similar rates.

In instances where inputs used to measure fair value fall into different levels in the above fair value hierarchy, fair value measurements in their entirety are categorized based on the lowest level input that is significant to the valuation. The Company's assessment of the significance of particular inputs to these fair value measurements requires judgment and considers factors specific to each asset.

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ITEM 1 NOTES TO CONDENSED CONSOLIDATED UNAUDITED FINANCIAL STATEMENTS (Continued)

NOTE 6 FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)

The following summarizes financial assets measured at fair value on a recurring basis as of June 30, 2016 and December 31, 2015, segregated by level or the valuation inputs within the fair value hierarchy utilized to measure fair value:

Assets and Liabilities Measured at Fair Value on a Recurring Basis (In Thousands)			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Observable Inputs (Level 3)
June 30, 2016			
Assets - (Securities Available-for-Sale)			
U.S. Treasury	\$ 26,124	\$	\$
U.S. Government agencies		93,493	
Mortgage-backed securities		32,711	
State and local governments		63,229	1,506
Total Securities Available-for-Sale	\$ 26,124	\$ 189,433	\$ 1,506
December 31, 2015			
Assets - (Securities Available-for-Sale)			
U.S. Treasury	\$ 38,505	\$	\$
U.S. Government agencies		98,220	
Mortgage-backed securities		26,324	
State and local governments		64,714	7,352
Total Securities Available-for-Sale	\$ 38,505	\$ 189,258	\$ 7,352

Table of Contents**ITEM 1 NOTES TO CONDENSED CONSOLIDATED UNAUDITED FINANCIAL STATEMENTS (Continued)****NOTE 6 FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)**

The following table represents the changes in the Level 3 fair-value category of which unobservable inputs are relied upon as of June 30, 2016 and June 30, 2015.

	(In Thousands)		
	Fair Value Measurements Using Significant Unobservable Inputs (Level 3)		
	State and Local Governments Tax-Exempt	State and Local Governments Taxable	State and Local Governments Total
Balance at January 1, 2016	\$ 5,904	\$ 1,448	\$ 7,352
Change in Market Value		58	58
Payments & Maturities	(5,904)		(5,904)
Balance at June 30, 2016	\$	\$ 1,506	\$ 1,506

	(In Thousands)		
	Fair Value Measurements Using Significant Unobservable Inputs (Level 3)		
	State and Local Governments Tax-Exempt	State and Local Governments Taxable	State and Local Governments Total
Balance at January 1, 2015	\$ 6,638	\$ 1,293	\$ 7,931
Change in Market Value	(6)	90	84
Payments & Maturities	(200)		(200)
Balance at June 30, 2015	\$ 6,432	\$ 1,383	\$ 7,815

Most of the Company's available-for-sale securities, including any bonds issued by local municipalities, have CUSIP numbers or have similar characteristics of those in the municipal markets, making them marketable and comparable as Level 2.

The Company also has assets that, under certain conditions, are subject to measurement at fair value on a non-recurring basis. At June 30, 2016 and December 31, 2015, such assets consist primarily of collateral dependent impaired loans. Collateral dependent impaired loans categorized as Level 3 assets consist of non-homogeneous loans that are considered impaired. The Company estimates the fair value of the loans based on the present value of expected future cash flows using management's best estimate of key assumptions. These assumptions include future payment ability, timing of payment streams, and estimated realizable values of available collateral (typically based on

outside appraisals.)

Table of Contents**ITEM 1 NOTES TO CONDENSED CONSOLIDATED UNAUDITED FINANCIAL STATEMENTS (Continued)****NOTE 6 FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)**

At June 30, 2016 and December 31, 2015, fair value of collateral dependent impaired loans categorized as Level 3 were \$0.4 and \$0.5 million, respectively. The specific allocation for impaired loans was \$217 and \$330 thousand as of June 30, 2016 and December 31, 2015, respectively, which are accounted for in the allowance for loan losses (see Note 4).

Other real estate is reported at either the lower of the fair value of the real estate minus the estimated costs to sell the asset or the cost of the asset. The determination of fair value of the real estate relies primarily on appraisals from third parties. If the fair value of the real estate, minus the estimated costs to sell the asset, is less than the asset's cost, the deficiency is recognized as a valuation allowance against the asset through a charge to expense. The valuation allowance is therefore increased or decreased, through charges or credits to expense, for changes in the asset's fair value or estimated selling costs.

The following table presents quantitative information about unobservable inputs used in recurring and nonrecurring Level 3 fair value measurements:

	Fair Value at June 30, 2016 (In Thousands)	Valuation Technique	Unobservable Inputs	Range (Weighted Average)
State and local government	\$ 1,506	Discounted cash flow	Credit strength of underlying project or entity / Discount rate	0-5%
Collateral dependent Impaired loans	\$ 405	Collateral based measurements	Discount to reflect current market conditions and ultimate collectability	0-50%
	Fair Value at December 31, 2015 (In Thousands)	Valuation Technique	Unobservable Inputs	Range (Weighted Average)
State and local government	\$ 7,352	Discounted cash flow	Credit strength of underlying project or entity / Discount rate	0-5%
Collateral dependent Impaired loans	\$ 549	Collateral based measurements	Discount to reflect current market	0-50%

conditions and
ultimate
collectability

Other real estate owned - commercial	\$	216	Appraisals	Discount to reflect current market	0-20%
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Table of Contents**ITEM 1 NOTES TO CONDENSED CONSOLIDATED UNAUDITED FINANCIAL STATEMENTS (Continued)****NOTE 6 FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)**

The following table presents impaired loans and other real estate owned as recorded at fair value on June 30, 2016 and December 31, 2015:

(In Thousands)	Assets Measured at Fair Value on a Nonrecurring Basis at June 30, 2016			
	Quoted Prices in Active Markets for			
	Balance at	Identical	Significant	Significant
	June 30, 2016	Assets (Level	Observable Inputs	Unobservable Inputs
		1)	(Level 2)	(Level 3)
Collateral dependent impaired loans	\$ 405	\$	\$	\$ 405

(In Thousands)	Assets Measured at Fair Value on a Nonrecurring Basis at December 31, 2015			
	Quoted Prices in Active Markets for			
	Balance at	Identical	Significant	Significant
	December 31, 2015	Assets (Level	Observable Inputs	Unobservable Inputs
		1)	(Level 2)	(Level 3)
Collateral dependent impaired loans	\$ 549	\$	\$	\$ 549
Other real estate owned - commercial	\$ 216	\$	\$	\$ 216

The Company also has other assets, which under certain conditions, are subject to measurement at fair value. These assets include loans held for sale, bank owned life insurance, and mortgage servicing rights. The Company estimated the fair values of these assets utilizing Level 3 inputs, including, the discounted present value of expected future cash flows. At June 30, 2016 and December 31, 2015, the Company estimates that there is no impairment of these assets.

Table of Contents**ITEM 1 NOTES TO CONDENSED CONSOLIDATED UNAUDITED FINANCIAL STATEMENTS (Continued)****NOTE 7 FEDERAL FUNDS PURCHASED AND SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE**

The Company had \$19 million and \$22 million in Federal Funds Purchased as of June 30, 2016, and December 31, 2015, respectively. During the same time periods the company also had \$57 million and \$57 million in securities sold under agreement to repurchase.

	June 30, 2016				
	Remaining Contratual Maturity of the Agreements (In Thousands)				
	Overnight & Continuous	Up to 30 days	30-90 days	Greater Than 90 days	Total
Federal funds purchased	\$ 18,592	\$	\$	\$	\$ 18,592
Repurchase Agreements; US Treasury & agency securities	\$ 37,041	\$	\$	20,309	\$ 57,350
	\$ 55,633	\$	\$	20,309	\$ 75,942

	December 31, 2015				
	Remaining Contratual Maturity of the Agreements (In Thousands)				
	Overnight & Continuous	Up to 30 days	30-90 days	Greater Than 90 days	Total
Federal funds purchased	\$ 22,000	\$	\$	\$	\$ 22,000
Repurchase Agreements; US Treasury & agency securities	\$ 39,691	\$	\$	17,124	\$ 56,815
	\$ 61,691	\$	\$	17,124	\$ 78,815

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

Loan growth continued to drive improvement in the net interest income of the Company. It also translated into an improved bottom line even with the increased provision for loan losses expense. All major lines of loan business reported growth. Consumer loans also experienced strong growth through the first half of 2016. Automobile loans lead the improvement as area dealers also reported increased levels of sales. One-to four family residential mortgage loan activity increased as long term interest rates remain at low levels. Regulatory requirements have lengthened the time for a loan to close from when the application is taken.

The agricultural market is facing a tougher environment this season with lower commodity prices and higher input prices. Many farmers are working with decreasing working capital which is both beneficial and slightly worrisome for the Bank. However, it is important to note, that the Bank's observation is that while working capital is decreasing, most farms are still operating with sufficient working capital. Tighter profit margins are impacting used equipment valuations, purchases and sales. Land prices have decreased slightly with the greater fluctuations in the lower quality land.

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

OVERVIEW (Continued)

Unemployment rates continue to improve throughout the Company's market area. Manufacturing activity remains similar to last year. Low gas prices continue to help the local economies. Competition remains challenging in the commercial market, especially for the well performing larger balance customers.

Loan growth drove the improvement in net interest income as compared to last year and was the driving factor for the increased loan loss provision. Noninterest income also strengthened and net income after taxes ended the first half 2016 10.25% above first half 2015. The 8.9% increase in net interest income after provision for loan losses, and a 5.7% increase in noninterest income, partially offset by a 5.4% increase in noninterest expense, resulted in a 10.3% increase in earnings per share for the 2016 half as compared to 2015's first half.

NATURE OF ACTIVITIES

Farmers & Merchants Bancorp, Inc. (Company) is a financial holding company incorporated under the laws of Ohio in 1985. Our subsidiaries are, The Farmers & Merchants State Bank (Bank), a community bank operating in Northwest Ohio since 1897 and Farmers & Merchants Risk Management, Inc., a captive insurance company formed in December 2014 and is located in Nevada. We report our financial condition and net income on a consolidated basis and we have only one segment.

Our executive offices are located at 307 North Defiance Street, Archbold, Ohio 43502, and our telephone number is (419) 446-2501.

The Bank opened an additional office during April of 2016 in Fort Wayne, Indiana. The office is located within the corporation limits of Huntertown, with a Fort Wayne address. The Bank has continued its expansion strategy and the new office is expected to provide new growth opportunities. The doors officially opened on April 7th.

The Bank is currently preparing to open its twenty-fourth location in Bowling Green, Ohio. The office is expected to open during the third quarter. It will be the second leased office and is being renovated to meet the Bank's needs.

The Farmers & Merchants State Bank engages in general commercial banking and savings business including commercial, agricultural and residential mortgage, consumer and credit card lending activities. The largest segment of the lending business relates to commercial, both real estate and non-real estate. The type of commercial business ranges from small business to multi-million dollar companies. The loans are a reflection of business located within the Bank's market area. Because the Bank's offices are located in Northwest Ohio and Northeast Indiana, a substantial amount of the loan portfolio is comprised of loans made to customers in the farming industry for such items as farm land, farm equipment, livestock and operating loans for seed, fertilizer, and feed. Other types of lending activities include loans for home improvements, and loans for the purchase of autos, trucks, recreational vehicles, motorcycles, and other consumer goods.

The Bank also provides checking account services, as well as savings and time deposit services such as certificates of deposits. In addition, Automated Teller Machines (ATMs) are provided at most branch locations along with other

independent locations such as major employers and hospitals in the market area. The Bank has custodial services for Individual Retirement Accounts (IRAs) and Health Savings Accounts (HSAs) . The Bank provides on-line banking access for consumer and business customers. For consumers, this includes bill-pay, on-line statement opportunities and mobile banking. For business customers, it provides the option of electronic transaction origination such as wire and Automated Clearing House (ACH) file transmittal. In addition, the Bank offers remote deposit capture or electronic deposit processing and merchant credit card services. Mobile banking was added in 2012 and has been widely accepted and used by consumers. Over the past couple of years, the Bank has updated its consumer offerings with Secure and Pure checking in 2014 and with KASASA Cash Bank in 2015. Upgrades to our digital products and services continue to occur in both retail and business lines.

The Bank has established underwriting policies and procedures which facilitate operating in a safe and sound manner in accordance with supervisory and regulatory guidance. Within this sphere of safety and soundness, the Bank's practice has been to not promote innovative, unproven credit products which may not be in the best interest of the Bank or its customers. The Bank does offer a hybrid mortgage loan. Hybrid loans are loans that start out as a fixed rate mortgage but after a set number of years automatically adjust to an adjustable rate mortgage. The Bank offers a three year fixed

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

NATURE OF ACTIVITIES (Continued)

rate mortgage after which the interest rate will adjust annually. The majority of the Bank's adjustable rate mortgages are of this type. In order to offer longer term fixed rate mortgages, the Bank does participate in the Freddie Mac, Farmer Mac and Small Business Lending programs. The Bank also normally retains the servicing rights on these partially or 100% sold loans. In order for the customer to participate in these programs they must meet the requirements established by those agencies. In addition, the Bank does sell some of its longer term fixed rate agricultural mortgages into the secondary market with the aid of a broker.

The Bank does not have a program to fund sub-prime loans. Sub-prime loans are characterized as a lending program or strategy that targets borrowers who pose a significantly higher risk of default than traditional retail banking customers.

All loan requests are reviewed as to credit worthiness and are subject to the Bank's underwriting guidelines as to secured versus unsecured credit. Secured loans are in turn subject to loan to value (LTV) requirements based on collateral types as set forth in the Bank's Loan Policy. In addition, credit scores of principal borrowers are reviewed and an approved exception from an additional officer is required should a credit score not meet the Bank's Loan Policy guidelines.

Consumer Loans:

Maximum loan to value (LTV) for cars, trucks and light trucks vary from 90% to 110% depending on whether direct or indirect.

Loans above 100% are generally due to additional charges for extended warranties and/or insurance coverage periods for wage or death.

Boats, campers, motorcycles, RV's and Motor Coaches range from 80%-90% based on age of vehicle.

1st or 2nd mortgages on 1-4 family homes range from 75%-90% with in-house first real estate mortgages requiring private mortgage insurance on those exceeding 80% LTV

The Bank will only make Qualified Mortgages as defined by the Truth in Lending Act and Regulation Z.

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Raw land LTV maximum ranges from 65%-75% depending on whether or not the property has been improved.

Commercial/Agriculture/Real Estate:

Maximum LTVs range from 70%-80% depending on type.

Accounts Receivable: Up to 80% LTV.

Inventory:

Agriculture:

Livestock and grain up to 80% LTV, crops (insured) up to 75% and Warehouse Receipts up to 87%.

Commercial:

Maximum LTV of 50% on raw and finished goods.

Floor plan.

New/used vehicles to 100% of wholesale.

New/Used recreational vehicles and manufactured homes to 80% of wholesale.

Equipment:

New not to exceed 80% of invoice, used NTE 50% of listed book or 75% of appraised value.

Restaurant equipment up to 35% of market value.

Heavy trucks, tilted trailers up to NTE 75% LTV and aircraft up to 75% of appraised value.

F&M Investment Services, the brokerage department of the Bank, opened for business in April, 1999. Securities are offered through Raymond James Financial Services, Inc.

In December of 2014, the Company became a financial holding company within the meaning of the Bank Holding Company Act of 1956 as amended (the "Act"), in order to provide the flexibility to take advantage of the expanded powers available to a financial holding company under the Act. Our subsidiary bank is in turn regulated and examined by the Ohio Division of Financial Institutions and the Federal Deposit Insurance Corporation. The activities of our bank subsidiary are also subject to other federal and state laws and regulations. The Company also formed a captive insurance company (the "captive") in December 2014 which is located in Nevada and regulated by the State of Nevada.

Division of Insurance. To enable the formation of the captive, the Company's status was changed to a financial holding company from a bank holding company.

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

NATURE OF ACTIVITIES (Continued)

The Bank's primary market includes communities located in the Ohio counties of Defiance, Fulton, Henry, Lucas, Williams, Wood and in the Indiana counties of DeKalb and Steuben. In the first half of 2016 the Bank added the Indiana county of Allen to its service area with the opening of its newly constructed office in Fort Wayne. The commercial banking business in this market is highly competitive, with approximately 17 other depository institutions currently doing business in the Bank's primary market. In our banking activities, we compete directly with other commercial banks, credit unions, farm credit services, and savings and loan institutions in each of our operating localities. In a number of our locations, we compete against entities which are much larger than us. The primary factors in competing for loans and deposits are the rates charged as well as location and quality of the services provided.

At June 30, 2016, we had 269 full time equivalent employees. The employees are not represented by a collective bargaining unit. We provide our employees with a comprehensive benefit program, some of which are contributory. We consider our employee relations to be good.

REGULATORY DEVELOPMENTS

The Bank has been attentive to the significant final mortgage rules, revisions to the rules, and additional guidance issued by the Consumer Financial Protection Bureau (CFPB) to implement the Dodd-Frank Wall Street Reform and Consumer Protection Act provisions. Effective in January 2014, these rules have altered the landscape for the entire mortgage lending industry. The Bank continues to test, train, validate results, and review the applicable requirements of these new mortgage rules to enhance knowledge and understanding. The TILA-RESPA Integrated Disclosure (TRID) rules which were originally to be effective on August 1, 2015 were subsequently postponed until October 3, 2015. Bank staff worked closely with the Mortgage Loan Origination software vendor and diligently strived to achieve TRID compliance as of the October 2015 effective date. The vendor has been attentive to the key regulatory requirements and receptive to its individual clients' needs. Further changes and enhancements to the loan origination software have served to better accommodate documentation needs and compliance strategies. Bank staff has continued outreach efforts with real estate agents, attorneys, and closing agents to further cultivate collaboration and attain TRID compliance, and thus minimize the impact of these regulatory changes on home loan borrowers. Due to the complexities of the new TRID rules, the lack of clarity or guidance involving various provisions, and the lingering uncertainties regarding liability, remaining attentive to industry questions and concerns to ensure full compliance remains an ongoing priority. The Bank has committed to make good faith efforts in compliance with the technical requirements of the TRID rules. The industry currently awaits an upcoming Proposed Rule announced in April 2016 by the CFPB which is intended to resolve places in the regulation text and commentary where it believes adjustments would be useful for greater certainty and clarity.

The Company has implemented Basel III capital rules which began to be phased in for the Company on January 1, 2015. These rules may impact the ability of some financial institutions to pay dividends, though the Company believes itself to be able to maintain its strong capital position and not be limited in that regard.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The Company's consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States of America, and the Company follows general practices within the financial services industry in which it operates. At times the application of these principles requires management to make assumptions, estimates and judgments that affect the amounts reported in the financial statements and accompanying notes.

These assumptions, estimates and judgments are based on information available as of the date of the financial statements. As this information changes, the financial statements could reflect different assumptions, estimates and judgments. Certain policies inherently have a greater reliance on assumptions, estimates and judgments and as such have a greater possibility of producing results that could be materially different than originally reported. Examples of critical assumptions, estimates and judgments are when assets and liabilities are required to be recorded at fair value, when a decline in the value of an asset not required to be recorded at fair value warrants an impairment write-down or valuation reserve to be established, or when an asset or liability must be recorded contingent upon a future event. These policies, along with the disclosures presented in the notes to the condensed consolidated financial statements and in the management discussion and analysis of the financial condition and results of operations, provide information on

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

CRITICAL ACCOUNTING POLICIES AND ESTIMATES (Continued)

how significant assets and liabilities are valued and how those values are determined for the financial statements. Based on the valuation techniques used and the sensitivity of financial statement amounts to assumptions, estimates, and judgments underlying those amounts, management has identified the determination of the ALLL, the valuation of its Mortgage Servicing Rights and the valuation of real estate acquired through or in lieu of, loan foreclosures (OREO Property) as the accounting areas that require the most subjective or complex judgments, and as such could be the most subject to revision as new information becomes available.

OREO Property held for sale and is initially recorded at fair value at the date of foreclosure. Subsequent to foreclosure, valuations are periodically performed by management and the assets are carried at the lower of carrying amount or fair value less cost to sell.

Foreclosed real estate for sale is carried at the lower of fair value minus estimated costs to sell, or cost. Costs of holding foreclosed real estate are charged to expense in the current period, except for significant property improvements, which are capitalized. Valuations are periodically performed by management and a write-down is recorded by a charge to non-interest expense if the carrying value exceeds the fair value minus estimated costs to sell. Foreclosed real estate is classified as OREO Property. The net income from operations of foreclosed real estate held for sale is reported in non-interest income or non-interest expense determined by whether in a gain or loss position overall. At June 30, 2016, holdings were \$1.3 million and were \$1.2 million as of December 31, 2015 and \$1.1 million as of June 30, 2015.

The ALLL and ACL represents management's estimate of probable credit losses inherent in the Bank's loan portfolio, unfunded loan commitments, and letters of credit at the report date. The ALLL methodology is regularly reviewed for its appropriateness and is approved annually by the Board of Directors. This written methodology is consistent with Generally Accepted Accounting Principles which provides for a consistently applied analysis.

The Bank's methodology provides an estimate of the probable credit losses either by calculating a specific loss per credit or by applying a composite of historical factors over a relevant period of time with current internal and external factors which may affect credit collectability. Such factors which may influence estimated losses are the conditions of the local and national economy, local unemployment trends, and abilities of lending staff, valuation trends of fixed assets, and trends in credit delinquency, classified credits, and credit losses.

Inherent in most estimates is imprecision. The Bank's ALLL provides a margin for imprecision with an unallocated portion. Bank regulatory agencies and external auditors periodically review the Bank's methodology and adequacy of the ALLL. Any required changes in the ALLL or loan charge-offs by these agencies or auditors may have a material effect on the ALLL.

The Company is required to estimate the value of its Mortgage Servicing Rights. The Company recognizes as separate assets rights to service fixed rate single-family mortgage loans that it has sold without recourse but services for others for a fee. Mortgage servicing assets are initially recorded at cost, based upon pricing multiples as determined by the purchaser, when the loans are sold. Mortgage servicing assets are carried at the lower of the initial carrying value,

adjusted for amortization, or estimated fair value. Amortization is determined in proportion to and over the period of estimated net servicing income using the level yield method. For purposes of determining impairment, the mortgage servicing assets are stratified into like groups based on loan type, term, new versus seasoned and interest rate. The valuation is completed by an independent third party.

The expected and actual rates of mortgage loan prepayments are the most significant factors driving the potential for the impairment of the value of mortgage servicing assets. Increases in mortgage loan prepayments reduce estimated future net servicing cash flows because the life of the underlying loan is reduced.

The Company's mortgage servicing rights relating to loans serviced for others represent an asset of the company. This asset is initially capitalized and included in other assets on the Company's consolidated balance sheet. The mortgage servicing rights are then amortized against noninterest income in proportion to, and over the period of the estimated future net servicing income of the underlying mortgage servicing rights. The amortization thereof is recorded in non-interest expense. There are a number of factors, however, that can affect the ultimate value of the mortgage servicing rights to the Company, including the estimated prepayment speed of the loan and the discount rate used to present value the servicing right. For example, if the mortgage loan is prepaid, the Company will receive fewer servicing fees,

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

CRITICAL ACCOUNTING POLICIES AND ESTIMATES (Continued)

meaning that the present value of the mortgage servicing rights is less than the carrying value of those rights on the Company's balance sheet. Therefore, in an attempt to reflect an accurate expected value to the Company of the mortgage servicing rights, the Company receives a valuation of its mortgage servicing rights from an independent third party. The independent third party's valuation of the mortgage servicing rights is based on relevant characteristics of the Company's loan servicing portfolio, such as loan terms, interest rates and recent national prepayment experience, as well as current national market interest rate levels, market forecasts and other economic conditions. Management, with the advice from its third party valuation firm, reviewed the assumptions related to prepayment speeds, discount rates, and capitalized mortgage servicing income on a quarterly basis. Changes are reflected in the following quarter's analysis related to the mortgage servicing asset. In addition, based upon the independent third party's valuation of the Company's mortgage servicing rights, management then establishes a valuation allowance by each strata, if necessary, to quantify the likely impairment of the value of the mortgage servicing rights to the Company. The estimates of prepayment speeds and discount rates are inherently uncertain, and different estimates could have a material impact on the Company's net income and results of operations. The valuation allowance is evaluated and adjusted quarterly by management to reflect changes in the fair value of the underlying mortgage servicing rights based on market conditions. The accuracy of these estimates and assumptions by management and its third party valuation specialist can be directly tied back to the fact that management has only been required to record minor valuation allowances through its income statement over time based upon the valuation of each stratum of servicing rights. For more information regarding the estimates and calculations used to establish the ALLL and the value of Mortgage Servicing Rights, please see Note 1 to the consolidated financial statements provided herewith.

MATERIAL CHANGES IN FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES

The Company ended March 31, 2016 with its total asset balance over a billion dollars. It represented a new record high in the Company's 119 year history. The Bank did not reach a billion dollars in total assets until the quarter ending, June 30, 2016. The Company plans to continue in its growth mode with the addition of the Bank's 23rd office which opened April 7, 2016 in Indiana, making it the fourth office in the state. The Bank will also add its 24th office in the third quarter with a leased office in Bowling Green, Ohio.

Liquidity in terms of cash and cash equivalents ended almost \$1.4 million higher as of June 30, 2016 than it was at yearend December 31, 2015. Decreased securities along with increased deposits funded the \$45.4 million increase in net loans for the first half of 2016. Loan growth occurred in commercial real estate, commercial and industrial, agricultural real estate and agricultural, consumer real estate and consumer portfolios. The only portfolio with a decrease was industrial development bonds (IDB), which decreased just \$539 thousand in aggregate.

In comparing to the same period, prior year, the June 30, 2016 record loan balances of \$731.7 million increased 17.9% compared to \$620.6 million. The year over year improvement was made up of a 28.0% increase in commercial real estate loans, a 16.6% increase in agricultural real estate loans, a 12.2% increase in non-real estate agricultural loans and a 9.5% increase in commercial and industrial loans. Consumer real estate expanded during the second quarter to end with a 2.6% higher balance than the previous June 2015. The only portfolio which experienced a reduction was IDB, which decreased by 20.1%. While this percentage seems high, the decrease amounted to only \$1.5 million in

aggregate. The Company credits the growth to a strong team of lenders focused on providing customers valuable localized services and thereby increasing our market share.

Table of Contents**ITEM 2 MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS****MATERIAL CHANGES IN FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES (Continued)**

The chart below shows the breakdown of the loan portfolio by category as of June 30 for the last three years, net of deferred fees and costs.

	(In Thousands)		
	June-16 Amount	June-15 Amount	June-14 Amount
Consumer Real Estate	\$ 88,791	\$ 86,641	\$ 95,863
Agricultural Real Estate	61,353	52,614	47,745
Agricultural	83,433	74,352	63,393
Commercial Real Estate	357,243	279,002	265,902
Commercial and Industrial	104,434	95,370	98,292
Consumer	30,485	25,160	22,481
Industrial Development Bonds	5,952	7,452	4,163
Total Loans, net	\$ 731,691	\$ 620,591	\$ 597,839

As mentioned previously, the security portfolio was utilized to fund loan growth in both 2015 and the first half 2016. The security portfolio decreased \$18.1 million in the first half 2016 from yearend 2015 and is lower by \$36.5 million from June 30, 2015. The current portfolio is in a net unrealized gain position of \$1.6 million. With the exception of stock, which is shown as other securities, all of the Company's security portfolio is categorized as available for sale and as such is recorded at fair value.

Management feels confident that liquidity needs for future growth can be met through additional run-off and/or sales from the security portfolio, increased deposits and additional borrowings. For short term needs, the Bank has \$91.2 million of unsecured borrowing capacity through its correspondent banks.

Overall assets grew 3.3% since yearend 2015 and 8.4% since June 30, 2015. The largest growth was in the loan portfolios.

Deposits accounted for the largest growth within liabilities, up 4.1% or \$31.5 million since yearend and 5.4% or \$41.2 million over June 30, 2015 balances. Core deposits continue to drive the increase which provide the greatest benefit for both lower cost of funds and the opportunity to generate additional noninterest income. When comparing to a year ago, other borrowed money increased \$10 million as the borrowings took place during the fourth quarter of 2015.

Federal Funds purchased and securities sold under agreements to repurchase increased \$18.0 million when comparing June 30, 2016 balances to June 30, 2015. This category decreased by \$2.9 million when comparing June 30, 2016 to December 31, 2015. Borrowings from FHLB aided in the first half decrease as these replaced \$10 million of Fed Funds purchased.

Capital increased \$4.8 million during the first half of 2016, as earnings exceeded dividend declarations. Accumulated other comprehensive income increased in gain position \$1.4 million which encompassed the shift of \$456 thousand from unrealized gain to realized gain with the sale of securities since yearend 2015. Dividends paid year-to-date differed by \$85.0 thousand from the same period last year.

The beginning of the Basel III capital rule applies in 2016. The Bank and Company include a capital conservation buffer as a part of the transition provision. For calendar year 2016, the applicable required capital conservation buffer percentage of 0.625% is the base above which institutions avoid limitations on distributions and certain discretionary bonus payments. The total buffer requirement will increase to 2.5% for calendar year 2019. As of June 30, 2016, the Company and the Bank are both positioned well above the 2019 requirement.

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The Company continues to be well-capitalized in accordance with Federal regulatory capital requirements as the capital ratios below show:

Tier I Leverage Ratio	11.74%
Risk Based Capital Tier I	13.83%
Total Risk Based Capital	14.61%
Stockholders' Equity/Total Assets	12.23%
Capital Conservation Buffer	6.61%

MATERIAL CHANGES IN RESULTS OF OPERATIONS**Comparison of Results of Operation for three month periods ended June 30, 2016, 2015 and March 31, 2016.**

The second quarter 2016 had an increase of \$103 million in net average loan growth over the average balances of second quarter 2015. This represents a strong 18% increase in one year. The benefits of these higher loan balances can be seen in interest income from loans, as it was \$1.2 million higher for the quarter ended June 30, 2016, over the same time period in 2015. The higher levels of loan interest income helped to offset the available-for-sale securities portfolio, which decreased \$103 thousand in 2nd quarter interest income from 2015 to 2016. Overall, interest income was up \$1.1 million for the second quarter 2016 versus 2015.

When comparing second quarter 2016 to first quarter 2016, average loan balances grew \$27.8 million over the three month period. Loan interest income was up \$356 thousand in the most recent quarter, as a reflection of this increase. Additionally, interest income from available-for-sale securities showed an increase of \$26 thousand for the quarter, as the quarterly purchases resulted in higher yields although average balances were \$4.2 million lower at June 30.

For the 3 months ended June 30, 2016, annualized interest income and yield on earning assets was up 14 basis points, as compared to June 30, 2015. As demonstrated in the following table, the increased volume of loans helped to offset the lower volume in the available-for-sales security portfolio.

The yields on tax-exempt securities and the portion of the tax-exempt IDB loans included in loans have been tax adjusted based on a 34% tax rate in the charts to follow.

	(In Thousands)		Yield/Rate	
	Quarter to Date Ended June 30, 2016 Average Balance	Interest/Dividends	June 30, 2016	June 30, 2015
Interest Earning Assets:				
Loans	\$ 720,408	\$ 8,362	4.65%	4.65%

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Taxable Investment Securities	170,968	683	1.60%	1.56%
Tax-exempt Investment Securities	57,031	329	3.50%	3.52%
Fed Funds Sold & Interest Bearing Deposits	9,148	13	0.57%	0.31%
Total Interest Earning Assets	\$ 957,555	\$ 9,387	3.99%	3.85%

Change in Quarter to Date June 30, 2016 Interest Income Compared to June 30, 2015 (In Thousands)

	Change	Due to Volume	Due to Rate
Interest Earning Assets:			
Loans	\$ 1,199	\$ 1,201	\$ (2)
Taxable Investment Securities	(31)	(50)	19
Tax-exempt Investment Securities	(72)	(105)	33
Fed Funds Sold & Interest Bearing Deposits	2	(7)	9
Total Interest Earning Assets	\$ 1,098	\$ 1,039	\$ 59

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Offsetting some of the increases in interest income for the quarter was the increase in cost of funds in 2016. Second quarter 2016 was higher by \$176 thousand than second quarter 2015. Since 2015, average interest-bearing deposit balances have increased \$54 million and resulted in \$77 thousand more in interest expense for the most recent quarter. Additionally, interest expense on Fed Funds Purchased, Securities Sold Under Agreement to Repurchase and FHLB borrowings was up \$99 thousand in the second quarter 2016 over the same time frame in 2015.

In comparing second quarter 2016 to first quarter 2016, interest expense increased \$51 thousand. Interest expense on deposits increased \$31 thousand, as average balances were \$22 million higher for the second quarter.

	(In Thousands)			
	Quarter to Date Ended June 30, 2016		Yield/Rate	
	Average Balance	Interest/Dividends	June 30, 2016	June 30, 2015
Interest Bearing Liabilities:				
Savings Deposits	\$ 442,191	\$ 450	0.41%	0.38%
Other Time Deposits	190,499	435	0.91%	0.87%
Other Borrowed Money	10,000	36	1.44%	0.00%
Fed Funds Purchased & Securities Sold under Agreement to Repurch.	70,234	126	0.72%	0.48%
Total Interest Bearing Liabilities	\$ 712,924	\$ 1,047	0.58%	0.53%

Change in Quarter to Date June 30, 2016 Interest Expense Compared to June 30, 2015 (In Thousands)

	Change	Due to Volume	Due to Rate
Interest Bearing Liabilities:			
Savings Deposits	\$ 55	\$ 27	\$ 27
Other Time Deposits	22		22
Other Borrowed Money	36	36	
Fed Funds Purchased & Securities Sold under Agreement to Repurch.	63	32	31
Total Interest Bearing Liabilities	\$ 176	\$ 95	\$ 80

Overall, net interest spread and net interest margin figures for the second quarter 2016 are higher than last year. As the chart below illustrates, higher yields on interest and dividend income offset the higher interest expense in the most

recent quarter.

Since the first quarter this year, net interest margin is up two basis points. The interest/dividend yield was up two basis points, and the interest expense cost remained flat.

	6/30/2016	6/30/2015	3/31/2016
Interest/Dividend income/yield	3.99%	3.85%	3.97%
Interest Expense / yield	0.58%	0.53%	0.58%
Net Interest Spread	3.41%	3.32%	3.39%
Net Interest Margin	3.56%	3.45%	3.54%

Net interest income was up \$922 thousand for the second quarter 2016 over the same time frame in 2015 due to the increase in loan interest income and partially offset by higher interest expense, as previously mentioned. There has also been a \$332 thousand increase in net interest income over first quarter 2016. As the new loans added in 2016 generate more income, management expects the benefits of the Company's strategy of repositioning the balance sheet to continue to widen this margin.

Noninterest income was up \$185 thousand for the second quarter 2016 over the same time frame in 2015. The Company has seen an increase in its mortgage production volume, and as such the gain on the sale of these loans was \$61 thousand for the second quarter 2016 over the same period in 2015. The Company also took advantage of market fluctuations in its available-for-sale portfolio and sales on securities were \$206 thousand higher in the most recent quarter than the same quarter prior year.

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

MATERIAL CHANGES IN RESULTS OF OPERATIONS (Continued)

Noninterest income for the second quarter 2016 also shows improvement over the first quarter by \$214 thousand. Increases in gain on sale of loans of \$65 thousand and gain on sale of available-for-sale securities of \$230 thousand were partially offset by decreases in customer service fees of \$170 thousand.

Total provision for loan losses was \$156 thousand higher for the second quarter 2016 as compared to the same quarter 2015. Loan growth warranted a higher provision expense be taken in 2016 than in 2015. Management continues to monitor asset quality, making adjustments to the provision as necessary. Loan charge-offs were \$355 thousand lower in second quarter 2016 than the same quarter 2015, recoveries decreased \$254 thousand. Past due loans decreased \$1.3 million from June 30, 2016 to June 30, 2015, the bulk of which came from the commercial real estate portfolio. No new loans were categorized as TDR during the quarter, and no TDR loans defaulted during the quarter.

Since the first quarter 2016, past due loans have decreased by \$675 thousand. Net charge-offs increased \$90 thousand, and recoveries increased \$7 thousand. Provision expense was increased an additional \$62 thousand in the second quarter over first quarter, as loan volumes continued to increase during the second quarter.

The following table breaks down the activity within the ALLL for each loan portfolio class and shows the contribution provided by both recoveries and the provision, along with the reduction of the allowance caused by charge-offs. The time period covered is for three months ended June 30, 2016, 2015, and 2014.

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	Three Months Ended June-16	In Thousands Three Months Ended June-15	Three Months Ended June-14
Loans	\$ 731,691	\$ 620,591	\$ 597,839
Daily average of outstanding loans	\$ 720,408	\$ 616,998	\$ 591,732
Allowance for Loan Losses-Apr 1	\$ 6,285	\$ 5,977	\$ 5,325
Loans Charged off:			
Consumer Real Estate	63		66
Agriculture Real Estate			
Agricultural	18		
Commercial Real Estate		85	28
Commercial and Industrial		389	
Consumer & other loans	93	55	74
	174	529	168
Loan Recoveries:			
Consumer Real Estate	19	25	7
Agriculture Real Estate			
Agricultural	1	2	3
Commercial Real Estate	3	201	
Commercial and Industrial	3	17	5
Consumer & other loans	17	51	47
	43	296	62
Net Charge Offs	131	233	106
Provision for loan loss	339	183	444
Acquisition provision for loan loss			
Allowance for Loan & Lease Losses - Jun 30	6,493	5,927	5,663
Allowance for Unfunded Loan Commitments & Letters of Credit Jun 30	219	201	186
Total Allowance for Credit Losses - Jun 30	\$ 6,712	\$ 6,128	\$ 5,849

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Ratio of net charge-offs to average Loans outstanding	0.02%	0.04%	0.02%
Ratio of the Allowance for Loan Loss to Nonperforming Loans*	424.86%	193.50%	430.00%

* Nonperforming loans are defined as all loans on nonaccrual, plus any loans past 90 days not on nonaccrual. For the second quarter 2016, noninterest expenses were \$276 thousand higher than for the same quarter in 2015. Salaries, wages, and employee benefits increased \$154 thousand, with the addition of the Huntertown office and normal merit increases. Data processing charges increased \$41 thousand for second quarter 2016 over the second quarter 2015, with the bulk of this being related to the cost of upgrading Bank customer debit cards to incorporate EMV chip card technology, which is more secure than cards having only magnetic strip capabilities.

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Since the first quarter 2016, noninterest expenses decreased \$329 thousand during the second quarter. Employee benefits decreased \$147 thousand for the second quarter, as well as a \$50 thousand decrease in data processing.

Overall, net income in the second quarter of 2016 was up \$377 thousand as compared to the same quarter last year and improved upon first quarter 2016 income by \$493 thousand. The Company has done an exceptional job of growing loans while keeping past dues low. The Company remains strong, stable, and well capitalized and has the capacity to continue to cover the increased costs of doing business in a tough economy while seeking good loans to improve profitability.

Comparison of Results of Operation for year to date ended June 30, 2016 and 2015, and December 31, 2015.**Interest Income**

Higher loan balances created the improvement in the interest income for the first half 2016 as compared to first half 2015. Interest income rose 11.6% or \$1.9 million while loans interest income accounted for a 14.8% or \$2.1 million increase. Offsetting the improvement from loans was a decrease in securities income of \$197 thousand. The change in the balance sheet mix along with the loan growth caused the asset yield to improve by 13 basis points to 3.98% for the first half 2016 compared to first half 2015's 3.85%.

With each quarter of 2016, the loan growth contributes to the continued improvement in asset yield. The growth factor contribution is shown in the charts which follow. Improvement in loan interest income far outweighs the loss for investments decreasing.

The average interest earning asset base was \$64.2 million higher in first half 2016 than for first half 2015, an increase of approximately 7.3%.

The yields on tax-exempt securities and the portion of the tax-exempt IDB loans included in loans have been tax adjusted based on a 34% tax rate in the charts to follow.

	(In Thousands)		Yield/Rate	
	Year to Date Ended 6/30/2016		June 30, 2016	June 30, 2015
	Average Balance	Interest/Dividends		
Interest Earning Assets:				
Loans	\$ 706,523	\$ 16,368	4.64%	4.65%
Taxable Investment Securities	169,392	1,353	1.60%	1.57%
Tax-exempt Investment Securities	56,482	646	3.47%	3.63%
Fed Funds Sold & Interest Bearing Deposits	9,328	24	0.51%	0.22%

Total Interest Earning Assets	\$ 941,725	\$ 18,391	3.98%	3.85%
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Change in Year to Date June 30, 2016 Interest Income Compared to June 30, 2015 (In Thousands)

	Change	Due to Volume	Due to Rate
Interest Earning Assets:			
Loans	\$ 2,111	\$ 2,148	\$ (37)
Taxable Investment Securities	(47)	(72)	25
Tax-exempt Investment Securities	(149)	(172)	23
Fed Funds Sold & Interest Bearing Deposits	3	(24)	27
Total Interest Earning Assets	\$ 1,918	\$ 1,880	\$ 38

Table of Contents**ITEM 2 MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS****MATERIAL CHANGES IN RESULTS OF OPERATIONS (Continued)****Interest Expense**

Interest expense was also higher for first half 2016 compared to first half 2015. At \$2.0 million, first half 2016 was up \$314 thousand as compared to same time period 2015 or 18.2%

The average balance of interest-bearing liabilities was higher by \$43.6 million in 2016 than first half 2015. \$10 million of the increase is attributed to the FHLB borrowings. The higher balance coupled with the slight variation of the balance sheet mix, resulted in a 5 basis points increase in the cost of funds at 0.58% for first half 2016 as compared to 2015's 0.53%. The cost remained steady during second quarter to match first quarter's 2016 rate.

The Federal Funds and prime rate increase of 25 basis points in December 2015 had only a marginal effect on the Bank's pricing methodologies. Rates, both loan and deposit, remain at low levels.

	(In Thousands)			
	Year to Date Ended June 30, 2016		Yield/Rate	
	Average Balance	Interest/Dividends	June 30, 2016	June 30, 2015
Interest Bearing Liabilities:				
Savings Deposits	\$ 434,079	\$ 860	0.40%	0.37%
Other Time Deposits	187,181	879	0.94%	0.87%
Other Borrowed Money	10,000	73	1.46%	0.00%
Fed Funds Purchased & Securities Sold under Agreement to Repurch.	68,470	231	0.67%	0.47%
Total Interest Bearing Liabilities	\$ 699,730	\$ 2,043	0.58%	0.53%

Change in Year to Date June 30, 2016 Interest Expense Compared to June 30, 2015 (In Thousands)

	Change	Due to Volume	Due to Rate
Interest Bearing Liabilities:			
Savings Deposits	\$ 91	\$ 45	\$ 46
Other Time Deposits	43	(21)	64
Other Borrowed Money	73	73	
Fed Funds Purchased & Securities Sold under Agreement to Repurch.			
	107	51	56

Total Interest Bearing Liabilities	\$ 314	\$ 148	\$ 166
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Table of Contents**ITEM 2 MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS****MATERIAL CHANGES IN RESULTS OF OPERATIONS (Continued)****Net Interest Income**

Overall, net interest spread and net interest margin figures for the first half 2016 have improved over the last two years. As the chart below illustrates, both higher yields on interest and dividend income, even offset by higher interest expense resulted with total net interest margin up 10 basis points since the first half of 2015 and over first half 2014 by 16 basis points.

	6/30/2016	6/30/2015	6/30/2014
Interest/Dividend income/yield	3.98%	3.85%	3.82%
Interest Expense / yield	0.58%	0.53%	0.53%
Net Interest Spread	3.40%	3.32%	3.29%
Net Interest Margin	3.55%	3.45%	3.39%

Net interest income was up \$1.6 million in the first half 2016 over the same time frame in 2015 due to the increase in loan income even with higher interest expense, as previously mentioned. New loans added in 2015 and 2016 will continue to generate more income; the benefits of the Company's strategy of repositioning the balance sheet will continue to grow.

Comparison of Noninterest Results of Operation First Half 2016 to First Half 2015**Provision Expense**

Provision for loan losses was approximately two times higher for first half 2016 as the Bank sought to provide coverage for the much higher total loan balances as compared to first half 2015. The provision of \$616 thousand was partially due to net-charge offs of \$180 thousand during the half. First half 2015 had higher net charge-offs of \$275 thousand and \$297 thousand of provision expense. Strong asset quality for both periods is reflected in the low past dues (30 days+ past due/total loans) percentages of 0.19% for June 30, 2016 and 0.43% for June 30, 2015.

The Bank uses the following guidelines as stated in policy to determine when to realize a charge-off of a loan, whether partial loan balance or full loan balance. A charge down in whole or in part is realized when unsecured consumer loans, credit card credits and overdraft lines of credit reach 90 days delinquency. At 120 days delinquent, secured consumer loans are charged down to the value of the collateral, if repossession of the collateral is assured and/or in the process of repossession. Consumer mortgage loan deficiencies are charged down upon the sale of the collateral or sooner upon the recognition of collateral deficiency. Commercial and agricultural credits are charged down at 120 days delinquency, unless an established and approved work-out plan is in place or litigation of the credit will likely result in recovery of the loan balance. Upon notification of bankruptcy, unsecured debt is charged off. Additional

charge-offs may be realized as further unsecured positions are recognized.

Loans classified as nonaccrual were cut in half as of June 30, 2016 at \$1.5 million compared to \$3.1 million as of June 30, 2015. One new loan was categorized as TDR during the first half 2016.

In determining the allocation for impaired loans the Bank applies the appraised market value of the collateral securing the asset, reduced by applying a discount for estimated costs of collateral liquidation. In some instances where the discounted market value is less than the loan amount, a specific impairment allocation is assigned, which may be reduced or eliminated by the write down of the credit's active principal outstanding balance.

For the majority of the Bank's impaired loans, including all collateral dependent loans, the Bank will apply the appraised market value methodology. However, the Bank may also utilize a measurement incorporating the present

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

MATERIAL CHANGES IN RESULTS OF OPERATIONS (Continued)

value of expected future cash flows discounted at the loan's effective rate of interest. To determine appraised market value, collateral asset values securing an impaired loan are periodically evaluated. Maximum time of re-evaluation is every 12 months for chattels and titled vehicles and every two years for real estate. In this process, third party evaluations are obtained and heavily relied upon. Until such time that updated appraisals are received, the Bank may discount the collateral value used.

The ALLL has a direct impact on the provision expense. The increase in the ALLL is funded through recoveries and provision expense. The following tables both deal with the allowance for credit losses. The first table breaks down the activity within ALLL for each loan portfolio class and shows the contribution provided by both the recoveries and the provision along with the reduction of the allowance caused by charge-offs. The second table discloses how much of the ALLL is attributed to each class of the loan portfolio, as well as the percent that each particular class of the loan portfolio represents to the entire loan portfolio in the aggregate. The consumer and consumer real estate loan portfolio and industrial loans accounted for the largest component of charge-offs and recoveries through first half of 2016. As was mentioned in previous discussion, the commercial real estate portfolio is currently having a major impact on the ALLL due to the loan growth.

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	(In Thousands)		
	Six Months Ended June-16	Six Months Ended June-15	Six Months Ended June-14
Loans	\$ 731,691	\$ 620,591	\$ 597,839
Daily average of outstanding loans	\$ 706,523	\$ 613,915	\$ 580,469
Allowance for Loan & Lease Losses - January 1	\$ 6,057	\$ 5,905	\$ 5,194
Loans Charged off:			
Consumer Real Estate	64		130
Agricultural Real Estate			
Agricultural	18		
Commercial Real Estate	3	85	229
Commercial and Industrial	20	390	
Consumer	153	146	175
	258	621	534
Loan Recoveries			
Consumer Real Estate	21	27	17
Agricultural Real Estate			
Agricultural	5	3	3
Commercial Real Estate	5	202	3
Commercial and Industrial	5	23	10
Consumer	42	91	98
	78	346	131
Net Charge Offs	180	275	403
Provision for loan loss	616	297	872
Allowance for Loan & Lease Losses - June 30	\$ 6,493	\$ 5,927	\$ 5,663
Allowance for Unfunded Loan Commitments & Letters of Credit - June 30	219	201	186
Total Allowance for Credit Losses - June 30	\$ 6,712	\$ 6,128	\$ 5,849
Ratio of net charge-offs to average Loans outstanding	0.01%	0.04%	0.07%

Ratio of Allowance for Loan Loss to Nonperforming Loans	424.86%	193.53%	429.96%
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Table of Contents**ITEM 2 MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS****MATERIAL CHANGES IN RESULTS OF OPERATIONS (Continued)**

The following table presents the balances for allowance of loan losses by loan type for six months ended June 30, 2016 and June 30, 2015.

	(In Thousands) June-2016		(In Thousands) June-2015	
	Amount	% of Loan Category	Amount	% of Loan Category
Balance at End of Period Applicable To:				
Consumer Real Estate	\$ 413	12.45	\$ 309	13.96
Agricultural Real Estate	229	8.41	189	8.48
Agricultural	591	11.03	519	11.98
Commercial Real Estate	2,717	48.69	2,286	44.96
Commercial and Industrial	1,215	15.46	1,288	15.37
Consumer	365	3.96	309	4.05
Unallocated	963	0.00	1,027	1.20
Allowance for Loan & Lease Losses	6,493		5,927	
Off Balance Sheet Commitments	219		201	
Total Allowance for Credit Losses	\$ 6,712		\$ 6,128	

Noninterest Income

Noninterest income was up \$298 thousand in the first half 2016 over the same time frame in 2015. The bulk of this increase came from an increase in the gain on sale of available securities. The proceeds from these sales were used to partially fund the loan growth of 2016. Realizing a gain on the sales was an added benefit. Gain on sales of loans also increased due to higher activity in mortgage loan generation both in consumer and agricultural. All other categories of noninterest income showed only slight variations when comparing the two halves.

\$42.7 million in sales of investment securities were conducted so far in 2016 which captured the benefit of movement in market interest rates. The sales resulted in a gain of \$456 thousand. The same time period 2015 had sales of \$30.3 million resulting in gains of \$246 thousand. The difference between 2016 and 2015 sales was the utilization of the funds. 2016 went to fund loan growth while only a portion did in 2015 with the balances held in cash and reinvested in securities beginning in the second quarter.

The impact of mortgage servicing rights, both to income and expense, is shown in the following table which reconciles the value of mortgage servicing rights. The capitalization runs through non-interest income while the amortization thereof is included in non-interest expense. For the first half of 2016, mortgage servicing rights caused a

net \$87 thousand in income, in comparison to \$5 thousand for the first half of 2015. The higher capitalized additions for 2016 are attributed to a higher loan origination level of 1-4 families in 2016 as compared to 2015. The carrying value is well below the market value of \$2.8 million which indicates any large expense to fund the valuation allowance to be unlikely in 2016.

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	(In Thousands)	
	2016	2015
Beginning Balance, January 1	\$ 2,056	\$ 2,023
Capitalized Additions	275	188
Amortization	(188)	(183)
Ending Balance, June 30	2,143	2,028
Valuation Allowance		
Mortgage Servicing Rights, net June 30	\$ 2,143	\$ 2,028

Noninterest Expense

For the first half 2016, noninterest expenses were \$697 thousand higher than in 2015. The effect of an increase of \$311 thousand in salaries and wages was lessened by a decrease of \$174 thousand in employee benefits. The decrease in employee benefits was derived from lower costs related to medical claims for the half and lower pension costs due to an adjustment in first half 2015 for the accrual.

Data processing fees were \$123 thousand higher than last year due to the increased number of customers, accounts and updated services.

The largest increase for the 2016 first half was in other general and administrative. This line item on the income statement was up by \$322 thousand over 2015. ATM fees were higher by \$145.5 thousand so far in 2016 than for 2015. This relates to the increased cost of accelerating the issuance of our debit cards to EMV (chip) cards. The Bank is working to have all chip cards in 2016 which would have otherwise occurred over a three year renewal period. The cost of the chip cards is also higher than the previous magnetic strip cards. Marketing expenses were up \$105.9 thousand as advertising for the new office and KASASA Cash Back went full swing in the first half 2016.

Net Income

Overall, net income in the first half of 2016 was up \$507 thousand as compared to the same half last year. The Company has done an exceptional job of growing loans while keeping past dues low. The Company remains strong, stable, and well capitalized and has the capacity to continue to cover the increased costs of doing business in a tough economy while seeking good loans to improve profitability. The opening of the new offices may create a slight drag in the short run; however, the Company remains focused on the long term.

The Company continues to look for new opportunities to generate and protect revenue and provide additional channels through which to serve our customers and maintain our high level of customer satisfaction.

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

MATERIAL CHANGES IN RESULTS OF OPERATIONS (Continued)

FORWARD LOOKING STATEMENTS