

ISABELLA BANK CORP  
Form 10-Q  
November 05, 2010

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-Q**

**Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.  
For the quarterly period ended September 30, 2010**

or

**Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission File Number: 0-18415  
Isabella Bank Corporation**

(Exact name of registrant as specified in its charter)

Michigan

38-2830092

(State or other jurisdiction of  
incorporation or organization)

(I.R.S. Employer  
identification No.)

401 N. Main St, Mt. Pleasant, MI

48858

(Address of principal executive offices)

(Zip code)

(989) 772-9471

(Registrant's telephone number, including area code)

N/A

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

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

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Common Stock no par value, 7,532,854 as of October 21, 2010

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**ISABELLA BANK CORPORATION**  
**QUARTERLY REPORT ON FORM 10-Q**  
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**Table of Contents****PART I FINANCIAL INFORMATION****Item 1 Interim Condensed Consolidated Financial Statements (Unaudited)****INTERIM CONDENSED CONSOLIDATED BALANCE SHEETS****(UNAUDITED)**

(Dollars in thousands)

|   | September 30<br>2010 | December 31<br>2009 |
|---|----------------------|---------------------|
| <b>ASSETS</b>   |                      |                     |
| Cash and cash equivalents   |                      |                     |
| Cash and demand deposits due from banks   | \$ 19,630            | \$ 17,342           |
| Interest bearing balances due from banks  | 25,516               | 5,364               |
| <b>Total cash and cash equivalents</b>  | <b>45,146</b>        | <b>22,706</b>       |
| Certificates of deposit held in other financial institutions  | 15,543               | 7,156               |
| Trading securities  | 6,150                | 13,563              |
| Investment securities available-for-sale (amortized<br>cost of \$295,137 in 2010 and \$258,585 in 2009) | 302,212              | 259,066             |
| Mortgage loans available-for-sale   | 3,591                | 2,281               |
| Loans   |                      |                     |
| Agricultural  | 72,896               | 64,845              |
| Commercial  | 347,065              | 340,274             |
| Installment   | 32,335               | 32,359              |
| Residential real estate mortgage  | 273,773              | 285,838             |
| <b>Total loans</b>  | <b>726,069</b>       | <b>723,316</b>      |
| Less allowance for loan losses  | 13,019               | 12,979              |
| <b>Net loans</b>  | <b>713,050</b>       | <b>710,337</b>      |
| Premises and equipment  | 24,782               | 23,917              |
| Corporate owned life insurance policies   | 17,317               | 16,782              |
| Accrued interest receivable   | 6,217                | 5,832               |
| Acquisition intangibles and goodwill, net   | 47,171               | 47,429              |
| Equity securities without readily determinable fair values  | 17,845               | 17,921              |
| Other assets  | 16,074               | 16,954              |
| <b>TOTAL ASSETS</b>   | <b>\$ 1,215,098</b>  | <b>\$ 1,143,944</b> |
| <b>LIABILITIES AND SHAREHOLDERS EQUITY</b>  |                      |                     |
| Deposits  |                      |                     |
| Noninterest bearing   | \$ 104,697           | \$ 96,875           |
| NOW accounts  | 143,854              | 128,111             |
| Certificates of deposit under \$100 and other savings   | 414,463              | 389,644             |
| Certificates of deposit over \$100  | 198,052              | 188,022             |
| <b>Total deposits</b>   | <b>861,066</b>       | <b>802,652</b>      |
| Borrowed funds (\$12,708 in 2010 and \$17,804 in 2009 at fair value)                                    | 198,895              | 193,101             |
| Accrued interest and other liabilities  | 7,541                | 7,388               |

|   |                     |                     |
|---|---------------------|---------------------|
| <b>Total liabilities</b>  | <b>1,067,502</b>    | <b>1,003,141</b>    |
| Shareholders' equity  |                     |                     |
| Common stock - no par value   |                     |                     |
| 15,000,000 shares authorized; outstanding 7,532,859<br>(including 26,391 shares to be issued) in 2010 and 7,535,193<br>(including 30,626 shares to be issued) in 2009 | 133,424             | 133,443             |
| Shares to be issued for deferred compensation obligations   | 4,561               | 4,507               |
| Retained earnings   | 7,635               | 4,972               |
| Accumulated other comprehensive income (loss)   | 1,976               | (2,119)             |
| <b>Total shareholders' equity</b>   | <b>147,596</b>      | <b>140,803</b>      |
| <b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>   | <b>\$ 1,215,098</b> | <b>\$ 1,143,944</b> |

See notes to interim condensed consolidated financial statements.

Table of Contents**INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS EQUITY  
(UNAUDITED)**

(Dollars in thousands except per share data)

|  | Common<br>Stock<br>Shares | Common<br>Stock   | Shares to<br>be<br>Issued for<br>Deferred<br>Compensation<br>Obligations | Retained<br>Earnings | Accumulated<br>Other<br>Comprehensive<br>(Loss)<br>Income | Totals            |
|--|---------------------------|-------------------|--|----------------------|---|-------------------|
| <b>Balances, January 1,<br/>2009</b>   | <b>7,518,856</b>          | <b>\$ 133,602</b> | <b>\$ 4,015</b>  | <b>\$ 2,428</b>      | <b>\$ (5,569)</b>   | <b>\$ 134,476</b> |
| Comprehensive income   |                           |                   |  | 5,727                | 5,348   | 11,075            |
| Issuance of common<br>stock  | 70,683                    | 1,582             |  |                      |   | 1,582             |
| Common stock issued<br>for deferred<br>compensation<br>obligations               | 10,067                    | 274               | (144)  |                      |   | 130               |
| Share based payment<br>awards under equity<br>compensation plan                  |                           |                   | 511  |                      |   | 511               |
| Common stock<br>purchased for deferred<br>compensation<br>obligations            |                           | (646)             |  |                      |   | (646)             |
| Common stock<br>repurchased pursuant to<br>publicly announced<br>repurchase plan | (94,497)                  | (1,889)           |  |                      |   | (1,889)           |
| Cash dividends (\$0.38<br>per share)   |                           |                   |  | (2,859)              |   | (2,859)           |
| <b>Balances,<br/>September 30, 2009</b>  | <b>7,505,109</b>          | <b>\$ 132,923</b> | <b>\$ 4,382</b>  | <b>\$ 5,296</b>      | <b>\$ (221)</b>   | <b>\$ 142,380</b> |
| <b>Balances, January 1,<br/>2010</b>   | <b>7,535,193</b>          | <b>\$ 133,443</b> | <b>\$ 4,507</b>  | <b>\$ 4,972</b>      | <b>\$ (2,119)</b>   | <b>\$ 140,803</b> |
| Comprehensive income   |                           |                   |  | 6,727                | 4,095   | 10,822            |
| Issuance of common<br>stock  | 90,068                    | 2,067             |  |                      |   | 2,067             |
| Common stock issued<br>for deferred<br>compensation<br>obligations               | 26,898                    | 537               | (448)  |                      |   | 89                |

|   |                  |                   |                 |                 |                 |  |                   |
|---|------------------|-------------------|-----------------|-----------------|-----------------|--|-------------------|
| Share based payment awards under equity compensation plan               |                  |                   | 502             |                 |                 |  | 502               |
| Common stock purchased for deferred compensation obligations            |                  | (404)             |                 |                 |                 |  | (404)             |
| Common stock repurchased pursuant to publicly announced repurchase plan | (119,300)        | (2,219)           |                 |                 |                 |  | (2,219)           |
| Cash dividends (\$0.54 per share)                                       |                  |                   |                 |                 | (4,064)         |  | (4,064)           |
| <b>Balances, September 30, 2010</b>                                     | <b>7,532,859</b> | <b>\$ 133,424</b> | <b>\$ 4,561</b> | <b>\$ 7,635</b> | <b>\$ 1,976</b> |  | <b>\$ 147,596</b> |

See notes to interim condensed consolidated financial statements.

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**Table of Contents****INTERIM CONDENSED CONSOLIDATED STATEMENTS OF INCOME  
(UNAUDITED)**

(Dollars in thousands except per share data)

|  | Three Months Ended<br>September 30 |               | Nine Months Ended<br>September 30 |               |
|--|------------------------------------|---------------|-----------------------------------|---------------|
|  | 2010                               | 2009          | 2010                              | 2009          |
| <b>Interest income</b>                                     |                                    |               |                                   |               |
| Loans, including fees                                      | \$ 11,769                          | \$ 11,968     | \$ 34,937                         | \$ 35,884     |
| Investment securities                                      |                                    |               |                                   |               |
| Taxable  | 1,288                              | 1,112         | 3,913                             | 3,482         |
| Nontaxable   | 1,070                              | 1,153         | 3,243                             | 3,495         |
| Trading account securities                                 | 60                                 | 158           | 251                               | 543           |
| Federal funds sold and other                               | 119                                | 125           | 333                               | 290           |
| <b>Total interest income</b>                               | <b>14,306</b>                      | <b>14,516</b> | <b>42,677</b>                     | <b>43,694</b> |
| <b>Interest expense</b>                                    |                                    |               |                                   |               |
| Deposits   | 2,888                              | 3,372         | 8,645                             | 10,464        |
| Borrowings   | 1,408                              | 1,556         | 4,342                             | 4,718         |
| <b>Total interest expense</b>                              | <b>4,296</b>                       | <b>4,928</b>  | <b>12,987</b>                     | <b>15,182</b> |
| <b>Net interest income</b>                                 | <b>10,010</b>                      | <b>9,588</b>  | <b>29,690</b>                     | <b>28,512</b> |
| Provision for loan losses                                  | 968                                | 1,542         | 3,231                             | 4,549         |
| <b>Net interest income after provision for loan losses</b> | <b>9,042</b>                       | <b>8,046</b>  | <b>26,459</b>                     | <b>23,963</b> |
| <b>Noninterest income</b>                                  |                                    |               |                                   |               |
| Service charges and fees                                   | 1,576                              | 1,907         | 4,698                             | 5,321         |
| Gain on sale of mortgage loans                             | 178                                | 240           | 345                               | 768           |
| Net gain (loss) on trading securities                      | 2                                  | 112           | (36)                              | 142           |
| Net gain (loss) on borrowings measured at fair value       | 43                                 | (55)          | 96                                | 161           |
| Gain on sale of available-for-sale investment securities   | 292                                |               | 348                               | 648           |
| Other  | 543                                | 362           | 1,220                             | 1,014         |
| <b>Total noninterest income</b>                            | <b>2,634</b>                       | <b>2,566</b>  | <b>6,671</b>                      | <b>8,054</b>  |
| <b>Noninterest expenses</b>                                |                                    |               |                                   |               |
| Compensation and benefits                                  | 4,685                              | 4,440         | 13,845                            | 13,836        |
| Occupancy  | 606                                | 554           | 1,725                             | 1,631         |
| Furniture and equipment                                    | 1,118                              | 1,071         | 3,231                             | 3,100         |
| FDIC insurance premiums                                    | 312                                | 110           | 931                               | 1,410         |
| Other  | 1,899                              | 1,820         | 5,517                             | 5,530         |
| <b>Total noninterest expenses</b>                          | <b>8,620</b>                       | <b>7,995</b>  | <b>25,249</b>                     | <b>25,507</b> |

|   |                 |                 |                 |                 |
|---|-----------------|-----------------|-----------------|-----------------|
| <b>Income before federal income tax expense</b> | <b>3,056</b>    | <b>2,617</b>    | <b>7,881</b>    | <b>6,510</b>    |
| Federal income tax expense                      | 503             | 420             | 1,154           | 783             |
| <b>NET INCOME</b>                               | <b>\$ 2,553</b> | <b>\$ 2,197</b> | <b>\$ 6,727</b> | <b>\$ 5,727</b> |
| <b>Earnings per share</b>                       |                 |                 |                 |                 |
| <b>Basic</b>                                    | <b>\$ 0.34</b>  | <b>\$ 0.29</b>  | <b>\$ 0.89</b>  | <b>\$ 0.76</b>  |
| <b>Diluted</b>                                  | <b>\$ 0.33</b>  | <b>\$ 0.28</b>  | <b>\$ 0.87</b>  | <b>\$ 0.74</b>  |
| <b>Cash dividends per basic share</b>           | <b>\$ 0.18</b>  | <b>\$ 0.13</b>  | <b>\$ 0.54</b>  | <b>\$ 0.38</b>  |

See notes to interim condensed consolidated financial statements.

Table of Contents**INTERIM CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
(UNAUDITED)**

(Dollars in thousands)

|   | Three Months Ended |                 | Nine Months Ended |                  |
|---|--------------------|-----------------|-------------------|------------------|
|   | September 30       |                 | September 30      |                  |
|   | 2010               | 2009            | 2010              | 2009             |
| <b>Net income</b>   | <b>\$ 2,553</b>    | <b>\$ 2,197</b> | <b>\$ 6,727</b>   | <b>\$ 5,727</b>  |
| Unrealized gains on available-for-sale securities:                        |                    |                 |                   |                  |
| Unrealized holding gains arising during the period                        | 949                | 7,673           | 6,942             | 7,055            |
| Reclassification adjustment for net realized gains included in net income | (292)              |                 | (348)             | (648)            |
| Net unrealized gains  | 657                | 7,673           | 6,594             | 6,407            |
| Tax effect  | (306)              | (2,066)         | (2,499)           | (1,059)          |
| Other comprehensive income, net of tax                                    | 351                | 5,607           | 4,095             | 5,348            |
| <b>COMPREHENSIVE INCOME</b>   | <b>\$ 2,904</b>    | <b>\$ 7,804</b> | <b>\$ 10,822</b>  | <b>\$ 11,075</b> |

See notes to interim condensed consolidated financial statements.

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**INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(UNAUDITED)**  
(Dollars in thousands)

|   | Nine Months Ended<br>September 30 |               |
|---|-----------------------------------|---------------|
|   | 2010                              | 2009          |
| <b>OPERATING ACTIVITIES</b>   |                                   |               |
| Net income  | \$ 6,727                          | \$ 5,727      |
| Reconciliation of net income to net cash provided by operations:            |                                   |               |
| Provision for loan losses   | 3,231                             | 4,549         |
| Impairment of foreclosed assets   | 90                                | 54            |
| Depreciation  | 1,891                             | 1,752         |
| Amortization and impairment of originated mortgage servicing rights         | 508                               | 489           |
| Amortization of acquisition intangibles                                     | 258                               | 286           |
| Net amortization of available-for-sale investment securities                | 774                               | 534           |
| Realized gain on sale of available-for-sale investment securities           | (348)                             | (648)         |
| Net unrealized losses (gains) on trading securities                         | 36                                | (142)         |
| Net unrealized gains on borrowings measured at fair value                   | (96)                              | (161)         |
| Increase in cash value of corporate owned life insurance policies           | (493)                             | (454)         |
| Realized gain on redemption of corporate owned life insurance policies      | (21)                              |               |
| Share-based payment awards under equity compensation plan                   | 502                               | 511           |
| Net changes in operating assets and liabilities which provided (used) cash: |                                   |               |
| Trading securities  | 7,377                             | 6,458         |
| Mortgage loans available-for-sale   | (1,310)                           | (31)          |
| Accrued interest receivable   | (385)                             | (252)         |
| Other assets  | (1,092)                           | (1,996)       |
| Accrued interest and other liabilities                                      | 153                               | 603           |
| <b>Net cash provided by operating activities</b>                            | <b>17,802</b>                     | <b>17,279</b> |
| <b>INVESTING ACTIVITIES</b>   |                                   |               |
| Net change in certificates of deposit held in other financial institutions  | (8,387)                           | 1,371         |
| Activity in available-for-sale securities                                   |                                   |               |
| Maturities, calls, and sales  | 71,706                            | 109,779       |
| Purchases   | (108,684)                         | (107,941)     |
| Loan principal (originations) collections, net                              | (9,044)                           | 4,157         |
| Proceeds from sales of foreclosed assets                                    | 2,051                             | 3,445         |
| Purchases of premises and equipment   | (2,756)                           | (2,182)       |
| Purchases of corporate owned life insurance policies                        | (175)                             |               |
| Proceeds from the redemption of corporate owned life insurance policies     | 154                               |               |
| <b>Net cash (used in) provided by investing activities</b>                  | <b>(55,135)</b>                   | <b>8,629</b>  |
| <b>FINANCING ACTIVITIES</b>   |                                   |               |
| Net increase in deposits  | 58,414                            | 16,449        |
| Net increase (decrease) in other borrowed funds                             | 5,890                             | (38,948)      |
| Cash dividends paid on common stock   | (4,064)                           | (2,859)       |
| Proceeds from issuance of common stock                                      | 1,619                             | 1,438         |

|   |                  |                  |
|---|------------------|------------------|
| Common stock repurchased  | (1,682)          | (1,615)          |
| Common stock purchased for deferred compensation obligations      | (404)            | (646)            |
| <b>Net cash provided by (used in) financing activities</b>        | <b>59,773</b>    | <b>(26,181)</b>  |
| <b>INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>           | <b>22,440</b>    | <b>(273)</b>     |
| Cash and cash equivalents at beginning of period                  | 22,706           | 22,979           |
| <b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>                 | <b>\$ 45,146</b> | <b>\$ 22,706</b> |
| Supplemental cash flows information:                              |                  |                  |
| Interest paid   | \$ 13,025        | \$ 15,350        |
| Federal income taxes paid   | 683              | 679              |
| Transfer of loans to foreclosed assets                            | 3,100            | 1,749            |
| See notes to interim condensed consolidated financial statements. |                  |                  |

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**ISABELLA BANK CORPORATION**  
**NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(UNAUDITED)**

**NOTE 1 BASIS OF PRESENTATION**

The accompanying unaudited interim condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments considered necessary for a fair presentation have been included. Operating results for the three and nine month periods ended September 30, 2010 are not necessarily indicative of the results that may be expected for the year ending December 31, 2010. For further information, refer to the consolidated financial statements and footnotes thereto included in the Corporation's annual report for the year ended December 31, 2009.

All amounts except share and per share amounts have been rounded to the nearest thousand (\$000) in this report.

The accounting policies are the same as those discussed in Note 1 to the Consolidated Financial Statements included in the Corporation's annual report for the year ended December 31, 2009.

**NOTE 2 RECENT ACCOUNTING PRONOUNCEMENTS**

**FASB ASC Topic 310, Receivables.** In April 2010, ASC Topic 310 was amended by Accounting Standards Update (ASU) No. 2010-18, *Effect of a Loan Modification When the Loan Is Part of a Pool That Is Accounted for as a Single Asset (a consensus of the FASB Emerging Issues Task Force)*, to clarify that individual loans accounted for within pools are not to be removed from the pool solely as a result of modifications to the loan (including troubled debt restructurings). The new guidance was effective for the third quarter of 2010 and did not have a significant impact on the Corporation's consolidated financial statements.

In July 2010, ASC Topic 310 was amended by ASU No. 2010-20, *Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses* to provide financial statement users greater transparency about the Corporation's allowance for loan losses and the credit quality of its financing receivables. Existing disclosures are amended that will require the Corporation to provide the following disclosure about its loan portfolio on a disaggregated basis: (1) a rollforward schedule of the allowance for loan losses from the beginning of the reporting period to the end of a reporting period on a portfolio segment basis, with the ending balance further disaggregated on the basis of the impairment method, (2) for each disaggregated ending balance in item (1), the related recorded investment in loans, (3) the nonaccrual status of loans by class of loans, and (4) impaired loans by class of loans.

The amendments in this update will require the Corporation to provide the following additional disclosures about its loans: (1) credit quality indicators of financing receivables at the end of the reporting period by class of loans, (2) the aging of past due loans at the end of the reporting period by class of loans, (3) the nature and extent of troubled debt restructurings that occurred during the period by class of loans and their effect on the allowance for loan losses, (4) the nature and extent of financing receivables modified within the previous 12 months that defaulted during the period by class of financing receivables and their effect on the allowance for loan losses and (5) significant purchases and sales of loans during the period disaggregated by portfolio segment. The new disclosures as of the end of a reporting period are effective for interim and annual reporting periods ending on or after December 15, 2010. The new disclosures about activity that occurs during a reporting period are effective for interim and annual reporting periods beginning on or after December 15, 2010. The new guidance is expected to significantly expand the financial statement disclosures for all financial institutions.

**FASB ASC Topic 715, Compensation - Retirement Benefits.** In January 2010, ASC Topic 715 was amended by ASU No. 2010-06, *Improving Disclosures about Fair Value Measurements*, to change the terminology for major categories of assets to classes of assets to correspond with the amendments to ASC Topic 820 (see below). The new guidance was effective for interim and annual periods ending on or after January 1, 2010 and had no impact on the Corporation's interim condensed consolidated financial statements in 2010.

**FASB ASC Topic 810, Consolidation.** New authoritative accounting guidance under ASC Topic 810 amends prior guidance to change how a company determines when an entity that is insufficiently capitalized or is not controlled through voting (or similar rights) should be consolidated. The determination of whether a company is required to

consolidate an entity is based on, among other factors, an entity's purpose and design and a company's ability to direct the activities of the entity that most significantly impact the

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entity's economic performance. The new authoritative accounting guidance requires additional disclosures about the reporting entity's involvement with variable interest entities and any significant changes in risk exposure due to that involvement as well as its affect on the entity's financial statements. The new authoritative accounting guidance under ASC Topic 810 was effective January 1, 2010 and had no impact on the Corporation's interim condensed consolidated financial statements.

**FASB ASC Topic 820. Fair Value Measurements and Disclosures.** In January 2010, ASC Topic 820 was amended by ASU No. 2010-06, to add new disclosures for: (1) Significant transfers in and out of Level 1 and Level 2 fair value measurements and the reasons for the transfers and (2) Presenting separately information about purchases, sales, issuances and settlements for Level 3 fair value instruments (as opposed to reporting activity as net).

ASU No. 2010-06 also clarifies existing disclosures by requiring reporting entities to provide fair value measurement disclosures for each class of assets and liabilities and to provide disclosures about the valuation techniques and inputs used to measure fair value for both recurring and nonrecurring fair value measurements.

The new authoritative guidance was effective for interim and annual reporting periods beginning January 1, 2010 except for the disclosures about purchases, sales, issuances and settlements in the rollforward of activity in Level 3 fair value measurements, which will be effective January 1, 2011. The new guidance did not, and is not anticipated to, have a significant impact on the Corporation's consolidated financial statements.

**FASB ASC Topic 860. Transfers and Servicing.** New authoritative accounting guidance under ASC Topic 860 amends prior accounting guidance to enhance reporting about transfers of financial assets, including securitizations, and where companies have continuing exposure to the risks related to transferred financial assets. The new authoritative accounting guidance eliminates the concept of a qualifying special purpose entity and changes the requirements for derecognizing financial assets. The new authoritative accounting guidance also requires additional disclosures about all continuing involvements with transferred financial assets including information about gains and losses resulting from transfers during the period. The new authoritative accounting guidance under ASC Topic 860 was effective January 1, 2010 and had no significant impact on the Corporation's interim condensed consolidated financial statements.

**NOTE 3 COMPUTATION OF EARNINGS PER SHARE**

Basic earnings per share represents income available to common shareholders divided by the weighted average number of common shares outstanding during the period, which includes shares held in a Trust controlled by the Corporation. Diluted earnings per share reflects additional common shares that would have been outstanding if dilutive potential common shares had been issued, as well as any adjustments to income that would result from the assumed issuance. Potential common shares that may be issued by the Corporation relate solely to outstanding shares in the Corporation's Deferred Director Fee Plan.

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

|   | Three Months Ended<br>September 30 |           | Nine Months Ended<br>September 30 |           |
|---|------------------------------------|-----------|-----------------------------------|-----------|
|   | 2010                               | 2009      | 2010                              | 2009      |
| Average number of common shares outstanding for basic calculation                               | 7,537,014                          | 7,507,964 | 7,540,779                         | 7,514,617 |
| Potential dilutive effect of shares in the Deferred Director Fee Plan (1)                       | 190,693                            | 204,746   | 186,373                           | 199,201   |
| Average number of common shares outstanding used to calculate diluted earnings per common share | 7,727,707                          | 7,712,710 | 7,727,152                         | 7,713,818 |
| Net income  | \$ 2,553                           | \$ 2,197  | \$ 6,727                          | \$ 5,727  |

**Earnings per share**



|                |    |             |    |             |    |             |    |             |
|----------------|----|-------------|----|-------------|----|-------------|----|-------------|
| <b>Basic</b>   | \$ | <b>0.34</b> | \$ | <b>0.29</b> | \$ | <b>0.89</b> | \$ | <b>0.76</b> |
| <b>Diluted</b> | \$ | <b>0.33</b> | \$ | <b>0.28</b> | \$ | <b>0.87</b> | \$ | <b>0.74</b> |

(1) Exclusive of shares held in a Trust controlled by the Corporation

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**Table of Contents****NOTE 4 TRADING SECURITIES**

Trading securities, at fair value, consist of the following investments at:

|                                   | September<br>30<br>2010 | December<br>31<br>2009 |
|-----------------------------------|-------------------------|------------------------|
| States and political subdivisions | \$ 6,150                | \$ 9,962               |
| Mortgage-backed                   |                         | 3,601                  |
| <b>Total</b>                      | <b>\$ 6,150</b>         | <b>\$ 13,563</b>       |

Included in the net trading losses of \$36 during the first nine months of 2010, were \$62 of net trading losses on securities that relate to the Corporation's trading portfolio as of September 30, 2010.

**NOTE 5 INVESTMENT SECURITIES**

The amortized cost and fair value of investment securities available-for-sale, with gross unrealized gains and losses, are as follows at:

|                                     | Amortized<br>Cost | September 30, 2010           |                               | Fair<br>Value     |
|-------------------------------------|-------------------|------------------------------|-------------------------------|-------------------|
|                                     |                   | Gross<br>Unrealized<br>Gains | Gross<br>Unrealized<br>Losses |                   |
| Government sponsored enterprises    | \$ 5,394          | \$ 56                        | \$                            | \$ 5,450          |
| States and political subdivisions   | 149,251           | 6,042                        | 126                           | 155,167           |
| Auction rate money market preferred | 3,200             |                              | 897                           | 2,303             |
| Preferred stocks                    | 7,800             |                              | 833                           | 6,967             |
| Mortgage-backed                     | 94,449            | 2,429                        | 24                            | 96,854            |
| Collateralized mortgage obligations | 35,043            | 508                          | 80                            | 35,471            |
| <b>Total</b>                        | <b>\$ 295,137</b> | <b>\$ 9,035</b>              | <b>\$ 1,960</b>               | <b>\$ 302,212</b> |

|                                     | Amortized<br>Cost | December 31, 2009            |                               | Fair<br>Value     |
|-------------------------------------|-------------------|------------------------------|-------------------------------|-------------------|
|                                     |                   | Gross<br>Unrealized<br>Gains | Gross<br>Unrealized<br>Losses |                   |
| Government sponsored enterprises    | \$ 19,386         | \$ 127                       | \$ 42                         | \$ 19,471         |
| States and political subdivisions   | 150,688           | 3,632                        | 2,590                         | 151,730           |
| Auction rate money market preferred | 3,200             |                              | 227                           | 2,973             |
| Preferred stocks                    | 7,800             |                              | 746                           | 7,054             |
| Mortgage-backed                     | 67,215            | 638                          | 119                           | 67,734            |
| Collateralized mortgage obligations | 10,296            |                              | 192                           | 10,104            |
| <b>Total</b>                        | <b>\$ 258,585</b> | <b>\$ 4,397</b>              | <b>\$ 3,916</b>               | <b>\$ 259,066</b> |

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The Corporation had pledged investments in the following amounts at:

|   | September<br>30<br>2010 | December<br>31<br>2009 |
|---|-------------------------|------------------------|
| Pledged to secure other borrowed funds  | \$ 93,666               | \$ 41,612              |
| Pledged to secure repurchase agreements   | 81,244                  | 74,605                 |
| Pledged for public deposits and for other purposes necessary or required by law | 15,971                  | 20,054                 |
| <b>Total</b>  | <b>\$ 190,881</b>       | <b>\$ 136,271</b>      |

The Corporation had no investment securities that are restricted to be pledged for specific purposes. While borrowed funds increased by \$5,794 since December 31, 2009, the Corporation increased the level of securities pledged to secure other borrowed funds and repurchase agreements by \$58,693 in the same period. This additional pledging has enhanced the Corporation's liquidity position as it allows for an increased availability of borrowed funds. The amortized cost and fair value of available-for-sale securities by contractual maturity at September 30, 2010 are as follows:

|   | Within<br>One<br>Year | Maturing   |  | After<br>Ten<br>Years | After<br>Ten<br>Years | Securities                              | Total             |
|---|-----------------------|--|--|-----------------------|-----------------------|---|-------------------|
|   |                       | After One<br>Year But<br>Within<br>Five<br>Years | After<br>Five<br>Years But<br>Within<br>Ten<br>Years |                       |                       | With<br>Variable<br>Monthly<br>Payments |                   |
| Government sponsored enterprises                    | \$                    | \$ 5,000   | \$ 394   | \$                    | \$                    | \$                                      | \$ 5,394          |
| States and political subdivisions                   | 8,178                 | 40,915   | 65,310   | 34,848                | 34,848                | 34,848                                  | 149,251           |
| Auction rate money market preferred                 |                       |  |  | 3,200                 |                       |   | 3,200             |
| Preferred stocks                                    |                       |  |  | 7,800                 |                       |   | 7,800             |
| Mortgage-backed Collateralized mortgage obligations |                       |  |  |                       |                       | 94,449                                  | 94,449            |
|   |                       |  |  |                       |                       | 35,043                                  | 35,043            |
| <b>Total amortized cost</b>                         | <b>\$ 8,178</b>       | <b>\$ 45,915</b>                                 | <b>\$ 65,704</b>                                     | <b>\$ 45,848</b>      | <b>\$ 45,848</b>      | <b>\$ 129,492</b>                       | <b>\$ 295,137</b> |
| <b>Fair value</b>                                   | <b>\$ 8,227</b>       | <b>\$ 47,418</b>                                 | <b>\$ 69,296</b>                                     | <b>\$ 44,946</b>      | <b>\$ 44,946</b>      | <b>\$ 132,325</b>                       | <b>\$ 302,212</b> |

Expected maturities may differ from contractual maturities because issuers may have the right to call or prepay obligations.

Because of their variable monthly payments, mortgage-backed securities and collateralized mortgage obligations are not reported by a specific maturity group.

A summary of the activity related to sales of available-for-sale debt securities is as follows during the nine month periods ended:

|                                   | September 30 |           |
|-----------------------------------|--------------|-----------|
|                                   | 2010         | 2009      |
| Proceeds from sales of securities | \$ 18,303    | \$ 32,204 |
| Gross realized gains              | \$ 351       | \$ 648    |
| Gross realized losses             | (3)          |           |
| Net realized gains                | \$ 348       | \$ 648    |
| Applicable income tax expense     | \$ (118)     | \$ (220)  |

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

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Information pertaining to available-for-sale securities with gross unrealized losses at September 30, 2010 and December 31, 2009 aggregated by investment category and length of time that individual securities have been in continuous loss position, follows:

|                                     | September 30, 2010      |                  |                         |                 |                         |
|-------------------------------------|-------------------------|------------------|-------------------------|-----------------|-------------------------|
|                                     | Less Than Twelve Months |                  | Over Twelve Months      |                 | Total Unrealized Losses |
|                                     | Gross Unrealized Losses | Fair Value       | Gross Unrealized Losses | Fair Value      |                         |
| States and political subdivisions   | \$ 126                  | \$ 9,521         | \$                      | \$              | \$ 126                  |
| Auction rate money market preferred |                         |                  | 897                     | 2,303           | 897                     |
| Preferred stock                     |                         |                  | 833                     | 967             | 833                     |
| Mortgage-backed                     | 24                      | 10,336           |                         |                 | 24                      |
| Collateralized mortgage obligations | 80                      | 4,722            |                         |                 | 80                      |
| <b>Total</b>                        | <b>\$ 230</b>           | <b>\$ 24,579</b> | <b>\$ 1,730</b>         | <b>\$ 3,270</b> | <b>\$ 1,960</b>         |

**Number of securities in an unrealized loss position:** **12** **3** **15**

|                                     | December 31, 2009       |                  |                         |                 |                         |
|-------------------------------------|-------------------------|------------------|-------------------------|-----------------|-------------------------|
|                                     | Less Than Twelve Months |                  | Over Twelve Months      |                 | Total Unrealized Losses |
|                                     | Gross Unrealized Losses | Fair Value       | Gross Unrealized Losses | Fair Value      |                         |
| Government sponsored enterprises    | \$ 42                   | \$ 7,960         | \$                      | \$              | \$ 42                   |
| States and political subdivisions   | 2,536                   | 11,459           | 54                      | 2,267           | 2,590                   |
| Auction rate money market preferred |                         |                  | 227                     | 2,973           | 227                     |
| Preferred stocks                    |                         |                  | 746                     | 3,054           | 746                     |
| Mortgage-backed                     | 119                     | 25,395           |                         |                 | 119                     |
| Collateralized mortgage obligations | 192                     | 10,104           |                         |                 | 192                     |
| <b>Total</b>                        | <b>\$ 2,889</b>         | <b>\$ 54,918</b> | <b>\$ 1,027</b>         | <b>\$ 8,294</b> | <b>\$ 3,916</b>         |

**Number of securities in an unrealized loss position:** **39** **8** **47**

The Corporation has invested \$11,000 in auction rate money market preferred investment security instruments, which are classified as available-for-sale securities and reflected at estimated fair value. Due to credit market uncertainty, the trading for these securities has been limited. As a result of the limited trading of these securities, \$7,800 converted to mandatorily redeemable preferred stock with debt like characteristics in 2009.

Additionally, due to the limited trading activity of these securities, the fair values were estimated utilizing a discounted cash flow analysis as of September 30, 2010 and December 31, 2009. These analyses considered creditworthiness of the counterparty, the timing of expected future cash flows, and the current volume of trading activity. As of September 30, 2010, the Corporation held an auction rate money market preferred security and a preferred stock with a decline in fair value resulting from the security's interest rate, as it is lower than the offering

rates of securities with similar characteristics. Despite the limited trading of these securities, management has determined that any declines in the fair value of these securities are the result of changes in interest rates and not risks related to the underlying credit quality of the issuers. Management does not intend to sell the securities in an unrealized loss position, and it is more likely than not that the Corporation will not have to sell the securities before recovery of their cost basis.

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As of September 30, 2010 and December 31, 2009, management conducted an analysis to determine whether all securities currently in an unrealized loss position, including auction rate money market preferred securities and preferred stocks, should be considered other-than-temporarily-impaired (OTTI). Such analyses considered, among other factors, the following criteria:

Has the value of the investment declined more than 20% based on a risk and maturity adjusted discount rate?

Is the investment credit rating below investment grade?

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

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

Has the duration of the investment been extended by more than 7 years?

Based on the Corporation's analysis using the above criteria, the fact that management has asserted that it does not have the intent to sell these securities in an unrealized loss position, and that it is more likely than not the Corporation will not have to sell the securities before recovery of their cost basis, management does not believe that the values of any securities are other-than-temporarily impaired as of September 30, 2010 or December 31, 2009.

**NOTE 6 LOANS**

A summary of changes in the allowance for loan losses follows:

|                                  |                     |                  |                  |
|----------------------------------|---------------------|------------------|------------------|
|                                  |                     | 2010             | 2009             |
| Allowance for loan losses        | January 1           | \$ 12,979        | \$ 11,982        |
| Loans charged off                |                     | (4,094)          | (5,104)          |
| Recoveries                       |                     | 903              | 1,200            |
| Provision charged to income      |                     | 3,231            | 4,549            |
| <b>Allowance for loan losses</b> | <b>September 30</b> | <b>\$ 13,019</b> | <b>\$ 12,627</b> |

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

|   | September<br>30<br>2010 | December<br>31<br>2009 |
|---|-------------------------|------------------------|
| Impaired loans with a valuation allowance     | \$ 5,267                | \$ 3,757               |
| Impaired loans without a valuation allowance  | 6,865                   | 8,897                  |
| <b>Total impaired loans</b>                   | <b>\$ 12,132</b>        | <b>\$ 12,654</b>       |
| <br>  |                         |                        |
| Valuation allowance related to impaired loans | \$ 632                  | \$ 612                 |

The following is a summary of the year to date average balance and interest income recognized on impaired loans through:

|   |                         |                         |
|---|-------------------------|-------------------------|
|   | September<br>30<br>2010 | September<br>30<br>2009 |
| Year to date average investment in impaired loans | \$ 12,393               | \$ 12,575               |

|   |    |     |    |     |
|---|----|-----|----|-----|
| Year to date interest income recognized on impaired loans | \$ | 308 | \$ | 155 |
|---|----|-----|----|-----|

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



**Table of Contents****NOTE 7 EQUITY SECURITIES WITHOUT READILY DETERMINABLE FAIR VALUES**

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

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

|  | September<br>30<br>2010 | December<br>31<br>2009 |
|--|-------------------------|------------------------|
| Federal Home Loan Bank Stock               | \$ 7,960                | \$ 7,960               |
| Investment in CT/IBT Title Agency, LLC     | 6,710                   | 6,782                  |
| Federal Reserve Bank Stock                 | 1,879                   | 1,879                  |
| Investment in Valley Financial Corporation | 1,000                   | 1,000                  |
| Other                                      | 296                     | 300                    |
| <b>Total</b>                               | <b>\$ 17,845</b>        | <b>\$ 17,921</b>       |

**NOTE 8 BORROWED FUNDS**

Borrowed funds consist of the following obligations as of:

|  | September<br>30<br>2010 | December<br>31<br>2009 |
|--|-------------------------|------------------------|
| Federal Home Loan Bank advances  | \$ 119,708              | \$ 127,804             |
| Securities sold under agreements to repurchase without stated maturity dates | 59,187                  | 37,797                 |
| Securities sold under agreements to repurchase with stated maturity dates    | 20,000                  | 20,000                 |
| Federal Reserve Bank discount window advance                                 |                         | 7,500                  |
| <b>Total</b>   | <b>\$ 198,895</b>       | <b>\$ 193,101</b>      |

**NOTE 9 OTHER NONINTEREST EXPENSES**

A summary of expenses included in other noninterest expenses are as follows for the three and nine month periods ended September 30:

|                                   | Three Months Ended<br>September 30 |                 | Nine Months Ended<br>September 30 |                 |
|-----------------------------------|------------------------------------|-----------------|-----------------------------------|-----------------|
|                                   | 2010                               | 2009            | 2010                              | 2009            |
| Marketing and community relations | \$ 284                             | \$ 352          | \$ 944                            | \$ 790          |
| Audit and SOX compliance fees     | 92                                 | 94              | 438                               | 347             |
| Directors fees                    | 210                                | 213             | 655                               | 671             |
| Foreclosed asset and collection   | 317                                | 149             | 671                               | 576             |
| Education and travel              | 107                                | 87              | 319                               | 253             |
| Printing and supplies             | 119                                | 110             | 316                               | 416             |
| Amortization of deposit premium   | 86                                 | 95              | 258                               | 286             |
| Postage and freight               | 106                                | 132             | 289                               | 374             |
| Legal fees                        | 103                                | 81              | 301                               | 291             |
| Consulting fees                   | 25                                 | 72              | 125                               | 167             |
| All other                         | 450                                | 435             | 1,201                             | 1,359           |
| <b>Total other</b>                | <b>\$ 1,899</b>                    | <b>\$ 1,820</b> | <b>\$ 5,517</b>                   | <b>\$ 5,530</b> |



**Table of Contents****NOTE 10 FEDERAL INCOME TAXES**

The reconciliation of the provision for federal income taxes and the amount computed at the federal statutory tax rate of 34% of income before federal income tax expense is as follows for the three and nine month periods ended September 30:

|                                    | Three Months Ended<br>September 30 |               | Nine Months Ended<br>September 30 |               |
|------------------------------------|------------------------------------|---------------|-----------------------------------|---------------|
|                                    | 2010                               | 2009          | 2010                              | 2009          |
| Income taxes at 34% statutory rate | \$ 1,039                           | \$ 890        | \$ 2,680                          | \$ 2,213      |
| Effect of nontaxable income        | (547)                              | (478)         | (1,550)                           | (1,458)       |
| Effect of nondeductible expenses   | 11                                 | 8             | 24                                | 28            |
| <b>Federal income tax expense</b>  | <b>\$ 503</b>                      | <b>\$ 420</b> | <b>\$ 1,154</b>                   | <b>\$ 783</b> |

Included in other comprehensive income for the three and nine month periods ended September 30, 2010 are unrealized gains and losses related to auction rate preferred stock investment securities and preferred stocks. For federal income tax purposes, these securities are considered equity investments for which no deferred federal income taxes are expected or recorded.

**NOTE 11 DEFINED BENEFIT PENSION PLAN**

The Corporation has a non contributory defined benefit pension plan, which was curtailed effective March 1, 2007. As a result of the curtailment, future salary increases are no longer considered and plan benefits are based on years of service and the employees five highest consecutive years of compensation out of the last ten years of service through March 1, 2007. The Corporation contributed \$47 to the pension plan in the nine month period ended September 30, 2010. The Corporation made no contributions to the pension plan in the nine month period ended September 30, 2009. The Corporation does not anticipate any further contributions to the plan in 2010.

Following are the components of net periodic benefit cost for the three and nine month periods ended September 30:

|   | Three Months Ended<br>September 30 |              | Nine Months Ended<br>September 30 |               |
|---|------------------------------------|--------------|-----------------------------------|---------------|
|   | 2010                               | 2009         | 2010                              | 2009          |
| Interest cost on projected benefit obligation   | \$ 132                             | \$ 126       | \$ 398                            | \$ 378        |
| Expected return on plan assets                  | (122)                              | (131)        | (368)                             | (393)         |
| Amortization of unrecognized actuarial net loss | 38                                 | 43           | 115                               | 128           |
| <b>Net periodic benefit cost</b>                | <b>\$ 48</b>                       | <b>\$ 38</b> | <b>\$ 145</b>                     | <b>\$ 113</b> |

**Table of Contents****NOTE 12 FAIR VALUE****Estimated Fair Values of Financial Instruments Not Recorded at Fair Value in their Entirety on a Recurring Basis**

Disclosure of the estimated fair values of financial instruments, which differ from carrying values, often requires the use of estimates. In cases where quoted market values in an active market are not available, the Corporation uses present value techniques and other valuation methods to estimate the fair values of its financial instruments. These valuation methods require considerable judgment and the resulting estimates of fair value can be significantly affected by the assumptions made and methods used.

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

|  | September 30, 2010      |                   | December 31, 2009       |                   |
|--|-------------------------|-------------------|-------------------------|-------------------|
|  | Estimated<br>Fair Value | Carrying<br>Value | Estimated<br>Fair Value | Carrying<br>Value |
| <b>ASSETS</b>  |                         |                   |                         |                   |
| Cash and demand deposits due from banks                      | \$ 45,146               | \$ 45,146         | \$ 22,706               | \$ 22,706         |
| Certificates of deposit held in other financial institutions | 15,656                  | 15,543            | 7,156                   | 7,156             |
| Trading securities   | 6,150                   | 6,150             | 13,563                  | 13,563            |
| Investment securities available-for-sale                     | 302,212                 | 302,212           | 259,066                 | 259,066           |
| Mortgage loans available-for-sale                            | 3,630                   | 3,591             | 2,294                   | 2,281             |
| Net loans  | 714,433                 | 713,050           | 719,604                 | 710,337           |
| Corporate owned life insurance policies                      | 17,317                  | 17,317            | 16,782                  | 16,782            |
| Accrued interest receivable                                  | 6,217                   | 6,217             | 5,832                   | 5,832             |
| Equity securities without readily determinable fair values   | 17,845                  | 17,845            | 17,921                  | 17,921            |
| Originated mortgage servicing rights                         | 2,468                   | 2,468             | 2,620                   | 2,620             |
| <b>LIABILITIES</b>   |                         |                   |                         |                   |
| Deposits with no stated maturities                           | 418,259                 | 418,259           | 382,006                 | 382,006           |
| Deposits with stated maturities                              | 447,375                 | 442,807           | 424,048                 | 420,646           |
| Borrowed funds   | 203,330                 | 198,895           | 195,179                 | 193,101           |
| Accrued interest payable                                     | 1,105                   | 1,105             | 1,143                   | 1,143             |

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**Financial Instruments Recorded at Fair Value**

The Corporation utilizes fair value measurements to record fair value adjustments to certain assets and liabilities and to determine fair value disclosures. Securities available-for-sale, trading securities, and certain liabilities are recorded at fair value on a recurring basis. Additionally, from time to time, the Corporation may be required to record other assets at fair value on a nonrecurring basis, such as mortgage loans available-for-sale, impaired loans, foreclosed assets, originated mortgage servicing rights, and certain other assets and liabilities. These nonrecurring fair value adjustments typically involve the application of lower of cost or market accounting or write downs of individual assets.

*Fair Value Hierarchy*

Under fair value measurement and disclosure authoritative guidance, the Corporation groups assets and liabilities measured at fair value into three levels, based on the markets in which the assets and liabilities are traded, and the reliability of the assumptions used to determine fair value, based on the prioritization of inputs in the valuation techniques. These levels are:

- Level 1: Valuation is based upon quoted prices for identical instruments traded in active markets.
- Level 2: Valuation is based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active and model based valuation techniques for which all significant assumptions are observable in the market.
- Level 3: Valuation is generated from model based techniques that use at least one significant assumption not observable in the market. These unobservable assumptions reflect estimates of assumptions that market participants would use in pricing the asset or liability.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of observable inputs and minimize the use of unobservable inputs.

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

| Description  | September 30, 2010 |            |           | December 31, 2009 |            |           |
|--|--------------------|------------|-----------|-------------------|------------|-----------|
|  | Total              | Level 2    | Level 3   | Total             | Level 2    | Level 3   |
| <b>Recurring items</b>                                   |                    |            |           |                   |            |           |
| Trading securities                                       |                    |            |           |                   |            |           |
| States and political subdivisions                        | \$ 6,150           | \$ 6,150   | \$        | \$ 9,962          | \$ 9,962   | \$        |
| Mortgage-backed  |                    |            |           | 3,601             | 3,601      |           |
| Total trading securities                                 | 6,150              | 6,150      |           | 13,563            | 13,563     |           |
| Available-for-sale investment securities                 |                    |            |           |                   |            |           |
| Government sponsored enterprises                         | 5,450              | 5,450      |           | 19,471            | 19,471     |           |
| States and political subdivisions                        | 155,167            | 155,167    |           | 151,730           | 151,730    |           |
| Auction rate money market preferred                      | 2,303              |            | 2,303     | 2,973             |            | 2,973     |
| Preferred stock  | 6,967              |            | 6,967     | 7,054             |            | 7,054     |
| Mortgage-backed  | 96,854             | 96,854     |           | 67,734            | 67,734     |           |
| Collateralized mortgage obligations                      | 35,471             | 35,471     |           | 10,104            | 10,104     |           |
| Total available-for-sale investment securities           | 302,212            | 292,942    | 9,270     | 259,066           | 249,039    | 10,027    |
| Borrowed funds   | 12,708             | 12,708     |           | 17,804            | 17,804     |           |
| <b>Nonrecurring items</b>                                |                    |            |           |                   |            |           |
| Impaired loans   | 12,132             |            | 12,132    | 12,654            |            | 12,654    |
| Foreclosed assets  | 2,116              | 2,116      |           | 1,157             | 1,157      |           |
| Originated mortgage servicing rights                     | 2,468              | 2,468      |           | 2,620             | 2,620      |           |
|  | \$ 337,786         | \$ 316,384 | \$ 21,402 | \$ 306,864        | \$ 284,183 | \$ 22,681 |
| Percent of assets and liabilities measured at fair value |                    |            |           |                   |            |           |
|  |                    | 93.66%     | 6.34%     |                   | 92.61%     | 7.39%     |

As of September 30, 2010 and December 31, 2009, the Corporation had no assets or liabilities measured utilizing Level 1 valuation techniques.

Following is a description of the valuation methodologies and key inputs used to measure financial assets and liabilities recorded at fair value, as well as a description of the methods and significant assumptions used to estimate fair value disclosures for financial instruments not recorded at fair value in their entirety on a recurring basis. For financial assets and liabilities recorded at fair value, the description includes an indication of the level of the fair value hierarchy in which the assets or liabilities are classified.

*Cash and demand deposits due from banks:* The carrying amounts of cash and short term investments, including Federal funds sold, approximate fair values.

*Certificates of deposit held in other financial institutions:* Interest bearing balances held in other financial institutions include certificates of deposit and other short term interest bearing balances that mature within 3 years. Fair value is determined using prices for similar assets with similar characteristics.

*Investment securities:* Investment securities are recorded at fair value on a recurring basis. Level 2 fair value measurement is based upon quoted prices, if available. If quoted prices are not available, fair values are measured using independent pricing models or other model based valuation techniques such as the present value of future cash flows, adjusted for the security's credit rating, prepayment assumptions and other factors such as credit loss and liquidity assumptions. Level 2 securities include bonds issued by government sponsored enterprises, states and political subdivisions, mortgage-backed securities, and collateralized mortgage obligations issued by government sponsored enterprises.

Securities classified as Level 3 include securities in less liquid markets and include auction rate money market preferred securities and preferred stocks. Due to the limited trading activity of these securities, the fair values were estimated utilizing a discounted cash flow analysis as of September 30, 2010 and December 31, 2009. These analyses considered creditworthiness of the counterparty, the timing of expected future cash flows, and the current volume of trading activity. The discount rates used were determined by using

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the interest rates of similarly rated financial institutions debt based on the weighted average of a range of terms for corporate bond interest rates, which were obtained from published sources. All securities have call dates within the next two years, but final maturities in excess of 30 years. The Corporation calculated the present value assuming a 30 year nonamortizing balloon using weighted average discount rates between 3.55% and 7.65% as of September 30, 2010.

*Mortgage loans available-for-sale:* Mortgage loans available-for-sale are carried at the lower of cost or market value. The fair value of mortgage loans available-for-sale are based on what price secondary markets are currently offering for portfolios with similar characteristics. As such, the Corporation classifies loans subjected to nonrecurring fair value adjustments as a Level 2 valuation.

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

The Corporation does not record loans at fair value on a recurring basis. However, from time to time, a loan is considered impaired and a specific allowance for loan losses may be established. Loans for which it is probable that payment of interest and principal will be significantly different than the contractual terms of the original loan agreement are considered impaired. Once a loan is identified as impaired, management measures the estimated impairment. The fair value of impaired loans is estimated using one of several methods, including collateral value, market value of similar debt, enterprise value, liquidation value, or discounted cash flows. Those impaired loans not requiring an allowance represent loans for which the fair value of the expected repayments or collateral exceed the recorded investments in such loans.

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

Impaired loans where an allowance is established based on the net realizable value of collateral require classification in the fair value hierarchy. The Corporation classifies adjustments to the carrying values of impaired loans as a nonrecurring Level 3 valuation.

*Corporate owned life insurance policies:* Corporate owned life insurance is reported at its cash surrender value, or the amount that can be currently realized, which approximates fair value.

*Accrued interest:* The carrying amounts of accrued interest approximate fair value.

*Acquisition intangibles and goodwill:* Acquisition intangibles and goodwill are subject to impairment testing. A projected cash flow valuation method is used in the completion of impairment testing. This valuation method requires a significant degree of management judgment. In the event the projected undiscounted net operating cash flows are less than the carrying value, the asset is recorded at fair value as determined by the valuation model. If the testing resulted in impairment, the Corporation would classify goodwill and other acquisition intangibles subjected to nonrecurring fair value adjustments as a Level 3 valuation. During 2010 and 2009, there were no impairments recorded on goodwill and other acquisition intangibles.

*Equity securities without readily determinable fair values:* The Corporation has investments in equity securities without readily determinable fair values as well as investments in joint ventures. The assets are individually reviewed for impairment on an annual basis by comparing the carrying value to the estimated fair value. The lack of an independent source to validate fair value estimates, including the impact of future capital calls and transfer restrictions, is an inherent limitation in the valuation process. The Corporation classifies nonmarketable equity securities and its investments in joint ventures subjected to nonrecurring fair value adjustments as a Level 3 valuation.



During 2010 and 2009, there were no impairments recorded on equity securities without readily determinable fair values.

*Foreclosed assets:* Upon transfer from the loan portfolio, foreclosed assets are adjusted to and subsequently carried at the lower of carrying value or fair value less costs to sell. Net realizable value is based upon independent market prices, appraised values of the collateral, or management's estimation of the value of the collateral and as such, the Corporation classifies foreclosed assets as a nonrecurring Level 2 valuation. When management determines that the net realizable value of the collateral is further impaired below

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the appraised value but there is no observable market price, the Corporation records the foreclosed asset as a nonrecurring Level 3 valuation.

*Originated mortgage servicing rights:* Originated mortgage servicing rights are subject to impairment testing. A valuation model, which utilizes a discounted cash flow analysis using interest rates and prepayment speed assumptions currently quoted for comparable instruments and a discount rate determined by management, is used for impairment testing. If the valuation model reflects a value less than the carrying value, originated mortgage servicing rights are adjusted to fair value through a valuation allowance as determined by the model. As such, the Corporation classifies loan servicing rights subject to nonrecurring fair value adjustments as a Level 2 valuation.

*Deposits:* Demand, savings, and money market deposits are, by definition, equal to the amount payable on demand at the reporting date (i.e., their carrying amounts). Fair values for variable rate certificates of deposit approximate their recorded carrying value. Fair values for fixed rate certificates of deposit are estimated using a discounted cash flow calculation that applies interest rates currently being offered on certificates to a schedule of aggregated expected monthly maturities on time deposits.

*Borrowed funds:* The carrying amounts of federal funds purchased, borrowings under overnight repurchase agreements, and other short-term borrowings maturing within ninety days approximate their fair values. The fair values of the Corporation's other borrowed funds are estimated using discounted cash flow analyses based on the Corporation's current incremental borrowing arrangements.

The Corporation has elected to measure a portion of borrowed funds at fair value. These borrowings are recorded at fair value on a recurring basis, with the fair value measurement estimated using discounted cash flow analysis based on the Corporation's current incremental borrowings rates for similar types of borrowing arrangements. Changes in the fair value of these borrowings are included in noninterest income. As such, the Corporation classifies other borrowed funds as a Level 2 valuation.

*Commitments to extend credit, standby letters of credit and undisbursed loans:* Fair values for off balance sheet lending commitments are based on fees currently charged to enter into similar agreements, taking into consideration the remaining terms of the agreements and the counterparties' credit standings. The Corporation does not charge fees for lending commitments; thus it is not practicable to estimate the fair value of these instruments.

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

The table below represents the activity in available-for-sale investment securities measured with Level 3 inputs on a recurring basis for the three and nine month periods ended September 30:

|                                       | Three Months Ended<br>September 30 |          | Nine Months Ended<br>September 30 |          |
|---------------------------------------|------------------------------------|----------|-----------------------------------|----------|
|                                       | 2010                               | 2009     | 2010                              | 2009     |
| Level 3 inputs at beginning of period | \$ 9,517                           | \$ 7,675 | \$ 10,027                         | \$ 5,979 |
| Net unrealized (losses) gains         | (247)                              | 1,594    | (757)                             | 3,290    |
| Level 3 inputs September 30           | \$ 9,270                           | \$ 9,269 | \$ 9,270                          | \$ 9,269 |

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The changes in fair value of assets and liabilities recorded at fair value through earnings on a recurring basis and changes in assets and liabilities recorded at fair value on a nonrecurring basis, for which an impairment, or reduction of an impairment, was recognized in the three and nine month periods ended September 30, 2010 and 2009, are summarized as follows:

| Description                          | Three Months Ended September 30     |   |                |                                     |   |               |
|--------------------------------------|-------------------------------------|---|----------------|-------------------------------------|---|---------------|
|                                      | Trading<br>Gains<br>and<br>(Losses) | 2010<br>Other<br>Gains<br>and<br>(Losses) | Total          | Trading<br>Gains<br>and<br>(Losses) | 2009<br>Other<br>Gains<br>and<br>(Losses) | Total         |
| <b>Recurring Items</b>               |                                     |   |                |                                     |   |               |
| Trading securities                   | \$ 2                                | \$  | \$ 2           | \$ 112                              | \$  | \$ 112        |
| Borrowed funds                       |                                     | 43  | 43             |                                     | (55)                                      | (55)          |
| <b>Nonrecurring Items</b>            |                                     |   |                |                                     |   |               |
| Foreclosed assets                    |                                     |   |                |                                     | (20)                                      | (20)          |
| Originated mortgage servicing rights |                                     | (83)                                      | (83)           |                                     | 107                                       | 107           |
| <b>Total</b>                         | <b>\$ 2</b>                         | <b>\$ (40)</b>                            | <b>\$ (38)</b> | <b>\$ 112</b>                       | <b>\$ 32</b>                              | <b>\$ 144</b> |

| Description                          | Nine Months Ended September 30      |   |                 |                                     |   |               |
|--------------------------------------|-------------------------------------|---|-----------------|-------------------------------------|---|---------------|
|                                      | Trading<br>Gains<br>and<br>(Losses) | 2010<br>Other<br>Gains<br>and<br>(Losses) | Total           | Trading<br>Gains<br>and<br>(Losses) | 2009<br>Other<br>Gains<br>and<br>(Losses) | Total         |
| <b>Recurring items</b>               |                                     |   |                 |                                     |   |               |
| Trading securities                   | \$ (36)                             | \$  | \$ (36)         | \$ 142                              | \$  | \$ 142        |
| Borrowed funds                       |                                     | 96  | 96              |                                     | 161                                       | 161           |
| <b>Nonrecurring items</b>            |                                     |   |                 |                                     |   |               |
| Foreclosed assets                    |                                     | (90)                                      | (90)            |                                     | (54)                                      | (54)          |
| Originated mortgage servicing rights |                                     | (232)                                     | (232)           |                                     | 99  | 99            |
| <b>Total</b>                         | <b>\$ (36)</b>                      | <b>\$ (226)</b>                           | <b>\$ (262)</b> | <b>\$ 142</b>                       | <b>\$ 206</b>                             | <b>\$ 348</b> |

The activity in borrowings which the Corporation has elected to carry at fair value was as follows for the three and nine month periods ended September 30:

|   | Three Months Ended<br>September 30 |                  | Nine Months Ended<br>September 30 |                  |
|---|------------------------------------|------------------|-----------------------------------|------------------|
|   | 2010                               | 2009             | 2010                              | 2009             |
| Borrowings carried at fair value at beginning of period | \$ 12,751                          | \$ 17,913        | \$ 17,804                         | \$ 23,130        |
| Paydowns and maturities                                 |                                    |                  | (5,000)                           | (5,000)          |
| Net change in fair value                                | (43)                               | 56               | (96)                              | (161)            |
| <b>Borrowings carried at fair value September 30</b>    | <b>\$ 12,708</b>                   | <b>\$ 17,969</b> | <b>\$ 12,708</b>                  | <b>\$ 17,969</b> |

|                                 |                     |                  |                  |                  |                  |
|---------------------------------|---------------------|------------------|------------------|------------------|------------------|
| <b>Unpaid principal balance</b> | <b>September 30</b> | <b>\$ 12,154</b> | <b>\$ 17,191</b> | <b>\$ 12,154</b> | <b>\$ 17,191</b> |
|---------------------------------|---------------------|------------------|------------------|------------------|------------------|

The Corporation has elected to measure a portion of its borrowings under the fair value option. This election has allowed the Corporation to hedge against changes in the fair value of its trading securities. The individual borrowings elected to be measured under the fair value option are based on management's assessment of the current and projected interest rate environment. There are no borrowings which are ineligible to be measured under the fair value option.

**NOTE 13 OPERATING SEGMENTS**

The Corporation's reportable segments are based on legal entities that account for at least 10% of net operating results. As of September 30, 2010 and 2009 and each of the three and nine month periods then ended, the operations of Isabella Bank (the Bank) represented 90% or more of the Corporation's total assets and operating results. Therefore, the Corporation has only one operating segment and no segment reporting is required.

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

The following is management's discussion and analysis of the major factors that influenced Isabella Bank Corporation's financial performance. This analysis should be read in conjunction with the Corporation's 2009 annual report and with the unaudited interim condensed consolidated financial statements and notes, beginning on page 3 of this report.

**CRITICAL ACCOUNTING POLICIES**

A summary of the Corporation's significant accounting policies is set forth in Note 1 of the Consolidated Financial Statements included in the Corporation's Annual Report for the year ended December 31, 2009. Of these significant accounting policies, the Corporation considers its policies regarding the allowance for loan losses, acquisition intangibles (including goodwill), and the determination of the fair value of investment securities to be its most critical accounting policies.

The allowance for loan losses requires management's most subjective and complex judgment. Changes in economic conditions can have a significant impact on the allowance for loan losses and, therefore, the provision for loan losses and results of operations. The Corporation has developed appropriate policies and procedures for assessing the appropriateness of the allowance for loan losses, recognizing that this process requires a number of assumptions and estimates with respect to its loan portfolio. The Corporation's assessments may be impacted in future periods by changes in economic conditions, and the discovery of information with respect to borrowers which is not known to management at the time of the issuance of the consolidated financial statements. For additional discussion concerning the Corporation's allowance for loan losses and related matters, see the Corporation's 2009 Annual Report and the following discussion herein.

Accounting principles generally accepted in the United States of America require that the Corporation determine the fair value of the assets and liabilities of an acquired entity, and record their fair value on the date of acquisition. The Corporation employs a variety of measures in the determination of the fair value, including the use of discounted cash flow analysis, market appraisals, and projected future revenue streams. For certain items that management believes it has the appropriate expertise to determine the fair value, management may choose to use its own calculations of the value. In other cases, where the value is not easily determined, the Corporation consults with outside parties to determine the fair value of the identified asset or liability. Once valuations have been adjusted, the net difference between the price paid for the acquired entity and the value of its balance sheet, including identifiable intangibles, is recorded as goodwill. This goodwill is not amortized, but is tested for impairment on at least an annual basis.

The Corporation currently has both available-for-sale and trading investment securities that are carried at fair value. Changes in the fair value of available-for-sale investment securities are included as a component of other comprehensive income, while declines in the fair value of these securities below their cost that are other-than-temporary would be reflected as realized losses. The change in value of trading investment securities is included in current earnings. Management evaluates securities for indications of losses that are considered other-than-temporary, if any, on a regular basis. The market values for available-for-sale and trading investment securities are typically obtained from outside sources and applied to individual securities within the portfolio. The fair values of investment securities with illiquid markets are estimated by management utilizing a discounted cash flow analysis or other type of valuation adjustment methodology. These securities are also compared, when possible, to other securities with similar characteristics.

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**RESULTS OF OPERATIONS**

**Executive Summary**

Isabella Bank Corporation, as well as all other financial institutions in Michigan and across the entire country, continues to experience the negative impacts on its operations from the recent economic recession. This recession, which began in the fourth quarter of 2008 has resulted in historically high levels of loan delinquencies and nonaccrual loans, which have translated into increases in net loans charged off and foreclosed asset and collection expenses. Additionally, there have been announcements by several large banks stating that they have halted foreclosures due to a failure to properly prepare the documents to complete the foreclosure process. Isabella Bank Corporation has, to its knowledge, complied with all laws governing foreclosures.

Despite the current economic downturn, the Corporation continues to be profitable, with net income of \$2,553 and \$6,727 for the three and nine month periods ended September 30, 2010, respectively. The Corporation's nonperforming loans represented 1.15% of total loans as of September 30, 2010 which declined from 1.28% as of December 31, 2009. The ratio of nonperforming loans to total loans for all banks in the Corporation's peer group was 3.67% as of June 30, 2010 (September 30, 2010 peer group ratios are not yet available). The Corporation's interest margins also continue to be strong, as the net yield on interest earning assets (on a fully tax equivalent basis) was 4.04% for the nine months ended September 30, 2010.

**New Branch Office**

As part of the Corporation's effort to expand its market area, the Corporation opened a new branch in Midland, Michigan in the third quarter of 2010. The new full service office is expected to expand the Corporation's presence in the Midland area as a source for both commercial and consumer loans and deposits.

**Recent Legislation**

The recently passed Health Care and Education Act of 2010 and the Patient Protection and Affordable Care Act could have a significant impact on the Corporation's operating results in future periods. Aside from the potential increases in the Corporation's health care costs, the implementation of the new rules and ongoing compliance requirements is likely to require a substantial administrative commitment from the Corporation's management.

The recently passed Dodd-Frank Wall Street Reform and Consumer Protection Act ( Act ) is very broad and complex legislation that puts in place a sweeping new financial services framework that is likely to have significant regulatory and legal consequences and will likely impact the Corporation's future operating results. Implementation of the Act will require compliance with numerous new regulations, which will not only increase compliance and documentation costs, but also may lead to an increase in litigation risk.

In September 2010, Congress passed and the President signed into law the Small Business Lending Bill which includes access to capital for community banks. The Corporation continues to be well capitalized and profitable and will not be participating in the program.

**Shareholder Stock Purchase Program**

The Corporation has recently amended its Dividend Reinvestment and Employee Stock Purchase Plan to allow for any current shareholders to purchase additional shares of the Corporation's stock directly from the Corporation beginning October 1, 2010.

**Table of Contents****Selected Financial Data**

The following table outlines the results of operations for the three and nine month periods ended September 30, 2010 and 2009.

|   | Three Months Ended<br>September 30 |          | Nine Months Ended<br>September 30 |           |
|---|------------------------------------|----------|-----------------------------------|-----------|
|   | 2010                               | 2009     | 2010                              | 2009      |
| <b>INCOME STATEMENT DATA</b>                          |                                    |          |                                   |           |
| Net interest income                                   | \$ 10,010                          | \$ 9,588 | \$ 29,690                         | \$ 28,512 |
| Provision for loan losses                             | 968                                | 1,542    | 3,231                             | 4,549     |
| Net income  | 2,553                              | 2,197    | 6,727                             | 5,727     |
| <b>PER SHARE DATA</b>                                 |                                    |          |                                   |           |
| Earnings per share                                    |                                    |          |                                   |           |
| Basic   | \$ 0.34                            | \$ 0.29  | \$ 0.89                           | \$ 0.76   |
| Diluted   | 0.33                               | 0.28     | 0.87                              | 0.74      |
| Cash dividends per common share                       | 0.18                               | 0.13     | 0.54                              | 0.38      |
| Book value (at end of period)                         | 19.59                              | 18.97    | 19.59                             | 18.97     |
| <b>RATIOS</b>   |                                    |          |                                   |           |
| Average primary capital to average assets             | 12.60%                             | 13.37%   | 13.07%                            | 13.25%    |
| Net income to average assets (annualized)             | 0.85                               | 0.78     | 0.77                              | 0.68      |
| Net income to average equity (annualized)             | 7.32                               | 6.30     | 6.35                              | 5.50      |
| Net income to average tangible equity<br>(annualized) | 10.79                              | 9.55     | 9.54                              | 8.37      |

**Net Interest Income**

Net interest income equals interest income less interest expense and is the primary source of income for the Corporation. Interest income includes loan fees of \$524 and \$1,426 for the three and nine month periods ended September 30, 2010, respectively, as compared to \$529 and \$1,517 during the same periods in 2009. For analytical purposes, net interest income is adjusted to a taxable equivalent basis by adding the income tax savings from interest on tax exempt loans and securities, thus making year to year comparisons more meaningful.

(Continued on page 27)

**Table of Contents****AVERAGE BALANCES, INTEREST RATE, AND NET INTEREST INCOME**

The following schedules present the daily average amount outstanding for each major category of interest earning assets, nonearning assets, interest bearing liabilities, and noninterest bearing liabilities. This schedule also presents an analysis of interest income and interest expense for the periods indicated. All interest income is reported on a fully taxable equivalent (FTE) basis using a 34% tax rate. Non accruing loans, for the purpose of the following computations, are included in the average loan amounts outstanding. Federal Reserve and Federal Home Loan Bank restricted equity holdings are included in other.

The following table displays the results for the three month periods ended September 30:

|   | Average<br>Balance  | 2010<br>Tax<br>Equivalent<br>Interest | Average<br>Yield\<br>Rate | Average<br>Balance  | 2009<br>Tax<br>Equivalent<br>Interest | Average<br>Yield\<br>Rate |
|---|---------------------|---------------------------------------|---------------------------|---------------------|---------------------------------------|---------------------------|
| <b>INTEREST EARNING ASSETS</b>            |                     |                                       |                           |                     |                                       |                           |
| Loans                                     | \$ 726,107          | \$ 11,769                             | 6.48%                     | \$ 724,927          | \$ 11,968                             | 6.60%                     |
| Taxable investment securities             | 162,262             | 1,288                                 | 3.18%                     | 113,938             | 1,112                                 | 3.90%                     |
| Nontaxable investment securities          | 119,470             | 1,683                                 | 5.63%                     | 120,709             | 1,792                                 | 5.94%                     |
| Trading account securities                | 6,602               | 91                                    | 5.51%                     | 15,948              | 202                                   | 5.07%                     |
| Federal funds sold                        |                     |                                       |                           |                     |                                       |                           |
| Other                                     | 57,251              | 119                                   | 0.83%                     | 35,475              | 125                                   | 1.41%                     |
| <b>Total earning assets</b>               | <b>1,071,692</b>    | <b>14,950</b>                         | <b>5.58%</b>              | <b>1,010,997</b>    | <b>15,199</b>                         | <b>6.01%</b>              |
| <b>NON EARNING ASSETS</b>                 |                     |                                       |                           |                     |                                       |                           |
| Allowance for loan losses                 | (13,256)            |                                       |                           | (12,254)            |                                       |                           |
| Cash and demand deposits due from banks   | 19,699              |                                       |                           | 15,512              |                                       |                           |
| Premises and equipment                    | 24,793              |                                       |                           | 23,794              |                                       |                           |
| Accrued income and other assets           | 95,175              |                                       |                           | 84,063              |                                       |                           |
| <b>Total assets</b>                       | <b>\$ 1,198,103</b> |                                       |                           | <b>\$ 1,122,112</b> |                                       |                           |
| <b>INTEREST BEARING LIABILITIES</b>       |                     |                                       |                           |                     |                                       |                           |
| Interest bearing demand deposits          | \$ 140,203          | 40                                    | 0.11%                     | \$ 117,128          | 29                                    | 0.10%                     |
| Savings deposits                          | 167,350             | 97                                    | 0.23%                     | 178,131             | 138                                   | 0.31%                     |
| Time deposits                             | 433,763             | 2,751                                 | 2.54%                     | 402,441             | 3,205                                 | 3.19%                     |
| Borrowed funds                            | 195,532             | 1,408                                 | 2.88%                     | 184,610             | 1,556                                 | 3.37%                     |
| <b>Total interest bearing liabilities</b> | <b>936,848</b>      | <b>4,296</b>                          | <b>1.83%</b>              | <b>882,310</b>      | <b>4,928</b>                          | <b>2.23%</b>              |



NONINTEREST  
BEARING LIABILITIES

|                      |         |         |
|----------------------|---------|---------|
| Demand deposits      | 105,295 | 92,634  |
| Other                | 16,542  | 7,719   |
| Shareholders' equity | 139,418 | 139,449 |

|  |              |              |
|--|--------------|--------------|
| Total liabilities and shareholders' equity | \$ 1,198,103 | \$ 1,122,112 |
|--|--------------|--------------|

|                           |           |           |
|---------------------------|-----------|-----------|
| Net interest income (FTE) | \$ 10,654 | \$ 10,271 |
|---------------------------|-----------|-----------|

|  |       |       |
|--|-------|-------|
| Net yield on interest earning assets (FTE) | 3.98% | 4.06% |
|--|-------|-------|

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The following table displays the results for the nine month periods ended September 30:

|   | Average<br>Balance  | 2010<br>Tax<br>Equivalent<br>Interest | Average<br>Yield /<br>Rate | Average<br>Balance  | 2009<br>Tax<br>Equivalent<br>Interest | Average<br>Yield /<br>Rate |
|---|---------------------|---------------------------------------|----------------------------|---------------------|---------------------------------------|----------------------------|
| <b>INTEREST EARNING ASSETS</b>            |                     |                                       |                            |                     |                                       |                            |
| Loans                                     | \$ 725,394          | \$ 34,937                             | 6.42%                      | \$ 725,931          | \$ 35,884                             | 6.59%                      |
| Taxable investment securities             | 152,642             | 3,913                                 | 3.42%                      | 114,573             | 3,482                                 | 4.05%                      |
| Nontaxable investment securities          | 118,779             | 5,211                                 | 5.85%                      | 121,637             | 5,433                                 | 5.96%                      |
| Trading account securities                | 8,779               | 352                                   | 5.35%                      | 18,145              | 680                                   | 5.00%                      |
| Federal funds sold                        |                     |                                       |                            | 1,123               | 1                                     | 0.12%                      |
| Other                                     | 43,012              | 333                                   | 1.03%                      | 27,708              | 289                                   | 1.39%                      |
| <b>Total earning assets</b>               | <b>1,048,606</b>    | <b>44,746</b>                         | <b>5.69%</b>               | <b>1,009,117</b>    | <b>45,769</b>                         | <b>6.05%</b>               |
| <b>NON EARNING ASSETS</b>                 |                     |                                       |                            |                     |                                       |                            |
| Allowance for loan losses                 | (13,323)            |                                       |                            | (12,173)            |                                       |                            |
| Cash and demand deposits due from banks   | 17,228              |                                       |                            | 19,044              |                                       |                            |
| Premises and equipment                    | 24,564              |                                       |                            | 23,774              |                                       |                            |
| Accrued income and other assets           | 91,636              |                                       |                            | 86,805              |                                       |                            |
| <b>Total assets</b>                       | <b>\$ 1,168,711</b> |                                       |                            | <b>\$ 1,126,567</b> |                                       |                            |
| <b>INTEREST BEARING LIABILITIES</b>       |                     |                                       |                            |                     |                                       |                            |
| Interest bearing demand deposits          | \$ 135,848          | 110                                   | 0.11%                      | \$ 117,816          | 92                                    | 0.10%                      |
| Savings deposits                          | 167,429             | 282                                   | 0.22%                      | 179,519             | 336                                   | 0.25%                      |
| Time deposits                             | 424,301             | 8,253                                 | 2.59%                      | 393,520             | 10,036                                | 3.40%                      |
| Borrowed funds                            | 187,685             | 4,342                                 | 3.08%                      | 196,451             | 4,718                                 | 3.20%                      |
| <b>Total interest bearing liabilities</b> | <b>915,263</b>      | <b>12,987</b>                         | <b>1.89%</b>               | <b>887,306</b>      | <b>15,182</b>                         | <b>2.28%</b>               |
| <b>NONINTEREST BEARING LIABILITIES</b>    |                     |                                       |                            |                     |                                       |                            |
| Demand deposits                           | 100,496             |                                       |                            | 93,318              |                                       |                            |
| Other                                     | 11,751              |                                       |                            | 7,216               |                                       |                            |
| Shareholders equity                       | 141,201             |                                       |                            | 138,727             |                                       |                            |
|   | <b>\$ 1,168,711</b> |                                       |                            | <b>\$ 1,126,567</b> |                                       |                            |



**Table of Contents****VOLUME AND RATE VARIANCE ANALYSIS**

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

Volume Variance change in volume multiplied by the previous year's rate.

Rate Variance change in the fully taxable equivalent (FTE) rate multiplied by the prior year's volume.

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

|                                     | Three Months Ended<br>September 30, 2010 Compared to<br>September 30, 2009 |                                    |                                   | Nine Months Ended<br>September 30, 2010 Compared to<br>September 30, 2009 |                                    |                                   |
|-------------------------------------|--|------------------------------------|-----------------------------------|---|------------------------------------|-----------------------------------|
|                                     | Increase (Decrease) Due to<br>Volume                                       | Increase (Decrease) Due to<br>Rate | Increase (Decrease) Due to<br>Net | Increase (Decrease) Due to<br>Volume                                      | Increase (Decrease) Due to<br>Rate | Increase (Decrease) Due to<br>Net |
| <b>CHANGES IN INTEREST INCOME</b>   |  |                                    |                                   |   |                                    |                                   |
| Loans                               | \$ 19  | \$ (218)                           | \$ (199)                          | \$ (27)   | \$ (920)                           | \$ (947)                          |
| Taxable investment securities       | 410  | (234)                              | 176                               | 1,034   | (603)                              | 431                               |
| Nontaxable investment securities    | (18)   | (91)                               | (109)                             | (126)   | (96)                               | (222)                             |
| Trading account securities          | (127)  | 16                                 | (111)                             | (373)   | 45                                 | (328)                             |
| Federal funds sold                  |  |                                    |                                   | (1)   |                                    | (1)                               |
| Other                               | 58   | (64)                               | (6)                               | 132   | (88)                               | 44                                |
| Total changes in interest income    | 342  | (591)                              | (249)                             | 639   | (1,662)                            | (1,023)                           |
| <b>CHANGES IN INTEREST EXPENSE</b>  |  |                                    |                                   |   |                                    |                                   |
| Interest bearing demand deposits    | 6  | 5                                  | 11                                | 14  | 4                                  | 18                                |
| Savings deposits                    | (8)  | (33)                               | (41)                              | (22)  | (32)                               | (54)                              |
| Time deposits                       | 235  | (689)                              | (454)                             | 739   | (2,522)                            | (1,783)                           |
| Borrowed funds                      | 88   | (236)                              | (148)                             | (206)   | (170)                              | (376)                             |
| Total changes in interest expense   | 321  | (953)                              | (632)                             | 525   | (2,720)                            | (2,195)                           |
| Net change in interest margin (FTE) | \$ 21  | \$ 362                             | \$ 383                            | \$ 114  | \$ 1,058                           | \$ 1,172                          |

Despite the declines in interest rates over the last year (for both interest earning assets and interest bearing liabilities), the Corporation has been able to maintain adequate interest margins.

The Corporation anticipates that net interest margin yield will decline slightly during the remainder of 2010 and 2011 due to the following factors:

Based on the current economic conditions, management does not anticipate any changes in the target Fed Funds rate in the reasonably foreseeable future. As such, the Corporation does not anticipate significant, if any, changes in market rates. However, there is the potential for declines in rates earned on interest earning assets.

Most of the potential declines would arise out of the Corporation's investment portfolio, as securities, which are

either called or matured during 2010 and 2011, will likely be reinvested at significantly lower rates of return. Interest rates on residential mortgage loans remain at or near historical lows. This rate environment has led to strong consumer demand for fixed rate mortgage products which are generally sold to the secondary market. As a result, there has been a significant decline in three and five year balloon mortgages, which are held on the Corporation's balance sheet. As these balloon mortgages have paid off, the proceeds from these loans have been reinvested (typically in the form of available-for-sale investment securities) at lower rates of return, which has adversely impacted interest income.

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Loan growth has been minimal in the first nine months of 2010. Average loans to assets were 62.1% in the first nine months of 2010 as compared to 64.4% in 2009. The decline represents a shift of assets from higher yielding loans into investments.

While the Corporation's liability sensitive balance sheet has allowed it to benefit from decreases in interest rates, it also makes the Corporation sensitive to increases in deposit and borrowing rates. As part of the Corporation's goal to minimize the potential negative impacts of possible increases in future interest rates, management is actively working to lengthen the terms of its interest bearing liabilities. This lengthening has increased the Corporation's cost of funding, reducing net interest income in the short term.

The interest rates on many types of loans including home equity lines of credit, residential balloon mortgages, variable rate commercial lines of credit, and investment securities with acceptable credit and interest rate risks are currently priced at or below the Corporation's quarter to date net yield on interest earning assets of 3.98%. In order to earn additional net interest income, the Corporation is continuing to extend loans and purchase investments that will increase net income but decrease net interest margins.

**Allowance for Loan Losses**

The viability of any financial institution is ultimately determined by its management of credit risk. Loans outstanding represent the Corporation's single largest concentration of risk. The allowance for loan losses is management's estimation of probable losses inherent in the existing loan portfolio. Factors used to evaluate the loan portfolio, and thus to determine the current charge to expense, include recent loan loss history, financial condition of borrowers, amount of nonperforming and impaired loans, overall economic conditions and other factors. The following table summarizes the Corporation's charge off and recovery activity for the nine month periods ended September 30:

|   | 2010              | 2009              | Variance        |
|---|-------------------|-------------------|-----------------|
| Allowance for loan losses January 1                       | \$ 12,979         | \$ 11,982         | \$ 997          |
| Loans charged off   |                   |                   |                 |
| Commercial and agricultural                               | 1,779             | 2,555             | (776)           |
| Real estate mortgage                                      | 1,884             | 1,912             | (28)            |
| Consumer  | 431               | 637               | (206)           |
| <b>Total loans charged off</b>                            | <b>4,094</b>      | <b>5,104</b>      | <b>(1,010)</b>  |
| Recoveries  |                   |                   |                 |
| Commercial and agricultural                               | 323               | 451               | (128)           |
| Real estate mortgage                                      | 364               | 436               | (72)            |
| Consumer  | 216               | 313               | (97)            |
| <b>Total recoveries</b>                                   | <b>903</b>        | <b>1,200</b>      | <b>(297)</b>    |
| Net loans charged off                                     | 3,191             | 3,904             | (713)           |
| Provision for loan losses                                 | 3,231             | 4,549             | (1,318)         |
| <b>Allowance for loan losses September 30</b>             | <b>\$ 13,019</b>  | <b>\$ 12,627</b>  | <b>\$ 392</b>   |
| <b>Year to date average loans outstanding</b>             | <b>\$ 725,394</b> | <b>\$ 725,931</b> | <b>\$ (537)</b> |
| <b>Net loans charged off to average loans outstanding</b> | <b>0.44%</b>      | <b>0.54%</b>      | <b>-0.10%</b>   |

|  |                   |                   |               |
|--|-------------------|-------------------|---------------|
| <b>Total amount of loans outstanding</b>         | <b>\$ 726,069</b> | <b>\$ 725,575</b> | <b>\$ 494</b> |
| <b>Allowance for loan losses as a % of loans</b> | <b>1.79%</b>      | <b>1.74%</b>      | <b>0.05%</b>  |

In the past two years, residential real estate values in the Corporation's market areas have declined 20% to 40%. These declines are the result of increases in the inventory of unsold homes. This increased inventory is partially the result of the inability of potential home buyers to obtain financing due to the tightening of loan underwriting criteria by many financial institutions, brokers and government sponsored agencies and uncertainties associated with industry wide concerns over the foreclosure process. While the Corporation has maintained traditional lending standards, the decline in real estate values has had an adverse impact on customers who are experiencing financial difficulties. Historically, customers who experienced difficulties were able to sell their properties for more than the loan balance owed. The steep decline in real estate values has diminished homeowner equity and led borrowers who are experiencing financial difficulties to default on their mortgage loans.

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The Corporation originates and sells fixed rate residential real estate mortgages to the Federal Home Loan Mortgage Corporation (Freddie Mac). The Corporation has not originated loans for either trading or its own portfolio that would be classified as subprime, nor has it originated adjustable rate mortgages or financed loans for more than 80% of market value unless insured by private third party insurance.

As shown in the preceding table, when comparing the first nine months of 2010 to the same period in 2009, net loans charged off decreased by \$713. This improvement allowed the Corporation to reduce its provision for loan losses in 2010 as compared to 2009. While there have been marked improvements in the level of net loans charged off and nonperforming assets, which has contributed to the Corporation's ability to reduce its provision for loan losses, the overall local, regional and national economies have yet to show consistent improvement.

The following table summarizes the Corporation's restructured loans as of:

|                                     | September 30<br>2010 |                 |                 | December 31<br>2009  |                 |                 | Total<br>Change |
|-------------------------------------|----------------------|-----------------|-----------------|----------------------|-----------------|-----------------|-----------------|
|                                     | Accruing<br>Interest | Nonaccrual      | Total           | Accruing<br>Interest | Nonaccrual      | Total           |                 |
| Current                             | \$ 2,947             | \$ 1,353        | \$ 4,300        | \$ 2,754             | \$ 786          | \$ 3,540        | \$ 760          |
| Past due 30-89 days                 | 132                  |                 | 132             | 107                  | 904             | 1,011           | (879)           |
| Past due 90 days or<br>more         | 10                   | 20              | 30              |                      | 426             | 426             | (396)           |
| <b>Total restructured<br/>loans</b> | <b>\$ 3,089</b>      | <b>\$ 1,373</b> | <b>\$ 4,462</b> | <b>\$ 2,861</b>      | <b>\$ 2,116</b> | <b>\$ 4,977</b> | <b>\$ (515)</b> |

The Corporation has taken aggressive actions to avoid foreclosures on borrowers who are willing to work with the Corporation in modifying their loans, thus making them more affordable. These loan restructurings have allowed borrowers to develop a payment structure that will allow them to continue making payments in lieu of foreclosure. Restructured loans that have been placed in nonaccrual status may be placed back on accrual status after six months of performance.

To be classified as a restructured loan, the concessions granted to a customer who is experiencing financial difficulty must meet one of the following criteria:

1. Reduction of the stated interest rate for the remaining original life of the debt.
2. Extension of the amortization period beyond typical lending guidelines.
3. Forbearance of principal.
4. Forbearance of accrued interest.

The following table displays the results of the Corporation's efforts related to loans restructured since December 31, 2008:

|   | Successful            |                       | Unsuccessful          |                       | Total                 |                       |
|---|-----------------------|-----------------------|-----------------------|-----------------------|-----------------------|-----------------------|
|   | Number<br>of<br>Loans | Amount<br>of<br>Loans | Number<br>of<br>Loans | Amount<br>of<br>Loans | Number<br>of<br>Loans | Amount<br>of<br>Loans |
| Reduction in interest rate                                  | 2                     | \$ 275                | 1                     | \$ 132                | 3                     | \$ 407                |
| Extension of amortization                                   | 25                    | 3,922                 | 1                     | 57                    | 26                    | 3,979                 |
| Reduction in interest rate and<br>extension of amortization | 33                    | 4,196                 |                       |                       | 33                    | 4,196                 |



60      \$    8,393                      2      \$      189                      62      \$    8,582

Since December 31, 2008 the Corporation has not restructured any loans as a result of a forbearance of principal or accrued interest.

While the Corporation has restructured \$8,582 of loans since December 31, 2008, it had \$4,462 of loans classified as restructured as of September 30, 2010. The reduction in the balance is a reflection of the success of the Corporation's efforts to work with customers to modify the terms of their loan agreements.

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The following table summarizes the Corporation's nonperforming assets as of:

|  | September<br>30<br>2010 | December<br>31<br>2009 | Change        |
|--|-------------------------|------------------------|---------------|
| Nonaccrual loans                                   | \$ 7,790                | \$ 8,522               | \$ (732)      |
| Accruing loans past due 90 days or more            | 572                     | 768                    | (196)         |
| <b>Total nonperforming loans</b>                   | <b>8,362</b>            | <b>9,290</b>           | <b>(928)</b>  |
| Other real estate owned (OREO)                     | 2,114                   | 1,141                  | 973           |
| Repossessed assets                                 | 2                       | 16                     | (14)          |
| <b>Total nonperforming assets</b>                  | <b>\$ 10,478</b>        | <b>\$ 10,447</b>       | <b>\$ 31</b>  |
| <br>   |                         |                        |               |
| <b>Nonperforming loans as a % of total loans</b>   | <b>1.15%</b>            | <b>1.28%</b>           | <b>-0.13%</b> |
| <br>   |                         |                        |               |
| <b>Nonperforming assets as a % of total assets</b> | <b>0.86%</b>            | <b>0.91%</b>           | <b>-0.05%</b> |

Loans are placed in nonaccrual status when the foreclosure process has begun, generally after a loan is 90 days past due, unless they are well secured and in the process of collection. Upon transferring the loans to nonaccrual status, an evaluation to determine the net realizable value of the underlying collateral is performed. This evaluation is used to help determine if any charge downs are necessary. Loans may be placed back on accrual status after six months of continued performance.

The following table summarizes the Corporation's nonaccrual loan balances by type as of:

|                             | September<br>30<br>2010 | December<br>31<br>2009 | Change   |
|-----------------------------|-------------------------|------------------------|----------|
| Commercial and agricultural | \$ 6,008                | \$ 5,810               | \$ 198   |
| Residential mortgage        | 1,782                   | 2,657                  | (875)    |
| Consumer installment        |                         | 55                     | (55)     |
|                             | \$ 7,790                | \$ 8,522               | \$ (732) |

Included in nonaccrual commercial and agricultural loans was one credit with a balance of \$3,679 as of September 30, 2010. This credit is secured by undeveloped commercial real estate for which there has been a specific allocation established in the amount of \$477. Commercial and agricultural nonaccrual loans included one credit with a balance of \$1,800 as of December 31, 2009 which was subsequently transferred to other real estate owned in the third quarter of 2010. There were no other individually significant credits included in nonaccrual loans as of September 30, 2010 and December 31, 2009.

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

|                             | September<br>30<br>2010 | December<br>31<br>2009 | Change   |
|-----------------------------|-------------------------|------------------------|----------|
| Commercial and agricultural | \$ 806                  | \$ 1,692               | \$ (886) |
| Residential mortgage        | 567                     | 424                    | 143      |

\$ 1,373 \$ 2,116 \$ (743)

Increases in past due and nonaccrual loans can have a significant impact on the allowance for loan losses (ALLL) . To determine the potential impact, and corresponding estimated losses, management analyzes its historical loss trends on loans past due 30-89 days, 90 days or more, and nonaccrual loans.

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The following tables summarize the Corporation's past due and nonaccrual loans as of:

|                             | September 30, 2010      |              |            |                               |
|-----------------------------|-------------------------|--------------|------------|-------------------------------|
|                             | Accruing Loans Past Due |              |            | Total Past Due and Nonaccrual |
|                             | 30-89 Days              | Greater Than | Nonaccrual |                               |
|                             |                         | 90 Days      |            |                               |
| Commercial and agricultural | \$ 4,195                | \$ 372       | \$ 6,008   | \$ 10,575                     |
| Residential mortgage        | 5,119                   | 173          | 1,782      | 7,074                         |
| Consumer installment        | 394                     | 27           |            | 421                           |
|                             | \$ 9,708                | \$ 572       | \$ 7,790   | \$ 18,070                     |

|                             | December 31, 2009       |              |            |                               |
|-----------------------------|-------------------------|--------------|------------|-------------------------------|
|                             | Accruing Loans Past Due |              |            | Total Past Due and Nonaccrual |
|                             | 30-89 Days              | Greater Than | Nonaccrual |                               |
|                             |                         | 90 Days      |            |                               |
| Commercial and agricultural | \$ 2,567                | \$ 462       | \$ 5,810   | \$ 8,839                      |
| Residential mortgage        | 7,352                   | 287          | 2,657      | 10,296                        |
| Consumer installment        | 386                     | 20           | 55         | 461                           |
|                             | \$ 10,305               | \$ 769       | \$ 8,522   | \$ 19,596                     |

The Corporation has devoted considerable attention to identifying impaired loans and adjusting the net carrying value of these loans to their current net realizable values through the establishment of a specific reserve or the recording of a charge off. To management's knowledge, there are no other loans which cause management to have serious doubts as to the ability of a borrower to comply with their loan repayment terms. A continued decline in real estate values may require further write downs of loans in foreclosure and other real estate owned and could potentially have an adverse impact on the Corporation's financial performance.

Based on management's analysis, the allowance for loan losses of \$13,019 is considered appropriate as of September 30, 2010. Management will continue to closely monitor its overall credit quality during 2010 to ensure that the allowance for loan losses remains appropriate.

**NONINTEREST INCOME AND EXPENSES****Noninterest Income**

Noninterest income consists of service charges and fee income, gains from the sale of mortgage loans, gains and losses on trading securities and borrowings measured at fair value, gains from the sale of investment securities, and other. Significant account balances are highlighted in the accompanying tables with additional descriptions of significant fluctuations:

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|   | Three Months Ended September 30 |                 |              |               |
|---|---------------------------------|-----------------|--------------|---------------|
|   | 2010                            | 2009            | Change       |               |
|   |                                 |                 | \$           | %             |
| <b>Service charges and fee income</b>                       |                                 |                 |              |               |
| NSF and overdraft fees                                      | \$ 723                          | \$ 846          | \$ (123)     | -14.5%        |
| ATM and debit card fees                                     | 386                             | 313             | 73           | 23.3%         |
| Trust fees  | 223                             | 196             | 27           | 13.8%         |
| Freddie Mac servicing fee                                   | 189                             | 190             | (1)          | -0.5%         |
| Service charges on deposit accounts                         | 87                              | 88              | (1)          | -1.1%         |
| Net originated mortgage servicing rights (loss) income      | (68)                            | 249             | (317)        | -127.3%       |
| All other   | 36                              | 25              | 11           | 44.0%         |
| <b>Total service charges and fees</b>                       | <b>1,576</b>                    | <b>1,907</b>    | <b>(331)</b> | <b>-17.4%</b> |
| <b>Gain on sale of mortgage loans</b>                       | <b>178</b>                      | <b>240</b>      | <b>(62)</b>  | <b>-25.8%</b> |
| <b>Net loss on trading securities</b>                       | <b>2</b>                        | <b>112</b>      | <b>(110)</b> | <b>-98.2%</b> |
| <b>Net gain (loss) on borrowings measured at fair value</b> | <b>43</b>                       | <b>(55)</b>     | <b>98</b>    | <b>N/M</b>    |
| <b>Gain on sale of investment securities</b>                | <b>292</b>                      |                 | <b>292</b>   | <b>N/M</b>    |
| <b>Other</b>  |                                 |                 |              |               |
| Earnings on corporate owned life insurance policies         | 201                             | 141             | 60           | 42.6%         |
| Brokerage and advisory fees                                 | 132                             | 141             | (9)          | -6.4%         |
| All other   | 210                             | 80              | 130          | 162.5%        |
| <b>Total other</b>  | <b>543</b>                      | <b>362</b>      | <b>181</b>   | <b>50.0%</b>  |
| <b>Total noninterest income</b>                             | <b>\$ 2,634</b>                 | <b>\$ 2,566</b> | <b>\$ 68</b> | <b>2.7%</b>   |

|   | Nine Months Ended September 30 |              |              |                |
|---|--------------------------------|--------------|--------------|----------------|
|   | 2010                           | 2009         | Change       |                |
|   |                                |              | \$           | %              |
| <b>Service charges and fee income</b>                           |                                |              |              |                |
| NSF and overdraft fees  | \$ 2,171                       | \$ 2,370     | \$ (199)     | -8.4%          |
| ATM and debit card fees   | 1,108                          | 892          | 216          | 24.2%          |
| Trust fees  | 652                            | 605          | 47           | 7.8%           |
| Freddie Mac servicing fee                                       | 556                            | 532          | 24           | 4.5%           |
| Service charges on deposit accounts                             | 254                            | 256          | (2)          | -0.8%          |
| Net originated mortgage servicing rights (loss) income          | (152)                          | 579          | (731)        | -126.3%        |
| All other   | 109                            | 87           | 22           | 25.3%          |
| <b>Total service charges and fees</b>                           | <b>4,698</b>                   | <b>5,321</b> | <b>(623)</b> | <b>-11.7%</b>  |
| <b>Gain on sale of mortgage loans</b>                           | <b>345</b>                     | <b>768</b>   | <b>(423)</b> | <b>-55.1%</b>  |
| <b>Net (loss) gain on trading securities</b>                    | <b>(36)</b>                    | <b>142</b>   | <b>(178)</b> | <b>-125.4%</b> |
| <b>Net gain on borrowings measured at fair value</b>            | <b>96</b>                      | <b>161</b>   | <b>(65)</b>  | <b>-40.4%</b>  |
| <b>Gain on sale of available for sale investment securities</b> | <b>348</b>                     | <b>648</b>   | <b>(300)</b> | <b>-46.3%</b>  |
| <b>Other</b>  |                                |              |              |                |
| Earnings on corporate owned life insurance policies             | 514                            | 465          | 49           | 10.5%          |
| Brokerage and advisory fees                                     | 422                            | 380          | 42           | 11.1%          |
| All other   | 284                            | 169          | 115          | 68.0%          |

|                                 |                 |                 |                   |               |
|---------------------------------|-----------------|-----------------|-------------------|---------------|
| <b>Total other</b>              | <b>1,220</b>    | <b>1,014</b>    | <b>206</b>        | <b>20.3%</b>  |
| <b>Total noninterest income</b> | <b>\$ 6,671</b> | <b>\$ 8,054</b> | <b>\$ (1,383)</b> | <b>-17.2%</b> |

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Significant changes in noninterest income are detailed below:

Management continuously analyzes various fees related to deposit accounts including service charges and NSF and overdraft fees. Based on these analyses, the Corporation makes any necessary adjustments to ensure that its fee structure is within the range of its competitors, while at the same time making sure that the fees remain fair to deposit customers. NSF and overdraft fees have been declining over the past two years, but declined further in the third quarter of 2010 as a result of new regulatory guidance issued by the Federal Reserve Bank being implemented related to NSF and overdraft fees. The Corporation anticipates that NSF and overdraft fees will approximate current levels for the remainder of 2010.

The increases in ATM and debit card fees are primarily the result of the increased usage of debit cards by customers. As management does not anticipate any significant changes to the ATM and debit card fee structures, these fees are expected to continue to increase as the usage of debit cards increases.

As a result of lower than normal residential mortgage rates, the Corporation experienced increases in the volume of loans sold to Freddie Mac since the fourth quarter of 2008. This high volume led to increases in gains from the sale of mortgage loans in the first nine months of 2009. The volume of new mortgage activity has returned to more normal levels in 2010, leading to a decline in the gain on sale of mortgage loans compared to the same period in 2009. Despite the increase in the balance of serviced loans, the Corporation recorded a net loss of \$152 related to originated mortgage servicing rights in the nine month period ended September 30, 2010 primarily as a result of declines in interest rates. The Corporation anticipates that Freddie Mac servicing fees and gains from the sale of mortgage loans will approximate current levels for the remainder of 2010.

Fluctuations in the gains and losses related to trading securities and borrowings carried at fair value are caused by interest rate variances. Management does not anticipate any significant fluctuations in net trading activities for the remainder of the year as significant interest rate changes are not expected.

The Corporation does not anticipate any significant sales of available-for-sale investment securities throughout the remainder of 2010.

While brokerage and advisory fees have remained overall consistent when the three month period ended September 30, 2010 is compared to the same period in 2009, fees generated from brokerage and advisory services have been steadily increasing for the past few years as indicated when comparing the nine month period ended September 30, 2010 to the same period in 2009. This has been the result of staff additions as well as a conscious effort by management to expand the Corporation's presence in its local market. Management anticipates brokerage and advisory fees to approximate current levels for the remainder of the year.

The fluctuations in all other income are spread throughout various categories, none of which are individually significant.

**Table of Contents****Noninterest Expenses**

Noninterest expenses include compensation and benefits, occupancy, furniture and equipment, FDIC insurance premiums, and other expenses. Significant account balances are highlighted in the accompanying tables with additional descriptions of significant fluctuations:

|  | Three Months Ended September 30 |              |            |               |
|--|---------------------------------|--------------|------------|---------------|
|  | 2010                            | 2009         | Change     |               |
|  |                                 |              | \$         | %             |
| <b>Compensation and benefits</b>       |                                 |              |            |               |
| Leased employee salaries               | \$ 3,418                        | \$ 3,270     | \$ 148     | 4.5%          |
| Leased employee benefits               | 1,263                           | 1,166        | 97         | 8.3%          |
| All other                              | 4                               | 4            |            | 0.0%          |
| <b>Total compensation and benefits</b> | <b>4,685</b>                    | <b>4,440</b> | <b>245</b> | <b>5.5%</b>   |
| <b>Occupancy</b>                       |                                 |              |            |               |
| Depreciation                           | 145                             | 138          | 7          | 5.1%          |
| Outside services                       | 134                             | 106          | 28         | 26.4%         |
| Utilities                              | 107                             | 97           | 10         | 10.3%         |
| Property taxes                         | 136                             | 117          | 19         | 16.2%         |
| Building repairs                       | 67                              | 80           | (13)       | -16.3%        |
| All other                              | 17                              | 16           | 1          | 6.3%          |
| <b>Total occupancy</b>                 | <b>606</b>                      | <b>554</b>   | <b>52</b>  | <b>9.4%</b>   |
| <b>Furniture and equipment</b>         |                                 |              |            |               |
| Depreciation                           | 511                             | 448          | 63         | 14.1%         |
| Computer / service contracts           | 446                             | 442          | 4          | 0.9%          |
| ATM and debit card expenses            | 154                             | 169          | (15)       | -8.9%         |
| All other                              | 7                               | 12           | (5)        | -41.7%        |
| <b>Total furniture and equipment</b>   | <b>1,118</b>                    | <b>1,071</b> | <b>47</b>  | <b>4.4%</b>   |
| <b>FDIC insurance premiums</b>         | <b>312</b>                      | <b>110</b>   | <b>202</b> | <b>183.6%</b> |
| <b>Other</b>                           |                                 |              |            |               |
| Marketing and community relations      | 284                             | 336          | (52)       | -15.5%        |
| Audit and SOX compliance fees          | 92                              | 94           | (2)        | -2.1%         |
| Directors fees                         | 210                             | 213          | (3)        | -1.4%         |
| Foreclosed asset and collection        | 317                             | 149          | 168        | 112.8%        |
| Education and travel                   | 107                             | 87           | 20         | 23.0%         |
| Printing and supplies                  | 119                             | 110          | 9          | 8.2%          |
| Amortization of deposit premium        | 86                              | 95           | (9)        | -9.5%         |
| Postage and freight                    | 106                             | 132          | (26)       | -19.7%        |
| Legal fees                             | 103                             | 81           | 22         | 27.2%         |
| Consulting fees                        | 25                              | 72           | (47)       | -65.3%        |
| All other                              | 450                             | 451          | (1)        | -0.2%         |
| <b>Total other</b>                     | <b>1,899</b>                    | <b>1,820</b> | <b>79</b>  | <b>4.3%</b>   |



|                                   |                 |                 |               |             |
|-----------------------------------|-----------------|-----------------|---------------|-------------|
| <b>Total noninterest expenses</b> | <b>\$ 8,620</b> | <b>\$ 7,995</b> | <b>\$ 625</b> | <b>7.8%</b> |
|-----------------------------------|-----------------|-----------------|---------------|-------------|

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|  | Nine Months Ended September 30 |                  |                 |               |
|--|--------------------------------|------------------|-----------------|---------------|
|  | 2010                           | 2009             | Change<br>\$    | %             |
| <b>Compensation and benefits</b>       |                                |                  |                 |               |
| Leased employee salaries               | \$ 10,175                      | \$ 10,000        | \$ 175          | 1.8%          |
| Leased employee benefits               | 3,659                          | 3,822            | (163)           | -4.3%         |
| All other                              | 11                             | 14               | (3)             | -21.4%        |
| <b>Total compensation and benefits</b> | <b>13,845</b>                  | <b>13,836</b>    | <b>9</b>        | <b>0.1%</b>   |
| <b>Occupancy</b>                       |                                |                  |                 |               |
| Depreciation                           | 437                            | 404              | 33              | 8.2%          |
| Outside services                       | 389                            | 318              | 71              | 22.3%         |
| Utilities                              | 323                            | 305              | 18              | 5.9%          |
| Property taxes                         | 364                            | 349              | 15              | 4.3%          |
| Building repairs                       | 159                            | 205              | (46)            | -22.4%        |
| All other                              | 53                             | 50               | 3               | 6.0%          |
| <b>Total occupancy</b>                 | <b>1,725</b>                   | <b>1,631</b>     | <b>94</b>       | <b>5.8%</b>   |
| <b>Furniture and equipment</b>         |                                |                  |                 |               |
| Depreciation                           | 1,454                          | 1,348            | 106             | 7.9%          |
| Computer / service contracts           | 1,313                          | 1,243            | 70              | 5.6%          |
| ATM and debit card expenses            | 442                            | 474              | (32)            | -6.8%         |
| All other                              | 22                             | 35               | (13)            | -37.1%        |
| <b>Total furniture and equipment</b>   | <b>3,231</b>                   | <b>3,100</b>     | <b>131</b>      | <b>4.2%</b>   |
| <b>FDIC insurance premiums</b>         | <b>931</b>                     | <b>1,410</b>     | <b>(479)</b>    | <b>-34.0%</b> |
| <b>Other</b>                           |                                |                  |                 |               |
| Marketing and community relations      | 944                            | 790              | 154             | 19.5%         |
| Audit and SOX compliance fees          | 438                            | 347              | 91              | 26.2%         |
| Directors fees                         | 655                            | 671              | (16)            | -2.4%         |
| Foreclosed asset and collection        | 671                            | 576              | 95              | 16.5%         |
| Education and travel                   | 319                            | 253              | 66              | 26.1%         |
| Printing and supplies                  | 316                            | 416              | (100)           | -24.0%        |
| Amortization of deposit premium        | 258                            | 286              | (28)            | -9.8%         |
| Postage and freight                    | 289                            | 374              | (85)            | -22.7%        |
| Legal fees                             | 301                            | 291              | 10              | 3.4%          |
| Consulting fees                        | 125                            | 167              | (42)            | -25.1%        |
| All other                              | 1,201                          | 1,359            | (158)           | -11.6%        |
| <b>Total other</b>                     | <b>5,517</b>                   | <b>5,530</b>     | <b>(13)</b>     | <b>-0.2%</b>  |
| <b>Total noninterest expenses</b>      | <b>\$ 25,249</b>               | <b>\$ 25,507</b> | <b>\$ (258)</b> | <b>-1.0%</b>  |



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Significant changes in noninterest expenses are detailed below:

Leased employee salaries have remained essentially unchanged from 2009. During the first nine months of 2009, the Corporation incurred increased overtime costs related to the large volume of mortgage refinancing activity. While the demand for mortgage refinancing has reduced, the reduction in overtime has been offset by annual merit increases and the continued growth of the Corporation.

Leased employee benefits fluctuate from period to period primarily as a result of changes in health care related expenses.

FDIC insurance premium expense decreased when the nine month period ended September 30, 2010 is compared to the same period in 2009, primarily as a result of an FDIC special assessment of \$479. Management expects FDIC insurance premiums to approximate current levels for the remainder of the year.

The Corporation has increased its charitable contributions when the nine month period ended September 30, 2010 is compared to the same period in 2009 which led to an increase in marketing and community relations expenses. The reduction in expenses in marketing and community relations expenses when the three month period ended September 30, 2010 is compared to the same period in 2009 is primarily related to the timing of donations made by the Corporation.

Audit and SOX compliance fees fluctuate due to the timing of the performance of recurring audit procedures.

Printing and supplies expenses were historically high in the first three months of 2009 as a result of the Corporation increasing inventories of various supplies. Printing and supplies expenses are expected to approximate current levels for the remainder of 2010.

The Corporation places a strong emphasis on customer service. In February 2010, all of the Corporation's employees attended a special customer service seminar, which contributed to the increase in education and travel expenses. These expenses are expected to maintain their current levels throughout the remainder of 2010.

Postage and freight expenses have declined as a result of fewer special mailings as well as an increase in the Corporation's customers usage of electronic statements.

Foreclosed asset and collection expenses have increased primarily due to expenses incurred related to one credit. As expenses related to this credit are expected to accumulate in future periods, the Corporation anticipates that foreclosed asset and collection expenses will further increase.

The Corporation's legal expenses can fluctuate from period to period based on the volume of foreclosures as well as expenses related to the Corporation's ongoing operations. At this time, the Corporation is not aware of any significant legal matters, and as such expects that legal expenses should approximate current levels for the remainder of 2010.

The fluctuations in all other expenses are spread throughout various categories, none of which are individually significant.

**Table of Contents****ANALYSIS OF CHANGES IN FINANCIAL CONDITION**

|  | September<br>30     | December<br>31      |                  | %<br>Change  |
|--|---------------------|---------------------|------------------|--------------|
|  | 2010                | 2009                | \$ Change        |              |
| <b>ASSETS</b>  |                     |                     |                  |              |
| Cash and cash equivalents                                    | \$ 45,146           | \$ 22,706           | \$ 22,440        | 98.83%       |
| Certificates of deposit held in other financial institutions | 15,543              | 7,156               | 8,387            | 117.20%      |
| Trading securities   | 6,150               | 13,563              | (7,413)          | -54.66%      |
| Available-for-sale securities                                | 302,212             | 259,066             | 43,146           | 16.65%       |
| Mortgage loans available-for-sale                            | 3,591               | 2,281               | 1,310            | 57.43%       |
| Loans  | 726,069             | 723,316             | 2,753            | 0.38%        |
| Allowance for loan losses                                    | (13,019)            | (12,979)            | (40)             | 0.31%        |
| Premises and equipment                                       | 24,782              | 23,917              | 865              | 3.62%        |
| Acquisition intangibles and goodwill, net                    | 47,171              | 47,429              | (258)            | -0.54%       |
| Equity securities without readily determinable fair values   | 17,845              | 17,921              | (76)             | -0.42%       |
| Other assets   | 39,608              | 39,568              | 40               | 0.10%        |
| <b>TOTAL ASSETS</b>  | <b>\$ 1,215,098</b> | <b>\$ 1,143,944</b> | <b>\$ 71,154</b> | <b>6.22%</b> |
| <b>LIABILITIES AND SHAREHOLDERS EQUITY</b>                   |                     |                     |                  |              |
| <b>Liabilities</b>   |                     |                     |                  |              |
| Deposits   | \$ 861,066          | \$ 802,652          | \$ 58,414        | 7.28%        |
| Borrowed funds   | 198,895             | 193,101             | 5,794            | 3.00%        |
| Accrued interest and other liabilities                       | 7,541               | 7,388               | 153              | 2.07%        |
| <b>Total liabilities</b>                                     | <b>1,067,502</b>    | <b>1,003,141</b>    | <b>64,361</b>    | <b>6.42%</b> |
| <b>Shareholders equity</b>                                   | <b>147,596</b>      | <b>140,803</b>      | <b>6,793</b>     | <b>4.82%</b> |
| <b>TOTAL LIABILITIES AND SHAREHOLDERS EQUITY</b>             | <b>\$ 1,215,098</b> | <b>\$ 1,143,944</b> | <b>\$ 71,154</b> | <b>6.22%</b> |

As shown above, the Corporation has intentionally increased its balance sheet through the acquisition of available-for-sale investment securities and certificates of deposit held in other financial institutions, which is consistent with its plan to increase net interest income. These purchases were funded primarily with retail deposit growth. Investment securities are expected to continue to increase throughout 2010. Overall changes in deposit accounts and demand for loans are the primary reasons for fluctuations in cash and cash equivalents. As the Corporation has experienced strong deposit growth and little overall increase in loan balances, during 2010, there has been a significant increase in cash and cash equivalents, with the excess funds being placed in interest bearing accounts at other financial institutions.

The following table outlines the changes in the loan portfolio:

|  | September<br>30 | December<br>31 |           | % Change<br>(unannualized) |
|--|-----------------|----------------|-----------|----------------------------|
|  | 2010            | 2009           | \$ Change |                            |

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|                                  |            |            |          |        |
|----------------------------------|------------|------------|----------|--------|
| Commercial                       | \$ 347,065 | \$ 340,274 | \$ 6,791 | 2.00%  |
| Agricultural                     | 72,896     | 64,845     | 8,051    | 12.42% |
| Residential real estate mortgage | 273,773    | 285,838    | (12,065) | -4.22% |
| Installment                      | 32,335     | 32,359     | (24)     | -0.07% |
|                                  | \$ 726,069 | \$ 723,316 | \$ 2,753 | 0.38%  |

As shown in the preceding table, the Corporation's loan portfolio has increased slightly since year end. While commercial and agricultural loans increased by \$14,842, this growth was offset by the decline in residential real estate mortgages. Residential mortgages continue to decline as consumer demand for balloon mortgage products has been replaced with an increased demand for fixed rate, long term residential mortgages, which the Corporation generally sells to the secondary market.

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The following table outlines the changes in the deposit portfolio:

|                                     | September<br>30<br>2010 | December<br>31<br>2009 | \$ Change        | % Change<br>(unannualized) |
|-------------------------------------|-------------------------|------------------------|------------------|----------------------------|
| Noninterest bearing demand deposits | \$ 104,697              | \$ 96,875              | \$ 7,822         | 8.07%                      |
| Interest bearing demand deposits    | 143,854                 | 128,111                | 15,743           | 12.29%                     |
| Savings deposits                    | 169,708                 | 157,020                | 12,688           | 8.08%                      |
| Certificates of deposit             | 375,442                 | 356,594                | 18,848           | 5.29%                      |
| Brokered certificates of deposit    | 53,699                  | 50,933                 | 2,766            | 5.43%                      |
| Internet certificates of deposit    | 13,666                  | 13,119                 | 547              | 4.17%                      |
| <b>Total</b>                        | <b>\$ 861,066</b>       | <b>\$ 802,652</b>      | <b>\$ 58,414</b> | <b>7.28%</b>               |

As shown in the preceding table, the growth in deposits since December 31, 2009 has been spread throughout various categories. Total deposit accounts are expected to increase slightly over the remainder of 2010, with much of the growth coming in the form of certificates of deposits as the Corporation's intent is to lengthen the repricing characteristics of its interest bearing liabilities.

Borrowed funds consist of the following obligations as of:

|  | September<br>30<br>2010 | December<br>31<br>2009 | \$ Change       | % Change<br>(unannualized) |
|--|-------------------------|------------------------|-----------------|----------------------------|
| Federal Home Loan Bank advances  | \$ 119,708              | \$ 127,804             | \$ (8,096)      | -6.33%                     |
| Securities sold under agreements to repurchase without stated maturity dates | 59,187                  | 37,797                 | 21,390          | 56.59%                     |
| Securities sold under agreements to repurchase with stated maturity dates    | 20,000                  | 20,000                 |                 | 0.00%                      |
| Federal Reserve Bank discount window advance                                 |                         | 7,500                  | (7,500)         | -100.00%                   |
| <b>Total</b>   | <b>\$ 198,895</b>       | <b>\$ 193,101</b>      | <b>\$ 5,794</b> | <b>3.00%</b>               |

The following table outlines the year to date average and maximum balances of repurchase agreements through:

|  | Year to Date Average    |                        | Year to Date Maximum    |                        |
|--|-------------------------|------------------------|-------------------------|------------------------|
|  | September<br>30<br>2010 | December<br>31<br>2009 | September<br>30<br>2010 | December<br>31<br>2009 |
| Securities sold under agreements to repurchase without stated maturity dates | \$ 44,154               | \$ 38,590              | \$ 59,879               | \$ 51,269              |
| Securities sold under agreements to repurchase with stated maturity dates    | 20,000                  | 20,000                 | 20,000                  | 20,000                 |
|  | \$ 64,154               | \$ 58,590              | \$ 79,879               | \$ 71,269              |

Due to the nature of the repurchase agreements, the Corporation accounts for all repurchase agreements as collateralized borrowings, for which it has pledged investment securities (see Note 5 of the condensed consolidated financial statements).

As there are no stated maturities or withdrawal penalties, the Corporation has little control over the fluctuations in the repurchase agreements without stated maturity dates. Repurchase agreements with stated maturities may or may not be replaced upon their maturity based on the projected funding needs of the Corporation.



**Table of Contents****Capital**

The capital of the Corporation consists solely of common stock, retained earnings, and accumulated other comprehensive income. The Corporation offers dividend reinvestment and employee and director stock purchase plans. Under the provisions of these plans, the Corporation issued 90,068 shares or \$1,619 of common stock during the first nine months of 2010, as compared to 70,683 shares or \$1,582 of common stock during the same period in 2009. The Corporation also offers a deferred compensation plan for its directors, which allows participants to purchase stock units, in lieu of cash payments. Pursuant to this plan, the Corporation increased shareholders equity by \$502 and \$511 during the nine month periods ended September 30, 2010 and 2009, respectively.

The Board of Directors has approved a common stock repurchase plan to enable the Corporation to repurchase its common. During the first nine months of 2010 and 2009, pursuant to this plan, the Corporation repurchased 119,300 shares of common stock at an average price of \$18.60 and 94,497 shares of common stock at an average price of \$19.99, respectively. As of September 30, 2010, the Corporation was authorized to repurchase up to an additional 59,131 shares of common stock.

Accumulated other comprehensive income increased \$4,095 for the nine month period ended September 30, 2010, net of tax. The increase is a result of unrealized gains on available-for-sale investment securities. Management has reviewed the credit quality of its investment portfolio and believes that there are no losses that are other-than-temporary.

There are no significant regulatory constraints placed on the Corporation's capital. The Federal Reserve Board's current recommended minimum primary capital to assets requirement is 6.0%. The Corporation's primary capital to adjusted average assets, which consists of shareholders' equity plus the allowance for loan losses less acquisition intangibles, was 8.28% as of September 30, 2010.

There are no commitments for significant capital expenditures for the remainder of 2010.

The Federal Reserve Board has established a minimum risk based capital standard. Under this standard, a framework has been established that assigns risk weights to each category of on and off balance sheet items to arrive at risk adjusted total assets. Regulatory capital is divided by the risk adjusted assets with the resulting ratio compared to the minimum standard to determine whether a corporation has adequate capital. The minimum standard is 8%, of which at least 4% must consist of equity capital net of goodwill. The following table sets forth the percentages required under the Risk Based Capital guidelines and the Corporation's values as of:

|                   | September<br>30<br>2010 | December<br>31<br>2009 | Required |
|-------------------|-------------------------|------------------------|----------|
| Equity Capital    | 12.42%                  | 12.80%                 | 4.00%    |
| Secondary Capital | 1.25%                   | 1.25%                  | 4.00%    |
| Total Capital     | 13.67%                  | 14.05%                 | 8.00%    |

Isabella Bank Corporation's secondary capital includes only the allowance for loan losses. The percentage for the secondary capital under the required column is the maximum amount allowed from all sources.

The Federal Reserve and FDIC also prescribe minimum capital requirements for the Bank. At September 30, 2010, the Bank exceeded these minimum capital requirements. Recently passed legislation may increase the required level of capital for banks. This increase in capital levels may have an adverse impact on the Corporation's ability to grow and pay dividends.

**Liquidity**

The primary sources of the Corporation's liquidity are cash and demand deposits due from banks, certificates of deposit held in other financial institutions, trading securities, and available-for-sale securities, excluding money market preferred securities and preferred stocks due to their illiquidity. These categories totaled \$359,781 or 29.6% of assets as of September 30, 2010 as compared to \$292,464 or 25.6% as of December 31, 2009. Liquidity is important for financial institutions because of their need to meet loan funding commitments, depositor withdrawal requests, and

various other commitments including expansion of operations, investment opportunities, and payment of cash dividends. Liquidity varies on a daily basis as a result of customer activity.

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Historically, the primary source of funds for the Corporation has been deposits. The Corporation emphasizes interest bearing time deposits as part of its funding strategy. The Corporation also seeks noninterest bearing deposits, or checking accounts, which reduce the Corporation's cost of funds in an effort to expand the customer base.

In addition to these primary sources of liquidity, the Corporation has the ability to borrow in the federal funds market at the Federal Reserve Bank, the Federal Home Loan Bank, as well as other correspondent banks. The Corporation's liquidity is considered adequate by the management of the Corporation.

The following table summarizes the Corporation's sources and uses of cash for the nine month periods ended September 30:

|   | 2010      | 2009      | \$ Variance |
|---|-----------|-----------|-------------|
| Net cash provided by operating activities           | \$ 17,802 | \$ 17,279 | \$ 523      |
| Net cash (used in) provided by investing activities | (55,135)  | 8,629     | (63,764)    |
| Net cash provided by (used in) financing activities | 59,773    | (26,181)  | 85,954      |
| Increase (decrease) in cash and cash equivalents    | 22,440    | (273)     | 22,713      |
| Cash and cash equivalents January 1                 | 22,706    | 22,979    | (273)       |
| Cash and cash equivalents September 30              | \$ 45,146 | \$ 22,706 | \$ 22,440   |

Investing activities used cash in 2010 as compared to providing cash in 2009 due to:

A reduction in the volume of maturities, calls and sales of available-for-sale securities.

A net increase in loans in 2010 as compared to a decrease in 2009.

Financing activities provided cash in 2010 as compared to using cash in 2009 due to:

A larger increase in deposit account balances in 2010 as compared to 2009.

The Corporation increased its borrowed funds in 2010 as compared to reducing its borrowed funds in 2009.

The increase in cash and cash equivalents has resulted in an increase in interest bearing balances due from banks, which is primarily comprised of balances held at the Federal Reserve Bank.

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**FINANCIAL INSTRUMENTS WITH OFF BALANCE SHEET ARRANGEMENTS**

The Corporation is party to financial instruments with off balance sheet risk. These instruments are entered into in the normal course of business to meet the financing needs of its customers. These financial instruments, which include commitments to extend credit and standby letters of credit, involve, to varying degrees, elements of credit and interest rate risk in excess of the amounts recognized in the consolidated balance sheets. The contract or notional amounts of these instruments reflect the extent of involvement the Corporation has in a particular class of financial instruments. The Corporation's exposure to credit loss in the event of nonperformance by the other party to the financial instruments for commitments to extend credit and standby letters of credit is represented by the contractual notional amount of those instruments. The Corporation uses the same credit policies in deciding to make these commitments as it does for extending loans to customers.

Commitments to extend credit, which include unfunded commitments to grant loans and unfunded commitments under lines of credit, totaled \$110,872 and \$121,356 as of September 30, 2010 and December 31, 2009, respectively. Commitments generally have variable interest rates, fixed expiration dates, or other termination clauses. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements.

Standby letters of credit are conditional commitments issued by the Corporation to guarantee the performance of a customer to a third party. Those guarantees are primarily issued to support private borrowing arrangements, including commercial paper, bond financing, and similar transactions. The Corporation had a total of \$4,591 and \$6,509 in outstanding standby letters of credit as of September 30, 2010 and December 31, 2009, respectively.

Generally, these commitments to extend credit and letters of credit mature within one year. The credit risk involved in these transactions is essentially the same as that involved in extending loans to customers. The Corporation evaluates each customer's credit worthiness on a case by case basis. The amount of collateral obtained, if deemed necessary by the Corporation upon the extension of credit, is based on management's credit evaluation of the borrower. Collateral held varies but may include accounts receivable, inventory, property, plant and equipment, and other income producing commercial properties.

**Forward Looking Statements**

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

**Table of Contents****Item 3 Quantitative and Qualitative Disclosures about Market Risk**

The Corporation's primary market risks are interest rate risk and, to a lesser extent, liquidity risk. The Corporation has very limited foreign exchange risk and does not utilize interest rate swaps or derivatives in the management of its interest rate risk. The Corporation does have a significant amount of loans extended to borrowers involved in agricultural production. Cash flow and ability to service debt of such customers is largely dependent on growing conditions and the commodity prices for corn, soybeans, sugar beets, milk, beef and a variety of dry beans. The Corporation mitigates these risks by using conservative price and production yields when calculating a borrower's available cash flow to service their debt.

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

The Federal Reserve, the Corporation's primary Federal regulator, has adopted a policy requiring the Board of Directors and senior management to effectively manage the various risks that can have a material impact on the safety and soundness of the Corporation. The risks include credit, interest rate, liquidity, operational, and reputational. The Corporation has policies, procedures and internal controls for measuring and managing these risks. Specifically, the IRR policy and procedures include defining acceptable types and terms of investments and funding sources, liquidity requirements, limits on investments in long term assets, limiting the mismatch in repricing opportunity of assets and liabilities, and the frequency of measuring and reporting to the Board of Directors.

The Corporation uses two main techniques to manage interest rate risk. The first method is gap analysis. Gap analysis measures the cash flows and/or the earliest repricing of the Corporation's interest bearing assets and liabilities. This analysis is useful for measuring trends in the repricing characteristics of the balance sheet. Significant assumptions are required in this process because of the imbedded repricing options contained in assets and liabilities. A substantial portion of the Corporation's assets are invested in loans and investment securities. These assets have imbedded options that allow the borrower to repay the balance prior to maturity without penalty. The amount of prepayments is dependent upon many factors, including the interest rate of a given loan in comparison to the current interest rates; for residential mortgages the level of sales of used homes; and the overall availability of credit in the market place.

Generally, a decrease in interest rates will result in an increase in the Corporation's cash flows from these assets. Investment securities, other than those that are callable, do not have any significant imbedded options. Savings and checking deposits may generally be withdrawn on request without prior notice. The timing of cash flow from these deposits is estimated based on the Office of Thrift Supervision (OTS) deposit decay rates. Time deposits have penalties which discourage early withdrawals. Cash flows may vary based on current offering rates, competition, customer need for deposits, and overall economic activity. The Corporation has elected to classify a portion of its investment portfolio and its borrowings into trading accounts. Management believes that these practices help it mitigate the volatility of the current interest rate environment.

The second technique used in the management of interest rate risk is to combine the projected cash flows and repricing characteristics generated by the gap analysis and the interest rates associated with those cash flows and projected future interest income. By changing the amount and timing of the cash flows and the repricing interest rates of those cash flows, the Corporation can project the effect of changing interest rates on its interest income.

The following table provides information about the Corporation's assets and liabilities that are sensitive to changes in interest rates as of September 30, 2010 and December 31, 2009. The Corporation has no interest rate swaps, futures contracts, or other derivative financial options, except for interest rate lock commitments, which are not significant. The principal amounts of assets and time deposits maturing were calculated based on the contractual maturity dates. Savings and NOW accounts are based on OTS deposit decay rates.

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| (dollars in thousands) | September 30, 2010 |            |            |           |           |            | Total      | Fair Value<br>09/30/10 |
|------------------------|--------------------|------------|------------|-----------|-----------|------------|------------|------------------------|
|                        | 2011               | 2012       | 2013       | 2014      | 2015      | Thereafter |            |                        |
| Rate sensitive assets  |                    |            |            |           |           |            |            |                        |
| Other interest bearing |                    |            |            |           |           |            |            |                        |
| assets                 | \$ 34,685          | \$ 4,454   | \$ 1,920   | \$        | \$        | \$         | \$ 41,059  | \$ 41,172              |
| Average interest rates | 0.42%              | 1.72%      | 2.41%      |           |           |            | 0.65%      |                        |
| Trading securities     | \$ 1,845           | \$ 2,543   | \$ 1,024   | \$ 738    | \$        | \$         | \$ 6,150   | \$ 6,150               |
| Average interest rates | 3.45%              | 2.45%      | 2.39%      | 2.73%     |           |            | 2.77%      |                        |
| Fixed interest rate    |                    |            |            |           |           |            |            |                        |
| securities             | \$ 117,912         | \$ 44,861  | \$ 25,096  | \$ 15,256 | \$ 17,819 | \$ 81,268  | \$ 302,212 | \$ 302,212             |
| Average interest rates | 2.17%              | 2.46%      | 2.86%      | 3.08%     | 3.46%     | 2.85%      | 2.58%      |                        |
| Fixed interest rate    |                    |            |            |           |           |            |            |                        |
| loans                  | \$ 258,593         | \$ 131,275 | \$ 100,229 | \$ 65,386 | \$ 22,537 | \$ 341     | \$ 578,361 | \$ 579,744             |
| Average interest rates | 6.47%              | 6.66%      | 6.59%      | 6.43%     | 6.67%     | 6.15%      | 6.54%      |                        |
| Variable interest rate |                    |            |            |           |           |            |            |                        |
| loans                  | \$ 67,679          | \$ 18,249  | \$ 22,299  | \$ 17,904 | \$ 18,663 | \$ 2,914   | \$ 147,708 | \$ 147,708             |
| Average interest rates | 4.86%              | 4.89%      | 4.40%      | 3.92%     | 3.83%     | 5.06%      | 4.55%      |                        |
| Rate sensitive         |                    |            |            |           |           |            |            |                        |
| liabilities            |                    |            |            |           |           |            |            |                        |
| Borrowed funds         | \$ 89,695          | \$ 27,210  | \$ 15,824  | \$ 30,480 | \$ 25,686 | \$ 10,000  | \$ 198,895 | \$ 203,330             |
| Average interest rates | 1.63%              | 3.49%      | 3.52%      | 3.38%     | 4.59%     | 2.35%      | 2.72%      |                        |
| Savings and NOW        |                    |            |            |           |           |            |            |                        |
| accounts               | \$ 86,450          | \$ 70,347  | \$ 49,039  | \$ 33,209 | \$ 22,735 | \$ 51,782  | \$ 313,562 | \$ 313,562             |
| Average interest rates | 0.19%              | 0.19%      | 0.18%      | 0.17%     | 0.16%     | 0.15%      | 0.18%      |                        |
| Fixed interest rate    |                    |            |            |           |           |            |            |                        |
| time deposits          | \$ 221,316         | \$ 99,571  | \$ 51,354  | \$ 29,595 | \$ 33,004 | \$ 6,152   | \$ 440,992 | \$ 445,560             |
| Average interest rates | 1.88%              | 2.95%      | 3.26%      | 3.06%     | 3.02%     | 3.37%      | 2.47%      |                        |
| Variable interest rate |                    |            |            |           |           |            |            |                        |
| time deposits          | \$ 1,293           | \$ 522     | \$         | \$        | \$        | \$         | \$ 1,815   | \$ 1,815               |
| Average interest rates | 1.41%              | 1.64%      |            |           |           |            | 1.48%      |                        |

|  | December 31, 2009 |      |      |      |      | Total | Fair Value<br>12/31/09 |
|--|-------------------|------|------|------|------|-------|------------------------|
|  | 2010              | 2011 | 2012 | 2013 | 2014 |       |                        |

|                        |          |        |          |    |    |    |          |          |
|------------------------|----------|--------|----------|----|----|----|----------|----------|
| Rate sensitive assets  |          |        |          |    |    |    |          |          |
| Other interest bearing |          |        |          |    |    |    |          |          |
| assets                 | \$ 4,996 | \$ 960 | \$ 1,200 | \$ | \$ | \$ | \$ 7,156 | \$ 7,156 |
| Average interest       | 1.13%    | 2.29%  | 2.64%    |    |    |    | 1.54%    |          |

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|                                      |            |            |            |            |           |           |            |            |
|--------------------------------------|------------|------------|------------|------------|-----------|-----------|------------|------------|
| rates                                |            |            |            |            |           |           |            |            |
| Trading securities                   | \$ 7,139   | \$ 2,043   | \$ 2,546   | \$ 1,094   | \$ 570    | \$ 171    | \$ 13,563  | \$ 13,563  |
| Average interest rates               | 2.84%      | 2.42%      | 2.28%      | 2.53%      | 2.66%     | 4.86%     | 2.66%      |            |
| Fixed interest rate securities       | \$ 68,078  | \$ 35,401  | \$ 21,540  | \$ 20,369  | \$ 20,431 | \$ 93,247 | \$ 259,066 | \$ 259,066 |
| Average interest rates               | 3.53%      | 3.51%      | 3.59%      | 3.65%      | 3.63%     | 3.58%     | 3.57%      |            |
| Fixed interest rate loans            | \$ 133,703 | \$ 111,981 | \$ 118,749 | \$ 109,754 | \$ 62,280 | \$ 48,764 | \$ 585,231 | \$ 594,498 |
| Average interest rates               | 6.64%      | 6.85%      | 6.72%      | 6.50%      | 6.61%     | 6.01%     | 6.61%      |            |
| Variable interest rate loans         | \$ 60,727  | \$ 17,695  | \$ 13,799  | \$ 16,357  | \$ 16,940 | \$ 12,567 | \$ 138,085 | \$ 138,085 |
| Average interest rates               | 5.00%      | 4.69%      | 4.79%      | 3.83%      | 3.74%     | 5.35%     | 4.68%      |            |
| Rate sensitive liabilities           |            |            |            |            |           |           |            |            |
| Borrowed funds                       | \$ 85,101  | \$ 11,000  | \$ 32,000  | \$ 15,000  | \$ 5,000  | \$ 45,000 | \$ 193,101 | \$ 195,179 |
| Average interest rates               | 2.28%      | 4.04%      | 3.50%      | 3.93%      | 4.38%     | 4.01%     | 3.17%      |            |
| Savings and NOW accounts             | \$ 78,383  | \$ 65,107  | \$ 44,439  | \$ 30,095  | \$ 20,609 | \$ 46,498 | \$ 285,131 | \$ 285,131 |
| Average interest rates               | 0.15%      | 0.15%      | 0.15%      | 0.14%      | 0.15%     | 0.13%     | 0.15%      |            |
| Fixed interest rate time deposits    | \$ 268,005 | \$ 46,484  | \$ 53,054  | \$ 32,959  | \$ 16,273 | \$ 2,050  | \$ 418,825 | \$ 422,227 |
| Average interest rates               | 2.26%      | 3.59%      | 3.47%      | 3.83%      | 3.09%     | 3.35%     | 2.72%      |            |
| Variable interest rate time deposits | \$ 1,252   | \$ 569     | \$         | \$         | \$        | \$        | \$ 1,821   | \$ 1,821   |
| Average interest                     | 1.56%      | 1.40%      |            |            |           |           | 1.51%      |            |

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**Item 4 Controls and Procedures**

**DISCLOSURE CONTROLS AND PROCEDURES**

The Corporation's management carried out an evaluation, under the supervision and with the participation of the Principal Executive Officer and Principal Financial Officer, of the effectiveness of the design and operation of the Corporation's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15(d)-15(e) under the Securities Exchange Act of 1934 (the Exchange Act)) as of September 30, 2010, pursuant to Exchange Act Rule 13a-15. Based upon that evaluation, the Principal Executive Officer and Principal Financial Officer concluded that the Corporation's disclosure controls and procedures as of September 30, 2010, were effective to ensure that information required to be disclosed by the Corporation in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms.

**CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING**

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

**Table of Contents****PART II OTHER INFORMATION****Item 1 Legal Proceedings**

The Corporation is not involved in any material legal proceedings. The Corporation is involved in ordinary, routine litigation incidental to its business; however, no such routine proceedings are expected to result in any material adverse effect on operations, earnings, or financial condition.

**Item 1A Risk Factors**

There have been no material changes to the risk factors disclosed in Item 1A in the Corporation's Annual Report on Form 10-K for the year ended December 31, 2009.

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

(A) None

(B) None

**(C) Repurchases of Common Stock**

The Board of Directors has adopted a common stock repurchase plan. On June 23, 2010, the Board of Directors amended the plan to allow for the repurchase of an additional 100,000 shares of the Corporation's common stock. These authorizations do not have expiration dates. As shares are repurchased under this plan, they are retired and revert back to the status of authorized, but unissued shares.

The following table provides information for the three month period ended September 30, 2010, with respect to this plan:

|                             | Shares Repurchased |                               | Total Number<br>of<br>Shares<br>Purchased<br>as Part of<br>Publicly<br>Announced<br>Plan<br>or Program | Maximum Number<br>of<br>Shares That May<br>Yet Be<br>Purchased Under<br>the<br>Plans or Programs |
|-----------------------------|--------------------|-------------------------------|--|--|
|                             | Number             | Average<br>Price<br>Per Share |  |  |
| Balance, June 30, 2010      |                    |                               |  | 102,335  |
| July 1 - 31, 2010           | 5,800              | \$ 17.41                      | 5,800  | 96,535   |
| August 1 - 31, 2010         | 31,154             | 18.71                         | 31,154   | 65,381   |
| September 1 - 30, 2010      | 6,250              | 17.44                         | 6,250  | 59,131   |
| Balance, September 30, 2010 | 43,204             | \$ 18.35                      | 43,204   | 59,131   |

**Item 6 Exhibits**

(a) Exhibits

- 31(a) Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 by the Principal Executive Officer
- 31(b) Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 by the Principal Financial Officer
- 32 Section 1350 Certification of Principal Executive Officer and Principal Financial Officer

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SIGNATURES

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

Isabella Bank Corporation

Date: October 29, 2010

/s/ Richard J. Barz  
Richard J. Barz  
Chief Executive Officer  
(Principal Executive Officer)

Date: November 1, 2010

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

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