



2017 ANNUAL REPORT

BRIDGING CLIENTS AND COMMUNITIES



Mackinac Financial



About the Company

Mackinac Financial Corporation is a registered bank holding company formed under the Bank Holding Company Act of 1956. The principal subsidiary company is mBank. Headquartered in Manistique, MI, mBank has a total of 23 branch locations throughout Michigan and Northern Wisconsin and current assets in excess of \$981 million. The company's banking services include commercial lending, asset based lending, treasury management products, services geared toward small to mid-sized businesses, and a full array of personal and business deposit products, consumer loans, mobile banking, online banking and bill pay.

FORM 10-K

A copy of the Annual Report that was filed with the Securities and Exchange Commission on Form 10-K is available without charge by writing the Shareholders' Relations Department, Mackinac Financial Corporation, 130 South Cedar Street, Manistique, Michigan, 49854.

MARKET SUMMARY

The company's common stock is traded on the Nasdaq Capital Market under the symbol MFNC.

DEAR FELLOW SHAREHOLDERS:

Overview + Financial Performance

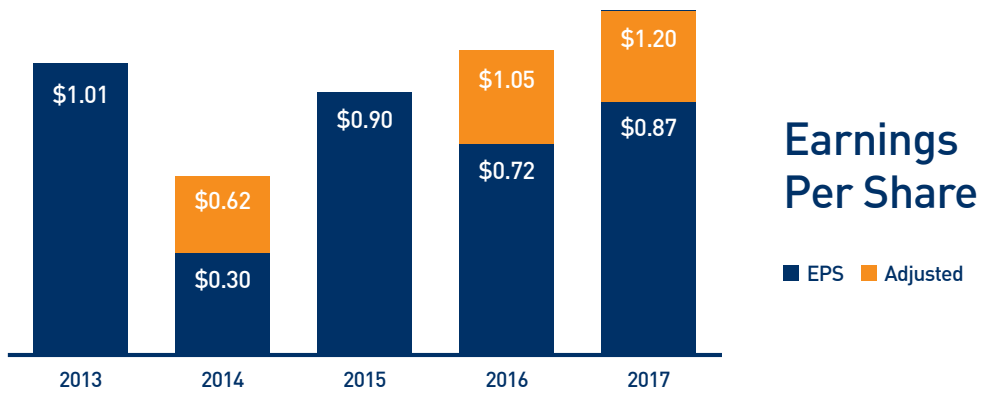
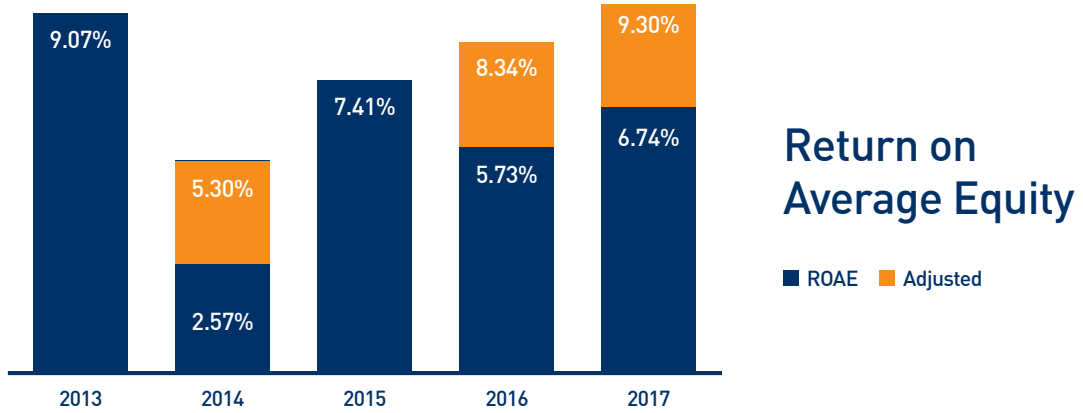
We are pleased to report that 2017 earnings outpaced past performance on the strength of our legacy franchise and was augmented by the market expansion achieved by the two Wisconsin based acquisitions completed and integrated in 2016. As we have discussed in the past, well executed and priced strategic transactions, coupled with organic loan growth, provide the increasing operating scale necessary to achieve greater efficiencies and drive higher levels of core earnings.

We were fortunate to find another complementary and strategic banking partner in 2017. First Federal of Northern Michigan in Alpena, Michigan, will further support the long-term objectives of creating shareholder value through increased scale and geographic diversity. While this transaction will increase the size of our operating platform, we will continue to remain focused internally on maintaining efficient day-to-day operations, well margined loan and deposit production, sound corporate governance and employee development. These objectives will ensure the engine of the company remains financially healthy and operationally sound.

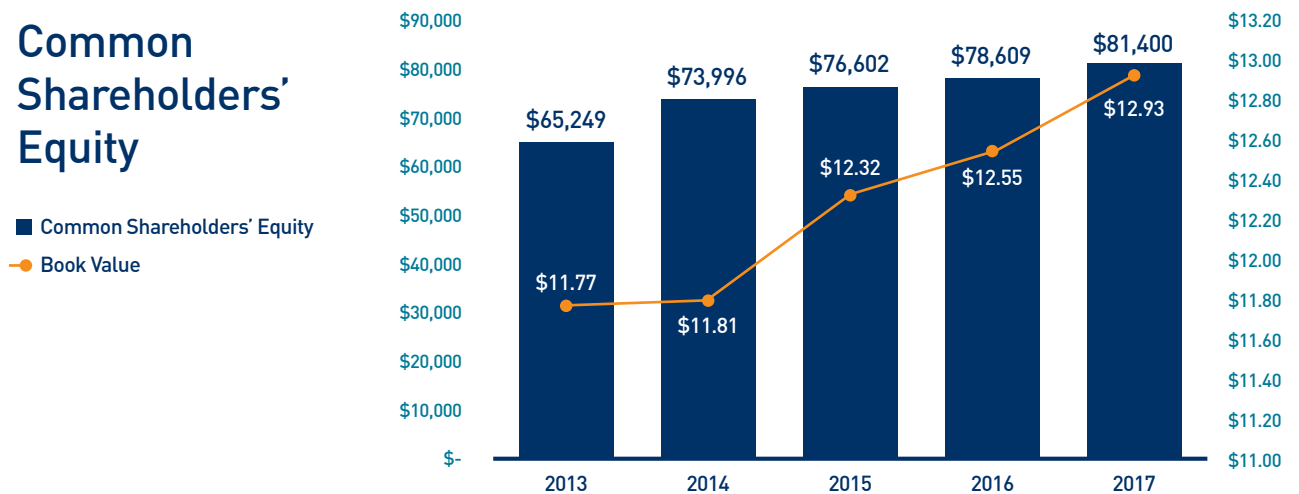
Since we embarked on our acquisition strategy in 2014, we have achieved consistent earnings per share growth when normalizing income for one-time transaction related expenses or, in the case of 2017, for the impact of the revaluation of the company's deferred tax asset due to the corporate tax code change in December (which had similar effects for other banks in our industry). The continued increase in earnings and book value has also been reflected in the market price of our shares. Displaying a similar trend (on an actual basis and as adjusted for the transaction expenses in 2014 and 2016 and non-cash tax expense resulting from tax reform in 2017) Return on Average Equity demonstrates the positive impact from efficiency and scale that supports the growth and capital strategy employed by your management team.

As illustrated by the *Common Shareholders' Equity* chart to the right, we have increased the book value of your investment over time. Between year-end 2013 and year-end 2017 common shareholder equity of the company has grown from \$65.2 million to \$81.4 million. On a per share basis, the book value has increased from \$11.77 in 2013 to \$12.93 as of the most recent year end. During this period, we have also increased annual dividend payments to our shareholders which equated to \$.48 per share for 2017 compared to \$.17 per share in 2013.





Common Shareholders' Equity



Business Line Diversification + Progress

Our product mix and business line diversification have allowed us to remain consistent in our loan production and to prudently grow our loan portfolio. As illustrated in the *2017 Loans By Region* chart to the right, the largest concentration of our loan portfolio resides in our Upper Peninsula region with balanced and impactful activity spread throughout the other markets of our footprint. The Northern Michigan and Wisconsin regions have borrowers and industries with very similar characteristics, with our Southeast Michigan presence providing some different types of lending opportunities such as asset based lending.

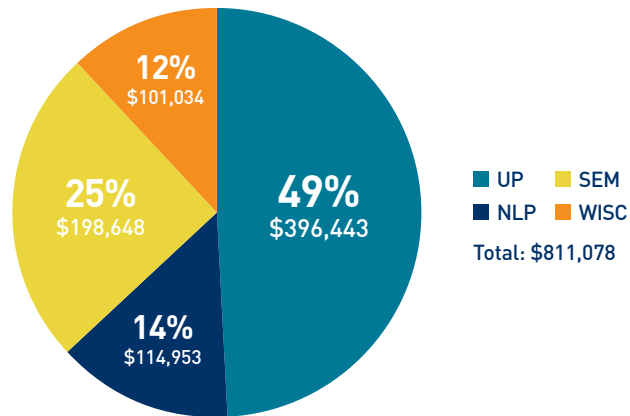
Because interest income from performing loans is the company's largest revenue source, healthy loan activity is required to maintain financial performance. Since the beginning of 2013, the company has generated more than \$1.2 billion in new loans across a wide footprint covering two states. This distribution of funding sources has supported the credit need and augmented economic activities and job creation within all our communities. This community impact is a key component of our mission statement and core values.

2017 was a highly competitive year for good earning assets which impacted overall market loan pricing and caused us to pass on some opportunities where pricing and/or structure did not meet our requirements for certain credit types. Specifically, from a macro portfolio management standpoint, we slowed the origination of non-owner occupied commercial real estate loans to ensure our preferred internal concentration and loan mix was maintained. These opportunities could have provided higher levels of balance sheet growth and earnings, but were bypassed given their inherent risk in relation to capital.

We will remain consistent in our loan profitability requirements and origination strategy with regard to asset type. We do not stretch for short term gains that put long term stress on our balance sheet through an unbalanced mix of loans, nor do we increase market risk in the escalating rate environment we are now entering. Our primary market is more stable than most but we are not immune from business cycles. In 2018, we believe our markets will continue to provide good quality commercial and retail loan opportunities and we expect new loan production levels consistent with our past performance. We also expect growth from our footprint expansion into the First Federal of Northern Michigan markets.



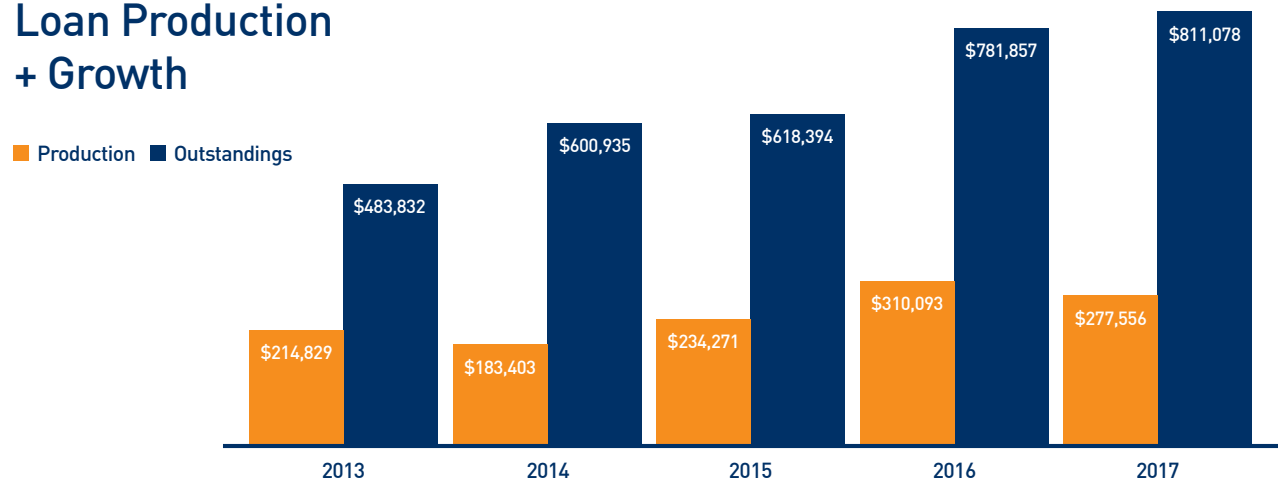
2017 Loan Totals by Region



Loan Production by Region

Region	2013	2014	2015	2016	2017	Total
Upper Peninsula	\$124,836	\$104,601	\$133,737	\$163,338	\$128,885	\$655,397
Northern Lower Peninsula	\$48,004	\$40,133	\$56,142	\$58,896	\$50,695	\$253,870
Southeast Michigan	\$41,989	\$38,669	\$44,392	\$69,081	\$68,442	\$262,553
Wisconsin	-	-	-	\$18,778	\$29,554	\$48,332
Total	\$214,829	\$183,403	\$234,271	\$310,093	\$277,556	\$1,220,152

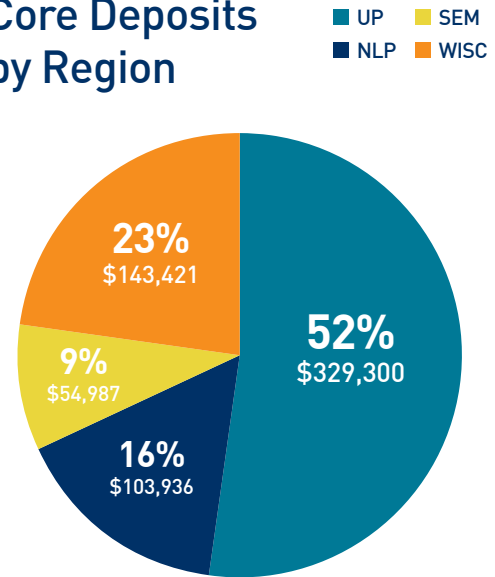
Loan Production + Growth



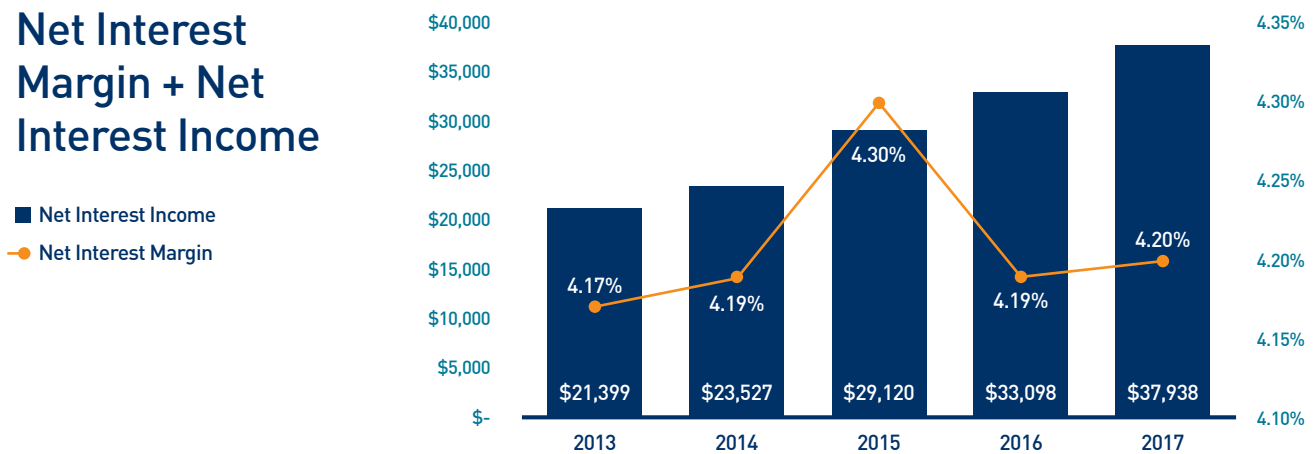
Margin Stability + Funding Sources

Core deposit growth and expanding client relationships are high priority objectives given they are the most cost-effective source of funding new loans and supporting our investment portfolio needs. The Upper Peninsula of Michigan continues to provide the largest sources of core deposits with the new Wisconsin markets we entered in 2016 showing progress and accounting for almost 25% of the total. We have also worked to employ targeted wholesale funding strategies in 2017 that support the long-term structural integrity of our balance sheet in an increasing rate environment. We proactively review the mix of fixed and variable rate assets and their collective durations compared to our deposit composition to ensure both are maintained allowing for the expected increasing rate environment to have a positive impact on the company's earnings.

Core Deposits by Region

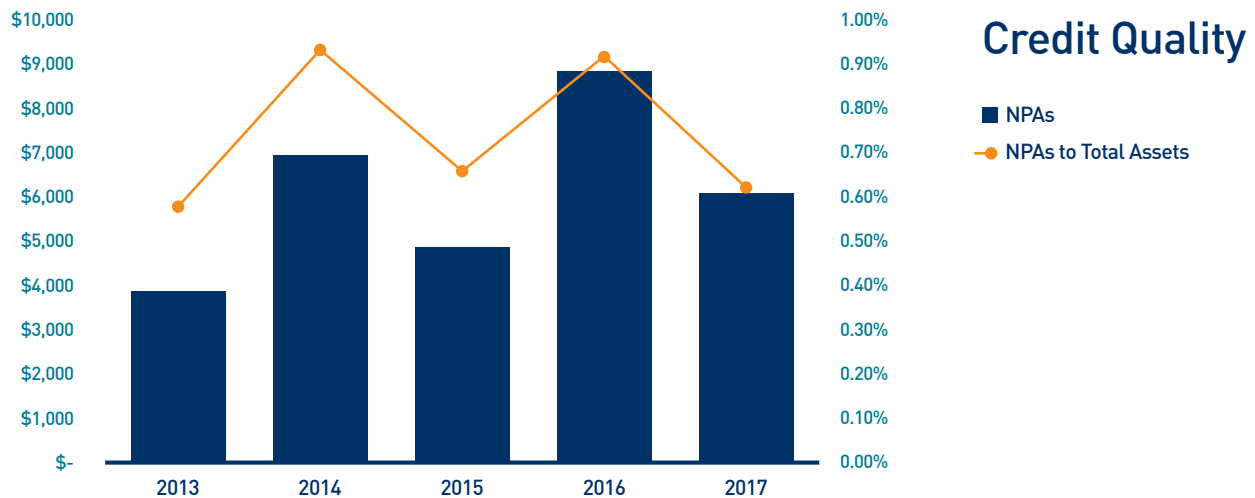


Net Interest Margin + Net Interest Income



Credit Oversight

We have a strong, well-seasoned leadership team with very little turnover ensuring a consistent proactive culture of compliance and underwriting year after year from both a micro and macro perspective. We have remained vigilant in our credit philosophy and loan policies to ensure continued prudent loan structures and not stretch for credits that do not meet our underwriting guidelines. The slight increase in problem asset quality metrics is due to the loans attained from the acquisition activity in 2014 and 2016. These metrics have normalized through proactive resolution of some underperforming credits and have resulted in a strong risk profile and well-performing loan book.



Cyber + Operational Risk Monitoring

In addition to the financial drivers of the company, we persist in our attentiveness to governance and information protection inclusive of cyber security and regulatory compliance. Cyber security is an area that remains of paramount importance in our company and industry. We will continue to evolve our technological safeguards to ensure safety of information and effectiveness of security systems. Further, we will ensure continuance of sound adherence to all regulatory requirements that will advance as the company exceeds various size thresholds and benchmarks used to determine reporting standards.

In order to fulfill our high expectations in operational efficiency, compliance, safety and soundness and cyber security there has been concerted effort and focus toward the evolution of our employee training and development initiatives over the past year. By creating a best-in-class knowledge base within our staff, we will allow the organization and each individual to be successful in achieving high levels of performance. We understand that maintaining these important oversight initiatives are a collective and people-centric task where management and our team members will achieve success by:

- **Maintaining our commitment to excellence, accuracy and soundness in our daily operations. We are a financial institution responsible for the care and safety of our clients' financial resources, their private data, and our shareholders' investments. Sound operational practices, specifically when it comes to maintaining proper cyber security protocols, are critical to sustaining the high integrity of our bank, from a reputational standpoint to maximizing operating efficiencies and limiting any potential financial losses.**
- **Continuing the culture and spirit of constant improvement while embracing technology and new processes. As our organization increases in size, we will adapt to changes that accompany the growth. It is imperative that we utilize technology and look to adopt new ways of completing tasks to remain efficient in our operations. "That is how we always did it in the past," is not a winning approach to stay in front of our competition and ahead of the growth curve in our challenging and ever-changing banking industry.**

Strategic Expansion Into the Northern Lower Peninsula

While we focused on strategic growth during the year, relationships produced the opportunity to partner with a like-minded and community focused organization in First Federal of Northern Michigan. The transaction that was negotiated throughout the second half of 2017 resulted in the early 2018 announcement of the execution of a definitive agreement to acquire First Federal of Northern Michigan through an all-stock merger into a subsidiary of the corporation. The transaction remains subject to various approvals as of the time of this writing. The pending transaction will increase mBank's market position as the largest bank headquartered in the Upper Peninsula of Michigan with post-transaction assets estimated at approximately \$1.3 billion.

There are numerous compelling merger operating synergies that support the acquisition. We believe the customer-centric cultures and community bank oriented traditions of our two organizations are very complementary and were the driving impetus for the combination of the two banks. First Federal's presence in Alpena and surrounding markets also adds a large low-cost core deposit base to improve our funding mix. With First Federal's strong mortgage business and a complementary commercial banking sector to further client expansion activities we will look to now more aggressively compete in the Northern Lower Peninsula region. More importantly, we are adding high quality team members in various areas to help better position the company from an overall governance perspective. As we move well above \$1.0 billion in total assets, our growing employee base will strongly support the company's organic and external growth initiatives into the future and safeguard the increases in shareholder value.

Outlook Into 2018

As a management team, we maintain goals and aspirations that help us navigate the changing landscape of this industry and that we believe will lead to your company's long-term success. We take responsibility and ownership of these goals with the belief that they are the best path to building a great organization for all our stakeholders. The following are some of the key operating initiatives we will strive to achieve in 2018:

- **Continue footprint expansion within Northern Michigan and Northern Wisconsin through organic and acquisition growth opportunities that fit culturally and provide limited execution risk.**

Outlook Into 2018

(Cont.)

- Operate the company in a safe and sound manner with adequate capital balancing expected shareholder returns with a prudent long-term balance sheet structure while not stretching risk parameters for quick or near-term gains.
- Provide strong support to our local communities, our clients, our employees and our shareholders. We believe all our constituencies should be rewarded for their strong commitment to our company.
- Provide personal and professional growth opportunities for our employees. We accomplish this through internal and external training, mentoring and continued education.
- Maintain our facilities to a high standard to ensure we provide our customers a positive, professional banking experience and our employees a healthy and safe work environment in which they can take pride.
- Invest in technology to improve productivity, and to maintain cyber security and data confidentiality. We view technology as a driver of revenue and client expansion, not just a cost center.

As we move into 2018 on the heels of the transaction announcement and continue to progress on our key operational initiatives from 2017, management and your board of directors looks to best position the organization to achieve shareholder expectations and support the mission and vision that are the cornerstone of the company culture. We remain resolute to our commitment of being a community bank that embraces the responsibility and importance of supporting the businesses, civic organizations, municipalities and all the people who live and work in our market areas. We thank you for your continued support and patronage and look forward to another year of prosperous growth for the company.

Sincerely,



PAUL D. TOBIAS

Chairman + CEO
Mackinac Financial
Corporation

Chairman
mBank



KELLY W. GEORGE

President
Mackinac Financial
Corporation

President + CEO
mBank

Financial Highlights

As of and for the Year Ending
December 31, 2017 (Unaudited)

As of and for the Year Ending
December 31, 2016 (Unaudited)

(Dollars in thousands, except per share data)

Selected Financial Condition Data (at end of period):

Assets	\$985,367	\$983,520
Loans	\$811,078	\$781,857
Investment securities	\$75,897	\$86,273
Deposits	\$817,998	\$823,512
Borrowings	\$79,552	\$67,579
Shareholders' equity	\$81,400	\$78,609

Selected Statements of Income Data:

Net interest income	\$37,938	\$33,098
Income before taxes	\$11,018	\$6,766
Net income	\$5,479	\$4,483
Income per common share - Basic	\$.87	\$.72
Income per common share - Diluted	\$.87	\$.72
Weighted average shares outstanding	6,288,791	6,236,067
Weighted average shares outstanding - Diluted	6,322,413	6,268,703

Selected Financial Ratios and Other Data:

PERFORMANCE RATIOS:

Net interest margin	4.20%	4.19%
Efficiency ratio	71.39%	79.69%
Return on average assets	.55%	.52%
Return on average equity	6.74%	5.73%
Average total assets	\$995,826	\$865,573
Average total shareholders' equity	\$81,349	\$78,300
Average loans to average deposits ratio	96.29%	98.14%

COMMON SHARE DATA AT END OF PERIOD:

Market price per common share	\$15.90	\$13.47
Book value per common share	\$12.93	\$12.55
Tangible book value per share	\$11.72	\$11.29
Dividends paid per share, annualized	\$.480	\$.400
Common shares outstanding	6,294,930	6,263,371

OTHER DATA AT END OF PERIOD:

Allowance for loan losses	\$5,079	\$5,020
Non-performing assets	\$6,126	\$8,906
Allowance for loan losses to total loans	.63%	.64%
Non-performing assets to total assets	.62%	.91%
Texas ratio	7.77%	11.76%

Number of:

Branch locations	23	23
FTE Employees	233	222

Our Communities

Where Culture, Nature and Commerce can all Flourish

mBank, headquartered in Manistique, Michigan, has several other Michigan branches located in the Upper Peninsula, Northern Lower Peninsula, and Southeast regions, as well as locations in Northern Wisconsin.

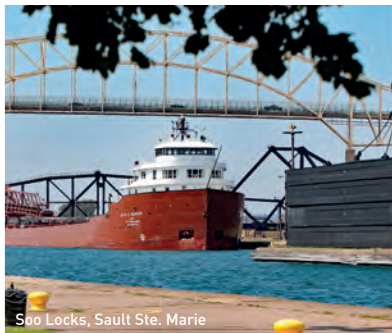
All our markets share a similar sense of small town community living and values centered in a beautiful outdoor mecca with an abundance of fresh water, forests, hills and trails. Several of our regions have been celebrated and awarded on their excellence for where to raise a family, where to start a business, or go on vacation.

While the beauty of the outdoors certainly is a focal point of our regions, the allure and comforts of city living can still be found with abundant shopping, dining, and culture.

Several outstanding higher education institutions are located right in the cities in which our branches operate including Northern Michigan University (Marquette), Lake Superior State University (Sault Ste. Marie), Bay College (Escanaba), and Northwestern Michigan College (Traverse City).



Manistique East Breakwater Lighthouse



Soo Locks, Sault Ste. Marie



Shain Park, Birmingham



Duncan L Clinch Marina, Traverse City

Community Involvement + Volunteering

mBank makes investments of time and money in areas that meet community needs, including but not limited to: education, literacy, human services, animal welfare and healthcare organizations. "There are numerous highly valuable organizations throughout our markets that have a positive impact on the local residents," said mBank President and CEO Kelly George. "If our involvement can magnify that impact, we believe it is our financial responsibility to help in those efforts when we can, and we are happy to do so along with the many volunteer hours from our dedicated local staff."



Branch Locations

MICHIGAN – Upper Peninsula

ESCANABA

2224 N. Lincoln Road
Escanaba, MI 49829
(906) 233-9443

ISHPEMING – Downtown

100 S. Main Street
Ishpeming, MI 49849
(906) 485-6333

ISHPEMING – Jubilee Foods

900 US 41 West
Ishpeming, MI 49849
(906) 486-9595

ISHPEMING – West

US 41 West & 170 N. Daisy Street
Ishpeming, MI 49849
(906) 485-5717

MANISTIQUE (Headquarters)

130 S. Cedar Street
Manistique, MI 49854
(906) 341-8401

MANISTIQUE – Jack's Fresh Market

735 E. Lakeshore Drive
Manistique, MI 49854
(906) 341-7190

MARQUETTE – Washington

857 W. Washington Street
Marquette, MI 49855
(906) 226-5000

MARQUETTE – McClellan

175 S. McClellan Avenue
Marquette, MI 49855
(906) 228-3933

NEGAUNEE – Super One Foods

440 US 41 East
Negaunee, MI 49866
(906) 475-0120

NEWBERRY

414 Newberry Avenue
Newberry, MI 49868
(906) 293-5165

SAULT STE. MARIE

138 Ridge Street
Sault Ste. Marie, MI 49783
(906) 635-3992

STEPHENSON

S216 Menominee Street
Stephenson, MI 49887
(906) 753-2225

WISCONSIN

AURORA

W563 County Road N.
Niagara, WI 54151
(715) 589-4381

EAGLE RIVER

400 E. Wall Street
Eagle River, WI 54521
(715) 479-4406

FLORENCE

845 Central Avenue
Florence, WI 54121
(715) 528-5670

NIAGARA

900 Roosevelt Road
Niagara, WI 54151
(715) 251-3113

ST. GERMAIN

240 Hwy 70 East
St. Germain, WI 54558
(715) 479-5201

THREE LAKES

1811 Superior Street
Three Lakes, WI 54562
(715) 546-2413

MICHIGAN – Lower Peninsula

BIRMINGHAM

260 E. Brown Street, Suite 300
Birmingham, MI 48009
(248) 290-5900

GAYLORD

1955 S. Otsego Avenue
Gaylord, MI 49735
(989) 732-3750

KALEVA

14429 Wuoksi Avenue
Kaleva, MI 49645
(231) 362-3223

TRAVERSE CITY – Cass

309 Cass Street, Suite 100
Traverse City, MI 49684
(231) 941-6320

TRAVERSE CITY – N. Country

3530 N. Country Drive
Traverse City, MI 49684
(231) 929-5600





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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-K

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

For the fiscal year ended December 31, 2017

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 0-20167

MACKINAC FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

MICHIGAN
(State or other jurisdiction of
incorporation or organization)

38-2062816
(I.R.S. Employer
Identification No.)

**130 South Cedar Street
Manistique, Michigan 49854
(888) 343-8147**

(Address, including Zip Code, and telephone number,
including area code, of registrant's principal executive offices)

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

Title of Each Class	Name of Each Exchange on Which Registered
Common Stock, no par value	The NASDAQ Stock Market, LLC

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

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 (§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.)

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (Section 229.405 of this chapter) is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendments to this Form 10-K. Yes No

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

Large accelerated filer

Accelerated filer

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

Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

The aggregate market value of the common stock held by non-affiliates of the Registrant, based on a per share price of \$13.99 as of June 30, 2017, was \$56.785 million. As of March 12, 2018, there were outstanding, 6,310,564 shares of the Corporation's Common Stock (no par value).

Documents Incorporated by Reference:

Portions of the Corporation's Proxy Statement for the 2018 Annual Meeting of Shareholders are incorporated by reference into Part III of this Report.

TABLE OF CONTENTS

PART I	2
Item 1. Business	2
Item 1B. Unresolved Staff Comments	12
Item 2. Properties	12
Item 3. Legal Proceedings	13
Item 4. Mine Safety Disclosures	13
PART II	14
Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters, and Issuer Purchases of Equity Securities	14
Item 6. Selected Financial Data	16
Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations	17
Item 7A. Quantitative and Qualitative Disclosures About Market Risk	36
Item 8. Financial Statements and Supplementary Data	39
Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure	79
Item 9A. Controls and Procedures	79
Item 9B. Other Information	79
PART III	80
Item 10. Directors, Executive Officers, and Corporate Governance	80
Item 11. Executive Compensation	80
Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	80
Item 13. Certain Relationships, Related Transactions and Director Independence	81
Item 14. Principal Accountant Fees and Services	81
PART IV	82
Item 15. Exhibits and Financial Statement Schedules	82

PART I

Item 1. Business

Mackinac Financial Corporation (the “Corporation”) was incorporated under the laws of the state of Michigan on December 16, 1974. The Corporation changed its name from “First Manistique Corporation” to “North Country Financial Corporation” on April 14, 1998. On December 16, 2004, the Corporation changed its name from North Country Financial Corporation to Mackinac Financial Corporation. The Corporation is headquartered and located in Manistique, Michigan. The mailing address of the Corporation is P.O. Box 369, 130 South Cedar Street, Manistique, Michigan 49854.

In December of 2004, the Corporation was recapitalized with the net proceeds, approximately \$26.2 million, from the issuance of \$30 million of common stock in a private placement. Commensurate with this recapitalization, the Corporation changed its name from North Country Financial Corporation to Mackinac Financial Corporation, and its subsidiary bank adopted the “mBank” identity early in 2005.

On December 5, 2014, the Corporation completed its acquisition of Peninsula Financial Corporation (“PFC”) and its wholly owned subsidiary, The Peninsula Bank. PFC had six branch offices and \$126 million in assets as of the acquisition date. The results of operations due to the merger have been included in the Corporation’s results since the acquisition date. The merger was effected by a combination of cash payments and the issuance of shares of the Corporation’s common stock to PFC shareholders. Each share of PFC’s 288,000 shares of common stock was converted into the right to receive, at the shareholder’s election and subject to certain limitations (i) approximately 3.64 shares of the Corporation’s common stock, with cash paid in lieu of fractional shares, or (ii) cash at \$46.13 per share of common stock. The conversion of PFC’s shares resulted in the issuance of 695,361 shares of the Corporation’s common stock and payment of \$4.484 million in cash to the former PFC shareholders.

On April 29, 2016, the Corporation completed its acquisition of The First National Bank of Eagle River (“Eagle River.”) Eagle River had three branch offices and approximately \$125 million in assets as of the acquisition date. The results of operations due to the merger have been included in the Corporation’s results since the acquisition date. The merger was effected by a cash payment of \$12.5 million.

On August 31, 2016, the Corporation completed its acquisition of Niagara Bancorporation (“Niagara”) and its wholly owned subsidiary, First National Bank of Niagara. Niagara had four branch offices and approximately \$67 million in assets. The results of operations due to the merger have been included in the Corporation’s results since the acquisition date. The merger was effected by a cash payment of \$7.325 million.

The Corporation owns all of the outstanding stock of its banking subsidiary, mBank (the “Bank”). The Bank currently has 12 branch offices located in the Upper Peninsula of Michigan, 4 branch offices located in Michigan’s Lower Peninsula, one branch in Southeast Michigan, and 6 branches in Wisconsin. The Bank maintains offices in the Michigan counties of: Chippewa, Grand Traverse, Luce, Manistee, Marquette, Menominee, Oakland, Otsego, and Schoolcraft. The Bank maintains offices in the Wisconsin counties of: Florence, Marinette, Oneida and Vilas. The Bank provides drive-in convenience at 19 branch locations and has 26 automated teller machines. The Bank has no foreign offices.

The Corporation also owns three non-bank subsidiaries: First Manistique Agency, presently inactive; First Rural Relending Company, a relending company for nonprofit organizations; and North Country Capital Trust, a statutory business trust which was formed solely for the issuance of trust preferred securities (none of which remain outstanding). The Bank represents the principal asset of the Corporation. The Bank has one wholly owned subsidiary, mBank Title Insurance Agency, LLC, which provided title insurance services until 2014 and is currently inactive. The Corporation and the Bank are engaged in a single industry segment, commercial banking, broadly defined to include commercial and retail banking activities, along with other permitted activities closely related to banking.

Operations

The principal business of the Corporation is the general commercial banking business, conducted through the Bank’s provision of a full range of loan and deposit products. These banking services include customary retail and commercial banking services, including checking and savings accounts, time deposits, interest bearing transaction accounts, safe deposit facilities, real estate mortgage lending, commercial lending, commercial and governmental lease financing, and

direct and indirect consumer financing. Funds for the Bank's operations are also provided by brokered deposits and through borrowings from the Federal Home Loan Bank ("FHLB") system, proceeds from the sale of loans and mortgage-backed and other securities, funds from repayment of outstanding loans and earnings from operations. Earnings depend primarily upon the difference between (i) revenues from loans, investments, and other interest-bearing assets and (ii) expenses incurred in payment of interest on deposit accounts and borrowings, an adequate allowance for loan losses, and general operating expenses.

Competition

Banking is a highly competitive business. The Bank competes for loans and deposits with other banks, savings and loan associations, credit unions, mortgage bankers, and investment firms in the scope and type of services offered, pricing of loans, interest rates paid on deposits, and number and location of branches, among other things. The Bank also faces competition for investors' funds from mutual funds, marketable equity securities, and corporate and government securities.

The Bank competes for loans principally through interest rates and loan fees, the range and quality of the services it provides and the locations of its branches. In addition, the Bank actively solicits deposit-related clients and competes for deposits by offering depositors a variety of savings accounts, checking accounts, and other services.

Employees

As of December 31, 2017, the Corporation and its subsidiaries employed, in the aggregate, 221 employees. The Corporation provides its employees with comprehensive medical and dental benefit plans, a life insurance plan, and a 401(k) plan. None of the Corporation's employees are covered by a collective bargaining agreement with the Corporation. Management believes its relationship with its employees to be good.

Business

The Bank makes mortgage, commercial, and installment loans to customers throughout Michigan and Northeastern Wisconsin. Fees may be charged for these services. The Bank's most prominent concentration in the loan portfolio relates to commercial loans to entities within real estate — operators of nonresidential buildings industry. This concentration represented \$119.025 million, or 20.77%, of the commercial loan portfolio at December 31, 2017. The Bank also supports the service industry, with its hospitality and related businesses, as well as gas stations and convenience stores, forestry, restaurants, farming, fishing, and many other activities important to growth in the regions we service. The economy of the Bank's market areas is affected by summer and winter tourism activities.

The Bank has become a premier SBA/USDA lender in our regions. Many of these SBA/USDA guaranteed loans are sold at a premium on the secondary market, with the Bank retaining the servicing. The Bank does not sell the loan guarantees on every credit, rather only those where acceptable market rates are above par.

The Bank also offers various consumer loan products including installment, mortgages and home equity loans. In addition to making consumer portfolio loans, the Bank engages in the business of making residential mortgage loans for sale to the secondary market.

On December 5, 2014, upon the consummation of the merger of PFC with and into the Corporation, the Corporation consolidated Peninsula Bank with the Bank. The acquisition nearly doubled the bank's presence in the Upper Peninsula to 13 total branches and increased the total number of branches in Michigan from 11 to 17.

On April 29, 2016, the Corporation consummated the merger of Eagle River into the Bank. On August 31, 2016, upon consummation of the purchase of all outstanding stock of Niagara Bancorporation, Inc., the Corporation consolidated First National Bank of Niagara with the Bank. These acquisitions increased the Bank's presence to 23 branches.

On January 16, 2018, the Corporation executed a merger agreement with First Federal of Northern Michigan Bancorp, Inc. in Alpena, Michigan ("FFNM"), the consummation of which requires regulatory and shareholder approval. As of December 31, 2017, FFNM had approximately \$320 million in assets and \$283 million in deposits, primarily core in nature. The Corporation expects to consummate the merger in the second quarter of 2018.

The Bank's primary source for lending, investments, and other general business purposes is deposits. The Bank offers a wide range of interest bearing and non-interest bearing accounts, including commercial and retail checking accounts, negotiable order of withdrawal ("NOW") accounts, money market accounts with limited transactions, individual retirement accounts, regular interest-bearing statement savings accounts, certificates of deposit with a range of maturity date options, and accessibility to a customer's deposit relationship through online banking. The sources of deposits are residents, businesses and employees of businesses within the Bank's market areas, obtained through the personal solicitation of the Bank's officers and directors, direct mail solicitation and limited advertisements published in the local media. The Bank also utilizes the wholesale deposit market for any shortfalls in loan funding. No material portions of the Bank's deposits have been received from a single person, industry, group, or geographical location.

The Bank is a member of the FHLB of Indianapolis ("FHLB"). The FHLB provides an additional source of liquidity and long-term funds. Membership in the FHLB has provided access to attractive rate advances, as well as advantageous lending programs. The Community Investment Program makes advances to be used for funding community-oriented mortgage lending, and the Affordable Housing Program grants advances to fund lending for long-term low and moderate income owner occupied and affordable rental housing at subsidized interest rates.

The Bank has secondary borrowing lines of credit available to respond to deposit fluctuations and temporary loan demands. The unsecured lines totaled \$64.0 million at December 31, 2017, with additional amounts available if collateralized.

As of December 31, 2017, the Bank had no material risks relative to foreign sources. See the "Interest Rate Risk" and "Foreign Exchange Risk" sections in Management's Discussion and Analysis of Financial Condition and Results of Operations under Item 7 below, for details on the Corporation's foreign account activity.

Compliance with federal, state, and local statutes and/or ordinances relating to the protection of the environment is not expected to have a material effect upon the Bank's capital expenditures, earnings, or competitive position.

Supervision and Regulation

As a registered bank holding company, the Corporation is subject to regulation and examination by the Board of Governors of the Federal Reserve System (the "Federal Reserve Board") under the Bank Holding Company Act, as amended (the "BHCA"). The Bank is subject to regulation and examination by the Michigan Department of Insurance and Financial Services (the "DIFS") and the Federal Deposit Insurance Corporation (the "FDIC").

Under the BHCA, the Corporation is subject to periodic examination by the Federal Reserve Board, and is required to file with the Federal Reserve Board periodic reports of its operations and such additional information as the Federal Reserve Board may require. In accordance with Federal Reserve Board policy, the Corporation is expected to act as a source of financial strength to the Bank and to commit resources to support the Bank in circumstances where the Corporation might not do so absent such policy. In addition, there are numerous federal and state laws and regulations which regulate the activities of the Corporation, the Bank and the non-bank subsidiaries, including requirements and limitations relating to capital and reserve requirements, permissible investments and lines of business, transactions with affiliates, loan limits, mergers and acquisitions, issuances of securities, dividend payments, inter-affiliate liabilities, extensions of credit and branch banking.

Federal banking regulatory agencies have established risk-based capital guidelines for banks and bank holding companies that are designed to make regulatory capital requirements more sensitive to differences in risk profiles among banks and bank holding companies. The resulting capital ratios represent qualifying capital as a percentage of total risk-weighted assets and off-balance sheet items. The guidelines are minimums, and the federal regulators have noted that banks and bank holding companies contemplating expansion programs should not allow expansion to diminish their capital ratios and should maintain all ratios well in excess of the minimums. The current ratios have recently been significantly adjusted as discussed under "Basel III" below.

The Federal Deposit Insurance Corporation Improvement Act contains "prompt corrective action" provisions pursuant to which banks are to be classified into one of five categories based upon capital adequacy, ranging from "well capitalized" to "critically undercapitalized" and which require (subject to certain exceptions) the appropriate federal banking agency to take prompt corrective action with respect to an institution which becomes "significantly undercapitalized" or "critically undercapitalized". The FDIC also, after an opportunity for a hearing, has authority to downgrade an institution from "well capitalized" to "adequately capitalized" or to subject an "adequately capitalized" or

“undercapitalized” institution to the supervisory actions applicable to the next lower category, for supervisory concerns. Information pertaining to the Corporation’s and the Bank’s capital is contained in “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in Item 7 below, as well as in Note 16 to the Corporation’s Consolidated Financial Statements in Item 8 below.

Current federal law provides that adequately capitalized and managed bank holding companies from any state may acquire banks and bank holding companies located in any other state, subject to certain conditions.

In 1999, Congress enacted the Gramm-Leach-Bliley Act (“GLBA”), which eliminated certain barriers to and restrictions on affiliations between banks and securities firms, insurance companies and other financial service organizations. Among other things, GLBA repealed certain Glass-Steagall Act restrictions on affiliations between banks and securities firms, and amended the BHCA to permit bank holding companies that qualify as “financial holding companies” to engage in a broad list of “financial activities,” and any non-financial activity that the Federal Reserve Board, in consultation with the Secretary of the Treasury, determines is “complementary” to a financial activity and poses no substantial risk to the safety and soundness of depository institutions or the financial system. GLBA treats lending, insurance underwriting, insurance company portfolio investment, financial advisory, securities underwriting, dealing and market-making, and merchant banking activities as financial in nature for this purpose.

Under GLBA, a bank holding company may become certified as a financial holding company by filing a notice with the Federal Reserve Board, together with a certification that the bank holding company meets certain criteria, including capital, management, and Community Reinvestment Act requirements. The Corporation is not currently required to qualify as a financial holding company.

Privacy Restrictions

GLBA, in addition to the previously described changes in permissible non-banking activities permitted to banks, bank holding companies and financial holding companies, also requires financial institutions in the U.S. to provide certain privacy disclosures to customers and consumers, to comply with certain restrictions on sharing and usage of personally identifiable information, and to implement and maintain commercially reasonable customer information safeguarding standards. The Corporation believes that it complies with all provisions of GLBA and all implementing regulations, and the Bank has developed appropriate policies and procedures to meet its responsibilities in connection with the privacy provisions of GLBA.

The USA PATRIOT Act

In 2001, Congress enacted the Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001 (the “USA PATRIOT Act”). The USA PATRIOT Act is designed to deny terrorists and criminals the ability to obtain access to the United States financial system, and has significant implications for depository institutions, brokers, dealers and other businesses involved in the transfer of money. The USA PATRIOT Act mandates financial services companies to implement additional policies and procedures with respect to, or additional measures designed to address, any or all of the following matters, among others: money laundering, terrorist financing, identifying and reporting suspicious activities and currency transactions, and currency crimes.

Sarbanes-Oxley Act

On July 30, 2002, President Bush signed into law The Sarbanes-Oxley Act of 2002. This legislation addresses accounting oversight and corporate governance matters, including:

- The creation of a five-member oversight board that will set standards for accountants and have investigative and disciplinary powers;
- The prohibition of accounting firms from providing various types of consulting services to public clients and requiring accounting firms to rotate partners among public client assignments every five years;
- Increased penalties for financial crimes;
- Expanded disclosure of corporate operations and internal controls and certification of financial statements;
- Enhanced controls on, and reporting of, insider trading; and

- Prohibition on lending to officers and directors of public companies, although the Bank may continue to make these loans within the constraints of existing banking regulations.

Among other provisions, Section 302(a) of the Sarbanes-Oxley Act requires that our Chief Executive Officer and Chief Financial Officer certify that our quarterly and annual reports do not contain any untrue statement or omission of a material fact. Specific requirements of the certifications include having these officers confirm that they are responsible for establishing, maintaining and regularly evaluating the effectiveness of our disclosure controls and procedures; they have made certain disclosures to our auditors and Audit Committee about our internal controls; and they have included information in our quarterly and annual reports about their evaluation and whether there have been significant changes in our internal controls or in other factors that could significantly affect internal controls subsequent to their evaluation.

In addition, Section 404 of the Sarbanes-Oxley Act and the SEC's rules and regulations thereunder require our management to evaluate, with the participation of our principal executive and principal financial officers, the effectiveness, as of the end of each fiscal year, of our internal control over financial reporting. Our management must then provide a report of management on our internal over financial reporting that contains, among other things, a statement of their responsibility for establishing and maintaining adequate internal control over financial reporting, and a statement identifying the framework they used to evaluate the effectiveness of our internal control over financial reporting.

Dodd-Frank Wall Street Reform and Consumer Protection Act

On July 21, 2010, President Obama signed the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the "Dodd-Frank Act") into law. The Dodd-Frank Act resulted in sweeping changes in the regulation of financial institutions aimed at strengthening safety and soundness for the financial services sector. A summary of certain provisions of the Dodd-Frank Act is set forth below:

- **Increased Capital Standards and Enhanced Supervision.**
The federal banking agencies are required to establish minimum leverage and risk-based capital requirements for banks and bank holding companies. These new standards are described below. The Dodd-Frank Act also increased regulatory oversight, supervision and examination of banks, bank holding companies and their respective subsidiaries by the appropriate regulatory agency.
- **Federal Deposit Insurance.**
The Dodd-Frank Act made permanent the \$250,000 deposit insurance limit for insured deposits and provided unlimited federal deposit insurance on noninterest bearing transaction accounts at all insured depository institutions through December 31, 2012. Subsequent to 2012, these amounts reverted from unlimited insurance to \$250,000 coverage per separately insured depositor. The Dodd-Frank Act also changed the assessment base for federal deposit insurance from the amount of insured deposits to consolidated assets less tangible equity, eliminated the ceiling on the size of the Deposit Insurance Fund (the "DIF") and increased the floor on the size of the DIF.
- **The Consumer Financial Protection Bureau ("CFPB").**
The Dodd-Frank Act centralized responsibility for consumer financial protection by creating a new agency, the CFPB, responsible for implementing, examining and, for large financial institutions of \$10 billion or more in total assets, enforcing compliance with federal consumer financial laws. Because we have under \$10 billion in total assets, however, the Federal Deposit Insurance Corporation will still continue to examine us at the federal level for compliance with such laws.
- **Interest on Demand Deposit Accounts.**
The Dodd-Frank Act repealed the prohibition on the payment of interest on demand deposit accounts effective July 21, 2011, thereby permitting depository institutions to now pay interest on business checking and other accounts.

- Mortgage Reform.

The Dodd-Frank Act provided for mortgage reform addressing a customer's ability to repay, restricted variable-rate lending by requiring the ability to repay to be determined for variable rate loans by using the maximum rate that will apply during the first five years of a variable-rate loan term, and made more loans subject to requirements for higher-cost loans, new disclosures and certain other restrictions.

- Interstate Branching.

The Dodd-Frank Act allows banks to engage in de novo interstate branching, a practice that was previously significantly limited.

- Interchange Fee Limitations.

The Dodd-Frank Act gave the Federal Reserve Board the authority to establish rules regarding interchange fees charged for electronic debit transactions by a payment card issuer that, together with its affiliates, has assets of \$10 billion or more and to enforce a new statutory requirement that such fees be reasonable and proportional to the actual cost of a transaction to the issuer. The Federal Reserve Board has rules under this provision that limit the swipe fees that a debit card issuer can charge a merchant for a transaction to the sum of 21 cents and five basis points times the value of the transaction, plus up to one cent for fraud prevention costs. While we are not directly subject to such regulations since our total assets do not exceed \$10 billion, these regulations may impact our ability to compete with larger institutions who are subject to the restrictions.

The Dodd-Frank Act represents a comprehensive overhaul of the financial services industry within the United States and requires the CFPB and other federal agencies to implement many new and significant rules and regulations in addition to those discussed above. The CFPB has issued significant new regulations that impact consumer mortgage lending and servicing. Those regulations became effective in January 2014. In addition, the CFPB issued new regulations that changed the disclosure requirements and forms used under the Truth in Lending Act and Real Estate Settlement and Procedures Act effective October 3, 2015. Compliance with these new laws and regulations and other regulations under consideration by the CFPB will likely result in additional costs, which could be significant and could adversely impact our results of operations, financial condition or liquidity.

Basel III

On July 2, 2013, the Federal Reserve and OCC approved a final rule to establish a new comprehensive regulatory capital framework for all US banking organizations, with an effective date of January 1, 2015. The Regulatory Capital Framework ("Basel III") implements several changes to the US regulatory capital framework required by the Dodd-Frank Act. The new US capital framework imposed higher minimum capital requirements, additional capital buffers above those minimum requirements, a more restrictive definition of capital, and higher risk weights for various enumerated classifications of assets, the combined impact of which effectively results in substantially more demanding capital standards for US banking organizations.

The Basel III final rule established a common equity Tier 1 capital ("CET1") requirement, a Tier 1 capital requirement of 6.0% and an 8.0% total capital requirement. The new CET1 and minimum Tier 1 capital requirements became effective January 1, 2015. In addition to these minimum risk-based capital ratios, the Basel III final rule required that all banking organizations maintain a "capital conservation buffer" consisting of CET1 in an amount equal to 2.5% of risk-weighted assets in order to avoid restrictions on their ability to make capital distributions and to pay certain discretionary bonus payments to executive officers. In order to avoid those restrictions, the capital conservation buffer effectively increased the minimum CET1 capital, Tier 1 capital and total capital ratios for US banking organizations to 7.0%, 8.5% and 10.5%, respectively. Banking organizations with capital levels that fall within the buffer will be required to limit dividends, shares repurchases or redemptions (unless replaced within the same calendar quarter by capital instruments of

equal or higher quality), and discretionary bonus payments. The capital conservation buffer is phased in over a 5-year period, beginning January 1, 2016.

	Adequately Capitalized Requirement	Well-Capitalized Requirement	Well-Capitalized with Buffer, fully phased in 2019
Leverage	4.0%	5.0%	5.0%
CET1	4.5%	6.5%	7.0%
Tier 1	6.0%	8.0%	8.5%
Total Capital	8.0%	10.0%	10.5%

As required by Dodd-Frank, the Basel III final rule requires that capital instruments such as trust preferred securities and cumulative preferred shares be phased out of Tier 1 capital by January 1, 2016, for banking organizations that had \$15 billion or more in total consolidated assets as of December 31, 2009 and permanently grandfathered as Tier 1 capital such instruments issued by these smaller entities prior to May 19, 2010 (provided they do not exceed 25% of Tier 1 capital).

The Basel III final rule provides banking organizations under \$250 billion in total consolidated assets or under \$10 billion in foreign exposures with a one-time “opt-out” right to continue excluding Accumulated Other Comprehensive income from CET1 capital. The election to opt-out must be made on the banking organization’s first Call Report filed after January 1, 2015. The Corporation has elected to opt-out and continues to exclude Accumulated Other Comprehensive Income from its regulatory capital.

The Basel III final rule requires that goodwill and other intangible assets (other than mortgage servicing assets), net of associated deferred tax liabilities, be deducted from CET1 capital. Additionally, deferred tax assets that arise from net operating loss and tax credit carryforwards, net of associated deferred tax liabilities and valuation allowances, are fully deducted from CET1 capital. However, deferred tax assets arising from temporary differences that could not be realized through net operating loss carrybacks, along with mortgage servicing assets and “significant” (defined as greater than 10% of the issued and outstanding common stock of the unconsolidated financial institution) investments in the common stock of unconsolidated “financial institutions” are partially includible in CET1 capital, subject to deductions defined in the final rule.

Information regarding the Corporation and the Bank’s regulatory capital can be found in Note 16 – Regulatory Matters in the financial statements included herein.

Monetary Policy

The earnings and business of the Corporation and the Bank depends on interest rate differentials. In general, the difference between the interest rates paid by the Bank to obtain its deposits and other borrowings, and the interest rates received by the Bank on loans extended to its customers and on securities held in the Bank’s portfolio, comprises the major portion of the Bank’s earnings. These rates are highly sensitive to many factors that are beyond the control of the Bank, and accordingly, its earnings and growth will be subject to the influence of economic conditions, generally, both domestic and foreign, including inflation, recession, unemployment, and the monetary policies of the Federal Reserve Board. The Federal Reserve Board implements national monetary policies designed to curb inflation, combat recession, and promote growth through, among other means, its open-market dealings in US government securities, by adjusting the required level of reserves for financial institutions subject to reserve requirements, through adjustments to the discount rate applicable to borrowings by banks that are members of the Federal Reserve System, and by adjusting the Federal Funds Rate, the rate charged in the interbank market for purchase of excess reserve balances. In addition, legislative and economic factors can be expected to have an ongoing impact on the competitive environment within the financial services industry. The nature and timing of any future changes in such policies and their impact on the Bank cannot be predicted with certainty.

Selected Statistical Information

I. Distribution of Assets, Obligations, and Shareholders' Equity; Interest Rates and Interest Differential

The key components of net interest income, the daily average balance sheet for each year — including the components of earning assets and supporting obligations — the related interest income on a fully tax equivalent basis and interest expense, as well as the average rates earned and paid on these assets and obligations is contained under the caption “Management’s Discussion and Analysis of Financial Condition and Results of Operations” under Item 7 below.

An analysis of the changes in net interest income from period-to-period and the relative effect of the changes in interest income and expense due to changes in the average balances of earning assets and interest-bearing obligations and changes in interest rates is contained under the caption “Management’s Discussion and Analysis of Financial Condition and Results of Operations” under Item 7 below.

II. Investment Portfolio

A. Investment Portfolio Composition

The following table presents the carrying value of investment securities available for sale as of December 31 of the years set forth below (dollars in thousands):

	2017	2016	2015
US Treasuries	\$ —	\$ —	\$ —
Corporate	24,391	19,910	12,646
Equity	500	500	—
US Agencies	16,846	23,952	27,377
US Agencies - MBS	12,716	16,833	3,759
State and political subdivisions	21,444	25,078	9,946
Total	<u>\$ 75,897</u>	<u>\$ 86,273</u>	<u>\$ 53,728</u>

B. Relative Maturities and Weighted Average Interest Rates

The following table presents the maturity schedule of securities held and the weighted average yield of those securities, as of December 31, 2017 (fully taxable equivalent, dollars in thousands):

	In one year or less	After one, but within five years	After five, but within ten years	Over ten years	Total	Weighted Average Yield (1)
US Treasuries	\$ —	\$ —	\$ —	\$ —	\$ —	—
US Agencies	2,299	14,547	—	—	16,846	1.81%
US Agencies - MBS	2,342	1,219	2,968	6,187	12,716	2.22%
Corporate	5,250	17,626	1,515	—	24,391	2.73%
Equity	—	—	—	500	500	4.61%
State and political subdivisions	1,713	8,492	9,469	1,770	21,444	3.35%
Total	<u>\$ 11,604</u>	<u>\$ 41,884</u>	<u>\$ 13,952</u>	<u>\$ 8,457</u>	<u>\$ 75,897</u>	
Weighted average yield (1)	<u>1.97%</u>	<u>2.29%</u>	<u>3.81%</u>	<u>4.07%</u>	<u>2.63%</u>	

(1) Weighted average yield includes the effect of tax-equivalent adjustments using a 21% tax rate.

III. Loan Portfolio

A. Type of Loans

The following table sets forth the major categories of loans outstanding for each category at December 31 (dollars in thousands):

	<u>2017</u>	<u>2016</u>	<u>2015</u>	<u>2014</u>	<u>2013</u>
Commercial real estate	\$ 406,742	\$ 389,420	\$ 312,805	\$ 315,387	\$ 268,809
Commercial, financial and agricultural	156,951	142,648	122,140	101,895	79,655
One to four family residential real estate	209,890	205,945	140,502	139,553	103,768
Construction	20,061	23,731	27,100	25,715	17,799
Consumer	17,434	20,113	15,847	18,385	13,801
Total	<u>\$ 811,078</u>	<u>\$ 781,857</u>	<u>\$ 618,394</u>	<u>\$ 600,935</u>	<u>\$ 483,832</u>

B. Maturities and Sensitivities of Loans to Changes in Interest Rates

The following table presents the remaining maturity of total loans outstanding for the categories shown at December 31, 2017, based on scheduled principal repayments (dollars in thousands):

	<u>Commercial Real Estate</u>	<u>Commercial, Financial, and Agricultural</u>	<u>1-4 Family Residential Real Estate</u>	<u>Consumer</u>	<u>Construction</u>	<u>Total</u>
In one year or less:						
Variable interest rates	\$ 24,191	\$ 46,614	\$ 761	\$ 22	\$ 661	\$ 72,249
Fixed interest rates	37,068	8,849	6,813	1,994	10,550	65,274
After one year but within five years:						
Variable interest rates	26,377	8,921	144,805	1,317	3,841	185,261
Fixed interest rates	28,122	16,795	24,023	2,331	166	71,437
After five years:						
Variable interest rates	78,147	23,424	2,981	42	1,638	106,232
Fixed interest rates	212,837	52,348	30,507	11,728	3,205	310,625
Total	<u>\$ 406,742</u>	<u>\$ 156,951</u>	<u>\$ 209,890</u>	<u>\$ 17,434</u>	<u>\$ 20,061</u>	<u>\$ 811,078</u>

C. Risk Elements

The following table presents a summary of nonperforming assets and problem loans as of December 31 (dollars in thousands):

	<u>2017</u>	<u>2016</u>	<u>2015</u>	<u>2014</u>	<u>2013</u>
Nonaccrual loans	\$ 2,388	\$ 3,959	\$ 2,353	\$ 3,939	\$ 1,406
Interest income recorded during period for nonaccrual loans	—	437	795	—	—
Accruing loans past due 90 days or more	—	—	32	—	—
Restructured loans on nonaccrual not included above	180	165	154	3,105	614

IV. Summary of Loan Loss Experience

A. Analysis of the Allowance for Loan Losses

Changes in the allowance for loan losses arise from loans charged off, recoveries on loans previously charged off by loan category, and additions to the allowance for loan losses through provisions charged to expense. Factors which influence management's judgment in determining the provision for loan losses include establishing specified loss allowances for selected loans (including large loans, nonaccrual loans, and problem and delinquent loans) and consideration of historical loss information and local economic conditions.

The following table presents information relative to the allowance for loan losses for the years ended December 31, (dollars in thousands):

	<u>2017</u>	<u>2016</u>	<u>2015</u>	<u>2014</u>	<u>2013</u>
Balance of allowance for loan losses at beginning of period	\$ 5,020	\$ 5,004	\$ 5,140	\$ 4,661	\$ 5,218
Loans charged off:					
Commercial	419	477	1,801	682	2,171
One to four family residential real estate	155	133	142	290	141
Consumer	229	113	87	74	120
Total loans charged off	<u>803</u>	<u>723</u>	<u>2,030</u>	<u>1,046</u>	<u>2,432</u>
Recoveries of loans previously charged off:					
Commercial	119	102	662	259	150
One to four family residential real estate	67	5	2	22	26
Consumer	51	32	26	44	24
Total recoveries	<u>237</u>	<u>139</u>	<u>690</u>	<u>325</u>	<u>200</u>
Net loans charged off	566	584	1,340	721	2,232
Provisions charged to expense	<u>625</u>	<u>600</u>	<u>1,204</u>	<u>1,200</u>	<u>1,675</u>
Balance at end of period	<u>\$ 5,079</u>	<u>\$ 5,020</u>	<u>\$ 5,004</u>	<u>\$ 5,140</u>	<u>\$ 4,661</u>
Average loans outstanding	<u>795,532</u>	<u>703,047</u>	<u>602,904</u>	<u>509,749</u>	<u>462,500</u>
Ratio of net charge-offs to average loans	<u>.07%</u>	<u>.08%</u>	<u>.22%</u>	<u>.14%</u>	<u>.48%</u>

B. Allocation of Allowance for Loan Losses

The allocation of the allowance for loan losses for the years ended December 31, is shown on the following table. The percentages shown represent the percent of each loan category to total loans (dollars in thousands):

	2017		2016		2015		2014		2013	
	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%
Commercial real estate	\$ 1,650	50.15%	\$ 1,345	49.81%	\$ 1,611	50.58%	\$ 2,813	52.48%	\$ 1,849	55.56%
Commercial, financial, and agricultural	576	19.35	614	18.25	645	19.75	1,539	16.96	1,378	16.46
Commercial construction	54	1.14	57	1.47	79	2.48	142	2.71	80	2.25
1-4 family residential real estate	160	25.88	296	26.34	274	22.72	285	23.22	516	21.45
Consumer construction	6	1.33	6	1.56	7	1.91	6	1.57	25	1.43
Consumer	10	2.15	90	2.57	64	2.56	13	3.06	148	2.85
Unallocated general reserves	<u>2,623</u>	<u>—</u>	<u>2,612</u>	<u>—</u>	<u>2,324</u>	<u>—</u>	<u>342</u>	<u>—</u>	<u>665</u>	<u>—</u>
Total	<u>\$ 5,079</u>	<u>100.00%</u>	<u>\$ 5,020</u>	<u>100.00%</u>	<u>\$ 5,004</u>	<u>100.00%</u>	<u>\$ 5,140</u>	<u>100.00%</u>	<u>\$ 4,661</u>	<u>100.00%</u>

V. Deposits

Deposit information is contained in Note 7 to the Corporation's Consolidated Financial Statements in Item 8 of this Form 10-K below.

VI. Return on Equity and Assets

See Item 6 of this Form 10-K, "Selected Financial Data"

VII. Financial Instruments with Off-Balance Sheet Risk

Information relative to commitments, contingencies, and credit risk are discussed in Note 19 to the Corporation's Consolidated Financial Statements contained in Item 8 of this Form 10-K.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

The Corporation's headquarters are located at 130 South Cedar Street, Manistique, Michigan 49854. The headquarters location is owned by the Corporation and not subject to any mortgage.

All of the branch locations are designed for use and operation as a bank, are well maintained, and are suitable for current operations. Of the 23 branch locations, 16 are owned and 7 are leased. The Corporation has additional office space to house administrative operational support. Below is a comprehensive listing of our branch locations:

Aurora	W563 County Road N	Aurora, WI	Owned
Birmingham	260 E. Brown Street, Suite 300	Birmingham, MI	Leased
Eagle River	400 E. Wall Street	Eagle River, WI	Owned
Escanaba	2224 N. Lincoln Road	Escanaba, MI	Owned
Florence	845 Central Ave	Florence, WI	Owned
Gaylord	1955 S. Otsego Avenue	Gaylord, MI	Owned
Ishpeming - Downtown	100 S. Main Street	Ishpeming, MI	Owned
Ishpeming - Jubilee	900 US 41 West	Ishpeming, MI	Leased
Ishpeming - West	US West & 170 N. Daisy Street	Ishpeming, MI	Owned
Kaleva	14429 Wuoksi Avenue	Kaleva, MI	Owned
Manistique	130 South Cedar Street	Manistique, MI	Owned
Manistique - Jack's	735 E. Lakeshore Drive	Manistique, MI	Leased
Marquette	857 W. Washington Street	Marquette, MI	Leased
Marquette - McClellan	175 S. McClellan Avenue	Marquette, MI	Owned
Negaunee	440 US 41 East	Negaunee, MI	Leased
Newberry	414 Newberry Avenue	Newberry, MI	Owned
Niagara	900 Roosevelt Road	Niagara, WI	Owned
Sault Ste. Marie	138 Ridge Street	Sault Ste. Marie, MI	Owned
Stephenson	S216 Menominee Street	Stephenson, MI	Owned
St. Germain	240 HWY 70 East	St. Germain, WI	Owned
Three Lakes	1811 Superior Street	Three Lakes, WI	Owned
Traverse City- Cass St	309 Cass Street	Traverse City, MI	Leased
Traverse City	3530 North Country Drive	Traverse City, MI	Owned

Item 3. Legal Proceedings

There are no pending material legal proceedings to which the Corporation is a party or to which any of its property was subject, except for proceedings which arise in the ordinary course of business. In the opinion of management, pending legal proceedings will not have a material effect on the consolidated financial position or results of operations of the Corporation.

Item 4. Mine Safety Disclosures

Not applicable.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters, and Issuer Purchases of Equity Securities

MARKET INFORMATION (Unaudited)

The Corporation's common stock is traded on the NASDAQ Capital Market under the symbol MFNC. The following table sets forth the range of high and low trading prices of the Corporation's common stock from January 1, 2016 through December 31, 2017, as reported by NASDAQ.

	For the Quarter Ended			
	March 31	June 30	September 30	December 31
2017				
High	\$ 13.88	\$ 13.99	\$ 15.52	\$ 16.10
Low	13.63	13.92	15.01	15.89
Close	13.72	13.99	15.38	15.90
Dividends declared per share	0.120	0.120	0.120	0.120
Book value	12.71	12.92	13.13	12.93
2016				
High	\$ 11.69	\$ 11.97	\$ 11.98	\$ 14.07
Low	9.90	10.00	10.64	11.00
Close	10.25	11.01	11.49	13.47
Dividends declared per share	0.100	0.100	0.100	0.100

The Corporation had approximately 1600 shareholders of record as of March 8, 2018. A substantially greater number of holders are beneficial owners whose shares are held of record by banks, brokers and other nominees.

Dividends

The holders of the Corporation's common stock are entitled to dividends when, and if declared by the Board of Directors of the Corporation, out of funds legally available for that purpose. In determining dividends, the Board of Directors considers the earnings, capital requirements and financial condition of the Corporation and its subsidiary bank, along with other relevant factors. The Corporation's principal source of funds for cash dividends is the dividends paid by the Bank. The ability of the Corporation and the Bank to pay dividends is subject to regulatory restrictions and requirements. In 2017, the Bank paid dividends to the Corporation totaling \$7.0 million.

Issuer Purchases of Equity Securities

The Corporation currently has a share repurchase program. The program is conducted under authorizations from time to time by the Board of Directors. Shares repurchased to date are covered by Board authorizations made and publically announced for \$600,000 on February 27, 2013, an additional \$600,000 on December 17, 2013, and an additional \$750,000 on April 28, 2015. None of these authorizations has an expiration date. The Corporation purchased 14,000 shares for \$.150 million in 2016, 102,455 shares for \$1.122 million in 2015, 13,700 shares of its common stock for \$.143 million in 2014, and \$.509 million in 2013. There were no repurchases made during 2017. As of December 31, 2017 the Corporation had \$25,000 remaining of the previously authorized buyback amount.

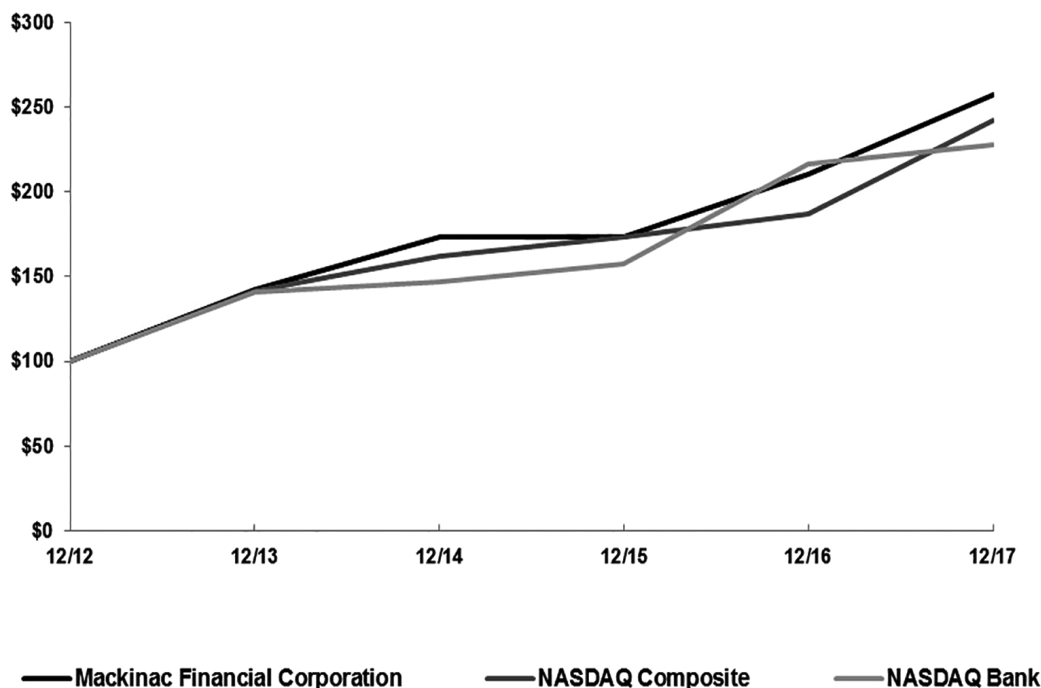
For information regarding securities authorized for issuance under equity compensation plans, see Item 12 of this Form 10-K.

Performance Graph

Shown below is a line graph comparing the yearly percentage change in the cumulative total shareholder return on the Corporation’s common stock with that of the cumulative total return on the NASDAQ Bank Index and the NASDAQ Composite Index for the five-year period ended December 31, 2017. The following information is based on an investment of \$100, on December 31, 2012 in the Corporation’s common stock, the NASDAQ Bank Index, and the NASDAQ Composite Index, with dividends reinvested.

This graph and other information contained in this section shall not be deemed to be “soliciting” material or to be “filed” with the Securities and Exchange Commission or subject to Regulation 14A or 14C, or to the liabilities of Section 18 of the Securities Exchange Act of 1934, as amended.

COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN*
Among Mackinac Financial Corporation, the NASDAQ Composite Index
and the NASDAQ Bank Index



*\$100 invested on 12/31/12 in stock or index, including reinvestment of dividends.
Fiscal year ending December 31.

Item 6. Selected Financial Data

SELECTED FINANCIAL DATA
(Unaudited)
(Dollars in Thousands, Except Per Share Data)

	Year Ended December 31,				
	2017	2016	2015	2014	2013
SELECTED FINANCIAL CONDITION DATA:					
Total assets	\$ 985,367	\$ 983,520	\$ 739,269	\$ 743,785	\$ 572,800
Loans	811,078	781,857	618,394	600,935	483,832
Securities	75,897	86,273	53,728	65,832	44,388
Deposits	817,998	823,512	610,323	606,973	466,299
Borrowings	79,552	67,579	45,754	49,846	37,852
Common shareholders' equity	81,400	78,609	76,602	73,996	65,249
Total shareholders' equity	81,400	78,609	76,602	73,996	65,249
SELECTED OPERATIONS DATA:					
Interest income	\$ 44,376	\$ 37,983	\$ 33,513	\$ 27,669	\$ 25,523
Interest expense	6,438	4,885	4,393	4,142	4,124
Net interest income	37,938	33,098	29,120	23,527	21,399
Provision for loan losses	625	600	1,204	1,200	1,675
Net security gains	231	150	455	54	73
Other income	3,810	4,003	3,434	3,058	3,865
Other expenses	(30,336)	(29,885)	(23,876)	(22,610)	(18,128)
Income before income taxes	11,018	6,766	7,929	2,829	5,534
Provision (credit) for income taxes	5,539	2,283	2,333	1,129	(403)
Net income	5,479	4,483	5,596	1,700	5,937
Preferred dividend and accretion of discount	—	—	—	—	308
Net income available to common shareholders	\$ 5,479	\$ 4,483	\$ 5,596	\$ 1,700	\$ 5,629
PER SHARE DATA:					
Earnings — Basic	\$ 0.87	\$ 0.72	\$ 0.90	\$ 0.30	\$ 1.01
Earnings — Diluted	0.87	0.72	0.89	0.30	1.00
Cash dividends declared	0.48	0.40	0.35	0.225	0.17
Book value	12.93	12.55	12.32	11.81	11.77
Tangible book value	11.72	11.29	11.54	11.01	11.77
Market value - closing price at year end	15.90	13.47	11.49	11.85	9.90
FINANCIAL RATIOS:					
Return on average common equity	6.74%	5.73%	7.41%	2.57%	9.07%
Return on average total equity	6.74	5.73	7.41	2.57	8.26
Return on average assets	0.55	0.52	0.76	0.28	1.01
Dividend payout ratio	55.17	55.56	41.67	75.00	16.83
Average equity to average assets	8.17	9.05	10.23	10.94	12.28
Net interest margin	4.20	4.19	4.30	4.19	4.17
ASSET QUALITY RATIOS:					
Nonperforming loans to total loans	.32%	.53%	.41%	.66%	.42%
Nonperforming assets to total assets	0.62	0.91	0.66	0.93	0.58
Allowance for loan losses to total loans	0.64	0.64	0.81	0.86	0.96
Allowance for loan losses to nonperforming loans	197.78	121.73	197.09	130.49	230.29
Net charge-offs to average loans	0.07	0.08	0.22	0.14	0.48
Texas ratio	7.77	11.76	6.34	9.37	5.59

Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations

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, or 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 that could cause actual results to differ from the results in forward-looking statements include, but are not limited to:

Risk Factors

Risks Related to our Lending and Credit Activities

- *Our business may be adversely affected by conditions in the financial markets and economic conditions generally, as our borrowers’ ability to repay loans and the value of the collateral securing our loans decline.*
- *Weakness in the markets for residential or commercial real estate, including the secondary residential mortgage loan markets, could reduce our net income and profitability.*
- *As a community banking organization, the Corporation’s success depends upon local and regional economic conditions and has different lending risks than larger banks.*

We manage our credit exposure through careful monitoring of loan applicants and loan concentrations in particular industries and through loan approval and review procedures. We have established an evaluation process designed to determine the adequacy of our allowance for loan losses. While this evaluation process uses historical and other objective information, the classification of loans and the establishment of loan losses is an estimate based on experience, judgment and expectations regarding borrowers and economic conditions, as well as regulator judgments. We can make no assurance that our loan loss reserves will be sufficient to absorb future loan losses or prevent a material adverse effect on our business, profitability or financial condition.

- *Our allowance for loan losses may be insufficient.*

Continuing deterioration in economic conditions affecting borrowers, new information regarding existing loans, identification of additional problem loans, and other factors, both within and outside of our control, may require an increase in our allowance for loan losses.

Risks Related to Our Operations

- *We are subject to interest rate risk.*

Our earnings and cash flows are largely dependent upon our net interest income, which is the difference between interest income on interest-earning assets such as loans and securities and interest expense paid on interest-bearing liabilities such as deposits and borrowed funds. There are many factors which influence interest rates that are beyond our control, including but not limited to general economic conditions and governmental policy, and in particular, the policies of the FRB.

- *Changes in our accounting policies or in accounting standards could materially affect how we report our financial results and condition.*

- *We may not realize the expected benefits of our recent acquisitions of The First National Bank of Eagle River and the First National Bank of Niagara, or our recently announced proposed merger with First Federal of Northern Michigan.*
- *Our controls and procedures may fail or be circumvented.*
- *Impairment of deferred income tax assets could require charges to earnings, which could result in an adverse impact on our results of operations.*

In assessing the realizability of deferred income tax assets, management considers whether it is more likely than not that some valuation allowance is necessary, which requires management to evaluate all available evidence, both negative and positive. Positive evidence necessary to overcome the negative evidence includes whether future taxable income in sufficient amounts and character within the carry back and carry forward periods is available under the tax law, including the use of tax planning strategies. When negative evidence (e.g. cumulative losses in recent years, history of operating loss or tax credit carry forwards expiring unused) exists, more positive evidence than negative evidence will be necessary. At December 31, 2017, net deferred tax assets are approximately \$4.970 million. If a valuation allowance becomes necessary with respect to such balance, it could have a material adverse effect on our business, results of operations and financial condition.

- *Our information systems may experience an interruption of breach in security.*

Risks Related to Legal and Regulatory Compliance

- *We operate in a highly regulated environment, which could increase our cost structure or have other negative impacts on our operations.*

Strategic Risks

- *Maintaining or increasing our market share may depend on lowering prices and market acceptance of new products and services.*
- *Future growth or operating results may require us to raise additional capital but that capital may not be available.*

Reputation Risks

- *Unauthorized disclosure of sensitive or confidential client or customer information, whether through a breach of our computer system or otherwise, could severely harm our business.*

Liquidity Risks

- *We could experience an unexpected inability to obtain needed liquidity.*

The ability of a financial institution to meet its current financial obligations is a function of its balance sheet structure, its ability to liquidate assets and its access to alternative sources of funds. We seek to ensure our funding needs are met by maintaining an appropriate level of liquidity through asset/liability management.

Risks Related to an Investment in Our Common Stock

- *Limited trading activity for shares of our common stock may contribute to price volatility.*
- *Our securities are not an insured deposit.*

- *You may not receive dividends on your investment in common stock.*

Our ability to pay dividends is dependent upon our receipt of dividends from the Bank, which is subject to regulatory restrictions. Such restrictions, which govern state-chartered banks, generally limit the payment of dividends on bank stock to the bank's undivided profits after all payments of all necessary expenses, provided that the bank's surplus amounts to at least 20% of its capital after payment of the dividend.

These risks and uncertainties should be considered in evaluating forward-looking 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. All forward-looking statements contained in this report are based upon information presently available and the Corporation assumes no obligation to update any forward-looking statements.

Overview

The following discussion and analysis presents the more significant factors affecting the Corporation's financial condition as of December 31, 2017 and 2016 and the results of operations for 2015 through 2017. This discussion also covers asset quality, liquidity, interest rate sensitivity, and capital resources for the years 2016 and 2017. The information included in this discussion is intended to assist readers in their analysis of, and should be read in conjunction with, the consolidated financial statements and related notes and other supplemental information presented elsewhere in this report. Throughout this discussion, the term "Bank" refers to mBank, the principal banking subsidiary of the Corporation.

The acquisition of Eagle River in April 2016 added approximately \$125 million in assets, \$81 million in loan balances and \$105 million in deposits to the Corporation. The acquisition of Niagara added \$67 million in assets, \$32 million in loan balances and \$59 million in deposits.

Dollar amounts in tables are stated in thousands, except for per share data.

EXECUTIVE SUMMARY

The purpose of this section is to provide a brief summary of the 2017 results of operations and financial condition. A more detailed analysis of the results of operations and financial condition follows this summary.

The Corporation reported net income of \$5.479 million, or \$.87 per share, for the year ended December 31, 2017, compared to \$4.483 million, or \$.72 per share, in 2016, and net income of \$5.596 million, or \$.90 per share, for 2015. The 2017 results include the effects of the \$2.025 million non-cash tax related expense related to the revaluation of the Corporation's deferred tax asset ("DTA") as a result of the corporate tax code change announced in December 2017. The 2016 results include costs related to the acquisitions of Eagle River and Niagara in the amount of \$3.101 million. The 2015 results include one-time charges related to regulatory audit costs incurred in connection with our approval as an SBA preferred lender and the transfer of our asset based lending subsidiary assets to mBank, which included a prepayment penalty on its line of credit.

Total assets of the Corporation at December 31, 2017, were \$985.367 million, an increase of \$1.847 million, or 0.19%, from total assets of \$983.520 million reported at December 31, 2016.

At December 31, 2017, the Corporation's total loans stood at \$811.078 million, an increase of \$29.221 million, or 3.74%, from 2016 year-end balances of \$781.857 million. Total loan production in 2017 amounted to \$277.556 million, which included \$65.711 million of secondary market mortgage loans sold. The Corporation also sold \$7.689 million of SBA/USDA guaranteed loans. Loan balances were also impacted by normal amortization and paydowns, some of which related to payoffs on participation loans.

Nonperforming loans totaled \$2.568 million, or .32%, of total loans at December 31, 2017 compared to \$4.124 million, or .53% of total loans at December 31, 2016. Nonperforming assets at December 31, 2017, were \$6.126 million, .62% of total assets, compared to \$8.906 million or .91% of total assets at December 31, 2016.

Total deposits decreased from \$823.512 million at December 31, 2016 to \$817.998 million at December 31, 2017, a decrease of 0.67%. The decrease in deposits in 2017 was comprised of an increase in wholesale deposits of \$13.587 million and an decrease in core deposits of \$19.101 million. In 2017, the Corporation utilized wholesale deposits in order to better manage interest rate risk in funding fixed rate loans.

Shareholders' equity totaled \$81.400 million at December 31, 2017, compared to \$78.609 million at the end of 2016, an increase of \$2.791 million. This change reflects the net income available to common shareholders of \$5.479 million, other comprehensive loss of \$64,000, an increase related to stock compensation expense of \$.398 million, and dividends declared on common stock of \$3.022 million. The book value per common share at December 31, 2017, amounted to \$12.93 compared to \$12.55 at the end of 2016.

For a description of our significant accounting policies, see Note 1 to the financial statements included herein.

RESULTS OF OPERATIONS

<u>(dollars in thousands, except per share data)</u>	<u>2017</u>	<u>2016</u>	<u>2015</u>
Taxable-equivalent net interest income	\$ 38,140	\$ 33,244	\$ 29,210
Taxable-equivalent adjustment	(202)	(146)	(90)
Net interest income, per income statement	37,938	33,098	29,120
Provision for loan losses	625	600	1,204
Other income	4,041	4,153	3,889
Other expense	30,336	29,885	23,876
Income before provision for income taxes	11,018	6,766	7,929
Provision for income taxes	5,539	2,283	2,333
Net income	\$ 5,479	\$ 4,483	\$ 5,596
Earnings per common share			
Basic	\$ 0.87	\$ 0.72	\$ 0.90
Diluted	\$ 0.87	\$ 0.72	\$ 0.89
Return on average assets	.55%	.52%	.76%
Return on average equity	6.74	5.73	7.41

Summary

The Corporation reported net income available to common shareholders of \$5.479 million in 2017, compared to \$4.483 million in 2016 and \$5.596 million in 2015. The 2017 results include the effects of the \$2.025 million non-cash tax related expense related to the revaluation of the Corporation's DTA as a result of the corporate tax code change announced in December 2017. The 2016 results include costs related to the acquisition of Eagle River and Niagara in the amount of \$3.101 million.

Net Interest Income

Net interest income is the Corporation's primary source of core earnings. Net interest income represents the difference between the average yield earned on interest-earning assets and the average rate paid on interest-bearing funding sources. Net interest revenue is the Corporation's principal source of revenue, representing 92% of total revenue in 2017. The net interest income is impacted by economic and competitive factors that influence rates, loan demand, and the availability of funding.

Net interest income on a taxable equivalent basis increased \$4.896 million from \$33.244 million in 2016 to \$38.140 million in 2017. There were three 25 basis point rate increases to the federal funds rate in 2017. The Corporation experienced an increase of 12 basis points in the overall rates on earning assets from 4.83% in 2016 to 4.95% in 2017. Interest bearing funding sources increased by 10 basis points, from .76% in 2016 to .86% in 2017. The combination of

these effective rate changes resulted in an increase in the taxable equivalent net interest margin from 4.21% in 2016 to 4.23% in 2017.

The following table details sources of net interest income for the three years ended December 31 (dollars in thousands):

	2017	Mix	2016	Mix	2015	Mix
Interest Income						
Loans	\$ 41,770	94.13%	\$ 36,078	95.15%	\$ 32,047	95.63%
Funds sold	95	0.21	64	0.03	1	—
Taxable securities	1,606	3.62	1,322	3.48	1,095	3.27
Nontaxable securities	298	0.67	220	0.55	162	0.48
Other interest-earning assets	607	1.37	299	0.79	208	0.62
Total earning assets	<u>44,376</u>	<u>100.00%</u>	<u>37,983</u>	<u>100.00%</u>	<u>33,513</u>	<u>100.00%</u>
Interest Expense						
NOW, money markets, checking	817	12.69%	731	14.96%	583	13.27%
Savings	42	0.65	41	0.84	31	0.70
Certificates of deposit	1,403	21.79	1,256	25.71	1,627	37.04
Brokered deposits	2,099	32.60	1,294	26.49	1,010	22.99
Borrowings	2,077	32.26	1,563	32.00	1,142	26.00
Total interest-bearing funds	<u>6,438</u>	<u>100.00%</u>	<u>4,885</u>	<u>100.00%</u>	<u>4,393</u>	<u>100.00%</u>
Net interest income	<u>\$ 37,938</u>		<u>\$ 33,098</u>		<u>\$ 29,120</u>	
Average Rates						
Earning assets	<u>4.92%</u>		<u>4.81%</u>		<u>4.95%</u>	
Interest-bearing funds	<u>0.86</u>		<u>0.76</u>		<u>0.80</u>	
Interest rate spread	<u>4.06</u>		<u>4.05</u>		<u>4.15</u>	

For purposes of this presentation, non-taxable interest income has not been restated on a tax-equivalent basis.

As shown in the table above, income on loans provides more than 94% of the Corporation's interest revenue. The Corporation's loan portfolio has approximately \$363.742 million of variable rate loans that predominantly reprice with changes in the prime rate and \$447.336 million of fixed rate loans. A portion of the variable rate loans, 37%, or \$139.623 million, have interest rate floors. These loans will not reprice until the prime rate increases to the extent necessary to surpass the interest rate floor. A prime rate increase of 100 basis points or more will reprice \$121.977 million of these loans with floors, while the majority of the remainder will reprice with an additional 100 basis point increase in the prime rate.

The majority of interest bearing liabilities do not reprice automatically with changes in interest rates, which provides flexibility to manage interest income. Management monitors the interest rate sensitivity of earning assets and interest bearing liabilities to minimize the risk of movements in interest rates.

The following table presents the amount of taxable equivalent interest income from average interest-earning assets and the yields earned on those assets, as well as the interest expense on average interest-bearing obligations and the rates paid on those obligations. All average balances are daily average balances.

Taxable equivalent adjustments are the result of increasing income from tax-free loans and investments by an amount equal to the taxes that would be paid if the income were fully taxable based on a 34% federal tax rate, thus making tax-exempt yields comparable to taxable asset yields.

(dollars in thousands)	Year Ended December 31,									
	2017			2016			2015			
	Average Balance	Interest	Average Rate	Average Balance	Interest	Average Rate	Average Balance	Interest	Average Rate	
ASSETS:										
Loans (1,2,3)	\$ 795,532	\$ 41,913	5.27%	\$ 703,047	\$ 36,174	5.15%	\$ 608,938	\$ 32,053	5.26%	
Taxable securities	69,589	1,606	2.31	56,058	1,322	2.36	55,057	1,095	1.99	
Nontaxable securities (2)	14,412	452	3.14	15,606	333	2.13	3,466	245	7.07	
Other interest-earning assets	21,607	607	2.81	14,579	300	2.06	9,255	209	2.26	
Total earning assets	901,140	44,578	4.95	789,290	38,129	4.83	676,716	33,602	4.97	
Reserve for loan losses	(5,044)			(4,971)			(5,265)			
Cash and due from banks	46,779			36,878			25,985			
Fixed assets	16,426			14,441			12,704			
Other real estate owned	4,092			3,360			2,364			
Other assets	32,433			26,575			26,183			
	94,686			76,283			61,971			
TOTAL AVERAGE ASSETS	\$ 995,826			\$ 865,573			\$ 738,687			
LIABILITIES AND SHAREHOLDERS' EQUITY:										
NOW and Money Markets	\$ 205,443	\$ 717	0.35%	\$ 195,314	\$ 644	0.33%	\$ 157,781	\$ 489	0.31%	
Interest checking	67,647	100	0.15	55,237	87	0.16	51,438	94	0.18	
Savings deposits	60,473	42	0.07	47,025	41	0.09	30,020	31	0.10	
Certificates of deposit	151,401	1,402	0.93	138,877	1,256	0.90	156,828	1,626	1.04	
Brokered deposits	184,043	2,099	1.14	135,303	1,294	0.96	101,789	1,010	0.99	
Borrowings	82,830	2,078	2.51	68,361	1,563	2.29	53,896	1,142	2.12	
Total interest-bearing liabilities	751,837	6,438	0.86	640,117	4,885	0.76	551,752	4,392	.80%	
Demand deposits	157,194			144,622			107,958			
Other liabilities	5,446			2,534			3,432			
Shareholders' equity	81,349			78,300			75,545			
	243,989			225,456			186,935			
TOTAL AVERAGE LIABILITIES AND SHAREHOLDERS' EQUITY	\$ 995,826			\$ 865,573			\$ 738,687			
Rate spread			4.09			4.07			4.17	
Net interest margin/revenue, tax equivalent basis		\$ 38,140	4.23%		\$ 33,244	4.21%		\$ 29,210	4.32%	

- (1) For purposes of these computations, non-accruing loans are included in the daily average loan amounts outstanding.
- (2) The amount of interest income on nontaxable securities and loans has been adjusted to a tax equivalent basis, using a 34% tax rate.
- (3) Interest income on loans includes loan fees.

The following table presents the dollar amount, in thousands, of changes in taxable equivalent interest income and interest expense for major components of interest-earning assets and interest-bearing obligations. It distinguishes between changes related to higher or lower outstanding balances and changes due to the levels and fluctuations in interest rates. For each category of interest-earning assets and interest-bearing obligations, information is provided for changes attributable to (i) changes in volume (i.e. changes in volume multiplied by prior period rate) and (ii) changes in rate (i.e. changes in rate multiplied by prior period volume). For purposes of this table, changes attributable to both rate and volume are shown as a separate variance.

	Year ended December 31,							
	2017 vs. 2016			2016 vs. 2015				
	Increase (Decrease) Due to		Total Increase (Decrease)	Increase (Decrease) Due to		Total Increase (Decrease)		
Volume	Rate	Volume and Rate	Volume	Rate	Volume and Rate	Total Increase (Decrease)		
Interest earning assets:								
Loans	\$ 4,759	\$ 866	\$ 114	\$ 5,739	\$ 4,954	\$ (721)	\$ (111)	\$ 4,122
Taxable securities	319	(28)	(7)	284	20	203	4	227
Nontaxable securities	(25)	156	(12)	119	858	(171)	(600)	87
Other interest earning assets	176	90	41	307	72	11	8	91
Total interest earning assets	\$ 5,229	\$ 1,084	\$ 136	\$ 6,449	\$ 5,904	\$ (678)	\$ (699)	\$ 4,527
Interest bearing obligations:								
NOW and money market deposits	\$ 33	\$ 37	\$ 3	\$ 73	\$ 116	\$ 31	\$ 8	\$ 155
Interest checking	20	(6)	(1)	13	7	(13)	(1)	(7)
Savings deposits	12	(9)	(2)	1	18	(5)	(3)	10
Certificates of deposit	113	30	3	146	(186)	(208)	24	(370)
Brokered deposits	466	249	90	805	333	(37)	(12)	284
Borrowings	330	151	34	515	306	90	25	421
Total interest bearing obligations	\$ 974	\$ 452	\$ 127	\$ 1,553	\$ 594	\$ (142)	\$ 41	\$ 493
Net interest income, tax equivalent basis				\$ 4,896				\$ 4,034

Provision for Loan Losses

The Corporation records a provision for loan losses when it believes it is necessary to adjust the allowance for loan losses to maintain an adequate level after considering factors such as loan charge-offs and recoveries, changes in identified levels of risk in the loan portfolio, changes in the mix of loans in the portfolio, loan growth, and other economic factors. During 2017, the Corporation recorded a provision for loan loss of \$.625 million, compared to a provision of \$.600 million in 2016 and \$1.204 million in 2015. There was no provision for loan losses for acquired loans as a result of acquisition fair value adjustments.

Noninterest Income

Noninterest income was \$4.041 million, \$4.153 million, and \$3.889 million in 2017, 2016, and 2015, respectively. The principal recurring sources of noninterest income are the gains and fees on the sale of SBA/USDA guaranteed loans and secondary market loans. In 2017, revenues from these two business lines totaled \$2.240 million compared to \$2.472 million in 2016 and \$1.681 million in 2015.

Deposit related income totaled \$1.056 million in 2017 compared to \$.995 million in 2016 and \$.836 million in 2015. Management continues to evaluate deposit products and services for ways to better serve its customer base and also enhance service fee income through a broad array of products that price services based on income contribution and cost attributes.

The following table details noninterest income for the three years ended December 31 (dollars in thousands):

	<u>2017</u>	<u>2016</u>	<u>2015</u>	<u>2017-2016%</u>	<u>2016-2015</u>
Deposit service charges	\$ 372	\$ 348	\$ 200	6.90%	74.00%
NSF Fees	684	647	636	5.72	1.73
Gain on sale of secondary market loans	1,130	1,340	873	(15.67)	53.49
Secondary market fees generated	243	235	198	2.98	18.69
SBA Fees	867	897	610	(3.34)	47.05
Mortgage servicing rights (amortization) income	(31)	(40)	547	(22.50)	(107.31)
Other	545	576	370	(5.21)	55.68
Subtotal	<u>3,810</u>	<u>4,003</u>	<u>3,434</u>	<u>(4.82)</u>	<u>16.57</u>
Net security gains	<u>231</u>	<u>150</u>	<u>455</u>	<u>54.00</u>	<u>(67.03)</u>
Total noninterest income	<u>\$ 4,041</u>	<u>\$ 4,153</u>	<u>\$ 3,889</u>	<u>-2.70%</u>	<u>6.79%</u>

Noninterest Expense

Noninterest expense was \$30.336 million in 2017, compared to \$29.885 million and \$23.876 million in 2016 and 2015, respectively. In 2016, the Corporation incurred \$3.101 million of costs related to the acquisition of Eagle River and Niagara. Salaries and benefits, at \$15.490 million, increased by \$.865 million, or 5.91%, from the 2016 expenses of \$14.625 million and compared to \$12.449 million in 2015. The increased salaries and benefits expense was largely a result of an increased number of staff as a result of the acquisitions, as well as customary annual increases to legacy employees. In 2015, the increase in noninterest expense totaled \$1.266 million, or 5.60%.

Management will continue to review all areas of noninterest expense in order to evaluate where opportunities may exist which could reduce expenses without compromising service to customers.

The following table details noninterest expense for the three years ended December 31 (dollars in thousands):

	2017	2016	2015	% Increase (Decrease)	
				2017-2016	2016-2015
Salaries and benefits	\$ 15,490	\$ 14,625	\$ 12,449	5.91%	17.48%
Occupancy	3,104	2,680	2,424	15.82	10.56
Furniture and equipment	2,209	1,749	1,551	26.30	12.77
Data processing	2,037	1,620	1,381	25.74	17.31
Professional service fees:					
Accounting	600	415	443	44.58	(6.32)
Legal	200	62	139	222.58	(55.40)
Consulting and other	734	692	688	6.07	0.58
Total professional service fees	1,534	1,169	1,270	31.22	(7.95)
Loan origination expenses and deposit and card related fees	1,335	1,100	955	21.36	15.18
Writedowns and losses on OREO held for sale	388	202	332	92.08	(39.16)
FDIC insurance assessment	731	488	506	49.80	(3.56)
Telephone	604	528	455	14.39	16.04
Advertising	711	620	507	14.68	22.29
Transaction related expenses	50	3,101	—	(100.00)	100.00
Other operating expenses	2,143	2,003	2,046	9.49	(2.10)
Total noninterest expense	\$ 30,336	\$ 29,885	\$ 23,876	1.51%	25.17%

Federal Income Taxes

Current Federal Tax Provision

The Corporation recognized a federal income tax expense of approximately \$5.539 million for the year ended December 31, 2017 and \$2.283 million for the year ended December 31, 2016. A large portion of this, \$2.025 million was related to the revaluation of the Corporation's deferred tax asset as a result of the corporate tax code change announced in December 2017.

The Corporation has reported deferred tax assets of \$4.970 million at December 31, 2017. A valuation allowance is provided against deferred tax assets when it is more likely than not that some or all of the deferred tax asset will not be realized. The Corporation, as of December 31, 2017, had a net operating loss and tax credit carryforwards for tax purposes of approximately \$7.5 million, and \$1.7 million, respectively. The Corporation evaluated the future benefits from these carryforwards as of December 31, 2017 and determined that it was "more likely than not" that they would be utilized prior to expiration. The net operating loss carryforwards expire twenty years from the date they originated. These carryforwards, if not utilized, will begin to expire in the year 2023. A portion of the NOL and credit carryforwards are subject to the limitations for utilization as set forth in Section 382 of the Internal Revenue Code. The annual limitation is \$1.537 million for the NOL and the equivalent value of tax credits, which is approximately \$.476 million. These limitations for use were established in conjunction with the recapitalization of the Corporation in December 2004. The Corporation will continue to evaluate the future benefits from these carryforwards in order to determine if any adjustment to the deferred tax asset is warranted.

The table below details the major components of the Corporation's net deferred tax assets (dollars in thousands):

	<u>2017</u>	<u>2016</u>
Deferred tax assets:		
NOL carryforward	\$ 1,580	\$ 3,080
Allowance for loan losses	948	1,413
Alternative Minimum Tax Credit	1,463	1,944
OREO	119	142
Tax credit carryovers	235	235
Deferred compensation	242	443
Pension liability	240	387
Stock compensation	79	116
Unrealized loss on securities	19	52
Purchase accounting adjustments	785	1,791
Other	63	805
	<u>5,773</u>	<u>10,408</u>
Deferred tax liabilities:		
Core deposit premium	(404)	(739)
FHLB stock dividend	(56)	(91)
Depreciation	(79)	(208)
Mortgage servicing rights	(240)	(583)
Other	(24)	(27)
Total deferred tax liabilities	(803)	(1,648)
Net deferred tax asset	<u>\$ 4,970</u>	<u>\$ 8,760</u>

FINANCIAL POSITION

The table below illustrates the relative composition of various liability funding sources and asset make-up.

<u>(dollars in thousands)</u>	<u>December 31,</u>					
	<u>2017</u>		<u>2016</u>		<u>2015</u>	
	<u>Balance</u>	<u>Mix</u>	<u>Balance</u>	<u>Mix</u>	<u>Balance</u>	<u>Mix</u>
Sources of funds:						
Deposits:						
Non-interest bearing transactional deposits	\$ 148,079	15.03%	\$ 164,179	16.69%	\$ 122,775	16.61%
Interest-bearing transactional deposits	341,406	34.65	344,937	35.07	233,666	31.61
CD's <\$250,000	142,159	14.43	141,629	14.40	105,859	14.32
Total core deposit funding	631,644	64.10	650,745	66.16	462,300	62.54
CD's >\$250,000	11,055	1.12	8,489	0.86	26,757	3.62
Brokered deposits	175,299	17.80	164,278	16.71	121,266	16.40
Total noncore deposit funding	186,354	18.91	172,767	17.57	148,023	20.02
FHLB and other borrowings	79,552	8.07	73,579	7.48	45,754	6.19
Other liabilities	6,417	0.65	7,820	0.80	6,590	0.89
Shareholders' equity	81,400	8.26	78,609	7.99	76,602	10.36
Total	\$ 985,367	100.00%	\$ 983,520	100.00%	\$ 739,269	100.00%
Uses of Funds:						
Net Loans	\$ 805,999	81.80%	\$ 776,837	78.99%	\$ 613,390	82.29%
Securities available for sale	75,897	7.70	86,273	8.77	53,728	7.27
Federal funds sold	6	0.00	2,135	0.22	3	—
Federal Home Loan Bank Stock	3,112	0.32	2,911	0.30	2,169	0.29
Interest-bearing deposits	13,374	1.36	14,047	1.43	5,089	0.69
Cash and due from banks	37,420	3.80	44,620	4.54	25,005	3.38
Other assets	49,559	5.02	56,697	5.75	39,885	5.40
Total	\$ 985,367	100.00%	\$ 983,520	100.00%	\$ 739,269	100.00%

Securities

The securities portfolio is an important component of the Corporation's asset composition to provide diversity in its asset base and provide liquidity. Securities decreased \$10.376 million in 2017, from \$86.273 million at December 31, 2016 to \$75.897 million at December 31, 2017.

The carrying value of the Corporation's securities at December 31 (dollars in thousands) is as follows:

	<u>2017</u>	<u>2016</u>
US Agencies	\$ 16,846	\$ 23,952
US Agencies - MBS	12,716	16,833
Corporate	24,391	19,910
Equity	500	500
Obligations of states and political subdivisions	21,444	25,078
Total securities	\$ 75,897	\$ 86,273

The Corporation's policy is to purchase securities of high credit quality, consistent with its asset/liability management strategies. The Corporation classifies all securities as available for sale, in order to maintain adequate liquidity and to maximize its ability to react to changing market conditions. At December 31, 2017, investment securities with an estimated fair market value of \$4.584 million were pledged as collateral for FHLB borrowings and certain customer relationships.

Loans

The Bank is a full service lender and offers a variety of loan products in all of its markets. The majority of its loans are commercial, which represents approximately 71% of total loans outstanding at December 31, 2017.

The Corporation continued to experience strong loan demand in 2017 with approximately \$277.556 million of new organic loan production, including \$65.711 million of mortgage loans sold in the secondary market. At 2017 year-end, the Corporation's loans stood at \$811.078 million, an increase from the 2016 year-end balances of \$781.857 million. The production of loans was distributed among the regions, with the Upper Peninsula at \$128.885 million, \$50.695 million in the Northern Lower Peninsula, \$45.512 million in Southeast Michigan and \$52.464 million in Wisconsin.

The 2016 acquisitions of Eagle River and Niagara added loans of \$112.582 million to our consolidated loan portfolio. These acquired loans did not result in any significant concentration risk.

Management believes a properly positioned loan portfolio provides the most attractive earning asset yield available to the Corporation and, with the current loan approval process and exception reporting, management can effectively manage the risk in the loan portfolio. Management intends to continue loan growth within its markets for mortgage, consumer, and commercial loan products while concentrating on loan quality, industry concentration issues, and competitive pricing. The Corporation is highly competitive in structuring loans to meet borrowing needs and satisfy strong underwriting requirements.

The following table details the loan activity for 2016 and 2017 (dollars in thousands):

Loan balances as of December 31, 2015	<u>\$ 618,394</u>
Total production	301,893
Total loans acquired	112,582
Secondary market sales	(81,693)
SBA loan sales	(7,202)
Loans transferred to OREO	(3,292)
Loans charged off, net of recoveries	(584)
Normal amortization/paydowns and payoffs	<u>(158,241)</u>
Loan balances as of December 31, 2016	<u>\$ 781,857</u>
Total production	277,556
Total loans acquired	—
Secondary market sales	(65,711)
SBA loan sales	(7,689)
Loans transferred to OREO	(2,147)
Loans charged off, net of recoveries	(566)
Normal amortization/paydowns and payoffs	<u>(172,222)</u>
Loan balances as of December 31, 2017	<u>\$ 811,078</u>

Following is a table that illustrates the balance changes in the loan portfolio from 2015 through 2017 year-end (dollars in thousands):

	2017	2016	2015	Percent Change	
				2017-2016	2016-2015
Commercial real estate	\$ 406,742	\$ 389,420	\$ 312,805	4.45%	24.49%
Commercial, financial, and agricultural	156,951	142,648	122,140	10.03	16.79
One-to-four family residential real estate	209,890	205,945	140,502	1.92	46.58
Construction:					
Consumer	10,818	12,226	11,770	(11.52)	3.87
Commercial	9,243	11,505	15,330	(19.66)	(24.95)
Consumer	17,434	20,113	15,847	(13.32)	26.92
Total	\$ 811,078	\$ 781,857	\$ 618,394	3.74%	26.43%

Our commercial real estate loan portfolio predominantly relates to owner occupied real estate, and our loans are generally secured by a first mortgage lien. We make commercial loans for many purposes, including: working capital lines, which are generally renewable annually and supported by business assets, personal guarantees and additional collateral. Commercial business lending is generally considered to involve a higher degree of risk than traditional consumer bank lending.

Following is a table showing the composition of loans by significant industry types in the commercial loan portfolio as of December 31 (dollars in thousands):

	2017			2016		
	Balance	% of Loans	% of Capital	Balance	% of Loans	% of Capital
Real estate - operators of nonres bldgs	\$ 119,025	20.77%	146.22	\$ 121,861	22.42%	155.02
Hospitality and tourism	75,228	13.13	92.42	68,025	12.51	86.54
Lessors of residential buildings	33,032	5.77	40.58	27,590	5.08	35.10
Gasoline stations and convenience stores	21,176	3.70	26.01	20,509	3.77	26.09
Logging	17,554	3.06	21.57	19,903	3.66	25.32
Commercial construction	9,243	1.61	11.36	11,505	2.12	14.64
Other	297,678	51.96	365.70	274,180	50.44	348.79
Total commercial loans	\$ 572,936	100.00%		\$ 543,573	100.00%	

Management recognizes the additional risk presented by the concentration in certain segments of the portfolio. Management does not believe that its current portfolio composition has increased exposure related to any specific industry concentration as of 2017 year-end.

Our residential real estate portfolio predominantly includes one-to-four family adjustable rate mortgages that have repricing terms generally from one to three years, construction loans to individuals and bridge financing loans for qualifying customers. As of December 31, 2017, our residential loan portfolio totaled \$220.708 million, or 27.21%, of our total outstanding loans.

Due to the seasonal nature of many of the Corporation's commercial loan customers, loan payment terms provide flexibility by structuring payments to coincide with the customer's business cycle. The lending staff evaluates the collectability of the past due loans based on documented collateral values and payment history. The Corporation discontinues the accrual of interest on loans when, in the opinion of management, there is an indication that the borrower may be unable to meet the payments as they become due. Upon such discontinuance, all unpaid accrued interest is

reversed. Loans are returned to accrual status when all principal and interest amounts contractually due are brought current and future payments are reasonably assured.

Troubled debt restructurings (“TDR”) are determined on a loan-by-loan basis. Generally restructurings are related to interest rate reductions, loan term extensions and short term payment forbearance as means to maximize collectability of troubled credits. If a portion of the TDR loan is uncollectible (including forgiveness of principal), the uncollectible amount will be charged off against the allowance at the time of the restructuring. In general, a borrower must make at least six consecutive timely payments before the Corporation would consider a return of a restructured loan to accruing status in accordance with FDIC guidelines regarding restoration of credits to accrual status.

The Corporation has, in accordance with generally accepted accounting principles standard updates, evaluated all loan modifications to determine the fair value impact of the underlying asset. The carrying amount of the loan is compared to the expected payments to be received, discounted at the loan’s original rate, or for collateral dependent loans, to the fair value of the collateral.

The Corporation, at December 31, 2017, had performing loans of \$5.215 million and \$.180 million of nonperforming loans for which repayment terms were modified to the extent that they were deemed to be “restructured” loans. The total restructured loans of \$5.395 million is comprised of 27 performing loans, the largest of which had a December 31, 2017 balance of \$1.104 million and three nonperforming loans.

Credit Quality

The table below shows balances of nonperforming assets for the years ended December 31 (dollars in thousands):

	<u>December 31,</u> <u>2017</u>	<u>December 31,</u> <u>2016</u>
Nonperforming Assets:		
Nonaccrual loans	\$ 2,388	\$ 3,959
Loans past due 90 days or more	—	—
Restructured loans on nonaccrual	180	165
Total nonperforming loans	<u>2,568</u>	<u>4,124</u>
Other real estate owned	3,558	4,782
Total nonperforming assets	<u>\$ 6,126</u>	<u>\$ 8,906</u>
Nonperforming loans as a % of loans	<u>0.32%</u>	0.53%
Nonperforming assets as a % of assets	<u>0.62%</u>	0.91%
Reserve for Loan Losses:		
At period end	\$ 5,079	\$ 5,020
As a % of outstanding loans	.64%	.64%
As a % of nonperforming loans	<u>197.78%</u>	<u>121.73%</u>
As a % of nonaccrual loans	<u>212.69%</u>	<u>126.80%</u>
Texas Ratio	<u>7.77%</u>	<u>11.76%</u>

Management continues to address market issues impacting its loan customer base. In conjunction with the Corporation’s senior lending staff and the bank regulatory examinations, management reviews the Corporation’s loans, related collateral evaluations, and the overall lending process. The Corporation also utilizes a loan review consultant to perform a review of the loan portfolio. The opinion of this consultant upon completion of the 2017 independent review provided findings similar to management with respect to credit quality. The Corporation will again utilize a consultant for loan review in 2018.

The following table details the impact of nonperforming loans on interest income for the three years ended December 31 (dollars in thousands):

	<u>2017</u>	<u>2016</u>	<u>2015</u>
Interest income that would have been recorded at original rate	\$ 113	\$ 640	\$ 1,125
Interest income that was actually recorded	—	437	795
Net interest lost	<u>\$ 113</u>	<u>\$ 203</u>	<u>\$ 330</u>

Allowance for Loan Losses

Management analyzes the allowance for loan losses on a quarterly basis to determine whether the losses inherent in the portfolio are properly reserved for. Net charge-offs in 2017 amounted to \$.566 million, or .07% of average loans outstanding, compared to \$.584 million, or .08% of loans outstanding in 2016. The current reserve balance is representative of the relevant risk inherent within the Corporation's loan portfolio. The balance of the allowance for loan losses does not contemplate acquisition fair value adjustments, as detailed in Note 4 – "Loans." Additions or reductions to the reserve in future periods will be dependent upon a combination of future loan growth, nonperforming loan balances and charge-off activity.

A two year history of relevant information on the Corporation's credit quality is displayed in the following table (dollars in thousands):

<u>Allowance for Loan Losses</u>	<u>2017</u>	<u>2016</u>
Balance at beginning of period	\$ 5,020	\$ 5,004
Loans charged off:		
Commercial	419	477
One-to-four family residential real estate	155	133
Consumer	229	113
Total loans charged off	<u>803</u>	<u>723</u>
Recoveries of loans previously charged off:		
Commercial	121	102
One-to-four family residential real estate	65	5
Consumer	51	32
Total recoveries of loans previously charged off	<u>237</u>	<u>139</u>
Net loans charged off	<u>566</u>	584
Provision for loan losses	<u>625</u>	600
Balance at end of period	<u>\$ 5,079</u>	<u>\$ 5,020</u>
Total loans, period end	\$ 811,078	\$ 781,857
Average loans for the year	795,532	703,047
Allowance to total loans at end of year	0.63%	0.64%
Net charge-offs to average loans	0.07	0.08
Net charge-offs to beginning allowance balance	11.27	11.67

**The above does not include information regarding the quality of acquired impaired loans.*

The computation of the required allowance for loan losses as of any point in time is one of the critical accounting estimates made by management in the financial statements. As such, factors used to establish the allowance could change significantly from the assumptions made and impact future earnings positively or negatively. The future of the national and local economies and the resulting impact on borrowers' ability to repay their loans and the value of collateral are examples of areas where assumptions must be made for individual loans, as well as the overall portfolio.

The allowance for loan losses consists of specific and general components. Our internal risk system is used to identify loans that meet the criteria for being "impaired" as defined in the accounting guidance. The specific component relates

to loans that are individually classified as impaired and where expected cash flows are less than carrying value. The general component covers non-impaired loans and is based on historical loss experience adjusted for qualitative factors. These qualitative factors include: (1) changes in the nature, volume and terms of loans, (2) changes in lending personnel, (3) changes in the quality of the loan review function, (4) changes in nature and volume of past-due, nonaccrual and/or classified loans, (5) changes in concentration of credit risk, (6) changes in economic and industry conditions, (7) changes in legal and regulatory requirements, (8) unemployment and inflation statistics, and (9) underlying collateral values.

At the end of 2017, the allowance for loan losses represented .63% of total loans. In management's opinion, the allowance for loan losses is adequate to cover probable losses related to specifically identified loans, as well as probable losses inherent in the balance of the loan portfolio. This position is further illustrated by the ratio of the allowance as a percent of nonperforming loans, which stood at 197.78% at December 31, 2017.

The Corporation completed the acquisition of PFC on December 5, 2014, Eagle River on April 29, 2016 and Niagara on August 31, 2016. The PFC acquired impaired loans totaled \$13.290 million, the Eagle River acquired impaired loans totaled \$3.401 million, and the Niagara acquired impaired loans totaled \$2.105 million. In 2017, the Corporation had positive resolution of acquired nonperforming loans, which resulted in recognition of approximately \$.550 million. In 2016, the Corporation had positive resolution of acquired nonperforming loans, which resulted in the recognition of approximately \$96,000 of accretable interest. In 2015, the Corporation had positive resolution of acquired nonperforming loans, which resulted in the recognition of approximately \$.578 million of the accretable interest.

As part of the process of resolving problem credits, the Corporation may acquire ownership of real estate collateral which secured such credits. The Corporation carries this collateral in other real estate held for sale on the balance sheet.

The following table represents the activity in other real estate held for sale (dollars in thousands):

Balance at December 31, 2015	\$ 2,324
Other real estate transferred from loans due to foreclosure	3,292
Other real estate acquired, net of purchase accounting	1,205
Proceeds from sale of other real estate	(1,640)
Transfer to premise and equipment	(197)
Writedowns on other real estate held for sales	(212)
Gain on other real estate held for sale	<u>10</u>
Balance at December 31, 2016	<u>\$ 4,782</u>
Other real estate transferred from loans due to foreclosure	2,147
Other real estate acquired, net of purchase accounting	—
Proceeds from sale of other real estate	(2,782)
Transfer to premise and equipment	—
Writedowns on other real estate held for sales	(508)
Gain (loss) on other real estate held for sale	<u>(81)</u>
Balance at December 31, 2017	<u>\$ 3,558</u>

During 2017, the Corporation received real estate in lieu of loan payments of \$2.147 million. In determining the carrying value of other real estate held for sale, the Corporation generally starts with a third party appraisal of the underlying collateral and then deducts estimated selling costs to arrive at a net asset value. After the initial receipt, management periodically re-evaluates the recorded balance and records any additional reductions in the fair value as a write-down of other real estate held for sale.

Deposits

Total deposits at December 31, 2017 were \$817.998 million, a decrease of \$5.514 million, or .67%, from December 31, 2016 deposits of \$823.512 million. The table below shows the deposit mix for the periods indicated (dollars in thousands):

	<u>2017</u>	<u>Mix</u>	<u>2016</u>	<u>Mix</u>
CORE:				
Non-interest-bearing	\$ 148,079	18.10%	\$ 164,179	19.94%
NOW, money market, checking	280,309	34.27	286,622	34.80
Savings	61,097	7.47	58,315	7.08
Certificates of Deposit <\$250,000	142,159	17.38	141,629	17.20
Total core deposits	<u>631,644</u>	<u>77.22</u>	<u>650,745</u>	<u>79.02</u>
NONCORE:				
Certificates of Deposit >\$250,000	11,055	1.35	8,489	1.03
Brokered CDs	175,299	21.43	164,278	19.95
Total non-core deposits	<u>186,354</u>	<u>22.78</u>	<u>172,767</u>	<u>20.98</u>
Total deposits	<u>\$ 817,998</u>	<u>100.00%</u>	<u>\$ 823,512</u>	<u>100.00%</u>

The decrease in deposits, is composed of an increase in noncore deposits of \$13.587 million, and a decrease in core deposits of \$19.101 million. Management has increased its efforts to grow core deposits in recent years by introducing several new deposit products. As shown in the table above, core deposits represent approximately 77% of total deposits. The Corporation will continue to seek core deposit growth in its funding sources, but will also supplement this funding with strategic utilization of wholesale brokered deposits to help manage interest rate risk.

Management continues to monitor existing deposit products in order to stay competitive, both as to terms and pricing. This focus on deposits has become especially important with changing client banking habits and demographics, as well as customer desire for more electronic and mobile based banking products and services. It is the intent of management to be aggressive in its markets to grow core deposits with an emphasis placed on transactional accounts.

Borrowings

The Corporation also utilizes FHLB borrowings as a source of funding. At 2017 year end, this source of funding totaled \$60.0 million and the Corporation secured this funding by pledging loans and investments. The \$60.0 million of FHLB borrowings had a weighted average maturity of 2.13 years, with a weighted average rate of 1.66% at December 31, 2017.

The Corporation currently has one correspondent banking borrowing relationship. The relationship consists of a non-revolving line of credit and a term note. The line of credit bears interest at a rate of LIBOR plus 2.75%, and has an initial term that expires on April 30, 2018. LIBOR was 1.69% at December 31, 2017. The term note had a balance of \$18.999 million at December 31, 2017 bears the same interest as the line of credit, and matures on April 30, 2019 and requires quarterly principal payments of \$550,000 which began March 31, 2017. The relationship is secured by all of the outstanding mBank stock.

Shareholders' Equity

Changes in shareholders' equity are discussed in detail in the "Capital and Regulatory" section of this report.

LIQUIDITY

Liquidity is defined as the ability to generate cash at a reasonable cost to fulfill lending commitments and support asset growth, while satisfying the withdrawal demands of customers and making payments on existing borrowing commitments. The Bank's principal sources of liquidity are core deposits and loan and investment payments and

prepayments. Providing a secondary source of liquidity is the available for sale investment portfolio. As a final source of liquidity, the Bank can exercise existing credit arrangements.

During 2017, the Corporation decreased cash and cash equivalents by \$9.329 million. As shown on the Corporation's consolidated statement of cash flows, liquidity was primarily impacted by cash used in investing activities and cash used in financing activities. The net change in investing activities included a net increase in loans of \$33.600 million and a net decrease in securities available for sale of \$10.376 million. The Corporation also had a net decrease in cash through investment activities partially due to a decrease in deposit liabilities of \$5.514 million. This decrease in deposits was composed of an increase in non-core deposits of \$13.587 million combined with a decrease in core deposits of \$19.101 million. The management of bank liquidity for funding of loans and deposit maturities and withdrawals includes monitoring projected loan fundings and scheduled prepayments and deposit maturities within a 30-day period, a 30 to 90-day period and from 90 days until the end of the year. This funding forecast model is completed weekly.

The Bank's investment portfolio provides added liquidity during periods of market turmoil and overall liquidity concerns in the financial markets. As of December 31, 2017, \$71.313 million of the Bank's investment portfolio was unpledged, which makes them readily available for sale to address any short term liquidity needs.

It is anticipated that during 2018, the Corporation will fund anticipated loan production with a combination of core-deposit growth and noncore funding, primarily brokered CDs to the extent the level of brokered CDs remains within our conservative policy limitations.

The Corporation's primary source of liquidity on a stand-alone basis is dividends from the Bank. In 2017, the Bank paid a \$7.0 million dividend to the Corporation. Bank capital, after payment of this dividend, remained strong and above the "well capitalized" level for regulatory purposes. The Corporation has a \$5.0 million line of credit with a correspondent bank, which also serves as a source of liquidity. As of December 31, 2017, \$5.0 million was available to the Corporation under this line. The Corporation's current plan for dividends from the Bank are dependent upon the profitability of the Bank, growth of assets at the Bank and the level of capital needed to stay "adequately capitalized". The Corporation will continue to explore alternative opportunities for longer term sources of liquidity and permanent equity to support projected asset growth.

Liquidity is managed by the Corporation through its Asset and Liability Committee (the "ALCO" Committee). The ALCO Committee meets regularly to discuss asset and liability management in order to address liquidity and funding needs to provide a process to seek the best alternatives for investments of assets, funding costs, and risk management. The liquidity position of the Bank is managed daily, thus enabling the Bank to adapt its position according to market fluctuations. Core deposits are important in maintaining a strong liquidity position as they represent a stable and relatively low cost source of funds. The Bank's liquidity is best illustrated by the mix in the Bank's core and non-core funding dependency ratio, which explains the degree of reliance on non-core liabilities to fund long-term assets.

Core deposits are herein defined as demand deposits, NOW (negotiable order withdrawals), money markets, savings and certificates of deposit under \$250,000. Non-core funding consists of certificates of deposit greater than \$250,000, brokered deposits, and FHLB and other borrowings. At December 31, 2017, the Bank's core deposits in relation to total funding were 70.37% compared to 72.54% in 2016. These ratios indicated at December 31, 2017, that the Bank had slightly increased its reliance on non-core deposits and borrowings to fund the Bank's long-term assets, namely loans and investments. The Bank believes that by maintaining adequate volumes of short-term investments and implementing competitive pricing strategies on deposits, it can ensure adequate liquidity to support future growth. The Bank also has correspondent lines of credit available to meet unanticipated short-term liquidity needs. As of December 31, 2017, the Bank had \$64 million of unsecured overnight borrowing lines available and additional amounts available if secured. Management believes that its liquidity position remains strong to meet both present and future financial obligations and commitments, events or uncertainties that have resulted or are reasonably likely to result in material changes with respect to the Bank's liquidity.

From a long-term perspective, the Corporation's strategy is to increase core deposits in the Corporation's local markets. The Corporation also has the ability to augment local deposit growth with wholesale CD funding.

CONTRACTUAL OBLIGATIONS AND COMMITMENTS

As disclosed in the Notes to the Consolidated Financial Statements, the Corporation has certain obligations and commitments to make future payments under contracts. At December 31, 2017, the aggregate contractual obligations and commitments are (dollars in thousands):

	Payments Due by Period				Total
	Less than 1 Year	1 to 3 Years	4 to 5 Years	After 5 Years	
<u>Contractual Obligations</u>					
Total deposits	\$ 747,738	\$ 55,916	\$ 12,545	\$ 1,799	\$ 817,998
Federal Home Loan Bank borrowings	10,000	25,000	25,000	—	60,000
Other borrowings	2,277	16,964	165	146	19,552
Directors' deferred compensation	226	434	350	433	1,443
Annual rental / purchase commitments under noncancelable leases / contracts	854	1,390	1,015	3,124	6,383
TOTAL	\$ 761,095	\$ 99,704	\$ 39,075	\$ 5,502	\$ 905,376
<u>Other Commitments</u>					
Letters of credit	\$ 7,753	\$ —	\$ —	\$ —	\$ 7,753
Commitments to extend credit	109,655	—	—	—	109,655
Credit card commitments	5,788	—	—	—	5,788
TOTAL	\$ 123,196	\$ —	\$ —	\$ —	\$ 123,196

CAPITAL AND REGULATORY

As a bank holding company, the Corporation is required to maintain certain levels of capital under government regulation. There are several measurements of regulatory capital, and the Corporation is required to meet minimum requirements under each measurement. The federal banking regulators have also established capital classifications beyond the minimum requirements in order to risk-rate deposit insurance premiums and to provide trigger points for prompt corrective action in the event an institution becomes financially troubled.

The Corporation and Bank capital is also impacted by the disallowed portion of the Corporation's deferred tax asset. The portion of the deferred tax asset which is allowed to be included in regulatory capital is based on the amount of the asset, net of any valuation allowance and deferred tax liabilities. The amount included is phased in through 2018. See "Business — Supervision and Regulation" and "— Basel III for additional information regarding regulatory capital, as well as Note 16 to the Corporation's Consolidated Financial Statements in Item 8 of this Form 10-K below.

IMPACT OF INFLATION AND CHANGING PRICES

The accompanying financial statements have been prepared in accordance with generally accepted accounting principles, which require the measurement of financial position and results of operations in historical dollars without considering the change in the relative purchasing power of money over time due to inflation. The impact of inflation is reflected in the increased cost of the Corporation's operations. Nearly all the assets and liabilities of the Corporation are financial, unlike industrial or commercial companies. As a result, the Corporation's performance is directly impacted by changes in interest rates, which are indirectly influenced by inflationary expectations. The Corporation's ability to match the interest sensitivity of its financial assets to the interest sensitivity of its financial liabilities tends to minimize the effect of changes in interest rates on the Corporation's performance. Changes in interest rates do not necessarily move to the same extent as changes in the prices of goods and services.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Interest Rate Risk

In general, the Corporation attempts to manage interest rate risk by investing in a variety of assets which afford it an opportunity to reprice assets and increase interest income at a rate equal to or greater than the interest expense associated with repricing liabilities.

Interest rate risk is the exposure of the Corporation to adverse movements in interest rates. The Corporation derives its income primarily from the excess of interest collected on its interest-earning assets over the interest paid on its interest-bearing obligations. The rates of interest the Corporation earns on its assets and owes on its obligations generally are established contractually for a period of time. Since market interest rates change over time, the Corporation is exposed to lower profitability if it cannot adapt to interest rate changes. Accepting interest rate risk can be an important source of profitability and shareholder value; however, excess levels of interest rate risk could pose a significant threat to the Corporation's earnings and capital base. Accordingly, effective risk management that maintains interest rate risk at prudent levels is essential to the Corporation's safety and soundness.

Loans are the Corporation's most significant earning asset. Management offers commercial and real estate loans priced at interest rates which fluctuate with various indices, such as the prime rate or rates paid on various government issued securities. When loans are made with longer-term fixed rates, the Corporation attempts to match these balances with sources of funding with similar maturities in order to mitigate interest rate risk. In addition, the Corporation prices loans so it has an opportunity to reprice the loan within 12 to 36 months.

At December 31, 2017 the Bank had \$75.897 million of securities, with a weighted average maturity of 53.52 months. The investment portfolio is intended to provide a source of liquidity to the Corporation with limited interest rate risk. The Corporation may also elect to sell cash to correspondent banks as investments in federal funds. The Corporation also has other interest bearing deposits with correspondent banks. These funds are generally repriced on a daily basis.

The Corporation offers deposit products with a variety of terms ranging from deposits whose interest rates can change on a weekly basis to certificates of deposit with repricing terms of up to five years. Longer-term deposits generally include penalty provisions for early withdrawal.

Beyond general efforts to shorten the loan pricing periods and extend deposit maturities, management can manage interest rate risk by the maturity periods of securities purchased, selling securities available for sale, and borrowing funds with targeted maturity periods, among other strategies. Also, the rate of interest rate changes can impact the actions taken, since the speed of change affects borrowers and depositors differently.

Exposure to interest rate risk is reviewed on a regular basis. Interest rate risk is the potential of economic losses due to future interest rate changes. These economic losses can be reflected as a loss of future net interest income and/or a loss of current fair market values. The objective is to measure the effect of interest rate changes on net interest income and to structure the composition of the balance sheet to minimize interest rate risk and, at the same time, maximize income.

Management realizes certain risks are inherent and that the goal is to identify and minimize the risks. Tools used by management include maturity and repricing analysis and interest rate sensitivity analysis. The Bank has monthly asset/liability ("ALCO") meetings, whose membership includes senior management, board representation and third party investment consultants. During these monthly meetings, we review the current ALCO position and strategize about future opportunities on risks relative to pricing and positioning of assets and liabilities.

The difference between repricing assets and liabilities for a specific period is referred to as the gap. An excess of repricable assets over liabilities is referred to as a positive gap. An excess of repricable liabilities over assets is referred to as a negative gap. The cumulative gap is the summation of the gap for all periods to the end of the period for which the cumulative gap is being measured.

Assets and liabilities scheduled to reprice are reported in the following timeframes. Those instruments with a variable interest rate tied to an index and considered immediately repricable are reported in the 1 to 90 day timeframe. The estimates of principal amortization and prepayments are assigned to the following time frames.

The following are the Corporation's repricing opportunities at December 31, 2017 (dollars in thousands):

	1-90 Days	91-365 Days	>1-5 Years	Over 5 Years	Total
Interest-earning assets:					
Loans	\$ 288,033	182,275	331,896	8,874	\$ 811,078
Securities	6,261	9,942	40,496	19,198	75,897
Other (1)	9,333	3,308	3,604	247	16,492
Total interest-earning assets	303,627	195,525	375,996	28,319	903,467
Interest-bearing obligations:					
NOW, money market, savings and interest checking	341,406	—	—	—	341,406
Time deposits	31,295	59,161	60,959	1,799	153,214
Brokered CDs	73,854	93,943	7,502	—	175,299
Borrowings	10,077	2,514	58,962	7,999	79,552
Total interest-bearing obligations	456,632	155,618	127,423	9,798	749,471
Gap	\$ (153,005)	\$ 39,907	\$ 248,573	\$ 18,521	\$ 153,996
Cumulative gap	\$ (153,005)	\$ (113,098)	\$ 135,475	\$ 153,996	

(1) includes Federal Home Loan Bank stock

The above analysis indicates that at December 31, 2017, the Corporation had a cumulative liability sensitivity gap position of \$113.098 million within the one-year timeframe. The Corporation's cumulative liability sensitive gap suggests that if market interest rates were to increase in the next twelve months, the Corporation has the potential to earn less net interest income since more liabilities would reprice at higher rates than assets. Conversely, if market interest rates decrease in the next twelve months, the above gap position suggests the Corporation's net interest income would increase. A limitation of the traditional gap analysis is that it does not consider the timing or magnitude of non-contractual repricing or unexpected prepayments. In addition, the gap analysis treats savings, NOW and money market accounts as repricing within 90 days, while experience suggests that these categories of deposits are actually comparatively resistant to rate sensitivity.

At December 31, 2017, the Corporation had \$363.742 million of variable rate loans that reprice primarily with the prime rate index. Approximately \$139.623 million of these variable rate loans have interest rate floors. This means that the prime rate will have to increase above the floor rate before these loans will reprice. At year end, \$121.977 million of these floor-rate loans would reprice with a 100 basis point prime rate increase, with the majority of the remainder repricing with an additional 100 basis point prime rate increase.

At December 31, 2016, the Corporation had a cumulative liability sensitive gap position of \$115.670 million within the one-year time frame.

The Corporation's primary market risk exposure is interest rate risk and, to a lesser extent, liquidity risk and foreign exchange risk. The Corporation has no market risk sensitive instruments held for trading purposes. The Corporation has limited agricultural-related loan assets, and therefore, has minimal significant exposure to changes in commodity prices. Any impact that changes in foreign exchange rates and commodity prices would have on interest rates are assumed to be insignificant.

Evaluating the exposure to changes in interest rates includes assessing both the adequacy of the process used to control interest rate risk and the quantitative level of exposure. The Corporation's interest rate risk management process seeks to ensure that appropriate policies, procedures, management information systems, and internal controls are in place to maintain interest rate risk at prudent levels with consistency and continuity. In evaluating the quantitative level of interest rate risk, the Corporation assesses the existing and potential future effects of changes in interest rates on its financial condition, including capital adequacy, earnings, liquidity, and asset quality. In addition to changes in interest

rates, the level of future net interest income is also dependent on a number of variables, including: the growth, composition and levels of loans, deposits, other earning assets and interest-bearing obligations, and economic and competitive conditions; potential changes in lending, investing, and deposit strategies; customer preferences; and other factors.

The table below measures current maturity levels of interest-earning assets and interest-bearing obligations, along with average stated rates and estimated fair values at December 31, 2017 (dollars in thousands). Nonaccrual loans of \$2.568 million are included in the table at an average interest rate of 0.00% and a maturity greater than five years.

Principal/Notional Amount Maturing/Repricing In:

	2018	2019	2020	2021	2022	Thereafter	Total	Fair Value 12/31/2017
Rate Sensitive Assets								
Fixed interest rate securities	\$ 9,363	\$ 12,571	\$ 18,187	\$ 14,036	\$ 3,281	\$ 18,459	\$ 75,897	\$ 75,897
Average interest rate	1.99	2.37	2.08	2.43	2.51	3.84		
Fixed interest rate loans	76,722	47,938	77,960	90,007	83,215	71,494	447,336	437,694
Average interest rate	4.56	4.58	4.62	4.29	4.79	4.16		
Variable interest rate loans	363,742	—	—	—	—	—	363,742	360,032
Average interest rate	5.09	—	—	—	—	—		
Other assets	9,523	1,439	1,965	200	—	247	13,374	13,374
Average interest rate	2.29	1.92	2.16	2.30	—	2.50		
Total rate sensitive assets	<u>\$ 459,350</u>	<u>\$ 61,948</u>	<u>\$ 98,112</u>	<u>\$ 104,243</u>	<u>\$ 86,496</u>	<u>\$ 90,200</u>	<u>\$ 900,349</u>	<u>\$ 886,997</u>
Average interest rate	<u>4.88%</u>	<u>4.07%</u>	<u>4.10%</u>	<u>4.04%</u>	<u>4.70%</u>	<u>4.09%</u>	<u>4.14%</u>	
Rate Sensitive Liabilities								
Interest-bearing savings, NOW, MMAs, checking	\$ 341,406	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 341,406	\$ 341,406
Average interest rate	0.29	—	—	—	—	—		
Time deposits	258,253	37,620	18,296	8,644	3,901	1,799	328,513	316,719
Average interest rate	1.12	1.21	1.37	1.65	1.49	0.26		
Variable interest rate borrowings	10,077	15,077	10,078	25,079	80	162	60,553	60,317
Average interest rate	1.11	1.77	1.59	1.84	1.00	1.00		
Fixed interest rate borrowings	2,200	16,799	—	—	—	—	18,999	18,925
Average interest rate	4.44	4.44	—	—	—	—		
Total rate sensitive liabilities	<u>\$ 611,936</u>	<u>\$ 69,496</u>	<u>\$ 28,374</u>	<u>\$ 33,723</u>	<u>\$ 3,981</u>	<u>\$ 1,961</u>	<u>\$ 749,471</u>	<u>\$ 737,367</u>
Average interest rate	<u>0.67%</u>	<u>2.11%</u>	<u>1.45%</u>	<u>1.79%</u>	<u>1.48%</u>	<u>0.32%</u>	<u>0.89%</u>	

Foreign Exchange Risk

In addition to managing interest rate risk, management also actively manages risk associated with foreign exchange. The Corporation provides foreign exchange services to its Canadian customers primarily at its banking office in Sault Ste. Marie, Michigan. Management believes the exposure to short-term foreign exchange risk is minimal and at an acceptable level for the Corporation.

Off-Balance-Sheet Risk

Derivative financial instruments include futures, forwards, interest rate swaps, option contracts and other financial instruments with similar characteristics. In 2017, the Corporation did not enter into futures, forwards, swaps or options. However, the Corporation is party to financial instruments with off-balance-sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit and standby letters of credit and involve to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the consolidated balance sheets. Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates and may require collateral from the borrower if deemed necessary by the Corporation. Standby letters of credit are conditional commitments issued by the Corporation to guarantee the performance of a customer to a third party up to a stipulated amount and with specified terms and conditions.

Commitments to extend credit and standby letters of credit are not recorded as an asset or liability by the Corporation until the instrument is exercised. See Note 19 to the consolidated financial statements for additional information.

Item 8. Financial Statements and Supplementary Data

Report of Independent Registered Public Accounting Firm

To the Stockholders and Board of Directors of Mackinac Financial Corporation

Opinion on the Financial Statements

We have audited the accompanying balance sheets of Mackinac Financial Corporation (the “Corporation”) as of December 31, 2017 and 2016, and the related statements of operations, comprehensive income, stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2017, and the related notes (collectively referred to as the “financial statements”). In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Corporation as of December 31, 2017 and 2016, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2017, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

The Corporation's management is responsible for these financial statements. Our responsibility is to express an opinion on the Corporation’s financial statements based on our audits. We are a public accounting firm registered with the Public Corporation Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Corporation in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Corporation is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Corporation's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/Plante & Moran, PLLC

We have served as the Corporation’s auditor since 2002.

Auburn Hills, Michigan
March 13, 2018

MACKINAC FINANCIAL CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
December 31, 2017 and 2016
(Dollars in Thousands)

	<u>December 31,</u> <u>2017</u>	<u>December 31,</u> <u>2016</u>
ASSETS		
Cash and due from banks	\$ 37,420	\$ 44,620
Federal funds sold	6	2,135
Cash and cash equivalents	37,426	46,755
Interest-bearing deposits in other financial institutions	13,374	14,047
Securities available for sale	75,897	86,273
Federal Home Loan Bank stock	3,112	2,911
Loans:		
Commercial	572,936	543,573
Mortgage	220,708	218,171
Consumer	17,434	20,113
Total Loans	811,078	781,857
Allowance for loan losses	(5,079)	(5,020)
Net loans	805,999	776,837
Premises and equipment	16,290	15,891
Other real estate held for sale	3,558	4,782
Deferred tax asset	4,970	8,760
Deposit based intangibles	1,922	2,172
Goodwill	5,694	5,694
Other assets	17,125	19,398
TOTAL ASSETS	\$ 985,367	\$ 983,520
LIABILITIES AND SHAREHOLDERS' EQUITY		
LIABILITIES:		
Deposits:		
Noninterest bearing deposits	\$ 148,079	\$ 164,179
NOW, money market, interest checking	280,309	286,622
Savings	61,097	58,315
CDs<\$250,000	142,159	141,629
CDs>\$250,000	11,055	8,489
Brokered	175,299	164,278
Total deposits	817,998	823,512
Federal funds purchased	—	6,000
Borrowings	79,552	67,579
Other liabilities	6,417	7,820
Total liabilities	903,967	904,911
SHAREHOLDERS' EQUITY:		
Common stock and additional paid in capital - No par value Authorized - 18,000,000 shares Issued and outstanding - 6,294,930 and 6,263,371 respectively	61,981	61,583
Retained earnings	19,711	17,206
Accumulated other comprehensive income (loss)		
Unrealized (losses) on available for sale securities	(71)	(102)
Minimum pension liability	(221)	(78)
Total shareholders' equity	81,400	78,609
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$ 985,367	\$ 983,520

See accompanying notes to consolidated financial statements.

MACKINAC FINANCIAL CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
Years Ended December 31, 2017, 2016, and 2015
(Dollars in Thousands, Except Per Share Data)

	<u>For the Year Ended December 31,</u>		
	<u>2017</u>	<u>2016</u>	<u>2015</u>
INTEREST INCOME:			
Interest and fees on loans:			
Taxable	\$ 41,770	\$ 36,078	\$ 32,034
Tax-exempt	95	64	13
Interest on securities:			
Taxable	1,606	1,322	1,095
Tax-exempt	298	220	162
Other interest income	607	299	209
Total interest income	<u>44,376</u>	<u>37,983</u>	<u>33,513</u>
INTEREST EXPENSE:			
Deposits	4,361	3,322	3,251
Borrowings	2,077	1,563	1,142
Total interest expense	<u>6,438</u>	<u>4,885</u>	<u>4,393</u>
Net interest income	37,938	33,098	29,120
Provision for loan losses	625	600	1,204
Net interest income after provision for loan losses	<u>37,313</u>	<u>32,498</u>	<u>27,916</u>
OTHER INCOME:			
Deposit service fees	1,056	995	836
Income from mortgage loans sold on the secondary market	1,373	1,575	1,071
SBA/USDA loan sale gains	867	897	610
Net mortgage servicing (amortization) income	(31)	(40)	547
Net realized security gains	231	150	455
Other	545	576	370
Total other income	<u>4,041</u>	<u>4,153</u>	<u>3,889</u>
OTHER EXPENSE:			
Salaries and employee benefits	15,490	14,625	12,449
Occupancy	3,104	2,680	2,424
Furniture and equipment	2,209	1,749	1,551
Data processing	2,037	1,620	1,381
Advertising	711	620	507
Professional service fees	1,534	1,169	1,270
Loan origination expenses and deposit and card related fees	1,335	1,100	955
Writedowns and losses on other real estate held for sale	388	202	332
FDIC insurance assessment	731	488	506
Telephone	604	528	455
Transaction related expenses	50	3,101	—
Other	2,143	2,003	2,046
Total other expenses	<u>30,336</u>	<u>29,885</u>	<u>23,876</u>
Income before provision for income taxes	11,018	6,766	7,929
Provision for income taxes	5,539	2,283	2,333
NET INCOME	<u>\$ 5,479</u>	<u>\$ 4,483</u>	<u>\$ 5,596</u>
INCOME PER COMMON SHARE:			
Basic	<u>\$.87</u>	<u>\$.72</u>	<u>\$.90</u>
Diluted	<u>\$.87</u>	<u>\$.72</u>	<u>\$.89</u>

See accompanying notes to consolidated financial statements.

MACKINAC FINANCIAL CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
Years Ended December 31, 2017, 2016, and 2015
(Dollars in Thousands)

	December 31,		
	2017	2016	2015
Net income	\$ 5,479	\$ 4,483	\$ 5,596
Other comprehensive income			
Change in securities available for sale:			
Unrealized (losses) gains arising during the period	295	(455)	(24)
Reclassification adjustment for securities gains included in net income	(231)	(150)	(455)
Tax effect	(22)	206	214
Net change in unrealized gains on available for sale securities	42	(399)	(265)
Defined benefit pension plan:			
Net unrealized actuarial loss on defined benefit pension obligation	(161)	(44)	—
Tax effect	55	15	—
Changes from defined benefit pension plan	(106)	(29)	—
Other comprehensive (loss), net of tax	(64)	(428)	(265)
Total comprehensive income	<u>\$ 5,415</u>	<u>\$ 4,055</u>	<u>\$ 5,331</u>

See accompanying notes to consolidated financial statements.

MACKINAC FINANCIAL CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
Years Ended December 31, 2017, 2016, and 2015
(Dollars in Thousands)

	<u>Shares of Common Stock</u>	<u>Common Stock and Additional Paid in Capital</u>	<u>Retained Earnings</u>	<u>Accumulated Other Comprehensive Income (Loss)</u>	<u>Total</u>
Balance, January 1, 2015	6,266,756	\$ 61,679	\$ 11,804	\$ 513	\$ 73,996
Net income	—	—	5,596	—	5,596
Other comprehensive income (loss):					
Net change in unrealized gain on securities available for sale	—	—	—	(265)	(265)
Total comprehensive income				(265)	5,331
Stock compensation	—	576	—	—	576
Restricted stock award vesting	53,319	—	—	—	—
Repurchase of common stock	(102,455)	(1,122)	—	—	(1,122)
Dividend on common stock	—	—	(2,179)	—	(2,179)
Balance, December 31, 2015	<u>6,217,620</u>	<u>\$ 61,133</u>	<u>\$ 15,221</u>	<u>\$ 248</u>	<u>\$ 76,602</u>
Net income	—	—	4,483	—	4,483
Other comprehensive income (loss):					
Net change in unrealized gain on securities available for sale	—	—	—	(399)	(399)
Actuarial loss on defined benefit pension obligation	—	—	—	(29)	(29)
Total comprehensive income				(428)	4,055
Stock compensation	—	600	—	—	600
Restricted stock award vesting	59,751	—	—	—	—
Repurchase of common stock	(14,000)	(150)	—	—	(150)
Dividend on common stock	—	—	(2,498)	—	(2,498)
Balance, December 31, 2016	<u>6,263,371</u>	<u>\$ 61,583</u>	<u>\$ 17,206</u>	<u>\$ (180)</u>	<u>\$ 78,609</u>
Net income	—	—	5,479	—	5,479
Other comprehensive income (loss):					
Net change in unrealized gain on securities available for sale	—	—	—	42	42
Actuarial loss on defined benefit pension obligation	—	—	—	(106)	(106)
Total comprehensive income				(64)	5,415
Stock compensation	—	398	—	—	398
Restricted stock award vesting	31,559	—	—	—	—
Repurchase of common stock	—	—	—	—	—
Reclassification of certain deferred tax effects	—	—	48	(48)	—
Dividend on common stock	—	—	(3,022)	—	(3,022)
Balance, December 31, 2017	<u>6,294,930</u>	<u>\$ 61,981</u>	<u>\$ 19,711</u>	<u>\$ (292)</u>	<u>\$ 81,400</u>

See accompanying notes to consolidated financial statements.

MACKINAC FINANCIAL CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS CASH FLOWS
Years Ended December 31, 2017, 2016, and 2015
(Dollars in Thousands)

	For the year ended December 31,		
	2017	2016	2015
Cash Flows from Operating Activities:			
Net income	\$ 5,479	\$ 4,483	\$ 5,596
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	2,426	1,921	1,670
Provision for loan losses	625	600	1,204
Deferred tax expense	4,954	1,798	2,333
Net realized security gains	(231)	(150)	(455)
(Gain) on sale of loans sold in the secondary market	(1,130)	(1,575)	(873)
Origination of loans held for sale in secondary market	(65,711)	(81,693)	(53,229)
Proceeds from sale of loans in the secondary market	66,841	83,268	54,102
Loss (gain) on sale other real estate held for sale	81	(10)	65
Writedown of other real estate held for sale	307	212	295
Stock compensation	398	600	576
Change in other assets	2,523	(10,282)	8,188
Change in other liabilities	(818)	1,205	(6,380)
Net cash provided by operating activities	<u>15,744</u>	<u>377</u>	<u>13,092</u>
Cash Flows from Investing Activities:			
Net increase in loans	(33,600)	(56,237)	(19,321)
Net decrease in interest-bearing deposits in other financial institutions	673	3,015	708
Purchase of securities available for sale	(5,999)	(16,105)	(23,894)
Proceeds from maturities, sales, calls or paydowns of securities available for sale	16,011	26,689	35,091
Capital expenditures	(2,377)	(2,137)	(1,341)
Proceeds from life insurance	—	301	263
Purchase additional FHLB Stock	(531)	—	—
Net cash used in Eagle acquisition and reimbursement of contract termination fee	—	(1,900)	—
Net cash received in Niagara acquisition	—	2,453	—
Proceeds from sale of premises, equipment, and other real estate	2,983	1,608	1,702
Redemption of FHLB stock	330	15	804
Net cash (used in) investing activities	<u>(22,510)</u>	<u>(42,298)</u>	<u>(5,988)</u>
Cash Flows from Financing Activities:			
Net (decrease) increase in deposits	(5,514)	49,491	3,350
Net activity on line of credit	(750)	(8,801)	(3,367)
(Decrease) increase in fed funds purchased	(6,000)	6,000	—
Repurchase of common stock	—	(150)	(1,122)
Dividend on common stock	(3,022)	(2,498)	(2,179)
Proceeds from FHLB borrowing	25,000	—	—
Proceeds from term borrowing	—	19,800	—
Principal payments on borrowings	(12,277)	(174)	(725)
Net cash (used in) provided by financing activities	<u>(2,563)</u>	<u>63,668</u>	<u>(4,043)</u>
Net (decrease) increase in cash and cash equivalents	(9,329)	21,747	3,061
Cash and cash equivalents at beginning of period	46,755	25,008	21,947
Cash and cash equivalents at end of period	<u>\$ 37,426</u>	<u>\$ 46,755</u>	<u>\$ 25,008</u>
Supplemental Cash Flow Information:			
Cash paid during the year for:			
Interest	\$ 6,383	\$ 4,792	\$ 4,423
Income taxes	1,100	1,100	150
Business Combinations			
Fair value of tangible assets acquired (noncash)	\$ —	\$ 188,537	\$ —
Goodwill and identifiable intangible assets acquired	—	2,845	—
Liabilities assumed	—	175,209	—
Noncash Investing and Financing Activities:			
Transfers of Foreclosures from Loans to Other Real Estate Held for Sale (net of adjustments made through the allowance for loan losses)	\$ 2,147	\$ 3,292	\$ 1,376

See accompanying notes to consolidated financial statements.

NOTE 1 — SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting policies of Mackinac Financial Corporation (the “Corporation”) and Subsidiaries conform to accounting principles generally accepted in the United States and prevailing practices within the banking industry. Significant accounting policies are summarized below.

Principles of Consolidation

The consolidated financial statements include the accounts of the Corporation and its wholly owned subsidiaries, mBank (the “Bank”) and other minor subsidiaries, after elimination of intercompany transactions and accounts.

Nature of Operations

The Corporation’s and the Bank’s revenues and assets are derived primarily from banking activities. The Bank’s primary market area is the Upper Peninsula, the northern portion of the Lower Peninsula of Michigan, Northeastern Wisconsin and Oakland County in Lower Michigan. The Bank provides to its customers commercial, real estate, agricultural, and consumer loans, as well as a variety of traditional deposit products. Less than 1.0% of the Corporation’s business activity is with Canadian customers and denominated in Canadian dollars.

While the Corporation’s chief decision makers monitor the revenue streams of the various Corporation products and services, operations are managed and financial performance is evaluated on a Corporation-wide basis. Accordingly, all of the Corporation’s banking operations are considered by management to be aggregated in one reportable operating segment.

Use of Estimates in Preparation of Financial Statements

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the period. Actual results could differ from those estimates.

Material estimates that are particularly susceptible to significant change in the near term relate to the determination of the allowance for loan losses, the valuation of investment securities, the valuation of foreclosed real estate, deferred tax assets, mortgage servicing rights, and the assessment of goodwill for impairment.

Cash and Cash Equivalents

For purposes of reporting cash flows, cash and cash equivalents include cash on hand, noninterest-bearing deposits in correspondent banks, and federal funds sold. Generally, federal funds are purchased and sold for one-day periods.

Securities

The Corporation’s securities are classified and accounted for as securities available for sale. These securities are stated at fair value. Premiums and discounts are recognized in interest income using the interest method over the period to maturity. Unrealized holding gains and losses on securities available for sale are reported as accumulated other comprehensive income within shareholders’ equity until realized. When it is determined that securities or other investments are impaired and the impairment is other than temporary, an impairment loss is recognized in earnings and a new basis in the affected security is established. Gains and losses on the sale of securities are recorded on the trade date and determined using the specific-identification method.

Federal Home Loan Bank Stock

As a member of the Federal Home Loan Bank (FHLB) system, the Bank is required to hold stock in the FHLB based on the anticipated level of borrowings to be advanced. This stock is recorded at cost, which approximates fair value. Transfer of the stock is substantially restricted.

Interest Income and Fees on Loans

Interest income on loans is reported on the level-yield method and includes amortization of deferred loan fees and costs over the loan term. Net loan commitment fees or costs for commitment periods greater than one year are deferred and amortized into fee income or other expense on a straight-line basis over the commitment period. The accrual of interest on loans is discontinued when, in the opinion of management, it is probable that the borrower may be unable to meet payments as they become due as well as when required by regulatory provisions. Upon such discontinuance, all unpaid accrued interest is reversed. Loans are returned to accrual status when all principal and interest amounts contractually due are brought current and future payments are reasonably assured. Interest income on impaired and nonaccrual loans is recorded on a cash basis.

Acquired Loans

Loans acquired with evidence of credit deterioration since inception and for which it is probable that all contractual payments will not be received are accounted for under ASC Topic 310-30, Loans and Debt Securities Acquired with Deteriorated Credit Quality (“ASC 310-30”). These loans are recorded at fair value at the time of acquisition, with no carryover of the related allowance for loan losses. Fair value of acquired loans is determined based on the present value of amounts expected to be received, which incorporates assumptions about the amount and timing of principal and interest payments, principal prepayments and principal defaults and losses, collateral values, and current market rates. In recording the fair values of acquired impaired loans at acquisition date, management calculates a non-accretable difference (the credit component of the purchased loans) and an accretable difference (the yield component of the purchased loans).

Over the life of the acquired loans, management continues to estimate cash flows expected to be collected. We evaluate at each balance sheet date whether it is probable that we will be unable to collect all cash flows expected at acquisition and if so, recognize a provision for loan loss in our consolidated statement of operations. For any significant increases in cash flows expected to be collected, we adjust the amount of the accretable yield recognized on a prospective basis over the pool’s remaining life.

Performing acquired loans are accounted for under ASC Topic 310-20, Receivables – Nonrefundable Fees and Other Costs. Performance of certain loans may be monitored and based on management’s assessment of the cash flows and other facts available, portions of the accretable difference may be delayed or suspended if management deems appropriate. The Corporation’s policy for determining when to discontinue accruing interest on performing acquired loans and the subsequent accounting for such loans is essentially the same as the policy for originated loans.

Servicing Rights

Servicing assets are recognized as separate assets when rights are acquired through purchase or through sale of financial assets. Capitalized servicing rights are reported in other assets and are amortized into noninterest income in proportion to, and over the period of, the estimated future net servicing income of the underlying financial assets. Servicing assets are evaluated for impairment based on the fair value of the rights compared to amortized cost. Impairment is determined by using prices for similar assets with similar characteristics, such as interest rates and terms. Fair value is determined by using prices for similar assets with similar characteristics, when available, or based on discounted cash flows using market-based assumptions. Impairment is recognized through a valuation allowance for an individual stratum, to the extent that fair value is less than the capitalized amount for the stratum.

Allowance for Loan Losses

The allowance for loan losses includes specific allowances related to loans which have been judged to be impaired. A loan is impaired when, based on current information, it is probable that the Corporation will not collect all amounts due in accordance with the contractual terms of the loan agreement. These specific allowances are based on discounted cash flows of expected future payments using the loan’s initial effective interest rate or the fair value of the collateral if the loan is collateral dependent.

The Corporation also has an unallocated allowance for loan losses for loans not considered impaired. The allowance for loan losses is maintained at a level which management believes is adequate to provide for probable loan losses. Management periodically evaluates the adequacy of the allowance using the Corporation’s past loan loss experience,

known and inherent risks in the portfolio, composition of the portfolio, current economic conditions, and other factors. The allowance does not include the effects of expected losses related to future events or future changes in economic conditions. This evaluation is inherently subjective since it requires material estimates that may be susceptible to significant change. Loans are charged against the allowance for loan losses when management believes the collectability of the principal is unlikely. In addition, various regulatory agencies periodically review the allowance for loan losses. These agencies may require additions to the allowance for loan losses based on their judgments of collectability.

In management's opinion, the allowance for loan losses is adequate to cover probable losses relating to specifically identified loans, as well as probable losses inherent in the balance of the loan portfolio as of the balance sheet date.

Troubled Debt Restructuring

Troubled debt restructuring of loans is undertaken to improve the likelihood that the loan will be repaid in full under the modified terms in accordance with a reasonable repayment schedule. All modified loans are evaluated to determine whether the loans should be reported as a Troubled Debt Restructure (TDR). A loan is a TDR when the Corporation, for economic or legal reasons related to the borrower's financial difficulties, grants a concession to the borrower by modifying or renewing a loan that the Corporation would not otherwise consider. To make this determination, the Corporation must determine whether (a) the borrower is experiencing financial difficulties and (b) the Corporation granted the borrower a concession. This determination requires consideration of all of the facts and circumstances surrounding the modification. An overall general decline in the economy or some deterioration in a borrower's financial condition does not automatically mean the borrower is experiencing financial difficulties.

Other Real Estate Held for Sale

Other real estate held for sale consists of assets acquired through, or in lieu of, foreclosure and other long-lived assets to be disposed of by sale, whether previously held and used or newly acquired. Other real estate held for sale is initially recorded at fair value, less costs to sell, establishing a new cost basis. Valuations are periodically performed by management or a third party, and the assets' carrying values are adjusted to the lower of cost basis or fair value less costs to sell. Impairment losses are recognized for any initial or subsequent write-downs. Net revenue and expenses from operations of other real estate held for sale are included in other expense.

Premises and Equipment

Premises and equipment are stated at cost less accumulated depreciation. Maintenance and repair costs are charged to expense as incurred. Gains or losses on disposition of premises and equipment are reflected in income. Depreciation is computed on the straight-line method over the estimated useful lives of the assets.

Goodwill and Other Intangible Assets

The excess of the cost of acquired entities over the fair value of identifiable assets acquired less liabilities assumed is recorded as goodwill. In accordance with ASC 350, amortization of goodwill and indefinite-lived assets is not recorded. However, the recoverability of goodwill is annually tested for impairment. The Corporation's core deposit intangible is currently being amortized over its estimated useful life of ten years.

Stock Compensation Plans

On May 22, 2012, the Corporation's shareholders approved the Mackinac Financial Corporation 2012 Incentive Compensation Plan, under which current and prospective employees, non-employee directors and consultants may be awarded incentive stock options, non-statutory stock options, shares of restricted stock awards ("RSAs"), or stock appreciation rights. The aggregate number of shares of the Corporation's common stock issuable under the plan is 575,000. Awards are made to certain other senior officers at the discretion of the Corporation's management. Compensation cost equal to the fair value of the award is recognized over the vesting period.

Comprehensive Income (Loss)

Comprehensive income (loss) consists of net income (loss) and other comprehensive income (loss). Other comprehensive income (loss) is composed of unrealized gains and losses on securities available for sale, and

unrecognized actuarial gains and losses in the defined benefit pension plan, arising during the period. These gains and losses for the period are shown as a component of other comprehensive income. The accumulated gains and losses are reported as a component of equity, net of any tax effect. At December 31, 2017, the balance in accumulated other comprehensive income consisted of unrealized losses on available for sales securities of \$71,000 and actuarial losses on the defined benefit pension obligation of \$.185 million. At December 31, 2016, the balance in accumulated other comprehensive income consisted of unrealized losses on available for sale securities of \$.102 million and actuarial losses on the defined benefit pension obligation of \$78,000.

The Corporation early adopted ASU No. 2018-02, "Income Statement- Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income" (ASU 2018-02) in the fourth quarter 2017. ASU 2018-02, issued in February 2018, provides for the reclassification of the effect of remeasuring deferred tax balances related to items within accumulated other comprehensive income (AOCI) to retained earnings resulting from the Tax Cuts and Jobs Act of 2017. As a result, the Corporation reclassified \$12,000 from AOCI to retained earnings.

Earnings per Common Share

Diluted earnings per share, which reflects the potential dilution that could occur if outstanding stock options and warrants were exercised and stock awards were fully vested and resulted in the issuance of common stock that then shared in our earnings, is computed by dividing net income by the weighted average number of common shares outstanding and common stock equivalents, after giving effect for dilutive shares issued.

The following shows the computation of basic and diluted earnings per share for the years ended December 31, 2017, 2016 and 2015 (dollars in thousands, except per share data):

	<u>Year Ended December 31,</u>		
	<u>2017</u>	<u>2016</u>	<u>2015</u>
(Numerator):			
Net income	\$ 5,479	\$ 4,483	\$ 5,596
(Denominator):			
Weighted average shares outstanding	6,288,791	6,236,067	6,241,921
Effect of dilutive stock options, and vesting of restricted stock awards	33,622	32,636	31,400
Diluted weighted average shares outstanding	<u>6,322,413</u>	<u>6,268,703</u>	<u>6,273,321</u>
Income per common share:			
Basic	\$.87	\$.72	\$.90
Diluted	\$.87	\$.72	\$.89

Income Taxes

Deferred income taxes have been provided under the liability method. Deferred tax assets and liabilities are determined based upon the difference between the financial statement and tax bases of assets and liabilities as measured by the enacted tax rates which will be in effect when these differences are expected to reverse. Deferred tax expense (benefit) is the result of changes in the deferred tax asset and liability. A valuation allowance is provided against deferred tax assets when it is more likely than not that some or all of the deferred asset will not be realized.

Off-Balance-Sheet Financial Instruments

In the ordinary course of business, the Corporation has entered into off-balance-sheet financial instruments consisting of commitments to extend credit, commitments under credit card arrangements, commercial letters of credit, and standby letters of credit. For letters of credit, the Corporation recognizes a liability for the fair market value of the obligations it assumes under that guarantee.

Recent Developments

In May 2014, the Financial Accounting Standards Board (FASB) issued guidance on the recognition of revenue from contracts with customers. Revenue recognition will depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The guidance also requires disclosures regarding the nature, amount, timing and uncertainty of revenue and cash flows

arising from contracts with customers. The guidance permits two methods of adoption: retrospectively to each prior reporting period presented or retrospectively with the cumulative effect of initially applying the guidance recognized at the date of initial application. The guidance is effective January 1, 2018. The key revenue streams impacted include service charges and mortgage banking income. The Corporation will adopt the guidance using a modified retrospective approach in the first quarter of 2018. The revenue streams within the scope of the guidance are less than 5% of total revenues, and the total amount of these fees reflected in the net income of the Corporation is not expected to significantly change.

In January 2016, the FASB issued ASU 2016-01, Financial Instruments – Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities (“ASU 2016-01”). ASU 2016-01 amends current guidance by requiring companies to recognize changes in fair value for equity investments that have a readily determinable fair value through net income rather than through other comprehensive income. Under ASU 2016-01, equity investments that do not have a readily determinable fair value will either be accounted for the same as equity investments that have a readily determinable fair value, with changes in fair value recognized through net income or carried at cost, adjusted for changes in observable prices based on orderly transactions for identical or similar investments issued by the same issuer and further adjusted for impairment, if applicable. ASU 2016-01 also requires a qualitative assessment of impairment indicators each reporting period. If this assessment indicates that impairment exists, companies must adjust the investment to fair value and recognize an impairment loss in net income, even if the impairment is determined to be temporary. ASU 2016-01 is effective for public companies for interim and annual periods beginning after December 15, 2017. As of December 31, 2017 the Corporation had \$500 million of available for sale equity securities. The Corporation recorded no impact upon adoption of ASU 2016-01 in January 2018. Any further changes to the fair value of equity securities will be recorded in net income.

In February 2016, the FASB issued ASU 2016-02, Leases, which will supersede the current lease requirements in ASC 840. The ASU requires lessees to recognize an asset with right of use and related lease liability for all leases, with a limited exception for short-term leases. Leases will be classified as either finance or operating, with the classification affecting the pattern of expense recognition in the statement of operations. Currently, leases are classified as either capital or operating, with only capital leases recognized on the balance sheet. The reporting of lease related expenses in the statements of operations and cash flows will be generally consistent with the current guidance. The new lease guidance will be effective for the Corporation’s year ending December 31, 2019 and will be applied using modified retrospective transition method to the beginning of the earliest period presented. The Corporation currently has no capital leases, but does maintain seven operating leases for branch locations that will be impacted by the implementation of this guidance. The effect of applying the new lease guidance on the financial statements has not yet been determined.

In September, the FASB issued ASU No. 2016-13, Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments (“ASU 2016-13”). ASU 2016-13 changes how entities will measure credit losses for most financial assets and certain other instruments that are not measured at fair value through net income.

ASU 2016-13 requires an entity to measure expected credit losses for financial assets over the estimated lifetime of expected credit loss and record an allowance that, when deducted from the amortized cost basis of the financial asset, presents the net amount expected to be collected on the financial asset. The standard includes the following core concepts in determining the expected credit loss. The estimate must: (a) be based on an asset’s amortized cost (including premiums or discounts, net deferred fees and costs, foreign exchange and fair value hedge accounting adjustments), (b) reflect losses expected over the remaining contractual life of an asset (considering the effect of voluntary prepayments), (c) consider available relevant information about the estimated collectability of cash flows (including information about past events, current conditions, and reasonable and supportable forecasts), and (d) reflect the risk of loss, even when that risk is remote.

ASU 2016-13 also amends the recording of purchased credit-deteriorated assets. Under the new guidance, an allowance will be recognized at acquisition through a gross-up approach whereby an entity will record as the initial amortized cost the sum of (a) the purchase price and (b) an estimate of credit losses as of the date of acquisition. In addition, the guidance also requires immediate recognition in earnings of any subsequent changes, both favorable and unfavorable, in expected cash flows by adjusting this allowance.

ASU 2016-13 also amends the impairment model for available-for-sale debt securities and requires entities to determine whether all or a portion of the unrealized loss on an available-for-sale debt security is a credit loss. Management may not use the length of time a security has been in an unrealized loss position as a factor in concluding whether a credit loss

exists, as is currently permitted. In addition, an entity will recognize an allowance for credit losses on available-for-sale debt securities as a contra-account to the amortized cost basis rather than as a direct reduction of the amortized cost basis of the investment, as is currently required. As a result, entities will recognize improvements to credit losses on available-for-sale debt securities immediately in earnings rather than as interest income over time under current practice. New disclosures required by ASU 2016-13 include: (a) for financial assets measured at amortized cost, an entity will be required to disclose information about how it developed its allowance, including changes in the factors that influenced management's estimate of expected credit losses and the reasons for those changes, (b) for financial receivables and net investments in leases measured at amortized cost, an entity will be required to further disaggregate the information it currently discloses about the credit quality of these assets by year or the asset's origination or vintage for as many as five annual periods, and (c) for available-for-sale debt securities, an entity will be required to provide a roll-forward of the allowance for credit losses and an aging analysis for securities that are past due.

Upon adoption of ASU 2016-13, a cumulative-effect adjustment to retained earnings will be recorded as of the beginning of the first reporting period in which the guidance is effective. ASU 2016-13 is effective for public companies for interim and annual periods beginning after December 15, 2019, with early adoption permitted for annual periods beginning after December 15, 2018. The Corporation is currently evaluating the provisions of ASU 2016-13 to determine the potential impact on the Corporation's consolidated financial condition and results of operations.

In May 2017, the FASB issued ASU 2017-09, Compensation – Stock Compensation (Topic 718). ASU 2017-09 applies to entities that change the terms or conditions of a share-based payment award to provide clarity and reduce diversity in practice as well as cost and complexity when applying the guidance in Topic 718 to the modification to the terms and conditions of a share-based payment award. The updated guidance is effective for interim and annual reporting periods beginning after December 15, 2017. The Corporation has determined the new guidance will not have a material impact on its consolidated financial statements.

Reclassifications

Certain amounts in the 2016 consolidated financial statements have been reclassified to conform to the 2017 presentation.

NOTE 2 — RESTRICTIONS ON CASH AND CASH EQUIVALENTS

Cash and cash equivalents in the amount of \$15.131 million were restricted on December 31, 2017 to meet the reserve requirements of the Federal Reserve System.

In the normal course of business, the Corporation maintains cash and due from bank balances with correspondent banks. Balances in these accounts may exceed the Federal Deposit Insurance Corporation's insured limit of \$250,000.

Management believes that these financial institutions have strong credit ratings and the credit risk related to these deposits is minimal.

NOTE 3 — SECURITIES AVAILABLE FOR SALE

The carrying value and estimated fair value of securities available for sale are as follows (dollars in thousands):

	Amortized Cost	Unrealized Gains	Unrealized Losses	Estimated Fair Value
<u>December 31, 2017</u>				
Corporate	\$ 24,352	\$ 82	\$ (43)	\$ 24,391
Equity	500	—	—	500
US Agencies	16,935	10	(99)	16,846
US Agencies - MBS	12,830	42	(156)	12,716
Obligations of states and political subdivisions	21,370	307	(233)	21,444
Total securities available for sale	<u>\$ 75,987</u>	<u>\$ 441</u>	<u>\$ (531)</u>	<u>\$ 75,897</u>
<u>December 31, 2016</u>				
Corporate	\$ 19,899	\$ 49	\$ (38)	\$ 19,910
Equity	500	—	—	500
US Agencies	23,991	47	(86)	23,952
US Agencies - MBS	16,980	48	(195)	16,833
Obligations of states and political subdivisions	25,057	447	(426)	25,078
Total securities available for sale	<u>\$ 86,427</u>	<u>\$ 591</u>	<u>\$ (745)</u>	<u>\$ 86,273</u>

Following is information pertaining to securities with gross unrealized losses at December 31, 2017 and 2016 aggregated by investment category and length of time these individual securities have been in a loss position (dollars in thousands):

	Less Than Twelve Months		Over Twelve Months	
	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value
<u>December 31, 2017</u>				
Corporate	\$ (43)	\$ 14,204	\$ —	\$ —
Equity	—	—	—	—
US Agencies	(87)	14,799	(12)	745
US Agencies - MBS	(67)	4,400	(89)	5,218
Obligations of states and political subdivisions	(99)	10,245	(134)	1,589
Total securities available for sale	<u>\$ (296)</u>	<u>\$ 43,648</u>	<u>\$ (235)</u>	<u>\$ 7,552</u>
<u>December 31, 2016</u>				
Corporate	(38)	12,085	—	—
Equity	—	—	—	—
US Agencies	(86)	19,153	—	—
US Agencies - MBS	(192)	11,589	(3)	932
Obligations of states and political subdivisions	(426)	13,328	—	—
Total securities available for sale	<u>\$ (742)</u>	<u>\$ 56,155</u>	<u>\$ (3)</u>	<u>\$ 932</u>

There were 105 securities in an unrealized loss position in 2017 and 118 in 2016. The gross unrealized losses in the current portfolio are considered temporary in nature and related to interest rate fluctuations. The Corporation has both the ability and intent to hold the investment securities until their respective maturities and therefore does not anticipate the realization of the temporary losses.

Following is a summary of the proceeds from sales and calls of securities available for sale, as well as gross gains and losses for the years ended December 31 (dollars in thousands):

	<u>2017</u>	<u>2016</u>	<u>2015</u>
Proceeds from sales and calls	\$ 11,651	\$ 19,719	\$25,628
Gross gains on sales and calls	253	190	455
Gross (losses) on sales and calls	(22)	(40)	—

The carrying value and estimated fair value of securities available for sale at December 31, 2017, by contractual maturity, are shown below (dollars in thousands):

	<u>Amortized Cost</u>	<u>Estimated Fair Value</u>
Due in one year or less	\$ 8,908	\$ 9,262
Due after one year through five years	37,544	40,665
Due after five years through ten years	13,780	10,984
Due after ten years	2,925	2,270
Subtotal	63,157	63,181
US Agencies - MBS	12,830	12,716
Total	<u>\$ 75,987</u>	<u>\$ 75,897</u>

Contractual maturities may differ from expected maturities because issuers may have the right to call or prepay obligations with or without call or prepayment penalties. Securities with a market value of \$2.460 million are pledged as collateral to the Federal Home Loan Bank and \$2.124 million are pledged to certain customer relationships. See Note 10 for information on securities pledged to secure borrowings from the Federal Home Loan Bank.

NOTE 4 — LOANS

The composition of loans at December 31 is as follows (dollars in thousands):

	<u>2017</u>	<u>2016</u>
Commercial real estate	\$ 406,742	\$ 389,420
Commercial, financial, and agricultural	156,951	142,648
Commercial construction	9,243	11,505
One to four family residential real estate	209,890	205,945
Consumer	17,434	20,113
Consumer construction	10,818	12,226
Total loans	<u>\$ 811,078</u>	<u>\$ 781,857</u>

The Corporation completed the acquisition of Peninsula Financial Corporation, (“PFC”), on December 5, 2014, The First National Bank of Eagle River (“Eagle River”) on April 29, 2016 and Niagara Bancorporation (“Niagara”) on August 31, 2016. The PFC acquired impaired loans totaled \$13.290 million, the Eagle River acquired impaired loans totaled \$3.401 million, and the Niagara acquired impaired loans totaled \$2.105 million. In 2017, The Corporation had positive resolution of acquired nonperforming loans, which resulted in the recognition of approximately \$.550 million of accretable interest. In 2016, the Corporation had positive resolution of acquired nonperforming loans, which resulted in the recognition of approximately \$96,000 of accretable interest. In 2015, the Corporation had positive resolution of acquired nonperforming loans, which resulted in the recognition of approximately \$.578 million of the accretable interest.

The table below details the outstanding balances of the PFC acquired portfolio and the acquisition fair value adjustments at acquisition date (dollars in thousands):

	<u>Acquired Impaired</u>	<u>Acquired Non-impaired</u>	<u>Acquired Total</u>
Loans acquired - contractual payments	\$ 13,290	\$ 53,849	\$ 67,139
Nonaccretable difference	(2,234)	—	(2,234)
Expected cash flows	11,056	53,849	64,905
Accretable yield	(744)	(2,100)	(2,844)
Carrying balance at acquisition date	<u>\$ 10,312</u>	<u>\$ 51,749</u>	<u>\$ 62,061</u>

The table below details the outstanding balances of the Eagle River acquired portfolio and the acquisition fair value adjustments at acquisition date (dollars in thousands):

	<u>Acquired Impaired</u>	<u>Acquired Non-impaired</u>	<u>Acquired Total</u>
Loans acquired - contractual payments	\$ 3,401	\$ 80,737	\$ 84,138
Nonaccretable difference	(1,172)	—	(1,172)
Expected cash flows	2,229	80,737	82,966
Accretable yield	(391)	(1,700)	(2,091)
Carrying balance at acquisition date	<u>\$ 1,838</u>	<u>\$ 79,037</u>	<u>\$ 80,875</u>

The table below details the outstanding balances of the Niagara acquired portfolio and the acquisition fair value adjustments at acquisition date (dollars in thousands):

	<u>Acquired Impaired</u>	<u>Acquired Non-impaired</u>	<u>Acquired Total</u>
Loans acquired - contractual payments	\$ 2,105	\$ 30,555	\$ 32,660
Nonaccretable difference	(265)	—	(265)
Expected cash flows	1,840	30,555	32,395
Accretable yield	(88)	(600)	(688)
Carrying balance at acquisition date	<u>\$ 1,752</u>	<u>\$ 29,955</u>	<u>\$ 31,707</u>

The table below presents a rollforward of the accretable yield on acquired loans for year ended December 31, 2017 (dollars in thousands):

	<u>PFC</u>			<u>Eagle River</u>			<u>Niagara</u>		
	<u>Acquired Impaired</u>	<u>Acquired Non-impaired</u>	<u>Acquired Total</u>	<u>Acquired Impaired</u>	<u>Acquired Non-impaired</u>	<u>Acquired Total</u>	<u>Acquired Impaired</u>	<u>Acquired Non-impaired</u>	<u>Acquired Total</u>
Balance, December 31, 2016	\$ 282	\$ 642	\$ 924	\$ 236	\$ 1,221	\$ 1,457	\$ 52	\$ 505	\$ 557
Acquisitions	—	—	—	—	—	—	—	—	—
Accretion	(460)	(642)	(1,102)	(70)	(618)	(688)	(20)	(224)	(244)
Reclassification from nonaccretable difference	327	—	327	52	—	52	6	—	6
Balance, December 31, 2017	<u>\$ 149</u>	<u>\$ —</u>	<u>\$ 149</u>	<u>\$ 218</u>	<u>\$ 603</u>	<u>\$ 821</u>	<u>\$ 38</u>	<u>\$ 281</u>	<u>\$ 319</u>

The table below presents a rollforward of the accretable yield on acquired loans for year ended December 31, 2016 (dollars in thousands):

	<u>PFC</u>			<u>Eagle River</u>			<u>Niagara</u>		
	<u>Acquired Impaired</u>	<u>Acquired Non-impaired</u>	<u>Acquired Total</u>	<u>Acquired Impaired</u>	<u>Acquired Non-impaired</u>	<u>Acquired Total</u>	<u>Acquired Impaired</u>	<u>Acquired Non-impaired</u>	<u>Acquired Total</u>
Balance, December 31, 2015	\$ 426	\$ 1,342	\$ 1,768	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Acquisition	—	—	—	391	1,700	2,091	88	600	688
Accretion	(50)	(700)	(750)	(46)	(479)	(525)	—	(95)	(95)
Reclassification from nonaccretable difference	(94)	—	(94)	(109)	—	(109)	(36)	—	(36)
Balance, December 31, 2016	<u>\$ 282</u>	<u>\$ 642</u>	<u>\$ 924</u>	<u>\$ 236</u>	<u>\$ 1,221</u>	<u>\$ 1,457</u>	<u>\$ 52</u>	<u>\$ 505</u>	<u>\$ 557</u>

A breakdown of the allowance for loan losses and recorded balances in loans at December 31, 2017 is as follows (dollars in thousands):

	Commercial real estate	Commercial, financial and agricultural	Commercial construction	One to four family residential real estate	Consumer construction	Consumer	Unallocated	Total
<i>Allowance for loan loss reserve:</i>								
Beginning balance ALLR	\$ 1,345	\$ 614	\$ 57	\$ 296	\$ 6	\$ 90	\$ 2,612	\$ 5,020
Charge-offs	(155)	(264)	—	(155)	—	(229)	—	(803)
Recoveries	80	39	2	65	—	51	—	237
Provision	380	187	(5)	(46)	—	98	11	625
Ending balance ALLR	\$ 1,650	\$ 576	\$ 54	\$ 160	\$ 6	\$ 10	\$ 2,623	\$ 5,079
<i>Loans:</i>								
Ending balance	\$ 406,742	\$ 156,951	\$ 9,243	\$ 209,890	\$ 10,818	\$ 17,434	\$ —	\$ 811,078
Ending balance ALLR	(1,650)	(576)	(54)	(160)	(6)	(10)	(2,623)	(5,079)
Net loans	\$ 405,092	\$ 156,375	\$ 9,189	\$ 209,730	\$ 10,812	\$ 17,424	\$ (2,623)	\$ 805,999
<i>Ending balance ALLR:</i>								
Individually evaluated	\$ 168	\$ 166	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 334
Collectively evaluated	1,482	410	54	160	6	10	2,623	4,745
Total	\$ 1,650	\$ 576	\$ 54	\$ 160	\$ 6	\$ 10	\$ 2,623	\$ 5,079
<i>Ending balance Loans:</i>								
Individually evaluated	\$ 516	\$ 166	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 682
Collectively evaluated	404,835	156,785	9,243	208,269	10,801	17,413	—	807,346
Acquired with deteriorated credit quality	1,391	—	—	1,621	17	21	—	3,050
Total	\$ 406,742	\$ 156,951	\$ 9,243	\$ 209,890	\$ 10,818	\$ 17,434	\$ —	\$ 811,078

Impaired loans, by definition, are individually evaluated.

A breakdown of the allowance for loan losses and recorded balances in loans at December 31, 2016 is as follows (dollars in thousands):

	Commercial real estate	Commercial, financial and agricultural	Commercial construction	One to four family residential real estate	Consumer construction	Consumer	Unallocated	Total
<i>Allowance for loan loss reserve:</i>								
Beginning balance ALLR	\$ 1,611	\$ 645	\$ 79	\$ 274	\$ 7	\$ 64	\$ 2,324	\$ 5,004
Charge-offs	(245)	(232)	—	(133)	—	(113)	—	(723)
Recoveries	54	41	7	5	—	32	—	139
Provision	(75)	160	(29)	150	(1)	107	288	600
Ending balance ALLR	\$ 1,345	\$ 614	\$ 57	\$ 296	\$ 6	\$ 90	\$ 2,612	\$ 5,020
<i>Loans:</i>								
Ending balance	\$ 389,420	\$ 142,648	\$ 11,505	\$ 205,945	\$ 12,226	\$ 20,113	\$ —	\$ 781,857
Ending balance ALLR	(1,345)	(614)	(57)	(296)	(6)	(90)	(2,612)	(5,020)
Net loans	\$ 388,075	\$ 142,034	\$ 11,448	\$ 205,649	\$ 12,220	\$ 20,023	\$ (2,612)	\$ 776,837
<i>Ending balance ALLR:</i>								
Individually evaluated	\$ 70	\$ 251	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 321
Collectively evaluated	1,275	363	57	296	6	90	2,612	4,699
Total	\$ 1,345	\$ 614	\$ 57	\$ 296	\$ 6	\$ 90	\$ 2,612	\$ 5,020
<i>Ending balance Loans:</i>								
Individually evaluated	\$ 345	\$ 325	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 670
Collectively evaluated	385,841	142,323	11,505	203,153	12,169	20,109	—	775,100
Acquired with deteriorated credit quality	3,234	—	—	2,792	57	4	—	6,087
Total	\$ 389,420	\$ 142,648	\$ 11,505	\$ 205,945	\$ 12,226	\$ 20,113	\$ —	\$ 781,857

Impaired loans, by definition, are individually evaluated.

As part of the management of the loan portfolio, risk ratings are assigned to all commercial loans. Through the loan review process, ratings are modified as believed to be appropriate to reflect changes in the credit. Our ability to manage credit risk depends in large part on our ability to properly identify and manage problem loans.

To do so, we operate a credit risk rating system under which our credit management personnel assign a credit risk rating to each loan at the time of origination and review loans on a regular basis to determine each loan's credit risk rating on a scale of 1 through 8, with higher scores indicating higher risk. The credit risk rating structure used is shown below.

In the context of the credit risk rating structure, the term Classified is defined as a problem loan which may or may not be in a nonaccrual status, dependent upon current payment status and collectability.

Strong (1)

Borrower is not vulnerable to sudden economic or technological changes. They have “strong” balance sheets and are within an industry that is very typical for our markets or type of lending culture. Borrowers also have “strong” financial and cash flow performance and excellent collateral (low loan to value or readily available to liquidate collateral) in conjunction with an impeccable repayment history.

Good (2)

Borrower shows limited vulnerability to sudden economic change. These borrowers have “above average” financial and cash flow performance and a very good repayment history. The balance sheet of the company is also very good as compared to peer and the company is in an industry that is familiar to our markets or our type of lending. The collateral securing the deal is also very good in terms of its type, loan to value, etc.

Average (3)

Borrower is typically a well-seasoned business, however may be susceptible to unfavorable changes in the economy, and could be somewhat affected by seasonal factors. The borrowers within this category exhibit financial and cash flow performance that appear “average” to “slightly above average” when compared to peer standards and they show an adequate payment history. Collateral securing this type of credit is good, exhibiting above average loan to values, etc.

Acceptable (4)

A borrower within this category exhibits financial and cash flow performance that appear adequate and satisfactory when compared to peer standards and they show a satisfactory payment history. The collateral securing the request is within supervisory limits and overall is acceptable. Borrowers rated acceptable could also be newer businesses that are typically susceptible to unfavorable changes in the economy, and more than likely could be affected by seasonal factors.

Acceptable Watch (4A)

The borrower may have potential weaknesses that deserve management’s close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the asset or in the institution’s credit position at some future date. Acceptable watch assets are not adversely classified and do not expose an institution to sufficient risk to warrant adverse classification. Examples of this type of credit include a start-up company fully based on projections, a documentation issue that needs to be corrected or a general market condition that the borrower is working through to get corrected.

Substandard (6)

Substandard loans are classified assets exhibiting a number of well-defined weaknesses that jeopardize normal repayment. The assets are no longer adequately protected due to declining net worth, lack of earning capacity, or insufficient collateral offering the distinct possibility of the loss of a portion of the loan principal. Loans classified as substandard clearly represent troubled and deteriorating credit situations requiring constant supervision.

Doubtful (7)

Loans in this category exhibit the same, if not more pronounced weaknesses used to describe the substandard credit. Loans are frozen with collection improbable. Such loans are not yet rated as Charge-off because certain actions may yet occur which would salvage the loan.

Charge-off/Loss (8)

Loans in this category are largely uncollectible and should be charged against the loan loss reserve immediately.

General Reserves:

For loans with a credit risk rating of 44 or better and any loans with a risk rating of 6 or 7 with no specific reserve, reserves are established based on the type of loan collateral, if any, and the assigned credit risk rating. Determination of the allowance is inherently subjective as it requires significant estimates, including the amounts and timing of expected future cash flows on impaired loans, estimated losses on pools of homogenous loans based on historical loss experience, and consideration of current environmental factors and economic trends, all of which may be susceptible to significant change.

Using a historical average loss by loan type as a base, each loan graded as higher risk is assigned a specific percentage. The residential real estate and consumer loan portfolios are assigned a loss percentage as a homogenous group. If, however, on an individual loan the projected loss based on collateral value and payment histories are in excess of the computed allowance, the allocation is increased for the higher anticipated loss. These computations provide the basis for the allowance for loan losses as recorded by the Corporation.

Commercial construction loans in the amount of \$3.854 million and \$4.414 million at December 31, 2017, and 2016, respectively did not receive a specific risk rating. These amounts represent loans made for land development and unimproved land purchases.

Below is a breakdown of loans by risk category as of December 31, 2017 (dollars in thousands):

	(1) <u>Strong</u>	(2) <u>Good</u>	(3) <u>Average</u>	(4) <u>Acceptable</u>	(44) <u>Acceptable Watch</u>	(6) <u>Substandard</u>	(7) <u>Doubtful</u>	Rating <u>Unassigned</u>	<u>Total</u>
Commercial real estate	\$ 2,775	\$ 23,929	\$ 159,385	\$ 207,921	\$ 8,700	\$ 4,032	\$ —	\$ —	\$ 406,742
Commercial, financial and agricultural	11,528	8,980	53,448	77,964	3,658	1,373	—	—	156,951
Commercial construction	—	308	2,749	1,310	648	374	—	3,854	9,243
One-to-four family residential real estate	—	1,377	2,575	5,449	1,212	3,515	—	195,762	209,890
Consumer construction	—	—	—	—	—	14	—	10,804	10,818
Consumer	—	—	—	28	5	96	—	17,305	17,434
Total loans	\$ 14,303	\$ 34,594	\$ 218,157	\$ 292,672	\$ 14,223	\$ 9,404	\$ —	\$ 227,725	\$ 811,078

Below is a breakdown of loans by risk category as of December 31, 2016 (dollars in thousands)

	(1) <u>Strong</u>	(2) <u>Good</u>	(3) <u>Average</u>	(4) <u>Acceptable</u>	(44) <u>Acceptable Watch</u>	(6) <u>Substandard</u>	(7) <u>Doubtful</u>	Rating <u>Unassigned</u>	<u>Total</u>
Commercial real estate	\$ 3,021	\$ 23,940	\$ 140,618	\$ 205,710	\$ 10,808	\$ 5,323	\$ —	\$ —	\$ 389,420
Commercial, financial and agricultural	10,421	13,434	49,434	65,097	2,485	1,777	—	—	142,648
Commercial construction	—	900	3,146	1,877	783	385	—	4,414	11,505
One-to-four family residential real estate	740	1,373	3,412	6,927	2,658	5,493	—	185,342	205,945
Consumer construction	28	—	—	—	—	17	—	12,181	12,226
Consumer	20	—	15	42	13	103	—	19,920	20,113
Total loans	\$ 14,230	\$ 39,647	\$ 196,625	\$ 279,653	\$ 16,747	\$ 13,098	\$ —	\$ 221,857	\$ 781,857

Impaired Loans

Impaired loans are those which are contractually past due 90 days or more as to interest or principal payments, on nonaccrual status, or loans, the terms of which have been renegotiated to provide a reduction or deferral on interest or principal.

Loans are considered impaired when, based on current information and events, it is probable the Corporation will be unable to collect all amounts due in accordance with the original contractual terms of the loan agreement, including scheduled principal and interest payments. Impairment is evaluated in total for smaller-balance loans of a similar nature and on an individual loans basis for other loans. If a loan is impaired, a specific valuation allowance is allocated, if necessary, so that the loan is reported net, at the present value of estimated future cash flows using the loan's existing

rate or at the fair value of collateral if repayment is expected solely from the collateral. Interest payments on impaired loans are typically applied to principal unless collectability of the principal amount is reasonably assured, in which case interest is recognized on a cash basis. Impaired loans, or portions thereof, are charged off when deemed uncollectible.

The following is a summary of impaired loans and their effect on interest income (dollars in thousands):

	Impaired Loans with No Related Allowance	Impaired Loans with Related Allowance	Total Impaired Loans	Unpaid Principal Balance	Related Allowance for Loan Losses
<i>December 31, 2017</i>					
Commercial real estate	\$ 1,511	\$ 516	\$ 2,027	\$ 3,326	\$ 168
Commercial, financial and agricultural	—	166	166	326	166
Commercial construction	—	—	—	—	—
One to four family residential real estate	1,621	—	1,621	2,315	—
Consumer construction	17	—	17	66	—
Consumer	21	—	21	21	—
Total	\$ 3,170	\$ 682	\$ 3,852	\$ 6,054	\$ 334

<i>December 31, 2016</i>					
Commercial real estate	\$ 3,234	\$ 345	\$ 3,579	\$ 4,700	\$ 70
Commercial, financial and agricultural	—	325	325	400	251
Commercial construction	—	—	—	—	—
One to four family residential real estate	2,792	—	2,792	3,794	—
Consumer construction	57	—	57	80	—
Consumer	4	—	4	28	—
Total	\$ 6,087	\$ 670	\$ 6,757	\$ 9,002	\$ 321

	Individually Evaluated Impaired Loans					
	2017		2016		2015	
	Average Balance for the Period	Interest Income Recognized for the Period	Average Balance for the Period	Interest Income Recognized for the Period	Average Balance for the Period	Interest Income Recognized for the Period
Commercial real estate	\$ 2,784	\$ 141	\$ 3,848	\$ 178	\$ 2,656	\$ 232
Commercial, financial and agricultural	246	1	200	4	628	9
Commercial construction	—	3	—	—	—	—
One to four family residential real estate	2,057	134	3,794	182	2,120	129
Consumer construction	37	—	40	4	—	—
Consumer	13	2	14	2	—	—
Total	\$ 5,137	\$ 281	\$ 7,896	\$ 370	\$ 5,404	\$ 370

A summary of past due loans at December 31, is as follows (dollars in thousands):

	2017				2016					
	30-89 days Past Due (accruing)		90+ days Past Due	Nonaccrual	Total	30-89 days Past Due (accruing)		90+ days Past Due	Nonaccrual	Total
	Commercial real estate	\$ 460	\$ —	\$ 866	\$ 1,326	\$ 942	\$ —	\$ 1,732	\$ 2,674	
Commercial, financial and agricultural	16	—	338	354	186	—	337	523		
Commercial construction	73	—	14	87	—	—	—	—		
One to four family residential real estate	3,424	—	1,350	4,774	2,113	—	1,956	4,069		
Consumer construction	—	—	—	—	—	—	17	17		
Consumer	72	—	—	72	133	—	82	215		
Total past due loans	\$ 4,045	\$ —	\$ 2,568	\$ 6,613	\$ 3,374	\$ —	\$ 4,124	\$ 7,498		

Troubled Debt Restructuring

Troubled debt restructurings (“TDR”) are determined on a loan-by-loan basis. Generally, restructurings are related to interest rate reductions, loan term extensions and short term payment forbearance as means to maximize collectability of troubled credits. If a portion of the TDR loan is uncollectible (including forgiveness of principal), the uncollectible amount will be charged off against the allowance at the time of the restructuring. In general, a borrower must make at least six consecutive timely payments before the Corporation would consider a return of a restructured loan to accruing status in accordance with FDIC guidelines regarding restoration of credits to accrual status.

The Corporation has, in accordance with generally accepted accounting principles and per recently enacted accounting standard updates, evaluated all loan modifications to determine the fair value impact of the underlying asset. The

carrying amount of the loan is compared to the expected payments to be received, discounted at the loan's original rate, or for collateral dependent loans, to the fair value of the collateral.

There were no troubled debt restructurings that occurred during the years ended December 31 2017, and December 31, 2016.

Insider Loans

The Bank, in the ordinary course of business, grants loans to the Corporation's executive officers and directors, including their families and firms in which they are principal owners. Activity in such loans is summarized below (dollars in thousands):

	<u>2017</u>	<u>2016</u>
Loans outstanding, January 1	\$ 9,195	\$ 6,887
New loans	2,018	2,510
Net activity on revolving lines of credit	237	2,119
Repayment	<u>(1,413)</u>	<u>(2,321)</u>
Loans outstanding at end of period	<u>\$ 10,037</u>	<u>\$ 9,195</u>

There were no loans to related-parties classified substandard as of December 31, 2017 and 2016. In addition to the outstanding balances above, there were unfunded commitments of \$.605 million to related parties at December 31, 2017.

NOTE 5 — PREMISES AND EQUIPMENT

Details of premises and equipment at December 31 are as follows (dollars in thousands):

	<u>2017</u>	<u>2016</u>
Land	\$ 2,998	\$ 2,566
Buildings and improvements	18,473	18,001
Furniture, fixtures, and equipment	11,178	9,142
Construction in progress	—	310
Total cost basis	<u>32,649</u>	<u>30,019</u>
Less - accumulated depreciation	16,359	14,128
Net book value	<u>\$ 16,290</u>	<u>\$ 15,891</u>

Depreciation of premises and equipment charged to operating expenses amounted to \$1.978 million in 2017, \$1.617 million in 2016, and \$1.457 million in 2015.

NOTE 6 — OTHER REAL ESTATE HELD FOR SALE

An analysis of other real estate held for sale for the years ended December 31 is as follows (dollars in thousands):

	<u>2017</u>	<u>2016</u>
Balance, January 1	\$ 4,782	\$ 2,324
Other real estate transferred from loans due to foreclosure	2,147	3,292
Other real estate acquired	—	1,205
Proceeds from other real estate sold	(2,983)	(1,640)
Transfer to premise and equipment	—	(197)
Writedowns of other real estate held for sale	(307)	(212)
Gain (loss) on sale of other real estate held for sale	<u>(81)</u>	<u>10</u>
Total other real estate held for sale	<u>\$ 3,558</u>	<u>\$ 4,782</u>

Foreclosed residential real estate property of \$.894 million is included in other real estate as of December 31, 2017. The recorded investment in consumer mortgage loans secured by residential real estate property that are in the process of foreclosure according to local requirements of the applicable jurisdictions was \$13,000 as of December 31, 2017.

NOTE 7 — DEPOSITS

The distribution of deposits at December 31 is as follows (dollars in thousands):

	<u>2017</u>	<u>2016</u>
Noninterest bearing deposits	\$ 148,079	\$ 164,179
NOW, money market, interest checking	280,309	286,622
Savings	61,097	58,315
CDs <\$250,000	142,159	141,629
CDs >\$250,000	11,055	8,489
Brokered	175,299	164,278
Total deposits	<u>\$ 817,998</u>	<u>\$ 823,512</u>

Maturities of non-brokered time deposits outstanding at December 31, 2017 are as follows (dollars in thousands):

2018	\$ 90,456
2019	30,118
2020	18,296
2021	8,644
2022	3,901
Thereafter	<u>1,799</u>
Total	<u>\$ 153,214</u>

NOTE 8 — GOODWILL AND OTHER INTANGIBLE ASSETS

During the fourth quarter of 2014, the Corporation recorded \$3.805 million of goodwill and \$1.206 million of deposit based intangible assets associated with the acquisition of Peninsula. During 2016, the Corporation recorded \$1.839 million of goodwill and \$.993 million of deposit based intangible assets associated with the acquisition of Eagle River. Also in 2016, the Corporation recorded \$50,000 of goodwill and \$.300 million of deposit based intangible assets with the acquisition of Niagara.

The deposit based intangible is reported net of accumulated amortization at \$1.922 million at December 31, 2017, compared to \$2.172 million at December 31, 2016. Amortization expense in 2017 is \$.249 million, compared to \$.197 million in 2016 and \$.121 million in 2015. Amortization expense for the next five years is expected to be at \$.250 million per year.

NOTE 9 – SERVICING RIGHTS

Mortgage Loans

Mortgage servicing rights (“MSRs”) are recorded when loans are sold in the secondary market with servicing retained. As of December 31, 2017, the Corporation had obligations to service \$198.524 million of residential first mortgage loans. The valuation of MSRs is based upon the net present value of the projected revenues over the expected life of the loans being serviced, as reduced by estimated internal costs to service these loans. On a quarterly basis, management evaluates the MSRs for impairment. The key economic assumptions used in determining the fair value of the mortgage servicing rights include an annual constant prepayment speed of 10.57% and a discount rate of 10.17% for December 31, 2017.

In 2016, management decided to no longer retain the servicing on mortgage loans sold.

The following summarizes the fair value of the mortgage servicing rights capitalized and amortized. There was no valuation allowance required (dollars in thousands):

	December 31, 2017	December 31, 2016
Balance at beginning of period	\$ 1,573	\$ 1,965
Acquired MSR's	—	207
Amortization	<u>(540)</u>	<u>(599)</u>
Balance at end of period	<u>\$ 1,033</u>	<u>\$ 1,573</u>
Balance of loan servicing portfolio	<u>\$ 198,524</u>	<u>\$ 221,355</u>
Mortgage servicing rights as % of portfolio	<u>0.52%</u>	<u>.71%</u>

Commercial Loans

The Corporation also retains the servicing on commercial loans that have been sold that were originated and underwritten under the SBA and USDA government guarantee programs, in which the guaranteed portion of the loan was sold to a third party with servicing retained. The balance of these sold loans with servicing retained at December 31, 2017 and December 31, 2016 was approximately \$44 million and \$41 million, respectively. The Corporation valued these servicing rights at \$.110 million as of December 31, 2017 and \$.140 million at December 31, 2016. This valuation was established in consideration of the discounted cash flow of expected servicing income over the life of the loans.

NOTE 10 — BORROWINGS

Borrowings consist of the following at December 31 (dollars in thousands):

	2017	2016
Federal Home Loan Bank fixed rate advances	\$ 60,000	\$ 45,000
Correspondent bank line of credit	—	750
Correspondent bank term note	18,999	21,199
USDA Rural Development note	<u>553</u>	<u>630</u>
	<u>\$ 79,552</u>	<u>\$ 67,579</u>

The Federal Home Loan Bank borrowings bear a weighted average rate of 1.66% and mature in 2018, 2019, and 2021. They are collateralized at December 31, 2017 by the following: a collateral agreement on the Corporation's one to four family residential real estate loans with a book value of approximately \$72.552 million; mortgage related and municipal securities with an amortized cost and estimated fair value of \$2.482 million and \$2.460 million, respectively; and Federal Home Loan Bank stock owned by the Bank totaling \$3.112 million. Prepayment of the advances is subject to the provisions and conditions of the credit policies of the Federal Home Loan Bank of Indianapolis and the Federal Home Loan Bank of Chicago in effect as of December 31, 2017.

The Corporation currently has one correspondent banking borrowing relationship. The relationship consists of a \$5.0 million revolving line of credit and a term note. The line of credit bears interest at a rate of LIBOR plus 2.75%, and has an initial term that expires on April 30, 2018. LIBOR was 1.69% at December 31, 2017. The term note had a balance of \$18.999 million at December 31, 2017 and bears the same interest as the line of credit, and matures on April 30, 2019 and requires quarterly principal payments of \$550,000 which began on March 31, 2017. The relationship is secured by all of the outstanding common stock of mBank.

The USDA Rural Development borrowing bears an interest rate of 1.00% and matures in August, 2024. It is collateralized by loans totaling \$.553 million originated and held by the Corporation's wholly owned subsidiary, First Rural Relending, and an assignment of a demand deposit account in the amount of \$.619 million, and guaranteed by the Corporation.

Maturities and principal payments of borrowings outstanding at December 31, 2017 are as follows (dollars in thousands):

2018	\$12,277
2019	31,876
2020	10,078
2021	25,079
2022	80
Thereafter	<u>162</u>
Total	<u>\$79,552</u>

NOTE 11 — INCOME TAXES

The components of the federal income tax provision (credit) for the years ended December 31 are as follows (dollars in thousands):

	<u>2017</u>	<u>2016</u>	<u>2015</u>
Current tax expense	\$ 585	\$ 485	\$ —
Change in valuation allowance	—	—	(760)
Adjustment of deferred taxes due to change in enacted tax rate	2,025	—	—
Deferred tax expense	<u>2,929</u>	<u>1,798</u>	<u>3,093</u>
Provision for income taxes	<u>\$ 5,539</u>	<u>\$ 2,283</u>	<u>\$ 2,333</u>

A summary of the source of differences between income taxes at the federal statutory rate and the provision (credit) for income taxes for the years ended December 31 is as follows (dollars in thousands):

	<u>2017</u>	<u>2016</u>	<u>2015</u>
Tax expense at statutory rate	\$ 3,746	\$ 2,301	\$ 2,695
Increase (decrease) in taxes resulting from:			
Tax-exempt interest	(133)	(96)	(60)
Change in valuation allowance	—	—	(760)
Adjustment of deferred taxes due to change in enacted tax rate	2,025	—	—
Expiration of deferred tax assets	—	—	429
Nondeductible transaction expenses	17	95	—
Other	<u>(116)</u>	<u>(17)</u>	<u>29</u>
Provision for income taxes, as reported	<u>\$ 5,539</u>	<u>\$ 2,283</u>	<u>\$ 2,333</u>

Deferred income taxes are provided for the temporary differences between the financial reporting and tax bases of the Corporation's assets and liabilities. The major components of net deferred tax assets at December 31 are as follows (dollars in thousands):

	<u>2017</u>	<u>2016</u>
Deferred tax assets:		
NOL carryforward	\$ 1,580	\$ 3,080
Allowance for loan losses	948	1,413
Alternative Minimum Tax Credit	1,463	1,944
OREO	119	142
Tax credit carryovers	235	235
Deferred compensation	242	443
Pension liability	240	387
Stock compensation	79	116
Unrealized loss on securities	19	52
Purchase accounting adjustments	785	1,791
Other	63	805
	<u>5,773</u>	<u>10,408</u>
Deferred tax liabilities:		
Core deposit premium	(404)	(739)
FHLB stock dividend	(56)	(91)
Depreciation	(79)	(208)
Mortgage servicing rights	(240)	(583)
Other	(24)	(27)
Total deferred tax liabilities	<u>(803)</u>	<u>(1,648)</u>
Net deferred tax asset	<u>\$ 4,970</u>	<u>\$ 8,760</u>

The Corporation has reported net deferred tax assets of \$4.970 million at December 31, 2017. The income tax expense for 2017 was impacted by the adjustment of deferred tax assets and liabilities related to the reduction in the U.S. federal statutory income tax rate to 21% under the Tax Cuts and Jobs Act, which was enacted on December 22, 2017. As a result of the new law, and additional expense of \$2.025 million was recorded in 2017. A valuation allowance is provided against deferred tax assets when it is more likely than not that some or all of the deferred tax asset will not be realized. The Corporation, as of December 31, 2017 had a net operating loss and tax credit carryforwards for tax purposes of approximately \$7.5 million, and \$1.7 million, respectively. The Corporation evaluated the future benefits from these carryforwards as of December 31, 2017 and determined that it was "more likely than not" that they would be utilized prior to expiration. The net operating loss carryforwards expire twenty years from the date they originated. These carryforwards, if not utilized, will begin to expire in the year 2023. A portion of the NOL and credit carryforwards are subject to the limitations for utilization as set forth in Section 382 of the Internal Revenue Code. The annual limitation is \$1.537 million for the NOL and the equivalent value of tax credits, which is approximately \$.476 million. These limitations for use were established in conjunction with the recapitalization of the Corporation in December 2004. The Corporation will continue to evaluate the future benefits from these carryforwards in order to determine if any adjustment to the deferred tax asset is warranted.

NOTE 12 — OPERATING LEASES

The Corporation currently maintains seven operating leases for office locations. The first operating lease, for the Corporation's location in Birmingham, was originated in September 2005 and had an original term of 66 months with an option to renew for an additional five-year period. The original term of this was extended during 2011 for an additional three year term, again in 2014 for an additional three year term, and again in 2017 for an additional three year term.

The second operating lease, for a second location in Manistique, was executed in April 2010, the terms of which began at that time. The original term of this lease expired in 2013, and the third of the four consecutive renewal terms of two years each is in place.

The third operating lease, for a loan production office in Traverse City, was executed in May 2012, the terms of which began in August 2012. The original term of this lease expired in 2015 and automatically renewed at that time. The lease was renegotiated in 2016 for a term of 36-months, with two consecutive options to extend the lease for 36 months each.

The fourth operating lease was initiated in December 2013 as the Corporation consolidated its banking offices in Marquette. The original term of this lease is 15 years with options for two consecutive renewal terms of four years each.

The fifth operating lease, located in Troy, for the asset based lending office, was initiated in December 2013. The Corporation terminated this lease in early 2018.

With the acquisition of PFC, the Corporation acquired three additional operating leases for office locations. The first, for an additional location in Marquette, was executed in February 2011 with a term of five years and expired in 2016. The Corporation opted not to renew this lease, and subsequently closed that office location. The second, for the location in Negaunee was executed in September 2012 with an initial term of five years, expiring in 2017. This lease was renewed for one additional term of five years. The final, for a location in Ishpeming was executed in April 2008 for an initial term of five years. This lease was renewed in May 2013 for an additional five years.

Future minimum payments for base rent, by year and in the aggregate, under the initial terms of the operating lease agreements, consist of the following (dollars in thousands):

2018	\$ 772
2019	747
2020	608
2021	503
2022	499
Thereafter	3,124
Total	<u>\$ 6,253</u>

Rent expense for all operating leases amounted to \$1.109 million in 2017, \$1.053 million in 2016, and \$.985 million in 2015.

NOTE 13 — RETIREMENT PLAN

The Corporation has established a 401(k) profit sharing plan. Employees who have completed three months of service and attained the age of 18 are eligible to participate in the plan. Eligible employees can elect to have a portion, not to exceed 80%, of their annual compensation paid into the plan. In addition, the Corporation may make discretionary contributions into the plan. Retirement plan contributions charged to operations totaled \$340,800, \$300,000, and \$288,000 in 2017, 2016, and 2015, respectively.

NOTE 14 — DEFINED BENEFIT PENSION PLAN

The Corporation acquired the Peninsula Financial Corporation noncontributory defined benefit pension plan. Effective December 31, 2005, the plan was amended to freeze participation in the plan; therefore, no additional employees are eligible to become participants in the plan. The benefits are based on years of service and the employee's compensation at the time of retirement. The Plan was amended effective December 31, 2010, to freeze benefit accrual for all participants. Expected contributions to the Plan in 2018 are \$79,000.

The anticipated distributions over the next five years and through December 31, 2017 are detailed in the table below (dollars in thousands):

2018	\$ 133
2019	130
2020	126
2021	125
2022	131
2023-2027	796
Total	<u>\$ 1,441</u>

The following table sets forth the plan's funded status and amounts recognized in the Corporation's balance sheets and the activity from date of acquisition (dollars in thousands):

	<u>2017</u>	<u>2016</u>
Change in benefit obligation:		
Benefit obligation, beginning of year	\$ 3,187	\$ 3,180
Interest cost	118	187
Actuarial loss	161	(44)
Benefits paid	(135)	(136)
Benefit obligation at end of year	<u>3,331</u>	<u>3,187</u>
Change in plan assets:		
Fair value of plan assets, beginning of year	2,049	2,033
Actual return on plan assets	259	103
Employer contributions	18	49
Benefits paid	(135)	(136)
Fair value of plan assets at end of year	<u>2,191</u>	<u>2,049</u>
Funded status, included with other liabilities	<u>\$ (1,140)</u>	<u>\$ (1,138)</u>

Net pension costs included in the Corporation's results of operations was immaterial.

Assumptions in the actuarial valuation were:

	<u>2017</u>	<u>2016</u>
Weighted average discount rate	3.33%	3.78%
Rate of increase in future compensation levels	N/A	N/A
Expected long-term rate of return on plan assets	8.00%	8.00%

The expected long-term rate of return on plan assets reflects management's expectations of long-term average rates of return on funds invested to provide for benefits included in the projected benefit obligation. The expected return is based on the outlook for inflation, fixed income returns and equity returns, while also considering historical returns, asset allocation and investment strategy. The discount rate assumption is based on investment yields available on AA rated long-term corporate bonds.

The primary investment objective is to maximize growth of the pension plan assets to meet the projected obligations to the beneficiaries over a long period of time, and to do so in a manner that is consistent with the Corporation's risk tolerance. The intention of the plan sponsor is to invest the plan assets in mutual funds with the following asset allocation, which was in place at both December 31, 2017 and December 31, 2016:

	<u>Target Allocation</u>	<u>Actual Allocation</u>
Equity securities	50% to 70%	60%
Fixed income securities	30% to 50%	40%

NOTE 15 — DEFERRED COMPENSATION PLAN

Prior to the recapitalization in 2004, as an incentive to retain key members of management and directors, the Corporation established a deferred compensation plan, with benefits based on the number of years the individuals have served the Corporation. This plan was discontinued and no longer applies to current officers and directors. A liability was recorded on a present value basis and discounted using the rates in effect at the time the deferred compensation agreement was entered into. The liability may change depending upon changes in long-term interest rates. The liability at December 31, 2017 and 2016, for vested benefits under this plan, was \$.113 million and \$.179 million, respectively. These benefits were originally contracted to be paid over a ten to fifteen-year period. The final payment is scheduled to occur in 2023. The deferred compensation plan is unfunded; however, the Bank maintains life insurance policies on the majority of the plan participants. The cash surrender value of the policies was \$1.465 million and \$1.398 million at December 31, 2017 and 2016, respectively.

Peninsula Financial Corporation, acquired by the Corporation in December 2014, also had a deferred compensation plan, which was similar in nature to the Corporation's discontinued plan. The liability for this plan at December 31, 2017 and 2016, for vested benefits under this plan was \$1.038 million and \$1.124 million, respectively. The bank owned life insurance policy as of December 31, 2017 and 2016 had cash surrender values of \$1.741 million and \$1.722 million, respectively. This Plan was also discontinued by the Corporation and will not apply to future employees or directors of the Corporation.

Deferred compensation expense for both plans was \$65,000 and \$77,000 and \$27,000 for 2017, 2016 and 2015 respectively.

NOTE 16 — REGULATORY MATTERS

The Corporation is subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory—and possibly additional discretionary—actions by regulators that, if undertaken, could have a direct material effect on the Corporation's consolidated financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Corporation must meet specific capital guidelines that involve quantitative measures of the Corporation's assets, liabilities, and certain off-balance-sheet items as calculated under regulatory accounting practices. The Corporation's capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors.

Quantitative measures established by regulation to ensure capital adequacy require the Corporation to maintain minimum amounts and ratios (set forth in the table below) of total and Tier 1 capital to risk-weighted assets and of Tier 1 capital to average assets. Management has determined that, as of December 31, 2017, the Corporation is well capitalized.

Effective January 1, 2015, the Corporation was subject to new capital requirements due to the Basel III regulation, including:

- A new minimum ratio of Common Equity Tier I Capital to risk-weighted assets of 4.5%;
- An increase in the minimum required amount of Additional Tier 1 Capital to 6% of risk-weighted assets;
- A continuation of the current minimum required amount of Total Capital (Tier 1 plus Tier 2) at 8% of risk-weighted assets; and
- A minimum leverage ratio of Tier I Capital to total assets equal to 4% in all circumstances.

In order to be "well-capitalized" under the new guidelines, a depository institution must maintain a Common Equity Tier 1 Capital ratio of 6.5% or more; an Additional Tier 1 Capital ratio of 8% or more; a Total Capital ratio of 10% or more; and a leverage ratio of 5% or more.

The Corporation's and the Bank's actual capital and ratios compared to generally applicable regulatory requirements as of December 31, 2017 are as follows (dollars in thousands):

	<u>Actual</u>		<u>Adequacy Purposes</u>		<u>Well-Capitalized</u>	
	<u>Amount</u>	<u>Ratio</u>	<u>Amount</u>	<u>Ratio</u>	<u>Amount</u>	<u>Ratio</u>
Total capital to risk weighted assets:						
Consolidated	\$ 74,533	9.3%	≥ \$ 64,190	≥ 8.0%	≥ \$ 80,237	10.0%
mBank	\$ 93,598	11.7%	≥ \$ 64,202	≥ 8.0%	≥ \$ 80,252	10.0%
Tier 1 capital to risk weighted assets:						
Consolidated	\$ 69,454	8.7%	≥ \$ 48,142	≥ 6.0%	≥ \$ 64,190	8.0%
mBank	\$ 88,560	11.0%	≥ \$ 48,151	≥ 6.0%	≥ \$ 64,202	8.0%
Common equity Tier 1 capital to risk weighted assets						
Consolidated	\$ 69,454	8.7%	≥ \$ 36,107	≥ 4.5%	≥ \$ 52,154	6.5%
mBank	\$ 88,560	11.0%	≥ \$ 36,113	≥ 4.5%	≥ \$ 52,164	6.5%
Tier 1 capital to average assets:						
Consolidated	\$ 69,454	7.1%	≥ \$ 39,375	≥ 4.0%	≥ \$ 49,219	5.0%
mBank	\$ 88,560	9.0%	≥ \$ 39,279	≥ 4.0%	≥ \$ 49,098	5.0%

The Corporation's and the Bank's actual capital and ratios compared to generally applicable regulatory requirements as of December 31, 2016 are as follows (dollars in thousands):

	<u>Actual</u>		<u>Adequacy Purposes</u>		<u>Well-Capitalized</u>	
	<u>Amount</u>	<u>Ratio</u>	<u>Amount</u>	<u>Ratio</u>	<u>Amount</u>	<u>Ratio</u>
Total capital to risk weighted assets:						
Consolidated	\$ 73,811	9.5%	≥ \$ 62,503	≥ 8.0%	≥ \$ 78,128	10.0%
mBank	\$ 92,521	11.9%	≥ \$ 62,102	≥ 8.0%	≥ \$ 77,627	10.0%
Tier 1 capital to risk weighted assets:						
Consolidated	\$ 68,791	8.8%	≥ \$ 46,877	≥ 6.0%	≥ \$ 62,503	8.0%
mBank	\$ 87,542	11.3%	≥ \$ 46,576	≥ 6.0%	≥ \$ 62,102	8.0%
Common equity Tier 1 capital to risk weighted assets						
Consolidated	\$ 68,791	8.8%	≥ \$ 35,158	≥ 4.5%	≥ \$ 50,783	6.5%
mBank	\$ 87,542	11.3%	≥ \$ 34,932	≥ 4.5%	≥ \$ 50,458	6.5%
Tier 1 capital to average assets:						
Consolidated	\$ 68,791	7.3%	≥ \$ 37,939	≥ 4.0%	≥ \$ 47,242	5.0%
mBank	\$ 87,542	9.2%	≥ \$ 37,889	≥ 4.0%	≥ \$ 47,361	5.0%

NOTE 17 — STOCK COMPENSATION PLANS

Restricted Stock Awards

The Corporation's restricted stock awards ("RSAs") require certain service-based or performance requirements and have a vesting period of four years. Compensation expense is recognized on a straight-line basis over the vesting period. Shares are subject to certain restrictions and risk of forfeiture by the participants.

The Corporation has historically granted RSAs to members of the Board of Directors and management. Awards granted are set to vest equally over their award terms and are issued at no cost to the recipient. The table below summarizes each of the grant awards.

Date of Award	Units Granted	Market Value at grant date	Vesting Term
August, 2012	148,500	\$ 7.91	4 years
March, 2014	52,774	12.95	4 years
March, 2015	37,730	11.15	4 years
May, 2015	3,000	10.77	Immediate
February, 2016	35,733	9.91	4 years
February, 2017	28,427	13.39	4 years

On August 31, 2013, 2014, 2015 and 2016, the Corporation issued 37,125 shares of its common stock for vested RSAs, in each year. In March 2015, the Corporation issued 13,194 shares of its common stock for vested RSAs. In May 2015, the Corporation granted 3,000 shares, which were immediately vested and issued. In March 2016, the Corporation issued 22,626 shares of its common stock for vested RSAs. In the first quarter of 2017, the Corporation issued 31,559 shares of its common stock for vested RSAs.

The Corporation recognized annual compensation expense of \$.398 million in 2017, \$.600 million in 2016 and \$.576 million in 2015. Unrecognized compensation expense at the end of 2017 was \$.660 million.

A summary of changes in our nonvested awards for the year follows:

	Number Outstanding	Weighted Average Grant Date Fair Value
Nonvested balance at January 1, 2017	90,417	\$ 11.19
Granted during the period	28,427	13.39
Vested during the period	<u>(31,559)</u>	<u>11.55</u>
Nonvested balance at December 31, 2017	<u>87,285</u>	<u>\$ 11.78</u>

NOTE 18 — SHAREHOLDERS' EQUITY

The Corporation currently has a share repurchase program. The program is conducted under authorizations by the Board of Directors. The Corporation repurchased 14,000 shares in 2016, 102,455 shares in 2015, 13,700 shares in 2014 and 55,594 shares in 2013. The share repurchases were conducted under Board authorizations made and publicly announced of \$600,000 on February 27, 2013, \$600,000 on December 17, 2013 and an additional \$750,000 on April 28, 2015. None of these authorizations has an expiration date. As of December 31, 2017, \$26,000 of the total authorization was available for future purchases.

NOTE 19 — COMMITMENTS, CONTINGENCIES, AND CREDIT RISK

Financial Instruments with Off-Balance-Sheet Risk

The Corporation is a party to financial instruments with off-balance-sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit and standby letters of credit. Those instruments involve, to varying degrees, elements of credit risk in excess of the amount recognized in the consolidated balance sheets.

The Corporation's exposure to credit loss, in the event of nonperformance by the other party to the financial instrument for commitments to extend credit and standby letters of credit, is represented by the contractual amount of those

instruments. The Corporation uses the same credit policies in making commitments and conditional obligations as it does for on-balance-sheet instruments. These commitments at December 31 are as follows (dollars in thousands):

	<u>2017</u>	<u>2016</u>
Commitments to extend credit:		
Variable rate	\$ 72,187	\$ 59,496
Fixed rate	37,468	28,737
Standby letters of credit - Variable rate	7,753	8,252
Credit card commitments - Fixed rate	5,788	5,533
	<u>\$ 123,196</u>	<u>\$ 102,018</u>

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. The Corporation evaluates each customer's creditworthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary by the Corporation upon extension of credit, is based on management's credit evaluation of the party. Collateral held varies, but may include accounts receivable, inventory, property, plant and equipment, and income-producing commercial properties.

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 public and private borrowing arrangements. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers. The commitments are structured to allow for 100% collateralization on all standby letters of credit.

Credit card commitments are commitments on credit cards issued by the Corporation's subsidiary and serviced by other companies. These commitments are unsecured.

Legal Proceedings and Contingencies

At December 31, 2017, there were no pending material legal proceedings to which the Corporation is a party or to which any of its property was subject, except for proceedings which arise in the ordinary course of business. In the opinion of management, pending legal proceedings will not have a material effect on the consolidated financial position or results of operations of the Corporation.

Concentration of Credit Risk

The Bank grants commercial, residential, agricultural, and consumer loans throughout Michigan and Northeastern Wisconsin. The Bank's most prominent concentration in the loan portfolio relates to commercial real estate loans to operators of nonresidential buildings. This concentration at December 31, 2017 represents \$119.025 million, or 20.77%, compared to \$121.861 million, or 22.42%, of the commercial loan portfolio on December 31, 2016. The remainder of the commercial loan portfolio is diversified in such categories as hospitality and tourism, real estate agents and managers, new car dealers, gas stations and convenience stores, petroleum, forestry, agriculture, and construction. Due to the diversity of the Bank's locations, the ability of debtors of residential and consumer loans to honor their obligations is not tied to any particular economic sector.

NOTE 20 — FAIR VALUE

Fair value estimates, methods, and assumptions are set forth below for the Corporation's financial instruments:

Cash, cash equivalents, and interest-bearing deposits - The carrying values approximate the fair values for these assets.

Securities - Fair values are based on quoted market prices where available. If a quoted market price is not available, fair value is estimated using quoted market prices for similar securities and other inputs such as interest rates and yield curves that are observable at commonly quoted intervals.

Federal Home Loan Bank stock — Federal Home Loan Bank stock is carried at cost, which is its redeemable value and approximates its fair value, since the market for this stock is limited.

Loans - Fair values are estimated for portfolios of loans with similar financial characteristics. Loans are segregated by type such as commercial, residential mortgage, and other consumer. The fair value of loans is calculated by discounting scheduled cash flows using discount rates reflecting the credit and interest rate risk inherent in the loan.

The methodology in determining fair value of nonaccrual loans is to average them into the blended interest rate at 0% interest. This has the effect of decreasing the carrying amount below the risk-free rate amount and, therefore, discounts the estimated fair value.

Impaired loans are measured at the estimated fair value of the expected future cash flows at the loan's effective interest rate or the fair value of the collateral for loans which are collateral dependent. Therefore, the carrying values of impaired loans approximate the estimated fair values for these assets.

Deposits - The fair value of deposits with no stated maturity, such as noninterest-bearing demand deposits and savings, is equal to the amount payable on demand at the reporting date. The fair value of time deposits is based on the discounted value of contractual cash flows applying interest rates currently being offered on similar time deposits.

Borrowings - Rates currently available for debt with similar terms and remaining maturities are used to estimate the fair value of existing debt. The fair value of borrowed funds due on demand is the amount payable at the reporting date.

Accrued interest - The carrying amount of accrued interest approximates fair value.

Off-balance-sheet instruments - The fair value of commitments is estimated using the fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements, the current interest rates, and the present creditworthiness of the counterparties. Since the differences in the current fees and those reflected to the off-balance-sheet instruments at year-end are immaterial, no amounts for fair value are presented.

The following table presents information for financial instruments at December 31 (dollars in thousands):

	Level in Fair Value Hierarchy	December 31, 2017		December 31, 2016	
		Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
Financial assets:					
Cash and cash equivalents	Level 1	\$ 37,426	37,426	\$ 46,755	\$ 46,755
Interest-bearing deposits	Level 2	13,374	13,374	14,047	14,047
Securities available for sale	Level 2	74,397	74,397	84,623	84,623
Securities available for sale	Level 3	1,500	1,500	1,650	1,650
Federal Home Loan Bank stock	Level 2	3,112	3,112	2,911	2,911
Net loans	Level 3	805,999	797,726	776,837	778,377
Accrued interest receivable	Level 3	2,276	2,276	2,016	2,016
Total financial assets		\$ 938,084	\$ 929,811	\$ 928,839	\$ 930,379
Financial liabilities:					
Deposits	Level 2	\$ 817,998	788,632	\$ 823,512	\$ 815,960
Borrowings	Level 2	79,552	79,242	67,579	68,293
Accrued interest payable	Level 3	322	322	267	267
Total financial liabilities		\$ 897,872	\$ 868,196	\$ 891,358	\$ 884,520

Limitations - Fair value estimates are made at a specific point in time based on relevant market information and information about the financial instrument. These estimates do not reflect any premium or discount that could result from offering for sale at one time the Corporation's entire holdings of a particular financial instrument. Because no market exists for a significant portion of the Corporation's financial instruments, fair value estimates are based on

judgments regarding future expected loss experience, current economic conditions, risk characteristics of various financial instruments, and other factors. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect the estimates. Fair value estimates are based on existing on-and off-balance-sheet financial instruments without attempting to estimate the value of anticipated future business and the value of assets and liabilities that are not considered financial instruments. Significant assets and liabilities that are not considered financial assets or liabilities include premises and equipment, other assets, and other liabilities. In addition, the tax ramifications related to the realization of the unrealized gains and losses can have a significant effect on fair value estimates and have not been considered in the estimates.

The following is information about the Corporation's assets and liabilities measured at fair value on a recurring basis at December 31, 2017 and the valuation techniques used by the Corporation to determine those fair values.

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

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

Level 3: Level 3 inputs are unobservable inputs, including inputs available in situations where there is little, if any, market activity for the related asset or liability.

The fair value of all investment securities at December 31, 2017 and 2016 were based on level 2 and level 3 inputs. There are no other assets or liabilities measured on a recurring basis at fair value. For additional information regarding investment securities, please refer to "Note 3 — Investment Securities." The table below shows investment securities measured at fair value on a recurring basis (dollars in thousands):

(dollars in thousands)	Balance at December 31, 2017	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Losses for Twelve months ended December 31, 2017
Assets					
Corporate	\$ 24,391	\$ —	\$ 24,391	\$ —	\$ —
Equity	500	—	—	500	—
US Agencies	16,846	—	16,846	—	—
US Agencies - MBS	12,716	—	12,716	—	—
Obligations of state and political subdivisions	21,444	—	20,444	1,000	—
	<u>\$ 75,897</u>				<u>\$ —</u>

(dollars in thousands)	Balance at December 31, 2016	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Losses for Twelve months ended December 31, 2016
Assets					
Corporate	\$ 19,910	\$ —	\$ 19,910	\$ —	\$ —
Equity	500	—	—	500	—
US Agencies	23,952	—	23,952	—	—
US Agencies - MBS	16,833	—	15,683	1,150	—
Obligations of state and political subdivisions	25,078	—	25,078	—	—
	<u>\$ 86,273</u>				<u>\$ —</u>

The Corporation had no other Level 3 assets or liabilities on a recurring basis as of December 31, 2017.

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

The Corporation also has assets that under certain conditions are subject to measurement at fair value on a non-recurring basis. These assets include loans and other real estate held for sale. The Corporation has estimated the fair values of these assets using Level 3 inputs, specifically discounted cash flow projections.

The table below shows the activity in level three assets for the years ended, December 31, 2017 and 2016 (dollars in thousands):

	<u>Balance at Beginning of Period</u>	<u>Net Gains (losses) Realized</u>	<u>Unrealized</u>	<u>Transfers in (out) of Level 3</u>	<u>Purchases</u>	<u>Sales</u>	<u>Balance at end of Period</u>
<i>Year Ended December 31, 2017</i>							
Equity	\$ 500	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 500
US Agencies- MBS	1,150	38	—	—	—	(1,188)	—
Obligations of state and political subdivisions	—	—	—	740	260	—	1,000

	<u>Balance at Beginning of Period</u>	<u>Net Gains (losses) Realized</u>	<u>Unrealized</u>	<u>Transfers in (out) of Level 3</u>	<u>Purchases</u>	<u>Sales</u>	<u>Balance at end of Period</u>
<i>Year Ended December 31, 2016</i>							
Equity	\$ —	\$ —	\$ —	\$ —	\$ 500	\$ —	\$ 500
US Agencies- MBS	—	—	—	—	1,150	—	1,150

Assets Measured at Fair Value on a Nonrecurring Basis at December 31, 2017

<u>(dollars in thousands)</u>	<u>Balance at December 31, 2017</u>	<u>Quoted Prices in Active Markets for Identical Assets (Level 1)</u>	<u>Significant Other Observable Inputs (Level 2)</u>	<u>Significant Unobservable Inputs (Level 3)</u>	<u>Total Losses for Twelve months ended December 31, 2017</u>
Assets					
Impaired loans	\$ 3,852	\$ —	\$ —	\$ 3,852	\$ 141
Other real estate held for sale	3,558	—	—	3,558	388
					<u>\$ 529</u>

Assets Measured at Fair Value on a Nonrecurring Basis at December 31, 2016

(dollars in thousands)	Balance at December 31, 2016	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Losses for Year Ended December 31, 2016
Assets					
Impaired loans	\$ 9,856	\$ —	\$ —	\$ 9,856	\$ 643
Other real estate held for sale	4,782	—	—	4,782	202
					<u>\$ 845</u>

The Corporation had no investments subject to fair value measurement on a nonrecurring basis.

Impaired loans categorized as Level 3 assets consist of non-homogeneous loans that are considered impaired. The Corporation estimates the fair value of the loans based on the present value of expected future cash flows or collateral values using management's best estimate of key assumptions. These assumptions include future payment ability, timing of payment streams, and estimated realizable values of available collateral (typically based on outside appraisals).

NOTE 21 — BUSINESS COMBINATIONS

The First National Bank of Eagle River

The Corporation completed its acquisition of Eagle River on April 29, 2016. Eagle River had three branch offices and approximately \$125 million in assets of April 29, 2016. The results of operations due to the merger have been included in the Corporation's results since the acquisition date. The merger was effected with a cash payment of \$12.500 million.

The table below highlights the allocation of the purchase price:

Purchase Price:

Eagle River shares outstanding	85,776	
Price per share/Cash price	\$ 145.73	
Total purchase price		\$ 12,500
Reimbursement of termination fees		(1,763)
Cash consideration		\$ <u>10,737</u>

Net assets acquired:

Cash and cash equivalents	\$ 10,600	
Securities available for sale, net of purchase accounting marks	23,296	
FRB & FHLB Stock	575	
Total Loans, net of purchase accounting marks	80,875	
Premises and equipment	1,931	
Other real estate owned, net of purchase accounting marks	904	
Deposit based intangible	993	
Mortgage servicing rights	120	
Deferred tax asset	948	
Bank owned life insurance	4,132	
Other assets	323	
Total assets	<u>124,697</u>	
Non-interest bearing deposits	22,349	
Interest bearing deposits	<u>82,165</u>	
Total deposits	104,514	
FHLB Borrowings	11,000	
Other liabilities	285	
Total liabilities	<u>115,799</u>	
Net assets acquired		<u>8,898</u>
Goodwill		\$ <u>1,839</u>

The results of operations for the twelve months ended December 31, 2016, include the operating results of the acquired assets and assumed liabilities for the 245 days subsequent to the acquisition date. Eagle River's results of operations prior to the acquisition date are not included in the Corporation's consolidated statement of comprehensive income.

In addition to the data processing termination fees of \$1.763 million, the Corporation incurred other Eagle River transaction related expenses of \$.954 million, for a total of \$2.717 million, or \$1.793 million on an after tax basis during 2016. These expenses included professional services such as legal, accounting, employee severance payments and contractual arrangements for consulting services.

Niagara Bancorporation

The Corporation completed its acquisition of Niagara on August 31, 2016. Niagara had four branch offices and approximately \$67 million in assets as of August 31, 2016. The results of operations due to the merger have been included in the Corporation's results since the acquisition date. The merger was effected with a cash payment of \$7.325 million.

The table below highlights the allocation of the purchase price (dollars in thousands, except per share data):

Purchase Price:

Niagara shares outstanding	4,354	
Price per share/Cash price	\$ 1,682.36	
Total purchase price		\$ 7,325

Net assets acquired:

Cash and cash equivalents	\$ 9,778	
Securities available for sale	21,491	
FRB & FHLB Stock	287	
Total Loans, net of purchase accounting marks	31,707	
Premises and equipment	926	
Other real estate owned, net of purchase accounting marks	301	
Deposit based intangible	300	
Mortgage servicing rights	87	
Deferred tax assets	397	
Bank owned life insurance	1,109	
Other assets	302	
Total assets	66,685	
Non-interest bearing deposits	5,396	
Interest bearing deposits	53,788	
Total deposits	59,184	
Other liabilities	226	
Total liabilities	59,410	
Net assets acquired		<u>7,275</u>
Goodwill		\$ <u>50</u>

The results of operations for the twelve months ended December 31, 2016, include the operating results of the acquired assets and assumed liabilities for the 122 days subsequent to the acquisition date. Niagara's results of operations prior to the acquisition date are not included in the Corporation's consolidated statement of comprehensive income.

The Corporation incurred Niagara transaction related expenses of \$.384 million, or \$.253 million on an after tax basis during 2016. These expenses included professional services such as legal, accounting, employee severance payments and contractual arrangements for consulting services.

The following table provides the unaudited pro forma information for the results of operations for the twelve months ended December 31, 2016 and 2015, as if both the Eagle River acquisition and Niagara acquisition had occurred on January 1. These adjustments reflect the impact of certain purchase accounting fair value measurements, primarily on the loan and deposit portfolios of Eagle River and Niagara. In addition, the merger-related costs noted above are excluded from the 2016 results of operations, for comparative purposes. Further operating cost savings are expected along with additional business synergies as a result of the merger which are not presented in the pro forma amounts. These unaudited pro forma results are presented for illustrative purposes only and are not intended to represent or be indicative of the actual results of operations of the combined banking organization that would have been achieved had

the merger occurred at the beginning of the period presented, nor are they intended to represent or be indicative of future results of the Corporation.

	<u>2016</u>	<u>2015</u>
Net interest income	\$ 36,902	\$ 32,924
Noninterest income	5,129	4,865
Noninterest expense	30,857	26,851
Net income	7,375	7,219
Net income per diluted share	\$ 1.18	\$ 1.15

Fair Value

In most instances, determining the fair value of the acquired assets and assumed liabilities required the Corporation to estimate the cash flows expected to result from those assets and liabilities and to discount those cash flows at appropriate rates of interest. The most significant of those determinations is related to the valuation of acquired loans. For such loans, the excess cash flows expected at merger over the estimated fair value is recognized as interest income over the remaining lives of the loans. The difference between contractually required payments at merger and the cash flows expected to be collected at merger reflects the impact of estimated credit losses, interest rate changes, and other factors, such as prepayments. In accordance with the applicable accounting guidance for business combinations, there was no carry-over of the acquired banks' previously established allowance for loan losses.

Goodwill recognized in these acquisitions was based primarily due to the synergies and economies of scale expected from combining the operations of the Corporation with Eagle River and Niagara.

NOTE 22 — SUBSEQUENT EVENT

On January 16, 2018, the Corporation announced the signing of a definitive agreement to acquire First Federal of Northern Michigan Bancorp, Inc in Alpena, Michigan ("FFNM"). FFNM is headquartered in Alpena, Michigan and has assets in excess of \$320 million. The consummation of this transaction is expected to occur in the second quarter of 2018. Completion of the acquisition is subject to regulatory approval in addition to satisfaction of other customary closing conditions.

NOTE 23 — PARENT COMPANY ONLY FINANCIAL STATEMENTS**BALANCE SHEETS**
December 31, 2017 and 2016
(Dollars in Thousands)

	<u>2017</u>	<u>2016</u>
ASSETS		
Cash and cash equivalents	\$ 198	\$ 106
Investment in subsidiaries	97,984	97,407
Other assets	<u>3,263</u>	<u>4,014</u>
TOTAL ASSETS	<u>\$ 101,445</u>	<u>\$ 101,527</u>
LIABILITIES AND SHAREHOLDERS' EQUITY		
Line of Credit	\$ —	\$ 750
Other borrowing	18,999	21,199
Other liabilities	<u>1,046</u>	<u>969</u>
Total liabilities	<u>20,045</u>	<u>22,918</u>
Shareholders' equity:		
Common stock and additional paid in capital - no par value		
Authorized 18,000,000 shares		
Issued and outstanding - 6,294,930 and 6,263,371 shares respectively	61,981	61,583
Retained earnings	19,711	17,206
Accumulated other comprehensive income	<u>(292)</u>	<u>(180)</u>
Total shareholders' equity	<u>81,400</u>	<u>78,609</u>
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	<u>\$ 101,445</u>	<u>\$ 101,527</u>

STATEMENTS OF OPERATIONS
Years Ended December 31, 2017, 2016, and 2015
(Dollars in Thousands)

	<u>2017</u>	<u>2016</u>	<u>2015</u>
INCOME:			
Interest income	\$ —	\$ 2	\$ —
Total income	<u>\$ —</u>	<u>\$ 2</u>	<u>\$ —</u>
EXPENSES:			
Interest expense on borrowings	868	707	453
Salaries and benefits	698	900	876
Professional service fees	279	173	256
Transaction related expenses	50	443	—
Other	294	152	184
Total expenses	<u>2,189</u>	<u>2,375</u>	<u>1,769</u>
Loss before income taxes and equity in net income of subsidiaries	<u>(2,189)</u>	<u>(2,373)</u>	<u>(1,769)</u>
Provision for (benefit of) income taxes	<u>(27)</u>	<u>(807)</u>	<u>(602)</u>
Loss before equity in net income of subsidiaries	<u>(2,162)</u>	<u>(1,566)</u>	<u>(1,167)</u>
Equity in net income of subsidiaries	<u>7,641</u>	<u>6,049</u>	<u>6,763</u>
NET INCOME AVAILABLE TO COMMON SHAREHOLDERS	<u><u>\$ 5,479</u></u>	<u><u>\$ 4,483</u></u>	<u><u>\$ 5,596</u></u>

STATEMENTS OF CASH FLOWS
Years Ended December 31, 2017, 2016, and 2015
(Dollars in Thousands)

	<u>2017</u>	<u>2016</u>	<u>2015</u>
<u>Cash Flows from Operating Activities:</u>			
Net income	\$ 5,479	\$ 4,483	\$ 5,596
Adjustments to reconcile net income to net cash provided by operating activities:			
Equity in net (income) of subsidiaries	(7,641)	(6,049)	(6,763)
Increase in capital from stock based compensation	398	600	576
Change in other assets	751	(1,033)	2,903
Change in other liabilities	77	(132)	(4,907)
Net cash provided by (used in) operating activities	<u>(936)</u>	<u>(2,131)</u>	<u>(2,595)</u>
<u>Cash Flows from Investing Activities:</u>			
Investments in subsidiaries	7,000	11,825	5,839
Net cash paid in acquisitions	—	(19,825)	—
Net cash provided by (used in) investing activities	<u>7,000</u>	<u>(8,000)</u>	<u>5,839</u>
<u>Cash Flows from Financing Activities:</u>			
Increase on term borrowing	—	19,799	—
Principal payments on term borrowings	(2,200)	(100)	(100)
Net activity on line of credit	(750)	(7,800)	(550)
Repurchase of common stock	—	(150)	(1,122)
Dividend on common stock	(3,022)	(2,498)	(2,179)
Net cash provided by (used in) financing activities	<u>(5,972)</u>	<u>9,251</u>	<u>(3,951)</u>
Net increase (decrease) in cash and cash equivalents	92	(880)	(707)
Cash and cash equivalents at beginning of period	<u>106</u>	<u>986</u>	<u>1,693</u>
Cash and cash equivalents at end of period	<u>\$ 198</u>	<u>\$ 106</u>	<u>\$ 986</u>

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Disclosure Controls and Procedures

As of the end of the period covered by this report, management of the company, under the supervision and with the participation of the Chief Executive Officer and Chief Financial Officer, carried out an evaluation of the effectiveness of the design and operation of the Corporation's disclosure controls and procedures as defined under Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934 (the "Exchange Act"). Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Corporation's disclosure controls and procedures were effective, in ensuring the information relating to the Corporation (and its consolidated subsidiaries) required to be disclosed by the Corporation in the reports it files or submits under the Exchange Act was recorded, processed, summarized and reported to the Corporation's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

There were no changes in the Corporation's internal control over financial reporting that occurred during the quarter ended December 31, 2017 that have materially affected, or are reasonably likely to materially affect, the Corporation's internal control over financial reporting.

Report on Management's Assessment of Internal Control over Financial Reporting

Mackinac Financial Corporation is responsible for the preparation, integrity, and fair presentation of the consolidated financial statements included in this Form 10-K. The consolidated financial statements and notes included in this Form 10-K have been prepared in conformity with generally accepted accounting principles in the United States and necessarily include some amounts that are based on management's best estimates and judgments.

We, as management of Mackinac Financial Corporation, are responsible for establishing and maintaining effective internal control over financial reporting that is designed to produce reliable financial statements in conformity with generally accepted accounting principles in the United States. The system of internal control over financial reporting as it relates to the financial statements is evaluated for effectiveness by management and tested for reliability through a program of internal audits. Actions are taken to correct potential deficiencies as they are identified. Any system of internal control, no matter how well designed, has inherent limitations, including the possibility that a control can be circumvented or overridden and misstatements due to error or fraud may occur and not be detected. Also, because of changes in conditions, internal control effectiveness may vary over time. Accordingly, even an effective system of internal control will provide only reasonable assurance with respect to financial statement preparation.

Management assessed the Corporation's system of internal control over financial reporting as of December 31, 2017, in relation to criteria for the effective internal control over financial reporting as described in "Internal Control — Integrated Framework," issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, management concludes that, as of December 31, 2017, its system of internal control over financial reporting is effective and meets the criteria of the "Internal Control — Integrated Framework."

Item 9B. Other Information

None.

PART III

Item 10. Directors, Executive Officers, and Corporate Governance

Executive Officers of the Registrant

The executive officers of the Corporation are listed below. The executive officers serve at the pleasure of the Board of Directors and are appointed by the Board annually. There are no arrangements or understandings between any officer and any other person pursuant to which the officer was selected.

<u>Name</u>	<u>Age</u>	<u>Position</u>
Paul D. Tobias	67	Chairman and Chief Executive Officer
Kelly W. George	50	President
Jesse A. Deering	38	Executive Vice President/Chief Financial Officer

Additional information for the executive officers of the registrant is included in the Corporation's Proxy Statement for its 2018 Annual Meeting of Shareholders under the caption "Executive Officers."

The information set forth under the captions "Information About Directors and Nominees," "Director Independence," "Board of Directors and Committees," "Indebtedness and Transactions with Management," and "Section 16(a) Beneficial Ownership Reporting Compliance" in the Corporation's definitive Proxy Statement for its 2018 Annual Meeting of Shareholders (the "Proxy Statement"), a copy of which will be filed with the SEC prior to the meeting date, is incorporated herein by reference.

Item 11. Executive Compensation

Information relating to compensation of the Corporation's executive officers and directors is contained under the caption "Compensation of Executive Officers and Directors" in the Corporation's Proxy Statement and is incorporated herein by reference.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

Information relating to security ownership of certain beneficial owners and management is contained under the caption "Beneficial Ownership of Common Stock" in the Corporation's Proxy Statement is incorporated herein by reference.

The following table provides information as of December 31, 2017 with respect to compensation plans (including individual compensation arrangements) under which equity securities of the Corporation are authorized for issuance. All such compensation plans were previously approved by security holders.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted average exercise issue price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity stock based compensation plans approved by security holders:			
Issued and outstanding:			
Restricted stock awards - August 2012	37,125	7.91	—
Restricted stock awards - March 2014	39,580	12.95	—
Restricted stock awards - March 2015	37,730	11.15	—
Restricted stock awards - February 2016	35,733	9.91	—
Restricted stock awards - February 2017	28,427	13.39	—
Shares available for future issuance	—	—	165,299
Total	178,595	\$ 10.98	165,299

Item 13. Certain Relationships, Related Transactions and Director Independence

Information relating to certain relationships and related transactions is contained under the caption “Indebtedness of and Transactions with Management” in the Corporation’s Proxy Statement and is incorporated herein by reference.

Additional information is contained under the captions “Information about Directors and Nominees and “Board of Directors Meetings and Committees.” within the Corporation’s Proxy Statement and is incorporated herein by reference.

Item 14. Principal Accountant Fees and Services

Information relating to principal accountant fees and services is contained under the caption “Principal Accountant Fees and Services” in the Corporation’s Proxy Statement and is incorporated herein by reference.

PART IV

Item 15. Exhibits and Financial Statement Schedules

(commission file number for all incorporated documents: 0-20167)

(a) The following documents are filed as a part of this report.

1. Consolidated Financial Statements

(i) The financial statements of the Corporation included in this Form 10-K are listed in Part II, Item 8.

2. All of the schedules for which provision is made in the applicable accounting regulations of the Securities and Exchange Commission are either not required under the related instruction, the required information is contained elsewhere in the Form 10-K, or the schedules are inapplicable, and therefore have been omitted.

3. Exhibits

The exhibits required to be filed as part of this Form 10-K are listed in the attached Exhibit Index.

INDEX TO EXHIBITS

Exhibit Number	Exhibit Description	Incorporated by Reference				
		Form	File No.	Exhibit	Filing Date	Filed Herewith
2.1	Stock Purchase Agreement, dated as of January 19, 2016, by and between Ellis Bankshares, Inc. and Mackinac Financial Corporation	8-K	000-20167	2.1	1/19/2016	
2.2	Stock Purchase Agreement, dated as of May 24, 2016, by and among Mackinac Financial Corporation, the Sellers named therein, and Niagara Bancorporation, Inc.	8-K	000-20167	2.1	5/24/2016	
2.3	Agreement and Plan of Merger, dated as of January 16, 2018, by and among Mackinac Financial Corporation and First Federal of Northern Michigan Bancorp, Inc.	8-K	000-20167	2.1	1/16/2018	
2.4	First Amendment to Agreement and Plan of Merger Dated as of February 8, 2018, by and among Mackinac Financial Corporation and First Federal of Northern Michigan Bancorp, Inc.	8-K	000-20167	2.1	2/13/2018	
3.1	Articles of Incorporation and all amendments (most recent amendment filed December 14, 2004)	10-K	000-20167	3.1	3/31/2009	
3.3	Third Amended and Restated Bylaws adopted March 18, 2014	8-K	000-20167	3.1	3/24/2014	

10.1	Form of Director and Officer Indemnification Agreement**	8-K	000-20167	10.1	3/24/2014	
10.2	Mackinac Financial Corporation 2012 Incentive Compensation Plan**	DEF14A	000-20167	Annex I	4/25/2012	
10.3	Amended and Restated Employment Agreement, dated as of March 1, 2018, by and between Mackinac Financial Corporation and Paul D. Tobias**					*
10.4	Amended and Restated Employment Agreement, dated as of March 1, 2018, by and between Mackinac Financial Corporation and Kelly W. George**					*
10.5	Amended and Restated Employment Agreement, dated as of March 1, 2018, by and between Mackinac Financial Corporation and Jesse A. Deering **					*
10.6	Form of Restricted Stock Unit Award Agreement under the Mackinac Financial Corporation 2012 Incentive Compensation Plan**	8-K	000-20167	10.3	8/13/2012	
21	Subsidiaries of the Corporation					*
23.1	Consent of Plante & Moran, PLLC					*
31	Rule 13(a) — 14(a) Certifications					*
32.1	Section 1350 Chief Executive Officer Certification					*
32.2	Section 1350 Chief Financial Officer Certification					*
101.INS	XBRL Instance Document					*
101.SCH	XBRL Taxonomy Extension Schema Document***					*
101.CA	XBRL Taxonomy Extension Calculation Linkbase Document***					*
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document***					*
101.LA	XBRL Taxonomy Extension Labels Linkbase Document***					*
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document***					*

* Filed herewith.

** Management compensatory plan, contract, or arrangement.

*** As provided in Rule 406T of Regulation S-T, this information shall not be deemed “filed” for the purposes of Sections 11 and 12 of the Securities Act of 1933 and Section 18 of the Securities Exchange Act of 1934 or otherwise subject to liability under those Sections.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Corporation has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, dated March 15, 2018.

MACKINAC FINANCIAL CORPORATION

/s/ Paul D. Tobias

Paul D. Tobias

Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below on March 15, 2018, by the following persons on behalf of the Corporation and in the capacities indicated. Each director of the Corporation, whose signature appears below, hereby appoints Paul D. Tobias and Jesse A. Deering, and each of them severally, as his attorney-in-fact, to sign in his name and on his behalf, as a director of the Corporation, and to file with the Commission any and all Amendments to this Report on Form 10-K.

Signature

/s/ Paul D. Tobias

Paul D. Tobias — Chairman,

Chief Executive Officer & Director
(principal executive officer)

/s/ Walter J. Aspatore

Walter J. Aspatore - Director

/s/ Robert E. Mahaney

Robert E. Mahaney — Director

/s/ Dennis B. Bittner

Dennis B. Bittner — Director

/s/ Kelly W. George

Kelly W. George — President & Director

/s/ David R. Steinhardt

David R. Steinhardt — Director

/s/ Jesse A. Deering

Jesse A. Deering — Executive Vice President/Chief
Financial Officer
(principal financial and accounting officer)

/s/ Joseph D. Garea

Joseph D. Garea — Director

/s/ Robert H. Orley

Robert H. Orley - Director

/s/ L. Brooks Patterson

L. Brooks Patterson — Director

/s/ Randolph C. Paschke

Randolph C. Paschke — Director

Subsidiaries of Mackinac Financial Corporation

First Manistique Agency, Inc. - 100% owned
(incorporated as a Michigan corporation)

First Rural Relending Company - 100% owned
(incorporated as a Michigan corporation)

North Country Capital Trust — 100% owned
(organized as a Delaware business trust)

mBank - 100% owned
(incorporated as a Michigan banking corporation)

Mackinac Financial Corporation directly owns the four subsidiaries listed above.

Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 (no. 333-183199) of Mackinac Financial Corporation, of our report dated March 13, 2018 on the financial statements of Mackinac Financial Corporation and Subsidiaries for the year ended December 31, 2017, appearing in this Form 10-K.

/s/Plante & Moran, PLLC

March 13, 2018
Auburn Hills, Michigan

RULE 13(a) — 14 (a) CERTIFICATIONS

I, Paul D. Tobias, Chairman and Chief Executive Officer of Mackinac Financial Corporation certify that:

1. I have reviewed this report on Form 10-K of Mackinac Financial Corporation (the “registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements and other financial information included in this report fairly present, in all material respects, the financial condition, results of operations, and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15(d)-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: March 15, 2018

/s/ Paul D. Tobias

Paul D. Tobias

Chairman and Chief Executive Officer

(principal executive officer)

I, Jesse A. Deering, Executive Vice President/Chief Financial Officer of Mackinac Financial Corporation, certify that:

1. I have reviewed this report on Form 10-K of Mackinac Financial Corporation (the “registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15(d)-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: March 15, 2018

/s/ Jesse A. Deering

Jesse A. Deering
Executive Vice President/
Chief Financial Officer
(principal financial officer)

MACKINAC FINANCIAL CORPORATION
CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

This certification is provided pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C § 1350, and accompanies the annual report on Form 10-K for the year ended December 31, 2017, (the “Form 10-K”) of Mackinac Financial Corporation (the “Issuer”).

I, Paul D. Tobias, Chairman and Chief Executive Office of the Issuer, certify that to the best of my knowledge:

- (1) The Form 10-K fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934 (15 U.S.C. 78m(a) or 78o(d)); and
- (2) The information contained in the Form 10-K fairly presents, in all material respects, the financial condition and results of operation of the Issuer.

Date: March 15, 2018

/s/ Paul D. Tobias

Paul D. Tobias
Chairman and Chief Executive Officer
(chief executive officer)

MACKINAC FINANCIAL CORPORATION
CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

This certification is provided pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C § 1350, and accompanies the annual report on Form 10-K for the year ended December 31, 2017, (the “Form 10-K”) of Mackinac Financial Corporation (the “Issuer”).

I, Jesse A. Deering, Executive Vice President/Chief Financial Officer of the Issuer, certify that to the best of my knowledge:

- (1) The Form 10-K fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934 (15 U.S.C. 78m(a) or 78o(d)); and
- (2) The information contained in the Form 10-K fairly presents, in all material respects, the financial condition and results of operation of the Issuer.

Date: March 15, 2018

/s/ Jesse A. Deering

Jesse A. Deering
Executive Vice President/
Chief Financial Officer
(chief financial officer)

Directors + Officers

DIRECTORS	OCCUPATION	DATE JOINED
Walter J. Aspatore Lead Director	Chairman Methode Electronics, Inc.	2004
Dennis B. Bittner	Owner and President Bittner Engineering, Inc.	2001
Joseph D. Garea	Managing Director Detalus Advisors	2007
Kelly W. George	President, Mackinac Financial Corporation President and CEO, mBank	2006
Robert E. Mahaney	Owner and President Veridea Group, LLC	2008
Robert H. Orley	Founding Partner O2 Investments, LLC	2004
Randolph C. Paschke	Executive-in-Residence, Mike Ilitch School of Business Wayne State University	2004
L. Brooks Patterson	County Executive Oakland County	2006
David R. Steinhardt	Co-Founder and Board Member Clarity Capital	2012
Paul D. Tobias	Chairman and CEO, Mackinac Financial Corporation Chairman, mBank	2004

OFFICERS	MACKINAC FINANCIAL CORPORATION	LOCATION
Paul D. Tobias	Chairman Chief Executive Officer	Birmingham
Kelly W. George	President	Manistique
Jesse A. Deering	Executive Vice President Chief Financial Officer	Birmingham

OFFICERS	MBANK EXECUTIVE MANAGEMENT	LOCATION
Paul D. Tobias	Chairman	Birmingham
Kelly W. George	President Chief Executive Officer	Manistique
Jesse A. Deering	Executive Vice President Chief Financial Officer	Birmingham
Tamara R. McDowell	Executive Vice President Managing Director Credit Admin/Operations/IT	Manistique
Joanna B. Slaght	Executive Vice President, Managing Director of Administration & Regulatory Compliance Risk	Manistique
Clay V. Peterson	Executive Vice President, Western U.P. & Wisconsin Market Executive and Managing Director of Retail Banking	Escanaba

OFFICERS	MBANK SENIOR MANAGEMENT	LOCATION
Sherry Arnold	Senior Vice President – Bank Administration/ Training and Development Manager	Manistique
Linda Bolda	Senior Vice President – Director of Human Resources	Manistique
Jeremy Flodin	Senior Vice President – Senior Credit Administrator/ Risk Analyst	Manistique
Michael Hoar	Senior Vice President – Director of Information Technology/ Communications/Facilities Maintenance	Manistique
Edward Lewan	President mBank Business Credit Asset Based Lending Division	Birmingham
Boris Martysz	Senior Vice President – Senior Commercial Banking Officer	Marquette
Erin McCormick	Senior Vice President – Branch Administration & Sales Officer	Eagle River
Andrew Sabatine	Regional President – Northern Lower Michigan	Traverse City
Gregory Schuetter	Senior Vice President – Marquette County Executive/ Eastern UP Commercial Lending Manager	Manistique
Jennifer Stempki	Senior Vice President – Controller/ Liquidity Funding Manager	Manistique

ADDITIONAL OFFICERS	CENTRAL DEPARTMENTS	DEPARTMENT
Michael Gallagher	Regional Vice President	Asset Based Lending
Austin Meyers	Assistant Vice President – Credit Manager	Asset Based Lending
Julie Bosanic	Vice President – Director of Mortgage Administration	Central Credit
Shannon O’Brien	Assistant Vice President – Sr. Credit Analyst Supervisor/ Assistant Credit Risk Manager	Central Credit
Nicole Tryan	Assistant Vice President – Senior Loan Operations Officer	Central Credit
Bernadette Beaudre	Vice President – Deposit Compliance/BSA Officer	Compliance/ Administration
Amy Lee	Assistant Vice President – Training and Development Officer	Compliance/ Administration
Ryan Valiquette	Assistant Vice President – Senior Network Administrator	Information Technology
Bethany Cody	Assistant Vice President – Marketing Officer	Marketing

ADDITIONAL OFFICERS	UPPER PENINSULA	LOCATION
Ann Deming	Vice President – Mortgage & Consumer Lending Manager	Escanaba
Scott Ravet	Vice President – Commercial Banking Officer	Escanaba
April Stropich	Assistant Vice President – Mortgage Loan Officer	Escanaba
Terry Garceau	Vice President – Retail & Commercial Banking Officer	Ishpeming
Richard Demers	Vice President – Commercial Banking Officer	Manistique
Magan Peterson	Vice President – Mortgage Loan Officer	Manistique
Ross Anthony	Vice President – Mortgage Loan Officer	Marquette
Josh Bal	Assistant Vice President – Mortgage Loan Officer	Marquette
Catherine Bolm	Vice President – Mortgage Loan Officer	Marquette
Joseph Havican	Vice President – Commercial Banking Officer	Marquette
Jeremy Hinkson	Assistant Vice President – Commercial Banking Officer	Marquette
Teresa Same	Vice President – Branch Operations	Marquette
Angela Buckingham	Assistant Vice President – Branch Manager	Newberry
Michael Slaght	Vice President – Commercial Banking Officer	Newberry
David Thomas	Vice President – Commercial Banking Officer	Sault Ste. Marie
Barbara Parrett	Vice President – Branch Operations	Stephenson

ADDITIONAL OFFICERS	SOUTHEAST MICHIGAN	LOCATION
George Demou	Vice President – Senior Commercial Banking Officer	Birmingham
Laura Garvin	Vice President – Senior Commercial Portfolio Manager	Birmingham
Amy Gennaro	Vice President – Senior Commercial Banking Officer	Birmingham

ADDITIONAL OFFICERS	NORTHERN LOWER PENINSULA	LOCATION
Janet Willbee	Vice President – Mortgage Loan Officer	Gaylord
Michael Caruso	Vice President – Senior Commercial Banking Officer	Traverse City
Daniel Galbraith	Assistant Vice President – Branch Manager	Traverse City
John Klingel Smith	Vice President – Mortgage Loan Officer	Traverse City
Daniel Stoudt	Assistant Vice President – Mortgage Loan Officer	Traverse City

ADDITIONAL OFFICERS	WISCONSIN	LOCATION
John Hletko	Assistant Vice President – Mortgage Loan Officer	Eagle River
Jason (Jed) Lechleitner	Assistant Vice President – Commercial Banking Officer	Eagle River
Patrick Nickel	Vice President – Senior Commercial Banking Officer	Eagle River
Eric Wozny	Assistant Vice President – Commercial Banking Officer	Niagara
Catherine Humbaugh	Assistant Vice President – Mortgage Loan Officer	St. Germain
Debbie Vold	Assistant Vice President – Mortgage Loan Officer	Three Lakes

LEFT BLANK INTENTIONALLY

Corporate Information

CORPORATE HEADQUARTERS

Mackinac Financial Corporation

130 S. Cedar Street
Manistique, MI 49854
(888) 343-8147

INVESTOR RELATIONS

Jesse A. Deering EVP/CFO

(248) 290-5906
jdeering@bankmbank.com

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Plante Moran, PLLC

Auburn Hills, Michigan

TRANSFER AGENT

Broadridge

51 Mercedes Way
Edgewood, NY 11717
(844) 318-0133

STOCK LISTING AND SYMBOL

NASDAQ Capital Market

Symbol: MFNC

WEBSITE

bankmbank.com

SHAREHOLDER INFORMATION

Copies of the company's 10-K and 10-Q reports as filed with the Securities and Exchange Commission are available upon request from the Company.

ANNUAL SHAREHOLDERS' MEETING

The 2018 Annual Meeting of the Shareholders of Mackinac Financial Corporation will be held on May 30, 2018 at:

Staybridge Suites

855 W. Washington Street
Marquette, MI 49855

Visit our website, bankmbank.com, for investor relations, updated news releases, financial reports, SEC filings, corporate governance and other investor information.



mBank Headquarters | Manistique, MI



mBank Regional Office | Marquette, MI



130 South Cedar Street, Manistique, MI 49854