

# OUR FIRST 150 YEARS

2014 ANNUAL REPORT



## Stockholder Information

### DIVIDEND REINVESTMENT PLAN TRANSFER AND DIVIDEND PAYING AGENT

For information concerning the Company's Dividend Reinvestment Plan or for stockholder inquiries concerning dividend checks or their stockholder records, contact:

### REGULAR MAIL

Computershare  
P.O. Box 30170  
College Station, TX 77842-3170

### STREET ADDRESS FOR OVERNIGHT DELIVERY

Computershare  
211 Quality Circle, Suite 210  
College Station, TX 77845  
(312) 360-5377 | (877) 373-6374  
[www.computershare.com/contactus](http://www.computershare.com/contactus)

### PRIMARY MARKET MAKERS

FIG Partners, LLC  
1175 Peachtree St., NE 100  
Colony Square, Suite 2250  
Atlanta, GA 30361  
866-344-2657

Boenning & Scattergood  
9916 Brewster Lane  
Powell, OH 43065  
866-326-8113

Raymond James  
222 S. Riverside Plaza  
7th Floor  
Chicago, IL 60606  
800-800-4693

Hovde Group  
3400 Peachtree Road, NE  
Suite 1035  
Atlanta, GA 30326  
866-971-0961

### FORM 10-K

A copy of the 2014 Annual Report on Form 10-K with all exhibits filed with the Securities and Exchange Commission (SEC) is available, free of charge, at [www.firstmid.com](http://www.firstmid.com) by clicking on "Investor Relations" and then on "SEC Filings." All periodic and current reports of First Mid-Illinois Bancshares, Inc. can be accessed through this website as soon as reasonably practicable after these materials are filed with the SEC.

A copy may also be obtained by sending a written request to:  
Ms. Lee Ann Perry,  
First Mid-Illinois Bancshares, Inc.  
1421 Charleston Avenue  
P.O. Box 499  
Mattoon, Illinois, 61938  
or by email to: [lperry@firstmid.com](mailto:lperry@firstmid.com)

### ANNUAL MEETING OF STOCKHOLDERS

The annual meeting of stockholders will be Wednesday, April 29, 2015, at 4:00 p.m. in the lobby of First Mid-Illinois Bank & Trust, 1515 Charleston Avenue, Mattoon, Illinois.

## Corporate Profile

First Mid-Illinois Bancshares, Inc. is the parent company of First Mid-Illinois Bank & Trust, N.A. ("First Mid Bank"), Mid-Illinois Data Services, Inc. and First Mid Insurance Group. Our mission is to fulfill the financial needs of our communities with exceptional personal service, professionalism and integrity, and deliver meaningful value and results for customers and shareholders.

First Mid Bank was first chartered in 1865 and has since grown into a more than \$1.6 billion community-focused organization that provides financial services through a network of 35 banking centers in 23 Illinois communities. Our talented team is comprised of over 400 men and women who take great pride in First Mid Bank and the Company, their work and their ability to serve our customers.

More information about the Company is available on our website at [www.firstmid.com](http://www.firstmid.com). Our stock is traded in The NASDAQ Stock Market LLC under the ticker symbol "FMBH."



This document contains forward looking statements. For a discussion of factors that could cause actual results to differ materially from those contained in such statements, please see "Risk Factors" and "Management's Discussion and Analysis of Financial Condition of Results of Operations" in our annual report on Form 10-K included herein, and our other filings with the Securities and Exchange Commission.

# Five-Year Financial Data

(Dollars in thousands, except share data)

Selected Income Statement Data:	2014	2013	2012	2011	2010
Interest income	\$54,734	\$53,459	\$55,767	\$56,772	\$50,883
Interest expense	3,252	3,535	6,157	8,504	10,756
Net interest income	51,482	49,924	49,610	48,268	40,127
Provision for loan losses	629	2,193	2,647	3,101	3,737
Net income after provision for loan losses	50,853	47,731	46,963	45,167	36,390
Other income	18,369	19,341	18,310	15,787	13,820
Other expenses	44,507	43,504	42,838	43,053	36,927
Income before income taxes	24,715	23,568	22,435	17,901	13,283
Income taxes	9,254	8,846	8,410	6,529	4,522
Net income	15,461	14,722	14,025	11,372	8,761
Dividends on preferred shares	4,152	4,417	4,252	3,576	2,240
Net income available to common stockholders	\$11,309	\$10,305	\$9,773	\$7,796	\$6,521

Selected Balance Sheet Data:	2014	2013	2012	2011	2010
<b>Assets</b>					
Cash and cash equivalents	\$51,730	\$65,102	\$82,712	\$73,102	\$231,493
Certificates of deposit investments	—	—	6,665	13,231	10,000
Investment securities	431,506	488,724	508,309	478,967	342,866
Loans held for sale	1,958	514	212	1,046	114
Net loans	1,046,766	969,041	899,077	847,908	794,074
Other assets	75,143	82,117	81,057	86,702	89,698
Total assets	\$1,607,103	\$1,605,498	\$1,578,032	\$1,500,956	\$1,468,245
<b>Liabilities and Stockholders' Equity</b>					
Deposits	\$1,272,077	\$1,287,616	\$1,274,065	\$1,170,734	\$1,212,710
Other borrowings	162,489	159,807	139,104	181,000	137,427
Other liabilities	7,621	8,694	8,176	8,255	5,843
Total liabilities	1,442,187	1,456,117	1,421,345	1,359,989	1,355,980
Stockholders' equity	164,916	149,381	156,687	140,967	112,265
Total liabilities and stockholders' equity	\$1,607,103	\$1,605,498	\$1,578,032	\$1,500,956	\$1,468,245
Dividends to preferred stockholders	\$4,152	\$4,417	\$4,252	\$3,576	\$2,240
Dividends paid to common stockholders	\$3,540	\$2,713	\$3,787	\$2,304	\$2,314
Dividends paid per common share	0.55	0.46	0.63	0.38	0.38
Basic earnings per common share	1.88	1.74	1.62	1.29	1.07
Diluted earnings per common share	1.85	1.73	1.62	1.29	1.07
Book value per common share	19.55	16.54	17.53	16.18	14.46



# A Message from the Chairman

**A**s we embark on our 150th year in

business, it is rewarding to look back and recap 2014 performance, which was in many respects our best year yet. We achieved all-time highs in net income, our asset quality metrics were outstanding and our loan growth was three times the increase in 2014 GDP. In addition, we reported a dividend increase of 20% and we moved our stock listing from the OTC Bulletin Board to The NASDAQ Stock Market LLC. This move should increase company visibility and facilitate greater liquidity and efficiency in our stock trading. We were also pleased to announce the addition of two new board members, Rob Cook and Jim Zimmer (*see page 4*), and we have expanded our board and executive team's collective skills and expertise. Also, in January of

2015, we announced the acquisition of twelve branches throughout Southern Illinois from Old National Bank that once completed, subject to customary closing conditions, will increase our total assets to over \$2 billion. This was a busy and productive year for First Mid and I am proud to detail our 2014 results more fully in this report.

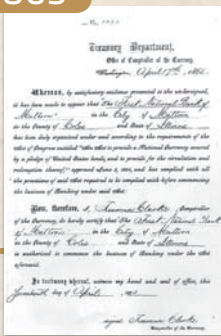
As I said, the financial performance of First Mid-Illinois Bancshares, Inc. was strong in 2014. Our net income and earnings per share finished at all-time highs and we continued to deliver very good asset quality results. In addition, our return-on-assets and return-on-equity were higher in 2014, and each of our regulatory capital ratios increased from year-end 2013. Another noteworthy metric was tangible book value per share, which increased by 33% from December 31, 2013 to \$15.63 per share. This year was very strong from a financial perspective; however, our stock price may not fully reflect our financial performance. Yet I remain

convinced that in time, with continued strong results, we should look to the market to reward our performance.

Net income for 2014 was \$15,461,000 compared to \$14,722,000 for 2013, which tops our highest net income for the fourth year in a row. In fact, excluding the impact of securities gains, income from core operations increased by 13% in 2014, which is indicative of our strong operating performance. Diluted earnings per share increased by 7% to \$1.85 per share compared to \$1.73 per share for 2013. Net income for the fourth quarter of 2014 was \$3.9 million compared to \$3.6 million for the fourth quarter of 2013.

Net income was higher than last year as net interest income increased due to growth in loan balances, a higher net interest margin, and a reduction in the provision for loan losses. The provision was reduced as non-performing assets declined and net

1865



April 17, 1865. Bank charter #1024 was signed to establish First National Bank of Mattoon.

On May 1, 1865 the Bank opened for business.

May 20, 1874. Bank charter #2147 established Mattoon National Bank.

1874



Bank names used from 1865 to 1965.



1910-11

Late 1910, Mattoon National Bank merged with First National Bank of Mattoon to form The National Bank of Mattoon.

On July 1, 1911, the new bank opened for business in a recently constructed building on Broadway in Mattoon.



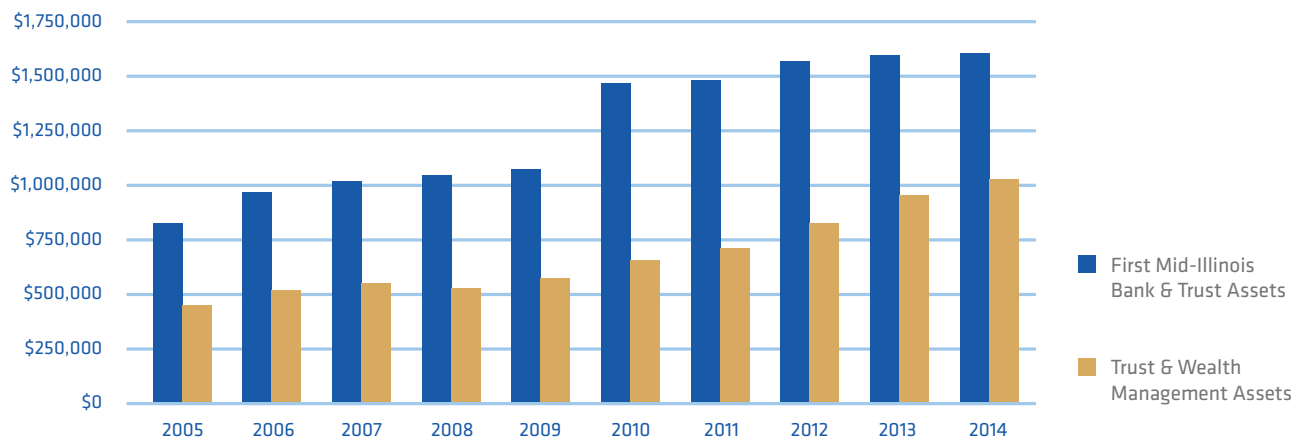
A photo of the bank lobby, taken around 1915.

1919

The National Bank of Mattoon was granted Trust Powers, creating the foundation for its own Trust Department.

## Year-End Assets

2005-2014 (Dollars in Thousands)



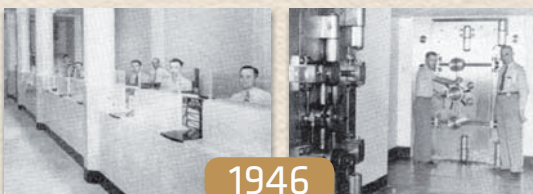
charge-offs were only \$.2 million for 2014. This is the lowest amount of net charge-offs that we have had since 1995.

Net interest income in 2014 of \$51.5 million compared favorably to \$49.9 million for 2013. This was due to growth in loan balances and a higher net interest margin. Loan balances increased 8.1% from \$983 million at December 31, 2013 to \$1.06 billion at December 31, 2014. This increase was primarily due to growth in commercial operating and commercial real estate loans across our market area and

we were pleased with the level of growth. The change in asset mix from investments to higher-yielding loans helped our net interest margin. The net interest margin on a tax-equivalent basis was 3.53% in 2014 compared to 3.47% in 2013. The improvement in the margin is positive considering that the low rate environment that has been prevalent for the past few years has continued throughout 2014. The spread between the interest rate received on loans and the amount paid on deposits and borrowings continues to be “squeezed” with the flat yield

curve. In addition to changing the mix of assets, we have maintained our low funding costs which helped reduce the impact of the reduction in rate spread. As a result of holding our deposit costs down, our deposit balances have remained flat and ended the year at \$1.27 billion as compared to \$1.29 billion at December 31, 2013.

The provision for loan losses decreased to \$.6 million in 2014 compared to \$2.2 million in 2013. Non-performing loans and other real estate owned balances declined to \$4.8 million



1946

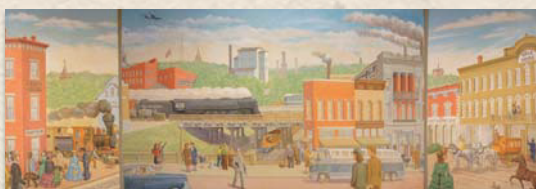
Interior of the bank was updated, including the teller line, new downstairs banking and bookkeeping room, safe deposit lobby with vault area, and an officer's quarters.



1964-65

Spring 1964, construction began on a new building on Charleston Avenue in Mattoon. Shown above in June of 1965, safe deposit boxes were relocated to the new building.

A local artist was commissioned to paint a mural for the bank lobby depicting Mattoon's history and its progress. The bank held a 4-day open house in July to showcase the remodeling.



The mural from the old bank lobby was removed and rehung in the basement of the new building. Upon completing the move, the bank was renamed First National Bank, Mattoon.



1982

Shareholders of First National Bank, Mattoon organized and established First Mid-Illinois Bancshares, Inc.

## Our Newest Board Members



ROBERT S. COOK (left)  
Managing Partner of  
TAR CO Investments, LLC

and

JAMES E. ZIMMER (right)  
Owner of Zimmer Real  
Estate Properties, LLC  
and Founder of Bio-Enzyme

at December 31, 2014 compared to \$7.0 million at December 31, 2013. As mentioned, net loan charge-offs amounted to only \$.2 million in 2014, down from \$.7 million in 2013. This improvement allowed us to reduce the provision for loan losses. Also, the balance of allowance for loan losses increased to \$13.7 million as of December 31, 2014 and we continue to have a strong coverage ratio of the allowance for loan losses to non-performing loans of 301%.

Non-interest income for 2014 was \$18.4 million compared to

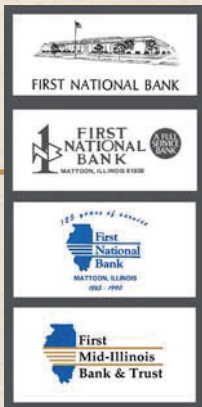
\$19.3 million for 2013. This year's non-interest income was lower than 2013 due to a reduction in gains on the sale of securities. In 2013, we sold trust preferred securities that resulted in a one-time gain of \$1.4 million. Mortgage banking revenue for the year also declined as refinances slowed. 2014 mortgage banking revenue was \$.6 million compared to \$.9 million in 2013. Partially offsetting the declines were service charges as they were \$.4 million higher in 2014 as a result of an increase in fees from overdrafts. Also, revenues from our trust and wealth management

area were \$212,000 higher in 2014 as a result of increases in revenue from our retirement services and brokerage units.

Operating expenses were \$44.5 million in 2014 compared to \$43.5 million in 2013, increasing by 2% as we continued to manage our cost structure. For both periods, higher officer salary and insurance costs were the primary reasons for the increase. Also, the company incurred NASDAQ listing expenses of \$126,000 in 2014.

Our regulatory capital ratios remain strong and are considered in excess of well-capitalized by regulatory definition. Each of the regulatory capital ratios was higher at December 31, 2014 than last year-end as a result of the increase in equity. The common equity tier 1 capital ratio increased from 7.78% to 10.32% at December 31, 2014, primarily due to the conversion of the Series B preferred stock. I mentioned that

Bank logos used from 1965 to the current logo created in 1992.



Acquisitions included Downstate National Bank (Altamont and Effingham) in 1994 and First of America Bank (Charleston) in 1997. In 1995 a banking center in Arcola was opened. The merger of Heartland Federal Savings and Loan was completed in 1997 to fully become part of First Mid-Illinois Bank & Trust.

1994-97

An insurance subsidiary of the company was established.

1998



Ribbon cutting in Decatur, 2000.

1992

Banking entities under First Mid-Illinois Bancshares merged to form First Mid-Illinois Bank & Trust, N.A.

Bancshares acquired Heartland Federal Savings and Loan Association (Charleston, Mattoon, Sullivan and Urbana).

First Mid launched its website.

1997



www.firstmid.com

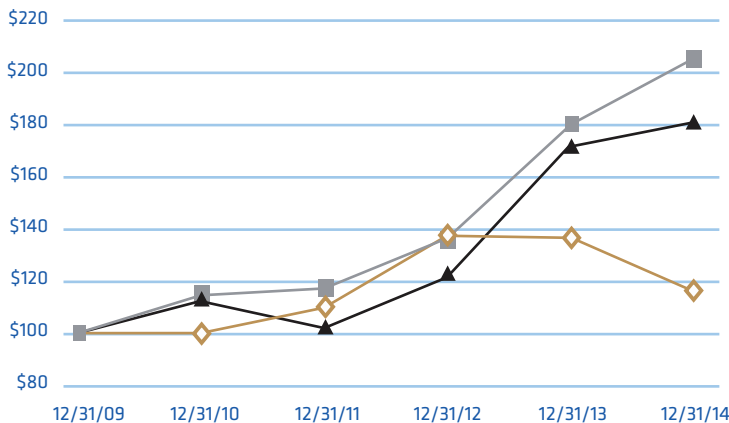
1999-2002

Acquisitions included Bank One (Monticello and Taylorville) in 1999 and American Bank (Highland) in 2001.

First Mid opened new banking centers in Decatur (2000), Champaign (2002) and Maryville (2002).

# Comparison of 5 Year Cumulative Total Return\*

Among First Mid-Illinois Bancshares, Inc., the S&P 500 Index, and the NASDAQ Bank Index



	12/31/09	12/31/10	12/31/11	12/31/12	12/31/13	12/31/14
First Mid-Illinois Bancshares, Inc.	\$100.00	\$100.65	\$109.90	\$138.04	\$136.23	\$117.98
S&P 500	\$100.00	\$115.06	\$117.49	\$136.30	\$180.44	\$205.14
NASDAQ Bank	\$100.00	\$114.16	\$102.17	\$121.26	\$171.86	\$180.31

\* \$100 invested on 12/31/09 in stock or index, including reinvestment of dividends. Fiscal year ending December 31.

Source: SNL Financial LC, Charlottesville, VA. ©2015

our tangible book value per share increased from \$11.75 at December 31, 2013 to \$15.63. This was a result of growth in net income, improvement in market value of securities, and conversion of preferred stock.

Again, I am pleased with our 2014 results and continue to be quite optimistic about First Mid's future. We have a fully committed team that is dedicated to delivering results for all our stakeholders: employees,

customers, communities, and you, our shareholders. In 2015, we will celebrate our 150th anniversary, which is an opportunity to reflect on First Mid's long and prosperous history. We intend to close on a strategic acquisition and to refresh our strategic plan that will deliver results and dividends for our stakeholders. I look forward to keeping you informed of our progress throughout 2015. Finally, I am extremely proud to work alongside and represent more than 400

First Mid team members whose values and expertise will establish a platform for success for our next 150 years.

Thank you for your continued support of First Mid-Illinois Bancshares, Inc.

Sincerely,

Joseph R. Dively  
Chairman, President  
and Chief Executive Officer

**2002**  
Insurance offerings were expanded with the acquisition of The Checkley Agency in Mattoon.

Acquisitions included Peoples State Bank (Mansfield, Mahomet and Weldon) in 2006 and First Bank (Galesburg, Knoxville, Peoria, Bartonville, Quincy) in 2010.

Additional banking centers were opened in Highland (2005), Decatur (2009) and Champaign (2009).

**2005-2010**

Insurance subsidiary is renamed First Mid Insurance Group.

**2011**

**First Mid stock to begin trading on NASDAQ**

MATTOON - First Mid-Illinois Bancshares Inc. officially announced at its annual shareholder meeting on Wednesday that its common stock has been approved by The NASDAQ Stock Market LLC for listing on the NASDAQ Global Market. First Mid-Illinois Bancshares is the parent company of First Mid-Illinois Bank and Trust, which offers full-service banking and financial services through 17 locations in 25 communities across Illinois. Trading on NASDAQ is expected to begin on May

May 1, 2014: First Mid stock became available for trade on The NASDAQ Stock Market LLC under the ticker symbol "FMBH".

**2014**



First Mid celebrated its 140th birthday with a customer appreciation cookout at the main bank in Mattoon.

**RAYMOND JAMES**

**2007**

Brokerage Services offered by our Trust Department began a partnership with Raymond James Financial Services.

As First Mid looks to its 150th year, we also begin planning the acquisition of twelve Old National Bank branches in Southern Illinois.

# Our Mission

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We fulfill the financial needs of our communities with exceptional personal service, professionalism and integrity, and deliver meaningful value and results for customers and shareholders.

# Our Values

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To make a positive IMPACT through our beliefs and actions. Strong, principled values have been the foundation of our Bank for 150 years.

## INTEGRITY

Integrity starts with honesty and trustworthiness. Integrity is at the core of our business and drives us to deliver on our promises and to have the courage and character to do what is right.

## MOTIVATION

We are motivated to provide exceptional personal service and to uphold our reputation as a trustworthy company. We are energized by our work, our team and through our service to our customers.

## PROFESSIONALISM

We take pride in our professionalism as reflected in our expertise and our high standards of performance and service delivery.

## ACCOUNTABILITY

We hold ourselves accountable by taking ownership for our individual actions and team performance.

## COMMITMENT

Commitment is the determination and dedication to the success of the Company demonstrated by balancing the needs of all our stakeholders.

## TEAMWORK

Teamwork is the foundation of our excellence. We collaborate in an environment grounded in respect for each other and the contribution of each individual's unique skills.





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, 2014

Or

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 0-13368

**FIRST MID-ILLINOIS BANCSHARES, INC.**

(Exact name of Registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**1421 Charleston Avenue, Mattoon, Illinois**

(Address of principal executive offices)

**37-1103704**

(I.R.S. employer identification no.)

**61938**

(Zip code)

**(217) 234-7454**

(Registrant's telephone number, including area code)

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

**Common stock, par value \$4.00 per share**

(Title of class)

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K 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. Yes

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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

The aggregate market value of the outstanding common stock, other than shares held by persons who may be deemed affiliates of the Registrant, as of the last business day of the Registrant's most recently completed second fiscal quarter was approximately \$70,804,295. Determination of stock ownership by non-affiliates was made solely for the purpose of responding to this requirement and the Registrant is not bound by this determination for any other purpose.

As of March 5, 2015, 7,017,236 shares of the Registrant's common stock, \$4.00 par value, were outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

**Document**

Portions of the Proxy Statement for 2015 Annual Meeting of Shareholders to be held on April 29, 2015

**Into Form 10-K Part:**

III

**First Mid-Illinois Bancshares, Inc.**  
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## PART I

### ITEM 1. BUSINESS

#### Company and Subsidiaries

First Mid-Illinois Bancshares, Inc. (the "Company") is a financial holding company. The Company is engaged in the business of banking through its wholly owned subsidiary, First Mid-Illinois Bank & Trust, N.A. ("First Mid Bank"). The Company provides data processing services to affiliates through another wholly owned subsidiary, Mid-Illinois Data Services, Inc. ("MIDS"). The Company offers insurance products and services to customers through its wholly owned subsidiary, The Checkley Agency, Inc. doing business as First Mid Insurance Group ("First Mid Insurance"). The Company also wholly owns two statutory business trusts, First Mid-Illinois Statutory Trust I ("Trust I"), and First Mid-Illinois Statutory Trust II ("Trust II"), both unconsolidated subsidiaries of the Company.

The Company, a Delaware corporation, was incorporated on September 8, 1981, and pursuant to the approval of the Board of Governors of the Federal Reserve System (the "Federal Reserve Board") became the holding company owning all of the outstanding stock of First National Bank, Mattoon ("First National") on June 1, 1982. First National changed its name to First Mid-Illinois Bank & Trust, N.A. in 1992. The Company acquired all of the outstanding stock of a number of community banks or thrift institutions on the following dates, and subsequently combined their operations with those of the Company:

- Mattoon Bank, Mattoon on April 2, 1984
- State Bank of Sullivan on April 1, 1985
- Cumberland County National Bank in Neoga on December 31, 1985
- First National Bank and Trust Company of Douglas County on December 31, 1986
- Charleston Community Bank on December 30, 1987
- Heartland Federal Savings and Loan Association on July 1, 1992
- Downstate Bancshares, Inc. on October 4, 1994
- American Bank of Illinois on April 20, 2001
- Peoples State Bank of Mansfield on May 1, 2006

In 1997, First Mid Bank acquired the Charleston, Illinois branch location and the customer base of First of America Bank and in 1999 acquired the Monticello, Taylorville and DeLand branch offices and deposit base of Bank One Illinois, N.A.

First Mid Bank also opened a *de novo* branch in Decatur, Illinois and a banking center in the Student Union of Eastern Illinois University in Charleston, Illinois (2000); *de novo* branches in Champaign, Illinois and Maryville, Illinois (2002), a *de novo* branch in Highland, Illinois (2005) *de novo* branches in Decatur, Illinois and Champaign, Illinois (2009), and a *de novo* branch in Decatur, Illinois (2013).

In 2002, the Company acquired all of the outstanding stock of First Mid Insurance, an insurance agency located in Mattoon.

On September 10, 2010, the Company acquired 10 Illinois branches (the "Branches") from First Bank, a Missouri state chartered bank, located in Bartonville, Bloomington, Galesburg, Knoxville, Peoria and Quincy, Illinois.

#### Employees

The Company, MIDS, First Mid Insurance and First Mid Bank, collectively, employed 400 people on a full-time equivalent basis as of December 31, 2014. The Company places a high priority on staff development, which involves extensive training, including customer service training. New employees are selected on the basis of both technical skills and customer service capabilities. None of the employees are covered by a collective bargaining agreement with the Company. The Company offers a variety of employee benefits.

## Business Lines

The Company has chosen to operate in three primary lines of business—community banking and wealth management through First Mid Bank and insurance brokerage through First Mid Insurance. Of these, the community banking line contributes approximately 91% of the Company's total revenues and profits. Within the community banking line, the Company serves commercial, retail and agricultural customers with a broad array of deposit and loan related products. The wealth management line provides estate planning, investment and farm management services for individuals and employee benefit services for business enterprises. The insurance brokerage line provides commercial lines insurance to businesses as well as homeowner, automobile and other types of personal lines insurance to individuals. All three lines emphasize a "hands on" approach to service so that products and services can be tailored to fit the specific needs of existing and potential customers. Management believes that by emphasizing this personalized approach, the Company can, to a degree, diminish the trend towards homogeneous financial services, thereby differentiating the Company from competitors and allowing for slightly higher operating margins in each of the three lines.

## Business Strategies

**Mission Statement.** The Company's mission statement is to fulfill the financial needs of our communities with exceptional personal service, professionalism and integrity, and deliver meaningful value and results for customers and shareholders.

**Excellence 2015.** Excellence 2015 is a strategic plan that was developed in 2012. This multi-year strategic plan has broad-based initiatives designed to ensure the Company performs at a level with the highest performing community banks in the Midwest and to increase value for its shareholders, customers and employees in the future. The strategic plan was developed by executive management of the Company, and modified and adopted by the Board of Directors, without incurring any costs for third-party assistance. This initiative coincides with the 150<sup>th</sup> anniversary of the organization that will occur in April 2015. The Excellence 2015 plan was not undertaken as a result of any weaknesses or deficiencies identified during the Company's control assessments but rather as part of the Company's effort to continually assess and improve. Excellence 2015 is comprised of broad strategies for growth, customers, employees, operations and infrastructure, shareholders and risk management. Following is a description of these strategies.

**Growth Strategy.** The Company believes that growth of revenues and its customer base is vital to the goal of increasing the value of its shareholders' investment. The Company strives to create shareholder value by maintaining a strong balance sheet and increasing profits. Management attempts to grow in two primary ways:

- by organic growth through adding new customers and selling more products and services to existing customers; and
- by acquisitions.

Virtually all of the Company's customer-contact personnel, in each of its business lines, are engaged in organic growth efforts to one degree or another. These personnel attempt to match products and services with the particular financial needs of individual customers and prospective customers. Many senior officers of the organization are required to attend monthly meetings where they report on their business development efforts and results. Executive management uses these meetings as an educational and risk management opportunity as well. Cross-selling opportunities are encouraged between the business lines and is facilitated by an on-line application.

Within the community banking line, the Company has focused on growing business operating and real estate loans. Total commercial real estate loans have increased from \$301 million at December 31, 2010 to \$380 million at December 31, 2014. Approximately 62% of the Company's total revenues were derived from lending activities in the fiscal year ended December 31, 2014. The Company has also focused on growing its commercial and retail deposit base through growth in checking, money markets and customer repurchase agreement balances. The wealth management line has focused its growth efforts on estate planning, and investment services for individuals and employee benefit services for businesses. The insurance brokerage line has focused on increasing property and casualty and group medical insurance for businesses and personal lines insurance to individuals.

Growth through acquisitions has been an integral part of the Company's strategy for an extended period of time. When reviewing acquisition possibilities, the Company focuses on those organizations where there is a cultural fit with its existing operations and where there is a strong likelihood of adding to shareholder value. Most past acquisitions have been cash-based transactions. The Company would also consider a stock-based acquisition if the strategic and financial metrics were compelling.

**Customer Strategy.** The Company uses its market and customer knowledge to build relationships that provide high-value customer experiences.

**Employee Strategy.** The judgments, experiences and capabilities of the Company's employees are used to create an environment where meeting the needs of our customer, communities and stockholders is always a priority.

**Strategy for Operations & Infrastructure.** Operationally, the Company centralizes most administrative and operational tasks within its home office in Mattoon, Illinois. This allows branches to maintain customer focus, helps assure compliance with banking regulations, keeps fixed administrative costs at as low a level as practicable, and allows for better management of risk inherent in the business. The Company also utilizes technology where practicable in daily banking activities to reduce the potential for human error. While the Company does not employ every new technology that is introduced, it attempts to be competitive with other banking organizations with respect to operational and customer technology.

**Shareholder Strategy.** The Company strives to provide a competitive dividend as well as the opportunity for stock price appreciation.

**Risk Management Strategy.** The Company maintains a comprehensive risk management framework. The Company has initiated an Enterprise Risk Management ("ERM") process whereby management assesses the relevant risks inherent in the business, determines internal controls and procedures are in place to address the various risks, develops a structure for monitoring and reporting risk indicators and trends over time, and incorporates action plans to manage risk positions. The ERM process was not undertaken as a result of any weaknesses or deficiencies identified during the Company's control assessments but rather is part of the Company's effort to continually assess and improve by taking a more holistic approach to risk management. The Company's Chief Risk Management Officer is responsible for facilitating the ERM process. The Company utilizes a comprehensive set of operational policies and procedures that have been developed over time. These policies are continually reviewed by management, the Chief Risk Management Officer, and the Board of Directors. The Company's internal audit function completes procedures to ensure compliance with these policies. While there are several risks that pertain to the business of banking, three risks that are inherent with most banking companies are credit risk, interest rate risk, and liquidity risk.

In the business of banking, credit risk is an important risk as losses from uncollectible loans can diminish capital, earnings and shareholder value. In order to address this risk, the lending function of First Mid Bank receives significant oversight from executive management and the Board of Directors. An important element of credit risk management is the quality, experience and training of the loan officers of First Mid Bank. The Company has invested, and will continue to invest, significant resources to ensure the quality, experience and training of First Mid Bank's loan officers in order to keep credit losses at a minimum. In addition to the human element of credit risk management, the Company's loan policies address the additional aspects of credit risk. Most lending personnel have signature authority that allows them to lend up to a certain amount based on their own judgment as to the creditworthiness of a borrower. The amount of the signature authority is based on the lending officers' experience and training. The Senior Loan Committee, consisting of the most experienced lenders within the organization and four non-employee members of the board of directors, must approve all underwriting decisions in excess of \$2 million and up to 75% of the legal lending limit which was approximately \$26 million at December 31, 2014. The full Board of Directors must approve all underwriting decisions in excess of 75% of the legal lending limit. While the underlying nature of lending will result in some amount of loan losses, First Mid Bank's loan loss experience has been good with average net charge offs amounting to \$1.9 million (0.22% of total loans) over the past five years. Nonperforming loans were \$4.5 million (0.43% of total loans) at December 31, 2014. These percentages have historically compared well with peer financial institutions and continue to do so today.

Interest rate and liquidity risk are two other forms of risk embedded in the banking business. The Company's Asset Liability Management Committee, consisting of experienced individuals who monitor all aspects of interest rates and maturities of interest earning assets and interest paying liabilities, manages these risks. The underlying objectives of interest rate and liquidity risk management are to shelter the Company's net interest margin from changes in interest rates while maintaining adequate liquidity reserves to meet unanticipated funding demands. The Company uses financial modeling technology as a tool for evaluating these risks. Despite the tools and methods used to monitor this risk, a sustained unfavorable interest rate environment will lead to some amount of compression in the net interest margin. During 2014, the Company's net interest margin increased to 3.43% from 3.38% in 2013.

## **Markets and Competition**

The Company has active competition in all areas in which First Mid Bank does business. First Mid Bank competes for commercial and individual deposits, loans, and trust business with many east central Illinois banks, savings and loan associations, and credit unions. The principal methods of competition in the banking and financial services industry are quality of services to customers, ease of access to facilities, and pricing of services, including interest rates paid on deposits, interest rates charged on loans, and fees charged for fiduciary and other banking services.

During 2014, First Mid Bank operated facilities in the Illinois counties of Adams, Bond, Champaign, Christian, Coles, Cumberland, Dewitt, Douglas, Effingham, Knox, Macon, Madison, McClean, Moultrie, Peoria and Piatt. Each facility primarily serves the community in which it is located. First Mid Bank served twenty-five different communities with thirty-seven separate locations in the towns of Altamont, Arcola, Bartonville, Bloomington, Champaign, Charleston, Decatur, Effingham, Galesburg, Highland, Knoxville, Mansfield, Mahomet, Maryville, Mattoon, Monticello, Neoga, Peoria, Pocahontas, Quincy, Sullivan, Taylorville, Tuscola, Urbana, and Weldon Illinois. Within the areas of service, there are numerous competing financial institutions and financial services companies. Subsequently, on January 16, 2015, First Mid Bank closed its facilities in Bloomington and Pocahontas.

## **Website**

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

## **NASDAQ Listing**

On May 12, 2014, the Company's common stock began trading on The NASDAQ Stock Market under the ticker "FMBH." Prior to the listing of the Company's common stock on NASDAQ, the common stock was traded on the OTC Bulletin Board.

### **Conversion of Series B Preferred Stock**

On September 23, 2014, the Board of Directors of the Company approved the mandatory conversion of all of the Company's issued and outstanding 4,926 shares of Series B 9% Non-Cumulative Perpetual Convertible Preferred Stock (the "Series B Preferred Stock") into shares of the Company's common stock. On November 17, 2014, the Company completed the mandatory conversion. The conversion ratio for each share of the Series B Preferred Stock was computed by dividing \$5,000 (the issuance price per share of the Series B Preferred Stock) by \$21.62 (the then current conversion price). The conversion ratio, therefore, was 231.267 shares of the Company's common stock for each share of Series B Preferred Stock. This resulted in the issuance of approximately 1,139,195 shares of common stock in the aggregate. As a result of the conversion, dividends ceased to accrue on the Series B Preferred Stock and certificates for shares of Series B Preferred Stock only represent the right to receive the appropriate number of shares of common stock, together with net accrued but unpaid dividends, and cash in lieu of fractional share interests.

### **Rights Agreement**

On January 21, 2015, the Company entered into an Amendment No. 1 to the Rights Agreement (the "Rights Agreement"), dated as of September 22, 2009, by and between the Company and Computershare Trust Company, N.A., as rights agent. This amendment accelerated the expiration of the Company's common stock purchase rights (the "Rights") from 5:00 p.m., Mattoon, Illinois time, on September 22, 2019, to 5:00 p.m., Mattoon, Illinois time, on January 21, 2015, and had the effect of terminating the Rights Agreement on that date. At the time of the termination of the Rights Agreement, all of the Rights distributed to holders of the Company's common stock pursuant to the Rights Agreement expired.

### **Branch Purchase and Assumption Agreement**

On January 30, 2015, First Mid-Illinois Bank & Trust, N.A. ("First Mid Bank") a wholly-owned subsidiary of the Company, entered into a Purchase and Assumption Agreement (the "Purchase Agreement") with Old National Bank, a national banking association having its principal office in Evansville, Indiana, pursuant to which First Mid Bank will purchase certain assets and assume certain liabilities of 12 branch offices of Old National Bank in Southern Illinois (the "Branches"). Pursuant to the terms of the Purchase Agreement, First Mid Bank has agreed to assume certain deposit liabilities and to acquire certain loans, as well as cash, real property, furniture, and other fixed operating assets associated with the Branches. The loan and deposit balances to be assumed were approximately \$160 million and \$502 million, respectively, as of December 31, 2014. First Mid Bank has also agreed to assume certain leases relating to the Branches. The completion of the Purchase is subject to regulatory approval required by the Office of the Comptroller of the Currency and normal customary closing conditions, including First Mid Bank, in conjunction with the Company, obtaining financing in connection with the acquisition. Subject to the satisfaction of such conditions, First Mid Bank and Old National Bank expect to close the acquisition in the third quarter of 2015.

## **SUPERVISION AND REGULATION**

### **General**

Financial institutions, financial services companies, and their holding companies are extensively regulated under federal and state law. As a result, the growth and earnings performance of the Company can be affected not only by management decisions and general economic conditions, but also by the requirements of applicable state and federal statutes and regulations and the policies of various governmental regulatory authorities including, but not limited to, the Office of the Comptroller of the Currency (the "OCC"), the Federal Reserve Board, the Federal Deposit Insurance Corporation (the "FDIC"), the Internal Revenue Service and state taxing authorities. Any change in applicable laws, regulations or regulatory policies may have material effects on the business, operations and prospects of the Company and First Mid Bank. The Company is unable to predict the nature or extent of the effects that fiscal or monetary policies, economic controls or new federal or state legislation may have on its business and earnings in the future.

Federal and state laws and regulations generally applicable to financial institutions and financial services companies, such as the Company and its subsidiaries, regulate, among other things, the scope of business, investments, reserves against deposits, capital levels relative to operations, the nature and amount of collateral for loans, the establishment of branches, mergers, consolidations and dividends. The system of supervision and regulation applicable to the Company and its subsidiaries establishes a comprehensive framework for their respective operations and is intended primarily for the protection of the FDIC's deposit insurance fund and the depositors, rather than the stockholders, of financial institutions.

The following references to material statutes and regulations affecting the Company and its subsidiaries are brief summaries thereof and do not purport to be complete, and are qualified in their entirety by reference to such statutes and regulations. Any change in applicable law or regulations may have a material effect on the business of the Company and its subsidiaries.

### **Financial Modernization Legislation**

The 1999 Gramm-Leach-Bliley Act (the "GLB Act") significantly changed financial services regulation by expanding permissible non-banking activities of bank holding companies and removing certain barriers to affiliations among banks, insurance companies, securities firms and other financial services entities. These activities and affiliations can be structured through a holding company structure or, in the case of many of the activities, through a financial subsidiary of a bank. The GLB Act also established a system of federal and state regulation based on functional regulation, meaning that primary regulatory oversight for a particular activity generally resides with the federal or state regulator having the greatest expertise in the area. Banking is supervised by banking regulators, insurance by state insurance regulators and securities activities by the SEC and state securities regulators. The GLB Act also requires the disclosure of agreements reached with community groups that relate to the Community Reinvestment Act, and contains various other provisions designed to improve the delivery of financial services to consumers while maintaining an appropriate level of safety in the financial services industry.

The GLB Act repealed the anti-affiliation provisions of the Glass-Steagall Act and revises the Bank Holding Company Act of 1956 (the "BHCA") to permit qualifying holding companies, called "financial holding companies," to engage in, or to affiliate with companies engaged in, a full range of financial activities, including banking, insurance activities (including insurance portfolio investing), securities activities, merchant banking and additional activities that are "financial in nature," incidental to financial activities or, in certain circumstances, complementary to financial activities. A bank holding company's subsidiary banks must be "well-capitalized" and "well-managed" and have at least a "satisfactory" Community Reinvestment Act rating for the bank holding company to elect and maintain its status as a financial holding company.

A significant component of the GLB Act's focus on functional regulation relates to the application of federal securities laws and SEC oversight of some bank securities activities previously exempt from broker-dealer registration. Among other things, the GLB Act amended the definitions of "broker" and "dealer" under the Securities Exchange Act of 1934, as amended, to remove the blanket exemption for banks. Under the GLB Act, banks may conduct securities activities without broker-dealer registration only if the activities fall within a set of activity-based exemptions designed to allow banks to conduct only those activities traditionally considered to be primarily banking or trust activities.

Securities activities outside these exemptions, as a practical matter, need to be conducted by registered broker-dealer affiliate. The GLB Act also amended the Investment Advisers Act of 1940 to require the registration of banks that act as investment advisers for mutual funds. The Company believes that it has taken the necessary actions to comply with these requirements of the GLB Act and the regulations adopted under them.

### **Anti-Terrorism Legislation**

The USA PATRIOT Act of 2001 included the International Money Laundering Abatement and Anti-Terrorist Financing Act of 2001 (the "IMLAFA"). The IMLAFA contains anti-money laundering measures affecting insured depository institutions, broker-dealers, and certain other financial institutions. The IMLAFA requires U.S. financial institutions to adopt policies and procedures to combat money laundering and grants the Secretary of the Treasury broad authority to establish regulations and to impose requirements and restrictions on financial institutions' operations. The Company has established policies and procedures for compliance with the IMLAFA and the related regulations. The Company has designated an officer solely responsible for ensuring compliance with existing regulations and monitoring changes to the regulations as they occur.

## **Dodd-Frank Wall Street Reform and Consumer Protection Act**

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the "Dodd-Frank Act") was signed into law on July 21, 2010. Generally, the Act is effective the day after it was signed into law, but different effective dates apply to specific sections of the law. The Company will continue to evaluate the affects of these changes. Uncertainty remains as to the ultimate impact of the Act, which could have a material adverse impact either on the financial services industry as a whole, or on the Company's business, results of operations and financial condition. The Act, among other things:

- Resulted in the Federal Reserve issuing rules limiting debit-card interchange fees.
- After a three-year phase-in period which began January 1, 2013, existing trust preferred securities for holding companies with consolidated assets greater than \$15 billion and all new issuances of trust preferred securities are removed as a permitted component of a holding company's Tier 1 capital. Trust preferred securities outstanding as of May 19, 2010 that were issued by bank holding companies with total consolidated assets of less than \$15 billion, such as First Mid, will continue to count as Tier 1 capital.
- Provides for an increase in the FDIC assessment for depository institutions with assets of \$10 billion or more, increases in the minimum reserve ratio for the deposit insurance fund from 1.15% to 1.35% (however, the FDIC is to offset the effect of this increase for holding companies with total consolidated assets of less than \$10 billion, such as First Mid) and changes in the basis for determining FDIC premiums from deposits to assets.
- Creates a new Consumer Financial Protection Bureau that will have rulemaking authority for a wide range of consumer protection laws that would apply to all banks and certain non-bank financial institutions and would have broad powers to supervise and enforce consumer protection laws.
- Provides for new disclosure and other requirements relating to executive compensation and corporate governance.
- Changes standards for Federal preemption of state laws related to federally chartered institutions and their subsidiaries.
- Provides mortgage reform provisions including (i) a customer's ability to repay, (ii) restricting variable-rate lending by requiring the ability to repay to be determined for variable-rate loans by requiring lenders to evaluate using the maximum rate that will apply during the first five years of a variable-rate loan term, and (iii) making more loans subject to provisions for higher cost loans and new disclosures.
- Creates a financial stability oversight council that will recommend to the Federal Reserve increasingly strict rules for capital, leverage, liquidity, risk management and other requirements as companies grow in size and complexity.
- Permanently increases the deposit insurance coverage to \$250 thousand and allows depository institutions to pay interest on checking accounts.
- Requires publicly-traded bank holding companies with assets of \$10 billion or more to establish a risk committee responsible for enterprise-wide risk management practices.
- Limits and regulates, under the provisions of the Act know as the Volker Rule, a financial institution's ability to engage in proprietary trading or to own or invest in certain private equity and hedge funds.

## **Basel III**

In September 2010, the Basel Committee on Banking Supervision proposed higher global minimum capital standards, including a minimum Tier 1 common capital ratio and additional capital and liquidity requirements. On July 2, 2013, the Federal Reserve Board approved a final rule to implement these reforms and changes required by the Dodd-Frank Act. This final rule was subsequently adopted by the OCC and the FDIC.

As included in the proposed rule of June 2012, the final rule includes new risk-based capital and leverage ratios, which will be phased in from 2015 to 2019, and refines the definition of what constitutes "capital" for purposes of calculating those ratios. The new minimum capital level requirements applicable to the Company and First Mid Bank beginning in 2015 are: (i) a new common equity Tier 1 capital ratio of 4.5%; (ii) a Tier 1 capital ratio of 6%; (iii) a total capital ratio of 8%; and (iv) a Tier 1 leverage ratio of 4%. The rule also establishes a "capital conservation buffer" of 2.5% above the new regulatory minimum capital requirements, which must consist entirely of common equity Tier 1 capital and would result in the following minimum ratios: (i) a common equity Tier 1 capital ratio of 7.0%, (ii) a Tier 1 capital ratio of 8.5%, and (iii) a total capital ratio of 10.5%. The new capital conservation buffer requirement will be phased in beginning in January 2016 at 0.625% of risk weighted assets and will increase by that amount each year until fully implemented in January 2019. An institution will be subject to limitations on paying dividends, engaging in share repurchases and paying discretionary bonuses if its capital level falls below the buffer amount.



The final rule also makes three changes to the proposed rule of June 2012 that impact the Company. First, the proposed rule would have required banking organizations to include accumulated other comprehensive income ("AOCI") in common equity tier 1 capital. AOCI includes accumulated unrealized gains and losses on certain assets and liabilities that have not been included in net income. Under existing general risk-based capital rules, most components of AOCI are not included in a banking organization's regulatory capital calculations. The final rule allows community banking organizations to make a one-time election not to include these additional components of AOCI in regulatory capital and instead use the existing treatment under the general risk-based capital rules that excludes most AOCI components from regulatory capital.

Second, the proposed rule would have modified the risk-weight framework applicable to residential mortgage exposures to require banking organizations to divide residential mortgage exposure into two categories in order to determine the applicable risk weight. The final rule, however, retains the existing treatment for residential mortgage exposures under the general risk-based capital rules.

Third, the proposed rule would have required banking organizations with total consolidated assets of less than \$15 billion as of December 31, 2009, such as the Company, to phase out over ten years any trust preferred securities and cumulative perpetual preferred securities from its Tier 1 capital regulatory capital. The final rule, however, permanently grandfathered into Tier 1 capital of depository institution holding companies with total consolidated assets of less than \$15 billion as of December 31, 2009 any trust preferred securities or cumulative perpetual preferred stock issued before May 19, 2010.

## The Company

**General.** As a registered bank holding company under the BHCA that has elected to become a financial holding company under the GLB Act, the Company is subject to regulation by the Federal Reserve Board. In accordance with Federal Reserve Board policy, the Company is expected to act as a source of financial strength to First Mid Bank and to commit resources to support First Mid Bank in circumstances where the Company might not do so absent such policy. The Company is subject to inspection, examination, and supervision by the Federal Reserve Board.

**Activities.** As a financial holding company, the Company may affiliate with securities firms and insurance companies and engage in other activities that are financial in nature or incidental or complementary to activities that are financial in nature. A bank holding company that is not also a financial holding company is limited to engaging in banking and such other activities as determined by the Federal Reserve Board to be so closely related to banking or managing or controlling banks as to be a proper incident thereto.

No Federal Reserve Board approval is required for the Company to acquire a company (other than a bank holding company, bank, or savings association) engaged in activities that are financial in nature or incidental to activities that are financial in nature, as determined by the Federal Reserve Board. However, the Company generally must give the Federal Reserve Board after-the-fact notice of these activities. Prior Federal Reserve Board approval is required before the Company may acquire beneficial ownership or control of more than 5% of the voting shares or substantially all of the assets of a bank holding company, bank, or savings association.

If any subsidiary bank of the Company ceases to be "well-capitalized" or "well-managed" under applicable regulatory standards, the Federal Reserve Board may, among other actions, order the Company to divest its depository institution. Alternatively, the Company may elect to conform its activities to those permissible for a bank holding company that is not also a financial holding company.

If any subsidiary bank of the Company receives a rating under the Community Reinvestment Act of less than "satisfactory", the Company will be prohibited, until the rating is raised to "satisfactory" or better, from engaging in new activities or acquiring companies other than bank holding companies, banks, or savings associations.

**Capital Requirements.** Bank holding companies are required to maintain minimum levels of capital in accordance with Federal Reserve Board capital adequacy guidelines. The Federal Reserve Board's capital guidelines establish the following minimum regulatory capital requirements for bank holding companies: a risk-based requirement expressed as a percentage of total risk-weighted assets, and a leverage requirement expressed as a percentage of total assets. The risk-based requirement consists of a minimum ratio of total capital to total risk-weighted assets of 8%, at least one-half of which must be Tier 1 capital. The leverage requirement consists of a minimum ratio of Tier 1 capital to total assets of 3% for the most highly rated companies, with minimum requirements of at least 4% for all others. For purposes of these capital standards, Tier 1 capital consists primarily of permanent stockholders' equity, which includes the Series C Preferred Stock issued by the Company in 2011, less intangible assets (other than certain mortgage servicing rights and purchased credit card relationships), and total capital means Tier 1 capital plus certain other debt and equity instruments which do not qualify as Tier 1 capital, limited amounts of unrealized gains on equity securities and a portion of the Company's allowance for loan and lease losses.

The risk-based and leverage standards described above are minimum requirements, and higher capital levels will be required if warranted by the particular circumstances or risk profiles of individual banking organizations. For example, the Federal Reserve Board's capital guidelines contemplate that additional capital may be required to take adequate account of, among other things, interest rate risk, or the risks posed by concentrations of credit, nontraditional activities or securities trading activities. Further, any banking organization experiencing or anticipating significant growth would be expected to maintain capital ratios, including tangible capital positions (i.e., Tier 1 capital less all intangible assets), well above the minimum levels.

As of December 31, 2014, the Company had regulatory capital, calculated on a consolidated basis, in excess of the Federal Reserve Board's minimum requirements, and its capital ratios exceeded those required for categorization as well-capitalized under the capital adequacy guidelines established by bank regulatory agencies with a total risk-based capital ratio of 15.60%, a Tier 1 risk-based ratio of 14.42% and a leverage ratio of 10.52%.

**Control Acquisitions.** The Change in Bank Control Act prohibits a person or group of person from acquiring "control" of a bank holding company unless the Federal Reserve Board has been notified and has not objected to the transaction. Under a rebuttable presumption established by the Federal Reserve Board, the acquisition of 10% or more of a class of voting stock of a bank holding company with a class of securities registered under Section 12 of the Securities Exchange Act of 1934, as amended, such as the Company, would, under the circumstances set forth in the presumption, constitute acquisition of control of the Company.

In addition, any company is required to obtain the approval of the Federal Reserve Board under the BHCA before acquiring 25% (5% in the case of an acquirer that is a bank holding company) or more of the outstanding common of the Company, or otherwise obtaining control of a "controlling influence" over the Company or First Mid Bank.

**Interstate Banking and Branching.** The Dodd-Frank Act expands the authority of banks to engage in interstate branching. The Dodd-Frank Act allows a state or national bank to open a de novo branch in another state if the law of the state where the branch is to be located would permit a state bank chartered by that state to open the branch.

**Privacy and Security.** The GLB Act establishes a minimum federal standard of financial privacy by, among other provisions, requiring banks to adopt and disclose privacy policies with respect to consumer information and setting forth certain rules with respect to the disclosure to third parties of consumer information. The Company has adopted and disseminated its privacy policies pursuant to the GLB Act. Regulations adopted under the GLB Act set standards for protecting the security, confidentiality and integrity of customer information, and require notice to regulators, and in some cases, to customers, in the event of security breaches. A number of states have adopted their own statutes requiring notification of security breaches. In addition, the GLB Act requires the disclosure of agreements reached with community groups that relate to the CRA, and contains various other provisions designed to improve the delivery of financial services to consumers while maintaining an appropriate level of safety in the financial services industry.

#### **First Mid Bank**

**General.** First Mid Bank is a national bank, chartered under the National Bank Act. The FDIC insures the deposit accounts of First Mid Bank. As a national bank, First Mid Bank is a member of the Federal Reserve System and is subject to the examination, supervision, reporting and enforcement requirements of the OCC, as the primary federal regulator of national banks, and the FDIC, as administrator of the deposit insurance fund.

**Deposit Insurance.** As an FDIC-insured institution, First Mid Bank is required to pay deposit insurance premium assessments to the FDIC. On July 21, 2010, The Dodd-Frank Act permanently raised the standard maximum deposit insurance amount from \$100,000 to \$250,000. On November 9, 2010, the FDIC issued a final rule to implement Section 343 of the Dodd-Frank Act, which provides unlimited deposit insurance coverage for "noninterest-bearing transaction accounts" from December 31, 2010 through December 31, 2012. Also, the FDIC will no longer charge a separate assessment for the insurance of these accounts under the Dodd-Frank Act.

On February 27, 2009, the FDIC adopted a final rule setting initial base assessment rates beginning April 1, 2009, at 12 to 45 basis points and, due to extraordinary circumstances, extended the period of the restoration plan to increase the deposit insurance fund to seven years. Also on February 27, 2009, the FDIC issued final rules on changes to the risk-based assessment system which imposes rates based on an institution's risk to the deposit insurance fund. The new rates increased the range of annual risk based assessment rates from 5 to 7 basis points to 7 to 24 basis points. The final rules both increase base assessment rates and incorporate additional assessments for excess reliance on brokered deposits and FHLB advances. This new assessment took effect April 1, 2009. The Company expensed \$717,000, \$743,000 and \$783,000 for this assessment during 2014, 2013 and 2012, respectively. The decrease in this assessment was primarily due to a lower assessment rate as a result of improvement in asset quality.

In addition to its insurance assessment, each insured bank was subject to quarterly debt service assessments in connection with bonds issued by a government corporation that financed the federal savings and loan bailout. The Company expensed \$87,000, \$89,000 and \$92,000 during 2014, 2013 and 2012, respectively, for this assessment.

**OCC Assessments.** All national banks are required to pay supervisory fees to the OCC to fund the operations of the OCC. The amount of such supervisory fees is based upon each institution's total assets, including consolidated subsidiaries, as reported to the OCC. During the year ended December 31, 2014, 2013, and 2012 First Mid Bank paid supervisory fees to the OCC totaling \$342,000, \$333,000, and \$320,000, respectively.

**Capital Requirements.** The OCC has established the following minimum capital standards for national banks, such as First Mid Bank: a leverage requirement consisting of a minimum ratio of Tier 1 capital to total assets of 3% for the most highly-rated banks with minimum requirements of at least 4% for all others, and a risk-based capital requirement consisting of a minimum ratio of total capital to total risk-weighted assets of 8%, at least one-half of which must be Tier 1 capital. For purposes of these capital standards, Tier 1 capital and total capital consists of substantially the same components as Tier 1 capital and total capital under the Federal Reserve Board's capital guidelines for bank holding companies (See "The Company—Capital Requirements").

The capital requirements described above are minimum requirements. Higher capital levels will be required if warranted by the particular circumstances or risk profiles of individual institutions. For example, the regulations of the OCC provide that additional capital may be required to take adequate account of, among other things, interest rate risk or the risks posed by concentrations of credit, nontraditional activities or securities trading activities.

During the year ended December 31, 2014, First Mid Bank was not required by the OCC to increase its capital to an amount in excess of the minimum regulatory requirements, and its capital ratios exceeded those required for categorization as well-capitalized under the capital adequacy guidelines established by bank regulatory agencies with a total risk-based capital ratio of 15.02%, a Tier 1 risk-based ratio of 13.84% and a leverage ratio of 10.08%.

**Prompt Corrective Action.** Federal law provides the federal banking regulators with broad power to take prompt corrective action to resolve the problems of undercapitalized institutions. The extent of the regulators' powers depends on whether the institution in question is "well-capitalized," "adequately-capitalized," "undercapitalized," "significantly undercapitalized" or "critically undercapitalized." Depending upon the capital category to which an institution is assigned, the regulators' corrective powers include: requiring the submission of a capital restoration plan; placing limits on asset growth and restrictions on activities; requiring the institution to issue additional capital stock (including additional voting stock) or to be acquired; restricting transactions with affiliates; restricting the interest rate the institution may pay on deposits; ordering a new election of directors of the institution; requiring that senior executive officers or directors be dismissed; prohibiting the institution from accepting deposits from correspondent banks; requiring the institution to divest certain subsidiaries; prohibiting the payment of principal or interest on subordinated debt; and in the most severe cases, appointing a conservator or receiver for the institution.

**Dividends.** The National Bank Act imposes limitations on the amount of dividends that may be paid by a national bank, such as First Mid Bank. Generally, a national bank may pay dividends out of its undivided profits, in such amounts and at such times as the bank's board of directors deems prudent. Without prior OCC approval, however, a national bank may not pay dividends in any calendar year which, in the aggregate, exceed the bank's year-to-date net income plus the bank's adjusted retained net income for the two preceding years.

The payment of dividends by any financial institution or its holding company is affected by the requirement to maintain adequate capital pursuant to applicable capital adequacy guidelines and regulations, and a financial institution generally is prohibited from paying any dividends if, following payment thereof, the institution would be undercapitalized. As described above, First Mid Bank exceeded its minimum capital requirements under applicable guidelines as of December 31, 2014. As of December 31, 2014, approximately \$37.9 million was available to be paid as dividends to the Company by First Mid Bank. Notwithstanding the availability of funds for dividends, however, the OCC may prohibit the payment of any dividends by First Mid Bank if the OCC determines that such payment would constitute an unsafe or unsound practice.

**Affiliate and Insider Transactions.** First Mid Bank is subject to certain restrictions under federal law, including Regulation W of the Federal Reserve Board, on extensions of credit to the Company and its subsidiaries, on investments in the stock or other securities of the Company and its subsidiaries and the acceptance of the stock or other securities of the Company or its subsidiaries as collateral for loans. Certain limitations and reporting requirements are also placed on extensions of credit by First Mid Bank to its directors and officers, to directors and officers of the Company and its subsidiaries, to principal stockholders of the Company, and to "related interests" of such directors, officers and principal stockholders.

First Mid Bank is subject to restrictions under federal law that limits certain transactions with the Company, including loans, other extensions of credit, investments or asset purchases. Such transactions by a banking subsidiary with any one affiliate are limited in amount to 10% of the bank's capital and surplus and, with all affiliates together, to an aggregate of 20% of the bank's capital and surplus. Furthermore, such loans and extensions of credit, as well as certain other transactions, are required to be secured in specified amounts. These and certain other transactions, including any payment of money to the Company, must be on terms and conditions that are or in good faith would be offered to nonaffiliated companies.

In addition, federal law and regulations may affect the terms upon which any person becoming a director or officer of the Company or one of its subsidiaries or a principal stockholder of the Company may obtain credit from banks with which First Mid Bank maintains a correspondent relationship.

**Safety and Soundness Standards.** The federal banking agencies have adopted guidelines that establish operational and managerial standards to promote the safety and soundness of federally insured depository institutions. The guidelines set forth standards for internal controls, information systems, internal audit systems, loan documentation, credit underwriting, interest rate exposure, asset growth, compensation, fees and benefits, asset quality and earnings. In general, the guidelines prescribe the goals to be achieved in each area, and each institution is responsible for establishing its own procedures to achieve those goals. If an institution fails to comply with any of the standards set forth in the guidelines, the institution's primary federal regulator may require the institution to submit a plan for achieving and maintaining compliance. The preamble to the guidelines states that the agencies expect to require a compliance plan from an institution whose failure to meet one or more of the guidelines are of such severity that it could threaten the safety and soundness of the institution. Failure to submit an acceptable plan, or failure to comply with a plan that has been accepted by the appropriate federal regulator, would constitute grounds for further enforcement action.

**Community Reinvestment Act.** First Mid Bank is subject to the Community Reinvestment Act (CRA). The CRA and the regulations issued thereunder are intended to encourage banks to help meet the credit needs of their service areas, including low and moderate income neighborhoods, consistent with the safe and sound operations of the banks. These regulations also provide for regulatory assessment of a bank's record in meeting the needs of its service area when considering applications to establish branches, merger applications and applications to acquire the assets and assume the liabilities of another bank. The Financial Institutions Reform, Recovery and Enforcement Act of 1989 requires federal banking agencies to make public a rating of a bank's performance under the CRA. In the case of a bank holding company, the CRA performance record of its bank subsidiaries is reviewed by federal banking agencies in connection with the filing of an application to acquire ownership or control of shares or assets of a bank or thrift or to merge with any other bank holding company. An unsatisfactory record can substantially delay or block the transaction. First Mid Bank received a satisfactory CRA rating from its regulator in its most recent CRA examination.

**Consumer Laws and Regulations.** In addition to the laws and regulations discussed above, First Mid Bank is also subject to certain consumer laws and regulations that are designed to protect consumers in transactions with banks. While the list set forth herein is not exhaustive, these laws and regulations include the Truth in Lending Act, the Truth in Savings Act, the Equal Credit Opportunity Act, the Fair Housing Act, the Fair Credit Reporting Act, the Fair and Accurate Credit Transactions Act and the Real Estate Settlement Procedures Act, among others. These laws and regulations mandate certain disclosure requirements and regulate the manner in which financial institutions must deal with customers when taking deposits, making loans to or marketing to or engaging in other types of transactions with such customers. Failure to comply with these laws and regulations could lead to substantial penalties, operating restrictions and reputational damage to the financial institution.

## Supplemental Item – Executive Officers of the Registrant

The executive officers of the Company are elected annually by the Company's Board of Directors and are identified below.

<b>Name (Age)</b>	<b>Position With Company</b>
Joseph R. Dively (55)	Chairman of the Board of Directors, President and Chief Executive Officer
Michael L. Taylor (46)	Senior Executive Vice President and Chief Financial Officer
John W. Hedges (66)	Senior Executive Vice President
Laurel G. Allenbaugh (54)	Executive Vice President
Eric S. McRae (49)	Executive Vice President
Christopher L. Slabach (52)	Senior Vice President
Clay M. Dean (40)	Senior Vice President
Amanda D. Lewis (35)	Senior Vice President
Danielle Niebrugge (41)	Senior Vice President

Joseph R. Dively, age 55, is the Chairman of the Board of Directors, President and Chief Executive Officer of the Company since January 1, 2014 and the President of First Mid Bank since May 2011. Prior to assuming these positions in the Company, he was the Senior Executive Vice President of the Company beginning in May 2011. He was with Consolidated Communications Holdings, Inc. in Mattoon, Illinois from 2003 to May 2011.

Michael L. Taylor, age 46, has been Senior Executive Vice President since 2014 and Chief Financial Officer of the Company since 2000. He served as Executive Vice President from from 2007 to 2014 and as Vice President from 2000 to 2007. He was with AMCORE Bank in Rockford, Illinois from 1996 to 2000.

John W. Hedges, age 66, has been Senior Executive Vice President of the Company and Senior Executive Vice President and Chief Credit Officer of First Mid Bank since May 2011. He served as President of First Mid Bank from September 1999 to May 2011. He was with National City Bank in Decatur, Illinois from 1976 to 1999.

Laurel G. Allenbaugh, age 54, has been Executive Vice President of the Company and Executive Vice President, Chief Operations Officer of First Mid Bank since April 2008. She served as Vice President of Operations from February 2000 to April 2008. She served as Controller of the Company and First Mid Bank from 1990 to February 2000 and has been President of MIDS since 1998.

Eric S. McRae, age 49, has been Executive Vice President of the Company and Executive Vice President, Senior Lender of First Mid Bank since December 2008. He served as President of the Decatur region from 2001 to December 2008.

Christopher L. Slabach, age 52, has been Senior Vice President of the Company since 2007 and Senior Vice President, Chief Risk Officer of First Mid Bank since 2008. He served as Vice President, Audit of the Company from 1998 to 2007.

Clay M. Dean, age 40, has been Senior Vice President of the Company since 2010 and Senior Vice President and Chief Insurance Services Officer of the First Mid Bank and Chief Executive Officer of First Mid Insurance since September 2014. He served as Senior Vice President, Chief Deposit Services Officer of First Mid Bank from November 2012 to September 2014 and as Senior Vice President, Director of Treasury Management of First Mid Bank from 2010 to 2012.

Amanda D. Lewis, age 35, has been Senior Vice President of the Company and Senior Vice President, Retail Banking Officer of First Mid Bank since September 2014. She served as Vice President, Director of Marketing from 2001 until September 2014.

Danielle Niebrugge, age 41, has been Senior Vice President of the Company and Director of Human Resources of First Mid Bank since June 2014. She was Director of People Services for St. Anthony's Memorial Hospital prior to joining the Company.

## ITEM 1A. RISK FACTORS

Various risks and uncertainties, some of which are difficult to predict and beyond the Company's control, could negatively impact the Company. As a financial institution, the Company is exposed to interest rate risk, liquidity risk, credit risk, operational risk, risks from economic or market conditions, and general business risks among others. Adverse experience with these or other risks could have a material impact on the Company's financial condition and results of operations, as well as the value of its common stock.

***Difficult economic conditions and market disruption have adversely impacted the banking industry and financial markets generally and may again significantly affect the business, financial condition, or results of operations of the Company.*** The Company's success depends, to a certain extent, upon economic and political conditions, local and national, as well as governmental monetary policies. Conditions such as inflation, recession, unemployment, changes in interest rates, money supply and other factors beyond the Company's control may adversely affect its asset quality, deposit levels and loan demand and, therefore, its earnings.

Dramatic declines in the housing market beginning in the latter half of 2007, with falling home prices and increasing foreclosures, unemployment and underemployment, negatively impacted the credit performance of mortgage loans and resulted in significant write-downs of asset values by some financial institutions. The resulting write-downs to assets of financial institutions have caused many financial institutions to merge with other institutions and, in some cases, to seek government assistance or bankruptcy protection. Although the housing, capital and credit markets have materially improved since the declines beginning in 2007, future declines could adversely affect the Company's business.

***The Company's profitability depends significantly on economic conditions in the geographic region in which it operates.*** A large percentage of the Company's loans are to individuals and businesses in Illinois, consequently, any decline in the economy of this market area could have a materially adverse effect on the Company's financial condition and results of operations.

***Decline in the strength and stability of other financial institutions may adversely affect the Company's business.*** The actions and commercial soundness of other financial institutions could affect the Company's ability to engage in routine funding transactions. Financial services institutions are interrelated as a result of clearing, counterparty or other relationships. The Company has exposure to different counterparties, and executes transactions with various counterparties in the financial industry. Recent defaults by financial services institutions, and even rumors or questions about one or more financial services institutions or the financial services industry in general, led to market-wide liquidity problems in recent year and could lead to losses or defaults by the Company or by other institutions. Many of these transactions expose the Company to credit risk in the event of default of its counterparty or client. Any such losses could materially and adversely affect the Company's results of operations.

***Changes in interest rates may negatively affect our earnings.*** Changes in market interest rates and prices may adversely affect the Company's financial condition or results of operations. The Company's net interest income, its largest source of revenue, is highly dependent on achieving a positive spread between the interest earned on loans and investments and the interest paid on deposits and borrowings. Changes in interest rates could negatively impact the Company's ability to attract deposits, make loans, and achieve a positive spread resulting in compression of the net interest margin.

***The Company may not have sufficient cash or access to cash to satisfy current and future financial obligations, including demands for loans and deposit withdrawals, funding operating costs, payment of preferred stock dividends and for other corporate purposes.*** This type of liquidity risk arises whenever the maturities of financial instruments included in assets and liabilities differ. The Company's liquidity can be affected by a variety of factors, including general economic conditions, market disruption, operational problems affecting third parties or the Company, unfavorable pricing, competition, the Company's credit rating and regulatory restrictions. (See "Liquidity" herein for management's actions to mitigate this risk.)

***If the Company were unable to borrow funds through access to capital markets, it may not be able to meet the cash flow requirements of its depositors, creditors, and borrowers, or the operating cash needed to fund corporate expansion and other corporate activities.*** As seen starting in the middle of 2007, significant turmoil and volatility in worldwide financial markets can result in a disruption in the liquidity of financial markets, and could directly impact the Company to the extent it needs to access capital markets to raise funds to support its business and overall liquidity position. These types of situations could affect the cost of such funds or the Company's ability to raise such funds. If the Company were unable to access any of these funding sources when needed, it might be unable to meet customers' needs, which could adversely impact its financial condition, results of operations, cash flows, and level of regulatory-qualifying capital. For further discussion, see the "Liquidity" section.

***Loan customers or other counter-parties may not be able to perform their contractual obligations resulting in a negative impact on the Company's earnings.*** Overall economic conditions affecting businesses and consumers, including the current difficult economic conditions and market disruptions, could impact the Company's credit losses. In addition, real estate valuations could also impact the Company's credit losses as the Company maintains \$746 million in loans secured by commercial, agricultural, and residential real estate. A significant decline in real estate values could have a negative effect on the Company's financial condition and results of operations. In addition, the Company's total loan balances by industry exceeded 25% of total risk-based capital for each of four industries as of December 31, 2014. A listing of these industries is contained in under "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations -- Loans" herein. A significant change in one of these industries such as a significant decline in agricultural crop prices, could adversely impact the Company's credit losses.

**Deterioration in the real estate market could lead to losses, which could have a material adverse effect on the business, financial condition and results of operations or the Company.** Commercial and commercial real estate loans generally involve higher credit risks than residential real estate and consumer loans. Because payments on loans secured by commercial real estate or equipment are often dependent upon the successful operation and management of the underlying assets, repayment of such loans may be influenced to a great extent by conditions in the market or the economy. Increases in commercial and consumer delinquency levels or declines in real estate market values would require increased net charge-offs and increases in the allowance for loan and lease losses, which could have a material adverse effect on our business, financial condition and results of operations and prospects.

**The allowance for loan losses may prove inadequate or be negatively affected by credit risk exposures.** The Company's business depends on the creditworthiness of its customers. Management periodically reviews the allowance for loan and lease losses for adequacy considering economic conditions and trends, collateral values and credit quality indicators, including past charge-off experience and levels of past due loans and nonperforming assets. There is no certainty that the allowance for loan losses will be adequate over time to cover credit losses in the portfolio because of unanticipated adverse changes in the economy, market conditions or events adversely affecting specific customers, industries or markets. If the credit quality of the customer base materially decreases, if the risk profile of a market, industry or group of customers changes materially, or if the allowance for loan losses is not adequate, the Company's business, financial condition, liquidity, capital, and results of operations could be materially adversely affected.

**Declines in the value of securities held in the investment portfolio may negatively affect the Company's earnings and capital.** The value of an investment in the portfolio could decrease due to changes in market factors. The market value of certain investment securities is volatile and future declines or other-than-temporary impairments could materially adversely affect the Company's future earnings and capital. Continued volatility in the market value of certain of the investment securities, whether caused by changes in market perceptions of credit risk, as reflected in the expected market yield of the security, or actual defaults in the portfolio could result in significant fluctuations in the value of the securities. This could have a material adverse impact on the Company's accumulated other comprehensive loss and shareholders' equity depending upon the direction of the fluctuations.

Furthermore, future downgrades or defaults in these securities could result in future classifications as other-than-temporarily impaired. The Company has invested in trust preferred securities issued by financial institutions and insurance companies, corporate securities of financial institutions, and stock in the Federal Home Loan Bank of Chicago and Federal Reserve Bank of Chicago. Deterioration of the financial stability of the underlying financial institutions for these investments could result in other-than-temporary impairment charges to the Company and could have a material impact on future earnings. For further discussion of the Company's investments, see Note 4 – "Investment Securities."

**A failure in or breach of the company's operational or security systems, or those of its third party service providers, including as a result of cyber-attacks, could disrupt the company's business, result in unintentional disclosure or misuse of confidential or proprietary information, damage the company's reputation, increase our costs and cause losses.** As a financial institution, the company's operations rely heavily on the secure processing, storage and transmission of confidential and other information on its computer systems and networks. Any failure, interruption or breach in security or operational integrity of these systems could result in failures or disruptions in the company's online banking system, customer relationship management, general ledger, deposit and loan servicing and other systems. The security and integrity of these systems could be threatened by a variety of interruptions or information security breaches, including those caused by computer hacking, cyber-attacks, electronic fraudulent activity or attempted theft of financial assets. Management cannot assert that any such failures, interruption or security breaches will not occur, or if they do occur that they will be adequately addressed. While certain protective policies and procedures are in place, the nature and sophistication of the threats continue to evolve. The Company may be required to expend significant additional resources in the future to modify and enhance these protective measures.

Additionally, the company faces the risk of operational disruption, failure, termination or capacity constraints of any of the third parties that facilitate its business activities, including exchanges, clearing agents, clearing houses or other financial intermediaries. Such parties could also be the source of an attack on, or breach of, its operational systems. Any failures, interruptions or security breaches in the company's information systems could damage its reputation, result in a loss of customer business, result in a violation of privacy or other laws, or expose us to civil litigation, regulatory fines or losses not covered by insurance.

**If the Company's stock price declines from levels at December 31, 2014, management will evaluate the goodwill balances for impairment, and if the values of the businesses have declined, the Company could recognize an impairment charge for its goodwill.** Management performed an annual goodwill impairment assessment as of September 30, 2014. Based on these analyses, management concluded that the fair value of the Company's reporting units exceeded the fair value of its assets and liabilities and, therefore, goodwill was not considered impaired. It is possible that management's assumptions and conclusions regarding the valuation of the Company's lines of business could change adversely, which could result in the recognition of impairment for goodwill, which could have a material effect on the Company's financial position and future results of operations.

**The Series C Preferred Stock impacts net income available to common stockholders and earnings per share.** As long as shares of the Series C Preferred Stock is outstanding, no dividends may be paid on the Company's common stock unless all dividends on the Series C Preferred Stock have been paid in full. The dividends declared on the Series C Preferred Stock reduce the net income available to common stockholders and earnings per share.

**Holders of Series C Preferred Stock have rights that are senior to those of common stockholders.** The Series C Preferred Stock is senior to the shares of common stock and holders of the Series C Preferred Stock have certain rights and preferences that are senior to holders of common stock. The Series C Preferred Stock will rank senior to the common stock and all other equity securities designated as ranking junior to the Series C Preferred Stock. So long as any shares of the Series C Preferred Stock remain outstanding, unless all accrued and unpaid dividends for all prior dividend periods have been paid or are contemporaneously declared and paid in full, no dividend shall be paid or declared on common stock or other junior stock, other than a dividend payable solely in common stock.

The Company also may not purchase, redeem or otherwise acquire for consideration any shares of its common stock or other junior stock unless it has paid in full all accrued dividends on the Series C Preferred Stock for all prior dividend periods. The Series C Preferred Stock is entitled to a liquidation preference over shares of common stock in the event of the Company's liquidation, dissolution or winding up.

***The Company may issue additional common stock or other equity securities in the future which could dilute the ownership interest of existing stockholders.*** In order to maintain capital at desired or regulatory-required levels or to replace existing capital, the Company may be required to issue additional shares of common stock, or securities convertible into, exchangeable for or representing rights to acquire shares of common stock. The Company may sell these shares at prices below the current market price of shares, and the sale of these shares may significantly dilute stockholder ownership. The Company could also issue additional shares in connection with acquisitions of other financial institutions.

***Human error, inadequate or failed internal processes and systems, and external events may have adverse effects on the Company.*** Operational risk includes compliance or legal risk, which is the risk of loss from violations of, or noncompliance with, laws, rules, regulations, prescribed practices, or ethical standards. Operational risk also encompasses transaction risk, which includes losses from fraud, error, the inability to deliver products or services, and loss or theft of information. Losses resulting from operational risk could take the form of explicit charges, increased operational costs, harm to the Company's reputation or forgone opportunities. Any of these could potentially have a material adverse effect on the Company's financial condition and results of operations.

***The Company is exposed to various business risks that could have a negative effect on the financial performance of the Company.*** These risks include: changes in customer behavior, changes in competition, new litigation or changes to existing litigation, claims and assessments, environmental liabilities, real or threatened acts of war or terrorist activity, adverse weather, changes in accounting standards, legislative or regulatory changes, taxing authority interpretations, and an inability on the Company's part to retain and attract skilled employees.

In addition to these risks identified by the Company, investments in the Company's common stock involve risk. The market price of the Company's common stock may fluctuate significantly in response to a number of factors including: volatility of stock market prices and volumes, rumors or erroneous information, changes in market valuations of similar companies, changes in securities analysts' estimates of financial performance, and variations in quarterly or annual operating results.

***If the Company is unable to make favorable acquisitions or successfully integrate our acquisitions, the Company's growth could be impacted.*** In the past several years, the Company has completed acquisitions of banks and bank branches from other institutions. We may continue to make such acquisitions in the future. When the Company evaluates acquisition opportunities, the Company evaluates whether the target institution has a culture similar to the Company, experienced management and the potential to improve the financial performance of the Company. If the Company fails to successfully identify, complete and integrate favorable acquisitions, the Company could experience slower growth. Acquiring other banks or bank branches involves various risks commonly associated with acquisitions, including, among other things: potential exposure to unknown or contingent liabilities or asset quality issues of the target institution, difficulty and expense of integrating the operations and personnel of the target institution, potential disruption to the Company (including diversion of management's time and attention), difficulty in estimating the value of the target institution, and potential changes in banking or tax laws or regulations that may affect the target institution.

#### **ITEM 1B. UNRESOLVED STAFF COMMENTS**

None.



**ITEM 2. PROPERTIES**

The Company's headquarters is located at 1421 Charleston Avenue, Mattoon Illinois . This location is also used by the loan and deposit operations departments of First Mid Bank. In addition, the Company owns a facility located at 1500 Wabash Avenue, Mattoon, Illinois, which it is currently leasing to a non-affiliated third party.

The main office of First Mid Bank is located at 1515 Charleston Avenue, Mattoon, Illinois and is owned by First Mid Bank. First Mid Bank also owns a building located at 1520 Charleston Avenue, which is used by First Mid Insurance, MIDS or its data processing and by First Mid Bank for back room operations. First Mid Bank also conducts business through numerous facilities, owned and leased, located in seventeen counties throughout Illinois. Of the thirty-six other banking offices operated by First Mid Bank, twenty-three are owned and thirteen are leased from non-affiliated third parties.

None of the properties owned by the Corporation are subject to any major encumbrances. The Company believes these facilities are suitable and adequate to operate its banking and related business. The net investment of the Company and subsidiaries in real estate and equipment at December 31, 2014 was \$27.4 million.

**ITEM 3. LEGAL PROCEEDINGS**

None.

**ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

**PART II**

**ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED SHAREHOLDER MATTERS AND ISSUER OF PURCHASES OF EQUITY SECURITIES**

The Company's common stock was held by approximately 575 shareholders of record as of December 31, 2014 and is included for quotation on the NASDAQ Stock Market, LLC.

The following table shows the high and low bid prices per share of the Company's common stock for the indicated periods. These quotations represent inter-dealer prices without retail mark-ups, mark-downs or commissions and may not necessarily represent actual transactions.

<b>Quarter</b>	<b>High</b>	<b>Low</b>
<b>2014</b>		
4th	\$22.00	\$16.90
3rd	22.00	19.05
2nd	23.80	19.05
1st	23.50	21.00
<b>2013</b>		
4th	\$23.25	\$21.55
3rd	23.30	21.00
2nd	23.95	22.11
1st	25.00	21.60

The Board of Directors of the Company declared cash dividends semi-annually during the two years ended December 31, 2014 and 2013. The following table sets forth the cash dividends per share on the Company's common stock for the last two years.

<b>Date Declared</b>	<b>Date Paid</b>	<b>Dividend Per Share</b>
10/28/2014	12/08/2014	\$0.29
04/30/2014	06/06/2014	0.26
10/22/2013	12/06/2013	0.25
04/24/2013	06/07/2013	0.21

The Company's shareholders are entitled to receive such dividends as are declared by the Board of Directors, which considers payment of dividends semi-annually. The ability of the Company to pay dividends, as well as fund its operations, is dependent upon receipt of dividends from First Mid Bank. Regulatory authorities limit the amount of dividends that can be paid by First Mid Bank without prior approval from such authorities. For further discussion of First Mid Bank's dividend restrictions, see Item 1 – "Business" – "First Mid Bank" – "Dividends" and Note 16 – "Dividend Restrictions" herein.

The following table summarizes share repurchase activity for the fourth quarter of 2014:

**ISSUER PURCHASES OF EQUITY SECURITIES**

Period	(a) Total Number of Shares Purchased	(b) Average Price Paid per Share	(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	(d) Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs at End of Period
October 1, 2014 – October 31, 2014	—	\$0.00	—	\$8,352,000
November 1, 2014 – November 30, 2014	—	—	—	8,352,000
December 1, 2014 – December 31, 2014	5,973	18.99	5,973	8,238,000
Total	<u>5,973</u>	<u>\$18.99</u>	<u>5,973</u>	<u>\$8,238,000</u>

Since August 5, 1998, the Board of Directors has approved repurchase programs pursuant to which the Company may repurchase a total of approximately \$76.7 million of the Company's common stock. The repurchase programs approved by the Board of Directors are as follows:

- On August 5, 1998, repurchases of up to 3%, or \$2 million, of the Company's common stock.
- In March 2000, repurchases up to an additional 5%, or \$4.2 million of the Company's common stock.
- In September 2001, repurchases of \$3 million of additional shares of the Company's common stock.
- In August 2002, repurchases of \$5 million of additional shares of the Company's common stock.
- In September 2003, repurchases of \$10 million of additional shares of the Company's common stock.
- On April 27, 2004, repurchases of \$5 million of additional shares of the Company's common stock.
- On August 23, 2005, repurchases of \$5 million of additional shares of the Company's common stock.
- On August 22, 2006, repurchases of \$5 million of additional shares of the Company's common stock.
- On February 27, 2007, repurchases of \$5 million of additional shares of the Company's common stock.
- On November 13, 2007, repurchases of \$5 million of additional shares of the Company's common stock.
- On December 16, 2008, repurchases of \$2.5 million of additional shares of the Company's common stock.
- On May 26, 2009, repurchases of \$5 million of additional shares of the Company's common stock.
- On February 22, 2011, repurchases of \$5 million of additional shares of the Company's common stock.
- On November 13, 2012 repurchases of \$5 million of additional shares of the Company's common stock.
- On November 19, 2013, repurchases of \$5 million additional shares of the Company's common stock.
- On October 24, 2014, repurchases of \$5 million additional shares of the Company's common stock.

## ITEM 6. SELECTED FINANCIAL DATA

The following sets forth a five-year comparison of selected financial data (dollars in thousands, except per share data).

	2014	2013	2012	2011	2010
<b>Summary of Operations</b>					
Interest income	\$ 54,734	\$ 53,459	\$ 55,767	\$ 56,772	\$ 50,883
Interest expense	3,252	3,535	6,157	8,504	10,756
Net interest income	51,482	49,924	49,610	48,268	40,127
Provision for loan losses	629	2,193	2,647	3,101	3,737
Other income	18,369	19,341	18,310	15,787	13,820
Other expense	44,507	43,504	42,838	43,053	36,927
Income before income taxes	24,715	23,568	22,435	17,901	13,283
Income tax expense	9,254	8,846	8,410	6,529	4,522
Net income	15,461	14,722	14,025	11,372	8,761
Dividends on preferred shares	4,152	4,417	4,252	3,576	2,240
Net income available to common stockholders	\$ 11,309	\$ 10,305	\$ 9,773	\$ 7,796	\$ 6,521
<b>Per Common Share Data</b>					
Basic earnings per share	\$ 1.88	\$ 1.74	\$ 1.62	\$ 1.29	\$ 1.07
Diluted earnings per share	1.85	1.73	1.62	1.29	1.07
Dividends declared per share	0.55	0.46	0.42	0.40	0.38
Book value per common share	19.55	16.54	17.53	16.18	14.46
Tangible Book Value per common share	15.63	11.75	12.68	11.24	9.00
<b>Capital Ratios</b>					
Total capital to risk-weighted assets	15.60%	15.58%	15.65%	14.48%	12.84%
Tier 1 capital to risk-weighted assets	14.42%	14.37%	14.51%	13.37%	11.71%
Common equity tier 1 ratio	10.32%	7.78%	7.54%	7.00%	6.88%
Tier 1 capital to average assets	10.52%	10.12%	9.66%	8.99%	7.42%
<b>Financial Ratios</b>					
Net interest margin	3.43%	3.38%	3.44%	3.45%	3.51%
Return on average assets	0.97%	0.94%	0.91%	0.76%	0.72%
Return on average common equity	10.34%	10.11%	9.53%	8.36%	7.20%
Dividend on common shares payout ratio	29.26%	26.44%	25.93%	31.01%	35.51%
Average equity to average assets	9.94%	9.81%	9.76%	8.88%	9.44%
Allowance for loan losses as a percent of total loans	1.29%	1.35%	1.29%	1.29%	1.29%
<b>Year End Balances</b>					
Total assets	\$ 1,607,103	\$ 1,605,498	\$ 1,578,032	\$ 1,500,956	\$ 1,468,245
Net loans, including loans held for sale	1,048,724	969,555	899,289	848,954	794,188
Total deposits	1,272,077	1,287,616	1,274,065	1,170,734	1,212,710
Total equity	164,916	149,381	156,687	140,967	112,265
<b>Average Balances</b>					
Total assets	\$ 1,593,227	\$ 1,568,638	\$ 1,543,453	\$ 1,502,794	\$ 1,219,353
Net loans, including loans held for sale	1,008,980	912,452	855,335	796,520	708,367
Total deposits	1,293,621	1,283,599	1,236,598	1,212,206	972,811
Total equity	158,364	153,922	150,578	133,444	115,151

## ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis is intended to provide a better understanding of the consolidated financial condition and results of operations of the Company and its subsidiaries years ended December 31, 2014, 2013 and 2012. This discussion and analysis should be read in conjunction with the consolidated financial statements, related notes and selected financial data appearing elsewhere in this report.

### Forward-Looking Statements

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

### For the Years Ended December 31, 2014, 2013 and 2012

#### Overview

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

Net income was \$15.5 million, 14.7 million, and \$14.0 million and diluted earnings per share were \$1.85, \$1.73, and \$1.62 for the years ended December 31, 2014, 2013 and 2012, respectively. The increase in net income and earnings per share in 2014 was primarily the result of an increase in net interest income due to growth in loan balances and sustained low funding costs, a reduction in provision for loan losses given lower non-performing assets and net charge-offs. The following table shows the Company's annualized performance ratios for the years ended December 31, 2014, 2013 and 2012:

	2014	2013	2012
Return on average assets	0.97%	0.94%	0.91%
Return on average common equity	10.34%	10.11%	9.53%
Average common equity to average assets	9.94%	9.81%	9.76%

Total assets at December 31, 2014, 2013 and 2012 were \$1.61 billion, \$1.61 billion, and \$1.58 billion, respectively. Net loan balances increased to \$1.05 billion at December 31, 2014, from \$970 million at December 31, 2013, from \$899 million at December 31, 2012. Of the increase in 2014, \$55.4 million or 32.9% was due to increases in commercial and industrial loans and \$19.8 million or 2.5% was due to increases in loans secured by real estate. Of the increase in 2013, \$61.4 million or 86% was due to increases in loans secured by real estate. Of the increase in 2012, \$46.9 million or 93% was due to increases in loans secured by real estate.

Total deposit balances decreased to \$1.27 billion at December 31, 2014 from \$1.29 billion at December 31, 2013 and from \$1.27 billion at December 31, 2012. The decline in 2014 was due to declines in non-interest bearing deposits and higher rate CDs that matured and were not replaced offset by an increase in interest bearing deposits. The increase in 2013 was due to increases in interest-bearing deposits offset by declines in savings account balances and non-interest bearing deposits.

Net interest margin, defined as net interest income divided by average interest-earning assets, was 3.43% for 2014, 3.38% for 2013 and 3.44% for 2012. The increase during 2014 was primarily due to the growth in loan balances. The decrease during 2013 was primarily due to a greater decrease in rates on earning assets compared to the decline in rates on interest bearing liabilities.

Net interest income increased to \$51.5 million in 2014 from \$49.9 million in 2013 and \$49.6 million in 2012. The ability of the Company to continue to grow net interest income is largely dependent on management's ability to succeed in its overall business development efforts. Management expects these efforts to continue but does not intend to compromise credit quality and prudent management of the maturities of interest-earning assets and interest-paying liabilities in order to achieve growth.

Non-interest income decreased to \$18.4 million in 2014 compared to \$19.3 million in 2013 and \$18.3 million in 2012. The primary reason for the decrease of \$.9 million or 5% from 2013 to 2014 was less gains on sales of securities and a decline in mortgage banking income as refinance and new purchase activity has slowed, offset by increases in revenue from brokerage and insurance commissions and deposit account service charges. The primary reason for the increase of \$1 million or 5.6% from 2012 to 2013 was more gains on the sale of securities primarily due to the sale of two trust preferred securities which resulted in a gain of \$1.4 million. In addition to security gains, revenues from trust and wealth management also increased by \$380,000 due to increased revenue from the retirement services area and more growth through the brokerage platform. These increases offset the decline in mortgage banking income during the year as refinances slowed with the increase in interest rates.

Non-interest expenses increased \$1,003,000, to \$44.5 million in 2014 compared to \$43.5 million in 2013, and \$42.8 million in 2012. The increase during 2014 of 2.3% was primarily due to an increase in salary and benefits expense as a result of higher officer salary and insurance costs. The increase during 2013 of less than 2% was primarily due to an increase in salaries and benefits expenses due to additions in sales staff and employees added for a new branch location.

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

	<b>2014 vs 2013</b>	<b>2013 vs 2012</b>
Net interest income	\$ 1,558	\$ 314
Provision for loan losses	1,564	454
Other income, including securities transactions	(972)	1,031
Other expenses	(1,003)	(666)
Income taxes	(408)	(436)
Increase in net income	<u>\$ 739</u>	<u>\$ 697</u>

Credit quality is an area of importance to the Company. Year-end total nonperforming loans were \$4.5 million at December 31, 2014 compared to \$6.5 million at December 31, 2013, and \$7.6 million at December 31, 2012. The decrease in 2014 and 2013 was the result of loans that paid off or became current during the year and loans transferred to other real estate owned. Other real estate owned balances totaled \$263,000 at December 31, 2014 compared to \$568,000 at December 31, 2013, and \$1.2 million at December 31, 2012. The decreases in 2014 and 2013 were due to more properties sold during the year than properties transferred in. The Company's provision for loan losses was \$629,000 for 2014, compared to \$2.2 million for 2013, and \$2.6 million for 2012. At December 31, 2014, the composition of the loan portfolio remained similar to year-end 2013. Loans secured by both commercial and residential real estate comprised 70%, 74%, and 73% of the loan portfolio for 2014, 2013, and 2012, respectively.

The Company also held an investment in one trust preferred security with a fair value of \$364,000 and unrealized losses of \$2.9 million at December 31, 2014 compared to a fair value of \$191,000 and unrealized losses of \$3.5 million at December 31, 2013. On July 22, 2013, the Company sold its holding in PreTSL I and II. The proceeds of these sales were sufficient to pay off the book value of \$1.1 million of these securities, reverse the recorded OTTI impairment of \$2.9 million and record a gain on sale of approximately \$1.4 million. During 2014 and 2013 the Company did not record any additional impairment charges for these securities. See Note 4 – "Investment Securities" for additional details regarding these investments.

The Company's capital position remains strong and the Company has consistently maintained regulatory capital ratios above the "well-capitalized" standards. The Company's Tier 1 capital ratio to risk weighted assets ratio at December 31, 2014, 2013, and 2012 was 14.42%, 14.37%, and 14.51%, respectively. The Company's total capital to risk weighted assets ratio at December 31, 2014, 2013, and 2012 was 15.60%, 15.58%, and 15.65%, respectively. The increase in these ratios during 2014 was primarily the result of an increase in retained earnings from current year net income and slightly lower preferred dividends due to the conversion of Series B Preferred Stock. The decline in these ratios during 2013 was primarily due to a decrease in retained earnings resulting from a greater amount of preferred dividends paid following the issuance of additional Series C Preferred Stock in 2012. (See "Preferred Stock" in Note 1 to consolidated financial statements for more detailed information.)

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

The Company enters into financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include lines of credit, letters of credit and other commitments to extend credit. The total outstanding commitments at December 31, 2014, 2013 and 2012 were \$242.8 million, \$244.2 million, and \$234.9 million, respectively. See Note 17 – "Commitments and Contingent Liabilities" herein for further information.

## Critical Accounting Policies and Use of Significant Estimates

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

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

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

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

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

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

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

**Impairment of Goodwill and Intangible Assets.** Core deposit and customer relationships, which are intangible assets with a finite life, are recorded on the Company's balance sheets. These intangible assets were capitalized as a result of past acquisitions and are being amortized over their estimated useful lives of up to 15 years. Core deposit intangible assets, with finite lives will be tested for impairment when changes in events or circumstances indicate that its carrying amount may not be recoverable. Core deposit intangible assets were tested for impairment during 2014 as part of the goodwill impairment test and no impairment was deemed necessary.

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

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

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

- Level 1 — quoted prices (unadjusted) for identical assets or liabilities in active markets.
- Level 2 — inputs include quoted prices for similar assets and liabilities in active markets, quoted prices of identical or similar assets or liabilities in markets that are not active, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.
- Level 3 — inputs that are unobservable and significant to the fair value measurement.

At the end of each quarter, the Company assesses the valuation hierarchy for each asset or liability measured. From time to time, assets or liabilities may be transferred within hierarchy levels due to changes in availability of observable market inputs to measure fair value at the measurement date. Transfers into or out of hierarchy levels are based upon the fair value at the beginning of the reporting period. A more detailed description of the fair values measured at each level of the fair value hierarchy can be found in Note 11 – "Disclosures of Fair Values of Financial Instruments."

## **Results of Operations**

### ***Net Interest Income***

The largest source of operating revenue for the Company is net interest income. Net interest income represents the difference between total interest income earned on earning assets and total interest expense paid on interest-bearing liabilities. The amount of interest income is dependent upon many factors, including the volume and mix of earning assets, the general level of interest rates and the dynamics of changes in interest rates. The cost of funds necessary to support earning assets varies with the volume and mix of interest-bearing liabilities and the rates paid to attract and retain such funds.



The Company's average balances, interest income and expense and rates earned or paid for major balance sheet categories are set forth in the following table (dollars in thousands):

	Year Ended December 31, 2014			Year Ended December 31, 2013			Year Ended December 31, 2012		
	Average Balance	Interest	Average Rate	Average Balance	Interest	Average Rate	Average Balance	Interest	Average Rate
<b>ASSETS</b>									
Interest-bearing deposits	\$ 32,379	\$ 83	0.26%	\$ 13,633	\$ 33	0.24%	\$ 16,559	\$ 40	0.24%
Federal funds sold	495	1	0.10%	6,923	6	0.09%	41,484	37	0.09%
Certificates of deposit investments	—	—	—%	2,554	14	0.55%	10,714	57	0.53%
Investment securities									
Taxable	374,285	7,499	2.00%	466,031	9,153	1.96%	458,158	9,970	2.18%
Tax-exempt (1)	69,614	2,352	3.38%	61,127	2,069	3.38%	49,198	1,714	3.48%
Loans (2) (3)	1,022,605	44,799	4.38%	924,900	42,184	4.56%	866,912	43,949	5.07%
Total earning assets	1,499,378	54,734	3.65%	1,475,168	53,459	3.62%	1,443,025	55,767	3.85%
Cash and due from banks	34,782			30,397			35,125		
Premises and equipment	27,892			29,089			30,234		
Other assets	44,800			46,432			46,646		
Allowance for loan losses	(13,625)			(12,448)			(11,577)		
Total assets	<u>\$ 1,593,227</u>			<u>\$ 1,568,638</u>			<u>\$ 1,543,453</u>		
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>									
Deposits:									
Demand deposits, interest-bearing	\$ 559,168	689	0.12%	\$ 544,157	795	0.15%	\$ 511,199	1,443	0.28%
Savings deposits	281,185	375	0.13%	294,615	452	0.15%	281,831	1,186	0.42%
Time deposits	229,763	1,287	0.56%	207,454	1,456	0.70%	224,350	2,214	0.99%
Securities sold under agreements									
to repurchase	97,478	47	0.05%	87,468	46	0.05%	113,443	117	0.10%
FHLB advances	14,575	339	2.33%	13,258	254	1.91%	10,619	308	2.90%
Federal funds purchased	16	—	0.52%	1,463	9	0.62%	59	—	0.68%
Subordinated debentures	20,620	514	2.49%	20,620	523	2.54%	20,620	563	2.73%
Other debt	101	1	1.22%	—	—	—%	4,035	326	8.00%
Total interest-bearing liabilities	1,202,906	3,252	0.27%	1,169,035	3,535	0.30%	1,166,156	6,157	0.53%
Demand deposits	223,505			237,373			219,218		
Other liabilities	8,452			8,308			7,501		
Stockholders' equity	158,364			153,922			150,578		
Total liabilities & equity	<u>\$ 1,593,227</u>			<u>\$ 1,568,638</u>			<u>\$ 1,543,453</u>		
Net interest income		<u>\$ 51,482</u>			<u>\$ 49,924</u>			<u>\$ 49,610</u>	
Net interest spread			3.38%			3.32%			3.32%
Impact of non-interest bearing funds			0.05%			0.06%			0.12%
Net yield on interest-earning assets			<u>3.43%</u>			<u>3.38%</u>			<u>3.44%</u>

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

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

(3) Includes loans held for sale.

Changes in net interest income may also be analyzed by segregating the volume and rate components of interest income and interest expense. The following table summarizes the approximate relative contribution of changes in average volume and interest rates to changes in net interest income for the past two years (in thousands):

	2014 Compared to 2013 Increase – (Decrease)			2013 Compared to 2012 Increase – (Decrease)		
	Total Change	Volume (1)	Rate (1)	Total Change	Volume (1)	Rate (1)
<b>Earning Assets:</b>						
Interest-bearing deposits	\$ 50	\$ 47	\$ 3	\$ (7)	\$ (7)	\$ —
Federal funds sold	(5)	(6)	1	(31)	(31)	—
Certificates of deposit investments	(14)	(7)	(7)	(43)	(45)	2
Investment securities:						
Taxable	(1,654)	(1,836)	182	(817)	175	(992)
Tax-exempt (2)	283	287	(4)	355	405	(50)
Loans (3)	2,615	4,328	(1,713)	(1,765)	2,827	(4,592)
Total interest income	1,275	2,813	(1,538)	(2,308)	3,324	(5,632)
<b>Interest-Bearing Liabilities:</b>						
Deposits:						
Demand deposits, interest-bearing	(106)	27	(133)	(648)	83	(731)
Savings deposits	(77)	(19)	(58)	(734)	52	(786)
Time deposits	(169)	144	(313)	(758)	(155)	(603)
Securities sold under agreements						
to repurchase	1	1	—	(71)	(22)	(49)
FHLB advances	85	26	59	(54)	66	(120)
Federal funds purchased	(9)	(8)	(1)	9	9	—
Subordinated debentures	(9)	—	(9)	(40)	—	(40)
Other debt	1	(326)	327	(326)	(326)	—
Total interest expense	(283)	(155)	(128)	(2,622)	(293)	(2,329)
Net interest income	\$ 1,558	\$ 2,968	\$ (1,410)	\$ 314	\$ 3,617	\$ (3,303)

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

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

(3) Nonaccrual loans are not material and have been included in the average balances.

Net interest income increased \$1.6 million or 3.1% in 2014 compared to an increase of \$314,000 or .6% in 2013. The increase in 2014 is primarily due to growth in average earning assets and an increase in net interest margin. The net interest margin increased due to the shift in balances of investment securities to higher-yielding loans, an increase in yield on investments and the reduction in deposit costs. The increase in 2013 was primarily due to growth in investment security and loan balances offset by a decline in earning asset rates that was greater than the decline in rates of interest-bearing liabilities.

In 2014, average earning assets increased by \$24.2 million or 1.6% and average interest-bearing liabilities increased \$33.9 million or 2.9% compared with 2013. In 2013, average earning assets increased by \$32.1 million, or 2.2%, and average interest-bearing liabilities increased \$2.9 million or .2% compared with 2012. Changes in average balances are shown below:

- Average interest-bearing deposits held by the Company increased \$18.7 million or 137.5% in 2014 compared to 2013. In 2013, average interest-bearing deposits held by the Company decreased \$2.9 million or 17.7% compared to 2012.
- Average federal funds sold decreased \$6.4 million or 92.8% in 2014 compared to 2013. In 2013, average federal funds sold decreased \$34.6 million or 83.3% compared to 2012.
- Average certificates of deposit investments decreased \$2.6 million or 100% in 2013 compared to 2012. In 2013, average certificates of deposit investments decreased \$8.2 million or 76.2% compared to 2012.

- Average loans increased by \$97.7 million or 10.6% in 2014 compared to 2013. In 2013, average loans increased by \$58.0 million or 6.7% compared to 2012.
- Average securities decreased by \$83.3 million or 15.8% in 2014 compared to 2013. In 2013, average securities increased by \$19.8 million or 3.9% compared to 2012.
- Average deposits increased by \$23.9 million or 2.3% in 2014 compared to 2013. In 2013, average deposits increased by \$28.8 million or 2.8% compared to 2012.
- Average securities sold under agreements to repurchase increased by \$10 million or 11.4% in 2014 compared to 2013. In 2013, average securities sold under agreements to repurchase decreased by \$26 million or 22.9% compared to 2012.
- Average borrowings and other debt remained relatively the same in 2014 compared to 2013. In 2013, average borrowings and other debt increased by \$8 million or .02% compared to 2012.
- The federal funds rate remained at a range of .25% to .30% at December 31, 2014, 2013 and 2012.
- Net interest margin increased to 3.43% compared to 3.38% in 2013 and 3.44% in 2012. Asset yields increased by 3 basis points in 2014, and interest-bearing liabilities decreased by 3 basis points.

To compare the tax-exempt yields on interest-earning assets to taxable yields, the Company also computes non-GAAP net interest income on a tax equivalent basis where the interest earned on tax-exempt securities is adjusted to an amount comparable to interest subject to normal income taxes, assuming a federal tax rate of 35% (referred to as the tax equivalent adjustment). The tax equivalent basis adjustments to net interest income for 2014, 2013 and 2012 were \$1,435,000, \$1,316,000, and \$1,038,000, respectively. The net yield on interest-earning assets on a tax equivalent basis was 3.53% in 2014, 3.47% in 2013 and 3.51% in 2012.

#### **Provision for Loan Losses**

The provision for loan losses in 2014 was \$629,000 compared to \$2,193,000 in 2013 and \$2,647,000 in 2012. Nonperforming loans decreased to \$4,540,000 at December 31, 2014 from \$6,469,000 at December 31, 2013 and compared to \$7,593,000 at December 31, 2012. The declines in provision expense in 2014 and 2013 was the result of a decrease in nonperforming loans and net charge offs. Net charge-offs were \$196,000 during 2014, \$720,000 during 2013 and \$1,991,000 during 2012. For information on loan loss experience and nonperforming loans, see "Nonperforming Loans and Repossessed Assets" and "Loan Quality and Allowance for Loan Losses" herein.

#### **Other Income**

An important source of the Company's revenue is derived from other income. The following table sets forth the major components of other income for the last three years (in thousands):

	2014	2013	2012	\$ Change From Prior Year	
				2014	2013
Trust	\$ 3,571	\$ 3,565	\$ 3,330	\$ 6	\$ 235
Brokerage	1,039	833	688	206	145
Insurance commissions	1,796	1,638	1,813	158	(175)
Service charges	5,264	4,865	4,808	399	57
Securities gains	715	2,293	934	(1,578)	1,359
Impairment recoveries (losses) on securities	—	—	127	—	(127)
Mortgage banking	596	935	1,509	(339)	(574)
ATM / debit card revenue	3,915	3,772	3,554	143	218
Other	1,473	1,440	1,547	33	(107)
Total other income	<u>\$ 18,369</u>	<u>\$ 19,341</u>	<u>\$ 18,310</u>	<u>\$ (972)</u>	<u>\$ 1,031</u>

Total non-interest income decreased to \$18.4 million in 2014 compared to \$19.3 million in 2013 and \$18.3 million in 2012. The primary reasons for the more significant year-to-year changes in other income components are as follows:

- Trust revenues increased \$6,000 or .2% in 2014 to \$3,571,000 from \$3,565,000 in 2013 and \$3,330,000 in 2012. The increases during 2014 and 2013 in trust revenues were due primarily to an increase in revenues from Investment Management & Advisory Agency accounts and increases in market value related fees. Trust assets were \$757.3 million at December 31, 2014 compared to \$722.9 million at December 31, 2013 and \$633.8 million at December 31, 2012.
- Revenue from brokerage increased \$206,000 or 24.7% to \$1,039,000 in 2014 from \$833,000 in 2013 and \$688,000 in 2012. The increase from 2013 to 2014 was due to an increase in the number of brokerage accounts from new business development efforts.
- Insurance commissions increased \$158,000 or 9.6% to \$1,796,000 in 2014 from \$1,638,000 in 2013 compared to \$1,813,000 in 2012. The increase from 2013 to 2014 was due to an increase in contingency income received from carriers based on claims experience. The decrease from 2012 to 2013 was due to a decrease in property and casualty insurance commissions.
- Fees from service charges increased \$399,000 or 8.2% to \$5,264,000 in 2014 from \$4,865,000 in 2013 and \$4,808,000 in 2012. The increase from 2013 to 2014 was primarily due to an increase in overdraft fees and transaction service charges. The increase from 2012 to 2013 was primarily due to an increase in commercial transaction account fees.
- Net securities gains in 2013 were \$715,000 down \$1.6 million or 68.8% from \$2.3 million in 2013 and \$934,000 in 2012. The decline in security gains from 2013 to 2014 and the increase during 2013 was primarily due to the sale of two trust preferred securities that resulted in net security gains of \$1.4 million.
- Mortgage banking income decreased \$339,000 or 36.3% to \$596,000 in 2014 from \$935,000 in 2013 and \$1,509,000 in 2012. The decline during 2014 was due to a decrease in the volume of loans originated and sold by First Mid Bank due to less refinancing as interest rates rose on various loan types. Loans sold balances are as follows:
  - \$44 million (representing 368 loans) in 2014
  - \$65 million (representing 552 loans) in 2013
  - \$101 million (representing 796 loans) in 2012

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

- Revenue from ATMs and debit cards increased \$143,000 or 3.8% to \$3,915,000 in 2014 from \$3,772,000 in 2013 compared to \$3,554,000 in 2012. The increase from 2013 to 2014 was primarily due to an increase in electronic transactions and incentives received from VISA. The increase from 2012 to 2013 was primarily due to an increase in electronic transactions.
- Other income increased \$33,000 or 2.3% in 2014 to \$1,473,000 from \$1,440,000 in 2013 compared to \$1,547,000 in 2012. The increase from 2013 to 2014 was primarily due to an increase in merchant card processing fees. The decrease from 2012 to 2013 was primarily due to a decline in rental income from other real estate owned that was sold during the third quarter of 2013 and less loan closing fees compared to 2012.

### Other Expense

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

	2014	2013	2012	\$ Change From Prior Year	
				2014	2013
Salaries and benefits	\$ 24,771	\$ 24,128	\$ 23,433	\$ 643	\$ 695
Occupancy and equipment	8,347	8,223	8,088	124	135
Other real estate owned, net	23	163	390	(140)	(227)
FDIC insurance assessment expense	804	832	875	(28)	(43)
Amortization of other intangibles	643	674	773	(31)	(99)
Stationery and supplies	646	603	609	43	(6)
Legal and professional fees	2,333	2,070	2,093	263	(23)
Marketing and promotion	1,015	1,221	1,014	(206)	207
Other	5,925	5,590	5,563	335	27
Total other expense	\$ 44,507	\$ 43,504	\$ 42,838	\$ 1,003	\$ 666

Total non-interest expense increased to \$44.5 million in 2014 from \$43.5 million in 2013 and \$42.8 million in 2012. The primary reasons for the more significant year-to-year changes in other expense components are as follows:

- Salaries and employee benefits, the largest component of other expense, increased \$643,000 or 2.7% to \$24.8 million from \$24.1 million in 2013, and \$23.4 million in 2012. The increase was primarily due to merit increases for continuing employees during the first quarter of 2014 offset by a decrease in the number of employees in 2014. The increases in 2013 was primarily due to increases in incentive compensation expense as a result of achieving desired objectives and merit raises for continuing employees. There were 400 full-time equivalent employees at December 31, 2014, compared to 406 at December 31, 2013, and 400 at December 31, 2012.
- Occupancy and equipment expense increased \$124,000 or 1.5% to \$8.3 million in 2014 from \$8.2 million in 2013, compared to \$8.1 million in 2012. The increase in 2014 was primarily due to increases in maintenance and repair expense for equipment and software and buildings owned by the company offset by less depreciation expense on software that was fully amortized during 2014. The increase in 2013 was primarily due to increases in maintenance and repair expense for equipment and software.
- Net other real estate owned expense decreased \$140,000 or 85.9% to \$23,000 from \$163,000 in 2013, and \$390,000 in 2012. The decreases during 2014 and 2013 were primarily due to the decline in the outstanding balance of other real estate owned.
- FDIC insurance expense decreased \$28,000 or 3.4% to \$804,000 from \$832,000 in 2013, and \$875,000 in 2012. The decrease in 2014 and 2013 was primarily due to lower assessment rates as a result of improved asset quality offset by an increase in average assets compared to the previous year.
- Amortization of other intangibles expense decreased \$31,000 or 4.6% to \$643,000 from \$674,000 in 2013, compared to \$773,000 in 2012. The decrease in intangible amortization expense in 2014 and 2013 was due to less amortization expense for core deposit intangibles.
- Other operating expenses increased \$335,000 or 6% to \$5,925,000 from \$5,590,000 in 2013, compared to \$5,563,000 in 2012. The increase in 2014 was primarily due to filing and listing fees paid to NASDAQ during 2014 that was not paid during 2013 and increases in various other expenses in 2014. The increase in 2013 was due to increases in various expenses.
- On a net basis, all other categories of operating expenses increased \$100,000 or 2.6% to \$3,994,000 from \$3,894,000 in 2013, compared to \$3,716,000 in 2012. The increase in 2014 was primarily due to an increase in legal and professional fees offset by a decrease in marketing and promotion. The increase in 2013 was primarily due to an increase in marketing and promotion expenses, offset by a decrease in stationery and supplies expense, and legal and professional fees.

### **Income Taxes**

Income tax expense amounted to \$9,254,000 in 2014 compared to \$8,846,000 in 2013, and \$8,414,000 in 2012. Effective tax rates were 37.4% for 2014, and 37.5% for 2013 and 2012. The Company adopted the provisions of FASB Interpretation No. 48 (FIN 48), "Accounting for Uncertainty in Income Taxes," which was codified within ASC 740, on January 1, 2007. The implementation of FIN 48 did not impact the Company's financial statements. The Company files U.S. federal and state of Illinois income tax returns. The Company is no longer subject to U.S. federal or state income tax examinations by tax authorities for years before 2011.

## Analysis of Balance Sheets

### Securities

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

The following table sets forth the amortized cost of the available-for-sale and held-to-maturity securities for the last three years (dollars in thousands):

	December 31,					
	2014		2013		2012	
	Amortized Cost	Weighted Average Yield	Amortized Cost	Weighted Average Yield	Amortized Cost	Weighted Average Yield
U.S. Treasury securities and obligations of U.S. government corporations and agencies	\$ 154,874	1.72%	\$ 197,805	1.56%	\$ 180,851	1.75%
Obligations of states and political subdivisions	75,589	3.33%	65,304	3.43%	53,064	3.62%
Mortgage-backed securities: GSE residential	193,814	2.48%	229,661	2.60%	252,310	2.81%
Trust preferred securities	3,300	1.14%	3,652	1.14%	4,974	3.50%
Other securities	4,036	1.20%	6,035	1.17%	9,663	1.92%
Total securities	<u>\$ 431,613</u>	<u>2.33%</u>	<u>\$ 502,457</u>	<u>2.27%</u>	<u>\$ 500,862</u>	<u>2.53%</u>

At December 31, 2014, the Company's investment portfolio decreased by \$70.8 million from December 31, 2013 due to maturities and sales of various securities that were used to fund new loans and not replaced. When purchasing investment securities, the Company considers its overall liquidity and interest rate risk profile, as well as the adequacy of expected returns relative to the risks assumed. During the third quarter of 2014, management evaluated its available-for-sale portfolio and transferred obligations of U.S. government corporations & agencies securities with a fair value of \$53.6 million from available-for-sale to held-to-maturity to reduce price volatility. Management determined it has both the intent and ability to hold these securities to maturity. Transfers of investment securities into the held-to-maturity category from available-for-sale are made at fair value on the date of transfer. There were no gains or losses recognized as a result of this transfer. The related \$1.4 million of unrealized holding loss that was included in the transfer is retained in the carrying value of the held-to-maturity securities and in other comprehensive income net of deferred taxes. These amounts are being amortized into net interest income over the remaining life of the related securities as a yield adjustment, resulting in no impact on future net income.

The table below presents the credit ratings as of December 31, 2014 for certain investment securities (in thousands):

	Amortized Cost	Estimated Fair Value	Average Credit Rating of Fair Value at December 31, 2014 (1)					
			AAA	AA +/-	A +/-	BBB +/-	< BBB -	Not rated
<b>Available-for-sale:</b>								
U.S. Treasury securities and obligations of U.S. government corporations and agencies	\$ 101,224	\$ 99,957	\$ 99,957	\$ —	\$ —	\$ —	\$ —	\$ —
Obligations of state and political subdivisions	75,589	78,084	4,625	56,026	15,997	—	—	1,436
Mortgage-backed securities (2)	193,814	195,401	—	—	—	—	—	195,401
Trust preferred securities	3,300	364	—	—	—	—	364	—
Other securities	4,036	4,050	—	2,007	—	1,988	—	55
Total investments	<u>\$ 377,963</u>	<u>\$ 377,856</u>	<u>\$ 104,582</u>	<u>\$ 58,033</u>	<u>\$ 15,997</u>	<u>\$ 1,988</u>	<u>\$ 364</u>	<u>\$ 196,892</u>
<b>Held-to-maturity:</b>								
U.S. Treasury securities and obligations of U.S. government corporations and agencies	<u>\$ 53,650</u>	<u>\$ 53,937</u>	<u>\$ 53,937</u>	—	—	—	—	—

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

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

The trust preferred securities consist of one trust preferred pooled security issued by FTN Financial Securities Corp. ("FTN"). The following table contains information regarding this security as of December 31, 2014:

Deal name	PreTSL XXVIII
Class	Mezzanine C-1
Book value	\$ 3,300,000
Fair value	\$ 364,000
Unrealized gains/(losses)	\$ (2,936,000)
Other-than-temporary impairment recorded in earnings	\$ 1,111,000
Lowest credit rating assigned	C
Number of performing banks	32
Number of issuers in default	8
Number of issuers in deferral	3
Original collateral	\$ 360,850,000
Actual defaults & deferrals as a % of original collateral	18.4%
Remaining collateral	\$ 340,882,000
Actual defaults & deferrals as a % of remaining collateral	19.5%
Expected defaults & deferrals as a % of remaining collateral	40.2%
Performing collateral	\$ 274,382,000
Estimated incremental defaults	\$ 64,254,000
Current balance of class	\$ 35,394,242
Subordination	\$ 273,253,125
Excess subordination	\$ 1,128,875
Excess subordination as a % of remaining performing collateral	0.4%
Discount rate (1)	1.59%-4.43%
Expected defaults & deferrals as a % of remaining collateral (2)	2% / .36
Recovery assumption (3)	10%
Prepayment assumption (4)	1%

(1) The discount rate for floating rate bonds is a compound interest formula based on the LIBOR forward curve for each payment date

(2) 2% annually for 2 years and 36 basis points annually thereafter

(3) With 2 year lag

(4) Additional assumptions regarding prepayments:

Banks with more than \$15 billion in total assets as of 12/31/2009:

(a) For fixed rate TruPS, all securities will be called in one year

(b) For floating rate TruPS, (1) all securities with spreads greater than 250 bps will be called in one year (2) all securities with spreads between 150 bps and 250 bps will be called at a rate of 5% annually (3) all securities with spreads less than 150 bps will be called at a rate of 1% annually

Banks with less than \$15 billion in total assets as of 12/31/2009:

(a) For fixed rate TruPS, (1) all securities with coupons greater than 8% that were issued by healthy banks with the capacity to prepay will be called in one year (2) All remaining fixed rate securities will be called at a rate of 1% annually

(b) For floating rate TruPs, all securities will be called at a rate of 1% annually

The trust preferred pooled security is a Collateralized Debt Obligations (“CDOs”) backed by a pool of debt securities issued by financial institutions. The collateral consists of trust-preferred securities and subordinated debt securities issued by banks, bank holding companies and insurance companies. Performing collateral is the amount of remaining collateral less the balances of collateral in deferral or default. Subordination is the amount of performing collateral in excess of the current balance of a specified class and all classes senior to the specified class. Excess subordination is the amount that the performing collateral balance exceeds the current outstanding balance of the specific class, plus all senior classes. It is a static measure of credit enhancement, but does not incorporate all of the structural elements of the security deal. This amount can also be impacted by future defaults and deferrals, deferring balances that cure or redemptions of securities by issuers. A negative excess subordination indicates that the current performing collateral of the security would be insufficient to pay the current principal balance of the class notes after all of the senior classes’ notes were paid. However, the performing collateral balance excludes the collateral of issuers currently deferring their interest payments. Because these issuers are expected to resume payment in the future (within five years of the first deferred interest period), a negative excess subordination does not necessarily mean a class note holder will not receive a greater than projected or even full payment of cash flow at maturity.

During the year ended December 31, 2014 the Company was receiving “payment in kind” (“PIK”) in lieu of cash interest on its trust preferred security investment as and to the extent described below. The Company’s use of “PIK” does not indicate that additional securities have been issued in satisfaction of any outstanding obligation; rather, it indicates that a coverage test of a class or tranche directly senior to the class in question has failed and interest received on the PIK note is being capitalized, which means the principal balance is being increased. Once the coverage test is met, the capitalized interest will be paid in cash and current cash interest payments will resume.

The Company’s trust preferred security investment allows, under the terms of the issue, for issuers to defer interest for up to five consecutive years. After five years, if not cured, the security is considered to be in default and the trustee may demand payment in full of principal and accrued interest. Issuers are also considered to be in default in the event of the failure of the issuer or a subsidiary. The structuring of the trust preferred security provides for a waterfall approach to absorbing losses whereby lower classes or tranches are initially impacted and more senior tranches are only impacted after lower tranches can no longer absorb losses. Likewise, the waterfall approach also applies to principal and interest payments received, as senior tranches have priority over lower tranches in the receipt of payments. Both deferred and defaulted issuers are considered non-performing, and the trustee calculates, on a quarterly or semi-annual basis, certain coverage tests prior to the payment of cash interest to owners of the various tranches of the securities. The coverage tests are compared to an over-collateralization target that states the balance of performing collateral as a percentage of the tranche balance plus the balance of all senior tranches. The tests must show that performing collateral is sufficient to meet requirements for the senior tranches, both in terms of cash flow and collateral value, before cash interest can be paid to subordinate tranches. As a result of the cash flow waterfall provisions within the structure of these securities, when a senior tranche fails its coverage test, all of the cash flows that would have been paid to lower tranches are paid to the senior tranche and recorded as a reduction of the senior tranches’ principal. This principal reduction in the senior tranche continues until the coverage test of the senior tranche is passed or the principal of the tranche is paid in full. For so long as the cash flows are being diverted to the senior tranches, the amount of interest due and payable to the subordinate tranches is capitalized and recorded as an increase in the principal value of the tranche. The Company’s trust preferred security investment is in the mezzanine branch or class which are subordinate to the more senior tranches of the issues. The Company is receiving partial interest payments and PIK for the remainder of interest due for this security due to failure of the required senior tranche coverage tests described. This security is projected to remain in partial PIK status for approximately one more year.

The impact of payment of PIK to subordinate tranches is to strengthen the position of the senior tranches by reducing the senior tranches’ principal balances relative to available collateral and cash flow. The impact to the subordinate tranches is to increase principal balances, decrease cash flow, and increase credit risk to the tranches receiving the PIK. The risk to holders of a security of a tranche in PIK status is that the total cash flow will not be sufficient to repay all principal and capitalized interest related to the investment.

During the fourth quarter of 2010, after analysis of the expected future cash flows and the timing of resumed interest payments, the Company determined that placing its trust preferred security on non-accrual status was the most prudent course of action. The Company stopped all accrual of interest and ceased to capitalize any PIK to the principal balance of the securities. The Company intends to keep its remaining trust preferred security on non-accrual status until the scheduled interest payments resume on a regular basis and any previously recorded PIK has been paid. The PIK status of these securities, among other factors, indicates potential other-than-temporary impairment (“OTTI”) and accordingly, the Company perform further detailed analysis of the investments’ cash flows and the credit conditions of the underlying issuers. This analysis incorporates, among other things, the waterfall provisions and any resulting PIK status of the securities to determine if cash flow will be sufficient to pay all principal and interest due to the investment tranche held by the Company.

See discussion below and Note 4 – Investment Securities in the notes to the financial statements for more detail regarding this analysis. Based on this analysis, the Company believes the amortized costs recorded for its trust preferred securities investments accurately reflects the position of these securities at December 31, 2014 and 2013.

#### ***Other-than-temporary Impairment of Securities***

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

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



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

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

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

The term "other-than-temporary" is not intended to indicate that the decline is permanent, but indicates that the prospects for a near-term recovery of value are not necessarily favorable, or that there is a general lack of evidence to support a realizable value equal to or greater than the carrying value of the investment. See Note 4 -- Investment Securities in the notes to the financial statements for a discussion of the Company's evaluation and, when applicable, charges for OTTI.

## Loans

The loan portfolio (net of unearned interest) is the largest category of the Company's earning assets. The following table summarizes the composition of the loan portfolio, including loans held for sale, for the last five years (in thousands):

	2014	% Outstanding Loans	2013	2012	2011	2010
Construction and land development	\$ 21,627	2.0%	\$ 25,321	\$ 31,341	\$ 23,136	\$ 20,379
Farm loans	110,193	10.4%	109,405	86,271	72,585	64,992
1-4 Family residential properties	181,921	17.1%	184,761	186,498	181,849	179,527
Multifamily residential properties	53,129	5.0%	50,174	44,863	19,846	22,146
Commercial real estate	379,604	35.8%	356,999	316,322	321,001	300,825
Loans secured by real estate	746,474	70.3%	726,660	665,295	618,417	587,869
Agricultural loans	68,298	6.4%	64,128	61,014	63,257	58,307
Commercial and industrial loans	223,780	21.1%	168,353	160,299	150,716	126,319
Consumer loans	15,118	1.4%	14,579	16,264	16,271	19,655
All other loans	8,736	0.8%	9,084	8,193	11,413	12,431
Total loans	\$ 1,062,406	100.0%	\$ 982,804	\$ 911,065	\$ 860,074	\$ 804,581

Loan balances increased by \$79.6 million or 8.1% from December 31, 2013 to December 31, 2014 primarily due to originations of commercial and industrial loans. Loan balances increased by \$71.7 million or 7.9% from December 31, 2012 to December 31, 2013 primarily due to originations of loans secured by real estate, agricultural loans, and commercial and industrial loans. The balances of loans sold into the secondary market were \$44 million in 2014 compared to \$65 million in 2013. The balance of real estate loans held for sale, included in the balances shown above, amounted to \$1,958,000 and \$514,000 as of December 31, 2014 and 2013, respectively.

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

The following table summarizes the loan portfolio geographically by branch region as of December 31, 2014 and 2013 (dollars in thousands):

	December 31, 2014		December 31, 2013	
	Principal balance	% Outstanding Loans	Principal balance	% Outstanding Loans
Mattoon region	\$ 255,024	24.1%	\$ 207,009	21.1%
Charleston region	50,445	4.7%	50,207	5.1%
Sullivan region	153,731	14.5%	133,573	13.6%
Effingham region	63,015	5.9%	66,004	6.7%
Decatur region	256,241	24.1%	241,784	24.6%
Peoria region	166,056	15.6%	166,618	16.9%
Highland region	117,894	11.1%	117,609	12.0%
Total all regions	\$ 1,062,406	100.0%	\$ 982,804	100.0%

Loans are geographically dispersed among these regions located in central and southwestern Illinois. While these regions have experienced some economic stress during 2014 and 2013, the Company does not consider these locations high risk areas since these regions have not experienced the significant declines in real estate values seen in some other areas in the United States.

The Company does not have a concentration, as defined by the regulatory agencies, in construction and land development loans or commercial real estate loans as a percentage of total risk-based capital for the periods shown above. At December 31, 2014 and 2013, the Company did have industry loan concentrations in excess of 25% of total risk-based capital in the following industries (dollars in thousands):

	December 31, 2014		December 31, 2013	
	Principal balance	% Outstanding Loans	Principal balance	% Outstanding Loans
Other grain farming	\$ 155,136	14.60%	\$ 147,110	14.97%
All Other General Merchandise Stores	46,169	4.35%	26,920	2.74%
Lessors of non-residential buildings	96,508	9.08%	97,982	9.97%
Lessors of residential buildings & dwellings	65,781	6.19%	58,792	5.98%
Hotels and motels	56,546	5.32%	50,608	5.15%

Balances of all other grain merchandise stores were not considered a concentration during 2013, but is shown here for comparative purposes. The Company had no further industry loan concentrations in excess of 25% of total risk-based capital.

The following table presents the balance of loans outstanding as of December 31, 2014, by contractual maturities (in thousands):

	Maturity (1)			Total
	One year or less(2)	Over 1 through 5 years	Over 5 years	
Construction and land development	\$ 16,737	\$ 4,566	\$ 324	\$ 21,627
Farm loans	7,600	44,337	58,256	110,193
1-4 Family residential properties	19,080	82,576	80,265	181,921
Multifamily residential properties	939	21,106	31,084	53,129
Commercial real estate	28,328	252,486	98,790	379,604
Loans secured by real estate	72,684	405,071	268,719	746,474
Agricultural loans	53,145	14,013	1,140	68,298
Commercial and industrial loans	120,759	74,094	28,927	223,780
Consumer loans	3,185	11,204	729	15,118
All other loans	1,447	2,439	4,850	8,736
Total loans	<u>\$ 251,220</u>	<u>\$ 506,821</u>	<u>\$ 304,365</u>	<u>\$ 1,062,406</u>

(1) Based upon remaining contractual maturity.

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

As of December 31, 2014, loans with maturities over one year consisted of approximately \$714.6 million in fixed rate loans and approximately \$96.6 million in variable rate loans. The loan maturities noted above are based on the contractual provisions of the individual loans. The Company has no general policy regarding renewals and borrower requests, which are handled on a case-by-case basis.

#### **Nonperforming Loans and Nonperforming Other Assets**

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

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

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

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

The following table presents information concerning the aggregate amount of nonperforming loans and repossessed assets (in thousands):

	December 31,				
	2014	2013	2012	2011	2010
Nonaccrual loans	\$ 4,105	\$ 6,121	\$ 7,573	\$ 6,723	\$ 9,332
Restructured loans which are performing in accordance with revised terms	435	348	20	717	1,102
Total nonperforming loans	4,540	6,469	7,593	7,440	10,434
Repossessed assets	263	568	1,229	4,606	6,199
Total nonperforming loans and repossessed assets	\$ 4,803	\$ 7,037	\$ 8,822	\$ 12,046	\$ 16,633
Nonperforming loans to loans, before allowance for loan losses	0.43%	0.66%	0.83%	0.87%	1.30%
Nonperforming loans and repossessed assets to loans, before allowance for loan losses	0.45%	0.72%	0.98%	1.40%	2.07%

The \$2.0 million decrease in nonaccrual loans during 2014 resulted from the net of \$854,000 of loans put on nonaccrual status, offset by \$242,000 of loans transferred to other real estate owned, \$130,000 of loans charged off and \$2.5 million of loans becoming current or paid-off. The following table summarizes the composition of nonaccrual loans (in thousands):

	December 31, 2014		December 31, 2013	
	Balance	% of Total	Balance	% of Total
Construction and land development	\$ 785	19.1%	\$ 1,483	24.2%
Farm loans	29	0.7%	105	1.7%
1-4 Family residential properties	878	21.4%	1,009	16.5%
Commercial real estate	2,074	50.5%	2,807	45.9%
Loans secured by real estate	3,766	91.7%	5,404	88.3%
Agricultural loans	—	—%	—	—%
Commercial and industrial loans	332	8.1%	706	11.5%
Consumer loans	7	0.2%	11	0.2%
Total loans	\$ 4,105	100.0%	\$ 6,121	100.0%

Interest income that would have been reported if nonaccrual and restructured loans had been performing totaled \$71,000, \$45,000 and \$173,000 for the years ended December 31, 2014, 2013 and 2012, respectively.

The \$305,000 decrease in repossessed assets during 2014 resulted from the net of \$355,000 of additional assets repossessed, \$583,000 of repossessed assets sold and \$77,000 of further write-downs of repossessed assets to current market value. The following table summarizes the composition of repossessed assets (in thousands):

	December 31, 2014		December 31, 2013	
	Balance	% of Total	Balance	% of Total
Construction and land development	\$ 201	76.4%	\$ 278	49.0%
Farm Loans	—	—%	3	0.5%
1-4 family residential properties	62	23.6%	135	23.8%
Commercial real estate	—	—%	46	8.0%
Total real estate	263	100.0%	462	81.3%
Agricultural Loans	—	—%	106	18.7%
Total repossessed collateral	\$ 263	100.0%	\$ 568	100.0%

Repossessed assets sold during 2014 resulted in net losses of \$33,000, of which \$33,000 was related to real estate asset sales and \$0 was related to other repossessed assets sales. Repossessed assets sold during 2013 resulted in net losses of \$37,000, of which \$32,000 were related to real estate asset sales and \$5,000 was related to other repossessed assets sales.

## **Loan Quality and Allowance for Loan Losses**

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

Management assessed the impact of the recession on each category of loans and adjusted historical loss factors for more recent economic trends. Management utilizes a five-year loss history as one of several components in assessing the probability of inherent future losses. Management also increased its allocation to various loan categories for economic factors during 2014 and 2013. Some of the economic factors include the potential for reduced cash flow for commercial operating loans from reduction in sales or increased operating costs, decreased occupancy rates for commercial buildings, reduced levels of home sales for commercial land developments, the uncertainty regarding grain prices, drought conditions and increased operating costs for farmers, and increased levels of unemployment and bankruptcy impacting consumer's ability to pay. Each of these economic uncertainties was taken into consideration in developing the level of the reserve. Management considers the allowance for loan losses a critical accounting policy.

Management recognizes there are risk factors that are inherent in the Company's loan portfolio. All financial institutions face risk factors in their loan portfolios because risk exposure is a function of the business. The Company's operations (and therefore its loans) are concentrated in east central Illinois, an area where agriculture is the dominant industry. Accordingly, lending and other business relationships with agriculture-based businesses are critical to the Company's success. At December 31, 2014, the Company's loan portfolio included \$178.5 million of loans to borrowers whose businesses are directly related to agriculture. Of this amount, \$155.1 million was concentrated in other grain farming. Total loans to borrowers whose businesses are directly related to agriculture increased \$5.0 million from \$173.5 million at December 31, 2013 while loans concentrated in other grain farming increased \$8.0 million from \$147.1 million at December 31, 2013.

While the Company adheres to sound underwriting practices, including collateralization of loans, any extended period of low commodity prices, drought conditions, significantly reduced yields on crops and/or reduced levels of government assistance to the agricultural industry could result in an increase in the level of problem agriculture loans and potentially result in loan losses within the agricultural portfolio.

In addition, the Company has \$56.5 million of loans to motels and hotels. The performance of these loans is dependent on borrower specific issues as well as the general level of business and personal travel within the region. While the Company adheres to sound underwriting standards, a prolonged period of reduced business or personal travel could result in an increase in nonperforming loans to this business segment and potentially in loan losses. The Company also has \$46.2 million of loans to other general merchandise stores, \$96.5 million of loans to lessors of non-residential buildings and \$65.8 million of loans to lessors of residential buildings and dwellings.

The structure of the Company's loan approval process is based on progressively larger lending authorities granted to individual loan officers, loan committees, and ultimately the Board of Directors. Outstanding balances to one borrower or affiliated borrowers are limited by federal regulation; however, limits well below the regulatory thresholds are generally observed. The vast majority of the Company's loans are to businesses located in the geographic market areas served by the Company's branch bank system. Additionally, a significant portion of the collateral securing the loans in the portfolio is located within the Company's primary geographic footprint. In general, the Company adheres to loan underwriting standards consistent with industry guidelines for all loan segments.

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

Analysis of the allowance for loan losses for the past five years and of changes in the allowance for these periods is summarized as follows (dollars in thousands):

	2014	2013	2012	2011	2010
Average loans outstanding, net of unearned income	\$ 1,022,605	\$ 924,900	\$ 866,912	\$ 807,463	\$ 718,669
Allowance-beginning of period	13,249	11,776	11,120	10,393	9,462
Charge-offs:					
Real estate-mortgage	185	479	1,423	2,625	2,551
Commercial, financial & agricultural	41	426	699	881	287
Installment	63	35	79	92	103
Other	248	188	170	162	181
Total charge-offs	537	1,128	2,371	3,760	3,122
Recoveries:					
Real estate-mortgage	110	36	137	1,171	146
Commercial, financial & agricultural	78	232	85	97	35
Installment	26	30	67	28	29
Other	127	110	91	90	106
Total recoveries	341	408	380	1,386	316
Net charge-offs	196	720	1,991	2,374	2,806
Provision for loan losses	629	2,193	2,647	3,101	3,737
Allowance-end of period	\$ 13,682	\$ 13,249	\$ 11,776	\$ 11,120	\$ 10,393
Ratio of annualized net charge-offs to average loans	0.03%	0.08%	0.23%	0.29%	0.39%
Ratio of allowance for loan losses to loans outstanding (less unearned interest at end of period)	1.29%	1.35%	1.29%	1.29%	1.35%
Ratio of allowance for loan losses to nonperforming loans	301.4%	204.8%	155.1%	149.5%	99.6%

The ratio of the allowance for loan losses to nonperforming loans is 301.4% as of December 31, 2014 compared to 204.8% as of December 31, 2013. The increase in this ratio is primarily due to the decline in nonperforming loans during 2014. Management believes that the overall estimate of the allowance for loan losses appropriately accounts for probable losses attributable to current exposures.

During 2014, the Company had net charge-offs of \$196,000 compared to \$720,000 in 2013. During 2014, the Company's significant charge-offs included \$110,000 on four commercial real estate loans to 3 borrowers and \$34,000 on one consumer loan. During 2013, the Company's significant charge offs included \$288,000 on seven commercial real estates of four borrowers, \$49,000 on a residential real estate loan of one borrower and \$352,000 on nine commercial operating loans of six borrowers.

At December 31, 2014, the allowance for loan losses amounted to \$13.7 million or 1.29% of total loans, and 301.4% of nonperforming loans. At December 31, 2013 the allowance for loan losses amounted to \$13.2 million or 1.35% of total loans, and 204.8% of nonperforming loans.

The allowance is allocated to the individual loan categories by a specific allocation for all classified loans plus a percentage of loans not classified based on historical losses and other factors. The allowance for loan losses, in management's judgment, is allocated as follows to cover probable loan losses (dollars in thousands):

	December 31, 2014		December 31, 2013		December 31, 2012	
	Allowance for loan losses	% of loans to total loans	Allowance for loan losses	% of loans to total loans	Allowance for loan losses	% of loans to total loans
Residential real estate	\$ 790	17.4%	\$ 771	19.1%	\$ 726	19.7%
Commercial / Commercial real estate	10,914	64.4%	10,646	61.8%	9,301	62.5%
Agricultural / Agricultural real estate	1,360	16.8%	533	17.6%	558	16.0%
Consumer	386	1.4%	377	1.5%	403	1.8%
Total allocated	13,450	100.0%	12,327	100.0%	10,988	100.0%
Unallocated	232	N/A	922	N/A	788	N/A
Allowance at end of year	\$ 13,682	100.0%	\$ 13,249	100.0%	\$ 11,776	100.0%

	December 31, 2011		December 31, 2010	
	Allowance for loan losses	% of loans to total loans	Allowance for loan losses	% of loans to total loans
Residential real estate	636	21.5%	\$ 440	25.1%
Commercial / Commercial real estate	8,791	58.8%	8,307	55.7%
Agricultural / Agricultural real estate	546	15.2%	404	15.3%
Consumer	378	4.5%	392	3.9%
Total allocated	10,351	100.0%	9,543	100.0%
Unallocated	769	N/A	850	N/A
Allowance at end of year	11,120	100.0%	\$ 10,393	100.0%

The unallocated allowance represents an estimate of the probable, inherent, but yet undetected, losses in the loan portfolio. It is based on factors that cannot necessarily be associated with a specific credit or loan category and represents management's estimate to ensure that the overall allowance for loan losses appropriately reflects a margin for the imprecision necessarily inherent in the estimates of expected credit losses. Fluctuations in the unallocated portion of the allowance result from qualitative factors such as economic conditions, expansionary activities and portfolio composition that influence the level of risk in the portfolio but are not specifically quantified.

## Deposits

Funding of the Company's earning assets is substantially provided by a combination of consumer, commercial and public fund deposits. The Company continues to focus its strategies and emphasis on retail core deposits, the major component of funding sources. The following table sets forth the average deposits and weighted average rates for the the years ended December 31, 2014, 2013 and 2012 (dollars in thousands):

	2014		2013		2012	
	Average Balance	Weighted Average Rate	Average Balance	Weighted Average Rate	Average Balance	Weighted Average Rate
Demand deposits:						
Non-interest-bearing	\$ 223,505	—%	\$ 237,373	—%	\$ 219,218	—%
Interest-bearing	559,168	0.12%	544,157	0.15%	511,199	0.28%
Savings	281,185	0.13%	294,615	0.15%	281,831	0.42%
Time deposits	229,763	0.56%	207,454	0.70%	224,530	0.98%
Total average deposits	<u>\$ 1,293,621</u>	<u>0.18%</u>	<u>\$ 1,283,599</u>	<u>0.21%</u>	<u>\$ 1,236,778</u>	<u>0.39%</u>

The following table sets forth the high and low month-end balances for the years ended December 31, 2014, 2013 and 2012 (in thousands):

	2014	2013	2012
High month-end balances of total deposits	\$ 1,305,825	\$ 1,310,169	\$ 1,274,065
Low month-end balances of total deposits	1,265,058	1,263,941	1,193,341

In 2014, the average balance of deposits increased by \$10 million from 2013. The increase was primarily attributable to an increase in time deposits offset by declines in non-interest bearing and savings account balances. Average non-interest bearing deposits decreased by \$13.8 million, savings accounts decreased by \$13.4 million, average balances of other interest-bearing deposits increased \$15 million and time deposits increased by \$22.3 million. In 2013, the average balance of deposits increased by \$47 million from 2012. The increase was primarily attributable to increases in non-interest bearing and savings account balances offset by declines in time deposits. Average non-interest bearing deposits increased by \$18 million, average money market account balances decreased by \$7.5 million, average savings account balances increased by \$12.8 million and average time deposit balances decreased by \$16.9 million.

Balances of time deposits of \$100,000 or more include time deposits maintained for public fund entities and consumer time deposits. The following table sets forth the maturity of time deposits of \$100,000 or more (in thousands):

	December 31,		
	2014	2013	2012
3 months or less	\$ 35,604	\$ 17,946	\$ 16,468
Over 3 through 6 months	15,270	12,625	10,847
Over 6 through 12 months	21,710	38,084	15,778
Over 12 months	25,861	28,060	19,469
Total	<u>\$ 98,445</u>	<u>\$ 96,715</u>	<u>\$ 62,562</u>

The balance of time deposits of \$100,000 or more increased \$1.7 million from December 31, 2013 to December 31, 2014. The balance of time deposits of \$100,000 or more increased \$34.2 million from December 31, 2012 to December 31, 2013. The increase in 2014 was primarily due to an increase in public funds invested in CDs offset by declines in other CDs. The increase in 2013 was primarily due to an increase in public funds invested in CD's and the addition of \$10 million in brokered CDs during 2013.

In 2014 the Company maintained account relationships with various public entities throughout its market areas. Five public entities had total balances of \$46.7 million in various checking accounts and time deposits as of December 31, 2014. These balances are subject to change depending upon the cash flow needs of the public entity.



### Repurchase Agreements and Other Borrowings

Securities sold under agreements to repurchase are short-term obligations of First Mid Bank. First Mid Bank collateralizes these obligations with certain government securities that are direct obligations of the United States or one of its agencies. First Mid Bank offers these retail repurchase agreements as a cash management service to its corporate customers. Other borrowings consist of Federal Home Loan Bank ("FHLB") advances, federal funds purchased, loans (short-term or long-term debt) that the Company has outstanding and junior subordinated debentures. Information relating to securities sold under agreements to repurchase and other borrowings as December 31, 2014, 2013 and 2012 is presented below (dollars in thousands):

	<u>2014</u>	<u>2013</u>	<u>2012</u>
<b>At December 31:</b>			
Securities sold under agreements to repurchase	\$ 121,869	\$ 119,187	\$ 113,484
Federal Home Loan Bank advances:			
Fixed term – due in one year or less	—	10,000	—
Fixed term – due after one year	20,000	10,000	5,000
Junior subordinated debentures	20,620	20,620	20,620
Total	<u>\$ 162,489</u>	<u>\$ 159,807</u>	<u>\$ 139,104</u>
Average interest rate at end of period	0.54%	0.47%	0.61%
<b>Maximum outstanding at any month-end:</b>			
Securities sold under agreements to repurchase	\$ 121,869	\$ 119,187	\$ 118,030
Federal funds purchased	—	5,000	—
Federal Home Loan Bank advances:			
FHLB-overnite	—	11,000	—
Fixed term – due in one year or less	10,000	10,000	9,750
Fixed term – due after one year	20,000	10,000	5,000
Debt:			
Debt due in one year or less	—	—	8,250
Junior subordinated debentures	20,620	20,620	20,620
<b>Averages for the period (YTD):</b>			
Securities sold under agreements to repurchase	\$ 97,478	\$ 87,468	\$ 113,443
Federal funds purchased	16	1,463	59
Federal Home Loan Bank advances:			
FHLB-overnite	—	2,915	3
Fixed term – due in one year or less	1,520	3,589	5,616
Fixed term – due after one year	13,055	6,754	5,000
Debt:			
Loans due in one year or less	101	—	4,035
Junior subordinated debentures	20,620	20,620	20,620
Total	<u>\$ 132,790</u>	<u>\$ 122,809</u>	<u>\$ 148,776</u>
Average interest rate during the period	0.30%	0.68%	0.88%

At December 31, 2014 the advances totaling \$20.0 million were as follows:

- \$5 million advance with a 2-year maturity, at .57%, due August 26, 2015
- \$5 million advance with a 10-year maturity, at 4.58%, due July 13, 2016, one year lockout, callable quarterly
- \$5 million advance with a 6-year maturity, at 2.30%, due August 24, 2020
- \$5 million advance with a 7-year maturity, at 2.55%, due October 1, 2021

At December 31, 2014 and 2013, there was no outstanding loan balance on a revolving credit agreement with The Northern Trust Company. This loan was renewed on April 18, 2014 for one year as a revolving credit agreement with a maximum available balance of \$15 million. The interest rate is floating at 2.25% over the federal funds rate (2.5% at December 31, 2014). The loan is unsecured and subject to a borrowing agreement containing requirements for the Company and First Mid Bank, including requirements for operating and capital ratios. The Company and its subsidiary bank were in compliance with the existing covenants at December 31, 2014 and 2013.

On February 27, 2004, the Company completed the issuance and sale of \$10 million of floating rate trust preferred securities through First Mid-Illinois Statutory Trust I ("Trust I"), a statutory business trust and wholly-owned unconsolidated subsidiary of the Company, as part of a pooled offering. The Company established Trust I for the purpose of issuing the trust preferred securities. The \$10 million in proceeds from the trust preferred issuance and an additional \$310,000 for the Company's investment in common equity of Trust I, a total of \$10,310,000, was invested in junior subordinated debentures of the Company. The underlying junior subordinated debentures issued by the Company to Trust I mature in 2034, bear interest at three-month London Interbank Offered Rate ("LIBOR") plus 280 basis points (3.08% and 3.09% at December 31, 2014 and 2013, respectively), reset quarterly, and are callable at par, at the option of the Company, quarterly. The Company used the proceeds of the offering for general corporate purposes.

On April 26, 2006, the Company completed the issuance and sale of \$10 million of fixed/floating rate trust preferred securities through First Mid-Illinois Statutory Trust II ("Trust II"), a statutory business trust and wholly-owned unconsolidated subsidiary of the Company, as part of a pooled offering. The Company established Trust II for the purpose of issuing the trust preferred securities. The \$10 million in proceeds from the trust preferred issuance and an additional \$310,000 for the Company's investment in common equity of Trust II, a total of \$10,310,000, was invested in junior subordinated debentures of the Company. The underlying junior subordinated debentures issued by the Company to Trust II mature in 2036, bore interest at a fixed rate of 6.98% paid quarterly until June 15, 2011 and then converted to floating rate (LIBOR plus 160 basis points) after June 15, 2011 (1.84% and 1.84% at December 31, 2014 and 2013, respectively). The net proceeds to the Company were used for general corporate purposes, including the Company's acquisition of Mansfield Bancorp, Inc. in 2006.

The trust preferred securities issued by Trust I and Trust II are included as Tier 1 capital of the Company for regulatory capital purposes. On March 1, 2005, the Federal Reserve Board adopted a final rule that allows the continued limited inclusion of trust preferred securities in the calculation of Tier 1 capital for regulatory purposes. The final rule provided a five-year transition period, ending September 30, 2010, for application of the revised quantitative limits. On March 17, 2009, the Federal Reserve Board adopted an additional final rule that delayed the effective date of the new limits on inclusion of trust preferred securities in the calculation of Tier 1 capital until March 31, 2012. The application of the revised quantitative limits did not and is not expected to have a significant impact on its calculation of Tier 1 capital for regulatory purposes or its classification as well-capitalized. The Dodd-Frank Act, signed into law July 21, 2010, removes trust preferred securities as a permitted component of a holding company's Tier 1 capital after a three-year phase-in period beginning January 1, 2013 for larger holding companies. For holding companies with less than \$15 billion in consolidated assets, existing issues of trust preferred securities are grandfathered and not subject to this new restriction. New issuances of trust preferred securities, however would not count as Tier 1 regulatory capital.

In addition to requirements of the Dodd-Frank Act discussed above, the act also required the federal banking agencies to adopt rules that prohibit banks and their affiliates from engaging in proprietary trading and investing in and sponsoring certain unregistered investment companies (defined as hedge funds and private equity funds). This rule is generally referred to as the "Volcker Rule." On December 10, 2013, the federal banking agencies issued final rules to implement the prohibitions required by the Volcker Rule. Following the publication of the final rule, and in reaction to concerns in the banking industry regarding the adverse impact the final rule's treatment of certain collateralized debt instruments has on community banks, the federal banking agencies approved a final rule to permit banking entities to retain interests in certain collateralized debt obligations backed primarily by trust preferred securities. Under the final rule, the agencies permit the retention of an interest in or sponsorship of covered funds by banking entities under \$15 billion in assets if (1) the collateralized debt obligation was established and issued prior to May 19, 2010, (2) the banking entity reasonably believes that the offering proceeds received by the collateralized debt obligation were invested primarily in qualifying trust preferred collateral, and (3) the banking entity's interests in the collateralized debt obligation was acquired on or prior to December 10, 2013. Although the Volcker Rule impacts many large banking entities, the Company does not currently anticipate that the Volcker Rule will have a material effect on the operations of the Company or First Mid Bank.

### **Interest Rate Sensitivity**

The Company seeks to maximize its net interest margin while maintaining an acceptable level of interest rate risk. Interest rate risk can be defined as the amount of forecasted net interest income that may be gained or lost due to changes in the interest rate environment, a variable over which management has no control. Interest rate risk, or sensitivity, arises when the maturity or repricing characteristics of interest-bearing assets differ significantly from the maturity or repricing characteristics of interest-bearing liabilities. The Company monitors its interest rate sensitivity position to maintain a balance between rate sensitive assets and rate sensitive liabilities. This balance serves to limit the adverse effects of changes in interest rates. The Company's asset liability management committee (ALCO) oversees the interest rate sensitivity position and directs the overall allocation of funds.

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

The following table sets forth the Company's interest rate repricing GAP for selected maturity periods at December 31, 2014 (dollars in thousands):

	Rate Sensitive Within						Total	Fair Value
	1 year	1-2 years	2-3 years	3-4 years	4-5 years	Thereafter		
<b>Interest-earning assets:</b>								
Federal funds sold and other interest-bearing deposits	\$ 11,014	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 11,014	\$ 11,014
Taxable investment securities	1,048	—	18,211	27,633	48,167	258,363	353,422	353,709
Nontaxable investment securities	301	779	1,444	309	2,603	72,648	78,084	78,084
Loans	448,408	168,734	208,577	122,259	46,411	68,017	1,062,406	1,066,750
<b>Total</b>	<b>\$ 460,771</b>	<b>\$ 169,513</b>	<b>\$ 228,232</b>	<b>\$ 150,201</b>	<b>\$ 97,181</b>	<b>\$ 399,028</b>	<b>\$ 1,504,926</b>	<b>\$ 1,509,557</b>
<b>Interest-bearing liabilities:</b>								
Savings and NOW accounts	\$ 151,411	\$ 31,157	\$ 32,317	\$ 45,078	\$ 46,386	\$ 274,240	\$ 580,589	\$ 580,589
Money market accounts	212,717	3,221	3,310	4,294	4,384	23,169	251,095	251,095
Other time deposits	158,962	31,107	13,328	9,729	5,004	147	218,277	218,558
Short-term borrowings/debt	121,869	—	—	—	—	—	121,869	121,870
Long-term borrowings/debt	25,620	5,000	—	—	—	10,000	40,620	33,069
<b>Total</b>	<b>\$ 670,579</b>	<b>\$ 70,485</b>	<b>\$ 48,955</b>	<b>\$ 59,101</b>	<b>\$ 55,774</b>	<b>\$ 307,556</b>	<b>\$ 1,212,450</b>	<b>\$ 1,205,181</b>
Rate sensitive assets – rate sensitive liabilities	\$ (209,808)	\$ 99,028	\$ 179,277	\$ 91,100	\$ 41,407	\$ 91,472	\$ 292,476	
Cumulative GAP	\$ (209,808)	\$ (110,780)	\$ 68,497	\$ 159,597	\$ 201,004	\$ 292,476		
Cumulative amounts as % of total Rate sensitive assets	-13.9%	6.6%	11.9%	6.1%	2.8%	6.1%		
Cumulative Ratio	-13.9%	-7.4%	4.6%	10.6%	13.4%	19.4%		

The static GAP analysis shows that at December 31, 2014, the Company was liability sensitive, on a cumulative basis, through the twelve-month time horizon. This indicates that future increases in interest rates could have an adverse effect on net interest income.

There are several ways the Company measures and manages the exposure to interest rate sensitivity, including static GAP analysis. The Company's ALCO also uses other financial models to project interest income under various rate scenarios and prepayment/extension assumptions consistent with First Mid Bank's historical experience and with known industry trends. ALCO meets at least monthly to review the Company's exposure to interest rate changes as indicated by the various techniques and to make necessary changes in the composition terms and/or rates of the assets and liabilities. The Company is currently experiencing downward pressure on asset yields resulting from the extended period of historically low interest rates and heightened competition for loans. A continuation of this environment could result in a decline in interest income and the net interest margin.

## Capital Resources

At December 31, 2014, the Company's stockholders' equity had increased \$15.5 million, or 10.4%, to \$164,916,000 from \$149,381,000 as of December 31, 2013. During 2014, net income contributed \$15,461,000 to equity before the payment of dividends to stockholders. The change in market value of available-for-sale investment securities increased stockholders' equity by \$8,315,000, net of tax. Additional purchases of treasury stock (82,680 shares at an average cost of \$21.32 per share) decreased stockholders' equity by approximately \$1,763,000.

During 2009, the Company sold to certain accredited investors including directors, executive officers, and certain major customers and holders of the Company's common stock, \$24,635,000, in the aggregate, of a newly authorized series of its preferred stock designated as Series B Preferred Stock. Additionally, during 2011 and 2012, the Company sold to certain accredited investors including directors, executive officers, and certain major customers and holders of the Company's common stock, \$27,500,000, in the aggregate, of a newly authorized series of its preferred stock designated as Series C Preferred Stock. During 2014, the Company converted the Series B Preferred Stock to approximately 1,139,195 shares of common stock in accordance with the terms of the offering.

## Stock Plans

**Deferred Compensation Plan.** The Company follows the provisions of the Emerging Issues Task Force Issue No. 97-14, "Accounting for Deferred Compensation Arrangements Where Amounts Earned Are Held in a Rabbi Trust and Invested" ("EITF 97-14"), which was codified into ASC 710-10, for purposes of the First Mid-Illinois Bancshares, Inc. Deferred Compensation Plan ("DCP"). At December 31, 2014, the Company classified the cost basis of its common stock issued and held in trust in connection with the DCP of approximately \$3,539,000 as treasury stock. The Company also classified the cost basis of its related deferred compensation obligation of approximately \$3,539,000 as an equity instrument (deferred compensation).

The DCP was effective as of June 1984. The purpose of the DCP is to enable directors, advisory directors, and key employees the opportunity to defer a portion of the fees and cash compensation paid by the Company as a means of maximizing the effectiveness and flexibility of compensation arrangements. The Company invests all participants' deferrals in shares of common stock. Dividends paid on the shares are credited to participants' DCP accounts and invested in additional shares. The Company issued, pursuant to DCP:

- 13,724 common shares during 2014,
- 12,700 common shares during 2013, and
- 6,048 common shares during 2012

**First Retirement and Savings Plan.** The First Retirement and Savings Plan ("401(k) plan") was effective beginning in 1985. Employees are eligible to participate in the 401(k) plan after six months of service with the Company. The Company offers common stock as an investment option for participants of the 401(k) plan. The Company issued, pursuant to the 401(k) plan:

- 8,971 common shares during 2014,
- 9,747 common shares during 2013, and
- 19,366 common shares during 2012

**Dividend Reinvestment Plan.** The Dividend Reinvestment Plan ("DRIP") was effective as of October 1994. The purpose of the DRIP is to provide participating stockholders with a simple and convenient method of investing cash dividends paid by the Company on its common and preferred shares into newly issued common shares of the Company. All holders of record of the Company's common or preferred stock are eligible to voluntarily participate in the DRIP. The DRIP is administered by Computershare Investor Services, LLC and offers a way to increase one's investment in the Company. Of the \$3,540,000 in common stock dividends paid during 2014, \$893,000 or 25.2% was reinvested into shares of common stock of the Company through the DRIP. Of the \$4,706,000 in preferred stock dividends paid during 2014, \$367,000 or 7.8% was reinvested into shares of common stock through the DRIP. Events that resulted in common shares being reinvested in the DRIP:

- During 2014, 43,969 common shares were issued from common stock dividends and 17,339 common shares were issued from preferred stock dividends.
- During 2013, 31,035 common shares were issued from common stock dividends and 15,885 common shares were issued from preferred stock dividends.
- During 2012, 41,729 common shares were issued from common stock dividends and 12,215 common shares were issued from preferred stock dividends.

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

On September 27, 2011, the Board of Directors passed a resolution authorizing and approving the Executive Long-Term Incentive Plan ("LTIP"). The LTIP was implemented to provide methodology for granting Stock Awards and Stock Unit Awards under the SI Plan to select senior executives of the Company or any subsidiary.

A maximum of 300,000 shares of common stock may be issued under the SI Plan. As of December 31, 2014, the Company had awarded 59,500 shares as stock options under the SI Plan. There were no shares awarded as stock options during 2014 or 2013. During 2014 and 2013, the Company awarded 19,377 shares and 14,054 shares, respectively, as 50% Stock Awards and 50% Stock Unit Awards under the SI Plan. This SI Plan is more fully described in Note 13 - Stock Incentive Plan.

**Stock Repurchase Program.** Since August 5, 1998, the Board of Directors has approved repurchase programs pursuant to which the Company may repurchase a total of approximately \$76.7 million of the Company's common stock. The repurchase programs approved by the Board of Directors are as follows:

- On August 5, 1998, repurchases of up to 3%, or \$2 million, of the Company's common stock.
- In March 2000, repurchases up to an additional 5%, or \$4.2 million of the Company's common stock.
- In September 2001, repurchases of \$3 million of additional shares of the Company's common stock.
- In August 2002, repurchases of \$5 million of additional shares of the Company's common stock.
- In September 2003, repurchases of \$10 million of additional shares of the Company's common stock.
- On April 27, 2004, repurchases of \$5 million of additional shares of the Company's common stock.
- On August 23, 2005, repurchases of \$5 million of additional shares of the Company's common stock.
- On August 22, 2006, repurchases of \$5 million of additional shares of the Company's common stock.
- On February 27, 2007, repurchases of \$5 million of additional shares of the Company's common stock.
- On November 13, 2007, repurchases of \$5 million of additional shares of the Company's common stock.
- On December 16, 2008, repurchases of \$2.5 million of additional shares of the Company's common stock.
- On May 26, 2009, repurchases of \$5 million of additional shares of the Company's common stock.
- On February 22, 2011, repurchases of \$5 million of additional shares of the Company's common stock.
- On November 13, 2012, repurchases of \$5 million of additional shares of the Company's common stock.
- On November 19, 2013, repurchases of \$5 million additional shares of the Company's common stock.
- On October 24, 2014, repurchases of \$5 million additional shares of the Company's common stock.

During 2014, the Company repurchased 82,681 (1.2% of common shares) at a total price of \$1,763,000. During 2013, the Company repurchased 202,170 (3.4% of common shares) at a total price of \$4,619,000. As of December 31, 2014, approximately \$8.2 million remains available for purchase under the repurchase programs. Treasury stock is further affected by activity in the DCP.

### Capital Ratios

Minimum regulatory requirements for highly-rated banks that do not expect significant growth is 8% for the Total Capital to Risk-Weighted Assets ratio and 3% for the Tier 1 Capital to Average Assets ratio. The Company and First Mid Bank have capital ratios above the minimum regulatory capital requirements and, as of December 31, 2014, the Company and First Mid Bank had capital ratios above the levels required for categorization as well-capitalized under the capital adequacy guidelines established by the bank regulatory agencies. A tabulation of the Company and First Mid Bank's capital ratios as of December 31, 2014 follows:

	<u>Total Capital Ratio</u>	<u>Tier One Capital Ratio</u>	<u>Tier One Leverage Ratio (Capital to Average Assets)</u>
First Mid-Illinois Bancshares, Inc. (Consolidated)	15.60%	14.42%	10.52%
First Mid-Illinois Bank & Trust, N.A.	15.02%	13.84%	10.08%

## Liquidity

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

- First Mid Bank has \$35 million available in overnight federal fund lines, including \$10 million from U.S. Bank, N.A., \$10 million from Wells Fargo Bank, N.A. and \$15 million from The Northern Trust Company. Availability of the funds is subject to First Mid Bank meeting minimum regulatory capital requirements for total capital to risk-weighted assets and Tier 1 capital to total average assets. As of December 31, 2014, First Mid Bank met these regulatory requirements.
- First Mid Bank can borrow from the Federal Home Loan Bank as a source of liquidity. Availability of the funds is subject to the pledging of collateral to the Federal Home Loan Bank. Collateral that can be pledged includes one-to-four family residential real estate loans and securities. At December 31, 2014, the excess collateral at the FHLB would support approximately \$82.5 million of additional advances.
- First Mid Bank is a member of the Federal Reserve System and can borrow funds provided that sufficient collateral is pledged.
- In addition, as of December 31, 2014, the Company had a revolving credit agreement in the amount of \$15 million with The Northern Trust Company with an outstanding balance of zero and \$15 million in available funds. This loan was renewed on April 18, 2014 for one year as a revolving credit agreement. The interest rate is floating at 2.25% over the federal funds rate. The loan is unsecured and subject to a borrowing agreement containing requirements for the Company and First Mid Bank, including requirements for operating and capital ratios. The Company and its subsidiary bank were in compliance with the existing covenants at December 31, 2014 and 2013.

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

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

The following table summarizes significant contractual obligations and other commitments at December 31, 2014 (in thousands):

	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Time deposits	\$ 218,277	\$ 152,490	\$ 47,135	\$ 18,506	\$ 146
Debt	20,620	—	—	—	20,620
Other borrowings	141,869	121,869	20,000	—	—
Operating leases	4,210	1,044	1,394	1,098	674
Supplemental retirement	786	50	200	161	375
	<u>\$ 385,762</u>	<u>\$ 275,453</u>	<u>\$ 68,729</u>	<u>\$ 19,765</u>	<u>\$ 21,815</u>

For the year ended December 31, 2014, net cash of \$17.7 million was provided from operating activities and \$10.0 million and \$21.1 million was used in investing activities and financing activities, respectively. In total cash and cash equivalents decreased by \$13.4 million since year-end 2013.

For the year ended December 31, 2013, net cash of \$24.6 million and \$24.9 million was provided from operating activities and financing activities, respectively and \$67.1 million was used in investing activities. In total cash and cash equivalents decreased by \$17.6 million since year-end 2012.

For the year ended December 31, 2012, net cash of \$22.9 million and \$60.4 million was provided from operating activities and financing activities, respectively and \$73.7 million was used in investing activities. In total, cash and cash equivalents increased by \$9.6 million since year-end 2011.

For the years ended December 31, 2014 and 2013, the Company also had \$10 million of floating rate trust preferred securities outstanding through each of Trust I and Trust II. See Note 9 – "Borrowings" for a more detailed description.

## Effects of Inflation

Unlike industrial companies, virtually all of the assets and liabilities of the Company are monetary in nature. As a result, interest rates have a more significant impact on the Company's performance than the effects of general levels of inflation. Interest rates do not necessarily move in the same direction or experience the same magnitude of changes as goods and services, since such prices are affected by inflation. In the current economic environment, liquidity and interest rate adjustments are features of the Company's assets and liabilities that are important to the maintenance of acceptable performance levels. The Company attempts to maintain a balance between monetary assets and monetary liabilities, over time, to offset these potential effects.

## Adoption of New Accounting Guidance

**Accounting Standards Update 2014-04 - Receivables--Troubled Debt Restructurings by Creditors (Topic 310-40): Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans Upon Foreclosure ("ASU 2014-04").** In January 2014, the Financial Accounting Standards Board ("FASB") issued ASU 2014-04 to reduce diversity by clarifying when a creditor should be considered to have received physical possession of residential real estate property that collateralizes a consumer mortgage loan so that the loan should be derecognized and the real estate property recognized in the financial statements. ASU 2014-04 amends Topic 310-40 to clarify that an in substance repossession of foreclosure occurs, and a creditor is considered to have received physical possession of residential real estate property collateralizing a consumer mortgage loan when either: (1) the creditor obtains legal title to the property upon completion of foreclosure or (2) the borrower conveys all interest in the property to the creditor to satisfy that loan through completion of a deed in lieu of foreclosure or through a similar agreement. Additionally, the amendments require interim and annual disclosure of both (1) the amount of foreclosed residential real estate property held by the creditor and (2) the recorded investment in consumer mortgage loans collateralized by residential real estate property that are in the process of foreclosure. ASC 2014-04 is effective for annual and interim reporting periods beginning on or after December 15, 2014. Early implementation is permitted. The adoption of this guidance is not expected to have a material impact on the Company's financial statements.

**Accounting Standards Update 2014-09, Revenue from Contracts with Customers (Topic 606): Revenue from Contracts with Customers ("ASU 2014-09").** In May 2014, FASB issued ASU 2014-09 which creates a new topic in the FASB Accounting Standards Codification(R) ("ASC"), Topic 606. In addition to superseding and replacing nearly all existing U.S. GAAP revenue recognition guidance, including industry-specific guidance, ASU 2014-09 establishes a new control-based revenue recognition model, changes the basis for deciding when revenue is recognized over time or at a point in time, provides new and more detailed guidance on specific topics and expands and improves disclosures about revenue. In addition, ASU 2014-09 adds a new Subtopic to the ASC, *Other Assets and Deferred Costs: Contracts with Customers* ("ASC 340-40"), to provide guidance on costs related to obtaining a contract with a customer and costs incurred in fulfilling a contract with a customer that are not in the scope of another ASC Topic. The new guidance does not apply to certain contracts within the scope of other ASC Topics, such as lease contracts, insurance contracts, financing arrangements, financial instruments, guarantee other than product or service warranties, and non-monetary exchanges between entities in the same line of business to facilitate sales to customers. The amendments are effective for annual periods and interim periods within those annual periods beginning after December 15, 2016. The adoption of this guidance is not expected to have a material impact on the Company's financial statements.

**ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

The Company's market risk arises primarily from interest rate risk inherent in its lending, investing and deposit taking activities, which are restricted to First Mid Bank. The Company does not currently use derivatives to manage market or interest rate risks. For a discussion of how management of the Company addresses and evaluates interest rate risk see also "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Interest Rate Sensitivity."

Based on the financial analysis performed as of December 31, 2014, which takes into account how the specific interest rate scenario would be expected to impact each interest-earning asset and each interest-bearing liability, the Company estimates that changes in the prime interest rate would impact First Mid Bank's performance as follows:

<b>December 31, 2014</b>	<b>Increase (Decrease) In</b>		
	<b>Net Interest Income</b>		<b>Return On Average Equity</b>
	<b>(\$000)</b>	<b>(%)</b>	<b>2014=9.67%</b>
Prime rate is 3.25%			
Prime rate increase of:			
200 basis points to 5.25%	\$ (2,399)	(6.9)%	(1.28)%
100 basis points to 4.25%	(1,271)	(3.6)%	(0.68)%
Prime rate decrease of:			
100 basis points to 2.25%	(1,237)	(3.6)%	(0.66)%
200 basis points to 1.25%	(2,582)	(7.4)%	(1.38)%

The following table shows the same analysis performed as of December 31, 2013:

<b>December 31, 2013</b>	<b>Increase (Decrease) In</b>		
	<b>Net Interest Income</b>		<b>Return On Average Equity</b>
	<b>(\$000)</b>	<b>(%)</b>	<b>2013=9.80%</b>
Prime rate is 3.25%			
Prime rate increase of:			
200 basis points to 5.25%	\$ (2,387)	(7.1)%	(1.40)%
100 basis points to 4.25%	(1,255)	(3.7)%	(0.70)%
Prime rate decrease of:			
100 basis points to 2.25%	(1,250)	(3.7)%	(0.71)%
200 basis points to 1.25%	(3,025)	(9.0)%	(1.70)%

First Mid Bank's Board of Directors has adopted an interest rate risk policy that establishes maximum decreases in the percentage change in net interest income of 5% in a 100 basis point rate shift and 10% in a 200 basis point rate shift. No assurance can be given that the actual net interest income would increase or decrease by such amounts in response to a 100 or 200 basis point increase or decrease in the prime rate because it is also affected by many other factors. The results above are based on one-time "shock" moves and do not take into account any management response or mitigating action.



Interest rate sensitivity analysis is also used to measure the Company's interest risk by computing estimated changes in the Economic Value of Equity ("EVE") of First Mid Bank under various interest rate shocks. EVE is determined by calculating the net present value of each asset and liability category by rate shock. The net differential between assets and liabilities is the EVE. EVE is an expression of the long-term interest rate risk in the balance sheet as a whole.

The following table presents First Mid Bank's projected change in EVE for the various rate shock levels at December 31, 2014 and 2013 (in thousands). All market risk sensitive instruments presented in the tables are held-to-maturity or available-for-sale. First Mid Bank has no trading securities.

	Changes In		
	Economic Value of Equity		
	Interest Rates (basis points)	Amount of Change (\$000)	Percent of Change
<b>December 31, 2014</b>	+200 bp	\$ (18,519)	(7.6)%
	+100 bp	(8,764)	(3.6)%
	-200 bp	(40,167)	(16.5)%
	-100 bp	(13,453)	(5.5)%
<b>December 31, 2013</b>	+200 bp	(23,203)	(9.6)%
	+100 bp	(10,347)	(4.3)%
	-200 bp	(28,130)	(11.6)%
	-100 bp	(5,745)	(2.4)%

As indicated above, at December 31, 2014, in the event of a sudden and sustained increase in prevailing market interest rates, First Mid Bank's EVE would be expected to decrease if rates increased 100 or 200 basis points. In the event of a sudden and sustained decrease in prevailing market interest rates, First Mid Bank's EVE would be expected to decrease. At December 31, 2014, First Mid Bank's estimated changes in EVE were within the First Mid Bank's policy guidelines that normally allow for a change in capital of +/-10% from the base case scenario under a 100 basis point shock and +/- 20% from the base case scenario under a 200 basis point shock. At December 31, 2014, First Mid Bank slightly exceeded policy guidelines for a decrease in interest rates of 200 basis points. The general level of interest rates are at historically low levels and the bank is monitoring its position and the likelihood of further rate decreases.

Computation of prospective effects of hypothetical interest rate changes are based on numerous assumptions, including relative levels of market interest rates, loan prepayments and declines in deposit balances, and should not be relied upon as indicative of actual results. Further, the computations do not contemplate any actions First Mid Bank may undertake in response to changes in interest rates.

Certain shortcomings are inherent in the method of analysis presented in the computation of EVE. Actual values may differ from those projections set forth in the table, should market conditions vary from assumptions used in the preparation of the table. Certain assets, such as adjustable-rate loans, have features that restrict changes in interest rates on a short-term basis and over the life of the asset. In addition, the proportion of adjustable-rate loans in First Mid Bank's portfolio change in future periods as market rates change. Further, in the event of a change in interest rates, prepayment and early withdrawal levels would likely deviate significantly from those assumed in the table. Finally, the ability of many borrowers to repay their adjustable-rate debt may decrease in the event of an interest rate increase.

**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**
**Consolidated Balance Sheets**
**December 31, 2014 and 2013**

(In thousands, except share data)

	2014	2013
<b>Assets</b>		
Cash and due from banks:		
Non-interest bearing	\$ 40,716	\$ 33,453
Interest bearing	10,520	31,152
Federal funds sold	494	497
Cash and cash equivalents	<u>51,730</u>	<u>65,102</u>
Investment securities:		
Available-for-sale, at fair value	377,856	488,724
Held-to-maturity, at amortized cost (estimated fair value of \$53,937 at December 31, 2014 and \$0 at December 31, 2013)	53,650	—
Loans held for sale	1,958	514
Loans	1,060,448	982,290
Less allowance for loan losses	<u>(13,682)</u>	<u>(13,249)</u>
Net loans	1,046,766	969,041
Interest receivable	6,828	6,614
Other real estate owned	263	568
Premises and equipment, net	27,352	28,578
Goodwill, net	25,753	25,753
Intangible assets, net	1,844	2,487
Other assets	<u>13,103</u>	<u>18,117</u>
<b>Total assets</b>	<u><u>\$ 1,607,103</u></u>	<u><u>\$ 1,605,498</u></u>
<b>Liabilities and Stockholders' Equity</b>		
Deposits:		
Non-interest bearing	\$ 222,116	\$ 235,448
Interest bearing	1,049,961	1,052,168
Total deposits	<u>1,272,077</u>	<u>1,287,616</u>
Repurchase agreements with customers	121,869	119,187
Interest payable	285	277
Other borrowings	20,000	20,000
Junior subordinated debentures	20,620	20,620
Dividends payable	530	1,140
Other liabilities	<u>6,806</u>	<u>7,277</u>
<b>Total liabilities</b>	<u>1,442,187</u>	<u>1,456,117</u>
Stockholders' Equity:		
Convertible preferred stock, no par value; authorized 1,000,000 shares; issued 5,500 shares in 2014 and 10,427 shares in 2013	27,400	52,035
Common stock, \$4 par value; authorized 18,000,000 shares; issued 7,529,815 shares in 2014 and 7,797,597 shares in 2013	32,119	31,190
Additional paid-in capital	55,607	33,911
Retained earnings	61,956	86,578
Deferred compensation	3,329	2,989
Accumulated other comprehensive loss	(875)	(8,380)
Less treasury stock at cost, 496,497 shares in 2014 and 1,913,817 shares in 2013	<u>(14,620)</u>	<u>(48,942)</u>
<b>Total stockholders' equity</b>	<u>164,916</u>	<u>149,381</u>
<b>Total liabilities and stockholders' equity</b>	<u><u>\$ 1,607,103</u></u>	<u><u>\$ 1,605,498</u></u>

See accompanying notes to consolidated financial statements.

**Consolidated Statements of Income**  
**For the years ended December 31, 2014, 2013 and 2012**  
(In thousands, except per share data)

	2014	2013	2012
<b>Interest income:</b>			
Interest and fees on loans	\$ 44,799	\$ 42,184	\$ 43,949
Interest on investment securities:			
Taxable	7,499	9,153	9,970
Exempt from federal income tax	2,352	2,069	1,714
Interest on certificates of deposit investments	—	14	57
Interest on federal funds sold	1	6	37
Interest on deposits with other financial institutions	83	33	40
Total interest income	<u>54,734</u>	<u>53,459</u>	<u>55,767</u>
<b>Interest expense:</b>			
Interest on deposits	2,351	2,703	4,843
Interest on securities sold under agreements to repurchase	47	46	117
Interest on FHLB borrowings	339	254	308
Interest on other borrowings	1	9	326
Interest on subordinated debentures	514	523	563
Total interest expense	<u>3,252</u>	<u>3,535</u>	<u>6,157</u>
Net interest income	<u>51,482</u>	<u>49,924</u>	<u>49,610</u>
Provision for loan losses	629	2,193	2,647
Net interest income after provision for loan losses	<u>50,853</u>	<u>47,731</u>	<u>46,963</u>
<b>Other income:</b>			
Trust revenues	3,571	3,565	3,330
Brokerage commissions	1,039	833	688
Insurance commissions	1,796	1,638	1,813
Service charges	5,264	4,865	4,808
Securities gains, net	715	2,293	934
Total other-than-temporary impairment recoveries	—	—	127
Portion of loss recognized in other comprehensive loss	—	—	—
Other-than-temporary impairment recoveries recognized in earnings	<u>—</u>	<u>—</u>	<u>127</u>
Mortgage banking revenue, net	596	935	1,509
ATM / debit card revenue	3,915	3,772	3,554
Other income	1,473	1,440	1,547
Total other income	<u>18,369</u>	<u>19,341</u>	<u>18,310</u>
<b>Other expense:</b>			
Salaries and employee benefits	24,771	24,128	23,433
Net occupancy and equipment expense	8,347	8,223	8,088
Net other real estate owned expense	23	163	390
FDIC insurance expense	804	832	875
Amortization of intangible assets	643	674	773
Stationery and supplies	646	603	609
Legal and professional	2,333	2,070	2,093
Marketing and donations	1,015	1,221	1,014
Other expense	5,925	5,590	5,563
Total other expense	<u>44,507</u>	<u>43,504</u>	<u>42,838</u>
Income before income taxes	<u>24,715</u>	<u>23,568</u>	<u>22,435</u>
Income taxes	<u>9,254</u>	<u>8,846</u>	<u>8,410</u>
Net income	<u>15,461</u>	<u>14,722</u>	<u>14,025</u>
Dividends on preferred shares	4,152	4,417	4,252
Net income available to common stockholders	<u>\$ 11,309</u>	<u>\$ 10,305</u>	<u>\$ 9,773</u>
<b>Per share data:</b>			
Basic net income per common share available to common stockholders	\$ 1.88	\$ 1.74	\$ 1.62
Diluted net income per common share available to common stockholders	1.85	1.73	1.62
Cash dividends declared per common share	0.55	0.46	0.42

See accompanying notes to consolidated financial statements.

**Consolidated Statements of Comprehensive Income**  
**For the years ended December 31, 2014, 2013 and 2012**  
(in thousands)

	2014	2013	2012
<b>Net income</b>	\$ 15,461	\$ 14,722	\$ 14,025
<b>Other Comprehensive Income (Loss)</b>			
Unrealized gains (losses) on available-for-sale securities, net of taxes of \$(5,590), \$7,362 and \$(1,256), for the years ended December 31, 2014, 2013 and 2012, respectively	8,751	(11,525)	1,966
Unamortized holding losses on held to maturity securities transferred from available for sale, net of taxes of \$518 for December 31, 2014 and \$0 for December 31, 2013 and 2012.	(810)	—	—
Less: reclassification adjustment for realized gains included in net income net of taxes of \$279, \$894, \$364, for the years ended December 31, 2014, 2013 and 2012, respectively	(436)	(1,399)	(570)
Other comprehensive income (loss), net of taxes	<u>7,505</u>	<u>(12,924)</u>	<u>1,396</u>
<b>Comprehensive income</b>	<u>\$ 22,966</u>	<u>\$ 1,798</u>	<u>\$ 15,421</u>

See accompanying notes to consolidated financial statements.

**Consolidated Statements of Changes in Stockholders' Equity**  
**For the years ended December 31, 2014, 2013 and 2012**  
(In thousands, except share and per share data)

	Preferred Stock	Common Stock	Additional Paid-In- Capital	Retained Earnings	Deferred Compensation	Accumulated Other Comprehensive Income (Loss)	Treasury Stock	Total
<b>December 31, 2011</b>	<b>\$ 43,785</b>	<b>\$ 30,212</b>	<b>\$ 29,368</b>	<b>\$ 71,739</b>	<b>\$ 2,904</b>	<b>\$ 3,148</b>	<b>\$ (40,189)</b>	<b>\$ 140,967</b>
Net income	—	—	—	14,025	—	—	—	14,025
Other comprehensive income, net of tax	—	—	—	—	—	1,396	—	1,396
Dividends on preferred stock (\$850 per sh)	—	—	—	(4,252)	—	—	—	(4,252)
Dividends on common stock (\$.42 per sh)	—	—	—	(2,526)	—	—	—	(2,526)
Issuance of 1,650 shares of preferred stock	8,250	—	—	—	—	—	—	8,250
Issuance of 53,944 common shares pursuant to the Dividend Reinvestment Plan	—	216	1,028	—	—	—	—	1,244
Issuance of 6,048 common shares pursuant to the Deferred Compensation Plan	—	24	107	—	—	—	—	131
Issuance of 19,366 common shares pursuant to the First Retirement & Savings Plan	—	78	335	—	—	—	—	413
Issuance of 5,320 restricted common shares pursuant to the 2007 Stock Incentive Plan	—	21	114	—	(135)	—	—	—
Purchase of 165,117 treasury shares	—	—	—	—	—	—	(3,912)	(3,912)
Deferred compensation	—	—	—	—	145	—	(145)	—
Tax benefit related to deferred compensation distributions	—	—	29	—	—	—	—	29
Grant of restricted stock units pursuant to the 2007 Stock Incentive Plan	—	—	61	—	(61)	—	—	—
Issuance of 44,763 common shares pursuant to the exercise of stock options	—	179	533	—	—	—	—	712
Tax benefit related to exercise of incentive stock options	—	—	71	—	—	—	—	71
Tax benefit related to exercise of non-qualified stock option	—	—	22	—	—	—	—	22
Vested stock options compensation expense	—	—	17	—	—	—	—	17
Vested restricted shares/units compensation expense	—	—	—	—	100	—	—	100
<b>December 31, 2012</b>	<b>\$ 52,035</b>	<b>\$ 30,730</b>	<b>\$ 31,685</b>	<b>\$ 78,986</b>	<b>\$ 2,953</b>	<b>\$ 4,544</b>	<b>\$ (44,246)</b>	<b>\$ 156,687</b>

See accompanying notes to consolidated financial statements.

**Consolidated Statements of Changes in Stockholders' Equity**  
**For the years ended December 31, 2014, 2013 and 2012**  
(In thousands, except share and per share data)

	Preferred Stock	Common Stock	Additional Paid-In-Capital	Retained Earnings	Deferred Compensation	Accumulated Other Comprehensive Income (Loss)	Treasury Stock	Total
<b>December 31, 2012</b>	<b>\$ 52,035</b>	<b>\$ 30,730</b>	<b>\$ 31,685</b>	<b>\$ 78,986</b>	<b>\$ 2,953</b>	<b>\$ 4,544</b>	<b>\$ (44,246)</b>	<b>\$ 156,687</b>
Net income	—	—	—	14,722	—	—	—	14,722
Other comprehensive loss, net of tax	—	—	—	—	—	(12,924)	—	(12,924)
Dividends on preferred stock (\$424 per sh)	—	—	—	(4,417)	—	—	—	(4,417)
Dividends on common stock (\$.46 per sh)	—	—	—	(2,713)	—	—	—	(2,713)
Issuance of 46,920 common shares pursuant to the Dividend Reinvestment Plan	—	187	879	—	—	—	—	1,066
Issuance of 12,700 common shares pursuant to the Deferred Compensation Plan	—	51	226	—	—	—	—	277
Issuance of 9,747 common shares pursuant to the First Retirement & Savings Plan	—	39	172	—	—	—	—	211
Issuance of 6,322 restricted common shares pursuant to the 2007 Stock Incentive Plan	—	25	124	—	(200)	—	—	(51)
Purchase of 202,170 treasury shares	—	—	—	—	—	—	(4,619)	(4,619)
Deferred compensation	—	—	—	—	77	—	(77)	—
Tax benefit related to deferred compensation distributions	—	—	88	—	—	—	—	88
Grant of restricted stock units pursuant to the 2007 Stock Incentive Plan	—	—	52	—	—	—	—	52
Issuance of 39,373 common shares pursuant to the exercise of stock options	—	158	657	—	—	—	—	815
Tax benefit related to exercise of incentive stock options	—	—	22	—	—	—	—	22
Tax benefit related to exercise of non-qualified stock options	—	—	6	—	—	—	—	6
Vested restricted shares/units compensation expense	—	—	—	—	159	—	—	159
<b>December 31, 2013</b>	<b>\$ 52,035</b>	<b>\$ 31,190</b>	<b>\$ 33,911</b>	<b>\$ 86,578</b>	<b>\$ 2,989</b>	<b>\$ (8,380)</b>	<b>\$ (48,942)</b>	<b>\$ 149,381</b>

See accompanying notes to consolidated financial statements.

**Consolidated Statements of Changes in Stockholders' Equity**  
**For the years ended December 31, 2014, 2013 and 2012**  
(In thousands, except share and per share data)

	Preferred Stock	Common Stock	Additional Paid-In-Capital	Retained Earnings	Deferred Compensation	Accumulated Other Comprehensive Income (Loss)	Treasury Stock	Total
<b>December 31, 2013</b>	<b>\$ 52,035</b>	<b>\$ 31,190</b>	<b>\$ 33,911</b>	<b>\$ 86,578</b>	<b>\$ 2,989</b>	<b>\$ (8,380)</b>	<b>\$ (48,942)</b>	<b>\$ 149,381</b>
Net income	—	—	—	15,461	—	—	—	15,461
Other comprehensive income, net of tax	—	—	—	—	—	7,505	—	7,505
Dividends on preferred stock (\$398 per sh)	—	—	—	(4,152)	—	—	—	(4,152)
Dividends on common stock (\$.55 per sh)	—	—	—	(3,540)	—	—	—	(3,540)
Issuance of 61,308 common shares pursuant to the Dividend Reinvestment Plan	—	245	1,015	—	—	—	—	1,260
Issuance of 13,724 common shares pursuant to the Deferred Compensation Plan	—	55	242	—	—	—	—	297
Issuance of 8,971 common shares pursuant to the First Retirement & Savings Plan	—	36	152	—	—	—	—	188
Issuance of 8,789 restricted common shares pursuant to the 2007 Stock Incentive Plan	—	35	153	—	(145)	—	—	43
Issuance of 1,139,426 common shares pursuant to conversion of 4,927 shares of Series B preferred stock	(24,635)	4,558	20,077	—	—	—	—	—
Purchase of 86,681 treasury shares	—	—	—	—	—	—	(1,763)	(1,763)
Retirement of 1,500,000 treasury shares	—	(4,000)	—	(32,391)	—	—	36,391	—
Deferred compensation	—	—	—	—	306	—	(306)	—
Tax benefit related to deferred compensation distributions	—	—	101	—	—	—	—	101
Grant of restricted stock units pursuant to the 2007 Stock Incentive Plan	—	—	(44)	—	—	—	—	(44)
Vested restricted shares/units compensation expense	—	—	—	—	179	—	—	179
<b>December 31, 2014</b>	<b>\$ 27,400</b>	<b>\$ 32,119</b>	<b>\$ 55,607</b>	<b>\$ 61,956</b>	<b>\$ 3,329</b>	<b>\$ (875)</b>	<b>\$ (14,620)</b>	<b>\$ 164,916</b>

See accompanying notes to consolidated financial statements.

**Consolidated Statements of Cash Flows**  
**For the years ended December 31, 2014, 2013 and 2012**  
(In thousands)

	2014	2013	2012
<b>Cash flows from operating activities:</b>			
Net income	\$ 15,461	\$ 14,722	\$ 14,025
Adjustments to reconcile net income to net cash provided by operating activities:			
Provision for loan losses	629	2,193	2,647
Depreciation, amortization and accretion, net	3,960	4,661	5,403
Stock-based compensation expense	376	339	227
Gains on investment securities, net	(715)	(2,293)	(934)
Other-than-temporary impairment recoveries recognized in earnings	—	—	(127)
Losses on sales of other real property owned, net	33	32	268
Loss on write down of fixed assets	90	36	33
Gains on sale of loans held for sale, net	(621)	(918)	(1,401)
Deferred income taxes	11	971	230
(Increase) decrease in accrued interest receivable	(214)	161	277
Increase (decrease) in accrued interest payable	8	(64)	(169)
Origination of loans held for sale	(45,430)	(65,172)	(99,923)
Proceeds from sale of loans held for sale	44,607	65,788	102,158
Decrease (increase) in other assets	306	3,805	(912)
Increase (decrease) in other liabilities	(724)	401	1,087
Net cash provided by operating activities	<u>17,777</u>	<u>24,662</u>	<u>22,889</u>
<b>Cash flows from investing activities:</b>			
Proceeds from maturities of certificates of deposit investments	—	6,665	12,982
Purchases of certificates of deposit investments	—	—	(6,416)
Proceeds from sales of securities available-for-sale	75,618	69,665	30,500
Proceeds from maturities of securities available-for-sale	57,133	134,300	235,013
Proceeds from maturities of securities held-to-maturity	—	—	51
Purchases of securities available-for-sale	(63,540)	(204,766)	(293,654)
Net increase in loans	(78,698)	(73,203)	(54,539)
Purchases of premises and equipment	(1,178)	(1,397)	(1,486)
Proceeds from sales of other real property owned	635	1,590	3,873
Net cash used in investing activities	<u>(10,030)</u>	<u>(67,146)</u>	<u>(73,676)</u>
<b>Cash flows from financing activities:</b>			
Net increase (decrease) in deposits	(15,539)	13,551	103,331
Increase (decrease) in repurchase agreements	2,682	5,703	(18,896)
Proceeds from FHLB advances	10,000	36,000	—
Repayment of FHLB advances	(10,000)	(21,000)	(14,750)
Proceeds from short-term debt	1,000	—	—
Repayment of short-term debt	(1,000)	—	(8,250)
Proceeds from issuance of common stock	25,123	1,303	1,255
Proceeds from issuance of preferred stock	—	—	8,250
Conversion of preferred stock	(24,635)	—	—
Purchase of treasury stock	(1,763)	(4,619)	(3,912)
Dividends paid on preferred stock	(4,339)	(4,050)	(3,788)
Dividends paid on common stock	(2,648)	(2,014)	(2,843)
Net cash provided by (used in) financing activities	<u>(21,119)</u>	<u>24,874</u>	<u>60,397</u>
Increase (decrease) in cash and cash equivalents	(13,372)	(17,610)	9,610
Cash and cash equivalents at beginning of period	65,102	82,712	73,102
Cash and cash equivalents at end of period	<u>\$ 51,730</u>	<u>\$ 65,102</u>	<u>\$ 82,712</u>



**Consolidated Statements of Cash Flows (continued)**

For the years ended December 31, 2014, 2013 and 2012

(In thousands)

2014

2013

2012

**Supplemental disclosures of cash flow information**

Cash paid during the period for:

Interest	\$	3,244	\$	3,599	\$	6,326
Income taxes		9,336		7,657		8,203

**Supplemental disclosures of noncash investing and financing activities**

Securities transferred from available-for-sale to held-to-maturity	53,594	—	—
Loans transferred to other real estate owned	344	1,046	723
Dividends reinvested in common stock	1,261	1,066	1,244
Net tax benefit related to option and deferred compensation plans	101	117	123

See accompanying notes to consolidated financial statements.

**First Mid-Illinois Bancshares, Inc.**  
**Notes to Condensed Consolidated Financial Statements**

**Note 1 -- Summary of Significant Accounting Policies**

**Basis of Accounting and Consolidation**

The accompanying consolidated financial statements include the accounts of First Mid-Illinois Bancshares, Inc. ("Company") and its wholly-owned subsidiaries: Mid-Illinois Data Services, Inc. ("MIDS"), First Mid-Illinois Bank & Trust, N.A. ("First Mid Bank") and The Checkley Agency, Inc. doing business as First Mid Insurance Group ("First Mid Insurance"). All significant intercompany balances and transactions have been eliminated in consolidation. Certain amounts in the prior year's consolidated financial statements have been reclassified to conform to the 2014 presentation and there was no impact on net income or stockholders' equity from these reclassifications. The Company operates as a single segment entity for financial reporting purposes. The accounting and reporting policies of the Company conform to accounting principles generally accepted in the United States of America. Following is a description of the more significant of these policies.

**Use of Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Company to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. The Company uses estimates and employs the judgments of management in determining the amount of its allowance for loan losses and income tax accruals and deferrals, in its fair value measurements of investment securities, and in the evaluation of impairment of loans, goodwill, investment securities, and fixed assets. As with any estimate, actual results could differ from these estimates. Material estimates that are particularly susceptible to significant change relate to the determination of the allowance for loan losses. In connection with the determination of the allowance for loan losses, management obtains independent appraisals for significant properties.

**Fair Value Measurements**

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

At the end of each quarter, the Company assesses the valuation hierarchy for each asset or liability measured. From time to time, assets or liabilities may be transferred within hierarchy levels due to changes in availability of observable market inputs to measure fair value at the measurement date. Transfers into or out of hierarchy levels are based upon the fair value at the beginning of the reporting period. A more detailed description of the fair values measured at each level of the fair value hierarchy can be found in Note 11 – "Disclosures of Fair Values of Financial Instruments."

**Cash and Cash Equivalents**

For purposes of reporting cash flows, cash equivalents include non-interest bearing and interest bearing cash and due from banks and federal funds sold. Generally, federal funds are sold for one-day periods.

**Certificates of Deposit Investments**

Certificates of deposit investments have original maturities of six to twelve months and are carried at cost.

**Investment Securities**

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

## Loans

Loans are stated at the principal amount outstanding net of unearned discounts, unearned income and the allowance for loan losses. Unearned income includes deferred loan origination fees reduced by loan origination costs and is amortized to interest income over the life of the related loan using methods that approximate the effective interest rate method. Interest on substantially all loans is credited to income based on the principal amount outstanding.

The Company's policy is to discontinue the accrual of interest income on any loan that becomes ninety days past due as to principal or interest or earlier when, in the opinion of management there is reasonable doubt as to the timely collection of principal or interest. Nonaccrual loans are returned to accrual status when, in the opinion of management, the financial position of the borrower indicates there is no longer any reasonable doubt as to the timely collectability of interest or principal.

Loans expected to be sold are classified as held for sale in the consolidated financial statements and are recorded at the lower of aggregate cost or market value, taking into consideration future commitments to sell the loans.

## Allowance for Loan Losses

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

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

## Premises and Equipment

Premises and equipment are stated at cost less accumulated depreciation and amortization. Depreciation and amortization is charged to expense and determined principally by the straight-line method over the estimated useful lives of the assets. The estimated useful lives for each major depreciable classification of premises and equipment are as follows:

Buildings and improvements	20 years to 40 years
Leasehold improvements	5 years to 15 years
Furniture and equipment	3 years to 7 years

## Goodwill and Intangible Assets

The Company has goodwill from business combinations, identifiable intangible assets assigned to core deposit relationships and customer lists acquired, and intangible assets arising from the rights to service mortgage loans for others.

Identifiable intangible assets generally arise from branches acquired that the Company accounted for as purchases. Such assets consist of the excess of the purchase price over the fair value of net assets acquired, with specific amounts assigned to core deposit relationships and customer lists primarily related to insurance agency. Intangible assets are amortized by the straight-line method over various periods up to fifteen years. Management reviews intangible assets for possible impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable.

In accordance with the provisions of SFAS No. 142, "Goodwill and Other Intangible Assets," codified into ASC 350, the Company performed testing of goodwill for impairment as of September 30, 2014 and determined that, as of that date, goodwill was not impaired. Management also concluded that the remaining amounts and amortization periods were appropriate for all intangible assets.

## Other Real Estate Owned

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

## Federal Home Loan Bank Stock

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

## Income Taxes

The Company and its subsidiaries file consolidated federal and state income tax returns with each organization computing its taxes on a separate company basis. Amounts provided for income tax expense are based on income reported for financial statement purposes rather than amounts currently payable under tax laws.

Deferred tax assets and liabilities are recognized for future tax consequences attributable to the temporary differences existing between the financial statement carrying amounts of assets and liabilities and their respective tax basis, as well as operating loss and tax credit carry forwards. To the extent that current available evidence about the future raises doubt about the realization of a deferred tax asset, a valuation allowance is established. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized as an increase or decrease in income tax expense in the period in which such change is enacted.

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

## Trust Department Assets

Assets held in fiduciary or agency capacities are not included in the consolidated balance sheets since such items are not assets of the Company or its subsidiaries. Fees from trust activities are recorded on a cash basis over the period in which the service is provided. Fees are a function of the market value of assets managed and administered, the volume of transactions, and fees for other services rendered, as set forth in the underlying client agreement with the Trust & Wealth Management Division of First Mid Bank. This revenue recognition involves the use of estimates and assumptions, including components that are calculated based on asset valuations and transaction volumes. Any out of pocket expenses or services not typically covered by the fee schedule for trust activities are charged directly to the trust account on a gross basis as trust revenue is incurred.

At December 31, 2014, the Company managed or administered 1,478 accounts with assets totaling approximately \$757.3 million. At December 31, 2013, the Company managed or administered 1,498 accounts with assets totaling approximately \$722.9 million.

## Convertible Preferred Stock

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

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

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

After November 16, 2014, the Company may, at its option but subject to the Company's receipt of any required prior approvals from the Board of Governors of the Federal Reserve System or any other regulatory authority, redeem the Series B Preferred Stock. Any redemption will be in exchange for cash in the amount of \$5,000 per share, plus any authorized, declared and unpaid dividends, without accumulation of any undeclared dividends.

The Company also has the right at any time on or after November 16, 2014 to require the conversion of all (but not less than all) of the Series B Preferred Stock into shares of common stock if, on the date notice of mandatory conversion is given to holders, the book value of the Company's common stock equals or exceeds 115% of the book value of the Company's common stock at September 30, 2008. "Book value of the Company's common stock" at any date means the result of dividing the Company's total common stockholders' equity at that date, determined in accordance with U.S. generally accepted accounting principles, by the number of shares of common stock then outstanding, net of any shares held in the treasury. The book value of the Company's common stock at September 30, 2008 was \$13.03, and 115% of this amount is approximately \$14.98. The book value of the Company's common stock at December 31, 2014 was \$19.55.

Pursuant to Section 3(j) of the Series B Certification of Designation, the conversion price for the Series B Preferred Stock, which was initially set at \$21.94, was required to be adjusted if, among other things, the initial conversion price of any subsequently issued series of preferred stock was lower than the then current conversion price of the Series B Preferred Stock. As a result of the Series C Preferred Stock (see below) having an initial conversion price of less than \$21.94, the conversion price of the Series B Preferred Stock was adjusted pursuant to the terms of the Series B Certificate of Designation based on the amount of Series C Preferred Stock sold on February 11, 2011, March 2, 2011, May 13, 2011 and June 28, 2012. The current conversion price of the Series B Preferred Stock, certified by the Company's accountant pursuant to Section 3(j) of the Series B Certificate of Designation, is \$21.62.

On September 23, 2014, the Board of Directors of the Company approved the mandatory conversion of all of the Company's issued and outstanding 4,926 shares of Series B Preferred Stock into shares of the Company's common stock. On September 24, 2014, notices were sent to the shareholders of the Series B Preferred Stock regarding the mandatory conversion. On November 17, 2014, the Company completed the mandatory conversion. The conversion ratio for each share of the Series B Preferred Stock was computed by dividing \$5,000 (the issuance price per share of the Series B Preferred Stock) by \$21.62. (the then current conversion price). The conversion ratio, therefore, was 231.267 shares of the Company's common stock for each share of Series B Preferred Stock. This resulted in the issuance of approximately 1,139,195 shares of common stock in the aggregate. As a result of the conversion, dividends ceased to accrue on the Series B Preferred Stock and certificates for shares of Series B Preferred Stock only represent the right to receive the appropriate number of shares of common stock, together with net accrued but unpaid dividends, and cash in lieu of fractional share interests.

**Series C Convertible Preferred Stock.** On February 11, 2011, the Company accepted from certain accredited investors, including directors, executive officers, and certain major customers and holders of the Company's common stock (collectively, the "Investors"), subscriptions for the purchase of \$27,500,000, in the aggregate, of a newly authorized series of preferred stock designated as Series C 8% Non-Cumulative Perpetual Convertible Preferred Stock (the "Series C Preferred Stock"). As of February 11, 2011, \$11,010,000 of the Series C Preferred Stock had been issued and sold by the Company to certain Investors. On March 2, 2011, three investors subsequently completed the required bank regulatory process and an additional \$2,750,000 of Series C Preferred Stock was issued and sold by the Company to these investors. On May 13, 2011, four additional investors received the required bank regulatory approval and an additional \$5,490,000 of Series C Preferred Stock was issued and sold by the Company to these investors. On June 28, 2012, the final \$8,250,000 of the Company's Series C Preferred Stock was issued and sold by the Company to Investors following their receipt of the required bank regulatory approval, for a total of \$27,500,000 of outstanding Series C Preferred Stock. All of the Series C Preferred Stock subscribed for by investors has been issued.

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

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

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

After May 13, 2016 the Company may, at its option but subject to the Company's receipt of any required prior approvals from the Board of Governors of the Federal Reserve System or any other regulatory authority, redeem the Series C Preferred Stock. Any redemption will be in exchange for cash in the amount of \$5,000 per share, plus any authorized, declared and unpaid dividends, without accumulation of any undeclared dividends.

The Company also has the right at any time after May 13, 2016 to require the conversion of all (but not less than all) of the Series C Preferred Stock into shares of common stock if, on the date notice of mandatory conversion is given to holders, (a) the tangible book value per share of the Company's common stock equals or exceeds 115% of the tangible book value per share of the Company's common stock at December 31, 2010, and (b) the NASDAQ Bank Index (denoted by CBNK:IND) equals or exceeds 115% of the NASDAQ Bank Index at December 31, 2010. "Tangible book value per share of our common stock" at any date means the result of dividing the Company's total common stockholders equity at that date, less the amount of goodwill and intangible assets, determined in accordance with U.S. generally accepted accounting principles, by the number of shares of common stock then outstanding, net of any shares held in the treasury. The tangible book value of the Company's common stock at December 31, 2010 was \$9.38, and 115% of this amount is approximately \$10.79. The NASDAQ Bank Index value at December 31, 2010 was 1,847.35 and 115% of this amount is approximately 2,124.45. The tangible book value of the Company's common stock at December 31, 2014 was \$15.63 and the NASDAQ Bank Index value at December 31, 2014 was 2,675.88.

### Treasury Stock

Treasury stock is stated at cost. Cost is determined by the first-in, first-out method.

### Stock Incentive Awards

At the Annual Meeting of Stockholders held May 23, 2007, the stockholders approved the First Mid-Illinois Bancshares, Inc. 2007 Stock Incentive Plan ("SI Plan"). The SI Plan was implemented to succeed the Company's 1997 Stock Incentive Plan, which had a ten-year term that expired October 21, 2007. The SI Plan is intended to provide a means whereby directors, employees, consultants and advisors of the Company and its subsidiaries may sustain a sense of proprietorship and personal involvement in the continued development and financial success of the Company and its subsidiaries, thereby advancing the interests of the Company and its stockholders. Accordingly, directors and selected employees, consultants and advisors may be provided the opportunity to acquire shares of common stock of the Company on the terms and conditions established in the SI Plan. On September 27, 2011, the Board of Directors passed a resolution relating to the SI Plan whereby they authorized and approved the Executive Long-Term Incentive Plan ("LTIP"). The LTIP was implemented to provide methodology for granting Stock Awards and Stock Unit Awards to select senior executives of the Company or any Subsidiary.

A maximum of 300,000 shares of common stock may be issued under the SI Plan. Prior to December 31, 2008, the Company had awarded 59,500 shares as stock options under the SI plan. There have been no stock options awarded since 2008. The Company awarded 19,377 shares, 14,054 shares and 15,162 shares during 2014, 2013 and 2012, respectively, as 50% Stock Awards and 50% Stock Unit Awards under the SI plan.

### Accumulated Other Comprehensive Income

The components of accumulated other comprehensive income included in stockholders' equity as of December 31, 2014 and 2013 are as follows (in thousands):

	Unrealized Gain (Loss) on Available for Sale Securities	Securities with Other-Than- Temporary Impairment Losses	Total
<b>December 31, 2014</b>			
Net unrealized gains on securities available-for-sale	\$ 2,829	\$ —	\$ 2,829
Unamortized losses on securities held-to-maturity transferred from available-for-sale	(1,328)	—	(1,328)
Securities with other-than-temporary impairment losses	—	(2,936)	(2,936)
Tax benefit (expense)	(586)	1,146	560
Balance at December 31, 2014	<u>\$ 915</u>	<u>\$ (1,790)</u>	<u>\$ (875)</u>
<b>December 31, 2013</b>			
Net unrealized losses on securities available-for-sale	\$ (10,272)	\$ —	\$ (10,272)
Securities with other-than-temporary impairment losses	—	(3,461)	(3,461)
Tax benefit	4,004	1,349	5,353
Balance at December 31, 2013	<u>\$ (6,268)</u>	<u>\$ (2,112)</u>	<u>\$ (8,380)</u>

Amounts reclassified from accumulated other comprehensive income and the affected line items in the statements of income during the years ended December 31, 2014, 2013 and 2012 , were as follows:

	<b>Amounts Reclassified from Other Comprehensive Income</b>			<b>Affected Line Item in the Statements of Income</b>
	<b>2014</b>	<b>2013</b>	<b>2012</b>	
Unrealized gains on available-for-sale securities	\$ 715	2,293	934	Securities gains, net (Total reclassified amount before tax)
	(279)	(894)	(364)	Tax expense
Total reclassifications out of accumulated other comprehensive income	<u>\$ 436</u>	<u>\$ 1,399</u>	<u>\$ 570</u>	Net reclassified amount

See "Note 4 – Investment Securities" for more detailed information regarding unrealized losses on available-for-sale securities.

## Note 2 -- Earnings Per Share

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

The components of basic and diluted net income per common share available to common stockholders for the years ended December 31, 2014, 2013 and 2012 were as follows:

	<u>2014</u>	<u>2013</u>	<u>2012</u>
<b>Basic Net Income per Common Share</b>			
<b>Available to Common Stockholders:</b>			
Net income	\$ 15,461,000	\$ 14,722,000	\$ 14,025,000
Preferred stock dividends	(4,152,000)	(4,417,000)	(4,252,000)
Net income available to common stockholders	11,309,000	10,305,000	9,773,000
Weighted average common shares outstanding	6,002,766	5,934,628	6,023,289
Basic earnings per common share	<u>\$ 1.88</u>	<u>\$ 1.74</u>	<u>\$ 1.62</u>
<b>Diluted Net Income per Common Share</b>			
<b>Available to Common Stockholders:</b>			
Net income available to common stockholders	\$ 11,309,000	\$ 10,305,000	\$ 9,773,000
Effect of assumed preferred stock conversion	4,152,000	—	—
Net income applicable to diluted earnings per share	15,461,000	10,305,000	9,773,000
Weighted average common shares outstanding	6,002,766	5,934,628	6,023,289
Dilutive potential common shares:			
Assumed conversion of stock options	—	2,090	4,473
Restricted stock awarded	11,725	8,184	116
Assumed conversion of preferred stock	2,357,196	—	—
Dilutive potential common shares	2,368,921	10,274	4,589
Diluted weighted average common shares outstanding	8,371,687	5,944,902	6,027,878
Diluted earnings per common share	<u>\$ 1.85</u>	<u>\$ 1.73</u>	<u>\$ 1.62</u>

The following shares were not considered in computing diluted earnings per share for the years ended December 31, 2014, 2013 and 2012 because they were anti-dilutive:

	<u>2014</u>	<u>2013</u>	<u>2012</u>
Stock options to purchase shares of common stock	52,000	130,500	108,125
Average dilutive potential common shares associated with convertible preferred stock	—	2,494,801	2,290,110

## Note 3 -- Cash and Due from Banks

Aggregate cash and due from bank balances of \$3,903,000, \$1,583,000 and \$1,134,000 were maintained in satisfaction of statutory reserve requirements of the Federal Reserve Bank at December 31, 2014, 2013 and 2012, respectively. At December 31, 2014, the Company's cash accounts did not exceed the federally insured limits.



#### Note 4 -- Investment Securities

The amortized cost, gross unrealized gains and losses and estimated fair values for available-for-sale and held-to-maturity securities by major security type at December 31, 2014 and December 31, 2013 were as follows (in thousands):

December 31, 2014	Amortized Cost	Gross Unrealized Gains	Gross Unrealized (Losses)	Fair Value
<b>Available-for-sale:</b>				
U.S. Treasury securities and obligations of U.S. government corporations & agencies	\$ 101,224	\$ 91	\$ (1,358)	\$ 99,957
Obligations of states and political subdivisions	75,589	2,608	(113)	78,084
Mortgage-backed securities: GSE residential	193,814	2,548	(961)	195,401
Trust preferred securities	3,300	—	(2,936)	364
Other securities	4,036	26	(12)	4,050
Total available-for-sale	<u>\$ 377,963</u>	<u>\$ 5,273</u>	<u>\$ (5,380)</u>	<u>\$ 377,856</u>
<b>Held-to-maturity:</b>				
U.S. Treasury securities and obligations of U.S. government corporations & agencies	<u>\$ 53,650</u>	<u>\$ 299</u>	<u>\$ (12)</u>	<u>\$ 53,937</u>
<b>December 31, 2013</b>				
<b>Available-for-sale:</b>				
U.S. Treasury securities and obligations of U.S. government corporations & agencies	\$ 197,805	\$ 137	\$ (7,574)	\$ 190,368
Obligations of states and political subdivisions	65,304	1,031	(1,773)	64,562
Mortgage-backed securities: GSE residential	229,661	2,215	(4,275)	227,601
Trust preferred securities	3,652	—	(3,461)	191
Other securities	6,035	34	(67)	6,002
Total available-for-sale	<u>\$ 502,457</u>	<u>\$ 3,417</u>	<u>\$ (17,150)</u>	<u>\$ 488,724</u>

During the third quarter of 2014, management evaluated its available-for-sale portfolio and transferred obligations of U.S. government corporations & agencies securities with a fair value of \$53.6 million from available-for-sale to held-to-maturity to reduce price volatility. Management determined it has both the intent and ability to hold these securities to maturity. Transfers of investment securities into the held-to-maturity category from available-for-sale are made at fair value on the date of transfer. There were no gains or losses recognized as a result of this transfer. The related \$1.4 million of unrealized holding loss that was included in the transfer is retained in the carrying value of the held-to-maturity securities and in other comprehensive income net of deferred taxes. These amounts are being amortized into net interest income over the remaining life of the related securities as a yield adjustment, resulting in no impact on future net income.

Trust preferred securities at December 31, 2014, is one trust preferred pooled security issued by First Tennessee Financial ("FTN"). The unrealized loss of this security, which has a maturity of twenty-three years, is primarily due to its long-term nature, a lack of demand or inactive market for the security, and concerns regarding the underlying financial institutions that have issued the trust preferred security. See the heading "Trust Preferred Securities" below for further information regarding this security.

Proceeds from sales of investment securities, realized gains and losses and income tax expense and benefit were as follows during the years ended December 31, 2014, 2013 and 2012 (in thousands):

	2014	2013	2012
Proceeds from sales	\$ 75,618	\$ 69,665	\$ 30,500
Gross gains	1,452	2,454	934
Gross losses	737	161	—
Income tax expense	279	894	364

The following table indicates the expected maturities of investment securities classified as available-for-sale presented at fair value, and held-to-maturity presented at amortized cost at December 31, 2014 and the weighted average yield for each range of maturities (dollars in thousands):

	One year or less	After 1 through 5 years	After 5 through 10 years	After ten years	Total
<b>Available-for-sale:</b>					
U.S. Treasury securities and obligations of U.S. government corporations and agencies	\$ 68,602	\$ 31,355	\$ —	\$ —	\$ 99,957
Obligations of state and political subdivisions	5,455	35,016	37,613	—	78,084
Mortgage-backed securities: GSE residential	3,771	147,438	44,192	—	195,401
Trust preferred securities	—	—	—	364	364
Other securities	—	—	3,995	55	4,050
Total investments	<u>\$ 77,828</u>	<u>\$ 213,809</u>	<u>\$ 85,800</u>	<u>\$ 419</u>	<u>\$ 377,856</u>
Weighted average yield	1.78%	2.43%	2.73%	1.13%	2.35%
Full tax-equivalent yield	1.99%	2.85%	3.79%	1.13%	2.86%
<b>Held-to-maturity:</b>					
U.S. Treasury securities and obligations of U.S. government corporations and agencies	<u>\$ 43,925</u>	<u>\$ —</u>	<u>\$ 9,725</u>	<u>\$ —</u>	<u>\$ 53,650</u>
Weighted average yield	2.13%	—%	2.28%	—%	2.22%
Full tax-equivalent yield	2.13%	—%	2.28%	—%	2.22%

The weighted average yields are calculated on the basis of the amortized cost and effective yields weighted for the scheduled maturity of each security. Tax-equivalent yields have been calculated using a 35% tax rate. With the exception of obligations of the U.S. Treasury and other U.S. government agencies and corporations, there were no investment securities of any single issuer, the book value of which exceeded 10% of stockholders' equity at December 31, 2014.

Investment securities carried at approximately \$330 million and \$321 million at December 31, 2014 and 2013, respectively, were pledged to secure public deposits and repurchase agreements and for other purposes as permitted or required by law.

The following table presents the aging of gross unrealized losses and fair value by investment category as of December 31, 2014 and 2013 (in thousands):

	Less than 12 months		12 months or more		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
<b>December 31, 2014</b>						
<b>Available-for-sale:</b>						
U.S. Treasury securities and obligations of U.S. government corporations and agencies	\$ 7,289	\$ (46)	\$ 75,030	\$ (1,312)	\$ 82,319	\$ (1,358)
Obligations of states and political subdivisions	3,586	(19)	4,416	(94)	8,002	(113)
Mortgage-backed securities: GSE residential	19,565	(159)	37,224	(802)	56,789	(961)
Trust preferred securities	—	—	364	(2,936)	364	(2,936)
Other securities	—	—	1,988	(12)	1,988	(12)
Total	<u>\$ 30,440</u>	<u>\$ (224)</u>	<u>\$ 119,022</u>	<u>\$ (5,156)</u>	<u>\$ 149,462</u>	<u>\$ (5,380)</u>
<b>Held-to-maturity:</b>						
U.S. Treasury securities and obligations of U.S. government corporations and agencies	<u>\$ 4,853</u>	<u>\$ (12)</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 4,853</u>	<u>\$ (12)</u>
<b>December 31, 2013</b>						
U.S. Treasury securities and obligations of U.S. government corporations and agencies	\$ 183,074	\$ (7,574)	\$ —	\$ —	\$ 183,074	\$ (7,574)
Obligations of states and political subdivisions	29,986	(1,708)	808	(65)	30,794	(1,773)
Mortgage-backed securities: GSE residential	131,125	(4,275)	13	—	131,138	(4,275)
Trust preferred securities	—	—	191	(3,461)	191	(3,461)
Other securities	3,933	(67)	—	—	3,933	(67)
Total	<u>\$ 348,118</u>	<u>\$ (13,624)</u>	<u>\$ 1,012</u>	<u>\$ (3,526)</u>	<u>\$ 349,130</u>	<u>\$ (17,150)</u>

**U.S. Treasury Securities and Obligations of U.S. Government Corporations and Agencies.** At December 31, 2014, there were 16 available-for-sale U.S. Treasury securities and obligations of U.S. government corporations and agencies with a fair value of \$75,030,000 and unrealized losses of \$1,312,000 in a continuous unrealized loss position for twelve months or more. There were no held-to-maturity U.S. Treasury securities and obligations of U.S. government corporations and agencies in a continuous unrealized loss position for twelve months or more. At December 31, 2013 there were no obligations of U.S. government corporations and agencies in a continuous unrealized loss position for twelve months or more. The increase in unrealized losses is due to the rise in interest rates that has occurred since the time the investments were purchased.

**Obligations of states and political subdivisions.** At December 31, 2014 there were ten Obligations of states and political subdivisions with a fair value of \$4,416,000 and unrealized losses of \$94,000 in a continuous unrealized loss position for twelve months or more. At December 31, 2013, there were two Obligations of states and political subdivisions with a fair value of \$808,000 and unrealized losses of \$65,000 in a continuous unrealized loss position for twelve months or more. The increase in unrealized losses is due to the rise in interest rates that has occurred since the time the investments were purchased.

**Mortgage-backed Securities: GSE Residential.** At December 31, 2014 there were eleven mortgage-backed security with a fair value of \$37,224,000 and unrealized losses of \$802,000 in a continuous unrealized loss position for twelve months or more. At December 31, 2013, there was one mortgage-backed security with a fair value of \$13,000 and unrealized losses of \$109 in a continuous unrealized loss position for twelve months or more. The increase in unrealized losses is due to the rise in interest rates that has occurred since the time the investments were purchased.

**Trust Preferred Securities.** At December 31, 2014, there was one trust preferred security with a fair value of \$364,000 and unrealized losses of \$2,936,000 in a continuous unrealized loss position for twelve months or more. At December 31, 2013, there was one trust preferred securities with a fair value of \$191,000 and unrealized losses of \$3,461,000 in a continuous unrealized loss position for twelve months or more. These unrealized losses were primarily due to the long-term nature of the trust preferred securities, a lack of demand or inactive market for these securities, the impending change to the regulatory treatment of these securities, and concerns regarding the underlying financial institutions that have issued the trust preferred securities. The Company recorded no other-than-temporary impairment (OTTI) for these securities during 2014 or 2013. Because the Company does not intend to sell the remaining security and it is not more-likely-than-not that the Company will be required to sell this securities before recovery of its amortized cost basis, which may be maturity, the Company does not consider the remainder of the investment in this security to be other-than-temporarily impaired at December 31, 2014. However, future downgrades or additional deferrals and defaults in the security could result in additional OTTI and consequently, have a material impact on future earnings.

On July 22, 2013, the Company sold its holdings in PreTSL I and PreTSL II and the net proceeds exceeded the aggregate book value of the securities by approximately \$1.4 million. On July 3, 2012, the Company's holding in PreTSL VI was redeemed in full and the payment received exceeded the aggregate book of the security by approximately \$139,000.

Following are the details for the impaired trust preferred security remaining as of December 31, 2014 (in thousands):

	Book Value	Market Value	Unrealized Gains (Losses)	Other-than- temporary Impairment Recorded To-date
PreTSL XXVIII	\$ 3,300	\$ 364	\$ (2,936)	\$ (1,111)

**Other securities.** At December 31, 2014 and 2013, there were no corporate bonds in a continuous unrealized loss position for twelve months or more.

The Company does not believe any other individual unrealized loss as of December 31, 2014 represents OTTI. However, given the continued disruption in the financial markets, the Company may be required to recognize OTTI losses in future periods with respect to its available for sale investment securities portfolio. The amount and timing of any additional OTTI will depend on the decline in the underlying cash flows of the securities. Should the impairment of any of these securities become other-than-temporary, the cost basis of the investment will be reduced and the resulting loss recognized in the period the other-than-temporary impairment is identified.

#### Other-than-temporary Impairment

Upon acquisition of a security, the Company determines whether it is within the scope of the accounting guidance for investments in debt and equity securities or whether it must be evaluated for impairment under the accounting guidance for beneficial interests in securitized financial assets

The Company conducts periodic reviews to evaluate its investment securities to determine whether OTTI has occurred. While all securities are considered, the securities primarily impacted by OTTI evaluation are pooled trust preferred securities. For the pooled trust preferred security currently in the investment portfolio, an extensive review is conducted to determine if any additional OTTI has occurred. The Company utilizes an independent third-party to perform the OTTI evaluation. The Company's management reviews the assumption inputs and methodology with the third-party to obtain an understanding of them and determine if they are appropriate for the evaluation. Economic models are used to project future cash flows for the security based on current assumptions for discount rate, prepayments, default and deferral rates and recoveries. These assumptions are determined based on the structure of the issuance, the specific collateral underlying the security, historical performance of trust preferred securities and general state of the economy. The OTTI test compares the present value of the cash flows from quarter to quarter to determine if there has been an adverse change which could indicate additional OTTI.

The discount rate assumption used in the cash flow model is equal to the current yield used to accrete the beneficial interest. The Company's current trust preferred security investment has a floating rate coupon of 3-month LIBOR plus 90 basis points. Since the estimate of 3-month LIBOR is based on the forward curve on the measurement date, and is therefore variable, the discount assumption for this security is a range of projected coupons over the expected life of the security.

The Company considers the likelihood that issuers will prepay their securities which changes the amount of expected cash flows. Factors such as the coupon rates of collateral, economic conditions and regulatory changes, such as the Dodd-Frank Act and Basel III, are considered.

The trust preferred security includes collateral issued by financial institutions and insurance companies. To identify bank issuers with a high risk of near term default or deferral, a credit model developed by the third-party is utilized that scores each bank issuer based on 29 different ratios covering capital adequacy, asset quality, earnings, liquidity, the Texas Ratio, and sensitivity to interest rates. To account for longer term bank default risk not captured by the credit model, it is assumed that banks will default at a rate of 2% annually for the first two years of the cash flow projection, and 36 basis points in each year thereafter. To project defaults for insurance issuers, each issuer's credit rating is mapped to its idealized default rate, which is AM Best's estimate of the historical default rate for insurance companies with that rating.

Lastly, it is assumed that trust preferred securities issued by banks that have already failed will have no recoveries, and that banks projected to default will have recoveries of 10%. Additionally, the 10% recovery assumption, incorporates the potential for cures by banks that are currently in deferral.

If the Company determines that a given pooled trust preferred security position will be subject to a write-down or loss, the Company records the expected credit loss as a charge to earnings.

### Credit Losses Recognized on Investments

As described above, some of the Company's investments in trust preferred securities have experienced fair value deterioration due to credit losses but are not otherwise other-than-temporarily impaired. The following table provides information about those trust preferred securities for which only a credit loss was recognized in income and other losses are recorded in other comprehensive income (loss) for the years ended December 31, 2014, 2013 and 2012 (in thousands).

	<b>Accumulated Credit Losses as of December 31:</b>		
	<b>2014</b>	<b>2013</b>	<b>2012</b>
<b>Credit losses on trust preferred securities held:</b>			
Beginning of period	\$ 1,111	\$ 3,989	\$ 4,116
Additions related to OTTI losses not previously recognized	—	—	—
Reductions due to sales / (recoveries)	—	(2,878)	(127)
Reductions due to change in intent or likelihood of sale	—	—	—
Additions related to increases in previously recognized OTTI losses	—	—	—
Reductions due to increases in expected cash flows	—	—	—
End of period	<u>\$ 1,111</u>	<u>\$ 1,111</u>	<u>\$ 3,989</u>

Maturities of investment securities were as follows at December 31, 2014 (in thousands). Expected maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

	<b>Amortized Cost</b>	<b>Estimated Fair Value</b>
<b>Available-for-sale:</b>		
Due in one year or less	\$ 75,041	\$ 74,057
Due after one-five years	65,428	66,371
Due after five-ten years	40,345	41,608
Due after ten years	3,335	419
	<u>184,149</u>	<u>182,455</u>
Mortgage-backed securities: GSE residential	193,814	195,401
Total available-for-sale	<u>377,963</u>	<u>377,856</u>
<b>Held-to-maturity:</b>		
Due in one year or less	43,925	44,169
Due after one-five years	—	—
Due after five-ten years	9,725	9,768
Due after ten years	—	—
Total held-to-maturity	<u>53,650</u>	<u>\$ 53,937</u>

## Note 5 -- Loans and Allowance for Loan Losses

Loans are stated at the principal amount outstanding net of unearned discounts, unearned income and allowance for loan losses. Unearned income includes deferred loan origination fees reduced by loan origination costs and is amortized to interest income over the life of the related loan using methods that approximated the effective interest rate method. Interest on substantially all loans is credited to income based on the principal amount outstanding. A summary of loans at December 31, 2014 and 2013 follows (in thousands):

	2014	2013
Construction and land development	\$ 21,627	\$ 25,321
Farm loans	110,158	109,376
1-4 Family residential properties	179,886	184,158
Multifamily residential properties	53,129	50,174
Commercial real estate	380,173	357,726
Loans secured by real estate	744,973	726,755
Agricultural loans	68,225	64,055
Commercial and industrial loans	223,633	168,227
Consumer loans	15,118	14,579
All other loans	8,736	9,094
Gross loans	1,060,685	982,710
Less:		
Net deferred loan fees, premiums and discounts	237	420
Allowance for loan losses	13,682	13,249
Net loans	<u>\$ 1,046,766</u>	<u>\$ 969,041</u>

Loans expected to be sold are classified as held for sale in the consolidated financial statements and are recorded at the lower of aggregate cost or market value, taking into consideration future commitments to sell the loans. These loans are primarily for 1-4 family residential properties. The balance of loans held for sale, excluded from the balances above, were \$1,958,000 and \$514,000 at December 31, 2014 and 2013, respectively.

Most of the Company's business activities are with customers located within central Illinois. At December 31, 2014, the Company's loan portfolio included \$178.5 million of loans to borrowers whose businesses are directly related to agriculture. Of this amount, \$155.1 million was concentrated in other grain farming. Total loans to borrowers whose businesses are directly related to agriculture increased \$5.0 million from \$173.5 million at December 31, 2013 while loans concentrated in other grain farming increased \$8.0 million from \$147.1 million at December 31, 2013. While the Company adheres to sound underwriting practices, including collateralization of loans, any extended period of low commodity prices, drought conditions, significantly reduced yields on crops and/or reduced levels of government assistance to the agricultural industry could result in an increase in the level of problem agriculture loans and potentially result in loan losses within the agricultural portfolio.

In addition, the Company has \$56.5 million of loans to motels and hotels. The performance of these loans is dependent on borrower specific issues as well as the general level of business and personal travel within the region. While the Company adheres to sound underwriting standards, a prolonged period of reduced business or personal travel could result in an increase in nonperforming loans to this business segment and potentially in loan losses. The Company also has \$46.2 million of loans to other general merchandise stores, \$96.5 million of loans to lessors of non-residential buildings and \$65.8 million of loans to lessors of residential buildings and dwellings.

The structure of the Company's loan approval process is based on progressively larger lending authorities granted to individual loan officers, loan committees, and ultimately the Board of Directors. Outstanding balances to one borrower or affiliated borrowers are limited by federal regulation; however, limits well below the regulatory thresholds are generally observed. The vast majority of the Company's loans are to businesses located in the geographic market areas served by the Company's branch bank system. Additionally, a significant portion of the collateral securing the loans in the portfolio is located within the Company's primary geographic footprint. In general, the Company adheres to loan underwriting standards consistent with industry guidelines for all loan segments. The Company's lending can be summarized into the following primary areas:

**Commercial Real Estate Loans.** Commercial real estate loans are generally comprised of loans to small business entities to purchase or expand structures in which the business operations are housed, loans to owners of real estate who lease space to non-related commercial entities, loans for construction and land development, loans to hotel operators, and loans to owners of multi-family residential structures, such as apartment buildings. Commercial real estate loans are underwritten based on historical and projected cash flows of the borrower and secondarily on the underlying real estate pledged as collateral on the debt. For the various types of commercial real estate loans, minimum criteria have been established within the Company's loan policy regarding debt service coverage while maximum limits on loan-to-value and amortization periods have been defined. Maximum loan-to-value ratios range from 65% to 80% depending upon the type of real estate collateral, while the desired minimum debt coverage ratio is 1.20x. Amortization periods for commercial real estate loans are generally limited to twenty years. The Company's commercial real estate portfolio is well below the thresholds that would designate a concentration in commercial real estate lending, as established by the federal banking regulators.

**Commercial and Industrial Loans.** Commercial and industrial loans are primarily comprised of working capital loans used to purchase inventory and fund accounts receivable that are secured by business assets other than real estate. These loans are generally written for one year or less. Also, equipment financing is provided to businesses with these loans generally limited to 80% of the value of the collateral and amortization periods limited to seven years. Commercial loans are often accompanied by a personal guaranty of the principal owners of a business. Like commercial real estate loans, the underlying cash flow of the business is the primary consideration in the underwriting process. The financial condition of commercial borrowers is monitored at least annually with the type of financial information required determined by the size of the relationship. Measures employed by the Company for businesses with higher risk profiles include the use of government-assisted lending programs through the Small Business Administration and U.S. Department of Agriculture.

**Agricultural and Agricultural Real Estate Loans.** Agricultural loans are generally comprised of seasonal operating lines to cash grain farmers to plant and harvest corn and soybeans and term loans to fund the purchase of equipment. Agricultural real estate loans are primarily comprised of loans for the purchase of farmland. Specific underwriting standards have been established for agricultural-related loans including the establishment of projections for each operating year based on industry developed estimates of farm input costs and expected commodity yields and prices. Operating lines are typically written for one year and secured by the crop. Loan-to-value ratios on loans secured by farmland generally do not exceed 65% and have amortization periods limited to twenty five years. Federal government-assistance lending programs through the Farm Service Agency are used to mitigate the level of credit risk when deemed appropriate.

**Residential Real Estate Loans.** Residential real estate loans generally include loans for the purchase or refinance of residential real estate properties consisting of one-to-four units and home equity loans and lines of credit. The Company sells the vast majority of its long-term fixed rate residential real estate loans to secondary market investors. The Company also releases the servicing of these loans upon sale. The Company retains all residential real estate loans with balloon payment features. Balloon periods are limited to five years. Residential real estate loans are typically underwritten to conform to industry standards including criteria for maximum debt-to-income and loan-to-value ratios as well as minimum credit scores. Loans secured by first liens on residential real estate held in the portfolio typically do not exceed 80% of the value of the collateral and have amortization periods of twenty five years or less. The Company does not originate subprime mortgage loans.

**Consumer Loans.** Consumer loans are primarily comprised of loans to individuals for personal and household purposes such as the purchase of an automobile or other living expenses. Minimum underwriting criteria have been established that consider credit score, debt-to-income ratio, employment history, and collateral coverage. Typically, consumer loans are set up on monthly payments with amortization periods based on the type and age of the collateral.

**Other Loans.** Other loans consist primarily of loans to municipalities to support community projects such as infrastructure improvements or equipment purchases. Underwriting guidelines for these loans are consistent with those established for commercial loans with the additional repayment source of the taxing authority of the municipality.

#### **Allowance for Loan Losses**

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

The Company estimates the appropriate level of allowance for loan losses by separately evaluating large impaired loans, large adversely classified loans and nonimpaired loans.

**Impaired loans.** The Company individually evaluates certain loans for impairment. In general, these loans have been internally identified via the Company's loan grading system as credits requiring management's attention due to underlying problems in the borrower's business or collateral concerns. This evaluation considers expected future cash flows, the value of collateral and also other factors that may impact the borrower's ability to make payments when due. For loans greater than \$100,000 in the commercial, commercial real estate, agricultural, agricultural real estate segments, impairment is individually measured each quarter using one of three alternatives: (1) the present value of expected future cash flows discounted at the loan's effective interest rate; (2) the loan's observable market price, if available; or (3) the fair value of the collateral less costs to sell for collateral dependent loans and loans for which foreclosure is deemed to be probable. A specific allowance is assigned when expected cash flows or collateral do not justify the carrying amount of the loan. The carrying value of the loan reflects reductions from prior charge-offs.

**Adversely classified loans.** A detailed analysis is also performed on each adversely classified (substandard or doubtful rated) borrower with an aggregate, outstanding balance of \$100,000 or more. This analysis includes commercial, commercial real estate, agricultural, and agricultural real estate borrowers who are not currently identified as impaired but pose sufficient risk to warrant in-depth review. Estimated collateral shortfalls are then calculated with allocations for each loan segment based on the five-year historical average of collateral shortfalls adjusted for environmental factors including changes in economic conditions, changes in credit policies or underwriting standards, and changes in the level of credit risk associated with specific industries and markets. Because the economic and business climate in any given industry or market, and its impact on any given borrower, can change rapidly, the risk profile of the loan portfolio is periodically assessed and adjusted when appropriate.

**Non-classified and Watch loans.** For loans, in all segments of the portfolio, that are considered to possess levels of risk commensurate with a pass rating, management establishes base loss estimations which are derived from historical loss experience. Use of a five-year historical loss period eliminates the effect of any significant losses that can be attributed to a single event or borrower during a given reporting period. The base loss estimations for each loan segment are adjusted after consideration of several environmental factors influencing the level of credit risk in the portfolio. In addition, loans rated as watch are further segregated in the commercial / commercial real estate and agricultural / agricultural real estate segments. These loans possess potential weaknesses that, if unchecked, may result in deterioration to the point of becoming a problem asset. Due to the elevated risk inherent in these loans, an allocation of twice the adjusted base loss estimation of the applicable loan segment is determined appropriate.

Due to weakened economic conditions during recent years, the Company established allocations for each of the loan segments at levels above the base loss estimations. Some of the economic factors included the potential for reduced cash flow for commercial operating loans from reduction in sales or increased operating costs, decreased occupancy rates for commercial buildings, reduced levels of home sales for commercial land developments, the uncertainty regarding grain prices and increased operating costs for farmers, and increased levels of unemployment and bankruptcy impacting consumer's ability to pay. Each of these economic uncertainties was taken into consideration in developing the level of the reserve. The Company has not materially changed any aspect of its overall approach in the determination of the allowance for loan losses. However, on an on-going basis the Company continues to refine the methods used in determining management's best estimate of the allowance for loan losses.

The following tables present the balance in the allowance for loan losses and the recorded investment in loans based on portfolio segment and impairment method as of December 31, 2014, 2013 and 2012 (in thousands):

	Commercial/ Commercial Real Estate	Agricultural/ Agricultural Real Estate	Residential Real Estate	Consumer	Unallocated	Total
<b>December 31, 2014</b>						
<b>Allowance for loan losses:</b>						
Balance, beginning of year	\$ 10,646	\$ 533	\$ 771	\$ 377	\$ 922	\$ 13,249
Provision charged to expense	192	825	135	167	(690)	629
Losses charged off	(86)	—	(140)	(311)	—	(537)
Recoveries	162	2	24	153	—	341
Balance, end of period	<u>\$ 10,914</u>	<u>\$ 1,360</u>	<u>\$ 790</u>	<u>\$ 386</u>	<u>\$ 232</u>	<u>\$ 13,682</u>
Ending balance:						
Individually evaluated for impairment	<u>\$ 263</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 263</u>
Collectively evaluated for impairment	<u>\$ 10,651</u>	<u>\$ 1,360</u>	<u>\$ 790</u>	<u>\$ 386</u>	<u>\$ 232</u>	<u>\$ 13,419</u>
<b>Loans:</b>						
Ending balance	<u>\$ 684,552</u>	<u>\$ 178,091</u>	<u>\$ 184,661</u>	<u>\$ 15,102</u>	<u>\$ —</u>	<u>\$ 1,062,406</u>
Ending balance:						
Individually evaluated for impairment	<u>\$ 3,301</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 3,301</u>
Collectively evaluated for impairment	<u>\$ 681,251</u>	<u>\$ 178,091</u>	<u>\$ 184,661</u>	<u>\$ 15,102</u>	<u>\$ —</u>	<u>\$ 1,059,105</u>



	Commercial/ Commercial Real Estate	Agricultural/ Agricultural Real Estate	Residential Real Estate	Consumer	Unallocated	Total
<b>December 31, 2013</b>						
<b>Allowance for loan losses:</b>						
Balance, beginning of year	\$ 9,301	\$ 558	\$ 726	\$ 403	\$ 788	\$ 11,776
Provision charged to expense	1,861	(30)	171	57	134	2,193
Losses charged off	(764)	—	(141)	(223)	—	(1,128)
Recoveries	248	5	15	140	—	408
Balance, end of period	<u>\$ 10,646</u>	<u>\$ 533</u>	<u>\$ 771</u>	<u>\$ 377</u>	<u>\$ 922</u>	<u>\$ 13,249</u>
Ending balance:						
Individually evaluated for impairment	<u>\$ 604</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 604</u>
Collectively evaluated for impairment	<u>\$ 10,042</u>	<u>\$ 533</u>	<u>\$ 771</u>	<u>\$ 377</u>	<u>\$ 922</u>	<u>\$ 12,645</u>
<b>Loans:</b>						
Ending balance	<u>\$ 607,062</u>	<u>\$ 172,979</u>	<u>\$ 187,796</u>	<u>\$ 14,967</u>	<u>\$ —</u>	<u>\$ 982,804</u>
Ending balance:						
Individually evaluated for impairment	<u>\$ 5,145</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 5,145</u>
Collectively evaluated for impairment	<u>\$ 601,917</u>	<u>\$ 172,979</u>	<u>\$ 187,796</u>	<u>\$ 14,967</u>	<u>\$ —</u>	<u>\$ 977,659</u>
<b>December 31, 2012</b>						
<b>Allowance for loan losses:</b>						
Balance, beginning of year	\$ 8,791	\$ 546	\$ 636	\$ 378	\$ 769	\$ 11,120
Provision charged to expense	1,979	(47)	580	116	19	2,647
Losses charged off	(1,586)	(12)	(524)	(249)	—	(2,371)
Recoveries	117	71	34	158	—	380
Balance, end of year	<u>\$ 9,301</u>	<u>\$ 558</u>	<u>\$ 726</u>	<u>\$ 403</u>	<u>\$ 788</u>	<u>\$ 11,776</u>
Ending balance:						
Individually evaluated for impairment	<u>\$ 457</u>	<u>\$ 54</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 511</u>
Collectively evaluated for impairment	<u>\$ 8,844</u>	<u>\$ 504</u>	<u>\$ 726</u>	<u>\$ 403</u>	<u>\$ 788</u>	<u>\$ 11,265</u>
<b>Loans:</b>						
Ending balance	<u>\$ 569,717</u>	<u>\$ 145,695</u>	<u>\$ 179,309</u>	<u>\$ 16,066</u>	<u>\$ 278</u>	<u>\$ 911,065</u>
Ending balance:						
Individually evaluated for impairment	<u>\$ 5,334</u>	<u>\$ 1,230</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 6,564</u>
Collectively evaluated for impairment	<u>\$ 564,383</u>	<u>\$ 144,465</u>	<u>\$ 179,309</u>	<u>\$ 16,066</u>	<u>\$ 278</u>	<u>\$ 904,501</u>

Consistent with regulatory guidance, charge-offs on all loan segments are taken when specific loans, or portions thereof, are considered uncollectible. The Company's policy is to promptly charge these loans off in the period the uncollectible loss is reasonably determined.

For all loan portfolio segments except 1-4 family residential properties and consumer, the Company promptly charges-off loans, or portions thereof, when available information confirms that specific loans are uncollectible based on information that includes, but is not limited to, (1) the deteriorating financial condition of the borrower, (2) declining collateral values, and/or (3) legal action, including bankruptcy, that impairs the borrower's ability to adequately meet its obligations. For impaired loans that are considered to be solely collateral dependent, a partial charge-off is recorded when a loss has been confirmed by an updated appraisal or other appropriate valuation of the collateral.

The Company charges-off 1-4 family residential and consumer loans, or portions thereof, when the Company reasonably determines the amount of the loss. The Company adheres to timeframes established by applicable regulatory guidance which provides for the charge-down of 1-4 family first and junior lien mortgages to the net realizable value less costs to sell when the loan is 180 days past due, charge-off of unsecured open-end loans when the loan is 180 days past due, and charge down to the net realizable value when other secured loans are 120 days past due. Loans at these respective delinquency thresholds for which the Company can clearly document that the loan is both well-secured and in the process of collection, such that collection will occur regardless of delinquency status, need not be charged off.

## Credit Quality

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

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

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

**Doubtful.** Loans classified as doubtful have all the weaknesses inherent in those classified as substandard, with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing factors, conditions and values, highly questionable and improbable.

Loans not meeting the criteria above that are analyzed individually as part of the above described process are considered pass rated loans. The following tables present the credit risk profile of the Company's loan portfolio based on rating category and payment activity as of December 31, 2014 and 2013 (in thousands):

	Construction & Land Development		Farm Loans		1-4 Family Residential Properties		Multifamily Residential Properties	
	2014	2013	2014	2013	2014	2013	2014	2013
Pass	\$ 20,842	\$ 23,839	\$ 107,976	\$ 108,262	\$ 177,764	\$ 182,593	\$ 52,793	\$ 50,174
Watch	—	—	1,036	231	1,187	637	—	—
Substandard	785	1,482	1,181	912	2,970	1,531	336	—
Doubtful	—	—	—	—	—	—	—	—
Total	\$ 21,627	\$ 25,321	\$ 110,193	\$ 109,405	\$ 181,921	\$ 184,761	\$ 53,129	\$ 50,174

	Commercial Real Estate (Nonfarm/Nonresidential)		Agricultural Loans		Commercial & Industrial Loans		Consumer Loans	
	2014	2013	2014	2013	2014	2013	2014	2013
Pass	\$ 357,873	\$ 335,284	\$ 67,619	\$ 62,439	\$ 218,193	\$ 158,107	\$ 15,105	\$ 14,558
Watch	18,817	17,998	—	193	4,647	3,515	9	—
Substandard	2,914	3,717	679	1,496	940	6,731	4	21
Doubtful	—	—	—	—	—	—	—	—
Total	\$ 379,604	\$ 356,999	\$ 68,298	\$ 64,128	\$ 223,780	\$ 168,353	\$ 15,118	\$ 14,579

	All Other Loans		Total Loans	
	2014	2013	2014	2013
Pass	\$ 8,736	\$ 9,084	\$ 1,026,901	\$ 944,340
Watch	—	—	25,696	22,574
Substandard	—	—	9,809	15,890
Doubtful	—	—	—	—
Total	\$ 8,736	\$ 9,084	\$ 1,062,406	\$ 982,804

The following table presents the Company's loan portfolio aging analysis at December 31, 2014 and 2013 (in thousands):

	30-59 days Past Due	60-89 days Past Due	90 Days or More Past Due	Total Past Due	Current	Total Loans Receivable	Total Loans > 90 days & Accruing
<b>December 31, 2014</b>							
Construction and land development	\$ 297	\$ 25	\$ —	\$ 322	\$ 21,305	\$ 21,627	\$ —
Farm loans	—	—	—	—	110,193	110,193	—
1-4 Family residential properties	201	224	385	810	181,111	181,921	—
Multifamily residential properties	—	—	—	—	53,129	53,129	—
Commercial real estate	60	32	945	1,037	378,567	379,604	—
Loans secured by real estate	558	281	1,330	2,169	744,305	746,474	—
Agricultural loans	16	20	—	36	68,262	68,298	—
Commercial and industrial loans	228	10	98	336	223,444	223,780	—
Consumer loans	331	10	5	346	14,772	15,118	—
All other loans	—	—	—	—	8,736	8,736	—
Total loans	<u>\$ 1,133</u>	<u>\$ 321</u>	<u>\$ 1,433</u>	<u>\$ 2,887</u>	<u>\$ 1,059,519</u>	<u>\$ 1,062,406</u>	<u>\$ —</u>
<b>December 31, 2013</b>							
Construction and land development	\$ —	\$ —	\$ —	\$ —	\$ 25,321	\$ 25,321	\$ —
Farm loans	299	—	—	299	109,106	109,405	—
1-4 Family residential properties	326	146	371	843	183,918	184,761	—
Multifamily residential properties	—	—	—	—	50,174	50,174	—
Commercial real estate	568	1,030	145	1,743	355,256	356,999	—
Loans secured by real estate	1,193	1,176	516	2,885	723,775	726,660	—
Agricultural loans	122	49	—	171	63,957	64,128	—
Commercial and industrial loans	113	88	62	263	168,090	168,353	—
Consumer loans	83	25	4	112	14,467	14,579	—
All other loans	—	—	—	—	9,084	9,084	—
Total loans	<u>\$ 1,511</u>	<u>\$ 1,338</u>	<u>\$ 582</u>	<u>\$ 3,431</u>	<u>\$ 979,373</u>	<u>\$ 982,804</u>	<u>\$ —</u>

### Impaired Loans

Within all loan portfolio segments, loans are considered impaired when, based on current information and events, it is probable the Company will be unable to collect all amounts due from the borrower in accordance with the contractual terms of the loan. The entire balance of a loan is considered delinquent if the minimum payment contractually required to be made is not received by the specified due date. Impaired loans, excluding certain troubled debt restructured loans, are placed on nonaccrual status. Impaired loans include nonaccrual loans and loans modified in troubled debt restructurings where concessions have been granted to borrowers experiencing financial difficulties. These concessions could include a reduction in the interest rate on the loan, payment extensions, forgiveness of principal, forbearance or other actions intended to maximize collection. It is the Company's policy to have any restructured loans which are on nonaccrual status prior to being modified remain on nonaccrual status until, in the opinion of management, the financial position of the borrower indicates there is no longer any reasonable doubt as to the timely collection of interest or principal. If the restructured loan is on accrual status prior to being modified, the loan is reviewed to determine if the modified loan should remain on accrual status.

The following tables present impaired loans as of December 31, 2014 and 2013 (in thousands):

	2014			2013		
	Recorded Balance	Unpaid Principal Balance	Specific Allowance	Recorded Balance	Unpaid Principal Balance	Specific Allowance
<b>Loans with a specific allowance:</b>						
Construction and land development	\$ 785	\$ 2,960	\$ 43	\$ 614	\$ 614	\$ 76
Farm loans	—	—	—	—	—	—
1-4 Family residential properties	67	134	—	—	—	—
Multifamily residential properties	—	—	—	—	—	—
Commercial real estate	472	986	136	1,096	1,096	301
Loans secured by real estate	1,324	4,080	179	1,710	1,710	377
Agricultural loans	—	—	—	—	—	—
Commercial and industrial loans	83	181	84	275	275	227
Consumer loans	—	—	—	—	—	—
All other loans	—	—	—	—	—	—
Total loans	<u>\$ 1,407</u>	<u>\$ 4,261</u>	<u>\$ 263</u>	<u>\$ 1,985</u>	<u>\$ 1,985</u>	<u>\$ 604</u>
<b>Loans without a specific allowance:</b>						
Construction and land development	\$ —	\$ —	\$ —	\$ 869	\$ 1,727	\$ —
Farm loans	73	235	—	105	113	—
1-4 Family residential properties	1,156	2,866	—	1,110	1,558	—
Multifamily residential properties	—	—	—	—	—	—
Commercial real estate	1,640	3,808	—	1,750	1,778	—
Loans secured by real estate	2,869	6,909	—	3,834	5,176	—
Agricultural loans	—	—	—	—	—	—
Commercial and industrial loans	249	933	—	613	946	—
Consumer loans	15	60	—	37	51	—
All other loans	—	—	—	—	—	—
Total loans	<u>\$ 3,133</u>	<u>\$ 7,902</u>	<u>\$ —</u>	<u>\$ 4,484</u>	<u>\$ 6,173</u>	<u>\$ —</u>
<b>Total loans:</b>						
Construction and land development	\$ 785	\$ 2,960	\$ 43	\$ 1,483	\$ 2,341	\$ 76
Farm loans	73	235	—	105	113	—
1-4 Family residential properties	1,223	3,000	—	1,110	1,558	—
Multifamily residential properties	—	—	—	—	—	—
Commercial real estate	2,112	4,794	136	2,846	2,874	301
Loans secured by real estate	4,193	10,989	179	5,544	6,886	377
Agricultural loans	—	—	—	—	—	—
Commercial and industrial loans	332	1,114	84	888	1,221	227
Consumer loans	15	60	—	37	51	—
All other loans	—	—	—	—	—	—
Total loans	<u>\$ 4,540</u>	<u>\$ 12,163</u>	<u>\$ 263</u>	<u>\$ 6,469</u>	<u>\$ 8,158</u>	<u>\$ 604</u>

The Company's policy is to discontinue the accrual of interest income on all loans for which principal or interest is ninety days past due. The accrual of interest is discontinued earlier when, in the opinion of management, there is reasonable doubt as to the timely collection of interest or principal. Once interest accruals are discontinued, accrued but uncollected interest is charged against current year income. Subsequent receipts on non-accrual loans are recorded as a reduction of principal, and interest income is recorded only after principal recovery is reasonably assured. Interest on loans determined to be troubled debt restructurings is recognized on an accrual basis in accordance with the restructured terms if the loan is in compliance with the modified terms. Nonaccrual loans are returned to accrual status when, in the opinion of management, the financial position of the borrower indicates there is no longer any reasonable doubt as to the timely collection of interest or principal. The Company requires a period of satisfactory performance of not less than six months before returning a nonaccrual loan to accrual status.

The following tables present average recorded investment and interest income recognized on impaired loans for the years ended December 31, 2014, 2013 and 2012 (in thousands):

	2014		2013		2012	
	Average Investment in Impaired Loans	Interest Income Recognized	Average Investment in Impaired Loans	Interest Income Recognized	Average Investment in Impaired Loans	Interest Income Recognized
Construction and land development	\$ 933	\$ —	\$ 1,565	\$ —	\$ 1,520	\$ —
Farm loans	78	2	107	—	421	—
1-4 Family residential properties	1,276	12	1,248	5	1,948	7
Multifamily residential properties	—	—	—	—	—	—
Commercial real estate	2,205	2	2,895	3	2,100	—
Loans secured by real estate	4,492	16	5,815	8	5,989	7
Agricultural loans	—	—	16	1	1,071	—
Commercial and industrial loans	429	—	1,240	10	755	—
Consumer loans	25	1	47	12	56	15
All other loans	—	—	—	—	—	—
Total loans	<u>\$ 4,946</u>	<u>\$ 17</u>	<u>\$ 7,118</u>	<u>\$ 31</u>	<u>\$ 7,871</u>	<u>\$ 22</u>

The amount of interest income recognized by the Company within the periods stated above was due to loans modified in a troubled debt restructuring that remained on accrual status. The balance of loans modified in a troubled debt restructuring included in the impaired loans stated above that were still accruing was \$345,000 of 1-4 Family residential properties, \$44,000 of Farm Loans, \$37,000 of commercial real estate, and \$9,000 of consumer loans at December 31, 2014 and \$101,000 of 1-4 Family residential properties, \$39,000 of commercial real estate loans, \$182,000 of commercial and industrial loans and \$26,000 of consumer loans at December 31, 2013. For the years ended December 31, 2014, 2013 and 2012, the amount of interest income recognized using a cash-basis method of accounting during the period that the loans were impaired was not material.

#### Non Accrual Loans

The following table presents the Company's recorded balance of nonaccrual loans at December 31, 2014 and December 31, 2013 (in thousands). This table excludes purchased impaired loans and performing troubled debt restructurings.

	2014	2013
Construction and land development	\$ 785	\$ 1,483
Farm loans	29	105
1-4 Family residential properties	878	1,009
Multifamily residential properties	—	—
Commercial real estate	2,074	2,807
Loans secured by real estate	3,766	5,404
Agricultural loans	—	—
Commercial and industrial loans	332	706
Consumer loans	7	11
All other loans	—	—
Total loans	<u>\$ 4,105</u>	<u>\$ 6,121</u>

The aggregate principal balances of nonaccrual, past due ninety days or more loans were \$4.1 million and \$6.1 million at December 31, 2014 and 2013, respectively. Interest income that would have been recorded under the original terms of such nonaccrual loans totaled \$71,000, \$45,000 and \$173,000 in 2014, 2013 and 2012, respectively.

### Troubled Debt Restructuring

The balance of troubled debt restructurings ("TDRs") at December 31, 2014 and 2013 was \$2,860,000 and \$3,200,000, respectively. Approximately \$234,000 and \$431,000 in specific reserves have been established with respect to these loans as of December 31, 2014 and 2013, respectively. As troubled debt restructurings, these loans are included in nonperforming loans and are classified as impaired which requires that they be individually measured for impairment. The modification of the terms of these loans included one or a combination of the following: a reduction of stated interest rate of the loan; an extension of the maturity date and change in payment terms; or a permanent reduction of the recorded investment in the loan.

The following table presents the Company's recorded balance of troubled debt restructurings at December 31, 2014 and 2013 (in thousands).

<b>Troubled debt restructurings:</b>	<b>2014</b>	<b>2013</b>
Construction and land development	\$ 785	\$ 1,482
Farm Loans	44	—
1-4 Family residential properties	503	306
Commercial real estate	1,283	899
Loans secured by real estate	2,615	2,687
Commercial and industrial loans	236	487
Consumer Loans	9	26
Total	<u>\$ 2,860</u>	<u>\$ 3,200</u>
<b>Performing troubled debt restructurings:</b>		
1-4 Family residential properties	\$ 345	\$ 101
Farm Loans	44	—
Commercial real estate	37	39
Loans secured by real estate	426	140
Commercial and industrial loans	—	182
Consumer Loans	9	26
Total	<u>\$ 435</u>	<u>\$ 348</u>

The following table presents loans modified as TDRs during the years ended December 31, 2014 and 2013 as a result of various modified loan factors (in thousands):

	December 31, 2014			December 31, 2013		
	Number of Modifications	Recorded Investment	Type of Modifications	Number of Modifications	Recorded Investment	Type of Modifications
Construction and land development	—	\$ —		1	\$ 284	(a)
Farm Loans	2	44	(b)	—	—	
1-4 Family residential properties	4	250	(b)(c)	5	251	(a)(b)(c)
Commercial real estate	1	501	(b)(c)	1	39	(c)
Loans secured by real estate	7	795		7	574	
Commercial and industrial loans	—	—		2	211	(a)(b)(c)
Consumer Loans	—	—		4	14	(b)(c)
Total	<u>7</u>	<u>\$ 795</u>		<u>13</u>	<u>\$ 799</u>	

#### **Type of modifications:**

- (a) Reduction of stated interest rate of loan
- (b) Change in payment terms
- (c) Extension of maturity date
- (d) Permanent reduction of the recorded investment

A loan is considered to be in payment default once it is 90 days past due under the modified terms. There were no loans modified as troubled debt restructurings during the prior twelve months that experienced defaults during the year ended December 31, 2014 and 2013.

**Note 6 -- Premises and Equipment, Net**

Premises and equipment at December 31, 2014 and 2013 consisted of:

	<u>2014</u>	<u>2013</u>
Land	\$ 5,966	\$ 5,966
Buildings and improvements	29,617	28,962
Furniture and equipment	15,936	16,601
Leasehold improvements	2,646	3,138
Construction in progress	—	62
Subtotal	<u>54,165</u>	<u>54,729</u>
Accumulated depreciation and amortization	<u>26,813</u>	<u>26,151</u>
Total	<u>\$ 27,352</u>	<u>\$ 28,578</u>

Depreciation and amortization expense was \$2.40 million, \$2.49 million and \$2.53 million for the years ended December 31, 2014, 2013 and 2012, respectively.

**Note 7 -- Goodwill and Intangible Assets**

The Company has goodwill from business combinations, intangible assets from branch acquisitions, identifiable intangible assets assigned to core deposit relationships and customer lists of insurance agencies acquired. The following table presents gross carrying amount and accumulated amortization by major intangible asset class as of December 31, 2014 and 2013:

	<u>2014</u>		<u>2013</u>	
	<u>Gross Carrying Value</u>	<u>Accumulated Amortization</u>	<u>Gross Carrying Value</u>	<u>Accumulated Amortization</u>
Goodwill not subject to amortization	\$ 29,513	\$ 3,760	\$ 29,513	\$ 3,760
Intangibles from branch acquisition	3,015	3,015	3,015	3,015
Core deposit intangibles	8,986	7,142	8,986	6,499
Customer list intangibles	1,904	1,904	1,904	1,904
	<u>\$ 43,418</u>	<u>\$ 15,821</u>	<u>\$ 43,418</u>	<u>\$ 15,178</u>

Total amortization expense for the years ended December 31, 2014, 2013 and 2012 was as follows:

	<u>2014</u>	<u>2013</u>	<u>2012</u>
Intangibles from branch acquisitions	\$ —	\$ —	\$ 50
Core deposit intangibles	643	674	706
Customer list intangibles	—	—	17
	<u>\$ 643</u>	<u>\$ 674</u>	<u>\$ 773</u>

Estimated amortization expense for each of the five succeeding years is shown in the table below:

For period ended 12/31/15	\$ 616
For period ended 12/31/16	381
For period ended 12/31/17	254
For period ended 12/31/18	232
For period ended 12/31/19	213

In accordance with the provisions of SFAS 142, "Goodwill and Other Intangible Assets," codified in ASC 350, the Company performed testing of goodwill for impairment as of September 30, 2014 and 2013, and determined, as of each of these dates, that goodwill was not impaired. Management also concluded that the remaining amounts and amortization periods were appropriate for all intangible assets.

#### Note 8 -- Deposits

As of December 31, 2014 and 2013, deposits consisted of the following:

	<u>2014</u>	<u>2013</u>
Demand deposits:		
Non-interest bearing	\$ 222,116	\$ 235,448
Interest-bearing	306,631	291,035
Savings	273,958	279,227
Money market	251,095	253,255
Time deposits	218,277	228,651
Total deposits	<u>\$ 1,272,077</u>	<u>\$ 1,287,616</u>

Total interest expense on deposits for the years ended December 31, 2014, 2013 and 2012 was as follows:

	<u>2014</u>	<u>2013</u>	<u>2012</u>
Interest-bearing demand	\$ 101	\$ 102	\$ 195
Savings	375	452	1,186
Money market	588	693	1,248
Time deposits	1,287	1,456	2,214
Total	<u>\$ 2,351</u>	<u>\$ 2,703</u>	<u>\$ 4,843</u>

As of December 31, 2014, 2013 and 2012, the aggregate amount of time deposits in denominations of more than \$100,000 and the total interest expense on such deposits was as follows:

	<u>2014</u>	<u>2013</u>	<u>2012</u>
Outstanding	\$ 98,445	\$ 96,715	\$ 62,563
Interest expense for the year	598	546	826



The following table shows the amount of maturities for all time deposits as of December 31, 2014:

Less than 1 year	\$ 152,490
1 year to 2 years	33,173
2 years to 3 years	13,962
3 years to 4 years	10,812
4 years to 5 years	7,694
Over 5 years	146
Total	<u>\$ 218,277</u>

In 2014 the Company maintained account relationships with various public entities throughout its market areas. five public entities had total balances of \$46.7 million in various checking accounts and time deposits as of December 31, 2014. These balances are subject to change depending upon the cash flow needs of the public entity.

**Note 9 -- Borrowings**

As of December 31, 2014 and 2013 borrowings consisted of the following:

	<u>2014</u>	<u>2013</u>
Securities sold under agreements to repurchase	\$ 121,869	\$ 119,187
Federal Home Loan Bank (FHLB) Fixed-term advances	20,000	20,000
Subordinated debentures	20,620	20,620
Total	<u>\$ 162,489</u>	<u>\$ 159,807</u>

Aggregate annual maturities of FHLB advances and subordinated debentures at December 31, 2014 are:

2015	\$ 5,000
2016	5,000
2017	—
2018	—
2019	—
Thereafter	30,620
	<u>\$ 40,620</u>

FHLB advances represent borrowings by First Mid Bank to economically fund loan demand. At December 31, 2014 the advances totaling \$20 million were as follows:

- \$5 million advance with a 2-year maturity, at .57%, due August 26, 2015
- \$5 million advance with a 10-year maturity, at 4.58%, due July 13, 2016, one year lockout, callable quarterly
- \$5 million advance with a 6-year maturity, at 2.30% due August 24, 2020
- \$5 million advance with a 7-year maturity, at 2.55% due October 1, 2021

Securities sold under agreements to repurchase have overnight maturities and a weighted average rate of .05%. First Mid Bank has collateral pledge agreements whereby it has agreed to keep on hand at all times, free of all other pledges, liens, and encumbrances, whole first mortgages on improved residential property with unpaid principal balances aggregating no less than 133% of the outstanding advances and letters of credit (\$0 on December 31, 2014) from the FHLB. The securities underlying the repurchase agreements are under the Company's control.

	<u>2014</u>	<u>2013</u>	<u>2012</u>
Securities sold under agreements to repurchase:			
Maximum outstanding at any month-end	\$ 121,869	\$ 119,187	\$ 118,030
Average amount outstanding for the year	97,478	87,468	113,443

At December 31, 2014 and 2013, there was no outstanding loan balance on a revolving credit agreement with The Northern Trust Company. This loan was renewed on April 18, 2014. The revolving credit agreement has a maximum available balance of \$15 million with a term of one year from the date of closing. The interest rate (2.5% at December 31, 2013) is floating at 2.25% over the federal funds rate. The loan is unsecured and subject to a borrowing agreement containing requirements for the Company and First Mid Bank to maintain various operating and capital ratios. The Company and First Mid Bank were in compliance with all the existing covenants at December 31, 2014 and 2013.

On February 27, 2004, the Company completed the issuance and sale of \$10 million of floating rate trust preferred securities through Trust I, a statutory business trust and wholly-owned unconsolidated subsidiary of the Company, as part of a pooled offering. The Company established Trust I for the purpose of issuing the trust preferred securities. The \$10 million in proceeds from the trust preferred issuance and an additional \$310,000 for the Company's investment in common equity of the Trust, a total of \$10,310,000, was invested in junior subordinated debentures of the Company. The underlying junior subordinated debentures issued by the Company to Trust I mature in 2034, bear interest at three-month London Interbank Offered Rate ("LIBOR") plus 280 basis points, reset quarterly, and are callable, at the option of the Company, at par on or after April 7, 2009. At December 31, 2014 and 2013 the rate was 3.08% and 3.09%, respectively. The Company used the proceeds of the offering for general corporate purposes.

On April 26, 2006, the Company completed the issuance and sale of \$10 million of fixed/floating rate trust preferred securities through Trust II, a statutory business trust and wholly-owned unconsolidated subsidiary of the Company, as part of a pooled offering. The Company established Trust II for the purpose of issuing the trust preferred securities. The \$10 million in proceeds from the trust preferred issuance and an additional \$310,000 for the Company's investment in common equity of Trust II, a total of \$10,310,000, was invested in junior subordinated debentures of the Company. The underlying junior subordinated debentures issued by the Company to Trust II mature in 2036, bore interest at a fixed rate of 6.98% paid quarterly until June 15, 2011 and then converted to floating rate (LIBOR plus 160 basis points) after June 15, 2011 (1.84% and 1.84% at December 31, 2014 and 2013). The net proceeds to the Company were used for general corporate purposes, including the Company's acquisition of Mansfield.

The trust preferred securities issued by Trust I and Trust II are included as Tier 1 capital of the Company for regulatory capital purposes. On March 1, 2005, the Federal Reserve Board adopted a final rule that allows the continued limited inclusion of trust preferred securities in the calculation of Tier 1 capital for regulatory purposes. The final rule provided a five-year transition period, ending September 30, 2010, for application of the revised quantitative limits. On March 17, 2009, the Federal Reserve Board adopted an additional final rule that delayed the effective date of the new limits on inclusion of trust preferred securities in the calculation of Tier 1 capital until September 30, 2011. The Company does not expect the application of the revised quantitative limits to have a significant impact on its calculation of Tier 1 capital for regulatory purposes or its classification as well-capitalized. The Dodd-Frank Act, signed into law July 21, 2010, removes trust preferred securities as a permitted component of a holding company's Tier 1 capital after a three-year phase-in period beginning January 1, 2013 for larger holding companies. For holding companies with less than \$15 billion in consolidated assets, existing issues of trust preferred securities are grandfathered and not subject to this new restriction. Therefore, the existing trust preferred securities issued by Trust I and Trust II will continue to count as Tier I capital. New issuances of trust preferred securities, however would not count as Tier 1 regulatory capital.

## Note 10 -- Regulatory Capital

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

Quantitative measures established by each regulatory agency to ensure capital adequacy require the reporting institutions to maintain a minimum total risk-based capital ratio of 8%, a minimum Tier 1 risk-based capital ratio of 4% and a minimum leverage ratio of 3% for the most highly rated banks that do not expect significant growth. All other institutions are required to maintain a minimum leverage ratio of 4%. Management believes that, as of December 31, 2014 and 2013, the Company and First Mid Bank met all capital adequacy requirements.

As of December 31, 2014 and 2013, the most recent notification from the primary regulators categorized First Mid Bank as well capitalized under the regulatory framework for prompt corrective action. To be categorized as well capitalized, minimum total risk-based, Tier 1 risk-based and Tier 1 leverage ratios must be maintained as set forth in the table below. At December 31, 2014, there were no conditions or events since the most recent notification that management believes have changed this categorization.

	Actual		Required Minimum For Capital Adequacy Purposes		To Be Well-Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
<b>December 31, 2014</b>						
Total Capital (to risk-weighted assets)						
Company	\$ 180,678	15.60%	\$ 92,675	> 8.00%	N/A	N/A
First Mid Bank	172,991	15.02%	92,110	> 8.00	\$ 115,137	> 10.00%
Tier 1 Capital (to risk-weighted assets)						
Company	166,996	14.42%	46,338	> 4.00	N/A	N/A
First Mid Bank	159,309	13.84%	46,055	> 4.00	69,082	> 6.00
Tier 1 Capital (to average assets)						
Company	166,996	10.52%	63,493	> 4.00	N/A	N/A
First Mid Bank	159,309	10.08%	63,210	> 4.00	79,012	> 5.00
<b>December 31, 2013</b>						
Total Capital (to risk-weighted assets)						
Company	\$ 170,344	15.58%	\$ 87,472	> 8.00%	N/A	N/A
First Mid Bank	161,650	14.89%	86,830	> 8.00	\$ 108,538	> 10.00%
Tier 1 Capital (to risk-weighted assets)						
Company	157,095	14.37%	43,736	> 4.00	N/A	N/A
First Mid Bank	148,401	13.67%	43,415	> 4.00	65,123	> 6.00
Tier 1 Capital (to average assets)						
Company	157,095	10.12%	62,069	> 4.00	N/A	N/A
First Mid Bank	148,401	9.62%	61,737	> 4.00	77,171	> 5.00

## Note 11 -- Disclosures of Fair Values of Financial Instruments

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value measurements must maximize the use of observable inputs and minimize the use of unobservable inputs. There is a hierarchy of three levels of inputs that may be used to measure fair value:

<b>Level 1</b>	Valuations for assets and liabilities traded in active exchange markets, such as the New York Stock Exchange. Valuations are obtained from readily available pricing sources for market transactions involving identical assets or liabilities.
<b>Level 2</b>	Valuations for assets and liabilities traded in less active dealer or broker markets. Valuations are obtained from third party pricing services for identical or comparable assets or liabilities which use observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in active markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
<b>Level 3</b>	Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

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

**Available-for-Sale Securities.** The fair value of available-for-sale securities is determined by various valuation methodologies. Where quoted market prices are available in an active market, securities are classified within Level 1. If quoted market prices are not available, then fair values are estimated by using quoted prices of securities with similar characteristics or independent asset pricing services and pricing models, the inputs of which are market-based or independently sources market parameters, including but not limited to, yield curves, interest rates, volatilities, prepayments, defaults, cumulative loss projections and cash flows. Such securities are classified in Level 2 of the valuation hierarchy. In certain cases where Level 1 or Level 2 inputs are not available, securities are classified within Level 3 of the hierarchy and include subordinated tranches of collateralized mortgage obligations and investments in trust preferred securities.

Fair value determinations for Level 3 measurements of securities are the responsibility of the Treasury function of the Company. The Company contracts with a pricing specialist to generate fair value estimates on a monthly basis. The Treasury function of the Company challenges the reasonableness of the assumptions used and reviews the methodology to ensure the estimated fair value complies with accounting standards generally accepted in the United States, analyzes the changes in fair value and compares these changes to internally developed expectations and monitors these changes for appropriateness.

The trust preferred securities are collateralized debt obligation securities that are backed by trust preferred securities issued by banks, thrifts, and insurance companies. The market for these securities at December 31, 2014 is not active and markets for similar securities are also not active. The inactivity was evidenced first by a significant widening of the bid-ask spread in the brokered markets in which trust preferred securities trade and then by a significant decrease in the volume of trades relative to historical levels. The new issue market is also inactive and will continue to be, as a result of the Dodd-Frank Act's elimination of trust preferred securities from Tier 1 capital for certain holding companies. There are currently very few market participants who are willing and or able to transact for these securities. The market values for these securities are very depressed relative to historical levels.

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

- The few observable transactions and market quotations that are available are not reliable for purposes of determining fair value at December 31, 2014,
- An income valuation approach technique (present value technique) that maximizes the use of relevant observable inputs and minimizes the use of unobservable inputs will be equally or more representative of fair value than the market approach valuation technique used at prior measurement dates, and
- The trust preferred securities held by the Company will be classified within Level 3 of the fair value hierarchy because we determined that significant adjustments are required to determine fair value at the measurement date.

The following table presents the Company's assets that are measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall as of December 31, 2014 and 2013 (in thousands):

	Fair Value Measurements Using:			
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>December 31, 2014</b>				
<b>Available-for-sale securities:</b>				
U.S. Treasury securities and obligations of U.S. government corporations and agencies	\$ 99,957	\$ —	\$ 99,957	\$ —
Obligations of states and political subdivisions	78,084	—	78,084	—
Mortgage-backed securities	195,401	—	195,401	—
Trust preferred securities	364	—	—	364
Other securities	4,050	55	3,995	—
Total available-for-sale securities	<u>\$ 377,856</u>	<u>\$ 55</u>	<u>\$ 377,437</u>	<u>\$ 364</u>
<b>December 31, 2013</b>				
<b>Available-for-sale securities:</b>				
U.S. Treasury securities and obligations of U.S. government corporations and agencies	\$ 190,368	\$ —	\$ 190,368	\$ —
Obligations of states and political subdivisions	64,562	—	64,562	—
Mortgage-backed securities	227,601	—	227,601	—
Trust preferred securities	191	—	—	191
Other securities	6,002	67	5,935	—
Total available-for-sale securities	<u>\$ 488,724</u>	<u>\$ 67</u>	<u>\$ 488,466</u>	<u>\$ 191</u>

The change in fair value of assets measured on a recurring basis using significant unobservable inputs (Level 3) for the years ended December 31, 2014 and 2013 is summarized as follows (in thousands):

	Trust Preferred Securities	
	December 31, 2014	December 31, 2013
Beginning balance	\$ 191	\$ 585
Transfers into Level 3	—	—
Transfers out of Level 3	—	—
Total gains or losses		
Included in net income	—	—
Included in other comprehensive income (loss)	525	928
Purchases, issuances, sales and settlements		
Purchases	—	—
Issuances	—	—
Sales	—	(1,138)
Settlements	(352)	(184)
Ending balance	<u>\$ 364</u>	<u>\$ 191</u>
Total gains or losses for the period included in net income attributable to the change in unrealized gains or losses related to assets and liabilities still held at the reporting date	<u>\$ —</u>	<u>\$ —</u>

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

### Impaired Loans (Collateral Dependent)

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

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

Management establishes a specific allowance for loans that have an estimated fair value that is below the carrying value. The total carrying amount of loans for which a specific allowance has been established as of December 31, 2014 was \$1,576,000 and a fair value of \$1,313,000 resulting in specific loss exposures of \$263,000. As of December 31, 2013, the total carrying amount of loans for which a specific reserve had been established was \$1,987,000. These loans had a fair value of \$1,383,000 which resulted in specific loss exposures of \$604,000.

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

### Foreclosed Assets Held For Sale

Other real estate owned acquired through loan foreclosure are initially recorded at fair value less costs to sell when acquired, establishing a new cost basis. The adjustment at the time of foreclosure is recorded through the allowance for loan losses. Due to the subjective nature of establishing the fair value when the asset is acquired, the actual fair value of the other real estate owned or foreclosed asset could differ from the original estimate. If it is determined that fair value declines subsequent to foreclosure, a valuation allowance is recorded through noninterest expense. Operating costs associated with the assets after acquisition are also recorded as noninterest expense. Gains and losses on the disposition of other real estate owned and foreclosed assets are netted and posted to other noninterest expense. The total carrying amount of other real estate owned as of December 31, 2014 was \$263,000. Other real estate owned included in the total carrying amount and measured at fair value on a nonrecurring basis during the period amounted to \$0. The total carrying amount of other real estate owned as of December 31, 2013 was \$568,000. Other real estate owned included in the total carrying amount and measured at fair value on a nonrecurring basis during the period amounted to \$172,000.

The following table presents the fair value measurement of assets measured at fair value on a nonrecurring basis and the level within the fair value hierarchy in which the fair value measurements fall at December 31, 2014 and 2013 (in thousands):

	Fair Value Measurements Using			
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>December 31, 2014</b>				
Impaired loans (collateral dependent)	\$ 1,313	\$ —	\$ —	\$ 1,313
<b>December 31, 2013</b>				
Impaired loans (collateral dependent)	\$ 1,383	\$ —	\$ —	\$ 1,383
Foreclosed assets held for sale	172	—	—	172

### Sensitivity of Significant Unobservable Inputs

The following is a discussion of the sensitivity of significant unobservable inputs, the interrelationships between those inputs and other unobservable inputs used in recurring fair value measurement and of how those inputs might magnify or mitigate the effect of changes in the unobservable inputs on the fair value measurement.

**Trust Preferred Securities.** The significant unobservable inputs used in the fair value measurement of the Company's trust preferred securities are offered quotes and comparability adjustments. Significant increases (decreases) in any of those inputs in isolation would result in a significantly lower (higher) fair value measurement. Generally, changes in either of those inputs will not affect the other input.

The following table presents quantitative information about unobservable inputs used in recurring and nonrecurring Level 3 fair value measurements other than goodwill at December 31, 2014.

	<b>Fair Value (in thousands)</b>	<b>Valuation Technique</b>	<b>Unobservable Inputs</b>	<b>Range (Weighted Average)</b>
Trust Preferred Securities	\$ 364	Discounted cash flow	Discount rate	11.6%
			Constant prepayment rate (1)	1.3%
			Cumulative projected prepayments	24.4%
			Probability of default	0.1%
			Projected cures given deferral	100%
			Loss severity	97.4%
Impaired loans (collateral dependent)	\$ 1,313	Third party valuations	Discount to reflect realizable value	0% - 40% ( 20% )

(1) Every five years

The following table presents quantitative information about unobservable inputs used in recurring and nonrecurring Level 3 fair value measurements other than goodwill at December 31, 2013.

	<b>Fair Value (in thousands)</b>	<b>Valuation Technique</b>	<b>Unobservable Inputs</b>	<b>Range (Weighted Average)</b>
Trust Preferred Securities	\$ 191	Discounted cash flow	Discount rate	15.5%
			Constant prepayment rate (1)	1.3%
			Cumulative projected prepayments	23.5%
			Probability of default	0.2%
			Projected cures given deferral	50.7%
			Loss severity	96.1%
Impaired loans (collateral dependent)	\$ 1,383	Third party valuations	Discount to reflect realizable value	0% - 40% ( 20% )
Foreclosed assets held for sale	\$ 172	Third party valuations	Discount to reflect realizable value less estimated selling costs	0% - 40% ( 35% )

(1) Every five years

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

**Cash and Cash Equivalents, Interest Receivable, Federal Reserve and Federal Home Loan Bank Stock**

The carrying amount approximates fair value.

**Held-to-Maturity Securities**

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

**Loans**

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

**Deposits**

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

**Securities Sold Under Agreements to Repurchase**

The fair value of securities sold under agreements to repurchased is estimated using a discounted cash flow calculation that applies the rates currently offered for deposits of similar remaining maturities.

**Interest Payable**

The carrying amount approximates fair value.

**Subordinated Debentures and Federal Home Loan Bank Advances**

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



The following tables present estimated fair values of the Company's financial instruments at December 31, 2014 and 2013 in accordance with FAS 107-1 and APB 28-1, codified with ASC 805 (in thousands):

	<u>Carrying Amount</u>	<u>Fair Value</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
<b>December 31, 2014</b>					
<b>Financial Assets</b>					
Cash and due from banks	\$ 51,236	\$ 51,236	\$ 51,236	\$ —	\$ —
Federal funds sold	494	494	494	—	—
Available-for-sale securities	377,856	377,856	55	377,437	364
Held-to-maturity securities	53,650	53,937	—	53,937	—
Loans held for sale	1,958	1,958	—	1,958	—
Loans net of allowance for loan losses	1,046,766	1,051,110	—	—	1,051,110
Interest receivable	6,828	6,828	—	6,828	—
Federal Reserve Bank stock	1,522	1,522	—	1,522	—
Federal Home Loan Bank stock	3,391	3,391	—	3,391	—
<b>Financial Liabilities</b>					
Deposits	1,272,077	1,272,358	—	1,053,800	218,558
Securities sold under agreements to repurchase	121,869	121,870	—	121,870	—
Interest payable	285	285	—	285	—
Federal Home Loan Bank borrowings	20,000	20,541	—	20,541	—
Junior subordinated debentures	20,620	12,528	—	12,528	—
<b>December 31, 2013</b>					
<b>Financial Assets</b>					
Cash and due from banks	\$ 64,605	\$ 64,605	\$ 64,605	\$ —	\$ —
Federal funds sold	497	497	497	—	—
Available-for-sale securities	488,724	488,724	67	488,466	191
Loans held for sale	514	514	—	514	—
Loans net of allowance for loan losses	969,041	964,253	—	—	964,253
Interest receivable	6,614	6,614	—	6,614	—
Federal Reserve Bank stock	1,522	1,522	—	1,522	—
Federal Home Loan Bank stock	3,391	3,391	—	3,391	—
<b>Financial Liabilities</b>					
Deposits	1,287,616	1,287,887	—	1,058,965	228,922
Securities sold under agreements to repurchase	119,187	119,190	—	119,190	—
Interest payable	277	277	—	277	—
Federal Home Loan Bank borrowings	20,000	20,530	—	20,530	—
Junior subordinated debentures	20,620	12,041	—	12,041	—

## Note 12 -- Deferred Compensation Plan

The Company follows the provisions of ASC 710, for purposes of the First Mid-Illinois Bancshares, Inc. Deferred Compensation Plan ("DCP"). At December 31, 2014, the Company classified the cost basis of its common stock issued and held in trust in connection with the DCP of approximately \$3,539,000 as treasury stock. The Company also classified the cost basis of its related deferred compensation obligation of approximately \$3,539,000 as an equity instrument (deferred compensation).

The DCP was effective as of June 1984. The purpose of the DCP is to enable directors, advisory directors, and key employees the opportunity to defer a portion of the fees and cash compensation paid by the Company as a means of maximizing the effectiveness and flexibility of compensation arrangements. The Company invests all participants' deferrals in shares of common stock. Dividends paid on the shares are credited to participants' DCP accounts and invested in additional shares. During 2014 and 2013 the Company issued 13,724 common shares and 12,700 common shares, respectively, pursuant to the DCP.

## Note 13 -- Stock Incentive Plan

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

On September 27, 2011, the Board of Directors passed a resolution authorizing and approving the Executive Long-Term Incentive Plan ("LTIP"). The LTIP was implemented to provide methodology for granting Stock Awards and Stock Unit Awards under the SI Plan to select senior executives of the Company or any subsidiary.

A maximum of 300,000 shares are authorized under the SI Plan. This amount reflects the Company's stock split which occurred on June 29, 2007. Options to acquire shares are awarded at an exercise price equal to the fair market value of the shares on the date of grant and have a 10-year term. Options granted to employees vested over a four-year period and options granted to directors vested at the time they were issued. Prior to December 31, 2008, the Company had awarded 59,500 shares as stock options under the SI Plan. During 2014, 2013 and 2012, the Company awarded 19,377 shares, 14,054 shares and 15,162 shares, respectively as 50% Stock Awards and 50% Stock Unit Awards under the LTIP of the SI Plan.

The fair value of options granted was estimated on the grant date using the Black-Scholes option-pricing model. Expected volatility was based on historical volatility of the Company's stock and other factors. The Company used historical data to estimate option exercises and employee termination within the valuation model; separate groups of employees who had similar historical exercise behavior were considered separately for valuation purposes. The expected term of options granted was derived from the output of the option valuation model and represented the period of time that options granted were expected to be outstanding. The risk-free rate for periods within the contractual life of the option was based on the U.S. Treasury yield curve in effect at the time of the grant. There were no options granted during 2014, 2013 or 2012.

The following table summarizes the compensation cost, net of forfeitures, related to stock-based compensation for the years ended December 31, 2014, 2013 and 2012:

	<u>2014</u>	<u>2013</u>	<u>2012</u>
<b>Stock and stock unit awards:</b>			
Pre-tax compensation expense	\$ 376	\$ 339	\$ 210
Income tax benefit	(132)	(118)	(73)
Stock and stock unit awards expense, net of income taxes	<u>\$ 244</u>	<u>\$ 221</u>	<u>\$ 137</u>
<b>Stock options:</b>			
Pre-tax compensation expense	\$ —	\$ —	\$ 17
Income tax benefit	—	—	(6)
Stock options expense, net of income taxes	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 11</u>
<b>Total share-based compensation:</b>			
Pre-tax compensation expense	\$ 376	\$ 339	\$ 227
Income tax benefit	(132)	(118)	(79)
Total share-based compensation expense, net of income taxes	<u>\$ 244</u>	<u>\$ 221</u>	<u>\$ 148</u>

A summary of option activity under the SI Plan and the 1997 Stock Incentive Plan as of December 31, 2014, 2013 and 2012, and changes during the years then ended is presented below:

<b>2014</b>			
<b>Shares</b>	<b>Weighted-Average Exercise Price</b>	<b>Weighted-Average Remaining Contractual Term</b>	<b>Aggregate Intrinsic Value</b>
Outstanding, beginning of year	128,750	\$26.20	
Granted	0	0.00	
Exercised	0	0.00	
Forfeited or expired	76,750	27.25	
Outstanding, end of year	<u>52,000</u>	<u>\$24.64</u>	<u>3.43</u> \$ —
Exercisable, end of year	<u>52,000</u>	<u>\$24.64</u>	<u>3.43</u> \$ —

There were no options exercised during 2014. Stock options for 52,000 shares of common stock were not considered in computing the aggregate intrinsic value of outstanding shares and exercisable shares for 2014 because they were anti-dilutive.

<b>2013</b>			
<b>Shares</b>	<b>Weighted-Average Exercise Price</b>	<b>Weighted-Average Remaining Contractual Term</b>	<b>Aggregate Intrinsic Value</b>
Outstanding, beginning of year	176,625	\$24.88	
Granted	0	0.00	
Exercised	39,373	20.67	
Forfeited or expired	8,502	24.34	
Outstanding, end of year	<u>128,750</u>	<u>\$26.20</u>	<u>2.42</u> \$ —
Exercisable, end of year	<u>128,750</u>	<u>\$26.20</u>	<u>2.42</u> \$ —

The total intrinsic value of options exercised during 2013 was \$75,000. Stock options for 128,750 shares of common stock were not considered in computing the aggregate intrinsic value of outstanding shares and exercisable shares for 2013 because they were anti-dilutive.

<b>2012</b>			
<b>Shares</b>	<b>Weighted-Average Exercise Price</b>	<b>Weighted-Average Remaining Contractual Term</b>	<b>Aggregate Intrinsic Value</b>
Outstanding, beginning of year	228,140	\$23.09	
Granted	0	0.00	
Exercised	44,763	15.90	
Forfeited or expired	6,752	24.00	
Outstanding, end of year	<u>176,625</u>	<u>\$24.88</u>	<u>2.81</u> \$ 89,061
Exercisable, end of year	<u>170,000</u>	<u>\$24.95</u>	<u>2.69</u> \$ 89,061

The total intrinsic value of options exercised during 2012 was \$332,000. Stock options for 108,125 shares of common stock were not considered in computing the aggregate intrinsic value of outstanding shares and exercisable shares for 2012 because they were anti-dilutive.

A summary of the status of the Company's shares subject to unvested options under the SI Plan and the 1997 Stock Incentive Plan as of December 31, 2013 and 2012, and changes during the years then ended, is presented below. All options were vested as of December 31, 2013.

	2013		2012	
	Shares	Weighted-Average Grant-Date Fair Value	Shares	Weighted-Average Grant-Date Fair Value
Unvested, beginning of year	6,625	\$2.51	20,875	\$3.16
Granted	0	\$0.00	0	\$0.00
Vested	(6,375)	\$3.47	(14,250)	\$3.47
Forfeited	250	\$3.68	0	\$0.00
Unvested, end of year	0	\$0.00	6,625	\$2.51

As of December 31, 2014, 2013 and 2012, there were no unrecognized compensation cost related to unvested options granted under the SI Plan. The total fair value of shares subject to options that vested or were forfeited during the years ended December 31, 2014, 2013 and 2012, was \$0, \$17,000, and \$49,000, respectively. The following table summarizes information about stock options under the SI Plan outstanding at December 31, 2014:

Range of Exercise Prices	Options Outstanding			Options Exercisable	
	Number Outstanding	Weighted-Average Remaining Contractual Life	Weighted-Average Exercise Price	Number Exercisable	Weighted-Average Exercise Price
\$22.50 to \$24.50	24,500	3.96	\$23.00	24,500	\$23.00
\$24.50 to \$26.50	27,500	2.95	\$26.10	27,500	\$26.10
	52,000	3.43	\$24.64	52,000	\$24.64

In September 2011, as part of the LTIP approval, the Board approved a form of Stock Award/Stock Unit Award Agreement and a form of Stock Unit Award Agreement. These forms set forth the terms and conditions of the Stock Awards and Stock Units granted to participants in the Plan as part of their Annual Performance Award and Cumulative Performance Award. Each of the Annual Performance Award and Cumulative Performance Award consists of Stock Awards (50%) and Stock Units (50%), except that Awards to retirement-eligible employees are made 100% in Stock Units. The target number of shares subject to the Stock Awards and/or Stock Units is adjusted by the Board at the end of each applicable performance period based on the actual level of attainment of performance goals previously set by the Board. The Annual Performance Award has a one-year performance period and vest over four years. The Cumulative Performance Award has a three-year performance period and vest at the end of the three-year period. Stock Awards are settled in shares while Stock Units are settled in cash (although Stock Units held by retirement-eligible employees are settled half in shares and half in cash). The following table summarizes non-vested stock and stock unit activity for the years ended December 31, 2014, 2013 and 2012:

	2014		2013		2012	
	Shares	Weighted-avg Grant-date Fair Value	Shares	Weighted-avg Grant-date Fair Value	Shares	Weighted-avg Grant-date Fair Value
Nonvested, beginning of year	24,799	\$24.16	25,337	\$22.16	15,096	\$18.70
Granted	19,377	22.00	14,054	23.46	15,162	25.50
Vested	(14,499)	23.72	(14,592)	20.01	(4,179)	21.84
Forfeited	(2,780)	23.12	0	0.00	(742)	21.87
Nonvested, end of year	26,897	\$22.95	24,799	\$24.16	25,337	\$22.16
Fair value of shares vested		\$ 343,910		\$ 329,721		\$ 91,259

The fair value of the awards is amortized to compensation expense over the vesting periods of the awards (four years for annual awards and three years for cumulative awards) and is based on the market price of the Company's common stock at the date of grant multiplied by the number of shares granted that are expected to vest. As of December 31, 2014, 2013 and 2012, there was \$435,000, \$470,000, and \$400,000, respectively, of total unrecognized compensation cost related to unvested stock and stock unit awards under the SI. That cost is expected to be recognized over the remaining three-year period.

#### Note 14 -- Retirement Plans

The Company has a defined contribution retirement plan which covers substantially all employees and which provides for a Company contribution equal to 4% of each participant's compensation and a Company matching contribution of up to 50% of the first 4% of pre-tax contributions made by each participant. Employee contributions are limited to the 402(g) limit of compensation. The total expense for the plan amounted to \$1,089,000, \$1,029,000 and \$1,070,000 in 2014, 2013 and 2012, respectively. The Company also has two agreements in place to pay \$50,000 annually for 20 years from the retirement date to the surviving spouse of a deceased former senior officer of the Company and to one senior officer that retired December 31, 2013. Total expense under these two agreements amounted to \$15,000, \$17,000 and \$35,000 in 2014, 2013 and 2012, respectively. The current liability recorded for these two agreements was \$785,000 and \$871,000, as of December 31, 2014 and 2013, respectively.

#### Note 15 -- Income Taxes

The components of federal and state income tax expense for the years ended December 31, 2014, 2013 and 2012 were as follows:

	<u>2014</u>	<u>2013</u>	<u>2012</u>
<b>Current</b>			
Federal	\$ 6,956	\$ 5,899	\$ 6,247
State	2,287	1,976	1,933
Total Current	<u>9,243</u>	<u>7,875</u>	<u>8,180</u>
<b>Deferred</b>			
Federal	(17)	750	219
State	28	221	11
Total Deferred	<u>11</u>	<u>971</u>	<u>230</u>
Total	<u>\$ 9,254</u>	<u>\$ 8,846</u>	<u>\$ 8,410</u>

Recorded income tax expense differs from the expected tax expense (computed by applying the applicable statutory U.S. federal tax rate of 35% to income before income taxes). During 2014, 2013 and 2012, the Company was in a graduated tax rate position. The principal reasons for the difference are as follows:

	<u>2014</u>	<u>2013</u>	<u>2012</u>
Expected income taxes	\$ 8,650	\$ 8,249	\$ 7,852
Effects of:			
Tax-exempt income	(954)	(877)	(761)
Nondeductible interest expense	10	9	14
State taxes, net of federal taxes	1,505	1,429	1,264
Other items	43	36	41
Total	<u>\$ 9,254</u>	<u>\$ 8,846</u>	<u>\$ 8,410</u>

Tax expense recorded by the Company during 2014, 2013 and 2012 did not include any interest or penalties. Tax returns filed with the Internal Revenue Service and Illinois Department of Revenue are subject to review by law under a three-year statute of limitations. The Company is no longer subject to U.S. federal or state income tax examinations by tax authorities for years before 2011.

The tax effects of the temporary differences that gave rise to significant portions of the deferred tax assets and deferred tax liabilities at December 31, 2014 and 2013 are presented below:

	<u>2014</u>	<u>2013</u>
<b>Deferred tax assets:</b>		
Allowance for loan losses	\$ 5,522	\$ 5,348
Available-for-sale investment securities	559	5,353
Deferred compensation	1,108	1,070
Supplemental retirement	317	351
Core deposit premium and other intangible assets	341	255
Interest on non-accrual loans	35	31
Other-than-temporary impairment on securities	449	449
Other	412	407
Total gross deferred tax assets	<u>8,743</u>	<u>13,264</u>
<b>Deferred tax liabilities:</b>		
Deferred loan costs	110	110
Goodwill	3,441	3,004
Prepaid expenses	296	258
FHLB stock dividend	285	285
Depreciation	600	731
Purchase accounting	—	66
Accumulated accretion	39	33
Total gross deferred tax liabilities	<u>4,771</u>	<u>4,487</u>
Net deferred tax assets	<u>\$ 3,972</u>	<u>\$ 8,777</u>

Net deferred tax assets are recorded in other assets on the consolidated balance sheets. No valuation allowance related to deferred tax assets was recorded at December 31, 2014 and 2013 as management believes it is more likely than not that the deferred tax assets will be fully realized.

#### **Note 16 -- Dividend Restrictions**

The National Bank Act imposes limitations on the amount of dividends that may be paid by a national bank, such as First Mid Bank. Generally, a national bank may pay dividends out of its undivided profits, in such amounts and at such times as the bank's board of directors deems prudent. Without prior OCC approval, however, a national bank may not pay dividends in any calendar year which, in the aggregate, exceed the bank's year-to-date net income plus the bank's adjusted retained net income for the two preceding years. Factors that could adversely affect First Mid Bank's net income include other-than-temporary impairment on investment securities that result in credit losses and economic conditions in industries where there are concentrations of loans outstanding that result in impairment of these loans and, consequently loan charges and the need for increased allowances for losses. See "Item 1A. Risk Factors," Note 4 – "Investment Securities" and Note 5 – "Loans" for a more detailed discussion of the factors.

The payment of dividends by any financial institution or its holding company is affected by the requirement to maintain adequate capital pursuant to applicable capital adequacy guidelines and regulations, and a financial institution generally is prohibited from paying any dividends if, following payment thereof, the institution would be undercapitalized. As described above, First Mid Bank exceeded its minimum capital requirements under applicable guidelines as of December 31, 2014. As of December 31, 2014, approximately \$37.9 million was available to be paid as dividends to the Company by First Mid Bank. Notwithstanding the availability of funds for dividends, however, the OCC may prohibit the payment of any dividends by First Mid Bank if the OCC determines that such payment would constitute an unsafe or unsound practice.

## Note 17 -- Commitments and Contingent Liabilities

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

The off-balance sheet financial instruments whose contract amounts represent credit risk at December 31, 2014 and 2013 were as follows (in thousands):

	<u>2014</u>	<u>2013</u>
Unused commitments and lines of credit:		
Commercial real estate	\$ 32,927	\$ 23,770
Commercial operating	133,884	139,395
Home equity	23,285	24,071
Other	47,498	52,251
Total	<u>\$ 237,594</u>	<u>\$ 239,487</u>
Standby letters of credit	<u>\$ 5,193</u>	<u>\$ 4,732</u>

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

Standby letters of credit are conditional commitments issued by the Company to guarantee the financial performance of customers to third parties. Standby letters of credit are primarily issued to facilitate trade or support borrowing arrangements and generally expire in one year or less. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending credit facilities to customers. The maximum amount of credit that would be extended under letters of credit is equal to the total off-balance sheet contract amount of such instrument at December 31, 2014 and 2013. The Company's deferred revenue under standby letters of credit was nominal.

## Note 18 -- Related Party Transactions

Certain officers, directors and principal stockholders of the Company and its subsidiaries, their immediate families or their affiliated companies ("related parties") have loans with one or more of the subsidiaries. These loans are made in the ordinary course of business on substantially the same terms, including interest and collateral, as those prevailing for comparable transactions with others. Loans to related parties totaled approximately \$32,050,000 and \$24,539,000 at December 31, 2014 and 2013, respectively. Activity during 2014 and 2013 was as follows:

	<u>2014</u>	<u>2013</u>
Beginning balance	\$ 24,539	\$ 21,638
New loans	11,154	9,380
Loan repayments	(3,643)	(6,479)
Ending balance	<u>\$ 32,050</u>	<u>\$ 24,539</u>

Deposits from related parties held by First Mid Bank at December 31, 2014 and 2013 totaled \$92,973,000 and \$49,435,000, respectively.

**Note 19 -- Leases**

The Company has several noncancellable operating leases, primarily for property rental of banking buildings. These leases are for terms from one year to fifteen years and generally contain renewal options for periods ranging from one year to five years. Rental expense for these leases was \$1,240,000, \$1,297,000 and \$1,293,000 for the years ended December 31, 2014, 2013 and 2012, respectively. Future minimum lease payments under operating leases are:

	<b>Operating Leases</b>
2015	\$ 1,041
2016	695
2017	694
2018	619
2019	619
Thereafter	674
Total minimum lease payments	<u>\$ 4,342</u>

**Note 20 -- Parent Company Only Financial Statements**

Presented below are condensed balance sheets, statements of income and cash flows for the Company:

**First Mid-Illinois Bancshares, Inc. (Parent Company)****Balance Sheets**

	<b>December 31,</b>	
	<b>2014</b>	<b>2013</b>
<b>Assets</b>		
Cash	\$ 1,729	\$ 2,645
Premises and equipment, net	2,789	2,935
Investment in subsidiaries	180,774	164,311
Other assets	2,248	2,584
Total Assets	<u>\$ 187,540</u>	<u>\$ 172,475</u>
<b>Liabilities and Stockholders' equity</b>		
<b>Liabilities</b>		
Dividends payable	\$ 550	\$ 1,104
Debt	20,620	20,620
Other liabilities	1,454	1,370
Total Liabilities	22,624	23,094
Stockholders' equity	164,916	149,381
Total Liabilities and Stockholders' equity	<u>\$ 187,540</u>	<u>\$ 172,475</u>



**First Mid-Illinois Bancshares, Inc. (Parent Company)**
**Statements of Income and Comprehensive Income**

	Years ended December 31,		
	2014	2013	2012
Income:			
Dividends from subsidiaries	\$ 7,900	\$ 1,438	\$ 1,438
Other income	65	64	64
Total income	7,965	1,502	1,502
Operating expenses	2,425	2,233	2,519
Income (loss) before income taxes and equity in undistributed earnings of subsidiaries	5,540	(731)	(1,017)
Income tax benefit	948	876	990
Income (loss) before equity in undistributed earnings of subsidiaries	6,488	145	(27)
Equity in undistributed earnings of subsidiaries	8,973	14,577	14,052
Net income	\$ 15,461	\$ 14,722	\$ 14,025
Other comprehensive income (loss), net of taxes	7,505	(12,924)	1,396
Comprehensive income	\$ 22,966	\$ 1,798	\$ 15,421

**First Mid-Illinois Bancshares, Inc. (Parent Company)**
**Statements of Cash Flows**

	Years ended December 31,		
	2014	2013	2012
<b>Cash flows from operating activities:</b>			
Net income	\$ 15,461	\$ 14,722	\$ 14,025
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation, amortization, accretion, net	110	116	114
Dividends received from subsidiary	7,900	1,438	1,438
Equity in undistributed earnings of subsidiaries	(8,973)	(14,577)	(14,052)
Increase in other assets	(7,412)	(1,512)	(1,436)
Increase in other liabilities	260	180	319
Net cash provided by operating activities	7,346	367	408
<b>Cash flows from financing activities:</b>			
Repayment of short-term debt	—	—	(8,250)
Conversion of preferred stock to shares of common stock	(24,635)	—	—
Proceeds from issuance of preferred stock	—	—	8,250
Proceeds from issuance of common stock	25,123	1,303	1,255
Purchase of treasury stock	(1,763)	(4,619)	(3,912)
Dividends paid on preferred stock	(4,339)	(4,050)	(3,788)
Dividends paid on common stock	(2,648)	(2,014)	(2,843)
Net cash used in financing activities	(8,262)	(9,380)	(9,288)
Decrease in cash	(916)	(9,013)	(8,880)
Cash at beginning of year	2,645	11,658	20,538
Cash at end of year	\$ 1,729	\$ 2,645	\$ 11,658

**Note 21 -- Quarterly Financial Data - Unaudited**

The following table presents summarized quarterly data for each of the two years ended December 31, 2014 and 2013:

	Quarters ended in 2014			
	March 31	June 30	September 30	December 31
<b>Selected operations data:</b>				
Interest income	\$ 13,362	\$ 13,600	\$ 13,807	\$ 13,965
Interest expense	815	788	805	844
Net interest income	12,547	12,812	13,002	13,121
Provision for loan losses	323	128	44	134
Net interest income after provision for loan losses	12,224	12,684	12,958	12,987
Other income	4,481	4,990	4,402	4,496
Other expense	10,960	11,214	11,090	11,243
Income before income taxes	5,745	6,460	6,270	6,240
Income taxes	2,138	2,431	2,355	2,330
Net income	3,607	4,029	3,915	3,910
Dividends on preferred shares	1,104	1,104	1,105	839
Net income available to common stockholders	\$ 2,503	\$ 2,925	\$ 2,810	\$ 3,071
Basic earnings per common share	\$0.43	\$0.49	\$0.48	\$0.48
Diluted earnings per common share	0.43	0.48	0.47	0.47

	Quarters ended in 2013			
	March 31	June 30	September 30	December 31
<b>Selected operations data:</b>				
Interest income	\$ 13,202	\$ 13,206	\$ 13,446	\$ 13,605
Interest expense	998	865	824	848
Net interest income	12,204	12,341	12,622	12,757
Provision for loan losses	480	252	975	486
Net interest income after provision for loan losses	11,724	12,089	11,647	12,271
Other income	4,550	4,714	5,697	4,380
Other expense	10,612	10,918	11,082	10,892
Income before income taxes	5,662	5,885	6,262	5,759
Income taxes	2,134	2,220	2,352	2,140
Net income	3,528	3,665	3,910	3,619
Dividends on preferred shares	1,104	1,105	1,104	1,104
Net income available to common stockholders	\$ 2,424	\$ 2,560	\$ 2,806	\$ 2,515
Basic earnings per common share	\$ 0.41	\$ 0.43	\$ 0.47	\$ 0.43
Diluted earnings per common share	0.41	0.43	0.47	0.42

## Report of Independent Registered Public Accounting Firm

Audit Committee, Board of Directors and Stockholders  
First Mid-Illinois Bancshares, Inc.  
Mattoon, Illinois

We have audited the accompanying consolidated balance sheets of First Mid-Illinois Bancshares, Inc. as of December 31, 2014 and 2013 and the related consolidated statements of income, comprehensive income, changes in stockholders' equity and cash flows for each of the years in the three-year period ended December 31, 2014. The Company's management is responsible for these financial statements. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Our audits included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of First Mid-Illinois Bancshares, Inc. as of December 31, 2014 and 2013, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2014, in conformity with accounting principles generally accepted in the United States of America.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), First Mid-Illinois Bancshares, Inc.'s internal control over financial reporting as of December 31, 2014, based on criteria established in *Internal Control-Integrated Framework* (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) and our report dated March 5, 2015 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

BKD, LLP

Decatur, Illinois  
March 5, 2015

**ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.

**ITEM 9A. CONTROLS AND PROCEDURES**

**Disclosure Controls and Procedures**

The Company's management carried out an evaluation, under the supervision and with the participation of the chief executive officer and the chief financial officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures (as such term is defined in Rule 13a-15(e) under the Securities Exchange Act of 1934) as of December 31, 2014. Based upon that evaluation, the chief executive officer along with the chief financial officer concluded that the Company's disclosure controls and procedures as of December 31, 2014, were effective.

**Management's Annual Report on Internal Control over Financial Reporting**

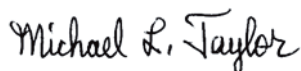
The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting for the Company. The Company's internal control over financial reporting is a process designed under the supervision of the Company's chief executive officer and chief financial officer to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Company's financial statements for external reporting purposes in accordance with U.S. generally accepted accounting principles.

Management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2014 based on the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") in "Internal Control—Integrated Framework (1992)." Based on the assessment, management determined that, as of December 31, 2014, the Company's internal control over financial reporting is effective, based on those criteria. Management's assessment of the effectiveness of the Company's internal control over financial reporting as of December 31, 2014 has been audited by BKD, LLP, an independent registered public accounting firm, as stated in their report following.

March 5, 2015



Joseph R. Dively  
President and Chief Executive Officer



Michael L. Taylor  
Chief Financial Officer

**Changes in Internal Control Over Financial Reporting**

There were no changes in the Company's internal control over financial reporting that occurred during the Company's fourth fiscal quarter of 2014 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

## Report of Independent Registered Public Accounting Firm

Audit Committee, Board of Directors and Stockholders  
First Mid-Illinois Bancshares, Inc.  
Mattoon, Illinois

We have audited First Mid-Illinois Bancshares, Inc.'s internal control over financial reporting as of December 31, 2014, based on criteria established in *Internal Control – Integrated Framework* (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's report. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed 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. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, First Mid-Illinois Bancshares, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2014, based on criteria established in *Internal Control – Integrated Framework* (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements of First Mid-Illinois Bancshares, Inc. and our report dated March 5, 2015 expressed an unqualified opinion thereon.

BKD, LLP

Decatur, Illinois  
March 5, 2015

## ITEM 9B. OTHER INFORMATION

None.

## PART III

### ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information called for by Item 10 with respect to directors and director nominees is incorporated by reference to the Company's Proxy Statement for the 2015 Annual Meeting of the Company's shareholders under the captions "Proposal 1 – Election of Directors," "Corporate Governance Matters" and "Section 16 – Beneficial Ownership Reporting Compliance."

The information called for by Item 10 with respect to executive officers is incorporated by reference to Part I hereof under the caption "Supplemental Item – Executive Officers of the Company" and to the Company's Proxy Statement for the 2015 Annual Meeting of the Company's shareholders under the caption "Section 16 – Beneficial Ownership Reporting Compliance."

The information called for by Item 10 with respect to audit committee financial expert is incorporated by reference to the Company's Proxy Statement for the 2015 Annual Meeting of the Company's shareholders under the captions "Audit Committee" and "Report of the Audit Committee to the Board of Directors."

The information called for by Item 10 with respect to corporate governance is incorporated by reference to the Company's Proxy Statement for the 2015 Annual Meeting of the Company's shareholders under the caption "Corporate Governance Matters."

The Company has adopted a code of conduct for directors, officers, and employees including senior financial management of the Company. This code of conduct is posted on the Company's website. In the event that the Company amends or waives any provisions of this code of conduct, the Company intends to disclose the same on its website at [www.firstmid.com](http://www.firstmid.com).

### ITEM 11. EXECUTIVE COMPENSATION

The information called for by Item 11 is incorporated by reference to the Company's Proxy Statement for the 2015 Annual Meeting of the Company's shareholders under the captions "Executive Compensation," "Non-qualified Deferred Compensation," "Potential Payments Upon Termination or Change in Control of the Company," "Director Compensation," "Corporate Governance Matters – Compensation Committee Interlocks and Insider Participation," and "Compensation Committee Report."

### ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information called for by Item 12 with respect to equity compensation plans is provided in the table below.

Plan category	Equity Compensation Plan Information		
	Number of securities to be issued upon exercise of outstanding options (a)	Weighted-average exercise price of outstanding options (b)	Number of securities remaining available for future issuance under equity compensation plans (c)
Equity compensation plans approved by security holders:			
(A) Deferred Compensation Plan	—	—	365,982 (1)
(B) Stock Incentive Plan	52,000 (2)	\$ 24.64 (3)	257,263 (4)
Equity compensation plans not approved by security holders (5)	—	—	—
Total	<u>52,000</u>	<u>\$ 24.64</u>	<u>623,245</u>

(1) Consists of shares issuable with respect to participant deferral contributions invested in common stock.

(2) Consists of stock options.

(3) Represents the weighted-average exercise price of outstanding stock options.

(4) Consists of stock option and/or restricted stock.

(5) The Company does not maintain any equity compensation plans not approved by stockholders.

The Company's equity compensation plans approved by security holders consist of the Deferred Compensation Plan and the Stock Incentive Plan. Additional information regarding each plan is available in "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Stock Plans" and Note 13 – Stock Incentive Plan herein.

The information called for by Item 12 with respect to security ownership is incorporated by reference to the Company's Proxy Statement for the 2015 Annual Meeting of the Company's shareholders under the caption "Voting Securities and Principal Holders Thereof."

#### **ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE**

The information called for by Item 13 is incorporated by reference to the Company's Proxy Statement for the 2015 Annual Meeting of the Company's shareholders under the captions "Certain Relationships and Related Transactions" and "Corporate Governance Matters – Board of Directors."

#### **ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

The information called for by Item 14 is incorporated by reference to the Company's Proxy Statement for the 2015 Annual Meeting of the Company's shareholders under the caption "Fees of Independent Auditors."

### **PART IV**

#### **ITEM 15. EXHIBIT AND FINANCIAL STATEMENT SCHEDULES**

(a)(1) and (2) -- Financial Statements and Financial Statement Schedules

The following consolidated financial statements and financial statement schedules of the Company are filed as part of this document under Item 8.

Financial Statements and Supplementary Data:

- Consolidated Balance Sheets -- December 31, 2014 and 2013
- Consolidated Statements of Income -- For the Years Ended December 31, 2014, 2013 and 2012
- Consolidated Statements of Comprehensive Income -- For the Years Ended December 31, 2014, 2013 and 2012
- Consolidated Statements of Changes in Stockholders' Equity -- For the Years Ended December 31, 2014, 2013 and 2012
- Consolidated Statements of Cash Flows -- For the Years Ended December 31, 2014, 2013 and 2012.

(a)(3) – Exhibits

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

## SIGNATURES

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

FIRST MID-ILLINOIS BANCSHARES, INC.  
(Registrant)

Date: March 5, 2015



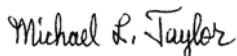
Joseph R. Dively  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below on the 5th day of March 2015, by the following persons on behalf of the Company and in the capacities listed.

### Signature and Title



Joseph R. Dively, Chairman of the Board,  
President and Chief Executive Officer and Director  
(Principal Executive Officer)



Michael L. Taylor, Senior Executive Vice President and Chief Financial Officer  
(Principal Financial Officer and Principal Accounting Officer)



Holly A. Bailey, Director



Robert Cook, Director



Steven L. Grissom, Director



Gary W. Melvin, Director



William S. Rowland, Director



Ray A. Sparks, Director



James Zimmer, Director



## Exhibit Index to Annual Report on Form 10-K

Exhibit Number	Description and Filing or Incorporation Reference
2.1	<b>Branch Purchase and Assumption Agreement between Old National Bank and First Mid-Illinois Bank &amp; Trust, N.A., dated as of January 30, 2015</b> Incorporated by reference to Exhibit 2.1 to First Mid-Illinois Bancshares, Inc.'s Current Report on Form 8-K filed with the SEC on January 30, 2015.
3.1	<b>Restated Certificate of Incorporation and Amendment to Restated Certificate of Incorporation of First Mid-Illinois Bancshares, Inc.</b> Incorporated by reference to Exhibit 3(a) to First Mid-Illinois Bancshares, Inc.'s Annual Report on Form 10-K for the year ended December 31, 1987.
3.2	<b>Amended and Restated Bylaws of First Mid-Illinois Bancshares, Inc.</b> Incorporated by reference to Exhibit 3.2 to First Mid-Illinois Bancshares, Inc.'s Current Report on Form 8-K filed with the SEC on November 14, 2007.
3.3	<b>Certificate of Designation, Preferences and Rights of Series B 9% Non-Cumulative Perpetual Convertible Preferred Stock of the Company</b> Incorporated by reference to Exhibit 4.1 to First Mid-Illinois Bancshares, Inc.'s Current Report on Form 8-K filed with the SEC on February 11, 2009.
3.4	<b>Certificate of Designation, Preferences and Rights of Series C 8% Non-Cumulative Perpetual Convertible Preferred Stock of the Company</b> Incorporated by reference to Exhibit 4.1 to First Mid-Illinois Bancshares, Inc.'s Current Report on Form 8-K filed with the SEC on February 11, 2011.
4.1	<b>Rights Agreement, dated as of September 22, 2009, between First Mid-Illinois Bancshares, Inc. and Computershares Trust Company, N.A., as Rights Agent</b> Incorporated by reference to Exhibit 4.1 to First Mid-Illinois Bancshares, Inc.'s Registration Statement on Form 8-A filed with the SEC on September 24, 2009.
4.2	<b>Amendment No. 1 to the Rights Agreement</b> Incorporated by reference to Exhibit 4.1 to First Mid-Illinois Bancshares, Inc.'s, Current Report on Form 8-K filed with the SEC on January 21, 2015.
4.3	<b>Form of Registration Rights Agreement</b> Incorporated by reference to Exhibit 4.2 to First Mid-Illinois Bancshares, Inc.'s Current Report on Form 8-K filed with the SEC on February 11, 2009.
4.4	<b>Form of Registration Rights Agreement</b> Incorporated by reference to Exhibit 4.2 to First Mid-Illinois Bancshares, Inc.'s Current Report on Form 8-K filed with the SEC on February 11, 2011.
10.1	<b>Amended and Restated Employment Agreement between the Company and Joseph R. Dively</b> Incorporated by reference to Exhibit 10.1 to First Mid-Illinois Bancshares, Inc.'s Current Report on Form 8-K filed with the SEC on October 24, 2013.
10.2	<b>Employment Agreement between the Company and John W. Hedges</b> Incorporated by reference to Exhibit 10.1 to First Mid-Illinois Bancshares, Inc.'s Current Report on Form 8-K filed with the SEC on December 18, 2014.
10.3	<b>Employment Agreement between the Company and Michael L. Taylor</b> Incorporated by reference to Exhibit 10.1 to First Mid-Illinois Bancshares, Inc.'s Current Report on Form 8-K filed with the SEC on May 22, 2012.
10.4	<b>Employment Agreement between the Company and Laurel G. Allenbaugh</b> Incorporated by reference to Exhibit 10.2 to First Mid-Illinois Bancshares, Inc.'s Current Report on Form 8-K filed with the SEC on May 22, 2012.
10.5	<b>Employment Agreement between the Company and Eric S. McRae</b> Incorporated by reference to Exhibit 10.1 to First Mid-Illinois Bancshares, Inc.'s Current Report on Form 8-K filed with the SEC on January 28, 2015.
10.6	<b>Employment Agreement between the Company and Christopher L. Slabach</b> Incorporated by reference to Exhibit 10.1 to First Mid-Illinois Bancshares, Inc.'s Current Report on Form 8-K filed with the SEC on December 18, 2013.
10.7	<b>Employment Agreement between the Company and Amanda D. Lewis</b> Incorporated by reference to Exhibit 10.1 to First Mid-Illinois Bancshares, Inc.'s Current Report on Form 8-K filed with the SEC on September 29, 2014.
10.8	<b>Amended and Restated Deferred Compensation Plan</b> Incorporated by reference to Exhibit 10.4 to First Mid-Illinois Bancshares, Inc.'s Annual Report on Form 10-K for the for the year ended December 31, 2005.

## Exhibit Index to Annual Report on Form 10-K

Exhibit Number	Description and Filing or Incorporation Reference
10.9	<b>2007 Stock Incentive Plan</b> Incorporated by reference to Exhibit 10.1 to First Mid-Illinois Bancshares, Inc.'s Current Report on Form 8-K filed with the SEC on May 23, 2007.
10.10	<b>First Amendment to 2007 Stock Incentive Plan</b> Incorporated by reference to Exhibit 10.12 to First Mid-Illinois Bancshares, Inc.'s Annual Report on Form 10-K for the for the year ended December 31, 2009.
10.11	<b>1997 Stock Incentive Plan</b> Incorporated by reference to Exhibit 10.5 to First Mid-Illinois Bancshares, Inc.'s Annual Report on Form 10-K for the for the year ended December 31, 1998.
10.12	<b>Form of 2007 Stock Incentive Plan Stock Option Agreement</b> Incorporated by reference to Exhibit 10.1 to First Mid-Illinois Bancshares, Inc.'s Current Report on Form 8-K filed with the SEC on December 12, 2007.
10.13	<b>Form of Stock Award/Stock Unit Award Agreement</b> Incorporated by reference to Exhibit 10.1 to First Mid-Illinois Bancshares, Inc.'s Current Report on Form 8-K filed with the SEC on September 27, 2011.
10.14	<b>Form of Stock Unit Award Agreement</b> Incorporated by reference to Exhibit 10.1 to First Mid-Illinois Bancshares, Inc.'s Current Report on Form 8-K filed with the SEC on September 27, 2011.
10.15	<b>Supplemental Executive Retirement Plan</b> Incorporated by reference to Exhibit 10.8 to First Mid-Illinois Bancshares, Inc.'s Annual Report on Form 10-K for the for the year ended December 31, 2005.
10.16	<b>First Amendment to Supplemental Executive Retirement Plan</b> Incorporated by reference to Exhibit 10.9 to First Mid-Illinois Bancshares, Inc.'s Annual Report on Form 10-K for the for the year ended December 31, 2005.
10.17	<b>Participation Agreement (as Amended and Restated) to Supplemental Executive Retirement Plan between the Company and William S. Rowland</b> Incorporated by reference to Exhibit 10.10 to First Mid-Illinois Bancshares, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2005.
10.18	<b>Description of Incentive Compensation Plan</b> Incorporated by reference to Exhibit 10.16 to First Mid-Illinois Bancshares, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2008.
11.1	<b>Statement re: Computation of Earnings Per Share</b> (Filed herewith)
21.1	<b>Subsidiaries of the Company</b> (Filed herewith)
23.1	<b>Consent of BKD LLP</b> (Filed herewith)
31.1	<b>Certification of Chief Executive Officer pursuant to section 302 of the Sarbanes-Oxley Act of 2002</b> (Filed herewith)
31.2	<b>Certification of Chief Financial Officer pursuant to section 302 of the Sarbanes-Oxley Act of 2002</b> (Filed herewith)
32.1	<b>Certification of Chief Executive Officer pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002</b> (Filed herewith)
32.2	<b>Certification of Chief Financial Officer pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002</b> (Filed herewith)

**Certification pursuant to section 302  
of the Sarbanes-Oxley Act of 2002**

I, Joseph R. Dively, certify that:

1. I have reviewed this annual report on Form 10-K of First Mid-Illinois Bancshares, Inc.;
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 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 15d-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 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 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 5, 2015

By: 

Joseph R. Dively  
President and Chief Executive Officer

**Certification pursuant to section 302  
of the Sarbanes-Oxley Act of 2002**

I, Michael L. Taylor, certify that:

1. I have reviewed this annual report on Form 10-K of First Mid-Illinois Bancshares, Inc.;
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 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 15d-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 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 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 5, 2015

*Michael L. Taylor*

By:

Michael L. Taylor  
Chief Financial Officer

**Certification pursuant to  
18 U.S.C. section 1350,  
as adopted pursuant to  
section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Annual Report of First Mid-Illinois Bancshares, Inc. (the "Company") on Form 10-K for the period ended December 31, 2014 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Joseph R. Dively, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 5, 2015

A handwritten signature in black ink that reads "Joseph R. Dively". The signature is written in a cursive, flowing style.

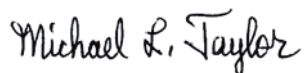
Joseph R. Dively  
President and Chief Executive Officer

**Certification pursuant to  
18 U.S.C. section 1350,  
as adopted pursuant to**

In connection with the Annual Report of First Mid-Illinois Bancshares, Inc. (the "Company") on Form 10-K for the period ended December 31, 2014 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Michael L. Taylor, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 5, 2015

A handwritten signature in black ink that reads "Michael L. Taylor". The signature is written in a cursive, flowing style.

Michael L. Taylor  
Chief Financial Officer

## Executive Management Team

### JOSEPH R. DIVELY

Chairman, President and Chief Executive Officer,  
First Mid-Illinois Bancshares, Inc.

President and Chief Executive Officer,  
First Mid-Illinois Bank & Trust, N.A.

### MICHAEL L. TAYLOR

Senior Executive Vice President,  
First Mid-Illinois Bancshares, Inc.

Senior Executive Vice President, Chief Financial Officer,  
First Mid-Illinois Bank & Trust, N.A.

### JOHN W. HEDGES

Senior Executive Vice President,  
First Mid-Illinois Bancshares, Inc.

Senior Executive Vice President, Chief Credit Officer,  
First Mid-Illinois Bank & Trust, N.A.

### ERIC S. MCRAE

Executive Vice President, First Mid-Illinois Bancshares, Inc.

Executive Vice President, Senior Lender,  
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Executive Vice President, Chief Operations & IT Officer,  
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Chief Executive Officer, First Mid Insurance Group

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Senior Vice President, Chief Risk Management Officer,  
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### DANIELLE G. NIEBRUGGE

Senior Vice President, First Mid-Illinois Bancshares, Inc.

Senior Vice President, Director of Human Resources,  
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Senior Vice President, Retail Banking Officer,  
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