

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K

(Mark One)

- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2016
- 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 001-34095

FIRST BUSINESS FINANCIAL SERVICES, INC.

(Exact name of registrant as specified in its charter)

Wisconsin
(State or other jurisdiction of incorporation or organization)

39-1576570
(I.R.S. Employer Identification No.)

401 Charmany Drive, Madison, WI
(Address of principal executive offices)

53719
(Zip Code)

Registrant's telephone number, including area code: (608) 238-8008

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

Title of each class	Name of each exchange on which registered
Common Stock, \$0.01 par value	The NASDAQ Stock Market LLC
Common Share Purchase Rights	The NASDAQ Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act

None

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

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 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 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 the 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 amendment to this Form 10-K.

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

Large Accelerated Filer

Accelerated Filer

Non-accelerated filer

Smaller Reporting Company

(Do not check if a smaller reporting company)

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

The aggregate market value of the common equity held by non-affiliates computed by reference to the closing price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter, was approximately \$204.3 million .

As of March 2, 2017 , 8,718,406 shares of common stock were outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Part III – Portions of the Proxy Statement for the Annual Meeting of Shareholders to be held on May 23, 2017 are incorporated by reference into Part III hereof.

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PART I.

Item 1. Business

BUSINESS

General

First Business Financial Services, Inc. (together with all of its subsidiaries, collectively referred to as the “Corporation,” “FBFS,” “we,” “us,” or “our”) is a registered bank holding company originally incorporated in 1986 under the laws of the State of Wisconsin and is engaged in the commercial banking business through its three wholly-owned bank subsidiaries, First Business Bank (“FBB”), headquartered in Madison, Wisconsin, First Business Bank-Milwaukee (“FBB-Milwaukee”), headquartered in Brookfield, Wisconsin, and Alterra Bank (“Alterra”), headquartered in Leawood, Kansas (together with FBB and FBB-Milwaukee, collectively referred to as the “Banks”). All of our operations are conducted through the Banks and certain subsidiaries of FBB. The Banks operate as business banks delivering a full line of commercial banking products and services tailored to meet the specific needs of small and medium sized businesses, business owners, executives, professionals and high net worth individuals. Our business banking focus does not rely on an extensive branch network to attract retail clients; therefore, to supplement the business banking deposit base, the Banks utilize a wholesale funding strategy to fund a portion of their assets. We conduct our business operations through one operating segment.

In early 2017, we announced our intention to consolidate the Corporation’s three bank charters into a single charter. The Corporation’s existing management structure will remain unchanged, with the current roles and decision making authority retained by our local banking leaders in Madison, Milwaukee and Kansas City, as well as the heads of our trust and investment management and specialty finance businesses.

The Corporation’s charter consolidation plans have been approved by the boards of directors of FBFS and its bank subsidiaries, as well as by the applicable federal and state banking regulators. The plans are expected to take effect during the second quarter of 2017.

As of December 31, 2016, on a consolidated basis, we had total assets of \$1.781 billion, total gross loans and leases of \$1.452 billion, total deposits of \$1.539 billion and total stockholders’ equity of \$161.7 million.

Our Business Lines

Commercial Lending

We strive to meet the specific commercial lending needs of small- to medium-sized companies in our target markets of Wisconsin, Kansas and Missouri, primarily through lines of credit and term loans to businesses with annual sales of up to \$75.0 million. Through FBB, we have a significant presence in Madison and its surrounding areas. In 2000, we opened FBB-Milwaukee to take advantage of the strong commercial base located in Milwaukee and the surrounding communities. In 2006, FBB opened a loan production office in Appleton to take advantage of the commercial environment in Northeast Wisconsin. Subsequently, FBB opened additional loan production offices in Oshkosh and Manitowoc. In 2014, FBB-Milwaukee opened a loan production office in Kenosha, further expanding within the southeastern area of Wisconsin. Also in 2014, we acquired Aslin Group, Inc. and its bank subsidiary, Alterra, to add an established business-focused team serving similar sized businesses in the Kansas City metropolitan area.

Our commercial loans are typically secured by various types of business assets, including inventory, receivables and equipment. We also originate loans secured by commercial real estate, including owner-occupied commercial facilities, multi-family housing, office buildings, retail centers, and, to a lesser extent, commercial real estate construction loans. In very limited cases, we may originate loans on an unsecured basis. As of December 31, 2016, our commercial real estate and commercial loans, excluding asset-based lending and equipment financing, represented approximately 85% of our total gross loans and leases receivable.

Asset-Based Financing

First Business Capital Corp. (“FBCC”), a wholly-owned subsidiary of FBB, provides asset-based lending to small- to medium-sized companies. With its sales offices located in several states, FBCC serves clients nationwide.

FBCC primarily provides revolving lines of credit and term loans for financial and strategic acquisitions (e.g., leveraged or management buyouts), capital expenditures, working capital to support rapid growth, bank debt refinancing, debt restructuring, corporate turnaround strategies and debtor-in-possession financing in the course of bankruptcy proceedings

or the exit therefrom. As a bank-owned, asset-based lender with strong underwriting standards, FBCC is positioned to provide cost-effective financing solutions to companies who do not have the established stable cash flows necessary to qualify for traditional commercial lending products. These financings generally range between \$1.0 million and \$10.0 million with terms of 24 to 60 months. Asset-based lending typically generates higher yields than traditional commercial lending. This line of business complements our traditional commercial loan portfolio and provides us with more diverse income opportunities. As of December 31, 2016, our asset-based lending business line represented 9% of our total gross loans and leases receivable.

First Business Factors (“FBF”), a division of FBCC, provides funding to clients by purchasing accounts receivable on a full recourse basis. FBF provides competitive rates to clients starting up, seeking growth and needing cash flow support, or who are experiencing financial issues. Similar to asset-based lending, factoring typically generates higher yields than traditional commercial lending and complements our traditional commercial portfolio. FBF is headquartered in Chicago, Illinois and, with its sales offices located in several states, is able to serve clients nationwide. As of December 31, 2016, our factored receivable financing business line represented approximately 1% of our total gross loans and leases receivable.

Equipment Financing

First Business Equipment Finance, LLC (“FBEF”), a wholly-owned subsidiary of FBB, delivers a broad range of equipment finance products, including loans and leases, to address the financing needs of commercial clients in a variety of industries. FBFEF’s focus includes manufacturing equipment, industrial assets, construction and transportation equipment, and a wide variety of other commercial equipment. These financings generally range between \$250,000 and \$5.0 million with terms of 36 to 84 months. As of December 31, 2016, our equipment financing business line represented approximately 3% of our total gross loans and leases receivable.

Small Business Administration (“SBA”) Lending

The SBA guarantees loans originated by lenders to small business borrowers who meet its program eligibility and underwriting guidelines. Specific program guidelines vary based on the SBA loan program; however, all loans must be underwritten, originated, monitored and serviced according to the SBA’s Standard Operating Procedures in order to maintain the guaranty under the SBA program. Generally, the SBA provides a guaranty to the lender ranging from 50% to 90% of principal and interest as an inducement to the lender to originate the loan.

The majority of our SBA loans are originated using the 7(a) term loan program. This program typically provides a guaranty of 75% of principal and interest. In the event of default on the loan, the bank may request that the SBA purchase the guaranteed portion of the loan for an amount equal to outstanding principal plus accrued interest. In addition, the SBA will share on a pro-rata basis in the costs of collection as well as the proceeds of liquidation.

We are an active participant in the SBA’s Preferred Lender Program (“PLP”). The PLP is part of the SBA’s effort to streamline the procedures necessary to provide financial assistance to the small business community. Under this program, the SBA delegates the final credit decision and most servicing and liquidation authority and responsibility to selected PLP lenders. We leverage this expertise and capacity to package, underwrite, process, service and liquidate, if necessary, SBA loans throughout the Corporation’s locations.

SBA lending is designed to generate new business opportunities for the Banks by meeting the needs of clients whose borrowing needs cannot be met with conventional bank loans. We earn income from the note rate of interest, generally a variable rate, and by gathering deposits from and providing other services to these clients. In addition, our SBA strategy generates significant non-interest income from two primary sources. First, we typically sell the guaranteed portion of the SBA loans to aggregators who securitize the assets for sale in the secondary market and receive a premium on each loan sold, resulting in the recognition of a gain in the period of sale. Second, we receive servicing income from the holder of the securitized asset over the life of the loan. We evaluate a variety of factors before making the decision to sell or retain the guaranteed portion of each SBA loan we originate.

Treasury Management Services

The Banks provide comprehensive services for commercial clients to manage their cash and liquidity, including lockbox, accounts receivable collection services, electronic payment solutions, cash vault services, fraud protection, information reporting, reconciliation and data integration solutions. For our clients involved in international trade, the Banks offer international payment services, foreign exchange and trade letters of credit. The Banks also offer a variety of deposit accounts and balance optimization solutions. As we strive to diversify our income and increase our non-interest income, we have focused on increasing sales of these services and have emphasized these offerings with new and existing business clients.

Trust and Investment Services

FBB, through its First Business Trust & Investments (“FBTI”) division, acts as fiduciary and investment manager for individual and corporate clients, creating and executing asset allocation strategies tailored to each client’s unique situation. FBTI has full fiduciary powers and offers trust, estate, financial planning and investment services, acting in a trustee or agent capacity as well as Employee Benefit/Retirement Plan services. FBTI also provides brokerage and custody-only services, for which it administers and safeguards assets, but does not provide investment advice. At December 31, 2016, FBTI had \$1.204 billion of assets under management and administration.

Competition

The Banks encounter strong competition across all of our lines of business. Such competition includes banks, savings institutions, mortgage banking companies, credit unions, finance companies, equipment finance companies, mutual funds, insurance companies, brokerage firms, investment banking firms and FinTech companies. Furthermore, credit unions exempt from income taxes operate in the Banks’ markets and aggressively price their products and services to a large portion of the market. The Banks also compete with regional and national financial institutions, many of which have greater liquidity, higher lending limits, greater access to capital, more established market recognition and more resources than the Banks. We believe the experience, expertise and responsiveness of our banking professionals and our focus on fostering long-lasting relationships sets us apart from our competitors.

Employees

At December 31, 2016, we had 272 employees equating to approximately 257 full-time equivalent employees. None of our employees are represented by a union or subject to a collective bargaining agreement.

Our Subsidiaries

First Business Bank

FBB is a state bank chartered in 1909 in Wisconsin under the name Kingston State Bank. In 1990, FBB relocated its home office to Madison, Wisconsin, opened a banking facility in the University Research Park and began focusing on providing high-quality banking services to small- to medium-sized businesses located in Madison and the surrounding area. FBB’s business lines include commercial loans, commercial real estate loans, equipment loans and leases and treasury management services. FBB offers a variety of deposit accounts and personal loans to business owners, executives, professionals and high net worth individuals. FBB also offers trust and investment services through FBTI, a division of FBB. FBB has three loan production offices in the Northeast Region of Wisconsin serving Appleton, Oshkosh and Manitowoc and their surrounding areas.

FBB has six wholly-owned subsidiaries:

- FBCC is an asset-based lending company specializing in providing lines of credit, factored receivable financing and term loans secured by accounts receivable, inventory, equipment and real estate assets, primarily to manufacturers and wholesale distribution companies located throughout the country, with a concentration in the Midwest. FBCC was established in 1995 and has sales offices in several states.
- FBEF is a commercial equipment finance company offering a full array of finance and leasing options to commercial clients of which the largest percentage are currently located in Wisconsin. It offers new and replacement equipment loans and leases, debt restructuring, consolidation and sale-lease-back transactions through its primary banking locations in Wisconsin. FBEF was established in 1998.
- Rimrock Road Investment Fund, LLC (“Rimrock”), established in 2009 and formerly known as FBB Real Estate, LLC, is a limited liability company originally established for the purpose of holding and liquidating real estate and other assets acquired by FBB through foreclosure or other legal proceedings. In 2014, Rimrock’s purpose was changed to reflect its qualified equity investment in a Madison, Wisconsin community development project, including the financing and ownership of a property that generates federal new market tax credits.
- BOC Investment, LLC (“BOC”), is a limited liability company established for the purpose of capturing federal historic tax credits to reduce the cost of borrowing for a FBB client engaged in rehabilitating a historic building in Madison, Wisconsin. BOC was established in 2015.

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- Mitchell Street Apartments Investment, LLC (“Mitchell”), is a limited liability company established for the purpose of capturing federal historic tax credits to reduce the cost of borrowing for a FBB client engaged in rehabilitating a historic building in Milwaukee, Wisconsin. Mitchell was established in 2016.
- First Madison Investment Corp. (“FMIC”) is located in and formed under the laws of the State of Nevada, and was organized for the purpose of managing a portion of FBB’s investment portfolio. FMIC was established in 1993.

As of December 31, 2016 , FBB had total gross loans and leases receivable of \$1.052 billion , total deposits of \$1.104 billion and total stockholders’ equity of \$134.0 million .

First Business Bank-Milwaukee

FBB-Milwaukee is a state bank chartered in 2000 in Wisconsin. We formed FBB-Milwaukee to focus on commercial banking in the greater Milwaukee market. Like FBB, FBB-Milwaukee’s business lines include commercial loans, commercial real estate loans and treasury management services for similar sized businesses as those served by FBB. FBB-Milwaukee offers a variety of deposit accounts and personal loans to business owners, executives, professionals and high net worth individuals. FBB-Milwaukee also offers trust and investment services through a trust service office agreement with FBB. FBB-Milwaukee has one loan production office in Kenosha, Wisconsin and one wholly-owned subsidiary, FBB-Milwaukee Real Estate, LLC (“FBBMRE”), which is a limited liability company established for the purpose of holding and liquidating real estate and other assets acquired through foreclosure or other legal proceedings.

As of December 31, 2016 , FBB-Milwaukee had total gross loans receivable of \$185.3 million , total deposits of \$233.1 million and total stockholders’ equity of \$22.2 million .

Alterra Bank

Alterra is a state bank chartered in 1847 in Kansas. Previously known as 1st Financial Bank, Alterra was rebranded in April 2010 by new owners who purchased the bank, hired new management and repositioned the operating model to meet the needs of business clients. The new owners recapitalized the bank, resolved legacy problem assets, restored profitability and instituted new strategies that led to significant growth in loans and in-market deposits. We acquired Alterra through the acquisition of its parent, Aslin Group, Inc., on November 1, 2014 in order to gain scale, achieve product line synergies and expand geographically through the acquisition of a similarly focused business bank in a thriving Midwestern market. Like FBB and FBB-Milwaukee, Alterra’s business lines include commercial loans, commercial real estate loans and treasury management services for similar sized businesses as those served by FBB and FBB-Milwaukee. Alterra offers a variety of deposit accounts and personal loans to business owners, executives, professionals and high net worth individuals. We conduct our SBA lending business through Alterra, which is a participant in the SBA’s PLP.

As of December 31, 2016 , Alterra had total gross loans of \$214.7 million , total deposits of \$219.8 million and total stockholders’ equity of \$39.8 million .

FBFS Statutory Trust II

In September 2008 , we formed FBFS Statutory Trust II (“Trust II”), a Delaware business trust wholly-owned by FBFS. In 2008 , Trust II completed the sale of \$10.0 million of 10.5% fixed rate trust preferred securities. Trust II also issued common securities in the amount of \$315,000 to us. Trust II used the proceeds from the offering to purchase \$10.3 million of 10.5% junior subordinated notes issued by us. FBFS has the right to redeem the junior subordinated notes at each interest payment date on or after September 26, 2013 . The preferred securities are mandatorily redeemable upon the maturity of the junior subordinated notes on September 26, 2038 . FBFS’s ownership interest in Trust II has not been consolidated into the financial statements.

Corporate Information

Our principal executive offices are located at 401 Charmany Drive, Madison, Wisconsin 53719 and our telephone number is (608) 238-8008. We maintain an Internet website at www.firstbusiness.com. This Form 10-K and all of our other filings under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are available through that website, free of charge, including copies of our proxy statement, annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and any amendments to those reports, on the date that we electronically file those materials with, or furnish them

to, the Securities and Exchange Commission (“SEC”). The contents of our website are not incorporated by reference into this Form 10-K.

Our Markets

Although certain of our business lines are marketed throughout the Midwest and beyond, our primary markets lie in Wisconsin, Kansas and Missouri. Specifically, our three target markets in Wisconsin consist of Madison and Milwaukee, and their surrounding communities, and Northeastern Wisconsin, including Appleton, Green Bay, Oshkosh and Manitowoc, and their surrounding communities. We serve our target markets in Kansas and Missouri through our Leawood, Kansas office which is located in the Kansas City metropolitan statistical area (“MSA”). Each of our primary markets provides a unique set of economic and demographic characteristics which provide us with a variety of strategic opportunities. A brief description of each of our primary markets is as follows:

Madison

As the capital of Wisconsin and home of the University of Wisconsin - Madison, our Madison market, specifically Dane County, offers an appealing economic environment populated by a highly educated workforce. While the economy of the Madison market is driven in large part by the government and education sectors, there is also a diverse array of industries outside of these segments, including significant concentration of insurance companies and agricultural-related industries. Madison is also home to a concentration of research and development related companies, which benefit from the area’s strong governmental and academic ties, as well as the University of Wisconsin Hospital, which provides healthcare services to South Central Wisconsin.

According to preliminary Bureau of Labor Statistics data, as of December 2016 , the unadjusted unemployment rate in the Madison MSA was 2.7% compared to the national unemployment rate of 4.7% and an unemployment rate in the State of Wisconsin of 4.0% . The unemployment rate in the Madison MSA improved 0.4% from December 2015 , compared to the improvement in the national and Wisconsin averages of 0.3% and 0.6% , respectively, over the same period.

Milwaukee

Our Milwaukee market, the primary commercial and industrial hub for Southeastern Wisconsin, provides a diverse economic base, with both a highly skilled labor force and significant manufacturing base. The most prominent economic sectors in the Milwaukee market include manufacturing, financial services, health care, diversified service companies and education. Milwaukee is home to several major hospitals, providing health services to the greater Southeastern Wisconsin market, several large academic institutions including the University of Wisconsin-Milwaukee and Marquette University, and a wide variety of small- to medium-sized firms with representatives in nearly every industrial classification.

According to preliminary Bureau of Labor Statistics data, as of December 2016 , the unadjusted unemployment rate in the Milwaukee MSA was 3.9% , compared to the national unemployment rate of 4.7% and an unemployment rate in the State of Wisconsin of 4.0% . The unemployment rate in the Milwaukee MSA improved 0.5% from December 2015 , compared to the improvement in the national and Wisconsin averages of 0.3% and 0.6% , respectively, over the same period.

Northeastern Wisconsin

The cities of Appleton, Green Bay and Oshkosh, Wisconsin serve as the primary population centers in our Northeast Wisconsin market and provide an attractive market to a variety of industries, including transportation, utilities, packaging and diversified services, with the most significant economic drivers being the manufacturing, packaging and paper goods industries.

According to the Bureau of Labor Statistics, as of December 2016 , the preliminary unemployment rate in the three major MSAs in this market ranged from 3.3% to 3.4% , compared to the national unemployment rate of 4.7% and an unemployment rate in the State of Wisconsin of 4.0% . The unemployment rate improvements in this market ranged from 0.3% to 0.5% from December 2015 , compared to the improvement in the national and Wisconsin averages of 0.3% and 0.6% , respectively, over the same period.

Kansas City

Geographically located in the center of the U.S., the greater Kansas City area enjoys a vibrant and diverse economy. The metropolitan area includes 18 counties and more than 50 communities in Missouri and Kansas, including a vibrant central business district located in Kansas City, Missouri and thriving communities on both sides of the state line. The area is known for the diversity of its economic base, with major employers in manufacturing and distribution, architecture and engineering, technology, telecommunications, financial services and bioscience as well as local government and higher education. Kansas City is consistently one of the fastest growing major job markets in the Midwest and offers lower costs of living than most major metropolitan areas. The area offers a thriving environment for entrepreneurship and is consistently ranked as one of the best places to start a business.

According to data published by the Bureau of Labor Statistics, as of December 2016, the preliminary unemployment rate in the Kansas City MSA was 3.9%, compared to the national unemployment rate of 4.7% and an unemployment rate in the State of Kansas of 4.2%. The unemployment rate in the Kansas City MSA increased moderately from 3.7% at December 2015, compared to the changes in the national and Kansas averages of 0.3% and (0.2)%, respectively, over the same period.

EXECUTIVE OFFICERS OF THE REGISTRANT

The following contains certain information about the executive officers of FBFS. There are no family relationships between any directors or executive officers of FBFS.

Corey A. Chambas, age 54, has served as a director of FBFS since July 2002, as Chief Executive Officer since December 2006 and as President since February 2005. He served as Chief Operating Officer of FBFS from February 2005 to September 2006 and as Executive Vice President from July 2002 to February 2005. He served as Chief Executive Officer of FBB from July 1999 to September 2006 and as President of FBB from July 1999 to February 2005. He also currently serves as a director of our subsidiary First Madison Investment Corp. Mr. Chambas has over 30 years of commercial banking experience. Prior to joining FBFS, he was a Vice President of Commercial Lending with M&I Bank, now known as BMO Harris Bank, in Madison, Wisconsin.

Edward G. Sloane, Jr., age 56, has served as Chief Financial Officer of FBFS since January 2016. Mr. Sloane also serves as the Chief Financial Officer of each of the Banks. Mr. Sloane has over 30 years of financial services experience including mergers and acquisitions, strategic planning and financial reporting and analysis. Prior to joining FBFS, Mr. Sloane was Executive Vice President, Chief Financial Officer and Treasurer with Peoples Bancorp, Inc. in Marietta, Ohio from 2008 to 2015. He also served as Senior Vice President of Strategic Planning & Analysis for WesBanco, Inc. in Wheeling, West Virginia from 2006 to 2008, as Senior Vice President and Controller from 1998 to 2006 and in various other capacities from 1989 to 1998.

Michael J. Losenegger, age 59, has served as Chief Credit Officer of FBFS since May 2011. Mr. Losenegger also serves as the Chief Credit Officer of the Banks. He also currently serves as a director for our subsidiaries FBCC, FBEF and FBB-Milwaukee. Prior to being appointed Chief Credit Officer, Mr. Losenegger served as FBFS's Chief Operating Officer since September 2006. Mr. Losenegger joined FBFS in 2003 and has held various positions with FBB, including Chief Executive Officer, Chief Operating Officer and Senior Vice President of Business Development. Mr. Losenegger has over 30 years of experience in commercial lending. Prior to joining FBFS, Mr. Losenegger was Senior Vice President of Lending at M&I Bank, now known as BMO Harris Bank, in Madison, Wisconsin.

Barbara M. Conley, age 63, has served as FBFS's General Counsel since June 2008 and as Corporate Secretary since December 2007. Ms. Conley also serves as General Counsel and Corporate Secretary of the Banks. She has over 30 years of experience in commercial banking. Immediately prior to joining FBFS in 2007, Ms. Conley was a Senior Vice President in Corporate Banking with Associated Bank. She had been employed at Associated Bank since May 1976.

Jodi A. Chandler, age 52, has served as Chief Human Resources Officer of FBFS since January 2010. Prior to that, she held the position of Senior Vice President-Human Resources for several years. She has been an employee of FBFS for over 20 years.

Mark J. Meloy, age 55, has served as Chief Executive Officer of FBB since December 2007. Mr. Meloy joined FBFS in 2000 and has held various positions including Executive Vice President of FBB and President and Chief Executive Officer of FBB-Milwaukee. He currently serves as CEO of FBEF. He also currently serves as a director of our subsidiaries FBB and FBEF. Mr. Meloy has over 25 years of commercial lending experience. Prior to joining FBFS, Mr. Meloy was a Vice President

and Senior Relationship Manager with Firststar Bank, NA, in Cedar Rapids, Iowa and Milwaukee, Wisconsin, now known as U.S. Bank, working in their financial institutions group with mergers and acquisition financing.

Joan A. Burke, age 65, has served as President of FBB's Trust Division since September 2001. Ms. Burke has over 30 years of experience in providing trust services, investment management, mutual fund management and brokerage services. Prior to joining FBFS, Ms. Burke was the President, Chief Executive Officer and Chairperson of the Board of Johnson Trust Company and certain of its affiliates.

Charles H. Batson, age 63, has served as the President and Chief Executive Officer of FBCC since January 2006. He also serves as a director for FBCC. Mr. Batson has over 30 years of experience in asset-based lending. Directly prior to joining FBCC, Mr. Batson served as Vice President and Business Development Manager for Wells Fargo Business Credit, Inc. since 1990.

David J. Vetta, age 62, has served as President and Chief Executive Officer of FBB-Milwaukee since January 2007. He also serves as a director for FBB-Milwaukee. Prior to joining FBB-Milwaukee, Mr. Vetta was Managing Director at JP Morgan Asset Management since 1992 overseeing National Institutional Investment Sales teams and the Regional Private Client Group, while serving as a member of the executive committee. Mr. Vetta was affiliated with JP Morgan Chase and its predecessor companies in various other roles from 1976 to 1992.

Daniel S. Ovokaitys, age 43, has served as Chief Information Officer since June 2014. Prior to joining FBFS, Mr. Ovokaitys held the position of Head of Corporate IT (North/South America) for Merz Pharmaceuticals, located in Frankfurt Germany, from 2010 to 2014. He also served as Director of IT for Aurora Health Care from 2006 to 2010 and Manager of IT for the American Transmission Company from 2000 to 2006.

David R. Seiler, age 52, has served as Chief Operating Officer of FBFS since April 2016 and interim President and CEO of Alterra since October 2016. He also currently serves as a director for our subsidiaries FBCC and Alterra. Mr. Seiler has nearly 25 years of financial services experience including his previous position as Managing Director (formerly Senior Vice President/Manager) of the Correspondent Banking Division with BMO Harris Bank, N.A. in Milwaukee, Wisconsin which he held from 2007 to 2016. Prior to that, he held the position of Senior Vice President/Team Leader, Correspondent Real Estate Division from 2005 to 2007 and Vice President, Relationship Manager, Commercial Real Estate from 2002 to 2005.

SUPERVISION AND REGULATION

Below is a brief description of certain laws and regulations that relate to us and the Banks. This narrative does not purport to be complete and is qualified in its entirety by reference to applicable laws and regulations.

General

FDIC-insured institutions, their holding companies and their affiliates are extensively regulated under federal and state law. As a result, our growth and earnings performance may be affected not only by management decisions and general economic conditions, but also by the requirements of federal and state statutes and by the regulations and policies of various bank regulatory agencies, including the Division of Banking of the Wisconsin Department of Financial Institutions ("WDFI"), the Office of the State Bank Commissioner of Kansas ("OSBC"), the Board of Governors of the Federal Reserve System ("Federal Reserve"), the Federal Deposit Insurance Corporation ("FDIC") and the Consumer Financial Protection Bureau ("CFPB"). Furthermore, taxation laws administered by the Internal Revenue Service ("IRS") and state taxing authorities, accounting rules developed by the Financial Accounting Standards Board ("FASB"), securities laws administered by the SEC and state securities authorities, and anti-money laundering laws enforced by the U.S. Department of the Treasury ("Treasury") have an impact on our business. The effect of these statutes, regulations, regulatory policies and accounting rules are significant to our operations and results.

Federal and state banking laws impose a comprehensive system of supervision, regulation and enforcement on the operations of financial institutions, their holding companies and affiliates that is intended primarily for the protection of the FDIC-insured deposits and depositors of banks, rather than shareholders. These laws, and the regulations of the bank regulatory agencies issued under them, affect, among other things, the scope of our business, the kinds and amounts of investments we may make, reserve requirements, required capital levels relative to operations, the nature and amount of collateral for loans, the establishment of branches, the ability to merge, consolidate and acquire, dealings with insiders and affiliates and the payment of dividends. In the last several years, we have experienced heightened regulatory requirements and scrutiny following the global financial crisis and as a result of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act"). Although the reforms primarily targeted systemically important financial service providers, their influence filtered down in varying degrees to community banks over time, and the reforms have caused our compliance and risk management processes,

and the costs thereof, to increase. While it is anticipated that the Trump administration will not increase the regulatory burden on community banks and may reduce some of the burdens associated with implementation of the Dodd-Frank Act, the true impact of the new administration is impossible to predict with any certainty.

This supervisory and regulatory framework subjects banks and bank holding companies to regular examination by their respective regulatory agencies, which results in examination reports and ratings that are not publicly available and that can impact the conduct and growth of their business. These examinations consider not only compliance with applicable laws and regulations, but also capital levels, asset quality and risk, management ability and performance, earnings, liquidity and various other factors. The regulatory agencies generally have broad discretion to impose restrictions and limitations on the operations of a regulated entity where the agencies determine, among other things, that such operations are unsafe or unsound, fail to comply with applicable law or are otherwise inconsistent with laws and regulations or with the supervisory policies of these agencies.

The following is a summary of the material elements of the supervisory and regulatory framework applicable to us and the Banks, beginning with a discussion of the continuing regulatory emphasis on our capital levels. It does not describe all of the statutes, regulations and regulatory policies that apply, nor does it restate all of the requirements of those that are described. The descriptions are qualified in their entirety by reference to the particular statutory and regulatory provision.

Regulatory Emphasis on Capital

Regulatory capital represents the net assets of a banking organization available to absorb losses. Because of the risks attendant to their business, FDIC-insured institutions are generally required to hold more capital than other businesses, which directly affects our earnings capabilities. While capital has historically been one of the key measures of the financial health of both bank holding companies and banks, its role became fundamentally more important in the wake of the global financial crisis, as the banking regulators recognized that the amount and quality of capital held by banks prior to the crisis was insufficient to absorb losses during periods of severe stress. Certain provisions of the Dodd-Frank Act and Basel III, discussed below, establish strengthened capital standards for banks and bank holding companies that are meaningfully more stringent than those in place previously.

Minimum Required Capital Levels. Banks have been required to hold minimum levels of capital based on guidelines established by the bank regulatory agencies since 1983. The minimums have been expressed in terms of ratios of capital divided by total assets. As discussed below, bank capital measures have become more sophisticated over the years and have focused more on the quality of capital and the risk of assets. Bank holding companies have historically had to comply with less stringent capital standards than their bank subsidiaries and have been able to raise capital with hybrid instruments such as trust preferred securities. The Dodd-Frank Act mandated the Federal Reserve to establish minimum capital levels for holding companies on a consolidated basis as stringent as those required for FDIC-insured institutions. A result of this change is that the proceeds of hybrid instruments, such as trust preferred securities, are being excluded from capital over a phase-out period. However, if such securities were issued prior to May 19, 2010 by bank holding companies with less than \$15 billion of assets, they may be retained, subject to certain restrictions. Because we have assets of less than \$15 billion, we are able to maintain its trust preferred proceeds as capital but we have to comply with new capital mandates in other respects and will not be able to raise capital in the future through the issuance of trust preferred securities.

The Basel International Capital Accords. The risk-based capital guidelines for U.S. banks since 1989 were based upon the 1988 capital accord known as “Basel I” adopted by the international Basel Committee on Banking Supervision, a committee of central banks and bank supervisors that acts as the primary global standard-setter for prudential regulation, as implemented by the U.S. bank regulatory agencies on an interagency basis. The accord recognized that bank assets for the purpose of the capital ratio calculations needed to be risk weighted (the theory being that riskier assets should require more capital) and that off-balance sheet exposures needed to be factored in the calculations. Basel I had a very simple formula for assigning risk weights to bank assets from 0% to 100% based on four categories. In 2008, the banking agencies collaboratively began to phase-in capital standards based on a second capital accord, referred to as “Basel II,” for large or “core” international banks (generally defined for U.S. purposes as having total assets of \$250 billion or more, or consolidated foreign exposures of \$10 billion or more) known as “advanced approaches” banks. The primary focus of Basel II was on the calculation of risk weights based on complex models developed by each advanced approaches bank. Because most banks were not subject to Basel II, the U.S. bank regulators worked to improve the risk sensitivity of Basel I standards without imposing the complexities of Basel II. This “standardized approach” increased the number of risk-weight categories and recognized risks well above the original 100% risk weighting. The standardized approach is institutionalized by the Dodd-Frank Act for all banking organizations as a floor.

On September 12, 2010, the Group of Governors and Heads of Supervision, the oversight body of the Basel Committee on Banking Supervision, announced agreement on a strengthened set of capital requirements for banking organizations around the world, known as Basel III, to address deficiencies recognized in connection with the global financial crisis.

The Basel III Rule . In July 2013, the U.S. federal banking agencies approved the implementation of the Basel III regulatory capital reforms in pertinent part, and, at the same time, promulgated rules effecting certain changes required by the Dodd-Frank Act (the “Basel III Rule”). In contrast to capital requirements historically, which were in the form of guidelines, Basel III was released in the form of enforceable regulations by each of the regulatory agencies. The Basel III Rule is applicable to all banking organizations that are subject to minimum capital requirements, including federal and state banks and savings and loan associations, as well as to bank and savings and loan holding companies, other than “small bank holding companies” (generally holding companies with consolidated assets of less than \$1 billion that do not have securities registered with the SEC).

The Basel III Rule required higher capital levels, increased the required quality of capital and required more detailed categories of risk weighting of riskier, more opaque assets. For nearly every class of assets, the Basel III Rule requires a more complex, detailed and calibrated assessment of credit risk and calculation of risk weightings.

Not only did the Basel III Rule increase most of the required minimum capital ratios in effect prior to January 1, 2015, but it introduced the concept of Common Equity Tier 1 Capital, which consists primarily of common stock, related surplus (net of treasury stock), retained earnings and Common Equity Tier 1 minority interests subject to certain regulatory adjustments. The Basel III Rule also changed the definition of capital by establishing more stringent criteria that instruments must meet to be considered Additional Tier 1 Capital (primarily non-cumulative perpetual preferred stock that meets certain requirements) and Tier 2 Capital (primarily other types of preferred stock and subordinated debt, subject to limitations). A number of instruments that qualified as Tier 1 Capital under Basel I do not qualify or their qualifications changed. For example, noncumulative perpetual preferred stock, which qualified as simple Tier 1 Capital under Basel I, does not qualify as Common Equity Tier 1 Capital, but qualifies as Additional Tier 1 Capital. The Basel III Rule also constrained the inclusion of minority interests, mortgage-servicing assets and deferred tax assets in capital and requires deductions from Common Equity Tier 1 Capital in the event that such assets exceed a certain percentage of a banking institution’s Common Equity Tier 1 Capital.

The Basel III Rule required minimum capital ratios as of January 1, 2015, as follows:

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

In addition, institutions that seek the freedom to make capital distributions (including for dividends and repurchases of stock) and pay discretionary bonuses to executive officers without restriction must also maintain 2.5% in Common Equity Tier 1 Capital attributable to a capital conservation buffer being phased in over three years beginning in 2016 (which, as of January 1, 2017, was phased in half-way to 1.25%). The purpose of the conservation buffer is to ensure that banking institutions maintain a buffer of capital that can be used to absorb losses during periods of financial and economic stress. Factoring in the fully phased-in conservation buffer increases the minimum ratios depicted above to 7% for Common Equity Tier 1 Capital, 8.5% for Tier 1 Capital and 10.5% for Total Capital.

Banking organizations (except for large, internationally active banking organizations) became subject to the new rules on January 1, 2015. However, there are separate phase-in/phase-out periods for: (i) the capital conservation buffer; (ii) regulatory capital adjustments and deductions; (iii) nonqualifying capital instruments; and (iv) changes to the prompt corrective action rules discussed below. The phase-in periods commenced on January 1, 2016 and extend until 2019.

Well-Capitalized Requirements . The ratios described above are minimum standards in order for banking organizations to be considered “adequately capitalized.” Bank regulatory agencies uniformly encourage banks to hold more capital and be “well-capitalized” and, to that end, federal law and regulations provide various incentives for banking organizations to maintain regulatory capital at levels in excess of minimum regulatory requirements. For example, a banking organization that is well-capitalized may: (i) qualify for exemptions from prior notice or application requirements otherwise applicable to certain types of activities; (ii) qualify for expedited processing of other required notices or applications; and (iii) accept, roll-over or renew brokered deposits. Higher capital levels could also be required if warranted by the particular circumstances or risk profiles of individual banking organizations. For example, the Federal Reserve’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.

Under the capital regulations of the FDIC and Federal Reserve, in order to be well-capitalized, a banking organization must maintain:

- A Common Equity Tier 1 Capital ratio to risk-weighted assets of 6.5% or more;

- A ratio of Tier 1 Capital to total risk-weighted assets of 8% or more (6% under Basel I);
- A ratio of Total Capital to total risk-weighted assets of 10% or more (the same as Basel I); and
- A leverage ratio of Tier 1 Capital to total adjusted average quarterly assets of 5% or greater.

It is possible under the Basel III Rule to be well-capitalized while remaining out of compliance with the capital conservation buffer discussed above.

As of December 31, 2016: (i) no Bank was subject to a directive from its regulatory agencies to increase capital; and (ii) the Banks were each “well-capitalized,” as defined by FDIC and Federal Reserve regulations. As of December 31, 2016, FBFS had regulatory capital in excess of the Federal Reserve’s requirements and met the Dodd-Frank Act requirements.

Prompt Corrective Action . An FDIC-insured institution’s capital plays an important role in connection with regulatory enforcement as well. 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 “adequately capitalized,” “undercapitalized,” “significantly undercapitalized” or “critically undercapitalized,” in each case as defined by regulation. Depending upon the capital category to which an institution is assigned, the regulators’ corrective powers include: (i) requiring the institution to submit a capital restoration plan; (ii) limiting the institution’s asset growth and restricting its activities; (iii) requiring the institution to issue additional capital stock (including additional voting stock) or to sell itself; (iv) restricting transactions between the institution and its affiliates; (v) restricting the interest rate that the institution may pay on deposits; (vi) ordering a new election of directors of the institution; (vii) requiring that senior executive officers or directors be dismissed; (viii) prohibiting the institution from accepting deposits from correspondent banks; (ix) requiring the institution to divest certain subsidiaries; (x) prohibiting the payment of principal or interest on subordinated debt; and (xi) ultimately, appointing a receiver for the institution.

FBFS

General. We are a bank holding company registered under the Bank Holding Company Act of 1956, as amended (“BHCA”) and are subject to regulation, supervision and enforcement by the Federal Reserve. We are legally obligated to act as a source of financial and managerial strength to the Banks and to commit resources to support our Banks in circumstances where we might not otherwise do so. Under the BHCA, we are subject to periodic examination by the Federal Reserve and are required to file with the Federal Reserve periodic reports of our operations and such additional information regarding us and the Banks as the Federal Reserve may require.

Acquisitions, Activities and Change in Control . The primary purpose of a bank holding company is to control and manage banks. The BHCA generally requires the prior approval of the Federal Reserve for any merger involving a bank holding company or any acquisition by a bank holding company of another bank or bank holding company. Subject to certain conditions (including deposit concentration limits established by the BHCA and the Dodd-Frank Act), the Federal Reserve may allow us to acquire banks located in any State of the United States. In approving interstate acquisitions, the Federal Reserve is required to give effect to applicable state law limitations on the aggregate amount of deposits that may be held by the acquiring bank holding company and its insured depository institution affiliates in the state in which the target bank is located (provided that those limits do not discriminate against out-of-state depository institutions or their holding companies) and state laws that require that the target bank have been in existence for a minimum period of time (not to exceed five years) before being acquired by an out-of-state bank holding company. Furthermore, in accordance with the Dodd-Frank Act, bank holding companies must be well-capitalized and examiners must rate them well-managed in order to effect interstate mergers or acquisitions. For a discussion of the capital requirements, see “Regulatory Emphasis on Capital” above.

The BHCA limits the amount of our investment in any company that is not a bank and our ability to engage in any business other than that of banking, managing and controlling banks or furnishing services to banks and their subsidiaries. This limitation is subject to a number of exceptions. The principal exception allows bank holding companies to engage in, and to own shares of companies engaged in, certain businesses found by the Federal Reserve prior to November 11, 1999 to be “so closely related to banking . . . as to be a proper incident thereto.” This authority would permit us to engage in a variety of banking-related businesses, including the ownership and operation of a thrift, or any entity engaged in consumer finance, equipment leasing, the operation of a computer service bureau (including software development) and mortgage banking and brokerage services. The BHCA does not place territorial restrictions on the domestic activities of nonbank subsidiaries of bank holding companies.

Additionally, bank holding companies that meet certain eligibility requirements prescribed by the BHCA and elect to operate as financial holding companies may engage in, or own shares in companies engaged in, a wider range of nonbanking activities, including securities and insurance underwriting and sales, merchant banking and any other activity that the Federal Reserve, in consultation with the Secretary of the Treasury, determines by regulation or order is financial in nature or incidental to any such financial activity or that the Federal Reserve determines by order to be complementary to any such financial

activity and does not pose a substantial risk to the safety or soundness of depository institutions or the financial system generally. We have not elected to operate as a financial holding company.

Federal law also prohibits any person or company from acquiring “control” of an FDIC-insured depository institution or its holding company without prior notice to the appropriate federal bank regulator. “Control” is conclusively presumed to exist upon the acquisition of 25% or more of the outstanding voting securities of a bank or bank holding company, but may arise under certain circumstances between 10% and 24.99% ownership.

Capital Requirements. Bank holding companies are required to maintain capital in accordance with Federal Reserve capital adequacy requirements. For a discussion of capital requirements, see “Regulatory Emphasis on Capital” above.

Dividend Payments. Our ability to pay dividends to our stockholders may be affected by both general corporate law considerations and policies of the Federal Reserve applicable to bank holding companies. As a Wisconsin corporation, we are subject to the limitations of the Wisconsin Business Corporation Law, which prohibit us from paying dividends if such payment would: (i) render us unable to pay our debts as they become due in the usual course of business, or (ii) result in our assets being less than the sum of our total liabilities plus the amount needed to satisfy the preferential rights upon dissolution of any stockholders with preferential rights superior to those stockholders receiving the dividend. In addition, under the Basel III Rule, institutions that seek the freedom to pay dividends will have to maintain 2.5% in Common Equity Tier 1 attributable to the capital conservation buffer to be phased in over three years beginning in 2016. See “Regulatory Emphasis on Capital” above.

As a general matter, the Federal Reserve has indicated that the board of directors of a bank holding company should eliminate, defer or significantly reduce dividends to shareholders if: (i) its net income available to shareholders for the past four quarters, net of dividends previously paid during that period, is not sufficient to fully fund the dividends; (ii) the prospective rate of earnings retention is inconsistent with its capital needs and overall current and prospective financial condition; or (iii) the bank holding company will not meet, or is in danger of not meeting, its minimum regulatory capital adequacy ratios. The Federal Reserve also possesses enforcement powers over bank holding companies and their non-bank subsidiaries to prevent or remedy actions that represent unsafe or unsound practices or violations of applicable statutes and regulations. Among these powers is the ability to proscribe the payment of dividends by banks and bank holding companies.

Incentive Compensation. There have been a number of developments in recent years focused on incentive compensation plans sponsored by bank holding companies and banks, reflecting recognition by the bank regulatory agencies and Congress that flawed incentive compensation practices in the financial industry were one of many factors contributing to the global financial crisis. Layered on top of that are the abuses in the headlines dealing with product cross-selling incentive plans. The result is interagency guidance on sound incentive compensation practices and proposed rulemaking by the agencies required under Section 956 of the Dodd-Frank Act.

The interagency guidance recognized three core principles. Effective incentive plans should: (i) provide employees incentives that appropriately balance risk and reward; (ii) be compatible with effective controls and risk-management; and (iii) be supported by strong corporate governance, including active and effective oversight by the organization’s board of directors. Much of the guidance addresses large banking organizations and, because of the size and complexity of their operations, the regulators expect those organizations to maintain systematic and formalized policies, procedures and systems for ensuring that the incentive compensation arrangements for all executive and non-executive employees covered by this guidance are identified and reviewed, and appropriately balance risks and rewards. Smaller banking organizations like us that use incentive compensation arrangements are expected to be less extensive, formalized and detailed than those of the larger banks.

Section 956 of the Dodd-Frank Act required the banking agencies, the National Credit Union Administration, the SEC and the Federal Housing Finance Agency to jointly prescribe regulations that prohibit types of incentive-based compensation that encourage inappropriate risk taking and to disclose certain information regarding such plans. On June 10, 2016, the agencies released an updated proposed rule for comment. Section 956 will only apply to banking organizations with assets of greater than \$1 billion. We have consolidated assets greater than \$1 billion and less than \$50 billion and we are considered a Level 3 banking organization under the proposed rules. The proposed rules contain mostly general principles and reporting requirements for Level 3 institutions so there are no specific prescriptions or limits, deferral requirements or claw-back mandates. Risk management and controls are required, as is board or committee level approval and oversight. Management expects to review its incentive plans in light of the proposed rulemaking and guidance and implement policies and procedures that mitigate unreasonable risk.

Monetary Policy. The monetary policy of the Federal Reserve has a significant effect on the operating results of financial or bank holding companies and their subsidiaries. Among the tools available to the Federal Reserve to affect the money supply are open market transactions in U.S. government securities, changes in the discount rate on bank borrowings and changes in reserve requirements against bank deposits. These means are used in varying combinations to influence overall growth and distribution of bank loans, investments and deposits, and their use may affect interest rates charged on loans or paid on deposits.

Federal Securities Regulation. Our common stock is registered with the SEC under the Exchange Act. Consequently, we are subject to the information, proxy solicitation, insider trading and other restrictions and requirements of the SEC under the Exchange Act.

Corporate Governance . The Dodd-Frank Act addressed many investor protection, corporate governance and executive compensation matters that will affect most U.S. publicly traded companies. It increased stockholder influence over boards of directors by requiring companies to give stockholders a non-binding vote on executive compensation and so-called “golden parachute” payments, and authorizing the SEC to promulgate rules that allow stockholders to nominate and solicit voters for their own candidates using a company’s proxy materials. The legislation also directed the Federal Reserve to promulgate rules prohibiting excessive compensation paid to executives of bank holding companies, regardless of whether such companies are publicly traded.

The Banks

General. The Banks are state-chartered banks, the deposit accounts of which are insured by the FDIC’s Deposit Insurance Fund (“DIF”) to the maximum extent provided under federal law and FDIC regulations, currently \$250,000 per insured depositor category. As Wisconsin-chartered FDIC-insured banks, the Wisconsin Banks are subject to the examination, supervision, reporting and enforcement requirements of the WDFI, the chartering authority for Wisconsin banks and the FDIC, designated by federal law as the primary federal regulator of insured state banks that, like the Wisconsin Banks, are not members of the Federal Reserve System (“non-member banks”). Alterra is subject to examination, supervision, reporting and enforcement requirements of the OSBC and is a member of the Federal Reserve System, making the Federal Reserve its primary federal regulator. The Banks are members of the Federal Home Loan Bank System, which provides a central credit facility primarily for member institutions.

As of January 1, 2012, FBB had reached total assets of greater than \$1 billion, and as a result became subject to further reporting requirements under FDIC rules, specifically 12 C.F.R. Part 363 (“Annual Independent Audits and Reporting Requirements”). Pursuant to these rules, management prepares a report that contains an assessment by management of the effectiveness of our internal control structure and procedures for financial reporting as of the end of the fiscal year. FBB is also required to obtain an independent public accountant’s attestation report concerning its internal control structure over financial reporting that includes the Reports of Condition and Income (a so-called “Call Report”) and/or our FR Y-9C report. In accordance with FDIC rules, we will satisfy these requirements on behalf of FBB.

Deposit Insurance. As FDIC-insured institutions, the Banks are required to pay deposit insurance premium assessments to the FDIC. The FDIC has adopted a risk-based assessment system whereby FDIC-insured institutions pay insurance premiums at rates based on minimum and maximum assessment rates. Effective July 1, 2016, the FDIC changed its pricing system for banks under \$10 billion, like the Banks, so that minimum and maximum initial base assessment rates are established based on supervisory ratings. The initial base assessment rates currently range from three basis points to 30 basis points. At least semi-annually, the FDIC updates its loss and income projections for the DIF and, if needed, increases or decreases the assessment rates, following notice and comment on proposed rulemaking. The assessment base against which an FDIC-insured institution’s deposit insurance premiums paid to the DIF are calculated is based on its average consolidated total assets less its average tangible equity. This method shifts the burden of deposit insurance premiums toward those large depository institutions that rely on funding sources other than U.S. deposits.

The reserve ratio is the DIF balance divided by estimated insured deposits. The Dodd-Frank Act altered the minimum reserve ratio of the DIF, increasing the minimum from 1.15% to 1.35% of the estimated amount of total insured deposits, and eliminating the requirement that the FDIC pay dividends to FDIC-insured institutions when the reserve ratio exceeds certain thresholds. The reserve ratio reached 1.15% on June 30, 2016, when revised factors were put in place for calculating the assessment. If the reserve ratio does not reach 1.35% by December 31, 2018 (provided it is at least 1.15%), the FDIC will impose a shortfall assessment on March 31, 2019 on insured depository institutions with total consolidated assets of \$10 billion or more. The FDIC will provide assessment credits to insured depository institutions, like the Bank, with total consolidated assets of less than \$10 billion for the portion of their regular assessments that contribute to growth in the reserve ratio between 1.15% and 1.35%. The FDIC will apply the credits each quarter that the reserve ratio is at least 1.38% to offset the regular deposit insurance assessments of institutions with credits.

FICO Assessments. In addition to paying basic deposit insurance assessments, FDIC-insured institutions must pay Financing Corporation (“FICO”) assessments. FICO is a mixed-ownership governmental corporation chartered by the former Federal Home Loan Bank Board pursuant to the Competitive Equality Banking Act of 1987 to function as a financing vehicle for the recapitalization of the former Federal Savings and Loan Insurance Corporation. FICO issued 30-year noncallable bonds of approximately \$8.1 billion that mature in 2017 through 2019. FICO’s authority to issue bonds ended on December 12, 1991. Since 1996, federal legislation has required that all FDIC-insured institutions pay assessments to cover interest payments on FICO’s outstanding obligations. The FICO assessment rate is adjusted quarterly and for the fourth quarter of 2016 was 0.560 basis points (56 cents per \$100 dollars of assessable deposits).

Supervisory Assessments. All state-chartered banks are required to pay supervisory assessments to the chartering authority to fund their respective operations. The amount of the assessment is calculated on the basis of total assets. During the year ended December 31, 2016, FBB and FBB-Milwaukee paid supervisory assessments to the WDFI totaling \$60,000 and \$12,000, respectively, and Alterra paid \$51,000 to the OSBC.

Capital Requirements. Banks are generally required to maintain capital levels in excess of other businesses. For a discussion of capital requirements, see “Regulatory Emphasis on Capital” above.

Liquidity Requirements. Liquidity is a measure of the ability and ease with which bank assets may be converted to cash. Liquid assets are those that can be converted to cash quickly if needed to meet financial obligations. To remain viable, FDIC-insured institutions must have enough liquid assets to meet their near-term obligations, such as withdrawals by depositors. Because the global financial crisis was in part a liquidity crisis, Basel III also includes a liquidity framework that requires FDIC-insured institutions to measure their liquidity against specific liquidity tests. One test, referred to as the Liquidity Coverage Ratio (“LCR”), is designed to ensure that the banking entity has an adequate stock of unencumbered high-quality liquid assets that can be converted easily and immediately in private markets into cash to meet liquidity needs for a 30-calendar day liquidity stress scenario. The other test, known as the Net Stable Funding Ratio (“NSFR”), is designed to promote more medium- and long-term funding of the assets and activities of FDIC-insured institutions over a one-year horizon. These tests provide an incentive for banks and holding companies to increase their holdings in Treasury securities and other sovereign debt as a component of assets, increase the use of long-term debt as a funding source and rely on stable funding like core deposits (in lieu of brokered deposits).

In addition to liquidity guidelines already in place, the federal bank regulatory agencies implemented the Basel III LCR in 2014 and have proposed the NSFR. While the LCR only applies to the largest banking organizations in the country, as will the NSFR, certain elements are expected to filter down to all FDIC-insured institutions.

Stress Testing. A stress test is an analysis or simulation designed to determine the ability of a given FDIC-insured institution to deal with an economic crisis. In October 2012, U.S. bank regulators unveiled new rules mandated by the Dodd-Frank Act that require the largest U.S. banks to undergo stress tests twice per year, once internally and once conducted by the regulators. Stress tests are not required for banks with less than \$10 billion in assets; however, the FDIC now recommends stress testing as means to identify and quantify loan portfolio risk and the Banks are engaged in the process.

Dividend Payments. Under Wisconsin banking law, the Wisconsin Banks generally may not pay dividends in excess of their respective undivided profits, and if dividends declared and paid in either of the two immediately preceding years exceeded net income for either of those two years respectively, the Wisconsin Banks may not declare or pay any dividend in the current year that exceeds year-to-date net income. The current dividends of any Kansas-chartered bank must be paid from undivided profits after deducting losses, to be ascertained by generally accepted accounting principles at the time of making such dividend. The directors of Alterra may declare dividends from the undivided profits, but before the declaration of any dividend Alterra must transfer 25% of its net profits since the last preceding dividend to its surplus fund, until the surplus fund equals the total capital stock.

The various bank regulatory agencies have authority to prohibit banks under their jurisdiction from engaging in an unsafe or unsound practice. Under certain circumstances, the payment of a dividend by any of our Banks could be considered an unsafe or unsound practice. In the event that: (i) the FDIC or the WDFI or OSBC increase minimum required levels of capital; (ii) the total assets of a Bank increases significantly; (iii) the income of a Bank decreases significantly; or (iv) any combination of the foregoing occurs, then the board of directors of the Bank may decide or be required by the FDIC or the WDFI or OSBC to retain a greater portion of that Bank’s earnings, thereby reducing or eliminating dividends.

The payment of dividends by any FDIC-insured institution 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. In addition, under the Basel III Rule, institutions that seek the freedom to pay dividends will have to maintain 2.5% in Common Equity Tier 1 attributable to the capital conservation buffer to be phased in over three years beginning in 2016. See “Regulatory Emphasis on Capital” above. Notwithstanding the availability of funds for dividends, the FDIC may prohibit the payment of dividends by the Banks if it determines such payment would constitute an unsafe or unsound practice.

Insider Transactions. The Banks are subject to certain restrictions imposed by federal law on “covered transactions” between the Banks and its “affiliates.” We are an affiliate of the Banks for purposes of these restrictions, and covered transactions subject to the restrictions include extensions of credit to us, investments in our stock or other securities and the acceptance of our stock or other securities as collateral for loans made by the Banks. The Dodd-Frank Act enhanced the requirements for certain transactions with affiliates, including an expansion of the definition of “covered transactions” and an increase in the amount of time for which collateral requirements regarding covered transactions must be maintained.

Certain limitations and reporting requirements are also placed on extensions of credit by each Bank to its directors and officers, to our directors and officers and our subsidiaries, to our principal shareholders and to “related interests” of such directors, officers and principal shareholders. In addition, federal law and regulations may affect the terms upon which any person who is a director or officer of FBFS or the Banks, or a principal shareholder of FBFS, may obtain credit from banks with which the Banks maintains a correspondent relationship.

Safety and Soundness Standards/Risk Management. The federal banking agencies have adopted guidelines that establish operational and managerial standards to promote the safety and soundness of FDIC-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 safety and soundness guidelines prescribe the goals to be achieved in each area, and each FDIC-insured 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, its primary federal regulator may require the institution to submit a plan for achieving and maintaining compliance. If an FDIC-insured institution fails to submit an acceptable compliance plan, or fails in any material respect to implement a compliance plan that has been accepted by its primary federal regulator, the regulator is required to issue an order directing the institution to cure the deficiency. Until the deficiency cited in the regulator’s order is cured, the regulator may restrict the institution’s rate of growth, require the institution to increase its capital, restrict the rates the institution pays on deposits or require the institution to take any action the regulator deems appropriate under the circumstances. Noncompliance with the standards established by the safety and soundness guidelines may also constitute grounds for other enforcement action by the federal bank regulatory agencies, including cease and desist orders and civil money penalty assessments.

During the past decade, the bank regulatory agencies have increasingly emphasized the importance of sound risk management processes and strong internal controls when evaluating the activities of the FDIC-insured institutions they supervise. Properly managing risks has been identified as critical to the conduct of safe and sound banking activities and has become even more important as new technologies, product innovation, and the size and speed of financial transactions have changed the nature of banking markets. The agencies have identified a spectrum of risks facing a banking institution including, but not limited to, credit, market, liquidity, operational, legal and reputational risk. In particular, recent regulatory pronouncements have focused on operational risk, which arises from the potential that inadequate information systems, operational problems, breaches in internal controls, fraud or unforeseen catastrophes will result in unexpected losses. New products and services, third-party risk and cybersecurity are critical sources of operational risk that financial institutions are expected to address in the current environment. The Banks are expected to have active board and senior management oversight; adequate policies, procedures and limits; adequate risk measurement, monitoring and management information systems; and comprehensive internal controls.

Branching Authority. The Banks have the authority under Wisconsin and Kansas laws to establish branches anywhere in their home state, subject to receipt of all required regulatory approvals. Federal law permits state and national banks to merge with banks in other states subject to: (i) regulatory approval; (ii) federal and state deposit concentration limits; and (iii) state law limitations requiring the merging banks to have been in existence for a minimum period of time (not to exceed five years) prior to the merger. The Dodd-Frank Act permits well-capitalized and well-managed banks to establish new interstate branches or acquire individual branches of a bank in another state (rather than the acquisition of an out-of-state bank in its entirety) without impediments.

Transaction Account Reserves. Federal Reserve regulations require FDIC-insured institutions to maintain reserves against their transaction accounts (primarily NOW and regular checking accounts). For 2017: the first \$15.5 million of otherwise reservable balances are exempt from reserves and have a zero percent reserve requirement; for transaction accounts aggregating more than \$15.5 million to \$115.1 million, the reserve requirement is 3% of total transaction accounts; and for net transaction accounts in excess of \$115.1 million, the reserve requirement is 3% up to \$115.1 million plus 10% of the aggregate amount of total transaction accounts in excess of \$115.1 million. These reserve requirements are subject to annual adjustment by the Federal Reserve.

Federal Home Loan Bank System. The Wisconsin Banks are members of the Federal Home Loan Bank of Chicago and Alterra is a member of the Federal Home Loan Bank of Topeka (collectively, the “FHLB”), which serve as central credit facilities for their members. The FHLB is funded primarily from proceeds from the sale of obligations of the FHLB system. They make loans to member banks in the form of FHLB advances. All advances from the FHLB are required to be fully collateralized as determined by the FHLB.

Community Reinvestment Act Requirements. The Community Reinvestment Act requires each Bank to have a continuing and affirmative obligation in a safe and sound manner to help meet the credit needs of its entire community, including low- and moderate-income neighborhoods. Federal regulators regularly assess each Bank’s record of meeting the

credit needs of its communities. Applications for additional acquisitions would be affected by the evaluation of the Banks' effectiveness in meeting its Community Reinvestment Act requirements.

Anti-Money Laundering. The Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001 (the "Patriot Act") is designed to deny terrorists and criminals the ability to obtain access to the U.S. financial system and has significant implications for FDIC-insured institutions, brokers, dealers and other businesses involved in the transfer of money. The Patriot Act mandates financial services companies to have policies and procedures with respect to measures designed to address any or all of the following matters: (i) customer identification programs; (ii) money laundering; (iii) terrorist financing; (iv) identifying and reporting suspicious activities and currency transactions; (v) currency crimes; and (vi) cooperation between FDIC-insured institutions and law enforcement authorities.

Concentrations in Commercial Real Estate. Concentration risk exists when FDIC-insured institutions deploy a significant amount of assets to any one industry or segment. A concentration in commercial real estate is one example of regulatory concern. The interagency Concentrations in Commercial Real Estate Lending, Sound Risk Management Practices guidance ("CRE Guidance") provides supervisory criteria, including the following numerical indicators, to assist bank examiners in identifying banks with potentially significant commercial real estate loan concentrations that may warrant greater supervisory scrutiny: (i) commercial real estate loans exceeding 300% of capital and increasing 50% or more in the preceding three years; or (ii) construction and land development loans exceeding 100% of capital. The CRE Guidance does not limit banks' levels of commercial real estate lending activities, but rather guides institutions in developing risk management practices and levels of capital that are commensurate with the level and nature of their commercial real estate concentrations. On December 18, 2015, the federal banking agencies issued a statement to reinforce prudent risk-management practices related to CRE lending, having observed substantial growth in many CRE asset and lending markets, increased competitive pressures, rising CRE concentrations in banks and an easing of CRE underwriting standards. The federal bank agencies reminded FDIC-insured institutions to maintain underwriting discipline and exercise prudent risk-management practices to identify, measure, monitor and manage the risks arising from CRE lending. In addition, FDIC-insured institutions must maintain capital commensurate with the level and nature of their CRE concentration risk.

Consumer Financial Services. The historical structure of federal consumer protection regulation applicable to all providers of consumer financial products and services changed significantly on July 21, 2011, when the CFPB commenced operations to supervise and enforce consumer protection laws. The CFPB has broad rulemaking authority for a wide range of consumer protection laws that apply to all providers of consumer products and services, including the Banks, as well as the authority to prohibit "unfair, deceptive or abusive" acts and practices. The CFPB has examination and enforcement authority over providers with more than \$10 billion in assets. FDIC-insured institutions with \$10 billion or less in assets, like the Banks, continue to be examined by their applicable bank regulators.

Because abuses in connection with residential mortgages were a significant factor contributing to the global financial crisis, many new rules issued by the CFPB and required by the Dodd-Frank Act address mortgage and mortgage-related products, their underwriting, origination, servicing and sales. The Dodd-Frank Act significantly expanded underwriting requirements applicable to loans secured by 1-4 family residential real property and augmented federal law combating predatory lending practices. In addition to numerous disclosure requirements, the Dodd-Frank Act imposed new standards for mortgage loan originations on all lenders, including all FDIC-insured institutions, in an effort to strongly encourage lenders to verify a borrower's "ability-to-repay," while also establishing a presumption of compliance for certain "qualified mortgages." In addition, the Dodd-Frank Act generally required lenders or securitizers to retain an economic interest in the credit risk relating to loans that the lender sells, and other asset-backed securities that the securitizer issues, if the loans have not complied with the "ability-to-repay" standards.

Item 1A. Risk Factors

You should carefully read and consider the following risks and uncertainties. We may encounter risks in addition to those described below, including risks and uncertainties not currently known to us or those we currently deem to be immaterial. The risks described below, as well as such additional risks and uncertainties, may impair or materially and adversely affect our business, results of operations and financial condition.

If we do not effectively manage our credit risk, we may experience increased levels of delinquencies, non-performing loans and charge-offs, which would require increases in our provision for loan and lease losses.

There are risks inherent in making any loan or lease, including risks inherent in dealing with individual borrowers, risks of nonpayment, risks resulting from uncertainties as to the future value of collateral and cash flows available to service debt and risks resulting from changes in economic and market conditions. We cannot assure you that our credit risk approval and monitoring procedures have identified or will identify all of these credit risks, and they cannot be expected to completely eliminate our credit risks. If the overall economic climate in the United States, generally, or our markets, specifically, deteriorates, or if the financial condition of our borrowers otherwise declines, then our borrowers may experience difficulties in repaying their loans and leases, and the level of non-performing loans and leases, charge-offs and delinquencies could rise and require increases in the provision for loan and lease losses, which may adversely affect our business, results of operations and financial condition.

Our allowance for loan and lease losses may not be adequate to cover actual losses.

We establish our allowance for loan and lease losses and maintain it at a level considered appropriate by management based on an analysis of our portfolio and market environment. The allowance for loan and lease losses represents our estimate of probable losses inherent in the portfolio at each balance sheet date and is based upon relevant information available to us. The allowance contains provisions for probable losses that have been identified relating to specific relationships, as well as probable losses inherent in our loan and lease portfolio that are not specifically identified. Additions to the allowance for loan and lease losses, which are charged to earnings through the provision for loan and lease losses, are determined based on a variety of factors, including an analysis of our loan and lease portfolio by segment, historical loss experience and an evaluation of current economic conditions in our markets. The actual amount of loan and lease losses is affected by changes in economic, operating and other conditions within our markets, which may be beyond our control, and such losses may exceed current estimates.

At December 31, 2016, our allowance for loan and lease losses as a percentage of total loans and leases was 1.44% and as a percentage of total non-performing loans and leases was 83.00%. Although management believes the allowance for loan and lease losses is appropriate as of such date, we may be required to take additional provisions for losses in the future to further supplement the allowance, either due to management's decision, based on credit conditions, or requirements by our banking regulators. In addition, bank regulatory agencies will periodically review our allowance for loan and lease losses and the value attributed to non-performing loans and leases. Such regulatory agencies may require us to adjust our determination of the value for these items. Any significant increases to the allowance for loan and lease losses may materially decrease our net income, which may adversely affect our business, results of operations and financial condition.

A significant portion of our loan and lease portfolio is comprised of commercial real estate loans, which involve risks specific to real estate values and the real estate markets in general.

At December 31, 2016 we had \$945.9 million of commercial real estate loans, which represented 65.1% of our total loan and lease portfolio. Because payments on such loans are often dependent on the successful operation or development of the property or business involved, repayment of such loans is often more sensitive than other types of loans to adverse conditions in the real estate market or the general economy, which are outside the borrower's control. In the event that the cash flow from the property is reduced, the borrower's ability to repay the loan could be negatively impacted. The deterioration of one or a few of these loans could cause a material increase in our level of non-performing loans, which would result in a loss of revenue from these loans and could result in an increase in the provision for loan and lease losses and an increase in charge-offs, all of which could have a material adverse impact on our net income. Additionally, many of these loans have real estate as a primary or secondary component of collateral. The market value of real estate can fluctuate significantly in a short period of time as a result of economic conditions. Adverse developments affecting real estate values in one or more of our markets could impact collateral coverage associated with the commercial real estate segment of our portfolio, possibly leading to increased specific reserves or charge-offs, which may adversely affect our business, results of operations and financial condition.

Because of the risks associated with commercial real estate loans, we closely monitor the concentration of such loans in our portfolio. If we or our regulators determine that this concentration is approaching or exceeds appropriate limits, we may need to reduce or cease the origination of additional commercial real estate loans, which could adversely affect our growth plans and profitability. In addition, we may be required to sell existing loans in our portfolio, but there can be no assurances that we would be able to do so at prices that are acceptable to us.

Real estate construction and land development loans are based upon estimates of costs and values associated with the completed project. These estimates may be inaccurate and we may be exposed to significant losses on loans for these projects.

Real estate construction and land development loans, a subset of commercial real estate loans, comprised approximately \$157.8 million , or 10.9% , of our gross loan and lease portfolio as of December 31, 2016 . Such lending involves additional risks as these loans are underwritten using the as-completed value of the project, which is uncertain prior to its completion, and costs may exceed realizable values in declining real estate markets. Because of the uncertainties inherent in estimating construction costs and the realizable market value of the completed project, it can be relatively difficult to evaluate accurately the total funds required to complete a project and the related loan-to-value ratio. As a result, construction loans often involve the disbursement of substantial funds with repayment dependent, in part, on the success of the ultimate project and the ability of the borrower to sell or lease the property, rather than the ability of the borrower or guarantor to repay principal and interest. If the appraisal of the completed project's value proves to be overstated or market values decline, we may have inadequate security for the repayment of the loan upon completion of construction of the project. If we are forced to foreclose on a project prior to or at completion due to a default, we may not be able to recover all of the unpaid balance of, and accrued interest on, the loan and may incur related foreclosure and holding costs. In addition, we may be required to fund additional amounts to complete the project and may have to hold the property for an unspecified period of time while we attempt to dispose of it.

A large portion of our loan and lease portfolio is comprised of commercial loans secured by various business assets, the deterioration in value of which could increase our exposure to future probable losses.

At December 31, 2016 , approximately \$450.3 million , or 31.0% , of our loan and lease portfolio was comprised of commercial loans to businesses collateralized by general business assets, including accounts receivable, inventory and equipment. Our commercial loans are typically larger in amount than loans to individual consumers and therefore, have the potential for larger losses on an individual loan basis. Additionally, asset-based borrowers are usually highly leveraged and/or have inconsistent historical earnings. Significant adverse changes in various industries could cause rapid declines in values and collectability associated with those business assets resulting in inadequate collateral coverage that may expose us to future losses. An increase in specific reserves and charge-offs may adversely affect our business, results of operations and financial condition.

Non-performing assets take significant time to resolve, adversely affect our results of operations and financial condition and could result in further losses in the future.

At December 31, 2016 , our non-performing loans and leases totaled \$25.2 million , or 1.74% of our gross loan and lease portfolio and our non-performing assets (which include non-performing loans and foreclosed properties) totaled \$26.7 million , or 1.50% of total assets. The aggregate amount of our non-performing loans and non-performing assets have increased from \$22.3 million and \$24.0 million , respectively, as of December 31, 2015 , due to the deterioration of several loans originated at our Alterra subsidiary. There can be no assurances that we will not experience further deterioration in our loan portfolio.

Our non-performing assets adversely affect our net income in various ways. We do not record interest income on non-accrual loans or foreclosed properties, thereby adversely affecting our net income and returns on assets and equity, increasing our loan administration costs and adversely affecting our efficiency ratio. When we take collateral in foreclosure and similar proceedings, we are required to mark the collateral to its then net realizable value, less estimated selling costs, which may result in a loss. These non-performing loans and foreclosed properties also increase our risk profile and the capital our regulators believe is appropriate in light of such risks. The resolution of non-performing assets requires significant time commitments from management and can be detrimental to the performance of their other responsibilities. If we experience increases in non-performing loans and non-performing assets, our net interest income may be negatively impacted and our loan administration costs could increase, each of which may adversely affect our business, results of operations and financial condition.

SBA lending is a significant part of our strategic business plan. The success of our SBA lending program is dependent upon the continued availability of SBA loan programs, our status as a preferred lender under the SBA loan programs and our ability to comply with applicable SBA lending requirements.

As an SBA Preferred Lender, we enable our clients to obtain SBA loans without being subject to the potentially lengthy SBA approval process necessary for lenders that are not SBA Preferred Lenders. The SBA periodically reviews the lending operations of participating lenders to assess, among other things, whether the lender exhibits prudent risk management. When weaknesses are identified, the SBA may request corrective actions or impose other restrictions, including revocation of the lender's Preferred Lender status. If we lose our status as a Preferred Lender, we may lose our ability to compete effectively with other SBA Preferred Lenders, and as a result we would experience a material adverse effect to our financial results. Any changes to the SBA program, including changes to the level of guaranty provided by the federal government on SBA loans or

changes to the level of funds appropriated by the federal government to the various SBA programs, may also have an adverse effect on our business, results of operations and financial condition.

Historically we have sold the guaranteed portion of our SBA 7(a) loans in the secondary market. These sales have resulted in our earning premium income and have created a stream of future servicing income. There can be no assurance that we will be able to continue originating these loans, that a secondary market will exist or that we will continue to realize premiums upon the sale of the guaranteed portion of these loans. When we sell the guaranteed portion of our SBA 7(a) loans, we incur credit risk on the retained, non-guaranteed portion of the loans.

In order for a borrower to be eligible to receive an SBA loan, the lender must establish that the borrower would not be able to secure a bank loan without the credit enhancements provided by a guaranty under the SBA program. Accordingly, the SBA loans in our portfolio generally have weaker credit characteristics than the rest of our portfolio, and may be at greater risk of default in the event of deterioration in economic conditions or the borrower's financial condition. In the event of a loss resulting from default and a determination by the SBA that there is a deficiency in the manner in which the loan was originated, funded or serviced by the Corporation, the SBA may require the Corporation to repurchase the previously sold portion of the loan, deny its liability under the guaranty, reduce the amount of the guaranty, or, if it has already paid under the guaranty, seek recovery of the principal loss related to the deficiency from the Corporation. Management has estimated losses inherent in the outstanding guaranteed portion of SBA loans and recorded a recourse reserve at a level determined to be appropriate. Significant increases to the recourse reserve may materially decrease our net income, which may adversely affect our business, results of operations and financial condition. To help ensure that our SBA loans meet applicable requirements, we are, in connection with our integration of Alterra, continuing to make investments to enhance the infrastructure, processes, capacity and scalability of the SBA platform.

Our business may be adversely affected by conditions in the financial markets and economic conditions generally.

Our operations and profitability are impacted by general business and economic conditions in the United States and, to some extent, abroad. These conditions include short-term and long-term interest rates, inflation, money supply, political issues, legislative and regulatory changes, fluctuations in both debt and equity markets, broad trends in industry and finance, the strength of the United States economy and uncertainty in financial markets globally, all of which are beyond our control. A deterioration in economic conditions could result in an increase in loan delinquencies and non-performing assets, decreases in loan collateral values and a decrease in demand for our products and services, among other things, any of which could have a material adverse effect on our business, results of operations and financial condition.

Our business is concentrated in and largely dependent upon the continued growth and welfare of the general geographical markets in which we operate.

Our operations are heavily concentrated in the South Central region of Wisconsin and to a lesser extent the Southeastern and Northeastern regions of Wisconsin and the greater Kansas City area and, as a result, our financial condition, results of operations and cash flows are significantly impacted by changes in the economic conditions in those areas. Our success depends to a significant extent upon the business activity, population, income levels, deposits and real estate activity in these markets. Although our clients' business and financial interests may extend well beyond these markets, adverse economic conditions that affect these markets could reduce our growth rate, affect the ability of our clients to repay their loans to us, affect the value of collateral underlying loans and generally affect our financial condition and results of operations. Because of our geographic concentration, we are less able than other regional or national financial institutions to diversify our credit risks across multiple markets.

Our financial condition and results of operations could be negatively affected if we fail to effectively execute our strategic plan or manage the growth called for in our strategic plan.

Our strategic plan currently calls for, among other things, maintaining strong asset quality while we continue to grow loans and generate in-market deposits to improve our net interest margin and increasing fee income. Our ability to increase profitability in accordance with this plan will depend on a variety of factors, including the identification of desirable business opportunities, competitive responses from financial institutions in our markets and our ability to manage liquidity and funding sources. While we believe we have the management resources and internal systems in place to successfully execute our strategic plan, we cannot guarantee that opportunities will be available and that the strategic plan will be successful or effectively executed.

Although we do not have any current definitive plans to do so, in implementing our strategic plan we may expand into additional communities or attempt to strengthen our position in our current markets through opportunistic acquisitions of similar or complementary financial services organizations. To the extent that we do so, we may experience higher operating expenses relative to operating income from the new operations or certain one-time expenses associated with the closure of offices, all of which may have an adverse effect on our business, results of operations and financial condition. Other effects of engaging in such strategies may include potential diversion of our management's time and attention and general disruption to our business.

To the extent that we grow through new locations we cannot ensure that we will be able to adequately and profitably manage this growth. Acquiring other banks and businesses will involve similar risks to those commonly associated with branching, but may also involve additional risks, including potential exposure to unknown or contingent liabilities of banks and businesses we acquire and exposure to potential asset quality issues of the acquired bank or related business.

Monetary policies and regulations of the Federal Reserve could adversely affect our business, financial condition and results of operations.

In addition to being affected by general economic conditions, our earnings and growth are affected by the policies of the Federal Reserve. An important function of the Federal Reserve is to regulate the money supply and credit conditions. Among the instruments used by the Federal Reserve to implement these objectives are open market operations in U.S. government securities, adjustments to the discount rate and changes in reserve requirements against bank deposits. These instruments are used in varying combinations to influence overall economic growth and the distribution of credit, bank loans, investments and deposits. Their use also affects interest rates charged on loans or paid on deposits.

The monetary policies and regulations of the Federal Reserve have had a significant effect on the operating results of commercial banks in the past and are expected to continue to do so in the future. The effects of such policies upon our business, financial condition and results of operations cannot be predicted.

We operate in a highly regulated industry and the laws and regulations that govern our operations, corporate governance, executive compensation and accounting principles, or changes in them, or our failure to comply with them, may adversely affect us.

We are subject to extensive regulation and supervision that govern almost all aspects of our operations. These laws and regulations, among other matters, prescribe minimum capital requirements, impose limitations on our business activities and compensation practices, limit the dividends or distributions that we can pay, restrict the ability of institutions to guarantee our debt and impose certain specific accounting requirements that may be more restrictive and may result in greater or earlier charges to earnings or reductions in our capital than generally accepted accounting principles. Compliance with laws and regulations can be difficult and costly and changes to laws and regulations often impose additional compliance costs. Further, our failure to comply with these laws and regulations, even if the failure was inadvertent or reflects a difference in interpretation, could subject us to restrictions on our business activities, fines and other penalties, any of which could adversely affect our business, results of operations and financial condition.

The financial services industry, as well as the broader economy, may be subject to new legislation, regulation and government policy.

At this time, it is difficult to predict the legislative and regulatory changes that will result from the combination of a new President of the United States and the first year since 2010 in which both Houses of Congress and the White House have majority memberships from the same political party. Recently, however, both the new President and senior members of the House of Representatives have advocated for significant reduction of financial services regulation, to include amendments to the Dodd-Frank Act and structural changes to the CFPB. The new Administration and Congress also may cause broader economic changes due to changes in governing ideology and governing style. New appointments to the Board of Governors of the Federal Reserve could affect monetary policy and interest rates, and changes in fiscal policy, including any changes in federal income tax policy, could affect broader patterns of trade and economic growth. Future legislation, regulation and government policy could affect the banking industry as a whole, including our business and results of operations, in ways that are difficult to predict. In addition, our results of operations also could be adversely affected by changes in the way in which existing statutes and regulations are interpreted or applied by courts and government agencies.

We face a risk of noncompliance and enforcement action with the Bank Secrecy Act and other anti-money laundering statutes and regulations.

The Bank Secrecy Act, the Patriot Act and other laws and regulations require financial institutions, among other duties, to institute and maintain effective anti-money laundering programs and file suspicious activity and currency transaction reports as appropriate. The Financial Crimes Enforcement Network, established by Treasury to administer the Bank Secrecy Act, is authorized to impose significant civil money penalties for violations of those requirements and has recently engaged in coordinated enforcement efforts with the individual federal banking regulators, as well as the U.S. Department of Justice, Drug Enforcement Administration and IRS. There is also increased scrutiny of compliance with the rules enforced by the Financial Crimes Enforcement Network. Federal and state bank regulators also focus on compliance with Bank Secrecy Act and anti-money laundering regulations.

If our policies, procedures and systems are deemed deficient or the policies, procedures and systems of the financial institutions that we have already acquired or may acquire in the future are deficient, we would be subject to liability, including fines and regulatory actions, such as restrictions on our ability to pay dividends and the necessity to obtain regulatory approvals to proceed with certain aspects of our business plan which would adversely affect our business, results of operations and

financial condition. Failure to maintain and implement adequate programs to combat money laundering and terrorist financing could also have serious reputational consequences for us.

We are periodically subject to examination and scrutiny by a number of banking agencies and, depending upon the findings and determinations of these agencies, we may be required to make adjustments to our business that could adversely affect us.

Federal and state banking agencies periodically conduct examinations of our business, including compliance with applicable laws and regulations. If, as a result of an examination, a federal banking agency was to determine that the financial condition, capital resources, asset quality, asset concentration, earnings prospects, management, liquidity, sensitivity to market risk or other aspects of any of our operations has become unsatisfactory, or that we or our management is in violation of any law or regulation, it could take a number of different remedial actions as it deems appropriate. These actions include the power to enjoin “unsafe or unsound” practices, to require affirmative actions to correct any conditions resulting from any violation or practice, to issue an administrative order that can be judicially enforced, to direct an increase in our capital, to restrict our growth, to change the asset composition of our portfolio or balance sheet, to assess civil monetary penalties against our officers or directors, to remove officers and directors and, if it is concluded that such conditions cannot be corrected or there is an imminent risk of loss to depositors, to terminate our deposit insurance. If we become subject to such regulatory actions, our business, results of operations and financial condition may be adversely affected.

Liquidity risks could affect operations and jeopardize our business, financial condition and results of operations.

Our ability to implement our business strategy will depend on our liquidity and ability to obtain funding for loan originations, working capital and other general purposes. An inability to raise funds through deposits, borrowings, the sale of loans and other sources could have a substantial negative effect on our liquidity. Our preferred source of funds consists of client deposits, which we supplement with other sources, such as wholesale deposits made up of brokered deposits and deposits gathered through internet listing services. Such account and deposit balances can decrease when clients perceive alternative investments as providing a better risk/return profile. If clients move money out of bank deposits and into other investments, we may increase our utilization of wholesale deposits, FHLB advances and other wholesale funding sources necessary to fund desired growth levels. Because these funds generally are more sensitive to interest rate changes than our targeted in-market deposits, they are more likely to move to the highest rate available. In addition, the use of brokered deposits without regulatory approval is limited to banks that are “well capitalized” according to regulation. If the Banks are unable to maintain their capital levels at “well capitalized” minimums, we could lose a significant source of funding, which would force us to utilize different wholesale funding or potentially sell assets at a time when pricing may be unfavorable, increasing our funding costs and reducing our net interest income and net income.

Our access to funding sources in amounts adequate to finance or capitalize our activities or on terms that are acceptable to us could be impaired by factors that affect us directly or the financial services industry or economy in general, such as disruptions in the financial markets or negative views and expectations about the prospects for the financial services industry. Regional and community banks generally have less access to the capital markets than do national and super-regional banks because of their smaller size and limited analyst coverage. During periods of economic turmoil or decline, the financial services industry and the credit markets generally may be materially and adversely affected by declines in asset values and by diminished liquidity. Under such circumstances the liquidity issues are often particularly acute for regional and community banks, as larger financial institutions may curtail their lending to regional and community banks to reduce their exposure to the risks of other banks. Correspondent lenders may also reduce or even eliminate federal funds lines for their correspondent clients in difficult economic times.

As a result, we rely on our ability to generate deposits and effectively manage the repayment and maturity schedules of our loans and investment securities, respectively, to ensure that we have adequate liquidity to fund our operations. Any decline in available funding could adversely impact our ability to originate loans, invest in securities, meet our expenses, pay dividends to our shareholders or fulfill obligations such as repaying our borrowings or meeting deposit withdrawal demands, any of which could have a material adverse effect on our business, results of operations and financial condition.

We rely on our management and the loss of one or more of those managers may harm our business.

Our success has been and will be greatly influenced by our continuing ability to retain the services of our existing senior management and, if we expand, to attract and retain additional qualified senior and middle management. The unexpected loss of key management personnel or the inability to recruit and retain qualified personnel in the future could have an adverse effect on our business and financial results. In addition, our failure to develop and/or maintain an effective succession plan will impede our ability to quickly and effectively react to unexpected loss of key management and in turn may have an adverse effect on our business, results of operations and financial condition.

Interest rate shifts may reduce net interest income and otherwise negatively impact our financial condition and results of operations.

Shifts in short-term interest rates may reduce net interest income, which is the principal component of our earnings. Net interest income is the difference between the amounts received by us on our interest-earning assets and the interest paid by us on our interest-bearing liabilities. In certain scenarios, when interest rates rise, the rate of interest we pay on our liabilities may rise more quickly than the rate of interest that we receive on our interest-bearing assets, which could cause our profits to decrease. However, the structure of our balance sheet and resultant sensitivity to interest rates in various scenarios may change in the future.

Additionally, interest rate increases often result in larger payment requirements for our borrowers, which increases the potential for default. At the same time, the marketability of underlying collateral may be adversely affected by any reduced demand resulting from higher interest rates. In a declining interest rate environment, there may be an increase in prepayments on certain loans as borrowers refinance at lower rates.

Changes in interest rates also can affect the value of loans. An increase in interest rates that adversely affects the ability of borrowers to pay the principal or interest on loans may lead to an increase in nonperforming assets and a reduction of income recognized, which could have a material adverse effect on our results of operations and cash flows. Further, when we place a loan on non-accrual status, we reverse any accrued but unpaid interest receivable, which decreases interest income. Subsequently, we continue to have a cost to fund the loan, which is reflected as interest expense, without any interest income to offset the associated funding expense. Thus, an increase in the amount of non-performing assets would have an adverse impact on net interest income.

Rising interest rates may also result in a decline in value of our fixed-rate debt securities. The unrealized losses resulting from holding these securities would be recognized in other comprehensive income and reduce total stockholders' equity. If debt securities in an unrealized loss position are sold, such losses become realized and will reduce our regulatory capital ratios.

The risk of net interest margin compression is typically heightened during prolonged periods of low short-term interest rates, such as that which the financial service industry has been experiencing in recent years and is expected to continue to face in the near future. This may have a material adverse effect on our business, results of operations and financial condition.

We could recognize impairment losses on securities held in our securities portfolio, goodwill or other long-lived assets.

As of December 31, 2016, the fair value of our securities portfolio was approximately \$184.4 million. Factors beyond our control can significantly influence the fair value of securities in our portfolio and can cause potential adverse changes to the fair value of these securities. For example, fixed-rate securities acquired by us are generally subject to decreases in market value when interest rates rise. Additional factors include, but are not limited to, rating agency downgrades of the securities, defaults by the issuer or individual mortgagors with respect to the underlying securities and instability in the credit markets. Any of the foregoing factors could cause other-than-temporary impairment in future periods and result in realized losses. The process for determining whether impairment is other-than-temporary usually requires difficult, subjective judgments about the future financial performance of the issuer and any collateral underlying the security in order to assess the probability of receiving all contractual principal and interest payments on the security. Because of changing economic and market conditions affecting interest rates, the financial condition of issuers of the securities and the performance of the underlying collateral, we may recognize realized and/or unrealized losses in future periods, which could have an adverse effect on our business, results of operations and financial condition.

As of December 31, 2016, the Corporation had goodwill of \$10.7 million recorded in connection with our acquisition of Alterra. Goodwill is not amortized but, instead, is subject to impairment tests on at least an annual basis, and more frequently if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount. A decline in our stock price, decline in the performance of our acquired operations or the occurrence of another triggering event could, under certain circumstances, result in an impairment charge being recorded. Our most recent impairment test conducted as of November 30, 2016 indicated that the estimated fair value of the reporting unit exceeded the carrying value (including goodwill). Depending on market conditions, economic forecasts, results of operations, additional adverse circumstances specific to Alterra or other factors, the goodwill impairment analysis may require additional review of assumptions and outcomes prior to our next annual impairment testing date of July 2017. In the event that we conclude that all or a portion of our goodwill may be impaired, a non-cash charge for the amount of such impairment would be recorded to earnings. Such a charge would have no impact on tangible capital or regulatory capital.

The Corporation is a bank holding company and its sources of funds necessary to meet its obligations are limited.

The Corporation is a bank holding company and its operations are primarily conducted by the Banks, which are subject to significant federal and state regulation. Cash available to pay dividends to our shareholders, pay our obligations and

meet our debt service requirements is derived primarily from our existing cash flow sources, our third party line of credit, dividends received from the Banks or a combination thereof. Future dividend payments by the Banks to us will require the generation of future earnings by the Banks and are subject to certain regulatory guidelines. If the Banks are unable to pay dividends to us, we may not have the resources or cash flow to pay or meet all of our obligations.

Competition from other financial institutions could adversely affect our profitability.

We encounter heavy competition in attracting commercial loan, equipment finance and deposit clients as well as trust and investment clients. We believe the principal factors that are used to attract quality clients and distinguish one financial institution from another include value-added relationships, interest rates and rates of return, types of accounts, service fees, flexibility and quality of service.

Our competition includes banks, savings institutions, mortgage banking companies, credit unions, finance companies, equipment finance companies, mutual funds, insurance companies, brokerage firms, investment banking firms and FinTech companies. We also compete with regional and national financial institutions that have a substantial presence in our market areas, many of which have greater liquidity, higher lending limits, greater access to capital, more established market recognition and more resources and collective experience than we do. In addition, some larger financial institutions that have not historically competed with us directly have substantial excess liquidity and have sought, and may continue to seek, smaller lending relationships in our target markets. Furthermore, tax-exempt credit unions operate in most of our market areas and aggressively price their products and services to a large portion of the market. Finally, technology has also lowered the barriers to entry and made it possible for non-banks to offer products and services we have traditionally offered, such as automatic funds transfer and automatic payment systems. Our profitability depends, in part, upon our ability to successfully maintain and increase market share.

Consumers and businesses are increasingly using non-banks to complete their financial transactions, which could adversely affect our business and results of operations.

Technology and other changes are allowing consumers and businesses to complete financial transactions that historically have involved banks through alternative methods. For example, the wide acceptance of Internet-based commerce has resulted in a number of alternative payment processing systems and lending platforms in which banks play only minor roles. Customers can now maintain funds in prepaid debit cards or digital currencies, and pay bills and transfer funds directly without the direct assistance of banks. The diminishing role of banks as financial intermediaries has resulted and could continue to result in the loss of fee income, as well as the loss of customer deposits and the related income generated from those deposits. The loss of these revenue streams and the potential loss of lower cost deposits as a source of funds could have a material adverse effect on our business, financial condition and results of operations.

We could be required to establish a deferred tax asset valuation allowance and a corresponding charge against earnings if the federal corporate income tax rate is lowered, or if we experience a decrease in earnings.

Deferred tax assets are reported as assets on our balance sheet and represent the decrease in taxes expected to be paid in the future in connection with our allowance for loan losses and other matters. If it becomes more likely than not that some portion or the entire deferred tax asset will not be realized, a valuation allowance must be recognized. The President of the United States and the majority political party in the U.S. Congress have announced plans to lower the federal corporate income tax rate from its current level of 35%. If these plans ultimately result in the enactment of new laws lowering the corporate income tax rate, we would need to evaluate the impact of that change on our ability to fully utilize our deferred tax assets. If we determine that it is more likely than not that some portion or all of the deferred tax assets will not be realized, a valuation allowance will need to be recognized and this would result in a corresponding charge against our earnings.

We may be adversely affected by the soundness of other financial institutions.

Financial services institutions are interrelated as a result of trading, clearing, counterparty or other relationships. We have exposure to many different industries and counterparties and routinely execute transactions with counterparties in the financial services industry, including commercial banks, brokers and dealers, investment banks and other institutional clients. Many of these transactions expose us to credit risk in the event of a default by a counterparty or client. Any such losses could have a material adverse effect on our business, results of operations and financial condition.

Our framework for managing risks may not be effective in mitigating risk and loss to us.

Our risk management framework seeks to mitigate risk and loss to us. We have established processes and procedures intended to identify, measure, monitor, report and analyze the types of risk to which we are subject, including liquidity risk, credit risk, market risk, interest rate risk, operational risk, compensation risk, legal and compliance risk and reputational risk, among others. However, as with any risk management framework, there are inherent limitations to our risk management strategies as there may exist, or develop in the future, risks that we have not appropriately anticipated or identified. Our ability

to successfully identify and manage risks facing us is an important factor that can significantly impact our results. If our risk management framework proves ineffective, we could suffer unexpected losses which could adversely affect our business, results of operations and financial condition.

We are subject to certain operational risks, including, but not limited to, clients or employee fraud and data processing system failures and errors.

Employee errors and employee and client misconduct, including the improper disclosure or use of client information, could subject us to financial losses or regulatory sanctions and seriously harm our reputation. Misconduct by our employees could include hiding unauthorized activities from us, improper or unauthorized activities on behalf of our clients or improper use of confidential information. It is not always possible to prevent employee errors and misconduct, and the precautions we take to prevent and detect this activity may not be effective in all cases. Employee errors or misconduct could also subject us to financial claims for negligence.

We maintain a system of internal controls and insurance coverage to mitigate our operational risks, including data processing system failures and errors and client or employee fraud. If our internal controls fail to prevent or detect an occurrence, or if any resulting loss is not insured or exceeds applicable insurance limits, it could have a material adverse effect on our business, financial condition and results of operations.

If we are unable to keep pace with technological advances in our industry, our ability to attract and retain clients could be adversely affected.

The banking industry is constantly subject to technological changes with frequent introductions of new technology-driven products and services. In addition to better serving clients, the effective use of technology increases our efficiency and enables us to reduce costs. Our future success will depend in part on our ability to address the needs of our clients by using technology to provide products and services that will satisfy client demands for convenience as well as create additional efficiencies in our operations. A number of our competitors have substantially greater resources to invest in technological improvements, as well as significant economies of scale. There can be no assurance that we will be able to implement and offer new technology-driven products and services to our clients. If we fail to do so, our ability to attract and retain clients may be adversely affected.

Our information systems may experience an interruption or breach in security and cyber-attacks, all of which could have a material adverse effect on our business.

The Corporation relies heavily on internal and outsourced technologies, communications and information systems to conduct its business. Additionally, in the normal course of business, the Corporation collects, processes and retains sensitive and confidential information regarding our customers. As our reliance on technology has increased, so have the potential risks of a technology-related operation interruption (such as disruptions in our customer relationship management, general ledger, deposit, loan or other systems) or the occurrence of a cyber-attack (such as unauthorized access to our systems). These risks have increased for all financial institutions as new technologies, the use of the Internet and telecommunications technologies (including mobile devices) to conduct financial and other business transactions have increased, and the sophistication and activities of organized crime, perpetrators of fraud, hackers, terrorists and others have increased. In addition to cyber-attacks or other security breaches involving the theft of sensitive and confidential information, hackers recently have engaged in attacks against large financial institutions, particularly denial of service attacks, which are designed to disrupt key business services, such as customer-facing web sites. We are not able to anticipate or implement effective preventive measures against all security breaches of these types, especially because the techniques used change frequently and because attacks can originate from a wide variety of sources. However, applying guidance from the Federal Financial Institutions Examination Council (“FFIEC”), the Corporation has analyzed and will continue to analyze security related to device specific considerations, user access topics, transaction-processing and network integrity.

We rely on our advisors and employees to comply with our policies and procedures to safeguard confidential data. The failure of our advisors and employees to comply with such policies and procedures could result in the loss or wrongful use of their clients’ confidential information or other sensitive information. In addition, even if we and our advisors comply with our policies and procedures, persons who circumvent security measures could wrongfully use our confidential information or clients’ confidential information or cause interruptions or malfunctions in our operations.

The Corporation also faces risks related to cyber-attacks and other security breaches in connection with credit card and debit card transactions that typically involve the transmission of sensitive information regarding our customers through various third parties, including merchant acquiring banks, payment processors, payment card networks and its processors. Some of these parties have in the past been the target of security breaches and cyber-attacks, and because the transactions involve third parties and environments such as the point of sale that the Corporation does not control or secure, future security breaches or cyber-attacks affecting any of these third parties could impact us through no fault of its own, and in some cases it may have exposure and suffer losses for breaches or attacks relating to them. Further cyber-attacks or other breaches in the future, whether affecting us or others, could intensify consumer concern and regulatory focus and result in reduced use of payment

cards and increased costs, all of which could have a material adverse effect on our business. To the extent we are involved in any future cyber-attacks or other breaches, our reputation could be affected, which could also have a material adverse effect on our business, financial condition or results of operations.

We are dependent upon third parties for certain information system, data management and processing services and to provide key components of our business infrastructure, which are subject to operational, security and other risks.

We outsource certain information system, data management and processing functions to third-party providers. These third-party service providers are sources of operational and informational security risk to us, including risks associated with operational errors, information system interruptions or breaches and unauthorized disclosures of sensitive or confidential client or customer information. If third-party service providers encounter any of these issues, or if we have difficulty exchanging information with them, we could be exposed to disruption of operations, loss of service or connectivity to customers, reputational damage and litigation risk that could have a material adverse effect on our business, results of operations and financial condition. We believe there may be an elevated risk of these issues occurring in connection with our charter consolidation plans, which will involve among other things, a change in certain of our third-party providers.

Third-party vendors provide key components of our business infrastructure such as internet connections, network access and core application processing. While we have selected these third-party vendors carefully, we do not control their actions. Any problems caused by these third parties, including as a result of their not providing us their services for any reason or their performing their services poorly, could adversely affect our ability to deliver products and services to our customers and otherwise to conduct our business. Replacing these third party vendors, which we expect to do in part in the course of our charter consolidation plans, could also entail significant delay and expense.

Our business continuity plans could prove to be inadequate, resulting in a material interruption in or disruption to our business and a negative impact on our results of operations.

We rely heavily on communications and information systems to conduct our business and our operations are dependent on our ability to protect our systems against damage from fire, power loss or telecommunication failure. The computer systems and network infrastructure we use could be vulnerable to unforeseen problems. These problems may arise in both our internally developed systems and the systems of our third-party service providers. Any failure or interruption of these systems, whether due to severe weather, natural disasters, acts of war or terrorism, criminal activity or other factors, could result in failures or disruptions in general ledger, deposit, loan, client relationship management and other systems. While we have a business continuity plan and other policies and procedures designed to prevent or limit the effect of a failure, interruption or security breach of our information systems, there can be no assurance that any such failures or interruptions will not occur or, if they do occur, that they will be adequately addressed. The occurrence of any failures or interruptions of our information systems could damage our reputation, result in a loss of clients, subject us to additional regulatory scrutiny or expose us to civil litigation and possible financial liability, any of which could have a material adverse effect on our business, results of operations and financial condition.

Our trust and investment services operations may be negatively impacted by changes in economic and market conditions.

Our trust and investment services operations may be negatively impacted by changes in general economic conditions and the conditions in the financial and securities markets, including the values of assets held under management. Our management contracts generally provide for fees payable for services based on the market value of assets under management. Because most of our contracts provide for a fee based on market values of securities, declines in securities prices will generally have an adverse effect on our results of operations from this business. Market declines and reductions in the value of our clients' trust and investment services accounts could result in us losing trust and investment services clients, including those who are also banking clients.

We are subject to claims and litigation pertaining to our fiduciary responsibilities.

Some of the services we provide, such as trust and investment services, require us to act as fiduciaries for our clients and others. From time to time, third parties could make claims and take legal action against us pertaining to the performance of our fiduciary responsibilities. If fiduciary investment decisions are not appropriately documented to justify action taken or trades are placed incorrectly, among other possible claims, and if these claims and legal actions are not resolved in a manner favorable to us, we may be exposed to significant financial liability and/or our reputation could be damaged. Either of these results may adversely impact demand for our products and services or otherwise have an adverse effect on our business, results of operations and financial condition.

Negative publicity could damage our reputation and adversely impact our business and financial results.

Reputation risk, or the risk to our earnings and capital due to negative publicity, is inherent in our business. Negative publicity can result from our actual or alleged conduct in a number of activities, including lending practices, information security, management actions, corporate governance and actions taken by government regulators and community organizations

in response to those activities. Negative publicity can adversely affect our ability to keep and attract clients, and can expose us to litigation and regulatory action, all of which could have a material adverse effect on our business, financial condition and results of operations.

Potential acquisitions may disrupt our business and dilute stockholder value.

While we remain committed to organic growth, we also may consider additional acquisition opportunities involving complementary financial service organizations if the right situation were to arise. Various risks commonly associated with acquisitions include, among other things:

- Potential exposure to unknown or contingent liabilities of the target company.
- Exposure to potential asset quality issues of the target company.
- Potential disruption to our business.
- Potential diversion of our management's time and attention.
- Possible loss of key employees and clients of the target company.
- Difficulty in estimating the value of the target company.
- Potential changes in banking or tax laws or regulations that may affect the target company.
- Difficulty in integrating operations, personnel, technologies, services and products of acquired companies.

Acquisitions may involve the payment of a premium over book and market values, and, therefore, some dilution of our tangible book value and net income per common share may occur in connection with any future transaction. Furthermore, failure to realize the expected revenue increases, cost savings, increases in geographic or product presence, and/or other projected benefits from an acquisition could have a material adverse effect on our business, financial condition and results of operations.

We are subject to changes in accounting principles, policies or guidelines.

Our financial performance is impacted by accounting principles, policies and guidelines. Some of these policies require the use of estimates and assumptions that may affect the value of our assets or liabilities and financial results. Some of our accounting policies are critical because they require management to make difficult, subjective and complex judgments about matters that are inherently uncertain and because it is likely that materially different amounts would be reported under different conditions or using different assumptions. If such estimates or assumptions underlying our financial statements are incorrect, we may experience material losses.

From time to time, the FASB and SEC change the financial accounting and reporting standards or the interpretation of those standards that govern the preparation of our financial statements. These changes are beyond our control, can be difficult to predict and could materially impact how we report our financial condition and results of operations. Changes in these standards are continuously occurring, and given recent economic conditions, more drastic changes may occur. The implementation of such changes could have a material adverse effect on our business, results of operations and financial condition.

A new accounting standard may require us to increase our allowance for loan losses and may have a material adverse effect on our financial condition and results of operations.

The FASB has adopted a new accounting standard that will be effective for the Corporation and the Banks for our first fiscal year after December 15, 2019. This standard, referred to as Current Expected Credit Loss ("CECL"), will require financial institutions to determine periodic estimates of lifetime expected credit losses on loans and leases and recognize the expected credit losses as allowances for loan and lease losses. This will change the current method of providing allowances for loan and lease losses that are probable, which may require us to increase our allowance for loan and lease losses, and to greatly increase the types of data we will need to collect and review to determine the appropriate level of the allowance for loan and lease losses. Any increase in our allowance for loan and lease losses or expenses incurred to determine the appropriate level of the allowance for loan and lease losses may have a material adverse effect on our financial condition and results of operations.

Our internal controls may be ineffective.

Management regularly reviews and updates its internal controls, disclosure controls and procedures, and corporate governance policies and procedures. Any system of controls, however well designed and operated, is based in part on certain assumptions and can provide only reasonable, not absolute, assurances that the objectives of the controls are met. In addition, if we continue to grow the Corporation, our controls will also need to be updated to keep up with such growth. Any failure or circumvention of our controls and procedures or failure to comply with regulations related to controls and procedures could cause us to report a material weakness in internal control over financial reporting and conclude that our controls and procedures are not effective, which could have a material adverse effect on our business, results of operations and financial condition.

Risks Related to Investing in Our Common Stock

Our stock is thinly traded and our stock price can fluctuate.

Although our common stock is listed for trading on the NASDAQ Global Select Market, low volume of trading activity and volatility in the price of our common stock may make it difficult for our shareholders to sell common stock when desired and at prices they find attractive. Our stock price can fluctuate significantly in response to a variety of factors including, among other things:

- actual or anticipated variations in our quarterly results of operations;
- recommendations by securities analysts;
- operating and stock price performance of other companies that investors deem comparable to us;
- news reports relating to trends, concerns and other issues in the financial services industry;
- perceptions in the marketplace regarding us or our competitors and other financial services companies;
- new technology used, or services offered, by competitors; and
- changes in government regulations.

General market fluctuations, industry factors and general economic and political conditions and events, such as economic slowdowns or recessions, interest rate changes or credit loss trends, could also cause our stock price to decrease regardless of our operating results.

To maintain adequate capital levels, we may be required to raise additional capital in the future, but that capital may not be available when it is needed and/or could be dilutive to our existing shareholders.

We are required by regulatory authorities to maintain adequate levels of capital to support our operations. In order to ensure our ability to support the operations of the Banks, we may need to limit or terminate cash dividends that can be paid to our shareholders. In addition, we may need to raise capital in the future. Our ability to raise capital, if needed, will depend in part on our financial performance and conditions in the capital markets at that time, and accordingly, we cannot guarantee our ability to raise capital on terms acceptable to us. In addition, if we decide to raise equity capital in the future, the interests of our shareholders could be diluted. Any issuance of common stock would dilute the ownership percentage of our current shareholders and any issuance of common stock at prices below tangible book value would dilute the tangible book value of each existing share of our common stock held by our current shareholders. The market price of our common stock could also decrease as a result of the sale of a large number of shares or similar securities, or the perception that such sales could occur. If we cannot raise capital when needed, our ability to serve as a source of strength to the Banks, pay dividends, maintain adequate capital levels and liquidity, or further expand our operations could be materially impaired.

If equity research analysts publish research or reports about our business with unfavorable commentary or downgrade our common stock, the price and trading volume of our common stock could decline.

The trading market for our common stock could be affected by whether equity research analysts publish research or reports about us and our business and what is included in such research or reports. If equity analysts publish research reports about us containing unfavorable commentary, downgrade our stock or cease publishing reports about our business, the price of our stock could decline. If any analyst electing to cover us downgrades our stock, our stock price could decline rapidly. If any analyst electing to cover us ceases coverage of us, we could lose visibility in the market, which in turn could cause our common stock price or trading volume to decline and our common stock to be less liquid.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

The following table provides certain summary information with respect to the principal properties in which we conduct our operations, all of which were leased, as of December 31, 2016 :

Location	Function	Expiration Date
401 Charmany Drive, Madison, WI	Full service banking location of FBB and office of FBFS	2028
18500 W. Corporate Drive, Brookfield, WI	Full service banking location of FBB - Milwaukee	2020
11300 Tomahawk Creek Pkwy, Leawood, KS	Full service banking location of Alterra Bank	2023

To facilitate additional business development opportunities, as of December 31, 2016 , the Corporation had loan production offices in Oshkosh, Appleton, Manitowoc and Kenosha, Wisconsin.

For the purpose of generating business development opportunities in asset-based financing, as of December 31, 2016 , office space was also leased in several states nationwide under shorter-term lease agreements, which generally have terms of one year or less.

Item 3. Legal Proceedings

We believe that no litigation is threatened or pending in which we face potential loss or exposure which could materially affect our consolidated financial position, consolidated results of operations or cash flows. Since our subsidiaries act as depositories of funds, lenders and fiduciaries, they are occasionally named as defendants in lawsuits involving a variety of claims. This and other litigation is ordinary, routine litigation incidental to our business.

Item 4. Mine Safety Disclosures

Not applicable.

PART II.**Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities***Holder, Price Range and Dividends Declared*

The common stock of the Corporation is traded on the NASDAQ Global Select Market under the symbol “FBIZ.” As of February 22, 2017, there were 382 registered shareholders of record of the Corporation’s common stock. Certain of the Corporation’s shares are held in “nominee” or “street” name and the number of beneficial owners of such shares as of February 22, 2017 was approximately 2,000.

The following table presents the range of high and low sale prices of our common stock for each quarter within the two most recent fiscal years, according to information provided by NASDAQ, and cash dividends declared in such quarters.

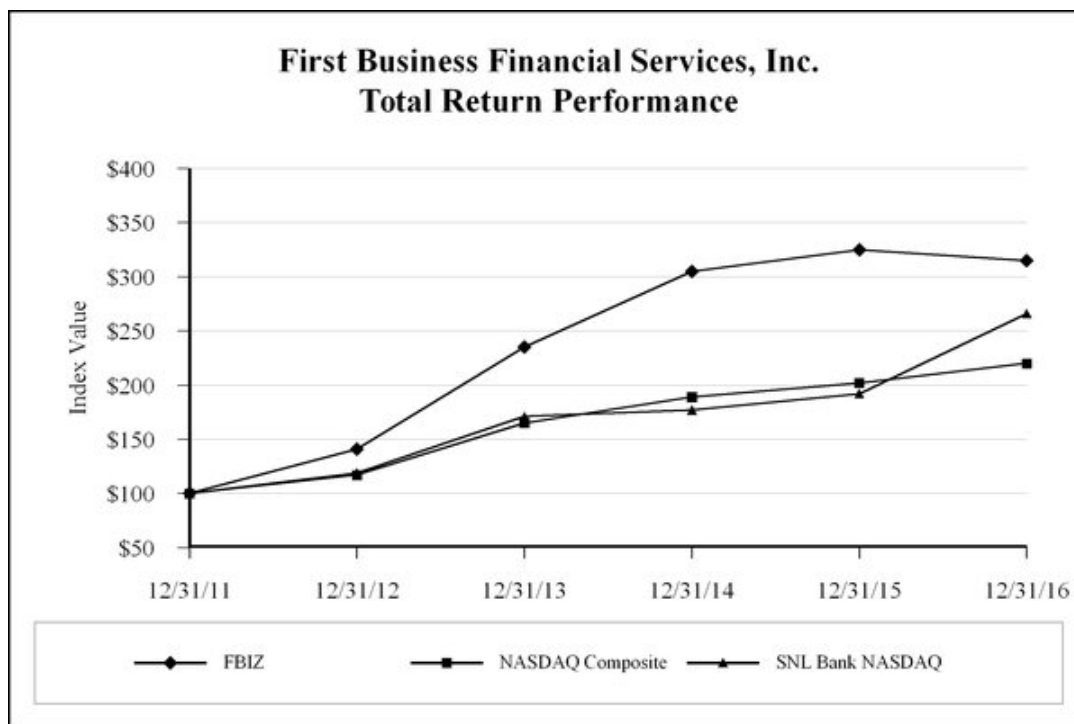
	High	Low	Dividend Declared
<u>2016</u>			
4th Quarter	\$ 24.14	\$ 18.76	\$ 0.12
3rd Quarter	24.74	20.96	0.12
2nd Quarter	25.94	22.19	0.12
1st Quarter	24.70	20.06	0.12
<u>2015</u>			
4th Quarter	27.35	21.90	0.11
3rd Quarter	23.92	20.62	0.11
2nd Quarter	23.52	21.40	0.11
1st Quarter	24.12	18.32	0.11

Dividend Policy

It has been our practice to pay a dividend to common shareholders. Dividends historically have been declared in the month following the end of each calendar quarter. However, the timing and amount of future dividends are at the discretion of the Board of Directors of the Corporation (the “Board”) and will depend upon the consolidated earnings, financial condition, liquidity and capital requirements of the Corporation and its subsidiaries, the amount of cash dividends paid to the Corporation by its subsidiaries, applicable government regulations and policies, supervisory actions and other factors considered relevant by the Board. Refer to **Item 1 - Business - Supervision and Regulation - The Banks - Dividend Payments** for additional discussion regarding the limitations on dividends and other capital contributions by the Banks to the Corporation. The Board anticipates it will continue to declare dividends as appropriate based on the above factors.

Stock Performance Graph

The chart shown below depicts total return to stockholders during the period beginning December 31, 2011 and ending December 31, 2016. Total return includes appreciation or depreciation in market value of the Corporation's common stock as well as actual cash and stock dividends paid to common stockholders. Indices shown below, for comparison purposes only, are the Total Return Index for the NASDAQ Composite, which is a broad nationally recognized index of stock performance by publicly traded companies, and the SNL Bank NASDAQ, which is an index that contains securities of NASDAQ-listed companies classified according to the Industry Classification Benchmark as banks. The chart assumes that the value of the investment in FBIZ common stock and each of the three indices was \$100 on December 31, 2011, and that all dividends were reinvested in FBIZ common stock.



Index	As of December 31,					
	2011	2012	2013	2014	2015	2016
First Business Financial Services, Inc.	\$ 100.00	\$ 140.87	\$ 235.22	\$ 305.32	\$ 324.95	\$ 315.09
NASDAQ Composite	100.00	117.45	164.57	188.84	201.98	219.89
SNL Bank NASDAQ	100.00	119.19	171.31	177.42	191.53	265.56

Issuer Purchases of Securities

The following table sets forth information about the Corporation's purchases of its common stock during the three months ended December 31, 2016 .

Period	Total Number of Shares Purchased ⁽¹⁾	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs
December 1, 2016 - December 31, 2016	—	\$ —	—	\$ —
November 1, 2016 - November 30, 2016	599	21.50	—	—
October 1, 2016 - October 31, 2016	—	—	—	—
Total	<u>599</u>		<u>—</u>	

(1) The shares in this column represent the shares that were surrendered to us to satisfy income tax withholding obligations in connection with the vesting of restricted shares.

Item 6. Selected Financial Data
Five Year Comparison of Selected Consolidated Financial Data

	As of and for the Year Ended December 31,				
	2016	2015	2014	2013	2012
	(Dollars in Thousands, Except Share and Per Share Data)				
INCOME STATEMENT:					
Interest income	\$ 78,117	\$ 72,471	\$ 57,701	\$ 53,810	\$ 54,766
Interest expense	14,789	13,831	11,571	11,705	16,885
Net interest income	63,328	58,640	46,130	42,105	37,881
Provision for loan and lease losses	7,818	3,386	1,236	(959)	4,243
Non-interest income	17,988	17,011	10,103	8,442	8,699
Non-interest expense	56,433	47,374	33,775	30,371	28,661
Income tax expense	2,156	8,377	7,083	7,389	4,750
Net income	\$ 14,909	\$ 16,514	\$ 14,139	\$ 13,746	\$ 8,926
Yield on earning assets	4.50%	4.52%	4.45%	4.52%	4.86%
Cost of funds	1.06%	1.04%	1.07%	1.18%	1.75%
Interest rate spread	3.44%	3.48%	3.38%	3.34%	3.11%
Net interest margin	3.64%	3.66%	3.56%	3.54%	3.36%
Return on average assets	0.82%	0.97%	1.04%	1.10%	0.75%
Return on average equity	9.40%	11.36%	11.78%	13.12%	12.65%
ENDING BALANCE SHEET:					
Total assets	\$ 1,780,699	\$ 1,782,081	\$ 1,628,505	\$ 1,268,267	\$ 1,225,701
Securities	184,505	177,830	186,261	180,118	200,596
Loans and leases, net	1,450,675	1,430,965	1,266,438	967,050	896,560
Deposits	1,538,855	1,577,231	1,438,268	1,129,855	1,092,254
FHLB advances and other borrowings	59,676	34,740	33,451	11,901	12,366
Junior subordinated notes	10,004	9,990	9,976	9,962	9,947
Stockholders' equity	161,650	150,832	137,748	109,275	99,539
FINANCIAL CONDITION ANALYSIS:					
Allowance for loan and lease losses to year-end loans	1.44%	1.14%	1.12%	1.42%	1.69%
Allowance to non-accrual loans and leases	83.00%	73.17%	146.33%	87.68%	109.05%
Net charge-offs to average loans and leases	0.22%	0.10%	0.08%	0.06%	0.35%
Non-accrual loans to gross loans and leases	1.74%	1.56%	0.76%	1.61%	1.55%
Average equity to average assets	8.75%	8.54%	8.80%	8.39%	5.96%
STOCKHOLDERS' DATA:					
Basic earnings per common share ⁽¹⁾	\$ 1.71	\$ 1.90	\$ 1.76	\$ 1.75	\$ 1.65
Diluted earnings per common share ⁽¹⁾	1.71	1.90	1.75	1.74	1.65
Book value per share at end of period	18.55	17.34	15.88	13.86	12.71
Tangible book value per share at end of period	17.08	15.90	14.51	13.86	12.71
Dividend declared per share	0.48	0.44	0.42	0.28	0.14
Dividend payout ratio	28.01%	23.93%	23.93%	16.05%	8.51%
Shares outstanding	8,715,856	8,699,410	8,671,854	7,833,334	5,251,138

(1) Basic and diluted earnings per share reflect earnings per common share as calculated under the two-class method due to the existence of participating securities. All shares and per share amounts have been adjusted to reflect the 2-for-1 stock split in the form of a 100% stock dividend completed in August 2015.

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

Forward-Looking Statements

When used in this report the words or phrases “may,” “could,” “should,” “hope,” “might,” “believe,” “expect,” “plan,” “assume,” “intend,” “estimate,” “anticipate,” “project,” “likely,” or similar expressions are intended to identify “forward-looking statements.” Such statements are subject to risks and uncertainties, including among other things:

- Competitive pressures among depository and other financial institutions nationally and in our markets.
- Adverse changes in the economy or business conditions, either nationally or in our markets.
- Increases in defaults by borrowers and other delinquencies.
- Our ability to manage growth effectively, including the successful expansion of our client support, administrative infrastructure and internal management systems.
- Fluctuations in interest rates and market prices.
- The consequences of continued bank acquisitions and mergers in our markets, resulting in fewer but much larger and financially stronger competitors.
- Changes in legislative or regulatory requirements applicable to us and our subsidiaries.
- Changes in tax requirements, including tax rate changes, new tax laws and revised tax law interpretations.
- Fraud, including client and system failure or breaches of our network security, including with respect to our internet banking activities.
- Failure to comply with the applicable SBA regulations in order to maintain the eligibility of the guaranteed portion of SBA loans.

These risks, together with the risks identified in **Item 1A — Risk Factors**, could cause actual results to differ materially from what we have anticipated or projected. These risk factors and uncertainties should be carefully considered by our shareholders and potential investors. Investors should not place undue reliance on any such forward-looking statements, which speak only as of the date made. The factors described within this Form 10-K could affect our financial performance and could cause actual results for future periods to differ materially from any opinions or statements expressed with respect to future periods.

Where any such forward-looking statement includes a statement of the assumptions or bases underlying such forward-looking statement, we caution that, while our management believes such assumptions or bases are reasonable and are made in good faith, assumed facts or bases can vary from actual results, and the differences between assumed facts or bases and actual results can be material, depending on the circumstances. Where, in any forward-looking statement, an expectation or belief is expressed as to future results, such expectation or belief is expressed in good faith and believed to have a reasonable basis, but there can be no assurance that the statement of expectation or belief will be achieved or accomplished.

We do not intend to, and specifically disclaim any obligation to, update any forward-looking statements.

The following discussion and analysis is intended as a review of significant events and factors affecting our financial condition and results of operations for the periods indicated. The discussion should be read in conjunction with the Consolidated Financial Statements and the Notes thereto and the Selected Consolidated Financial Data in this Form 10-K.

OVERVIEW

We are a registered bank holding company incorporated under the laws of the State of Wisconsin and are engaged in the commercial banking business through our wholly-owned banking subsidiaries, FBB, FBB-Milwaukee and Alterra. All of our operations are conducted through the Banks and certain subsidiaries of FBB. We operate as a business bank focusing on delivering a full line of commercial banking products and services tailored to meet the specific needs of small-to medium-sized businesses, business owners, executives, professionals and high net worth individuals. Our products and services include commercial lending, SBA lending and servicing, asset-based lending, equipment financing, factoring, trust and investment services, treasury management services and a broad range of deposit products. We do not utilize a branch network to attract retail clients. Our operating philosophy is focused on local decision-making and local client service from each of our primary banking locations in Madison, Brookfield and Appleton, Wisconsin and Leawood, Kansas combined with the efficiency of centralized administrative functions such as support for information technology, loan and deposit operations, finance and accounting, credit administration, compliance and human resources. We believe we have a niche business banking model and we consistently operate within our model. This allows our experienced staff to provide the level of financial expertise needed to develop and maintain long-term relationships with our clients.

In early 2017, we announced our intention to consolidate the Corporation’s three bank charters into a single charter. The Corporation’s existing management structure will remain unchanged, with the current roles and decision making authority

retained by our local banking leaders in Madison, Milwaukee and Kansas City, as well as the heads of our trust and investment management and specialty finance businesses.

In addition to Federal Reserve supervision of the holding company, which will remain unchanged, the Corporation's three chartered bank subsidiaries are currently supervised by a total of four federal and state banking regulators. Regulatory applications have been approved to consolidate the FBB-Milwaukee and Alterra subsidiaries into FBB's existing charter in Madison, which would then be supervised by the FDIC and the WDFI. Beyond streamlining bank regulatory processes and relationships, this charter consolidation is designed to accelerate the Corporation's ongoing efforts to improve overall operating efficiency. With a single bank charter, we expect to eliminate administrative redundancies and increase our flexibility in managing capital, liquidity and funding.

In addition, having already integrated most of Alterra's back office operations into FBFS, the Corporation now plans to eliminate a duplicative technology vendor relationship by fully centralizing its core banking system with the provider already utilized by its Wisconsin subsidiaries.

No personnel changes are anticipated in connection with this charter consolidation plan, which is not designed to eliminate near-term operating expenses. Rather, the operating efficiencies gained through charter consolidation are expected to free resources and capacity for our employees to drive growth in 2017 and beyond, with the continued objective of moving the Corporation's efficiency ratio back toward its long-term operating goal of 58-62%.

The Corporation's charter consolidation plans have been approved by the boards of directors of FBFS and its bank subsidiaries, as well as by the applicable federal and state banking regulators. The plans are expected to take effect during the second quarter of 2017.

During the first quarter of 2016, the Corporation adopted a new accounting standard related to simplifying the presentation of debt issuance costs. Under this new accounting standard, debt issuance costs are still capitalized; however, they are reflected on the balance sheet with the related debt issued rather than within other assets. All prior period balance sheets were required to be restated to reflect this change in presentation. See **Note 1 Summary of Significant Accounting Policies** for additional information on new accounting standards adopted during 2016.

OPERATIONAL HIGHLIGHTS

- Total assets remained relatively flat, declining to \$1.781 billion as of December 31, 2016, a 0.1% decrease from \$1.782 billion at December 31, 2015.
- Net income for the year ended December 31, 2016 was \$14.9 million, 9.7% lower than the \$16.5 million earned for the year ended December 31, 2015.
- Diluted earnings per common share were \$1.71 for the year ended December 31, 2016, compared to \$1.90 earned in the prior year.
- Net interest margin was 3.64% for the year ended December 31, 2016, declining two basis points from 3.66% for the year ended December 31, 2015.
- Top line revenue, which consists of net interest income and non-interest income, increased 7.5% to a record \$81.3 million for the year ended December 31, 2016, compared to \$75.7 million for the same period in 2015.
- Return on average assets and return on average equity for the year ended December 31, 2016 were 0.82% and 9.40% respectively, compared to 0.97% and 11.36%, respectively, for 2015.
- We recorded a \$7.8 million provision for loan and lease losses for the year ended December 31, 2016, compared to \$3.4 million for the year ended December 31, 2015.
- Net loans and leases receivable at December 31, 2016 increased \$19.7 million, or 1.4%, to \$1.451 billion from \$1.431 billion as of December 31, 2015.
- Non-performing assets were \$26.7 million and 1.50% of total assets as of December 31, 2016, compared to \$24.0 million and 1.35% of total assets as of December 31, 2015.
- Net charge-offs as a percentage of average loans increased to 0.22% for the year ended December 31, 2016, compared to 0.10% for the year ended December 31, 2015.
- Trust and investment services fee income increased by \$402,000, or 8.1%, to \$5.4 million for the year ended December 31, 2016 compared to \$5.0 million for the year ended December 31, 2015.
- Average in-market deposits of \$1.124 billion, or 70.6% of total deposits, for the year ended December 31, 2016, increased 7.4%, compared to \$1.047 billion, or 69.9% of total deposits, for the same period in 2015.

The detailed financial discussion that follows focuses on 2016 results compared to 2015. Discussion of 2015 results compared to 2014 is predominantly in the section captioned “2015 Compared to 2014.”

Results of Operations

Top Line Revenue

Top line revenue is comprised of net interest income and non-interest income. This measurement is also commonly referred to as operating revenue. In 2016, top line revenue increased by approximately 7.5% from the prior year primarily due to an 8.3% increase in average loans and leases and elevated recurring loan fees collected in lieu of interest. Recurring loan fees collected in lieu of interest totaled \$5.1 million in 2016, compared to \$3.3 million in 2015. The increase in fees collected in lieu of interest can primarily be attributed to above average prepayment activity in our asset-based lending line of business.

The components of top line revenue were as follows for 2016, 2015 and 2014:

	For the Year Ended December 31,			Change From Prior Year			
	2016	2015	2014	\$ Change 2016	% Change 2016	\$ Change 2015	% Change 2015
	(Dollars in Thousands)						
Net interest income	\$ 63,328	\$ 58,640	\$ 46,130	\$ 4,688	8.0%	\$ 12,510	27.1%
Non-interest income	17,988	17,011	10,103	977	5.7	6,908	68.4
Top line revenue	<u>\$ 81,316</u>	<u>\$ 75,651</u>	<u>\$ 56,233</u>	<u>\$ 5,665</u>	7.5	<u>\$ 19,418</u>	34.5

Return on Average Assets and Return on Average Equity

Return on average assets (“ROAA”) was 0.82% for the year ended December 31, 2016 compared to 0.97% for the year ended December 31, 2015. The decrease in ROAA can be attributed principally to a decrease in earnings as net income decreased 9.7% during the same time period. The decrease in net income was primarily due to both the deterioration in credit quality at Alterra and related increase in the provision for loan and leases losses, and our decision to temporarily slow SBA production while making investments in the SBA platform. This decrease was partially offset by the aforementioned elevated loan fees collected in lieu of interest. ROAA is a critical metric used by us to measure the profitability of our organization and how efficiently our assets are deployed. ROAA also allows us to better benchmark our profitability to our peers without the need to consider different degrees of leverage which can ultimately influence return on equity measures.

Return on average equity (“ROAE”) for the year ended December 31, 2016 was 9.40% compared to 11.36% for the year ended December 31, 2015. The primary reasons for the decrease in ROAE are consistent with the net income variance explanations discussed above. We view ROAE as an important measurement for monitoring profitability and continue to focus on improving our return to our shareholders by enhancing the overall profitability of our client relationships, controlling our expenses and minimizing our costs of credit.

Efficiency Ratio

Efficiency ratio is a non-GAAP measure representing non-interest expense excluding the effects of the SBA recourse provision, impairment of tax credit investments, losses or gains on foreclosed properties, amortization of other intangible assets and other discrete items, if any, divided by adjusted operating revenue.

The efficiency ratio improved to 61.12% for the year ended December 31, 2016, compared to 62.75% for the year ended December 31, 2015, and deteriorated moderately from the 60.06% for the year ended December 31, 2014. We took significant steps in 2016 toward enhancing the Corporation’s long-term efficiency ratio. While loan fees are a regular part of our business model, unusually elevated loan fees and other non-recurring items meaningfully improved our efficiency ratio during 2016. A normalized level of fees and expenses would have resulted in an efficiency ratio in the mid-60% range. We intend to achieve our target efficiency ratio range over time through proactive efficiency efforts, including charter consolidation and core conversion; as well as through revenue initiatives, such as our recent hiring of the expert SBA talent we believe is necessary to support our expected ramp up in production throughout 2017. We believe these strategic initiatives will act as a catalyst for earnings growth in 2018 and beyond. Management will continue to take proactive measures to drive positive operating leverage with the objective of moving the efficiency ratio back toward the Corporation’s long-term operating goal of 58-62%.

We believe the efficiency ratio allows investors and analysts to better assess the Corporation’s operating expenses in relation to its top line revenue by removing the volatility that is associated with certain non-recurring and other discrete items. The efficiency ratio also allows management to benchmark performance of our model to our peers without the influence of the

loan loss provision and tax considerations, which will ultimately influence other traditional financial measurements, including ROAA and ROAE. The information provided below reconciles the efficiency ratio to its most comparable GAAP measure.

Please refer to the **Non-Interest Expense** section below for discussion on the primary drivers of the year-over-year change in the efficiency ratio.

	For the Year Ended December 31,			Change From Prior Year			
	2016	2015	2014	\$ Change 2016	% Change 2016	\$ Change 2015	% Change 2015
(Dollars in Thousands)							
Total non-interest expense	\$ 56,433	\$ 47,374	\$ 33,775	\$ 9,059	19.1 %	\$ 13,599	40.3%
Less:							
Net loss (gain) on foreclosed properties	122	(171)	(10)	293	NM	(161)	NM
Amortization of other intangible assets	62	71	12	(9)	(12.7)	59	NM
SBA recourse provision	2,068	—	—	2,068	NM	—	NM
Impairment of tax credit investments	3,691	—	—	3,691	NM	—	NM
Deconversion fees	794	—	\$ —	\$ 794	NM	—	NM
Total adjusted operating expense	\$ 49,696	\$ 47,474	\$ 33,773	\$ 2,222	4.7	\$ 13,701	40.6
Net interest income	\$ 63,328	\$ 58,640	\$ 46,130	\$ 4,688	8.0	\$ 12,510	27.1
Total non-interest income	17,988	17,011	10,103	977	5.7	6,908	68.4
Less:							
Gain on sale of securities	10	—	—	10	NM	—	NM
Total adjusted operating revenue	\$ 81,306	\$ 75,651	\$ 56,233	\$ 5,655	7.5	\$ 19,418	34.5
Efficiency ratio	61.12%	62.75%	60.06%				

NM = Not meaningful

Net Interest Income

Net interest income levels depend on the amounts of and yields on interest-earning assets as compared to the amounts of and rates paid on interest-bearing liabilities. Net interest income is sensitive to changes in market rates of interest and the asset/liability management processes to prepare for and respond to such changes.

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The table below shows average balances, interest, average rates, net interest margin and the spread between combined average rates earned on our interest-earning assets and cost of interest-bearing liabilities for the periods indicated. The average balances are derived from average daily balances and were affected in 2014 by the November 1, 2014 closing of the Alterra acquisition.

	For the Year Ended December 31,								
	2016			2015			2014		
	Average Balance	Interest	Average Yield/Rate ⁽⁴⁾	Average Balance	Interest	Average Yield/Rate ⁽⁴⁾	Average Balance	Interest	Average Yield/Rate ⁽⁴⁾
(Dollars in Thousands)									
Interest-earning assets									
Commercial real estate and other mortgage loans ⁽¹⁾	\$ 938,524	\$ 43,927	4.68%	\$ 848,213	\$ 40,006	4.72%	\$ 665,213	\$ 32,066	4.82%
Commercial and industrial loans ⁽¹⁾	465,736	28,143	6.04%	445,659	26,668	5.98%	332,591	19,962	6.00%
Direct financing leases ⁽¹⁾	30,379	1,364	4.49%	30,228	1,394	4.61%	29,395	1,367	4.65%
Consumer and other loans ⁽¹⁾	25,615	1,193	4.66%	23,996	1,067	4.45%	16,862	652	3.87%
Total loans and leases receivable ⁽¹⁾	1,460,254	74,627	5.11%	1,348,096	69,135	5.13%	1,044,061	54,047	5.18%
Mortgage-related securities ⁽²⁾	147,433	2,328	1.58%	153,182	2,490	1.63%	156,144	2,894	1.85%
Other investment securities ⁽³⁾	32,995	517	1.57%	29,686	472	1.59%	28,458	448	1.57%
FHLB and FRB stock	2,537	79	3.11%	2,886	81	2.82%	1,512	14	0.94%
Short-term investments	94,548	566	0.60%	69,264	293	0.42%	67,281	298	0.44%
Total interest-earning assets	1,737,767	78,117	4.50%	1,603,114	72,471	4.52%	1,297,456	57,701	4.45%
Non-interest-earning assets	73,905			97,932			67,160		
Total assets	<u>\$ 1,811,672</u>			<u>\$ 1,701,046</u>			<u>\$ 1,364,616</u>		
Interest-bearing liabilities									
Transaction accounts	\$ 169,571	456	0.27%	\$ 125,558	297	0.24%	\$ 83,508	185	0.22%
Money market	642,784	3,112	0.48%	602,842	3,331	0.55%	493,322	2,553	0.52%
Certificates of deposit	65,608	592	0.90%	106,177	825	0.78%	60,284	536	0.89%
Wholesale deposits	467,826	7,556	1.62%	450,460	6,424	1.43%	416,202	6,196	1.49%
Total interest-bearing deposits	1,345,789	11,716	0.87%	1,285,037	10,877	0.85%	1,053,316	9,470	0.90%
FHLB advances	14,485	140	0.97%	14,779	110	0.75%	5,017	22	0.45%
Other borrowings	26,581	1,818	6.84%	24,944	1,732	6.94%	13,688	967	7.06%
Junior subordinated notes	10,076	1,115	11.07%	9,982	1,112	11.14%	9,968	1,112	11.16%
Total interest-bearing liabilities	1,396,931	14,789	1.06%	1,334,742	13,831	1.04%	1,081,989	11,571	1.07%
Non-interest-bearing demand deposit accounts	246,182			211,945			154,687		
Other non-interest-bearing liabilities	10,013			9,049			7,918		
Total liabilities	1,653,126			1,555,736			1,244,594		
Stockholders' equity	158,546			145,310			120,022		
Total liabilities and stockholders' equity	<u>\$ 1,811,672</u>			<u>\$ 1,701,046</u>			<u>\$ 1,364,616</u>		
Net interest income		<u>\$ 63,328</u>			<u>\$ 58,640</u>			<u>\$ 46,130</u>	
Net interest spread			3.44%			3.48%			3.38%
Net interest-earning assets	<u>\$ 340,836</u>			<u>\$ 268,372</u>			<u>\$ 215,467</u>		
Net interest margin			3.64%			3.66%			3.56%
Average interest-earning assets to average interest-bearing liabilities	124.40%			120.11%			119.91%		
Return on average assets	0.82%			0.97%			1.04%		
Return on average equity	9.40%			11.36%			11.78%		
Average equity to average assets	8.75%			8.54%			8.80%		
Non-interest expense to average assets	3.11%			2.78%			2.48%		

(1) The average balances of loans and leases include non-performing loans and leases and loans held for sale. Interest income related to non-performing loans and leases is recognized when collected. Interest income includes net loan fees collected in lieu of interest.

(2) Includes amortized cost basis of assets available-for-sale and held-to-maturity.

(3) Yields on tax-exempt municipal obligations are not presented on a tax-equivalent basis in this table.

(4) Represents annualized yields/rates.

The following table provides information with respect to: (1) the change in net interest income attributable to changes in rate (changes in rate multiplied by prior volume); and (2) the change in net interest income attributable to changes in volume (changes in volume multiplied by prior rate) for the year ended December 31, 2016 compared to the year ended December 31, 2015 and for the year ended December 31, 2015 compared to the year ended December 31, 2014 . The change in net interest income attributable to changes in rate and volume (changes in rate multiplied by changes in volume) has been allocated to the rate and volume changes in proportion to the relationship of the absolute dollar amounts of the change in each.

Rate/Volume Analysis

	Increase (Decrease) for the Year Ended December 31,					
	2016 Compared to 2015			2015 Compared to 2014		
	Rate	Volume	Net	Rate	Volume	Net
	(In Thousands)					
Interest-earning assets						
Commercial real estate and other mortgage loans ⁽¹⁾	\$ (308)	\$ 4,228	\$ 3,920	\$ (705)	\$ 8,645	\$ 7,940
Commercial and industrial loans ⁽¹⁾	264	1,211	1,475	(60)	6,766	6,706
Direct financing leases ⁽¹⁾	(36)	7	(29)	(11)	39	28
Consumer and other loans ⁽¹⁾	52	74	126	108	306	414
Total loans and leases receivable ⁽¹⁾	(28)	5,520	5,492	(668)	15,756	15,088
Mortgage-related securities ⁽²⁾	(70)	(91)	(161)	(349)	(54)	(403)
Other investment securities	(8)	52	44	4	19	23
FHLB and FRB Stock	8	(11)	(3)	45	21	66
Short-term investments	145	129	274	(13)	9	(4)
Total net change in income on interest-earning assets	47	5,599	5,646	(981)	15,751	14,770
Interest-bearing liabilities						
Transaction accounts	44	114	158	14	98	112
Money market	(430)	212	(218)	182	596	778
Certificates of deposit	117	(351)	(234)	(75)	364	289
Wholesale deposits	878	255	1,133	(268)	496	228
Total deposits	609	230	839	(147)	1,554	1,407
FHLB advances	32	(2)	30	23	65	88
Other borrowings	(26)	112	86	(16)	781	765
Junior subordinated notes	(7)	10	3	(2)	2	—
Total net change in expense on interest-bearing liabilities	608	350	958	(142)	2,402	2,260
Net change in net interest income	\$ (561)	\$ 5,249	\$ 4,688	\$ (839)	\$ 13,349	\$ 12,510

(1) The average balances of loans and leases include non-performing loans and leases and loans held for sale. Interest income related to non-performing loans and leases is recognized when collected. Interest income includes net loan fees collected in lieu of interest.

(2) Includes amortized cost basis of assets available-for-sale and held-to-maturity.

Net interest income increased by \$4.7 million , or 8.0% , for the year ended December 31, 2016 compared to the same period in 2015 . The increase in net interest income was primarily attributable to an increase in total loans and leases receivable combined with a \$1.8 million increase in recurring loan fees collected in lieu of interest. These items more than offset continued competitive pricing pressure on loans and leases, a decrease in the net accretion of purchase accounting adjustments and an increase in the rate paid on wholesale funds resulting from a steeper yield curve.

The yield on average earning assets for the year ended December 31, 2016 was 4.50% compared to 4.52% for the year ended December 31, 2015 . The decrease in the yield on average earning assets was principally due to a decrease in net accretion of purchase accounting adjustments, offset by above average recurring loan fees collected in lieu of interest. Excluding the impact of purchase accounting accretion in both 2015 and 2016 and the \$1.8 million increase in loan fees in 2016, the yield on average earning assets for the year ended December 31, 2016 was 4.16% compared to 4.20% for the year ended December 31, 2015 . Similarly, excluding net accretion in both 2015 and 2016 and the year over year increase in loan

fees, the yield on the loan and lease portfolio declined five basis points to 4.95% for the year ended December 31, 2016 from 5.00% for the year ended December 31, 2015 .

A significant portion of our loan and lease portfolio is comprised of fixed rate loans with terms generally from three to five years. As these loans reach their maturity they are renewed at current market rates and subject to competitive pricing pressures. As a result, the overall yield on the loan and lease portfolio, excluding purchase accounting adjustments and elevated recurring loan fees, continued to decline in 2016.

The overall weighted average rate paid on interest-bearing liabilities was 1.06% for the year ended December 31, 2016 , an increase of two basis points from 1.04% for the year ended December 31, 2015 . The moderate increase in the overall rate paid on interest-bearing liabilities was primarily caused by an increase in rate paid on our wholesale deposits and in-market certificates of deposit, partially offset by a reduction in the average rate paid on our money market accounts. Our continued success of attracting in-market non-interest bearing and interest-bearing demand deposits through new business relationships and increased client deposit balances mitigated the overall increase in our cost of funds driven by a steeper yield curve. The weighted average remaining maturity of our wholesale deposit portfolio remains consistent when compared to the same period in 2015, however, market rates have increased moderately throughout 2016 as a result of the Federal Reserve raising rates in both December 2015 and December 2016.

Despite an uncertain rate environment, management expects to effectively manage the Corporation's liability structure in both term and rate to deliver a stable net interest margin within our target range. Further, we expect continued success in attracting in-market deposit relationships in our Wisconsin and Kansas-based markets which we believe will contribute to our ability to maintain an appropriate cost of funds. Average in-market deposits - comprised of all transaction accounts, money market accounts and non-wholesale deposits - increased 7.4% to \$1.124 billion for the year ended December 31, 2016 from \$1.047 billion for the year ended December 31, 2015 .

Provision for Loan and Lease Losses

We determine our provision for loan and lease losses based upon credit risk and other subjective factors pursuant to our allowance for loan and lease loss methodology, the magnitude of current and historical net charge-offs recorded in the period and the amount of reserves established for impaired loans that present collateral shortfall positions. During the fourth quarter of 2015, the methodology used to determine the amount of loan and lease loss provision was refined by increasing the look-back period from three years to eight years, estimating the loss emergence period using a more granular approach and further emphasizing the application of quantitative factors to support the inherent risk of the loan and lease portfolio and less emphasis on subjective analysis. The impact of these refinements was not significant. Refer to **Allowance for Loan and Lease Losses** for further information regarding our refined allowance for loan and lease loss methodology.

We recorded a provision for loan and lease losses in the amount of \$7.8 million for the year ended December 31, 2016 as compared to \$3.4 million for the year ended December 31, 2015 and \$1.2 million for the year ended December 31, 2014 . Provision for the year ended December 31, 2016 primarily reflected \$8.2 million in specific reserves and net charge-offs related to five discrete Alterra loan relationships. Management is taking action to enhance policies, processes, controls, training, talent and reporting structures to help ensure our credit culture and discipline are instilled throughout the Corporation. The aforementioned increase in provision for loan and leases losses was tempered by improvements in underlying credit metrics in the remaining loan and lease portfolio, as asset quality at FBB and FBB-Milwaukee remained strong.

The addition of specific reserves on impaired loans represents new specific reserves established when collateral shortfalls are present, while conversely the release of specific reserves represents the reduction of previously established reserves that are no longer required. Changes in the allowance for loan and lease losses due to subjective factor changes reflect management's evaluation of the level of risk within the portfolio based upon several factors for each portfolio segment. Charge-offs in excess of previously established specific reserves require an additional provision for loan and lease losses to maintain the allowance for loan and lease losses at a level deemed appropriate by management. This amount is net of the release of any specific reserve that may have already been provided. Change in the inherent risk of the portfolio is primarily influenced by the overall growth in gross loans and leases and an analysis of loans previously charged off, as well as, movement of existing loans and leases in and out of an impaired loan classification where a specific evaluation of a particular credit may be required rather than the application of a general reserve ratio. Refer to **Asset Quality** for further information regarding the overall credit quality of our loan and lease portfolio.

Non-Interest Income

Non-interest income, consisting primarily of fees earned for trust and investment services, gains on sale of SBA loans, service charges on deposits and loan fee income, increased by \$1.0 million, or 5.7%, to \$18.0 million for the year ended December 31, 2016, from \$17.0 million for the year ended December 31, 2015. Management continues to focus on revenue growth from multiple non-interest income sources in order to maintain a diversified revenue stream through greater contribution from fee-based revenues. Total non-interest income accounted for 22.1% of our total revenues in 2016 compared to 22.5% in 2015.

The components of non-interest income were as follows for 2016, 2015 and 2014:

	Year Ended December 31,			Change From Prior Year			
	2016	2015	2014	\$ Change 2016	% Change 2016	\$ Change 2015	% Change 2015
	(In Thousands)						
Trust and investment services fee income	\$ 5,356	\$ 4,954	\$ 4,434	\$ 402	8.1 %	\$ 520	11.7%
Gain on sale of SBA loans	4,400	3,999	318	401	10.0	3,681	NM
Gain on sale of residential mortgage loans	590	729	74	(139)	(19.1)	655	NM
Service charges on deposits	2,990	2,812	2,469	178	6.3	343	13.9
Loan fees	2,430	2,187	1,577	243	11.1	610	38.7
Increase in cash surrender value of bank-owned life insurance	974	960	862	14	1.5	98	11.4
Other non-interest income	1,248	1,370	369	(122)	(8.9)	1,001	NM
Total non-interest income	\$ 17,988	\$ 17,011	\$ 10,103	\$ 977	5.7	\$ 6,908	68.4
Fee income ratio ⁽¹⁾	22.1%	22.5%	18.0%				

(1) Fee income ratio is fee income, per the above table, divided by top line revenue (defined as net interest income plus non-interest income).

Trust and investment services fee income increased by \$402,000, or 8.1%, to \$5.4 million for the year ended December 31, 2016 compared to \$5.0 million for the year ended December 31, 2015. Trust and investment services fee income is primarily driven by the amount of assets under management and administration as well as the mix of business at different fee structures and can be positively or negatively influenced by the timing and magnitude of volatility within the capital markets. At December 31, 2016, our trust assets under management were \$977.0 million, or 19.5% more than the trust assets under management of \$817.9 million at December 31, 2015, while our assets under administration increased approximately 11.9%, to \$227.4 million at December 31, 2016 from \$203.2 million at December 31, 2015. We expect to continue to increase our revenue from assets under management and administration, but market volatility may also affect the actual change in revenue.

Gain on sale of SBA loans for the year ended December 31, 2016 totaled \$4.4 million, an increase of \$401,000, or 10.0%, from the same period in 2015, primarily attributable to successful expansion of our SBA platform into the Milwaukee market and greater than expected production in the first and second quarters of 2016. In order to meet market demand and drive high-quality growth in 2017 and beyond, we are working to ensure future growth is achieved in a sustainable manner. Consequently, management has temporarily slowed the SBA production while investments to enhance the infrastructure, processes, capacity and scalability of the SBA platform are completed. As our SBA infrastructure investments continue, we expect production to ramp up throughout 2017, acting as a catalyst for earnings growth in 2018 and beyond.

Service charges on deposits increased by \$178,000, or 6.3%, to \$3.0 million for the year ended December 31, 2016, compared to \$2.8 million for the year ended December 31, 2015. The increase in service charges on deposits is primarily due to our continued success of attracting in-market fee generating non-interest bearing and interest-bearing demand deposits through new business relationships and increased client deposit balances.

Loan fees increased by approximately \$243,000, or 11.1%, to \$2.4 million for the year ended December 31, 2016 from \$2.2 million for the year ended December 31, 2015. The increase in loan fees is primarily attributable to an increase in fees commensurate with SBA production, specifically the fee income generated from servicing and packaging SBA loans. This increase was partially offset by a decrease in fees earned for issuing letters of credit on behalf of our clients.

Other non-interest income decreased by \$122,000 to \$1.2 million for the year ended December 31, 2016, compared to \$1.4 million for the year ended December 31, 2015. The decrease in other non-interest income was primarily due to a decrease in the gains recognized on the termination of leased assets. This decrease was partially offset by income recognized from our investment in various Community Development Entities.

Non-Interest Expense

Non-interest expense increased by \$9.1 million, or 19.1%, to \$56.4 million for the year ended December 31, 2016 from \$47.4 million for the comparable period of 2015. The increase in non-interest expense was primarily due to an increase in compensation expense, impairment of tax credit investments (which resulted from the recognition of \$4.2 million of tax credit benefits) and establishment of a SBA recourse reserve. The increase was partially offset by a decrease in professional fees, marketing costs and collateral liquidation costs.

The components of non-interest expense were as follows for 2016, 2015 and 2014:

	Year Ended December 31,			Change From Prior Year			
	2016	2015	2014	\$ Change 2016	% Change 2016	\$ Change 2015	% Change 2015
	(Dollars in Thousands)						
Compensation	\$ 31,545	\$ 28,543	\$ 21,477	\$ 3,002	10.5 %	\$ 7,066	32.9%
Occupancy	2,019	1,973	1,391	46	2.3	582	41.8
Professional fees	4,031	4,893	3,405	(862)	(17.6)	1,488	43.7
Data processing	3,298	2,378	1,710	920	38.7	668	39.1
Marketing	2,338	2,585	1,662	(247)	(9.6)	923	55.5
Equipment	1,189	1,230	650	(41)	(3.3)	580	89.2
FDIC insurance	1,472	920	758	552	60.0	162	21.4
Collateral liquidation costs	262	472	320	(210)	(44.5)	152	47.5
Net loss (gain) on foreclosed properties	122	(171)	(10)	293	NM	(161)	NM
Impairment on tax credit investments ⁽¹⁾	3,691	—	—	3,691	NM	—	NM
SBA recourse provision	2,068	—	—	2,068	NM	—	NM
Other non-interest expense	4,398	4,551	2,412	(153)	(3.4)	2,139	88.7
Total non-interest expense	\$ 56,433	\$ 47,374	\$ 33,775	\$ 9,059	19.1	\$ 13,599	40.3
Compensation expense to total non-interest expense	55.9%	60.3%	63.6%				
Full-time equivalent employees	257	242	215				

(1) The Corporation recognized \$4.2 million of gross tax credit benefits related to the \$3.7 million impairment of the underlying tax credit investments.

Compensation expense increased by \$3.0 million, or 10.5%, to \$31.5 million for the year ended December 31, 2016 from \$28.5 million for the year ended December 31, 2015. The increase reflects growth in compensation costs related to our strategic investment in new employees to meet our existing and future growth objectives, annual merit increases and employee benefit costs. Full time equivalent employees as of December 31, 2016 were 257, up 6.2% from 242 at December 31, 2015. We expect to continue investing in talent to support our strategic growth efforts, both in the form of additional business development and operational staff.

Professional fees expense decreased by \$862,000, or 17.6%, to \$4.0 million for the year ended December 31, 2016 from \$4.9 million for the year ended December 31, 2015. The decrease was consistent with management's expectations as technology platforms introduced in 2015 are now largely in place. Management will evaluate additional technology platforms and expand the capabilities of existing platforms going forward as we continue to strategically focus on scaling the Corporation to efficiently execute our growth strategy. For the year ended December 31, 2016, professional fees and fees paid to outside service providers specifically related to information technology ("IT") projects decreased \$508,000 and \$439,000, respectively. In addition, fees paid for audit assurance and tax compliance decreased by \$126,000. These decreases in professional fees were partially offset by a \$391,000 increase in consulting services related to SBA strategic planning and loan review, and website development.

Data processing expense increased by \$920,000 , or 38.7% , to \$3.3 million for the year ended December 31, 2016 from \$2.4 million for the year ended December 31, 2015 . The increase is principally due to a one-time fee of \$794,000 to terminate Alterra's existing core banking system vendor agreement, which is expected to be more than offset by savings recognized over the life of the renegotiated contract extended through the year 2022. Having already integrated most of Alterra's back office operations, we plan to eliminate a duplicative technology vendor relationship by fully centralizing our core banking system with the provider already utilized by our Wisconsin subsidiaries.

Marketing expense decreased by \$247,000 , or 9.6% , to \$2.3 million for the year ended December 31, 2016 from \$2.6 million for the year ended December 31, 2015 . The favorable variance is primarily due to a purposeful reduction of certain advertising initiatives as management continues to align expense growth with revenue production.

FDIC insurance expense increased by \$552,000 , or 60.0% , to \$1.5 million for the year ended December 31, 2016 from \$920,000 for the year ended December 31, 2015 . The increase in FDIC insurance expense is commensurate with the pricing changes made effective by the FDIC on July 1, 2016 (which negatively impacts FDIC-insured institutions with brokered deposits greater than 10% of total assets) and reflective of the Corporation's growth in criticized and risk-weighted assets. Consistent with our funding philosophy to match-fund long-term fixed rate loans with the most cost effective source of wholesale funds, in 2017 and beyond, we will purposefully let our brokered certificate of deposit portfolio mature and/or amortize down to less than 10% of total assets and replace it with the now more cost effective FHLB advances, as necessary, in order to lower our assessment rate in future periods.

During 2016, in accordance with the applicable accounting guidance, the Corporation recognized \$3.3 million in nonrecurring expense due to impairment of a historic tax credit investment, which corresponded with the recognition of \$3.8 million in tax credits, providing a net benefit to after-tax earnings of \$450,000 for the year ended December 31, 2016 . In addition, 2016 expenses included the recognition of \$2.1 million in SBA recourse provision for estimated losses in the outstanding guaranteed portion of SBA loans sold. As a result of negative trends in credit quality at Alterra, the Corporation performed a proactive and rigorous eligibility review of its SBA loan guarantees during 2016. No SBA recourse provision was recognized for the same period in 2015. Changes to SBA recourse provision may be a source of non-interest expense volatility in future quarters.

Income Taxes

Income tax expense was \$2.2 million for the year ended December 31, 2016 , compared to \$8.4 million for the year ended December 31, 2015 primarily due to the aforementioned recognition of a historic tax credit, as well as lower pre-tax income. The effective tax rate for the year ended December 31, 2016 was 12.6% compared to 33.7% for the year ended December 31, 2015 . The Corporation's effective tax rate may fluctuate as it is impacted by the level and timing of the Corporation's utilization of tax credits, level of pre-tax income and the extent of tax-exempt investments and loans.

FINANCIAL CONDITION

General

At December 31, 2016 total assets were \$1.781 billion, representing a decrease of \$1.4 million, or 0.1%, from \$1.782 billion at December 31, 2015. The decrease in total assets was primarily driven by a decrease in cash held at the Federal Reserve Bank (“FRB”) as the excess liquidity was deployed through investments in our loan and lease portfolio and security portfolio or otherwise absorbed through the amortization and/or maturity of brokered and in-market certificates of deposits.

Short-term investments

Short-term investments decreased by \$36.0 million to \$62.9 million at December 31, 2016 from \$98.9 million at December 31, 2015. Short-term investments primarily consist of interest-bearing deposits held at the FRB, which decreased by \$44.0 million to \$40.9 million at December 31, 2016. We value the safety and soundness provided by the FRB, and therefore, we incorporate short-term investments in our on-balance-sheet liquidity program. Although the majority of short-term investments consist of deposits with the FRB, we also make investments in commercial paper and FDIC-insured certificates of deposit acquired through brokers. We approach decisions to purchase commercial paper with similar rigor and underwriting standards applied to our loan and lease portfolio. The original maturities of the commercial paper are typically 60 days or less and provide an attractive yield in comparison to other short-term alternatives. These investments also assist us in maintaining a shorter duration of our overall investment portfolio which we believe is necessary to take advantage of an anticipated rising rate environment. In general, the level of short-term investments is influenced by the timing of deposit gathering, scheduled maturities of wholesale deposits, funding of loan and lease growth when opportunities are presented and the level of our securities portfolio. Please refer to **Liquidity and Capital Resources** for further discussion.

Securities

Total securities, including available-for-sale and held-to-maturity, increased by \$6.7 million to \$184.5 million at December 31, 2016 from \$177.8 million at December 31, 2015. As of December 31, 2016, our total securities portfolio had a weighted average estimated maturity of approximately 3.30 years. The investment portfolio primarily consists of collateralized mortgage obligations and agency obligations and is used to provide a source of liquidity, including the ability to pledge securities for possible future cash advances, while contributing to the earnings potential of the Banks. The overall duration of the securities portfolio is established and maintained to further mitigate interest rate risk present within our balance sheet as identified through asset/liability simulations. We purchase investment securities intended to protect net interest margin while maintaining an acceptable risk profile. In addition, we will purchase investments to utilize our cash position effectively within appropriate policy guidelines and estimates of future cash demands. While collateralized mortgage obligations present prepayment risk and extension risk, we believe the overall credit risk associated with these investments is minimal, as the majority of the obligations we hold are guaranteed by the Government National Mortgage Association (“GNMA”), a U.S. government agency. The estimated repayment streams associated with this portfolio also allow us to better match short-term liabilities. The Banks’ investment policies allow for various types of investments, including tax-exempt municipal securities. The ability to invest in tax-exempt municipal securities provides for further opportunity to improve our overall yield on the securities portfolio. We evaluate the credit risk of the municipal obligations prior to purchase and generally limit exposure to general obligation issuances from municipalities, primarily in Wisconsin.

As we evaluate the level of on-balance-sheet liquidity, we continue to purchase U.S. Government agency obligations, primarily those obligations issued by Federal Home Loan Mortgage Corporation (“FHLMC”) and Federal National Mortgage Association (“FNMA”). We have structured these purchases to have final maturities within two to four years from the issue date. Some of the securities contain either quarterly or one-time call features. The maturity structure of our securities portfolio allows us to effectively manage the cash flows of these securities along with the collateralized mortgage obligations to be able to meet loan demand in the near future without the need to immediately borrow funds from various funding sources and proactively adjust the portfolio should interest rates rise materially within the next two to four years. Our management deems these securities to be creditworthy and believes they exhibit appropriate market yields for the risks assumed. We expect to continue to purchase these types of approved securities with appropriate maturity terms when they are available in the market.

The majority of the securities we hold have active trading markets; therefore, we have not experienced difficulties in pricing our securities. We use a third-party pricing service as our primary source of market prices for the securities portfolio. On a quarterly basis, we validate the reasonableness of prices received from this source through independent verification of a representative sample of the portfolio, data integrity validation through comparison of current price to prior period prices and an expectation-based analysis of movement in prices based upon the changes in the related yield curves and other market factors. On a periodic basis, we review the third-party pricing vendor’s methodology for pricing relevant securities and the results of its internal control assessments. Our securities portfolio is sensitive to fluctuations in the interest rate environment

and has limited sensitivity to credit risk due to the nature of the issuers and guarantors of the securities as previously discussed. If interest rates decline and the credit quality of the securities remains constant or improves, the fair value of our debt securities portfolio would likely improve, thereby increasing total comprehensive income. If interest rates increase and the credit quality of the securities remains constant or deteriorates, the fair value of our debt securities portfolio would likely decline and therefore decrease total comprehensive income. The magnitude of the fair value change will be based upon the duration of the portfolio. A securities portfolio with a longer average duration will exhibit greater market price volatility movements than a securities portfolio with a shorter average duration in a changing rate environment. During the year ended December 31, 2016, we recognized unrealized holding losses of \$912,000 before income taxes through other comprehensive income. These losses were the result of the increase in interest rates. No securities within our portfolio were deemed to be other-than-temporarily impaired as of December 31, 2016. We sold approximately \$5.2 million of securities issued by government-sponsored enterprises during the year ended December 31, 2016 to proactively manage our securities portfolio to meet our long-term investment objectives. We recognized gains of approximately \$10,000 on the sale of these securities. There were no sales of securities during the years ended December 31, 2015 and 2014. As of December 31, 2016 and 2015 no securities were classified as trading securities.

At December 31, 2016, \$22.4 million of our mortgage-related securities were pledged to secure our various obligations, including outstanding advances or unused borrowing capacity with the FHLB and interest rate swap contracts.

The table below sets forth information regarding the amortized cost and fair values of our investments and mortgage-related securities at the dates indicated.

	As of December 31,					
	2016		2015		2014	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value
	(In Thousands)					
Available-for-sale:						
U.S. Government agency obligations - government-sponsored enterprises	\$ 6,298	\$ 6,295	\$ 8,047	\$ 8,017	\$ 9,046	\$ 8,965
Municipal obligations	8,246	8,156	4,278	4,283	573	578
Asset-backed securities	1,116	1,081	1,327	1,269	1,514	1,510
Collateralized mortgage obligations - government issued	30,936	31,213	43,845	44,543	67,740	68,874
Collateralized mortgage obligations - government-sponsored enterprises	99,865	99,148	82,707	82,436	64,763	64,771
	<u>\$ 146,461</u>	<u>\$ 145,893</u>	<u>\$ 140,204</u>	<u>\$ 140,548</u>	<u>\$ 143,636</u>	<u>\$ 144,698</u>

	As of December 31,					
	2016		2015		2014	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value
	(In Thousands)					
Held-to-maturity:						
U.S. Government agency obligations - government-sponsored enterprises	\$ 1,497	\$ 1,494	\$ 1,495	\$ 1,485	\$ 1,490	\$ 1,473
Municipal obligations	21,173	21,157	16,038	16,365	16,088	16,155
Collateralized mortgage obligations - government issued	9,148	9,127	11,718	11,709	14,505	14,531
Collateralized mortgage obligations - government-sponsored enterprises	6,794	6,742	8,031	7,999	9,480	9,535
	<u>\$ 38,612</u>	<u>\$ 38,520</u>	<u>\$ 37,282</u>	<u>\$ 37,558</u>	<u>\$ 41,563</u>	<u>\$ 41,694</u>

U.S. Government agency obligations - government-sponsored enterprises represent securities issued by the FHLMC and FNMA. Municipal obligations include securities issued by various municipalities located primarily within the State of Wisconsin and are primarily general obligation bonds that are tax-exempt in nature. Asset-backed securities represent securities

issued by the Student Loan Marketing Association (“SLMA”) which are 97% guaranteed by the U.S. Government. Collateralized mortgage obligations - government issued represent securities guaranteed by GNMA. Collateralized mortgage obligations - government-sponsored enterprises include securities guaranteed by FHLMC and the FNMA. As of December 31, 2016 , no issuer's securities exceeded 10% of our total stockholders' equity.

The following table sets forth the contractual maturity and weighted average yield characteristics of the fair value of our available for sale securities and the amortized cost of our held to maturity securities at December 31, 2016 , classified by remaining contractual maturity. Actual maturities may differ from contractual maturities because issuers have the right to call or prepay obligations without call or prepayment penalties. Yields on tax-exempt obligations have not been computed on tax equivalent basis.

	Less than One Year		One to Five Years		Five to Ten Years		Over Ten Years		Total
	Fair Value	Weighted Average Yield	Fair Value	Weighted Average Yield	Fair Value	Weighted Average Yield	Fair Value	Weighted Average Yield	
(Dollars in Thousands)									
Available-for-sale:									
U.S. Government agency obligations - government-sponsored enterprises	\$ 3,302	8.80%	\$ 2,993	1.35%	\$ —	—%	\$ —	—%	\$ 6,295
Municipal obligations	1,230	0.70	6,633	1.13	293	1.13	—	—	8,156
Asset-backed securities	—	—	—	—	1,081	1.47	—	—	1,081
Collateralized mortgage obligations - government issued	—	—	64	4.20	13,159	3.08	17,990	2.41	31,213
Collateralized mortgage obligations - government-sponsored enterprises	—	—	5,555	2.08	52,177	1.83	41,416	1.61	99,148
	<u>\$ 4,532</u>		<u>\$ 15,245</u>		<u>\$ 66,710</u>		<u>\$ 59,406</u>		<u>\$ 145,893</u>

	Less than One Year		One to Five Years		Five to Ten Years		Over Ten Years		Total
	Amortized Cost	Weighted Average Yield	Amortized Cost	Weighted Average Yield	Amortized Cost	Weighted Average Yield	Amortized Cost	Weighted Average Yield	
(Dollars in Thousands)									
Held-to-maturity:									
U.S. Government agency obligations - government-sponsored enterprises	\$ —	—%	\$ 1,497	1.07%	\$ —	—%	\$ —	—%	\$ 1,497
Municipal obligations	—	—	5,614	1.98	13,994	2.10	1,565	2.64	21,173
Collateralized mortgage obligations - government issued	—	—	—	—	—	—	9,148	1.75	9,148
Collateralized mortgage obligations - government-sponsored enterprises	—	—	—	—	—	—	6,794	1.63	6,794
	<u>\$ —</u>		<u>\$ 7,111</u>		<u>\$ 13,994</u>		<u>\$ 17,507</u>		<u>\$ 38,612</u>

Derivative Activities

The Banks’ investment policies allow the Banks to participate in hedging strategies or use of financial futures, options, forward commitments or interest rate swaps with prior approval from the Board. The Banks utilize, from time to time, derivative instruments in the course of their asset/liability management. As of December 31, 2016 and 2015 , the Banks did not hold any derivative instruments that were designated as cash flow or fair value hedges. The derivative portfolio consists of interest rate swaps offered directly to qualified commercial borrowers, which allow the Banks to provide a fixed rate alternative to their clients while mitigating interest rate risk by keeping a variable rate loan in their portfolios. The Banks economically hedge client derivative transactions by entering into equal and offsetting interest rate swap contracts executed with dealer counterparties. The economic hedge with the dealer counterparties allows the Banks to primarily offset the fixed rate interest rate risk. Derivative transactions executed through this program are not designated as accounting hedge relationships and are marked to market through earnings each period.

As of December 31, 2016 , the aggregate amortizing notional value of interest rate swaps with various commercial borrowers was approximately \$25.8 million . We receive fixed rates and pay floating rates based upon LIBOR on the swaps with commercial borrowers. These swaps mature between August 2018 and July 2027 . Commercial borrower swaps are completed independently with each borrower and are not subject to master netting arrangements. All of these commercial borrower swaps were reported on the Consolidated Balance Sheets as a derivative asset of \$352,000 , included in accrued interest receivable and other assets as of December 31, 2016 . On the offsetting swap contracts with dealer counterparties, we

pay fixed rates and receive floating rates based upon LIBOR. These interest rate swaps also have maturity dates between August 2018 and July 2027. Dealer counterparty swaps are subject to master netting agreements among the contracts within each of our Banks and are reported as a derivative liability of \$352,000. The value of these swaps was included in accrued interest payable and other liabilities on the Consolidated Balance Sheets as of December 31, 2016.

Loans and Leases Receivable

Loans and leases receivable, net of allowance for loan and lease losses, increased by \$15.1 million, or 1.1%, to \$1.430 billion at December 31, 2016 from \$1.415 billion at December 31, 2015. While we continue to have a concentration in commercial real estate (“CRE”) loans, in general, our composition of total loans and leases has remained relatively consistent due to balanced growth across our product offerings. The overall mix of our portfolio remained fairly consistent in 2016 when compared to 2015, as approximately 65.1% and 63.1% of our loan and lease portfolio, respectively, was concentrated in CRE loans primarily in our owner-occupied and non-owner-occupied classes. Our CRE portfolio increased by \$41.7 million, or 4.6%, to \$945.9 million at December 31, 2016 from \$904.2 million at December 31, 2015. As of December 31, 2016, approximately 18.7% of the CRE loans were owner-occupied CRE. We consider owner-occupied CRE more characteristic of the Corporation’s commercial and industrial (“C&I”) portfolio as, in general, the client’s primary source of repayment is the cash flow from the operating entity occupying the commercial real estate property. Our C&I portfolio decreased \$21.9 million, or 4.6%, to \$450.3 million at December 31, 2016 from \$472.2 million at December 31, 2015 principally due to slower C&I lending demand with sluggish manufacturing growth across our Midwest markets combined with above average prepayment activity in our asset-based lending line of business. Consequently, a slight decline was noted in the C&I component of our portfolio mix as approximately 31.0% of our loan and lease portfolio was comprised of C&I loans at December 31, 2016, compared to 33.0% at December 31, 2015. We continue to emphasize actively pursuing C&I loans as this segment of our loan and lease portfolio provides an attractive yield commensurate with an appropriate level of credit risk and creates opportunities for in-market deposit and trust and investment relationships which generate additional fee revenue. While we continue to experience significant competition as banks operating in our primary geographic area attempt to deploy excess liquidity, we remain committed to our underwriting standards and will not deviate from those standards for the sole purpose of growing our loan and lease portfolio. Although the pace of loan growth has slowed in recent quarters, even exclusive of the slowing of SBA loan production, we continue to expect our new loan and lease activity to adequately replace amortization and to continue to grow in future quarters.

Credit underwriting through a committee process is a key component of our operating philosophy. Business development officers have relatively low individual lending authority limits, and thus a significant portion of our new credit extensions require approval from a loan approval committee regardless of the type of loan or lease, amount of the credit or the related complexities of each proposal. In addition, we make every reasonable effort to ensure that there is appropriate collateral or a government guarantee at the time of origination to protect our interest in the related loan or lease. To monitor the ongoing credit quality of our loans and leases, each credit is evaluated for proper risk rating using a nine grade risk rating system at the time of origination, subsequent renewal, evaluation of updated financial information from our borrowers or as other circumstances dictate.

The following table presents information concerning the composition of the Banks' consolidated loans and leases receivable at the dates indicated.

	As of December 31,									
	2016		2015		2014		2013		2012	
	Amount Outstanding	% of Total Loans and Leases	Amount Outstanding	% of Total Loans and Leases	Amount Outstanding	% of Total Loans and Leases	Amount Outstanding	% of Total Loans and Leases	Amount Outstanding	% of Total Loans and Leases
(Dollars in Thousands)										
Commercial real estate:										
Commercial real estate — owner occupied	\$ 176,459	12.2%	\$ 176,322	12.3%	\$ 163,884	12.8%	\$ 141,164	14.4%	\$ 144,988	15.9%
Commercial real estate — non-owner occupied	473,158	32.5	436,901	30.4	417,962	32.6	341,695	34.8	323,660	35.5
Land development	56,638	3.9	59,779	4.2	56,836	4.4	40,946	4.2	29,241	3.2
Construction	101,206	7.0	100,625	7.0	64,324	5.0	27,762	2.8	35,725	3.9
Multi-family	92,762	6.4	80,254	5.6	72,578	5.7	62,758	6.4	58,454	6.4
1-4 family	45,651	3.1	50,304	3.5	36,182	2.8	30,786	3.1	31,943	3.5
Total commercial real estate	945,874	65.1	904,185	63.1	811,766	63.3	645,111	65.7	624,011	68.4
Commercial and industrial	450,298	31.0	472,193	33.0	416,654	32.5	293,552	29.9	256,458	28.1
Direct financing leases, net	30,951	2.2	31,093	2.2	34,165	2.7	26,065	2.7	15,926	1.7
Consumer and other:										
Home equity and second mortgage	8,412	0.6	8,237	0.6	7,866	0.6	5,272	0.5	4,642	0.5
Other	16,329	1.1	16,319	1.1	11,341	0.9	11,972	1.2	11,671	1.3
Total consumer and other	24,741	1.7	24,556	1.7	19,207	1.5	17,244	1.8	16,313	1.8
Total gross loans and leases receivable	1,451,864	100.0%	1,432,027	100.0%	1,281,792	100.0%	981,972	100.0%	912,708	100.0%
Less:										
Allowance for loan and lease losses	20,912		16,316		14,329		13,901		15,400	
Deferred loan fees	1,189		1,062		1,025		1,021		748	
Loans and leases receivable, net	<u>\$ 1,429,763</u>		<u>\$ 1,414,649</u>		<u>\$ 1,266,438</u>		<u>\$ 967,050</u>		<u>\$ 896,560</u>	

The following table shows the scheduled contractual maturities of the Banks' consolidated gross loans and leases receivable, as well as the dollar amount of such loans and leases which are scheduled to mature after one year which have fixed or adjustable interest rates, as of December 31, 2016 .

	Amounts Due				Interest Terms On Amounts Due after One Year		
	In One Year or Less	After One Year through Five Years	After Five Years	Total	Fixed Rate		Variable Rate
(In Thousands)							
Commercial real estate:							
Owner-occupied	\$ 22,312	\$ 98,058	\$ 56,089	\$ 176,459	\$ 111,935	\$ 42,212	
Non-owner occupied	85,363	276,525	111,270	473,158	288,710	99,085	
Land development	34,662	21,976	—	56,638	10,512	11,464	
Construction	33,865	27,219	40,122	101,206	9,356	57,985	
Multi-family	8,877	64,995	18,890	92,762	62,832	21,053	
1-4 family	15,218	22,730	7,703	45,651	29,177	1,256	
Commercial and industrial	149,924	231,904	68,470	450,298	104,073	196,301	
Direct financing leases	745	26,163	4,043	30,951	30,206	—	
Consumer and other	4,332	18,727	1,682	24,741	17,497	2,912	
	<u>\$ 355,298</u>	<u>\$ 788,297</u>	<u>\$ 308,269</u>	<u>\$ 1,451,864</u>	<u>\$ 664,298</u>	<u>\$ 432,268</u>	

Commercial Real Estate. The Banks originate owner-occupied and non-owner-occupied commercial real estate loans which have fixed or adjustable rates and generally terms of up to five years and amortizations of up to twenty-five years on existing commercial real estate and new construction. The Banks also originate loans to construct commercial properties and complete land development projects. The Banks' construction loans generally have terms of six to 24 months with fixed or adjustable interest rates and fees that are due at the time of origination. Loan proceeds are disbursed in increments as construction progresses and as project inspections warrant.

Commercial real estate lending typically involves larger loan principal amounts than residential mortgage loans or consumer loans and, therefore, have the potential for larger losses on a per loan basis. The repayment of these loans generally is dependent on sufficient income from the properties securing the loans to cover operating expenses and debt service. Payments on commercial real estate loans are often dependent on external market conditions impacting the successful operation or development of the property or business involved. Therefore, repayment of such loans is often more sensitive than other types of loans to adverse conditions in the real estate market or the general economy, which are outside the borrower's control. In the event that the cash flow from the property is reduced, the borrower's ability to repay the loan could be negatively impacted. The deterioration of one or a few of these loans could cause a material increase in our level of nonperforming loans, which would result in a loss of revenue from these loans and could result in an increase in the provision for loan and lease losses and an increase in charge-offs, all of which could have a material adverse impact on our net income. Additionally, many of these loans have real estate as a primary or secondary component of collateral. The market value of real estate can fluctuate significantly in a short period of time as a result of economic conditions. Adverse developments affecting real estate values in one or more of our markets could impact collateral coverage associated with the commercial real estate segment of our portfolio, possibly leading to increased specific reserves or charge-offs, which would adversely affect profitability.

Commercial and Industrial. The Banks' commercial and industrial loan portfolio is comprised of loans for a variety of purposes which principally are secured by inventory, accounts receivable, equipment, machinery and other corporate assets and are advanced within limits prescribed by our loan policy. The majority of such loans are secured and typically backed by personal guarantees of the owners of the borrowing business. Of the \$450.3 million of commercial and industrial loans, including asset-based loans, outstanding as of December 31, 2016, \$117.6 million were originated by FBCC, our asset-based lending subsidiary and \$13.8 million were originated by FBF, our factored receivable business line. These asset-based loans, including accounts receivable purchased on a full recourse basis, are typically secured by the borrower's accounts receivable and inventory. These loans generally have higher interest rates and non-origination fees collected in lieu of interest and the collateral supporting the credit is closely monitored. Asset-based loans secured by owner-occupied real estate amounted to \$20.3 million as of December 31, 2016 and are included in the owner-occupied commercial real estate loan portfolio.

Our commercial loans are typically larger in amount than loans to individual consumers and, therefore, have the potential for larger losses on a per loan basis. Additionally, asset-based borrowers are usually highly leveraged and/or have inconsistent historical earnings. Significant adverse changes in various industries could cause rapid declines in values and collectability associated with those business assets resulting in inadequate collateral coverage that may expose us to future losses. An increase in specific reserves and charge-offs may have a material adverse impact on our results of operations.

Small Business Administration. As an SBA Preferred Lender, the Banks originate loans partially guaranteed by the U.S. SBA to small businesses under the 7(a) Loan Program. Historically we have sold the guaranteed portion of our SBA 7(a) loans in the secondary market and retained the non-guaranteed portion. As of December 31, 2016, the Corporation's ownership of SBA loans that were included in the commercial and industrial loan portfolio was \$49.0 million, while the amount included in the commercial real estate loan portfolio was \$13.1 million.

Direct Financing Leases. Direct financing leases initiated through FBEF are originated with a fixed rate and typically a term of seven years or less. It is customary in the leasing industry to provide 100% financing; however, FBEF will, from time-to-time, require a down payment or lease deposit to provide a credit enhancement. All equipment leases must have an additional insured endorsement and a loss payable clause in the interest of FBEF and must carry sufficient physical damage and liability insurance.

FBEF leases machinery and equipment to clients under leases which qualify as direct financing leases for financial reporting and as operating leases for income tax purposes. Under the direct financing method of accounting, the minimum lease payments to be received under the lease contract, together with the estimated unguaranteed residual value (approximating 3% to 20% of the cost of the related equipment), are recorded as lease receivables when the lease is signed and the lease property is delivered to the client. The excess of the minimum lease payments and residual values over the cost of the equipment is recorded as unearned lease income. Unearned lease income is recognized over the term of the lease on a basis which results in a level rate of return on the unrecovered lease investment. Lease payments are recorded when due under the lease contract. Residual value is the estimated fair market value of the equipment on lease at lease termination. In estimating the equipment's

fair value, FBEF relies on historical experience by equipment type and manufacturer, published sources of used equipment pricing, internal evaluations and, when available, valuations by independent appraisers, adjusted for known trends.

Our commercial leases are typically larger in amount than leases to individual consumers and, therefore, have the potential for larger losses on an individual lease basis. Significant adverse changes in various industries could cause rapid declines in values of leased equipment resulting in inadequate collateral coverage that may expose us to future losses. An increase in specific reserves and charge-offs may have a material adverse impact on our results of operations.

Consumer and Other. The Banks originate a small amount of consumer loans consisting of home equity, second mortgage, credit card and other personal loans for professional and executive clients of the Banks.

Asset Quality

Non-performing loans increased \$2.9 million , or 13.0% , to \$25.2 million at December 31, 2016 compared to \$22.3 million at December 31, 2015 .

Our total impaired assets consisted of the following as of the dates indicated.

	As of December 31,				
	2016	2015	2014	2013	2012
	(Dollars in Thousands)				
Non-accrual loans and leases					
Commercial real estate:					
Commercial real estate – owner occupied	\$ 2,223	\$ 2,907	\$ 500	\$ 339	\$ 769
Commercial real estate – non-owner occupied	1,609	1,678	286	283	2,871
Land development	3,440	4,393	4,932	5,422	4,946
Construction	2,918	397	—	—	—
Multi-family	—	2	17	31	46
1-4 family	1,937	2,550	690	521	1,006
Total non-accrual commercial real estate	12,127	11,927	6,425	6,596	9,638
Commercial and industrial	12,463	9,136	2,318	8,011	2,842
Direct financing leases, net	—	38	—	—	—
Consumer and other:					
Home equity and second mortgage	—	542	329	453	612
Other	604	655	720	795	1,030
Total non-accrual consumer and other loans	604	1,197	1,049	1,248	1,642
Total non-accrual loans and leases	25,194	22,298	9,792	15,855	14,122
Foreclosed properties, net	1,472	1,677	1,693	333	1,574
Total non-performing assets	26,666	23,975	11,485	16,188	15,696
Performing troubled debt restructurings	717	1,735	2,003	371	1,105
Total impaired assets	\$ 27,383	\$ 25,710	\$ 13,488	\$ 16,559	\$ 16,801
Total non-accrual loans and leases to gross loans and leases	1.74%	1.56%	1.61%	1.55%	2.56%
Total non-performing assets to gross loans and leases plus foreclosed properties, net	1.83%	1.67%	1.65%	1.72%	2.81%
Total non-performing assets to total assets	1.50%	1.35%	1.28%	1.28%	2.04%
Allowance for loan and lease losses to gross loans and leases	1.44%	1.14%	1.42%	1.69%	1.66%
Allowance for loan and lease losses to non-accrual loans and leases	83.00%	73.17%	87.68%	109.05%	65.03%

As of December 31, 2016 and 2015 , \$12.8 million and \$16.2 million of the non-accrual loans were considered troubled debt restructurings, respectively. As noted in the table above, non-performing assets consisted of non-accrual loans and leases and foreclosed properties totaling \$26.7 million , or 1.50% of total assets, as of December 31, 2016 , an increase in non-performing assets of 11.2% , or \$2.7 million , from December 31, 2015 . Impaired loans and leases as of December 31, 2016 and 2015 also included \$717,000 and \$1.7 million of loans that are performing troubled debt restructurings which are

considered impaired, due to the concession in terms, but are meeting the restructured payment terms and therefore are not on non-accrual status.

A summary of the 2016 non-accrual loan and lease activity is as follows:

(In Thousands)

Non-accrual loans and leases as of December 31, 2015	\$	22,298
Loans and leases transferred into non-accrual status		15,228
Accretion of the fair value discount on purchased credit-impaired loans		129
Non-accrual loans and leases returned to accrual status		(454)
Non-accrual loans and leases partially or fully charged-off		(3,594)
Cash received and applied to principal of non-accrual loans and leases		(8,413)
Non-accrual loans and leases as of December 31, 2016	\$	25,194

We use a wide variety of available metrics to assess the overall asset quality of the portfolio and no one metric is used independently to make a final conclusion as to the asset quality of the portfolio. Non-performing assets as a percentage of total assets increased to 1.50% at December 31, 2016 from 1.35% at December 31, 2015. In the second and third quarters of 2016, deterioration in particular credits originated at Alterra had an impact on the Corporation's loan loss provision and non-performing asset levels at December 31, 2016. Subsequently, management enhanced policies, processes, controls, training, talent and reporting structures to ensure future lending meets the high standards long established within the First Business franchise. This increase was partially offset by cash collections on previously identified impaired loans. Total non-performing assets to total loans and leases and foreclosed properties as of December 31, 2016 and December 31, 2015 were 1.83% and 1.67%, respectively.

As of December 31, 2016, our direct exposure to the energy sector consisted of \$6.7 million in loans and leases receivable, or 0.46% of total gross loans and leases receivable, with no remaining unfunded commitments. This reflects a decrease of \$3.3 million, or 33.4%, compared to December 31, 2015 entirely due to payments received. These loans are likely to be adversely affected by a severe and/or prolonged downturn in oil and gas prices. The associated reserve for loan and lease losses related to this portfolio was 34.76% of total energy sector loans at December 31, 2016. Of this population, \$5.7 million was considered non-performing as of December 31, 2016. After considering specific reserves, management believes the portfolio is adequately collateralized as of the end of the reporting period.

We monitor early stage delinquencies to provide insight into potential future problems. As of December 31, 2016, the payment performance did not point to any new areas of concern, as approximately 98.8% of the total loan and lease portfolio was in a current payment status. We also monitor our asset quality through our established categories as defined in **Note 4** of our Consolidated Financial Statements. The overall dollar amount and percentage increase in non-performing loans in 2016 compared to 2015 is primarily attributable to deterioration in our Alterra loan portfolio. As we continue to actively monitor the credit quality of our loan and lease portfolios, we may identify additional loans and leases for which the borrowers or lessees are having difficulties making the required principal and interest payments based upon factors including, but not limited to, the inability to sell the underlying collateral, inadequate cash flow from the operations of the underlying businesses, liquidation events or bankruptcy filings. We are proactively working with our impaired loan borrowers to find meaningful solutions to difficult situations that are in the best interests of the Banks.

In 2016, as well as in all previous reporting periods, there were no loans over 90 days past due and still accruing interest. Loans and leases greater than 90 days past due are considered impaired and are placed on non-accrual status. Cash received while a loan or a lease is on non-accrual status is generally applied solely against the outstanding principal. If collectability of the contractual principal and interest is not in doubt, payments received may be applied to both interest due on a cash basis and principal.

Additional information about impaired loans as of and for the years indicated was as follows:

	As of December 31,				
	2016	2015	2014	2013	2012
	(In Thousands)				
Impaired loans and leases with no impairment reserves	\$ 14,033	\$ 15,175	\$ 11,270	\$ 8,200	\$ 11,006
Impaired loans and leases with impairment reserves required	11,878	8,858	525	8,026	4,221
Total impaired loans and leases	25,911	24,033	11,795	16,226	15,227
Less:					
Impairment reserve (included in allowance for loan and lease losses)	5,599	1,113	290	402	1,517
Net impaired loans and leases	\$ 20,312	\$ 22,920	\$ 11,505	\$ 15,824	\$ 13,710
Average impaired loans and leases	\$ 22,986	\$ 11,443	\$ 14,474	\$ 12,084	\$ 17,945
	For the years ended December 31,				
	2016	2015	2014	2013	2012
	(In Thousands)				
Interest income attributable to impaired loans and leases	\$ 1,617	\$ 750	\$ 870	\$ 887	\$ 1,432
Less: Interest income recognized on impaired loans and leases	614	87	740	221	321
Net foregone interest income on impaired loans and leases	\$ 1,003	\$ 663	\$ 130	\$ 666	\$ 1,111

Loans with no specific reserves required represent impaired loans where the collateral, based upon current information, is deemed to be sufficient or that have been partially charged-off to reflect our net realizable value of the loan. When analyzing the adequacy of collateral, we obtain external appraisals as appropriate. Our policy regarding commercial real estate appraisals requires the utilization of appraisers from our approved list, the performance of independent reviews to monitor the quality of such appraisals and receipt of new appraisals for impaired loans at least annually, or more frequently as circumstances warrant. We make adjustments to the appraisals for appropriate selling costs. In addition, the ordering of appraisals and review of the appraisals are performed by individuals who are independent of the business development process. Based on the specific evaluation of the collateral of each impaired loan, we believe the reserve for impaired loans was appropriate at December 31, 2016. However, we cannot provide assurance that the facts and circumstances surrounding each individual impaired loan will not change and that the specific reserve or current carrying value will not be different in the future, which may require additional charge-offs or specific reserves to be recorded. Smaller balance (individually less than \$50,000) loans are collectively evaluated for impairment as allowed under applicable accounting standards.

Foreclosed properties are recorded at the lower of cost or net realizable value. If, at the time of foreclosure, the fair value less cost to sell is lower than the carrying value of the loan, the difference, if any, is charged to the allowance for loan and lease losses prior to the transfer to foreclosed property. The fair value is based on an appraisal, discounted cash flow analysis (the majority of which is based on current occupancy and lease rates) or a verifiable offer to purchase. After foreclosure, valuation allowances or future write-downs to net realizable value are charged directly to non-interest expense. Foreclosed properties were \$1.5 million as of December 31, 2016, compared to \$1.7 million as of December 31, 2015. We recorded impairment losses of approximately \$7,000, \$36,000 and \$4,000 for the years ended December 31, 2016, 2015 and 2014, respectively. Net loss on sales of existing foreclosed property inventory was \$115,000 for the year ended December 31, 2016 and net gains were \$207,000 and \$14,000 for the years ended December 31, 2015 and 2014, respectively. We continue to evaluate possible exit strategies on our impaired loans when foreclosure action may be probable and our level of foreclosed assets may increase in the future. Loans are transferred to foreclosed properties when we claim ownership rights to the properties.

A summary of foreclosed properties activity for the years ended December 31, 2016 , 2015 and 2014 is as follows:

	For the Year Ended December 31,		
	2016	2015	2014
	(In Thousands)		
Balance at the beginning of the period	\$ 1,677	\$ 1,693	\$ 333
Foreclosed properties acquired in acquisition, at fair value	—	—	1,605
Transfer of loans to foreclosed properties, at lower of cost or fair value	—	341	—
Impairment adjustments	(7)	(36)	(4)
Net book value of properties sold	(198)	(321)	(241)
Balance at the end of the period	<u>\$ 1,472</u>	<u>\$ 1,677</u>	<u>\$ 1,693</u>

Allowance for Loan and Lease Losses

The allowance for loan and lease losses as a percentage of gross loans and leases was 1.44% as of December 31, 2016 and 1.14% as of December 31, 2015 . Non-accrual loans and leases as a percentage of gross loans and leases increased to 1.74% at December 31, 2016 compared to 1.56% at December 31, 2015 . This increase is primarily due to deterioration that occurred in the second and third quarters of 2016 in particular credits originated at Alterra. During the year ended December 31, 2016 , we recorded net charge-offs on impaired loans and leases of approximately \$3.2 million , which included \$3.6 million of charge-offs and \$372,000 of recoveries. During the year ended December 31, 2015 , we recorded net charge-offs on impaired loans and leases of approximately \$1.4 million , which included \$1.5 million of charge-offs and \$114,000 of recoveries.

As of December 31, 2016 and 2015 , our allowance for loan and lease losses to total non-accrual loans and leases was 83.00% and 73.17% , respectively. Impaired loans and leases exhibit weaknesses that inhibit repayment in compliance with the original terms of the note or lease. However, the measurement of impairment on loans and leases may not always result in a specific reserve included in the allowance for loan and lease losses. As part of the underwriting process, as well as our ongoing monitoring efforts, we try to ensure that we have appropriate collateral to protect our interest in the related loan or lease. As a result of this practice, a significant portion of our outstanding balance of non-performing loans or leases either does not require additional specific reserves or requires only a minimal amount of required specific reserve, as we believe the loans and leases are adequately collateralized as of the measurement period. In addition, management is proactive in recording charge-offs to bring loans to their net realizable value in situations where it is determined with certainty that we will not recover the entire amount of our principal. This practice may lead to a lower allowance for loan and lease loss to non-accrual loans and leases ratio as compared to our peers or industry expectations. As asset quality strengthens, our allowance for loan and lease losses is measured more through general characteristics, including historical loss experience, of our portfolio rather than through specific identification and we would therefore expect this ratio to rise. Conversely, if we identify further impaired loans, this ratio could fall if the impaired loans are adequately collateralized and therefore require no specific or general reserve. Given our business practices and evaluation of our existing loan and lease portfolio, we believe this coverage ratio is appropriate for the probable losses inherent in our loan and lease portfolio as of December 31, 2016 .

To determine the level and composition of the allowance for loan and lease losses, we break out the portfolio by segments with similar risk characteristics. First, we evaluate loans and leases for potential impairment classification. We analyze each loan and lease identified as impaired on an individual basis to determine a specific reserve based upon the estimated value of the underlying collateral for collateral-dependent loans, or alternatively, the present value of expected cash flows. For each segment of loans and leases that has not been individually evaluated, management segregates the Banks' loss factors into a quantitative general reserve component based on historical loss rates throughout the defined look back period. During 2015, based on the results of our continuous risk assessment and monitoring process, we lengthened the look back period from three years to eight years. This methodology enhancement was implemented to more accurately reflect the estimate of incurred losses for the collectively evaluated loans as of the balance sheet date. The allowance for loan and lease losses methodology considers an estimate of the historical loss emergence period (which is the period of time between the event that triggers the loss to the charge-off of that loss). During 2015, this methodology was enhanced by estimating the loss emergence period using a more granular approach of analyzing each component of the loss emergence period. The collective impact of these enhancements was not significant. The methodology also focuses on evaluation of several qualitative factors for each portfolio category, including but not limited to: management's ongoing review and grading of the loan and lease portfolios, consideration of delinquency experience, changes in the size of the loan and lease portfolios, existing economic conditions, level of loans and leases subject to more frequent review by management, changes in underlying collateral, concentrations of loans to specific industries and other qualitative factors that could affect credit losses.

When it is determined that we will not receive our entire contractual principal or the loss is confirmed, we record a charge against the allowance for loan and lease loss reserve to bring the loan or lease to its net realizable value. When estimated proceeds from the sales of property securing collateral dependent loans are deemed insufficient to repay the related debt, we confirm our inability to receive our entire contractual principal. Many of the impaired loans as of December 31, 2016 are collateral dependent. It is typically part of our process to obtain appraisals on impaired loans and leases that are primarily secured by real estate or equipment at least annually, or more frequently as circumstances warrant. As we have completed new appraisals and/or market evaluations, we have found that in general real estate values have improved; however, in specific situations current fair values collateralizing certain impaired loans were inadequate to support the entire amount of the outstanding debt. Foreclosure actions may have been initiated on certain of these commercial real estate and other mortgage loans.

As a result of our review process, we have concluded that an appropriate allowance for loan and lease loss reserve for the existing loan and lease portfolio was \$20.9 million , or 1.44% of gross loans and leases, at December 31, 2016 . Taking into consideration net charge-offs of \$3.2 million , the required provision for loan and lease losses was \$7.8 million for the year ended December 31, 2016 . However, given ongoing complexities with current workout situations and the uncertainty surrounding future economic conditions, further charge-offs and increased provisions for loan and lease losses may be recorded if additional facts and circumstances lead us to a different conclusion. In addition, various federal and state regulatory agencies review the allowance for loan and lease losses. These agencies could require certain loan and lease balances to be classified differently or charged off when their credit evaluations differ from those of management, based on their judgments about information available to them at the time of their examination.

A summary of the activity in the allowance for loan and lease losses follows:

	Year Ended December 31,				
	2016	2015	2014	2013	2012
	(Dollars in Thousands)				
Allowance at beginning of period	\$ 16,316	\$ 14,329	\$ 13,901	\$ 15,400	\$ 14,155
Charge-offs:					
Commercial real estate					
Commercial real estate — owner occupied	(41)	—	—	—	(113)
Commercial real estate — non-owner occupied	—	(653)	(631)	(792)	—
Construction and land development	(948)	—	—	(71)	(47)
Multi-family	—	—	—	—	(130)
1-4 family	(205)	(120)	—	(33)	(322)
Commercial and industrial	(2,273)	(701)	(600)	(14)	(2,739)
Direct financing leases	—	—	—	—	—
Consumer and other					
Home equity and second mortgage	(114)	(32)	—	—	(72)
Other	(13)	(7)	(2)	(4)	(56)
Total charge-offs	(3,594)	(1,513)	(1,233)	(914)	(3,479)
Recoveries:					
Commercial real estate					
Commercial real estate — owner occupied	—	2	8	1	5
Commercial real estate — non-owner occupied	74	—	5	61	192
Construction and land development	129	70	—	281	101
Multi-family	—	—	14	—	—
1-4 family	71	32	17	10	77
Commercial and industrial	91	5	369	11	66
Direct financing leases	—	—	—	5	—
Consumer and other					
Home equity and second mortgage	4	4	12	5	11
Other	3	1	—	—	29
Total recoveries	372	114	425	374	481
Net charge-offs	(3,222)	(1,399)	(808)	(540)	(2,998)
Provision for loan and lease losses	7,818	3,386	1,236	(959)	4,243
Allowance at end of period	\$ 20,912	\$ 16,316	\$ 14,329	\$ 13,901	\$ 15,400
Net charge-offs as a percent of average gross loans and leases	0.22%	0.10%	0.08%	0.06%	0.35%

We review our methodology and periodically adjust allocation percentages of allowance by segment, as reflected in the following table. Within the specific categories, certain loans or leases have been identified for specific reserve allocations as well as the whole category of that loan type or lease being reviewed for a general reserve based on the foregoing analysis of trends and overall balance growth within that category.

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The table below shows our allocation of the allowance for loan and lease losses by loan portfolio segments at the dates indicated. The allocation of allowance by segment is management's best estimate of the inherent risk in the respective loan segments. Despite the specific allocation noted in the table below, the entire allowance is available to cover any loss.

	As of December 31,									
	2016		2015		2014		2013		2012	
	Allowance for Loan and Lease Losses	% of Loans in Each Category to Total Loans	Allowance for Loan and Lease Losses	% of Loans in Each Category to Total Loans	Allowance for Loan and Lease Losses	% of Loans in Each Category to Total Loans	Allowance for Loan and Lease Losses	% of Loans in Each Category to Total Loans	Allowance for Loan and Lease Losses	% of Loans in Each Category to Total Loans
	(Dollars in Thousands)									
Loan and lease segments:										
Commercial real estate	\$ 12,384	65.1%	\$ 11,220	63.1%	\$ 8,619	63.3%	\$ 9,055	65.7%	\$ 10,693	68.4%
Commercial and industrial	7,970	33.2%	4,387	35.2%	5,492	35.2%	4,573	32.5%	4,336	29.8%
Consumer and other	558	1.7%	709	1.7%	218	1.5%	273	1.7%	371	1.8%
Total	\$ 20,912	100.0%	\$ 16,316	100.0%	\$ 14,329	100.0%	\$ 13,901	100.0%	\$ 15,400	100.0%

Although we believe the allowance for loan and lease losses was appropriate based on the current level of loan and lease delinquencies, non-accrual loans and leases, trends in charge-offs, economic conditions and other factors as of December 31, 2016, there can be no assurance that future adjustments to the allowance will not be necessary.

Deposits

As of December 31, 2016, deposits decreased by \$38.4 million to \$1.539 billion from \$1.577 billion at December 31, 2015. The decrease in deposits was primarily due to a decrease in the level of wholesale deposits, specifically brokered certificates of deposit and deposits gathered through internet deposit listing services, which declined by \$70.8 million to \$416.7 million at December 31, 2016 from \$487.5 million at December 31, 2015. This decrease was partially offset by our commercial services team's continued success in attracting and expanding in-market non-interest bearing and interest-bearing demand deposits through new business relationships and increased client deposit balances.

Consistent with our funding philosophy to match-fund long-term fixed rate loans with the most cost effective source of wholesale funds, in 2017 and beyond we will purposefully let our brokered certificate of deposit portfolio mature and/or amortize down to less than 10% of total assets and replenish with the now more cost effective FHLB advances in order to lower our FDIC assessment rate in future periods.

The following table presents the composition of the Banks' consolidated deposits at the dates indicated.

	As of December 31,									
	2016		2015		2014		2013		2012	
	Balance	% of Total Deposits	Balance	% of Total Deposits	Balance	% of Total Deposits	Balance	% of Total Deposits	Balance	% of Total Deposits
	(Dollars in Thousands)									
Non-interest-bearing transaction accounts	\$ 252,638	16.4%	\$ 231,199	14.7%	\$ 204,328	14.2%	\$ 151,275	13.4%	\$ 161,985	14.8%
Interest-bearing transaction accounts	183,992	12.0	165,921	10.5	104,199	7.2	77,004	6.8	43,542	4.0
Money market accounts	627,090	40.7	612,642	38.8	575,766	40.0	456,065	40.4	443,743	40.6
Certificates of deposit	58,454	3.8	79,986	5.1	126,635	8.8	51,979	4.6	68,599	6.3
Wholesale deposits	416,681	27.1	487,483	30.9	427,340	29.8	393,532	34.8	374,385	34.3
Total deposits	1,538,855	100.0%	1,577,231	100.0%	1,438,268	100.0%	1,129,855	100.0%	1,092,254	100.0%

Deposit balances associated with in-market relationships will fluctuate based upon maturity of time deposits, client demands for the use of their cash, our ability to service and maintain client relationships and new client deposit relationships. Deposits continue to be the primary source of the Banks' funding for lending and other investment activities. A variety of accounts are designed to attract both short- and long-term deposits. These accounts include non-interest-bearing transaction accounts, interest-bearing transaction accounts, money market accounts and time deposits. Deposit terms offered by the Banks

vary according to the minimum balance required, the time period the funds must remain on deposit, the rates and products offered by competitors and the interest rates charged on other sources of funds, among other factors.

Our strategic efforts continue to be focused on adding in-market relationships, specifically transaction deposit accounts. We measure the success of in-market deposit gathering efforts based on the number and average balances of our deposit accounts as compared to ending balances due to the volatility of some of our larger relationships. Our Banks' in-market deposits are obtained primarily from the South Central, Northeastern and Southeastern regions of Wisconsin and the greater Kansas City area. Of our total average deposits for the year ended December 31, 2016, approximately \$1.124 billion, or 70.6%, were considered in-market deposits. This compares to average in-market deposits of \$1.047 billion, or 69.9%, for 2015. Refer to **Note 8 - Deposits** in our Consolidated Financial Statements for additional information regarding our deposit composition.

The following table sets forth the amount and maturities of the Banks' certificates of deposit and wholesale deposits at December 31, 2016.

Interest Rate	Three Months and	Over Three Months	Over Six Months	Over Twelve Months	Total
	Less	Through Six Months	Through Twelve Months		
(In Thousands)					
0.00% to 0.99%	\$ 28,145	\$ 18,825	\$ 27,848	\$ 9,664	\$ 84,482
1.00% to 1.99%	9,275	22,662	34,060	255,644	321,641
2.00% to 2.99%	—	4,800	—	64,212	69,012
	<u>\$ 37,420</u>	<u>\$ 46,287</u>	<u>\$ 61,908</u>	<u>\$ 329,520</u>	<u>\$ 475,135</u>

At December 31, 2016, time deposits included \$8.9 million of certificates of deposit and wholesale deposits in denominations greater than or equal to \$250,000. Of these certificates, \$2.8 million are scheduled to mature in three months or less, \$1.5 million in greater than three through six months, \$1.3 million in greater than six through twelve months and \$3.3 million in greater than twelve months.

Of the total time deposits outstanding as of December 31, 2016, \$145.6 million are scheduled to mature in 2017, \$123.1 million in 2018, \$68.1 million in 2019, \$85.2 million in 2020, \$21.5 million in 2021 and \$31.6 million thereafter. As of December 31, 2016, we have \$61.5 million of wholesale certificates of deposit which the Banks have the right to call prior to the scheduled maturity. These certificates have original maturities ranging from 2-18 years with options to call after the first six to twelve months of issuing the certificates with monthly, quarterly or semi-annually call options thereafter.

Borrowings

We had total borrowings of \$69.7 million as of December 31, 2016, an increase of \$25.0 million, or 55.8%, from \$44.7 million at December 31, 2015. The primary reason for the increase in borrowings was due to the increase in FHLB advances consistent with our funding philosophy to match-fund long-term fixed rate loans with the most efficient and cost effective source of wholesale funds.

We expect the balance of FHLB advances to increase in future periods as we continue to reduce our brokered certificate of deposit portfolio to help reduce the recent increase in our FDIC insurance assessment rate resulting from the FDIC's revised methodology made effective July 1, 2016. Our operating range of ending wholesale funds to ending total Bank funding is 30%-40%. Wholesale funds include brokered certificates of deposit, deposits gathered from internet listing services and FHLB advances. Total Bank funding is defined as total deposits plus FHLB advances. At December 31, 2016, the ratio of wholesale funds to total Bank funding was 28.6%. We will use FHLB advances in specific maturity periods needed, typically three to five years, to match-fund fixed rate loans and effectively mitigate the interest rate risk measured through our asset/liability management process and to support asset growth initiatives while taking into consideration our operating goals and desired level of usage of wholesale funds.

The following table sets forth the outstanding balances, weighted average balances and weighted average interest rates for our borrowings (short-term and long-term) as indicated.

	December 31, 2016			December 31, 2015			December 31, 2014		
	Balance	Weighted Average Balance	Weighted Average Rate	Balance	Weighted Average Balance	Weighted Average Rate	Balance	Weighted Average Balance	Weighted Average Rate
(Dollars in Thousands)									
Federal funds purchased	\$ —	\$ 178	0.92%	\$ —	\$ 237	0.86%	\$ —	\$ 237	0.82%
FHLB advances	33,578	14,485	0.97	8,198	14,779	0.75	9,383	5,017	0.45
Other borrowings	2,590	1,739	7.64	1,592	678	9.66	675	76	7.91
Line of credit	1,010	2,079	3.26	2,510	1,619	3.18	1,010	13	3.30
Subordinated notes payable	22,498	22,467	7.13	22,440	22,410	7.14	22,383	13,058	7.40
Junior subordinated notes	10,004	9,997	11.07	9,990	9,982	11.14	9,976	9,968	11.16
	<u>\$ 69,680</u>	<u>\$ 50,945</u>	6.03	<u>\$ 44,730</u>	<u>\$ 49,705</u>	5.94	<u>\$ 43,427</u>	<u>\$ 28,369</u>	6.78
Short-term borrowings	\$ 20,588			\$ 7,010			\$ 2,010		
Long-term borrowings	49,092			37,720			42,299		
	<u>\$ 69,680</u>			<u>\$ 44,730</u>			<u>\$ 44,309</u>		

The following table sets forth maximum amounts outstanding at each month-end for specific types of short-term borrowings for the periods indicated. The maximum month-end balance has been the result of using advances with original maturities of up to 30 days to accommodate the orderly issuance of permanent wholesale funds, either in the form of brokered certificates of deposit or FHLB advances.

	Year Ended December 31,		
	2016	2015	2014
(In Thousands)			
Maximum month-end balance:			
FHLB advances	\$ 45,500	\$ 29,000	\$ 26,000

Stockholders' Equity

As of December 31, 2016, stockholders' equity was \$161.7 million, or 9.1% of total assets, compared to stockholders' equity of \$150.8 million, or 8.5% of total assets, as of December 31, 2015. Stockholders' equity increased by \$10.8 million during the year ended December 31, 2016 attributable to net income of \$14.9 million for the year ended December 31, 2016, partially offset by dividend declarations of \$4.2 million.

Non-bank Consolidated Subsidiaries

First Madison Investment Corp. FMIC is a wholly-owned operating subsidiary of FBB incorporated in the State of Nevada in 1993. FMIC was organized for the purpose of managing a portion of FBB's investment portfolio. FMIC invests in marketable securities. As an operating subsidiary, FMIC's results of operations are consolidated with FBB's for financial and regulatory purposes. FBB's investment in FMIC was \$153.0 million at December 31, 2016. FMIC had net income of \$1.6 million for the year ended December 31, 2016. This compares to a total investment of \$151.5 million at December 31, 2015 and net income of \$1.5 million for the year ended December 31, 2015.

First Business Capital Corp. FBCC is a wholly-owned subsidiary of FBB formed in 1995 and headquartered in Madison, Wisconsin. FBCC is an asset-based financing company established to meet the financing needs of companies that are generally unable to obtain traditional commercial lending products. FBCC underwrites its loans with additional emphasis placed on collateral coverage as the companies it finances are growing rapidly, highly leveraged or undergoing a turn-around period. Through its FBF division, FBCC purchases accounts receivable on a full recourse basis as one additional alternative to meet the financing needs of its client base. FBB's investment in FBCC at December 31, 2016 was \$35.5 million, gross loans outstanding were \$151.6 million and net income for the year ended December 31, 2016 was \$4.6 million. This compares to a total investment of \$30.8 million, gross loans of \$174.9 million and net income of \$3.5 million at and for the year ended December 31, 2015.

First Business Equipment Finance, LLC. FBEF, headquartered in Madison, Wisconsin, was formed in 1998 for the purpose of originating leases and extending credit in the form of loans to small- and medium-sized companies nationwide and is a wholly-owned subsidiary of FBB. FBB's total investment in FBEF at December 31, 2016 was \$7.1 million, gross loans and leases outstanding were \$42.5 million and FBEF had net loss of \$98,000 for the year ended December 31, 2016. This compares to a total investment of \$7.2 million, gross loans and leases outstanding of \$46.8 million and net income of \$342,000 at and for the year ended December 31, 2015.

Rimrock Road Investment Fund, LLC. Rimrock, formerly known as FBB Real Estate, LLC, is a wholly-owned subsidiary of FBB and was originally formed in 2009 for the purpose of holding and liquidating real estate and other assets acquired through foreclosure or other legal proceedings. In 2014, Rimrock's purpose was changed to reflect its qualified equity investment in a Madison, Wisconsin community development project, including the financing and ownership of a property that generates federal new market tax credits. FBB's total investment in Rimrock at December 31, 2016 was \$2.8 million and Rimrock had net income of \$1,000 for the year ended December 31, 2016. This compares to a total investment of \$2.8 million and a net income of \$249,000 at and for the year ended December 31, 2015.

FBB-Milwaukee Real Estate, LLC. FBBMRE is a wholly-owned subsidiary of FBB – Milwaukee and was formed in 2009 for the purpose of holding and liquidating real estate and other assets acquired through foreclosure or other legal proceedings. FBB-Milwaukee's total investment in FBBMRE was \$10,000 at December 31, 2016 and 2015 and FBBMRE had no income or loss for the years ended December 31, 2016 and 2015.

BOC Investment, LLC. BOC is a wholly-owned subsidiary of FBB and was formed in 2015 for the purpose of holding its equity investment in a Madison, Wisconsin historic development project. The investment provides federal historic tax credits upon the completion of the restoration project. FBB's total investment in BOC at December 31, 2016 was \$3.9 million and BOC had net income of \$422,000 for the year ended December 31, 2016. This compares to a total investment of \$578,000 and no net income at and for the year ended December 31, 2015.

Mitchell Street Apartments Investment, LLC. Mitchell is a wholly-owned subsidiary of FBB and was formed in 2016 for the purpose of holding its equity investment in a Milwaukee, Wisconsin historic development project. The investment provides federal historic tax credits upon the completion of the restoration project. FBB's total investment in Mitchell at December 31, 2016 was \$563,000 and Mitchell had no net income for the year ended December 31, 2016.

LIQUIDITY AND CAPITAL RESOURCES

We expect to meet our liquidity needs through existing cash on hand, established cash flow sources, our third party senior line of credit and dividends received from the Banks. While the Banks are subject to certain regulatory limitations regarding their ability to pay dividends to the Corporation, we do not believe that the Corporation will be adversely affected by these dividend limitations. The Corporation's principal liquidity requirements at December 31, 2016 were the interest payments due on subordinated and junior subordinated notes. During 2016 and 2015, FBB declared and paid dividends totaling \$13.5 million and \$7.0 million, respectively. The capital ratios of the Corporation and its subsidiaries met all applicable regulatory capital adequacy requirements in effect on December 31, 2016, and continue to meet the heightened requirements imposed by Basel III, including the capital conservation buffer that went into effect January 1, 2016. The Corporation's and the Banks' respective Boards of Directors and management teams adhere to the appropriate regulatory guidelines on decisions which affect their capital positions, including but not limited to, decisions relating to the payment of dividends and increasing indebtedness.

The Banks maintain liquidity by obtaining funds from several sources. The Banks' primary sources of funds are principal and interest payments on loans receivable and mortgage-related securities, deposits and other borrowings, such as federal funds and FHLB advances. The scheduled payments of loans and mortgage-related securities are generally a predictable source of funds. Deposit flows and loan prepayments, however, are greatly influenced by general interest rates, economic conditions and competition.

We view on-balance-sheet liquidity as a critical element to maintaining adequate liquidity to meet our cash and collateral obligations. We define our on-balance-sheet liquidity as the total of our short-term investments, our unencumbered securities available-for-sale and our unencumbered pledged loans. As of December 31, 2016 and 2015, our immediate on-balance-sheet liquidity was \$544.7 million and \$336.0 million, respectively. The significant increase in immediate on-balance sheet liquidity is the direct result of the Banks' ability to now pledge qualified commercial loans to the FHLB as collateral, pursuant to the amended Advances, Collateral Pledge, and Security Agreement executed in 2016.

At December 31, 2016 and 2015, the Banks had \$40.9 million and \$84.9 million on deposit with the FRB recorded in short-term investments, respectively. Any excess funds not used for loan funding or satisfying other cash obligations were maintained as part of our on-balance-sheet liquidity in our interest-bearing accounts with the FRB, as we value the safety and soundness provided by the FRB. We plan to utilize excess liquidity to fund loan and lease portfolio growth, pay down maturing debt, allow run off of maturing wholesale certificates of deposit or invest in securities to maintain adequate liquidity at an improved margin.

We had \$450.3 million of outstanding wholesale funds at December 31, 2016, compared to \$495.7 million of wholesale funds as of December 31, 2015, which represented 28.6% and 31.3%, respectively, of ending balance total Bank funding. Wholesale funds include brokered certificates of deposit, deposits gathered from internet listing services and FHLB advances. Total Bank funding is defined as total deposits plus FHLB advances. We are committed to our continued efforts to raise in-market deposits while maintaining our overall target mix of wholesale funds and in-market deposits. Wholesale funds continue to be an efficient source of funding for the Banks and allow them to gather funds across a larger geographic base at price levels and maturities that are more attractive than local time deposits when required to raise a similar level of in-market deposits within a short time period. Access to such deposits and borrowings allows us the flexibility to refrain from pursuing single service deposit relationships in markets that have experienced unfavorable pricing levels. In addition, the administrative costs associated with wholesale funds are considerably lower than those that would be incurred to administer a similar level of local deposits with a similar maturity structure. During the time frames necessary to accumulate wholesale funds in an orderly manner, we will use short-term FHLB advances to meet our temporary funding needs. The short-term FHLB advances will typically have terms of one week to one month to cover the overall expected funding demands.

Our in-market relationships remain stable; however, deposit balances associated with those relationships will fluctuate. We expect to establish new client relationships and continue marketing efforts aimed at increasing the balances in existing clients' deposit accounts. Nonetheless, we will continue to use wholesale funds in specific maturity periods, typically three to five years, needed to effectively mitigate the interest rate risk measured through our asset/liability management process or in shorter time periods if in-market deposit balances decline. In order to provide for ongoing liquidity and funding, all of our wholesale funds are certificates of deposit which do not allow for withdrawal at the option of the depositor before the stated maturity (with the exception of deposits accumulated through the internet listing service which have the same early withdrawal privileges and fees as do our other in-market deposits) and FHLB advances with contractual maturity terms and no call provisions. The Banks limit the percentage of wholesale funds to total Bank funds in accordance with liquidity policies approved by their respective Boards of Directors. The Corporation's overall operating range of wholesale funds to total Bank funds is 30%-40%. The Banks were in compliance with their respective policy limits as of December 31, 2016 and 2015.

The Banks were able to access the wholesale funding market as needed at rates and terms comparable to market standards during the year ended December 31, 2016 . In the event that there is a disruption in the availability of wholesale funds at maturity, the Banks have managed the maturity structure, in compliance with our approved liquidity policy, so at least one year of maturities could be funded through on-balance-sheet liquidity. These potential funding sources include deposits maintained at the FRB or Federal Reserve Discount Window utilizing currently unencumbered securities and acceptable loans as collateral. As of December 31, 2016 , the available liquidity was in excess of the stated policy minimum. We believe the Banks will also have access to the unused federal funds lines, cash flows from borrower repayments and cash flows from security maturities. The Banks also have the ability to raise local market deposits by offering attractive rates to generate the level required to fulfill their liquidity needs.

The Banks are required by federal regulation to maintain sufficient liquidity to ensure safe and sound operations. We believe that the Banks have sufficient liquidity to match the balance of net withdrawable deposits and short-term borrowings in light of present economic conditions and deposit flows.

During the year ended December 31, 2016 , operating activities resulted in a net cash inflow of \$26.2 million . Operating cash flows included net income of \$14.9 million . Net cash used in investing activities for the year ended December 31, 2016 was \$44.3 million which consisted of cash outflows to fund net loan growth and reinvestment of cash flows within purchases of additional securities, partially offset by cash inflows from maturities, redemptions and paydowns of available-for-sale and held-to-maturity securities. Net cash used in financing activities for the year ended December 31, 2016 was \$17.9 million primarily from net decreases in deposits, partially offset by cash inflows from FHLB advances.

Refer to **Note 10 - Stockholders' Equity and Regulatory Capital** for a summary of the Corporation's and the Banks' capital ratios and the ratios required by their federal regulators at December 31, 2016 and 2015 .

OFF-BALANCE-SHEET ARRANGEMENTS

Commitments

As of December 31, 2016 , the Banks had outstanding commitments to originate \$539.1 million of loans and commitments to extend funds to or on behalf of clients pursuant to standby letters of credit of \$11.8 million . As of December 31, 2016 , the Banks had \$288.0 million of commitments to extend funds which extend beyond one year. We do not expect any losses as a result of these funding commitments. We have evaluated outstanding commitments associated with loans that were identified as impaired loans and concluded that there are no additional losses required to be recorded with these unfunded commitments as of December 31, 2016 . We believe that additional commitments will not be granted or additional collateral will be provided to support any additional funds advanced. The Banks also utilize interest rate swaps for the purposes of interest rate risk management, as described further in **Note 17 – Derivative Financial Instruments** to the Consolidated Financial Statements.

Additionally the Corporation has remaining commitments of \$960,000 to Aldine Capital Fund, LP (“Aldine”) and \$2.0 million to Aldine Capital Fund II, LP (“Aldine II”), which are private equity mezzanine funding limited partnerships in which we have invested. Aldine began its operations in October 2006 and Aldine II began its operations in March 2013.

We believe adequate capital and liquidity are available from various sources to fund projected commitments.

Contractual Obligations

The following table summarizes our contractual cash obligations at December 31, 2016 :

	Payments Due by Period				Total
	Less than 1 Year	1-3 Years	4-5 Years	More than 5 Years	
	(In Thousands)				
Operating lease obligations	\$ 1,253	\$ 2,116	\$ 1,964	\$ 4,932	\$ 10,265
Time deposits	145,615	191,224	106,649	31,647	475,135
Line of credit	1,010	—	—	—	1,010
Subordinated notes payable	—	—	—	22,498	22,498
Junior subordinated notes	—	—	—	10,004	10,004
FHLB advances	19,500	14,078	—	—	33,578
Other borrowings	—	1,915	—	675	2,590
Total contractual obligations	<u>\$ 167,378</u>	<u>\$ 209,333</u>	<u>\$ 108,613</u>	<u>\$ 69,756</u>	<u>\$ 555,080</u>

SBA Recourse

In the ordinary course of business, the Corporation sells the guaranteed portion of SBA loans to third parties. In the event of a loss resulting from default and a determination by the SBA that there is a deficiency in the manner in which the loan was originated, funded or serviced by the Corporation, the SBA may require the Corporation to repurchase the loan, deny its liability under the guaranty, reduce the amount of the guaranty, or, if it has already paid under the guaranty, seek recovery of the principal loss related to the deficiency from the Corporation. The Corporation must comply with applicable SBA regulations in order to maintain the guaranty.

Management has assessed the estimated losses inherent in the outstanding guaranteed portion of SBA loans sold in accordance with ASC 450, *Contingencies*, and determined a recourse reserve based on the probability of future losses for these loans to be \$1.7 million at December 31, 2016. The recourse reserve is reported in accrued interest payable and other liabilities on the Consolidated Balance Sheets. See **Note 18 – Commitments and Contingencies** for additional information on the SBA recourse reserve.

2015 COMPARED TO 2014**Top Line Revenue**

In 2015, top line revenue increased by approximately 34.5% from the prior year primarily due to a full year's contribution from Alterra.

Top line revenue in 2014, including two months' contribution from Alterra, increased 11.2% compared to 2013 due to an 11.6% increase in average loans and leases and a two basis point increase in net interest margin. Further, non-interest income benefited from the introduction of gains on the sale of SBA loans, as well as an 18.1% increase in trust and investment services fee income.

Return on Average Assets and Return on Average Equity

ROAA was 0.97% for the year ended December 31, 2015 compared to 1.04% for the year ended December 31, 2014. The decrease in ROAA can be attributed to average asset growth exceeding net income growth. Total average assets increased 24.7% in 2015 compared to 2014, while net income increased 16.8% during the same time period. The increase in net income was principally due to improved net interest income and non-interest income, partially offset by an increase in the provision for loan and lease losses and by an increase in non-interest expense to support strategic investments in talent and technology.

ROAE for the year ended December 31, 2015 was 11.36% compared to 11.78% for the year ended December 31, 2014. The primary reasons for the decrease in ROAE are consistent with the net income variance explanations discussed above. In addition, we had a larger average equity base in 2015 compared to 2014 principally due to the acquisition of Alterra on November 1, 2014 and the corresponding issuance of 720,162 shares of common stock on a post-split basis as a portion of consideration paid in the transaction.

Net Interest Income

Net interest income increased by \$12.5 million , or 27.1% , for the year ended December 31, 2015 compared to the same period in 2014 . The increase in net interest income was primarily attributable to a favorable volume variances in total loans and leases receivable combined with a 10 basis point increase in net interest margin.

The yield on average earning assets for the year ended December 31, 2015 was 4.52% compared to 4.45% for the year ended December 31, 2014 . The increase in the yield on average earning assets was principally due to the accretion of \$1.8 million of purchase accounting adjustments. Excluding the impact of purchase accounting accretion in both years, the yield on average earning assets for the year ended December 31, 2015 was 4.41% compared to 4.42% for the year ended December 31, 2014 . Similarly, excluding net accretion, the yield on the loan and lease portfolio declined 14 basis points to 5.00% for the year ended December 31, 2015 from 5.14% for the year ended December 31, 2014 .

The overall weighted average rate paid on interest-bearing liabilities was 1.04% for the year ended December 31, 2015 , a decrease of 3 basis points from 1.07% for the year ended December 31, 2014 . The decrease in the overall rate paid on interest-bearing liabilities was primarily caused by a decrease in rate paid on our wholesale deposits as well as our in-market certificates of deposit. The continued low rate environment combined with the maturity structure of our wholesale certificates of deposit provided us the opportunity to manage our liability structure in both maturity terms and rate to deliver a similar net interest margin during 2015 relative to 2014. Further, our continued success of attracting in-market non-interest bearing demand deposits through new business relationships and increased client deposit balances contributed to the overall decline in our cost of funds. This decrease was partially offset by an unfavorable rate and volume variance on money market accounts and by the addition of other borrowings resulting from the \$15.0 million of subordinated debt issued on August 26, 2014 and \$9.0 million of FHLB advances assumed in the Alterra acquisition, both at rates that are significantly higher than our average cost of funds. Average in-market deposits - comprised of all transaction accounts, money market accounts, and non-wholesale deposits - increased 32.2% to \$1.047 billion for the year ended December 31, 2015 from \$791.8 million for the year ended December 31, 2014 .

Net interest margin increased 10 basis points to 3.66% for the year ended December 31, 2015 from 3.56% for the year ended December 31, 2014 . Net accretion/amortization on the Alterra purchase accounting adjustments of \$2.5 million combined with the addition of the Alterra loan portfolio at yields greater than that of the Wisconsin-based portfolio drove a favorable impact of 15 basis points in net interest margin. In addition, the changing mix of our deposit base reduced our overall cost of funds and positively affected our net interest margin by approximately five basis points, offsetting the seven basis point decrease related to the declining yield on our investment portfolio. Other factors, primarily the aforementioned issuance of \$15.0 million of subordinated debt on August 26, 2014, negatively influenced the net interest margin by three basis points in the aggregate.

Non-Interest Income

Non-interest income, consisting primarily of fees earned for trust and investment services, gains on sale of SBA and residential mortgage loans, service charges on deposits and loan fee income, increased by \$6.9 million , or 68.4% , to \$17.0 million for the year ended December 31, 2015 , from \$10.1 million for the year ended December 31, 2014 which included only two months' contribution from Alterra. Total non-interest income accounted for 22.5% of our total revenues in 2015 compared to 18.0% in 2014.

Trust and investment services fee income increased by \$520,000 , or 11.7% , to \$5.0 million for the year ended December 31, 2015 compared to \$4.4 million for the year ended December 31, 2014 . Trust and investment services fee income is primarily driven by the amount of assets under management and administration as well as the mix of business at different fee structures and can be positively or negatively influenced by the timing and magnitude of volatility within the capital markets. At December 31, 2015 , our trust assets under management were \$817.9 million , or 5.8% more than the trust assets under management of \$773.2 million at December 31, 2014 , while our assets under administration increased approximately 8.9% , to \$203.2 million at December 31, 2015 from \$186.5 million at December 31, 2014 .

Gain on sale of SBA loans for the year ended December 31, 2015 totaled \$4.0 million , an increase of \$3.7 million from the same period in 2014 , attributable to growth in our Kansas City market, expansion of our SBA lending platform into our Wisconsin markets and a full year's contribution from Alterra.

Service charges on deposits increased by \$343,000 , or 13.9% , to \$2.8 million for the year ended December 31, 2015 , compared to \$2.5 million for the year ended December 31, 2014 . The increase in service charges on deposits is primarily due to a full year's contribution from Alterra combined with an increase in transaction accounts in our Wisconsin markets.

Loan fees increased by approximately \$610,000 , or 38.7% , to \$2.2 million for the year ended December 31, 2015 from \$1.6 million for the year ended December 31, 2014 . The increase in loan fees is primarily attributable to a full year's contribution from Alterra, specifically the fee income generated from servicing and packaging SBA loans. This increase was partially offset by a decrease in fees earned for issuing letters of credit on behalf of our clients.

Gain on sale of residential mortgage loans for the year ended December 31, 2015 totaled \$729,000 , an increase of \$655,000 from the same period in 2014 , entirely attributable to a full year's contribution from Alterra.

Other non-interest income increased by \$1.0 million to \$1.4 million for the year ended December 31, 2015 , compared to \$369,000 for the year ended December 31, 2014 . The increase in other income was primarily due to gains recognized on the termination of leased assets, income recognized from our investment in various Community Development Entities and the amortization of the reserve for unfunded commitments resulting from the fair value purchase accounting adjustments associated with the acquisition of Alterra. For the year ended December 31, 2015 , we recognized \$458,000 in non-interest income due to the amortization of the reserve as the associated loans have fully funded, renewed or matured.

Non-Interest Expense

Non-interest expense increased by \$13.6 million , or 40.3% , to \$47.4 million for the year ended December 31, 2015 from \$33.8 million for the comparable period of 2014 . The acquisition of Alterra was the primary driver for the increase in all non-interest expense categories. Compensation, professional fees and marketing expense categories comprise the majority of the overall increase.

Compensation expense increased by \$7.1 million , or 32.9% , to \$28.5 million for the year ended December 31, 2015 from \$21.5 million for the year ended December 31, 2014 . In addition to the increase related to a full year's contribution from Alterra, the overall increase reflects growth in compensation costs related to annual merit increases, employee benefit costs, incentive compensation accruals on a larger base of employees and our strategic investment in new employees to meet our existing and future growth objectives. Full time equivalent employees as of December 31, 2015 were 242 , up 12.6% from 215 at December 31, 2014 .

Professional fees expense increased by \$1.5 million , or 43.7% , to \$4.9 million for the year ended December 31, 2015 from \$3.4 million for the year ended December 31, 2014 . In addition to the increase related to a full year's contribution from Alterra, the overall increase primarily reflects our 2015 strategy to invest in technology-based corporate initiatives to drive operational efficiency. For the year ended December 31, 2015 , professional fees specifically related to IT projects increased \$922,000 . In addition, fees paid to other outside service providers increased \$536,000 primarily due to temp-to-hire employees required to support our strategic IT initiatives, while fees paid for audit assurance and tax compliance increased by \$356,000 . The largest remaining item in the variance was an increase in recruiting expenses related to our ongoing investment in attracting talent, offset by a decrease in merger-related costs of \$879,000 .

Marketing expense increased by \$923,000 , or 55.5% , to \$2.6 million for the year ended December 31, 2015 from \$1.7 million for the year ended December 31, 2014 . The addition of Alterra and related expansion of our marketing efforts into new geographic regions was the primary driver of the increase.

Other non-interest expense increased by \$2.1 million , or 88.7% , to \$4.6 million for the year ended December 31, 2015 compared to \$2.4 million for the same time period of 2014 . In addition to the increase related to a full year's contribution from Alterra, the overall increase primarily reflects annual subscriptions for cloud-based solutions and expanded and enhanced telecommunication services to support our growth and ongoing strategy to invest in technology-based corporate initiatives to drive operational efficiency.

Income Taxes

Income tax expense was \$8.4 million for the year ended December 31, 2015 compared to \$7.1 million for the year ended December 31, 2014 primarily due to higher pre-tax income. The effective tax rate for the year ended December 31, 2015 was 33.7% compared to 33.4% for the year ended December 31, 2014 .

During the fourth quarter of 2014, we invested in a federal new market tax credit. These credits are typically purchased at 70-90% of the amount of the credit and are generally utilized to offset taxes payable over ten-year and seven-year periods, respectively. For both years ended December 31, 2015 and 2014 , the tax credit used to reduce our tax expense totaled \$375,000. The net result of this transaction was a decrease to income tax expense, which reduced our effective tax rate.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. By their nature, changes in these assumptions and estimates could significantly affect the financial position or results of operations for FBFS. Actual results could differ from those estimates. Discussed below are certain policies that are critical to FBFS. We view critical accounting policies to be those which are highly dependent on subjective or complex judgments, estimates and assumptions, and where changes in those estimates and assumptions could have a significant impact on the financial statements.

Allowance for Loan and Lease Losses. The allowance for loan and lease losses represents our recognition of the risks of extending credit and our evaluation of the quality of the loan and lease portfolio and as such, requires the use of judgment as well as other systematic objective and quantitative methods which may include additional assumptions and estimates. The risks of extending credit and the accuracy of our evaluation of the quality of the loan and lease portfolio are neither static nor mutually exclusive and could result in a material impact on our Consolidated Financial Statements. We may over-estimate the quality of the loan and lease portfolio resulting in a lower allowance for loan and lease losses than necessary, overstating net income and equity. Conversely, we may under-estimate the quality of the loan and lease portfolio, resulting in a higher allowance for loan and lease losses than necessary, understating net income and equity. The allowance for loan and lease losses is a valuation allowance for probable credit losses, increased by the provision for loan and lease losses and decreased by charge-offs, net of recoveries. We estimate the allowance reserve balance required and the related provision for loan and lease losses based on monthly evaluations of the loan and lease portfolio, with particular attention paid to loans and leases that have been specifically identified as needing additional management analysis because of the potential for further problems. During these evaluations, consideration is also given to such factors as the level and composition of impaired and other non-performing loans and leases, historical loss experience, results of examinations by regulatory agencies, independent loan and lease reviews, our estimate of the fair value of the underlying collateral taking into consideration various valuation techniques and qualitative adjustments to inputs to those estimates of fair value, the strength and availability of guarantees, concentration of credits and other factors. Allocations of the allowance may be made for specific loans or leases, but the entire allowance is available for any loan or lease that, in our judgment, should be charged off. Loan and lease losses are charged against the allowance when we believe that the uncollectability of a loan or lease balance is confirmed. See **Note 1 – Nature of Operations and Summary of Significant Accounting Policies** in the Consolidated Financial Statements for further discussion of the allowance for loan and lease losses.

We also continue to exercise our legal rights and remedies as appropriate in the collection and disposal of non-performing assets, and adhere to rigorous underwriting standards in our origination process in order to continue to maintain strong asset quality. Although we believe that the allowance for loan and lease losses was appropriate as of December 31, 2016 based upon the evaluation of loan and lease delinquencies, non-performing assets, charge-off trends, economic conditions and other factors, there can be no assurance that future adjustments to the allowance will not be necessary. If the quality of loans or leases deteriorates, then the allowance for loan and lease losses would generally be expected to increase relative to total loans and leases. If loan or lease quality improves, then the allowance would generally be expected to decrease relative to total loans and leases.

Goodwill Impairment Assessment. Goodwill is not amortized but, instead, is subject to impairment tests on at least an annual basis, and more frequently if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount, including goodwill. The Corporation conducted its annual impairment test in July 2016, utilizing a qualitative assessment, and concluded that it is more likely than not that Alterra's estimated fair value exceeded its carrying value. Due to continued credit deterioration at Alterra and management's decision to temporarily slow SBA production while investments to enhance the platform are made, management elected to again assess goodwill in November 2016 by comparing the fair value of Alterra to its carrying value. Based on this assessment, management concluded that there was no evidence of goodwill impairment. There were no events since the November 2016 impairment test that have changed the Corporation's impairment assessment conclusion. Although no goodwill impairment was noted, there can be no assurances that future goodwill impairment will not occur. See **Note 1 – Nature of Operations and Summary of Significant Accounting Policies** for the Corporation's accounting policy on goodwill and see **Note 6 – Goodwill and Other Intangible Assets** in the Consolidated Financial Statements for a detailed discussion of the factors considered by management in the assessment.

Income Taxes. FBFS and its wholly owned subsidiaries file a consolidated federal income tax return, a combined Wisconsin state tax return and a Kansas state tax return. Deferred income taxes are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. The determination of current and deferred income taxes is based on complex analysis of many factors, including the interpretation of federal and state income tax laws, the difference between the tax and financial reporting basis of assets and

liabilities (temporary differences), estimates of amounts currently due or owed, such as the timing of reversals of temporary differences, and current accounting standards. We apply a more likely than not approach to each of our tax positions when determining the amount of tax benefit to record in our Consolidated Financial Statements. 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 of a change in tax rates on deferred taxes is recognized in income in the period that includes the enactment date. We have made our best estimate of valuation allowances utilizing positive and negative evidence and evaluation of sources of taxable income including availability of taxable income in prior years to carry back any losses, tax planning strategies and expected reversals of timing differences to determine if valuation allowances were needed for deferred tax assets. Realization of deferred tax assets over time is dependent on our ability to generate sufficient taxable earnings in future periods and a valuation allowance may be necessary if management determines that it is more likely than not that the deferred asset will not be utilized. These estimates and assumptions are subject to change. Changes in these estimates and assumptions could adversely affect future consolidated results of operations. The Corporation believes the tax assets and liabilities are properly recorded in the Consolidated Financial Statements. See also **Note 16 – Income Taxes** in the Consolidated Financial Statements.

The federal and state taxing authorities who make assessments based on their determination of tax laws may periodically review our interpretation of federal and state income tax laws. Tax liabilities could differ significantly from the estimates and interpretations used in determining the current and deferred income tax liabilities based on the completion of examinations by taxing authorities.

Item 7A. Quantitative and Qualitative Disclosures about Market Risk

Our primary market risk is interest rate risk, which arises from exposure of our financial position to changes in interest rates. It is our strategy to reduce the impact of interest rate risk on net interest margin by maintaining a favorable match between the maturities and repricing dates of interest-earning assets and interest-bearing liabilities. This strategy is monitored by the respective Banks' Asset/Liability Management Committees, in accordance with policies approved by the respective Banks' Boards. These committees meet regularly to review the sensitivity of their respective Bank's assets and liabilities to changes in interest rates, liquidity needs and sources, and pricing and funding strategies.

We use two techniques to measure interest rate risk. The first is simulation of earnings. In this measurement technique the balance sheet is modeled as an ongoing entity whereby future growth, pricing and funding assumptions are implemented. These assumptions are modeled under different rate scenarios that include a parallel, instantaneous and sustained change in interest rates. Key assumptions include:

- the behavior of interest rates and pricing spreads;
- the changes in product balances; and
- the behavior of loan and deposit clients in different rate environments.

This analysis incorporates several assumptions, the most material of which relate to the re-pricing characteristics and balance fluctuations of deposits with indeterminate or non-contractual maturities.

The sensitivity analysis included below is measured as a percentage change in net interest income for the next 12 months due to instantaneous movements in benchmark interest rates from a baseline scenario. Estimated changes set forth below are dependent upon material assumptions such as those previously discussed.

Instantaneous Rate Change in Basis Points	Impact on Net Interest Income as of December 31,	
	2016	2015
Down 50	0.01%	(2.82)%
No Change	—%	—%
Up 100	5.34%	2.30%
Up 200	10.95%	8.22%

The earnings simulation analysis does not incorporate any management actions that may be used to mitigate negative consequences of actual interest rate movement. For that reason and others, they do not reflect the likely actual results but serve as conservative estimates of interest rate risk. This simulation analysis is not comparable to actual results disclosed elsewhere or directly predictive of future values of other measures provided.

The second measurement technique used is static gap analysis. Gap analysis involves measurement of the difference in asset and liability repricing on a cumulative basis within a specified time frame. In general, a positive gap indicates that more

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interest-earning assets than interest-bearing liabilities reprice/mature in a time frame and a negative gap indicates the opposite. As shown in the cumulative gap position in the table presented below, at December 31, 2016, our interest-bearing liabilities have the general characteristics that will allow them to reprice faster than interest-earning assets over the next 12 months while our interest-earning assets will reprice faster than interest-bearing-liabilities thereafter. In addition to the gap position, other determinants of net interest income are the shape of the yield curve, general rate levels and the corresponding effect of contractual interest rate floors, reinvestment spreads, balance sheet growth and mix, and interest rate spreads. Our success in attracting in-market deposits adds to the interest rate liability sensitivity of the organization.

We manage the structure of interest-earning assets and interest-bearing liabilities by adjusting their mix, yield, maturity and/or repricing characteristics based on market conditions. Wholesale certificates of deposit and FHLB advances are a significant source of our funding and we use a variety of maturities to augment our management of interest rate exposure. Currently, we do not employ any derivatives to assist in managing our interest rate risk exposure; however, management has the authorization, as permitted within applicable approved policies, and ability to utilize such instruments should they be appropriate to manage interest rate exposure.

The following table illustrates our static gap position.

	Estimated Maturity or Repricing at December 31, 2016				
	Within 3 Months	3-12 Months	1-5 Years	After 5 Years	Total
(Dollars in Thousands)					
Assets:					
Short-term investments	\$ 61,941	\$ —	\$ 980	\$ —	\$ 62,921
Investment securities	8,395	16,536	143,267	16,148	184,346
Commercial loans	211,799	28,226	83,867	10,296	334,188
Real estate loans	343,584	92,890	365,379	120,853	922,706
Asset-based loans	151,872	—	—	—	151,872
Lease receivables	829	3,864	13,907	1,216	19,816
Consumer loans	1,217	337	655	—	2,209
Total earning assets ⁽¹⁾	\$ 779,637	\$ 141,853	\$ 608,055	\$ 148,513	\$ 1,678,058
Liabilities:					
Interest-bearing transaction	\$ 183,992	\$ —	\$ —	\$ —	\$ 183,992
Money market accounts	627,090	—	—	—	627,090
Time deposits under \$250,000	23,611	116,461	295,313	31,647	467,032
Time deposits \$250,000 and over	2,516	2,554	3,033	—	8,103
FHLB advances	78	19,500	14,000	—	33,578
Short-term borrowings	1,010	—	—	—	1,010
Long-term debt ⁽²⁾	9,841	—	15,675	10,315	35,831
Total interest-bearing liabilities	\$ 848,138	\$ 138,515	\$ 328,021	\$ 41,962	\$ 1,356,636
Interest rate gap	\$ (68,501)	\$ 3,338	\$ 280,034	\$ 106,551	\$ 321,422
Cumulative interest rate gap	\$ (68,501)	\$ (65,163)	\$ 214,871	\$ 321,422	
Cumulative interest rate gap to total earning assets	(4.08)%	(3.88)%	12.80%	19.15%	

(1) Excludes non-interest sensitive balances and balances with indeterminate maturities.

(2) Excludes debt issuance costs.

Item 8. Financial Statements and Supplementary Data

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First Business Financial Services, Inc.
Consolidated Balance Sheets

	December 31, 2016	December 31, 2015
(In Thousands, Except Share Data)		
Assets		
Cash and due from banks	\$ 14,596	\$ 14,640
Short-term investments	62,921	98,924
Cash and cash equivalents	77,517	113,564
Securities available-for-sale, at fair value	145,893	140,548
Securities held-to-maturity, at amortized cost	38,612	37,282
Loans held for sale	1,111	2,702
Loans and leases receivable, net of allowance for loan and lease losses of \$20,912 and \$16,316, respectively	1,429,763	1,414,649
Premises and equipment, net	3,772	3,954
Foreclosed properties	1,472	1,677
Bank-owned life insurance	39,048	28,298
Federal Home Loan Bank and Federal Reserve Bank stock, at cost	2,131	2,843
Goodwill and other intangible assets	12,773	12,493
Accrued interest receivable and other assets	28,607	24,071
Total assets	\$ 1,780,699	\$ 1,782,081
Liabilities and Stockholders' Equity		
Deposits	\$ 1,538,855	\$ 1,577,231
Federal Home Loan Bank advances and other borrowings	59,676	34,740
Junior subordinated notes	10,004	9,990
Accrued interest payable and other liabilities	10,514	9,288
Total liabilities	1,619,049	1,631,249
Stockholders' equity:		
Preferred stock, \$0.01 par value, 2,500,000 shares authorized, none issued or outstanding	—	—
Common stock, \$0.01 par value, 25,000,000 shares authorized, 8,959,239 and 8,922,375 shares issued, 8,715,856 and 8,699,410 shares outstanding at December 31, 2016 and 2015, respectively	90	89
Additional paid-in capital	77,542	76,549
Retained earnings	91,317	80,584
Accumulated other comprehensive loss	(522)	(80)
Treasury stock (243,383 and 222,965 shares at December 31, 2016 and 2015, respectively), at cost	(6,777)	(6,310)
Total stockholders' equity	161,650	150,832
Total liabilities and stockholders' equity	\$ 1,780,699	\$ 1,782,081

See accompanying Notes to Consolidated Financial Statements.

First Business Financial Services, Inc.
Consolidated Statements of Income

	For the Year Ended December 31,		
	2016	2015	2014
(In Thousands, Except Share Data)			
Interest income			
Loans and leases	\$ 74,627	\$ 69,135	\$ 54,047
Securities income	2,845	2,962	3,342
Short-term investments	645	374	312
Total interest income	78,117	72,471	57,701
Interest expense			
Deposits	11,716	10,877	9,470
Federal Home Loan Bank advances and other borrowings	1,958	1,842	989
Junior subordinated notes	1,115	1,112	1,112
Total interest expense	14,789	13,831	11,571
Net interest income	63,328	58,640	46,130
Provision for loan and lease losses	7,818	3,386	1,236
Net interest income after provision for loan and lease losses	55,510	55,254	44,894
Non-interest income			
Trust and investment services fee income	5,356	4,954	4,434
Gain on sale of Small Business Administration loans	4,400	3,999	318
Gain on sale of residential mortgage loans	590	729	74
Service charges on deposits	2,990	2,812	2,469
Loan fees	2,430	2,187	1,577
Increase in cash surrender value of bank-owned life insurance	974	960	862
Other non-interest income	1,248	1,370	369
Total non-interest income	17,988	17,011	10,103
Non-interest expense			
Compensation	31,545	28,543	21,477
Occupancy	2,019	1,973	1,391
Professional fees	4,031	4,893	3,405
Data processing	3,298	2,378	1,710
Marketing	2,338	2,585	1,662
Equipment	1,189	1,230	650
FDIC insurance	1,472	920	758
Collateral liquidation costs	262	472	320
Net loss (gain) on foreclosed properties	122	(171)	(10)
Impairment of tax credit investments	3,691	—	—
SBA recourse provision	2,068	—	—
Other non-interest expense	4,398	4,551	2,412
Total non-interest expense	56,433	47,374	33,775
Income before income tax expense	17,065	24,891	21,222
Income tax expense	2,156	8,377	7,083
Net income	\$ 14,909	\$ 16,514	\$ 14,139
Earnings per common share:			
Basic	\$ 1.71	\$ 1.90	\$ 1.76
Diluted	1.71	1.90	1.75
Dividends declared per share	0.48	0.44	0.42

See accompanying Notes to Consolidated Financial Statements.

First Business Financial Services, Inc.
Consolidated Statements of Comprehensive Income

	For the Year Ended December 31,		
	2016	2015	2014
	(In Thousands)		
Net income	\$ 14,909	\$ 16,514	\$ 14,139
Other comprehensive (loss) income, before tax			
Securities available-for-sale:			
Unrealized securities (losses) gains arising during the period	(912)	(719)	1,619
Securities held-to-maturity:			
Unrealized losses transferred during the period	—	—	(874)
Amortization of net unrealized losses transferred from available-for-sale	159	233	167
Income tax benefit (expense)	311	188	(352)
Total other comprehensive (loss) income	(442)	(298)	560
Comprehensive income	<u>\$ 14,467</u>	<u>\$ 16,216</u>	<u>\$ 14,699</u>

See accompanying Notes to Consolidated Financial Statements.

First Business Financial Services, Inc.
Consolidated Statements of Changes in Stockholders' Equity

	Common Shares Outstanding	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Treasury Stock	Total
(In Thousands, Except Share Data)							
Balance at December 31, 2013	7,887,994	\$ 41	\$ 56,002	\$ 57,143	\$ (342)	\$ (3,569)	\$ 109,275
Net income	—	—	—	14,139	—	—	14,139
Other comprehensive income	—	—	—	—	560	—	560
Issuance of common stock	720,162	3	16,554	—	—	—	16,557
Exercise of stock options	78,000	1	936	—	—	—	937
Share-based compensation - restricted shares	64,522	—	887	—	—	—	887
Share-based compensation - tax benefits	—	—	584	—	—	—	584
Cash dividends (\$0.42 per share)	—	—	—	(3,396)	—	—	(3,396)
Treasury stock purchased	(78,824)	—	—	—	—	(1,795)	(1,795)
Balance at December 31, 2014	8,671,854	\$ 45	\$ 74,963	\$ 67,886	\$ 218	\$ (5,364)	\$ 137,748
Net income	—	—	—	16,514	—	—	16,514
Other comprehensive loss	—	—	—	—	(298)	—	(298)
Common stock dividends	—	44	(44)	—	—	—	—
Exercise of stock options	24,000	—	300	—	—	—	300
Share-based compensation - restricted shares	45,347	—	1,063	—	—	—	1,063
Share-based compensation - tax benefits	—	—	267	—	—	—	267
Cash dividends (\$0.44 per share)	—	—	—	(3,816)	—	—	(3,816)
Treasury stock purchased	(41,791)	—	—	—	—	(946)	(946)
Balance at December 31, 2015	8,699,410	\$ 89	\$ 76,549	\$ 80,584	\$ (80)	\$ (6,310)	\$ 150,832
Net income	—	—	—	14,909	—	—	14,909
Other comprehensive loss	—	—	—	—	(442)	—	(442)
Share-based compensation - restricted shares	36,864	1	993	—	—	—	994
Cash dividends (\$0.48 per share)	—	—	—	(4,176)	—	—	(4,176)
Treasury stock purchased	(20,418)	—	—	—	—	(467)	(467)
Balance at December 31, 2016	8,715,856	\$ 90	\$ 77,542	\$ 91,317	\$ (522)	\$ (6,777)	\$ 161,650

See accompanying Notes to Consolidated Financial Statements.

First Business Financial Services, Inc.
Consolidated Statements of Cash Flows

For the Year Ended December 31,

	2016	2015	2014
	(In Thousands)		
Operating activities			
Net income	\$ 14,909	\$ 16,514	\$ 14,139
Adjustments to reconcile net income to net cash provided by operating activities:			
Deferred income taxes, net	(1,108)	1,158	1,389
Impairment of tax credit investments	3,691	—	—
Provision for loan and lease losses	7,818	3,386	1,236
Depreciation, amortization and accretion, net	1,515	(90)	1,870
Share-based compensation	994	1,063	887
Gain on sale of available-for-sale securities	(10)	—	—
Increase in value of bank-owned life insurance policies	(974)	(960)	(862)
Origination of loans for sale	(71,965)	(70,254)	(9,392)
Sale of loans originated for sale	78,546	77,333	6,651
Gain on sale of loans originated for sale	(4,990)	(4,728)	(392)
Net loss (gain) on foreclosed properties, including impairment valuation	122	(171)	(10)
Excess tax benefit from share-based compensation	(142)	—	—
Returns on investments in limited partnerships	250	—	—
Increase in accrued interest receivable and other assets	(3,861)	(1,033)	(5,448)
Increase in accrued interest payable and other liabilities	1,367	1,002	1,806
Net cash provided by operating activities	<u>26,162</u>	<u>23,220</u>	<u>11,874</u>
Investing activities			
Proceeds from maturities, redemptions and paydowns of available-for-sale securities	43,745	42,899	44,148
Proceeds from maturities, redemptions and paydowns of held-to-maturity securities	3,882	4,349	2,211
Proceeds from sale of available-for-sale securities	5,227	—	—
Purchases of available-for-sale and held-to-maturity securities	(61,547)	(40,721)	(52,947)
Proceeds from sale of foreclosed properties	83	528	255
Net increase in loans and leases	(22,385)	(155,204)	(299,095)
Net cash associated with the Alterra Bank acquisition	—	—	(11,957)
Investments in limited partnerships	(750)	—	(1,000)
Returns of investments in limited partnerships	541	459	722
Investment in community development entity	—	—	(7,500)
Investment in historic development entities	(3,456)	(578)	—
Investment in Federal Home Loan Bank and Federal Reserve Bank Stock	(1,308)	(1,352)	(1,459)
Proceeds from the sale of Federal Home Loan Bank Stock	2,020	849	373
Purchases of leasehold improvements and equipment, net	(584)	(789)	(3,190)
Purchases of bank owned life insurance policies	(9,750)	—	(3,285)
Premium payment on bank owned life insurance policies	(26)	(25)	(25)
Net cash used in investing activities	<u>(44,308)</u>	<u>(149,585)</u>	<u>(332,749)</u>
Financing activities			
Net (decrease) increase in deposits	(38,256)	139,469	308,413
Repayment of Federal Home Loan Bank advances	(4,500)	(1,000)	—
Proceeds from Federal Home Loan Bank advances	30,000	—	9,383
Net (decrease) increase in short-term borrowed funds	(1,500)	1,500	1,000
Net increase in long-term borrowed funds	998	918	675
Proceeds from issuance of subordinated notes payable, net of issuance costs	—	—	14,469
Repayment of subordinated notes payable	—	—	(4,000)
Excess tax benefit from share-based compensation	—	267	584
Common stock issuance	—	—	16,557
Cash dividends paid	(4,176)	(3,816)	(3,396)

First Business Financial Services, Inc.
Consolidated Statements of Cash Flows

	For the Year Ended December 31,		
	2016	2015	2014
	(In Thousands)		
Exercise of stock options	—	300	936
Purchase of treasury stock	(467)	(946)	(1,795)
Net cash (used in) provided by financing activities	(17,901)	136,692	342,826
Net (decrease) increase in cash and cash equivalents	(36,047)	10,327	21,951
Cash and cash equivalents at the beginning of the period	113,564	103,237	81,286
Cash and cash equivalents at the end of the period	\$ 77,517	\$ 113,564	\$ 103,237
Supplementary cash flow information			
Cash paid during the period for:			
Interest paid on deposits and borrowings	\$ 14,790	\$ 13,639	\$ 11,048
Income taxes paid	5,554	5,668	7,221
Non-cash investing and financing activities:			
Transfer of securities from available-for-sale to held-to-maturity	—	—	44,587
Transfer of loans from held-to-maturity to held-for-sale	11,504	4,336	—
Unrealized loss on transfer of securities from available-for-sale to held-to-maturity	—	—	(874)

See accompanying Notes to Consolidated Financial Statements.

First Business Financial Services, Inc.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 1 – Nature of Operations and Summary of Significant Accounting Policies

Nature of Operations. The accounting and reporting practices of First Business Financial Services, Inc. (the “Corporation”), its wholly-owned subsidiaries, First Business Bank (“FBB”), First Business Bank – Milwaukee (“FBB – Milwaukee”) and Alterra Bank (“Alterra”) have been prepared in accordance with U.S. generally accepted accounting principles (“GAAP”). FBB, FBB – Milwaukee and Alterra are sometimes referred to together as the “Banks.” FBB operates as a commercial banking institution in the Madison, Wisconsin market, consisting primarily of Dane County and the surrounding areas, with three loan production offices in Northeast Wisconsin. FBB also offers trust and investment services through First Business Trust & Investments (“FBTI”), a division of FBB. FBB – Milwaukee operates as a commercial banking institution in the Milwaukee, Wisconsin market, consisting primarily of Waukesha County and the surrounding areas, with a loan production office in Kenosha, Wisconsin. Alterra operates as a commercial banking institution in the Kansas City market and the surrounding areas. The Banks provide a full range of financial services to businesses, business owners, executives, professionals and high net worth individuals. The Banks are subject to competition from other financial institutions and service providers and are also subject to state and federal regulations. FBB has the following wholly-owned subsidiaries: First Business Capital Corp. (“FBCC”), First Madison Investment Corp. (“FMIC”), First Business Equipment Finance, LLC (“FBFEF”), Rimrock Road Investment Fund, LLC (“Rimrock Road”), BOC Investment, LLC (“BOC”) and Mitchell Street Apartments Investment, LLC (“Mitchell Street”). FMIC is located in and was formed under the laws of the State of Nevada. FBB-Milwaukee has one subsidiary, FBB – Milwaukee Real Estate, LLC (“FBBMRE”).

Basis of Financial Statement Presentation. The Consolidated Financial Statements include the accounts of the Corporation and its wholly-owned subsidiaries. All significant intercompany balances and transactions have been eliminated in consolidation. In accordance with the provisions of Accounting Standards Codification (“ASC”) Topic 810, the Corporation’s ownership interest in FBFS Statutory Trust II (“Trust II”) has not been consolidated into the financial statements.

Management of the Corporation is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements as well as reported amounts of revenues and expenses during the reporting period. Actual results could differ significantly from those estimates. Material estimates that could significantly change in the near-term include the value of securities, level of the allowance for loan and lease losses, lease residuals, property under operating leases, goodwill, level of the Small Business Administration (“SBA”) recourse reserve and income taxes. Certain amounts in prior periods may have been reclassified to conform to the current presentation. Subsequent events have been evaluated through the date of the issuance of the Consolidated Financial Statements. No significant subsequent events have occurred through this date requiring adjustment to the financial statements or disclosures.

Cash and Cash Equivalents. The Corporation considers federal funds sold, interest-bearing deposits and short-term investments that have original maturities of three months or less to be cash equivalents.

Securities. The Corporation classifies its investment and mortgage-related securities as available-for-sale, held-to-maturity and trading. Debt securities that the Corporation has the positive intent and ability to hold to maturity are classified as held-to-maturity and are stated at amortized cost. Debt and equity securities bought expressly for the purpose of selling in the near term are classified as trading securities and are measured at fair value with unrealized gains and losses reported in earnings. Debt and equity securities not classified as held-to-maturity or as trading are classified as available-for-sale. Available-for-sale securities are measured at fair value with unrealized gains and losses reported as a separate component of stockholders’ equity, net of tax. Realized gains and losses, and declines in value deemed to be other than temporary, are included in the consolidated statements of income as a component of non-interest income. The cost of securities sold is based on the specific identification method. The Corporation did not hold any trading securities at December 31, 2016 or 2015 .

Discounts and premiums on securities are accreted and amortized into interest income using the effective yield method over the weighted average life of the securities.

Declines in the fair value of investment securities (with certain exceptions for debt securities noted below) that are deemed to be other-than-temporary are charged to earnings as a realized loss and a new cost basis for the securities is established. In evaluating other-than-temporary impairment, management considers the length of time and extent to which the fair value has been less than cost, the financial condition and near-term prospects of the issuer and the intent and ability of the Corporation to retain its investment in the issuer for a period of time sufficient to allow for any anticipated recovery in fair value in the near term. Declines in the fair value of debt securities below amortized cost are deemed to be other-than-temporary in circumstances where: (1) the Corporation has the intent to sell a security; (2) it is more likely than not that the Corporation will be required to sell the security before recovery of its amortized cost basis; or (3) the Corporation does not expect to recover the entire

amortized cost basis of the security. If the Corporation intends to sell a security or if it is more likely than not that the Corporation will be required to sell the security before recovery, an other-than-temporary impairment write-down is recognized in earnings equal to the difference between the security's amortized cost basis and its fair value. If the Corporation does not intend to sell the security or it is not more likely than not that it will be required to sell the security before recovery, the other-than-temporary impairment write-down is separated into an amount representing credit loss, which is recognized in earnings, and an amount related to all other factors, which is recognized in other comprehensive income.

Loans Held for Sale. Residential real estate loans and the guaranteed portion of SBA loans which are originated and intended for sale in the secondary market in the foreseeable future are classified as held for sale. These loans are carried at the lower of cost or fair value in the aggregate. Unrealized losses on such loans are recognized through a valuation allowance by a charge to other non-interest income. Gains and losses on the sale of loans are also included in other non-interest income. As assets specifically originated for sale, the origination of, disposition of, and gain/loss on these loans are classified as operating activities in the statement of cash flows. Fees received from the borrower and direct costs to originate the loan are deferred and recognized as part of the gain or loss on sale. There was \$1.1 million and \$2.7 million in loans held for sale outstanding at December 31, 2016 and 2015, respectively.

Loans and Leases. Loans and leases which management has the intent and ability to hold for the foreseeable future or until maturity are reported at their outstanding principal balance with adjustments for partial charge-offs, the allowance for loan and lease losses, deferred fees or costs on originated loans and leases and unamortized premiums or discounts on any purchased loans.

A loan or a lease is accounted for as a troubled debt restructuring if the Corporation, for economic or legal reasons related to the borrower's financial condition, grants a concession to the borrower that it would not otherwise consider. A troubled debt restructuring may involve the receipt of assets from the debtor in partial or full satisfaction of the loan or lease or a modification of terms, such as a reduction of the stated interest rate or face amount of the loan or lease, a reduction of accrued interest, an extension of the maturity date at a stated interest rate lower than the current market rate for a new loan or lease with similar risk or some combination of these concessions. Restructured loans can involve loans remaining on non-accrual, moving to non-accrual or continuing on accrual status, depending on individual facts and circumstances. Non-accrual restructured loans are included and treated with all other non-accrual loans. In addition, all accruing restructured loans are reported as troubled debt restructurings which are considered and accounted for as impaired loans. Generally, restructured loans remain on non-accrual until the borrower has attained a sustained period of repayment performance under the modified loan terms (generally a minimum of six months). However, performance prior to the restructuring, or significant events that coincide with the restructuring, are considered in assessing whether the borrower can meet the new terms and whether the loan should be returned to or maintained on accrual status. If the borrower's ability to meet the revised payment schedule is not reasonably assured, the loan remains on non-accrual.

Interest on non-impaired loans and leases is accrued and credited to income on a daily basis based on the unpaid principal balance and is calculated using the effective interest method. Per policy, a loan or a lease is considered impaired and placed on a non-accrual status when it becomes 90 days past due or it is doubtful that contractual principal and interest will be collected in accordance with the terms of the contract. A loan or lease is determined to be past due if the borrower fails to meet a contractual payment and will continue to be considered past due until all contractual payments are received. When a loan or lease is placed on non-accrual, the interest accrual is discontinued and previously accrued but uncollected interest is deducted from interest income. If collectability of the contractual principal and interest is in doubt, payments received are first applied to reduce the loan principal. If collectability of the contractual payments is not in doubt, payments may be applied to interest for interest amounts due on a cash basis. As soon as it is determined with certainty that the principal of an impaired loan or lease is uncollectable, either through collections from the borrower or disposition of the underlying collateral, the portion of the carrying balance that exceeds the estimated measurement value of the loan or lease is charged off. Loans or leases are returned to accrual status when they are brought current in terms of both principal and accrued interest due, have performed in accordance with contractual terms for a reasonable period of time and when the ultimate collectability of total contractual principal and interest is no longer doubtful.

Transfers of assets, including but not limited to the guaranteed portion of SBA loans and participation interests in other originated loans, that upon completion of the transfer satisfy the conditions to be reported as a sale, including legal isolation, are derecognized from the Consolidated Financial Statements. Transfers of assets that upon completion of the transfer do not meet the conditions of a sale are recorded on a gross basis with a secured borrowing identified to reflect the amount of the transferred interest.

Loan and lease origination fees as well as certain direct origination costs are deferred and amortized as an adjustment to loan yields over the stated term of the loan or lease. Loans or leases that result from a refinance or restructuring, other than a troubled debt restructuring, where terms are at least as favorable to the Corporation as the terms for comparable loans to other borrowers with similar collection risks and result in an essentially new loan or lease, are accounted for as a new loan or lease.

Any unamortized net fees, costs or penalties are recognized when the new loan or lease is originated. Unamortized net loan or lease fees or costs for loans and leases that result from a refinance or restructure with only minor modifications to the original loan or lease contract are carried forward as a part of the net investment in the new loan or lease. For troubled debt restructurings, all fees received in connection with a modification of terms are applied as a reduction of the loan or lease and any related costs, including direct loan origination costs, are charged to expense as incurred.

The Corporation purchased an individual loan in 2013 and a group of loans in connection with the Alterra acquisition which have shown evidence of credit deterioration since origination. These purchased loans are recorded at fair value, such that there is no carryover of the seller's allowance for loan losses. Such purchased loans are accounted for individually. At acquisition, the Corporation estimates the amount and timing of expected cash flows for each purchased loan and the expected cash flows in excess of fair value are recorded as interest income over the remaining life of the loan (accretable yield). The excess of the loan's contractual principal and interest over expected cash flows at acquisition is not recorded (nonaccretable difference).

Over the life of the loan, expected cash flows continue to be estimated. If the present value of expected cash flows is less than the carrying amount, losses are recognized by an increase in the allowance for loan losses. If the present value of expected cash flows is greater than the carrying amount, it is recognized as part of future interest income.

Allowance for Loan and Lease Losses. The allowance for loan and lease losses is maintained at a level that management deems appropriate to absorb probable and estimable losses inherent in the loan and lease portfolios. The methodology applied for determining inherent losses stems from current risk characteristics of the loan and lease portfolio, an assessment of individual impaired loans and leases, actual loss experience and adverse situations that may affect the borrower's ability to repay. The methodology also focuses on evaluation of several factors for each portfolio category, including but not limited to: management's ongoing review and grading of the loan and lease portfolios, consideration of delinquency experience, changes in the size of the loan and lease portfolios, existing economic conditions, level of loans and leases subject to more frequent review by management, changes in underlying collateral, concentrations of loans to specific industries and other qualitative and quantitative factors that could affect credit losses. Some impaired and other loans and leases have risk characteristics that are unique to an individual borrower and the loss must be estimated on an individual basis. Other impaired and problem loans and leases may have risk characteristics similar to other loans and leases and bear similar inherent risk of loss. Such loans and leases, which are not individually reviewed and measured for impairment, are aggregated and historical loss statistics are used to determine the risk of loss.

The measurement of the estimate of loss is reliant upon historical experience, information about the ability of the individual debtor to pay and the appraisal of loan collateral in light of current economic conditions. An estimate of loss is an approximation of what portion of all amounts receivable, according to the contractual terms of that receivable, is deemed uncollectible. Determination of the allowance is inherently subjective because it requires estimation of amounts and timing of expected future cash flows on impaired loans and leases, estimation of losses on types of loans and leases based on historical losses and consideration of current economic trends, both local and national. Based on management's periodic review using all previously mentioned pertinent factors, a provision for loan and lease losses is charged to expense when it is determined an increase in the allowance for loan and lease losses is appropriate. A negative provision for loan and lease losses may be recognized if management determines a reduction in the level of allowance for loan and lease losses is appropriate. Loan and lease losses are charged against the allowance and recoveries are credited to the allowance.

The allowance for loan and lease losses contains specific allowances established for expected losses on impaired loans and leases. Impaired loans and leases are defined as loans and leases for which, based on current information and events, it is probable that the Corporation will be unable to collect scheduled principal and interest payments according to the contractual terms of the loan or lease agreement. Loans and leases subject to impairment are defined as non-accrual and restructured loans and leases.

Impaired loans and leases are evaluated on an individual basis to determine the amount of specific reserve or charge-off required, if any. Smaller balance (individually less than \$50,000) loans and leases are collectively evaluated for impairment as allowed under applicable accounting standards.

The measurement value of impaired loans and leases is determined based on the present value of expected future cash flows discounted at the loan's effective interest rate (the contractual interest rate adjusted for any net deferred loan fees or costs, premium or discount existing at the origination or acquisition of the loan), the market price of the loan or lease or the fair value of the underlying collateral less costs to sell, if the loan or lease is collateral dependent. A loan or lease is collateral dependent if repayment is expected to be provided principally by the underlying collateral. A loan's effective interest rate may change over the life of the loan based on subsequent changes in rates or indices or may be fixed at the rate in effect at the date the loan was determined to be impaired.

Subsequent to the initial impairment, any significant change in the amount or timing of an impaired loan or lease's future cash flows will result in a reassessment of the valuation allowance to determine if an adjustment is necessary. Measurements based on observable market price or fair value of the collateral may change over time and require a reassessment of the allowance if there is a significant change in either measurement base. Any increase in the present value of expected future cash flows attributable to the passage of time is recorded as interest income accrued on the net carrying amount of the loan or lease at the effective interest rate used to discount the impaired loan or lease's estimated future cash flows. Any change in present value attributable to changes in the amount or timing of expected future cash flows is recorded as loan loss expense in the same manner in which impairment was initially recognized or as a reduction of loan loss expense that otherwise would be reported. Where the level of loan or lease impairment is measured using observable market price or fair value of collateral, any change in the observable market price of an impaired loan or lease or fair value of the collateral of an impaired collateral-dependent loan or lease is recorded as loan loss expense in the same manner in which impairment was initially recognized. Any increase in the observable market value of the impaired loan or lease or fair value of the collateral in an impaired collateral-dependent loan or lease is recorded as a reduction in the amount of loan loss expense that otherwise would be reported.

Net Investment in Direct Financing Leases. The net investment in direct financing lease agreements represents total undiscounted payments plus estimated unguaranteed residual value (approximating 3% to 20% of the cost of the related equipment) and is recorded as lease receivables when the lease is signed and the leased property is delivered to the client. The excess of the minimum lease payments and residual values over the cost of the equipment is recorded as unearned lease income. Unearned lease income is recognized over the term of the lease on a basis which results in an approximate level rate of return on the unrecovered lease investment. Lease payments are recorded when due under the lease contract. Residual values are established at lease inception equal to the estimated value to be received from the equipment following termination of the initial lease and such estimated value considers all relevant information and circumstances regarding the equipment. In estimating the equipment's fair value at lease termination, the Corporation relies on internally or externally prepared appraisals, published sources of used equipment prices and historical experience adjusted for known current industry and economic trends. The Corporation's estimates are periodically reviewed to ensure reasonableness; however, the amounts the Corporation will ultimately realize could differ from the estimated amounts. When there are other than temporary declines in the Corporation's carrying amount of the unguaranteed residual value, the carrying value is reduced and charged to non-interest expense.

Operating Leases. Machinery and equipment are leased to clients under operating leases and are recorded at cost. Equipment under such leases is depreciated over the estimated useful life or term of the lease, if shorter. The impairment loss, if any, would be charged to expense in the period it becomes evident. Rental income is recorded on the straight-line accrual basis as other non-interest income.

Premises and Equipment, net. The cost of buildings and capitalized leasehold improvements is amortized on the straight-line method over the lesser of the term of the respective lease or estimated economic life. Equipment is stated at cost less accumulated depreciation and amortization which is calculated by the straight-line method over the estimated useful lives of three to ten years. Maintenance and repair costs are charged to expense as incurred. Improvements which extend the useful life are capitalized and depreciated over the remaining useful life of the assets.

Foreclosed Properties. Property acquired by repossession, foreclosure or by deed in lieu of foreclosure is carried at the lower of the recorded investment in the loan at the time of acquisition or the fair value of the underlying property, less costs to sell. Any write-down in the carrying value of a loan or lease at the time of acquisition is charged to the allowance for loan and lease losses. Any subsequent write-downs to reflect current fair value, as well as gains and losses on disposition and revenues are recorded in non-interest expense. Costs relating to the development and improvement of the property are capitalized while holding period costs are charged to other non-interest expense.

Bank-Owned Life Insurance. Bank-owned life insurance ("BOLI") is reported at the amount that would be realized if the life insurance policies were surrendered on the balance sheet date. BOLI policies owned by the Banks are purchased with the objective to fund certain future employee benefit costs with the death benefit proceeds. The cash surrender value of such policies is recorded in bank-owned life insurance on the Consolidated Balance Sheets and changes in the value are recorded in non-interest income. The total death benefit of all of the BOLI policies was \$97.3 million and \$67.1 million as of December 31, 2016 and 2015, respectively. There are no restrictions on the use of BOLI proceeds nor are there any contractual restrictions on the ability to surrender the policy. As of each of December 31, 2016 and 2015, there were no borrowings against the cash surrender value of the BOLI policies.

Federal Home Loan Bank and Federal Reserve Bank Stock. The Banks are required to maintain Federal Home Loan Bank ("FHLB") stock as members of the FHLB, and in amounts as required by these institutions. Alterra, as a state chartered member of the Federal Reserve Bank of Kansas City, is required to own shares of Federal Reserve Bank ("FRB") stock. These equity securities are "restricted" in that they can only be sold back to the respective institutions or another member institution at par. Therefore, they are less liquid than other marketable equity securities and their fair value is equal to cost. At December 31, 2016 and 2015, the Banks had FHLB stock of \$1.1 million and \$1.8 million, respectively. Alterra had FRB stock of \$1.1

million at December 31, 2016 and 2015. The Corporation periodically evaluates its holding in FHLB and FRB stock for impairment. Should the stock be impaired, it would be written down to its estimated fair value. There were no impairments recorded on FHLB and FRB stock during the year ended December 31, 2016 or 2015.

Goodwill and Other Intangible Assets. Goodwill and other intangible assets consist primarily of goodwill, core deposit intangibles and loan servicing rights. Core deposit intangibles have estimated finite lives and are amortized on an accelerated basis to expense over a period of seven years. Loan servicing rights, when purchased, are initially recorded at fair value and subsequently amortized in proportion to and over the period of estimated net servicing income. The Corporation reviews other intangible assets for impairment at least annually, or whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable, in which case an impairment charge would be recorded.

Goodwill is not amortized but is subject to impairment tests on at least an annual basis, and more frequently if an event occurs or circumstances change that would more likely than not reduce the fair value of the reporting unit below its carrying amount (including goodwill). An initial qualitative evaluation is made to assess the likelihood of impairment and determine whether further quantitative testing to calculate the fair value is necessary. When the qualitative evaluation indicates that impairment is more likely than not, quantitative testing is required whereby the fair value of each reporting unit is calculated and compared to the recorded book value, "step one." If the calculated fair value of the reporting unit exceeds its carrying value, goodwill is not considered impaired and "step two" is not considered necessary. If the carrying value of a reporting unit exceeds its calculated fair value, the impairment test continues ("step two") by comparing the carrying value of the reporting unit's goodwill to the implied fair value of goodwill. The implied fair value is computed by adjusting all assets and liabilities of the reporting unit to current fair value with the offset adjustment to goodwill. The adjusted goodwill balance is the implied fair value of the goodwill. An impairment charge is recognized if the carrying value of goodwill exceeds the implied fair value of goodwill. See Note 6 for additional information on goodwill and other intangible assets.

SBA Recourse Reserve. The Corporation establishes SBA recourse reserves on the guaranteed portion of sold SBA loans when it is probable that the guarantee may be ineligible. The recourse reserve is reported in accrued interest payable and other liabilities on the Consolidated Balance Sheets and consists of two components: (1) specific reserves for individually evaluated impaired loans that present a collateral shortfall where the guaranty associated with the sold portion of the SBA loan is determined to most likely be ineligible; and (2) general reserves for estimated probable losses on the remaining sold portfolio. The general reserve methodology is based on the evaluation of several factors, including but not limited to: credit quality trends within the SBA portfolio, changes in underlying collateral and the Corporation's ability to originate, fund or service sold SBA loans in accordance with SBA regulations.

In the ordinary course of business, the Corporation sells the guaranteed portion of SBA loans to third parties. The Corporation has a continuing involvement in each of the transferred lending arrangements by way of relationship management, servicing the loans, as well as being subject to normal and customary requirements of the SBA loan program; however, there are no further obligations to the third-party participant required of the Corporation, other than standard representations and warranties related to sold amounts. In the event of a loss resulting from default and a determination by the SBA that there is a deficiency in the manner in which the loan was originated, funded or serviced by the Corporation, the SBA may require the Corporation to repurchase the loan, deny its liability under the guaranty, reduce the amount of the guaranty, or, if it has already paid under the guaranty, seek recovery of the principal loss related to the deficiency from the Corporation. The Corporation must comply with applicable SBA regulations in order to maintain the guaranty. In addition, the Corporation retains the option to repurchase the sold guaranteed portion of an SBA loan if the loan defaults. See Note 18 for additional information on the SBA recourse reserve.

Other Investments. The Corporation owns certain equity investments in other corporate organizations which are not consolidated because the Corporation does not own more than a 50% interest or exercise control over the organization. Investments in corporations representing at least a 20% interest are generally accounted for using the equity method and investments in corporations representing less than 20% interest are generally accounted for at cost. Investments in limited partnerships representing from at least a 3% up to a 50% interest in the entity are generally accounted for using the equity method and investments in limited partnerships representing less than 3% are generally accounted for at cost. All of these investments are periodically evaluated for impairment. Should an investment be impaired, it would be written down to its estimated fair value. The equity investments are reported in other assets and the income and expense from such investments, if any, is reported in non-interest income and non-interest expense.

Derivative Instruments. The Corporation uses derivative instruments to protect against the risk of adverse price or interest rate movements on the value of certain assets, liabilities, future cash flows and economic hedges for written client derivative contracts. Derivative instruments represent contracts between parties that usually require little or no initial net investment and result in one party delivering cash to the other party based on a notional amount and an underlying as specified in the contract and may be subject to master netting agreements. A notional amount represents the number of units of a specific item, such as

currency units. An underlying represents a variable, such as an interest rate. The amount of cash delivered from one party to the other is determined based on the interaction of the notional amount of the contract with the underlying.

Market risk is the risk of loss arising from an adverse change in interest rates, exchange rates or equity prices. The Corporation's primary market risk is interest rate risk. Instruments designed to manage interest rate risk include interest rate swaps, interest rate options and interest rate caps and floors with indices that relate to the pricing of specific assets and liabilities. The nature and volume of the derivative instruments used to manage interest rate risk depend on the level and type of assets and liabilities on the balance sheet and the risk management strategies for the current and anticipated rate environments. Counterparty risk with respect to derivative instruments occurs when a counterparty to a derivative contract with an unrealized gain fails to perform according to the terms of the agreement. Counterparty risk is managed by limiting the counterparties to highly rated dealers, requiring collateral postings when values are in deficit positions, applying uniform credit standards to all activities with credit risk and monitoring the size and the maturity structure of the derivative portfolio.

All derivative instruments are to be carried at fair value on the Consolidated Balance Sheets. The accounting for the gain or loss due to changes in the fair value of a derivative instrument depends on whether the derivative instrument qualifies as a hedge. If the derivative instrument does not qualify as a hedge, the gains or losses are reported in earnings when they occur. However, if the derivative instrument qualifies as a hedge, the accounting varies based on the type of risk being hedged. In 2016 and 2015, the Corporation solely utilized interest rate swaps which did not qualify for hedge accounting, and therefore, all changes in fair value and gains and losses on these instruments were reported in earnings as they occurred. The effects of netting arrangements are disclosed within the Notes of the Consolidated Financial Statements.

Income Taxes. Deferred income tax assets and liabilities are computed annually for temporary differences in timing between the financial statement and tax basis of assets and liabilities that result in taxable or deductible amounts in the future based on enacted tax law and rates applicable to periods in which the differences are expected to affect taxable income. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the ability to carry back any losses to previous years with taxable income, scheduled reversals of deferred tax liabilities, appropriate tax planning strategies and projections for future taxable income over the period which the deferred tax assets are deductible. When necessary, valuation allowances are established to reduce deferred tax assets to the realizable amount. Management believes it is more likely than not that the Corporation will realize the benefits of these deductible differences, net of the existing valuation allowances.

Income tax expense or benefit represents the tax payable or tax refundable for a period, adjusted by the applicable change in deferred tax assets and liabilities for that period. The Corporation and its subsidiaries file a consolidated federal income tax return and separate state income tax returns. Tax sharing agreements allocate taxes to each entity for the settlement of intercompany taxes. The Corporation applies a more likely than not standard to each of its tax positions when determining the amount of tax expense or benefit to record in its financial statements. Unrecognized tax benefits are recorded in other liabilities. The Corporation recognizes accrued interest relating to unrecognized tax benefits in income tax expense and penalties in other non-interest expense.

Other Comprehensive Income or Loss. Comprehensive income or loss, shown as a separate financial statement, includes net income or loss, changes in unrealized holding gains and losses on available-for-sale securities, changes in deferred gains and losses on investment securities transferred from available-for-sale to held-to-maturity, if any, changes in unrealized gains and losses associated with cash flow hedging instruments, if any, and the amortization of deferred gains and losses associated with terminated cash flow hedges, if any. For the year ended December 31, 2016, there were no items requiring reclassification out of accumulated other comprehensive income.

Earnings Per Common Share. Earnings per common share ("EPS") is computed using the two-class method. Basic EPS is computed by dividing net income allocated to common shares by the weighted average number of common shares outstanding for the period, excluding any participating securities. Participating securities include unvested restricted shares. Unvested restricted shares are considered participating securities because holders of these securities receive non-forfeitable dividends at the same rate as the holders of the Corporation's common stock. Diluted EPS is computed by dividing net income allocated to common shares adjusted for reallocation of undistributed earnings of unvested restricted shares by the weighted average number of common shares determined for the basic EPS plus the dilutive effect of common stock equivalents using the treasury stock method based on the average market price for the period. Some stock options are anti-dilutive and therefore are not included in the calculation of diluted EPS.

Segments and Related Information. The Corporation is required to report each operating segment based on materiality thresholds of ten percent or more of certain amounts, such as revenue. Additionally, the Corporation is required to report separate operating segments until the revenue attributable to such segments is at least 75 percent of total consolidated revenue. The Corporation provides a broad range of financial services to individuals and companies in the Midwest. These services include demand, time and savings products, the sale of certain non-deposit financial products and commercial and retail

lending, leasing and trust services. While the Corporation's chief decision-maker monitors the revenue streams of the various products, services and locations, operations are managed and financial performance is evaluated on a corporate-wide basis. The Corporation's business units have similar basic characteristics in the nature of the products, production processes and type or class of client for products or services; therefore, these business units are considered one operating segment.

Share-Based Compensation. As noted below within the "Recent Accounting Pronouncements" section, the Corporation early adopted ASU No. 2016-09 on October 1, 2016 with an effective date of January 1, 2016. Upon vesting of restricted share awards subject to ASU No. 2016-09, the benefit of tax deductions in excess of recognized compensation expense is reflected as an income tax benefit in the Consolidated Statements of Income. Excess tax benefits are included in other operating activities and taxes paid related to net share settlement of equity awards in financing activities within the Consolidated Statements of Cash Flows. The Corporation elected to account for forfeitures as they occur. While restricted stock is subject to forfeiture, with the exception of restricted stock units, which do not have voting rights and are provided dividend equivalents, restricted stock participants may exercise full voting rights and will receive all dividends and other distributions paid with respect to the restricted shares. The restricted stock granted under the Plan is typically subject to a vesting period. Compensation expense is recognized over the requisite service period of generally four years for the entire award on a straight-line basis. See Note 12 for additional information on share-based compensation.

Recent Accounting Pronouncements. In February 2015, the Financial Accounting Standards Board ("FASB") issued ASU No. 2015-02, "*Consolidation (Topic 810): Amendments to the Consolidation Analysis.*" This ASU changes the way reporting enterprises evaluate whether (a) they should consolidate limited partnerships and similar entities, (b) fees paid to a decision maker or service provider are variable interests in a variable interest entity ("VIE"), and (c) variable interests in a VIE held by related parties of the reporting enterprise require the reporting enterprise to consolidate the VIE. It also eliminates the VIE consolidation model based on majority exposure to variability that applied to certain investment companies and similar entities. The new guidance excludes money market funds that are required to comply with Rule 2a-7 of the Investment Company Act of 1940 and similar entities from the U.S. GAAP consolidation requirements. The new consolidation guidance is effective for public business entities for annual and interim periods in fiscal years beginning after December 15, 2015. At the effective date, all previous consolidation analysis that the guidance affects must be reconsidered. This includes the consolidation analysis for all VIEs and for all limited partnerships and similar entities that previously were consolidated by the general partner even though the entities were not VIEs. The Corporation adopted the standard during the first quarter of 2016, as required, and with no material impact on its consolidated results of operations, financial position or liquidity.

In April 2015, the FASB issued ASU No. 2015-03, "*Interest - Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs.*" The ASU requires that debt issuance costs related to recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. Prior to this ASU, debt issuance costs were required to be presented as an asset. The ASU is effective for public business entities for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years. In August 2015, the FASB expanded this amendment to include SEC staff views related to debt issuance costs associated with line-of-credit arrangements. The SEC staff would not object to an entity deferring and presenting debt issuance costs as an asset and subsequently amortizing the deferred debt issuance costs ratably over the term of the line-of-credit arrangement, regardless of whether there are any outstanding borrowings on the line-of-credit arrangement. This amendment is also effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015. The Corporation adopted the standards during the first quarter of 2016, as required, and reclassified \$792,000 and \$810,000 of debt issuance costs from other assets and presented as a deduction from the debt liability as of March 31, 2016 and December 31, 2015, respectively. The adoption of the standards did not have a material impact on the Corporation's consolidated results of operations, financial position or liquidity.

In September 2015, the FASB issued ASU No. 2015-16, "*Business Combinations (Topic 805).*" The ASU intends to simplify the accounting for measurement adjustments to prior business combinations. The amendment requires that an acquirer recognize adjustments to provisional amounts that are identified during the measurement period in the reporting period in which the adjustment amounts are determined. The acquirer must record, in the same period's financial statements, the effect on earnings of changes in depreciation, amortization, or other income effects, if any, as a result of the change to the provisional amounts, calculated as if the accounting had been completed at the acquisition date. The amendment also requires an entity to present separately on the face of the income statement or disclose in the notes the portion of the amount recorded in current-period earnings by line item that would have been recorded in previous reporting periods if the adjustment to the provisional amounts had been recognized as of the acquisition date. This amendment is effective for fiscal years beginning after December 15, 2015, including interim periods within those fiscal years. The amendments should be applied prospectively to adjustments to provisional amounts that occur after the effective date of this amendment with earlier application permitted for financial statements that have not been issued. The Corporation adopted the standard during the first quarter of 2016, as required, with no material impact on its results of operations, financial position or liquidity.

In January 2016, the FASB issued ASU No. 2016-01, “*Financial Instruments (Subtopic 825-10)*.” The ASU amends certain aspects of recognition, measurement, presentation, and disclosure of financial instruments. This amendment supersedes the guidance to classify equity securities with readily determinable fair values into different categories, requires equity securities to be measured at fair value with changes in the fair value recognized through net income, and simplifies the impairment assessment of equity investments without readily determinable fair values. The amendment requires public business entities that are required to disclose the fair value of financial instruments measured at amortized cost on the balance sheet to measure that fair value using the exit price notion. The amendment requires an entity to present separately in other comprehensive income the portion of the total change in the fair value of a liability resulting from a change in the instrument-specific credit risk when the entity has elected to measure the liability at fair value in accordance with the fair value option. The amendment requires separate presentation of financial assets and financial liabilities by measurement category and form of financial asset on the balance sheet or in the accompanying notes to the financial statements. The amendment reduces diversity in current practice by clarifying that an entity should evaluate the need for a valuation allowance on a deferred tax asset related to available for sale securities in combination with the entity’s other deferred tax assets. This amendment is effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. Entities should apply the amendment by means of a cumulative-effect adjustment as of the beginning of the fiscal year of adoption, with the exception of the amendment related to equity securities without readily determinable fair values, which should be applied prospectively to equity investments that exist as of the date of adoption. The Corporation intends to adopt the accounting standard during the first quarter of 2018, as required, and is currently evaluating the impact on its results of operations, financial position and liquidity.

In February 2016, the FASB issued ASU No. 2016-02, “*Leases (Topic 842)*.” The ASU intends to increase transparency and comparability among organizations by recognizing lease assets and lease liabilities and disclosing key information about leasing arrangements. The ASU will require lessees to recognize the following for all leases (with the exception of short-term leases) at the commencement date: (1) a lease liability, which is a lessee’s obligation to make lease payments arising from a lease, measured on a discounted basis; and (2) a right-of-use asset, which is an asset that represents the lessee’s right to use, or control the use of, a specified asset for the lease term. Under the new guidance, lessor accounting is largely unchanged. Certain targeted improvements were made to align, where necessary, lessor accounting with the lessee accounting model and Topic 606, Revenue from Contracts with Customers. The new lease guidance simplifies the accounting for sale and leaseback transactions primarily because lessees must recognize lease assets and lease liabilities. Lessees (for capital and operating leases) and lessors (for sales-type, direct financing, and operating leases) must apply a modified retrospective transition approach for leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements. The modified retrospective approach would not require any transition accounting for leases that expired before the earliest comparative period presented. The ASU is effective for public companies for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years, with early adoption permitted. The Corporation intends to adopt the accounting standard during the first quarter of 2019, as required, and is currently evaluating the impact on its results of operations, financial position and liquidity.

In March 2016, the FASB issued ASU No. 2016-09, “*Compensation-Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting*.” ASU No. 2016-09 simplifies several aspects of the accounting for share-based payment transactions, including income tax consequences, classification of awards as either equity or liabilities and classification on the statement of cash flows. The Corporation early adopted ASU No. 2016-09 on October 1, 2016 with an effective date of January 1, 2016, which resulted in a reclassification of \$139,000 from additional paid-in capital to income tax expense, representing excess tax benefits previously recognized in additional paid-in capital during the nine months ended September 30, 2016. During the three months ended December 31, 2016, the Corporation recognized a benefit of \$4,000 in income taxes for excess tax benefits that occurred in the current quarter.

Adoption of the standard impacted the Corporation's previously reported quarterly results as follows:

	For the Three Months Ended					
	September 30, 2016		June 30, 2016		March 31, 2016	
	As Reported	As Adjusted	As Reported	As Adjusted	As Reported	As Adjusted
	(Dollars in Thousands, Except Share Data)					
Income tax (benefit) expense	\$ (2,895)	\$ (3,020)	\$ 1,628	\$ 1,621	\$ 2,362	\$ 2,356
Net income	2,540	2,665	3,716	3,723	4,547	4,553
Effective tax rate	NM	NM	30.5%	30.3%	34.2%	34.1%
Earnings per common share:						
Basic	\$ 0.29	\$ 0.31	\$ 0.43	\$ 0.43	\$ 0.52	\$ 0.52
Diluted	0.29	0.31	0.43	0.43	0.52	0.52
Additional paid-in capital	77,544	77,419	77,127	77,120	76,851	76,845
Retained earnings	88,255	88,380	86,760	86,767	84,089	84,095
Return on average assets (annualized)	0.56%	0.59%	0.81%	0.82%	1.00%	1.00%
Return on average equity (annualized)	6.38%	6.69%	9.43%	9.45%	11.68%	11.70%

NM = Not meaningful

For the year ended December 31, 2016, the Corporation reclassified excess tax benefits from other financing activities to other operating activities and for the years ended December 31, 2016, 2015 and 2014, the Corporation classified taxes paid related to net share settlement of equity awards in financing activities in the consolidated statements of cash flows, respectively. The Corporation elected to account for forfeitures as they occur.

In June 2016, the FASB issued ASU No. 2016-13, "*Financial Instruments- Credit Losses (Topic 326)*." The ASU replaces the incurred loss impairment methodology for recognizing credit losses with a methodology that reflects all expected credit losses. The ASU also requires consideration of a broader range of information to inform credit loss estimates, including such factors as past events, current conditions, and reasonable and supportable forecasts that affect the collectability of the reported amount. The amendments affect loans, debt securities, trade receivables, net investments in leases, off-balance-sheet credit exposures, and any other financial asset not excluded from the scope that have the contractual right to receive cash. Entities will apply the amendments in the ASU through a cumulative-effect adjustment to retained earnings as of the beginning of the first reporting period in which the guidance is effective. The ASU is effective for public companies for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. Early adoption is permitted as of the fiscal years beginning after December 15, 2018. The Corporation intends to adopt the accounting standard during the first quarter of 2020, as required, and is currently evaluating the impact on its results of operations, financial position and liquidity.

In August 2016, the FASB issued ASU No. 2016-15, "*Statement of Cash Flows (Topic 230)*". The ASU provides guidance on eight specific cash flow issues with the objective of reducing diversity in practice. The ASU is effective for public companies for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. Early adoption is permitted. The amendments in this update will be applied retrospectively to each prior period presented. The Corporation intends to adopt the accounting standard during the first quarter of 2018, as required, and is currently evaluating the impact on its results of operations, financial position and liquidity.

In May 2014, the FASB issued ASU No. 2014-09, "*Revenue from Contracts with Customers (Topic 606)*," with an original effective date for annual reporting periods beginning after December 15, 2016. The ASU is a converged standard between the FASB and the IASB that provides a single comprehensive revenue recognition model for all contracts with customers across transactions and industries. The primary objective of the ASU is revenue recognition that represents the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. In August 2015, the FASB issued ASU No. 2015-14, which defers the effective date of ASU 2014-09 to annual and interim reporting periods in fiscal years beginning after December 15, 2017. Earlier application is permitted only as of annual and interim reporting periods in fiscal years beginning after December 15, 2016. In March 2016, the FASB issued ASU No. 2016-08, "*Revenue from Contracts with Customers (Topic 606): Principal versus Agent Considerations (Reporting Revenue Gross versus Net)*." The ASU intends to improve the operability and understandability of the implementation guidance of ASU 2014-09 on principal versus agent considerations. In April, May and December 2016, the FASB also issued ASU No. 2016-10, No. 2016-12 and No. 2016-20, respectively, related to Topic 606. The amendments do not change the core principals of the previously issued guidance, but instead further clarify and provide implementation

guidance for certain aspects of the original ASU. The Corporation intends to adopt the accounting standards during the first quarter of 2018, as required. The Corporation has conducted its initial assessment and is currently evaluating contracts to assess and quantify accounting methodology changes resulting from the adoption of this standard. The FASB continues to release new accounting guidance related to the adoption of this standard, which could impact the Corporation's initial assessment and may change the conclusions reached as to the application of this new guidance.

Note 2 – Cash and Cash Equivalents

Cash and due from banks was approximately \$14.6 million at December 31, 2016 and 2015 . Required reserves in the form of either vault cash or deposits held at the FRB were \$6.4 million and \$3.9 million at December 31, 2016 and 2015 , respectively. FRB balances were \$40.9 million and \$84.9 million at December 31, 2016 and 2015 , respectively, and are included in short-term investments on the Consolidated Balance Sheets. Short-term investments, considered cash equivalents, were \$62.9 million and \$98.9 million at December 31, 2016 and 2015 , respectively.

Note 3 – Securities

The amortized cost and fair value of securities available-for-sale and the corresponding amounts of gross unrealized gains and losses recognized in accumulated other comprehensive income were as follows:

	As of December 31, 2016			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
(In Thousands)				
Available-for-sale:				
U.S. Government agency obligations - government-sponsored enterprises	\$ 6,298	\$ 7	\$ (10)	\$ 6,295
Municipal obligations	8,246	2	(92)	8,156
Asset-backed securities	1,116	—	(35)	1,081
Collateralized mortgage obligations - government issued	30,936	423	(146)	31,213
Collateralized mortgage obligations - government-sponsored enterprises	99,865	252	(969)	99,148
	<u>\$ 146,461</u>	<u>\$ 684</u>	<u>\$ (1,252)</u>	<u>\$ 145,893</u>

	As of December 31, 2015			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
(In Thousands)				
Available-for-sale:				
U.S. Government agency obligations - government-sponsored enterprises	\$ 8,047	\$ 2	\$ (32)	\$ 8,017
Municipal obligations	4,278	12	(7)	4,283
Asset-backed securities	1,327	—	(58)	1,269
Collateralized mortgage obligations - government issued	43,845	814	(116)	44,543
Collateralized mortgage obligations - government-sponsored enterprises	82,707	145	(416)	82,436
	<u>\$ 140,204</u>	<u>\$ 973</u>	<u>\$ (629)</u>	<u>\$ 140,548</u>

The amortized cost and fair value of securities held-to-maturity and the corresponding amounts of gross unrealized gains and losses were as follows:

	As of December 31, 2016			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
(In Thousands)				
Held-to-maturity:				
U.S. Government agency obligations - government-sponsored enterprises	\$ 1,497	\$ 2	\$ (5)	\$ 1,494
Municipal obligations	21,173	62	(78)	21,157
Collateralized mortgage obligations - government issued	9,148	17	(38)	9,127
Collateralized mortgage obligations - government-sponsored enterprises	6,794	6	(58)	6,742
	<u>\$ 38,612</u>	<u>\$ 87</u>	<u>\$ (179)</u>	<u>\$ 38,520</u>

	As of December 31, 2015			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
(In Thousands)				
Held-to-maturity:				
U.S. Government agency obligations - government-sponsored enterprises	\$ 1,495	\$ 1	\$ (11)	\$ 1,485
Municipal obligations	16,038	332	(5)	16,365
Collateralized mortgage obligations - government issued	11,718	32	(41)	11,709
Collateralized mortgage obligations - government-sponsored enterprises	8,031	12	(44)	7,999
	<u>\$ 37,282</u>	<u>\$ 377</u>	<u>\$ (101)</u>	<u>\$ 37,558</u>

U.S. Government agency obligations - government-sponsored enterprises represent securities issued by the Federal Home Loan Mortgage Corporation (“FHLMC”) and Federal National Mortgage Association (“FNMA”). Municipal obligations include securities issued by various municipalities located primarily within the State of Wisconsin and are primarily general obligation bonds that are tax-exempt in nature. Asset-backed securities represent securities issued by the Student Loan Marketing Association (“SLMA”) which are 97% guaranteed by the U.S. Government. Collateralized mortgage obligations - government issued represent securities guaranteed by the Government National Mortgage Association (“GNMA”). Collateralized mortgage obligations - government-sponsored enterprises include securities guaranteed by the FHLMC and the FNMA. For the year ended December 31, 2016, a gain of \$10,000 was recorded from the sale of five available-for-sale securities. No sales of available-for-sale securities occurred during the years ended December 31, 2015 and 2014.

At December 31, 2016 and 2015, securities with a fair value of \$22.4 million and \$23.0 million, respectively, were pledged to secure interest rate swap contracts, outstanding FHLB advances, if any, and additional FHLB availability.

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The amortized cost and fair value of securities by contractual maturity at December 31, 2016 are shown below. Actual maturities may differ from contractual maturities because issuers have the right to call or prepay certain obligations without call or prepayment penalties.

	Available-for-Sale		Held-to-Maturity	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
	(In Thousands)			
Due in one year or less	\$ 4,532	\$ 4,532	\$ —	\$ —
Due in one year through five years	15,308	15,245	7,111	7,100
Due in five through ten years	66,396	66,710	13,994	13,978
Due in over ten years	60,225	59,406	17,507	17,442
	<u>\$ 146,461</u>	<u>\$ 145,893</u>	<u>\$ 38,612</u>	<u>\$ 38,520</u>

The tables below show the Corporation's gross unrealized losses and fair value of available-for-sale investments with unrealized losses aggregated by investment category and length of time that individual investments were in a continuous loss position at December 31, 2016 and 2015. At December 31, 2016, the Corporation held 108 available-for-sale securities that were in an unrealized loss position. Such securities have not experienced credit rating downgrades; however, they have primarily declined in value due to the current interest rate environment. At December 31, 2016, the Corporation held seven available-for-sale securities that had been in a continuous unrealized loss position for twelve months or greater.

The Corporation also has not specifically identified available-for-sale securities in a loss position that it intends to sell in the near term and does not believe that it will be required to sell any such securities. The Corporation reviews its securities on a quarterly basis to monitor its exposure to other-than-temporary impairment. Consideration is given to such factors as the length of time and extent to which the security has been in an unrealized loss position, changes in security ratings and an evaluation of the present value of expected future cash flows, if necessary. Based on the Corporation's evaluation, it is expected that the Corporation will recover the entire amortized cost basis of each security. Accordingly, no other than temporary impairment was recorded in the Consolidated Statements of Income for the years ended December 31, 2016 and 2015.

A summary of unrealized loss information for securities available-for-sale, categorized by security type and length of time for which the security has been in a continuous unrealized loss position, follows:

	December 31, 2016					
	Less than 12 Months		12 Months or Longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
	(In Thousands)					
Available-for-sale:						
U.S. Government agency obligations - government-sponsored enterprises	\$ 1,991	\$ 10	\$ —	\$ —	\$ 1,991	\$ 10
Municipal obligations	7,207	89	406	3	7,613	92
Asset-backed securities	—	—	1,081	35	1,081	35
Collateralized mortgage obligations - government issued	10,552	130	493	16	11,045	146
Collateralized mortgage obligations - government-sponsored enterprises	54,843	931	1,819	38	56,662	969
	<u>\$ 74,593</u>	<u>\$ 1,160</u>	<u>\$ 3,799</u>	<u>\$ 92</u>	<u>\$ 78,392</u>	<u>\$ 1,252</u>

	December 31, 2015					
	Less than 12 Months		12 Months or Longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
	(In Thousands)					
Available-for-sale:						
U.S. Government agency obligations - government-sponsored enterprises	\$ 3,536	\$ 13	\$ 1,981	\$ 19	\$ 5,517	\$ 32
Municipal obligations	2,403	7	—	—	2,403	7
Asset-backed securities	1,269	58	—	—	1,269	58
Collateralized mortgage obligations - government issued	3,373	19	5,687	97	9,060	116
Collateralized mortgage obligations - government-sponsored enterprises	59,992	373	1,717	43	61,709	416
	<u>\$ 70,573</u>	<u>\$ 470</u>	<u>\$ 9,385</u>	<u>\$ 159</u>	<u>\$ 79,958</u>	<u>\$ 629</u>

The tables below show the Corporation's gross unrealized losses and fair value of held-to-maturity investments, aggregated by investment category and length of time that individual investments were in a continuous loss position at December 31, 2016 and 2015. At December 31, 2016, the Corporation held 57 held-to-maturity securities that were in an unrecognized loss position. Such securities have not experienced credit rating downgrades; however, they have primarily declined in value due to the current interest rate environment. There were no held-to-maturity securities that had been in a continuous loss position for twelve months or greater as of December 31, 2016. It is expected that the Corporation will recover the entire amortized cost basis of each held-to-maturity security based upon an evaluation of the aforementioned factors. Accordingly, no other-than-temporary impairment was recorded in the Consolidated Statements of Income for the years ended December 31, 2016 and 2015.

A summary of unrealized loss information for securities held-to-maturity, categorized by security type and length of time for which the security has been in a continuous unrealized loss position, follows:

	December 31, 2016					
	Less than 12 Months		12 Months or Longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
	(In Thousands)					
Held-to-maturity:						
U.S. Government agency obligations - government-sponsored enterprises	\$ 1,000	\$ 5	\$ —	\$ —	\$ 1,000	\$ 5
Municipal obligations	9,472	78	—	—	9,472	78
Collateralized mortgage obligations - government issued	6,980	38	—	—	6,980	38
Collateralized mortgage obligations - government-sponsored enterprises	4,682	58	—	—	4,682	58
	<u>\$ 22,134</u>	<u>\$ 179</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 22,134</u>	<u>\$ 179</u>

	December 31, 2015					
	Less than 12 Months		12 Months or Longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
(In Thousands)						
Held-to-maturity:						
U.S. Government agency obligations - government-sponsored enterprises	\$ —	\$ —	\$ 1,000	\$ 11	\$ 1,000	\$ 11
Municipal obligations	436	4	199	1	635	5
Collateralized mortgage obligations - government issued	6,518	\$ 41	—	—	6,518	41
Collateralized mortgage obligations - government-sponsored enterprises	5,168	44	—	—	5,168	44
	<u>\$ 12,122</u>	<u>\$ 89</u>	<u>\$ 1,199</u>	<u>\$ 12</u>	<u>\$ 13,321</u>	<u>\$ 101</u>

Note 4 – Loan and Lease Receivables, Impaired Loans and Leases and Allowance for Loan and Lease Losses

Loan and lease receivables consist of the following:

	December 31, 2016	December 31, 2015
(In Thousands)		
Commercial real estate:		
Commercial real estate — owner occupied	\$ 176,459	\$ 176,322
Commercial real estate — non-owner occupied	473,158	436,901
Land development	56,638	59,779
Construction	101,206	100,625
Multi-family	92,762	80,254
1-4 family	45,651	50,304
Total commercial real estate	945,874	904,185
Commercial and industrial	450,298	472,193
Direct financing leases, net	30,951	31,093
Consumer and other:		
Home equity and second mortgages	8,412	8,237
Other	16,329	16,319
Total consumer and other	24,741	24,556
Total gross loans and leases receivable	1,451,864	1,432,027
Less:		
Allowance for loan and lease losses	20,912	16,316
Deferred loan fees	1,189	1,062
Loans and leases receivable, net	<u>\$ 1,429,763</u>	<u>\$ 1,414,649</u>

As of December 31, 2016 and 2015, the total amount of the Corporation's ownership of SBA loans on the Consolidated Balance Sheets was \$62.1 million and \$53.2 million, respectively. As of December 31, 2016 and 2015, \$5.5 million and \$1.1 million of loans in this portfolio were considered impaired, respectively.

Loans transferred to third parties consist of the guaranteed portion of SBA loans which the Corporation sold in the secondary market, as well as participation interests in other originated loans. The total principal amount of the guaranteed portion of SBA loans sold during the year ended December 31, 2016 and 2015 was \$41.2 million and \$40.2 million, respectively. Each of the transfers of these financial assets met the qualifications for sale accounting, and therefore, all of the loans transferred during the

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year ended December 31, 2016 and 2015 have been derecognized in the Consolidated Financial Statements. The guaranteed portion of SBA loans were transferred at their fair value and the related gain was recognized upon the transfer as non-interest income in the Consolidated Financial Statements. The total outstanding balance of sold SBA loans at December 31, 2016 and 2015 was \$105.1 million and \$78.2 million, respectively, while the retained, unguaranteed portion of sold SBA loans on the Corporation's Consolidated Balance Sheets was \$32.2 million and \$26.2 million as of December 31, 2016 and 2015, respectively.

The total principal amount of transferred participation interests in other originated commercial loans during the year ended December 31, 2016 and 2015 was \$17.6 million and \$26.8 million, respectively, all of which were treated as sales and derecognized under the applicable accounting guidance at the time of transfer. No gain or loss was recognized on participation interests in other originated loans as they were transferred at or near the date of loan origination and the payments received for servicing the portion of the loans participated represents adequate compensation. The total outstanding balance of these transferred loans at December 31, 2016 and 2015 was \$102.7 million and \$91.0 million, respectively. As of December 31, 2016 and 2015, the total amount of the Corporation's partial ownership of these transferred loans on the Consolidated Balance Sheets was \$106.1 million and \$110.6 million, respectively. No loans in this participation portfolio were considered impaired as of December 31, 2016 and 2015. The Corporation does not share in the participant's portion of any potential charge-offs. The total amount of loan participations purchased on the Consolidated Balance Sheets as of December 31, 2016 and 2015 was \$1.2 million and \$1.8 million, respectively.

The Corporation also sells residential real estate loans, servicing released, in the secondary market. The total principal amount of residential real estate loans sold during the year ended December 31, 2016 and 2015 was \$26.3 million and \$32.6 million, respectively. Each of the transfers of these financial assets met the qualifications for sale accounting, and therefore all of the loans transferred have been derecognized in the Consolidated Financial Statements. The loans were transferred at their fair value and the related gain was recognized as non-interest income upon the transfer in the Consolidated Financial Statements.

According to ASC 310-30, *Accounting for Certain Loans or Debt Securities Acquired in a Transfer*, purchased credit-impaired loans exhibit evidence of deterioration in credit quality since origination for which it is probable at acquisition that the Corporation will be unable to collect all contractually required payments. Purchased credit-impaired loans are initially recorded at fair value, which is estimated by discounting the cash flows expected to be collected at the acquisition date. Because the estimate of expected cash flows reflects an estimate of future credit losses expected to be incurred over the life of the loans, an allowance for credit losses is not recorded at the acquisition date. The excess of cash flows expected at acquisition over the estimated fair value, referred to as the accretable yield, is recognized in interest income over the remaining life of the loan on a level-yield basis, contingent on the subsequent evaluation of future expected cash flows. The difference between the contractually required payments at acquisition and the cash flows expected to be collected at acquisition is referred to as the nonaccretable difference. A subsequent decrease in the estimate of cash flows expected to be received on purchased credit-impaired loans generally results in the recognition of an allowance for loan and lease losses. Subsequent increases in cash flows result in reversal of any nonaccretable difference (or allowance for loan and lease losses to the extent any has been recorded) with a positive impact on interest income recognized. The measurement of cash flows involves assumptions and judgments for interest rates, prepayments, default rates, loss severity and collateral values. All of these factors are inherently subjective and significant changes in the cash flow estimates over the life of the loan can result.

The following table reflects the contractually required payments receivable and fair value of the Corporation's purchased credit-impaired loans as of December 31, 2016 and 2015:

	December 31, 2016	December 31, 2015
	(In Thousands)	
Contractually required payments	\$ 3,265	\$ 5,291
Fair value of purchased credit-impaired loans	1,432	3,250

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The following table presents a rollforward of the accretable yield for the year ended December 31, 2016 and 2015 :

	December 31, 2016	December 31, 2015
(In Thousands)		
Accretable yield, beginning of period	\$ 414	\$ 676
Accretion recognized in interest income	(129)	(50)
Reclassification to nonaccretable difference for loans with changing cash flows ⁽¹⁾	(244)	(60)
Changes in accretable yield for non-credit related changes in expected cash flows ⁽²⁾	94	(152)
Accretable yield, end of period	<u>\$ 135</u>	<u>\$ 414</u>

(1) Represents changes in accretable yield for those loans that are driven primarily by credit performance.

(2) Represents changes in accretable yield for those loans that are driven primarily by changes in actual and estimated payments.

Certain of the Corporation's executive officers, directors and their related interests are loan clients of the Banks. As of December 31, 2016 and 2015, loans aggregating approximately \$6.3 million and \$6.9 million, respectively, were outstanding to such parties. New loans granted to such parties during the years ended December 31, 2016 and 2015 were approximately \$673,000 and \$3.9 million and repayments on such loans were approximately \$1.3 million and \$1.4 million, respectively. These loans were made in the ordinary course of business and on substantially the same terms as those prevailing at the time for comparable loans not related to the lender. None of these loans were considered impaired as of December 31, 2016 or 2015.

The following information illustrates ending balances of the Corporation's loan and lease portfolio, including impaired loans by class of receivable, and considering certain credit quality indicators as of December 31, 2016 and 2015 :

	December 31, 2016				
	Category				Total
	I	II	III	IV	
(Dollars in Thousands)					
Commercial real estate:					
Commercial real estate — owner occupied	\$ 142,704	\$ 20,294	\$ 11,174	\$ 2,287	\$ 176,459
Commercial real estate — non-owner occupied	447,895	20,933	2,721	1,609	473,158
Land development	52,082	823	293	3,440	56,638
Construction	93,510	3,154	1,624	2,918	101,206
Multi-family	87,418	1,937	3,407	—	92,762
1-4 family	38,504	3,144	1,431	2,572	45,651
Total commercial real estate	862,113	50,285	20,650	12,826	945,874
Commercial and industrial	348,201	42,949	46,675	12,473	450,298
Direct financing leases, net	29,351	1,600	—	—	30,951
Consumer and other:					
Home equity and second mortgages	8,271	121	12	8	8,412
Other	15,714	—	11	604	16,329
Total consumer and other	23,985	121	23	612	24,741
Total gross loans and leases receivable	<u>\$ 1,263,650</u>	<u>\$ 94,955</u>	<u>\$ 67,348</u>	<u>\$ 25,911</u>	<u>\$ 1,451,864</u>
Category as a % of total portfolio	87.04%	6.54%	4.64%	1.78%	100.00%

	December 31, 2015				
	Category				Total
	I	II	III	IV	
	(Dollars in Thousands)				
Commercial real estate:					
Commercial real estate — owner occupied	\$ 156,379	\$ 7,654	\$ 9,311	\$ 2,978	\$ 176,322
Commercial real estate — non-owner occupied	410,517	20,662	3,408	2,314	436,901
Land development	52,817	2,241	309	4,412	59,779
Construction	98,693	851	564	517	100,625
Multi-family	79,368	884	—	2	80,254
1-4 family	41,086	3,985	1,865	3,368	50,304
Total commercial real estate	838,860	36,277	15,457	13,591	904,185
Commercial and industrial	430,199	7,139	25,706	9,149	472,193
Direct financing leases, net	29,514	1,013	528	38	31,093
Consumer and other:					
Home equity and second mortgages	7,497	—	141	599	8,237
Other	15,616	48	—	655	16,319
Total consumer and other	23,113	48	141	1,254	24,556
Total gross loans and leases receivable	\$ 1,321,686	\$ 44,477	\$ 41,832	\$ 24,032	\$ 1,432,027
Category as a % of total portfolio	92.29%	3.11%	2.92%	1.68%	100.00%

Credit underwriting through a committee process is a key component of the Corporation's operating philosophy. Commercial lenders have relatively low individual lending authority limits, and thus a significant portion of the Corporation's new credit extensions require approval from a loan approval committee regardless of the type of loan or lease, asset quality grade of the credit, amount of the credit or the related complexities of each proposal.

Each credit is evaluated for proper risk rating upon origination, at the time of each subsequent renewal, upon receipt and evaluation of updated financial information from the Corporation's borrowers or as other circumstances dictate. The Corporation uses a nine grade risk rating system to monitor the ongoing credit quality of its loans and leases. The risk rating grades follow a consistent definition and are then applied to specific loan types based on the nature of the loan. Each risk rating is subjective and, depending on the size and nature of the credit, subject to various levels of review and concurrence on the stated risk rating. In addition to its nine grade risk rating system, the Corporation groups loans into four loan and related risk categories which determine the level and nature of review by management.

Category I — Loans and leases in this category are performing in accordance with the terms of the contract and generally exhibit no immediate concerns regarding the security and viability of the underlying collateral, financial stability of the borrower, integrity or strength of the borrower's management team or the industry in which the borrower operates. Loans and leases in this category are not subject to additional monitoring procedures above and beyond what is required at the origination or renewal of the loan or lease. The Corporation monitors Category I loans and leases through payment performance, continued maintenance of its personal relationships with such borrowers and continued review of such borrowers' compliance with the terms of their respective agreements.

Category II — Loans and leases in this category are beginning to show signs of deterioration in one or more of the Corporation's core underwriting criteria such as financial stability, management strength, industry trends or collateral values. Management will place credits in this category to allow for proactive monitoring and resolution with the borrower to possibly mitigate the area of concern and prevent further deterioration or risk of loss to the Corporation. Category II loans are considered performing but are monitored frequently by the assigned business development officer and by subcommittees of the Banks' loan committees.

Category III — Loans and leases in this category are identified by management as warranting special attention. However, the balance in this category is not intended to represent the amount of adversely classified assets held by the Banks. Category III loans and leases generally exhibit undesirable characteristics, such as evidence of adverse financial trends and conditions, managerial problems, deteriorating economic conditions within the related industry or evidence of adverse public filings and may exhibit collateral shortfall positions. Management continues to believe that it will collect all contractual principal and

interest in accordance with the original terms of the contracts relating to the loans and leases in this category, and therefore Category III loans are considered performing with no specific reserves established for this category. Category III loans are monitored by management and the Banks' loan committees on a monthly basis and the Banks' boards of directors at each of their regularly scheduled meetings.

Category IV — Loans and leases in this category are considered to be impaired. Impaired loans and leases have been placed on non-accrual as management has determined that it is unlikely that the Banks will receive the contractual principal and interest in accordance with the original terms of the agreement. Impaired loans are individually evaluated to assess the need for the establishment of specific reserves or charge-offs. When analyzing the adequacy of collateral, the Corporation obtains external appraisals at least annually for impaired loans and leases. External appraisals are obtained from the Corporation's approved appraiser listing and are independently reviewed to monitor the quality of such appraisals. To the extent a collateral shortfall position is present, a specific reserve or charge-off will be recorded to reflect the magnitude of the impairment. Loans and leases in this category are monitored by management and the Banks' loan committees on a monthly basis and the Banks' boards of directors at each of their regularly scheduled meetings.

Utilizing regulatory classification terminology, the Corporation identified \$34.3 million and \$26.8 million of loans and leases as Substandard as of December 31, 2016 and 2015, respectively. No loans were considered Special Mention, Doubtful or Loss as of either December 31, 2016 or 2015. The population of Substandard loans is a subset of Category III and Category IV loans.

The delinquency aging of the loan and lease portfolio by class of receivable as of December 31, 2016 and 2015 were as follows:

December 31, 2016						
	30-59 Days Past Due	60-89 Days Past Due	Greater than 90 Days Past Due	Total Past Due	Current	Total
(Dollars in Thousands)						
Accruing loans and leases						
Commercial real estate:						
Owner occupied	\$ —	\$ —	\$ —	\$ —	\$ 174,236	\$ 174,236
Non-owner occupied	—	—	—	—	471,549	471,549
Land development	—	—	—	—	53,198	53,198
Construction	—	—	—	—	98,288	98,288
Multi-family	—	—	—	—	92,762	92,762
1-4 family	75	—	—	75	43,639	43,714
Commercial and industrial	55	468	—	523	437,312	437,835
Direct financing leases, net	—	—	—	—	30,951	30,951
Consumer and other:						
Home equity and second mortgages	—	—	—	—	8,412	8,412
Other	—	—	—	—	15,725	15,725
Total	\$ 130	\$ 468	\$ —	\$ 598	\$ 1,426,072	\$ 1,426,670
Non-accruing loans and leases						
Commercial real estate:						
Owner occupied	\$ —	\$ —	\$ 1,183	\$ 1,183	\$ 1,040	\$ 2,223
Non-owner occupied	—	—	—	—	1,609	1,609
Land development	—	—	—	—	3,440	3,440
Construction	2,482	—	436	2,918	—	2,918
Multi-family	—	—	—	—	—	—
1-4 family	—	—	1,240	1,240	697	1,937
Commercial and industrial	3,345	168	6,740	10,253	2,210	12,463
Direct financing leases, net	—	—	—	—	—	—
Consumer and other:						
Home equity and second mortgages	—	—	—	—	—	—
Other	186	—	378	564	40	604
Total	\$ 6,013	\$ 168	\$ 9,977	\$ 16,158	\$ 9,036	\$ 25,194
Total loans and leases						
Commercial real estate:						
Owner occupied	\$ —	\$ —	\$ 1,183	\$ 1,183	\$ 175,276	\$ 176,459
Non-owner occupied	—	—	—	—	473,158	473,158
Land development	—	—	—	—	56,638	56,638
Construction	2,482	—	436	2,918	98,288	101,206
Multi-family	—	—	—	—	92,762	92,762
1-4 family	75	—	1,240	1,315	44,336	45,651
Commercial and industrial	3,400	636	6,740	10,776	439,522	450,298
Direct financing leases, net	—	—	—	—	30,951	30,951
Consumer and other:						
Home equity and second mortgages	—	—	—	—	8,412	8,412
Other	186	—	378	564	15,765	16,329
Total	\$ 6,143	\$ 636	\$ 9,977	\$ 16,756	\$ 1,435,108	\$ 1,451,864
Percent of portfolio	0.42%	0.04%	0.69%	1.15%	98.85%	100.00%

December 31, 2015

	30-59 Days Past Due	60-89 Days Past Due	Greater than 90 Days Past Due	Total Past Due	Current	Total
(Dollars in Thousands)						
Accruing loans and leases						
Commercial real estate:						
Owner occupied	\$ —	\$ —	\$ —	\$ —	\$ 173,416	\$ 173,416
Non-owner occupied	—	—	—	—	435,222	435,222
Land development	—	—	—	—	55,386	55,386
Construction	—	—	—	—	100,228	100,228
Multi-family	—	—	—	—	80,252	80,252
1-4 family	78	—	—	78	47,676	47,754
Commercial and industrial	—	—	—	—	463,057	463,057
Direct financing leases, net	—	—	—	—	31,055	31,055
Consumer and other:						
Home equity and second mortgages	—	—	—	—	7,695	7,695
Other	—	—	—	—	15,664	15,664
Total	\$ 78	\$ —	\$ —	\$ 78	\$ 1,409,651	\$ 1,409,729
Non-accruing loans and leases						
Commercial real estate:						
Owner occupied	\$ —	\$ 473	\$ —	\$ 473	\$ 2,433	\$ 2,906
Non-owner occupied	—	—	—	—	1,679	1,679
Land development	—	—	—	—	4,393	4,393
Construction	397	—	—	397	—	397
Multi-family	—	—	—	—	2	2
1-4 family	430	34	895	1,359	1,191	2,550
Commercial and industrial	2,077	—	564	2,641	6,495	9,136
Direct financing leases, net	—	—	—	—	38	38
Consumer and other:						
Home equity and second mortgages	—	—	250	250	292	542
Other	—	—	655	655	—	655
Total	\$ 2,904	\$ 507	\$ 2,364	\$ 5,775	\$ 16,523	\$ 22,298
Total loans and leases						
Commercial real estate:						
Owner occupied	\$ —	\$ 473	\$ —	\$ 473	\$ 175,849	\$ 176,322
Non-owner occupied	—	—	—	—	436,901	436,901
Land development	—	—	—	—	59,779	59,779
Construction	397	—	—	397	100,228	100,625
Multi-family	—	—	—	—	80,254	80,254
1-4 family	508	34	895	1,437	48,867	50,304
Commercial and industrial	2,077	—	564	2,641	469,552	472,193
Direct financing leases, net	—	—	—	—	31,093	31,093
Consumer and other:						
Home equity and second mortgages	—	—	250	250	7,987	8,237
Other	—	—	655	655	15,664	16,319
Total	\$ 2,982	\$ 507	\$ 2,364	\$ 5,853	\$ 1,426,174	\$ 1,432,027
Percent of portfolio	0.21%	0.04%	0.16%	0.41%	99.59%	100.00%

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The Corporation's total impaired assets consisted of the following at December 31, 2016 and 2015 , respectively.

	December 31, 2016	December 31, 2015
	(In Thousands)	
Non-accrual loans and leases		
Commercial real estate:		
Commercial real estate — owner occupied	\$ 2,223	\$ 2,907
Commercial real estate — non-owner occupied	1,609	1,678
Land development	3,440	4,393
Construction	2,918	397
Multi-family	—	2
1-4 family	1,937	2,550
Total non-accrual commercial real estate	12,127	11,927
Commercial and industrial	12,463	9,136
Direct financing leases, net	—	38
Consumer and other:		
Home equity and second mortgages	—	542
Other	604	655
Total non-accrual consumer and other loans	604	1,197
Total non-accrual loans and leases	25,194	22,298
Foreclosed properties, net	1,472	1,677
Total non-performing assets	26,666	23,975
Performing troubled debt restructurings	717	1,735
Total impaired assets	\$ 27,383	\$ 25,710
	December 31, 2016	December 31, 2015
Total non-accrual loans and leases to gross loans and leases	1.74%	1.56%
Total non-performing assets to total gross loans and leases plus foreclosed properties, net	1.83	1.67
Total non-performing assets to total assets	1.50	1.35
Allowance for loan and lease losses to gross loans and leases	1.44	1.14
Allowance for loan and lease losses to non-accrual loans and leases	83.00	73.17

As of December 31, 2016 and 2015 , \$12.8 million and \$16.2 million of the non-accrual loans and leases were considered troubled debt restructurings, respectively. There were no unfunded commitments associated with troubled debt restructured loans and leases as of December 31, 2016 .

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The following table provides the number of loans modified in a troubled debt restructuring and the pre- and post-modification recorded investment by class of receivable as of December 31, 2016 and 2015 :

	As of December 31, 2016			As of December 31, 2015		
	Number of Loans	Pre-Modification Recorded Investment	Post-Modification Recorded Investment	Number of Loans	Pre-Modification Recorded Investment	Post-Modification Recorded Investment
(Dollars in Thousands)						
Commercial real estate:						
Commercial real estate — owner occupied	3	\$ 1,065	\$ 930	3	\$ 1,209	\$ 1,188
Commercial real estate — non-owner occupied	1	158	39	5	1,150	904
Land development	1	5,745	3,440	2	5,853	4,393
Construction	2	331	314	1	181	200
Multi-family	—	—	—	1	184	2
1-4 family	11	1,391	1,393	15	2,035	1,869
Commercial and industrial	10	8,094	7,058	10	7,572	8,330
Consumer and other:						
Home equity and second mortgage	1	37	8	4	461	349
Other	1	2,076	378	1	2,076	655
Total	30	\$ 18,897	\$ 13,560	42	\$ 20,721	\$ 17,890

All loans and leases modified as a troubled debt restructuring are evaluated for impairment. The nature and extent of the impairment of restructured loans, including those which have experienced a default, is considered in the determination of an appropriate level of the allowance for loan and lease losses.

As of December 31, 2016 and 2015 , the Corporation's troubled debt restructurings grouped by type of concession were as follows:

	As of December 31, 2016		As of December 31, 2015	
	Number of Loans	Post-Modification Recorded Investment	Number of Loans	Post-Modification Recorded Investment
(Dollars in Thousands)				
Commercial real estate:				
Extension of term	1	\$ 8	1	\$ 24
Interest rate concession	1	52	1	55
Combination of extension of term and interest rate concession	16	6,056	25	8,477
Commercial and industrial:				
Combination of extension of term and interest rate concession	10	7,058	10	8,330
Consumer and other:				
Extension of term	1	378	1	655
Combination of extension of term and interest rate concession	1	8	4	349
Total	30	\$ 13,560	42	\$ 17,890

There were no loans and leases modified in a troubled debt restructuring during the previous 12 months which subsequently defaulted during the year ended December 31, 2016 .

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The following represents additional information regarding the Corporation's impaired loans and leases, including performing troubled debt restructurings, by class:

As of and for the Year Ended December 31, 2016									
	Recorded Investment	Unpaid Principal Balance	Impairment Reserve	Average Recorded Investment ⁽¹⁾	Foregone Interest Income	Interest Income Recognized	Net Foregone Interest Income		
(In Thousands)									
With no impairment reserve recorded:									
Commercial real estate:									
Owner occupied	\$ 1,788	\$ 1,788	\$ —	\$ 3,577	\$ 328	\$ 118	\$ 210		
Non-owner occupied	1,609	1,647	—	1,318	91	79	12		
Land development	3,440	6,111	—	3,898	107	—	107		
Construction	436	438	—	291	20	—	20		
Multi-family	—	—	—	—	1	134	(133)		
1-4 family	2,379	2,379	—	2,755	125	94	31		
Commercial and industrial	3,769	3,769	—	918	143	62	81		
Direct financing leases, net	—	—	—	6	—	—	—		
Consumer and other:									
Home equity and second mortgages	8	8	—	307	16	127	(111)		
Other	604	1,270	—	529	71	—	71		
Total	\$ 14,033	\$ 17,410	\$ —	\$ 13,599	\$ 902	\$ 614	\$ 288		
With impairment reserve recorded:									
Commercial real estate:									
Owner occupied	\$ 499	\$ 499	\$ 70	\$ 111	\$ 28	\$ —	\$ 28		
Non-owner occupied	—	—	—	—	—	—	—		
Land development	—	—	—	—	—	—	—		
Construction	2,482	2,482	1,790	834	45	—	45		
Multi-family	—	—	—	—	—	—	—		
1-4 family	193	199	39	203	5	—	5		
Commercial and industrial	8,704	8,704	3,700	8,239	637	—	637		
Direct financing leases, net	—	—	—	—	—	—	—		
Consumer and other:									
Home equity and second mortgages	—	—	—	—	—	—	—		
Other	—	—	—	—	—	—	—		
Total	\$ 11,878	\$ 11,884	\$ 5,599	\$ 9,387	\$ 715	\$ —	\$ 715		
Total:									
Commercial real estate:									
Owner occupied	\$ 2,287	\$ 2,287	\$ 70	\$ 3,688	\$ 356	\$ 118	\$ 238		
Non-owner occupied	1,609	1,647	—	1,318	91	79	12		
Land development	3,440	6,111	—	3,898	107	—	107		
Construction	2,918	2,920	1,790	1,125	65	—	65		
Multi-family	—	—	—	—	1	134	(133)		
1-4 family	2,572	2,578	39	2,958	130	94	36		
Commercial and industrial	12,473	12,473	3,700	9,157	780	62	718		
Direct financing leases, net	—	—	—	6	—	—	—		
Consumer and other:									
Home equity and second mortgages	8	8	—	307	16	127	(111)		
Other	604	1,270	—	529	71	—	71		
Grand total	\$ 25,911	\$ 29,294	\$ 5,599	\$ 22,986	\$ 1,617	\$ 614	\$ 1,003		

(1) Average recorded investment is calculated primarily using daily average balances.

As of and for the Year Ended December 31, 2015

	Recorded Investment	Unpaid Principal Balance	Impairment Reserve	Average Recorded Investment ⁽¹⁾	Foregone Interest Income	Interest Income Recognized	Net Foregone Interest Income
(In Thousands)							
With no impairment reserve recorded:							
Commercial real estate:							
Owner occupied	\$ 2,164	\$ 2,164	\$ —	\$ 712	\$ 53	\$ 12	\$ 41
Non-owner occupied	2,314	2,355	—	962	25	—	25
Land development	4,413	7,083	—	4,333	133	—	133
Construction	120	120	—	474	—	—	—
Multi-family	2	369	—	10	27	—	27
1-4 family	2,423	2,486	—	1,604	82	4	78
Commercial and industrial	2,546	2,590	—	544	172	6	166
Direct financing leases, net	38	38	—	4	—	—	—
Consumer and other:							
Home equity and second mortgages	500	500	—	390	23	63	(40)
Other	655	1,321	—	688	82	—	82
Total	\$ 15,175	\$ 19,026	\$ —	\$ 9,721	\$ 597	\$ 85	\$ 512
With impairment reserve recorded:							
Commercial real estate:							
Owner occupied	\$ 814	\$ 814	\$ 20	\$ 215	\$ 7	\$ 2	\$ 5
Non-owner occupied	—	—	—	—	—	—	—
Land development	—	—	—	—	—	—	—
Construction	397	397	48	34	—	—	—
Multi-family	—	—	—	—	—	—	—
1-4 family	945	950	173	605	34	—	34
Commercial and industrial	6,603	6,603	847	810	102	—	102
Direct financing leases, net	—	—	—	—	—	—	—
Consumer and other:							
Home equity and second mortgages	99	99	25	58	10	—	10
Other	—	—	—	—	—	—	—
Total	\$ 8,858	\$ 8,863	\$ 1,113	\$ 1,722	\$ 153	\$ 2	\$ 151
Total:							
Commercial real estate:							
Owner occupied	\$ 2,978	\$ 2,978	\$ 20	\$ 927	\$ 60	\$ 14	\$ 46
Non-owner occupied	2,314	2,355	—	962	25	—	25
Land development	4,413	7,083	—	4,333	133	—	133
Construction	517	517	48	508	—	—	—
Multi-family	2	369	—	10	27	—	27
1-4 family	3,368	3,436	173	2,209	116	4	112
Commercial and industrial	9,149	9,193	847	1,354	274	6	268
Direct financing leases, net	38	38	—	4	—	—	—
Consumer and other:							
Home equity and second mortgages	599	599	25	448	33	63	(30)
Other	655	1,321	—	688	82	—	82
Grand total	\$ 24,033	\$ 27,889	\$ 1,113	\$ 11,443	\$ 750	\$ 87	\$ 663

(1) Average recorded investment is calculated primarily using daily average balances.

As of and for the Year Ended December 31, 2014

	Recorded Investment	Unpaid Principal Balance	Impairment Reserve	Average Recorded Investment ⁽¹⁾	Foregone Interest Income	Interest Income Recognized	Net Foregone Interest Income
(In Thousands)							
With no impairment reserve recorded:							
Commercial real estate:							
Owner occupied	\$ 577	\$ 577	\$ —	\$ 484	\$ 30	\$ 79	\$ (49)
Non-owner occupied	921	921	—	349	22	—	22
Land development	4,962	7,633	—	5,253	155	—	155
Construction	195	195	—	32	—	—	—
Multi-family	17	384	—	24	53	—	53
1-4 family	1,181	1,218	—	380	15	12	3
Commercial and industrial	2,316	2,926	—	6,141	463	649	(186)
Direct financing leases, net	—	—	—	—	—	—	—
Consumer and other:							
Home equity and second mortgages	380	380	—	495	18	—	18
Other	721	1,389	—	768	87	—	87
Total	\$ 11,270	\$ 15,623	\$ —	\$ 13,926	\$ 843	\$ 740	\$ 103
With impairment reserve recorded:							
Commercial real estate:							
Owner occupied	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Non-owner occupied	49	89	49	52	4	—	4
Land development	—	—	—	—	—	—	—
Construction	—	—	—	—	—	—	—
Multi-family	—	—	—	—	—	—	—
1-4 family	390	390	155	405	18	—	18
Commercial and industrial	33	33	33	34	—	—	—
Direct financing leases, net	—	—	—	—	—	—	—
Consumer and other:							
Home equity and second mortgages	53	53	53	57	5	—	5
Other	—	—	—	—	—	—	—
Total	\$ 525	\$ 565	\$ 290	\$ 548	\$ 27	\$ —	\$ 27
Total:							
Commercial real estate:							
Owner occupied	\$ 577	\$ 577	\$ —	\$ 484	\$ 30	\$ 79	\$ (49)
Non-owner occupied	970	1,010	49	401	26	—	26
Land development	4,962	7,633	—	5,253	155	—	155
Construction	195	195	—	32	—	—	—
Multi-family	17	384	—	24	53	—	53
1-4 family	1,571	1,608	155	785	33	12	21
Commercial and industrial	2,349	2,959	33	6,175	463	649	(186)
Direct financing leases, net	—	—	—	—	—	—	—
Consumer and other:							
Home equity and second mortgages	433	433	53	552	23	—	23
Other	721	1,389	—	768	87	—	87
Grand total	\$ 11,795	\$ 16,188	\$ 290	\$ 14,474	\$ 870	\$ 740	\$ 130

(1) Average recorded investment is calculated primarily using daily average balances.

The difference between the loans and leases recorded investment and the unpaid principal balance of \$3.4 million, \$3.9 million and \$4.4 million as of December 31, 2016, 2015 and 2014, respectively, represents partial charge-offs resulting from losses due to the appraised value of the collateral securing the loans and leases being below the carrying values of the loans and leases. Impaired loans and leases also included \$717,000, \$1.7 million and \$2.0 million of loans as of December 31, 2016, 2015 and 2014, respectively, that were performing troubled debt restructurings, and thus, although not on non-accrual, were reported as

impaired due to the concession in terms. When a loan is placed on non-accrual, interest accrual is discontinued and previously accrued but uncollected interest is deducted from interest income. Cash payments collected on non-accrual loans are first applied to such loan's principal. Foregone interest represents the interest that was contractually due on the loan but not received or recorded. To the extent the amount of principal on a non-accrual loan is fully collected and additional cash is received, the Corporation will recognize interest income.

To determine the level and composition of the allowance for loan and lease losses, the Corporation categorizes the portfolio into segments with similar risk characteristics. First, the Corporation evaluates loans and leases for potential impairment classification. The Corporation analyzes each loan and lease determined to be impaired on an individual basis to determine a specific reserve based upon the estimated value of the underlying collateral for collateral-dependent loans, or alternatively, the present value of expected cash flows. The Corporation applies historical trends from established risk factors to each category of loans and leases that has not been individually evaluated for the purpose of establishing the general portion of the allowance.

A summary of the activity in the allowance for loan and lease losses by portfolio segment is as follows:

	As of and for the Year Ended December 31, 2016			
	Commercial Real Estate	Commercial and Industrial	Consumer and Other	Total
	(Dollars in Thousands)			
Allowance for loan and lease losses:				
Beginning balance	\$ 11,220	\$ 4,387	\$ 709	\$ 16,316
Charge-offs	(1,194)	(2,273)	(127)	(3,594)
Recoveries	274	91	7	372
Provision	2,084	5,765	(31)	7,818
Ending balance	\$ 12,384	\$ 7,970	\$ 558	\$ 20,912
Ending balance: individually evaluated for impairment	\$ 1,899	\$ 3,700	\$ —	\$ 5,599
Ending balance: collectively evaluated for impairment	\$ 10,485	\$ 4,270	\$ 558	\$ 15,313
Ending balance: loans acquired with deteriorated credit quality	\$ —	\$ —	\$ —	\$ —
Loans and lease receivables:				
Ending balance, gross	\$ 945,874	\$ 481,249	\$ 24,741	\$ 1,451,864
Ending balance: individually evaluated for impairment	\$ 11,222	\$ 12,452	\$ 612	\$ 24,286
Ending balance: collectively evaluated for impairment	\$ 933,048	\$ 468,776	\$ 24,129	\$ 1,425,953
Ending balance: loans acquired with deteriorated credit quality	\$ 1,604	\$ 21	\$ —	\$ 1,625
Allowance as percent of gross loans and leases	1.31%	1.66%	2.26%	1.44%

As of and for the Year Ended December 31, 2015

	Commercial Real Estate	Commercial and Industrial	Consumer and Other	Total
(Dollars in Thousands)				
Allowance for loan and lease losses:				
Beginning balance	\$ 8,619	\$ 5,492	\$ 218	\$ 14,329
Charge-offs	(793)	(711)	(9)	(1,513)
Recoveries	104	6	4	114
Provision	3,290	(400)	496	3,386
Ending balance	\$ 11,220	\$ 4,387	\$ 709	\$ 16,316
Ending balance: individually evaluated for impairment	\$ 240	\$ 847	\$ 26	\$ 1,113
Ending balance: collectively evaluated for impairment	\$ 10,980	\$ 3,540	\$ 683	\$ 15,203
Ending balance: loans acquired with deteriorated credit quality	\$ —	\$ —	\$ —	\$ —
Loans and lease receivables:				
Ending balance, gross	\$ 904,185	\$ 503,286	\$ 24,556	\$ 1,432,027
Ending balance: individually evaluated for impairment	\$ 10,849	\$ 8,942	\$ 1,061	\$ 20,852
Ending balance: collectively evaluated for impairment	\$ 890,594	\$ 494,098	\$ 23,495	\$ 1,408,187
Ending balance: loans acquired with deteriorated credit quality	\$ 2,742	\$ 246	\$ 193	\$ 3,181
Allowance as percent of gross loans and leases	1.24%	0.87%	2.89%	1.14%

The Corporation's net investment in direct financing leases consists of the following:

	As of December 31,	
	2016	2015
(In Thousands)		
Minimum lease payments receivable	\$ 26,096	\$ 27,361
Estimated unguaranteed residual values in leased property	7,625	7,036
Initial direct costs	106	158
Unearned lease and residual income	(2,876)	(3,462)
Investment in commercial direct financing leases	\$ 30,951	\$ 31,093

There were no impairments of residual value of leased property during the years ended December 31, 2016, 2015 and 2014.

The Corporation leases equipment under direct financing leases expiring in future years. Some of these leases provide for additional rents based on use in excess of a stipulated minimum number of hours and generally allow the lessees to purchase the equipment for fair value at the end of the lease term.

Future aggregate maturities of minimum lease payments to be received are as follows:

(In Thousands)	
Maturities during year ended December 31,	
2017	\$ 7,863
2018	7,584
2019	5,331
2020	3,520
2021	1,251
Thereafter	547
	<u>\$ 26,096</u>

Note 5 – Premises and Equipment

A summary of premises and equipment at December 31, 2016 and 2015 is as follows:

	As of December 31,	
	2016	2015
	(In Thousands)	
Land	\$ 650	\$ 650
Building and leasehold improvements	3,019	2,879
Furniture and equipment	5,366	4,921
	9,035	8,450
Less: accumulated depreciation	(5,263)	(4,496)
Total premises and equipment, net	\$ 3,772	\$ 3,954

Depreciation expense was \$767,000 , \$746,000 and \$385,000 for the years ended December 31, 2016 , 2015 and 2014 , respectively.

Note 6 – Goodwill and Other Intangible Assets

Goodwill is not amortized, but is subject to impairment tests on at least an annual basis and more frequently if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount (including goodwill). At December 31, 2016 and 2015 , the Corporation had goodwill of \$10.7 million , which was entirely related to the acquisition of Alterra in 2014.

The Corporation conducted its annual impairment test on July 1, 2016, utilizing a qualitative assessment, and concluded that it was more likely than not that Alterra’s estimated fair value exceeded its carrying value. Due to continued credit deterioration at Alterra and management’s decision to temporarily slow SBA production while investments to enhance the platform are made, management elected to again assess goodwill on November 30, 2016 by comparing the fair value of Alterra to its carrying value. The fair value of the reporting unit was determined based on a weighted average of the income and market approaches. The income approach establishes fair value based on estimated future cash flows of the reporting unit, discounted by an estimated weighted-average cost of capital developed using the capital asset pricing model, which reflects the overall level of inherent risk of the reporting unit. The income approach uses our projections of financial performance for a four-year period and includes assumptions about future revenue growth rates, operating margins and terminal values. The market approach establishes fair value by applying cash flow multiples to the respective reporting unit’s operating performance. The multiples are derived from other publicly traded companies that are similar but not identical from an operational and economic standpoint.

Based on this assessment, there was no evidence of goodwill impairment as of November 30, 2016. Management also assessed external and internal qualitative factors through December 31, 2016 and determined no changes to factors occurred that would negatively impact the goodwill test.

The Corporation has intangible assets that are amortized consisting of loan servicing rights and core deposit intangibles.

Loan servicing rights are recognized upon sale of the guaranteed portion of SBA loans with servicing rights retained. When SBA loans are sold, servicing rights are initially recorded at fair value with the income statement effect recorded in gains on sales of loans. Loan servicing assets are subsequently measured using the amortization method, which requires servicing rights to be amortized into interest income in proportion to, and over the period of, the estimated future net servicing income of the underlying loans. For the year ended December 31, 2016 , 2015 and 2014 , loan servicing asset amortization totaled \$639,000 , \$197,000 and \$24,000 , respectively.

The estimated fair value of the Corporation’s loan servicing asset was \$1.9 million and \$1.6 million as of December 31, 2016 and 2015 , respectively. The Corporation periodically reviews this portfolio for impairment and engages a third-party valuation firm to assess the fair value of the overall servicing rights portfolio.

The core deposit intangible has a finite life and is amortized by the straight-line method over a period of seven years. Changes in the gross carrying amount, accumulated amortization and net book value of core deposit intangibles were as follows:

	Year Ended December 31,		
	2016	2015	2014
	(In Thousands)		
Gross carrying amount	\$ 347	\$ 347	\$ 347
Less: accumulated amortization	145	83	12
Net book value	<u>\$ 202</u>	<u>\$ 264</u>	<u>\$ 335</u>
Amortization during the period	<u>\$ 62</u>	<u>\$ 71</u>	<u>\$ 12</u>

Estimated amortization expense of core deposit intangibles for fiscal years 2017 through 2021 are as follows:

(In Thousands)

Estimate for the year ended December 31,	
2017	\$ 54
2018	47
2019	40
2020	35
2021	26
	<u>\$ 202</u>

Note 7 – Other Assets

The Corporation is a limited partner in several limited partnership investments. The Corporation is not the general partner, does not have controlling ownership and is not the primary beneficiary in any of these limited partnerships and thus, the limited partnerships have not been consolidated. These investments are accounted for using the equity method of accounting and are evaluated for impairment at the end of each reporting period. For historic rehabilitation tax credits, the Corporation begins to evaluate its investments for impairment at the time the credit is earned, which is typically in the year the project is placed in service, through the end of its compliance period. New market tax credits are also evaluated for impairment beginning at the time the tax credits are earned on the project through the seven year compliance period.

Historic Rehabilitation Tax Credits

In 2015, the Corporation invested in a development entity through BOC Investment, LLC (“BOC”), a wholly-owned subsidiary of FBB, to acquire, rehabilitate and operate a historic building in Madison, Wisconsin. At December 31, 2016 and 2015, the net carrying value of the investment was \$174,000 and \$578,000, respectively. The Corporation contributed an additional \$2.8 million to the project in 2016. During 2016, the Corporation recognized \$3.8 million in historic tax credits related to this investment and \$3.3 million in impairment of the underlying investment.

In 2016, the Corporation also invested in a development entity through Mitchell Street Apartments Investment, LLC (“Mitchell Street”), a wholly-owned subsidiary of FBB, to rehabilitate a historic building in Milwaukee, Wisconsin. At December 31, 2016, the net carrying value of the investment was \$563,000. The aggregate capital contributions to the project will depend upon the final amount of the certified project costs, but are expected to approximate \$5.5 million. The Corporation is also anticipating the sale of a portion of the state credits associated with the investment to a third party. No historic tax credits were received during the year ended December 31, 2016. The credits are expected to be taken in the fourth quarter of 2017 when the project is placed in service and are subject to a five year recapture period.

New Market Tax Credits

The Corporation invested in a community development entity (“CDE”) through Rimrock Road Investment Fund LLC (“Rimrock”), a wholly-owned subsidiary of FBB, to develop and operate a real estate project located in a low-income community. At December 31, 2016 and 2015, Rimrock had one CDE investment with a net carrying value of \$7.1 million and \$7.5 million respectively. The investment provides federal new market tax credits over a seven year credit allowance period through 2020. The remaining federal new market tax credit to be utilized over a maximum of seven years was \$1.8 million as of December 31, 2016. The Corporation’s usage of the federal new market tax credit was approximately \$375,000 during the years ended December 31, 2016 and 2015.

Other Investments

The Corporation had an equity investment in Aldine Capital Fund, LP, a mezzanine fund, of \$883,000 and \$1.0 million as of December 31, 2016 and 2015, respectively. The Corporation's equity investment in Aldine Capital Fund II, LP, also a mezzanine fund, totaled \$3.1 million and \$2.2 million as of December 31, 2016 and 2015, respectively. The Corporation's share of these partnerships' income included in the Consolidated Statements of Income for the years ended December 31, 2016 and 2015 was \$790,000 and \$481,000, respectively.

The Corporation is the sole owner of \$315,000 of common securities issued by FBFS Statutory Trust II ("Trust II"), a Delaware business trust. The purpose of Trust II was to complete the sale of \$10.0 million of 10.50% fixed rate preferred securities. Trust II, a wholly owned subsidiary of the Corporation, was not consolidated into the financial statements of the Corporation. The investment in Trust II of \$315,000 as of December 31, 2016 and 2015 is included in accrued interest receivable and other assets.

A summary of accrued interest receivable and other assets as of December 31, 2016 and 2015 was as follows:

	December 31, 2016	December 31, 2015
	(In Thousands)	
Accrued interest receivable	\$ 4,677	\$ 4,412
Net deferred tax asset	4,052	2,633
Investment in limited partnerships	3,963	3,215
Investment in a CDE	7,106	7,500
Investment in historic development entities	737	578
Investment in Trust II	315	315
Fair value of interest rate swaps	352	552
Prepaid expenses	3,074	3,330
Other assets	4,331	1,536
Total accrued interest receivable and other assets	<u>\$ 28,607</u>	<u>\$ 24,071</u>

Note 8 – Deposits

The composition of deposits at December 31, 2016 and 2015 is as follows:

	December 31, 2016			December 31, 2015		
	Balance	Average Balance	Average Rate	Balance	Average Balance	Average Rate
	(Dollars in Thousands)					
Non-interest-bearing transaction accounts	\$ 252,638	\$ 246,182	—%	\$ 231,199	\$ 211,945	—%
Interest-bearing transaction accounts	183,992	169,571	0.27	165,921	125,558	0.24
Money market accounts	627,090	642,784	0.48	612,642	602,842	0.55
Certificates of deposit	58,454	65,608	0.90	79,986	106,177	0.78
Wholesale deposits	416,681	467,826	1.62	487,483	450,460	1.43
Total deposits	<u>\$ 1,538,855</u>	<u>\$ 1,591,971</u>	0.74	<u>\$ 1,577,231</u>	<u>\$ 1,496,982</u>	0.73

A summary of annual maturities of certificates of deposit outstanding and wholesale deposits at December 31, 2016 is as follows:

(In Thousands)

Maturities during the year ended December 31,	
2017	\$ 145,615
2018	123,135
2019	68,089
2020	85,173
2021	21,476
Thereafter	31,647
	<u>\$ 475,135</u>

Deposits include approximately \$8.9 million and \$11.5 million of certificates of deposit and wholesale deposits which are denominated in amounts of \$250,000 or more at December 31, 2016 and 2015, respectively.

Note 9 – FHLB Advances, Other Borrowings and Junior Subordinated Notes

The composition of borrowed funds at December 31, 2016 and 2015 was as follows. Weighted average balances represent year-to-date averages.

	December 31, 2016			December 31, 2015		
	Balance	Weighted Average Balance	Weighted Average Rate	Balance	Weighted Average Balance	Weighted Average Rate
	(Dollars in Thousands)					
Federal funds purchased	\$ —	\$ 178	0.92%	\$ —	\$ 237	0.86%
FHLB advances	33,578	14,485	0.97	8,198	14,779	0.75
Other borrowings	2,590	1,739	7.64	1,592	678	9.66
Line of credit	1,010	2,079	3.26	2,510	1,619	3.18
Subordinated notes payable	22,498	22,467	7.13	22,440	22,410	7.14
Junior subordinated notes	10,004	9,997	11.07	9,990	9,982	11.14
	<u>\$ 69,680</u>	<u>\$ 50,945</u>	6.03	<u>\$ 44,730</u>	<u>\$ 49,705</u>	5.94
Short-term borrowings	\$ 20,588			\$ 7,010		
Long-term borrowings	49,092			37,720		
	<u>\$ 69,680</u>			<u>\$ 44,730</u>		

The Corporation's subsidiary banks, FBB and FBB-Milwaukee, are members of the FHLB of Chicago while Alterra is a member of the FHLB of Topeka. Accordingly, all three subsidiary banks of the Corporation are permitted to obtain advances.

The Corporation has a \$347.1 million FHLB line of credit available for advances and open line borrowings which is collateralized by mortgage-related securities, unencumbered first mortgage loans and secured small business loans as noted below. At December 31, 2016, \$313.6 million of this line remained unused. There were no advances outstanding on the Corporation's open line at December 31, 2016 and 2015. There were \$33.6 million of term FHLB advances outstanding at December 31, 2016 with stated fixed interest rates ranging from 0.83% to 4.43% compared to \$8.2 million of term FHLB advances outstanding at December 31, 2015 with stated fixed interest rate ranging from 0.89% to 4.96%. The term FHLB advances outstanding at December 31, 2016 are due at various dates through August 2019.

The Corporation is required to maintain as collateral, mortgage-related securities and unencumbered first mortgage loans and secured small business loans in its portfolio aggregating at least the amount of outstanding advances from the FHLB. Loans totaling approximately \$326.4 million and \$75.0 million and collateralized mortgage obligations totaling approximately \$20.7 million and \$21.7 million were pledged as collateral for FHLB advances at December 31, 2016 and 2015, respectively.

The Corporation has a senior line of credit with a third-party financial institution of \$10.5 million. As of December 31, 2016, the line of credit carried an interest rate of LIBOR + 2.75% with an interest rate floor of 3.125% that matures on February 19, 2017 and had certain performance debt covenants of which the Corporation was in compliance. The Corporation pays a

commitment fee on this senior line of credit. For the years ended December 31, 2016 and 2015 the Corporation incurred \$13,000 additional interest expense due to this fee. On February 19, 2017, the credit line was renewed for one additional year with pricing terms of LIBOR + 2.75% with an interest rate floor of 3.125% and a maturity date of February 19, 2018. As of December 31, 2016, the outstanding balance on the line of credit was \$1.0 million.

The Corporation has subordinated notes payable. At December 31, 2016, the amount of subordinated notes payable outstanding was \$22.5 million, which qualified for Tier 2 capital. At December 31, 2016, \$1.7 million of the subordinated notes bore an interest rate of LIBOR + 4.75% with an interest rate floor of 6.00% and a maturity date of May 15, 2021, \$6.2 million bore a fixed interest rate of 7.50% and a maturity date of January 15, 2022 and \$15.0 million bore a fixed interest rate of 6.50% with a maturity date of September 21, 2024. There are no debt covenants on the subordinated notes payable. The Corporation may, at its option, redeem the notes, in whole or part, at any time after the fifth anniversary of issuance. As of December 31, 2016, \$428,000 of debt issuance costs remain in the subordinated notes payable balance.

In September 2008, Trust II completed the sale of \$10.0 million of 10.50% fixed rate trust preferred securities (“Preferred Securities”). Trust II also issued common securities of \$315,000. Trust II used the proceeds from the offering to purchase \$10.3 million of 10.50% junior subordinated notes (“Notes”) of the Corporation. The Preferred Securities are mandatorily redeemable upon the maturity of the Notes on September 26, 2038. The Preferred Securities qualify under the risk-based capital guidelines as Tier 1 capital for regulatory purposes. Per the provisions of the Dodd-Frank Act, bank holding companies with total assets of less than \$15 billion are not required to phase out trust preferred securities as an element of Tier 1 capital as other, larger institutions must. The Corporation used the proceeds from the sale of the Notes for general corporate purposes including providing additional capital to its subsidiaries. As of December 31, 2016, \$311,000 of debt issuance costs remain reflected in junior subordinated notes on the Consolidated Balance Sheets.

The Corporation has the right to redeem the Notes at each interest payment date on or after September 26, 2013. The Corporation also has the right to redeem the Notes, in whole but not in part, after the occurrence of certain special events. Special events are limited to: (1) a change in capital treatment resulting in the inability of the Corporation to include the Notes in Tier 1 capital, (2) a change in laws or regulations that could require Trust II to register as an investment company under the Investment Company Act of 1940, as amended; and (3) a change in laws or regulations that would require Trust II to pay income tax with respect to interest received on the Notes or, prohibit the Corporation from deducting the interest payable by the Corporation on the Notes or result in greater than a de minimis amount of taxes for Trust II.

Note 10 – Regulatory Capital

The Corporation and the Banks are subject to various regulatory capital requirements administered by Federal, State of Wisconsin and State of Kansas banking agencies. Failure to meet minimum capital requirements can result in certain mandatory, and possibly additional discretionary actions on the part of regulators, that if undertaken, could have a direct material effect on the Banks’ assets, liabilities and certain off-balance-sheet items as calculated under regulatory practices. The Corporation’s and the Banks’ capital amounts and classifications are also subject to qualitative judgments by the regulators about components, risk weightings and other factors. The Corporation regularly reviews and updates when appropriate its Capital and Liquidity Action Plan (the “Capital Plan”), which is designed to help ensure appropriate capital adequacy, to plan for future capital needs and to ensure that the Corporation serves as a source of financial strength to the Banks. The Corporation’s and the Banks’ Boards of Directors and management teams adhere to the appropriate regulatory guidelines on decisions which affect their respective capital positions, including but not limited to, decisions relating to the payment of dividends and increasing indebtedness.

As a bank holding company, the Corporation’s ability to pay dividends is affected by the policies and enforcement powers of the Board of Governors of the Federal Reserve system (the “Federal Reserve”). Federal Reserve guidance urges companies to strongly consider eliminating, deferring or significantly reducing dividends if: (i) net income available to common shareholders for the past four quarters, net of dividends previously paid during that period, is not sufficient to fully fund the dividend; (ii) the prospective rate of earnings retention is not consistent with the bank holding company’s capital needs and overall current prospective financial condition; or (iii) the bank holding company will not meet, or is in danger of not meeting, its minimum regulatory capital ratios. Management intends, when appropriate under regulatory guidelines, to consult with the Federal Reserve Bank of Chicago and provide it with information on the Corporation’s then-current and prospective earnings and capital position in advance of declaring any cash dividends. As a Wisconsin corporation, the Corporation is subject to the limitations of the Wisconsin Business Corporation Law, which prohibit the Corporation from paying dividends if such payment would: (i) render the Corporation unable to pay its debts as they become due in the usual course of business, or (ii) result in the Corporation’s assets being less than the sum of its total liabilities plus the amount needed to satisfy the preferential rights upon dissolution of any stockholders with preferential rights superior to those stockholders receiving the dividend.

The Banks are also subject to certain legal, regulatory and other restrictions on their ability to pay dividends to the Corporation. As a bank holding company, the payment of dividends by the Banks to the Corporation is one of the sources of funds the Corporation could use to pay dividends, if any, in the future and to make other payments. Future dividend decisions by the Banks and the Corporation will continue to be subject to compliance with various legal, regulatory and other restrictions as defined from time to time.

Qualitative measures established by regulation to ensure capital adequacy require the Corporation and the Banks to maintain minimum amounts and ratios of Total Common Equity Tier 1 and Tier 1 capital to risk-weighted assets and of Tier 1 capital to adjusted total assets. These risk-based capital requirements presently address credit risk related to both recorded and off-balance-sheet commitments and obligations. Management believes, as of December 31, 2016, that the Corporation and the Banks met all applicable capital adequacy requirements.

In July 2013, the FRB and the FDIC approved the final rules implementing the Basel Committee on Banking Supervision's ("BCBS") capital guidelines for U.S. banks. These rules are applicable to all financial institutions that are subject to minimum capital requirements, including federal and state banks and savings and loan associations, as well as bank and savings and loan holding companies other than "small bank holding companies" (generally non-publicly traded bank holding companies with consolidated assets of less than \$1 billion). Under the final rules, minimum requirements will increase for both the quantity and quality of capital held by the Corporation. The rules include a new Common Equity Tier 1 capital to risk-weighted assets minimum ratio of 4.5%, raise the minimum ratio of Tier 1 capital to risk-weighted assets from 4.0% to 6.0%, require a minimum ratio of Total Capital to risk-weighted assets of 8.0%, and require a minimum Tier 1 leverage ratio of 4.0%. The rules also permit banking organizations with less than \$15 billion to retain, through one-time election, the existing treatment for accumulated other comprehensive income, which would not affect regulatory capital. The Corporation elected to retain this treatment, which reduces the volatility of regulatory capital ratios. A new capital conservation buffer, comprised of Common Equity Tier 1 capital, is also established above the regulatory minimum capital requirements. This capital conservation buffer will be phased in beginning January 1, 2016 at 0.625% of risk-weighted assets and increase each subsequent year by an additional 0.625% until reaching its final level of 2.5% on January 1, 2019.

The phase-in period for the final rules became effective for the Corporation on January 1, 2015, with full compliance with all of the final rules' requirements phased in over a multi-year schedule, to be fully phased-in by January 1, 2019. As of December 31, 2016, the Corporation's and the Banks' capital levels remained characterized as well capitalized under the new rules.

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The following table summarizes both the Corporation's and Banks' capital ratios and the ratios required by their federal regulators at December 31, 2016 and 2015, respectively:

	Actual		Minimum Required for Capital Adequacy Purposes		For Capital Adequacy Purposes Plus Capital Conservation Buffer		Minimum Required to Be Well Capitalized Under Prompt Corrective Action Requirements	
	Amount	Ratio	Amount	Ratio	Amount	Ratio	Amount	Ratio
(Dollars in Thousands)								
As of December 31, 2016								
Total capital (to risk-weighted assets)								
Consolidated	\$ 204,117	11.74%	\$ 139,101	8.00%	\$ 149,968	8.625%	N/A	N/A
First Business Bank	147,811	11.55	102,362	8.00	110,360	8.625	\$ 127,953	10.00%
First Business Bank – Milwaukee	24,347	11.02	17,680	8.00	19,062	8.625	22,101	10.00
Alterra Bank	31,699	13.27	19,106	8.00	20,599	8.625	23,882	10.00
Tier 1 capital (to risk-weighted assets)								
Consolidated	\$ 160,964	9.26	\$ 104,326	6.00	\$ 115,193	6.625%	N/A	N/A
First Business Bank	134,208	10.49	76,772	6.00	84,769	6.625	\$ 102,362	8.00
First Business Bank – Milwaukee	22,323	10.10	13,260	6.00	14,642	6.625	17,680	8.00
Alterra Bank	28,685	12.01	14,329	6.00	15,822	6.625	19,106	8.00
Common equity tier 1 capital (to risk-weighted assets)								
Consolidated	\$ 150,960	8.68	\$ 78,244	4.50	\$ 89,111	5.125%	N/A	N/A
First Business Bank	134,208	10.49	57,579	4.50	65,576	5.125	\$ 83,170	6.50
First Business Bank – Milwaukee	22,323	10.10	9,945	4.50	11,327	5.125	14,365	6.50
Alterra Bank	28,685	12.01	10,747	4.50	12,240	5.125	15,524	6.50
Tier 1 leverage capital (to adjusted assets)								
Consolidated	\$ 160,964	9.07	\$ 70,985	4.00	\$ 70,985	4.00%	N/A	N/A
First Business Bank	134,208	10.40	51,600	4.00	51,600	4.00	\$ 64,500	5.00
First Business Bank – Milwaukee	22,323	9.15	9,758	4.00	9,758	4.00	12,198	5.00
Alterra Bank	28,685	10.58	10,842	4.00	10,842	4.00	13,552	5.00

	Actual		Minimum Required for Capital Adequacy Purposes		Minimum Required to Be Well Capitalized Under Prompt Corrective Action Requirements	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
(Dollars in Thousands)						
As of December 31, 2015						
Total capital (to risk-weighted assets)						
Consolidated	\$ 189,163	11.11%	\$ 136,208	8.00%	N/A	N/A
First Business Bank	141,388	11.12	101,754	8.00	\$ 127,193	10.00%
First Business Bank – Milwaukee	20,931	12.03	13,914	8.00	17,392	10.00
Alterra Bank	30,300	11.39	21,279	8.00	26,598	10.00
Tier 1 capital (to risk-weighted assets)						
Consolidated	\$ 149,920	8.81%	\$ 102,156	6.00%	N/A	N/A
First Business Bank	128,852	10.13	76,316	6.00	\$ 101,754	8.00%
First Business Bank – Milwaukee	19,172	11.02	10,435	6.00	13,914	8.00
Alterra Bank	28,278	10.63	15,959	6.00	21,279	8.00
Common equity tier 1 capital (to risk-weighted assets)						
Consolidated	\$ 139,920	8.22%	\$ 76,617	4.50%	N/A	N/A
First Business Bank	128,852	10.13	57,237	4.50	\$ 110,669	6.50%
First Business Bank – Milwaukee	19,172	11.02	7,826	4.50	82,675	6.50
Alterra Bank	28,278	10.63	11,969	4.50	11,305	6.50
Tier 1 leverage capital (to adjusted assets)						
Consolidated	\$ 149,920	8.63%	\$ 69,466	4.00%	N/A	N/A
First Business Bank	128,852	10.44	49,359	4.00	\$ 61,698	5.00%
First Business Bank – Milwaukee	19,172	7.81	9,821	4.00	12,276	5.00
Alterra Bank	28,278	9.89	11,441	4.00	14,301	5.00

The following table reconciles stockholders' equity to federal regulatory capital at December 31, 2016 and 2015, respectively:

	As of December 31,	
	2016	2015
(In Thousands)		
Stockholders' equity of the Corporation	\$ 161,650	\$ 150,832
Net unrealized and accumulated losses on specific items	522	80
Disallowed servicing assets	(652)	(370)
Disallowed goodwill and other intangibles	(10,560)	(10,622)
Junior subordinated notes	10,004	10,000
Tier 1 capital	160,964	149,920
Allowable general valuation allowances and subordinated debt	43,153	39,243
Total capital	\$ 204,117	\$ 189,163

Note 11 – Earnings per Common Share

Earnings per common share are computed using the two-class method. Basic earnings per common share are computed by dividing net income allocated to common shares by the weighted average number of shares outstanding during the applicable period, excluding outstanding participating securities. Participating securities include unvested restricted shares. Unvested restricted shares are considered participating securities because holders of these securities receive non-forfeitable dividends at the same rate as holders of the Corporation's common stock. Diluted earnings per share are computed by dividing net income allocated to common shares adjusted for reallocation of undistributed earnings of unvested restricted shares by the weighted average number of shares determined for the basic earnings per common share computation plus the dilutive effect of common stock equivalents using the treasury stock method.

Effective November 1, 2014, the Corporation successfully completed the acquisition of Aslin Group, Inc. and Alterra. Under the terms of the definitive agreement, the Corporation issued 720,162 shares, on a post-split basis, to Aslin Group, Inc. shareholders as the stock portion of the consideration paid. This stock issuance impacted the Corporation's earnings per share by increasing the number of shares outstanding.

For the years ended December 31, 2016 and 2015, there were no average anti-dilutive employee share-based awards. For the year ended December 31, 2014, there were four average anti-dilutive employee share-based awards. All shares and earnings per share amounts have been adjusted to reflect the 2-for-1 stock split in the form of a 100% stock dividend completed in August 2015.

	For the Year Ended December 31,		
	2016	2015	2014
	(Dollars in Thousands, Except Share Data)		
<i>Basic earnings per common share</i>			
Net income	\$ 14,909	\$ 16,514	\$ 14,139
Less: earnings allocated to participating securities	219	273	294
Basic earnings allocated to common shareholders	\$ 14,690	\$ 16,241	\$ 13,845
Weighted-average common shares outstanding, excluding participating securities	8,573,722	8,549,176	7,869,956
Basic earnings per common share	\$ 1.71	\$ 1.90	\$ 1.76
<i>Diluted earnings per common share</i>			
Earnings allocated to common shareholders	\$ 14,690	\$ 16,241	\$ 13,845
Reallocation of undistributed earnings	—	—	1
Diluted earnings allocated to common shareholders	\$ 14,690	\$ 16,241	\$ 13,846
Weighted-average common shares outstanding, excluding participating securities	8,573,722	8,549,176	7,869,956
Dilutive effect of share-based awards	—	1,146	36,811
Weighted-average diluted common shares outstanding, excluding participating securities	8,573,722	8,550,322	7,906,767
Diluted earnings per common share	\$ 1.71	\$ 1.90	\$ 1.75

Note 12 – Share-Based Compensation

The Corporation adopted the 2012 Equity Incentive Plan (the "Plan") during the quarter ended June 30, 2012. The Plan is administered by the Compensation Committee of the Board of Directors of the Corporation and provides for the grant of equity ownership opportunities through incentive stock options and nonqualified stock options (together, "Stock Options"), restricted stock, restricted stock units, dividend equivalent units, and any other type of award permitted by the Plan. As of December 31, 2016, 274,581 shares were available for future grants under the Plan. Shares covered by awards that expire, terminate or lapse will again be available for the grant of awards under the Plan. The Corporation may issue new shares and shares from its treasury stock for shares delivered under the Plan.

Restricted Stock

Under the Plan, the Corporation may grant restricted stock to plan participants, subject to forfeiture upon the occurrence of certain events until the dates specified in the participant's award agreement. While restricted stock is subject to forfeiture, with the exception of restricted stock units, which do not have voting rights and are provided dividend equivalents, restricted stock participants may exercise full voting rights and will receive all dividends and other distributions paid with respect to the restricted shares. The restricted stock granted under the Plan is typically subject to a vesting period. Compensation expense is recognized over the requisite service period of generally four years for the entire award on a straight-line basis. Upon vesting of restricted share awards, the benefit of tax deductions in excess of recognized compensation expense is reflected as an income tax benefit in the Consolidated Statements of Income.

Restricted stock activity for the year ended December 31, 2016, 2015 and 2014 was as follows:

	For the Year Ended December 31,					
	2016		2015		2014	
	Number of Restricted Shares	Weighted Average Grant-Date Fair Value	Number of Restricted Shares	Weighted Average Grant-Date Fair Value	Number of Restricted Shares	Weighted Average Grant-Date Fair Value
Nonvested balance at beginning of year	135,471	\$ 20.13	154,998	\$ 16.97	169,418	\$ 11.55
Granted	60,415	22.74	53,790	22.52	64,522	22.49
Vested	(56,090)	18.71	(64,874)	15.23	(78,942)	9.86
Forfeited	(23,551)	20.90	(8,443)	15.03	—	—
Nonvested balance as of end of year	116,245	21.13	135,471	20.13	154,998	16.97

As of December 31, 2016, the Corporation had \$2.2 million of deferred unvested compensation expense, which the Corporation expects to recognize over a weighted-average period of approximately 2.8 years.

For the years ended December 31, 2016, 2015 and 2014, share-based compensation expense related to restricted stock included in the Consolidated Statements of Income was as follows:

	For the Year Ended December 31,		
	2016	2015	2014
	(In Thousands)		
Share-based compensation expense	\$ 994	\$ 1,063	\$ 887

Note 13 – Employee Benefit Plans

The Corporation maintains a contributory 401(k) defined contribution plan covering substantially all employees. The Corporation matches 100% of amounts contributed by each participating employee, up to 3.0% of the employee's compensation. The Corporation may also make discretionary contributions up to an additional 6.0% of salary. Contributions are expensed in the period incurred and recorded in compensation expense in the Consolidated Statements of Income. The Corporation made a matching contribution of 3.0% to all eligible employees which totaled \$621,000, \$573,000 and \$398,000 for the years ended December 31, 2016, 2015 and 2014, respectively. Discretionary contributions of 1.2%, or \$207,000, 3.3%, or \$549,000, and 4.7%, or \$632,000, were made in 2016, 2015 and 2014, respectively.

As of December 31, 2016, 2015 and 2014, the Corporation had a deferred compensation plan under which it provided contributions to supplement the retirement income of one executive. Under the terms of the plan, benefits to be received are generally payable within six months of the date of the termination of employment with the Corporation. The expense associated with the deferred compensation plan in 2016, 2015 and 2014 was \$124,000, \$116,000 and \$101,000, respectively. The present value of future payments under the remaining plan of \$987,000 and \$863,000 at December 31, 2016 and 2015, respectively, is included in accrued interest payable and other liabilities on the Consolidated Balance Sheets.

The Corporation owned life insurance policies on the life of the executive covered by the deferred compensation plan, which had cash surrender values and death benefits of approximately \$2.3 million and \$5.9 million, respectively, at December 31, 2016 and cash surrender values and death benefits of approximately \$2.2 million and \$5.8 million, respectively, at December 31, 2015. The remaining balance of the cash surrender value of bank-owned life insurance of \$36.7 million and

\$26.1 million as of December 31, 2016 and 2015 , respectively, is related to policies on a number of then-qualified individuals affiliated with the Banks.

Note 14 – Leases

The Corporation and FBB occupy space in Madison, Wisconsin under an operating lease agreement that expires on July 7, 2028 . FBB has four loan production offices in Appleton, Oshkosh, Manitowoc and Kenosha, Wisconsin that occupy office space under separate operating lease agreements that expire on various dates between July 2017 and January 2018 . In October 2016, the loan production office in Green Bay, Wisconsin was closed. FBB – Milwaukee occupies office space under an operating lease agreement that expires on November 30, 2020 . Alterra occupies office space in Leawood, Kansas under an operating lease agreement that expires on May 31, 2023 . The Corporation also has several specialty financing production offices under separate operating lease agreements that expire on various dates between March 2017 and September 2018. The Corporation’s total rent expense was \$1.8 million , \$1.7 million and \$1.3 million for the years ended December 31, 2016 , 2015 and 2014 , respectively. Rent expense is recognized on a straight-line basis. The Corporation also leases other office equipment. Rental expense for these operating leases was \$136,000 , \$109,000 and \$37,000 for the years ended December 31, 2016 , 2015 and 2014 , respectively.

Future minimum lease payments for noncancelable operating leases for each of the five succeeding years and thereafter are as follows:

(In Thousands)

2017	\$	1,253
2018		1,072
2019		1,044
2020		1,036
2021		928
Thereafter		4,932
	\$	<u>10,265</u>

Note 15 - Other Non-Interest Expense

A summary of other non-interest expenses for the years ended December 31, 2016 , 2015 and 2014 is as follows:

	Year Ended December 31,		
	2016	2015	2014
	(In Thousands)		
General and administrative expenses	\$ 1,545	\$ 1,759	\$ 1,024
Travel and other employee expenses	1,354	1,277	1,069
Computer software expenses	2,160	1,649	886
Partnership income	(790)	(481)	(774)
Foreclosed properties expenses	25	52	5
Other expenses	104	295	202
Total other non-interest expense	<u>\$ 4,398</u>	<u>\$ 4,551</u>	<u>\$ 2,412</u>

Note 16 – Income Taxes

Income tax expense for the years ended December 31, 2016 , 2015 and 2014 consists of the following:

	Year Ended December 31,		
	2016	2015	2014
	(In Thousands)		
Current:			
Federal	\$ 2,839	\$ 5,881	\$ 4,235
State	425	1,338	1,459
Current tax expense	<u>3,264</u>	<u>7,219</u>	<u>5,694</u>
Deferred:			
Federal	(1,000)	1,036	1,299
State	(108)	122	90
Deferred tax (benefit) expense	<u>(1,108)</u>	<u>1,158</u>	<u>1,389</u>
Total income tax expense	<u>\$ 2,156</u>	<u>\$ 8,377</u>	<u>\$ 7,083</u>

Deferred income tax assets and liabilities reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax basis. Net deferred tax assets are included in accrued interest receivable and other assets in the Consolidated Balance Sheets.

The significant components of the Corporation’s deferred tax assets and liabilities were as follows:

	December 31, 2016	December 31, 2015
	(In Thousands)	
Deferred tax assets:		
Allowance for loan and lease losses	\$ 8,177	\$ 6,422
SBA recourse reserve	720	—
Excess book basis over tax basis for net assets acquired	336	697
Deferred compensation	951	1,305
State net operating loss carryforwards	548	666
Non-accrual loan interest	815	813
Capital loss carryforwards	32	33
Unrealized losses on securities	349	50
Other	394	342
Total deferred tax assets before valuation allowance	<u>12,322</u>	<u>10,328</u>
Valuation allowance	—	(68)
Total deferred tax assets	<u>12,322</u>	<u>10,260</u>
Deferred tax liabilities:		
Leasing and fixed asset activities	7,389	6,878
Loan servicing asset	780	612
Other	101	137
Total deferred tax liabilities	<u>8,270</u>	<u>7,627</u>
Net deferred tax asset	<u>\$ 4,052</u>	<u>\$ 2,633</u>

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The tax effects of unrealized gains and losses on securities are components of other comprehensive income. A reconciliation of the change in net deferred tax assets to deferred tax expense as of December 31, 2016, 2015 and 2014 was as follows:

	December 31, 2016	December 31, 2015	December 31, 2014
	(In Thousands)		
Change in net deferred tax assets	\$ 1,419	\$ (970)	\$ (119)
Deferred taxes allocated to other comprehensive income	(311)	(188)	352
Acquired deferred tax assets	—	—	(1,622)
Deferred income tax benefit (expense)	<u>\$ 1,108</u>	<u>\$ (1,158)</u>	<u>\$ (1,389)</u>

Realization of the deferred tax asset over time is dependent upon the Corporation generating sufficient taxable earnings in future periods. In making the determination that the realization of the deferred tax was more likely than not, the Corporation considered several factors including its recent earnings history, its expected earnings in the future, appropriate tax planning strategies and expiration dates associated with operating loss carry forwards.

The Corporation had state net operating loss carryforwards of approximately \$10.7 million and \$12.9 million at December 31, 2016 and 2015, respectively, which can be used to offset future state taxable income. The Corporation believes it will be able to fully utilize its Wisconsin state net operating losses under this law and therefore no valuation allowance has been established as of December 31, 2016.

The provision for income taxes differs from that computed at the federal statutory corporate tax rate as follows:

	Year Ended December 31,		
	2016	2015	2014
	(Dollars in Thousands)		
Income before income tax expense	\$ 17,065	\$ 24,891	\$ 21,222
Tax expense at statutory federal rate of 35%, 34.42% and 34% applied to income before income tax expense, respectively	\$ 5,973	\$ 8,568	\$ 7,305
State income tax, net of federal effect	206	968	1,000
Tax-exempt security and loan income, net of TEFRA adjustments	(1,114)	(879)	(736)
Bank-owned life insurance	(341)	(330)	(296)
Non-deductible transaction costs	—	—	124
Tax credits, net	(2,696)	(246)	(375)
Other	128	296	61
Total income tax expense	<u>\$ 2,156</u>	<u>\$ 8,377</u>	<u>\$ 7,083</u>
Effective tax rate	12.63%	33.65%	33.38%

As of December 31, 2016, there were no uncertain tax positions outstanding. The summary of all of the Corporation's uncertain tax positions totaled \$27,000 at December 31, 2015. There were no material additions to or reductions from these uncertain tax positions for the year ended December 31, 2016. As of December 31, 2016, tax years remaining open for the State of Wisconsin tax were 2012 through 2015. Federal tax years that remained open were 2013 through 2015. As of December 31, 2016, there were also no unrecognized tax benefits that are expected to significantly increase or decrease within the next twelve months.

Note 17 – Derivative Financial Instruments

The Corporation offers interest rate swap products directly to qualified commercial borrowers. The Corporation economically hedges client derivative transactions by entering into offsetting interest rate swap contracts executed with a third party. Derivative transactions executed as part of this program are not designated as accounting hedge relationships and are marked-to-market through earnings each period. The derivative contracts have mirror-image terms, which results in the positions' changes in fair value primarily offsetting through earnings each period. The credit risk and risk of non-performance embedded in the fair value calculations is different between the dealer counterparties and the commercial borrowers which may result in a difference in the changes in the fair value of the mirror-image swaps. The Corporation incorporates credit valuation adjustments to appropriately reflect both its own non-performance risk and the counterparty's risk in the fair value measurements. When evaluating the fair value of its derivative contracts for the effects of non-performance and credit risk, the Corporation considered the impact of netting and any applicable credit enhancements such as collateral postings, thresholds and guarantees.

At December 31, 2016, the aggregate amortizing notional value of interest rate swaps with various commercial borrowers was \$25.8 million. The Corporation receives fixed rates and pays floating rates based upon LIBOR on the swaps with commercial borrowers. These interest rate swaps mature between August 2018 and July 2027. Commercial borrower swaps are completed independently with each borrower and are not subject to master netting arrangements. These commercial borrower swaps were reported on the Consolidated Balance Sheets as a derivative asset of \$352,000, included in accrued interest receivable and other assets. In the event of default on a commercial borrower interest rate swap by the counterparty, a right of offset exists to allow for the commercial borrower to set off amounts due against the related commercial loan. As of December 31, 2016, no interest rate swaps were in default and therefore all values for the commercial borrower swaps are recorded on a gross basis on the Consolidated Balance Sheets.

At December 31, 2016, the aggregate amortizing notional value of interest rate swaps with dealer counterparties was also \$25.8 million. The Corporation pays fixed rates and receives floating rates based upon LIBOR on the swaps with dealer counterparties. These interest rate swaps mature in August 2018 through July 2027. Dealer counterparty swaps are subject to master netting agreements among the contracts within each of our Banks and are reported on the Consolidated Balance Sheets as a net derivative liability of \$352,000. The value of these swaps was included in accrued interest payable and other liabilities as of December 31, 2016. The gross amount of dealer counterparty swaps was also \$352,000 as no right of offset existed with the dealer counterparty swaps as of December 31, 2016.

The table below provides information about the location and fair value of the Corporation's derivative instruments as of December 31, 2016 and 2015.

	Interest Rate Swap Contracts			
	Asset Derivatives		Liability Derivatives	
	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
	(In Thousands)			
Derivatives not designated as hedging instruments				
December 31, 2016	Accrued interest receivable and other assets	\$ 352	Accrued interest payable and other liabilities	\$ 352
December 31, 2015	Accrued interest receivable and other assets	\$ 552	Accrued interest payable and other liabilities	\$ 552

No derivative instruments held by the Corporation for the year ended December 31, 2016 were considered hedging instruments. All changes in the fair value of these instruments are recorded in other non-interest income. Given the mirror-image terms of the outstanding derivative portfolio, the change in fair value for the years ended December 31, 2016, 2015 and 2014 had an insignificant impact to the audited Consolidated Statements of Income.

Note 18 – Commitments and Contingencies

The Banks are party to financial instruments with off-balance-sheet risk in the normal course of business to meet the financing needs of clients. These financial instruments include commitments to extend credit and standby letters of credit and involve, to varying degrees, elements of credit and interest rate risk in excess of the amounts recognized in the Consolidated Financial

Statements. The contract amounts reflect the extent of involvement the Banks have in these particular classes of financial instruments.

In the event of non-performance, the Banks' exposure to credit loss for commitments to extend credit and standby letters of credit is represented by the contractual amount of these instruments. The Banks use the same credit policies in making commitments and conditional obligations as they do for instruments reflected in the Consolidated Financial Statements. An accrual for credit losses on financial instruments with off-balance-sheet risk would be recorded separate from any valuation account related to any such recognized financial instrument. As of December 31, 2016 and 2015, there were no accrued credit losses for financial instruments with off-balance-sheet risk.

Financial instruments whose contract amounts represent potential credit risk at December 31, 2016 and 2015, respectively, are as follows:

	At December 31,	
	2016	2015
	(In Thousands)	
Commitments to extend credit, primarily commercial loans	\$ 539,146	\$ 512,627
Standby letters of credit	11,771	18,622

Commitments to extend credit are agreements to lend to a client as long as there is no violation of any condition in the contract. Commitments generally have fixed expiration dates or other termination clauses and may have a fixed interest rate or a rate which varies with the prime rate or other market indices and may require payment of a fee. Since some commitments expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements of the Banks. The Banks evaluate the creditworthiness of each client on a case-by-case basis and generally extend credit only on a secured basis. Collateral obtained varies but consists primarily of commercial real estate, accounts receivable, inventory, equipment and securities. There is generally no market for commercial loan commitments, the fair value of which would approximate the present value of any fees expected to be received as a result of the commitment. These are not considered to be material to the financial statements.

Standby letters of credit are conditional commitments issued by the Banks to guarantee the performance of a client to a third party. Generally, standby letters of credit expire within one year and are collateralized by accounts receivable, equipment, inventory and commercial properties. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to clients. The fair value of standby letters of credit is recorded as a liability when the standby letter of credit is issued. The fair value has been estimated to approximate the fees received by the Banks for issuance. The fees are recorded into income and the fair value of the guarantee is decreased ratably over the term of the standby letter of credit.

In the ordinary course of business, the Corporation sells the guaranteed portion of SBA loans, as well as participation interests in other originated loans, to third parties. The Corporation has a continuing involvement in each of the transferred lending arrangements by way of relationship management, servicing the loans, as well as being subject to normal and customary requirements of the SBA loan program; however, there are no further obligations to the third-party participant required of the Corporation, other than standard representations and warranties related to sold amounts. In the event of a loss resulting from default and a determination by the SBA that there is a deficiency in the manner in which the loan was originated, funded or serviced by the Corporation, the SBA may require the Corporation to repurchase the loan, deny its liability under the guaranty, reduce the amount of the guaranty, or, if it has already paid under the guaranty, seek recovery of the principal loss related to the deficiency from the Corporation. The Corporation must comply with applicable SBA regulations in order to maintain the guaranty. In addition, the Corporation retains the option to repurchase the sold guaranteed portion of an SBA loan if the loan defaults.

Management has assessed estimated losses inherent in the outstanding guaranteed portion of SBA loans sold in accordance with ASC 450, *Contingencies*, and determined a recourse reserve based on the probability of future losses for these loans to be \$1.7 million at December 31, 2016, which is reported in accrued interest payable and other liabilities on the Consolidated Balance Sheets. No recourse reserve was recorded as of December 31, 2015. To date, the Corporation has not experienced significant losses related to the guaranteed portion of SBA loans.

The summary of the activity in the SBA recourse reserve for the year ended December 31, 2016 is as follows:

	At December 31, 2016 (In Thousands)
Balance at the beginning of the period	\$ —
SBA recourse provision	2,068
Charge-offs, net	(318)
Balance at the end of the period	\$ 1,750

In the normal course of business, various legal proceedings involving the Corporation are pending. Management, based upon advice from legal counsel, does not anticipate any significant losses as a result of these actions. Management believes that any liability arising from any such proceedings currently existing or threatened will not have a material adverse effect on the Corporation's financial position, results of operations and cash flows.

Note 19 – Fair Value Disclosures

The Corporation determines the fair values of its financial instruments based on the fair value hierarchy established in ASC Topic 820, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. Fair value is defined as the price that would be received in an orderly transaction that is not a forced liquidation or distressed sale at the measurement date and is based on exit prices. Fair value includes assumptions about risk, such as nonperformance risk in liability fair values, and is a market-based measurement, not an entity-specific measurement. The standard describes three levels of inputs that may be used to measure fair value.

Level 1 — Level 1 inputs are unadjusted quoted prices in active markets for identical assets or liabilities that the Corporation has the ability to access at the measurement date.

Level 2 — Level 2 inputs are inputs, other than quoted prices included with Level 1, that are observable for the asset or liability either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

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

In instances where the determination of the fair value measurement is based on inputs from different levels of the fair value hierarchy, the level in the fair value hierarchy within which the entire fair value measurement falls is based on the lowest level input that is significant to the fair value measurement in its entirety. The Corporation's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset or liability.

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Assets and liabilities measured at fair value on a recurring basis, segregated by fair value hierarchy level, are summarized below:

	December 31, 2016			
	Fair Value Measurements Using			Total
	Level 1	Level 2	Level 3	
	(In Thousands)			
Assets:				
Securities available-for-sale:				
U.S. Government agency obligations - government-sponsored enterprises	\$ —	\$ 6,295	\$ —	\$ 6,295
Municipal obligations	—	8,156	—	8,156
Asset backed securities	—	1,081	—	1,081
Collateralized mortgage obligations - government issued	—	31,213	—	31,213
Collateralized mortgage obligations - government-sponsored enterprises	—	99,148	—	99,148
Interest rate swaps	—	352	—	352
Liabilities:				
Interest rate swaps	—	352	—	352

	December 31, 2015			
	Fair Value Measurements Using			Total
	Level 1	Level 2	Level 3	
	(In Thousands)			
Assets:				
Securities available-for-sale:				
U.S. Government agency obligations - government-sponsored enterprises	\$ —	\$ 8,017	\$ —	\$ 8,017
Municipal obligations	—	4,283	—	4,283
Asset backed securities	—	1,269	—	1,269
Collateralized mortgage obligations - government issued	—	44,543	—	44,543
Collateralized mortgage obligations - government-sponsored enterprises	—	82,436	—	82,436
Interest rate swaps	—	552	—	552
Liabilities:				
Interest rate swaps	—	552	—	552

For assets and liabilities measured at fair value on a recurring basis, there were no transfers between the levels during the year ended December 31, 2016 or 2015 related to the above measurements.

Assets and liabilities measured at fair value on a non-recurring basis, segregated by fair value hierarchy, are summarized below:

	December 31, 2016			
	Fair Value Measurements Using			Total
	Level 1	Level 2	Level 3	
	(In Thousands)			
Impaired loans	\$ —	\$ 12,268	\$ 1,097	\$ 13,365
Foreclosed properties	—	1,473	—	1,473
Loan servicing rights	—	—	1,906	1,906

	December 31, 2015			
	Fair Value Measurements Using			Total
	Level 1	Level 2	Level 3	
	(In Thousands)			
Impaired loans	\$ —	\$ 11,518	\$ 6,245	\$ 17,763
Foreclosed properties	—	1,677	—	1,677
Loan servicing rights	—	—	1,563	1,563

Impaired loans were written down to the fair value of their underlying collateral less costs to sell of \$13.4 million and \$17.8 million at December 31, 2016 and 2015, respectively, through the establishment of specific reserves or by recording charge-offs when the carrying value exceeded the fair value of the underlying collateral of impaired loans. Valuation techniques consistent with the market approach, income approach or cost approach were used to measure fair value and primarily included observable inputs for the individual impaired loans being evaluated such as current appraisals, recent sales of similar assets or other observable market data, and are reflected within Level 2 of the hierarchy. In cases where an input is unobservable, specifically when discounts are applied to appraisal values to adjust such values to current market conditions or to reflect net realizable value, the impaired loan balance is reflected within Level 3 of the hierarchy. The quantification of unobservable inputs for Level 3 impaired loan values range from 15% - 56%. The weighted average of those unobservable inputs as of the measurement date of December 31, 2016 was 30%. The majority of the impaired loans in the Level 3 category are considered collateral dependent loans.

Foreclosed properties, upon initial recognition, are remeasured and reported at fair value through a charge-off to the allowance for loan and lease losses, if deemed necessary, based upon the fair value of the foreclosed property. The fair value of a foreclosed property, upon initial recognition, is estimated using a market approach or Level 2 inputs based on observable market data, typically a current appraisal, or Level 3 inputs based upon assumptions specific to the individual property or equipment. Level 3 inputs typically include unobservable inputs such as management applied discounts used to further reduce values to a net realizable value and may be used in situations when observable inputs become stale. Foreclosed property fair value inputs may transition to Level 1 upon receipt of an accepted offer for the sale of the related foreclosed property.

Loan servicing rights represent the asset retained upon sale of the guaranteed portion of certain SBA loans. When SBA loans are sold, servicing rights are initially recorded at fair value with the income statement effect recorded in gains on sales of loans. The servicing rights are subsequently measured using the amortization method, which requires amortization into interest income in proportion to, and over the period of, the estimated future net servicing income of the underlying loans.

The Corporation periodically reviews this portfolio for impairment and engages a third-party valuation firm to assess the fair value of the overall servicing rights portfolio. Loan servicing rights do not trade in an active, open market with readily observable prices. While sales of loan servicing rights do occur, the precise terms and conditions typically are not readily available to allow for a “quoted price for similar assets” comparison. Accordingly, the Corporation utilizes an independent valuation from a third party which uses a discounted cash flow model to estimate the fair value of its loan servicing rights. The valuation model incorporates prepayment assumptions to project loan servicing rights cash flows based on the current interest rate scenario, which is then discounted to estimate an expected fair value of the loan servicing rights. The valuation model considers portfolio characteristics of the underlying serviced portion of the SBA loans and uses the following significant unobservable inputs: (1) constant prepayment rate (“CPR”) assumptions based on the SBA sold pools historical CPR as quoted in Bloomberg and (2) a discount rate of 10%. Due to the nature of the valuation inputs, loan servicing rights are classified in Level 3 of the fair value hierarchy.

Fair Value of Financial Instruments

The Corporation is required to disclose estimated fair values for its financial instruments. Fair value estimates, methods and assumptions, consistent with exit price concepts for fair value measurements, are set forth below:

	December 31, 2016				
	Carrying Amount	Fair Value			
		Total	Level 1	Level 2	Level 3
		(In Thousands)			
Financial assets:					
Cash and cash equivalents	\$ 77,517	\$ 77,517	\$ 55,622	\$ 21,895	\$ —
Securities available-for-sale	145,893	145,893	—	145,893	—
Securities held-to-maturity	38,612	38,520	—	38,520	—
Loans held for sale	1,111	1,111	—	1,111	—
Loans and lease receivables, net	1,429,763	1,447,044	—	12,268	1,434,776
Bank-owned life insurance	39,048	39,048	—	39,048	—
Federal Home Loan Bank and Federal Reserve Bank stock	2,131	2,131	—	2,131	—
Accrued interest receivable	4,677	4,677	4,677	—	—
Interest rate swaps	352	352	—	352	—
Financial liabilities:					
Deposits	1,538,855	1,539,413	\$ 1,063,720	475,693	—
Federal Home Loan Bank advances and other borrowings	59,676	60,893	—	60,893	—
Junior subordinated notes	10,004	9,072	—	—	9,072
Accrued interest payable	1,765	1,765	1,765	—	—
Interest rate swaps	352	352	—	352	—
Off balance sheet items:					
Standby letters of credit	58	58	—	—	58

December 31, 2015

	Carrying Amount	Fair Value			
		Total	Level 1	Level 2	Level 3
(In Thousands)					
Financial assets:					
Cash and cash equivalents	\$ 113,564	\$ 113,564	\$ 100,063	\$ 13,501	\$ —
Securities available-for-sale	140,548	140,548	—	140,548	—
Securities held-to-maturity	37,282	37,558	—	37,558	—
Loans held for sale	2,702	2,702	—	2,702	—
Loans and lease receivables, net	1,414,649	1,445,773	—	11,518	1,434,255
Bank-owned life insurance	28,298	28,298	—	28,298	—
Federal Home Loan Bank and Federal Reserve Bank stock	2,843	2,843	—	2,843	—
Accrued interest receivable	4,412	4,412	4,412	—	—
Interest rate swaps	552	552	—	552	—
Financial liabilities:					
Deposits	1,577,231	1,577,838	1,009,762	\$ 568,076	—
Federal Home Loan Bank advances and other borrowings	34,740	35,353	—	35,353	—
Junior subordinated notes	9,990	6,614	—	—	6,614
Accrued interest payable	1,766	1,766	1,766	—	—
Interest rate swaps	552	552	—	552	—
Off balance sheet items:					
Standby letters of credit	183	183	—	—	183

Disclosure of fair value information about financial instruments, for which it is practicable to estimate that value, is required whether or not recognized in the Consolidated Balance Sheets. In cases where quoted market prices are not available, fair values are based on estimates using present value or other valuation techniques. Those techniques are significantly affected by the assumptions used, including the discount rate and estimates of future cash flows. In that regard, the derived fair value estimates cannot be substantiated by comparison to independent markets and, in many cases, could not be realized in immediate settlement of the instruments. Certain financial instruments and all non-financial instruments are excluded from the disclosure requirements. Accordingly, the aggregate fair value amounts presented do not necessarily represent the underlying value of the Corporation.

Cash and Cash Equivalents: The carrying amount reported for cash and due from banks and interest bearing deposits held by the Corporation approximates fair value because of its immediate availability and because it does not present unanticipated credit concerns. As of December 31, 2016 and 2015, the Corporation held \$20.3 million and \$9.1 million, respectively, of commercial paper. The fair value of commercial paper is classified as a Level 2 input due to the lack of available independent pricing sources. The carrying value of brokered certificates of deposit purchased approximates the fair value for these instruments. The fair value of brokered certificates of deposits purchased is based on the discounted value of contractual cash flows using a discount rate reflective of rates currently offered for deposits of similar remaining maturities. As December 31, 2016 and 2015, the Corporation held \$1.6 million and \$4.5 million, respectively, of brokered certificates of deposits.

Securities: The fair value measurements of investment securities are determined by a third-party pricing service which considers observable data that may include dealer quotes, market spreads, cash flows, the U.S. Treasury yield curve, trade execution data, market consensus prepayment speeds, credit information and the securities' terms and conditions, among other things. The fair value measurements are subject to independent verification by another pricing source on a quarterly basis to review for reasonableness. Any significant differences in pricing are reviewed with appropriate members of management who have the relevant technical expertise to assess the results. The Corporation has determined that these valuations are classified in Level 2 of the fair value hierarchy. When the independent pricing service does not provide a fair value measurement for a particular security, the Corporation will estimate the fair value based on specific information about each security. Fair values derived in this manner are classified in Level 3 of the fair value hierarchy.

Loans Held for Sale: Loans held for sale, which consist of residential real estate mortgage loans and the guaranteed portion of SBA loans, are carried at the lower of cost or estimated fair value. The estimated fair value is based on what secondary markets are currently offering for portfolios with similar characteristics.

Loans and Lease Receivables, net: The fair value estimation process for the loan portfolio uses an exit price concept and reflects discounts that the Corporation believes are consistent with liquidity discounts in the market place. Fair values are estimated for portfolios of loans with similar financial characteristics. The fair value of performing and nonperforming loans is calculated by discounting scheduled and expected cash flows through the estimated maturity using estimated market rates that reflect the credit and interest rate risk inherent in the portfolio of loans and then applying a discount factor based upon the embedded credit risk of the loan and the fair value of collateral securing nonperforming loans when the loan is collateral dependent. The estimate of maturity is based on the Banks' historical experience with repayments for each loan classification, modified, as required, by an estimate of the effect of current economic and lending conditions. Significant unobservable inputs include, but are not limited to, discounts (investor yield premiums) applied to fair value calculations to further determine the exit price value of a portfolio of loans.

Federal Home Loan Bank and Federal Reserve Bank Stock: The carrying amount of FHLB and FRB stock equals its fair value because the shares may be redeemed by the FHLB and the FRB at their carrying amount of \$100 per share.

Bank Owned Life Insurance: The carrying amount of the cash surrender value of life insurance approximates its fair value as the carrying value represents the current settlement amount.

Accrued Interest Receivable and Accrued Interest Payable: The carrying amounts reported for accrued interest receivable and accrued interest payable approximate fair value because of their immediate availability and because they do not present unanticipated credit concerns.

Deposits: The fair value of deposits with no stated maturity, such as demand deposits and money market accounts, is equal to the amount payable on demand. The fair value of time deposits is based on the discounted value of contractual cash flows. The discount rate is estimated using the rates currently offered for deposits of similar remaining maturities. The fair value estimates do not include the intangible value that results from the funding provided by deposit liabilities compared to borrowing funds in the market.

Borrowed Funds: Market rates currently available to the Corporation and Banks for debt with similar terms and remaining maturities are used to estimate fair value of existing debt.

Interest Rate Swaps: The carrying amount and fair value of existing derivative financial instruments are based upon independent valuation models, which use widely accepted valuation techniques, including discounted cash flow analysis on the expected cash flows of each derivative contract. This analysis reflects the contractual terms of the derivatives, including the period to maturity, and uses observable market-based inputs, including interest rate curves and implied volatilities. The Corporation incorporates credit valuation adjustments to appropriately reflect both its own nonperformance risk and the respective counterparty's nonperformance risk in the fair value measurements. In adjusting the fair value of its derivative contracts for the effect of nonperformance risk, the Corporation considers the impact of netting and any applicable credit enhancements, such as collateral postings, thresholds, mutual puts and guarantees.

Financial Instruments with Off-Balance-Sheet Risks: The fair value of the Corporation's off-balance-sheet instruments is based on quoted market prices and fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the credit standing of the related counterparty. Commitments to extend credit and standby letters of credit are generally not marketable. Furthermore, interest rates on any amounts drawn under such commitments would generally be established at market rates at the time of the draw. Fair value would principally derive from the present value of fees received for those products.

Limitations: Fair value estimates are made at a discrete point in time, based on relevant market information and information about the financial instrument. These estimates do not reflect any premium or discount that could result from offering for sale at one time the Corporation's entire holding of a particular financial instrument. Because no market exists for a significant portion of the Corporation's financial instruments, fair value estimates are based on judgments regarding future expected loss experience, current economic conditions, risk characteristics of various financial instruments and other factors. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and, therefore, cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

Fair value estimates are based on existing balance sheet financial instruments without attempting to estimate the value of anticipated future business and the value of assets and liabilities that are not considered financial instruments. In addition, the

tax ramifications related to the realization of the unrealized gains and losses can have a significant effect on fair value estimates and are not considered in the estimates.

Note 20 – Condensed Parent Only Financial Information

The following represents the condensed financial information of FBFS only:

Condensed Balance Sheets

	As of December 31,	
	2016	2015
	(In Thousands)	
Assets		
Cash and due from banks	\$ 127	\$ 1,099
Investments in subsidiaries, at equity	196,221	187,530
Leasehold improvements and equipment, net	1,605	1,519
Other assets	4,738	2,849
Total assets	\$ 202,691	\$ 192,997
Liabilities and Stockholders' Equity		
Borrowed funds	\$ 33,512	\$ 35,751
Other liabilities	7,529	6,414
Total liabilities	41,041	42,165
Stockholders' equity	161,650	150,832
Total liabilities and stockholders' equity	\$ 202,691	\$ 192,997

Condensed Statements of Income

	For the Year Ended December 31,		
	2016	2015	2014
	(In Thousands)		
Net interest expense	2,799	2,777	2,071
Non-interest income			
Consulting and rental income from consolidated subsidiaries	16,036	13,398	10,776
Other	33	35	34
Total non-interest income	16,069	13,433	10,810
Non-interest expense			
Loss before income tax benefit and equity in undistributed net income of consolidated subsidiaries	5,980	6,198	4,705
Income tax benefit	2,170	2,527	1,659
Loss before equity in undistributed net income of consolidated subsidiaries	3,810	3,671	3,046
Equity in undistributed net income of consolidated subsidiaries	18,719	20,185	17,185
Net income	\$ 14,909	\$ 16,514	\$ 14,139

Condensed Statements of Cash Flows

	For the Year Ended December 31,		
	2016	2015	2014
	(In Thousands)		
Operating activities			
Net income	\$ 14,909	\$ 16,514	\$ 14,139
Adjustments to reconcile net income to net cash used in operating activities:			
Equity in undistributed earnings of consolidated subsidiaries	(18,719)	(20,185)	(17,185)
Share-based compensation	994	448	416
Excess tax benefit from share-based compensation	(83)	—	—
Increase in other liabilities	1,198	2,390	1,002
Other, net	(3,162)	(481)	(1,147)
Net cash used in operating activities	<u>(4,863)</u>	<u>(1,314)</u>	<u>(2,775)</u>
Investing activities			
Dividends received from subsidiaries	13,534	7,034	8,000
Capital contributions to subsidiaries	(3,500)	(3,000)	(32,980)
Net cash provided by (used in) investing activities	<u>10,034</u>	<u>4,034</u>	<u>(24,980)</u>
Financing activities			
Net (decrease) increase in short-term borrowed funds	(1,500)	1,500	1,000
Proceeds from issuance of long-term debt, net of issuance costs	—	—	14,469
Repayment of long-term debt	—	—	(4,000)
Proceeds from issuance of common stock	—	—	16,560
Proceeds from exercise of stock options	—	300	936
Purchase of treasury stock	(467)	(946)	(1,795)
Excess tax benefit from share-based compensation	—	162	305
Cash dividends paid	(4,176)	(3,816)	(3,396)
Net cash (used in) provided by financing activities	<u>(6,143)</u>	<u>(2,800)</u>	<u>24,079</u>
Decrease in cash and cash equivalents	(972)	(80)	(3,676)
Cash and due from banks at the beginning of the period	1,099	1,179	4,855
Cash and due from banks at the end of the period	<u>\$ 127</u>	<u>\$ 1,099</u>	<u>\$ 1,179</u>

Note 21 – Condensed Quarterly Earnings (unaudited)

	2016				2015			
	Fourth Quarter	Third Quarter	Second Quarter	First Quarter	Fourth Quarter	Third Quarter	Second Quarter	First Quarter
(Dollars in Thousands, Except Share Data)								
Interest income	\$ 20,321	\$ 18,898	\$ 19,555	\$ 19,343	\$ 18,600	\$ 18,135	\$ 17,520	\$ 18,216
Interest expense	3,568	3,603	3,814	3,804	3,688	3,525	3,332	3,286
Net interest income	16,753	15,295	15,741	15,539	14,912	14,610	14,188	14,930
Provision for loan and lease losses	994	3,537	2,762	525	1,895	287	520	684
Non-interest income	3,931	3,640	5,823	4,594	4,935	4,102	4,126	3,848
Non-interest expense	14,523	15,753	13,458	12,699	11,684	11,984	11,974	11,732
Income (loss) before income tax expense	5,167	(355)	5,344	6,909	6,268	6,441	5,820	6,362
Income tax expense (benefit) ⁽¹⁾	1,199	(3,020)	1,621	2,356	2,185	2,060	1,962	2,170
Net income ⁽¹⁾	\$ 3,968	\$ 2,665	\$ 3,723	\$ 4,553	\$ 4,083	\$ 4,381	\$ 3,858	\$ 4,192
Per common share ⁽²⁾ :								
Basic earnings ⁽¹⁾	\$ 0.46	\$ 0.31	\$ 0.43	\$ 0.52	\$ 0.47	\$ 0.50	\$ 0.45	\$ 0.48
Diluted earnings ⁽¹⁾	0.46	0.31	0.43	0.52	0.47	0.50	0.45	0.48
Dividends declared	0.12	0.12	0.12	0.12	0.11	0.11	0.11	0.11

(1) Results for the third quarter, second quarter and first quarter 2016 have been adjusted to reflect early adoption of ASU 2016-09, "Compensation - Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting." See Note 1 for additional details related to the adjustments.

(2) All per share amounts have been adjusted to reflect the 2-for-1 stock split in the form of a 100% stock dividend completed in August 2015.

Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders
First Business Financial Services, Inc.:

We have audited the accompanying consolidated balance sheets of First Business Financial Services, Inc. and subsidiaries (the Company) as of December 31, 2016 and 2015, 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, 2016. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated 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. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as 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 Business Financial Services, Inc. and subsidiaries as of December 31, 2016 and 2015, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2016, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), First Business Financial Services, Inc.'s internal control over financial reporting as of December 31, 2016, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated March 10, 2017 expressed an unqualified opinion on the effectiveness of First Business Financial Services, Inc.'s internal control over financial reporting.

/s/ KPMG LLP

Chicago, Illinois
March 10, 2017

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

None.

Item 9A. Controls and Procedures

Disclosure Controls and Procedures

The Corporation's management, with the participation of the Corporation's Chief Executive Officer and Chief Financial Officer, has evaluated the Corporation's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended). Based upon that evaluation, the Corporation's Chief Executive Officer and Chief Financial Officer have concluded that the Corporation's disclosure controls and procedures were effective as of December 31, 2016 .

Changes in Internal Control over Financial Reporting

There was no change in the Corporation's internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Securities and Exchange Act of 1934, as amended) that occurred during the quarter ended December 31, 2016 that has materially affected, or is reasonably likely to materially affect, the Corporation's internal control over financial reporting.

Management's Annual Report on Internal Control over Financial Reporting

The Corporation's management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934, as amended. The Corporation's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Corporation's financial statements for external purposes in accordance with generally accepted accounting principles.

Management, under the supervision of the Chief Executive Officer and the Chief Financial Officer, assessed the effectiveness of the Corporation's internal control over financial reporting based on criteria for effective internal control over financial reporting established in *Internal Control – Integrated Framework (2013)* , issued by the Committee of Sponsoring Organization of the Treadway Commission (COSO). Based on this assessment, management has determined that the Corporation's internal control over financial reporting was effective as of December 31, 2016 .

KPMG LLP, the independent registered public accounting firm that audited the Consolidated Financial Statements of the Corporation included in this Annual Report on Form 10-K, has issued an attestation report on the effectiveness of the Corporation's internal control over financial reporting as of December 31, 2016 . The report, which expresses an unqualified opinion on the effectiveness of the Corporation's internal control over financial reporting as of December 31, 2016 , is included under the heading "Report of Independent Registered Public Accounting Firm."

Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders
First Business Financial Services, Inc.:

We have audited First Business Financial Services, Inc.'s (the Company) internal control over financial reporting as of December 31, 2016 , based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). First Business Financial Services, Inc.'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 Annual Report on Internal Control over Financial Reporting. 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 Business Financial Services, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2016 , based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of First Business Financial Services, Inc. and subsidiaries as of December 31, 2016 and 2015 , 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, 2016 , and our report dated March 10, 2017 expressed an unqualified opinion on those consolidated financial statements.

/s/ KPMG LLP

Chicago, Illinois
March 10, 2017

Item 9B. Other Information

None.

PART III.

Item 10. Directors, Executive Officers and Corporate Governance

- (a) *Directors of the Registrant* . The information included in the definitive Proxy Statement for the Annual Meeting of the Shareholders to be held on May 23, 2017 under the captions “Item 1 - Election of Directors,” “Corporate Governance Principles and Practices” and “Section 16(a) Beneficial Ownership Reporting Compliance” is incorporated herein by reference.
- (b) *Executive Officers of the Registrant* . The information presented in Item 1 of this document is incorporated herein by reference.
- (c) *Code of Ethics* . The Corporation has adopted a code of ethics applicable to all employees, including the principal executive officer, principal financial officer and principal accounting officer of the Corporation. The FBFS Code of Ethics is posted on the Corporation’s website at www.firstbusiness.com. The Corporation intends to satisfy the disclosure requirements under Item 5.05(c) of Form 8-K regarding any amendment to or waiver of the code with respect to its Chief Executive Officer and Chief Financial Officer, principal accounting officer, and persons performing similar functions, by posting such information to the Corporation’s website.

Item 11. Executive Compensation

Information with respect to compensation for our directors and officers included in the definitive Proxy Statement for the Annual Meeting of the Shareholders to be held on May 23, 2017 under the captions “Executive Compensation,” “Summary Compensation Table,” “Long Term Incentive Plans,” “Outstanding Equity Awards at December 31, 2016 ,” “Disclosure Regarding Termination and Change in Control Provisions” and “Director Compensation” is incorporated herein by reference.

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

Information with respect to security ownership of certain beneficial owners and management included in the definitive Proxy Statement for the Annual Meeting of the Shareholders to be held on May 23, 2017 under the caption “Principal Shareholders” is incorporated herein by reference.

Equity Compensation Plan Information

The following table summarizes certain information with respect to compensation plans under which equity securities of the Corporation are authorized for issuance as of December 31, 2016 .

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
	(a)	(b)	(c)
Equity compensation plans approved by security holders	—	\$ —	274,581
Equity compensation plans not approved by security holders	—	—	—

Item 13. Certain Relationships and Related Transactions, and Director Independence

Information with respect to certain relationships and related transactions included in the definitive Proxy Statement for the Annual Meeting of the Shareholders to be held on May 23, 2017 under the captions “Related Party Transactions” and “Corporate Governance Principles and Practices” is incorporated herein by reference.

Item 14. Principal Accountant Fees and Services

Information with respect to principal accounting fees and services included in the definitive Proxy Statement for the Annual Meeting of the Shareholders to be held on May 23, 2017 under the caption “Miscellaneous” is incorporated herein by reference.

PART IV.

Item 15. Exhibits and Financial Statement Schedules

The Consolidated Financial Statements listed on the Index included under “ **Item 8. Financial Statements and Supplementary Data** ” are filed as a part of this Form 10-K. All financial statement schedules have been included in the Consolidated Financial Statements or are either not applicable or not significant.

Exhibits . See Exhibit Index.

Item 16. Form 10-K Summary

None.

Signatures

Pursuant to the requirements of Section 13 or 15(d) 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 BUSINESS FINANCIAL SERVICES, INC.

March 10, 2017

/s/ Corey A. Chambas

Corey A. Chambas
Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Corey A. Chambas</u> Corey A. Chambas	Chief Executive Officer (principal executive officer)	March 10, 2017
<u>/s/ Edward G. Sloane, Jr.</u> Edward G. Sloane, Jr.	Chief Financial Officer (principal financial officer)	March 10, 2017
<u>/s/ Michael J. Murphy</u> Michael J. Murphy	Chief Accounting Officer (principal accounting officer)	March 10, 2017
<u>/s/ Jerome J. Smith</u> Jerome J. Smith	Chairman of the Board of Directors	March 10, 2017
<u>/s/ Mark D. Bugher</u> Mark D. Bugher	Director	March 10, 2017
<u>/s/ Jan A. Eddy</u> Jan A. Eddy	Director	March 10, 2017
<u>/s/ John J. Harris</u> John J. Harris	Director	March 10, 2017
<u>/s/ Gerald L. Kilcoyne</u> Gerald L. Kilcoyne	Director	March 10, 2017
<u>/s/ John M. Silseth</u> John M. Silseth	Director	March 10, 2017
<u>/s/ Carol P. Sanders</u> Carol P. Sanders	Director	March 10, 2017
<u>/s/ Dean W. Voeks</u> Dean W. Voeks	Director	March 10, 2017

Exhibit Index

Exhibit No.	Exhibit Name
3.1	Amended and Restated Articles of Incorporation of First Business Financial Services, Inc. (Previously filed as Exhibit 3.1 to the Annual Report on Form 10-K filed on March 13, 2009, and refiled herewith in accordance with Item 10(d) of Regulation S-K)
3.2	Amended and Restated Bylaws of First Business Financial Services, Inc. (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed on January 31, 2012)
	<i>Pursuant to Item 601(b)(4)(iii) of Regulation S-K, the Registrant agrees to furnish to the Securities and Exchange Commission, upon request, any instrument defining the rights of holders of long-term debt not being registered that is not filed as an exhibit to this Annual Report on Form 10-K. No such instrument authorizes securities in excess of 10% of the total assets of the Registrant.</i>
4.1	Rights Agreement, dated as of June 5, 2008, between the Registrant and Computershare Investor Services, Inc. (Previously filed as Exhibit 4.1 to the Registration Statement on Form 8-A filed on June 6, 2008, and refiled herewith in accordance with Item 10(d) of Regulation S-K)
4.2	Form of Common Stock Certificate (incorporated by reference to Exhibit 4.3 to Amendment No. 1 to the Registration Statement on Form S-1 filed on November 26, 2012)
10.1 *	2012 Equity Incentive Plan (incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q filed on July 27, 2012)
10.2 *	Form of Restricted Stock Agreement (incorporated by reference to Exhibit 4.5 to the Registration Statement on Form S-8 filed on August 13, 2012)
10.3 *	Form of Executive Change-in-Control and Severance Agreement (Previously filed as Exhibit 10.1 to the Current Report on Form 8-K filed on February 10, 2006, and refiled herewith in accordance with Item 10(d) of Regulation S-K)
10.4 *	Amended and Restated Agreement effective December 22, 2014 between First Business Bank and Corey A. Chambas (incorporated by reference to Exhibit 10.8 of the Registrant's Annual Report on Form 10-K filed on March 16, 2015)
10.5 *	First Amendment of Agreement by and between First Business Bank and Corey Chambas (Amended and Restated December 22, 2014)(incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on December 29, 2016)
10.6 *	Annual Incentive Bonus Program, as amended, dated March 6, 2015 (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on March 6, 2015)
10.7 *	Offer Letter between the Company and David R. Seiler. accepted March 25, 2016 (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K filed on April 8, 2016)
21	Subsidiaries of the Registrant
23	Consent of KPMG LLP
31.1	Certification of the Chief Executive Officer

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31.2	Certification of the Chief Financial Officer
32	Certification of the Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350
101	The following financial information from First Business Financial Services, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2016, formatted in XBRL (eXtensible Business Reporting Language): (i) Consolidated Balance Sheets as of December 31, 2016 and December 31, 2015, (ii) Consolidated Statements of Income for the years ended December 31, 2016, 2015 and 2014, (iii) Consolidated Statements of Comprehensive Income for the years ended December 31, 2016, 2015 and 2014, (iv) Consolidated Statements of Changes in Stockholders' Equity for the years ended December 31, 2016, 2015 and 2014, (v) Consolidated Statements of Cash Flows for the years ended December 31, 2016, 2015 and 2014, and (vi) the Notes to Consolidated Financial Statements
*	Management contract or compensatory plan.

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
FIRST BUSINESS FINANCIAL SERVICES, INC.**

These amended and restated Articles of Incorporation supersede and take the place of the heretofore existing Articles of Incorporation of First Business Financial Services, Inc., incorporated under the Wisconsin Business Corporation Law (“WBCL”), f/k/a First Business Bancshares, Inc., f/k/a KD Bancshares, Inc., and any and all amendments thereto.

The name of the Corporation is First Business Financial Services, Inc.

The period of existence shall be perpetual.

The purpose shall be to engage in any lawful activities authorized by the WBCL.

The number of shares of capital stock which the Corporation shall have the authority to issue is as follows:

Twenty-five million (25,000,000) shares of common stock, par value of \$0.01 per share; and

Two million five hundred thousand (2,500,000) shares of preferred stock, par value \$0.01 per share.

Except to the extent required by governing law, rule or regulation, the shares of capital stock may be issued from time to time by the Board of Directors without further approval of the shareholders of the Corporation.

The preferences, limitation, designation, and relative rights of each class or series of stock are:

A. Common Stock. Except as provided in this Article V (or in any resolution or resolutions adopted by the Board of Directors pursuant hereto), the exclusive voting power shall be vested in the common stock, the holders thereof being entitled to one vote for each share of such common stock standing in the holder’s name on the books of the Corporation. Subject to any rights and preferences of any class of stock having preference over the common stock, holders of common stock shall be entitled to such dividends as may be declared by the Board of Directors out of funds lawfully available therefore. Upon any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, holders of common stock shall be entitled to receive pro rata the remaining assets of the Corporation after the holders of any class of stock having preference over the common stock have been paid in full any sums to which they may be entitled.

B. Preferred Stock. The Board of Directors of the Corporation is authorized, to the full extent permitted under the Wisconsin Business Corporation Law and the provisions of this Paragraph B, to provide for the issuance of the preferred stock in series, each of such series to be distinctively designated, and to have such redemption rights, dividend rights, rights on dissolution or distribution of assets, conversion or exchange rights, voting powers, designations, preferences and relative participating, optional or other special rights, if any, and such qualifications, limitations or restrictions thereof as shall be provided by the Board of Directors of the Corporation consistent with the provisions of this Paragraph B.

Before any dividends shall be paid or set apart for payment upon shares of common stock, the holders of each series of preferred stock shall be entitled to receive dividends at the rate (which may be fixed or variable) and at such times as specified in the particular series. The holders of shares of preferred stock shall have no rights to participate with the holders of shares of common stock in any distribution of dividends in excess of the preferential dividends, if any, fixed for such preferred stock.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of shares of each series of preferred stock shall be entitled to receive out of the assets of the Corporation in money or money’s worth the preferential amount, if any, specified in the particular series for each share at the time outstanding together with all accrued but unpaid dividends thereon, before any of such assets shall be paid or distributed to holders of common stock. The holders of preferred stock shall have no rights to participate with the holders of common stock in the assets of the Corporation available for distribution to shareholders in excess of the preferential amount, if any, fixed for such preferred stock.

The holders of preferred stock shall have only such voting rights as are fixed for shares of each series by the Board of Directors pursuant to this Paragraph B or are provided, to the extent applicable, by the Wisconsin Business Corporation Law.

The registered office is located in Dane County, Wisconsin, and the address of such registered office is 401 Charmany Drive, Madison, Wisconsin 53719.

The name of the registered agent at such address is Jerome J. Smith.

The number of directors of the Corporation shall be fixed by, or in the manner provided by, the bylaws of the Corporation. The bylaws may provide for staggering of the terms of directors to the extent and in the manner permitted by Section 180.0806 of the WBCL or any successor provision.

Holders of common stock of the Corporation shall not be entitled to preemptive rights with respect to any shares of the Corporation's common stock.

These articles may be amended by an affirmative vote of shareholders and/or by the Board of Directors; in each case as and to the extent permitted, and with the requisite vote prescribed, by the WBCL.

FIRST BUSINESS FINANCIAL SERVICES, INC.

and

COMPUTERSHARE TRUST COMPANY, N.A.

Rights Agent

RIGHTS AGREEMENT

Dated as of June 5, 2008

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Exhibit A — Form of Right Certificate

Exhibit B — Summary of Common Share Purchase Rights

RIGHTS AGREEMENT

THIS AGREEMENT, dated as of June 5, 2008, between **FIRST BUSINESS FINANCIAL SERVICES, INC.**, a Wisconsin corporation (the “Company”), and **COMPUTERSHARE TRUST COMPANY, N.A.**, a national banking association (the “Rights Agent”).

WHEREAS, the Board of Directors of the Company has authorized and declared a dividend of one common share purchase right (a “Right”) for each Common Share (as hereinafter defined) of the Company outstanding upon the close of business on June 19, 2008 (the “Record Date”) payable upon the close of business on July 3, 2008 (the “Payment Date”), and has authorized and directed the issuance of one Right with respect to each Common Share that shall become outstanding between the Record Date and the earliest of the Distribution Date, the Redemption Date and the Final Expiration Date (as such terms are hereinafter defined), each Right representing the right to purchase one-half of one Common Share of the Company upon the terms and subject to the conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and the mutual agreements herein set forth, the parties hereby agree as follows:

1. Certain Definitions. For purposes of this Agreement, the following terms have the meanings indicated:

(a) “Acquiring Person” shall mean any Person (as such term is hereinafter defined) who or which, together with all Affiliates and Associates (as such terms are hereinafter defined) of such Person, shall be the Beneficial Owner (as such term is hereinafter defined) of 15% or more of the Common Shares of the Company then outstanding, but shall not include the Company, any Subsidiary (as such term is hereinafter defined) of the Company, any employee benefit plan of the Company or any Subsidiary of the Company, any entity holding Common Shares for or pursuant to the terms of any such plan, or any trustee, administrator or fiduciary of such a plan. Notwithstanding the foregoing, (i) no Person who, at the close of business on the date hereof, shall be the Beneficial Owner of 15% or more of the Common Shares of the Company then outstanding shall be deemed an “Acquiring Person”; provided, however, that if a Person is, at the close of business on the date hereof, the Beneficial Owner of 15% or more of the Common Shares of the Company then outstanding and shall thereafter become the Beneficial Owner of additional Common Shares of the Company at any time that the Person is or thereby becomes the Beneficial Owner of 15% or more of the Common Shares of the Company then outstanding (other than Common Shares acquired solely as a result of corporate action of the Company not caused, directly or indirectly, by such Person), then such Person shall be deemed to be an “Acquiring Person”; and (ii) no Person shall become an “Acquiring Person” as a result of an acquisition of Common Shares by the Company which, by reducing the number of shares outstanding, increases the proportionate number of shares beneficially owned by such Person to 15% or more of the Common Shares of the Company then outstanding; *provided, however*, that if a Person would, but for the foregoing, become an Acquiring Person by reason of share purchases by the Company and shall, after such share purchases by the Company, become the Beneficial Owner of any additional Common Shares of the Company at any time that the Person is or thereby becomes the Beneficial Owner of 15% or more of the Common Shares of the Company then outstanding (other than Common Shares acquired solely as a result of corporate action of the Company not caused, directly or indirectly, by such Person), then such Person shall be deemed to be an “Acquiring Person”. Notwithstanding the foregoing, if the Board of Directors of the Company determines in good faith that a Person who would otherwise be an “Acquiring Person”, as defined pursuant to the foregoing provisions of this Section 1(a), has become such inadvertently, and such Person divests as promptly as practicable a sufficient number of Common Shares so that such Person would no longer be an “Acquiring Person,” as defined pursuant to the foregoing provisions of this Section 1(a), then such Person shall not be deemed to be an “Acquiring Person” for any purposes of this Agreement.

(b) “Affiliate” and “Associate” shall have the respective meanings ascribed to such terms in Rule 12b-2 of the General Rules and Regulations under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), as in effect on the date of this Agreement.

(c) A Person shall be deemed the “Beneficial Owner” of and shall be deemed to “beneficially own” any securities:

(i) which such Person or any of such Person’s Affiliates or Associates beneficially owns, directly or indirectly;

(ii) which such Person or any of such Person’s Affiliates or Associates has (A) the right to acquire (whether such right is exercisable immediately or only after the passage of time) pursuant to any agreement, arrangement or understanding (other than customary agreements with and between underwriters and selling group members with respect to a bona fide public offering of securities), or upon the exercise of conversion rights, exchange rights, rights (other than these Rights), warrants or options, or otherwise; *provided, however*, that a Person shall not be deemed the Beneficial Owner of, or to beneficially own, securities tendered pursuant to a tender or exchange offer made by or on behalf of such Person or any of such Person’s Affiliates or Associates until such tendered securities are accepted for purchase or exchange; or (B) the right to vote pursuant to any agreement, arrangement or understanding; *provided, however*, that a Person shall not be deemed the Beneficial Owner of, or to beneficially own, any security if the agreement, arrangement or understanding to vote such security (1) arises solely from a revocable proxy or consent given to such Person in response to a public proxy or consent solicitation made pursuant to, and in accordance with, the applicable rules and regulations of the Exchange Act and (2) is not also then reportable on Schedule 13D under the Exchange Act (or any comparable or successor report); or

(iii) which are beneficially owned, directly or indirectly, by any other Person with which such Person or any of such Person’s Affiliates or Associates has any agreement, arrangement or understanding (other than customary agreements with and between underwriters and selling group members with respect to a bona fide public offering of securities) for the purpose of, or with respect to, acquiring, holding, voting (except to the extent contemplated by the proviso to Section 1(c)(ii)(B)) or disposing of any securities of the Company.

Notwithstanding anything in this definition of Beneficial Ownership to the contrary, the phrase “then outstanding,” when used with reference to a Person’s Beneficial Ownership of securities of the Company, shall mean the number of such securities then issued and outstanding together with the number of such securities not then actually issued and outstanding which such Person would be deemed to own beneficially hereunder.

(d) “Business Day” shall mean any day other than a Saturday, a Sunday or a day on which banking institutions in the Commonwealth of Massachusetts are authorized or obligated by law or executive order to close.

(e) “Close of business” on any given date shall mean 5:00 P.M., Canton, Massachusetts time, on such date; *provided, however*, that if such date is not a Business Day it shall mean 5:00 P.M., Canton, Massachusetts time, on the next succeeding Business Day.

(f) “Common Shares” when used with reference to the Company shall mean the shares of common stock, \$0.01 par value per share, of the Company, or shares having equivalent rights, privileges and preferences to common stock. “Common Shares” when used with reference to any Person other than the Company shall mean the capital stock (or equivalent equity interest) with the greatest voting power of such other Person or, if such other Person is a Subsidiary of another Person, the Person or Persons that ultimately control such first-mentioned Person.

(g) “Distribution Date” shall have the meaning set forth in Section 3(a) hereof.

(h) “Final Expiration Date” shall have the meaning set forth in Section 7 hereof.

(i) “Person” shall mean any individual, firm, corporation or other entity, and shall include any successor (by merger or otherwise) of such entity.

(j) “Redemption Date” shall have the meaning set forth in Section 7 hereof.

(k) “Shares Acquisition Date” shall mean the first date of public announcement (which, for purposes of this definition, shall include, without limitation, a report filed or amended pursuant to Section 13(d) under the Exchange Act) by the Company or an Acquiring Person that an Acquiring Person has become such.

(l) “Subsidiary” of any Person shall mean any corporation or other entity of which a majority of the voting power of the voting equity securities or equity interest is owned, directly or indirectly, by such Person.

2. Appointment of Rights Agent. The Company hereby appoints the Rights Agent to act as agent for the Company and the holders of the Rights (who, in accordance with Section 3 hereof, shall prior to the Distribution Date also be the holders of the Common Shares of the Company) in accordance with the terms and conditions hereof, and the Rights Agent hereby accepts such appointment. The Company may from time to time appoint such co-Rights Agents as it may deem necessary or desirable, upon 10 days’ prior written notice to the Rights Agent. The Rights Agent shall have no duty to supervise, and in no event be liable for, the acts or omissions of any such Co-Rights Agent.

3. Issue of Right Certificates.

(a) Until the earlier of (i) the Shares Acquisition Date or (ii) the tenth Business Day (or such later date as may be determined by action of the Company’s Board of Directors prior to such time as any Person becomes an Acquiring Person) after the date of the commencement of, or of the first public announcement of the intention of any Person to commence, a tender or exchange offer the consummation of which would result in any Person (other than the Company, any Subsidiary of the Company, any employee benefit plan of the Company or of any Subsidiary of the Company, any entity holding Common Shares for or pursuant to the terms of any such plan, or any trustee, administrator, or fiduciary of such a plan) becoming the Beneficial Owner of Common Shares of the Company aggregating 15% or more of the then outstanding Common Shares (including in either case any such date which is after the date of this Agreement and prior to the Payment Date; the earlier of such dates being herein referred to as the “Distribution Date”; provided, however, that if the Acquisition Date or the tenth Business Day after the commencement or announcement date, as the case may be, occurs before the Record Date, “Distribution Date” shall mean the Record Date), (x) the Rights will be evidenced (subject to the provisions of Section 3(b) hereof) by the certificates for Common Shares of the Company registered in the names of the holders thereof (which certificates shall also be deemed to be Right Certificates) and not by separate Right Certificates, and (y) the right to receive Right Certificates will be transferable only in connection with the transfer of Common Shares of the Company. As soon as practicable after the Distribution Date, the Company will prepare and execute, the Rights Agent will countersign, and the Company will send or cause to be sent (and the Rights Agent will, if requested, send) by first-class, insured, postage-prepaid mail, to each record holder of Common Shares of the Company as of the close of business on the Distribution Date, at the address of such holder shown on the records of the Company, a Right Certificate, in substantially the form of Exhibit A hereto (a “Right Certificate”), evidencing one Right for each Common Share so held. As of the Distribution Date, the Rights will be evidenced solely by such Right Certificates.

(b) The Company has prepared a Summary of Rights to Purchase Common Shares, attached as Exhibit B hereto (the “Summary of Rights”), a copy of which is available free of charge from the Company. With respect to certificates for Common Shares of the Company outstanding as of the Record Date, until the Distribution Date, the Rights will be evidenced by such certificates registered in the names of the holders thereof. Until the Distribution Date (or the earlier of the Redemption Date or Final Expiration Date), the surrender for transfer of any certificate for Common Shares of the Company outstanding on the Record Date, with or without a copy of the Summary of Rights attached thereto, shall also constitute the transfer of the Rights associated with the Common Shares represented thereby.

(c) Certificates for Common Shares of the Company that become outstanding (including, without limitation, certificates for reacquired Common Shares referred to in the last sentence of this Section 3(c) and certificates issued on the transfer of Common Shares) after the Record Date but prior to the earliest of the Distribution Date, the Redemption Date or the Final Expiration Date shall have impressed on, printed on, written on or otherwise affixed to them a legend in substantially the following form:

This certificate also evidences and entitles the holder hereof to certain rights as set forth in a Rights Agreement between First Business Financial Services, Inc. and Computershare Trust Company, N.A., dated as of June 5, 2008, and as such agreement may be amended (the "Rights Agreement"), the terms of which are hereby incorporated herein by reference and a copy of which is on file at the principal executive offices of First Business Financial Services, Inc. Under certain circumstances set forth in the Rights Agreement, such Rights will be evidenced by separate certificates and will no longer be evidenced by this certificate. First Business Financial Services, Inc. will mail to the holder of this certificate a copy of the Rights Agreement without charge after receipt of a written request therefor. Under certain circumstances set forth in the Rights Agreement, such Rights issued to, or held by, an Acquiring Person or any Affiliate or Associate thereof (as such terms are defined in the Rights Agreement), whether held by such person or any subsequent holder, shall become null and void.

With respect to such certificates containing the foregoing legend, until the Distribution Date, the Rights associated with the Common Shares represented by such certificates shall be evidenced by such certificates alone, and the surrender for transfer of any such certificate shall also constitute the transfer of the Rights associated with the Common Shares represented thereby. In the event that the Company purchases or acquires any Common Shares after the Record Date but prior to the Distribution Date, any Rights associated with such Common Shares shall be deemed cancelled and retired so that the Company shall not be entitled to exercise any Rights associated with the Common Shares which are no longer outstanding.

4. Form of Right Certificates. The Right Certificates (and the forms of election to purchase Common Shares and of assignment to be printed on the reverse thereof) shall be substantially the same as Exhibit A hereto and may have such marks of identification or designation and such legends, summaries or endorsements printed thereon as the Company may deem appropriate and as are not inconsistent with the provisions of this Agreement, or as may be required to comply with any applicable law or with any rule or regulation made pursuant thereto or with any rule or regulation of any stock exchange on which the Rights may from time to time be listed, or to conform to usage. Subject to the provisions of Section 22 hereof, the Right Certificates shall entitle the holders thereof to purchase such number of Common Shares as shall be set forth therein at the purchase price per Common Share set forth therein, but the amount and type of securities purchasable upon exercise of each Right and such purchase price shall be subject to adjustment as provided herein.

5. Countersignature and Registration.

(a) The Right Certificates shall be executed on behalf of the Company by its Chief Executive Officer, President, Chief Financial Officer or any Vice President either manually or by facsimile signature, shall have affixed thereto the Company's seal or a facsimile thereof, and shall be attested by the Treasurer, an Assistant Treasurer, the Secretary or an Assistant Secretary of the Company, either manually or by facsimile signature. The Right Certificates shall be manually countersigned by the Rights Agent and shall not be valid for any purpose unless countersigned. In case any officer of the Company who shall have signed any of the Right Certificates shall cease to be such officer of the Company before countersignature by the Rights Agent and issuance and delivery by the Company, such Right Certificates, nevertheless, may be countersigned by the Rights Agent and issued and delivered by the Company with the same force and effect as though the individual who signed such Right Certificates had not ceased to be such officer of the Company; and any Right Certificate may be signed on behalf of the Company by any individual who, at the actual date of the execution of such Right Certificate, shall be a proper officer of the Company to sign such Right Certificate, although at the date of the execution of this Rights Agreement any such individual was not such an officer.

(b) Following the Distribution Date, the Rights Agent will keep or cause to be kept, at its principal office, books for registration and transfer of the Right Certificates issued hereunder. Such books shall show the names and addresses of the respective holders of the Right Certificates, the number of Rights evidenced on its face by each of the Right Certificates and the date of each of the Right Certificates.

6. Transfer, Split Up, Combination and Exchange of Right Certificates; Mutilated, Destroyed, Lost or Stolen Right Certificates.

(a) Subject to the provisions of Section 14 hereof, at any time after the close of business on the Distribution Date, and at or prior to the close of business on the earlier of the Redemption Date or the Final Expiration Date, any Right Certificate or Right Certificates (other than Right Certificates representing Rights that have become void pursuant to Section 11(a)(ii) hereof or that have been exchanged pursuant to Section 24 hereof) may be transferred, split up, combined or exchanged for another Right Certificate or Right Certificates, entitling the registered holder to purchase a like number of Common Shares as the Right Certificate or Right Certificates surrendered then entitled such holder to purchase. Any registered holder desiring to transfer, split up, combine or exchange any Right Certificate or Right Certificates shall make such request in writing delivered to the Rights Agent, and shall surrender the Right Certificate or Right Certificates to be transferred, split up, combined or exchanged at the principal office of the Rights Agent. Thereupon the Rights Agent shall countersign and deliver to the person entitled thereto a Right Certificate or Right Certificates, as the case may be, as so requested. The Company may require payment of a sum sufficient to cover any tax or governmental charge that may be imposed in connection with any transfer, split up, combination or exchange of Right Certificates.

(b) Upon receipt by the Company and the Rights Agent of evidence reasonably satisfactory to them of the loss, theft, destruction or mutilation of a Right Certificate and, in case of loss, theft or destruction, of indemnity or security reasonably satisfactory to them, and, at the Company's request, reimbursement to the Company and the Rights Agent of all reasonable expenses incidental thereto, and upon surrender to

the Rights Agent and cancellation of the Right Certificate if mutilated, the Company will make and deliver a new Right Certificate of like tenor to the Rights Agent for delivery to the registered holder in lieu of the Right Certificate so lost, stolen, destroyed or mutilated.

7. Exercise of Rights; Purchase Price; Expiration Date of Rights.

(a) As provided herein, each Right shall be exercisable to purchase one-half of one Common Share, subject to further adjustment. The registered holder of any Right Certificate may exercise the Rights evidenced thereby (except as otherwise provided herein) in whole or in part at any time after the Distribution Date upon surrender of the Right Certificate, with the form of election to purchase on the reverse side thereof duly executed, to the Rights Agent at the principal office of the Rights Agent, together with payment of the Purchase Price for each Common Share as to which the Rights are exercised, at or prior to the earliest of (i) the close of business on June 5, 2018, subject to extension (the "Final Expiration Date"), (ii) the time at which the Rights are redeemed as provided in Section 23 hereof (the "Redemption Date"), and (iii) the time at which such Rights are exchanged as provided in Section 24 hereof; *provided, however*, that if the number of Rights exercised would entitle the holder thereof to receive any fraction of a Common Share greater than one-half of a Common Share, then the holder thereof shall not be entitled to exercise such Rights unless such holder concurrently purchases from the Company (and in such event the Company shall sell to such holder), at a price in proportion to the Purchase Price, an additional fraction of a Common Share which, when added to the number of Common Shares to be received upon such exercise, will equal an integral number of Common Shares.

(b) The Purchase Price for each full Common Share pursuant to the exercise of a Right shall initially be \$85.00 (equivalent to \$42.50 for each one-half of one Common Share), shall be subject to adjustment from time to time as provided in Sections 11 and 13 hereof and shall be payable in lawful money of the United States of America in accordance with Section 7(c) below.

(c) Upon receipt of a Right Certificate representing exercisable Rights, with the form of election to purchase duly executed, accompanied by payment of the Purchase Price for the Common Shares to be purchased and an amount equal to any applicable transfer tax required to be paid by the holder of such Right Certificate in accordance with Section 9 hereof, as set forth below, the Rights Agent shall thereupon promptly (i) requisition from any transfer agent of the Common Shares certificates for the number of Common Shares to be purchased and the Company hereby irrevocably authorizes its transfer agent to comply with all such requests, (ii) when appropriate, requisition from the Company the amount of cash to be paid in lieu of issuance of fractional Common Shares in accordance with Section 14 hereof, (iii) after receipt of such certificates, cause the same to be delivered to or upon the order of the registered holder of such Right Certificate, registered in such name or names as may be designated by such holder and (iv) when appropriate, after receipt, deliver such cash to or upon the order of the registered holder of such Right Certificate. The payment of the Purchase Price (as such amount may be reduced pursuant to Section 11(a)(iii) hereof) shall be made by certified check, cashier's check, bank draft or money order payable to the order of the Company, except that, if so provided by the Board of Directors of the Company, the payment of the Purchase Price following the occurrence of a Section 11(a)(ii) Event (as hereinafter defined) and until the first occurrence of a Section 13 Event (as hereinafter defined) may be made wholly or in part by delivery of a certificate or certificates (with appropriate stock powers executed in blank attached thereto) evidencing a number of Common Shares of the Company equal to the then Purchase Price divided by the closing price (as determined pursuant to Section 11(d) hereof) per Common Share on the Trading Day (as such term is hereinafter defined) immediately preceding the date of such exercise. If the Company is obligated to issue other securities of the Company, pay cash and/or distribute other property pursuant to Section 11(a) hereof, the Company will make all arrangements necessary so that such other securities, cash and/or other property are available for distribution by the Rights Agent, if and when appropriate.

(d) In case the registered holder of any Right Certificate shall exercise less than all the Rights evidenced thereby, a new Right Certificate evidencing Rights equivalent to the Rights remaining unexercised shall be issued by the Rights Agent to the registered holder of such Right Certificate or to his duly authorized assigns, subject to the provisions of Section 14 hereof.

(e) Notwithstanding anything in this Agreement to the contrary, neither the Rights Agent nor the Company shall be obligated to take any action with respect to a registered holder of a Right Certificate upon the occurrence of any purported transfer, assignment or exercise as set forth in this Section 7 unless such registered holder shall have (i) completed and signed the certificate following the form of assignment or election to purchase set forth on the reverse of the Right Certificate surrendered for such transfer, assignment or exercise, and (ii) provided such additional evidence of the identity of the Beneficial Owner (or former Beneficial Owner) or Affiliates or Associates thereof as the Company shall reasonably request.

8. Cancellation and Destruction of Right Certificates. All Right Certificates surrendered for the purpose of exercise, transfer, split up, combination or exchange shall, if surrendered to the Company or to any of its agents, be delivered to the Rights Agent for cancellation or in cancelled form, or if surrendered to the Rights Agent, shall be cancelled by it, and no Right Certificates shall be issued in lieu thereof except as expressly permitted by any of the provisions of this Rights Agreement. The Company shall deliver to the Rights Agent for cancellation and retirement, and the Rights Agent shall so cancel and retire, any other Right Certificate purchased or acquired by the Company otherwise than upon the exercise thereof. The Rights Agent shall deliver all cancelled Right Certificates to the Company or shall, at the written request of the Company, destroy such cancelled Right Certificates, and in such case shall deliver a certificate of destruction thereof to the Company.

9. Reservation and Availability of Common Shares.

(a) The Company covenants and agrees that it will cause to be reserved and kept available out of its authorized and unissued Common Shares or any authorized and issued Common Shares held in its treasury the number of Common Shares that will be sufficient to permit the exercise in full of all outstanding Rights in accordance with Section 7.

(b) So long as the Common Shares issuable upon the exercise of Rights may be listed on any national securities exchange, the Company shall use its best efforts to cause, from and after such time as the Rights become exercisable, all Common Shares reserved for such issuance to be listed on such exchange upon official notice of issuance upon such exercise.

(c) The Company covenants and agrees that it will take all such action as may be necessary to ensure that all Common Shares delivered upon exercise of Rights shall, at the time of delivery of the certificates for such shares (subject to payment of the Purchase Price), be duly and validly authorized and issued and fully paid and nonassessable shares (except as otherwise provided by any corporation law applicable to the Company).

(d) The Company further covenants and agrees that it will pay when due and payable any and all federal and state transfer taxes and charges which may be payable in respect of the issuance or delivery of the Right Certificates or of any Common Shares upon the exercise of Rights. The Company shall not, however, be required to pay any transfer tax which may be payable in respect of any transfer or delivery of Right Certificates to a person other than, or the issuance or delivery of certificates for the Common Shares in a name other than that of, the registered holder of the Right Certificate evidencing Rights surrendered for exercise or to issue or to deliver any certificates for Common Shares upon the exercise of any Rights until any such tax shall have been paid (any such tax being payable by the holder of such Right Certificate at the time of surrender) or until it has been established to the Company's reasonable satisfaction that no such tax is due.

10. Common Shares Record Date. Each Person in whose name any certificate for Common Shares is issued upon the exercise of Rights shall for all purposes be deemed to have become the holder of record of the Common Shares represented thereby on, and such certificate shall be dated, the date upon which the Right Certificate evidencing such Rights was duly surrendered and payment of the Purchase Price (and any applicable transfer taxes) was made; *provided, however*, that if the date of such surrender and payment is a date upon which the Common Shares transfer books of the Company are closed, such Person shall be deemed to have become the record holder of such shares on, and such certificate shall be dated, the next succeeding Business Day on which the Common Shares transfer books of the Company are open.

11. Adjustment of Purchase Price, Number of Shares or Number of Rights. The Purchase Price, the number of Common Shares covered by each Right and the number of Rights outstanding are subject to adjustment from time to time as provided in this Section 11.

(a) (i) In the event the Company shall at any time after the date of this Agreement (A) declare a dividend on the Common Shares payable in Common Shares, (B) split or subdivide the outstanding Common Shares, (C) combine the outstanding Common Shares into a smaller number of Common Shares or (D) issue any shares of its capital stock in a reclassification of the Common Shares (including any such reclassification in connection with a consolidation or merger in which the Company is the continuing or surviving corporation), except as otherwise provided in this Section 11(a), the Purchase Price in effect at the time of the record date for such dividend or of the effective date of such subdivision, combination or reclassification, and the number and kind of shares of capital stock issuable on such date, shall be proportionately adjusted so that the holder of any Right exercised after such time shall be entitled to receive the aggregate number and kind of shares of capital stock which, if such Right had been exercised immediately prior to such date and at a time when the Common Shares transfer books of the Company were open, such holder would have owned upon such exercise and been entitled to receive by virtue of such dividend, subdivision, combination or reclassification; *provided, however*, that in no event shall the consideration to be paid upon the exercise of one Right be less than the aggregate par value of the shares of capital stock of the Company issuable upon exercise of one Right. If an event occurs which would require an adjustment under both Section 11(a)(i) and Section 11(a)(ii), the adjustment provided for in this Section 11(a)(i) shall be in addition to, and shall be made prior to, any adjustment required pursuant to Section 11(a)(ii).

(ii) Subject to Section 24, in the event any Person shall become an Acquiring Person, other than pursuant to any transaction set forth in Section 13(a), each holder of a Right shall thereafter have a right to receive, upon exercise thereof at a price equal to two times the then current Purchase Price per full Common Share multiplied by the number of Common Shares for which a Right is then exercisable, in accordance with the terms of this Agreement, such number of Common Shares of the Company as shall equal the result obtained by (x) multiplying two times the then current Purchase Price per full Common Share by the number of Common Shares for which a Right is then exercisable and dividing that product by (y) 50% of the then current per share market price of the Common Shares of the Company (determined pursuant to Section 11(d)) on the date the Person became an Acquiring Person (such number of shares, the "Adjustment Shares").

From and after such time as a Person becomes an Acquiring Person (a "Section 11(a)(ii) Event"), any Rights that are or were acquired or beneficially owned by such Acquiring Person (or any Associate or Affiliate of such Acquiring Person) shall be void and any holder of such Rights shall thereafter have no right to exercise such Rights under any provision of this Agreement. No Right Certificate shall be issued pursuant to Section 3 that represents Rights beneficially owned by an Acquiring Person whose Rights would be void pursuant to the preceding sentence or any Associate or Affiliate thereof; no Right Certificate shall be issued at any time upon the transfer of any Rights to an Acquiring Person whose Rights would be void pursuant to the preceding sentence or any Associate or Affiliate thereof or to any nominee of such Acquiring Person, Associate or Affiliate; and any Right Certificate delivered to the Rights Agent for transfer to an Acquiring Person whose Rights would be void pursuant to the preceding sentence shall be cancelled. The Company shall use all reasonable efforts to ensure that the provisions of this paragraph are complied with, but shall have no liability to any holder of Right Certificates or other Person as a result of its failure to make any determinations with respect to an Acquiring Person or its Affiliates, Associates or transferees hereunder.

(iii) In the event that there shall not be sufficient Common Shares of the Company issued but not outstanding or authorized but unissued (and not reserved for issuance for purposes other than upon exercise of the Rights) to permit the exercise in full of the Rights in accordance with the foregoing subparagraph (ii), the Company shall: (A) determine the excess of (1) the value of the Adjustment Shares

issuable upon the exercise of a Right (the “Current Value”) over (2) the Purchase Price (such excess, the “Spread”), and (B) with respect to each Right, make adequate provision to substitute for the Adjustment Shares, upon payment of the applicable Purchase Price, (1) cash, (2) a reduction in the Purchase Price, (3) equity securities of the Company (including, without limitation, shares, or units of shares, of preferred stock, if any, which the Board of Directors of the Company has deemed to have the same value as Common Shares (such shares of preferred stock, hereinafter referred to as “common stock equivalents”), (4) debt securities of the Company, (5) other assets or (6) any combination of the foregoing, having an aggregate value equal to the Current Value, where such aggregate value has been determined by the Board of Directors of the Company based upon the advice of a nationally recognized investment banking firm selected by the Board of Directors of the Company; *provided, however*, if the Company shall not have made adequate provision to substitute for the Adjustment Shares pursuant to clause (B) above within thirty (30) days following the occurrence of a Section 11(a)(ii) Event (the “Section 11(a)(ii) Trigger Date”), then the Company shall be obligated to deliver, upon the surrender for exercise of a Right and without requiring payment of any portion of the Purchase Price, Common Shares (to the extent available) and then, if necessary, cash, which shares and/or cash have an aggregate value equal to the Spread. If the Board of Directors of the Company shall determine in good faith that it is likely that sufficient additional Common Shares might be authorized for issuance for exercise in full of the Rights, the thirty (30) day period set forth above may be extended to the extent necessary, but not more than ninety (90) days after the Section 11(a)(ii) Trigger Date, in order that the Company may seek shareholder approval for the authorization of such additional shares (such period, as it may be extended, the “Substitution Period”). To the extent that the Company determines that some action need be taken pursuant to the first and/or second sentences of this Section 11(a)(iii), the Company (x) shall provide, subject to the last paragraph of Section 11(a)(ii) hereof, that such action shall apply uniformly to all outstanding Rights, and (y) may suspend the exercisability of the Rights until the expiration of the Substitution Period to seek any authorization of additional shares and/or to decide the appropriate form of distribution to be made pursuant to such first sentence and to determine the value thereof. In the event of any such suspension, the Company shall issue a public announcement stating that the exercisability of the Rights has been temporarily suspended, as well as a public announcement at such time as the suspension is no longer in effect. For purposes of this Section 11(a)(iii), the value of the Common Shares shall be the current per share market price (as determined pursuant to Section 11(d) hereof) of the Common Shares on the Section 11(a)(ii) Trigger Date and the value of any “common stock equivalent” shall be deemed to have the same value as the Common Shares on such date.

(b) In case the Company shall fix a record date for the issuance of rights, options or warrants to all holders of Common Shares entitling them (for a period expiring within 45 calendar days after such record date) to subscribe for or purchase Common Shares (or securities convertible into Common Shares) at a price per Common Share (or having a conversion price per share, if a security convertible into Common Shares) less than the then current per share market price of the Common Shares (as defined in Section 11(d)) on such record date, the Purchase Price to be in effect after such record date shall be determined by multiplying the Purchase Price in effect immediately prior to such record date by a fraction, the numerator of which shall be the number of Common Shares outstanding on such record date plus the number of Common Shares which the aggregate offering price of the total number of Common Shares so to be offered (and/or the aggregate initial conversion price of the convertible securities so to be offered) would purchase at such current market price and the denominator of which shall be the number of Common Shares outstanding on such record date plus the number of additional Common Shares to be offered for subscription or purchase (or into which the convertible securities so to be offered are initially convertible); *provided, however*, in no event shall the consideration to be paid upon the exercise of one Right be less than the aggregate par value of the shares of capital stock of the Company issuable upon exercise of one Right. In case such subscription price may be paid in a consideration part or all of which shall be in a form other than cash, the value of such consideration shall be as determined in good faith by the Board of Directors of the Company, whose determination shall be described in a statement filed with the Rights Agent. Common Shares owned by or held for the account of the Company shall not be deemed outstanding for the purpose of any such computation. Such adjustment shall be made successively whenever such a record date is fixed. In the event that such rights, options or warrants are not so issued, the Purchase Price shall be adjusted to be the Purchase Price which would then be in effect if such record date had not been fixed.

(c) In case the Company shall fix a record date for the making of a distribution to all holders of the Common Shares (including any such distribution made in connection with a consolidation or merger in which the Company is the continuing or surviving corporation) of evidences of indebtedness or assets (other than a regular quarterly cash dividend or a dividend payable in Common Shares) or subscription rights or warrants (excluding those referred to in Section 11(b)), the Purchase Price to be in effect after such record date shall be determined by multiplying the Purchase Price in effect immediately prior to such record date by a fraction, the numerator of which shall be the then current per share market price of the Common Shares (as defined in Section 11(d)) on such record date, less the fair market value (as determined in good faith by the Board of Directors of the Company, whose determination shall be described in a statement filed with the Rights Agent) of the portion of the assets or evidences of indebtedness so to be distributed or of such subscription rights or warrants applicable to one Common Share and the denominator of which shall be such current per share market price of the Common Shares; *provided, however*, in no event shall the consideration to be paid upon the exercise of one Right be less than the aggregate par value of the shares of capital stock of the Company to be issued upon exercise of one Right. Such adjustments shall be made successively whenever such a record date is fixed. In the event that such distribution is not so made, the Purchase Price shall again be adjusted to be the Purchase Price which would then be in effect if such record date had not been fixed.

(d) For the purpose of any computation hereunder, the “current per share market price” of the Common Shares on any date shall be deemed to be the average of the daily closing prices per Common Share for the 30 consecutive Trading Days (as such term is hereinafter defined) immediately prior to such date; *provided, however*, that in the event that the current per share market price of the Common Shares is determined during a period following the announcement by the issuer of such Common Shares of (i) a dividend or distribution on such Common Shares payable in Common Shares or securities convertible into Common Shares, or (ii) any subdivision, combination or reclassification of Common Shares and prior to the expiration of 30 Trading Days after the ex-dividend date for such dividend or distribution, or the record date for such subdivision, combination or reclassification, then, and in each such case, the current per share market price shall be appropriately adjusted to reflect the current market price per Common Share. The closing price for each Trading Day shall be the last sale

price, regular way, or, in case no such sale takes place on such day, the average of the closing bid and asked prices, regular way, in either case as reported in the principal consolidated transaction reporting system with respect to securities listed or admitted to trading on the principal national securities exchange on which the Common Shares are listed or admitted to trading or, if the Common Shares are not listed or admitted to trading on any national securities exchange, the last quoted price or, if not so quoted, the average of the high bid and low asked prices in the over-the-counter market, as reported by the OTC Bulletin Board or such other system then in use, or, if on any such date the Common Shares are not quoted by any such organization, the average of the closing bid and asked prices as furnished by a professional market maker making a market in the Common Shares selected by the Board of Directors of the Company. The term "Trading Day" shall mean a day on which the principal national securities exchange on which the Common Shares are listed or admitted to trading is open for the transaction of business or, if the Common Shares are not listed or admitted to trading on any national securities exchange, a Business Day.

(e) No adjustment in the Purchase Price shall be required unless such adjustment would require an increase or decrease of at least 1% in the Purchase Price; *provided, however*, that any adjustments which by reason of this Section 11(e) are not required to be made shall be carried forward and taken into account in any subsequent adjustment. All calculations under this Section 11 shall be made to the nearest cent or to the nearest ten-thousandth of a share as the case may be. Notwithstanding the first sentence of this Section 11(e), any adjustment required by this Section 11 shall be made no later than the earlier of (i) three years from the date of the transaction which requires such adjustment or (ii) the date of the expiration of the right to exercise any Rights.

(f) If, as a result of an adjustment made pursuant to Section 11(a), the holder of any Right thereafter exercised shall become entitled to receive any shares of capital stock of the Company other than Common Shares, thereafter the number of such other shares so receivable upon exercise of any Right shall be subject to adjustment from time to time in a manner and on terms as nearly equivalent as practicable to the provisions with respect to the Common Shares contained in Section 11(a) through (c), inclusive, and the provisions of Sections 7, 9, 10 and 13 with respect to the Common Shares shall apply on like terms to any such other shares.

(g) All Rights originally issued by the Company subsequent to any adjustment made to the Purchase Price hereunder shall evidence the right to purchase, at the adjusted Purchase Price, the number of Common Shares purchasable from time to time hereunder upon exercise of the Rights, all subject to further adjustment as provided herein.

(h) Unless the Company shall have exercised its election as provided in Section 11(i), upon each adjustment of the Purchase Price as a result of the calculations made in Section 11(b) and (c), each Right outstanding immediately prior to the making of such adjustment shall thereafter evidence the right to purchase, at the adjusted Purchase Price, that number of Common Shares (calculated to the nearest ten-thousandth of a Common Share) obtained by (i) multiplying (x) the number of Common Shares covered by a Right immediately prior to this adjustment by (y) the Purchase Price in effect immediately prior to such adjustment of the Purchase Price and (ii) dividing the product so obtained by the Purchase Price in effect immediately after such adjustment of the Purchase Price.

(i) The Company may elect on or after the date of any adjustment of the Purchase Price to adjust the number of Rights, in substitution for any adjustment in the number of Common Shares purchasable upon the exercise of a Right. Each of the Rights outstanding after such adjustment of the number of Rights shall be exercisable for the number of Common Shares for which a Right was exercisable immediately prior to such adjustment. Each Right held of record prior to such adjustment of the number of Rights shall become that number of Rights (calculated to the nearest one ten-thousandth) obtained by dividing the Purchase Price in effect immediately prior to adjustment of the Purchase Price by the Purchase Price in effect immediately after adjustment of the Purchase Price. The Company shall make a public announcement of its election to adjust the number of Rights, indicating the record date for the adjustment, and, if known at the time, the amount of the adjustment to be made. This record date may be the date on which the Purchase Price is adjusted or any day thereafter, but, if the Right Certificates have been issued, shall be at least 10 days later than the date of the public announcement. If Right Certificates have been issued, upon each adjustment of the number of Rights pursuant to this Section 11(i), the Company shall, as promptly as practicable, cause to be distributed to holders of record of Right Certificates on such record date Right Certificates evidencing, subject to Section 14 hereof, the additional Rights to which such holders shall be entitled as a result of such adjustment, or, at the option of the Company, shall cause to be distributed to such holders of record in substitution and replacement for the Right Certificates held by such holders prior to the date of adjustment, and upon surrender thereof, if required by the Company, new Right Certificates evidencing all the Rights to which such holders shall be entitled after such adjustment. Right Certificates so to be distributed shall be issued, executed and countersigned in the manner provided for herein and shall be registered in the names of the holders of record of Right Certificates on the record date specified in the public announcement.

(j) Irrespective of any adjustment or change in the Purchase Price or the number of Common Shares issuable upon the exercise of the Rights, the Right Certificates theretofore and thereafter issued may continue to express the Purchase Price and the number of Common Shares which were expressed in the initial Right Certificates issued hereunder.

(k) Before taking any action that would cause an adjustment reducing the Purchase Price below the par value, if any, of the Common Shares issuable upon exercise of the Rights, the Company shall take any corporate action which may, in the opinion of its counsel, be necessary in order that the Company may validly and legally issue fully paid and nonassessable (except as otherwise provided by any corporation law applicable to the Company) Common Shares at such adjusted Purchase Price.

(l) In any case in which this Section 11 shall require that an adjustment in the Purchase Price be made effective as of a record date for a specified event, the Company may elect to defer until the occurrence of such event the issuance to the holder of any Right exercised after such record date of the Common Shares and other capital stock or securities of the Company, if any, issuable upon such exercise over and above the number of Common Shares and other capital stock or securities of the Company, if any, issuable upon such exercise on the basis of

the Purchase Price in effect prior to such adjustment; *provided, however*, that the Company shall deliver to such holder a due bill or other appropriate instrument evidencing such holder's right to receive such additional shares upon the occurrence of the event requiring such adjustment.

(m) Anything in this Section 11 to the contrary notwithstanding, the Company shall be entitled to make such reductions in the Purchase Price, in addition to those adjustments expressly required by this Section 11, as and to the extent that it in its sole discretion shall determine to be advisable in order that any consolidation or subdivision of the Common Shares, issuance wholly for cash of any Common Shares at less than the current market price, issuance wholly for cash of Common Shares or securities which by their terms are convertible into or exchangeable for Common Shares, dividends on Common Shares payable in Common Shares or issuance of rights, options or warrants referred to in Section 11(b), hereafter made by the Company to holders of its Common Shares shall not be taxable to such shareholders.

(n) The Company covenants and agrees that it shall not, at any time after the earlier of the Distribution Date or the Shares Acquisition Date, (i) consolidate with any other Person (other than a Subsidiary of the Company in a transaction which complies with Section 11(o) hereof), (ii) merge with or into any other Person (other than a Subsidiary of the Company in a transaction which complies with Section 11(o) hereof), (iii) sell or transfer (or permit any Subsidiary to sell or transfer), in one transaction, or a series of related transactions, assets or earning power aggregating more than 50% of the assets or earning power of the Company and its Subsidiaries (taken as a whole) to any other Person or Persons (other than the Company and/or any of its Subsidiaries in one or more transactions each of which complies with Section 11(o) hereof) or (iv) consummate a share exchange with any other Person, if at the time of or immediately after such consolidation, merger, sale or share exchange (A) there are any rights, warrants or other instruments or securities outstanding or agreements in effect which would substantially diminish or otherwise eliminate the benefits intended to be afforded by the Rights, (B) prior to, simultaneously with or immediately after such consolidation, merger, sale or share exchange the shareholders of the Person who constitute, or would constitute, the "Principal Party" for purposes of Section 13(b) hereof shall have received a distribution of Rights previously owned by such Person or any of its Affiliates and Associates or (C) the form or nature of organization of the Principal Party would preclude or limit the exercisability of the Rights.

(o) The Company covenants and agrees that, after the Distribution Date, it will not, except as permitted by Section 23, Section 24 or Section 27 hereof, take (or permit any Subsidiary to take) any action if at the time such action is taken it is reasonably foreseeable that such action will diminish substantially or otherwise eliminate the benefits intended to be afforded by the Rights.

12. Certificate of Adjusted Purchase Price or Number of Shares. Whenever an adjustment is made as provided in Sections 11 and 13 hereof, the Company shall promptly (a) prepare a certificate setting forth such adjustment, and a brief statement of the facts accounting for such adjustment, (b) file with the Rights Agent and with each transfer agent for the Common Shares a copy of such certificate and (c) mail a brief summary thereof to each holder of a Right Certificate in accordance with Section 25 hereof.

13. Consolidation, Merger, Share Exchange or Sale or Transfer of Assets or Earning Power.

(a) In the event that, following the Shares Acquisition Date, directly or indirectly, (x) the Company shall consolidate with, or merge with and into, any other Person (other than a Subsidiary of the Company in a transaction which complies with Section 11(o) hereof), and the Company shall not be the continuing or surviving corporation of such consolidation or merger; (y) any Person (other than a Subsidiary of the Company in a transaction that complies with Section 11(o) hereof) shall consolidate with, or merge with or into, the Company, and the Company shall be the continuing or surviving corporation of such consolidation or merger, or any Person or Persons (other than a Subsidiary of the Company in a transaction which complies with Section 11(o) hereof) shall consummate a share exchange with the Company, and, in connection with such consolidation, merger or share exchange, all or part of the outstanding Common Shares of the Company shall be changed into or exchanged for stock or other securities of any other Person (or the Company) or cash or any other property; or (z) the Company shall sell or otherwise transfer (or one or more of its Subsidiaries shall sell or otherwise transfer), in one transaction or a series of related transactions, assets or earning power aggregating more than 50% of the assets or earning power of the Company and its Subsidiaries (taken as a whole) to any Person or Persons (other than the Company or any Subsidiary of the Company in one or more transactions each of which complies with Section 11(o) hereof), then in each such case proper provision shall be made so that: (i) each holder of a Right (except as otherwise provided herein) shall thereafter have the right to receive, upon the exercise thereof at a price equal to two times the then current Purchase Price per full Common Share multiplied by the number of Common Shares for which a Right is then exercisable (or, if a Section 11(a)(ii) Event has occurred prior to the first occurrence of any of the events described in clauses (x), (y) or (z) above (a "Section 13 Event"), two times the Purchase Price per full Common Share in effect immediately prior to the first occurrence of a Section 11(a)(ii) Event multiplied by the number of Common Shares for which a Right was exercisable immediately prior to such first occurrence), in accordance with the terms of this Agreement, such number of validly authorized and issued, fully paid, nonassessable (except as otherwise required by any corporation law applicable to the Principal Party (as such term is hereinafter defined)) and freely tradeable Common Shares of the Principal Party, not subject to any liens, encumbrances, rights of first refusal or other adverse claims, as shall be equal to the result obtained by (1) multiplying two times the then current Purchase Price per full Common Share by the number of Common Shares for which a Right is exercisable immediately prior to the first occurrence of a Section 13 Event (or, if a Section 11(a)(ii) Event has occurred prior to the first occurrence of a Section 13 Event, multiplying two times the number of such shares for which a Right was exercisable immediately prior to the first occurrence of a Section 11(a)(ii) Event by the Purchase Price per full Common Share in effect immediately prior to such first occurrence), and dividing that product (which, following the first occurrence of a Section 13 Event, shall be referred to as the "Purchase Price" for each Right and for all purposes of this Agreement) by (2) 50% of the current market price (determined pursuant to Section 11(d) hereof) per Common Share of such Principal Party on the date of consummation of such Section 13 Event; (ii) such Principal Party shall thereafter be liable for, and shall assume, by virtue of such Section 13 Event, all the obligations and duties of the Company pursuant to this

Agreement; (iii) the term “Company” shall thereafter be deemed to refer to such Principal Party, it being specifically intended that the provisions of Section 11 hereof shall apply only to such Principal Party following the first occurrence of a Section 13 Event; (iv) such Principal Party shall take such steps (including, but not limited to, the reservation of a sufficient number of its Common Shares) in connection with the consummation of any such transaction as may be necessary to assure that the provisions hereof shall thereafter be applicable, as nearly as reasonably may be, in relation to its Common Shares thereafter deliverable upon the exercise of the Rights; and (v) the provisions of Section 11(a)(ii) hereof shall be of no effect following the first occurrence of any Section 13 Event.

(b) “Principal Party” shall mean

(i) in the case of any transaction described in clause (x) or (y) of the first sentence of Section 13(a), the Person that is the issuer of any securities into which Common Shares of the Company are converted in such merger, consolidation or share exchange, and if no securities are so issued, (A) the Person that is the other party to the merger, consolidation or share exchange and that survives such merger or consolidation, or, if there is more than one such Person, the Person the Common Shares of which have the greatest aggregate market value of shares outstanding or (B) if the Person that is the other party to the merger or consolidation does not survive the merger or consolidation, the Person that does survive the merger or consolidation (including the Company if it survives); and

(ii) in the case of any transaction described in clause (z) of the first sentence of Section 13(a), the Person that is the party receiving the greatest portion of the assets or earning power transferred pursuant to such transaction or transactions; *provided, however*, that in any such case, (1) if the Common Shares of such Person are not at such time and have not been continuously over the preceding twelve (12) month-period registered under Section 12 of the Exchange Act, and such Person is a direct or indirect Subsidiary of another Person the Common Shares of which are and have been so registered, “Principal Party” shall refer to such other Person; and (2) in case such Person is a Subsidiary, directly or indirectly, of more than one Person, the Common Shares of two or more of which are and have been so registered, “Principal Party” shall refer to whichever of such Persons is the issuer of the Common Shares having the greatest aggregate market value.

(c) The Company shall not consummate any such consolidation, merger, share exchange, sale or transfer unless the Principal Party shall have a sufficient number of authorized Common Shares which have not been issued or reserved for issuance to permit the exercise in full of the Rights in accordance with this Section 13 and unless prior thereto the Company and such Principal Party shall have executed and delivered to the Rights Agent a supplemental agreement providing for the terms set forth in Sections 13(a) and (b) and further providing that, as soon as practicable after the date of any consolidation, merger, share exchange or sale of assets mentioned in Section 13(a), the Principal Party will:

(i) prepare and file a registration statement under the Securities Act of 1933, as amended (the “Act”), with respect to the Rights and the securities purchasable upon exercise of the Rights on an appropriate form, and will use its best efforts to cause such registration statement to (A) become effective as soon as practicable after such filing and (B) remain effective (with a prospectus at all times meeting the requirements of the Act) until the Final Expiration Date; and

(ii) deliver to holders of the Rights historical financial statements for the Principal Party and each of its Affiliates which comply in all respects with the requirements for registration on Form 10 under the Exchange Act.

The provisions of this Section 13 shall similarly apply to successive mergers, consolidations, share exchanges, sales or other transfers. In the event that a Section 13 Event shall occur at any time after the occurrence of a Section 11(a)(ii) Event, the Rights which have not theretofore been exercised shall thereafter become exercisable in the manner described in Section 13(b).

14. Fractional Rights and Fractional Shares.

(a) The Company shall not be required to issue fractions of Rights or to distribute Right Certificates which evidence fractional Rights. In lieu of such fractional Rights, there shall be paid to the registered holders of the Right Certificates with regard to which such fractional Rights would otherwise be issuable, an amount in cash equal to the same fraction of the current market value of a whole Right. For the purposes of this Section 14(a), the current market value of a whole Right shall be the closing price of the Rights for the Trading Day immediately prior to the date on which such fractional Rights would have been otherwise issuable. The closing price for any day shall be the last sale price, regular way, or, in case no such sale takes place on such day, the average of the closing bid and asked prices, regular way, in either case as reported in the principal consolidated transaction reporting system with respect to securities listed on the principal national securities exchange on which the Rights are listed or admitted to trading or, if the Rights are not listed or admitted to trading on any national securities exchange, the last quoted price or, if not so quoted, the average of the high bid and low asked prices in the over-the-counter market, as reported by the OTC Bulletin Board or such other system then in use or, if on any such date the Rights are not quoted by any such organization, the average of the closing bid and asked prices as furnished by a professional market maker making a market in the Rights selected by the Board of Directors of the Company. If on any such date no such market maker is making a market in the Rights the fair value of the Rights on such date as determined in good faith by the Board of Directors of the Company shall be used.

(b) The Company shall not be required to issue fractions of Common Shares upon exercise of the Rights or to distribute certificates which evidence fractional Common Shares. In lieu of fractional Common Shares, equal to one-half of a Common Share or less, the Company shall pay to the registered holders of Right Certificates at the time such Rights are exercised as herein provided an amount in cash equal to the same fraction of the current market value of one Common Share. Any exercise of Rights that would entitle the holder thereof to receive any fraction of a Common Share greater than one-half of a Common Share shall be governed by Section 7(a) hereof. For purposes of this

Section 14(b), the current market value of a Common Share shall be the closing price of a Common Share (as determined pursuant to the second sentence of Section 11(d) hereof) for the Trading Day immediately prior to the date of such exercise.

(c) The holder of a Right by the acceptance of the Right expressly waives his right to receive any fractional Rights or any fractional shares upon exercise of a Right (except as provided above).

15. Rights of Action. All rights of action in respect of this Agreement, excepting the rights of action given to the Rights Agent under Section 18 hereof, are vested in the respective registered holders of the Right Certificates (and, prior to the Distribution Date, the registered holders of the Common Shares); and any registered holder of any Right Certificate (or, prior to the Distribution Date, of the Common Shares), without the consent of the Rights Agent or of the holder of any other Right Certificate (or, prior to the Distribution Date, of the Common Shares), may, in his own behalf and for his own benefit, enforce, and may institute and maintain any suit, action or proceeding against the Company to enforce, or otherwise act in respect of, his right to exercise the Rights evidenced by such Right Certificate in the manner provided in such Right Certificate and in this Agreement. Without limiting the foregoing or any remedies available to the holders of Rights, it is specifically acknowledged that the holders of Rights would not have an adequate remedy at law for any breach of this Agreement and will be entitled to specific performance of the obligations under, and injunctive relief against actual or threatened violations of the obligations of any Person subject to, this Agreement.

16. Agreement of Right Holders. Every holder of a Right, by accepting the same, consents and agrees with the Company and the Rights Agent and with every other holder of a Right that:

(a) prior to the Distribution Date, the Rights will be transferable only in connection with the transfer of the Common Shares;

(b) after the Distribution Date, the Right Certificates are transferable only on the registry books of the Rights Agent if surrendered at the principal office of the Rights Agent, duly endorsed or accompanied by a proper instrument of transfer;

(c) the Company and the Rights Agent may deem and treat the person in whose name the Right Certificate (or, prior to the Distribution Date, the associated Common Shares certificate) is registered as the absolute owner thereof and of the Rights evidenced thereby (notwithstanding any notations of ownership or writing on the Right Certificates or the associated Common Shares certificate made by anyone other than the Company or the Rights Agent) for all purposes whatsoever, and neither the Company nor the Rights Agent shall be affected by any notice to the contrary; and

(d) notwithstanding anything in this Agreement to the contrary, neither the Company nor the Rights Agent shall have any liability to any holder of a Right or other Person as a result of its inability to perform any of its obligations under this Agreement by reason of any preliminary or permanent injunction or other order, decree or ruling issued by a court or competent jurisdiction or by a governmental, regulatory or administrative agency or commission, or any statute, rule, regulation or executive order promulgated or enacted by any governmental authority, prohibiting or otherwise restraining performance of such obligation; provided, however, the Company must use its best efforts to have any such order, decree or ruling lifted or otherwise overturned as soon as possible.

17. Right Certificate Holder Not Deemed a Shareholder. No holder, as such, of any Right Certificate shall be entitled to vote, receive dividends or other distributions or be deemed for any purpose the holder of the Common Shares or any other securities of the Company which may at any time be issuable on the exercise of the Rights represented thereby, nor shall anything contained herein or in any Right Certificate be construed to confer upon the holder of any Right Certificate, as such, any of the rights of a shareholder of the Company or any right to vote for the election of directors or upon any matter submitted to shareholders at any meeting thereof, or to give or withhold consent to any corporate action, or to receive notice of meetings or other actions affecting shareholders (except as provided in Section 25 hereof), or to receive dividends or subscription rights, or otherwise, until the Right or Rights evidenced by such Right Certificate shall have been exercised in accordance with the provisions hereof.

18. Concerning the Rights Agent.

(a) The Company agrees to pay to the Rights Agent reasonable compensation for all services rendered by it hereunder and, from time to time, on demand of the Rights Agent, its reasonable expenses incurred in the administration and execution of this Agreement and the exercise and performance of its duties hereunder. The Company also agrees to indemnify the Rights Agent for, and to hold it harmless against, any loss, liability, or expense, incurred without gross negligence, bad faith or willful misconduct on the part of the Rights Agent, for anything done or omitted by the Rights Agent in connection with the acceptance and administration of this Agreement, including the costs and expenses of defending against any claim of liability in the premises.

(b) The Rights Agent shall be protected and shall incur no liability for, or in respect of any action taken, suffered or omitted by it in connection with, its administration of this Agreement in reliance upon any Right Certificate or certificate for the Common Shares or for other securities of the Company, instrument of assignment or transfer, power of attorney, endorsement, affidavit, letter, notice, direction, consent, certificate, statement, or other paper or document believed by it to be genuine and to be signed, executed and, where necessary, verified or acknowledged, by the proper person or persons, or otherwise upon the advice of counsel as set forth in Section 20 hereof.

19. Merger or Consolidation or Change of Name of Rights Agent.

(a) Any corporation into which the Rights Agent or any successor Rights Agent may be merged or with which it may be consolidated, or any corporation resulting from any merger or consolidation to which the Rights Agent or any successor Rights Agent shall be a party, or any corporation succeeding to the stock transfer or corporate trust business of the Rights Agent or any successor Rights Agent, shall be the successor to the Rights Agent under this Agreement without the execution or filing of any paper or any further act on the part of any of the parties hereto, *provided* that such corporation would be eligible for appointment as a successor Rights Agent under the provisions of Section 21 hereof. In case at the time such successor Rights Agent shall succeed to the agency created by this Agreement, any of the Right Certificates shall have been countersigned but not delivered, any such successor Rights Agent may adopt the countersignature of the predecessor Rights Agent and deliver such Right Certificates so countersigned; and in case at that time any of the Right Certificates shall not have been countersigned, any successor Rights Agent may countersign such Right Certificates either in the name of the predecessor Rights Agent or in the name of the successor Rights Agent; and in all such cases such Right Certificates shall have the full force provided in the Right Certificates and in this Agreement.

(b) In case at any time the name of the Rights Agent shall be changed and at such time any of the Right Certificates shall have been countersigned but not delivered, the Rights Agent may adopt the countersignature under its prior name and deliver Right Certificates so countersigned; and in case at that time any of the Right Certificates shall not have been countersigned, the Rights Agent may countersign such Right Certificates either in its prior name or in its changed name; and in all such cases such Right Certificates shall have the full force provided in the Right Certificates and in this Agreement.

20. Duties of Rights Agent. The Rights Agent undertakes the duties and obligations imposed by this Agreement upon the following terms and conditions, by all of which the Company and the holders of Right Certificates, by their acceptance thereof, shall be bound:

(a) The Rights Agent may consult with legal counsel (who may be legal counsel for the Company), and the opinion of such counsel shall be full and complete authorization and protection to the Rights Agent as to any action taken or omitted by it in good faith and in accordance with such opinion.

(b) Whenever in the performance of its duties under this Agreement the Rights Agent shall deem it necessary or desirable that any fact or matter be proved or established by the Company prior to taking or suffering any action hereunder, such fact or matter (unless other evidence in respect thereof be herein specifically prescribed) may be deemed to be conclusively proved and established by a certificate signed by the Chief Executive Officer, the President, the Chief Financial Officer or any Vice President and by the Treasurer or any Assistant Treasurer or the Secretary or any Assistant Secretary of the Company and delivered to the Rights Agent; and such certificate shall be full authorization to the Rights Agent for any action taken or suffered in good faith by it under the provisions of this Agreement in reliance upon such certificate.

(c) The Rights Agent shall be liable hereunder to the Company and any other Person only for its own gross negligence, bad faith or willful misconduct.

(d) The Rights Agent shall not be liable for or by reason of any of the statements of fact or recitals contained in this Agreement or in the Right Certificates (except its countersignature thereof) or be required to verify the same, but all such statements and recitals are and shall be deemed to have been made by the Company only.

(e) The Rights Agent shall not be under any responsibility in respect of the validity of this Agreement or the execution and delivery hereof (except the due authorization, execution and delivery hereof by the Rights Agent) or in respect of the validity or execution of any Right Certificate (except its countersignature thereof); nor shall it be responsible for any breach by the Company of any covenant or condition contained in this Agreement or in any Right Certificate; nor shall it be responsible for any change in the exercisability of the Rights (including the Rights becoming void pursuant to Section 11(a)(ii) hereof) or any adjustment in the terms of the Rights (including the manner, method or amount thereof) provided for in Section 3, 11, 13, 23 or 24, or the ascertaining of the existence of facts that would require any such change or adjustment (except with respect to the exercise of Rights evidenced by Right Certificates after actual notice that such change or adjustment is required); nor shall it by any act hereunder be deemed to make any representation or warranty as to the authorization or reservation of any Common Shares or other securities to be issued pursuant to this Agreement or any Right Certificate or as to whether any Common Shares or other securities will, when issued, be validly authorized and issued, fully paid and nonassessable.

(f) The Company agrees that it will perform, execute, acknowledge and deliver or cause to be performed, executed, acknowledged and delivered all such further and other acts, instruments and assurances as may reasonably be required by the Rights Agent for the carrying out or performing by the Rights Agent of the provisions of this Agreement.

(g) The Rights Agent is hereby authorized and directed to accept instructions with respect to the performance of its duties hereunder from any one of the Chief Executive Officer, the President, the Chief Financial Officer, any Vice President, the Secretary, any Assistant Secretary, the Treasurer or any Assistant Treasurer of the Company, and to apply to such officers for advice or instructions in connection with its duties, and it shall not be liable for any action taken or suffered by it in good faith in accordance with instructions of any such officer or for any delay in acting while waiting for those instructions.

(h) The Rights Agent and any shareholder, director, officer or employee of the Rights Agent may buy, sell or deal in, or act as the transfer agent for, any of the Rights, Common Shares or other securities of the Company or become pecuniarily interested in any transaction

in which the Company may be interested, or contract with or lend money to the Company or otherwise act as fully and freely as though it were not Rights Agent under this Agreement. Nothing herein shall preclude the Rights Agent from acting in any other capacity for the Company or for any other legal entity.

(i) The Rights Agent may execute and exercise any of the rights or powers hereby vested in it or perform any duty hereunder either itself or by or through its attorneys or agents, and the Rights Agent shall not be answerable or accountable for any act, default, neglect or misconduct of any such attorneys or agents or for any loss to the Company resulting from any such act, default, neglect or misconduct, provided reasonable care was exercised in the selection and continued employment thereof.

21. Change of Rights Agent. The Rights Agent or any successor Rights Agent may resign and be discharged from its duties under this Agreement upon 30 days' notice in writing mailed to the Company and to each transfer agent of the Common Shares by registered or certified mail, and, if separate Right Certificates have been issued as of the date of such notice as contemplated by Section 3, to the holders of the Right Certificates by first-class mail. In the event the transfer agency relationship in effect between the Company and the Rights Agent or any of the Rights Agent's affiliates terminates, the Rights Agent will be deemed to resign automatically on the effective date of such termination; and any required notice will be sent by the Company. The Company may remove the Rights Agent or any successor Rights Agent upon 30 days' notice in writing, mailed to the Rights Agent or successor Rights Agent, as the case may be, and to each transfer agent of the Common Shares by registered or certified mail, and, if separate Right Certificates have been issued as of the date of such notice as contemplated by Section 3, to the holders of the Right Certificates by first-class mail. If the Rights Agent shall resign or be removed or shall otherwise become incapable of acting, the Company shall appoint a successor to the Rights Agent. If the Company shall fail to make such appointment within a period of 30 days after giving notice of such removal or after it has been notified in writing of such resignation or incapacity by the resigning or incapacitated Rights Agent or by the holder of a Right Certificate (who shall, with such notice, submit his Right Certificate for inspection by the Company), then the registered holder of any Right Certificate may apply to any court of competent jurisdiction for the appointment of a new Rights Agent. Any successor Rights Agent, whether appointed by the Company or by such a court, shall be (a) a corporation organized and doing business under the laws of the United States or of any state of the United States so long as such corporation is authorized to do business as a banking institution in the State of New York or the State of Wisconsin, in good standing, having an office or agency in the State of Wisconsin or the State of New York, which is authorized under such laws to exercise corporate trust or stock transfer powers and is subject to supervision or examination by federal or state authority and which has at the time of its appointment as Rights Agent a combined capital and surplus of at least \$50 million, or (b) an Affiliate of a corporation described in clause (a) of this sentence. After appointment, the successor Rights Agent shall be vested with the same powers, rights, duties and responsibilities as if it had been originally named as Rights Agent without further act or deed; but the predecessor Rights Agent shall deliver and transfer to the successor Rights Agent any property at the time held by it hereunder, and execute and deliver any further assurance, conveyance, act or deed necessary for the purpose. Not later than the effective date of any such appointment the Company shall file notice thereof in writing with the predecessor Rights Agent and each transfer agent of the Common Shares, and, if separate Right Certificates have been issued as of the date of such notice as contemplated by Section 3, mail a notice thereof in writing to the registered holders of the Right Certificates. Failure to give any notice provided for in this Section 21, however, or any defect therein, shall not affect the legality or validity of the resignation or removal of the Rights Agent or the appointment of the successor Rights Agent, as the case may be.

22. Issuance of New Right Certificates. Notwithstanding any of the provisions of this Agreement or of the Rights to the contrary, the Company may, at its option, issue new Right Certificates evidencing Rights in such form as may be approved by its Board of Directors to reflect any adjustment or change in the Purchase Price and the number or kind or class of shares or other securities or property purchasable under the Right Certificates made in accordance with the provisions of this Agreement.

23. Redemption.

(a) The Rights may be redeemed by action of the Board of Directors pursuant to Section 23(b) and shall not be redeemed in any other manner.

(b) The Board of Directors of the Company may, at its option, at any time prior to such time as any Person becomes an Acquiring Person, redeem all but not less than all the then outstanding Rights at a redemption price of \$0.001 per Right, appropriately adjusted to reflect any stock split, stock dividend or similar transaction occurring after the date hereof (such redemption price being hereinafter referred to as the "Redemption Price"). The redemption of the Rights by the Board of Directors may be made effective at such time on such basis and with such conditions as the Board of Directors in its sole discretion may establish. Notwithstanding anything contained in this Agreement to the contrary, the Rights shall not be exercisable after the first occurrence of a Section 11(a)(ii) Event until such time as the Company's right of redemption hereunder has expired.

(c) Immediately upon the effectiveness of the action of the Board of Directors of the Company ordering the redemption of the Rights pursuant to Section 23(b), and without any further action and without any notice, the right to exercise the Rights will terminate and the only right thereafter of the holders of Rights shall be to receive the Redemption Price. The Company shall promptly give public notice of any such redemption; *provided, however*, that the failure to give, or any defect in, any such notice shall not affect the validity of such redemption. Within 10 days after the effectiveness of the action of the Board of Directors ordering the redemption of the Rights pursuant to Section 23(b), the Company shall mail a notice of redemption to all the holders of the then outstanding Rights at their last addresses as they appear upon the registry books of the Rights Agent or, prior to the Distribution Date, on the registry books of the transfer agent for the Common Shares. Any notice which is mailed in the manner herein provided shall be deemed given, whether or not the holder receives the notice. Each such notice of redemption will state the method by which the payment of the Redemption Price will be made. Neither the Company nor any of its

Affiliates or Associates may redeem, acquire or purchase for value any Rights at any time in any manner other than that specifically set forth in this Section 23 or in Section 24 hereof, and other than in connection with the purchase of Common Shares prior to the Distribution Date.

24. Exchange .

(a) The Board of Directors of the Company may, at its option, at any time after any Person becomes an Acquiring Person, exchange all or part of the then outstanding and exercisable Rights (which shall not include Rights that have become void pursuant to the provisions of Section 11(a)(ii) hereof) for Common Shares of the Company at an exchange ratio of one Common Share per Right, appropriately adjusted to reflect any stock split, stock dividend or similar transaction occurring after the date hereof (such exchange ratio being hereinafter referred to as the "Exchange Ratio"). Notwithstanding the foregoing, the Board of Directors shall not be empowered to effect such exchange at any time after any Person (other than the Company, any Subsidiary of the Company, any employee benefit plan of the Company or any such Subsidiary, any entity holding Common Shares for or pursuant to the terms of any such plan, or any trustee, administrator or fiduciary of such a plan), together with all Affiliates and Associates of such Person, becomes the Beneficial Owner of 50% or more of the Common Shares of the Company then outstanding.

(b) Immediately upon the action of the Board of Directors of the Company ordering the exchange of any Rights pursuant to Section 24(a) and without any further action and without any notice, the right to exercise such Rights shall terminate and the only right thereafter of a holder of such Rights shall be to receive that number of Common Shares equal to the number of such Rights held by such holder multiplied by the Exchange Ratio. The Company shall promptly give public notice of any such exchange; *provided, however*, that the failure to give, or any defect in, such notice shall not affect the validity of such exchange. The Company promptly shall mail a notice of any such exchange to all of the holders of such Rights at their last addresses as they appear upon the registry books of the Rights Agent. Any notice which is mailed in the manner herein provided shall be deemed given, whether or not the holder receives the notice. Each such notice of exchange will state the method by which the exchange of the Common Shares for Rights will be effected and, in the event of any partial exchange, the number of Rights which will be exchanged. Any partial exchange shall be effected pro rata based on the number of Rights (other than Rights which have become void pursuant to the provisions of Section 11(a)(ii) hereof) held by each holder of Rights.

(c) In any exchange pursuant to this Section 24, the Company, at its option, may substitute common stock equivalents (as such term is defined in Section 11(a)(iii) hereof) for some or all of the Common Shares exchangeable for Rights.

(d) In the event that there shall not be sufficient Common Shares or common stock equivalents issued but not outstanding or authorized but unissued to permit any exchange of Rights as contemplated in accordance with this Section 24, the Company shall take all such action as may be necessary to authorize additional Common Shares or common stock equivalents for issuance upon exchange of the Rights.

(e) The Company shall not be required to issue fractions of Common Shares or to distribute certificates which evidence fractional Common Shares. In lieu of such fractional Common Shares, the Company shall pay to the registered holders of the Right Certificates with regard to which such fractional Common Shares would otherwise be issued an amount in cash equal to the same fraction of the current market value of a whole Common Share. For the purposes of this Section 24(e), the current market value of a whole Common Share shall be the closing price of a Common Share (as determined pursuant to the second sentence of Section 11(d) hereof) for the Trading Day immediately prior to the date of exchange pursuant to this Section 24.

25. Notice of Certain Events.

(a) In case the Company shall propose, after the Distribution Date, (i) to pay any dividend payable in stock of any class to the holders of Common Shares or to make any other distribution to the holders of Common Shares (other than a regular quarterly cash dividend), (ii) to offer to the holders of Common Shares rights or warrants to subscribe for or to purchase any additional Common Shares or shares of stock of any class or any other securities, rights or options, (iii) to effect any reclassification of Common Shares (other than a reclassification involving only the subdivision of outstanding Common Shares), (iv) to effect any consolidation or merger into or with (other than a merger of a Subsidiary into or with the Company), to effect any share exchange with or to effect any sale or other transfer (or to permit one or more of its Subsidiaries to effect any sale or other transfer), in one or more transactions, of 50% or more of the assets or earning power of the Company and its Subsidiaries (taken as a whole) to, any other Person, or (v) to effect the liquidation, dissolution or winding up of the Company, then, in each such case, the Company shall give to each holder of a Right Certificate, in accordance with Section 26 hereof, a notice of such proposed action, which shall specify the record date for the purposes of such stock dividend, or distribution of rights or warrants, or the date on which such reclassification, consolidation, merger, share exchange, sale, transfer, liquidation, dissolution, or winding up is to take place and the date of participation therein by the holders of the Common Shares if any such date is to be fixed, and such notice shall be so given in the case of any action covered by clause (i) or (ii) above at least 10 days prior to the record date for determining holders of Common Shares for purposes of such action, and in the case of any such other action, at least 10 days prior to the date of the taking of such proposed action or the date of participation therein by the holders of the Common Shares, whichever shall be the earlier.

(b) In case any of Section 11(a)(ii) Event or Section 13 Event shall occur, then, in any such case, (i) the Company shall as soon as practicable thereafter give to each holder of a Right Certificate, in accordance with Section 26 hereof, a notice of the occurrence of such event, which notice shall include a brief summary of the Section 11(a)(ii) Event or Section 13 Event, as the case may be, and the consequences thereof to holders of Rights.

26. Notices.

(a) Notices or demands authorized by this Agreement to be given or made by the Rights Agent or by the holder of any Right Certificate to or on the Company shall be sufficiently given or made if sent by first-class mail, postage prepaid, addressed (until another address is filed in writing with the Rights Agent) as follows:

First Business Financial Services, Inc.
PO Box 44961
Madison, WI 53744-4961
Attention: Secretary

(b) Subject to the provisions of Section 21 hereof, any notice or demand authorized by this Agreement to be given or made by the Company or by the holder of any Right Certificate to or on the Rights Agent shall be sufficiently given or made if sent by first-class mail, postage prepaid, addressed (until another address is filed in writing with the Company) as follows:

Computershare Trust Company, N.A.
2 North LaSalle Street
Chicago, IL 60602
Attention: Client Services

(c) Notices or demands authorized by this Agreement to be given or made by the Company or the Rights Agent to the holder of any Right Certificate shall be sufficiently given or made if sent by first-class mail, postage prepaid, addressed to such holder at the address of such holder as shown on the registry books of the Company.

27. Supplements and Amendments. Prior to such time as any Person becomes an Acquiring Person and subject to the penultimate sentence of this Section 27, the Company may and the Rights Agent shall, if the Company so directs, supplement or amend any provision of this Agreement without the approval of any holders of certificates representing Common Shares of the Company. Without limiting the foregoing, the Company may at any time prior to such time as any Person becomes an Acquiring Person amend this Agreement to lower the thresholds set forth in Sections 1(a) and 3(a) hereof from 15% to not less than 10%, with appropriate exceptions for Persons then beneficially owning Common Shares of the Company constituting a percentage of the number of Common Shares then outstanding equal to or in excess of the new threshold. From and after such time as any Person becomes an Acquiring Person and subject to the penultimate sentence of this Section 27, the Company and the Rights Agent shall, if the Company so directs, supplement or amend this Agreement without the approval of any holders of Right Certificates in order (i) to cure any ambiguity, (ii) to correct or supplement any provision contained herein which may be defective or inconsistent with any other provision herein, (iii) to shorten or lengthen any time period hereunder, or (iv) to change or supplement the provisions hereunder in any manner which the Company may deem necessary or desirable and which shall not adversely affect the interests of the holders of Right Certificates (other than an Acquiring Person or an Affiliate or Associate of an Acquiring Person); *provided*, that from and after such time as any Person becomes an Acquiring Person this Agreement may not be supplemented or amended to lengthen, pursuant to clause (iii) of this sentence, (A) a time period relating to when the Rights may be redeemed at such time as the Rights are not then redeemable, or (B) any other time period unless such lengthening is for the purpose of protecting, enhancing or clarifying the rights of, and/or the benefits to, the holders of Rights. Upon the delivery of a certificate from an appropriate officer of the Company which states that the proposed supplement or amendment is in compliance with the terms of this Section 27, the Rights Agent shall execute such supplement or amendment. Notwithstanding the foregoing, the Rights Agent shall not be required to supplement or amend this Agreement in a manner that adversely affects its rights or obligations under this Agreement. Notwithstanding anything contained in this Agreement to the contrary, no supplement or amendment shall be made that changes the Redemption Price or moves to an earlier date the then effective Final Expiration Date. Prior to the Distribution Date, the interests of the holders of Rights shall be deemed coincident with the interests of the holders of Common Shares of the Company.

28. Determinations and Actions by the Board of Directors. For all purposes of this Agreement, any calculation of the number of Common Shares of the Company outstanding at any particular time, including for purposes of determining the particular percentage of such outstanding Common Shares of which any Person is the Beneficial Owner, shall be made in accordance with the last sentence of Rule 13d-3(d)(1)(i) of the General Rules and Regulations under the Exchange Act. The Board of Directors of the Company shall have the exclusive power and authority to administer this Agreement and to exercise all rights and powers specifically granted to the Board of Directors or to the Company, or as may be necessary or advisable in the administration of this Agreement, including, without limitation, the right and power to (a) interpret the provisions of this Agreement, and (b) make all determinations deemed necessary or advisable for the administration of this Agreement (including a determination to redeem or not redeem the Rights or to amend the Agreement and any determination as to whether actions or any Person shall be such as to cause such Person to beneficially own shares held by another Person). All such actions, calculations, interpretations and determinations (including, for purposes of clause (ii) below, all omissions with respect to the foregoing) which are done or made by the Board of Directors of the Company in good faith, shall (i) be final, conclusive and binding on the Company, the Rights Agent, the holders of the Rights and all other parties, and (ii) not subject the Board of Directors of the Company to any liability to the holders of the Rights or to any other person.

29. Successors. All the covenants and provisions of this Agreement by or for the benefit of the Company or the Rights Agent shall bind and inure to the benefit of their respective successors and assigns hereunder.

30. Benefits of this Agreement. Nothing in this Agreement shall be construed to give to any person or corporation other than the Company, the Rights Agent and the registered holders of the Right Certificates (and, prior to the Distribution Date, the Common Shares of the Company) any legal or equitable right, remedy or claim under this Agreement; but this Agreement shall be for the sole and exclusive benefit of the Company, the Rights Agent and the registered holders of the Right Certificates (and, prior to the Distribution Date, the Common Shares of the Company).

31. Severability. If any term, provision, covenant or restriction of this Agreement is held by a court of competent jurisdiction or other authority to be invalid, void or unenforceable, the remainder of the terms, provisions, covenants and restrictions of this Agreement shall remain in full force and effect and shall in no way be affected, impaired or invalidated.

32. Governing Law. This Agreement and each Right Certificate issued hereunder shall be deemed to be a contract made under the laws of the State of Wisconsin and for all purposes shall be governed by and construed in accordance with the laws of such State applicable to contracts to be made and performed entirely within such State.

33. Counterparts. This Agreement may be executed in any number of counterparts and each of such counterparts shall for all purposes be deemed to be an original, and all such counterparts shall together constitute but one and the same instrument.

34. Descriptive Headings. Descriptive headings of the several Sections of this Agreement are inserted for convenience only and shall not control or affect the meaning or construction of any of the provisions hereof.

35. Force Majeure. Notwithstanding anything to the contrary contained herein, Rights Agent shall not be liable for any delays or failures in performance resulting from acts beyond its reasonable control including, without limitation, acts of God, terrorist acts, work stoppages, war, or civil unrest.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and attested, all as of the day and year first above written.

FIRST BUSINESS FINANCIAL
SERVICES, INC.

Attest: /s/ Steven R. Barth

By: Steven R. Barth

Title: Foley & Lardner LLP

/s/ Corey Chambas

By: Corey Chambas

Title: President and Chief Executive Officer

COMPUTERSHARE TRUST COMPANY,
N.A.

Attest: /s/ David L. Adamson

By: David L. Adamson

Title: Manager, Investor Services

/s/ Robert A. Buckley, Jr.

By: Robert A. Buckley Jr.

Title: Sr. Vice President

[Form of Right Certificate]

Certificate No. R-

_____ Rights

NOT EXERCISABLE AFTER JUNE 5, 2018 (SUBJECT TO EXTENSION) OR EARLIER IF REDEMPTION OR EXCHANGE OCCURS. THE RIGHTS ARE SUBJECT TO REDEMPTION AT \$0.001 PER RIGHT AND TO EXCHANGE ON THE TERMS SET FORTH IN THE RIGHTS AGREEMENT.

Right Certificate

FIRST BUSINESS FINANCIAL SERVICES, INC.

This certifies that _____, or registered assigns, is the registered owner of the number of Rights set forth above, each of which entitles the owner thereof, subject to the terms, provisions and conditions of the Rights Agreement, dated as of June 5, 2008, and as such agreement may be amended (the "Rights Agreement"), between First Business Financial Services, Inc., a Wisconsin corporation (the "Company"), and Computershare Trust Company, N.A. (the "Rights Agent"), to purchase from the Company at any time after the Distribution Date (as such term is defined in the Rights Agreement) and prior to 5:00 P.M., Madison, Wisconsin time, on June 5, 2018, subject to extension, at the principal office of the Rights Agent, or at the office of its successor as Rights Agent, one-half of one fully paid nonassessable (except as otherwise provided by any corporation law applicable to the Company) share of common stock, \$0.01 par value per share ("Common Shares"), of the Company, at a purchase price of \$85.00 per Common Share (the "Purchase Price") (equivalent to \$42.50 for each one-half of a Common Share), upon presentation and surrender of this Right Certificate with the Form of Election to Purchase duly executed. The number of Rights evidenced by this Right Certificate (and the number of Common Shares which may be purchased upon exercise hereof) set forth above, and the Purchase Price set forth above, are the number and Purchase Price as of July 1, 2008, based on the Common Shares as constituted at such date. As provided in the Rights Agreement, the Purchase Price and the number of Common Shares which may be purchased upon the exercise of the Rights evidenced by this Right Certificate are subject to modification and adjustment upon the happening of certain events.

This Right Certificate is subject to all of the terms, provisions and conditions of the Rights Agreement, which terms, provisions and conditions are hereby incorporated herein by reference and made a part hereof and to which Rights Agreement reference is hereby made for a full description of the rights, limitations of rights, obligations, duties and immunities hereunder of the Rights Agent, the Company and the holders of the Right Certificates. Copies of the Rights Agreement are on file at the principal executive offices of the Company and the above-mentioned offices of the Rights Agent.

This Right Certificate, with or without other Right Certificates, upon surrender at the principal office of the Rights Agent, may be exchanged for another Right Certificate or Right Certificates of like tenor and date evidencing Rights entitling the holder to purchase a like aggregate number of Common Shares as the Rights evidenced by the Right Certificate or Right Certificates surrendered shall have entitled such holder to purchase. If this Right Certificate shall be exercised in part, the holder shall be entitled to receive upon surrender hereof another Right Certificate or Right Certificates for the number of whole Rights not exercised.

Subject to the provisions of the Rights Agreement, the Rights evidenced by this Certificate may be redeemed by the Company at a redemption price of \$0.001 per Right. The Board of Directors of the Company may, at its option, at any time after any Person becomes an Acquiring Person, but prior to such Person's acquisition of 50% or more of the outstanding Common Shares, exchange the Rights evidenced by this Certificate for Common Shares, at an exchange ratio of one Common Share per Right, subject to adjustment, as provided in the Rights Agreement.

No fractional Common Shares will be issued upon the exercise of any Right or Rights evidenced hereby, but in lieu thereof a cash payment will be made, as provided in the Rights Agreement. No Rights may be exercised that would entitle the holder to any fraction of a Common Share greater than one-half of a Common Share unless concurrently therewith such holder purchases an additional fraction of a Common Share which, when added to the number of Common Shares to be received upon such exercise, equals an integral number of Common Shares, as provided in the Rights Agreement.

No holder of this Right Certificate shall be entitled to vote or receive dividends or be deemed for any purpose the holder of the Common Shares or of any other securities of the Company which may at any time be issuable on the exercise hereof, nor shall anything contained in the Rights Agreement or herein be construed to confer upon the holder hereof, as such, any of the rights of a shareholder of the Company or any right to vote for the election of directors or upon any matter submitted to shareholders at any meeting thereof, or to give or withhold consent to any corporate action, or to receive notice of meetings or other actions affecting shareholders (except as provided in the Rights Agreement), or to receive dividends or subscription rights, or otherwise, until the Right or Rights evidenced by this Right Certificate shall have been exercised as provided in the Rights Agreement.

This Right Certificate shall not be valid or obligatory for any purpose until it shall have been countersigned by the Rights Agent.

WITNESS the facsimile signature of the proper officers of the Company and its corporate seal.

Dated as of _____, ____.

FIRST BUSINESS FINANCIAL
SERVICES, INC.

Attest: _____

By: _____

Title: _____

By: _____

Title: _____

Countersigned:

By: _____

Authorized Signature

[Form of Reverse Side of Right Certificate]

FORM OF ASSIGNMENT

(To be executed by the registered holder if such holder desires to transfer the Right Certificate.)

FOR VALUE RECEIVED _____ hereby sells, assigns and transfers unto

(Please print name and address of transferee)

_____ this Right Certificate, together with all right, title and interest therein, and does hereby irrevocably constitute and appoint _____ Attorney, to transfer the within Right Certificate on the books of the within-named Company, with full power of substitution.

Dated: _____, ____

Signature

Signature Guaranteed:

The undersigned hereby certifies that the Rights evidenced by this Right Certificate are not beneficially owned by an Acquiring Person or an Affiliate or Associate thereof (as defined in the Rights Agreement).

Signature

[Form of Reverse Side of Right Certificate — continued]

FORM OF ELECTION TO PURCHASE

(To be executed if holder desires to exercise the Right Certificate.)

To FIRST BUSINESS FINANCIAL SERVICES, INC.:

The undersigned hereby irrevocably elects to exercise _____ Rights represented by this Right Certificate to purchase the Common Shares issuable upon the exercise of such Rights and requests that certificates for such Common Shares be issued in the name of:

Please insert social security or other identifying number

(Please print name and address)

If such number of Rights shall not be all the Rights evidenced by this Right Certificate, a new Right Certificate for the balance remaining of such Rights shall be registered in the name of and delivered to:

Please insert social security or other identifying number

(Please print name and address)

Dated: _____, _____

Signature

Signature Guaranteed:

Signatures must be guaranteed by a member firm of a registered national securities exchange, a member of the Financial Industry Regulatory Authority, or a commercial bank or trust company having an office or correspondent in the United States.

The undersigned hereby certifies that the Rights evidenced by this Right Certificate are not beneficially owned by an Acquiring Person or an Affiliate or Associate thereof (as defined in the Rights Agreement).

Signature

NOTICE

The signature in the foregoing Forms of Assignment and Election must conform to the name as written upon the face of this Right Certificate in every particular, without alteration or enlargement or any change whatsoever.

In the event the certification set forth above in the Form of Assignment or the Form of Election to Purchase, as the case may be, is not completed, the Company and the Rights Agent will deem the beneficial owner of the Rights evidenced by this Right Certificate to be an Acquiring Person or an Affiliate or Associate thereof (as defined in the Rights Agreement) and such Assignment or Election to Purchase will not be honored.

FIRST BUSINESS FINANCIAL SERVICES, INC.

SUMMARY OF COMMON SHARE PURCHASE RIGHTS

On June 5, 2008, the Board of Directors of First Business Financial Services, Inc. (the "Company") declared a dividend of one common share purchase right (a "Right") for each outstanding share of common stock, \$0.01 par value per share (the "Common Shares"), of the Company. The dividend is payable on July 15, 2008 to the shareholders of record on July 1, 2008 (the "Record Date"). Each Right entitles the registered holder to purchase from the Company one-half of one Common Share, at a price of \$85.00 per Common Share (equivalent to \$42.50 for each one-half of a Common Share), subject to adjustment (the "Purchase Price"). The description and terms of the Rights are set forth in a Rights Agreement (the "Rights Agreement") between the Company and Computershare Trust Company, N.A., as Rights Agent (the "Rights Agent").

Until the earlier to occur of (i) a public announcement that a person or group of affiliated or associated persons (other than the Company, a subsidiary of the Company or an employee benefit plan of the Company or a subsidiary) (an "Acquiring Person") has acquired beneficial ownership of 15% or more of the outstanding Common Shares (the "Shares Acquisition Date") or (ii) 10 business days (or such later date as may be determined by action of the Company's Board of Directors prior to such time as any person becomes an Acquiring Person) following the commencement of, or announcement of an intention to make, a tender offer or exchange offer the consummation of which would result in the beneficial ownership by a person or group (other than the Company, a subsidiary of the Company or an employee benefit plan of the Company or a subsidiary) of 15% or more of such outstanding Common Shares (the earlier of such dates being called the "Distribution Date"), the Rights will be evidenced, with respect to any of the Common Share certificates outstanding as of the Record Date, by such Common Share certificate.

The Rights Agreement provides that, until the Distribution Date, the Rights will be transferred with and only with the Common Shares. Until the Distribution Date (or earlier redemption or expiration of the Rights), new Common Share certificates issued after the Record Date, upon transfer or new issuance of Common Shares, will contain a notation incorporating the Rights Agreement by reference. Until the Distribution Date (or earlier redemption or expiration of the Rights), the surrender for transfer of any certificates for Common Shares, outstanding as of the Record Date, even without such notation, will also constitute the transfer of the Rights associated with the Common Shares represented by such certificate. As soon as practicable following the Distribution Date, separate certificates evidencing the Rights ("Right Certificates") will be mailed to holders of record of the Common Shares as of the close of business on the Distribution Date and such separate Right Certificates alone will evidence the Rights.

The Rights are not exercisable until the Distribution Date. The Rights will expire on June 5, 2018 (the "Final Expiration Date"), subject to extension, unless the Rights are earlier redeemed or exchanged by the Company, in each case as described below.

The Purchase Price payable, and the number of Common Shares or other securities or property issuable, upon exercise of the Rights are subject to adjustment from time to time to prevent dilution (i) in the event of a stock dividend on, or a subdivision, combination or reclassification of, the Common Shares, (ii) upon the grant to holders of the Common Shares of certain rights or warrants to subscribe for or purchase Common Shares at a price, or securities convertible into Common Shares with a conversion price, less than the then current market price of the Common Shares or (iii) upon the distribution to holders of the Common Shares of evidences of indebtedness or assets (excluding regular quarterly cash dividends or dividends payable in Common Shares) or of subscription rights or warrants (other than those referred to above).

In the event that any person becomes an Acquiring Person (a "Flip-In Event"), each holder of a Right (except as otherwise provided in the Rights Agreement) will thereafter have the right to receive upon exercise that number of Common Shares (or, in certain circumstances cash, property or other securities of the Company or a reduction in the Purchase Price) having a market value of two times the then current Purchase Price. Notwithstanding any of the foregoing, following the occurrence of a Flip-In Event all Rights that are, or (under certain circumstances specified in the Rights Agreement) were, or subsequently become beneficially owned by an Acquiring Person, related persons and transferees will be null and void.

In the event that, at any time following the Shares Acquisition Date, (i) the Company is acquired in a merger or other business combination transaction or (ii) 50% or more of its consolidated assets or earning power are sold (the events described in clauses (i) and (ii) are herein referred to as "Flip-Over Events"), proper provision will be made so that each holder of a Right (except as otherwise provided in the Rights Agreement) will thereafter have the right to receive, upon the exercise thereof at the then current Purchase Price, that number of shares of common stock of the acquiring company which at the time of such transaction will have a market value of two times the then current Purchase Price.

With certain exceptions, no adjustment in the Purchase Price will be required until cumulative adjustments require an adjustment of at least 1% in such Purchase Price. No fractional Common Shares will be issued. In lieu of fractional Common Shares equal to one-half of a Common Share or less, an adjustment in cash will be made based on the market price of the Common Shares on the last trading day prior to the date of exercise. No Rights may be exercised that would entitle the holder thereof to any fractional Common Share greater than one-half of a Common Share unless concurrently therewith such holder purchases an additional fraction of a Common Share which when added to the number of Common Shares to be received upon such exercise, equals an integral number of Common Shares.

The Purchase Price is payable by certified check, cashier's check, bank draft or money order or, if so provided by the Company, the Purchase Price following the occurrence of a Flip-In Event and until the first occurrence of a Flip-Over Event may be paid in Common Shares having an equivalent value.

At any time after a person becomes an Acquiring Person and prior to the acquisition by such Acquiring Person of 50% or more of the outstanding Common Shares, the Board of Directors of the Company may exchange the Rights (other than Rights owned by any Acquiring Person which have become void), in whole or in part, at an exchange ratio of one Common Share per Right (subject to adjustment).

At any time prior to a person becoming an Acquiring Person, the Board of Directors of the Company may redeem the Rights in whole, but not in part, at a price of \$0.001 per Right (the "Redemption Price"). The redemption of the Rights may be made effective at such time, on such basis and with such conditions as the Board of Directors in its sole discretion may establish. Immediately upon any redemption of the Rights, the right to exercise the Rights will terminate and the only right of the holders of Rights will be to receive the Redemption Price.

Other than amendments that would change the Redemption Price or move to an earlier date the Final Expiration Date of the Rights, the terms of the Rights may be amended by the Board of Directors of the Company without the consent of the holders of the Rights, including an amendment to lower the threshold for exercisability of the Rights from 15% to not less than 10%, with appropriate exceptions for any person then beneficially owning a percentage of the number of Common Shares then outstanding equal to or in excess of the new threshold, except that from and after such time as any Person becomes an Acquiring Person no such amendment may adversely affect the interests of the holders of the Rights.

Until a Right is exercised, the holder thereof, as such, will have no rights as a shareholder of the Company, including, without limitation, the right to vote or to receive dividends.

A copy of the Rights Agreement has been filed with the Securities and Exchange Commission as an Exhibit to a Registration Statement on Form 8-A filed with respect to the Rights. A copy of the Rights Agreement is also available free of charge from the Company. This summary description of the Rights does not purport to be complete and is qualified in its entirety by reference to the Rights Agreement, which is hereby incorporated herein by reference.

**Form of Executive Change-in-Control
Severance Agreement for
[Executive]**

[Subsidiary]

_____, 20__

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[Subsidiary]

THIS EXECUTIVE CHANGE-IN-CONTROL SEVERANCE AGREEMENT is made, entered into, and is effective this ___ day of _____, 20___ (hereinafter referred to as the “Effective Date”), by and between [Subsidiary] (the “Company”), a Wisconsin corporation, and [Executive] (the “Executive”).

WHEREAS, the Company recognizes that circumstances may arise in which a Change in Control involving the Company or its parent, First Business Financial Services, Inc., occurs, through acquisition or otherwise, thereby causing uncertainty of employment without regard to the Executive’s competence or past contributions. Such uncertainty may result in the loss of the valuable services of the Executive to the detriment of the Company and its shareholders; and

WHEREAS, both the Company and the Executive are desirous that any proposal for a Change in Control will be considered by the Executive objectively and with reference only to the business interests of the Company and its shareholders; and

WHEREAS, the Executive will be in a better position to consider the Company’s best interests if the Executive is afforded reasonable security, as provided in this Agreement, against altered conditions of employment which could result from any such Change in Control.

NOW, THEREFORE, in consideration of the foregoing and of the mutual covenants and agreements of the parties set forth in this Agreement, and of other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto, intending to be legally bound, agree as follows:

Article 1. Definitions

Wherever used in this Agreement, the following terms shall have the meanings set forth below and, when the meaning is intended, the initial letter of the word is capitalized:

- (a) “**Agreement**” means this Executive Change-in-Control Severance Agreement.
- (b) “**Base Salary**” means, at any time, the then regular annual rate of pay which the Executive is receiving as annual salary, excluding amounts: (i) received under short-term or long-term incentive or other bonus plans, regardless of whether or not the amounts are deferred, or (ii) designated by the Company as payment toward reimbursement of expenses.
- (c) “**Beneficial Owner**” or “Beneficial Ownership” shall have the meaning ascribed to such term in Rule 13d-3 of the General Rules and Regulations under the Exchange Act.
- (d) “**Board**” or “**Board of Directors**” means the Board of Directors of the Company.
- (e) “**Cause**” shall mean the occurrence of any one or more of the following:
 - (i) The Executive’s willful failure to substantially perform his duties with the Company (other than any such failure resulting from the Executive’s Disability), after the Company delivers a written demand for substantial performance to the Executive (which specifically identifies the manner in which the Committee believes that the Executive has not substantially performed his duties) and the Executive fails to remedy the situation within fifteen (15) business days of such written notice from the Company;
 - (ii) Gross negligence in the performance of the Executive’s duties to the Company, which results in material financial harm to the Company;
 - (iii) The Executive’s conviction of, or plea of guilty or nolo contendere, to any felony or any other crime, the circumstances of which relate to the Executive’s duties to the Company;
 - (iv) The Executive’s willful engagement in conduct that is demonstrably and materially injurious to the Company, monetarily or otherwise;
 - (v) Willful violation of any provision of the Company’s Code of Business Conduct & Ethics; or

(vi) Willful violation of any of the covenants contained in Article 3, as applicable.

(f) **“Change in Control”** shall occur if any of the following events occur; provided that, for purposes of this definition, “Company” shall include First Business Financial Services, Inc., a Wisconsin corporation:

(i) The acquisition by any individual, entity, or group of Beneficial Ownership of more than fifty percent (50%) of the combined voting power of the Company’s then outstanding securities with respect to the election of directors of the Company;

(ii) The consummation of a reorganization, merger, or consolidation of the Company or sale or other disposition of all or substantially all of the assets of the Company (a “Corporate Transaction”); excluding, however, a Corporate Transaction pursuant to which all or substantially all of the individuals or entities who are the Beneficial Owners of the Company immediately prior to the Corporate Transaction will beneficially own, directly or indirectly, more than fifty percent (50%) of the outstanding shares of common stock of the resulting entity and of the combined voting power of the outstanding securities entitled to vote for the election of directors of such entity; or

(iii) During any period of not more than twelve (12) consecutive months, individuals who at the beginning of such period constitute the Board of Directors of the Company, and any new director whose election by the Board of Directors of the Company or nomination for election by the Company’s stockholders was approved by a vote of at least a majority (rounded up to the nearest whole number) of the directors then still in office who either were directors at the beginning of the period or whose election or nomination for election was previously so approved, cease for any reason to constitute at least a majority thereof.

(g) **“Code”** means the U.S. Internal Revenue Code of 1986, as amended from time to time.

(h) **“Committee”** means the Compensation Committee of the Board of Directors of the Company, or if no Compensation Committee exists, then the full Board of Directors of the Company, or a committee of Board members, as appointed by the full Board to administer this Agreement.

(i) **“Company”** means [Subsidiary], a Wisconsin corporation, and any successor thereto as provided in Article 7 herein, except as otherwise expressly provided herein. For purposes of the Executive’s separation from service (as defined in Code Section 409A and any regulations thereunder) with the Company, “Company” includes First Business Financial Services, Inc., a Wisconsin corporation, and any other entity related to the Company (within the meaning of Code Section 414(b), (c) or (m)).

(j) **“Disability”** or **“Disabled”** means that the Executive

(i) is unable to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment which can be expected to result in death or can be expected to last for a continuous period of not less than twelve (12) months, or

(ii) is, by reason of any medically determinable physical or mental impairment which can be expected to result in death or can be expected to last for a continuous period of not less than twelve (12) months, receiving income replacement benefits for a period of not less than three (3) months under an accident and health plan covering employees of the Company.

(k) **“Effective Date of Termination”** means the date on which a Qualifying Termination occurs, as provided in Section 2.2 herein, which triggers the payment of Severance Benefits hereunder.

(l) **“Exchange Act”** means the Securities Exchange Act of 1934, as amended from time to time, or any successor act thereto.

(m) **“Good Reason”** means, without the Executive’s express written consent, the occurrence after a Change in Control of the Company of any one or more of the following:

(i) A material reduction of the Executive’s authorities, duties, or responsibilities as an executive and/or officer of the Company from those in effect as of ninety (90) calendar days prior to the Change in Control, other than an insubstantial and inadvertent reduction that is remedied by the Company promptly after receipt of notice thereof given by the Executive; provided, however, that any reduction in the foregoing resulting merely from the acquisition of the Company and its existence as a subsidiary or division of another entity shall not be sufficient to constitute Good Reason;

(ii) The Company's requiring the Executive to be based at a location in excess of one hundred (100) miles from the location of the Executive's principal job location or office immediately prior to the Change in Control; except for required travel on the Company's business to an extent substantially consistent with the Executive's then present business travel obligations;

(iii) A reduction by the Company of the Executive's Base Salary in effect on the Effective Date hereof, or as the same shall be increased from time to time;

(iv) The failure of the Company to continue in effect, or the failure to continue the Executive's participation on substantially the same basis in, any of the Company's short- and long-term incentive compensation plans, or employee benefit or retirement plans, policies, practices, or other compensation arrangements in which the Executive participates prior to the Change in Control of the Company, unless such failure to continue the plan, policy, practice, or arrangement pertains to all plan participants generally;

(v) The failure of the Company to obtain a satisfactory agreement from any successor to the Company to assume and agree to perform the Company's obligations under this Agreement, as contemplated in Article 7 herein; and

(vi) A material breach of this Agreement by the Company which is not remedied by the Company within ten (10) business days of receipt of written notice of such breach delivered by the Executive to the Company.

Unless the Executive becomes Disabled, the Executive's right to terminate employment for Good Reason shall not be affected by the Executive's incapacity due to physical or mental illness. The Executive's continued employment shall not constitute consent to, or a waiver of rights with respect to, any circumstance constituting Good Reason herein.

(n) "**Notice of Termination**" shall mean a written notice which shall indicate the specific termination provision in this Agreement relied upon, and shall set forth in reasonable detail the facts and circumstances claimed to provide a basis for the Executive's separation from service with the Company under the provision so indicated.

(o) "**Person**" shall have the meaning ascribed to such term in Section 3(a)(9) of the Exchange Act and used in Sections 13(d) and 14(d) thereof, including a "group" as defined in Section 13(d).

(p) "**Qualifying Termination**" means any of the events described in Section 2.2 herein, the occurrence of which triggers the payment of Severance Benefits hereunder. 4 (q) "Severance Benefits" mean the severance benefits as provided in Section 2.3(a) through 2.3(e) herein.

Article 2. Severance Benefits

2.1 Right to Severance Benefits . The Executive shall be entitled to receive from the Company Severance Benefits as described in Section 2.3 herein, if during the term of this Agreement there has been a Change in Control and if, within twelve (12) calendar months immediately thereafter, the Executive incurs a separation from service with the Company for any reason specified in Section 2.2 herein as being a Qualifying Termination. The Severance Benefits described in Section 2.3(a), 2.3(b), and 2.3(d) herein shall be paid in cash to the Executive in a single lump sum as soon as practicable following the Qualifying Termination (but in no event later than the sooner of December 31 of the calendar year in which the Qualifying Termination or thirty (30) calendar days immediately after such date.

2.2 Qualifying Termination . The occurrence of any one or more of the following events (a "Qualifying Termination") within twelve (12) calendar months immediately following a Change in Control shall trigger the payment of Severance Benefits to the Executive, as such benefits are described under Section 2.3 herein:

(a) The Executive's separation from service with the Company due to the Company's involuntary termination of the Executive's employment without Cause; or

(b) The Executive's separation from service with the Company due to his voluntary termination of employment for Good Reason.

A Qualifying Termination shall also include the Executive's separation from service with the Company due to an involuntary termination by the Company within six (6) months prior to a Change in Control if such termination occurs at the

request of any party involved in the Change-in-Control transaction; in such event, the date of Qualifying Termination shall be deemed to be the date of the Change in Control.

A Qualifying Termination shall not include the Executive's separation from service with the Company due to a termination of the Executive's employment within twelve (12) calendar months after a Change in Control by reason of death, Disability, the Executive's voluntary termination without Good Reason, or the Company's involuntary termination of the Executive's employment for Cause.

2.3 Description of Severance Benefits . In the event that the Executive becomes entitled to receive Severance Benefits, as provided in Sections 2.1 and 2.2 herein, the Company shall pay to the Executive and provide the Executive with the following:

(a) A lump-sum cash amount equal to the Executive's unpaid Base Salary, accrued vacation pay, unreimbursed business expenses, and all other items earned by and owed to the Executive through and including the date of the Qualifying Termination. Such payment shall constitute full satisfaction for these amounts owed to the Executive.

(b) Any amount payable to the Executive under any annual bonus plan then in effect in respect of the most recently completed fiscal year, to the extent not theretofore paid, which amount shall be paid in four (4) equal semiannual installments at the times and in the manner set forth in subsection (c) below. Such payment shall constitute full satisfaction for this amount owed to the Executive.

(c) A cash amount equal to two (2) multiplied by the Executive's annual rate of Base Salary in effect upon the date of the Qualifying Termination or, if greater, by the Executive's annual rate of Base Salary in effect immediately prior to the occurrence of the Change in Control. Such cash amount shall be paid out in four (4) equal semiannual installments, with the initial payment to occur no sooner than six (6) months plus one (1) day following the Executive's Effective Date of Termination. The three (3) remaining installments shall then be paid out, one each at the end of successive six (6) month intervals following the initial payment until all installments have been paid in full.

(d) A lump-sum cash amount equal to the greater of: (i) the Executive's then-current target bonus opportunity established under any annual bonus plan for the plan year in which the Qualifying Termination occurs; or (ii) the Executive's target bonus opportunity, if any, in effect prior to the occurrence of the Change in Control. Such payment shall be adjusted on a pro rata basis based on the number of days the Executive was actually employed during such plan year and shall be paid in four (4) equal semiannual installments at the times and in the manner set forth in subsection (c) above. Such payment shall constitute full satisfaction for this amount owed to the Executive.

(e) If as of the Effective Date of Termination the Company continues to maintain a group health insurance plan that would allow for the participation of the Executive without violating the terms of the group health insurance plan (or any other related insurance policies) or violating any of the Code's nondiscrimination requirements applicable to the health insurance coverage, then the Company shall provide, at the exact same cost to the Executive, and at the same coverage level as in effect as of the Effective Date of Termination (subject to changes in coverage levels applicable to all employees generally), a continuation of the Executive's (and the Executive's eligible dependents') health insurance coverage for eighteen (18) months from the Effective Date of Termination. The applicable COBRA health insurance benefit continuation period shall begin coincident with the beginning of this eighteen (18) month benefit continuation period.

Notwithstanding the health benefits provided above, if the Executive becomes covered under the health insurance coverage of a subsequent employer which does not contain any exclusion or limitation with respect to any preexisting condition of the Executive or the Executive's eligible dependents, this health insurance benefit coverage by the Company shall be discontinued prior to the end of the eighteen (18) month continuation period. For purposes of enforcing this offset provision, the Executive shall have a duty to inform the Company as to the terms and conditions of any subsequent employment and the corresponding benefits earned from such employment. The Executive shall provide, or shall cause to be provided, to the Company in writing correct, complete, and timely information concerning the same.

2.4 Termination Due to Death . Following a Change in Control, if the Executive's incurs a separation of service with the Company by reason of his death, the Company shall pay the Executive's estate all amounts described in Section 2.3(a) and (b) herein through the Effective Date of Termination. All other benefits due the Executive shall be determined in accordance with the Company's retirement, survivor's benefits, insurance, and other applicable programs then in effect.

2.5 Notice of Termination . Any separation of service of the Executive from the Company due to a termination of the Executive’s employment by the Company for Cause or by the Executive for Good Reason shall be communicated by Notice of Termination to the other party.

Article 3. Restrictive Covenants

During the term of this Agreement, the following shall apply:

3.1 Noncompetition.

(a) Scope . During the term of his employment with the Company and for a period of twenty-four (24) months thereafter (the “Noncompetition Period”), except as authorized by Board of Directors of the Company, the Executive shall not, directly or indirectly, render services to, assist, participate in the affairs of, or otherwise be connected with, any person or business enterprise, except the Company (which person or enterprise is engaged in, or is planning to engage in, any business that is in any respect competitive with the business of the Company, in any capacity that

(i) would utilize the Executive’s services with respect to such business which sells products and services similar to those of the Company within any state or possession of the United States, wherein the Company sold or actively attempted to sell its products or services within a twelve (12) month period immediately prior to the termination of the Executive’s employment with the Company, irrespective of where the Executive renders his services,

(ii) would utilize the Executive’s services in selling any products or services similar to those of the Company to any person or entity to which the Company sold or actively attempted to sell its products or services during the twelve (12) month period immediately prior to the termination of the Executive’s employment with the Company, irrespective of where the Executive renders his services, or

(iii) would reasonably be expected to utilize any Confidential Information acquired by the Executive during the term of his employment by the Company preceding, on and following the date hereof.

(b) Reform . If a court of competent jurisdiction should declare any or all of this Agreement unenforceable because of any unreasonable restriction of duration and/or geographical area in Section 3.1(a), then such court shall have the express authority to reform Section 3.1(a) to provide for reasonable restrictions and/or to grant the Company such other relief, at law or in equity, as are reasonably necessary to protect the interests of the Company.

3.2 Confidentiality.

(a) Scope . During the term of his employment with the Company and for a period of twenty-four (24) months thereafter, the Executive shall not take or use, or otherwise disclose to anyone, any Confidential Information, except (i) as necessary to perform his duties and responsibilities to the Company, (ii) as permitted by the Board of Directors of the Company, or (iii) as required by any court or governmental agency; provided, however, that this covenant prohibits only the use and disclosure of Confidential Information and shall not be construed as limiting the Executive’s right to undertake any other employment or business activity. The Executive shall be prohibited from competing with the Company only as provided in Section 3.1.

(b) Definition . “Confidential Information” shall mean any and all business information of the Company that has been developed or obtained at its expense, has significant economic value to the Company and is not available to its competitors, the public or all of its employees, including, without limitation, any information marked, stamped or referenced as “confidential” by the Company and any information concerning its business plans and strategies and the like, even if such information is not specifically marked, stamped or referenced as “confidential” by the Company, except such information as the Executive can prove beyond a preponderance of the evidence was in the public domain, being publicly and openly known, prior to the date of commencement of the Executive’s employment by the Company or, subsequent to such date, became part of the public domain, being publicly and openly known, through lawful and proper means.

(c) Compliance With Applicable Laws . This Agreement shall not reduce any obligation of the Executive to comply with any applicable laws relating to trade secrets, confidential information or unfair competition.

3.3 Nonsolicitation . During the term of this Agreement and for a period of twenty-four (24) months after the Effective Date of Termination, the Executive shall not employ or retain or solicit for employment or arrange to have any other person,

firm, or other entity employ or retain or solicit for employment or otherwise participate in the employment or retention of any person who is an employee or consultant of the Company.

3.4 Cooperation . The Executive shall cooperate with the Company and its attorneys in connection with any and all lawsuits, claims, investigations, or similar proceedings that have been or could be asserted at any time arising out of or related in any way to the Executive's employment by the Company or any entity related to the Company (within the meaning of Code Section 414(b), (c) or (m)).

3.5 Nondisparagement . At all times, the Executive shall not disparage the Company or otherwise make comments harmful to the Company's reputation.

Article 4. Treatment of Excise Taxes

Notwithstanding anything to the contrary contained in this Agreement, if, after taking into account all amounts or benefits otherwise to be paid or payable, any amount or benefit to be paid or provided under this Agreement would be an "Excess Parachute Payment" within the meaning of Section 280G of the Code or any successor provision thereto but for the application of this sentence, then the payments and benefits to be so paid or provided under this Agreement will be reduced to the minimum extent necessary (but in no event to less than zero) so that no portion of any such payment or benefit, as so reduced, constitutes an Excess Parachute Payment; provided, however, that the foregoing reduction will be made only if and to the extent that such reduction would result in an increase in the aggregate payments and benefits to be provided, determined on an after-tax basis (taking into account the excise tax imposed pursuant to Section 4999 of the Code, or any successor provision thereto, any tax imposed by any comparable provision of state law and any applicable federal, state, and local income taxes). The determination of whether any reduction in such payments or benefits to be provided under this Agreement is required pursuant to the preceding sentence will be made, at the expense of the Company, if requested by the Executive or the Company, by the Company's independent accountants.

The fact that the Executive's right to payments or benefits may be reduced by reason of the limitations contained in this Article 4 will not of itself limit or otherwise affect any other rights of the Executive other than pursuant to this Agreement. In the event that any payment or benefit intended to be provided under this Agreement or otherwise is required to be reduced pursuant to this Article 4, the Executive will be entitled to designate the payments and/or benefits to be so reduced in order to give effect to this Article 4. The Company will provide the Executive all information reasonably requested by the Executive to permit the Executive to make such designation. In the event that the Executive fails to make such designation within ten (10) business days of the Effective Date of Termination, the Company may effect such reduction in any manner it deems appropriate.

Article 5. Contractual Rights and Legal Remedies

5.1 Payment Obligations Absolute . The Company's obligation to make the payments and the arrangements provided for herein shall be absolute and unconditional, and shall not be affected by any circumstances, including, without limitation, any offset, counterclaim, recoupment, defense, or other right which the Company may have against the Executive or anyone else. All amounts payable by the Company hereunder shall be paid without notice or demand.

The Executive shall not be obligated to seek other employment in mitigation of the amounts payable or arrangements made under any provision of this Agreement, and the obtaining of any such other employment shall in no event effect any reduction of the Company's obligations to make the payments and arrangements required to be made under this Agreement.

5.2 Contractual Rights to Benefits . This Agreement establishes and vests in the Executive a contractual right to the benefits to which he is entitled hereunder. However, nothing herein contained shall require or be deemed to require the Company to segregate, earmark, or otherwise set aside any funds or other assets, in trust or otherwise, to provide for any payments to be made or required hereunder.

5.3 Arbitration . The Company and the Executive shall have the right and option to elect (in lieu of litigation) to have any dispute or controversy arising under or in connection with this Agreement settled by arbitration, conducted before a panel of three (3) arbitrators (one selected by the Executive, one selected by the Company, and one selected by the two previously selected arbitrators) sitting in a location selected by the Executive within fifty (50) miles from the location of his job with the Company, in accordance with the rules of the American Arbitration Association then in effect. The Company's or the

Executive's election to arbitrate, as herein provided, and the decision of the arbitrators in that proceeding, shall be binding on the Company and the Executive. Judgment may be entered on the award of the arbitrator in any court having jurisdiction.

Article 6. Term of Agreement

6.1 Term . This Agreement will commence on the Effective Date and shall continue in effect for two (2) full calendar years (through _____, 20__) (the "Initial Term").

The Initial Term shall be extended automatically for one (1) additional year at the end of the Initial Term, and then again after each successive one (1) year period thereafter (each such one (1) year period following the Initial Term a "Successive Period"). However, the Company may terminate this Agreement entirely at the end of the Initial Term, or at the end of any Successive Period thereafter, by giving the Executive written notice of intent not to renew, delivered at least six (6) months prior to the end of such Initial Term or Successive Period. If such notice is properly delivered by the Company, this Agreement, along with all corresponding rights, duties, and covenants shall automatically expire at the end of the Initial Term or Successive Period then in progress.

6.2 Change-in-Control Renewal . In the event that a Change in Control occurs during the Initial Term or any Successive Period, upon the effective date of such Change in Control, the term of this Agreement shall automatically and irrevocably be renewed for a period of twelve (12) full calendar months from the effective date of such Change in Control. This Agreement shall thereafter automatically terminate following the twelve (12) month Change in Control renewal period. Further, this Agreement shall be assigned to, and shall be assumed by the purchaser in such Change in Control, as further provided in Article 7 herein.

Article 7. Successors

7.1 Successors to the Company . The Company shall use reasonable efforts to require any successor (whether direct or indirect, by purchase, merger, reorganization, consolidation, acquisition of property or stock, liquidation, or otherwise) of all or a significant portion of the assets or stock of the Company by agreement, in form and substance satisfactory to the Executive, to expressly assume and agree to perform this Agreement in the same manner and to the same extent that the Company would be required to perform if no such succession had taken place. Regardless of whether such agreement is executed, this Agreement shall be binding upon any successor if in accordance with the operation of law and, if so, such successor shall be deemed the "Company" for purposes of this Agreement.

7.2 Assignment by the Executive . This Agreement shall inure to the benefit of and be enforceable by the Executive's personal or legal representatives, executors, administrators, successors, heirs, distributees, devisees, and legatees. If the Executive dies while any amount would still be payable to him hereunder had he continued to live, all such amounts, unless otherwise provided herein, shall be paid in accordance with the terms of this Agreement to the Executive's devisee, legatee, or other designee, or if there is no such designee, to the Executive's estate.

Article 8. Miscellaneous

8.1 Employment Status . This Agreement is not, and nothing herein shall be deemed to create, an employment contract between the Executive and the Company or any entity related to the Company (within the meaning of Code Section 414(b), (c) or (m)). The Executive acknowledges that the rights of the Company remain wholly intact to change or reduce at any time and from time to time his compensation, title, responsibilities, location, and all other aspects of the employment relationship, or to discharge him prior to a Change in Control (subject to such discharge possibly being considered a Qualifying Termination pursuant to Section 2.2).

8.2 Entire Agreement . This Agreement contains the entire understanding of the Company and the Executive with respect to the subject matter hereof. In addition, the payments provided for under this Agreement in the event of the Executive's separation from service with the Company for any reason shall be in lieu of any severance benefits payable under any severance plan, program, or policy of the Company to which the Executive might otherwise be entitled.

8.3 Notices . All notices, requests, demands, and other communications hereunder shall be sufficient if in writing and shall be deemed to have been duly given if delivered by hand or if sent by registered or certified mail to the Executive at the last address he has filed in writing with the Company or, in the case of the Company, at its principal offices.

8.4 Conflicting Agreements . This Agreement completely supersedes any and all prior change-in-control agreements or understandings, oral or written, entered into by and between the Company and the Executive, with respect to the subject matter hereof, and all amendments thereto, in their entirety. Further, the Executive hereby represents and warrants to the Company that his entering into this Agreement, and the obligations and duties undertaken by him hereunder, will not conflict with, constitute a breach of, or otherwise violate the terms of, any other employment or other agreement to which he is a party, except to the extent any such conflict, breach, or violation under any such agreement has been disclosed to the Board in writing in advance of the signing of this Agreement.

8.5 Includable Compensation . Severance Benefits provided hereunder shall not be considered “includable compensation” for purposes of determining the Executive’s benefits under any other plan or program of the Company unless otherwise provided by such other plan or program.

8.6 Tax Withholding . The Company shall withhold from any amounts payable under this Agreement all federal, state, city, or other taxes as legally required to be withheld.

8.7 Severability . In the event any provision of this Agreement shall be held illegal or invalid for any reason, the illegality or invalidity shall not affect the remaining parts of the Agreement, and the Agreement shall be construed and enforced as if the illegal or invalid provision had not been included. Further, the captions of this Agreement are not part of the provisions hereof and shall have no force and effect.

Notwithstanding any other provisions of this Agreement to the contrary, the Company shall have no obligation to make any payment to the Executive hereunder to the extent, but only to the extent, that such payment is prohibited by the terms of any final order of a federal or state court or regulatory agency of competent jurisdiction; provided, however, that such an order shall not affect, impair, or invalidate any provision of this Agreement not expressly subject to such order.

8.8 Modification . No provision of this Agreement may be modified, waived, or discharged unless such modification, waiver, or discharge is agreed to in writing and signed by the Executive and on behalf of the Company, as applicable, or by the respective parties’ legal representatives or successors.

8.9 Gender and Number . Except where otherwise indicated by the context, any masculine term used herein shall include the feminine; the plural shall include the singular and the singular shall include the plural.

8.10 Applicable Law . To the extent not preempted by the laws of the United States, the laws of Wisconsin shall be the controlling law in all matters relating to this Agreement without giving effect to principles of conflicts of laws.

IN WITNESS WHEREOF, the Company has executed this Agreement on this ____ day of _____, 20__.

Executive:

[SUBSIDIARY]

By: _____

Subsidiaries of the Registrant

Subsidiary	State of Incorporation or Organization
First Business Bank	Wisconsin
First Business Capital Corp.	Wisconsin
First Business Equipment Finance, LLC	Wisconsin
Rimrock Road Investment Fund, LLC	Wisconsin
BOC Investment, LLC	Wisconsin
Mitchell Street Apartments Investment, LLC	Wisconsin
First Madison Investment Corp.	Nevada
First Business Bank - Milwaukee	Wisconsin
FBB-Milwaukee Real Estate, LLC	Wisconsin
Alterra Bank	Kansas
FBFS Statutory Trust II	Delaware

Consent of Independent Registered Public Accounting Firm

The Board of Directors
First Business Financial Services, Inc.:

We consent to the incorporation by reference in the registration statement (No. 333-183274 on Form S-8 and No. 333-201056 on Form S-3) of First Business Financial Services, Inc. and subsidiaries of our reports dated March 10, 2017 , with respect to the consolidated balance sheets of First Business Financial Services, Inc. and subsidiaries as of December 31, 2016 and 2015 , 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, 2016 , and the effectiveness of internal control over financial reporting as of December 31, 2016 , which reports appear in the December 31, 2016 Annual Report on Form 10-K of First Business Financial Services, Inc.

/s/ KPMG LLP

Chicago, Illinois
March 10, 2017

Certifications

I, Corey A. Chambas, certify that:

1. I have reviewed this Annual Report on Form 10-K of First Business Financial Services, 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 fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer 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. Any 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.

/s/ Corey A. Chambas

Corey A. Chambas

Chief Executive Officer

March 10, 2017

Certifications

I, Edward G. Sloane, Jr., certify that:

1. I have reviewed this Annual Report on Form 10-K of First Business Financial Services, 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 fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer 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. Any 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.

/s/ Edward G. Sloane, Jr.

Edward G. Sloane, Jr.

Chief Financial Officer

March 10, 2017

Certification of the Chief Executive Officer and the Chief Financial Officer Pursuant to 18 U.S.C. Section 1350

Solely for the purposes of complying with 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, we, the undersigned Chief Executive Officer and Chief Financial Officer, of First Business Financial Services, Inc., a Wisconsin Corporation (the "Corporation"), hereby certify, based on our knowledge that the Annual Report on Form 10-K of the Corporation for the year ended December 31, 2016 (the "Report") fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended, and that information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Corporation.

/s/ Corey A. Chambas

Corey A. Chambas
Chief Executive Officer
March 10, 2017

/s/ Edward G. Sloane, Jr.

Edward G. Sloane, Jr.
Chief Financial Officer
March 10, 2017