FIRST MERCHANTS CORP
Form 10-K
February 27, 2019

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-K

[Mark One]
[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2018
OR
[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from __________to_________
Commission file number 0-17071
FIRST MERCHANTS CORPORATION
(Exact name of registrant as specified in its charter)

Indiana	35-1544218
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

200 East Jackson

Muncie, Indiana	47305-2814
(Address of principal executive offices)	(Zip Code)

Registrant’s telephone number, including area code: (765)747-1500
Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of each exchange on which registered
Common Stock, $0.125 stated value per share	The NASDAQ Stock Market

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 [X] No [ ]
Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes [ ] No [X]
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 [X] No [ ]
Indicate by check mark whether the registrant has submitted electronically every interactive data file required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files) Yes [X] No [ ]
Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best
of registrant’s knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [X]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.
Large accelerated filer [X] Accelerated filer [ ] Non-accelerated filer [ ]
Smaller reporting company [ ] Emerging growth company [ ]

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. [ ]
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes [ ] No[X]
The aggregate market value (not necessarily a reliable indication of the price at which more than a limited number of shares would trade) of the voting stock held by non-affiliates of the registrant was $2,286,601,000 as of the last business day of the registrant's most recently completed second fiscal quarter (June 30, 2018).

As of February 20, 2019 there were 49,697,568 outstanding common shares, without par value, of the registrant.

DOCUMENTS INCORPORATED BY REFERENCE

Documents	Part of Form 10-K into which incorporated
Portions of the Registrant’s Definitive Proxy Statement for Annual Meeting of Shareholders to be held May 9, 2019	Part III (Items 10 through 14)

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FIRST MERCHANTS CORPORATION

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GLOSSARY OF DEFINED TERMS

FIRST MERCHANTS CORPORATION

Ameriana	Ameriana Bancorp, Inc., which was acquired by the Corporation on December 31, 2015.
Arlington Bank	The Arlington Bank, which was acquired by the Corporation on May 19, 2017
ASC	Accounting Standards Codification
AOCI	Accumulated Other Comprehensive Income
Bank	First Merchants Bank, a wholly-owned subsidiary of the Corporation
BHC Act	Bank Holding Company Act of 1956
CET1	Common Equity Tier 1
C Financial	C Financial Corporation, which was acquired by the Corporation on April 17, 2015.
CFPB	Consumer Financial Protection Bureau
CMT	Constant Maturity Treasury
Community	Community Bancshares, Inc., which was acquired by the Corporation on November 7, 2014.
Corporation	First Merchants Corporation
Dodd-Frank Act	Dodd-Frank Wall Street Reform and Consumer Protection Act
ERISA	Employee Retirement Income Security Act of 1974
ESPP	Employee Stock Purchase Plan
FDIC	Federal Deposit Insurance Corporation
FDICIA	Federal Deposit Insurance Corporation Improvement Act of 1991
Federal Reserve	Federal Reserve Banking System
FHLB	Federal Home Loan Bank
FMIG	First Merchants Insurance Services, Inc., an Indiana corporation
FTE	Fully taxable equivalent
GAAP	Accounting Principles Generally Accepted in the United States of America
IAB	Independent Alliance Banks, Inc., which was acquired by the Corporation on July 14, 2017
Indiana DFI	Indiana Department of Financial Institutions
OCC	Office of the Comptroller of the Currency
OREO	Other real estate owned
OTTI	Other-than-temporary impairment
RSA	Restricted Stock Awards
Sarbanes-Oxley Act	Sarbanes-Oxley Act of 2002
Savings Plan	The First Merchants Corporation Retirement and Income Savings Plan
SEC	Securities and Exchange Commission
TCJA	Tax Cuts and Jobs Act, which was enacted by the U.S. Government on December 22, 2017
TEFRA	Tax Equity and Fiscal Responsibility Act. The TEFRA disallowance reduces the amount of interest expense an entity may deduct for the purpose of carrying tax-free investment securities.
Treasury	U.S. Department of Treasury
USI	USI Insurance Services, LLC

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FORWARD-LOOKING STATEMENTS

The Corporation from time to time includes forward-looking statements in its oral and written communication. The Corporation may include forward-looking statements in filings with the SEC, such as its Annual Reports on Form 10-K and its Quarterly Reports on Form 10-Q, in other written materials and oral statements made by senior management to analysts, investors, representatives of the media and others. The Corporation intends these forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995, and the Corporation is including this statement for purposes of these safe harbor provisions. Forward-looking statements can often be identified by the use of words like "believe", "continue", "pattern", "estimate", "project", "intend", "anticipate", "expect" and similar expressions or future or conditional ve such as "will", "would", "should", "could", "might", "can", "may" or similar expressions. These forward-looking statements in

- statements of the Corporation's goals, intentions and expectations;
- statements regarding the Corporation's business plan and growth strategies;
- statements regarding the asset quality of the Corporation's loan and investment portfolios; and
- estimates of the Corporation's risks and future costs and benefits.

These forward-looking statements are subject to significant risks, assumptions and uncertainties, including, among other things, those discussed in Item 1A, "RISK FACTORS".

Because of these and other uncertainties, the Corporation's actual future results may be materially different from the results indicated by these forward-looking statements. In addition, the Corporation's past results of operations do not necessarily indicate its future results.

PART I

ITEM 1. BUSINESS

GENERAL

The Corporation is a financial holding company headquartered in Muncie, Indiana and was organized in September 1982. The Corporation's Common Stock is traded on NASDAQ's Global Select Market System under the symbol FRME. The Corporation has one full-service bank charter, First Merchants Bank, which opened for business in Muncie, Indiana, in March 1893. The Bank also operates First Merchants Private Wealth Advisors (a division of First Merchants Bank). The Bank includes 116 banking locations in thirty-one Indiana, two Illinois and two Ohio counties. In addition to its branch network, the Corporation offers comprehensive electronic and mobile delivery channels to its customers. The Corporation's business activities are currently limited to one significant business segment, which is community banking.

Through the Bank, the Corporation offers a broad range of financial services, including accepting time, savings and demand deposits; making consumer, commercial, agri-business and real estate mortgage loans; providing personal and corporate trust services; offering full-service brokerage and private wealth management; and providing letters of credit, repurchase agreements and other corporate services.

All inter-company transactions are eliminated during the preparation of consolidated financial statements.

As of December 31, 2018, the Corporation had consolidated assets of $9.9 billion, consolidated deposits of $7.8 billion and stockholders' equity of $1.4 billion. As of December 31, 2018, the Corporation and its subsidiaries had 1,702 full-time equivalent employees.

AVAILABLE INFORMATION

The Corporation makes its Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, available on its website at https://www.firstmerchants.com without charge, as soon as reasonably practicable, after such reports are electronically filed with, or furnished to, the Securities and Exchange Commission. The SEC maintains an internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC, including the Corporation. Those filings are accessible on the SEC's website at http://www.sec.gov.

ACQUISITION AND DIVESTITURE POLICY

The Corporation anticipates that it will continue its policy of geographic expansion of its banking business through the acquisition of banks whose operations are consistent with its banking philosophy. Management routinely explores opportunities to acquire financial institutions and other financial services-related businesses and to enter into strategic alliances to expand the scope of its services and its customer base.

On November 21, 2016, the Corporation purchased 495,112 shares, or 12.1 percent, of IAB's outstanding common stock from an IAB shareholder for $19.8 million, or $40.00 per share. On July 14, 2017, the Corporation acquired the remaining shares of IAB common stock. IAB was headquartered in Fort Wayne, Indiana and had 16 banking centers serving the Fort Wayne market. Pursuant to the merger agreement, each IAB shareholder received 1.653 shares of the

Corporation's common stock for each outstanding share of IAB common stock held. The Corporation issued approximately 6.0 million shares of common stock. The transaction value for the remaining shares of common stock, not owned by the Corporation, was approximately $238.8 million, resulting in a total purchase price of $258.6 million.

On May 19, 2017, the Corporation acquired 100 percent of Arlington Bank. Arlington Bank was headquartered in Columbus, Ohio and had 3 banking centers serving the Columbus, Ohio market. Pursuant to the merger agreement, each Arlington Bank shareholder received 2.7245 shares of the Corporation's common stock for each outstanding share of Arlington Bank common stock held. The Corporation issued approximately 2.1 million shares of common stock, which was valued at approximately $82.6 million.

On December 31, 2015, the Corporation acquired 100 percent of Ameriana. Ameriana was headquartered in New Castle, Indiana and had 13 full service banking centers in east central and central Indiana. Pursuant to the merger agreement, shareholders of Ameriana received .9037 shares of the Corporation's common stock for each share of Ameriana common stock held. The Corporation issued approximately 2.8 million shares of common stock, which was valued at approximately $70.4 million.

On June 12, 2015, the Corporation sold all of its stock in FMIG to USI, a Delaware limited liability company. The sale price was $18.0 million, of which $16.0 million was paid at closing with the remaining $2.0 million paid through a two-year promissory note. The sale of FMIG generated a pre-tax gain on sale of $8.3 million.

On April 17, 2015, the Corporation acquired 100 percent of C Financial. C Financial was headquartered in Columbus, Ohio and had 6 full service banking centers serving the Columbus, Ohio market. Pursuant to the merger agreement, shareholders of C Financial received $6.738 in cash for each share of C Financial stock held, resulting in a total purchase price of $14.5 million.

On November 7, 2014, the Corporation acquired 100 percent of Community. Community was headquartered in Noblesville, Indiana and had 10 full-service banking centers serving central Indiana. Pursuant to the merger agreement, each outstanding share of common stock of Community was converted into the right to receive either (a) 4.0926 shares of the Corporation's common stock, plus cash in lieu of fractional shares; or (b) $85.94 in cash, based upon shareholder elections. The Corporation paid $14.2 million in cash and issued approximately 1.6 million shares of common stock, valued at approximately $35.0 million, for a total purchase price of approximately $49.2 million.

Details of the 2017 acquisitions can be found in NOTE 2. ACQUISITIONS of the Notes to Consolidated Financial Statements included in Item 8 of this Annual Report on Form 10-K.

COMPETITION

The Bank is located in Indiana, Ohio and Illinois counties where other financial services companies provide similar banking services. In addition to the competition provided by the lending and deposit gathering subsidiaries of national manufacturers, retailers, insurance companies and investment brokers, the Bank competes vigorously with other banks, thrift institutions, credit unions and finance companies located within its service areas.

REGULATION AND SUPERVISION OF FIRST MERCHANTS CORPORATION AND SUBSIDIARIES

Bank Holding Company Regulation

The Corporation is registered as a bank holding company and has elected to be a financial holding company. It is subject to the supervision of, and regulation by the Board of Governors of the Federal Reserve under the BHC Act, as amended. Bank holding companies are required to file periodic reports with and are subject to periodic examination by the Federal Reserve. The Federal Reserve has issued regulations under the BHC Act requiring a bank holding company to serve as a source of financial and managerial strength to the Bank. Thus, it is the policy of the Federal Reserve that a bank holding company should stand ready to use its resources to provide adequate capital funds to the Bank during periods of financial stress or adversity. Additionally, under the FDICIA, a bank holding company is required to guarantee the compliance of any subsidiary bank that may become “undercapitalized” (as defined in the FDICIA section of this Form 10-K) with the terms of any capital restoration plan filed by such subsidiary with its appropriate federal banking agency. Under the BHC Act, the Federal Reserve has the authority to require a bank holding company to terminate any activity or relinquish control of a non-bank subsidiary (other than a non-bank subsidiary of a bank) upon the determination that such activity constitutes a serious risk to the financial stability of any bank subsidiary.

The BHC Act requires the Corporation to obtain the prior approval of the Federal Reserve before:

- acquiring direct or indirect control or ownership of any voting shares of any bank or bank holding company if, after such acquisition, the bank holding company will directly or indirectly own or control more than 5 percent of the voting shares of the bank or bank holding company;
- merging or consolidating with another bank holding company; or
- acquiring substantially all of the assets of any bank.

The BHC Act generally prohibits bank holding companies that have not become financial holding companies from (i) engaging in activities other than banking or managing or controlling banks or other permissible subsidiaries, and (ii) acquiring or retaining direct or indirect control of any company engaged in the activities other than those activities determined by the Federal Reserve to be closely related to banking or managing or controlling banks.

Capital Adequacy Guidelines for Bank Holding Companies

In July 2013, the United States banking regulators adopted new capital rules which modified the risk-based capital and leverage capital requirements applicable to bank holding companies and depository institutions. These rules are commonly known as "Basel III". Basel III was effective for the Corporation on January 1, 2015. Basel III addresses the components of capital and other issues affecting the numerator in banking institutions' regulatory capital ratios. Basel III also implements the requirements of Section 939A of the Dodd-Frank Act to remove references to credit ratings from the federal banking agencies' rules. Certain of the Basel III rules came into effect for the Corporation and the Bank on January 1, 2015, and the balance of the rules were subject to a phase-in period which continued through January 1, 2019.

Basel III introduced a new capital measure CET1. Basel III specifies that Tier 1 capital consists of CET1 and "Additional Tier 1 Capital" instruments meeting specified requirements. CET1 capital consists of common stock instruments that meet the eligibility criteria, retained earnings, accumulated other comprehensive income and CET1 minority interest. Basel III also defines CET1 narrowly by requiring that most adjustments to regulatory capital measures be made to CET1, and not to the other components of capital.

Basel III requires the Corporation to maintain a minimum ratio of CET1 to risk weighted assets, as defined in the regulation. Under Basel III, in order to avoid limitations on capital distributions, including dividends, the Corporation must hold a capital conservation buffer above the adequately capitalized CET1 to risk-weighted assets ratio. The capital conservation buffer was phased in from zero percent in 2015 to the fully- implemented 2.50 percent in 2019.

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Basel III requires banking organizations to maintain:

- a minimum ratio of CET1 to risk-weighted assets of a least 4.5 percent, plus, when fully phased-in on January 1, 2019, a 2.5 percent "capital conservation buffer" (which is added to the 4.5 percent CET1 as that buffer was phased in, effectively resulting in a minimum ratio of CET1 to risk-weighted assets of at least 7.0 percent upon full implementation);
- a minimum ratio of Tier 1 capital to risk-weighted assets of at least 6.0 percent, plus, when fully phased-in on January 1, 2019, the 2.5 percent capital conservation buffer (which is added to the 6.0 percent Tier 1 capital ratio as that buffer was phased-in, effectively resulting in a minimum Tier 1 capital ratio of 8.5 percent upon full implementation);
- a minimum ratio of total capital (Tier 1 plus Tier 2 capital) to risk-weighted assets of at least 8.0 percent, plus, when fully phased-in on January 1, 2019, the 2.5 percent capital conservation buffer (which is added to the 8.0 percent total capital ratio as that buffer was phased-in, effectively resulting in a minimum total capital ratio of 10.5 percent upon full implementation); and
- a minimum leverage ratio of 4.0 percent, calculated as the ratio of Tier 1 capital to adjusted average consolidated assets.

Basel III also provides for a “countercyclical capital buffer” that is applicable to only certain covered institutions and is not expected to have any current applicability to the Corporation or the Bank.

The aforementioned capital conservation buffer is designed to absorb losses during periods of economic stress. Banking institutions with a ratio of CET1 to risk-weighted assets above the minimum but below the conservation buffer will face limitations on the payment of dividends, common stock repurchases and discretionary cash payments to executive officers based on the amount of the shortfall.

Basel III provides for a number of deductions from and adjustments to CET1. These include, for example, the requirement that mortgage servicing rights, deferred tax assets dependent upon future taxable income and significant investments in non-consolidated financial entities be deducted from CET1 to the extent that any one such category exceeds 10 percent of CET1 or all such categories in the aggregate exceed 15 percent of CET1. Under Basel III, the Corporation and the Bank were given a one-time election (the “Opt-out Election”) to filter out certain AOCI components. The AOCI Opt-out Election was made on the March 31, 2015 Call Report and FR Y-9C for the Bank and the Corporation, respectively.

Implementation of the deductions and other adjustments to CET1 began on January 1, 2015 and were phased-in over a five-year period (20 percent per year). The implementation of the capital conservation buffer began on January 1, 2016 at the 0.625 percent level and was phased-in over a four-year period (increasing by that amount on each subsequent January 1, until it reached 2.5 percent on January 1, 2019).
Basel III permits banks with less than $15 billion in assets to continue to treat trust preferred securities as Tier 1 capital. This treatment is permanently grandfathered as Tier 1 capital even if the Corporation should ever exceed $15 billion in assets due to organic growth. Should the Corporation exceed $15 billion in assets as the result of a merger or acquisition, then the Tier 1 treatment of its outstanding trust preferred securities will be phased out, but those securities will still be treated as Tier 2 capital. Basel III permits banks with less than $250 billion in assets to choose to continue excluding unrealized gains and losses on certain securities holdings for purposes of calculating regulatory capital. The rules limit a banking organization’s capital distributions and certain discretionary bonus payments if the banking organization does not hold a “capital conservation buffer” consisting of a specified amount of CET1 capital in addition to the amount necessary to meet its minimum risk-based capital requirements.

Historically, the regulation and monitoring of a bank and bank holding company's liquidity has been addressed as a supervisory matter, without minimum required formulaic measures. The Basel III liquidity framework requires banks and bank holding companies to measure their liquidity against specific liquidity tests that, although similar in some respects to liquidity measures historically applied by banks and regulators for management and supervisory purposes, is now required by regulation. One test, referred to as the liquidity coverage ratio, is designed to ensure that the banking entity maintains an adequate level of unencumbered high-quality liquid assets equal to the entity's expected net cash outflow for a 30-day time horizon (or, if greater, 25% of its expected total cash outflow) under an acute liquidity stress scenario. The other test, referred to as the net stable funding ratio ("NSFR"), is designed to promote more medium- and long-term funding of the assets and activities of banking entities over a one-year time horizon. These requirements are expected to incent banking entities to increase their holdings of U.S. Treasury securities and other sovereign debt as a component of assets and increase the use of long-term debt as a funding source. However, the federal banking agencies have not proposed rules implementing the Basel III liquidity framework and have not determined to what extent they will apply to U.S. banks that are not large, internationally active banks.

The following are the Corporation's regulatory capital ratios as of December 31, 2018:

	Corporation		Regulatory Minimum Requirement*	
Total risk-based capital to risk-weighted assets	14.61	%	8.00	%
Tier 1 capital to risk-weighted assets	12.80	%	6.00	%
Common equity tier 1 capital to risk-weighted assets	11.98	%	4.50	%
Tier 1 capital to average assets	10.91	%	4.00	%

*Excludes capital conservation buffer.

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Bank Regulation

On April 1, 2016, the Board of Directors of the Bank adopted final resolutions approving the conversion of the Bank's banking charter from a national association to an Indiana state-chartered bank. The initial application to convert was filed with the Indiana DFI on February 9, 2016. Between the date of initial application and adoption of the final resolutions by the Bank's Board, the Indiana DFI and the FDIC conducted a joint exam of the Bank and its banking activities. Final regulatory approval of the application was obtained at the meeting of the Members of the Indiana DFI on April 14, 2016. The Bank filed official conversion documents effective April 15, 2016. As a result of the conversion, the Indiana DFI became the Bank's primary regulator and the FDIC became the Bank's primary federal regulator. Upon conversion, the Bank's official name changed from "First Merchants Bank, National Association" to "First Merchants Bank." The conversion did not affect the Bank's operations or customers, and Bank customers continue to receive identical protection on deposits through the FDIC's deposit insurance program.

The Indiana DFI and FDIC have the authority to issue cease-and-desist orders if they determine that activities of the Bank regularly represent an unsafe and unsound banking practice or a violation of law. Federal law extensively regulates various aspects of the banking business such as reserve requirements, truth-in-lending and truth-in-savings disclosures, equal credit opportunity, fair credit reporting, trading in securities and other aspects of banking operations. Current federal law also requires banks, among other things, to make deposited funds available within specified time periods.

Requirements for Bank Holding Companies with $10 Billion or More in Assets

Various federal banking laws and regulations, including rules adopted by the Federal Reserve pursuant to the requirements of the Dodd-Frank Act, impose heightened requirements on certain large banks and bank holding companies. Most of these rules apply primarily to bank holding companies with at least $50 billion in total consolidated assets, but certain rules also apply to banks and bank holding companies with at least $10 billion in total consolidated assets.

Following the fourth consecutive quarter (and any applicable phase-in period) where the Corporation's or the Bank's total consolidated assets, as applicable, equal or exceed $10 billion, the Corporation or the Bank, as applicable, will, among other requirements:

- calculate our FDIC deposit assessment base using the performance score and a loss-severity score system described below in " - Deposit Insurance;" and
- be examined for compliance with federal consumer protection laws primarily by the Consumer Financial Protection Bureau as described below in " - Consumer Financial Protection."

While neither the Corporation nor the Bank currently has $10 billion or more in total consolidated assets, we have analyzed these rules to ensure we are prepared to comply with the rules when and if they become applicable. Based upon our strategy for expansion through acquisition and our historic organic growth, we expect that the Corporation's and the Bank's total assets will exceed $10 billion in 2019.

Bank Capital Requirements

Capital adequacy is an important indicator of financial stability and performance. The Corporation and the Bank are subject to various regulatory capital requirements administered by the federal banking agencies and are assigned to a capital category. The assigned capital category is largely determined by four ratios that are calculated according to the regulations: total risk-based capital, tier 1 risk-based capital, common equity tier 1 capital, and tier 1 leverage ratios. The ratios are intended to measure capital relative to assets and credit risk associated with those assets and off-balance sheet exposures of the entity. The capital category assigned to an entity can also be affected by qualitative judgments made by regulatory agencies about the risk inherent in the entity's activities that are not part of the calculated ratios.

There are five capital categories defined in the regulations, ranging from well capitalized to critically undercapitalized. Classification of a bank in any of the undercapitalized categories can result in actions by regulators that could have a material effect on a bank's operations. Quantitative measures established by regulation to ensure capital adequacy require the Bank to maintain minimum amounts and ratios of total and tier 1 capital to risk-weighted assets, and of tier 1 capital to average assets, or leverage ratio, all of which are calculated as defined in the regulations. Banks with lower capital levels are deemed to be undercapitalized, significantly undercapitalized or critically undercapitalized, depending on their actual levels. The appropriate federal regulatory agency may also downgrade a bank to the next lower capital category upon a determination that the bank is in an unsafe or unsound practice. Banks are required to monitor closely their capital levels and to notify their appropriate regulatory agency of any basis for a change in capital category.

Basel III was effective for the Bank on January 1, 2015. Basel III requires the Bank to maintain minimum amounts and ratio of common equity tier 1 capital to risk weighted assets, as defined in the regulation. Under Basel III, the Bank elected to opt-out of including accumulated other comprehensive income in regulatory capital. As of December 31, 2018, the Bank met all capital adequacy requirements to be considered well capitalized.

FDIC Improvement Act of 1991

The FDICIA requires, among other things, federal bank regulatory authorities to take “prompt corrective action” with respect to banks, which do not meet minimum capital requirements. For these purposes, FDICIA establishes five capital tiers: well capitalized, adequately capitalized, undercapitalized, significantly undercapitalized and critically undercapitalized. The FDIC has adopted regulations to implement the prompt corrective action provisions of FDICIA.

Basel III revised the "prompt corrective action" regulations by:

- introducing CET1 ratio requirement at each level (other than critically undercapitalized), with the required CET1 ratio being 6.5 percent for well-capitalized status;
- increasing the minimum Tier 1 capital ratio requirement for each category, with the minimum Tier 1 risk-based capital ratio for well-capitalized status being 8.0 percent; and
- eliminating a provision that provides that a bank with a composite supervisory rating of 1 may have a 3.0 percent leverage ratio and still be well-capitalized.

The FDICIA generally prohibits a depository institution from making any capital distributions (including payment of a dividend) or paying any management fee to its parent holding company if the depository institution would thereafter be “undercapitalized.” “Undercapitalized” banks are subject to growth limitations and are required to submit a capital restoration plan. A bank’s compliance with such plan is required to be guaranteed by the bank’s parent holding company. If an “undercapitalized” bank fails to submit an acceptable plan, it is treated as if it is significantly undercapitalized. “Significantly undercapitalized” banks are subject to various requirements and restrictions, including an order by the FDIC to sell sufficient voting stock to become "adequately capitalized", requirements to reduce total assets and cease receipt of deposits from correspondent banks, and restrictions on compensation of executive officers. “Critically undercapitalized” institutions may not, beginning 60 days after becoming “critically undercapitalized,” make any payment of principal or interest on certain subordinated debt, extend credit for a highly leveraged transaction, or enter into any transaction outside the ordinary course of business. In addition, “critically undercapitalized” institutions are subject to appointment of a receiver or conservator.

As of December 31, 2018, the Bank was “well capitalized” based on the “prompt corrective action” ratios described above. It should be noted that a bank’s capital category is determined solely for the purpose of applying the FDIC’s “prompt corrective action” regulations and that the capital category may not constitute an accurate representation of the bank’s overall financial condition or prospects.

Dodd-Frank Wall Street Reform and Consumer Protection Act

On July 21, 2010, President Obama signed the Dodd-Frank Act into law. The Dodd-Frank Act has had a broad impact on the financial services industry, including significant regulatory and compliance changes. Although most of the required regulations of the Dodd-Frank Act have been promulgated and implemented (or are being implemented over time), there are additional regulations yet to be finalized by the authorized federal agencies. The changes resulting from the Dodd-Frank Act have impacted the profitability of the Corporation’s business activities, required changes to certain business practices, and imposed more stringent capital, liquidity and leverage requirements, and, when fully implemented, may further adversely affect our business. Among other things, the Dodd-Frank Act has resulted, and in the future will likely result, in:

- increases to the cost of the Corporation’s operations due to greater regulatory oversight, supervision and examination of banks and bank holding companies, including higher deposit insurance premiums;
- limitations on the Corporation’s ability to raise additional capital through the use of trust preferred securities, as new issuances of these securities may no longer be included as Tier 1 capital;

- reduced flexibility for the Corporation to generate or originate certain revenue-producing assets based on increased regulatory capital standards; and
- limitations on the Corporation’s ability to expand consumer product and service offerings due to stricter consumer protection laws and regulations.
- once the Corporation's assets exceed $10 billion, compliance with the Durbin Amendment will result in a material reduction of interchange fee income paid by merchants when debit cards are used as payment.

The Corporation’s management continues to take the steps necessary to minimize the adverse impact of the Dodd-Frank Act on its business, financial condition and results of operation.

Volcker Rule

In December 2013, United States banking regulators adopted final rules implementing the Volcker Rule under the Dodd-Frank Act. The Volcker Rule places certain limitations on the trading activity of insured depository institutions and their affiliates subject to certain exceptions. The restricted trading activity includes purchasing or selling certain types of securities or instruments in order to benefit from short-term price movements or to realize short-term profits. Exceptions to the Volcker Rule include trading in certain U.S. Government or other municipal securities and trading conducted (i) in certain capacities as a broker or other agent, or as a fiduciary on behalf of customers, (ii) to satisfy a debt previously contracted, (iii) pursuant to repurchase and securities lending agreements, and (iv) in risk-mitigating hedging activities. The Volcker Rule also prohibits banking institutions from having an ownership interest in a hedge fund or private equity fund.

A banking entity that engages in proprietary trading (which excludes the exceptions discussed above) or covered fund-related activities or investments, and has total consolidated assets of more than $10 billion, as reported on December 31 of the previous two calendar years, must implement and maintain a compliance program that meets certain minimum requirements and must also maintain certain documentation with respect to covered fund activities, in each case, as described in the Volcker Rule. The implementation of the Volcker Rule has not had, and is not expected to have, a material impact on the Corporation or the Bank.

Deposit Insurance

The Bank's deposit accounts are currently insured by the Deposit Insurance Fund of the FDIC. The insurance benefit generally covers up to a maximum of $250,000 per separately insured depositor. As an FDIC-insured bank, our bank subsidiary is subject to deposit insurance premiums and assessments to maintain the Deposit Insurance Fund. The Bank's deposit insurance premium assessment rate depends on the asset and supervisory categories to which it is assigned. The FDIC has authority to raise or lower assessment rates on insured banks in order to achieve statutorily required reserve ratios in the Deposit Insurance Fund and to impose special additional assessments.
Under the current system, deposit insurance assessments are based on average total assets minus average tangible equity. The FDIC assigns a banking institution to one of two categories based on asset size. As an institution with under $10 billion in assets, the Bank falls into the "Established Small Institution" category. This category has three sub-categories based on supervisory ratings designed to measure risk (the FDIC's "CAMELS Composite" ratings). The assessment rate, which ranges from 1.5 to 30.0 basis points (such basis points representing a per annum rate) for Established Small Institutions, is determined based upon each applicable institution's most recent supervisory and capital evaluations.
In addition, each FDIC insured institution is required to pay to the FDIC an assessment on the institution's total assets less tangible capital in order to fund interest payments on bonds issued by the Financing Corporation, an agency of the federal government established to recapitalize the predecessor to the Savings Association Insurance Fund. The Federal Housing Finance Agency, the agency authorized to prescribe regulations relating to the Financing Corporation, is projecting that the last payment will be collected on the March 29, 2019 FDIC assessment.
Following the fourth consecutive quarter (and any applicable phase-in period) where the Bank's total assets equal or exceed $10 billion (thereby being deemed a "Large Institution"), the FDIC will use a performance score and a loss-severity score to calculate an initial assessment rate. In calculating these scores, the FDIC uses a bank's capital level and regulatory supervisory ratings and certain financial measures to assess an institution's ability to withstand asset-related stress and funding-related stress. The assessment rates for Large Institutions range from 1.5 to 40.0 basis points (such basis points representing a per annum rate). Based upon our strategy for expansion through acquisition and our historic organic growth, we expect that the Bank's total assets will exceed $10 billion in 2019.

Dividend Limitations

The Corporation's principal source of funds for dividend payments to shareholders is dividends received from the Bank. Banking regulations limit the maximum amount of dividends that a bank may pay without requesting prior approval of regulatory agencies. Under these regulations, the amount of dividends that may be paid in any calendar year is limited to the bank's retained net income (as defined) for the current year plus those for the previous two years, subject to the capital requirements described above. As of December 31, 2018, the amount available without prior regulatory approval for 2019 dividends from the Corporation's subsidiaries (both banking and non-banking) was $192,712,000.

Brokered Deposits

Under FDIC regulations, no FDIC-insured depository institution can accept brokered deposits unless it (i) is well capitalized, or (ii) is adequately capitalized and received a waiver from the FDIC. In addition, these regulations prohibit any depository institution that is not well capitalized from (a) paying an interest rate on deposits in excess of 75 basis points over certain prevailing market rates or (b) offering "pass through" deposit insurance on certain employee benefit plan accounts unless it provides certain notice to affected depositors.

Consumer Financial Protection

The Bank is subject to a number of federal and state consumer protection laws that govern its relationship with customers. These laws include, but are not limited to:

- the Equal Credit Opportunity Act (prohibiting discrimination on the basis of race, religion or other prohibited factors in the extension of credit);
- the Fair Credit Reporting Act (governing the provision of consumer information to credit reporting agencies and the use of consumer information);
- the Truth-In-Lending Act (governing disclosures of credit terms to consumer borrowers);
- the Truth-in-Savings Act (which requires disclosure of deposit terms to consumers);
- the Electronic Funds Transfer Act (governing automatic deposits to and withdrawals from deposit accounts and customers' rights and liabilities arising from the use of automated teller machines and other electronic banking services);
- the Fair Debt Collection Act (governing the manner in which consumer debts may be collected by collection agencies);
- the Right to Financial Privacy Act (which imposes a duty to maintain the confidentiality of consumer financial records and prescribes procedures for complying with administrative subpoenas of financial records); and
- the respective state-law counterparts to the above laws, as applicable, as well as state usury laws and laws regarding unfair and deceptive acts and practices.

Violations of applicable consumer protection laws can result in significant potential liability from litigation brought by customers, including actual damages, restitution and attorneys' fees. Federal bank regulators, state attorneys general and state and local consumer protection agencies may also seek to enforce consumer protection requirements and obtain these and other remedies, including regulatory sanctions, customer rescission rights, action by the state and local attorneys general in each jurisdiction in which we operate and civil money penalties. Failure to comply with consumer protection requirements may also result in the Corporation's failure to obtain any required bank regulatory approval for merger or acquisition transactions that it may wish to pursue or prohibition from engaging in such transactions even if approval is not required.

The Dodd-Frank Act also created the Consumer Financial Protection Bureau ("CFPB"), an independent federal agency, which was granted broad rulemaking, supervisory and enforcement powers under various federal consumer financial protection laws. Although all institutions are subject to rules adopted by the CFPB and examination by the CFPB in conjunction with examinations by the institution's primary federal regulator, the CFPB has primary examination and enforcement authority over institutions with assets of $10 billion or more. The FDIC has primary responsibility for examination of the Bank and enforcement with respect to federal consumer protection laws so long as the Bank has total consolidated assets of less than $10 billion.

The consumer protection provisions of the Dodd-Frank Act and the examination, supervision and enforcement of those laws and implementing regulations by the CFPB have created a more complex environment for consumer finance regulation. The CFPB has significant authority to implement and enforce federal consumer finance laws, including the Truth in Lending Act, the Equal Credit Opportunity Act and new requirements for financial services products provided for in the Dodd-Frank Act, as well as the authority to identify and prohibit unfair, deceptive or abusive acts and practices. The review of products and practices to prevent such acts and practices is a continuing focus of the CFPB, and of banking regulators more broadly. The ultimate impact of this heightened scrutiny is uncertain but could result in changes to pricing, practices, products and procedures. It could also result in increased costs related to regulatory oversight, supervision and examination, additional remediation efforts and possible penalties. In addition, the Dodd-Frank Act provides the CFPB with broad supervisory, examination and enforcement authority over various consumer financial products and services, including the ability to require reimbursements and other payments to customers for alleged legal violations and to impose significant penalties, as well as injunctive relief that prohibits lenders from engaging in allegedly unlawful practices. The CFPB also has the authority to obtain cease and desist orders providing for affirmative relief or monetary penalties. The Dodd-Frank Act does not prevent states from adopting stricter consumer protection standards. State regulation of financial products and potential enforcement actions could also adversely affect our business, financial condition or results of operations.

Community Reinvestment Act

The Community Reinvestment Act of 1977 (the "CRA") requires depository institutions to assist in meeting the credit needs of their market areas consistent with safe and sound banking practice. Under the CRA, each depository institution is required to help meet the credit needs of its market areas by, among other things, providing credit to low- and moderate-income individuals and communities. These factors are also considered in evaluating mergers, acquisitions and applications to open a branch or facility. The applicable federal regulators regularly conduct CRA examinations to assess the performance of financial institutions and assign one of four ratings to the institution's records of meeting the credit needs of its community. During its last examination, a rating of "satisfactory" was received by the Bank.

Financial Privacy

The federal banking regulators adopted rules that limit the ability of banks and other financial institutions to disclose non-public information about consumers to nonaffiliated third parties. These limitations require disclosure of privacy policies to consumers and, in some circumstances, allow consumers to prevent disclosure of certain personal information to a nonaffiliated third party. These regulations affect how consumer information is transmitted through diversified financial companies and conveyed to outside vendors.

The Bank is also subject to regulatory guidelines establishing standards for safeguarding customer information. These guidelines describe the federal banking agencies' expectations for the creation, implementation and maintenance of an information security program, which would include administrative, technical and physical safeguards appropriate to the size and complexity of the institution and the nature and scope of its activities. The standards set forth in the guidelines are intended to ensure the security and confidentiality of customer records and information, protect against any anticipated threats or hazards to the security or integrity of such records and protect against unauthorized access to or use of such records or information that could result in substantial harm or inconvenience to any customer.

Anti-Money Laundering and the USA Patriot Act

A major focus of governmental policy on financial institutions in recent years has been aimed at combating money laundering and terrorist financing. The USA Patriot Act of 2001 (the "USA Patriot Act") substantially broadened the scope of United States anti-money laundering laws and regulations by imposing significant new compliance and due diligence obligations on financial institutions, creating new crimes and penalties and expanding the extra-territorial jurisdiction of the United States.

The Bank Secrecy Act (the "BSA") requires financial institutions to develop policies, procedures, and practices to prevent and deter money laundering, and mandates that every bank have a written, board-approved program that is reasonably designed to assure and monitor compliance with the BSA. In addition, banks are required to adopt a customer identification program as part of its BSA compliance program, and are required to file Suspicious Activity Reports when they detect certain known or suspected violations of federal law or suspicious transactions related to a money laundering activity or a violation of the BSA. In May 2016, the regulations implementing the BSA were amended to require covered institutions such as the Bank to (1) identify and verify, subject to certain exceptions, the identity of the beneficial owners of all legal entity customers at the time a new account is opened, and (2) include, in its anti-money laundering program, risk-based procedures for conducting ongoing customer due diligence, which are to include procedures that: (a) assist in understanding the nature and purpose of customer relationships for the purpose of developing a customer risk profile, and (b) require the covered institutions to conduct ongoing monitoring to identify and report suspicious transactions and, on a risk basis, to maintain and update customer information. The Bank was required to comply with these amendments and new requirements as of May 11, 2018.

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Failure of a financial institution to maintain and implement adequate programs to combat money laundering and terrorist financing, or to comply with all of the relevant laws or regulations, could have serious legal and reputational consequences for the institution, including causing applicable bank regulatory authorities not to approve merger or acquisition transactions when regulatory approval is required or to prohibit such transactions even if approval is not required.

Office of Foreign Assets Control Regulation

The United States has imposed economic sanctions that affect transactions with designated foreign countries, nationals and others which are administered by the U.S. Treasury Department Office of Foreign Assets Control. Failure to comply with these sanctions could have serious legal and reputational consequences, including causing applicable bank regulatory authorities not to approve merger or acquisition transactions when regulatory approval is required or to prohibit such transactions even if approval is not required.

The Sarbanes-Oxley Act

The Sarbanes-Oxley Act, which became law on July 30, 2002, added new legal requirements for public companies affecting corporate governance, accounting and corporate reporting. The Sarbanes-Oxley Act provides for, among other things:

- a prohibition on personal loans made or arranged by the issuer to its directors and executive officers (except for loans made by a bank subject to Regulation O);
- independence requirements for audit committee members;
- independence requirements for company auditors;
- certification of financial statements on Forms 10-K and 10-Q reports by the chief executive officer and the chief financial officer;
- the forfeiture by the chief executive officer and chief financial officer of bonuses or other incentive-based compensation and profits from the sale of an issuer’s securities by such officers in the twelve-month period following initial publication of any financial statements that later require restatement due to corporate misconduct;
- disclosure of off-balance sheet transactions;
- two-business day filing requirements for insiders filing Form 4s;
- disclosure of a code of ethics for financial officers and filing a Form 8-K for a change in or waiver of such code;
- the reporting of securities violations “up the ladder” by both in-house and outside attorneys;
- restrictions on the use of non-GAAP financial measures in press releases and SEC filings;
- the formation of a public accounting oversight board; and
- various increased criminal penalties for violations of securities laws.

The SEC was delegated the task of enacting rules to implement various provisions. In addition, each of the national stock exchanges developed new corporate governance rules, including rules strengthening director independence requirements for boards, the adoption of corporate governance codes and charters for the nominating, corporate governance and audit committees.

Additional Matters

The Corporation and the Bank are subject to the Federal Reserve Act, which restricts financial transactions between banks and affiliated companies. The statute limits credit transactions between banks, affiliated companies and its executive officers and its affiliates. The statute prescribes terms and conditions for bank affiliate transactions deemed to be consistent with safe and sound banking practices. It also restricts the types of collateral security permitted in connection with the bank's extension of credit to an affiliate. Additionally, all transactions with an affiliate must be on terms substantially the same or at least as favorable to the institution as those prevailing at the time for comparable transactions with non-affiliated parties.

The earnings of financial institutions are also affected by general economic conditions and prevailing interest rates, both domestic and foreign, and by the monetary and fiscal policies of the United States Government and its various agencies, particularly the Federal Reserve. The Federal Reserve regulates the supply of credit in order to influence general economic conditions, primarily through open market operations in United States Government obligations, varying the discount rate on financial institution borrowings, varying reserve requirements against financial institution deposits, and restricting certain borrowings by financial institutions and their subsidiaries. The monetary policies of the Federal Reserve have had a significant effect on the operating results of the Bank in the past and are expected to continue to do so in the future.

Additional legislation and administrative actions affecting the banking industry may be considered by the United States Congress, state legislatures and various regulatory agencies, including those referred to above. It cannot be predicted with certainty whether such legislation or administrative action will be enacted or the extent to which the banking industry, the Corporation or the Bank would be affected.

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STATISTICAL DATA

The following tables set forth statistical data on the Corporation and its subsidiaries.

DISTRIBUTION OF ASSETS, LIABILITIES AND STOCKHOLDERS' EQUITY; INTEREST RATES AND INTEREST DIFFERENTIAL

The daily average balance sheet amounts, the related interest income or interest expense, and average rates earned or paid are presented in the following table:

	Average Balance	Interest Income / Expense	Average Rate	Average Balance	Interest Income / Expense	Average Rate	Average Balance	Interest Income / Expense	Average Rate
(Dollars in Thousands)	2018			2017			2016		
Assets:									
Interest-bearing deposits	$110,232	$2,241	2.03 %	$75,417	$736	0.98 %	$69,753	$350	0.50 %
Federal Reserve and Federal Home Loan Bank stock	24,538	1,234	5.03	20,921	894	4.27	24,268	1,098	4.52
Investment Securities: (1)									
Taxable	841,203	21,597	2.57	726,004	17,489	2.41	721,689	16,415	2.27
Tax-exempt (2)	762,623	32,290	4.23	632,076	32,891	5.20	550,335	28,649	5.21
Total investment securities	1,603,826	53,887	3.36	1,358,080	50,380	3.71	1,272,024	45,064	3.54
Loans held for sale	11,425	540	4.73	7,707	462	5.99	4,050	372	9.19
Loans: (3)									
Commercial	5,143,576	274,302	5.33	4,267,651	204,771	4.80	3,541,098	162,848	4.60
Real estate mortgage	733,709	33,549	4.57	679,284	30,267	4.46	566,050	25,156	4.44
Installment	640,310	34,110	5.33	573,100	28,204	4.92	485,111	21,926	4.52
Tax-exempt (2)	468,751	18,813	4.01	353,542	16,452	4.65	217,696	10,039	4.61
Total loans	6,997,771	361,314	5.16	5,881,284	280,156	4.76	4,814,005	220,341	4.58
Total earning assets	8,736,367	418,676	4.79 %	7,335,702	332,166	4.53 %	6,180,050	266,853	4.32 %
Net unrealized gain (loss) on securities available for sale	(14,790)			4,360			9,969		
Allowance for loan losses	(77,444)			(70,380)			(62,976)		
Cash and cash equivalents	131,925			142,503			105,443		
Premises and equipment	94,567			97,446			96,023		
Other assets	818,432			686,598			570,756		
Total Assets	$9,689,057			$8,196,229			$6,899,265		
Liabilities:									

Interest-bearing deposits:									
Interest-bearing deposit accounts	$2,319,081	$17,577	0.76 %	$1,730,272	$5,817	0.34 %	$1,427,535	$2,579	0.18 %
Money market deposit accounts	1,097,762	6,721	0.61	938,959	2,788	0.30	825,681	1,705	0.21
Savings deposits	1,065,031	5,230	0.49	844,825	734	0.09	731,902	618	0.08
Certificates and other time deposits	1,514,271	22,014	1.45	1,339,866	14,467	1.08	1,151,700	11,012	0.96
Total interest-bearing deposits	5,996,145	51,542	0.86	4,853,922	23,806	0.49	4,136,818	15,914	0.38
Borrowings	718,061	17,545	2.44	664,045	13,806	2.08	512,356	10,925	2.13
Total interest-bearing liabilities	6,714,206	69,087	1.03	5,517,967	37,612	0.68	4,649,174	26,839	0.58
Noninterest-bearing deposits	1,573,337			1,514,829			1,301,399		
Other liabilities	57,653			52,909			64,028		
Total Liabilities	8,345,196			7,085,705			6,014,601		
Stockholders' Equity	1,343,861			1,110,524			884,664		
Total Liabilities and Stockholders' Equity	$9,689,057	69,087		$8,196,229	37,612		$6,899,265	26,839	
Net Interest Income (FTE)		$349,589			$294,554			$240,014	
Net Interest Spread (FTE) [4]			3.76 %			3.85 %			3.74 %
Net Interest Margin (FTE):									
Interest Income (FTE) / Average Earning Assets			4.79 %			4.53 %			4.32 %
Interest Expense / Average Earning Assets			0.79 %			0.51 %			0.43 %
Net Interest Margin (FTE) [5]			4.00 %			4.02 %			3.89 %

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[1] Average balance of securities is computed based on the average of the historical amortized cost balances without the effects of the fair value adjustment.

(2) Tax-exempt securities and loans are presented on a fully taxable equivalent basis, using a marginal tax rate of 21 percent for 2018 and 35 percent for both 2017 and 2016. These totals equal $10,732, $17,270 and $13,541, respectively.

(3) Non-accruing loans have been included in the average balances.

(4) Net Interest Spread (FTE) is interest income expressed as a percentage of average earning assets minus interest expense expressed as a percentage of average interest-bearing liabilities.

(5) Net Interest Margin (FTE) is interest income expressed as a percentage of average earning assets minus interest expense expressed as a percentage of average earning assets.

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ANALYSIS OF CHANGES IN NET INTEREST INCOME

The following table presents net interest income components on a tax-equivalent basis and reflects changes between periods attributable to movement in either the average balance or average interest rate for both earning assets and interest-bearing liabilities. The volume differences were computed as the difference in volume between the current and prior year multiplied by the interest rate from the prior year. The interest rate changes were computed as the difference in rate between the current and prior year multiplied by the volume from the prior year. Volume/rate variances have been allocated on the basis of the absolute relationship between volume variances and rate variances.

	2018 Compared to 2017 Increase (Decrease) Due To			2017 Compared to 2016 Increase (Decrease) Due To			2016 Compared to 2015 Increase (Decrease) Due To		
(Dollars in Thousands, Fully Taxable Equivalent Basis)	Volume	Rate	Total	Volume	Rate	Total	Volume	Rate	Total
Interest Income:									
Interest-bearing deposits	$450	$1,055	$1,505	$31	$355	$386	$24	$166	$190
Federal Reserve and Federal Home Loan Bank stock	168	172	340	(145)	(59)	(204)	(625)	(244)	(869)
Investment securities	8,551	(5,044)	3,507	3,133	2,183	5,316	3,095	(1,950)	1,145
Loans held for sale	190	(112)	78	252	(162)	90	39	(142)	(103)
Loans	56,084	24,996	81,080	50,333	9,392	59,725	28,858	5,459	34,317
Totals	65,443	21,067	86,510	53,604	11,709	65,313	31,391	3,289	34,680
Interest Expense:									
Interest-bearing deposit accounts	2,509	9,251	11,760	640	2,598	3,238	463	742	1,205
Money market deposit accounts	540	3,393	3,933	258	825	1,083	(30)	(33)	(63)
Savings deposits	239	4,257	4,496	98	18	116	115	(169)	(54)
Certificates and other time deposits	2,061	5,486	7,547	1,929	1,526	3,455	292	(321)	(29)
Borrowings	1,185	2,554	3,739	3,160	(279)	2,881	666	320	986
Totals	6,534	24,941	31,475	6,085	4,688	10,773	1,506	539	2,045
Change in net interest income (fully taxable equivalent basis)	$58,909	$(3,874)	55,035	$47,519	$7,021	54,540	$29,885	$2,750	32,635
Tax equivalent adjustment using marginal rate of 21% for 2018 and 35% for both 2017, and 2016			6,538			(3,729)			(2,566)
Change in net interest income			$61,573			$50,811			$30,069

INVESTMENT SECURITIES

Management evaluates securities for other-than-temporary-impairment ("OTTI") at least on a quarterly basis, and more frequently when economic or market conditions warrant such an evaluation.

In determining OTTI, management considers many factors, including: (1) the length of time and the extent to which the fair value has been less than cost, (2) the financial condition and near term prospects of the issuer, (3) whether the market decline was affected by macroeconomic conditions, and (4) whether the Corporation has the intent to sell the debt security or more likely than not, will be required to sell the debt security before its anticipated recovery. The assessment of whether an other-than-temporary decline exists involves a high degree of subjectivity and judgment and is based on the information available to management at a point in time.

When OTTI occurs, the amount of OTTI recognized in the income statement depends on whether the Corporation intends to sell the security or it is more likely than not that the Corporation will be required to sell the security before recovery of its amortized cost basis, less any recognized credit loss. If the intent is to sell, or it is more likely than not that the Corporation will be required to sell the security before recovery of its amortized cost basis, less any recognized credit loss, the OTTI shall be recognized in earnings equal to the entire difference between the investment’s amortized cost basis, less any recognized credit loss, and its fair value at the balance sheet date. If the intent is not to sell the security and it is not more likely than not that the Corporation will be required to sell the security before the recovery of its amortized cost basis less any recognized credit loss, the OTTI has been separated into the amount representing the credit loss and the amount related to all other factors. The amount of the total OTTI related to the credit loss is determined based on the present value of cash flows expected to be collected and is recognized in earnings. The amount of the total OTTI related to other factors is recognized in other comprehensive income, net of applicable income taxes. The previous amortized cost basis less the OTTI recognized in earnings becomes the new amortized cost basis of the investment.

The Corporation’s management has evaluated all securities with unrealized losses for OTTI as of December 31, 2018 and concluded no OTTI existed in 2018.

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In determining the fair value of the investment securities portfolio, the Corporation utilizes a third party for portfolio accounting services, including market value input, for those securities classified as Level I and Level II in the fair value hierarchy. The Corporation has obtained an understanding of what inputs are being used by the vendor in pricing the portfolio and how the vendor classified these securities based upon these inputs. From these discussions, the Corporation's management is comfortable that the classifications are proper. The Corporation has gained trust in the data for two reasons: (a) independent spot testing of the data is conducted by the Corporation through obtaining market quotes from various brokers on a periodic basis; and (b) actual gains or loss resulting from the sale of certain securities has proven the data to be accurate over time. Fair value of securities classified as Level 3 in the valuation hierarchy were determined using a discounted cash flow model that incorporated market estimates of interest rates and volatility in markets that have not been active.

The amortized cost, gross unrealized gains, gross unrealized losses and approximate market value of the investment securities at the dates indicated were:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Available for sale at December 31, 2018				
U.S. Government-sponsored agency securities	$13,493	$ 92	$ 3	$13,582
State and municipal	605,994	5,995	5,854	606,135
U.S. Government-sponsored mortgage-backed securities	530,209	634	8,396	522,447
Corporate obligations	31			31
Total available for sale	1,149,727	6,721	14,253	1,142,195
Held to maturity at December 31, 2018				
U.S. Government-sponsored agency securities	22,618		545	22,073
State and municipal	197,909	2,858	872	199,895
U.S. Government-sponsored mortgage-backed securities	268,860	713	3,323	266,250
Foreign investment	1,000		1	999
Total held to maturity	490,387	3,571	4,741	489,217
Total Investment Securities	$1,640,114	$ 10,292	$ 18,994	$1,631,412

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Available for sale at December 31, 2017				
U.S. Government-sponsored agency securities				
State and municipal	$510,852	$ 16,932	$ 1,091	$526,693
U.S. Government-sponsored mortgage-backed securities	473,325	964	3,423	470,866
Corporate obligations	31			31
Equity securities	2,357			2,357
Total available for sale	986,565	17,896	4,514	999,947
Held to maturity at December 31, 2017				
U.S. Government-sponsored agency securities	22,618		435	22,183
State and municipal	235,594	6,295	244	241,645
U.S. Government-sponsored mortgage-backed securities	301,443	3,341	1,404	303,380
Foreign investment	1,000			1,000
Total held to maturity	560,655	9,636	2,083	568,208

Total Investment Securities	$1,547,220	$ 27,532	$ 6,597	$1,568,155

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Available for sale at December 31, 2016				
U.S. Government-sponsored agency securities	$100			$100
State and municipal	360,779	$ 8,443	$ 5,564	363,658
U.S. Government-sponsored mortgage-backed securities	313,459	1,904	3,071	312,292
Corporate obligations	31			31
Equity securities	21,820		1,039	20,781
Total available for sale	696,189	10,347	9,674	696,862
Held to maturity at December 31, 2016				
U.S. Government-sponsored agency securities	22,619		479	22,140
State and municipal	224,811	3,136	1,796	226,151
U.S. Government-sponsored mortgage-backed securities	360,213	4,956	1,527	363,642
Total held to maturity	607,643	8,092	3,802	611,933
Total Investment Securities	$1,303,832	$ 18,439	$ 13,476	$1,308,795

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The cost and yield for Federal Home Loan Bank stock is included in the table below.

	2018		2017		2016	
(Dollars in Thousands)	Cost	Yield	Cost	Yield	Cost	Yield
Federal Home Loan Bank stock	$24,588	5.0%	$23,825	3.8%	17,964	4.3%
Total	$24,588	5.0%	$23,825	3.8%	$17,964	4.3%

Federal Home Loan Bank stock has been reviewed for impairment and the analysis reflected no impairment. The Corporation's Federal Home Loan Bank stock is primarily in the Federal Home Loan Bank of Indianapolis and it continued to produce sufficient financial results to pay dividends.

There were no issuers included in the investment security portfolio at December 31, 2018, 2017 or 2016 where the aggregate carrying value of any one issuer exceeded 10 percent of the Corporation's stockholders' equity at those dates. The term "issuer" excludes the U.S. Government and its sponsored agencies and corporations.

The maturity distribution and average yields for the securities portfolio at December 31, 2018 were:

	Within 1 Year		1-5 Years		5-10 Years	
(Dollars in Thousands)	Amount	Yield (1)	Amount	Yield (1)	Amount	Yield (1)
Securities available for sale December 31, 2018						
U.S. Government-sponsored agency securities			$1,490	2.5%	$12,092	3.3%
State and municipal	$13,144	5.6%	3,888	5.3%	62,319	4.0%
	$13,144	5.6%	$5,378	4.6%	$74,411	3.9%

	Due After Ten Years		U.S. Government-Sponsored Mortgage - Backed Securities		Total	
	Amount	Yield (1)	Amount	Yield (1)	Amount	Yield (1)
U.S. Government-sponsored agency securities					$13,582	3.2%
State and municipal	$526,784	4.2%			606,135	4.1%
U.S. Government-sponsored mortgage-backed securities			$522,447	2.9%	522,447	2.9%
Corporate obligations	31	— %			31	— %
	$526,815	4.2%	$522,447	2.9%	$1,142,195	3.6%

	Within 1 Year		1-5 Years		5-10 Years	
(Dollars in Thousands)	Amount	Yield (1)	Amount	Yield (1)	Amount	Yield (1)
Securities held to maturity at December 31, 2018						
U.S. Government-sponsored agency securities			$22,618	1.8%		
State and municipal	$3,732	4.5 %	26,436	5.0%	$62,873	4.2%
U.S. Government-sponsored mortgage-backed securities						
Foreign investment	1,000	2.2 %				

$4,732	4.0 %	$49,054	3.5 %	$62,873	4.2 %

	Due After Ten Years		U.S. Government-Sponsored Mortgage - Backed Securities		Total	
	Amount	Yield (1)	Amount	Yield (1)	Amount	Yield (1)
U.S. Government-sponsored agency securities					$22,618	1.8 %
State and municipal	$104,868	4.2 %			197,909	4.3 %
U.S. Government-sponsored mortgage-backed securities			$268,860	2.9 %	268,860	2.9 %
Foreign investment					1,000	2.2 %
	$104,868	4.2 %	$268,860	2.9 %	$490,387	3.4 %

(1) Interest yields are presented on a fully taxable equivalent basis using a 21 percent tax rate.

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The following tables show the Corporation's gross unrealized losses and fair value, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position, at December 31, 2018 and 2017:

	Less than 12 Months		12 Months or Longer		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
Temporarily Impaired Available for Sale Securities at December 31, 2018						
U.S. Government-sponsored agency securities	$1,490	$ 3			$1,490	$ 3
State and municipal	234,431	3,958	$38,028	$ 1,896	272,459	5,854
U.S. Government-sponsored mortgage-backed securities	196,601	2,400	217,121	5,996	413,722	8,396
Total Temporarily Impaired Available for Sale Securities	432,522	6,361	255,149	7,892	687,671	14,253
Temporarily Impaired Held to Maturity Securities at December 31, 2018						
U.S. Government-sponsored agency securities			22,073	545	22,073	545
State and municipal	14,952	369	16,786	503	31,738	872
U.S. Government-sponsored mortgage-backed securities	102,828	876	87,268	2,447	190,096	3,323
Foreign investment			999	1	999	1
Total Temporarily Impaired Held to Maturity Securities	117,780	1,245	127,126	3,496	244,906	4,741
Total Temporarily Impaired Investment Securities	$550,302	$ 7,606	$382,275	$ 11,388	$932,577	$ 18,994

	Less than 12 Months		12 Months or Longer		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
Temporarily Impaired Available for Sale Securities at December 31, 2017						
State and municipal	$13,296	$ 198	$35,324	$ 893	$48,620	$ 1,091
U.S. Government-sponsored mortgage-backed securities	182,755	1,520	68,667	1,903	251,422	3,423
Total Temporarily Impaired Available for Sale Securities	196,051	1,718	103,991	2,796	300,042	4,514
Temporarily Impaired Held to Maturity Securities at December 31, 2017						
U.S. Government-sponsored agency securities	9,988	131	12,196	304	22,184	435
State and municipal	2,430	36	15,805	208	18,235	244
U.S. Government-sponsored mortgage-backed securities	62,508	485	43,078	919	105,586	1,404
Total Temporarily Impaired Held to Maturity Securities	74,926	652	71,079	1,431	146,005	2,083

Total Temporarily Impaired Investment Securities	$270,977	$ 2,370	$175,070	$ 4,227	$446,047	$ 6,597

LOAN PORTFOLIO

Loans are generated from customers primarily in central, northwest and northeast Indiana, northeast Illinois and central Ohio and are typically secured by specific items of collateral, including real property, consumer assets, and business assets. The following table shows the composition of the Corporation’s loan portfolio by collateral classification, including purchased credit impaired loans, for the years indicated:

	2018		2017		2016		2015		2014	
(Dollars in Thousands)	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%
Loans at December 31:										
Commercial and industrial loans	$1,726,664	23.9 %	$1,493,493	22.1 %	$1,194,646	23.2 %	$1,057,075	22.5 %	$896,688	22.8 %
Agricultural production financing and other loans to farmers	92,404	1.3	121,757	1.8	79,689	1.6	97,711	2.1	104,927	2.7
Real estate loans:										
Construction	545,729	7.5	612,219	9.1	418,703	8.1	366,704	7.8	207,221	5.3
Commercial and farmland	2,832,102	39.2	2,562,691	38.0	1,953,062	38.1	1,802,921	38.5	1,672,661	42.6
Residential	966,421	13.4	962,765	14.3	739,169	14.4	786,105	16.7	647,315	16.5
Home equity	528,157	7.3	514,021	7.6	418,525	8.1	348,613	7.4	286,529	7.3
Individuals' loans for household and other personal expenditures	99,788	1.4	86,935	1.3	77,479	1.5	74,717	1.6	73,400	1.9
Lease financing receivables, net of unearned income	1,600		2,527		311		588		1,106	
Other commercial loans	431,602	6.0	394,791	5.8	258,061	5.0	159,388	3.4	35,018	0.9
Loans	7,224,467	100.0 %	6,751,199	100.0 %	5,139,645	100.0 %	4,693,822	100.0 %	3,924,865	100.0 %
Allowance for loan losses	(80,552)		(75,032)		(66,037)		(62,453)		(63,964)	
Net Loans	$7,143,915		$6,676,167		$5,073,608		$4,631,369		$3,860,901	

Other commercial loans is primarily comprised of loans secured by states and political subdivisions in the United States.

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At July 14, 2017, loans of $749.7 million with a fair value discount of $23.7 million were acquired in the IAB acquisition. The May 19, 2017 acquisition of Arlington Bank included loans of $238.9 million with a fair value discount of $6.6 million. At December 31, 2015, loans of $331.0 million with a fair value discount of $14.0 million were acquired in the Ameriana transaction. The April 17, 2015 acquisition of C Financial included loans of $113.2 million with a fair value discount of $2.6 million. The assets acquired in the November 7, 2014 Community transaction included $153.9 million in loans which were acquired at a fair value discount of $8.8 million. At December 31, 2018 and 2017, the remaining fair value discount on acquired loans was $30,054,000 and $46,304,000, respectively.

LOAN MATURITIES

Presented in the table below are the maturities of loans (excluding residential real estate, home equity, individuals' loans for household and other personal expenditures and lease financing) outstanding as of December 31, 2018, by collateral classification. Also presented are the amounts due after one year, classified according to the sensitivity to changes in interest rates. The tables classify variable rate loans pursuant to the contractual repricing dates of the underlying loans, while fixed rate loans are classified by contractual maturity date.

(Dollars in Thousands)	Maturing Within 1 Year	Maturing 1-5 Years	Maturing Over 5 Years	Total
Commercial and industrial loans	$1,363,716	$223,078	$139,870	$1,726,664
Agriculture production financing and other loans to farmers	81,256	9,996	1,152	92,404
Real estate loans:				
Construction	520,854	14,017	10,858	545,729
Commercial and farmland	1,512,292	1,026,273	293,537	2,832,102
Other commercial loans	18,040	46,739	366,823	431,602
Total	$3,496,158	$1,320,103	$812,240	$5,628,501

(Dollars in Thousands)	Maturing 1-5 Years	Maturing Over 5 Years
Loans maturing after one year with:		
Fixed rate	$829,851	$727,742
Variable rate	490,252	84,498
Total	$1,320,103	$812,240

NON-PERFORMING ASSETS

The table below summarizes non-performing assets and loans deemed impaired in accordance with ASC 310-10 for the years indicated:

(Dollars in Thousands)	December 31, 2018	December 31, 2017	December 31, 2016	December 31, 2015	December 31, 2014
Non-performing assets:					
Non-accrual loans	$ 26,148	$ 28,724	$ 29,998	$ 31,389	$ 48,789
Renegotiated loans	1,103	1,013	4,747	1,923	1,992

Non-performing loans (NPL)	27,251	29,737	34,745	33,312	50,781
Other real estate owned	2,179	10,373	8,966	17,257	19,293
Non-performing assets (NPA)	29,430	40,110	43,711	50,569	70,074
90 days or more delinquent and still accruing	1,855	924	112	907	4,663
NPAs & 90 days or more delinquent	$ 31,285	$ 41,034	$ 43,823	$ 51,476	$ 74,737
Impaired loans	$ 22,025	$ 23,211	$ 26,015	$ 23,355	$ 43,281

Loans are reclassified to a non-accruing status when, in management's judgment, the collateral value and financial condition of the borrower do not justify accruing interest. Interest previously recorded, but not deemed collectible, is reversed and charged against current income. Payments subsequently received on non-accrual loans are applied to principal.

At December 31, 2018, non-accrual loans of $26,148,000 decreased $2,576,000 from December 31, 2017. At December 31, 2018, 2017, 2016, 2015 and 2014, non-accrual loans include assets acquired during the respective periods of $0, $4,822,000, $0, $2,229,000 and $5,674,000.

Other real estate owned ("OREO") at December 31, 2018 decreased $8,194,000 from the December 31, 2017 balance of $10,373,000. The decrease in OREO was partially driven by the sale of single commercial property with a carrying value of $6.3 million . At December 31, 2015, and 2014, OREO included assets acquired during the respective periods of $5,719,000, and $6,662,000. At December 31, 2018, 2017 and 2016, OREO did not include any assets acquired during the respective periods.

Renegotiated loans are loans for which concessions are granted to the borrower due to deterioration in the financial condition of the borrower, resulting in the inability of the borrower to meet the original contractual terms of the loans. These concessions may include interest rate reductions, principal forgiveness, extensions of maturity date or other actions intended to minimize losses. Certain loans restructured may be excluded from restructured loan disclosures in years subsequent to the restructuring if the loans are in compliance with their modified terms. A non-accrual loan that is restructured may remain non-accrual for a period of approximately six months until the borrower can demonstrate their ability to meet the restructured terms. A borrower's performance prior to the restructuring, as well as after, will be considered in assessing whether the borrower can meet the new terms resulting in the loan being returned to accruing status in a shorter or longer period of time than the standard six months. If the borrower’s performance under the modified terms is not reasonably assured, the loan will remain non-accrual.

For the year ended December 31, 2018, interest income of $792,000 was recognized on the non-accruing and renegotiated loans listed in the table above, whereas interest income of $1,713,000 would have been recognized under their loan terms.

Impaired loans, which include loans accounted for under ASC 310-30, totaled $22,025,000 at December 31, 2018. A loan is deemed impaired under ASC 310 when, based on current information or events, it is probable that all amounts due of principal and interest according to the contractual terms of the loan agreement will not be collected. A specific allowance of $1,872,000, on a subset of impaired loans totaling $10,431,000, was included in the Corporation’s December 31, 2018 allowance for loan losses. Loss reserves for acquired loans totaled $72,000, and were included in the aforementioned specific allowance as a result of subsequent deterioration.

An allowable method for determining impairment is estimating the fair value of collateral on collateral dependent loans. This method requires obtaining a current independent appraisal of the collateral and applying a discount factor to the value. The fair value of real estate is generally based on appraisals by qualified licensed appraisers. The appraisers determine the value of the real estate by utilizing an income or market valuation approach. If an appraisal is not available, the fair value may be determined by using a discounted cash flow analysis. Fair value on other collateral such as business assets is typically ascertained by assessing, either singularly or some combination of, asset appraisals, accounts receivable aging reports, inventory listings and or customer financial statements. Both appraised values and values based on borrower’s financial information are discounted as considered appropriate based on age and quality of the information and current market conditions.

In addition to the impaired loans discussed above, management also identified commercial loans totaling $259,585,000 as of December 31, 2018 that were deemed to be risk graded criticized, but not impaired. Comparatively, commercial loans risk graded criticized but not deemed impaired at December 31, 2017 totaled $270,015,000. These loans are not included in the table above, or the impaired loan table in the footnotes to the consolidated financial statements. A loan risk graded criticized is a loan in which there are concerns regarding the borrower’s ability to comply with the repayment terms and would include loans graded special mention or worse.

See additional information regarding loan credit quality in NOTE 5. LOANS AND ALLOWANCE of the Notes to Consolidated Financial Statements included in Item 8 of this Annual Report on Form 10-K.

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SUMMARY OF LOAN LOSS EXPERIENCE

The following table summarizes the loan loss experience, by collateral segment, for the years indicated:

(Dollars in Thousands)	2018	2017	2016	2015	2014
Allowance for loan losses:					
Balances, January 1	$75,032	$66,037	$62,453	$63,964	$67,870
Charge-offs:					
Commercial (1)	2,316	1,383	2,464	2,356	7,246
Commercial real estate (2)	2,741	1,737	2,408	1,437	6,608
Consumer	749	593	567	620	657
Residential	2,177	1,315	1,990	3,859	2,869
Finance leases					2
Total Charge-offs	7,983	5,028	7,429	8,272	17,382
Recoveries:					
Commercial (3)	2,456	1,590	1,806	1,911	5,435
Commercial real estate (4)	2,525	2,260	2,090	2,545	3,297
Consumer	302	324	369	352	377
Residential	993	706	1,091	1,536	1,783
Finance leases					24
Total Recoveries	6,276	4,880	5,356	6,344	10,916
Net Charge-offs	1,707	148	2,073	1,928	6,466
Provisions for loan losses	7,227	9,143	5,657	417	2,560
Balance at December 31	$80,552	$75,032	$66,037	$62,453	$63,964
Ratio of net charge-offs during the period to average loans outstanding during the period	0.02 %	0.00 %	0.04 %	0.05 %	0.17 %

The increase in the allowance for loan losses in 2018 was primarily due to the level of organic loan growth during the year. Details of the Allowance for Loan Losses and non-performing loans are discussed within the "Loan Quality" and "Provision and Allowance for Loan Losses" sections of Management's Discussion and Analysis of Financial Condition and Results of Operations included as Item 7 of this Annual Report on Form 10-K.

(1) Category includes the charge-offs for commercial and industrial, agricultural production financing and other loans to farmers and other commercial loans.

(2) Category includes the charge-offs for construction, commercial and farmland.

(3) Category includes the recoveries for commercial and industrial, agricultural production financing and other loans to farmers and other commercial loans.

(4) Category includes the recoveries for construction, commercial and farmland.

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ALLOCATION OF THE ALLOWANCE FOR LOAN LOSSES

Presented below is an analysis of the composition of the allowance for loan losses and percent of loans in each category to total loans, by collateral segment, as of the years indicated.

	2018		2017		2016		2015		2014	
(Dollars in Thousands)	Amount	Percent	Amount	Percent	Amount	Percent	Amount	Percent	Amount	Percent
Balance at December 31:										
Commercial	$32,655	31.1 %	$30,418	29.8 %	$27,696	29.8 %	$26,478	28.0 %	$28,824	26.4 %
Commercial real estate	29,609	46.8	27,343	47.0	23,661	46.2	22,145	46.2	19,327	47.9
Consumer	3,964	1.4	3,732	1.3	2,923	1.5	2,689	1.6	2,658	1.9
Residential	14,322	20.7	13,537	21.9	11,755	22.5	11,139	24.2	13,152	23.8
Finance leases	2		2		2		2		3	
Totals	$80,552	100.0%	$75,032	100.0%	$66,037	100.0%	$62,453	100.0%	$63,964	100.0%

Loan concentrations are considered to exist when there are amounts loaned to multiple borrowers engaged in similar activities, which would cause them to be similarly impacted by economic or other conditions. At December 31, 2018, two concentrations of commercial loans within a single industry (as segregated by North American Industry Classification System “NAICS code”) were in excess of 10 percent of total loans: Lessors of Residential Buildings and Dwellings and Lessors of Nonresidential Buildings.

LOAN LOSS CHARGE-OFF PROCEDURES

The Corporation maintains an allowance to cover probable credit losses in its loan portfolio. The allowance is increased by the provision for loan losses and decreased by charge-offs less recoveries. All charge-offs are approved by the senior loan officers or loan committees, depending on the amount of the charge-off, and are reported to the Audit Committee of the Board of Directors. Loans are charged off when a determination is made that all or a portion of a loan is uncollectible.

PROVISION FOR LOAN LOSSES

In banking, loan losses are a cost of doing business. Although management emphasizes the early detection and charge-off of loan losses, it is inevitable that certain losses, which have not been specifically identified, exist in the portfolio. Accordingly, the provision for loan losses is charged to earnings on an anticipatory basis, and recognized loan losses net of recoveries are deducted from the established allowance. Over time, all net loan losses are charged to earnings. Based on management’s judgment as to the appropriate level of the allowance for loan losses, the amount provided in any period may be greater or less than net loan losses for the same period. The determination of the provision for loan losses in any period is based on management’s continuing review and evaluation of the loan portfolio, and its judgment as to the impact of current economic conditions on the portfolio. The evaluation by management includes consideration of past loan loss experience, changes in the composition of the loan portfolio, and the current condition and amount of loans outstanding. See additional information in the “Provision and Allowance For Loan Losses” section of Management’s Discussion and Analysis of Financial Condition and Results of Operations included as Item 7 of this Annual Report on Form 10-K.

DEPOSITS

The average balances, interest expense and average rates on deposits for the years ended December 31, 2018, 2017 and 2016 are presented in the Part I. Item I. Business section titled "DISTRIBUTION OF ASSETS, LIABILITIES AND STOCKHOLDERS' EQUITY, INTEREST RATES AND INTEREST DIFFERENTIAL" of this Annual Report on Form 10-K.

As of December 31, 2018, certificates of deposit and other time deposits of $100,000 or more mature as follows:

(Dollars in Thousands)	Maturing 3 Months or Less	Maturing 3-6 Months	Maturing 6-12 Months	Maturing Over 12 Months	Total
Certificates of deposit and other time deposits	$95,247	$69,118	$292,728	$136,499	$593,592
Percent	16 %	12 %	49 %	23 %	100 %

RETURN ON EQUITY AND ASSETS

See the information regarding return on equity and assets presented within Part II: Item 6. SELECTED FINANCIAL DATA of this Annual Report on Form 10-K.

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SHORT-TERM BORROWINGS

Borrowings maturing in one year or less are included in the following table:

(Dollars in Thousands)	2018	2017	2016
Balance at December 31:			
Federal funds purchased	$104,000	$144,038	$120,349
Securities sold under repurchase agreements (short-term portion)	113,512	136,623	146,480
Federal Home Loan Bank advances (short-term portion)	113,712	171,391	167,068
Total short-term borrowings	$331,224	$452,052	$433,897

Securities sold under repurchase agreements are categorized as borrowings maturing within one year and are secured by U.S. Government-Sponsored Enterprise obligations, certain municipal securities and mortgage loans.

Pertinent information with respect to borrowings maturing in one year or less is summarized below:

(Dollars in Thousands)	2018	2017	2016
Weighted Average Interest Rate on Outstanding Balance at December 31:			
Federal funds purchased	1.7 %	0.9 %	0.7 %
Securities sold under repurchase agreements (short-term portion)	0.9 %	0.4 %	0.3 %
Federal Home Loan Bank advances (short-term portion)	1.5 %	1.5 %	0.9 %
Total short-term borrowings	1.4 %	0.9 %	0.6 %
Weighted Average Interest Rate During the Year:			
Federal funds purchased	1.9 %	1.2 %	0.7 %
Securities sold under repurchase agreements (short-term portion)	0.6 %	0.4 %	0.3 %
Federal Home Loan Bank advances (short-term portion)	2.0 %	1.3 %	1.5 %
Total short-term borrowings	1.4 %	0.9 %	0.6 %
Highest Amount Outstanding at Any Month End During the Year:			
Federal funds purchased	$124,911	$144,038	$120,349
Securities sold under repurchase agreements (short-term portion)	143,016	145,883	158,185
Federal Home Loan Bank advances (short-term portion)	211,800	207,061	167,068
Total short-term borrowings	$479,727	$496,982	$445,602
Average Amount Outstanding During the year:			
Federal funds purchased	$36,873	$47,078	$15,387
Securities sold under repurchase agreements (short-term portion)	124,762	134,401	145,379
Federal Home Loan Bank advances (short-term portion)	137,499	152,452	65,789
Total short-term borrowings	$299,134	$333,931	$226,555

ITEM 1A. RISK FACTORS

RISK FACTORS

There are a number of factors, including those specified below, that may adversely affect the Corporation's business, financial results or stock price. Additional risks that the Corporation currently does not know about or currently views as immaterial may also impair the Corporation's business or adversely impact its financial results or stock price.

INDUSTRY AND CORPORATE RISK FACTORS

- The Corporation's business and financial results are significantly affected by general business and economic conditions.

The Corporation's business activities and earnings are affected by general business conditions in the United States and abroad. These conditions include short-term and long-term interest rates, inflation, monetary supply, fluctuations in both debt and equity capital markets, and the strength of the United States economy and the state and local economies in which the Corporation operates. The Corporation's offices are primarily located in central and northern Indiana, northeast Illinois and central Ohio. Worsening economic conditions in our market areas could negatively impact the financial condition, results of operations and stock price of the Corporation. For example, a prolonged economic downturn, increases in unemployment, or other events that affect household and/or corporate incomes could result in deterioration of credit quality, an increase in the allowance for loan losses, or reduced demand for loan or fee-based products and services. Changes in the financial performance and condition of the Corporation's borrowers could negatively affect repayment of those borrowers' loans. In addition, changes in securities market conditions and monetary fluctuations could adversely affect the availability and terms of funding necessary to meet the Corporation's liquidity needs.

- Changes in the domestic interest rate environment could reduce the Corporation's net interest income as well as the valuation of assets and liabilities.

The operations of financial institutions, such as the Corporation, are dependent to a large degree on net interest income, which is the difference between interest income from loans and investments and interest expense on deposits and borrowings. An institution's net interest income is significantly affected by market rates of interest, which in turn are affected by prevailing economic conditions, by the fiscal and monetary policies of the federal government and by the policies of various regulatory agencies. In addition to affecting profitability, changes in interest rates can impact the valuation of assets and liabilities. For example, changes in reference rates linked to financial instruments, such as the London Interbank Offered Rate (LIBOR), may adversely affect the value of financial instruments the Corporation holds or issues and related net interest income. Rate changes can also affect the ability of borrowers to meet obligations under variable or adjustable rate loans which in turn affect loss rates on those assets. Also, the demand for interest rate based products and services, including loans and deposit accounts, may decline resulting in the flow of funds away from financial institutions into direct investments. Direct investments, such as U.S. Government and corporate securities and other investment vehicles, including mutual funds, generally pay higher rates of return than financial institutions, because of the absence of federal insurance premiums and reserve requirements.

- Changes in the laws, regulations and policies governing banks and financial services companies could alter the Corporation's business environment and adversely affect operations.

The Board of Governors of the Federal Reserve System regulates the supply of money and credit in the United States. Its fiscal and monetary policies determine in a large part the Corporation’s cost of funds for lending and investing and the return that can be earned on those loans and investments, both of which affect the Corporation’s net interest margin. Federal Reserve Board policies can also materially affect the value of financial instruments that the Corporation holds, such as debt securities. The Corporation and the Bank are heavily regulated at the federal and state levels. This regulation is to protect depositors, federal deposit insurance funds and the banking system as a whole. Congress and state legislatures and federal and state agencies continually review banking laws, regulations and policies for possible changes. After the Great Recession, efforts to promote the safety and soundness of financial institutions, financial market stability, the transparency and liquidity of financial markets, and consumer and investor protection resulted in increased regulation in the financial services industry. Regulatory agencies have intensified their examination practices and enforcement of laws and regulations. Compliance with regulations and other supervisory initiatives could increase the Corporation’s expenses and reduce revenues by limiting the types of financial services and products that the Corporation offers and/or increasing the ability of non-banks to offer competing financial services and products. See a description of recent legislation in the “REGULATION AND SUPERVISION OF FIRST MERCHANTS CORPORATION AND SUBSIDIARIES” section of Item 1: Business of this Annual Report on Form 10-K.

The banking industry, as well as the broader economy, may be subject to new legislation, regulation, and government policy. Future legislation, regulation, and government policy could affect the banking industry as a whole, including our business and results of operations, in a way that cannot accurately be predicted. In addition, our financial condition and 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.

Certain regulations require the Corporation to maintain certain capital ratios, such as the ratio of Tier 1 capital to risk-based assets. Both the Dodd-Frank Act, which reformed the regulation of financial institutions in a comprehensive manner, and the Basel III regulatory capital reforms, which increase both the amount and quality of capital that financial institutions must hold, impact capital requirements. If the Corporation is unable to satisfy these heightened regulatory capital requirements, due to a decline in the value of the loan portfolio or otherwise, raising additional capital or disposing of assets could be required. Additional capital could be raised by selling additional shares of common stock, or securities convertible into or exchangeable for common stock, which could significantly dilute the ownership percentages of stockholders and cause the market price of our common stock to decline. Events or circumstances in the capital markets generally may increase capital costs and impair the ability to raise capital at any given time. Disposal of assets cannot guarantee disposal at prices appropriate for the disposition, and future operating results could be negatively affected.

- The Corporation may be subject to heightened regulatory requirements when the Corporation exceeds $10 billion in assets.

Based on the Corporation's organic growth rates and growth due to potential future acquisitions, the Corporation's total consolidated assets may exceed $10 billion in 2019. Upon crossing that threshold, the Corporation will likely be subject to increased regulatory scrutiny and additional expectations imposed by the Dodd-Frank Act. The increased regulatory scrutiny will come from the examination of compliance with federal consumer protection laws by the Consumer Financial Protections Bureau (CFPB). The CFPB's examination practices are evolving and it is uncertain how it might impact the Corporation. Currently, our bank is subject to regulations adopted by the CFPB, but the FDIC is primarily responsible for examining our bank's compliance with consumer protection laws and those CFPB regulations. The Durbin Amendment imposes limits on interchange fees paid by merchants to banks whose assets exceed $10 billion when debit cards are used as payment. These limits are expected to materially reduce the Corporation's fee income. Compliance with the standards could increase the Corporation's operational costs. Our regulators may also consider our preparation for compliance with these regulatory requirements when examining our operations generally or considering any request for regulatory approval we may make.

- Our FDIC insurance premiums may increase, and special assessments could be made, which might negatively impact our results of operations.

High levels of insured institution failures, as a result of the last recession, significantly increased losses to the Deposit Insurance Fund of the FDIC. Further, the Dodd-Frank Act mandated the FDIC to increase the level of its reserves for future losses in its Deposit Insurance Fund. Since the Deposit Insurance Fund is funded by premiums and assessments paid by insured banks, our FDIC insurance premium could increase in future years depending upon the FDIC's actual loss experience, changes in the Bank's financial condition or capital strength, and future conditions in the banking industry. In addition, once we exceed $10 billion in assets, the method for calculating the Bank's FDIC assessment will change and we expect that such assessment will increase as a result. See the "Deposit Insurance" section of "REGULATION AND SUPERVISION OF FIRST MERCHANTS CORPORATION AND SUBSIDIARIES" under this Item 1. Business for additional information.

- The banking and financial services industry is highly competitive, and competitive pressures could intensify and adversely affect the Corporation's financial results.

The Corporation operates in a highly competitive industry that could become even more competitive as a result of legislative, regulatory and technological changes and continued consolidation. The Corporation competes with other banks, savings and loan associations, mutual savings banks, finance companies, mortgage banking companies, credit unions and investment companies. In addition, technology has lowered barriers to entry and made it possible for non-banks to offer products and services traditionally provided by banks. Many of the Corporation's competitors have fewer regulatory constraints and some have lower cost structures allowing them to aggressively price their products. In December 2016,
the OCC announced its intent to make special purpose national bank charters available to financial technology companies. The agency published a paper discussing issues related to chartering special purpose national banks and solicited public comment to help guide its approach to financial innovation. Such pressures make it more difficult for the Corporation to attract and retain customers across its business lines. Also, the demands of adapting to industry changes in technology and systems, on which the Corporation and financial services industry are highly dependent, could present operational issues and require capital spending.

- The Corporation's allowance for loan losses may not be adequate to cover actual losses.

The Corporation maintains an allowance for loan losses to provide for loan defaults and non-performance. The allowance for loan losses represents management's estimate of probable losses inherent in the Corporation's loan portfolio. The Corporation's allowance consists of three components: probable losses estimated from individual reviews of specific loans, probable losses estimated from historical loss rates, and probable losses resulting from economic, environmental, qualitative or other deterioration above and beyond what is reflected in the first two components of the allowance. The process for determining the adequacy of the allowance for loan losses is critical to the Corporation's financial results. It requires management to make difficult, subjective and complex judgments, as a result of the need to make estimates about the effect of matters that are uncertain. Therefore, the allowance for loan losses, considering current factors at the time, including economic conditions and ongoing internal and external examination processes, will increase or decrease as deemed necessary to ensure the allowance for loan losses remains adequate. In addition, the allowance as a percentage of charge-offs and nonperforming loans will change at different points in time based on credit performance, loan mix and collateral values.

- The Corporation may suffer losses in its loan portfolio despite its underwriting practices.

The Corporation seeks to mitigate the risks inherent in its loan portfolio by adhering to specific underwriting practices. The Corporation's strategy for credit risk management includes conservative credit policies and underwriting criteria for all loans, as well as an overall credit limit for each customer significantly below legal lending limits. The strategy also emphasizes diversification on a regional geographic, industry and customer level, regular credit quality reviews and management reviews of large credit exposures and loans experiencing deterioration of credit quality. There is a continuous review of the loan portfolio, including an internally administered loan "watch" list and an independent loan review. The evaluation takes into consideration identified credit problems, as well as the possibility of losses inherent in the loan portfolio that are not specifically identified. Although the Corporation believes that its underwriting criteria are appropriate for the various kinds of loans it makes, the Corporation may incur losses on loans due to the factors previously discussed.

- The Corporation's wholesale funding sources may prove insufficient to replace deposits or support future growth.

As part of the Corporation's liquidity management, a number of funding sources are used, including core deposits and repayments and maturities of loans and investments. Sources also include brokered certificates of deposit, repurchase agreements, federal funds purchased and FHLB advances. Negative operating results or changes in industry conditions could lead to an inability to replace these additional funding sources at maturity. The Corporation's financial flexibility could be constrained if we are unable to maintain access to funding or if adequate financing is not available to accommodate future growth at acceptable interest rates. Finally, if the Corporation is required to rely more heavily on more expensive funding sources to support future growth, revenues may not increase proportionately to cover the costs. In this case the Corporation's results of operations and financial condition would be negatively affected.

- The Corporation relies on dividends from its subsidiaries for its liquidity needs.

The Corporation is a separate and distinct legal entity from its bank and non-bank subsidiaries. The Corporation receives substantially all of its cash from dividends paid by its subsidiaries. These dividends are the principal source of funds to pay dividends on the Corporation’s stock and interest and principal on its debt. Various federal and state laws and regulations limit the amount of dividends that the bank subsidiaries may pay to the Corporation.

- Acquisitions may not produce revenue enhancements or cost savings at levels or within timeframes originally anticipated and may result in unforeseen integration difficulties.

The Corporation regularly explores opportunities to acquire banks, financial institutions, or other financial services businesses or assets. The Corporation cannot predict the number, size or timing of acquisitions. Difficulty in integrating an acquired business or company may cause the Corporation not to realize expected revenue increases, cost savings, increases in geographic or product presence, and/or other projected benefits from the acquisition. The integration could result in higher than expected deposit attrition (run-off), loss of key employees, disruption of the Corporation’s business or the business of the acquired company, or otherwise adversely affect the Corporation’s ability to maintain relationships with customers and employees or achieve the anticipated benefits of the acquisition. Also, the negative effect of any divestitures required by regulatory authorities in acquisitions or business combinations may be greater than expected. The Corporation may also issue equity securities in connection with acquisitions, which could cause ownership and economic dilution to current stockholders.

- The Corporation faces operational risks because the nature of the financial services business involves a high volume of transactions.

The Corporation operates in diverse markets and relies on the ability of its employees and systems to process a high number of transactions. Operational risk is the risk of loss resulting from the Corporation’s operations, including, but not limited to, the risk of fraud by employees or persons outside of the Corporation, the execution of unauthorized transactions by employees, errors relating to transaction processing and technology, breaches of the internal control system and compliance requirements and business continuation and disaster recovery. This risk of loss also includes the potential legal actions that could arise as a result of an operational deficiency or as a result of noncompliance with applicable regulatory standards, adverse business decisions or their implementation, and customer attrition due to potential negative publicity. In the event of a breakdown in the internal control system, improper operation of systems or improper employee actions, the Corporation could suffer financial loss, face regulatory action and suffer damage to its reputation.

- A disaster, natural or otherwise, acts of terrorism and political or military actions taken by the United States or other governments could adversely affect the Corporation’s business, directly or indirectly.

Disasters (such as tornadoes, floods, and other severe weather conditions, pandemics, fires, and other catastrophic accidents or events) and terrorist activities and the impact of these occurrences cannot be predicted. Such occurences could harm the Corporation’s operations and financial condition directly through interference with communications and through the destruction of facilities and operational, financial and management information systems and/or indirectly by adversely affecting economic and industry conditions. These events could prevent the Corporation from gathering deposits, originating loans and processing and controlling its flow of business by affecting borrowers, depositors, suppliers or other counterparties. The Corporation’s ability to mitigate the adverse impact these occurrences would depend in part on the Corporation’s business continuity planning, the ability to anticipate any such event occurring, the preparedness of national or regional emergency responders, and continuity planning of parties the Corporation deals with.

- Cyber incidents and other security breaches at the Corporation, its service providers or counterparties, or in the business community or markets may negatively impact the Corporation’s business or performance.

In the ordinary course of its business, the Corporation collects, stores, and transmits sensitive, confidential, or proprietary data and other information, including intellectual property, business information, funds-transfer instructions, and the personally identifiable information of its customers and employees. The secure processing, storage, maintenance, and transmission of this information is critical to the Corporation’s operations and reputation, and if any of this information were mishandled, misused, improperly accessed, lost, or stolen or if the Corporation’s operations were disrupted, the Corporation could suffer significant financial, business, reputational, regulatory, or other damage. For example, despite security measures, the Corporation’s information technology and infrastructure may be breached through cyber-attacks, computer viruses or malware, pretext calls, electronic phishing, or other means. These risks and uncertainties are rapidly evolving and increasing in complexity, and the Corporation’s failure to effectively mitigate them could negatively impact its business and operations.

Service providers and counterparties also present a source of risk to the Corporation if their own security measures or other systems or infrastructure were to be breached or otherwise fail. Likewise, a cyber-attack or other security breach affecting the business community, the markets, or parts of them may cycle or cascade through the financial system and adversely affect the Corporation or its service providers or counterparties. Many of these risks and uncertainties are beyond the Corporation’s control.

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Even when an attempted cyber incident or other security breach is successfully avoided or thwarted, the Corporation may need to expend substantial resources in doing so, may be required to take actions that could adversely affect customer satisfaction or behavior, and may be exposed to reputational damage. If a breach were to occur, moreover, the Corporation could be exposed to contractual claims, regulatory actions, and litigation by private plaintiffs, and would additionally suffer reputational harm. Despite the Corporation’s efforts to safeguard the integrity of systems and controls and to manage third-party risk, the Corporation may not be able to anticipate or implement effective measures to prevent all security breaches or all risks to the sensitive, confidential, or proprietary information that it or its service providers or counterparties collect, store, or transmit. In addition, the Corporation may not have adequate insurance coverage to compensate for losses from a cyber incident or other security breach.

- The Corporation continually encounters technological change.

The financial services industry is continually undergoing rapid technological change with frequent introductions of new technology-driven products and services. The effective use of technology increases efficiency and enables the financial institutions to better serve customers to reduce costs. The Corporation's future success depends, in part, upon its ability to address customer needs by using technology to provide products and services that will satisfy customer demands, as well as to create additional efficiencies in the Corporation's operations. The Corporation may not be able to effectively implement new technology-driven products and services or be successful in marketing these products and services to its customers. Failure to successfully keep pace with technological changes affecting the financial services industry could negatively affect the Corporation's growth, revenue and profit. In addition, the Corporation relies upon the expertise and support of third-party service providers to help implement, maintain and/or service certain of its core technology solutions. If the Corporation cannot effectively manage these service providers, the service parties fail to materially perform, or the Corporation was to falter in any of the other noted areas, its business or performance could be negatively impacted.

- The Corporation’s controls and procedures may fail or be circumvented.

Management regularly reviews and updates the Corporation’s 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 system are met. Any failure or circumvention of the Corporation’s controls and procedures or failure to comply with regulations related to controls and procedures could have a material adverse effect on our results of operations and financial condition.

- The Corporation’s methods of reducing risk exposure may not be effective.

The Corporation maintains a comprehensive risk management program designed to identify, quantify, manage, mitigate, monitor, aggregate, and report risks. However, instruments, systems and strategies used to hedge or otherwise manage exposure to various types of credit, market, liquidity, operational, compliance, financial reporting and strategic risks could be less effective than anticipated. As a result, the Corporation may not be able to effectively mitigate its risk exposures in particular market environments or against particular types of risk, which could have a material adverse effect on our results of operations and financial condition.

- The Corporation’s reported financial results depend on management’s selection of accounting methods and certain assumptions and estimates.

The Corporation's accounting policies and methods are fundamental to how it records and reports its financial condition and results of operations. The Corporation's management must exercise judgment in selecting and applying many of these accounting policies and methods, so they comply with GAAP and reflect management's judgment of the most appropriate manner to report the Corporation's financial condition and results. In some cases, management must select the accounting policy or method to apply from two or more alternatives, any of which might be reasonable under the circumstances yet might result in the Corporation reporting materially different results than would have been reported under a different alternative. Certain accounting policies are critical to presenting the Corporation's financial condition and results, and require management to make difficult, subjective or complex judgments about matters that are uncertain. Materially different amounts could be reported under different conditions or using different assumptions or estimates. These critical accounting policies include: the allowance for loan losses; the valuation of investment securities; the valuation of goodwill and intangible assets; pension accounting; and the accounting related to acquisitions. Because of the uncertainty of estimates involved in these matters, the Corporation may be required to do one or more of the following: significantly increase the allowance for loan losses and/or sustain loan losses that are significantly higher than the reserve provided; recognize significant provision for impairment of its investment securities; recognize significant impairment on its goodwill and intangible assets; significantly increase its pension liability; or modify the purchase price allocation of an acquisition. As part of its function of assisting the Corporation's Board of Directors in discharging its responsibility of ensuring all types of risk to the organization are properly being managed, mitigated and monitored by management, the Audit Committee of the Board of Directors oversees management's accounting policies and methods. For more information, refer to NOTE 1. NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES of the Notes to Consolidated Financial Statements included in Item 8 of this Annual Report on Form 10-K.

- A write-down of all or part of the Corporation's goodwill could materially reduce its net income and net worth.

At December 31, 2018, the Corporation had goodwill of $445,355,000 recorded on its consolidated balance sheet. Under ASC 350, Intangibles – Goodwill and Other, the Corporation is required to evaluate goodwill for impairment on an annual basis, as well as on an interim basis, if events or changes indicate that the asset may be impaired. An impairment loss must be recognized for any excess of carrying value over the fair value of goodwill. The fair value is determined based on internal valuations using management's assumptions of future growth rates, future attrition, discount rates, multiples of earnings or other relevant factors. The resulting estimated fair value could result in material write-downs of goodwill and recording of impairment losses. Such a write-down could materially reduce the Corporation's net income and overall net worth. The Corporation also cannot predict the occurrence of certain future events that might adversely affect the fair value of goodwill. Such events include, but are not limited to, strategic decisions made in response to economic and competitive conditions, the effect of the economic environment on the Corporation's customer base, or a material negative change in its relationship with significant customers.

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- Changes in accounting standards could materially impact the Corporation’s financial statements.

From time to time, the Financial Accounting Standards Board changes the financial accounting and reporting standards that govern the preparation of the Corporation’s financial statements. These changes can be hard to predict and can materially impact how the Corporation records and reports its financial condition and results of operations. In some cases, the Corporation could be required to apply a new or revised standard retroactively; resulting in the restatement of prior period financial statements.

- Changes in tax legislation could materially impact the Corporation’s business and financial results.

From time to time, the U.S government or State governments where the Corporation has tax nexus can enact tax legislation that may have a material effect on the Corporation's business and financial results. On December 22, 2017, the U.S. government enacted tax reform legislation commonly referred to as the Tax Cuts and Jobs Act ("TCJA") which made significant changes to the Internal Revenue Code of 1986, as amended. The new legislation, among other things, makes significant changes to the rules applicable to the taxation of corporations, such as changing the corporate tax rate to 21 percent, modifying the rules regarding limitations on certain deductions for executive compensation, introducing a capital investment deduction in certain circumstances, placing certain limitations on the interest deduction, modifying the rules regarding the usability of net operating losses, and puts into effect the migration to a territorial system of taxation. ASC 740, Income Taxes, requires the impact of tax legislation to be recognized in the accounting period the legislation is signed into law. As such, the $5.1 million impact of revaluing the Corporation's deferred tax assets and liabilities has been recorded in income tax expense as of December 31, 2017.

- Future impacts of the TCJA on the Corporation and its customers are unknown at present, creating uncertainty and risk related to demand for credit and the Corporation’s future results.

Increased economic activity resulting from the TCJA’s lower tax rates on businesses, generally, could encourage additional borrowing. However, some customers may use the additional cash flow from lower taxes to fund existing levels of activity and, as a result, decreasing their borrowing needs. The elimination of the federal income tax deductibility of business interest expense for a significant number of our customers effectively increases the cost of borrowing and makes equity or hybrid funding relatively more attractive. This could have a long-term negative impact on business customer borrowing. While our 2018 net income was positively impacted by the TCJA, there is no guarantee that our future results will benefit similarly. Some or all of the benefits realized in 2018 could be lost to the extent that the banks and financial services companies we compete with elect to lower interest rates and fees and we must do the same in order to remain competitive. Additionally, the benefits from the TCJA could be repealed as a result of future regulatory actions. As a result of these uncertainties, there is no assurance that we will realize the anticipated continued benefits of the TCJA in the future.

- Significant legal actions could subject the Corporation to substantial uninsured liabilities.

The Corporation is from time to time subject to claims related to its operations. These claims and legal actions, including supervisory actions by the Corporation’s regulators, could involve large monetary claims and significant defense costs. To protect itself from the cost of these claims, the Corporation maintains insurance coverage in amounts and with deductibles that it believes are appropriate for its operations. However, the Corporation’s insurance coverage may not cover all claims against the Corporation or continue to be available to the Corporation at a reasonable cost. As a result, the Corporation may be exposed to substantial uninsured liabilities, which could adversely affect the Corporation’s results of operations and financial condition.

• Negative publicity could damage the Corporation’s reputation and adversely impact its business and financial results.

Reputation risk, or the risk to the Corporation’s earnings and capital from negative publicity, is inherent in the Corporation’s business. Negative publicity can result from the Corporation’s actual or alleged conduct in any number of activities, including lending practices, corporate governance and acquisitions, and actions taken by government regulators and community organizations in response to those activities. Negative publicity can adversely affect the Corporation’s ability to keep and attract customers and can expose the Corporation to litigation and regulatory action. Although the Corporation takes steps to minimize reputation risk in dealing with customers and other constituencies, the Corporation is inherently exposed to this risk.

• The Corporation may not be able to pay dividends in the future in accordance with past practice.

The Corporation has traditionally paid a quarterly dividend to common stockholders. The payment of dividends is subject to legal and regulatory restrictions. Any payment of dividends in the future will depend, in large part, on the Corporation’s earnings, capital requirements, financial condition and other factors considered relevant by the Corporation’s Board of Directors.

• The Corporation’s stock price can be volatile.

The Corporation’s stock price can fluctuate widely in response to a variety of factors, including: actual or anticipated variations in the Corporation’s quarterly operating results; recommendations by securities analysts; significant acquisitions or business combinations; strategic partnerships, joint ventures or capital commitments; operating and stock price performance of other companies that investors deem comparable to the Corporation; new technology used or services offered by the Corporation’s competitors; news reports relating to trends, concerns and other issues in the banking and financial services industry, and changes in government regulations. General market fluctuations, industry factors and general economic and political conditions and events, including terrorist attacks, economic slowdowns or recessions, interest rate changes, credit loss trends or currency fluctuations, could also cause the Corporation’s stock price to decrease, regardless of the Corporation’s operating results.

ITEM 1B. UNRESOLVED STAFF COMMENTS.

None.

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PART I: ITEM 2., ITEM 3. AND ITEM 4.

ITEM 2. PROPERTIES.

The headquarters of the Corporation and the Bank is located at 200 East Jackson Street, Muncie, Indiana. The building is owned by the Bank.

The Bank conducts business through numerous facilities owned and leased. Of the 116 banking offices operated by the Bank, 96 are owned and 20 are leased from non-affiliated third parties.

None of the properties owned by the Corporation are subject to any major encumbrances. The net investment of the Corporation and subsidiaries in real estate and equipment at December 31, 2018 was $93,420,000.

ITEM 3. LEGAL PROCEEDINGS.

There are no pending legal proceedings, other than litigation incidental to the ordinary course of business of the Corporation and its subsidiaries, of a material nature to which the Corporation or its subsidiaries is a party, or of which any of their properties are subject. Further, there are no material legal proceedings in which any director, officer, principal shareholder, or affiliate of the Corporation, or any associate of any such director, officer or principal shareholder, is a party, or has a material interest, adverse to the Corporation or any of its subsidiaries.

None of the routine legal proceedings, individually or in the aggregate, in which the Corporation or its affiliates are involved are expected to have a material adverse impact on the financial position or the results of operations of the Corporation.

ITEM 4. MINE SAFETY DISCLOSURES.

Not applicable.

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SUPPLEMENTAL INFORMATION

SUPPLEMENTAL INFORMATION - EXECUTIVE OFFICERS OF THE REGISTRANT

The names, ages, and positions with the Corporation and the Bank of all executive officers of the Corporation and all persons chosen to become executive officers are listed below. The officers are elected by the Board of Directors of the Corporation for a term of one year or until the election of their successors. There are no arrangements between any officer and any other person pursuant to which he or she was selected as an officer.

Michael C. Rechin, 60, President and Chief Executive Officer, Corporation
President and Chief Executive Officer of the Corporation since April 2007; Chief Operating Officer of the Corporation from November 2005 to April 2007; Executive Vice President, Corporate Banking National City Bank from 1995 to November 2005.

Mark K. Hardwick, 48, Executive Vice President and Chief Financial Officer and Chief Operating Officer, Corporation
Executive Vice President and Chief Financial Officer and Chief Operating Officer of the Corporation since May 2016; Executive Vice President and Chief Financial Officer of the Corporation since December 2005; Senior Vice President and Chief Financial Officer of the Corporation from April 2002 to December 2005; Corporate Controller of the Corporation from November 1997 to April 2002.

Michael J. Stewart, 53, Executive Vice President and Chief Banking Officer, Corporation
Executive Vice President and Chief Banking Officer of the Corporation since February 2008; Executive Vice President from December 2006 to February 2008 of National City Corp; Executive Vice President and Chief Credit Officer of National City Bank of Indiana from December 2002 to December 2006.

John J. Martin, 52, Executive Vice President and Chief Credit Officer, Corporation
Executive Vice President and Chief Credit Officer of the Corporation since March 2013; Senior Vice President and Chief Credit Officer of the Corporation from June 2009 to March 2013; First Vice President and Deputy Chief Credit Officer of the Corporation from July 2008 to June 2009; First Vice President and Senior Manager of Lending Process of the Corporation from January 2008 to July 2008; Senior Vice President and Regional Senior Credit Officer of National City Bank from May 2000 to December 2007.

Stephan H. Fluhler, 50, Senior Vice President, Chief Information Officer, Corporation
Senior Vice President and Chief Information Officer of the Corporation since May 2014; Chief Technology Officer of the Corporation from 2004 to May 2014; Director of Technology Services and Change Management of the Corporation from December 2003 to 2004.

Jeffrey B. Lorentson, 55, Senior Vice President and Chief Risk Officer, Corporation
Senior Vice President and Chief Risk Officer of the Corporation since June 2007; Corporate Controller of First Indiana Bank from June 2006 to June 2007; First Vice President and Corporate Controller of the Corporation from 2003 to 2006; Vice President and Corporate Controller of the Corporation from 2002 to 2003.

Michele M. Kawiecki, 46, Senior Vice President and Director of Finance, Corporation
Senior Vice President and Director of Finance of the Corporation since March 2015; Senior Vice President of Capital Management and Assistant Treasurer of UMB Financial Corporation from May 2011 to March 2015; Director of Corporate Development and Enterprise Project Management at UMB Financial Corporation from May 2008 to May 2011; Chief Risk Officer at UMB Financial Corporation from February 2004 to May 2008.

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PART II

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

PERFORMANCE GRAPH

The following graph compares the cumulative 5-year total return to shareholders on First Merchants Corporation's common stock relative to the cumulative total returns of the Russell 2000 index, the SNL Bank $1B - $5B index, and the SNL Bank $5B - $10B index. The graph assumes that the value of the investment in the Corporation's common stock and in each of the indexes (including reinvestment of dividends) was $100 on December 31, 2013 and tracks it through December 31, 2018.

	Period Ending					
Index	12/31/2013	12/31/2014	12/31/2015	12/31/2016	12/31/2017	12/31/2018
First Merchants Corporation	$ 100.00	$ 101.52	$ 115.32	$ 174.19	$ 197.91	$ 164.41
Russell 2000	100.00	104.89	100.26	121.63	139.44	124.09
SNL Bank $5B-$10B	100.00	103.01	117.34	168.11	167.48	151.57

The stock price performance included in this graph is not necessarily indicative of future stock price performance.

COMMON STOCK LISTING

First Merchants Corporation common stock is traded on the NASDAQ Global Select Market System under the symbol FRME. At the close of business on February 20, 2019, the number of shares outstanding was 49,697,568. There were 3,959 stockholders of record on that date.

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PART II: ITEM 5. AND ITEM 6.

PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASES

The following table presents information relating to our purchases of equity securities during the three months ended December 31, 2018, as follows:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as part of Publicly announced Plans or Programs	Maximum Number of Shares that may yet be Purchased Under the Plans or Programs
October, 2018	103	$42.93		
November, 2018	232	$41.42		
December, 2018				

The shares were purchased in connection with the exercise of certain outstanding stock options and the vesting of certain restricted stock awards.

On February 9, 2016, the Board of Directors of the Corporation approved a stock repurchase program of up to $15 million of the outstanding shares of the Corporation's common stock. As of December 31, 2018, the Corporation has not made any purchases under the program. The program, which does not have a stated expiration date, may be discontinued at any time.

EQUITY COMPENSATION PLAN INFORMATION

The following table provides information about the Corporation's common stock that may be issued under equity compensation plans as of December 31, 2018.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercised price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensations plans (excluding securities reflected in first column)
Equity compensation plans approved by stockholders	76,300	$ 12.40	20,697
Total	76,300	$ 12.40	20,697

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PART II: ITEM 5. AND ITEM 6.

ITEM 6. SELECTED FINANCIAL DATA.

(Dollars in Thousands, Except Share Data)	2018	2017	2016	2015	2014
Operations (1) (2) (3) (4) (5)					
Net interest income fully taxable equivalent (FTE) basis	$349,589	$294,554	$240,014	$207,379	$194,958
Less tax equivalent adjustment	10,732	17,270	13,541	10,975	7,921
Net interest income	338,857	277,284	226,473	196,404	187,037
Provision for loan losses	7,227	9,143	5,657	417	2,560
Net interest income after provision for loan losses	331,630	268,141	220,816	195,987	184,477
Total other income	76,459	71,009	65,203	69,868	61,816
Total other expenses	219,951	205,556	177,359	174,806	164,008
Income before income tax expense	188,138	133,594	108,660	91,049	82,285
Income tax expense	28,999	37,524	27,609	25,665	22,123
Net income available to common stockholders	$159,139	$96,070	$81,051	$65,384	$60,162
Per Share Data					
Basic net income available to common stockholders	$3.23	$2.13	$1.99	$1.73	$1.66
Diluted net income available to common stockholders	3.22	2.12	1.98	1.72	1.65
Cash dividends paid - common	0.84	0.69	0.54	0.41	0.29
December 31 book value - common	28.53	26.51	22.04	20.91	19.29
December 31 tangible book value - common (6)	19.12	16.96	15.85	14.68	13.65
December 31 market value (bid price) - common	34.27	42.06	37.65	25.42	22.75
Average Balances (1) (2) (3) (4) (5)					
Total assets	$9,689,057	$8,196,229	$6,899,265	$6,085,687	$5,571,354
Total loans (7)	6,997,771	5,881,284	4,814,005	4,179,839	3,730,080
Earning assets	8,736,367	7,335,702	6,180,050	5,464,829	4,985,338
Total deposits	7,569,482	6,368,751	5,438,217	4,806,503	4,363,955
Total stockholders' equity	1,343,861	1,110,524	884,664	753,724	675,295
Year-End Balances (1) (2) (3) (4) (5)					
Total assets	$9,884,716	$9,367,478	$7,211,611	$6,761,003	$5,824,127
Total loans (7)	7,229,245	6,758,415	5,142,574	4,703,716	3,932,100
Allowance for loan losses	80,552	75,032	66,037	62,453	63,964
Total deposits	7,754,593	7,172,530	5,556,498	5,289,647	4,640,694
Total stockholders' equity	1,408,260	1,303,463	901,657	850,509	726,827
Financial Ratios (1) (2) (3) (4) (5)					
Return on average assets	1.64 %	1.17 %	1.17 %	1.07 %	1.08 %
Return on average stockholders' equity	11.84	8.65	9.16	8.67	8.91
Average earning assets to average assets	90.17	89.50	89.58	89.80	89.48

Allowance for loan losses as % of total loans	1.11	1.11	1.28	1.33	1.63
Dividend payout ratio	26.09	32.55	27.27	23.84	17.58
Average stockholders' equity to average assets	13.87	13.55	12.82	12.39	12.12
Tax equivalent yield on earning assets	4.79	4.53	4.32	4.25	4.35
Cost of supporting liabilities	0.79	0.51	0.43	0.45	0.44
Net interest margin on earning assets	4.00	4.02	3.89	3.80	3.91

(1) Effective November 7, 2014, the Corporation acquired 100 percent of Community. Community was headquartered in Noblesville, Indiana and had 10 banking centers serving central Indiana. Pursuant to the merger agreement, each outstanding share of common stock of Community was converted into the right to receive either (a) 4.0926 shares of First Merchants' common stock, plus cash in lieu of fractional shares; or (b) $85.94 in cash, based upon shareholder elections. The Corporation paid $14.2 million in cash and issued approximately 1.6 million shares of common stock, valued at $35.0 million, for a total purchase price of approximately $49.2 million.

(2) Effective April 17, 2015, the Corporation acquired 100 percent of C Financial. C Financial was headquartered in Columbus, Ohio and had 6 full service banking centers serving the Columbus, Ohio market. Pursuant to the merger agreement, shareholders of C Financial received $6.738 in cash for each share of C Financial stock held, resulting in a total purchase price of $14.5 million.

(3) Effective December 31, 2015, the Corporation acquired 100 percent of Ameriana. Ameriana was headquartered in New Castle, Indiana and had 13 full service banking centers in east central and central Indiana. Pursuant to the merger agreement, shareholders of Ameriana received .9037 shares of the Corporation's common stock for each share of Ameriana Bancorp common stock held. The Corporation issued approximately 2.8 million shares of common stock, which was valued at approximately $70.4 million.

(4) Effective May 19, 2017, the Corporation acquired 100 percent of Arlington Bank. Arlington Bank was headquartered in Columbus, Ohio and had 3 full service banking centers serving the Columbus, Ohio market. Pursuant to the merger agreement, each Arlington Bank shareholder received 2.7245 shares of the Corporation's common stock for each outstanding share of Arlington Bank common stock held. The Corporation issued approximately 2.1 million shares of common stock, which was valued at approximately $82.6 million. The details of the acquisition can be found in NOTE 2. ACQUISITIONS of the Notes to Consolidated Financial Statements included in Item 8 of this Annual Report on Form 10-K.

(5) On November 21, 2016, the Corporation purchased 495,112 shares, or 12.1 percent, of IAB's outstanding common stock from an IAB shareholder for $19.8 million. Effective July 14, 2017, the Corporation acquired the remaining shares of IAB common stock. IAB was headquartered in Fort Wayne, Indiana and had 16 full service banking centers serving the Fort Wayne, Indiana market. Pursuant to the merger agreement, each IAB shareholder received 1.653 shares of the Corporation's common stock for each outstanding share of IAB common stock held. The Corporation issued approximately 6.0 million shares of common stock. The transaction value for the remaining shares of common stock, not owned by the Corporation, was approximately $238.8 million, resulting in a total purchase price of $258.6 million. The details of the acquisition can be found in NOTE 2. ACQUISITIONS of the Notes to Consolidated Financial Statements included in Item 8 of this Annual Report on Form 10-K.

(6) Non-GAAP reconciliation can be found in the “Capital” section of Management’s Discussion and Analysis of Financial Condition and Results of Operations included as Item 7 of this Annual Report on Form 10-K.

(7) Includes loans held for sale.

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

CRITICAL ACCOUNTING POLICIES

Generally accepted accounting principles require management to apply significant judgment to certain accounting, reporting and disclosure matters. Management must use assumptions and estimates to apply those principles where actual measurement is not possible or practical. The judgments and assumptions made are based upon historical experience or other factors that management believes to be reasonable under the circumstances. Because of the nature of the judgments and assumptions, actual results could differ from estimates, which could have a material effect on our financial condition and results of operations. For a complete discussion of the Corporation’s significant accounting policies, see NOTE 1. NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES of the Notes to Consolidated Financial Statements included in Item 8 of this Annual Report on Form 10-K.

The following policies materially affect our reported earnings and financial condition and require significant judgments and estimates. Management has reviewed these critical accounting estimates and related disclosures with our Audit Committee.

Investment Securities

Available for sale securities are recorded at fair value on a recurring basis with the unrealized gains and losses, net of applicable income taxes, recorded in other comprehensive income. Realized gains and losses are recorded in earnings and the prior fair value adjustments are reclassified within stockholders' equity. Gains and losses on sales of securities are determined on the specific-identification method. Amortization of premiums and accretion of discounts are recorded as interest income from securities.

Available for sale and held to maturity securities are evaluated for OTTI at least on a quarterly basis, and more frequently when economic or market conditions warrant such an evaluation. In determining OTTI, management considers many factors, including: (1) the length of time and the extent to which the fair value has been less than cost, (2) the financial condition and near term prospects of the issuer, (3) whether the market decline was affected by macroeconomic conditions, and (4) whether the Corporation has the intent to sell the debt security or more likely than not, will be required to sell the debt security before its anticipated recovery. The assessment of whether an other-than-temporary decline exists involves a high degree of subjectivity and judgment and is based on the information available to management at a point in time.

When OTTI occurs, the amount of OTTI recognized in the income statement depends on whether the Corporation intends to sell the security or it is more likely than not that the Corporation will be required to sell the security before recovery of its amortized cost basis, less any recognized credit loss. If the intent is to sell, or it is more likely than not that the Corporation will be required to sell the security before recovery of its amortized cost basis, less any recognized credit loss, the OTTI shall be recognized in earnings equal to the entire difference between the investment’s amortized cost basis, less any recognized credit loss, and its fair value at the balance sheet date. If the intent is not to sell the security and it is not more likely than not that the Corporation will be required to sell the security before the recovery of its amortized cost basis less any recognized credit loss, the OTTI has been separated into the amount representing the credit loss and the amount related to all other factors. The amount of the total OTTI related to the credit loss is determined based on the present value of cash flows expected to be collected and is recognized in earnings. The amount of the total OTTI related to other factors is recognized in other comprehensive income, net of applicable income taxes. The previous amortized cost basis less the OTTI recognized in earnings becomes the new amortized cost basis of the investment.

Held to maturity securities are classified as held to maturity when the Corporation has the positive intent and ability to hold the securities to maturity. Securities held to maturity are carried at amortized cost. For held to maturity debt securities, the amount of an OTTI recorded in other comprehensive income for the noncredit portion of a previous other-than-temporary impairment is amortized prospectively over the remaining life of the security on the basis of the timing of future estimated cash flows of the security.

Loans

The Corporation's loan portfolio is carried at the principal amount outstanding, net of unearned income and principal charge-offs. Certain non-accrual, substantially delinquent and renegotiated loans classified as troubled debt restructures may be considered to be impaired in accordance with ASC 310, Receivables. Under ASC 310-10, a loan is impaired when, based on current information or events, it is probable all amounts due (principal and interest) according to the contractual terms of the loan agreement are uncollectible. Renegotiated consumer loans classified as troubled debt restructures are considered to be impaired. In applying the provisions of ASC 310-10, the Corporation considers all other investments in one-to-four family residential loans and consumer installment loans to be homogeneous and therefore excluded from separate identification for evaluation of impairment. Impaired loans are carried at the fair value of collateral if the loan is collateral dependent, or the present value of estimated future cash flows using the loan's existing rate. A portion of the allowance for loan losses is allocated to impaired loans if the value of such loans is deemed to be less than the unpaid balance. If these allocations cause the allowance for loan losses to increase, such increase is reported as a component of the provision for loan losses. Loan losses are charged against the allowance when management believes the uncollectability of the loan is confirmed. The valuation would be considered Level 3, consisting of appraisals of underlying collateral and discounted cash flow analysis.

Interest income is accrued on the principal balances of loans. The accrual of interest is discontinued on a loan when, in management's opinion, the borrower may be unable to meet payments as they become due. When the interest accrual is discontinued, all unpaid accrued interest is reversed against earnings when considered uncollectible. Interest income accrued in the prior year, if any, is charged to the allowance for loan losses. Interest income is subsequently recognized only to the extent cash payments are received and the loan is returned to accruing status. Certain loan fees and direct costs are being deferred and amortized as an adjustment of yield on the loans.

Loan commitments and letters-of-credit generally have short-term, variable-rate features and contain clauses which limit the exposure to changes in customer credit quality. Accordingly, their carrying values, which are immaterial at the respective balance sheet dates, are reasonable estimates of fair value.

Loans Acquired in Business Combinations

Loans acquired in a business combination with evidence of credit deterioration since origination and for which it is probable that all contractually required payments will not be collected are considered to be purchased credit impaired. Evidence of credit quality deterioration as of purchase dates may include information such as past-due and nonaccrual status, borrower credit risk grade and recent loan to value percentages. Purchased credit-impaired loans are accounted for under the accounting guidance for loans and debt securities acquired with deteriorated credit quality (ASC 310-30). These loans are initially measured at fair value based upon expected cash flows without anticipation of prepayments and includes estimated future credit losses expected to be incurred over the life of the loans. As a result, related discounts are recognized subsequently through accretion based on the expected cash flows of the acquired loans. For purposes of applying ASC 310-30, loans acquired in business combinations are individually evaluated for the initial fair value measurement. Accordingly, allowances for credit losses related to these loans are not carried over at the acquisition date.

The difference between contractually required payments and the cash flows expected to be collected at acquisition is referred to as the nonaccretable portion of the fair value discount or premium. The accretable portion of the fair value discount or premium is the difference between the expected cash flows and the net present value of expected cash flows, with such difference accreted into earnings over the term of the loans. Acquired loans not accounted for under ASC 310-30 are accounted for under ASC 310-20, which allows the fair value adjustment to be accreted into income over the remaining life of the loans.

Allowance for Loan Losses

The allowance for loan losses is maintained to absorb losses inherent in the loan portfolio and is based on ongoing, quarterly assessments of the probable losses inherent in the loan portfolio. The allowance is increased by the provision for loan losses, which is charged against current operating results. Loan losses are charged against the allowance when management believes the uncollectability of a loan is confirmed. Subsequent recoveries, if any, are credited to the allowance. The Corporation’s strategy for credit risk management includes credit policies and underwriting criteria for all loans, as well as an overall credit limit for each customer significantly below legal lending limits. The strategy also emphasizes diversification on regional geographic and industry levels, regular credit quality reviews and management reviews of large credit exposures and loans experiencing deterioration of credit quality.

The Corporation’s methodology for assessing the appropriateness of the allowance consists of three key elements – the determination of the appropriate reserves for impaired loans accounted for under ASC 310-10, probable losses estimated from historical loss rates, and probable losses resulting from economic, environmental, qualitative or other deterioration above and beyond what is reflected in the first two components of the allowance.

Where appropriate, reserves are allocated to individual loans based on management’s estimate of the borrower’s ability to repay the loan given the availability of collateral, other sources of cash flow and legal options available to the Corporation. Loans individually evaluated for impairment are those deemed impaired in accordance with ASC 310-10, including commercial relationships greater than $500,000 that exhibit well defined credit weaknesses. Any allowances for impaired loans are measured based on the fair value of the underlying collateral if collateral dependent or the present value of expected future cash flows discounted at the loan’s effective interest rate. The Corporation evaluates the collectability of principal when assessing the need for a loss accrual. Historical loss rates are applied to other commercial loans not subject to specific reserve allocations.

The historical allocation for commercial loans graded pass are established by loan segments using loss rates based on the Corporation’s migration analysis. This migration analysis shows the loss rates for each segment of loans based on the loan grades at the beginning of the twelve month period. This loss rate is then applied to the current portfolio of loans in each respective loan segment.

Homogenous loans, such as consumer installment and residential mortgage loans, are not individually risk graded. Reserves are established for each segment of loans using loss rates based on charge-offs for the same period as the migration analysis used for commercial loans.

Historical loss allocations for commercial and consumer loans may be adjusted for significant factors that, in management's judgment, reflect the impact of any current conditions on loss recognition. Factors which management considers in the analysis include the effects of the national and local economies, trends in loan growth and charge-off rates, changes in mix, concentration of loans in specific industries, asset quality trends (delinquencies, charge-offs and non-accrual loans), risk management and loan administration, changes in the internal lending policies and credit standards, examination results from bank regulatory agencies and the Corporation's internal loan review.

Goodwill and Intangibles
For acquisitions, assets acquired, including identified intangible assets, and the liabilities assumed are required to be recorded at their fair value. These often involve estimates based on third party valuations, such as appraisals, or internal valuations based on discounted cash flow analysis or other valuation techniques that may include estimates of attrition, inflation, asset growth rates, or other relevant factors. In addition, the determination of the useful lives over which the intangible asset will be amortized is subjective. Intangible Assets that are subject to amortization, including core deposit intangibles, are being amortized on both the straight-line and accelerated basis over two to twenty years. Intangible assets are periodically evaluated as to the recoverability of their carrying value.

Under ASC 350, Intangibles – Goodwill and Other, goodwill recorded must be reviewed for impairment on an annual basis, as well as on an interim basis if events or changes indicate that the asset might be impaired. An impairment loss must be recognized for any excess of carrying value over fair value of the goodwill. The Corporation completed its most recent annual goodwill impairment test on October 1, 2018 and concluded, based on current events and circumstances, goodwill is not impaired.

Derivative Instruments

Derivative instruments are carried at the fair value of the derivatives and reflects the estimated amounts that would have been received to terminate these contracts at the reporting date based upon pricing or valuation models applied to current market information.

As part of the asset/liability management program, the Corporation will utilize, from time to time, interest rate floors, caps or swaps to reduce its sensitivity to interest rate fluctuations. These are derivative instruments, which are recorded as assets or liabilities in the consolidated balance sheets at fair value. Changes in the fair values of derivatives are reported in the consolidated statements of operations or AOCI depending on the use of the derivative and whether the instrument qualifies for hedge accounting. The key criterion for the hedge accounting is that the hedged relationship must be highly effective in achieving offsetting changes in those cash flows that are attributable to the hedged risk, both at inception of the hedge and on an ongoing basis.

Derivatives that qualify for the hedge accounting treatment are designated as either: (1) a hedge of the fair value of the recognized asset or liability or of an unrecognized firm commitment (a fair value hedge); or (2) a hedge of a forecasted transaction or the variability of cash flows to be received or paid related to a recognized asset or liability (a cash flow hedge). To date, the Corporation has only entered into a cash flow hedge. For cash flow hedges, changes in the fair values of the derivative instruments are reported in AOCI to the extent the hedge is effective. The gains and losses on derivative instruments that are reported in AOCI are reflected in the consolidated statements of income in the periods in which the results of operations are impacted by the variability of the cash flows of the hedged item. Generally, net interest income is increased or decreased by amounts receivable or payable with respect to the derivatives, which qualify for hedge accounting. At inception of the hedge, the Corporation establishes the method it uses for assessing the effectiveness of the hedging derivative and the measurement approach for determining the ineffective aspect of the hedge. The ineffective portion of the hedge, if any, is recognized in the consolidated statements of income. The Corporation excludes the time value expiration of the hedge when measuring ineffectiveness.

The Corporation offers interest rate derivative products (e.g. interest rate swaps) to certain of its high-quality commercial borrowers. This product allows customers to enter into an agreement with the Corporation to swap their variable rate loan to a fixed rate. These derivative products are designed to reduce, eliminate or modify the risk of changes in the borrower’s interest rate or market price risk. The extension of credit incurred through the execution of these derivative products is subject to the same approvals and rigorous underwriting standards as the related traditional credit product. The Corporation limits its risk exposure to these products by entering into a mirror-image, offsetting swap agreement with a separate, well-capitalized and rated counterparty previously approved by the Credit and Asset Liability Committee. By using these interest rate swap arrangements, the Corporation is also better insulated from the interest rate risk associated with underwriting fixed-rate loans. These derivative contracts are not designated against specific assets or liabilities under ASC 815, Derivatives and Hedging, and, therefore, do not qualify for hedge accounting. The derivatives are recorded on the balance sheet at fair value and changes in fair value of both the customer and the offsetting swap agreements are recorded (and essentially offset) in non-interest income. The fair value of the derivative instruments incorporates a consideration of credit risk (in accordance with ASC 820, Fair Value Measurements and Disclosures), resulting in some volatility in earnings each period.

Income Taxes

Income tax in the consolidated statements of income includes deferred income tax provisions or benefits for all significant temporary differences in recognizing income and expenses for financial reporting and income tax purposes. The Corporation files consolidated income tax returns with its subsidiaries. The Corporation is generally no longer subject to U.S. federal, state and local income tax examinations by tax authorities for tax years before 2015.

The Corporation adopted the provisions of the ASC 740, Income Taxes, which prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. ASC 740 also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. As a result of the implementation of ASC 740, the Corporation did not identify any uncertain tax positions that it believes should be recognized in the financial statements. The Corporation's policy is to recognize interest and penalties related to unrecognized tax benefits, if any, as a component of income tax expense.

RESULTS OF OPERATIONS – 2018

Net income available to stockholders was $159.1 million, an increase of $63.0 million, compared to $96.1 million during the same period in 2017. Earnings per fully diluted common share for 2018 totaled $3.22, an increase of $1.10 per share, or 51.9 percent, over $2.12 in 2017.

As of December 31, 2018, total assets equaled $9.9 billion compared to $9.4 billion as of year end 2017, an increase of 5.5 percent. The Corporation's total loan portfolio equaled $7.2 billion as of December 31, 2018, an increase of $470.8 million from December 31, 2017. The Corporation’s allowance for loan losses totaled $80.6 million as of December 31, 2018, compared to $75.0 million as of December 31, 2017. The allowance provides 308.1 percent coverage of all non-accrual loans and 1.11 percent of total loans at December 31, 2018. The Corporation's provision expense for the year ended December 31, 2018 was $7.2 million compared to $9.1 million during the same period in 2017. The provision expense in 2018 was primarily due to organic loan growth. Details of the Allowance for Loan Losses and non-performing loans are discussed within the “Loan Quality” and “Provision and Allowance for Loan Losses” sections of this Management’s Discussion and Analysis of Financial Condition and Results of Operations.

The Corporation's investment securities portfolio increased $72.0 million from December 31, 2017, and totaled $1.6 billion as of December 31, 2018. Details of the composition of the Corporation's investment securities portfolio are included within NOTE 4. INVESTMENT SECURITIES of the Notes to Consolidated Financial Statements included in Item 8 of this Annual Report on Form 10-K.

PART II: ITEM 7. AND ITEM 7A. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

As of December 31, 2018, total deposits equaled $7.8 billion, an increase of $582.1 million, or 8.1 percent, from December 31, 2017. The largest increases were in savings and demand deposits. Total borrowings decreased $163.4 million as of December 31, 2018, compared to December 31, 2017. Liquidity generated from organic deposit growth was used to fund loan and investment portfolio growth. Additionally, the excess liquidity was used to pay down Federal Home Loan Bank advances and Federal funds purchased, which decreased $99.4 million and $40.0 million, respectively. Additional details related to the changes in deposits and borrowings are detailed within NOTE 10. DEPOSITS and NOTE 12. BORROWINGS of the Notes to Consolidated Financial Statements included in Item 8 of this Annual Report on Form 10-K and the “Deposits and Borrowings” section of this Management’s Discussion and Analysis of Financial Condition and Results of Operations.

The Corporation continued to maintain all regulatory capital ratios in excess of the regulatory definition of “well-capitalized” as discussed in the “CAPITAL” section of this Management’s Discussion and Analysis of Financial Condition and Results of Operations.

RESULTS OF OPERATIONS – 2017

Net income available to stockholders was $96.1 million, an increase of $15.0 million, compared to $81.1 million during the same period in 2016. Earnings per fully diluted common share for 2017 totaled $2.12, an increase of $0.14 per share, or 7.1 percent, over $1.98 in 2016.

Included in the 2017 results were $12.2 million, or $0.18 per share, of acquisition, merger and system conversion expenses related to the acquisitions of Arlington Bank and IAB. Details of the acquisitions are included in NOTE 2. ACQUISITIONS of the Notes to Consolidated Financial Statements included in Item 8 of this Annual Report on Form 10-K. Additionally, the revaluation of the Corporation's deferred tax assets and liabilities as a result of the enactment of the Tax Cuts and Jobs Act ("TCJA") resulted in the recognition of additional income tax expense of $5.1 million, or $0.11 per share. Details of the impact of the TCJA are included in NOTE 21. INCOME TAX of the Notes to Consolidated Financial Statements included in Item 8 of this Annual Report on Form 10-K.

As of December 31, 2017, total assets equaled $9.4 billion compared to $7.2 billion as of year end 2016, an increase of 29.9 percent. On May 19, 2017, the Corporation acquired Arlington Bank, which resulted $338.7 million of additional assets and on July 14, 2017, the Corporation acquired IAB, which resulted in $1.2 billion of additional assets. Excluding the growth in total assets from the acquisitions, organic asset growth totaled $604.7 million, or 8.4 percent, in 2017.

The Corporation's total loan portfolio equaled $6.8 billion as of December 31, 2017, an increase of $1.6 billion from December 31, 2016. The Arlington Bank and IAB acquisitions contributed $232.3 million and $726.0 million in total loans, respectively. Organic total loan growth equaled $657.6 million, or 12.8 percent, in 2017. Additional details of the changes in the Corporation's loans are discussed within NOTE 5. LOANS AND ALLOWANCE of the Notes to Consolidated Financial Statements included in Item 8 of this Annual Report on Form 10-K.

The Corporation’s allowance for loan losses totaled $75.0 million as of December 31, 2017, compared to $66.0 million as of December 31, 2016. The allowance provides 261.2 percent coverage of all non-accrual loans and 1.11 percent of total loans. The Corporation's provision expense for the year ended December 31, 2017 was $9.1 million compared to $5.7 million during the same period in 2016. The increase in provision expense was primarily due to the level of organic loan growth in 2017. Details of the Allowance for Loan Losses and non-performing loans are discussed within the “Loan Quality” and “Provision and Allowance for Loan Losses” sections of this Management’s Discussion and

Analysis of Financial Condition and Results of Operations.

The Corporation's investment securities portfolio increased $256.1 million from December 31, 2016, and totaled $1.6 billion as of December 31, 2017. Details of the composition of the Corporation's investment securities portfolio are included within NOTE 4. INVESTMENT SECURITIES of the Notes to Consolidated Financial Statements included in Item 8 of this Annual Report on Form 10-K.

As of December 31, 2017, total deposits equaled $7.2 billion, an increase of $1.6 billion from December 31, 2016. The Arlington Bank and IAB acquisitions resulted in $252.8 million and $862.3 million of additional deposits, respectively. Organic deposit growth equaled $501.0 million, or 9.0 percent in 2017. The largest increases were in demand and savings deposits.

Total borrowings increased $140.2 million as of December 31, 2017, compared to December 31, 2016. Federal funds purchased and Federal Home Loan Bank advances, which increased $23.7 million and $115.5 million, respectively, when coupled with the increase in deposits, were used as liquidity sources to support the increase in the loan and investment portfolios. Additional details related to the changes are discussed within the “Deposits and Borrowings” section of this Management’s Discussion and Analysis of Financial Condition and Results of Operations.

The Corporation continued to maintain all regulatory capital ratios in excess of the regulatory definition of “well-capitalized” as discussed in the “CAPITAL” section of this Management’s Discussion and Analysis of Financial Condition and Results of Operations.

NET INTEREST INCOME

Net interest income is the most significant component of the Corporation's earnings, comprising 82 percent of revenues for the year ended December 31, 2018. Net interest income and margin are influenced by many factors, primarily the volume and mix of earnings assets, funding sources, and interest rate fluctuations. Other factors include the level of accretion income on purchased loans, prepayment risk on mortgage and investment-related assets, and the composition and maturity of earning assets and interest-bearing liabilities. Loans typically generate more interest income than investment securities with similar maturities. Funding from customer deposits generally costs less than wholesale funding sources. Factors such as general economic activity, Federal Reserve Board monetary policy, and price volatility of competing alternative investments, can also exert significant influence on our ability to optimize the mix of assets and funding and the net interest income and margin.

Net interest income is the excess of interest received from earning assets over interest paid on interest-bearing liabilities. For analytical purposes, net interest income is also presented on an FTE basis in the table that follows to reflect what our tax-exempt assets would need to yield in order to achieve the same after-tax yield as a taxable asset. The federal statutory rate of 21 percent was used for 2018 and 35 percent was used for both 2017 and 2016, adjusted for the TEFRA interest disallowance applicable to certain tax-exempt obligations. The lower effective income tax rate during the twelve months ended December 31, 2018 when compared to the same periods in 2017 and 2016 were primarily the result of the Tax Cuts and Jobs Act (TCJA) enacted on December 22, 2017. The FTE analysis portrays the income tax benefits associated with tax-exempt assets and helps to facilitate a comparison between taxable and tax-exempt assets. Management believes that it is a standard practice in the banking industry to present net interest margin and net interest income on a fully taxable equivalent basis. Therefore, management believes these measures provide useful information for both management and investors by allowing them to make peer comparisons.

For 2018, the increase in net interest income was primarily driven by core organic loan growth and a full year of acquisition related earning assets from the acquisitions of Arlington Bank in May 2017 and IAB in July 2017.

In 2018, asset yields increased 26 basis points FTE and interest costs increased 35 basis points, resulting in an 9 basis point FTE decrease in net interest spread as compared to 2017. Earning assets increased $1,400,665,000 in 2018 compared to 2017 primarily as a result of organic loan growth and a full year of acquisition related earning assets. The Corporation recognized fair value accretion income on purchased loans, which is included in interest income, of $14,054,000 and $13,864,000, respectively, for the twelve months ended December 31, 2018 and 2017. Net interest margin, on a tax equivalent basis, decreased to 4.00 percent for 2018 compared to 4.02 percent in 2017.

In 2017, asset yields increased 21 basis points FTE and interest costs increased 10 basis points, resulting in an 11 basis point FTE increase in net interest spread as compared to 2016. Primarily as a result of organic loan growth and acquisitions, earning assets increased $1,155,652,000 in 2017 compared to 2016. The Corporation recognized fair value accretion income on purchased loans, which is included in interest income, of $13,864,000 and $12,397,000, respectively, for the twelve months ended December 31, 2017 and 2016. Net interest margin, on a tax equivalent basis, increased to 4.02 percent for 2017 compared to 3.89 percent in 2016.

Asset yields increased primarily as a result of the Federal Reserve's discount rate increases of 25 basis points at each of the Board's March, June and December 2017 meetings and the March, June, September and December 2018 meetings. Interest costs also increased as both core deposits and wholesale funding rates increased year-over-year.

Additional details of the Corporation's acquisitions, remaining loan fair value discount, accretable and nonaccretable yield can be found in NOTE 2. ACQUISITIONS, NOTE 6. ACCOUNTING FOR CERTAIN LOANS ACQUIRED IN A PURCHASE, and NOTE 21. INCOME TAX of the Notes to Consolidated Financial Statements included in Item 8 of this Annual Report on Form 10-K.

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PART II: ITEM 7. AND ITEM 7A. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Net interest margin is a function of net interest income and the level of average earning assets. The following tables presents the Corporation's interest income, interest expense, and net interest income as a percent of average earning assets for the three-year period ending in 2018.

	Average Balance	Interest Income / Expense	Average Rate	Average Balance	Interest Income / Expense	Average Rate	Average Balance	Interest Income / Expense	Average Rate
(Dollars in Thousands)	2018			2017			2016		
Assets:									
Interest-bearing deposits	$110,232	$2,241	2.03 %	$75,417	$736	0.98 %	$69,753	$350	0.50 %
Federal Reserve and Federal Home Loan Bank stock	24,538	1,234	5.03	20,921	894	4.27	24,268	1,098	4.52
Investment Securities: (1)									
Taxable	841,203	21,597	2.57	726,004	17,489	2.41	721,689	16,415	2.27
Tax-exempt (2)	762,623	32,290	4.23	632,076	32,891	5.20	550,335	28,649	5.21
Total investment securities	1,603,826	53,887	3.36	1,358,080	50,380	3.71	1,272,024	45,064	3.54
Loans held for sale	11,425	540	4.73	7,707	462	5.99	4,050	372	9.19
Loans: (3)									
Commercial	5,143,576	274,302	5.33	4,267,651	204,771	4.80	3,541,098	162,848	4.60
Real estate mortgage	733,709	33,549	4.57	679,284	30,267	4.46	566,050	25,156	4.44
Installment	640,310	34,110	5.33	573,100	28,204	4.92	485,111	21,926	4.52
Tax-exempt (2)	468,751	18,813	4.01	353,542	16,452	4.65	217,696	10,039	4.61
Total loans	6,997,771	361,314	5.16	5,881,284	280,156	4.76	4,814,005	220,341	4.58
Total earning assets	8,736,367	418,676	4.79 %	7,335,702	332,166	4.53 %	6,180,050	266,853	4.32 %
Net unrealized gain (loss) on securities available for sale	(14,790)			4,360			9,969		
Allowance for loan losses	(77,444)			(70,380)			(62,976)		
Cash and cash equivalents	131,925			142,503			105,443		
Premises and equipment	94,567			97,446			96,023		
Other assets	818,432			686,598			570,756		
Total Assets	$9,689,057			$8,196,229			$6,899,265		
Liabilities:									
Interest-bearing deposits:									
Interest-bearing deposit accounts	$2,319,081	$17,577	0.76 %	$1,730,272	$5,817	0.34 %	$1,427,535	$2,579	0.18 %
Money market deposit accounts	1,097,762	6,721	0.61	938,959	2,788	0.30	825,681	1,705	0.21

Savings deposits	1,065,031	5,230	0.49	844,825	734	0.09	731,902	618	0.08
Certificates and other time deposits	1,514,271	22,014	1.45	1,339,866	14,467	1.08	1,151,700	11,012	0.96
Total interest-bearing deposits	5,996,145	51,542	0.86	4,853,922	23,806	0.49	4,136,818	15,914	0.38
Borrowings	718,061	17,545	2.44	664,045	13,806	2.08	512,356	10,925	2.13
Total interest-bearing liabilities	6,714,206	69,087	1.03	5,517,967	37,612	0.68	4,649,174	26,839	0.58
Noninterest-bearing deposits	1,573,337			1,514,829			1,301,399		
Other liabilities	57,653			52,909			64,028		
Total Liabilities	8,345,196			7,085,705			6,014,601		
Stockholders' Equity	1,343,861			1,110,524			884,664		
Total Liabilities and Stockholders' Equity	$9,689,057	69,087		$8,196,229	37,612		$6,899,265	26,839	
Net Interest Income (FTE)		$349,589			$294,554			$240,014	
Net Interest Spread (FTE) [4]			3.76 %			3.85 %			3.74 %
Net Interest Margin (FTE):									
Interest Income (FTE) / Average Earning Assets			4.79 %			4.53 %			4.32 %
Interest Expense / Average Earning Assets			0.79 %			0.51 %			0.43 %
Net Interest Margin (FTE) [5]			4.00 %			4.02 %			3.89 %

[1] Average balance of securities is computed based on the average of the historical amortized cost balances without the effects of the fair value adjustment.

[2] Tax-exempt securities and loans are presented on a fully taxable equivalent basis, using a marginal tax rate of 21 percent for 2018 and 35 percent for both 2017 and 2016. These totals equal $10,732, $17,270 and $13,541, respectively.

[3] Non-accruing loans have been included in the average balances.

[4] Net Interest Spread (FTE) is interest income expressed as a percentage of average earning assets minus interest expense expressed as a percentage of average interest-bearing liabilities.

[5] Net Interest Margin (FTE) is interest income expressed as a percentage of average earning assets minus interest expense expressed as a percentage of average earning assets.

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NON-INTEREST INCOME

Non-interest income increased $5.5 million, or 7.7 percent, in 2018 compared to 2017. Organic growth in 2018 coupled with a full year of the larger customer base from the Arlington Bank and IAB acquisitions resulted in an increase in service charges on deposit accounts, fiduciary activities and other customer fees of $4.5 million when compared to 2017. Additional details of the 2017 acquisitions can be found in NOTE 2. ACQUISITIONS of the Notes to Consolidated Financial Statements included in Item 8 of this Annual Report on Form 10-K.

Additionally, 2018 contained an increase in other income and gains on sales of available for sale securities of $2.2 million and $1.6 million, respectively. Finally, the increases noted above were offset by a decrease of $2.5 million in gains on life insurance benefits when compared to 2017.

In 2017, non-interest income increased $5.8 million, or 8.9 percent, compared to 2016. Organic growth in 2017, coupled with a partial year of the larger customer base resulting from the Arlington Bank and IAB acquisitions, contributed to an increase in service charges on deposit accounts, fiduciary activities and other customer fees of $4.4 million in 2017 when compared to 2016.

Additionally, 2017 contained an increase of $2.3 million in earnings on cash surrender value of life insurance and gains on life insurance benefits when compared to 2016. The increase was primarily due to gains on life insurance benefits which were $2.7 million in 2017 compared to $643,000 in 2016, as well as earnings on a larger portfolio resulting from the IAB acquisition, which included a $27.0 million Bank Owned Life Insurance portfolio.

Finally, the 2017 increases noted above were partially offset by decreases from 2016 to 2017 in net realized gains on sales of available for sale securities and other income of $758,000 and $624,000, respectively.

NON-INTEREST EXPENSES

Non-interest expenses increased $14.4 million, or 7.0 percent, in 2018 compared to 2017. With the Arlington Bank and IAB acquisitions occurring in May and July 2017, respectively, 2018 reflected the first full year of non-interest expenses associated with the significantly larger franchise and customer base. The largest increase was in salaries and employee benefits of $11.9 million, or 9.9 percent, over 2017 primarily due to the addition of Arlington Bank and IAB personnel. Other categories experiencing increases in 2018 compared to 2017 were net occupancy, equipment, marketing, outside data processing fees, and other expenses, which increased by $5.9 million. Additionally, intangible asset amortization increased $1.1 million due to amortization related to the Arlington Bank and IAB intangibles.

Partially offsetting the increases was a $4.6 million decrease in professional and other outside services primarily due to Arlington Bank and IAB contract termination, system conversion and professional expenses of $6.3 million recognized in 2017. The Corporation also realized a decrease in other real estate owned and foreclosure expenses of $433,000 when compared to 2017.

In 2017, non-interest expenses increased $28.2 million, or 15.9 percent, compared to 2016. The acquisitions of Arlington Bank and IAB were the largest contributing factor for the increase. In 2017, the Corporation recorded $12.2 million of acquisition-related expenses, for both Arlington Bank and IAB, primarily consisting of $4.5 million of contract termination and system conversion expenses, $2.2 million of employee severance and retention expenses and $1.6 million of other outside services and professional expenses. Additionally, the larger franchise and growth in our customer base as a result of the acquisitions resulted in non-interest expenses from IAB and Arlington Bank operations of $8.5 million and $3.1 million, respectively, in 2017, compared to 2016. The largest non-interest expenses impacted were salaries and employee benefits, net occupancy, outside data processing and other expenses. Additionally, intangible asset amortization increased $1.7 million primarily due to amortization recorded in 2017 related to the Arlington Bank and IAB intangibles.

In 2017, the Corporation's continued focus on asset quality resulted in a decline in other real estate owned and foreclosure expenses of $974,000, compared to 2016. FDIC expense for 2017 decreased $472,000 from 2016 as a result of the 2016 FDIC assessment calculation change for banks under $10 billion in total assets. Additionally, in 2016, the Bank converted its banking charter from a national association, regulated by the Office of the Comptroller of the Currency, to an Indiana state-chartered bank, regulated by the Indiana DFI and the FDIC, resulting in a $517,000 reduction in examination fees compared to 2016.

INCOME TAX EXPENSE

Income tax expense in 2018 was $28,999,000 on pre-tax income of $188,138,000, or 15.4 percent. For 2017, income tax expense was $37,524,000 on pre-tax income of $133,594,000, or 28.1 percent. The decrease in the effective tax rate in 2018 when compared to 2017 was primarily a result of the Tax Cuts and Jobs Act enacted by the U.S. government on December 22, 2017. The impact of TCJA was twofold. First, the federal statutory rate used in 2018 was 21 percent compared to 35 percent in 2017. Secondly, the revaluation of net deferred tax assets required by ASC 740 at December 31, 2017 resulted in an increase to federal income tax expense of $5,120,000 causing the 2017 effective tax rate to be inflated. In addition to the effect of TCJA, the Corporation's effective tax rate in 2018 was reduced by the release of the valuation allowance previously recorded against state deferred tax assets.

Additional income tax expense details are discussed within the “INCOME TAXES” section of this Management’s Discussion and Analysis of Financial Condition and Results of Operations and in NOTE 21. INCOME TAX of the Notes to Consolidated Financial Statements included in Item 8 of this Annual Report on Form 10-K.

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CAPITAL

Capital adequacy is an important indicator of financial stability and performance. The Corporation and the Bank are subject to various regulatory capital requirements administered by the federal banking agencies and are assigned to a capital category. The assigned capital category is largely determined by four ratios that are calculated according to the regulations: total risk-based capital, tier 1 risk-based capital, CET1, and tier 1 leverage ratios. The ratios are intended to measure capital relative to assets and credit risk associated with those assets and off-balance sheet exposures of the entity. The capital category assigned to an entity can also be affected by qualitative judgments made by regulatory agencies about the risk inherent in the entity's activities that are not part of the calculated ratios.

There are five capital categories defined in the regulations, ranging from well capitalized to critically undercapitalized. Classification of a bank in any of the undercapitalized categories can result in actions by regulators that could have a material effect on a bank's operations. Quantitative measures established by regulation to ensure capital adequacy require the Bank to maintain minimum amounts and ratios of total and tier 1 capital to risk-weighted assets, and of tier 1 capital to average assets, or leverage ratio, all of which are calculated as defined in the regulations. Banks with lower capital levels are deemed to be undercapitalized, significantly undercapitalized or critically undercapitalized, depending on their actual levels. The appropriate federal regulatory agency may also downgrade a bank to the next lower capital category upon a determination that the bank is in an unsafe or unsound practice. Banks are required to monitor closely their capital levels and to notify their appropriate regulatory agency of any basis for a change in capital category.

Basel III was effective for the Corporation on January 1, 2015. Basel III requires the Corporation and the Bank to maintain a minimum ratio of CET1 capital to risk weighted assets, as defined in the regulation. Under the new Basel III rules, in order to avoid limitations on capital distributions, including dividends, the Corporation must hold a capital conservation buffer above the adequately capitalized CET1 capital to risk-weighted assets ratio. The capital conservation buffer was phased in from zero percent in 2015 to the fully-implemented 2.50 percent in 2019. During 2018, the Corporation was required to hold a capital conservation buffer of 1.875 percent, which amount increases by 0.625 percent for 2019, the final year of the phase-in. Under Basel III, the Corporation and Bank elected to opt-out of including accumulated other comprehensive income in regulatory capital.

As of December 31, 2018, the Bank met all capital adequacy requirements to be considered well capitalized. There is no threshold for well capitalized status for bank holding companies. The Corporation's and Bank's actual and required capital ratios as of December 31, 2018 and December 31, 2017 were as follows:

			Prompt Corrective Action Thresholds			
	Actual		Adequately Capitalized		Well Capitalized	
December 31, 2018	Amount	Ratio	Amount	Ratio	Amount	Ratio
Total risk-based capital to risk-weighted assets						
First Merchants Corporation	$1,177,725	14.61%	$644,871	8.00%	N/A	N/A
First Merchants Bank	1,092,602	13.46	649,531	8.00	$811,914	10.00%
Tier 1 capital to risk-weighted assets						
First Merchants Corporation	$1,032,173	12.80%	$483,653	6.00%	N/A	N/A
First Merchants Bank	1,012,050	12.47	487,148	6.00	$649,531	8.00 %
Common equity tier 1 capital to risk-weighted assets						
First Merchants Corporation	$966,032	11.98%	$362,740	4.50%	N/A	N/A

First Merchants Bank	1,012,050	12.47	365,361	4.50	$527,744	6.50	%
Tier 1 capital to average assets							
First Merchants Corporation	$1,032,173	10.91 %	$378,379	4.00 %	N/A	N/A	
First Merchants Bank	1,012,050	10.70	379,397	4.00	$472,996	5.00	%

			Prompt Corrective Action Thresholds				
	Actual		Adequately Capitalized		Well Capitalized		
December 31, 2017	Amount	Ratio	Amount	Ratio	Amount	Ratio	
Total risk-based capital to risk-weighted assets							
First Merchants Corporation	$1,048,757	13.69 %	$612,848	8.00 %	N/A	N/A	
First Merchants Bank	1,016,355	13.17	617,477	8.00	$771,847	10.00	%
Tier 1 capital to risk-weighted assets							
First Merchants Corporation	$908,725	11.86 %	$459,636	6.00 %	N/A	N/A	
First Merchants Bank	941,323	12.20	463,108	6.00	$617,477	8.00	%
Common equity tier 1 capital to risk-weighted assets							
First Merchants Corporation	$842,806	11.00 %	$344,727	4.50 %	N/A	N/A	
First Merchants Bank	941,323	12.20	347,331	4.50	$501,700	6.50	%
Tier 1 capital to average assets							
First Merchants Corporation	$908,725	10.43 %	$348,407	4.00 %	N/A	N/A	
First Merchants Bank	941,323	10.83	347,794	4.00	$434,742	5.00	%

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Management believes that all of the above capital ratios are meaningful measurements for evaluating the safety and soundness of the Corporation. Traditionally, the banking regulators have assessed bank and bank holding company capital adequacy based on both the amount and the composition of capital, the calculation of which is prescribed in federal banking regulations. The Federal Reserve focuses its assessment of capital adequacy on a component of Tier 1 capital known as CET1. Because the Federal Reserve has long indicated that voting common shareholders' equity (essentially Tier 1 risk-based capital less preferred stock and non-controlling interest in subsidiaries) generally should be the dominant element in Tier 1 risk-based capital, this focus on CET1 is consistent with existing capital adequacy categories. Tier I regulatory capital consists primarily of total stockholders’ equity and subordinated debentures issued to business trusts categorized as qualifying borrowings, less non-qualifying intangible assets and unrealized net securities gains or losses.

	December 31, 2018		December 31, 2017	
	First Merchants Corporation	First Merchants Bank	First Merchants Corporation	First Merchants Bank
Total Risk-Based Capital				
Total Stockholders' Equity (GAAP)	$1,408,260	$1,456,220	$1,303,463	$1,404,303
Adjust for Accumulated Other Comprehensive (Income) Loss [1]	21,422	19,031	3,534	763
Less: Preferred Stock	(125)	(125)	(125)	(125)
Add: Qualifying Capital Securities	66,141		65,919	
Less: Disallowed Goodwill and Intangible Assets	(463,525)	(463,076)	(464,066)	(463,618)
Total Tier 1 Capital (Regulatory)	1,032,173	1,012,050	908,725	941,323
Qualifying Subordinated Debentures	65,000		65,000	
Allowance for Loan Losses Includible in Tier 2 Capital	80,552	80,552	75,032	75,032
Total Risk-Based Capital (Regulatory)	$1,177,725	$1,092,602	$1,048,757	$1,016,355
Net Risk-Weighted Assets (Regulatory)	$8,060,882	$8,119,141	$7,660,604	$7,718,467
Average Assets	$9,459,477	$9,459,925	$8,710,171	$8,694,838
Total Risk-Based Capital Ratio (Regulatory)	14.61%	13.46%	13.69%	13.17%
Tier 1 Capital to Risk-Weighted Assets	12.80%	12.47%	11.86%	12.20%
Tier 1 Capital to Average Assets	10.91%	10.70%	10.43%	10.83%
Common Equity Tier 1 Capital Ratio				
Total Tier 1 Capital (Regulatory)	$1,032,173	$1,012,050	$908,725	$941,323
Less: Qualified Capital Securities	(66,141)		(65,919)	
Common Equity Tier 1 Capital (Regulatory)	$966,032	$1,012,050	$842,806	$941,323
Net Risk-Weighted Assets (Regulatory)	$8,060,882	$8,119,141	$7,660,604	$7,718,467
Common Equity Tier 1 Capital Ratio (Regulatory)	11.98%	12.47%	11.00%	12.20%

[1] Includes net unrealized gains or losses on available for sale securities, net gains or losses on cash flow hedges, and amounts resulting from the application of the applicable accounting guidance for defined benefit and other postretirement plans.

Additionally, management believes the following tables are also meaningful when considering performance measures of the Corporation. Non-GAAP financial measures such as tangible common equity to tangible assets, return on average tangible capital and return on average tangible assets are important measures of the strength of the Corporation's capital and ability to generate earnings on tangible common equity invested by our shareholders. These non-GAAP measures provide useful supplemental information and may assist investors in analyzing the Corporation's financial position without regard to the effects of intangible assets and preferred stock. Disclosure of these measures also allows analysts and banking regulators to assess our capital adequacy on these same bases.

Because these measures are not defined in GAAP or federal banking regulations, they are considered non-GAAP financial measures. Non-GAAP financial measures have inherent limitations, are not required to be uniformly applied, and are not audited. Although these non-GAAP financial measures are frequently used by investors to evaluate a company, they have limitations as analytical tools, and should not be considered in isolation, or as a substitute for analysis of results as reported under GAAP.

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The Corporation had a strong capital position as evidenced by the tangible common equity to tangible assets ratio of 9.97 percent at December 31, 2018, and 9.30 percent at December 31, 2017.

	Tangible Common Equity to Tangible Assets (non-GAAP)	
(Shares and Dollars in Thousands, Except Per Share Amounts)	December 31, 2018	December 31, 2017
Total Stockholders' Equity (GAAP)	$1,408,260	$1,303,463
Less: Cumulative preferred stock (GAAP)	(125)	(125)
Less: Intangible assets (GAAP)	(469,784)	(476,503)
Tangible common equity (non-GAAP)	$938,351	$826,835
Total assets (GAAP)	$9,884,716	$9,367,478
Less: Intangible assets (GAAP)	(469,784)	(476,503)
Tangible assets (non-GAAP)	$9,414,932	$8,890,975
Tangible common equity to tangible assets (non-GAAP)	9.97 %	9.30 %
Tangible common equity (non-GAAP)	$938,351	$826,835
Plus: Tax Benefit of intangibles (non-GAAP)	5,017	6,789
Tangible common equity, net of tax (non-GAAP)	$943,368	$833,624
Common Stock outstanding at December 31, 2017	49,350	$49,158
December 31 - tangible book value - common (non-GAAP)	$19.12	$16.96

The following table details and reconciles tangible earnings per share, return on tangible capital and tangible assets to traditional GAAP measures for the periods ended December 31, 2018 and 2017.

(Dollars in Thousands, Except Per Share Amounts)	December 31, 2018	December 31, 2017
Average goodwill (GAAP)	$445,354	$345,491
Average core deposit intangible (GAAP)	27,770	23,564
Average deferred tax on CDI (GAAP)	(5,703)	(9,050)
Intangible adjustment (non-GAAP)	$467,421	$360,005
Average stockholders' equity (GAAP)	$1,343,861	$1,110,524
Average cumulative preferred stock (GAAP)	(125)	(125)
Intangible adjustment (non-GAAP)	(467,421)	(360,005)
Average tangible capital (non-GAAP)	$876,315	$750,394
Average assets (GAAP)	$9,689,057	$8,196,229
Intangible adjustment (non-GAAP)	(467,421)	(360,005)
Average tangible assets (non-GAAP)	$9,221,636	$7,836,224
Net income available to common stockholders (GAAP)	$159,139	$96,070
CDI amortization, net of tax (GAAP)	5,307	3,670
Tangible net income available to common stockholders (non-GAAP)	$164,446	$99,740
Per Share Data:		
Diluted net income available to common stockholders (GAAP)	$3.22	$2.12
Diluted tangible net income available to common stockholders (non-GAAP)	$3.32	$2.20
Ratios:		
Return on average GAAP capital (ROE)	11.84 %	8.65 %

Return on average tangible capital	18.77 %	13.30 %
Return on average assets (ROA)	1.64 %	1.17 %
Return on average tangible assets	1.78 %	1.27 %

Return on average tangible capital is tangible net income available to common stockholders (annualized) expressed as a percentage of average tangible capital. Return on average tangible assets is tangible net income available to common stockholders (annualized) expressed as a percentage of average tangible assets.

LOAN QUALITY/PROVISION AND ALLOWANCE FOR LOAN LOSSES

The Corporation's primary lending focus is small business and middle market commercial, commercial real estate and residential real estate, which results in portfolio diversification. Commercial loans are individually underwritten and judgmentally risk rated. They are periodically monitored and prompt corrective actions are taken on deteriorating loans. Consumer loans are typically underwritten with statistical decision-making tools and are managed throughout their life cycle on a portfolio basis.

Loan Quality

The quality of the loan portfolio and amount of non-performing loans may increase or decrease as a result of acquisitions, organic portfolio growth, problem loan recognition and resolution through collections, sales or charge-offs. The performance of any loan can be affected by external factors such as economic conditions, or internal factors specific to a particular borrower, such as the actions of a customer's internal management.

At December 31, 2018, non-performing loans totaled $27,251,000, a decrease of $2,486,000 from December 31, 2017. Loans not accruing interest income totaled $26,148,000 at December 31, 2018, a decrease of $2,576,000 from the December 31, 2017 balance of $28,724,000. The Corporation's coverage ratio of allowance for loan losses to non-accrual loans increased from 261.2 percent at December 31, 2017 to 308.1 percent at December 31, 2018. See additional information in the “Provision and Allowance for Loan Losses” section of this Management’s Discussion and Analysis of Financial Condition and Results of Operations.

Other real estate owned totaling $2,179,000 decreased $8,194,000 during the twelve month period ending December 31, 2018. The decrease in other real estate owned was partially driven by the sale of a single commercial property with a carrying value of $6.3 million. For other real estate owned, current appraisals are obtained to determine fair value as management continues to aggressively market these real estate assets.

Accruing loans delinquent 90-days or more of $1,855,000 at December 31, 2018 increased $931,000 from the December 31, 2017 balance of $924,000. The December 31, 2018 balance of accruing loans 90-days or more delinquent included a $985,000 residential real estate construction loan for which permanent financing was delayed for reasons not related to credit quality. Loans secured by commercial and farmland real estate 90-days or more delinquent and accruing decreased $603,000 from December 31, 2017.

Impaired loans include loans deemed impaired according to the guidance set forth in ASC 310-10. Commercial loans under $500,000 and consumer loans, with the exception of troubled debt restructures, are not individually evaluated for impairment. A loan is deemed impaired when, based on current information or events, it is probable that all amounts due of principal and interest according to the contractual terms of the loan agreement will not be collected substantially within the contractual terms of the note. At December 31, 2018, impaired loans totaled $22,025,000, a decrease of $1,186,000 from the December 31, 2017 balance of $23,211,000. At December 31, 2018, a specific allowance for losses was not deemed necessary for impaired loans totaling $11,594,000 as there was no identified loss on these credits. An allowance of $1,872,000 was recorded for the remaining balance of these impaired loans totaling $10,431,000, and is included in the Corporation’s allowance for loan losses.

The Corporation's non-performing assets plus accruing loans 90-days or more delinquent and impaired loans are presented in the table below.

(Dollars in Thousands)	December 31, 2018	December 31, 2017
Non-performing assets:		
Non-accrual loans	$ 26,148	$ 28,724
Renegotiated loans	1,103	1,013
Non-performing loans (NPL)	27,251	29,737
Other real estate owned	2,179	10,373
Non-performing assets (NPA)	29,430	40,110

Loans 90-days or more delinquent and still accruing	1,855	924
NPAs and loans 90-days or more delinquent	$ 31,285	$ 41,034
Impaired loans	$ 22,025	$ 23,211

The non-accrual balances in the above table include troubled debt restructures totaling $705,000 and $3,630,000 as of December 31, 2018 and December 31, 2017, respectively.

The composition of non-performing assets plus accruing loans 90-days or more delinquent is reflected in the following table.

(Dollars in Thousands)	December 31, 2018	December 31, 2017
Non-performing assets and loans 90-days or more delinquent:		
Commercial and industrial loans	$ 2,052	$ 3,278
Agricultural production financing and other loans to farmers	679	1,027
Real estate loans		
Construction	11,606	2,980
Commercial and farmland	8,682	20,382
Residential	5,987	11,051
Home equity	1,815	2,239
Individual's loans for household and other personal expenditures	110	77
Other commercial loans	354	
Non-performing assets and loans 90-days or more delinquent	$ 31,285	$ 41,034

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Although the Corporation believes its underwriting and loan review procedures are appropriate for the various kinds of loans it makes, its results of operations and financial condition could be adversely affected in the event the quality of its loan portfolio declines. Deterioration in the economic environment including residential and commercial real estate values may result in increased levels of loan delinquencies and credit losses.

Concentrations of credit in the portfolio, including commercial construction and land development loans, are closely monitored by management. The composition of the loan portfolio including concentration percentage is shown in Part I. Item I. BUSINESS - Loan Portfolio of this Annual Report on Form 10-K.

In 2018, net charge-offs totaled $1,707,000, an increase of $1,559,000 and a decrease of $366,000 from 2017 and 2016, respectively. In 2018, the Corporation incurred charge-offs exceeding $500,000 on two commercial relationships, with said charge-offs totaling $1,300,000. Recoveries above $500,000, totaling $809,000, were recognized on one commercial relationship during 2018.

The Corporation's loan loss experience is presented in the table below for the years indicated.

(Dollars in Thousands)	2018	2017	2016
Allowance for loan losses:			
Beginning balance	$75,032	$66,037	$62,453
Charge-offs	7,983	5,028	7,429
Recoveries	6,276	4,880	5,356
Net charge-offs	1,707	148	2,073
Provision for loan losses	7,227	9,143	5,657
Ending balance	$80,552	$75,032	$66,037
Ratio of net charge-offs during the period to average loans outstanding during the period	0.02 %	0.00 %	0.04 %
Ratio of allowance to non-accrual loans	308.10 %	261.20 %	220.10 %

The distribution of the net charge-offs by collateral classification is provided in the following table for the years indicated.

(Dollars in Thousands)	December 31, 2018	December 31, 2017	December 31, 2016
Net charge-offs:			
Commercial and industrial loans	$ (257)	$ (141)	$ 600
Agricultural production financing and other farm loans	37	(66)	59
Real estate loans			
Construction	734	(31)	(11)
Commercial and farmland	(518)	(492)	329
Residential	586	162	511
Home equity	598	447	388
Individuals loans for household and other personal expenditures	447	269	198
Other commercial loans	80		(1)
Total net charge-offs	$ 1,707	$ 148	$ 2,073

Provision and Allowance for Loan Losses

The allowance for loan losses is maintained through the provision for loan losses, which is a charge against earnings. The provision for loan losses in 2018, 2017, and 2016 was $7,227,000, $9,143,000, and $5,657,000, respectively.

Based on management's judgment as to the appropriate level of the allowance for loan losses, the amount provided in any period may be greater or less than net loan losses for the same period. The determination of the provision amount and the adequacy of the allowance in any period is based on management's continuing review and evaluation of the loan portfolio, including an internally administered loan "watch" list and independent loan reviews. The evaluation also takes into consideration identified credit problems, portfolio growth, management's judgment as to the impact of current economic conditions on the portfolio and the possibility of losses inherent in the loan portfolio that are not specifically identified. Additional details are discussed in NOTE 1. NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES of the Notes to Consolidated Financial Statements included in Item 8 of this Annual Report on Form 10-K.

Management believes that the allowance for loan losses is adequate to cover incurred losses inherent in the loan portfolio at December 31, 2018. The process for determining the adequacy of the allowance for loan losses is critical to the Corporation's financial results. It requires management to make difficult, subjective and complex judgments to estimate the effect of uncertain matters. The allowance for loan losses considers current factors, economic conditions and ongoing internal and external examination processes and will increase or decrease as deemed necessary to ensure the allowance remains adequate. In addition, the allowance as a percentage of charge-offs and nonperforming loans will change at different points in time based on credit performance, portfolio mix and collateral values. Management continually evaluates the commercial loan portfolio by including consideration of specific borrower cash flow analysis and estimated collateral values, types and amounts on non-performing loans, past and anticipated loan loss experience, changes in the composition of the loan portfolio, and the current condition and amount of loans outstanding.

In conformance with ASC 805 and ASC 820, purchased loans are recorded at the acquisition date fair value. Such loans are included in the allowance to the extent a specific impairment is identified that exceeds the fair value adjustment on an impaired loan. An allowance may also be necessary if the historical loss and environmental factor analysis indicates losses inherent in a purchased portfolio exceed the fair value adjustment on the portion of the purchased portfolio not deemed impaired.

At December 31, 2018, the allowance for loan losses was $80,552,000, an increase of $5,520,000 from December 31, 2017. The increase in the allowance for loan losses was primarily due to the level of organic growth in 2018. During the twelve-month period ending December 31, 2018, specific reserves on impaired loans increased $235,000, and the loss reserve for loans not deemed impaired increased $5,285,000. As a percent of total loans, the allowance was 1.11 percent at December 31, 2018 and at December 31, 2017.

Loans are generally secured by specific items of collateral, including real property and business assets. Allowable methods for determining the amount of impairment include estimating fair value using the fair value of the collateral for collateral dependent loans. If the impaired loan is identified as collateral dependent, then the fair value method of measuring the amount of impairment is utilized. This method requires obtaining a current independent appraisal of the collateral and applying a discount factor to the value. The fair value of real estate is determined based on appraisals by qualified licensed appraisers. The appraisers determine the value of the real estate by utilizing an income or market valuation approach. Updated “as is” or “liquidation value” appraisals are obtained as individual circumstances and/or market conditions warrant. Partially charged off loans measured for impairment based on their collateral value are generally not returned to performing status subsequent to receiving updated appraisals or restructure of the loan. If an appraisal is not available, the fair value may be determined by using a discounted cash flow analysis. Fair value on other collateral such as business assets is typically ascertained by assessing, either singularly or some combination of, asset appraisals, accounts receivable aging reports, inventory listings and/or customer financial statements. Both appraised values and values based on borrower’s financial information are discounted as considered appropriate based on age and quality of the information and current market conditions.

Loans deemed impaired according to guidance set forth in ASC 310 are evaluated during problem loan meetings held within each reporting period by a special assets management team. Loan collateral and customer financial information are reviewed and the level of impairment is assessed to determine appropriate reserve and/or charge-off amounts. Loans or portions of loans are charged off when they are considered uncollectible. It is the Corporation’s policy to recognize losses promptly to prevent overstatement of assets, earnings and capital.

The following table summarizes loan loss reserves by collateral segment for the periods ended December 31, 2018 and 2017.

	December 31, 2018					
(Dollars in Thousands)	Commercial	Commercial Real Estate	Consumer	Residential	Finance Leases	Total
Allowance balances:						
Individually evaluated for impairment		$ 1,435	$ 1	$ 436		$ 1,872
Collectively evaluated for impairment	$ 32,655	28,174	3,963	13,886	$ 2	78,680
Total allowance for loan losses	$ 32,655	$ 29,609	$ 3,964	$ 14,322	$ 2	$ 80,552

	December 31, 2017					
(Dollars in Thousands)	Commercial	Commercial Real Estate	Consumer	Residential	Finance Leases	Total
Allowance balances:						

Individually evaluated for impairment	$666	$ 567		$ 404		$1,637
Collectively evaluated for impairment	29,752	26,776	$ 3,732	13,133	$ 2	73,395
Total allowance for loan losses	$30,418	$ 27,343	$ 3,732	$ 13,537	$ 2	$75,032

The historical loss allocation for loans not deemed impaired according to ASC 450 is the product of the volume of loans within the non-impaired criticized and non-criticized risk grade classifications, each segmented by call code, and the historical loss factor for each respective classification and call code segment. The historical loss factors are based upon actual loss experience within each risk and call code classification. The historical look back period for non-criticized loans is the most recent rolling-four-quarter average and aligns with the look back period for non-impaired criticized loans. This look back period includes all charge-offs from the most recent seven quarters. The loss factor computation for this allocation includes a segmented historical loss migration analysis of loans, by risk grade, to charge-off.

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PART II: ITEM 7. AND ITEM 7A. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

In addition to the specific reserves and historical loss components of the allowance, consideration is given to various environmental factors to help ensure that losses inherent in the portfolio are reflected in the allowance for loan losses. The environmental component adjusts the historical loss allocations for commercial and consumer loans to reflect relevant current conditions that have an impact on loss recognition. Environmental factors that management reviews in the analysis include: National and local economic trends and conditions; trends in growth in the loan portfolio and growth in higher risk areas; levels of, and trends in, delinquencies and non-accruals; experience and depth of lending management and staff; adequacy of, and adherence to, lending policies and procedures including those for underwriting; industry concentrations of credit; and adequacy of risk identification systems and controls through the internal loan review and internal audit processes. Each environmental factor receives an individual qualitative allocation that reflects losses inherent in the portfolio that are not reflected in the historical loss components of the allowance. As the economic environment has seen improvement during recent years, management believes losses inherent in the portfolio may not be immediately apparent for specific identification.

The Corporation’s primary market areas for lending are central Indiana, northwestern Indiana, northeastern Indiana, northeastern Illinois, and central Ohio. When evaluating the adequacy of the allowance, consideration is given to this regional geographic concentration and the closely associated effect changing economic conditions have on the Corporation’s customers. The allowance for loan losses at December 31, 2018 is reflective of both the banking environment within the Corporation’s footprint and the Corporation’s recent loan and loss trends.

GOODWILL

Goodwill is reviewed at least annually for impairment. The Corporation completed its most recent annual goodwill impairment test on October 1, 2018 and concluded, based on current events and circumstances, goodwill is not impaired. The IAB acquisition on July, 14, 2017 resulted in $153,636,000 of goodwill. The Arlington Bank acquisition on May 19, 2017 resulted in $47,719,000 of goodwill, which includes a reduction of $469,000. This reduction was recorded in the third quarter of 2017 as a measurement period adjustment. There were no changes in goodwill for the year ending December 31, 2018. Details regarding the acquisitions are discussed in NOTE 2. ACQUISITIONS of the Notes to Consolidated Financial Statements included in Item 8 of this Annual Report on Form 10-K.

LIQUIDITY

Liquidity management is the process by which the Corporation ensures that adequate liquid funds are available for the holding company and its subsidiaries. These funds are necessary in order to meet financial commitments on a timely basis. These commitments include withdrawals by depositors, funding credit obligations to borrowers, paying dividends to stockholders, paying operating expenses, funding capital expenditures, and maintaining deposit reserve requirements. Liquidity is monitored and closely managed by the asset/liability committee.

The Corporation’s liquidity is dependent upon the receipt of dividends from the Bank, which is subject to certain regulatory limitations and access to other funding sources. Liquidity of the Bank is derived primarily from core deposit growth, principal payments received on loans, the sale and maturity of investment securities, net cash provided by operating activities, and access to other funding sources.

The principal source of asset-funded liquidity is investment securities classified as available for sale, the market values of which totaled$1,142,195,000 at December 31, 2018, an increase of $142,248,000, or 14.2 percent, from December 31, 2017. Securities classified as held to maturity that are maturing within a short period of time can also be a source of liquidity. Securities classified as held to maturity and that are maturing in one year or less totaled $4,732,000 at December 31, 2018. In addition, other types of assets such as cash and interest-bearing deposits with other banks, federal funds sold and loans maturing within one year are sources of liquidity.

The most stable source of liability-funded liquidity for both the long-term and short-term is deposit growth and retention in the core deposit base. Federal funds purchased and securities sold under agreements to repurchase are also considered a source of liquidity. In addition, FHLB advances are utilized as a funding source. At December 31, 2018, total borrowings from the FHLB were $314,986,000. The Bank has pledged certain mortgage loans and investments to the FHLB. The total available remaining borrowing capacity from the FHLB at December 31, 2018 was $629,237,000.

For further details related to the Corporation's borrowings, see NOTE 12. BORROWINGS of the Notes to Consolidated Financial Statements included in Item 8 of this Annual Report on Form 10-K.

In the normal course of business, the Bank is a party to a number of other off-balance sheet activities that contain credit, market and operational risk that are not reflected in whole or in part in the consolidated financial statements. Such activities include: traditional off-balance sheet credit-related financial instruments, commitments under operating leases and long-term debt.

The Bank provides customers with off-balance sheet credit support through loan commitments and standby letters of credit. Summarized credit-related financial instruments at December 31, 2018 are as follows:

(Dollars in Thousands)	December 31, 2018
Amounts of Commitments:	
Loan commitments to extend credit	$2,684,806
Standby letters of credit	32,862
	$2,717,668

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PART II: ITEM 7. AND ITEM 7A. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Since many of the commitments are expected to expire unused or be only partially used, the total amount of unused commitments in the preceding table does not necessarily represent future cash requirements.

In addition to owned banking facilities, the Corporation has entered into a number of long-term leasing arrangements to support ongoing activities. The required payments under such commitments and borrowings at December 31, 2018 are as follows:

(Dollars in Thousands)	2019	2020	2021	2022	2023	2024 and after	ASC 805 fair value adjustments at acquisition	Total
Operating leases	$3,721	$3,584	$3,283	$3,150	$2,622	$12,495		$28,855
Federal funds purchased	104,000							104,000
Securities sold under repurchase agreements	113,512							113,512
Federal Home Loan Bank advances	113,713	41,273	55,000	45,000	35,000	25,000		314,986
Subordinated debentures and term loans						142,322	$ (3,859)	138,463
Total	$334,946	$44,857	$58,283	$48,150	$37,622	$179,817	$ (3,859)	$699,816

INTEREST SENSITIVITY AND DISCLOSURES ABOUT MARKET RISK

Asset/Liability management has been an important factor in the Corporation's ability to record consistent earnings growth through periods of interest rate volatility and product deregulation. Management and the Board of Directors monitor the Corporation's liquidity and interest sensitivity positions at regular meetings to review how changes in interest rates may affect earnings. Decisions regarding investment and the pricing of loan and deposit products are made after analysis of reports designed to measure liquidity, rate sensitivity, the Corporation’s exposure to changes in net interest income given various rate scenarios and the economic and competitive environments.

It is the objective of the Corporation to monitor and manage risk exposure to net interest income caused by changes in interest rates. It is the goal of the Corporation’s Asset/Liability management function to provide optimum and stable net interest income. To accomplish this, management uses two asset liability tools. GAP/Interest Rate Sensitivity Reports and Net Interest Income Simulation Modeling are constructed, presented and monitored quarterly. Management believes that the Corporation's liquidity and interest sensitivity position at December 31, 2018 remained adequate to meet the Corporation’s primary goal of achieving optimum interest margins while avoiding undue interest rate risk.

The following table presents the Corporation’s interest rate sensitivity analysis as of December 31, 2018.

	December 31, 2018				
(Dollars in Thousands)	1-180 Days	181-365 Days	1-5 Years	Beyond 5 Years	Total
Rate-Sensitive Assets:					
Interest-bearing deposits	$36,963				$36,963
Investment securities	62,556	$34,489	$211,477	$1,324,060	1,632,582
Loans	4,050,614	357,201	1,477,256	1,344,174	7,229,245
Federal Home Loan Bank stock			24,588		24,588

Total rate-sensitive assets	$4,150,133	$391,690	$1,713,321	$2,668,234	$8,923,378
Rate-Sensitive Liabilities:					
Interest-bearing deposits	$5,179,541	$649,063	$458,007	$20,075	$6,306,686
Federal funds purchased	104,000				104,000
Securities sold under repurchase agreements	113,512				113,512
Federal Home Loan Bank advances	80,000	78,800	131,300	24,886	314,986
Subordinated debentures and term loans	68,463			70,000	138,463
Total rate-sensitive liabilities	$5,545,516	$727,863	$589,307	$114,961	$6,977,647
Interest rate sensitivity gap by period	$(1,395,383)	$(336,173)	$1,124,014	$2,553,273	
Cumulative rate sensitivity gap	$(1,395,383)	$(1,731,556)	$(607,542)	$1,945,731	
Cumulative rate sensitivity gap ratio					
at December 31, 2018	74.8%	72.4%	91.1%	127.9%	
at December 31, 2017	79.3%	79.0%	100.6%	132.9%	

The Corporation had a cumulative negative gap of $1.7 billion in the one-year horizon at December 31, 2018 or 17.52 percent of total assets.

Net interest income simulation modeling, or earnings-at-risk, measures the sensitivity of net interest income to various interest rate movements. The Corporation's asset liability process monitors simulated net interest income under three separate interest rate scenarios; base, rising and falling. Estimated net interest income for each scenario is calculated over a twelve-month horizon. The immediate and parallel changes to the base case scenario used in the model are presented below. The interest rate scenarios are used for analytical purposes and do not necessarily represent management's view of future market movements. Rather, these are intended to provide a measure of the degree of volatility interest rate movements may introduce into the earnings of the Corporation.

The base scenario is highly dependent on numerous assumptions embedded in the model, including assumptions related to future interest rates. While the base sensitivity analysis incorporates management's best estimate of interest rate and balance sheet dynamics under various market rate movements, the actual behavior and resulting earnings impact will likely differ from that projected. For certain assets, the base simulation model captures the expected prepayment behavior under changing interest rate environments. Assumptions and methodologies regarding the interest rate or balance behavior of indeterminate maturity products, such as savings, money market, interest-bearing and demand deposits, reflect management's best estimate of expected future behavior. Historical retention rate assumptions are applied to non-maturity deposits for modeling purposes.

The comparative rising 200 basis points and falling 100 basis points scenarios below, as of December 31, 2018, assume further interest rate changes in addition to the base simulation discussed above. These changes are immediate and parallel changes to the base case scenario. Total rate movements (beginning point minus ending point) to each of the various driver rates utilized by management have the following results:

	At December 31, 2018	
	RISING	FALLING
Driver Rates	(200 Basis Points)	(100 Basis Points)
Prime	200	(100)
Federal Funds	200	(100)
One-Year CMT	200	(100)
Three-Year CMT	200	(100)
Five-Year CMT	200	(100)
CD's	200	(25)
FHLB	200	(100)

Results for the base, rising 200 basis points, and falling 100 basis points interest rate scenarios are listed below based upon the Corporation’s rate sensitive assets and liabilities at December 31, 2018. The net interest income shown represents cumulative net interest income over a twelve-month time horizon. Balance sheet assumptions used for the base scenario are the same for the rising and falling simulations.

	At December 31, 2018		
		RISING	FALLING
(Dollars in Thousands)	Base	(200 Basis Points)	(100 Basis Points)
Net Interest Income	$344,064	$371,221	$330,990
Variance from Base		$27,157	$(13,074)
Percent of Change from Base		7.89 %	(3.80)%

The comparative rising 200 basis points and falling 100 basis points scenarios below, as of December 31, 2017, assume further interest rate changes in addition to the base simulation discussed above. These changes are immediate and parallel changes to the base case scenario. In addition, total rate movements (beginning point minus ending point) to each of the various driver rates utilized by management in the base simulation are as follows:

	At December 31, 2017	
	RISING	FALLING
Driver Rates	(200 Basis Points)	(100 Basis Points)
Prime	200	(100)

Federal Funds	200	(100)
One-Year CMT	200	(100)
Three-Year CMT	200	(100)
Five-Year CMT	200	(100)
CD's	200	(24)
FHLB	200	(100)

Results for the base, rising 200 basis points, and falling 100 basis points interest rate scenarios are listed below based upon the Corporation's rate sensitive assets and liabilities at December 31, 2017. The net interest income shown represents cumulative net interest income over a twelve-month time horizon. Balance sheet assumptions used for the base scenario are the same for the rising and falling simulations.

	At December 31, 2017		
(Dollars in Thousands)	Base	RISING (200 Basis Points)	FALLING (100 Basis Points)
Net Interest Income	$311,466	$336,970	$286,477
Variance from Base		$25,504	$(24,989)
Percent of Change from Base		8.19 %	(8.02)%

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PART II: ITEM 7. AND ITEM 7A. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

EARNING ASSETS

The following table presents the earning asset mix as of December 31, 2018 and 2017. Earnings assets at December 31, 2018 increased by $545,509,000 compared to December 31, 2017.

Loans and loans held for sale increased by $470,830,000 from December 2017. The largest loan segments that experienced increases were commercial and farmland and commercial and industrial. The largest loan segments that experienced decreases were construction and agricultural production financing and other loans to farmers. Additional details of the changes in the Corporation's loan porfolio are discussed within NOTE 5. LOANS AND ALLOWANCE of the Notes to Consolidated Condensed Financial Statements included in Item 8 of this Annual Report on Form 10-K.

Additionally, investment securities increased $7,980,000 since December 31, 2017. Liquidity generated from an increase in deposits was used to fund organic loan growth and purchases of investment securities in 2018.

(Dollars in Thousands)	December 31, 2018	December 31, 2017
Interest-bearing time deposits	$36,963	$35,027
Investment securities available for sale	1,142,195	999,947
Investment securities held to maturity	490,387	560,655
Loans held for sale	4,778	7,216
Loans	7,224,467	6,751,199
Federal Home Loan Bank stock	24,588	23,825
	$8,923,378	$8,377,869

DEPOSITS AND BORROWINGS

The table below reflects the level of deposits and borrowed funds (federal funds purchased, repurchase agreements, FHLB advances, subordinated debentures and term loans) at December 31, 2018 and 2017.

(Dollars in Thousands)	December 31, 2018	December 31, 2017
Deposits	$7,754,593	$7,172,530
Federal funds purchased	104,000	144,038
Securities sold under repurchase agreements	113,512	136,623
Federal Home Loan Bank advances	314,986	414,377
Subordinated debentures and term loans	138,463	139,349
	$8,425,554	$8,006,917

Deposits increased $582,063,000 from December 31, 2017. Savings, demand and time deposits increased $288,335,000, $238,524,000 and $189,485,000, respectively, from the same period in 2017. Offsetting these increases was a decrease in brokered certificates of deposits of $134,281,000. Federal Home Loan Bank Advances and Federal Funds purchased decreased $99,391,000 and $40,038,000, respectively. Liquidity generated from an increase in deposits was used to fund organic loan growth and pay down wholesale funding sources.

The Corporation has leveraged its capital position with FHLB advances, as well as repurchase agreements, which are pledged against acquired investment securities as collateral for the borrowings. Further discussion regarding FHLB advances is included in Management’s Discussion and Analysis of Financial Condition and Results of Operations under the heading “LIQUIDITY”. Additionally, the interest rate risk is included as part of the Corporation’s interest simulation discussed in this Management’s Discussion and Analysis of Financial Condition and Results of Operations under the heading “INTEREST SENSITIVITY AND DISCLOSURES ABOUT MARKET RISK”.

INCOME TAXES

Income tax expense totaled $28,999,000 for 2018 compared to $37,524,000 for 2017. The Corporation’s federal statutory income tax rate for 2018 is 21 percent and its state tax rate varies from 0 to 9.5 percent depending on the state in which the subsidiary company is domiciled. The Corporation’s effective tax rate is lower than the blended effective statutory federal and state rates primarily due to the Corporation’s income on tax-exempt securities and loans, income generated by the subsidiaries domiciled in a state with no state or local income tax, income tax credits generated from investments in affordable housing projects, tax-exempt earnings from bank-owned life insurance contracts and reduced state taxes, resulting from the effect of state income apportionment. The reconciliation of federal statutory to actual tax expense is shown in NOTE 21. INCOME TAX of the Notes to Consolidated Financial Statements included in Item 8 of this Annual Report on Form 10-K.

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The Corporation’s tax asset, deferred and receivable decreased from $23,983,000 at December 31, 2017 to $23,668,000 at December 31, 2018.
The largest component is the Corporation’s net deferred tax asset, which increased from $19,818,000 at December 31, 2017 to $21,402,000 at December 31, 2018. The $1,584,000 increase in the Corporation’s net deferred tax asset was due to a combination of a decrease in deferred tax assets and liabilities offset by a decrease in the valuation allowance. The largest net deferred tax asset increase was associated with the release of the $6,966,000 valuation allowance previously recorded against state deferred tax assets. Management believes it is more likely than not that the benefit of the state deferred tax assets will be fully realized. Additionally, the net change in deferred taxes associated with accounting for unrealized gains and losses on available for sale securities increased the net deferred tax asset by $4,584,000. Offsetting these increases were deferred tax asset decreases associated with federal and state net operating loss carryforwards, accounting for loans and deferred compensation of $3,875,000, $2,971,000 and $2,347,000, respectively.

INFLATION

Changing prices of goods, services and capital affect the financial position of every business enterprise. The level of market interest rates and the price of funds loaned or borrowed fluctuate due to changes in the rate of inflation and various other factors, including government monetary policy.

Fluctuating interest rates affect the Corporation’s net interest income and loan volume. As the inflation rate increases, the purchasing power of the dollar decreases. Those holding fixed-rate monetary assets incur a loss, while those holding fixed-rate monetary liabilities enjoy a gain. The nature of a financial holding company’s operations is such that there will generally be an excess of monetary assets over monetary liabilities, and, thus, a financial holding company will tend to suffer from an increase in the rate of inflation and benefit from a decrease.

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

The quantitative and qualitative disclosures about market risk information are presented in the “INTEREST SENSITIVITY AND DISCLOSURES ABOUT MARKET RISK” section of Management’s Discussion and Analysis of Financial Condition and Results of Operations included as Item 7 of this Annual Report on Form 10-K.

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ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.

Report of Independent Registered Public Accounting Firm

To the Shareholders, Board of Directors and Audit Committee
First Merchants Corporation
Muncie, Indiana

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of First Merchants Corporation (Corporation) as of December 31, 2018 and 2017, the related consolidated statements of income, comprehensive income, stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2018, and the related notes (collectively referred to as the "financial statements"). In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Corporation as of December 31, 2018 and 2017, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2018, in conformity with accounting principles generally accepted in the United States of America.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the Corporation's internal control over financial reporting as of December 31, 2018, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 Framework) and our report dated February 27, 2019, expressed as an unqualified opinion thereon.

Basis for Opinion

These consolidated financial statements are the responsibility of the Corporation's management. Our responsibility is to express an opinion on the Corporation's financial statements based on our audits.

We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Corporation in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

BKD, LLP

We have served as the Corporation’s auditor since at least 1982; however, an earlier year cannot be reliably determined.

Indianapolis, Indiana
February 27, 2019

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PART II: ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA
CONSOLIDATED FINANCIAL STATEMENTS

CONSOLIDATED BALANCE SHEETS

(Dollars in Thousands, Except Share Data)	December 31, 2018	December 31, 2017
ASSETS		
Cash and cash equivalents	$139,247	$154,905
Interest-bearing time deposits	36,963	35,027
Investment securities available for sale	1,142,195	999,947
Investment securities held to maturity (fair value of $489,217 and $568,208)	490,387	560,655
Loans held for sale	4,778	7,216
Loans	7,224,467	6,751,199
Less: Allowance for loan losses	(80,552)	(75,032)
Net loans	7,143,915	6,676,167
Premises and equipment	93,420	95,852
Federal Home Loan Bank stock	24,588	23,825
Interest receivable	40,881	37,130
Other intangibles	24,429	31,148
Goodwill	445,355	445,355
Cash surrender value of life insurance	224,939	223,557
Other real estate owned	2,179	10,373
Tax asset, deferred and receivable	23,668	23,983
Other assets	47,772	42,338
TOTAL ASSETS	$9,884,716	$9,367,478
LIABILITIES		
Deposits:		
Noninterest-bearing	$1,447,907	$1,761,553
Interest-bearing	6,306,686	5,410,977
Total Deposits	7,754,593	7,172,530
Borrowings:		
Federal funds purchased	104,000	144,038
Securities sold under repurchase agreements	113,512	136,623
Federal Home Loan Bank advances	314,986	414,377
Subordinated debentures and term loans	138,463	139,349
Total Borrowings	670,961	834,387
Interest payable	5,607	4,390
Other liabilities	45,295	52,708
Total Liabilities	8,476,456	8,064,015
COMMITMENTS AND CONTINGENT LIABILITIES		
STOCKHOLDERS' EQUITY		
Cumulative Preferred Stock, $1,000 par value, $1,000 liquidation value:		
Authorized - 600 shares		
Issued and outstanding - 125 shares	125	125
Common Stock, $.125 stated value:		
Authorized - 100,000,000 shares		
Issued and outstanding - 49,349,800 and 49,158,238 shares	6,169	6,145

Additional paid-in capital	840,052	834,870
Retained earnings	583,336	465,231
Accumulated other comprehensive loss	(21,422)	(2,908)
Total Stockholders' Equity	1,408,260	1,303,463
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$9,884,716	$9,367,478

See notes to consolidated financial statements.

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PART II: ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA
CONSOLIDATED FINANCIAL STATEMENTS

CONSOLIDATED STATEMENTS OF INCOME

(Dollars in Thousands, Except Share Data)	December 31, 2018	December 31, 2017	December 31, 2016
INTEREST INCOME			
Loans receivable:			
Taxable	$ 342,501	$ 263,704	$ 210,302
Tax exempt	14,862	10,694	6,525
Investment securities:			
Taxable	21,597	17,489	16,415
Tax exempt	25,509	21,379	18,622
Deposits with financial institutions	2,241	736	350
Federal Reserve and Federal Home Loan Bank stock	1,234	894	1,098
Total Interest Income	407,944	314,896	253,312
INTEREST EXPENSE			
Deposits	51,542	23,806	15,914
Federal funds purchased	718	561	102
Securities sold under repurchase agreements	762	477	374
Federal Home Loan Bank advances	7,832	5,196	3,264
Subordinated debentures and term loans	8,233	7,572	7,185
Total Interest Expense	69,087	37,612	26,839
NET INTEREST INCOME	338,857	277,284	226,473
Provision for loan losses	7,227	9,143	5,657
NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES	331,630	268,141	220,816
OTHER INCOME			
Service charges on deposit accounts	20,950	18,722	17,762
Fiduciary activities	14,906	14,682	12,591
Other customer fees	19,895	17,863	16,542
Increase in cash surrender value of life insurance	4,020	3,906	3,630
Gains on life insurance benefits	198	2,671	643
Net gains and fees on sales of loans	7,029	7,564	7,052
Net realized gains on sales of available for sale securities	4,269	2,631	3,389
Other income	5,192	2,970	3,594
Total Other Income	76,459	71,009	65,203
OTHER EXPENSES			
Salaries and employee benefits	131,704	119,812	102,552
Net occupancy	18,341	16,976	16,997
Equipment	14,334	13,090	12,497
Marketing	4,681	3,739	3,008
Outside data processing fees	13,215	12,242	9,148
Printing and office supplies	1,425	1,283	1,348
Intangible asset amortization	6,719	5,647	3,910
FDIC assessments	2,920	2,564	3,036
Other real estate owned and foreclosure expenses	1,470	1,903	2,877
Professional and other outside services	8,176	12,757	6,516
Other expenses	16,966	15,543	15,470

Total Other Expenses	219,951	205,556	177,359
INCOME BEFORE INCOME TAX	188,138	133,594	108,660
Income tax expense	28,999	37,524	27,609
NET INCOME AVAILABLE TO COMMON STOCKHOLDERS	$ 159,139	$ 96,070	81,051
NET INCOME AVAILABLE TO COMMON STOCKHOLDERS PER SHARE DATA:			
Basic	$ 3.23	$ 2.13	$ 1.99
Diluted	$ 3.22	$ 2.12	$ 1.98

See notes to consolidated financial statements.

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PART II: ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA
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CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Dollars in Thousands)	December 31, 2018	December 31, 2017	December 31, 2016
Net income	$159,139	$96,070	$81,051
Other comprehensive income (loss) net of tax:			
Unrealized holding gain (loss) on securities available for sale arising during the period, net of tax of $3,174, $5,193, and $4,893	(13,872)	9,645	(9,087)
Unrealized gain (loss) on cash flow hedges arising during the period, net of tax of $52, $4, and $128	437	9	(240)
Reclassification adjustment for net gains included in net income, net of tax of $797, $576, and $749	(3,002)	(1,070)	(1,390)
Defined benefit pension plans, net of tax of $1,001, $1,125, and $809			
Net gain (loss) arising during period	(1,435)	2,686	(470)
Amortization of prior service cost	(16)	(597)	(1,032)
	(17,888)	10,673	(12,219)
Comprehensive income	$141,251	$106,743	$68,832

See notes to consolidated financial statements.

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PART II: ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA
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CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY

	Preferred		Common Stock					
(Dollars in Thousands, Except Share Data)	Shares	Amount	Shares	Amount	Additional Paid in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total
Balances, December 31, 2015	125	125	40,664,259	5,083	504,530	342,133	(1,362)	850,509
Comprehensive income								
Net income						81,051		81,051
Other comprehensive income (loss), net of tax							(12,219)	(12,219)
Cash dividends on common stock ($.54 per share)						(22,203)		(22,203)
Share-based compensation			141,126	17	2,583			2,600
Stock issued under employee benefit plans			20,545	3	459			462
Stock issued under dividend reinvestment and stock purchase plan			30,297	4	831			835
Stock options exercised			128,848	16	2,586			2,602
Stock redeemed			(72,378)	(9)	(1,971)			(1,980)
Balances, December 31, 2016	125	125	40,912,697	5,114	509,018	400,981	(13,581)	901,657
Comprehensive income								
Net income						96,070		96,070
Other comprehensive income (loss), net of tax							10,673	10,673
Cash dividends on common stock ($.69 per share)						(31,820)		(31,820)
Issuance of common stock related to acquisition			8,044,446	1,006	320,425			321,431
Share-based compensation			89,362	11	2,816			2,827
Stock issued under employee benefit plans			14,948	2	517			519
Stock issued under dividend reinvestment and stock purchase plan			24,058	3	988			991
Stock options exercised			104,748	13	2,385			2,398
Stock redeemed			(32,021)	(4)	(1,279)			(1,283)
Balances, December 31, 2017	125	$ 125	49,158,238	$6,145	$834,870	$465,231	$ (2,908)	$1,303,463
Comprehensive income								
Net income						159,139		159,139
Other comprehensive income (loss), net of tax							(17,888)	(17,888)
Cash dividends on common stock ($.84 per share)						(41,660)		(41,660)

Reclassification adjustment under ASU 2018-02						626	(626)	—
Share-based compensation			112,569	14	3,578			3,592
Stock issued under employee benefit plans			19,001	2	705			707
Stock issued under dividend reinvestment and stock purchase plan			28,156	4	1,207			1,211
Stock options exercised			76,152	10	1,588			1,598
Stock redeemed			(44,316)	(6)	(1,896)			(1,902)
Balances, December 31, 2018	125	$ 125	49,349,800	$6,169	$840,052	$583,336	$ (21,422)	$1,408,260

See notes to consolidated financial statements.

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CONSOLIDATED STATEMENTS OF CASH FLOWS

(Dollars in Thousands)	December 31, 2018	December 31, 2017	December 31, 2016
Cash Flow From Operating Activities:			
Net income	$159,139	$96,070	$81,051
Adjustments to reconcile net income to net cash provided by operating activities:			
Provision for loan losses	7,227	9,143	5,657
Depreciation and amortization	8,842	7,967	7,161
Change in deferred taxes	3,524	15,523	8,611
Share-based compensation	3,592	2,827	2,600
Loans originated for sale	(372,791)	(377,252)	(354,265)
Proceeds from sales of loans held for sale	380,254	387,095	367,148
Gains on sales of loans held for sale	(5,025)	(5,910)	(5,918)
Gains on sales of securities available for sale	(4,269)	(2,631)	(3,389)
Increase in cash surrender of life insurance	(4,020)	(3,906)	(3,630)
Gains on life insurance benefits	(198)	(2,671)	(643)
Change in interest receivable	(3,751)	(6,838)	(1,779)
Change in interest payable	1,217	31	18
Other adjustments	6,494	7,054	1,097
Net cash provided by operating activities	180,235	126,502	103,719
Cash Flows from Investing Activities:			
Net change in interest-bearing deposits	(1,936)	237,936	7,856
Purchases of:			
Securities available for sale	(370,284)	(479,045)	(281,470)
Securities held to maturity	(30,465)	(30,220)	(110,797)
Proceeds from sales of securities available for sale	154,519	94,165	167,186
Proceeds from maturities of:			
Securities available for sale	77,881	70,846	73,956
Securities held to maturity	66,129	72,220	119,052
Redemption (Purchase) of Federal Reserve and Federal Home Loan Bank stock	(763)	40	19,669
Net change in loans	(483,418)	(670,000)	(452,781)
Net cash and cash equivalents received in acquisition		54,536	
Proceeds from the sale of other real estate owned	9,121	6,584	9,974
Proceeds from life insurance benefits	2,836	11,655	3,141
Other investing activities	804	(4,047)	(4,490)
Net cash used in investing activities	(575,576)	(635,330)	(448,704)
Cash Flows from Financing Activities:			
Net change in :			
Demand and savings deposits	526,859	425,742	332,600
Certificates of deposit and other time deposits	55,204	75,236	(66,920)
Borrowings	1,515,526	1,088,189	1,107,795
Repayment of borrowings	(1,677,860)	(1,024,166)	(982,449)
Cash dividends on common stock	(41,660)	(31,820)	(22,203)
Stock issued under employee benefit plans	707	519	462

Stock issued under dividend reinvestment and stock purchase plans	1,211	991	835
Stock options exercised	1,598	2,398	2,602
Stock redeemed	(1,902)	(1,283)	(1,980)
Net cash provided by financing activities	379,683	535,806	370,742
Net Change in Cash and Cash Equivalents	(15,658)	26,978	25,757
Cash and Cash Equivalents, January 1	154,905	127,927	102,170
Cash and Cash Equivalents, December 31	$139,247	$154,905	$127,927
Additional cash flow information:			
Interest paid	$67,870	$36,332	$26,821
Income tax paid	23,289	22,421	11,999
Loans transferred to other real estate owned	855	8,360	1,684
Fixed assets transferred to other assets	374	6,753	360
Non-cash investing activities using trade date accounting	6,551	9,401	14,179
Investments transferred from held to maturity to available for sale in accordance with ASU 2017-12	30,794		

CONSOLIDATED STATEMENTS OF CASH FLOWS - CONTINUED

In conjunction with the acquisitions, liabilities were assumed as follows:

	December 31, 2018	December 31, 2017	December 31, 2016
Fair value of assets acquired	$ —	$ 1,531,397	$ —
Cash received (paid) in acquisition		(12)	
Less: Common stock issued		321,431	
Liabilities assumed	$ —	$ 1,209,954	$ —

See notes to consolidated financial statements.

NOTE 1

NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Financial Statement Preparation

The accounting and reporting policies of the Corporation and the Bank, conform to accounting principles generally accepted in the United States of America and reporting practices followed by the banking industry.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America 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. Actual results could differ from those estimates.

The Corporation is a financial holding company whose principal activity is the ownership and management of the Bank and operates in a single significant business segment. The Bank provides full banking services under an Indiana state-charter. Additionally, the Bank operates as First Merchants Private Wealth Advisors (a division of First Merchants Bank).

The Bank generates commercial, mortgage, and consumer loans and receives deposits from customers located primarily in central and northern Indiana, northeast Illinois and central Ohio counties. The Bank’s loans are generally secured by specific items of collateral, including real property, consumer assets and business assets.

A brief description of current accounting practices and current valuation methodologies are presented below.

CONSOLIDATION of the Corporation's financial statements include the accounts of the Corporation and all its subsidiaries, after elimination of all material intercompany transactions.

BUSINESS COMBINATIONS are accounted for under the acquisition method of accounting. Under the acquisition method, assets and liabilities of the business acquired are recorded at their estimated fair values as of the date of acquisition with any excess of the cost of the acquisition over the fair value of the net tangible and intangible assets acquired recorded as goodwill. Results of operations of the acquired business are included in the income statement from the date of acquisition.

AVAILABLE FOR SALE SECURITIES are recorded at fair value on a recurring basis with the unrealized gains and losses, net of applicable income taxes, recorded in other comprehensive income. Realized gains and losses are recorded in earnings and the prior fair value adjustments are reclassified within stockholders' equity. Gains and losses on sales of securities are determined on the specific-identification method. Amortization of premiums and accretion of discounts are recorded as interest income from securities.

Available for sale and held to maturity securities are evaluated for OTTI at least on a quarterly basis, and more frequently when economic or market conditions warrant such an evaluation. In determining OTTI, management considers many factors, including: (1) the length of time and the extent to which the fair value has been less than cost, (2) the financial condition and near term prospects of the issuer, (3) whether the market decline was affected by macroeconomic conditions, and (4) whether the Corporation has the intent to sell the debt security or more likely than not, will be required to sell the debt security before its anticipated recovery. The assessment of whether an other-than-temporary decline exists involves a high degree of subjectivity and judgment and is based on the information available to management at a point in time.

When OTTI occurs, the amount of OTTI recognized in the income statement depends on whether the Corporation intends to sell the security or it is more likely than not that the Corporation will be required to sell the security before recovery of its amortized cost basis, less any recognized credit loss. If the intent is to sell, or it is more likely than not that the Corporation will be required to sell the security before recovery of its amortized cost basis, less any recognized credit loss, the OTTI shall be recognized in earnings equal to the entire difference between the investment's amortized cost basis, less any recognized credit loss, and its fair value at the balance sheet date. If the intent is not to sell the security and it is not more likely than not that the Corporation will be required to sell the security before the recovery of its amortized cost basis less any recognized credit loss, the OTTI has been separated into the amount representing the credit loss and the amount related to all other factors. The amount of the total OTTI related to the credit loss is determined based on the present value of cash flows expected to be collected and is recognized in earnings. The amount of the total OTTI related to other factors is recognized in other comprehensive income, net of applicable income taxes. The previous amortized cost basis less the OTTI recognized in earnings becomes the new amortized cost basis of the investment.

HELD TO MATURITY SECURITIES are classified as held to maturity when the Corporation has the positive intent and ability to hold the securities to maturity. Securities held to maturity are carried at amortized cost. For held to maturity debt securities, the amount of an OTTI recorded in other comprehensive income for the noncredit portion of a previous other-than-temporary impairment is amortized prospectively over the remaining life of the security on the basis of the timing of future estimated cash flows of the security.

LOANS HELD FOR SALE are carried at the principal amount outstanding. The carrying amount approximates fair value due to the short duration between origination and the date of sale.

LOANS held in the Corporation’s loan portfolio are carried at the principal amount outstanding, net of unearned income and principal charge-offs. Certain non-accrual, substantially delinquent and renegotiated loans classified as troubled debt restructures may be considered to be impaired in accordance with ASC 310, Receivables. Under ASC 310-10, a loan is impaired when, based on current information or events, it is probable all amounts due (principal and interest) according to the contractual terms of the loan agreement are uncollectible. Renegotiated consumer loans classified as troubled debt restructures are considered to be impaired. In applying the provisions of ASC 310-10, the Corporation considers all other investments in one-to-four family residential loans and consumer installment loans to be homogeneous and therefore excluded from separate identification for evaluation of impairment. Impaired loans are carried at the fair value of collateral if the loan is collateral dependent, or the present value of estimated future cash flows using the loan’s existing rate. A portion of the allowance for loan losses is allocated to impaired loans if the value of such loans is deemed to be less than the unpaid balance. If these allocations cause the allowance for loan losses to increase, such increase is reported as a component of the provision for loan losses. Loan losses are charged against the allowance when management believes the uncollectability of the loan is confirmed. The valuation would be considered Level 3, consisting of appraisals of underlying collateral and discounted cash flow analysis.

Interest income is accrued on the principal balances of loans. The accrual of interest is discontinued on a loan when, in management’s opinion, the borrower may be unable to meet payments as they become due. When the interest accrual is discontinued, all unpaid accrued interest is reversed against earnings when considered uncollectible. Interest income accrued in the prior year, if any, is charged to the allowance for loan losses. Interest income is subsequently recognized only to the extent cash payments are received and the loan is returned to accruing status. Certain loan fees and direct costs are being deferred and amortized as an adjustment of yield on the loans.

Loan commitments and letters-of-credit generally have short-term, variable-rate features and contain clauses which limit the exposure to changes in customer credit quality. Accordingly, their carrying values, which are immaterial at the respective balance sheet dates, are reasonable estimates of fair value.

LOANS ACQUIRED IN BUSINESS COMBINATIONS with evidence of credit deterioration since origination and for which it is probable that all contractually required payments will not be collected are considered to be purchased credit impaired. Evidence of credit quality deterioration as of purchase dates may include information such as past-due and nonaccrual status, borrower credit risk grade and recent loan to value percentages. Purchased credit-impaired loans are accounted for under the accounting guidance for loans and debt securities acquired with deteriorated credit quality (ASC 310-30). These loans are initially measured at fair value based upon expected cash flows without anticipation of prepayments and includes estimated future credit losses expected to be incurred over the life of the loans. As a result, related discounts are recognized subsequently through accretion based on the expected cash flows of the acquired loans. For purposes of applying ASC 310-30, loans acquired in business combinations are individually evaluated for the initial fair value measurement. Accordingly, allowances for credit losses related to these loans are not carried over at the acquisition date.

The difference between contractually required payments and the cash flows expected to be collected at acquisition is referred to as the nonaccretable portion of the fair value discount or premium. The accretable portion of the fair value discount or premium is the difference between the expected cash flows and the net present value of expected cash flows, with such difference accreted into earnings over the term of the loans. Acquired loans not accounted for under ASC 310-30 are accounted for under ASC 310-20, which allows the fair value adjustment to be accreted into income over the remaining life of the loans.

ALLOWANCE FOR LOAN LOSSES is maintained to absorb losses inherent in the loan portfolio and is based on ongoing, quarterly assessments of the probable losses inherent in the loan portfolio. The allowance is increased by the provision for loan losses, which is charged against current operating results. Loan losses are charged against the allowance when management believes the uncollectability of a loan is confirmed. Subsequent recoveries, if any, are credited to the allowance. The Corporation's strategy for credit risk management includes credit policies and underwriting criteria for all loans, as well as an overall credit limit for each customer significantly below legal lending limits. The strategy also emphasizes diversification on regional geographic and industry levels, regular credit quality reviews and management reviews of large credit exposures and loans experiencing deterioration of credit quality.

The Corporation's methodology for assessing the appropriateness of the allowance consists of three key elements – the determination of the appropriate reserves for impaired loans accounted for under ASC 310-10, probable losses estimated from historical loss rates, and probable losses resulting from economic, environmental, qualitative or other deterioration above and beyond what is reflected in the first two components of the allowance.

Where appropriate, reserves are allocated to individual loans based on management's estimate of the borrower's ability to repay the loan given the availability of collateral, other sources of cash flow and legal options available to the Corporation. Loans individually evaluated for impairment are those deemed impaired in accordance with ASC 310-10, including commercial relationships greater than $500,000 that exhibit well defined credit weaknesses. Any allowances for impaired loans are measured based on the fair value of the underlying collateral if collateral dependent or the present value of expected future cash flows discounted at the loan's effective interest rate. The Corporation evaluates the collectability of principal when assessing the need for a loss accrual. Historical loss rates are applied to other commercial loans not subject to specific reserve allocations.

The historical allocation for commercial loans graded pass are established by loan segments using loss rates based on the Corporation's migration analysis. This migration analysis shows the loss rates for each segment of loans based on the loan grades at the beginning of the twelve month period. This loss rate is then applied to the current portfolio of loans in each respective loan segment.

Homogenous loans, such as consumer installment and residential mortgage loans, are not individually risk graded. Reserves are established for each segment of loans using loss rates based on charge-offs for the same period as the migration analysis used for commercial loans.

Historical loss allocations for commercial and consumer loans may be adjusted for significant factors that, in management's judgment, reflect the impact of any current conditions on loss recognition. Factors which management considers in the analysis include the effects of the national and local economies, trends in loan growth and charge-off rates, changes in mix, concentration of loans in specific industries, asset quality trends (delinquencies, charge-offs and non-accrual loans), risk management and loan administration, changes in the internal lending policies and credit standards, examination results from bank regulatory agencies and the Corporation's internal loan review.

PENSION benefits are provided to the Corporation's employees. Its accounting policies related to pensions and other post retirement benefits reflect the guidance in ASC 715, Compensation – Retirement Benefits. The Corporation does not consolidate the assets and liabilities associated with the pension plan. Instead, the Corporation recognizes the funded status of the plan in the consolidated balance sheets. The measurement of the funded status and the annual pension expense involves actuarial and economic assumptions. Various statistical and other factors, which attempt to anticipate future events, are used in calculating the expense and liabilities related to the plans. Key factors include assumptions on the expected rates of return on plan assets, discount rates, expected rates of salary increases and health care costs and trends. The Corporation considers market conditions, including changes in investment returns and interest rates in making these assumptions. The primary assumptions used in determining the Corporation's pension and post retirement benefit obligations and related expenses are presented in NOTE 20. PENSION AND OTHER POST RETIREMENT BENEFIT PLANS of these Notes to Consolidated Financial Statements.

PREMISES AND EQUIPMENT is carried at cost net of accumulated depreciation. Depreciation is computed using the straight-line and declining balance methods based on the estimated useful lives of the assets ranging from three to forty years. Maintenance and repairs are expensed as incurred, while major additions and improvements, which extend the useful life, are capitalized. Gains and losses on dispositions are included in current operations.

FEDERAL HOME LOAN BANK STOCK is a required investment for institutions that are members of the FHLB. The Bank is a member of the FHLB of Indianapolis. Members are required to own a certain amount of stock based on the level of borrowings and other factors, and may invest in additional amounts. FHLB stock is carried at cost, classified as a restricted security, and periodically evaluated for impairment based on ultimate recovery of par value. Both cash and stock dividends are reported as income.

INTANGIBLE ASSETS that are subject to amortization, including core deposit intangibles, are being amortized on both the straight-line and accelerated basis over two to twenty years. Intangible assets are periodically evaluated as to the recoverability of their carrying value.

GOODWILL is maintained by applying the provisions of ASC 350, Intangibles – Goodwill and Other. For purchase acquisitions, the Corporation is required to record the assets acquired, including identified intangible assets, and the liabilities assumed at their fair value, which in many instances involves estimates based on third party valuations, such as appraisals, or internal valuations based on discounted cash flow analysis or other valuation techniques that may include estimates of attrition, inflation, asset growth rates or other relevant factors. In addition, the determination of the useful lives for which an intangible asset will be amortized is subjective.

Under ASC 350, the Corporation is required to evaluate goodwill for impairment on an annual basis, as well as on an interim basis, if events or changes indicate that the asset may be impaired, indicating that the carrying value may not be recoverable. The Corporation has historically elected to test for goodwill impairment as of October 1 of each year and has determined that no impairment exists.

BANK OWNED LIFE INSURANCE has been purchased on certain employees and directors of the Corporation to offset a portion of the employee benefit costs. The Corporation records the life insurance at the amount that can be realized under the insurance contract at the balance sheet date, which is the cash surrender value adjusted for other charges or amounts due that are probable at settlement. Changes in cash surrender values and death benefits received in excess of cash surrender values are reported in non-interest income. A corporate policy is in place with defined thresholds that limit the amount of credit, interest rate and liquidity risk inherent in a BOLI portfolio. The Corporation actively monitors the overall portfolio performance along with the credit quality of the insurance carriers and the credit quality and yield of the underlying investments.

OTHER REAL ESTATE OWNED consists of assets acquired through, or in lieu of, loan foreclosure and are held for sale. They are initially recorded at fair value less cost to sell at the date of foreclosure, establishing a new cost basis. Subsequent to foreclosure, valuations are periodically performed by management and the assets are carried at the lower of carrying amount or fair value less cost to sell. Revenue and expenses from operations and changes in the valuation are included in other real estate owned and foreclosure expenses.

DERIVATIVE INSTRUMENTS are carried at the fair value of the derivatives and reflects the estimated amounts that would have been received to terminate these contracts at the reporting date based upon pricing or valuation models applied to current market information.

As part of the asset/liability management program, the Corporation will utilize, from time to time, interest rate floors, caps or swaps to reduce its sensitivity to interest rate fluctuations. These are derivative instruments, which are recorded as assets or liabilities in the consolidated balance sheets at fair value. Changes in the fair values of derivatives are reported in the consolidated statements of operations or AOCI depending on the use of the derivative and whether the instrument qualifies for hedge accounting. The key criterion for the hedge accounting is that the hedged relationship must be highly effective in achieving offsetting changes in those cash flows that are attributable to the hedged risk, both at inception of the hedge and on an ongoing basis.

Derivatives that qualify for the hedge accounting treatment are designated as either: (1) a hedge of the fair value of the recognized asset or liability or of an unrecognized firm commitment (a fair value hedge); or (2) a hedge of a forecasted transaction or the variability of cash flows to be received or paid related to a recognized asset or liability (a cash flow hedge). To date, the Corporation has only entered into a cash flow hedge. For cash flow hedges, changes in the fair values of the derivative instruments are reported in AOCI to the extent the hedge is effective. The gains and losses on derivative instruments that are reported in AOCI are reflected in the consolidated statements of income in the periods in which the results of operations are impacted by the variability of the cash flows of the hedged item. Generally, net interest income is increased or decreased by amounts receivable or payable with respect to the derivatives, which qualify for hedge accounting. At inception of the hedge, the Corporation establishes the method it uses for assessing the effectiveness of the hedging derivative and the measurement approach for determining the ineffective aspect of the hedge. The ineffective portion of the hedge, if any, is recognized in the consolidated statements of income. The Corporation excludes the time value expiration of the hedge when measuring ineffectiveness.

The Corporation offers interest rate derivative products (e.g. interest rate swaps) to certain of its high-quality commercial borrowers. This product allows customers to enter into an agreement with the Corporation to swap their variable rate loan to a fixed rate. These derivative products are designed to reduce, eliminate or modify the risk of changes in the borrower’s interest rate or market price risk. The extension of credit incurred through the execution of these derivative products is subject to the same approvals and rigorous underwriting standards as the related traditional credit product. The Corporation limits its risk exposure to these products by entering into a mirror-image, offsetting swap agreement with a separate, well-capitalized and rated counterparty previously approved by the Credit and Asset Liability Committee. By using these interest rate swap arrangements, the Corporation is also better insulated from the interest rate risk associated with underwriting fixed-rate loans. These derivative contracts are not designated against specific assets or liabilities under ASC 815, Derivatives and Hedging, and, therefore, do not qualify for hedge accounting. The derivatives are recorded on the balance sheet at fair value and changes in fair value of both the customer and the offsetting swap agreements are recorded (and essentially offset) in non-interest income. The fair value of the derivative instruments incorporates a consideration of credit risk (in accordance with ASC 820, Fair Value Measurements and Disclosures), resulting in some volatility in earnings each period.

SECURITIES SOLD UNDER REPURCHASE AGREEMENTS represent securities the Corporation routinely sells to certain treasury management customers and then repurchases these securities the next day. Securities sold under repurchase agreements are reflected as secured borrowings in the consolidated balance sheets at the amount of cash received in connection with each transaction.

INCOME TAX in the consolidated statements of income includes deferred income tax provisions or benefits for all significant temporary differences in recognizing income and expenses for financial reporting and income tax purposes. The Corporation files consolidated income tax returns with its subsidiaries. The Corporation is generally no longer subject to U.S. federal, state and local income tax examinations by tax authorities for tax years before 2015.

The Corporation adopted the provisions of the ASC 740, Income Taxes, which prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. ASC 740 also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. As a result of the implementation of ASC 740, the Corporation did not identify any uncertain tax positions that it believes should be recognized in the financial statements. The Corporation's policy is to recognize interest and penalties related to unrecognized tax benefits, if any, as a component of income tax expense.

STOCK OPTION AND RESTRICTED STOCK AWARD PLANS are maintained by the Corporation. The compensation costs are recognized for stock options and restricted stock awards issued to employees and directors based on the fair value of these awards at the date of grant. A Black-Scholes model is utilized to estimate the fair value of stock options. The market price of the Corporation’s common stock at the date of grant is used for restricted stock awards. Compensation expense is recognized over the appropriate service period, which is generally two or three years.

TRANSFERS OF FINANCIAL ASSETS are accounted for as sales, when control over the assets has been surrendered. Control over transferred assets is deemed to be surrendered when (1) the assets have been isolated from the Corporation and put presumptively beyond the reach of the transferor and its creditors, even in bankruptcy or other receivership, (2) the transferee obtains the right (free of conditions that constrain it from taking advantage of that right) to pledge or exchange the transferred assets and (3) the Corporation does not maintain effective control over the transferred assets through an agreement to repurchase them before their maturity or the ability to unilaterally cause the holder to return specific assets.

NET INCOME PER SHARE is computed by dividing net income available to common shareholders by the weighted-average number of shares of common stock outstanding. Diluted net income per share is computed by dividing net income available to common shareholders by the weighted-average number of shares of common stock outstanding, plus the dilutive effect of outstanding stock options and nonvested restricted stock.

RECLASSIFICATIONS have been made to prior financial statements to conform to the current financial statement presentation. These reclassifications had no effect on net income.

Recent Accounting Changes

ASU 2018-02 "Income Statement - Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income" ("ASU 2018-02") allows a reclassification from accumulated other comprehensive income (loss) to retained earnings for the stranded tax effects caused by the revaluation of deferred taxes resulting from the newly enacted corporate tax rate in the Tax Cuts and Jobs Act. The ASU is effective in years beginning after December 15, 2018, but permits early adoption in a period for which financial statements have not yet been issued. The Corporation elected to early adopt the ASU as of January 1, 2018. The adoption of the guidance resulted in an insignificant cumulative-effect adjustment that decreased accumulated other comprehensive income (loss) and increased retained earnings in 2018.

ASU 2017-12 - "Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities" ("ASU 2017-12") is intended to improve and simplify accounting rules around hedge accounting. The ASU is effective for public companies in 2019 and private companies in 2020. Early adoption is permitted. The new standard refines and expands hedge accounting for both financial (e.g., interest rate) and commodity risks. Its provisions create more transparency around how economic results are presented, both on the face of the financial statements and in the footnotes, for investors and analysts. The new standard takes effect for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018, for public companies and for fiscal years beginning after December 15, 2019 (and interim periods for fiscal years beginning after December 15, 2020), for private companies. Early adoption is permitted in any interim period or fiscal years before the effective date of the standard. ASU 2017-12 requires a modified retrospective transition method in which a cumulative effect of the change on the opening balance of each affected component of equity is recognized in the statement of financial position as of the date of adoption. The Corporation adopted this standard in the third quarter of 2018. As permitted by the ASU, the Corporation reclassified $30.8 million of state and municipal securities with unrealized gains of $450,000 from the held to maturity portfolio to the available for sale portfolio. Other than this reclassification of securities, adoption of the standard did not have a significant impact on the Corporation’s consolidated financial statements.

ASU 2017-07 "Compensation - Retirement Benefits (Topic 715): Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost" ("ASU 2017-07") applies to all employers, including not-for-profit entities, that offer to their employees defined benefit pension plans, other postretirement benefit plans, or other types of benefits accounted for under Topic 715, Compensation - Retirement Benefits. The amendments require that an employer report the service cost component in the same line item or items as other compensation costs arising from services rendered by the pertinent employees during the period. The other components of net benefit cost are required to be presented in the income statement separately from the service cost component and outside a subtotal of income from operations, if one is presented. If a separate line item or items are used to present the other components of net benefit cost, that line item or items must be appropriately described. If a separate line item or items are not used, the line item or items used in the income statement to present the other components of net benefit cost must be disclosed. The amendments also allow only the service cost component to be eligible for capitalization when applicable (e.g., as a cost of internally manufactured inventory or a self-constructed asset). The amendments are effective for public business entities for annual periods beginning after December 15, 2017, including interim periods within those annual periods. For other entities, the amendments are effective for annual periods beginning after December 15, 2018, and interim periods within annual periods beginning after December 15, 2019. Early adoption is permitted as of the beginning of an annual period for which financial statements (interim or annual) have not been issued or made available for issuance. The Corporation adopted this ASU in 2018. Adoption of the standard did not have a significant impact on the Corporation's consolidated financial statements.

ASU 2016-15 "Statement of Cash Flows (Topic 230)" ("ASU 2016-15") is intended to reduce the diversity in practice around how certain transactions are classified within the statement of cash flows. ASU 2016-15 became effective for the Corporation on January 1, 2018 and did not have a significant impact on the Corporation's financial statements.

ASU 2016-01 "Financial Instruments - Overall (Subtopic 825-10): Recognition of Financial Assets and Financial Liabilities" ("ASU 2016-01") makes targeted amendments to the guidance for recognition, measurement, presentation and disclosure of financial instruments. ASU 2016-01 requires equity investments, other than equity method investments, to be measured at fair value with changes in fair value recognized in net income. The ASU requires a cumulative-effect adjustment to retained earnings as of the beginning of the reporting period of adoption to reclassify the cumulative change in fair value of equity securities previously recognized in accumulated other comprehensive income (loss). ASU 2016-01 became effective for the Corporation on January 1, 2018. The adoption of the guidance did not result in any cumulative effect adjustment in 2018. ASU 2016-01 also emphasizes the existing requirement to use exit prices to measure fair value for disclosure purposes and clarifies that entities should not make use of a practicability exception in determining the fair value of loans. Accordingly, the Corporation refined the calculation used to determine the disclosed fair value of loans held for investment as part of adopting this standard. The refined calculation did not have a significant impact on the fair value disclosures included in NOTE 14. FAIR VALUE OF FINANCIAL INSTRUMENTS of these Notes to Consolidated Condensed Financial Statements.

ASU 2014-09 "Revenue from Contracts with Customers (Topic 606)" ("ASU 2014-09") implements a common revenue standard that clarifies the principles for recognizing revenue. The core principle of ASU 2014-09 is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. ASU 2014-09 establishes a five-step model which entities must follow to recognize revenue and removes inconsistencies and weaknesses in existing guidance. The guidance does not apply to revenue associated with financial instruments, including loans and investment securities that are accounted for under other GAAP, which comprises a significant portion of the Corporation's revenue stream. ASU 2014-09 became effective for the Corporation on January 1, 2018. The adoption of ASU 2014-09 did not result in a change to the accounting for any of the in-scope revenue streams; as such, no cumulative effect adjustment was recorded. Additional information related to revenue generated from contracts with customers is detailed below.

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Revenue Recognition

ASU 2014-09 establishes principles for reporting information about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts to provide goods or services to customers. The core principle requires an entity to recognize revenue to depict the transfer of goods or services to customers in an amount that reflects the consideration that it expects to be entitled to receive in exchange for those goods or services recognized as performance obligations are satisfied.

The majority of the Corporation's revenue-generating transactions are not subject to ASU 2014-09, including revenue generated from financial instruments, such as loans, letters of credit, derivatives and investment securities, as well as revenue related to mortgage servicing activities, as these activities are subject to other GAAP discussed elsewhere within the disclosures. The Corporation has evaluated the nature of its contracts with customers and determined that further disaggregation of revenue from contracts with customers into more granular categories beyond what is presented in the Consolidated Statements of Income was not necessary. Descriptions of revenue-generating activities that are within the scope of ASU 2014-09, which are presented in our income statements are as follows:

Service charges on deposit accounts: The Corporation earns fees from its deposit customers for transaction-based, account maintenance and overdraft services. Transaction-based fees, which include services such as ATM use fees, stop payment charges, statement rendering and ACH fees, are recognized at the time the transaction is executed, which is the point in time the Corporation fulfills the customer's request. Account maintenance fees, which relate primarily to monthly maintenance, are earned monthly, representing the period which the Corporation satisfies the performance obligation. Overdraft fees are recognized at the point in time that the overdraft occurs. Service charges on deposits are withdrawn from the customer's account balance.

Fiduciary activities: This represents monthly fees due from wealth management customers as consideration for managing the customers' assets. Wealth management and trust services include custody of assets, investment management, fees for trust services and similar fiduciary activities. These fees are primarily earned over time as the Corporation provides the contracted monthly or quarterly services and are generally assessed based on the market value of assets under management at month-end. Fees that are transaction-based are recognized at the point in time that the transaction is executed.

Investment Brokerage Fees: The Corporation earns fees from investment brokerage services provided to its customers by a third-party service provider. The Corporation receives commissions from the third-party provider on a monthly basis based upon customer activity for the month. The fees are paid to us by the third party on a monthly basis and are recognized when received.

Interchange income: The Corporation earns interchange fees from debit and credit cardholder transactions conducted through the Visa and MasterCard payment networks. Interchange fees from cardholder transactions represent a percentage of the underlying transaction value and are recognized concurrent with the transaction processing services provided to the cardholder.

Gains (Losses) on Sales of OREO: The Corporation records a gain or loss from the sale of OREO when control of the property transfers to the buyer, which generally occurs at the time of an executed deed. When the Corporation finances the sale of OREO to the buyer, the Corporation assesses whether the buyer is committed to perform their obligations under the contract and whether collectability of the transaction price is probable. Once these criteria are met, the OREO asset is derecognized and the gain or loss on sale is recorded upon the transfer of control of the property to the buyer. In determining the gain or loss on the sale, the Corporation adjusts the transaction price and related gain (loss) on sale if a significant financing component is present.

NOTE 2

ACQUISITIONS

Independent Alliance Banks, Inc.

On November 21, 2016, the Corporation purchased 495,112 shares, or 12.1 percent, of IAB's outstanding common stock from an IAB shareholder for $19.8 million, or $40.00 per share. On July 14, 2017, the Corporation acquired the remaining shares of IAB common stock. IAB, an Indiana Corporation, merged with and into the Corporation, whereupon the separate corporate existence of IAB ceased and the Corporation survived. Immediately following the merger, IAB's wholly-owned subsidiary, iAB Financial Bank, merged with and into the Bank, with the Bank continuing as the surviving bank.

IAB was headquartered in Fort Wayne, Indiana and had 16 banking centers serving the Fort Wayne market. Pursuant to the merger agreement, each IAB shareholder received 1.653 shares of the Corporation's common stock for each outstanding share of IAB common stock held. The Corporation issued approximately 6.0 million shares of common stock. The transaction value for the remaining shares of common stock, not owned by the Corporation, was approximately $238.8 million, resulting in a total purchase price of $258.6 million. The Corporation engaged in this transaction with the expectation that it would be accretive to income and add a new market area with a demographic profile consistent with many of the current Indiana markets served by the Bank. Goodwill resulted from this transaction due to the expected synergies and economies of scale.

(table dollar amounts in thousands, except share data)

In the third quarter of 2017, ASC 805-10 - Business Combinations, required the Corporation to remeasure the 12.1 percent equity interest in IAB's common stock and recognize the resulting gain or loss, if any, in earnings. The remeasurement was based upon the closing price of IAB's common stock immediately prior to the acquisition announcement, and prior to the Corporation obtaining control of IAB. The trading price of IAB's common stock subsequent to the acquisition announcement included a control or acquisition premium and was not indicative of the fair value of the Corporation's pre-existing equity interest immediately prior to the acquisition announcement. The fair value of the equity interest in IAB's common stock after the remeasurement was $19.8 million. The Corporation recorded a $50,000 loss in 2017 as a result of the remeasurement and the loss is reflected in the Corporation's Consolidated Statements of Income in the line titled "Net realized gains on sales of available for sale securities."

Under the acquisition method of accounting, the total purchase price is allocated to net tangible and intangible assets based on their current estimated fair values on the date of the acquisition. Based on valuations of the fair value of tangible and intangible assets acquired and liabilities assumed, which are based on assumptions that are subject to change, the purchase price for the IAB acquisition is detailed in the following table.

	Fair Value
Cash and cash equivalents	$6,016
Interest-bearing time deposits	248,212
Investment securities	4,078
Loans held for sale	594
Loans	725,382
Premises and equipment	10,107
Federal Home Loan Bank stock	4,810
Interest receivable	3,445
Cash surrender value of life insurance	26,964
Other assets	11,780
Deposits	(862,271)
Securities sold under repurchase agreements	(17,915)
Federal Home Loan Bank Advances	(47,575)
Subordinated debentures	(10,583)
Interest payable	(1,005)
Other liabilities	(14,472)
Net tangible assets acquired	87,567
Other Intangible assets	17,403
Goodwill	153,636
Purchase price	$258,606

Of the total purchase price, $17,403,000 has been allocated to other intangible assets. Approximately $13.6 million was allocated to a core deposit intangible, which will be amortized over its estimated life of 10 years. Approximately $3.8 million was allocated to a non-compete intangible, which will be amortized over its estimated life of 2 years. The remaining purchase price was allocated to goodwill, which is not deductible for tax purposes.

Acquired loan data for IAB can be found in the table below:

	Fair Value of Acquired Loans at Acquisition Date	Gross Contractual Amounts Receivable at Acquisition Date	Best Estimate at Acquisition Date of Contractual Cash Flows Not Expected to be Collected
Acquired receivables subject to ASC 310-30	$ 4,838	$ 14,131	$ 8,352
Acquired receivables not subject to ASC 310-30	$ 720,544	$ 864,613	$ 9,786

Purchased loans with evidence of credit deterioration since origination and for which it is probable at the date of acquisition that the acquirer will not collect all contractually required principal and interest payments are accounted for under ASC 310-30, Loans Acquired with Deteriorated Credit Quality. The difference between contractually required payments and the cash flows expected to be collected at acquisition is referred to as the nonaccretable difference. The accretable portion of the fair value discount or premium is the difference between the expected cash flows and the net present value of expected cash flows, with such difference accreted into earnings over the term of the loans.

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The Arlington Bank

On May 19, 2017, the Corporation acquired 100 percent of Arlington Bank. Arlington Bank, an Ohio savings bank, merged with and into the Bank, with the Bank continuing as the surviving bank. Arlington Bank was headquartered in Columbus, Ohio and had 3 banking centers serving the Columbus, Ohio market. Pursuant to the merger agreement, each Arlington Bank shareholder received 2.7245 shares of the Corporation's common stock for each outstanding share of Arlington Bank common stock held. The Corporation issued approximately 2.1 million shares of common stock, which was valued at approximately $82.6 million. The Corporation engaged in this transaction with the expectation that it would be accretive to income and expand the existing footprint in Columbus, Ohio. Goodwill resulted from this transaction due to the expected synergies and economies of scale.

Under the acquisition method of accounting, the total purchase price is allocated to net tangible and intangible assets based on their current estimated fair values on the date of the acquisition. Based on valuations of the fair value of tangible and intangible assets acquired and liabilities assumed, which are based on assumptions that are subject to change, the purchase price for the Arlington Bank acquisition is detailed in the following table.

	Fair Value
Cash and cash equivalents	$48,532
Interest-bearing time deposits	292
Loans held for sale	7,626
Loans	224,680
Premises and equipment	1,986
Federal Home Loan Bank stock	1,091
Interest receivable	653
Other assets	1,620
Deposits	(252,783)
Interest payable	(244)
Other liabilities	(3,106)
Net tangible assets acquired	30,347
Core deposit intangible	4,526
Goodwill	47,719
Purchase price	$82,592

Of the total purchase price, $4,526,000 has been allocated to a core deposit intangible that will be amortized over its estimated life of 10 years. The remaining purchase price was allocated to goodwill, which is not deductible for tax purposes.

Acquired loan data for Arlington Bank can be found in the table below:

	Fair Value of Acquired Loans at Acquisition Date	Gross Contractual Amounts Receivable at	Best Estimate at Acquisition Date of Contractual

		Acquisition Date	Cash Flows Not Expected to be Collected
Acquired receivables subject to ASC 310-30	$ 2,625	$ 6,183	$ 2,891
Acquired receivables not subject to ASC 310-30	$ 222,055	$ 308,857	$ 2,741

Purchased loans with evidence of credit deterioration since origination and for which it is probable at the date of acquisition that the acquirer will not collect all contractually required principal and interest payments are accounted for under ASC 310-30, Loans Acquired with Deteriorated Credit Quality. The difference between contractually required payments and the cash flows expected to be collected at acquisition is referred to as the nonaccretable difference. The accretable portion of the fair value discount or premium is the difference between the expected cash flows and the net present value of expected cash flows, with such difference accreted into earnings over the term of the loans.

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Pro Forma Financial Information

The results of operations of Arlington Bank and IAB have been included in the Corporation's consolidated financial statements since the acquisition dates. The following schedule includes pro forma results for the year ended December 31, 2017 and 2016, as if the Arlington Bank and IAB acquisitions occurred as of the beginning of the periods presented.

	2017	2016
Total revenue (net interest income plus other income)	$380,324	$353,732
Net income available to common shareholders	$95,009	$95,288
Earnings per share:		
Basic	$1.94	$1.95
Diluted	$1.93	$1.94

The pro forma information includes adjustments for interest income on loans, interest expense on deposits and borrowings, premises expense for the banking centers acquired and amortization of intangibles arising from the transaction and the related income tax effects. The pro forma information for the year ended December 31, 2017 includes operating revenue of $9.0 million and $21.4 million from Arlington Bank and IAB acquisitions since the date of acquisition, respectively. Additionally, $15.4 million, net of tax, of expenses directly attributable to the Arlington Bank and IAB acquisitions were included in the year ended December 31, 2017 pro forma information. The pro forma information for the year ended December 31, 2016 includes operating results from Arlington Bank and IAB as if the acquisitions occurred at the beginning of the year. The pro forma information is presented for information purposes only and is not indicative of the results of operations that actually would have been achieved had the acquisitions been consummated as of that time, nor is it intended to be a projection of future results.

NOTE 3

CASH AND CASH EQUIVALENTS

The Corporation considers all liquid investments with original maturities of three months or less to be cash equivalents. As of December 31, 2018, cash and cash equivalents is defined to include cash on hand, deposits in other institutions and federal funds sold.

At December 31, 2018, the Corporation’s interest-bearing cash accounts and noninterest-bearing transaction deposits held at other institutions exceeded the $250,000 federally insured limits by approximately $122,092,000. Each correspondent bank’s financial performance and market rating are reviewed on a quarterly basis to ensure the Corporation has deposits only at institutions providing minimal risk for those exceeding the federally insured limits.

Additionally, the Corporation had approximately $7,639,000 at the Federal Home Loan Bank and Federal Reserve Bank, which are government-sponsored entities not insured by the FDIC.

The Corporation is required to maintain reserve funds in cash and/or on deposit with the Federal Reserve Bank. The reserve required at December 31, 2018, was $45,352,000.

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NOTE 4

INVESTMENT SECURITIES

The amortized cost, gross unrealized gains, gross unrealized losses and approximate market value of the Corporation's investment securities at the dates indicated were:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Available for sale at December 31, 2018				
U.S. Government-sponsored agency securities	$13,493	$ 92	$ 3	$13,582
State and municipal	605,994	5,995	5,854	606,135
U.S. Government-sponsored mortgage-backed securities	530,209	634	8,396	522,447
Corporate obligations	31			31
Total available for sale	1,149,727	6,721	14,253	1,142,195
Held to maturity at December 31, 2018				
U.S. Government-sponsored agency securities	22,618		545	22,073
State and municipal	197,909	2,858	872	199,895
U.S. Government-sponsored mortgage-backed securities	268,860	713	3,323	266,250
Foreign investment	1,000		1	999
Total held to maturity	490,387	3,571	4,741	489,217
Total Investment Securities	$1,640,114	$ 10,292	$ 18,994	$1,631,412
Available for sale at December 31, 2017				
U.S. Government-sponsored agency securities				
State and municipal	$510,852	$ 16,932	$ 1,091	$526,693
U.S. Government-sponsored mortgage-backed securities	473,325	964	3,423	470,866
Corporate obligations	31			31
Equity securities	2,357			2,357
Total available for sale	986,565	17,896	4,514	999,947
Held to maturity at December 31, 2017				
U.S. Government-sponsored agency securities	22,618		435	22,183
State and municipal	235,594	6,295	244	241,645
U.S. Government-sponsored mortgage-backed securities	301,443	3,341	1,404	303,380
Foreign investment	1,000			1,000
Total held to maturity	560,655	9,636	2,083	568,208
Total Investment Securities	$1,547,220	$ 27,532	$ 6,597	$1,568,155

Certain investments in debt securities are reported in the financial statements at amounts less than their historical cost. The historical cost of these investments totaled $951,571,000 and $452,644,000 at December 31, 2018 and 2017, respectively. Total fair value of these investments was $932,577,000 and $446,047,000, which was approximately 57.1 and 28.6 percent of the Corporation's available for sale and held to maturity investment portfolio at December 31, 2018 and 2017, respectively.

Except as discussed below, management believes the decline in fair value for these securities was temporary. Should the impairment of any of these securities become other-than-temporary, the cost basis of the investment will be reduced and the resulting loss recognized in net income during the period the other-than-temporary-impairment ("OTTI") is identified. The Corporation’s management has evaluated all securities with unrealized losses for OTTI as of December 31, 2018.

In determining the fair value of the investment securities portfolio, the Corporation utilizes a third party for portfolio accounting services, including market value input, for those securities classified as Level I and Level II in the fair value hierarchy. The Corporation has obtained an understanding of what inputs are being used by the vendor in pricing the portfolio and how the vendor classified these securities based upon these inputs. From these discussions, the Corporation’s management is comfortable that the classifications are proper. The Corporation has gained trust in the data for two reasons: (a) independent spot testing of the data is conducted by the Corporation through obtaining market quotes from various brokers on a periodic basis; and (b) actual gains or loss resulting from the sale of certain securities has proven the data to be accurate over time. Fair value of securities classified as Level 3 in the valuation hierarchy was determined using a discounted cash flow model that incorporated market estimates of interest rates and volatility in markets that have not been active.

(table dollar amounts in thousands, except share data)

U.S. Government-Sponsored Mortgage-Backed Securities

The unrealized losses on the Corporation's investment in mortgage-backed securities were a result of interest rate changes. The Corporation expects to recover the amortized cost basis over the term of the securities. Because the decline in market value is attributable to changes in interest rates and not credit quality, and because the Corporation does not intend to sell the investments and it is not more likely than not that the Corporation will be required to sell the investments before recovery of their amortized cost basis, which may be maturity, the Corporation does not consider those investments to be other-than-temporarily impaired at December 31, 2018. As noted in the table above, the mortgage-backed securities portfolio contains unrealized losses of $8,396,000 on one hundred five securities and $3,323,000 on seventy-six securities in the available for sale and held to maturity portfolios, respectively. All these securities are issued by a government-sponsored entity.

State and Municipal Securities, U.S. Government-Sponsored Agency Securities and Foreign Investment Securities

The unrealized losses on the Corporation's investments in securities of state and political subdivisions, U.S. Government-Sponsored Agency and foreign investment securities were caused by interest rate increases. The contractual terms of those investments do not permit the issuer to settle the securities at a price less than the amortized cost basis of the investments. Because the Corporation does not intend to sell the investments and it is not more likely than not that the Corporation will be required to sell the investments before recovery of their amortized cost basis, which may be maturity, the Corporation does not consider those investments to be other-than-temporarily impaired at December 31, 2018. As noted in the table above, the state and municipal securities portfolio contains unrealized losses of $5,854,000 on two hundred twenty-one securities and $872,000 on forty-one securities in the available for sale and held to maturity portfolios, respectively. The U.S. Government-Sponsored Agency securities portfolio contains unrealized losses of $3,000 on four securities in the available for sale portfolio, and $545,000 on five securities in the held to maturity portfolio. The foreign investment securities portfolio contains no unrealized losses in the available for sale portfolio, and $1,000 on one security in the held to maturity portfolio.

The following table shows the Corporation’s gross unrealized losses and fair value, aggregated by investment category and length of time the individual securities have been in a continuous unrealized loss position at December 31, 2018 and 2017:

	Less than 12 Months		12 Months or Longer		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
Temporarily Impaired Available for Sale Securities at December 31, 2018						
U.S. Government-sponsored agency securities	$ 1,490	$ 3			$ 1,490	$ 3
State and municipal	234,431	3,958	$ 38,028	$ 1,896	272,459	5,854
U.S. Government-sponsored mortgage-backed securities	196,601	2,400	217,121	5,996	413,722	8,396
Total Temporarily Impaired Available for Sale Securities	432,522	6,361	255,149	7,892	687,671	14,253
Temporarily Impaired Held to Maturity Securities at December 31, 2018						

U.S. Government-sponsored agency securities			22,073	545	22,073	545
State and municipal	14,952	369	16,786	503	31,738	872
U.S. Government-sponsored mortgage-backed securities	102,828	876	87,268	2,447	190,096	3,323
Foreign investment			999	1	999	1
Total Temporarily Impaired Held to Maturity Securities	117,780	1,245	127,126	3,496	$244,906	4,741
Total Temporarily Impaired Investment Securities	$550,302	$ 7,606	$382,275	$ 11,388	$932,577	$ 18,994

	Less than 12 Months		12 Months or Longer		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
Temporarily Impaired Available for Sale Securities at December 31, 2017						
State and municipal	$13,296	$ 198	$35,324	$ 893	$48,620	$ 1,091
U.S. Government-sponsored mortgage-backed securities	182,755	1,520	68,667	1,903	251,422	3,423
Total Temporarily Impaired Available for Sale Securities	196,051	1,718	103,991	2,796	300,042	4,514
Temporarily Impaired Held to Maturity Securities at December 31, 2017						
U.S. Government-sponsored agency securities	9,988	131	12,196	304	22,184	435
State and municipal	2,430	36	15,805	208	18,235	244
U.S. Government-sponsored mortgage-backed securities	62,508	485	43,078	919	105,586	1,404
Total Temporarily Impaired Held to Maturity Securities	74,926	652	71,079	1,431	146,005	2,083
Total Temporarily Impaired Investment Securities	$270,977	$ 2,370	$175,070	$ 4,227	$446,047	$ 6,597

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The amortized cost and fair value of securities available for sale and held to maturity at December 31, 2018 by contractual maturity are shown below. Expected maturities will differ from contractual maturities because issuers may have the right to call or prepay obligations with or without call or prepayment penalties.

	Available for Sale		Held to Maturity	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Maturity Distribution at December 31, 2018				
Due in one year or less	$13,092	$13,144	$4,732	$4,730
Due after one through five years	5,311	5,378	49,054	48,473
Due after five through ten years	73,280	74,411	62,873	64,163
Due after ten years	527,835	526,815	104,868	105,601
	619,518	619,748	221,527	222,967
U.S. Government-sponsored mortgage-backed securities	530,209	522,447	268,860	266,250
Total Investment Securities	$1,149,727	$1,142,195	$490,387	$489,217

Securities with a carrying value of approximately $416,155,000, $475,999,000 and $572,896,000 were pledged at December 31, 2018, 2017 and 2016, respectively, to secure certain deposits and securities sold under repurchase agreements, and for other purposes as permitted or required by law.

The book value of securities sold under agreements to repurchase amounted to $116,691,000 at December 31, 2018, and $136,639,000 at
December 31, 2017.

Gross gains of $4,269,000, $2,681,000 and $3,389,000 were realized on sales of investment securities in 2018, 2017 and 2016, respectively. Gross losses of $50,000 were realized on sales of investment securities in 2017. There were no losses from the sales of investment securities in 2018 or 2016, respectively.

NOTE 5

LOANS AND ALLOWANCE

The Corporation's primary lending focus is small business and middle market commercial, commercial real estate and residential real estate, which results in portfolio diversification. The following tables show the composition of the loan portfolio, the allowance for loan losses and credit quality characteristics by collateral classification, excluding loans held for sale. Loans held for sale at December 31, 2018 and 2017, were $4,778,000 and $7,216,000, respectively.

The following table illustrates the composition of the Corporation’s loan portfolio by loan class for the years indicated:

	December 31, 2018	December 31, 2017
Commercial and industrial loans	$1,726,664	$1,493,493
Agricultural production financing and other loans to farmers	92,404	121,757

Real estate loans:		
Construction	545,729	612,219
Commercial and farmland	2,832,102	2,562,691
Residential	966,421	962,765
Home equity	528,157	514,021
Individuals' loans for household and other personal expenditures	99,788	86,935
Lease financing receivables, net of unearned income	1,600	2,527
Other commercial loans	431,602	394,791
Loans	7,224,467	6,751,199
Allowance for loan losses	(80,552)	(75,032)
Net Loans	$7,143,915	$6,676,167

Allowance, Credit Quality and Loan Portfolio

The Corporation maintains an allowance for loan losses to cover probable credit losses identified during its loan review process. Management believes that the allowance for loan losses is adequate to cover probable losses inherent in the loan portfolio at December 31, 2018. The process for determining the adequacy of the allowance for loan losses is critical to the Corporation’s financial results. It requires management to make difficult, subjective and complex judgments to estimate the effect of uncertain matters. The allowance for loan losses considers current factors, including economic conditions and ongoing internal and external examinations, and will increase or decrease as deemed necessary to ensure it remains adequate. In addition, the allowance as a percentage of charge-offs and nonperforming loans will change at different points in time based on credit performance, portfolio mix and collateral values.

The allowance for loan losses is maintained through the provision for loan losses, which is a charge against earnings. The allowance is increased by provision expense and decreased by charge-offs less recoveries. All charge-offs are approved by the Bank's senior credit officers and in accordance with established policies. The Bank charges off a loan when a determination is made that all or a portion of the loan is uncollectible. The amount provided for loan losses in a given period may be greater than or less than net loan losses experienced during the period, and is based on management's judgment as to the appropriate level of the allowance for loan losses. The determination of the provision amount is based on management's ongoing review and evaluation of the loan portfolio, including an internally administered loan "watch" list and independent loan reviews. The evaluation takes into consideration identified credit problems, the possibility of losses inherent in the loan portfolio that are not specifically identified and management's judgment as to the impact of the current environment and economic conditions on the portfolio.

The allowance consists of specific impairment reserves as required by ASC 310-10-35, a component for historical losses in accordance with ASC 450 and the consideration of current environmental factors in accordance with ASC 450. A loan is deemed impaired when, based on current information or events, it is probable that all amounts due of principal and interest according to the contractual terms of the loan agreement will not be collected.

The historical loss allocation for loans not deemed impaired according to ASC 450 is the product of the volume of loans within the non-impaired criticized and non-criticized risk grade classifications, each segmented by call code, and the historical loss factor for each respective classification and call code segment. The historical loss factors are based upon actual loss experience within each risk and call code classification. The historical look back period for non-criticized loans looks to the most recent rolling-four-quarter average and aligns with the look back period for non-impaired criticized loans. Each of the rolling four quarter periods used to obtain the average, include all charge-offs for the previous twelve-month period, therefore the historical look back period includes seven quarters. Criticized loans are grouped based on the risk grade assigned to the loan. Loans with a special mention grade are assigned a loss factor, and loans with a classified grade but not impaired are assigned a separate loss factor. The loss factor computation for this allocation includes a segmented historical loss migration analysis of risk grades to charge-off.

In addition to the specific reserves and historical loss components of the allowance, consideration is given to various environmental factors to ensure that losses inherent in the portfolio are reflected in the allowance for loan losses. The environmental component adjusts the historical loss allocations for non-impaired loans to reflect relevant current conditions that, in management's opinion, have an impact on loss recognition. Environmental factors that management reviews in the analysis include: national and local economic trends and conditions; trends in growth in the loan portfolio and growth in higher risk areas; levels of, and trends in, delinquencies and non-accruals; experience and depth of lending management and staff; adequacy of, and adherence to, lending policies and procedures including those for underwriting; industry concentrations of credit; and adequacy of risk identification systems and controls through the internal loan review and internal audit processes.

In conformance with ASC 805 and ASC 820, loans purchased after December 31, 2008 are recorded at the acquisition date fair value. Such loans are included in the allowance to the extent a specific impairment is identified that exceeds the fair value adjustment on an impaired loan or the historical loss and environmental factor analysis indicates losses inherent in a purchased portfolio exceeds the fair value adjustment on the portion of the purchased portfolio not deemed impaired.

At December 31, 2018, the allowance for loan losses was $80,552,000, an increase of $5,520,000 from the December 31, 2017 balance of $75,032,000. Net charge-offs for the twelve months ended December 31, 2018, were $1,707,000, an increase of $1,559,000 from the same period in 2017. The provision for loan losses for the twelve months ended December 31, 2018 was $7,227,000, a decrease of $1,916,000 from the same period in 2017. The determination of the provision for loan losses in any period is based on management's continuing review and evaluation of the loan portfolio, and its judgment as to the impact of current economic conditions on the portfolio.

The following tables summarize changes in the allowance for loan losses by loan segment for the twelve months ended December 31, 2018, 2017, and 2016:

	Twelve Months Ended December 31, 2018					
	Commercial	Commercial Real Estate	Consumer	Residential	Finance Leases	Total
Allowance for loan losses:						
Balances, December 31, 2017	$30,418	$ 27,343	$ 3,732	$ 13,537	$ 2	$75,032
Provision for losses	2,097	2,482	679	1,969		7,227
Recoveries on loans	2,456	2,525	302	993		6,276
Loans charged off	(2,316)	(2,741)	(749)	(2,177)		(7,983)
Balances, December 31, 2018	$32,655	$ 29,609	$ 3,964	$ 14,322	$ 2	$80,552

	Twelve Months Ended December 31, 2017					
	Commercial	Commercial Real Estate	Consumer	Residential	Finance Leases	Total
Allowance for loan losses:						
Balances, December 31, 2016	$27,696	$ 23,661	$ 2,923	$ 11,755	$ 2	$66,037
Provision for losses	2,515	3,159	1,078	2,391		9,143
Recoveries on loans	1,590	2,260	324	706		4,880
Loans charged off	(1,383)	(1,737)	(593)	(1,315)		(5,028)
Balances, December 31, 2017	$30,418	$ 27,343	$ 3,732	$ 13,537	$ 2	$75,032

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	Twelve Months Ended December 31, 2016					
	Commercial	Commercial Real Estate	Consumer	Residential	Finance Leases	Total
Allowance for loan losses:						
Balances, December 31, 2015	$26,478	$ 22,145	$ 2,689	$ 11,139	$ 2	$62,453
Provision for losses	1,876	1,834	432	1,515		5,657
Recoveries on loans	1,806	2,090	369	1,091		5,356
Loans charged off	(2,464)	(2,408)	(567)	(1,990)		(7,429)
Balances, December 31, 2016	$27,696	$ 23,661	$ 2,923	$ 11,755	$ 2	$66,037

The tables below show the Corporation's allowance for loan losses and loan portfolio by loan segment for the years indicated. At December 31, 2018 and 2017, there was no related allowance for loan losses for loans acquired with deteriorated credit quality.

	December 31, 2018					
	Commercial	Commercial Real Estate	Consumer	Residential	Finance Leases	Total
Allowance balances:						
Individually evaluated for impairment		$1,435	$1	$436		$1,872
Collectively evaluated for impairment	$32,655	28,174	3,963	13,886	$2	78,680
Total allowance for loan losses	$32,655	$29,609	$3,964	$14,322	$2	$80,552
Loan balances:						
Individually evaluated for impairment	$1,838	$17,756	$18	$2,413		$22,025
Collectively evaluated for impairment	2,246,730	3,347,686	99,770	1,490,872	$1,600	7,186,658
Loans acquired with deteriorated credit quality	2,102	12,389		1,293		15,784
Loans	$2,250,670	$3,377,831	$99,788	$1,494,578	$1,600	$7,224,467

	December 31, 2017					
	Commercial	Commercial Real Estate	Consumer	Residential	Finance Leases	Total
Allowance balances:						
Individually evaluated for impairment	$666	$567		$404		$1,637
Collectively evaluated for impairment	29,752	26,776	$3,732	13,133	$2	73,395
Total allowance for loan losses	$30,418	$27,343	$3,732	$13,537	$2	$75,032
Loan balances:						
Individually evaluated for impairment	$3,345	$17,432	$5	$2,429		$23,211
Collectively evaluated for impairment	2,005,275	3,135,481	86,930	1,472,821	$2,527	6,703,034
Loans acquired with deteriorated credit quality	1,421	21,997		1,536		24,954
Loans	$2,010,041	$3,174,910	$86,935	$1,476,786	$2,527	$6,751,199

Loans individually evaluated for impairment are comprised of commercial and consumer loans deemed impaired in accordance with ASC 310-10 and include loans acquired with deteriorated credit quality totaling $1,541,000 and $315,000 at December 31, 2018 and 2017, respectively.

The risk characteristics of the Corporation's material portfolio segments are as follows:

Commercial

Commercial lending is primarily based on the identified cash flows of the borrower and secondarily on the underlying collateral provided by the borrower. The cash flows of borrowers, however, may not be as expected and the collateral securing these loans may fluctuate in value. Most commercial loans are secured by the tangible assets being financed such as equipment or real estate or other business assets such as accounts receivable or inventory and may incorporate a personal guarantee. Other loans may be unsecured, secured but under-collateralized or otherwise made on the basis of the enterprise value of an organization. In the case of loans secured by accounts receivable, the availability of funds for the repayment of these loans may be substantially dependent on the ability of the borrower to collect amounts due from its customers.

Commercial real estate

These loans are viewed primarily as cash flow loans and secondarily as loans secured by real estate. Commercial real estate lending typically involves higher loan principal amounts and the repayment of these loans is generally dependent on the successful operation of the property securing the loan or the business conducted on the property securing the loan. Commercial real estate loans may be more adversely affected by conditions in the real estate markets or in the general economy. Management monitors and evaluates commercial real estate loans based on collateral and risk grade criteria. In addition, management tracks the level of owner-occupied commercial real estate loans versus non-owner occupied loans.

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Consumer and Residential

With respect to residential loans that are secured by 1-4 family residences, which are typically owner occupied, the Corporation generally establishes a maximum loan-to-value ratio and requires private mortgage insurance if that ratio is exceeded. Home equity loans are secured by a subordinate interest in 1-4 family residences, and consumer loans are secured by consumer assets such as automobiles or recreational vehicles. Some consumer loans, such as small installment loans and certain lines of credit, are unsecured . Repayment of these loans is primarily dependent on the personal income and credit rating of the borrowers, which can be impacted by economic conditions in their market areas such as unemployment levels. Repayment on loans secured by 1-4 family residences can be impacted by changes in property values. Risk is mitigated by the fact that the loans are of smaller individual amounts and spread over a large number of borrowers.

Loans are reclassified to a non-accruing status when, in management’s judgment, the collateral value and financial condition of the borrower do not justify accruing interest. When the interest accrual is discontinued, all unpaid accrued interest is reversed against earnings when considered uncollectible. Payments subsequently received on non-accrual loans are applied to principal. A loan is returned to accrual status when principal and interest are no longer past due and collectability is probable, typically after a minimum of six consecutive months of performance. Payments received on impaired accruing or delinquent loans are applied to interest income as accrued.

The following table summarizes the Corporation’s non-accrual loans by loan class for the years indicated:

	December 31, 2018	December 31, 2017
Commercial and industrial loans	$ 1,803	$ 3,275
Agriculture production financing and other loans to farmers	679	1,027
Real estate loans:		
Construction	8,667	65
Commercial and farmland	8,156	12,951
Residential	4,966	9,444
Home equity	1,481	1,928
Individuals' loans for household and other personal expenditures	42	34
Other commercial loans	354	
Total	$ 26,148	$ 28,724

Impaired loans include loans deemed impaired according to the guidance set forth in ASC 310-10. Commercial loans under $500,000 and
consumer loans, with the exception of troubled debt restructures, are not individually evaluated for impairment.

Allowable methods for determining the amount of impairment include estimating fair value using the fair value of the collateral for collateral dependent loans. If the impaired loan is identified as collateral dependent, then the fair value method for measuring the amount of impairment is utilized. This method requires obtaining a current independent appraisal of the collateral and applying a discount factor, which includes selling costs if applicable, to the value. The fair value of real estate is generally based on appraisals by qualified licensed appraisers. The appraisers typically determine the value of the real estate by utilizing an income or market valuation approach. If an appraisal is not available, the fair value may be determined by using a cash flow analysis. Fair value on other collateral such as business assets is typically ascertained by assessing, either singularly or some combination of, asset appraisals, accounts receivable aging reports, inventory listings and or customer financial statements. Both appraised values and values based on borrower's financial information are discounted as considered appropriate based on age and quality of the information and current market conditions.

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The following tables show the composition of the Corporation's impaired loans, related allowance and interest income recognized while impaired by loan class for the years indicated:

	December 31, 2018				
	Unpaid Principal Balance	Recorded Investment	Related Allowance	Average Recorded Investment	Interest Income Recognized
Impaired loans with no related allowance:					
Commercial and industrial loans	$828	$ 806		$ 833	
Agriculture production financing and other loans to farmers	679	679		679	
Real estate loans:					
Construction	1,352	614		835	
Commercial and farmland	11,176	8,994		12,975	$ 165
Residential	118	100		101	3
Home equity	49	48		48	
Other commercial loans	353	353		353	
Total	$14,555	$ 11,594		$ 15,824	$ 168
Impaired loans with related allowance:					
Real estate loans:					
Construction	$7,978	$ 7,977	$ 1,429	$ 7,977	
Commercial and farmland	171	171	6	171	
Residential	1,958	1,907	362	1,915	57
Home equity	376	358	74	365	10
Individuals' loans for household and other personal expenditures	18	18	1	20	$ 1
Total	$10,501	$ 10,431	$ 1,872	$ 10,448	$ 68
Total Impaired Loans	$25,056	$ 22,025	$ 1,872	$ 26,272	$ 236

	December 31, 2017				
	Unpaid Principal Balance	Recorded Investment	Related Allowance	Average Recorded Investment	Interest Income Recognized
Impaired loans with no related allowance:					
Commercial and industrial loans	$7,611	$ 1,536		$ 3,839	
Agriculture production financing and other loans to farmers	732	700		762	
Real estate loans:					
Commercial and farmland	16,758	15,163		17,495	$ 360
Residential	833	519		635	
Home equity	40	8		14	
Individuals' loans for household and other personal expenditures	5	5		7	
Total	$25,979	$ 17,931		$ 22,752	$ 360
Impaired loans with related allowance:					
Commercial and industrial loans	$812	$ 782	$ 552	$ 1,517	
Agriculture production financing and other loans to farmers	357	327	114	327	

Real estate loans:					
Commercial and farmland	2,988	2,269	567	2,379	
Residential	1,616	1,572	327	1,580	$ 28
Home equity	350	330	77	332	11
Total	$6,123	$ 5,280	$ 1,637	$ 6,135	$ 39
Total Impaired Loans	$32,102	$ 23,211	$ 1,637	$ 28,887	$ 399

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	December 31, 2016				
	Unpaid Principal Balance	Recorded Investment	Related Allowance	Average Recorded Investment	Interest Income Recognized
Impaired loans with no related allowance:					
Commercial and industrial loans	$4,028	$ 1,696		$ 1,770	$ 37
Agriculture production financing and other loans to farmers	367	338		357	
Real estate loans:					
Commercial and farmland	22,828	17,752		18,944	288
Residential	2,073	1,402		1,665	2
Home equity	60	30		30	
Individuals' loans for household and other personal expenditures	9	9		9	
Total	$29,365	$ 21,227		$ 22,775	$ 327
Impaired loans with related allowance:					
Agriculture production financing and other loans to farmers	$660	$ 660	$ 36	$ 690	
Real estate loans:					
Commercial and farmland	4,237	2,985	553	2,990	
Residential	968	877	233	872	$ 14
Home equity	290	266	66	266	6
Total	$6,155	$ 4,788	$ 888	$ 4,818	$ 20
Total Impaired Loans	$35,520	$ 26,015	$ 888	$ 27,593	$ 347

Impaired loans in the above tables do not include loans accounted for under ASC 310-30, or any other loan, unless deemed impaired in
accordance with ASC 310-10.

As part of the ongoing monitoring of the credit quality of the Corporation's loan portfolio, management tracks certain credit quality indicators including trends related to: (i) the level of criticized commercial loans, (ii) net charge-offs, (iii) non-performing loans, (iv) covenant failures and (v) the general national and local economic conditions.

The Corporation utilizes a risk grading of pass, special mention, substandard, doubtful and loss to assess the overall credit quality of large commercial loans. All large commercial credit grades are reviewed at a minimum of once a year for pass grade loans. Loans with grades below pass are reviewed more frequently depending on the grade. A description of the general characteristics of these grades is as follows:

- Pass - Loans that are considered to be of acceptable credit quality.
- Special Mention - Loans which possess some credit deficiency or potential weakness, which deserves close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the asset or in the Corporation's credit position at some future date. Special mention assets are not adversely classified and do not expose the Corporation to sufficient risk to warrant adverse classification. The key distinctions of this category's classification are that it is indicative of an unwarranted level of risk; and weaknesses are considered “potential”, not “defined”, impairments to the primary source of repayment. Examples include businesses that may be suffering from

inadequate management, loss of key personnel or significant customer or litigation.

- Substandard - A substandard loan is inadequately protected by the current net worth and paying capacity of the obligor or of the collateral pledged, if any. Assets so classified have a well-defined weakness that jeopardizes the liquidation of the debt. They are characterized by the distinct possibility that the Corporation will sustain some loss if the deficiencies are not corrected. Other characteristics may include:
  - the likelihood that a loan will be paid from the primary source of repayment is uncertain or financial deterioration is underway and very close attention is warranted to ensure that the loan is collected without loss,
  - the primary source of repayment is gone, and the Corporation is forced to rely on a secondary source of repayment, such as collateral liquidation or guarantees,
  - loans have a distinct possibility that the Corporation will sustain some loss if deficiencies are not corrected,
  - unusual courses of action are needed to maintain a high probability of repayment,
  - the borrower is not generating enough cash flow to repay loan principal; however, it continues to make interest payments,
  - the Corporation is forced into a subordinated or unsecured position due to flaws in documentation,
  - loans have been restructured so that payment schedules, terms and collateral represent concessions to the borrower when compared to the normal loan terms,

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- o the Corporation is seriously contemplating foreclosure or legal action due to the apparent deterioration of the loan, and
  - o there is significant deterioration in market conditions to which the borrower is highly vulnerable.

- Doubtful - Loans that have all of the weaknesses of those classified as Substandard. However, based on currently existing facts, conditions and values, these weaknesses make full collection of principal highly questionable and improbable. Other credit characteristics may include the primary source of repayment is gone or there is considerable doubt as to the quality of the secondary sources of repayment. The possibility of loss is high, but because of certain important pending factors that may strengthen the loan, loss classification is deferred until the exact status of repayment is known.

- Loss – Loans that are considered uncollectible and of such little value that continuing to carry them as an asset is not warranted. Loans will be classified as Loss when it is neither practical or desirable to defer writing off or reserving all or a portion of a basically worthless asset, even though partial recovery may be possible at some time in the future.

The following tables summarize the credit quality of the Corporation's loan portfolio, by loan class for the years indicated. Consumer non-performing loans include accruing consumer loans 90-days or more delinquent and consumer non-accrual loans. The entire balance of a loan is considered delinquent if the minimum payment contractually required to be made is not received by the specified date. Loans that evidenced deterioration of credit quality since origination and the probability, at acquisition, that all contractually required payments would not be collected are included in the applicable categories below.

	December 31, 2018							
	Commercial Pass	Commercial Special Mention	Commercial Substandard	Commercial Doubtful	Commercial Loss	Consumer Performing	Consumer Non Performing	Total
Commercial and industrial loans	$1,660,879	$23,246	$42,539					$1,726,664
Agriculture production financing and other loans to farmers	78,446	5,966	7,992					92,404
Real estate loans:								
Construction	492,358	2,185	24,224			$25,419	$ 1,543	545,729
Commercial and farmland	2,669,491	76,037	84,288			2,285	1	2,832,102
Residential	170,075	7,373	2,076			782,080	4,817	966,421
Home equity	24,653	535	457			500,996	1,516	528,157
Individuals' loans for household and other personal expenditures						99,741	47	99,788
Lease financing receivables, net of unearned income	1,600							1,600

Other commercial loans	431,249		353					431,602
Loans	$5,528,751	$115,342	$161,929			$1,410,521	$7,924	$7,224,467

	December 31, 2017							
	Commercial Pass	Commercial Special Mention	Commercial Substandard	Commercial Doubtful	Commercial Loss	Consumer Performing	Consumer Non Performing	Total
Commercial and industrial loans	$1,418,401	$51,336	$23,386	$370				$1,493,493
Agriculture production financing and other loans to farmers	73,800	27,502	20,018	387	$50			121,757
Real estate loans:								
Construction	587,906	828	981			$22,374	$130	612,219
Commercial and farmland	2,408,329	70,074	79,769	1,536		2,980	3	2,562,691
Residential	185,725	4,376	4,209	114		759,900	8,441	962,765
Home equity	28,554	457	286			482,661	2,063	514,021
Individuals' loans for household and other personal expenditures						86,875	60	86,935
Lease financing receivables, net of unearned income	2,527							2,527
Other commercial loans	394,222		569					394,791
Loans	$5,099,464	$154,573	$129,218	$2,407	$50	$1,354,790	$10,697	$6,751,199

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The tables below show a past due aging of the Corporation’s loan portfolio, by loan class, for the years indicated:

	December 31, 2018						
	Current	30-59 Days Past Due	60-89 Days Past Due	Loans 90 Days or More Past Due And Accruing	Non-Accrual	Total Past Due & Non-Accrual	Total
Commercial and industrial loans	$1,723,337	$1,093	$182	$ 249	$ 1,803	$ 3,327	$1,726,664
Agriculture production financing and other loans to farmers	89,440	2,285			679	2,964	92,404
Real estate loans:							
Construction	535,520	64		1,478	8,667	10,209	545,729
Commercial and farmland	2,822,515	1,253	178		8,156	9,587	2,832,102
Residential	959,252	1,756	430	17	4,966	7,169	966,421
Home equity	524,198	2,164	207	107	1,481	3,959	528,157
Individuals' loans for household and other personal expenditures	99,499	179	64	4	42	289	99,788
Lease financing receivables, net of unearned income	1,600						1,600
Other commercial loans	431,248				354	354	431,602
Loans	$7,186,609	$8,794	$1,061	$ 1,855	$ 26,148	$ 37,858	$7,224,467

	December 31, 2017						
	Current	30-59 Days Past Due	60-89 Days Past Due	Loans 90 Days or More Past Due And Accruing	Non-Accrual	Total Past Due & Non-Accrual	Total
Commercial and industrial loans	$1,487,221	$2,967	$30		$ 3,275	$ 6,272	$1,493,493
Agriculture production financing and other loans to farmers	120,720	10			1,027	1,037	121,757
Real estate loans:							
Construction	610,896	1,193		$ 65	65	1,323	612,219
Commercial and farmland	2,542,048	6,923	166	603	12,951	20,643	2,562,691
Residential	948,947	4,010	308	56	9,444	13,818	962,765
Home equity	510,362	1,372	184	175	1,928	3,659	514,021
Individuals' loans for household and other personal expenditures	85,744	298	834	25	34	1,191	86,935
Lease financing receivables, net of unearned income	2,527						2,527
Other commercial loans	394,791						394,791

Loans	$6,703,256	$16,773	$1,522	$ 924	$ 28,724	$ 47,943	$6,751,199

On occasion, borrowers experience declines in income and cash flow. As a result, these borrowers seek to reduce contractual cash outlays including debt payments. Concurrently, in an effort to preserve and protect its earning assets, specifically troubled loans, the Corporation works to maintain its relationship with certain customers who are experiencing financial difficulty by contractually modifying the borrower's debt agreement with the Corporation. In certain loan restructuring situations, the Corporation may grant a concession to a debtor experiencing financial difficulty, resulting in a trouble debt restructuring. A concession is deemed to be granted when, as a result of the restructuring, the Corporation does not expect to collect all original amounts due, including interest accrued at the original contract rate. If the payment of principal at original maturity is primarily dependent on the value of collateral, the current value of the collateral is considered in determining whether the principal will be paid.

The following tables summarize troubled debt restructures in the Corporation's loan portfolio that occurred during the periods ended December 31, 2018 and 2017:

	December 31, 2018		
	Pre-Modification Recorded Balance	Post-Modification Recorded Balance	Number of Loans
Real estate loans:			
Commercial and farmland	$ 85	$ 85	1
Residential	490	487	11
Home equity	81	81	3
Individuals' loans for household and other personal expenditures	65	66	3
Total	$ 721	$ 719	18

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	December 31, 2017		
	Pre-Modification Recorded Balance	Post-Modification Recorded Balance	Number of Loans
Commercial and industrial loans	$599	$ 376	3
Agriculture production financing and other loans to farmers	387	387	3
Real estate loans:			
Commercial and farmland	1,022	1,156	8
Residential	788	862	15
Home equity	195	107	4
Individuals' loans for household and other personal expenditures	13	14	1
Total	$3,004	$ 2,902	34

The following tables summarize the recorded investment of troubled debt restructures as of December 31, 2018 and 2017, by modification type, that occurred during the years indicated:

	December 31, 2018			
	Term Modification	Rate Modification	Combination	Total Modification
Real estate loans:				
Commercial and farmland	$85			$ 85
Residential		$ 209	$ 239	448
Home equity	106	74		180
Individuals' loans for household and other personal expenditures	58	6		64
Total	$249	$ 289	$ 239	$ 777

	December 31, 2017			
	Term Modification	Rate Modification	Combination	Total Modification
Commercial and industrial loans	$203		$ 166	$ 369
Agriculture production financing and other loans to farmers	387			387
Real estate loans:				
Commercial and farmland	705	$ 59	232	996
Residential		761	85	846
Home equity		105		105
Individuals' loans for household and other personal expenditures		14		14
Total	$1,295	$ 939	$ 483	$ 2,717

Loans secured by 1- 4 family residential real estate made up 79 percent of the post-modification balances of the troubled debt restructured loans that occurred during the twelve months ending December 31, 2018.

The following tables summarize troubled debt restructures that occurred during the twelve months ended December 31, 2018 and 2017, that subsequently defaulted during the period indicated and remained in default at period end. For purposes of this schedule, a loan is considered in default if it is 30-days or more past due.

	Twelve Months Ended December 31, 2018	
	Number of Loans	Recorded Balance
Real estate loans:		
Residential	2	$ 75
Total	2	$ 75

	Twelve Months Ended December 31, 2017	
	Number of Loans	Recorded Balance
Real estate loans:		
Commercial and farmland	1	$ 14
Residential	4	323
Total	5	$ 337

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For potential consumer loan restructures, impairment evaluation occurs prior to modification. Any subsequent impairment is addressed through the charge-off process or through a specific reserve. Consumer troubled debt restructures are generally included in the general historical allowance for loan loss at the post modification balance. Consumer non-accrual and delinquent troubled debt restructures are also considered in the calculation of the non-accrual and delinquency trend environmental allowance allocation. Consumer loans secured by residential real estate properties for which formal foreclosure proceedings are in process totaled $800,000 and $2,302,000 at December 31, 2018 and 2017, respectively.

Commercial troubled debt restructured loans risk graded special mention, substandard, doubtful and loss are individually evaluated for impairment under ASC 310. Any resulting specific reserves are included in the allowance for loan losses. Commercial 30 - 89 day delinquent troubled debt restructures are included in the calculation of the delinquency trend environmental allowance allocation. With the exception of the acquired loans excluded from the allowance for loan losses, all commercial non-impaired loans, including non-accrual and 90-days or more delinquents, are included in the ASC 450 loss estimate.

NOTE 6

ACCOUNTING FOR CERTAIN LOANS ACQUIRED IN A PURCHASE

Purchase Credit Impaired Loans are included in NOTE 5. LOANS AND ALLOWANCE of these Notes to Consolidated Financial Statements. As described in NOTE 5, purchased loans are recorded at the acquisition date fair value, which could result in a fair value discount or premium. Purchased loans with evidence of credit deterioration since origination and for which it is probable at the date of acquisition that the acquirer will not collect all contractually required principal and interest payments are accounted for under ASC 310-30, Loans Acquired with Deteriorated Credit Quality. The difference between contractually required payments and the cash flows expected to be collected at acquisition is referred to as the nonaccretable difference. The accretable portion of the fair value discount or premium is the difference between the expected cash flows and the net present value of expected cash flows, with such difference accreted into earnings over the term of the loans.

The carrying amount of purchased credit impaired loans as of December 31, 2018 and December 31, 2017 was $17.3 million and $25.3 million, respectively; with no required allowance for loan losses. As customer cash flow expectations improve, nonaccretable yield can be reclassified to accretable yield. The accretable amount, or income expected to be collected, and reclassifications from nonaccretable, are identified in the table below.

	Twelve Months Ended December 31, 2018	Twelve Months Ended December 31, 2017	Twelve Months Ended December 31, 2016
Beginning balance	$ 2,890	$ 3,950	$ 5,612
Additions		1,608	
Accretion	(4,118)	(6,749)	(6,577)
Reclassification from nonaccretable	3,387	4,748	5,172
Disposals	(16)	(667)	(257)

Ending balance	$ 2,143	$ 2,890	$ 3,950

The following table presents loans acquired during the period ending December 31, 2017, for which it was probable at acquisition that all contractually required payments would not be collected. There were no loans acquired during the period ending December 31, 2018.

	2017		
	IAB	Arlington Bank	Total
Contractually required payments receivable at acquisition date	$14,131	$ 6,183	$20,314
Nonaccretable difference	8,352	2,891	11,243
Expected cash flows at acquisition date	5,779	3,292	9,071
Accretable difference	941	667	1,608
Basis in loans at acquisition date	$4,838	$ 2,625	$7,463

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NOTE 7

PREMISES AND EQUIPMENT

The following table summarizes the Corporation's premises and equipment as of December 31, 2018 and 2017:

	2018	2017
Cost at December 31:		
Land	$21,762	$22,042
Buildings and Leasehold Improvements	125,366	124,441
Equipment	86,498	82,344
Total Cost	233,626	228,827
Accumulated Depreciation and Amortization	(140,206)	(132,975)
Net	$93,420	$95,852

The IAB acquisition on July 14, 2017 and the Arlington Bank acquisition on May 19, 2017 resulted in additions to premises and equipment of $10,107,000 and $1,986,000, respectively. Details regarding the acquisitions are discussed in NOTE 2. ACQUISITIONS of these Notes to Consolidated Financial Statements.

The Corporation is committed under various non-cancelable lease contracts for certain subsidiary office facilities and equipment. Total lease expense for 2018, 2017 and 2016 was $4,369,000, $4,072,000 and $4,586,000, respectively. The future minimum rental commitments required under the operating leases, which expire at various dates through the year 2035, are as follows for the years ending December 31:

	Future Minimum Rental Commitments
2019	$ 3,721
2020	3,584
2021	3,283
2022	3,150
2023	2,622
After 2023	12,495
Total Future Minimum Obligations	$ 28,855

NOTE 8

GOODWILL

Goodwill is recorded on the acquisition date of an entity. During the measurement period, the Corporation may record subsequent adjustments to goodwill for provisional amounts recorded at the acquisition date. The IAB acquisition on July, 14, 2017 resulted in $153,636,000 of goodwill. The Arlington Bank acquisition on May 19, 2017 resulted in $47,719,000 of goodwill, which includes a reduction of $469,000. This reduction was recorded in the third quarter of

2017 as a measurement period adjustment. Details regarding the IAB and Arlington Bank acquisitions are discussed in NOTE 2. ACQUISITIONS of these Notes to Consolidated Financial Statements. There have been no changes in goodwill since December 31, 2017, resulting in a goodwill balance of $445,355,000 as of December 31, 2018.

No impairment loss was recorded in 2018 or 2017. The Corporation tested goodwill for impairment during 2018 and 2017. In both valuations, the fair value exceeded the Corporation's carrying value; therefore, it was concluded goodwill is not impaired. For additional details related to impairment testing, see the "GOODWILL" section of Management's Discussion and Analysis of Financial Condition and Results of Operations included as Item 7 of this Annual Report on Form 10-K.

	2017
Balance, January 1	$244,000
Goodwill acquired	201,824
Measurement period adjustment	$(469)
Balance, December 31	$445,355

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NOTE 9

OTHER INTANGIBLES

Core deposit intangibles and other intangibles are recorded on the acquisition date of an entity. During the measurement period, the Corporation may record subsequent adjustments to these intangibles for provisional amounts recorded at the acquisition date. The IAB acquisition on July 14, 2017 resulted in a core deposit intangible of $13,638,000 and other intangibles, consisting of non-compete intangibles, of $3,765,000. The Arlington Bank acquisition on May 19, 2017 resulted in a core deposit intangible of $4,526,000. Details regarding the IAB and Arlington Bank acquisitions are discussed in NOTE 2. ACQUISITIONS of these in the Notes to Consolidated Financial Statements.

The carrying basis and accumulated amortization of recognized core deposit and other intangibles are noted below.

	2018	2017
Gross carrying amount	$85,869	$63,940
Core deposit intangible acquired		18,164
Other intangibles acquired		3,765
Accumulated amortization	(61,440)	(54,721)
Core Deposit and Other Intangibles	$24,429	$31,148

Amortization expense for the years ended December 31, 2018, 2017 and 2016, was $6,719,000, $5,647,000 and $3,910,000, respectively.

Estimated future amortization expense is summarized as follows:

	Amortization Expense
2019	$ 5,169
2020	3,632
2021	3,427
2022	3,325
2023	3,175
After 2023	5,701
	$ 24,429

NOTE 10

DEPOSITS

The composition of the deposit portfolio is included in the table below for the years indicated:

	December 31, 2018	December 31, 2017
Demand deposits	$3,985,178	$3,746,654

Savings deposits	2,282,701	1,994,366
Certificates and other time deposits of $100,000 or more	593,592	468,895
Other certificates and time deposits	646,682	581,894
Brokered deposits	246,440	380,721
Total deposits	$7,754,593	$7,172,530

At December 31, 2018 and 2017, deposits exceeding the FDIC's Standard Maximum Deposit Insurance Amount of $250,000 were $3.8 billion and $3.2 billion, respectively.

At December 31, 2018, the contractual maturities of time deposits are summarized as follows:

	Certificates and Other Time Deposits
2019	$1,007,653
2020	361,663
2021	70,327
2022	27,535
2023	17,977
After 2023	1,559
	$1,486,714

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NOTE 11

TRANSFERS ACCOUNTED FOR AS SECURED BORROWINGS

The collateral pledged for all repurchase agreements that are accounted for as secured borrowings as of December 31, 2018 and 2017 were:

	December 31, 2018				
	Remaining Contractual Maturity of the Agreements				
	Overnight and Continuous	Up to 30 Days	30-90 Days	Greater Than 90 Days	Total
U.S. Government-sponsored mortgage-backed securities	$104,883	1,014	7,615		$113,512

	December 31, 2017				
	Remaining Contractual Maturity of the Agreements				
	Overnight and Continuous	Up to 30 Days	30-90 Days	Greater Than 90 Days	Total
U.S. Government-sponsored mortgage-backed securities	$126,187	1,340	1,500	7,596	$136,623

NOTE 12

BORROWINGS

The following table summarizes the Corporation's borrowings as of December 31, 2018 and 2017:

	December 31, 2018	December 31, 2017
Federal funds purchased	$104,000	$144,038
Securities sold under repurchase agreements	113,512	136,623
Federal Home Loan Bank advances	314,986	414,377
Subordinated debentures and term loans	138,463	139,349
Total Borrowings	$670,961	$834,387

Securities sold under repurchase agreements consist of obligations of the Bank to other parties and are secured by U.S. Government-Sponsored Enterprise obligations. The maximum amount of outstanding agreements at any month-end during 2018 and 2017 totaled $143,016,000 and $145,883,000, respectively, and the average of such agreements totaled $124,762,000 and $134,401,000 during 2018 and 2017, respectively.

Contractual maturities of borrowings as of December 31, 2018, are as follows:

Maturities in Years Ending December 31:	Federal Funds Purchased	Securities Sold Under Repurchase Agreements	Federal Home Loan Bank Advances	Subordinated Debentures and Term Loans
2019	$ 104,000	$ 113,512	$ 113,713	
2020			41,273	
2021			55,000	
2022			45,000	
2023			35,000	
After 2023			25,000	$ 142,322
ASC 805 fair value adjustments at acquisition				(3,859)
	$ 104,000	$ 113,512	$ 314,986	$ 138,463

The terms of a security agreement with the FHLB require the Corporation to pledge, as collateral for advances, qualifying first mortgage loans, investment securities and multi-family loans in an amount equal to at least 145 percent of these advances depending on the type of collateral pledged. At December 31, 2018, the outstanding FHLB advances had interest rates from 0.96 to 5.09 percent and are subject to restrictions or penalties in the event of prepayment. The total available remaining borrowing capacity from the FHLB at December 31, 2018, was $629,237,000. As of December 31, 2018, the Corporation had $45,000,000 of putable advances with the FHLB.

Subordinated Debentures and Term Loans. As of December 31, 2018 and 2017, subordinated debentures and term loans totaled $138,463,000 and $139,349,000, respectively.

- First Merchants Capital Trust II. The subordinated debenture was entered into on July 2, 2007 for $56,702,000. On August 10, 2015, the Corporation completed the cancellation of $5 million of subordinated debentures at a gain of $1,250,000. As of December 31, 2018, $51,702,000 of subordinated debentures remain outstanding with a maturity date of September 15, 2037. The Corporation could not redeem the debenture prior to September 15, 2012, and redemption is subject to the prior approval of the Board of Governors of the Federal Reserve System, as required by law or regulation. Interest was fixed at 6.495 percent for the period from the date of issuance through September 15, 2012; interest is now an annual floating rate equal to the three-month LIBOR plus 1.56 percent, reset quarterly. Interest is payable in March, June, September and December of each year. The interest rate at December 31, 2018 and 2017 was 4.35 percent and 3.15 percent, respectively. The Corporation holds all of the outstanding common securities of First Merchants Capital Trust II.

- Ameriana Capital Trust I. On December 31, 2015 the Corporation acquired Ameriana Capital Trust I in conjunction with its acquisition of Ameriana Bancorp, Inc. The subordinated debentures of Ameriana Capital Trust I were entered into in March 2006 for $10,310,000 and have a maturity of March 2036. Ameriana could not redeem the debenture prior to March 2011, and redemption is subject to the prior approval of the Board of Governors of the Federal Reserve System, as required by law or regulation. The interest rate is equal to the three-month LIBOR plus 1.50 percent, reset quarterly. Interest is payable in March, June, September and December of each year. The interest rate at December 31, 2018 and 2017 was 4.29 percent and 3.09 percent, respectively. The Corporation holds all of the outstanding common securities of Ameriana Capital Trust I.

- Grabill Capital Trust I. On July 14, 2017 the Corporation acquired Grabill Capital Trust I in conjunction with its acquisition of Independent Alliance Banks, Inc. The subordinated debentures of Grabill Capital Trust I were entered into in June 2004 for $10,310,000 and have a maturity of July 23, 2034. IAB could not redeem the debenture prior to July 2009, and redemption is subject to the prior approval of the Board of Governors of the Federal Reserve System, as required by law or regulation. The interest rate is equal to the three-month LIBOR plus 2.60 percent, reset quarterly. Interest is payable in January, April, July and October of each year. The interest rate at December 31, 2018 and 2017 was 5.08 percent and 3.96 percent, respectively. The Corporation holds all of the outstanding common securities of Grabill Capital Trust I.

- On November 1, 2013, the Corporation completed the private issuance and sale to four institutional investors of an aggregate of $70 million of debt comprised of (a) 5.00 percent Fixed-to-Floating Rate Senior Notes due 2028 in the aggregate principal amount of $5 million (the "Senior Debt") and (b) 6.75 percent Fixed-to -Floating Rate Subordinated Notes due 2028 in the aggregate principal amount of $65 million (the "Subordinated Debt"). The interest rate on the Senior Debt and Subordinated Debt remains fixed for the first ten (10) years and will become floating thereafter. Once the rates convert to floating on October 30, 2023, the Senior Debt will have an annual floating rate equal to the three-month LIBOR plus 2.345 percent and the Subordinated Debt will have an annual floating rate equal to the three-month LIBOR plus 4.095 percent. The Corporation has an option to redeem the Subordinated Debt in whole or in part at a redemption price equal to 100 percent of the principal amount of the redeemed Subordinated Notes, plus accrued and unpaid interest to the date of the redemption. The option of redemption is subject to the approval of the Federal Reserve Board. The Corporation has an option to redeem the Senior Debt in whole or in part at a redemption price equal to 100 percent of the principal amount of the redeemed

Senior Notes, plus accrued and unpaid interest to the date of the redemption; provided, however, that no Subordinated Notes (as defined in the Issuing and Paying Agency Agreement) may remain outstanding subsequent to any early redemption of Senior Notes. The Subordinated Debt and the Senior Debt options to redeem begin with the interest payment date on October 30, 2023, or on any scheduled interest payment date thereafter. The Senior Debt agreement contains certain customary representations and warranties and financial and negative covenants. As of December 31, 2018 and 2017 the Corporation was in compliance with these covenants.

NOTE 13

DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES

Risk Management Objective of Using Derivatives

The Corporation is exposed to certain risks arising from both its business operations and economic conditions. The Corporation principally manages its exposures to a wide variety of business and operational risks through management of its core business activities. The Corporation manages economic risks, including interest rate, liquidity, and credit risk, primarily by managing the amount, sources, and duration of its assets and liabilities and through the use of derivative financial instruments. Specifically, the Corporation enters into derivative financial instruments to manage exposures that arise from business activities that result in the receipt or payment of future known and uncertain cash amounts, the value of which are determined by interest rates. The Corporation's derivative financial instruments are used to manage differences in the amount, timing, and duration of the Corporation's known or expected cash payments principally related to certain variable-rate liabilities. The Corporation also has derivatives that are a result of a service the Corporation provides to certain qualifying customers, and, therefore, are not used to manage interest rate risk in the Corporation's assets or liabilities. The Corporation manages a matched book with respect to its derivative instruments offered as a part of this service to its customers in order to minimize its net risk exposure resulting from such transactions.

Cash Flow Hedges of Interest Rate Risk

The Corporation's objectives in using interest rate derivatives are to add stability to interest expense and to manage its exposure to interest rate movements. To accomplish this objective, the Corporation primarily uses interest rate swaps and interest rate caps as part of its interest rate risk management strategy. Interest rate swaps designated as cash flow hedges involve the payment of fixed amounts to a counterparty in exchange for the Corporation receiving variable payments over the life of the agreements without exchange of the underlying notional amount. Interest rate caps designated as cash flow hedges involve the receipt of variable amounts from a counterparty if interest rates rise above the strike rate on the contract in exchange for an up-front premium. As of December 31, 2018, the Corporation had four interest rate swaps with a notional amount of $46.0 million and one interest rate cap with a notional amount of $13.0 million. As of December 31, 2017, the Corporation had five interest rate swaps with a notional amount of $56.0 million and one interest rate cap with a notional amount of $13.0 million. A $10.0 million interest rate swap used to hedge the variable cash outflows associated with a Federal Home Loan Bank advance matured in the third quarter of 2018.

The effective portion of changes in the fair value of derivatives designated and that qualify as cash flow hedges is recorded in accumulated other comprehensive income and is subsequently reclassified into earnings in the period that the hedged forecasted transaction affects earnings. During 2018, $26.0 million of the interest rate swaps and the $13.0 million interest rate cap were used to hedge the variable cash outflows (LIBOR-based) associated with existing trust preferred securities when the outflows converted from a fixed rate to variable rate in September 2012. In addition, the remaining $20.0 million of interest rate swaps were used to hedge the variable cash outflows (LIBOR-based) associated with two Federal Home Loan Bank advances. The ineffective portion of the change in fair value of the derivatives is recognized directly in earnings. During the years ended December 31, 2018 and 2017, the Corporation did not recognize any ineffectiveness.

Amounts reported in accumulated other comprehensive income related to derivatives will be reclassified to interest expense as interest payments are made on the Corporation's variable-rate liabilities. During the next twelve months, the Corporation expects to reclassify $208,000 from accumulated other comprehensive income to interest expense.

Non-designated Hedges

The Corporation does not use derivatives for trading or speculative purposes. Derivatives not designated as hedges are not speculative and result from a service the Corporation provides to certain customers. The Corporation executes interest rate swaps with commercial banking customers to facilitate their respective risk management strategies. Those interest rate swaps are simultaneously hedged by offsetting interest rate swaps that the Corporation executes with a third party, such that the Corporation minimizes its net risk exposure resulting from such transactions. As the interest rate swaps associated with this program do not meet the strict hedge accounting requirements, changes in the fair value of both the customer swaps and the offsetting swaps are recognized directly in earnings. As of December 31, 2018, the notional amount of customer-facing swaps was approximately $477,776,000. This amount is offset with third party counterparties, as described above.

Fair Values of Derivative Instruments on the Balance Sheet

The table below presents the fair value of the Corporation's derivative financial instruments as well as their classification on the Balance Sheet as of December 31, 2018 and December 31, 2017.

	Asset Derivatives				Liability Derivatives			
	December 31, 2018		December 31, 2017		December 31, 2018		December 31, 2017	
	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
Derivatives designated as hedging instruments:								
Interest rate contracts	Other Assets	$135	Other Assets	$18	Other Liabilities	$688	Other Liabilities	$1,383
Derivatives not designated as hedging instruments:								
Interest rate contracts	Other Assets	$11,948	Other Assets	$7,305	Other Liabilities	$11,948	Other Liabilities	$7,305

The amount of gain (loss) recognized in other comprehensive income is included in the table below for the periods indicated.

Derivatives in Cash Flow Hedging Relationships	Amount of Gain (Loss) Recognized in Other Comprehensive Income on Derivative (Effective Portion) For the Year Ended December 31,	
	2018	2017
Interest rate products	$ 247	$ 13

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Effect of Derivative Instruments on the Income Statement

The tables below present the effect of the Corporation's derivative financial instruments on the Income Statement for the years ended December 31, 2018, 2017 and 2016.

Derivatives Not Designated as Hedging Instruments under FASB ASC 815-10	Location of Gain (Loss) Recognized in Income on Derivative	Amount of Gain (Loss) Recognized in Income on Derivative		
		2018	2017	2016
Interest rate contracts	Other income			$211

Derivatives Designated as Hedging Instruments under FASB ASC 815-10	Location of Loss Reclassified from Accumulated Other Comprehensive Income (Effective Portion)	Amount of Loss Reclassified from Other Comprehensive Income into Income (Effective Portion)		
		2018	2017	2016
Interest rate contracts	Interest expense	$(470)	$(985)	$(1,250)

The Corporation's exposure to credit risk occurs because of nonperformance by its counterparties. The counterparties approved by the Corporation are usually financial institutions, which are well capitalized and have credit ratings through Moody's and/or Standard & Poor's, at or above investment grade. The Corporation's control of such risk is through quarterly financial reviews, comparing mark-to-market values with policy limitations, credit ratings and collateral pledging.

Credit-Risk-Related Contingent Features

The Corporation has agreements with certain of its derivative counterparties that contain a provision where if the Corporation fails to maintain its status as a well/adequately capitalized institution, then the Corporation could be required to terminate or fully collateralize all outstanding derivative contracts. Additionally, the Corporation has agreements with certain of its derivative counterparties that contain a provision where if the Corporation defaults on any of its indebtedness, including default where repayment of the indebtedness has not been accelerated by the lender, then the Corporation could also be declared in default on its derivative obligations. As of December 31, 2018, the termination value of derivatives in a net liability position related to these agreements was $3,302,000. As of December 31, 2018, the Corporation has minimum collateral posting thresholds with certain of its derivative counterparties and has posted collateral of $5,195,000. If the Corporation had breached any of these provisions at December 31, 2018, it could have been required to settle its obligations under the agreements at their termination value.

NOTE 14

FAIR VALUES OF FINANCIAL INSTRUMENTS

The Corporation used fair value measurements to record fair value adjustments, to certain assets, and liabilities and to determine fair value disclosures. The accounting guidance defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. ASC 820 applies only when other guidance requires or permits assets or liabilities to be measured at fair value; it does not expand the use of fair value in any new circumstances.

As defined in ASC 820, fair value is the price to sell an asset or transfer a liability in an orderly transaction between market participants. It represents an exit price at the measurement date. Market participants are buyers and sellers, who are independent, knowledgeable, and willing and able to transact in the principal (or most advantageous) market for the asset or liability being measured. Current market conditions, including imbalances between supply and demand, are considered in determining fair value. The Corporation values its assets and liabilities in the principal market where it sells the particular asset or transfers the liability with the greatest volume and level of activity. In the absence of a principal market, the valuation is based on the most advantageous market for the asset or liability (i.e., the market where the asset could be sold or the liability transferred at a price that maximizes the amount to be received for the asset or minimizes the amount to be paid to transfer the liability).

Valuation inputs refer to the assumptions market participants would use in pricing a given asset or liability. Inputs can be observable or unobservable. Observable inputs are those assumptions which market participants would use in pricing the particular asset or liability. These inputs are based on market data and are obtained from a source independent of the Corporation. Unobservable inputs are assumptions based on the Corporation’s own information or estimate of assumptions used by market participants in pricing the asset or liability. Unobservable inputs are based on the best and most current information available on the measurement date. All inputs, whether observable or unobservable, are ranked in accordance with a prescribed fair value hierarchy which gives the highest ranking to quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1) and the lowest ranking to unobservable inputs for which there is little or no market activity (Level 3). Fair values for assets or liabilities classified as Level 2 are based on one or a combination of the following factors: (i) quoted prices for similar assets; (ii) observable inputs for the asset or liability, such as interest rates or yield curves; or (iii) inputs derived principally from or corroborated by observable market data. The level in the fair value hierarchy within which the fair value measurement in its entirety falls is determined based on the lowest level input that is significant to the fair value measurement in its entirety. The Corporation considers an input to be significant if it drives 10 percent or more of the total fair value of a particular asset or liability.

RECURRING MEASUREMENTS

Assets and liabilities are considered to be measured at fair value on a recurring basis if fair value is measured regularly (i.e., daily, weekly, monthly or quarterly). Recurring valuation occurs at a minimum on the measurement date. Assets and liabilities are considered to be measured at fair value on a non-recurring basis if the fair value measurement of the instrument does not necessarily result in a change in the amount recorded on the balance sheet. Generally, nonrecurring valuation is the result of the application of other accounting pronouncements which require assets or liabilities to be assessed for impairment or recorded at the lower of cost or fair value. The fair value of assets or liabilities transferred in or out of Level 3 is measured on the transfer date, with any additional changes in fair value subsequent to the transfer considered to be realized or unrealized gains or losses.

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

Investment Securities

Where quoted prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. The Corporation currently has no securities classified within Level 1 of the hierarchy. Where significant observable inputs, other than Level 1 quoted prices, are available, securities are classified within Level 2 of the valuation hierarchy. Level 2 securities include government-sponsored agency and mortgage backed, and state and municipal securities. In certain cases where Level 1 or Level 2 inputs are not available, securities are classified within Level 3 of the hierarchy and include state and municipal, government-sponsored mortgage backed and corporate obligations securities.
Level 3 fair value for securities was determined using a discounted cash flow model that incorporated market estimates of interest rates and volatility in markets that have not been active.

Third party vendors compile prices from various sources and may apply such techniques as matrix pricing to determine the value of identical or similar investment securities (Level 2). Matrix pricing is a mathematical technique widely used in the banking industry to value investment securities without relying exclusively on quoted prices for specific investment securities but rather relying on the investment securities' relationship to other benchmark quoted investment securities. Any investment security not valued based upon the methods above are considered Level 3.

Interest Rate Derivative Agreements

See information regarding the Corporation's interest rate derivative products in NOTE 13. DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES of these Notes to Consolidated Financial Statements. The following table presents the fair value measurements of assets and liabilities recognized in the accompanying balance sheets measured at fair value on a recurring basis and the level within the ASC 820-10 fair value hierarchy in which the fair value measurements fall at December 31, 2018 and 2017.

		Fair Value Measurements Using:		
		Quoted Prices in Active Markets for Identical Assets	Significant Other Observable Inputs	Significant Unobservable Inputs
December 31, 2018	Fair Value	(Level 1)	(Level 2)	(Level 3)
Available for sale securities:				
U.S. Government-sponsored agency securities	$13,582		$ 13,582	
State and municipal	606,135		602,842	$ 3,293
U.S. Government-sponsored mortgage-backed securities	522,447		522,443	4
Corporate obligations	31			31
Interest rate swap asset	11,948		11,948	
Interest rate cap	135		135	
Interest rate swap liability	12,636		12,636	

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		Fair Value Measurements Using:		
		Quoted Prices in Active Markets for Identical Assets	Significant Other Observable Inputs	Significant Unobservable Inputs
December 31, 2017	Fair Value	(Level 1)	(Level 2)	(Level 3)
Available for sale securities:				
U.S. Government-sponsored agency securities				
State and municipal	$526,693		$ 522,750	$ 3,943
U.S. Government-sponsored mortgage-backed securities	470,866		470,866	
Corporate obligations	31			31
Equity securities	2,357		2,353	4
Interest rate swap asset	7,305		7,305	
Interest rate cap	18		18	
Interest rate swap liability	8,688		8,688	

LEVEL 3 RECONCILIATION

The following is a reconciliation of the beginning and ending balances of recurring fair value measurements recognized in the accompanying balance sheets using significant unobservable Level 3 inputs for year ended December 31, 2018 and 2017.

	Available for Sale Securities	
	For The Year Ended	
	December 31, 2018	December 31, 2017
Beginning Balance	$3,978	$ 5,169
Included in other comprehensive income	(49)	26
Principal payments	(601)	(1,217)
Ending balance	$3,328	$ 3,978

There were no gains or losses included in earnings that were attributable to the changes in unrealized gains or losses related to assets or liabilities held at December 31, 2018 or 2017.

TRANSFERS BETWEEN LEVELS

There were no transfers in or out of Level 3 during 2018 or 2017.

NONRECURRING MEASUREMENTS

Following is a description of valuation methodologies used for instruments measured at fair value on a non-recurring basis and recognized in the accompanying balance sheets, as well as the general classification of such instruments pursuant to the valuation hierarchy for year ended December 31, 2018 and 2017.

		Fair Value Measurements Using		
		Quoted Prices in Active Markets for Identical Assets	Significant Other Observable Inputs	Significant Unobservable Inputs
December 31, 2018	Fair Value	(Level 1)	(Level 2)	(Level 3)
Impaired Loans (collateral dependent)	$11,866			$ 11,866
Other real estate owned	$657			$ 657

		Fair Value Measurements Using		
		Quoted Prices in Active Markets for Identical Assets	Significant Other Observable Inputs	Significant Unobservable Inputs
December 31, 2017	Fair Value	(Level 1)	(Level 2)	(Level 3)
Impaired Loans (collateral dependent)	$9,576			$ 9,576
Other real estate owned	$859			$ 859

(table dollar amounts in thousands, except share data)

Impaired Loans (collateral dependent)

Loans for which it is probable that the Corporation will not collect all principal and interest due according to contractual terms are measured for impairment. Allowable methods for determining the amount of impairment include estimating fair value of the collateral for collateral dependent loans. If the impaired loan is identified as collateral dependent, then the fair value method of measuring the amount of impairment is utilized. This method requires obtaining a current independent appraisal of the collateral and applying a discount factor to the value. A portion of the allowance for loan losses is allocated to impaired loans if the value of such loans is deemed to be less than the unpaid balance. If these allocations cause the allowance for loan losses to increase, such increase is reported as a component of the provision for loan losses. Loan losses are charged against the allowance when management believes the uncollectability of the loan is confirmed. During 2018, certain impaired loans were partially charged off or re-evaluated. Impaired loans that are collateral dependent are classified within Level 3 of the fair value hierarchy when impairment is determined using the fair value method.

Other Real Estate Owned

The fair value for impaired loans and other real estate owned is measured based on the value of the collateral securing those loans or real estate and is determined using several methods. The fair value of real estate is generally determined based on appraisals by qualified licensed appraisers. The appraisers typically determine the value of the real estate by utilizing an income or market valuation approach. If an appraisal is not available, the fair value may be determined by using a discounted cash flow analysis. Fair value on other collateral such as business assets is typically ascertained by assessing, either singularly or some combination of, asset appraisals, accounts receivable aging reports, inventory listings and or customer financial statements. Both appraised values and values based on borrower's financial information are discounted as considered appropriate based on age and quality of the information and current market conditions.

UNOBSERVABLE (LEVEL 3) INPUTS

The following table presents quantitative information about unobservable inputs used in recurring and nonrecurring Level 3 fair value measurements, other than goodwill, at December 31, 2018 and 2017.

December 31, 2018	Fair Value	Valuation Technique	Unobservable Inputs	Range (Weighted-Average)
State and municipal securities	$3,293	Discounted cash flow	Maturity Call Date US Muni BQ curve Discount rate	1 month to 20 years A- to BBB- .69% - 5%
Corporate obligations and U.S. Government-sponsored mortgage backed securities	$35	Discounted cash flow	Risk free rate plus Premium for illiquidity	3 month LIBOR plus 200 bps
Impaired loans (collateral dependent)	$11,866	Collateral based measurements	Discount to reflect current market conditions and ultimate collectability	0% - 10% (6%)

Other real estate owned	$657	Appraisals	Discount to reflect current market conditions	0% - 10% (4%)

December 31, 2017	Fair Value	Valuation Technique	Unobservable Inputs	Range (Weighted-Average)
State and municipal securities	$3,943	Discounted cash flow	Maturity Call Date US Muni BQ curve Discount rate	1 month to 20 years A- to BBB- .69% - 5%
Corporate obligations and U.S. Government-sponsored mortgage backed securities	$35	Discounted cash flow	Risk free rate plus Premium for illiquidity	3 month LIBOR plus 200 bps
Impaired loans (collateral dependent)	$9,576	Collateral based measurements	Discount to reflect current market conditions and ultimate collectability	0% - 10% (1%)
Other real estate owned	$859	Appraisals	Discount to reflect current market conditions	0% - 10% (2%)

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

State and Municipal Securities, Corporate Obligations, U.S. Government-sponsored Mortgage Backed Securities

The significant unobservable inputs used in the fair value measurement of the Corporation's state and municipal securities, corporate obligations
and U.S. Government-sponsored mortgage backed securities are premiums for unrated securities and marketability discounts. Significant
increases or decreases in either of those inputs in isolation would result in a significantly lower or higher fair value measurement. Generally,
changes in either of those inputs will not affect the other input.

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FAIR VALUE OF FINANCIAL INSTRUMENTS

The following table presents estimated fair values of the Corporation's financial instruments and the level within the fair value hierarchy in which the fair value measurements fall at December 31, 2018 and 2017.

	2018			
	Carrying Amount	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets at December 31:				
Cash and cash equivalents	$139,247	$139,247		
Interest-bearing time deposits	36,963	36,963		
Investment securities available for sale	1,142,195		$1,138,867	$ 3,328
Investment securities held to maturity	490,387		481,377	7,840
Loans held for sale	4,778		4,778	
Loans	7,143,915			7,004,193
Federal Home Loan Bank stock	24,588		24,588	
Interest rate swap asset	12,083		12,083	
Interest receivable	40,881		40,881	
Liabilities at December 31:				
Deposits	$7,754,593	$6,267,879	$1,464,129	
Borrowings:				
Federal funds purchased	104,000		104,000	
Securities sold under repurchase agreements	113,512		113,437	
Federal Home Loan Bank advances	314,986		318,728	
Subordinated debentures and term loans	138,463		127,298	
Interest rate swap liability	12,636		12,636	
Interest payable	5,607		5,607	

	2017			
	Carrying Amount	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets at December 31:				

Cash and cash equivalents	$154,905	$154,905		
Interest-bearing time deposits	35,027	35,027		
Investment securities available for sale	999,947		$995,969	$ 3,978
Investment securities held to maturity	560,655		556,305	11,903
Loans held for sale	7,216		7,216	
Loans	6,676,167			6,534,877
Federal Home Loan Bank stock	23,825		23,825	
Interest rate swap asset	7,323		7,323	
Interest receivable	37,130		37,130	
Liabilities at December 31:				
Deposits	$7,172,530	$5,741,019	$1,406,526	
Borrowings:				
Federal funds purchased	144,038		144,038	
Securities sold under repurchase agreements	136,623		136,562	
Federal Home Loan Bank advances	414,377		361,085	
Subordinated debentures and term loans	139,349		120,085	
Interest rate swap liability	8,688		8,688	
Interest payable	4,390		4,390	

The methods utilized to estimate the fair value of financial instruments at December 31, 2017 did not necessarily represent an exit price. In accordance with the Corporation's adoption of ASU 2016-01 as of January 1, 2018, the methods utilized to measure the fair value of financial instruments at December 31, 2018 represent an approximation of exit price; however, an actual exit price may differ.

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NOTE 15

COMMITMENTS AND CONTINGENT LIABILITIES

In the normal course of business there are outstanding commitments and contingent liabilities, such as commitments to extend credit and standby letters of credit, which are not included in the accompanying financial statements. The Corporation's exposure to credit loss in the event of nonperformance by the other party to the financial instruments for commitments to extend credit and standby letters of credit is represented by the contractual or notional amount of those instruments. The Bank uses the same credit policies in making such commitments as they do for instruments that are included in the consolidated balance sheets.

Financial instruments, whose contract amount represents credit risk as of December 31, were as follows:

	2018	2017
Amounts of commitments:		
Loan commitments to extend credit	$2,684,806	$2,482,641
Standby letters of credit	$32,862	$43,526

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

Standby letters of credit are conditional commitments issued by the Bank to guarantee the performance of a customer to a third party.

The Corporation and subsidiaries are also subject to claims and lawsuits, which arise primarily in the ordinary course of business. It is the opinion of management that the disposition or ultimate resolution of such claims and lawsuits will not have a material adverse effect on the consolidated financial position of the Corporation.

NOTE 16

ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

The following table summarizes the changes in the balances of each component of accumulated other comprehensive income (loss), net of tax, as of December 31, 2018 and 2017:

	Accumulated Other Comprehensive Income (Loss)			
	Unrealized Gains (Losses)	Unrealized Gains (Losses)	Unrealized Gains (Losses)	Total

	on Securities Available for Sale	on Cash Flow Hedges	on Defined Benefit Plans	
Balance at December 31, 2017	$8,970	$(1,125)	$(10,753)	$(2,908)
Other comprehensive income before reclassifications	(13,872)	437	(1,435)	(14,870)
Amounts reclassified from accumulated other comprehensive income	(3,373)	371	(16)	(3,018)
Period change	(17,245)	808	(1,451)	(17,888)
Reclassification adjustment under ASU 2018-02	1,932	(242)	(2,316)	(626)
Balance at December 31, 2018	$(6,343)	$(559)	$(14,520)	$(21,422)

Balance at December 31, 2016	$1,035	$(1,774)	$(12,842)	$(13,581)
Other comprehensive income before reclassifications	9,645	9	2,686	12,340
Amounts reclassified from accumulated other comprehensive income	(1,710)	640	(597)	(1,667)
Period change	7,935	649	2,089	10,673
Balance at December 31, 2017	$8,970	$(1,125)	$(10,753)	$(2,908)

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The following table presents the reclassification adjustments out of accumulated other comprehensive income (loss) that were included in net income in the Consolidated Condensed Statements of Income for the years ended December 31, 2018, 2017 and 2016:

	Amount Reclassified from Accumulated Other Comprehensive Income (Loss) For the Year Ended December 31,			
Details about Accumulated Other Comprehensive Income (Loss) Components	2018	2017	2016	Affected Line Item in the Statements of Income
Unrealized gains (losses) on available for sale securities [1]				
Realized securities gains reclassified into income	$4,269	$2,631	$3,389	Other income - net realized gains on sales of available for sale securities
Related income tax expense	(896)	(921)	(1,186)	Income tax expense
	$3,373	$1,710	$2,203	
Unrealized gains (losses) on cash flow hedges [2]				
Interest rate contracts	$(470)	$(985)	$(1,250)	Interest expense - subordinated debentures and term loans
Related income tax benefit	99	345	437	Income tax expense
	$(371)	$(640)	$(813)	
Unrealized gains (losses) on defined benefit plans				
Amortization of net loss and prior service costs	$20	$806	$1,588	Other expenses - salaries and employee benefits
Related income tax benefit (expense)	(4)	(209)	(556)	Income tax expense
	$16	$597	$1,032	
Total reclassifications for the period, net of tax	$3,018	$1,667	2,422	