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FIRST MERCHANTS CORP  
Form 8-K  
October 17, 2005

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 8-K

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

-----  
DATE OF REPORT (Date of earliest event reported): October 17, 2005  
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FIRST MERCHANTS CORPORATION  
(Exact name of registrant as specified in its charter)  
-----

|  |                                     |  |
|--|-------------------------------------|--|
| INDIANA<br>(State or other jurisdiction<br>of incorporation) | 0-17071<br>(Commission file number) | 35-1544218<br>(IRS Employer<br>Identification No.) |
|--|-------------------------------------|--|

200 East Jackson Street  
P.O. Box 792  
Muncie, IN 47305-2814  
(Address of principal executive offices, including zip code)

(765) 747-1500  
(Registrant's telephone number, including area code)

Not Applicable  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

On October 17, 2005, First Merchants Corporation issued a press release to report its financial results for the third quarter ended September

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30, 2005. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Current Report on Form 8-K, including Exhibit No. 99.1 hereto, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liability of that section. The information in this Current Report shall not be incorporated by reference into any filing or other document pursuant to the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing or document.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

- (a) Not applicable.
- (b) Not applicable.
- (c) Exhibits.

|              |   |
|--------------|---|
| Exhibit 99.1 | Press Release, dated October 17, 2005, issued by<br>First Merchants Corporation |
|--------------|---|

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SIGNATURES

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

First Merchants Corporation  
(Registrant)

By: /s/ Mark K. Hardwick

-----  
 Mark K. Hardwick  
 Senior Vice President and  
 Chief Financial Officer  
 (Principal Financial and Chief  
 Accounting Officer)

Dated: October 17, 2005

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EXHIBIT INDEX

Exhibit No.

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99.1

Description

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Press Release, dated October 17, 2005, issued by  
First Merchants Corporation.

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First Merchants Corporation

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Exhibit No. 99.1

Press Release, dated October 17, 2005

N / E / W / S      R / E / L / E / A / S / E

October 17, 2005

FOR IMMEDIATE RELEASE

For more information, contact:

Mark K. Hardwick, Senior Vice President/Chief Financial Officer, 765-751-1857

<http://firstmerchants.com>

SOURCE: First Merchants Corporation, Muncie, Indiana

FIRST MERCHANTS CORPORATION ANNOUNCES 7.3% INCREASE IN THIRD QUARTER EARNINGS PER SHARE

First Merchants Corporation (NASDAQ - FRME) has reported third quarter diluted earnings per share of \$.44, a 7.3 percent increase over \$.41 recorded in the third quarter of 2004. Net income during the quarter totaled \$8.2 million compared to \$7.7 million in 2004.

Year-to-date diluted earnings per share totaled \$1.22, a 3.4 percent increase over \$1.18 recorded in 2004. Net income for the nine months ended September 30, 2005 totaled \$22.7 million compared to \$21.9 million in 2004.

Year-to-date net-interest income improved by \$4.7 million, or 6.0 percent, as net-interest margin improved to 3.96 percent. Non-interest income also increased by \$705,000, or 2.7 percent. Mitigating costs include increased provisions for loan losses of \$1.9 million and increased operating expenses of \$2.8 million, or 4.0 percent. However, as reported in the Corporation's 8-K filing of February 16, 2005, a \$1.6 million charge related to the curtailment of the Corporation's defined benefit pension plan is included in the 4.0 percent increase.

As of September 30, 2005, non-performing loans totaled 75 basis points of average total loans and the allowance for loan losses as a percent of total loans equaled 1.03 percent.

Total assets equaled \$3.2 billion at quarter-end, an increase of \$57 million, or 1.8 percent from September 30, 2004. Loans, investments and bank-owned life insurance, the Corporation's three primary earning assets, totaled \$2.9 billion, an increase of \$66 million over the prior year.

Michael L. Cox, President and Chief Executive Officer, stated that, "Consecutive quarters of seven percent earnings per share increases are reflective of management's expectations of high single digit to low double digit earnings per share growth. With the cost of the first quarter curtailment expense added back to net income the Corporation would also be up 7.6 percent for the year."

CONFERENCE CALL

First Merchants Corporation will conduct a conference call at 2:30 p.m. (CT)/3:30 p.m. (ET) on Wednesday, October 19, 2005. To participate dial (Toll Free) 877-407-9210 and reference First Merchants Corporation's third quarter earnings release. A replay will be available until October 26, 2005. To access, US/Canada participants should dial (Toll Free) 877-660-6853 or for International participants, dial 201-612-7415. The replay will require the Account # 286 and Conference ID # 170946.

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During the call we may make Forward Looking statements about our relative business outlook. These Forward Looking statements and all other statements made during the call that do not concern historical facts are subject to risks and uncertainties that may materially affect actual results.

Specific Forward Looking statements include but are not limited to any indications regarding the Financial Services industry, the economy and future growth of the balance sheet or income statement.

Detailed financial results are reported on the attached pages.

First Merchants Corporation is a financial holding company headquartered in Muncie, Indiana. Subsidiaries of the Corporation include First Merchants Bank, Madison Community Bank, First United Bank, United Communities National Bank, First National Bank, Decatur Bank & Trust Company, Frances Slocum Bank, Lafayette Bank & Trust Company, Commerce National Bank and Merchants Trust Company. The Corporation also operates First Merchants Insurance Services, a full-service property casualty, personal lines, and healthcare insurance agency, headquartered in Muncie, Indiana, and is a majority member of Indiana Title Insurance Company, LLC, a title insurance agency.

First Merchants Corporation's common stock is traded over-the-counter on the NASDAQ National Market System under the symbol FRME. Quotations are carried in daily newspapers and can be found on the company's Internet web page (<http://www.firstmerchants.com>).

\* \* \* \*

### CONSOLIDATED BALANCE SHEETS

(in thousands)

|  | September 30, |              |
|--|---------------|--------------|
|  | 2005          | 2004         |
| <b>Assets</b>                                    |               |              |
| Cash and due from banks                          | \$ 81,310     | \$ 73,367    |
| Federal funds sold                               |               | 22,700       |
|  | -----         | -----        |
| Cash and cash equivalents                        | 81,310        | 96,067       |
| Interest-bearing time deposits                   | 10,708        | 12,204       |
| Investment securities                            | 436,794       | 420,645      |
| Mortgage loans held for sale                     | 5,026         | 2,715        |
| Loans  | 2,443,931     | 2,395,306    |
| Less: Allowance for loan losses                  | (25,149)      | (25,243)     |
|  | -----         | -----        |
| Net Loans  | 2,418,782     | 2,370,063    |
| Premises and equipment                           | 38,473        | 38,170       |
| Federal Reserve and Federal Home Loan Bank stock | 23,165        | 22,750       |
| Interest receivable                              | 19,561        | 17,594       |
| Core deposit intangibles and goodwill            | 139,597       | 140,186      |
| Cash surrender value of life insurance           | 43,230        | 41,700       |
| Other assets                                     | 21,792        | 19,268       |
|  | -----         | -----        |
| Total assets                                     | \$ 3,238,438  | \$ 3,181,362 |
|  | =====         | =====        |
| <b>Liabilities</b>                               |               |              |
| Deposits   |               |              |
| Noninterest-bearing                              | \$ 346,318    | \$ 373,548   |
| Interest-bearing                                 | 2,118,975     | 2,083,271    |
|  | -----         | -----        |

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|  |              |              |
|--|--------------|--------------|
| Total deposits                                     | 2,465,293    | 2,456,819    |
| Borrowings   | 423,959      | 379,922      |
| Interest payable                                   | 5,643        | 5,706        |
| Other liabilities                                  | 25,153       | 25,253       |
|  | -----        | -----        |
| Total liabilities                                  | 2,920,048    | 2,867,700    |
| Stockholders' equity                               |              |              |
| Preferred stock, no-par value                      |              |              |
| Authorized and unissued -- 500,000 shares          |              |              |
| Common stock, \$.125 stated value                  |              |              |
| Authorized -- 50,000,000 shares                    |              |              |
| Issued and outstanding - 18,507,970 and 18,562,001 | 2,313        | 2,320        |
| Additional paid-in capital                         | 148,004      | 148,993      |
| Retained earnings                                  | 171,419      | 160,004      |
| Accumulated other comprehensive income (loss)      | (3,346)      | 2,345        |
|  | -----        | -----        |
| Total stockholders' equity                         | 318,390      | 313,662      |
|  | -----        | -----        |
| Total liabilities and stockholders' equity         | \$ 3,238,438 | \$ 3,181,362 |
|  | =====        | =====        |

FINANCIAL HIGHLIGHTS

| (In thousands)             | Three Months Ended |             | Nine Months Ended |             |
|----------------------------|--------------------|-------------|-------------------|-------------|
|                            | September 30,      |             | September 30,     |             |
|                            | 2005               | 2004        | 2005              | 2004        |
| NET CHARGE OFF'S           | \$ 1,736           | \$ 1,647    | \$ 3,808          | \$ 4,722    |
| AVERAGE BALANCES           |                    |             |                   |             |
| Total Assets               | \$3,202,198        | \$3,132,228 | \$3,185,815       | \$3,083,919 |
| Total Loans                | 2,444,131          | 2,383,942   | 2,429,530         | 2,355,535   |
| Total Deposits             | 2,419,204          | 2,382,347   | 2,420,268         | 2,338,694   |
| Total Stockholders' Equity | 316,615            | 309,744     | 314,856           | 308,035     |

FINANCIAL RATIOS

|  |       |       |       |       |
|--|-------|-------|-------|-------|
| Return on Average Assets                 | 1.03% | .98%  | .95%  | .95%  |
| Return on Avg. Stockholders' Equity      | 10.38 | 9.88  | 9.62  | 9.50  |
| Avg. Earning Assets to Avg. Assets       | 90.83 | 89.98 | 90.75 | 89.89 |
| Allowance for Loan Losses as %           |       |       |       |       |
| Of Total Loans                           | 1.03  | 1.05  | 1.03  | 1.05  |
| Net Charge Off's as % Of Avg. Loans      |       |       |       |       |
| (Annualized)                             | .28   | .28   | .21   | .27   |
| Dividend Payout Ratio                    | 52.27 | 56.10 | 56.56 | 58.47 |
| Avg. Stockholders' Equity to Avg. Assets | 9.89  | 9.89  | 9.88  | 9.99  |
| Tax Equivalent Yield on Earning Assets   | 6.40  | 5.79  | 6.15  | 5.71  |
| Cost of Supporting Liabilities           | 2.40  | 1.85  | 2.19  | 1.82  |
| Net Int. Margin (FTE) on Earning Assets  | 4.00  | 3.94  | 3.96  | 3.89  |

CONSOLIDATED STATEMENTS OF INCOME

| (in thousands, except share data) | Three Months Ended |      | Nine Months Ended |      |
|-----------------------------------|--------------------|------|-------------------|------|
|                                   | September 30,      |      | September 30,     |      |
|                                   | 2005               | 2004 | 2005              | 2004 |

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|   |           |           |           |        |
|---|-----------|-----------|-----------|--------|
| Interest Income   |           |           |           |        |
| Loans receivable  |           |           |           |        |
| Taxable   | \$ 40,853 | \$ 35,342 | \$116,506 | \$103, |
| Tax exempt  | 160       | 143       | 483       |        |
| Investment securities   |           |           |           |        |
| Taxable   | 2,427     | 2,146     | 7,132     | 6,     |
| Tax exempt  | 1,595     | 1,679     | 4,702     | 4,     |
| Federal funds sold  | 51        | 18        | 190       |        |
| Deposits with financial institutions                            | 185       | 154       | 493       |        |
| Federal Reserve and Federal Home Loan Bank stock                | 296       | 319       | 889       |        |
|   | -----     | -----     | -----     | -----  |
| Total interest income   | 45,567    | 39,801    | 130,395   | 116,   |
|   | -----     | -----     | -----     | -----  |
| Interest expense  |           |           |           |        |
| Deposits  | 12,172    | 8,487     | 32,707    | 24,    |
| Securities sold under repurchase agreements                     | 523       | 16        | 965       |        |
| Federal Home Loan Bank advances                                 | 2,549     | 2,484     | 7,367     | 7,     |
| Subordinated debentures, revolving<br>credit and term loans     | 1,894     | 1,822     | 5,522     | 5,     |
| Other borrowings  | 289       | 200       | 831       |        |
|   | -----     | -----     | -----     | -----  |
| Total interest expense  | 17,427    | 13,009    | 47,392    | 37,    |
|   | -----     | -----     | -----     | -----  |
| Net interest income   | 28,140    | 26,792    | 83,003    | 78,    |
| Provision for loan losses                                       | 1,794     | 1,380     | 6,409     | 4,     |
|   | -----     | -----     | -----     | -----  |
| Net interest income<br>after provision for loan losses          | 26,346    | 25,412    | 76,594    | 73,    |
|   | -----     | -----     | -----     | -----  |
| Other income  |           |           |           |        |
| Fiduciary activities  | 1,794     | 1,923     | 5,719     | 5,     |
| Service charges on deposit accounts                             | 2,836     | 2,946     | 8,607     | 8,     |
| Other customer fees   | 1,389     | 979       | 3,662     | 3,     |
| Net realized gains on<br>sales of available-for-sale securities | 16        | 332       | 22        |        |
| Commission income   | 870       | 687       | 3,131     | 2,     |
| Earnings on cash surrender value of<br>Life insurance           | 441       | 448       | 1,281     | 1,     |
| Net gains and fees on sales of loans                            | 770       | 675       | 2,226     | 2,     |
| Other income  | 664       | 421       | 1,940     | 1,     |
|   | -----     | -----     | -----     | -----  |
| Total other income  | 8,780     | 8,411     | 26,588    | 25,    |
|   | -----     | -----     | -----     | -----  |
| Other expenses  |           |           |           |        |
| Salaries and employee benefits                                  | 13,384    | 13,087    | 41,463    | 39,    |
| Net occupancy expenses  | 1,570     | 1,391     | 4,368     | 3,     |
| Equipment expenses  | 1,901     | 1,853     | 5,610     | 5,     |
| Marketing expense   | 446       | 363       | 1,387     | 1,     |
| Deposit insurance expense                                       |           |           |           |        |
| Outside data processing fees                                    | 979       | 1,328     | 3,021     | 3,     |
| Printing and office supplies                                    | 328       | 397       | 969       | 1,     |
| Core deposit amortization                                       | 770       | 827       | 2,335     | 2,     |
| Other expenses  | 3,923     | 3,544     | 11,578    | 10,    |
|   | -----     | -----     | -----     | -----  |
| Total other expenses  | 23,301    | 22,790    | 70,731    | 67,    |
|   | -----     | -----     | -----     | -----  |
| Income before income tax  | 11,825    | 11,033    | 32,451    | 31,    |
| Income tax expense  | 3,605     | 3,380     | 9,743     | 9,     |
|   | -----     | -----     | -----     | -----  |

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|                            |          |          |           |        |
|----------------------------|----------|----------|-----------|--------|
| Net income                 | \$ 8,220 | \$ 7,653 | \$ 22,708 | \$ 21, |
|                            | =====    | =====    | =====     | =====  |
| Per Share Data             |          |          |           |        |
| Basic Net Income           | .45      | .41      | 1.23      | 1      |
| Diluted Net Income         | .44      | .41      | 1.22      | 1      |
| Cash Dividends Paid        | .23      | .23      | .69       |        |
| Average Diluted Shares     |          |          |           |        |
| Outstanding (in thousands) | 18,590   | 18,658   | 18,606    | 18,    |

CONSOLIDATED BALANCE SHEETS

| (in thousands)                                   | September 30,<br>2005 | June 30,<br>2005 | March 31,<br>2005 | December<br>200 |
|--|-----------------------|------------------|-------------------|-----------------|
| <b>Assets</b>                                    |                       |                  |                   |                 |
| Cash and due from banks                          | \$ 81,310             | \$ 71,498        | \$ 67,904         | \$ 69           |
| Federal funds sold                               |                       |                  | 22,075            |                 |
|  | -----                 | -----            | -----             | -----           |
| Cash and cash equivalents                        | 81,310                | 71,498           | 89,979            | 69              |
| Interest-bearing time deposits                   | 10,708                | 9,255            | 10,737            | 9               |
| Investment securities                            | 436,794               | 420,685          | 409,820           | 421             |
| Mortgage loans held for sale                     | 5,026                 | 1,356            | 3,084             | 3               |
| Loans  | 2,443,931             | 2,440,906        | 2,414,099         | 2,428           |
| Less: Allowance for loan losses                  | (25,149)              | (25,091)         | (24,488)          | (22             |
|  | -----                 | -----            | -----             | -----           |
| Net loans  | 2,418,782             | 2,415,815        | 2,389,611         | 2,405           |
| Premises and equipment                           | 38,473                | 37,240           | 37,525            | 38              |
| Federal Reserve and Federal Home Loan Bank stock | 23,165                | 23,054           | 22,883            | 22              |
| Interest receivable                              | 19,561                | 16,950           | 16,606            | 17              |
| Core deposit intangibles and goodwill            | 139,597               | 139,799          | 140,578           | 141             |
| Cash surrender value of life insurance           | 43,230                | 42,827           | 42,426            | 42              |
| Other assets                                     | 21,792                | 22,819           | 24,337            | 20              |
|  | -----                 | -----            | -----             | -----           |
| Total assets                                     | \$ 3,238,438          | \$ 3,201,298     | \$ 3,187,586      | \$ 3,191        |
|  | =====                 | =====            | =====             | =====           |
| <b>Liabilities</b>                               |                       |                  |                   |                 |
| Deposits   |                       |                  |                   |                 |
| Noninterest-bearing                              | \$ 346,318            | \$ 363,654       | \$ 333,614        | \$ 330          |
| Interest-bearing                                 | 2,118,975             | 2,040,624        | 2,118,605         | 2,077           |
|  | -----                 | -----            | -----             | -----           |
| Total deposits                                   | 2,465,293             | 2,404,278        | 2,452,219         | 2,408           |
| Borrowings                                       | 423,959               | 454,400          | 391,193           | 440             |
| Interest payable                                 | 5,643                 | 5,068            | 6,562             | 4               |
| Other liabilities                                | 25,153                | 24,194           | 27,014            | 23              |
|  | -----                 | -----            | -----             | -----           |
| Total liabilities                                | 2,920,048             | 2,887,940        | 2,876,988         | 2,877           |
| <b>Stockholders' equity</b>                      |                       |                  |                   |                 |
| Preferred stock, no-par value                    |                       |                  |                   |                 |
| Authorized and unissued -- 500,000 shares        |                       |                  |                   |                 |
| Common stock, \$.125 stated value                |                       |                  |                   |                 |
| Authorized -- 50,000,000 shares                  |                       |                  |                   |                 |
| Issued and outstanding                           |                       |                  |                   |                 |
|  | 2,313                 | 2,302            | 2,312             | 2               |
| Additional paid-in capital                       | 148,004               | 146,057          | 148,347           | 150             |
| Retained earnings                                | 171,419               | 167,452          | 163,761           | 161             |
| Accumulated other comprehensive income (loss)    | (3,346)               | (2,453)          | (3,822)           |                 |
|  | -----                 | -----            | -----             | -----           |

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|  |              |              |              |              |
|--|--------------|--------------|--------------|--------------|
| Total stockholders' equity                 | 318,390      | 313,358      | 310,598      | 314,000      |
|  | -----        | -----        | -----        | -----        |
| Total liabilities and stockholders' equity | \$ 3,238,438 | \$ 3,201,298 | \$ 3,187,586 | \$ 3,191,000 |
|  | =====        | =====        | =====        | =====        |

NON-PERFORMING ASSETS

| (in thousands)  | September 30,<br>2005 | June 30,<br>2005 | March 31,<br>2005 | December 31,<br>2004 |
|---|-----------------------|------------------|-------------------|----------------------|
| 90 days past due  | \$ 3,560              | \$ 3,696         | \$ 1,948          | \$ 1,907             |
| Non-accrual loans   | 11,757                | 11,626           | 13,272            | 15,355               |
| Other real estate   | 3,023                 | 1,804            | 2,003             | 1,650                |
|   | -----                 | -----            | -----             | -----                |
| Total non-performing assets                                     | \$ 18,340             | \$ 17,126        | \$ 17,223         | \$ 18,912            |
|   | =====                 | =====            | =====             | =====                |
| Average total loans for the quarter                             | \$2,444,131           | \$2,430,081      | \$2,414,050       | \$2,409,170          |
| Total non-performing assets as a percent of average total loans | .75%                  | .70%             | .71%              | .79%                 |
| Restructured loans  | \$ 454                | \$ 531           | \$ 337            | \$ 2,019             |

CONSOLIDATED STATEMENTS OF INCOME

| (in thousands, except share data)                        | September 30,<br>2005 | June 30,<br>2005 | Three Months Ended<br>March 31,<br>2005 | December 31,<br>2004 |
|--|-----------------------|------------------|---|----------------------|
| Interest Income  |                       |                  |   |                      |
| Loans receivable   |                       |                  |   |                      |
| Taxable  | \$ 40,853             | \$ 38,831        | \$ 36,822                               | \$ 36,822            |
| Tax exempt   | 160                   | 189              | 134                                     | 134                  |
| Investment securities                                    |                       |                  |   |                      |
| Taxable  | 2,427                 | 2,376            | 2,329                                   | 2,329                |
| Tax exempt   | 1,595                 | 1,554            | 1,553                                   | 1,553                |
| Federal funds sold                                       | 51                    | 112              | 27                                      | 27                   |
| Deposits with financial institutions                     | 185                   | 166              | 142                                     | 142                  |
| Federal Reserve and Federal Home Loan Bank stock         | 296                   | 285              | 308                                     | 308                  |
|  | -----                 | -----            | -----                                   | -----                |
| Total interest income                                    | 45,567                | 43,513           | 41,315                                  | 41,315               |
|  | -----                 | -----            | -----                                   | -----                |
| Interest expense   |                       |                  |   |                      |
| Deposits   | 12,172                | 10,729           | 9,806                                   | 9,806                |
| Securities sold under repurchase agreements              | 523                   | 193              | 249                                     | 249                  |
| Federal Home Loan Bank advances                          | 2,549                 | 2,443            | 2,375                                   | 2,375                |
| Subordinated debentures, revolving credit and term loans | 1,894                 | 1,839            | 1,789                                   | 1,789                |
| Other borrowings   | 289                   | 388              | 154                                     | 154                  |
|  | -----                 | -----            | -----                                   | -----                |
| Total interest expense                                   | 17,427                | 15,592           | 14,373                                  | 14,373               |
|  | -----                 | -----            | -----                                   | -----                |
| Net interest income                                      | 28,140                | 27,921           | 26,942                                  | 26,942               |
| Provision for loan losses                                | 1,794                 | 1,948            | 2,667                                   | 2,667                |



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|   |          |          |          |    |
|---|----------|----------|----------|----|
| Net interest income   |          |          |          |    |
| after provision for loan losses                                 | 26,346   | 25,973   | 24,275   | 2  |
| Other income  |          |          |          |    |
| Fiduciary activities  | 1,794    | 1,963    | 1,962    |    |
| Service charges on deposit accounts                             | 2,836    | 3,048    | 2,723    |    |
| Other customer fees   | 1,389    | 1,188    | 1,085    |    |
| Net realized gains on sales of<br>available-for-sale securities | 16       | 6        |          |    |
| Commission income   | 870      | 757      | 1,504    |    |
| Earnings on cash surrender value<br>of life insurance           | 441      | 439      | 401      |    |
| Net gains and fees on sales of loans                            | 770      | 779      | 677      |    |
| Other income  | 664      | 582      | 694      |    |
| Total other income  | 8,780    | 8,762    | 9,046    |    |
| Other expenses  |          |          |          |    |
| Salaries and employee benefits                                  | 13,384   | 13,258   | 14,821   | 1  |
| Net occupancy expenses  | 1,570    | 1,422    | 1,376    |    |
| Equipment expenses  | 1,901    | 1,852    | 1,857    |    |
| Marketing expense   | 446      | 526      | 415      |    |
| Outside data processing fees                                    | 979      | 1,033    | 1,009    |    |
| Printing and office supplies                                    | 328      | 304      | 337      |    |
| Core deposit amortization                                       | 770      | 778      | 787      |    |
| Other expenses  | 3,923    | 4,026    | 3,629    |    |
| Total other expenses  | 23,301   | 23,199   | 24,231   | 2  |
| Income before income tax  | 11,825   | 11,536   | 9,090    | 1  |
| Income tax expense  | 3,605    | 3,615    | 2,523    |    |
| Net income  | \$ 8,220 | \$ 7,921 | \$ 6,567 | \$ |
| Per Share Data  |          |          |          |    |
| Basic Net Income  | \$ .45   | \$ .43   | \$ .35   | \$ |
| Diluted Net Income  | .44      | .43      | .35      |    |
| Cash Dividends Paid   | .23      | .23      | .23      |    |
| Average Diluted Shares<br>Outstanding (in thousands)            | 18,590   | 18,536   | 18,697   | 1  |
| FINANCIAL RATIOS  |          |          |          |    |
| Return on Average Assets  | 1.03%    | .99%     | .83%     |    |
| Return on Avg. Stockholders' Equity                             | 10.38    | 10.13    | 8.33     |    |
| Avg. Earning Assets to Avg. Assets                              | 90.83    | 90.81    | 90.61    |    |
| Allowance for Loan Losses as %<br>Of Total Loans                | 1.03     | 1.03     | 1.01     |    |
| Net Charge Off's as % Of Avg. Loans<br>(Annualized)             | .28      | .22      | .12      |    |
| Dividend Payout Ratio   | 52.27    | 53.49    | 65.71    |    |
| Avg. Stockholders' Equity to Avg. Assets                        | 9.89     | 9.80     | 9.97     |    |
| Tax Equivalent Yield on Earning Assets                          | 6.40     | 6.14     | 5.90     |    |
| Cost of Supporting Liabilities                                  | 2.40     | 2.15     | 2.01     |    |
| Net Int. Margin (FTE) on Earning Assets                         | 4.00     | 3.99     | 3.89     |    |

LOANS

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| (in thousands)  | September 30,<br>2005 | June 30,<br>2005      | March 31,<br>2005     | Dec   |
|---|-----------------------|-----------------------|-----------------------|-------|
| Commercial and industrial loans                                     | \$ 476,010            | \$ 463,002            | \$ 447,552            | \$    |
| Agricultural production financing and<br>other loans to farmers     | 94,262                | 93,274                | 83,800                |       |
| Real estate loans:  |                       |                       |                       |       |
| Construction  | 171,667               | 166,367               | 170,498               |       |
| Commercial and farmland   | 719,154               | 723,099               | 726,345               |       |
| Residential   | 746,777               | 759,003               | 760,560               |       |
| Individuals' loans for household and other<br>personal expenditures | 186,792               | 182,362               | 187,552               |       |
| Tax exempt loans  | 12,439                | 14,135                | 10,592                |       |
| Lease financing receivables, net of unearned income                 | 9,538                 | 10,533                | 10,704                |       |
| Other loans   | 27,292                | 29,131                | 16,496                |       |
|   | -----                 | -----                 | -----                 | ----- |
| Allowance for loan losses   | 2,443,931<br>(25,149) | 2,440,906<br>(25,091) | 2,414,099<br>(24,488) | 2,    |
|   | -----                 | -----                 | -----                 | ----- |
| Total loans   | \$2,418,782           | \$2,415,815           | \$2,389,611           | \$2,  |
|   | =====                 | =====                 | =====                 | ===== |

DEPOSITS

| (in thousands)   | September 30,<br>2005 | June 30,<br>2005 | March 31,<br>2005 | Decem<br>2 |
|--|-----------------------|------------------|-------------------|------------|
| Demand deposits  | \$ 697,597            | \$ 720,263       | \$ 686,695        | \$ 70      |
| Savings deposits   | 568,366               | 593,770          | 655,643           | 63         |
| Certificates and other time deposits of<br>\$100,000 or more | 320,640               | 234,988          | 285,878           | 25         |
| Other certificates and time deposits                         | 878,690               | 855,257          | 824,003           | 81         |
|  | -----                 | -----            | -----             | -----      |
|  | \$2,465,293           | \$2,404,278      | \$2,452,219       | \$2,40     |
|  | =====                 | =====            | =====             | =====      |