FIRST MERCHANTS CORP
Form 10-Q
August 09, 2010

FORM 10-Q
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

[x] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE

SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2010

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 Street, Muncie, IN	47305-2814
(Address of principal executive offices)	(Zip code)

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

Not Applicable
(Former name, former address and former fiscal year,
if changed since last report)

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one): Large accelerated filer [ ] Accelerated filer [X] Non-accelerated filer [ ] (Do not check if smaller reporting company) Smaller reporting company [ ]

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

As of July 30, 2010, there were 25,549,847 outstanding common shares, of the registrant.

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PART I. FINANCIAL INFORMATION
ITEM 1. FINANCIAL STATEMENTS
CONSOLIDATED CONDENSED BALANCE SHEETS
(Dollars in thousands)

CONSOLIDATED CONDENSED BALANCE SHEETS	June 30, 2010	December 31, 2009
	(Unaudited)	
ASSETS		
Cash and due from banks	$ 60,223	$ 76,801
Federal funds sold	4,101	102,346
Cash and cash equivalents	64,324	179,147
Interest-bearing time deposits	40,823	74,025
Investment securities available for sale	475,588	413,607
Investment securities held to maturity	170,597	149,510
Mortgage loans held for sale	7,600	8,036
Loans, net of allowance for loan losses of $86,970 and $92,131	2,964,376	3,177,657
Premises and equipment	53,437	55,804
Federal Reserve and Federal Home Loan Bank stock	36,218	38,576
Interest receivable	18,894	20,818
Core deposit intangibles	14,983	17,383
Goodwill	141,357	141,357
Cash surrender value of life insurance	95,666	94,636
Other real estate owned	20,124	14,879
Tax asset, deferred and receivable	52,839	64,394
Other assets	26,422	31,123
TOTAL ASSETS	$ 4,183,248	$ 4,480,952
LIABILITIES		
Deposits:		
Noninterest-bearing	$ 516,769	$ 516,487
Interest-bearing	2,744,194	3,020,049
Total Deposits	3,260,963	3,536,536
Borrowings:		
Securities sold under repurchase agreements	107,505	125,687
Federal Home Loan Bank advances	100,540	129,749
Subordinated debentures, revolving credit lines and term loans	225,867	194,790
Total Borrowings	433,912	450,226
Interest payable	4,911	5,711
Other liabilities	25,933	24,694
Total Liabilities	3,725,719	4,017,167
COMMITMENTS AND CONTINGENT LIABILITIES		
STOCKHOLDERS' EQUITY		
Preferred Stock, no-par value:		
Authorized -- 500,000 shares		
Series A, Issued and outstanding - 69,600 and 116,000 shares	67,649	112,373

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 -- 50,000,000 shares		
Issued and outstanding - 25,524,948 and 21,227,741 shares	3,191	2,653
Additional paid-in capital	231,372	206,600
Retained earnings	158,118	150,860
Accumulated other comprehensive loss	(2,926)	(8,826)
Total Stockholders' Equity	457,529	463,785
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$4,183,248	$4,480,952

See notes to consolidated condensed financial statements.

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CONSOLIDATED CONDENSED STATEMENTS OF OPERATIONS
(Dollars in thousands, except per share amounts)
(Unaudited)

CONSOLIDATED CONDENSED STATEMENTS OF OPERATIONS	Three Months Ended June 30,		Six Months Ended June 30,	
	2010	2009	2010	2009
INTEREST INCOME				
Loans receivable:				
Taxable	$43,977	$52,843	$89,425	$106,636
Tax exempt	252	247	529	462
Investment securities:				
Taxable	3,286	3,261	6,177	7,024
Tax exempt	2,548	2,362	5,194	4,131
Federal funds sold	3	42	20	54
Deposits with financial institutions	95	116	155	218
Federal Reserve and Federal Home Loan Bank stock	330	199	690	672
Total Interest Income	50,491	59,070	102,190	119,197
INTEREST EXPENSE				
Deposits	10,520	15,569	22,015	32,280
Federal funds purchased	4		4	22
Securities sold under repurchase agreements	429	507	928	974
Federal Home Loan Bank advances	1,440	2,447	3,004	5,396
Subordinated debentures, revolving credit lines and term loans	1,919	2,113	3,845	3,592
Total Interest Expense	14,312	20,636	29,796	42,264
NET INTEREST INCOME	36,179	38,434	72,394	76,933
Provision for loan losses	15,015	58,995	28,884	71,916
NET INTEREST INCOME (LOSS) AFTER PROVISION FOR LOAN LOSSES	21,164	(20,561)	43,510	5,017
OTHER INCOME				
Service charges on deposit accounts	3,506	3,888	6,768	7,430
Fiduciary activities	1,978	1,680	4,038	3,739
Other customer fees	2,195	1,946	4,693	3,949
Commission income	1,487	1,698	3,476	3,757
Earnings on cash surrender value of life insurance	526	331	1,034	654
Net gains and fees on sales of loans	1,185	1,678	2,334	3,108
Net realized gains/(losses) on sales of available for sale securities	257	1,154	2,099	3,946
Other-than-temporary impairment on available for sale securities	(1,307)	(5,710)	(1,787)	(4,489)
Portion of loss recognized in other comprehensive income before taxes	907	3,665	899	1,966
Net impairment losses recognized in earnings	(400)	(2,045)	(888)	(2,523)
Other income	208	1,160	352	1,901

Total Other Income	10,942	11,490	23,906	25,961
OTHER EXPENSES				
Salaries and employee benefits	17,942	19,685	35,504	39,700
Net occupancy	2,058	2,443	4,909	5,012
Equipment	1,861	1,909	3,714	3,785
Marketing	495	564	924	1,113
Outside data processing fees	1,311	1,405	2,591	3,338
Printing and office supplies	321	397	639	760
Core deposit amortization	1,192	1,278	2,399	2,555
FDIC assessments	2,243	3,494	3,965	4,070
Other expenses	6,920	7,017	14,338	12,573
Total Other Expenses	34,343	38,192	68,983	72,906
INCOME (LOSS) BEFORE INCOME TAX	(2,237)	(47,263)	(1,567)	(41,928)
Income tax expense (benefit)	(1,894)	(17,534)	(2,810)	(16,316)
NET INCOME (LOSS)	(343)	(29,729)	1,243	(25,612)
Gain on exchange of preferred stock for trust preferred debt	10,052		10,052	
Preferred stock dividends and discount accretion	(1,443)	(1,450)	(2,893)	(2,078)
NET INCOME (LOSS) AVAILABLE TO COMMON STOCKHOLDERS	$8,266	$(31,179)	$8,402	$(27,690)
Per Share Data:				
Basic Net Income (Loss) Available to Common Stockholders	$0.35	$(1.49)	$0.36	$(1.32)
Diluted Net Income (Loss) Available to Common Stockholders	$0.35	$(1.49)	$0.36	$(1.32)
Cash Dividends Paid	$0.01	$0.08	$0.02	$0.31
Average Diluted Shares Outstanding (in thousands)	25,633	21,060	23,555	21,041

See notes to consolidated condensed financial statements.

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CONSOLIDATED CONDENSED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(Dollars in thousands)
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2010	2009	2010	2009
Net income (loss)	$(343)	$(29,729)	$1,243	$(25,612)
Other comprehensive income (loss) net of tax:				
Unrealized holding gain (loss) on securities available for sale arising during the period, net of income tax (expense) benefit of $(3,144), $379, $(3,891) and $38	5,838	(703)	7,226	(70)
Unrealized gain (loss) on securities available for sale for which a portion of an other than temporary impairment has been recognized in income, net of tax (expense) benefit of $318, $1,283, $314 and $688	(590)	(2,382)	(584)	(1,277)
Unrealized gain (loss) on cash flow hedges:				
Unrealized gain (loss) arising during the period, net of income tax (expense) benefit of $0, $153, $0 and $622		(229)		(933)
Amortization of items previously recorded in accumulated other comprehensive gain (loss), net of income tax (expense) benefit of $(15), $(161), $(30) and $(259)	22	242	45	389
Reclassification adjustment for gain (loss) included in net income net of income tax (expense) benefit of $(50), $(312), $424 and $498	93	579	(787)	(925)
	5,363	(2,493)	5,900	(2,816)
Comprehensive income (loss)	$5,020	$(32,222)	$7,143	$(28,428)

The components of accumulated other comprehensive income (loss), included in stockholders' equity, are as follows:

	June 30, 2010	June 30, 2009
Net unrealized gain (loss) on securities available for sale	$ 10,613	$ (1,854)
Net unrealized loss on securities available for sale for which a portion of an other-than-temporary impairment has been recognized in income	(584)	(1,277)
Defined Benefit Plans	(12,955)	(15,349)

	$ (2,926)	$ (18,480)

See notes to consolidated condensed financial statements.

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CONSOLIDATED CONDENSED STATEMENTS OF STOCKHOLDERS' EQUITY
(Dollars in thousands)
(Unaudited)

Dollars in Thousands, Except Share Data	Preferred Shares	Preferred Amount	Common Stock Shares	Common Stock Amount	Additional Paid in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total
Balances, December 31, 2009	116,125	$112,498	21,227,741	$2,653	$206,600	$150,860	$ (8,826)	$463,785
Comprehensive Income								
Net Income						1,243		1,243
Gain on Exchange of Cumulative Preferred Stock to Trust Preferred Securities						10,052		10,052
Other Comprehensive Income, net of tax							5,900	5,900
Cash Dividends on Common Stock ($.02 per Share)						(472)		(472)
Cash Dividends on Preferred Stock under Capital Purchase Program						(3,190)		(3,190)
Cumulative Preferred Stock Converted to Trust Preferred Securities	(46,400)	(46,400)						(46,400)
Amortization of Discount on Cumulative Preferred Stock converted to Trust Preferred Securities		1,301						1,301
Amortization of Discount on Cumulative Preferred Stock issued under Capital Purchase		375						375

Program								
Amortization of Discount on Warrants issued under Capital Purchase Program						(375)		(375)
Private Stock Issuance			4,200,000	525	23,625			24,150
Tax Benefit (Loss) from Stock Options Exercised					(50)			(50)
Share-based Compensation			45,202	6	927			933
Stock Issued Under Employee Benefit Plans			57,896	7	292			299
Stock Issued Under Dividend Reinvestment and Stock Purchase Plan			6,090	1	45			46
Stock Redeemed			(11,981)	(1)	(67)			(68)
Balances, June 30, 2010	69,725	$67,774	25,524,948	$3,191	$231,372	$158,118	$(2,926)	$457,529

See notes to consolidated condensed financial statements.

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CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS
(Dollars in thousands)
(Unaudited)

CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS

	June 30, 2010	June 30, 2009
Cash Flow From Operating Activities:		
Net income (loss)	$1,243	$(25,612)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Provision for loan losses	28,884	71,916
Depreciation and amortization	2,889	2,918
Share-based compensation	933	1,092
Tax expense (benefit) from stock compensation	50	(61)
Mortgage loans originated for sale	(84,105)	(148,363)
Proceeds from sales of mortgage loans	84,541	129,588
Gains on sales of securities available for sale	2,099	3,946
Recognized loss on other-than-temporary impairment	(888)	(2,523)
Change in interest receivable	1,924	3,198
Change in interest payable	(800)	(1,493)
Other adjustments	9,440	(29,345)
Net cash provided by operating activities	$46,210	$5,261
Cash Flows from Investing Activities:		
Net change in interest-bearing deposits	$33,202	$(5,772)
Purchases of:		
Securities available for sale	(152,085)	(326,516)
Securities held to maturity	(34,724)	(20,444)
Proceeds from sales of securities available for sale	64,314	95,215
Proceeds from maturities of:		
Securities available for sale	38,407	78,433
Securities held to maturity	12,974	22,519
Change in Federal Reserve and Federal Home Loan Bank stock	2,358	(122)
Net change in loans	169,200	108,182
Proceeds from the sale of other real estate owned	8,084	12,601
Other adjustments	(522)	(1,969)
Net cash provided by (used in) investing activities	$141,208	$(37,873)
Cash Flows from Financing Activities:		
Net change in :		
Demand and savings deposits	$(65,772)	$80,058
Certificates of deposit and other time deposits	(209,801)	(207,946)
Borrowings	8	95,904
Repayment of borrowings	(47,391)	(120,484)
Cash dividends on common stock	(472)	(6,564)
Cash dividends on preferred stock	(3,190)	(1,377)
Stock issued in private equity placement	24,150	
Stock issued under dividend reinvestment and stock purchase plans	345	332

Cumulative preferred stock issued		116,000
Tax (expense) benefit from stock options exercised	(50)	61
Stock redeemed	(68)	(190)
Net cash used in financing activities	$(302,241)	$(44,206)
Net Change in Cash and Cash Equivalents	(114,823)	(76,818)
Cash and Cash Equivalents, January 1	179,147	150,486
Cash and Cash Equivalents, June 30	$64,324	$73,668
Additional cash flow information:		
Interest paid	$30,597	$43,757
Income tax paid (refunded)	$(6,044)	$5,148
Exchange of preferred stock for trust preferred debt	$46,400	
Loans transferred to other real estate owned	$15,197	$15,201
Non-cash investing activities using trade date accounting	$1,602	

See notes to consolidated condensed financial statements.

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NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS
(Table dollars in thousands)
(Unaudited)

NOTE 1. General

Financial Statement Preparation

The significant accounting policies followed by First Merchants Corporation (“Corporation”) and its wholly owned subsidiaries for interim financial reporting are consistent with the accounting policies followed for annual financial reporting. All adjustments, which are of a normal recurring nature and are in the opinion of management necessary for a fair statement of the results for the periods reported, have been included in the accompanying consolidated condensed financial statements.

The consolidated condensed balance sheet of the Corporation as of December 31, 2009 has been derived from the audited consolidated balance sheet of the Corporation as of that date. Certain information and note disclosures normally included in the Corporation’s annual financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. These consolidated condensed financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Corporation’s Form 10-K annual report filed with the Securities and Exchange Commission. The results of operations for the three months ended June 30, 2010 are not necessarily indicative of the results to be expected for the year.

NOTE 2. Share-Based Compensation

Stock options and restricted stock awards ("RSAs") have been issued to directors, officers and other management employees under the Corporation's 1999 Long-term Equity Incentive Plan and the 2009 Long-term Equity Incentive Plan. The stock options, which have a ten-year life, become 100 percent vested ranging from three months to two years and are fully exercisable when vested. Option exercise prices equal the Corporation's common stock closing price on NASDAQ on the date of grant. RSAs provide for the issuance of shares of the Corporation's common stock at no cost to the holder and generally vest after three years. The RSAs vest only if the employee is actively employed by the Corporation on the vesting date and, therefore, any unvested shares are forfeited. Deferred stock units ("DSUs") have been credited to non-employee directors who have elected to defer payment of compensation under the Corporation's 2008 Equity Compensation Plan for Non-employee Directors. DSUs credited are equal to the restricted shares that the non-employee director would have received under the plan. As of June 30, 2010, there were 5,255 DSUs credited to the non-employee directors.

The Corporation’s 2009 Employee Stock Purchase Plan (“ESPP”) provides eligible employees of the Corporation and its subsidiaries an opportunity to purchase shares of common stock of the Corporation through quarterly offerings financed by payroll deductions. The price of the stock to be paid by the employees shall be equal to 85 percent of the average of the closing price of the Corporation’s common stock on each trading day during the offering period. However, in no event shall such purchase price be less than the lesser of an amount equal to 85 percent of the market price of the Corporation’s stock on the offering date or an amount equal to 85 percent of the market value on the date of purchase. Common stock purchases are made quarterly and are paid through advance payroll deductions up to a calendar year maximum of $25,000.

Share-based compensation guidance requires the Corporation to record compensation expense related to unvested share-based awards by recognizing the unamortized grant date fair value of these awards over the remaining service periods of those awards, with no change in historical reported fair values and earnings. Awards are valued at fair value in accordance with provisions of share-based compensation guidance and are recognized on a straight-line basis over the service periods of each award. To complete the exercise of vested stock options, RSA's and ESPP options, the Corporation generally issues new shares from its authorized but unissued share pool. Share-based compensation for the three and six months ended June 30, 2010 was $448,000 and $933,000, respectively, compared to $549,000 and $1,092,000, respectively, for the three and six months ended June 30, 2009. Share-based compensation has been recognized as a component of salaries and benefits expense in the accompanying Consolidated Condensed Statements of Operations.

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NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS
(Table dollars in thousands)
(Unaudited)

NOTE 2. Share-Based Compensation continued

The estimated fair value of the stock options granted during 2010 and in prior years was calculated using a Black Scholes option pricing model. The following summarizes the assumptions used in the 2010 Black Scholes model:

Risk-free interest rate	2.38%
Expected price volatility	43.54%
Dividend yield	4.02%
Forfeiture rate	5.00%
Weighted-average expected life, until exercise	6.68 years

The Black Scholes model incorporates assumptions to value share-based awards. The risk-free rate of interest, for periods equal to the expected life of the option, is based on a U.S. government instrument over a similar contractual term of the equity instrument. Expected price volatility is based on historical volatility of the Corporation's common stock. In addition, the Corporation generally uses historical information to determine the dividend yield and weighted-average expected life of the options until exercise. Separate groups of employees that have similar historical exercise behavior with regard to option exercise timing and forfeiture rates are considered separately for valuation and attribution purposes.

Share-based compensation expense recognized in the Consolidated Condensed Statements of Operations is based on awards ultimately expected to vest and is reduced for estimated forfeitures. Share-based compensation guidance requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods, if actual forfeitures differ from those estimates. Pre-vesting forfeitures were estimated to be approximately five percent for the six months ended June 30, 2010, based on historical experience.

The following table summarizes the components of the Corporation's share-based compensation awards recorded as expense:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2010	2009	2010	2009
Stock and ESPP Options				
Pre-tax compensation expense	$162	$225	$345	$433
Income tax benefit	(14)	(20)	(31)	(40)
Stock and ESPP option expense, net of income taxes	$148	$205	$314	$393
Restricted Stock Awards				
Pre-tax compensation expense	$286	$324	$588	$659
Income tax benefit	(100)	(112)	(206)	(232)
Restricted stock awards expense, net of income taxes	$186	$212	$382	$427
Total Share-Based Compensation:				
Pre-tax compensation expense	$448	$549	$933	$1,092

Income tax benefit	(114)	(132)	(237)	(272)
Total share-based compensation expense, net of income taxes	$334	$417	$696	$820

As of June 30, 2010, unrecognized compensation expense related to stock options and RSAs totaling $279,000 and $1,615,000, respectively, is expected to be recognized over weighted-average periods of .73 and 1.88 years, respectively.

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NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS
(Table dollars in thousands)
(Unaudited)

NOTE 2. Share-Based Compensation continued

Stock option activity under the Corporation's stock option plans as of June 30, 2010 and changes during the six months ended June 30, 2010 were as follows:

	Number of Shares	Weighted-Average Exercise Price	Weighted Average Remaining Contractual Term (in Years)	Aggregate Intrinsic Value
Outstanding at January 1, 2010	1,087,930	$ 23.51		
Granted	35,000	$ 5.89		
Exercised				
Cancelled	(12,163)	26.04		
Outstanding June 30, 2010	1,110,767	$ 22.93	5.33	$ 91,700
Vested and Expected to Vest at June 30, 2010	1,110,767	$ 22.93	5.06	$ 91,700
Exercisable at June 30, 2010	892,196	$ 24.70	4.44	

The weighted-average grant date fair value was $1.81 for stock options granted during the six months ended June 30, 2010.

The aggregate intrinsic value in the table above represents the total pre-tax intrinsic value (the difference between the Corporation's closing stock price on the last trading day of the first six months of 2010 and the exercise price, multiplied by the number of in-the-money options) that would have been received by the option holders had all option holders exercised their stock options on June 30, 2010. The amount of aggregate intrinsic value will change based on the fair market value of the Corporation's common stock. There were no stock options exercised during the first six months of 2010.

The following table summarizes information on unvested RSAs outstanding as of June 30, 2010:

	Number of Shares	Weighted-Average Grant Date Fair Value
Unvested RSAs at January 1, 2010	204,091	$ 19.95
Granted	113,396	$ 6.08
Forfeited	(45,202)	$ 26.25
Vested	(1,673)	$ 18.57
Unvested RSAs at June 30, 2010	270,612	$ 12.83

The grant date fair value of ESPP options was estimated at the beginning of the April 1, 2010 quarterly offering period of approximately $49,000. The ESPP options vested during the three month period ending June 30, 2010. At June 30, 2010, there was no unrecognized compensation expense related to unvested ESPP options.

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NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS
(Table dollars in thousands)
(Unaudited)

NOTE 3. Derivative Financial Instruments

The Corporation offers interest rate derivative products to certain of its sophisticated commercial borrowers. This interest rate swap 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 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 Corporation's 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 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 in non-interest income. The fair value of the derivative instruments incorporates a consideration of credit risk (in accordance with fair value guidance), resulting in some insignificant volatility in earnings each period. The notional amounts of the interest rate swaps were $67,686,000 at June 30, 2010.

This amount is offset with third-party counterparties, as described above, in the same amount.

The tables summarize the fair value of derivative financial instruments utilized by the Corporation as well as their classification on the Consolidated Condensed Balance Sheets as of June 30, 2010 and December 31, 2009:

	Asset Derivatives			
	June 30, 2010		December 31, 2009	
	Balance sheet location	Fair Value	Balance sheet location	Fair Value
Derivatives not designated as hedging instruments under ASC 815-10				
Interest rate contracts	Other assets	$ 3,924	Other assets	$ 2,624
		$ 3,924		$ 2,624

	Liability Derivatives			
	June 30, 2010		December 31, 2009	
	Balance sheet location	Fair Value	Balance sheet location	Fair Value
Derivatives not designated as hedging instruments under ASC 815-10				

Interest rate contracts	Other liabilities	$ (4,161)	Other liabilities	$ (2,648)
		$ (4,161)		$ (2,648)

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NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS
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NOTE 3. Derivative Financial Instruments continued

The effect of derivative instruments on the Consolidated Condensed Statements of Operations for the three and six months ended June 30, 2010 and 2009 is as follows:

Derivatives Not Designated as Hedging Instruments under ASC 815-10	Location of Gain (Loss) Recognized Income on Derivative	Amount of Gain (Loss) Recognized Income on Derivative Three Months Ended June 30, 2010	Amount of Gain (Loss) Recognized Income on Derivative Six Months Ended June 30, 2010
Interest rate contracts	Other income	$ (207)	$ (213)

Derivatives Not Designated as Hedging Instruments under ASC 815-10	Location of Gain (Loss) Recognized Income on Derivative	Amount of Gain (Loss) Recognized Income on Derivative Three Months Ended June 30, 2009	Amount of Gain (Loss) Recognized Income on Derivative Six Months Ended June 30, 2009
Interest rate contracts	Other income	$ 261	$ 290

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-mark values with policy limitations, credit ratings and collateral pledging.

The Corporation's agreements with its counterparties have certain contingent features that allow for the termination of all outstanding derivative contracts, or for the full collateralization of such contracts in the event that the Corporation loses its status as a well, or adequately capitalized institution. These features may include a default indebtedness provision that declares any indebtedness default, including a default without an acceleration of repayment by obligator, a declaration of a default on the derivative obligation.

As of June 30, 2010, the termination value of derivatives in a net liability position related to these agreements was $4,402,000. The Corporation has minimum collateral posting thresholds with its derivative counterparties and has posted collateral of $2,509,000 as of June 30, 2010. If the Corporation had breached any of these provisions at June 30, 2010, it could have been required to settle its obligations under the agreements at termination value.

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NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS
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Note 4. Disclosures About Fair Value of Assets and Liabilities

The Corporation has adopted fair value accounting guidance that defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. This guidance defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. This guidance also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

Level 1 Quoted prices in active markets for identical assets or liabilities

Level 2 Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in active markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities

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

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

Investment securities

Where quoted, market prices are available in an active market and securities are classified within Level 1 of the valuation hierarchy. There are no securities classified within Level 1 of the hierarchy. If quoted market prices are not available, then fair values are estimated by using pricing models, quoted prices of securities with similar characteristics or discounted cash flows. Level 2 securities include agencies, mortgage backs, state and municipal and equity securities. In certain cases where Level 1 or Level 2 inputs are not available, securities are classified within Level 3 of the hierarchy. Level 3 fair value, including on corporate obligations and equity 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 classified within 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.

Pooled Trust Preferred Securities

Seven of the pooled trust preferred securities in the portfolio amount to $6.3 million in amortized cost, with a fair value of $1.4 million. These securities were rated A or better at inception, but at June 30, 2010, Moody's ratings on these securities now range from Ca to C. The issuers in these securities are primarily banks, but some of the pools do include a limited number of insurance companies. The Corporation uses an other-than-temporary impairment ("OTTI") evaluation process to compare the present value of expected cash flows to determine whether an adverse change in cash flows has occurred. The OTTI process considers the structure and term of the collateralized debt obligation ("CDO"), interest rates, principal balances of note classes and underlying issuers, the timing and amount of interest and principal payments of the underlying issuers, and the allocation of the payments to the note classes. The current estimate of expected cash flows is based on the most recent trustee reports and any other relevant market information including announcements of interest payment deferrals or defaults of underlying trust preferred securities. Assumptions used in the process include expected future default rates and prepayments as well as recovery assumptions on defaults and deferrals. In addition, the process is used to "stress" each CDO, or make assumptions more severe than expected activity, to determine the degree to which assumptions could deteriorate before the CDO could no longer fully support repayment of the Corporation's note class. Upon completion of the June 30, 2010 analysis, the conclusion was other-than-temporary impairment of $400,000 on two of these securities.

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NOTE 4. Disclosures About Fair Value of Assets and Liabilities continued

Interest rate swap agreements

See information regarding the Corporation's interest rate derivative products in Note 3. Derivative Financial Instruments, included within the Notes to Consolidated Condensed Financial Statements of this Form 10Q.

The fair value is estimated by a third party using inputs that are primarily unobservable and cannot be corroborated by observable market data and, therefore, are classified within Level 3 of the valuation hierarchy.

The following table presents the fair value measurements of assets and liabilities recognized in the Consolidated Condensed Balance Sheets measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall at June 30, 2010.

		Fair Value Measurements Using		
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Available for sale securities:				
U.S. Government-sponsored agency securities	$ 614		$ 614	
State and municipal	235,529		235,529	
Mortgage-backed securities	234,753		234,753	
Corporate obligations	1,427			$ 1,427
Equity securities	3,265		3,261	4
Interest rate swap asset	3,924			3,924
Interest rate swap liability	(4,161)			(4,161)

The following table presents the fair value measurements of assets and liabilities recognized in the accompanying balance sheet measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall at December 31, 2009.

		Fair Value Measurements Using		
	Fair Value	Quoted Prices in Active Markets for Identical	Significant Other Observable Inputs (Level	Significant Unobservable Inputs (Level 3)

		Assets (Level 1)	2)	
Available for sale securities:				
U.S. Government-sponsored agency securities	$ 4,406		$ 4,406	
State and municipal	246,231		246,231	
Mortgage-backed securities	155,978		155,978	
Corporate obligations	5,162		2,683	$ 2,479
Equity securities	1,830		1,826	4
Interest rate swap asset	2,624			2,624
Interest rate swap liability	(2,648)			(2,648)

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NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS
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NOTE 4. Disclosures About Fair Value of Assets and Liabilities continued

The following is a reconciliation of the beginning and ending balances of recurring fair value measurements recognized in the Consolidated Condensed Balance Sheets using significant unobservable Level 3 inputs for the three and six months ended June 30, 2010 and 2009.

	Three Months Ended June 30, 2010			Six Months Ended June 30, 2010		
	Available for Sale Securities	Interest Rate Swap Asset	Interest Rate Swap Liability	Available for Sale Securities	Interest Rate Swap Asset	Interest Rate Swap Liability
Balance at beginning of the period	$1,394	$2,843	$(2,873)	$2,483	$2,624	$(2,648)
Total realized and unrealized gains and losses:						
Included in net income (loss)	(400)	1,081	(1,288)	(888)	1,300	(1,513)
Included in other comprehensive income	345			(324)		
Purchases, issuances and settlements						
Transfers in/(out) of Level 3						
Principal payments	92			160		
Ending balance at June 30, 2010	$1,431	$3,924	$(4,161)	$1,431	$3,924	$(4,161)

	Three Months Ended June 30, 2009			Six Months Ended June 30, 2009		
	Available for Sale Securities	Interest Rate Swap Asset	Interest Rate Swap Liability	Available for Sale Securities	Interest Rate Swap Asset	Interest Rate Swap Liability
Balance at beginning of the period	$1,550	$3,872	$(3,973)	$7,929	$4,094	$(4,224)
Total realized and unrealized gains and losses:						
Included in net income (loss)	(2,045)	(986)	1,247	(2,522)	(1,208)	1,498
Included in other comprehensive income	2,377			(151)		
Purchases, issuances and settlements		964			1,797	
Transfers in/(out) of Level 3				(3,460)		
Principal payments	144	(963)		230	(1,796)	
Ending balance at June 30, 2009	$2,026	$2,887	$(2,726)	$2,026	$2,887	$(2,726)

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NOTE 4. Disclosures About Fair Value of Assets and Liabilities continued

Following is a description of valuation methodologies used for instruments measured at fair value on a non-recurring basis and recognized in the Consolidated Condensed Balance Sheets, as well as the general classification of such instruments pursuant to the valuation hierarchy.

		Fair Value Measurements Using		
June 30, 2010	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Impaired loans	$ 54,377			$ 54,377
Other real estate owned (collateral dependent)	1,483			1,483

		Fair Value Measurements Using		
December 31, 2009	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Impaired loans	$ 75,802			$ 75,802
Other real estate owned (collateral dependent)	5,193			5,193

Impaired Loans and Other Real Estate Owned

Loan impairment is reported when substantial doubt about the collectability of scheduled payments exists. Impaired loans are carried at the present value of estimated future cash flows using the loan’s existing rate, or the fair value of collateral if the loan is collateral dependent. 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 the first six months of 2010, certain impaired loans were partially charged-off or re-evaluated. The valuation would be considered Level 3, consisting of appraisals of underlying collateral and discounted cash flow analysis.

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 cash flow analysis. Fair value on other collateral such as business assets is typically calculated by using financial information such as financial statements and aging reports provided by the borrower and is discounted as considered appropriate.

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NOTE 4. Disclosures About Fair Value of Assets and Liabilities continued

The estimated fair values of the Corporation's financial instruments are as follows:

	June 30, 2010	
	Carrying Amount	Fair Value
Assets at June 30, 2010:		
Cash and due from banks	$64,324	$64,324
Interest-bearing time deposits	40,823	40,823
Investment securities available for sale	475,588	475,588
Investment securities held to maturity	170,597	174,569
Mortgage loans held for sale	7,600	7,600
Loans	2,964,376	2,940,341
FRB and FHLB stock	36,218	36,218
Interest receivable	18,894	18,894
Liabilities at June 30, 2010:		
Deposits	$3,260,963	$3,278,581
Borrowings:		
Securities sold under repurchase agreements	107,505	108,003
Federal Home Loan Bank advances	100,540	106,914
Subordinated debentures, revolving credit lines and term loans	225,867	169,459
Interest Payable	4,911	4,911

Cash and Due from Banks: The fair value of cash and cash equivalents approximates carrying value.

Interest-Bearing Time Deposits: The fair value of interest-bearing time deposits approximates carrying value.

Held to Maturity Securities: Fair value is based on quoted market prices, if available. If a quoted market price is not available, fair value is estimated using quoted market prices for similar securities.

Mortgage Loans Held for Sale: The fair value of mortgage loans held for sale approximates carrying value.

Loans: For both short-term loans and variable-rate loans that reprice frequently and with no significant change in credit risk, fair values are based on carrying values. The fair value for other loans is estimated using discounted cash flow analysis, using interest rates currently being offered for loans with similar terms to borrowers of similar credit quality.

Loan commitments and letters-of-credit: These assets generally have short-term, variable-rate features and contain clauses which limit the Corporation's 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.

Federal Reserve ("FRB") and Federal Home Loan Bank ("FHLB") stock: The fair value of FRB and FHLB stock is based on the price at which it may be resold to the FRB and FHLB.

Interest Receivable and Interest Payable: The fair value of interest receivable/payable approximates carrying value.

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NOTE 4. Disclosures About Fair Value of Assets and Liabilities continued

Deposits: The fair values of noninterest-bearing demand accounts, interest-bearing demand accounts and savings deposits are equal to the amount payable on demand at the balance sheet date. The carrying amounts for variable rate, fixed-term certificates of deposit approximate their fair values at the balance sheet date. Fair values for fixed-rate certificates of deposit and other time deposits are estimated using a discounted cash flow calculation that applies interest rates currently being offered on certificates to a schedule of aggregated expected monthly maturities on such time deposits.

Borrowings: The fair value of borrowings is estimated using a discounted cash flow calculation, based on current rates for similar debt.

NOTE 5. Investment Securities

The amortized cost and approximate fair values of securities are as follows:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Available for sale at June 30, 2010				
U.S. Government-sponsored agency securities	$602	$12		$614
State and municipal	224,212	11,332	$15	235,529
Mortgage-backed securities	225,735	9,018		234,753
Corporate Obligations	6,344		4,917	1,427
Equity securities	3,265			3,265
Total available for sale	460,158	20,362	4,932	475,588
Held to maturity at June 30, 2010				
State and municipal	22,854	502	2	23,354
Mortgage-backed securities	147,743	3,472		151,215
Total held to maturity	170,597	3,974	2	174,569
Total Investment Securities	$630,755	$24,336	$4,934	$650,157

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NOTE 5. Investment Securities continued

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Available for sale at December 31, 2009				
U.S. Government-sponsored agency securities	$4,350	$56		$4,406
State and municipal	236,933	9,307	$9	246,231
Mortgage-backed securities	154,488	2,321	831	155,978
Corporate Obligations	9,585	310	4,733	5,162
Equity securities	1,830			1,830
Total available for sale	407,186	11,994	5,573	413,607
Held to maturity at December 31, 2009				
State and municipal	15,990	327	13	16,304
Mortgage-backed securities	133,520		2,488	131,032
Total held to maturity	149,510	327	2,501	147,336
Total Investment Securities	$556,696	$12,321	$8,074	$560,943

The amortized cost and fair value of available for sale securities and held to maturity securities at June 30, 2010, 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 June 30, 2010:				
Due in one year or less	$10,434	$10,531	$14,506	$14,599
Due after one through five years	27,255	28,424	535	567
Due after five through ten years	37,769	39,971	3,643	3,734
Due after ten years	155,700	158,644	4,170	4,454
	$231,158	$237,570	$22,854	$23,354
Mortgage-backed securities	225,735	234,753	147,743	151,215
Equity securities	3,265	3,265		
Total Investment Securities	$460,158	$475,588	$170,597	$174,569

The carrying value of securities pledged as collateral, to secure public deposits and for other purposes, was $253,960,000 at June 30, 2010.

The book value of securities sold under agreements to repurchase amounted to $81,578,000 at June 30, 2010.

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NOTE 5. Investment Securities continued

Gross gains of $482,000 and $2,324,000 resulting from sales and redemptions of available for sale securities were realized for the three and six months ended June 30, 2010. Gross losses of $225,000 resulting from sales and redemptions of available for sale securities were realized for both the three and six months ended June 30, 2010. The Corporation has recognized a loss of $400,000 and $888,000 in the three and six months ended June 30, 2010, equal to the credit loss, establishing a new, lower amortized cost basis. The credit loss was calculated by comparing expected discounted cash flows, based on performance indicators of the underlying assets in the security, to the carrying value of the investment. The Corporation does not intend to sell the investment and it is not more likely than not that the Corporation will be required to sell the investment before recovery of its new, lower amortized cost basis, which may be maturity. Based on this information, the Corporation does not consider the remainder of the investment securities to be other-than-temporarily impaired at June 30, 2010.

Gross gains of $1,154,000 and $3,946,000 resulting from sales and redemptions of available for sale securities were realized in the three and six months ended June 30, 2009. There were no losses recognized from the sales of available for sale securities in the three and six months ended June 30, 2009. Other-than-temporary impairment losses of $2,045,000 and $2,523,000 were recognized in the three and six months ended June 30, 2009.

Certain investments in debt and equity securities are reported in the financial statements at an amount less than their historical cost. Total fair value of these investments at June 30, 2010 and December 31, 2009 was $5,490,000 and $182,038,000, which is approximately 0.8 percent and 32.3 percent of the Corporation's available for sale and held to maturity investment portfolio at June 30, 2010 and December 31, 2009.

Except as discussed below, management believes the declines in fair value for these securities are 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 in the period the other-than-temporary impairment is identified.

The following table shows the Corporation's investments' 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 June 30, 2010 and December 31, 2009:

	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
	Less than 12 Months		12 Months or Longer		Total	
Temporarily Impaired Investment						
Securities at June 30, 2010						
State and municipal	$2,858	$(17)			$2,858	$(17)
Mortgage-backed securities	786	0	$449	$0	1,235	0
Corporate obligations			1,397	(4,917)	1,397	(4,917)
	$3,644	$(17)	$1,846	$(4,917)	$5,490	$(4,934)

Total Temporarily Impaired
Investment Securities

	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
	Less than 12 Months		12 Months or Longer		Total	
Temporarily Impaired Investment Securities at December 31, 2009						
State and municipal	$7,813	$(20)	$138	$(2)	$7,951	$(22)
Mortgage-backed securities	171,779	(3,319)			171,779	(3,319)
Corporate obligations	1,125	(656)	1,183	(4,077)	2,308	(4,733)
Total Temporarily Impaired Investment Securities	$180,717	$(3,995)	$1,321	$(4,079)	$182,038	$(8,074)

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NOTE 5. Investment Securities continued

Mortgage-backed Securities

The unrealized losses, of less than $1,000, on the Corporation’s investment in mortgage-backed securities were a result of rising interest rates. The Corporation expects to recover the amortized cost basis over the term of the securities as the decline in market value is attributable to changes in interest rates and not credit quality. The Corporation does not intend to sell the investment and it is not more likely than not that the Corporation will be required to sell the investment before recovery of its new, lower amortized cost basis, which may be maturity. Based on this information, the Corporation does not consider the remainder of the investment securities to be other-than-temporarily impaired at June 30, 2010.

State and Political Subdivisions

The unrealized losses on the Corporation’s investments in securities of state and political subdivisions 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. The Corporation does not intend to sell the investment and it is not more likely than not that the Corporation will be required to sell the investment before recovery of its new, lower amortized cost basis, which may be maturity. Based on this information, the Corporation does not consider the remainder of the investment securities to be other-than-temporarily impaired at June 30, 2010.

Other Securities

The Corporation’s unrealized losses on pooled trust preferred securities total $4.9 million on a book value of $6.3 million at June 30, 2010. The decline in value is attributable to temporary illiquidity and the financial crisis affecting these markets coupled with the potential credit loss resulting from the adverse change in expected cash flows. Due to the illiquidity in the market, it is unlikely that the Corporation would be able to recover its investment in these securities if the Corporation sold the securities at this time. The Corporation has analyzed the cash flow characteristics of the securities and this analysis included utilizing the most recent trustee reports and any other relevant market information including announcements of deferrals or defaults of trust preferred securities. The Corporation has recognized a loss of $400,000 in the second quarter of 2010, equal to the credit loss, establishing a new, lower amortized cost basis. The credit loss was calculated by comparing expected discounted cash flows based on performance indicators of the underlying assets in the security to the carrying value of the investment. The Corporation does not intend to sell the investment and it is not more likely than not that the Corporation will be required to sell the investment before recovery of its new, lower amortized cost basis, which may be maturity. Based on this information, the Corporation does not consider the remainder of the investment securities to be other-than-temporarily impaired at June 30, 2010. The Corporation previously recognized other-than-temporary impairment of $488,000 in the first quarter of 2010 equal to the credit loss.

Credit Losses Recognized on Investments

Certain debt securities have experienced fair value deterioration due to credit losses and other market factors. The following table provides information about debt securities for which only a credit loss was recognized in income and other losses are recorded in other comprehensive income.

	Accumulated Credit Losses in 2010	Accumulated Credit Losses in 2009
Credit losses on debt securities held:		
Balance, January 1	$ 9,411	$ 2,682
Additions related to other-than-temporary losses not previously recognized	888	2,523
Balance, June 30	$ 10,299	$ 5,205

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NOTE 6. Loans and Allowance

The following table shows the composition of the Corporation’s loan portfolio for the periods indicated:

	June 30, 2010	December 31, 2009
Loans:		
Commercial and industrial loans	$589,157	$675,860
Agricultural production financing and other loans to farmers	108,439	121,031
Real estate loans		
Construction	111,070	158,725
Commercial and farm land	1,251,430	1,254,115
Residential	816,823	841,584
Individual's loans for household and other personal expenditures	129,724	154,132
Tax-exempt loans	18,025	22,049
Lease financing receivables, net of unearned income	6,143	7,135
Other loans	20,535	35,157
	3,051,346	3,269,788
Allowance for loan losses	(86,970)	(92,131)
Total Loans	$2,964,376	$3,177,657

The following table summarizes changes in the allowance for loan losses for the periods indicated:

	Six Months Ended June 30, 2010	Six Months Ended June 30, 2009
Allowance for loan losses:		
Balances, January 1	$92,131	$49,543
Provision for losses	28,884	71,916
Adjustment related to acquisition		2,040
Recoveries on loans	3,112	1,606
Loans charged off	(37,157)	(47,986)
Balances, June 30	$86,970	$77,119

Information on non-performing assets plus contractually past due 90 days or more other than nonaccruing, real estate owned, renegotiated loans and impaired loans is summarized below:

	June 30,	December 31,

	2010	2009
Non-Performing Assets:		
Non-accrual loans	$120,205	$118,409
Renegotiated loans	1,657	8,833
Non-performing loans (NPL)	121,862	127,242
Real estate owned and repossessed assets	20,124	14,879
Non-performing assets (NPA)	141,986	142,121
90+ days delinquent and still accruing	4,537	3,967
NPAS & 90+ days delinquent	$146,523	$146,088
Impaired Loans	$150,558	$178,754

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NOTE 6. Loans and Allowance continued

See the information regarding the analysis of loan loss experience in the Loan Quality/Provision for Loan Losses section of Management's Discussion and Analysis of Financial Condition and Results of Operations included as ITEM 2 of this Form 10-Q.

NOTE 7. Net Income Per Share

Basic net income per share is computed by dividing net income by the weighted-average shares outstanding during the reporting period. Diluted net income per share is computed by dividing net income by the combination of all dilutive common share equivalents, comprised of shares issuable under the Corporation's share-based compensation plans, and the weighted-average shares outstanding during the reporting period.

Dilutive common share equivalents include the dilutive effect of in-the-money share-based awards, which are calculated based on the average share price for each period using the treasury stock method. Under the treasury stock method, the exercise price of share-based awards, the amount of compensation expense, if any, for future service that the Corporation has not yet recognized, and the amount of estimated tax benefits that would be recorded in additional paid-in capital when share-based awards are exercised, are assumed to be used to repurchase common stock in the current period.

	Three Months Ended June 30,					
	2010			2009		
	Net Income (Loss)	Weighted-Average Shares	Per Share Amount	Net Income (Loss)	Weighted-Average Shares	Per Share Amount
Basic net income (loss) per share:	$(343)			$(29,729)		
Gain on exchange of preferred stock for trust preferred debt	10,052					
Less: Preferred stock dividends	1,443			1,450		
Net income (loss) available to common stockholders	8,266	25,523,145	$0.35	(31,179)	21,060,219	$(1.49)
Effect of dilutive stock options and warrants		110,307				
Diluted net income (loss) per share:						
Net income (loss) available to common stockholders and assumed conversions	$8,266	25,633,452	$0.35	$(31,179)	21,060,219	$(1.49)

Stock options to purchase 1,075,864 and 1,124,456 shares for the three months ended June 30, 2010 and 2009, respectively, were not included in the earnings per share calculation because the exercise price exceeded the average market price.

	Six Months Ended June 30,					
	2010			2009		
	Net Income (Loss)	Weighted-Average Shares	Per Share Amount	Net Income (Loss)	Weighted-Average Shares	Per Share Amount
Basic net income (loss) per share:	$1,243			$(25,612)		
Gain on exchange of preferred stock for trust preferred debt	10,052					
Less: Preferred stock dividends	2,893			2,078		
Net income (loss) available to common stockholders	8,402	23,459,738	$0.36	(27,690)	21,041,466	$(1.32)
Effect of dilutive stock options and warrants		95,487				
Diluted net income (loss) per share:						
Net income (loss) available to common stockholders and assumed conversions	$8,402	23,555,225	$0.36	$(27,690)	21,041,466	$(1.32)

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NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS
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(Unaudited)

NOTE 7. Net Income Per Share continued

Stock options to purchase 1,100,760 and 1,106,500 shares for the six months ended June 30, 2010 and 2009, respectively, were not included in the earnings per share calculation because the exercise price exceeded the average market price.

Note 8. Goodwill

Goodwill is reviewed for impairment at least annually. Due to the declining stock price and the economic environment during 2009, the Corporation engaged a third party to perform the evaluation several times in 2009. The evaluation included a weighted average of three approaches. The asset approach values each asset and liability separately, which are then summed to produce an indication of the equity value of the business. The market approach compares the subject to similar businesses that have been sold. The income approach determines the value of a business using a discounted cash flow based on expectations of future earnings or cash flows. The most recent review was completed in the fourth quarter of 2009 and the results of the evaluation showed that the carrying value of the Corporation, as of November 30, 2009, did not exceed its fair value, and therefore management concluded that goodwill was not impaired.

Additionally, a sensitivity analysis was performed on the Discounted Earnings methodology by testing a range of the following metrics: 1) implied market cost of equity; and 2) historic (long-term) price-to-earnings multiples for comparable companies. Based on the sensitivity testing, at the low-end of the sensitivity test range (for both metrics), fair value of the Corporation exceeded its carrying value. For reasons that include but are not limited to the aforementioned, management believes the Corporation’s recently traded stock price is not indicative of fair value.

At June 30, 2010, management reviewed the discounted cash flow approach used by the third party with updated information and reviewed the future earnings assumptions in the most recent third party analysis. Management determined that the carrying value of First Merchants Corporation does not exceed the fair value and therefore, management concluded that goodwill was not impaired.

Note 9. Exchange of Preferred Stock held by the Treasury for Trust Preferred Securities

On June 30, 2010, the Corporation entered into an Exchange Agreement with the United States Department of the Treasury (the “Treasury”) whereby the Treasury exchanged 46,400 shares of the Corporation’s Fixed Rate Cumulative Perpetual Preferred Stock, Series A, having a liquidation amount of $1,000 per share (the “Preferred Stock”) for 46,400 shares of trust preferred securities, having a liquidation amount of $1,000 per share (the “Capital Securities”) issued by the Corporation’s wholly-owned subsidiary trust, First Merchants Capital Trust III, a Delaware Statutory Trust (the “Trust”). The Trust simultaneously issued 1,435 shares of the Trust’s common securities (the “Common Securities”) to the Corporation for the purchase price of $1.4 million which constitutes all of the issued and outstanding common securities of the Trust. The Trust used the tendered Preferred Stock and the proceeds from the sale of the Common Securities to purchase $47.8 million in aggregate principal amount of Fixed Rate Perpetual Junior Subordinated Debentures, Series A issued by the Corporation (the “Debentures”). The Capital Securities and the Debentures bear interest, payable quarterly, at a rate of five percent (5%) until February 20, 2014 when the rate increases to nine percent (9%). The Capital Securities and Debentures are redeemable by the Corporation upon proper notice and regulatory approval (a) at any time, so long as the Capital Securities are held by the Treasury and (b) at any time after June 30, 2015, if the Capital Securities are held by a person or entity other than the Treasury.

The Preferred Stock, which had been issued to the Treasury in connection with the Troubled Assets Relief Program's Capital Purchase Program ("TARP"), has been cancelled. Following the exchange, the Treasury continues to hold 69,600 shares of Preferred Stock along with warrants to initially purchase up to 991,453 shares of the Corporation's common stock, which was also issued pursuant to TARP.

The Corporation has the ability to defer interest payments on the Capital Securities for up to 20 consecutive quarterly periods (5 years), provided that there is no event of default. Interest on the Capital Securities will continue to accrue during the extension period, and all accrued interest must be paid at the end of each extension period. During a deferral period, the Corporation may not, except in certain limited circumstances, (i) declare or pay any dividends or distributions on, or redeem, purchase, acquire, or make a liquidation payment with respect to, any of the Corporation's capital stock or (ii) make any payment of principal of or interest or premium, if any, on or repay, repurchase or redeem any debt securities of the Corporation that rank pari passu in all respects with or junior in interest to the Debentures.

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Note 9. Exchange of Preferred Stock held by the Treasury for Trust Preferred Securities continued

The Debentures were issued pursuant to an Indenture and a First Supplemental Indenture, each dated as of June 30, 2010 between the Corporation and U.S. Bank Trust National Association as trustee. The terms of the Debentures are substantially the same as the terms of the Capital Securities. The interest paid by the Corporation on the Debentures will be used by the Trust to pay the quarterly distributions on the Capital Securities.

The terms of the Capital Securities are governed by an Amended and Restated Declaration of Trust, dated as of June 30, 2010 among the Corporation, as depositor, U.S. Bank Trust National Association, as property trustee and Delaware trustee, and the administrative trustees named therein.

Under the terms of the Capital Securities, an event of default generally occurs upon the Corporation's failure to make required payments when due, its declaration of bankruptcy, or breach of certain covenants made in connection with the issuance of the Debentures, among other things.

In connection with the placement of the Capital Securities, the Corporation entered into a Guarantee Agreement with U.S. Bank Trust National Association as guarantee trustee, dated as of June 30, 2010 (the "Guarantee Agreement"), for the purpose of guaranteeing the payment, after the expiration of any cure period, of any amounts to be paid by the Trust under the terms of the Capital Securities. The obligations of the Corporation under the Guarantee Agreement constitute unsecured obligations of the Corporation and rank subordinate and junior to all senior debt of the Corporation. The Guarantee Agreement shall terminate upon the full payment of the redemption price for the Capital Securities or full payment of the Debenture upon liquidation of the Trust.

The Capital Securities issued to the Treasury are expected to qualify as Tier 1 regulatory capital as of June 30, 2010, subject to the 25% limitation on Tier 1 capital. The Corporation's Tier 1 leverage ratio was 9.21percent at June 30, 2010 compared to 9.13 percent at March 31, 2010, prior to the transaction.

This transaction with the Treasury was accounted for as an extinguishment of the previously issued Preferred Stock. The accounting impact of this transaction included (1) recognition of the Debentures and derecognition of the Preferred Stock; (2) recognition of a favorable impact to retained earnings resulting from the excess of (a) the carrying amount of the securities exchanged (Preferred Stock) over (b) the fair value of the consideration exchanged (the Capital Securities); (3) the reversal of any unamortized discount outstanding on the Preferred Stock and (4) issuance costs.

At the date of the exchange agreement, the fair value of the Capital Securities (the Debentures for purposes of the Corporation's financial statements) was determined using a discounted cash flow model. The main considerations were (1) quarterly interest payment of 5% until February 20, 2014, and 9% thereafter; (2) assumed maturity date of 30 years; and (3) assumed discount rate of 12.50%. The assumed discount rate used for estimating the fair value was estimated by obtaining the yields at which comparable issuers were trading as assets in the market and computing an implied credit spread. The discount will be amortized through interest expense over the estimated life of the junior subordinated debentures.

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Note 9. Exchange of Preferred Stock held by the Treasury for Trust Preferred Securities continued

This particular exchange resulted in a gain on retirement of Preferred Stock favorably impacting retained earnings by $10.1 million (net of deferred taxes), which is also considered as part of earnings available to common stockholders in the earnings per common share (“EPS”) computations. A summary of this transaction and the increases (decreases) in the related asset, liability and stockholders’ equity accounts is as follows:

Assets	
Other assets - investment in common stock of trust	$ 1,435
Deferred income taxes	(5,413)
Total Assets	$ (3,978)
Liabilities	
Subordinated debentures, net:	
Issuance	$ 47,835
Discount	(16,766)
Total liabilities	$ 31,069
Stockholders' equity	
Preferred stock, par value $.001 per share	
Additional paid in capital - preferred ($46,400 less discount of $1,301)	$ (45,099)
Retained Earnings (net of $5,413 deferred taxes)	10,052
Total stockholders' equity	$ (35,047)
Total liabilities and stockholders' equity	$ (3,978)

Note 10. Impact of Accounting Changes

In June 2009, the FASB issued guidance on accounting for transfers of financial assets to improve the reporting for the transfer of financial assets resulting from (1) practices that have developed since the issuance of the prior standard that are not consistent with the original intent and key requirements of the prior standard, and (2) concerns of financial statement users that many of the financial assets (and related obligations) that have been derecognized should continue to be reported in the financial statements of transferors. This guidance is included in the Codification as ASC 860. The Corporation adopted this guidance effective January 1, 2010. The adoption did not have a material impact on the Corporation’s financial position or statement of operations.

In June 2009, the FASB issued guidance on the consolidation of variable interest entities to improve financial reporting by enterprises involved with variable interest entities and to provide more relevant and reliable information to users of financial statements. This guidance is included in the Codification as part of ASC 810. The Corporation adopted this guidance effective January 1, 2010. The adoption did not have a material impact on the Corporation’s financial position or statement of operations.

In January 2010, the FASB issued guidance for improving disclosures about fair value measurements. The guidance requires additional disclosure in two areas: (1) a description of, as well as the disclosure of, the dollar amount of transfers in or out of Level 1 or Level 2, and (2) in the reconciliation of fair value measurements using significant unobservable inputs (Level 3), a reporting entity should present separately information about purchases, sales, issuances, and settlements. Increased disclosures regarding the transfers in/out of Level 1 and 2 are required for interim and annual periods beginning after December 15, 2009. Increased disclosures for the Level 3 fair value reconciliation are required for fiscal years beginning after December 15, 2010. The adoption of both parts of this guidance did not have a material impact on the Corporation’s financial position or statement of operations.

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Note 10. Impact of Accounting Changes continued

In July 2010, the FASB issued guidance for improving disclosures about an entity's allowance for loan losses and the credit quality of its loans. The guidance requires additional disclosure to facilitate financial statement users' evaluation of the following: (1) the nature of credit risk inherent in the entity's loan portfolio, (2) how that risk is analyzed and assessed in arriving at the allowance for loan losses, and (3) the changes and reasons for those changes in the allowance for loan losses. For public companies, increased disclosures as of the end of a reporting period are effective for periods ending on or after December 15, 2010. Increased disclosures about activity that occurs during a reporting period are effective for interim and annual reporting periods beginning on or after December 31, 2010. The Corporation is currently evaluating the requirements of this guidance, but does not expect it to have a material impact on the Corporation's financial position or statement of operations.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

FORWARD-LOOKING STATEMENTS

From time to time, we include forward-looking statements in our oral and written communication. We may include forward-looking statements in filings with the Securities and Exchange Commission, such as this Form 10-Q, in other written materials and in oral statements made by senior management to analysts, investors, representatives of the media and others. We intend 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 we are 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 expressio future or conditional verbs such as "will", "would", "should", "could", "might", "can", "may", or similar expressions. These forward-looking statements include:

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

These forward-looking statements are subject to significant risks, assumptions and uncertainties, including, among other things, the following important factors which could affect the actual outcome of future events:

- fluctuations in market rates of interest and loan and deposit pricing, which could negatively affect our net interest margin, asset valuations and expense expectations;
- adverse changes in the economy, which might affect our business prospects and could cause credit-related losses and expenses;
- adverse developments in our loan and investment portfolios;
- competitive factors in the banking industry, such as the trend towards consolidation in our market;
- changes in the banking legislation or the regulatory requirements of federal and state agencies applicable to bank holding companies and banks like our affiliate banks;
- acquisitions of other businesses by us and integration of such acquired businesses;
- changes in market, economic, operational, liquidity, credit and interest rate risks associated with our business; and
- the continued availability of earnings and excess capital sufficient for the lawful and prudent declaration and payment of cash dividends.

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

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

CRITICAL ACCOUNTING POLICIES

Generally accepted accounting principles are complex and require us to apply significant judgments to various accounting, reporting and disclosure matters. We must use assumptions and estimates to apply these principles where actual measurement is not possible or practical. For a complete discussion of our significant accounting policies, see "Notes to the Consolidated Financial Statements" in our Annual Report on Form 10-K for the year ended December 31, 2009. Certain policies are considered critical because they are highly dependent upon subjective or complex judgments, assumptions and estimates. Changes in such estimates may have a significant impact on the financial statements. We have reviewed the application of these policies with the Audit Committee of our Board of Directors.

We believe there have been no significant changes during the three and six months ended June 30, 2010 to the items that we disclosed as our critical accounting policies and estimates in Management's Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report on Form 10-K for the year ended December 31, 2009.

BUSINESS SUMMARY

The Corporation is a diversified financial holding company headquartered in Muncie, Indiana. Since its organization in 1982, the Corporation has grown to include 80 banking center locations in 24 Indiana and 3 Ohio counties. In addition to its branch network, the Corporation's delivery channels include ATMs, check cards, interactive voice response systems, remote deposit and internet technology.

The Corporation's business activities are currently limited to one significant business segment, which is community banking. The Corporation's financial service affiliates included one nationally chartered bank: First Merchants Bank, National Association ("First Merchants"). First Merchants provides commercial and retail banking services. In addition, the Corporation's trust company and multi-line insurance company provide trust asset management services and retail and commercial insurance agency services, respectively.

REGULATORY DEVELOPMENTS

On July 21, 2010, President Obama signed the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act") into law. The Dodd-Frank Act is likely to have a broad impact on the financial services industry, including significant regulatory and compliance changes. Many of the requirements called for in the Dodd-Frank Act will be implemented over time and most will be subject to various federal agencies implementing regulations over the course of several years. Given the uncertainty associated with the manner in which the provisions of the Dodd-Frank Act will be implemented by the various regulatory agencies through regulatory guidance, the full extent of the impact such requirements will have on the financial services industry, and on our operations specifically, is currently unclear. The changes resulting from the Dodd-Frank Act may materially impact the profitability of our business activities, require changes to certain of our business practices, impose upon us more stringent capital, liquidity and leverage requirements or otherwise adversely affect our business. At a minimum, the Dodd-Frank Act is likely to:

- increase the cost of operations due to greater regulatory oversight, supervision and examination of banks and bank holding companies, including higher deposit insurance premiums;

- limit our ability to raise capital through the use of trust preferred securities as new issuances of these securities may no longer be included as Tier 1 capital;
- reduce our flexibility to generate or originate certain revenue-producing assets based on increased regulatory capital standards; and
- limit our ability to expand consumer product and service offerings due to anticipated stricter consumer protection laws and regulations.

The timing and extent of these increases and limitations will remain unclear until the underlying implementing regulations are promulgated by the applicable federal agencies. In the interim, the Corporation's management is currently taking steps to best prepare us for the implementation and to minimize the adverse impact on our business, financial condition and results of operation.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

RESULTS OF OPERATIONS

Executive Summary

First Merchants Corporation reported a second quarter earnings of $.35 per fully diluted common share and net income available to stockholders of $8.3 million. Year-to-date earnings per fully diluted common share and net income available to stockholders were $.36 and $8.4 million, respectively, compared to year-to-date losses of $1.32 per fully diluted common share and a net loss of $27.7 million for the same six month period in 2009.

An after-tax gain of $10.1 million applicable to income available to common stockholders was recorded in the second quarter of 2010. The gain was a result of favorable accounting treatment attributed to the exchange of 46,400 shares of the Corporation's fixed rate cumulative perpetual preferred stock for $46.4 million of trust preferred securities. Also, as a result of this transaction, a $5.4 million deferred tax liability was recorded resulting in a net decrease of the tax asset. This exchange is discussed in Note 9: Exchange of Preferred Stock held by the Treasury for Trust Preferred Securities, included within the Notes to Consolidated Condensed Financial Statements of this Form 10Q.

Net charge offs were $16.6 million for the quarter, exceeding provision expense of $15.0 million by $1.6 million as certain charge offs were preceded by specific reserves. The specific reserves at June 30, 2010 were $18.4 million compared to $21.8 million at March 31, 2010. Non-performing assets plus 90 days delinquent loans were $146.5 million, or 3.5 percent of total assets at June 30, 2010. The Corporation's allowance for loan losses increased to 2.84 percent of total loans, an increase from 2.81 percent of loans at December 31, 2009 and 2.16 percent of loans at June 30, 2009.

Assets decreased by $297.7 million during the first six months of 2010. Loans, including loans held for sale, decreased $218.9 million during the first six months of 2010, or 6.7 percent, due to normal loan run-off coupled with a reduction in both consumer and commercial demand for borrowing. The combined cash and cash equivalents and interest bearing deposits declined by $148.0 million. These declines have generated excess liquidity of $366.9 million, of which $83 million has been invested in the investment securities portfolio. The remaining liquidity was used to reduce higher cost liabilities. Other assets decreased $4.7 million mainly due to amortization of the FDIC prepaid assessment.

Deposits decreased $275.6 million during the six months of 2010, or 7.8 percent. Maturing brokered deposits and CDs over $100,000 accounted for $144.2 million of the decline. Another $65.6 million were maturities of CDs below $100,000. Demand deposits also declined by $62.7 million. Management continues to focus on maximizing deposit pricing in an effort to retain customer relationships, remain competitive in the local markets and allow higher cost deposits to mature.

The Corporation's loan to deposit ratio is now 93.8 percent and its loan to asset ratio totals 73.1 percent.

The Corporation was able to maintain all regulatory capital ratios in excess of the regulatory definition of "well capitalized" as discussed in the section entitled "CAPITAL" below.

Net Interest Income

Net interest income is the primary source of the Corporation’s earnings. It is a function of net interest margin and the level of average earning assets. Net interest income and net interest margin are presented in the following table on a fully taxable equivalent basis, which adjusts tax-exempt or nontaxable interest income to an amount that would be comparable to interest subject to income taxes using the federal statutory tax rate of 35% in effect for all periods. Net interest margin increased 26 basis points from 3.64 percent in the second quarter of 2009 to 3.90 percent in the second quarter of 2010, while earning assets decreased by $515 million. The table below presents the Corporation’s asset yields, interest expense, and net interest income as a percent of average earning assets for the three and six months ended June 30, 2010 and 2009.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Net Interest Income continued

During the six months ended June 30, 2010, asset yields decreased 23 basis points on a fully taxable equivalent basis (FTE) and interest costs decreased 43 basis points, resulting in a 20 basis point (FTE) increase in net interest income as compared to the same period in 2009.

	Three Months Ended June 30,		Six Months Ended June 30,	
(Dollars in Thousands)	2010	2009	2010	2009
Annualized net interest income	$144,714	$153,735	$144,787	$153,867
Annualized FTE adjustment	$6,031	$5,618	$6,163	$4,946
Annualized net interest income on a fully taxable equivalent basis	$150,745	$159,353	$150,950	$158,813
Average earning assets	$3,868,749	$4,383,570	$3,912,442	$4,341,330
Interest income (FTE) as a percent of average earning assets	5.38 %	5.52 %	5.38 %	5.61 %
Interest expense as a percent of average earning assets	1.48 %	1.88 %	1.52 %	1.95 %
Net interest income (FTE) as a percent of average earning assets	3.90 %	3.64 %	3.86 %	3.66 %

Average earning assets include the average balance of securities classified as available for sale, computed based on the average of the historical amortized cost balances without the effects of the fair value adjustment. In addition, annualized amounts are computed utilizing a 30/360 day basis.

Non-Interest Income

Non-interest income decreased by $548,000 or 4.8% during the second quarter of 2010, compared to the second quarter of 2009. Income from loan level hedge agreements and the related fair value adjustments were $510,000 lower than the second quarter in 2009. During the second quarter of 2010, other-than-temporary impairment losses on pooled trust preferred investments of $400,000 offset gains recognized on the sale of investment securities, resulting in a net loss of $143,000, a net improvement of $748,000 over the same period in 2009. Gains on the sale of mortgage loans decreased by $493,000 from the same period in 2009 due to reduced customer demand. Additionally, service charges dropped $382,000 compared to the second quarter of 2009 primarily due to a decrease in fee income for overdrafts and returned items.

During the first six months of 2010, non-interest income was $2.1 million or 7.9% lower than the same period in 2009. Gains on terminated interest rate floors were fully realized in 2009, causing the first half of 2010 to be $481,000 lower than the same period in 2009. Additionally, income from loan level hedge agreements and the related fair value adjustments fell $571,000. Gains on the sale of mortgage loans were $774,000 lower than the first half of 2009 due reduced customer demand. Service charges were down $662,000 from the same period in 2009 due to a decrease in fee income for overdrafts and returned items. Offsetting these reductions was increased interchange income of $759,000 due to an increase in electronic card transactions.

Non-Interest Expense

Non-interest expenses for the second quarter of 2010, compared with the same period in 2009, decreased by $3.8 million or 10.1%. Salaries and employee benefit costs fell $1,743,000 or 8.9% due to cost savings realized after the Lincoln Bank acquisition in 2009 and other staff reductions. FDIC expenses decreased $1.3 million compared to the second quarter of 2009, due to the special assessment that occurred in 2009 offset by increasing rates in 2010. Net occupancy expenses fell $385,000 due to lower real estate tax expenses.

Non-interest expenses in the first six months of 2010 decreased $3.9 million or 5.4%, compared to the same period in 2009. Salaries and employee benefit costs fell $4,196,000 or 10.6% due to cost savings realized after the Lincoln Bank acquisition in 2009 and other staff reductions. OREO write-downs and other impaired loan expenses increased $2.0 million compared to the first six months of 2009. Processing expense decreased $747,000 due to one-time expenses incurred in 2009 related to the consolidation of the core systems after the Lincoln Bank acquisition.

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ITEM 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Income Tax

The income tax benefit for the six months ended June 30, 2010 was $2,810,000 with an effective tax rate of 179.3 percent. For the same period in 2009, the income tax benefit was $16,316,000 with an effective tax rate of 38.9 percent. The main factor for the increase in the effective tax rate is that tax-exempt interest income comprised a higher percentage of pre-tax earnings in the first two quarters of 2010 than in the first two quarters of 2009.

CAPITAL

To be categorized as well capitalized, the Bank must maintain a minimum total capital to risk-weighted assets, Tier I capital to risk-weighted assets and Tier I capital to average assets of 10 percent, 6 percent and 5 percent, respectively. The Corporation’s regulatory capital exceeded the regulatory “well capitalized” standard at June 30, 2010.

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. The Corporation's Tier I capital to average assets ratio was 9.21 percent at June 30, 2010 and 8.20 percent at December 31, 2009.

At June 30, 2010, the Corporation had a Tier I risk-based capital ratio of 11.88 percent and total risk-based capital ratio of 14.72 percent, compared to 10.32 percent and 13.04 percent respectively at December 31, 2009. Regulatory capital guidelines require a Tier I risk-based capital ratio of at least 4.0 percent and a total risk-based capital ratio of at least 8.0 percent.

On March 30, 2010, the Corporation entered into securities purchase agreements with six groups of institutional investors, pursuant to which the Corporation sold an aggregate of 4,200,000 shares of its common stock in exchange for gross proceeds of approximately $24.15 million. The purchase price for each share of common stock was $5.75. the common stock was issued and registered pursuant to a prospectus supplement filed with the Securities and Exchange Commission, in connection with a takedown from the Corporation’s shelf registration statement on Form S-3 (File No. 333-158334), which was declared effective by the SEC on May 1, 2009.

On June 30, 2010, the Corporation entered into an Exchange Agreement with the United States Department of the Treasury (the “Treasury”) whereby the Treasury exchanged 46,400 shares of the Corporation’s Fixed Rate Cumulative Perpetual Preferred Stock, Series A, having a liquidation amount of $1,000 per share (the “Preferred Stock”) for 46,400 shares of trust preferred securities, having a liquidation amount of $1,000 per share (the “Capital Securities”) issued by the Corporation’s wholly-owned subsidiary trust, First Merchants Capital Trust III, a Delaware Statutory Trust (the “Trust”). The Trust simultaneously issued 1,435 shares of the Trust’s common securities (the “Common Securities”) to the Corporation for the purchase price of $1.4 million which constitutes all of the issued and outstanding common securities of the Trust. The Trust used the tendered Preferred Stock and the proceeds from the sale of the Common Securities to purchase $47.8 million in aggregate principal amount of Fixed Rate Perpetual Junior Subordinated Debentures, Series A issued by the Corporation (the “Debentures”). The Capital Securities and the Debentures bear interest, payable quarterly, at a rate of five percent (5%) until February 20, 2014 when the rate increases to nine percent (9%). The Capital Securities and Debentures are redeemable by the Corporation upon proper notice and regulatory approval (a) at any time, so long as the Capital Securities are held by the Treasury and (b) at any time after

June 30, 2015, if the Capital Securities are held by a person or entity other than the Treasury.
This exchange is discussed in more detail in Note 9: Exchange of Preferred Stock held by the Treasury for Trust Preferred Securities, included within the Notes to Consolidated Condensed Financial Statements of this Form 10Q.

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CAPITAL continued

Management believes that all of the above capital ratios are meaningful measurements for evaluating the safety and soundness of the Corporation. Additionally, management believes the following table is also meaningful when considering performance measures of the Corporation. The table details and reconciles tangible earnings per share, return on tangible capital and tangible assets to traditional GAAP measures.

(Dollars in thousands, except per share amounts)	June 30, 2010	December 31, 2009
Average goodwill	$141,357	$141,238
Average core deposit intangible (CDI)	16,211	19,878
Average deferred tax on CDI	(3,623)	(2,494)
Intangible adjustment	$153,945	$158,622
Average stockholders' equity (GAAP capital)	$479,145	$477,148
Average cumulative preferred stock issued under the Capital Purchase Program	(112,302)	(96,518)
Intangible adjustment	(153,945)	(158,622)
Average tangible capital	$212,898	$222,008
Average assets	$4,322,808	$4,674,590
Intangible adjustment	(153,945)	(158,622)
Average tangible assets	$4,168,863	$4,515,968
Net income (loss) available to common stockholders	$8,402	$(45,742)
CDI amortization, net of tax	1,450	3,097
Tangible net income (loss) available to common stockholders	$9,852	$(42,645)
Diluted earnings per share	$0.36	$(2.17)
Diluted tangible earnings per share	$0.42	$(2.02)
Return on average GAAP capital	3.51%	-9.59%
Return on average tangible capital	9.26%	-19.21%
Return on average assets	0.39%	-0.98%
Return on average tangible assets	0.47%	-0.94%

LOAN QUALITY/PROVISION FOR LOAN LOSSES

Our primary business focus is middle market commercial and residential real estate, auto and small consumer lending, which results in portfolio diversification. We ensure that appropriate methods to understand and underwrite risk are utilized. Commercial loans are individually underwritten and judgmentally risk rated. They are periodically monitored and prompt corrective actions are taken on deteriorating loans. Retail loans are typically underwritten with statistical decision-making tools and are managed throughout their life cycle on a portfolio basis.

The allowance for loan losses is maintained through the provision for loan losses, which is a charge against earnings. The amount provided for loan losses and the determination of the adequacy of the allowance are based on a continuous review of the loan portfolio, including an internally administered loan "watch" list and an ongoing 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.

Non-performing loans will change as a result of routine 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 factors particular to a borrower, such as actions of a borrower’s management.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

LOAN QUALITY/PROVISION FOR LOAN LOSSES continued

Non-performing assets, which includes non-accrual loans, restructured loans, and other real estate owned, plus loans 90-days delinquent, peaked at September 30, 2009, declined to $146,088,000 at December 31, 2009 and remained relatively flat at June 30, 2010 with a total of $146,523,000, as noted in the table below. Some slight increases were experienced in non-accruals, other real estate owned and 90 day delinquents in the six months ended June 30, 2010, offset by a decline in troubled debt restructures. The largest increase was in other real estate owned, which increased by $5,245,000 in the six months ended June 30, 2010. Current appraisals are obtained to determine value as management continues to aggressively market these real estate assets.

(Dollars in Thousands)	June 30, 2010	December 31, 2009
Non-Performing Assets:		
Non-accrual loans	$120,205	$118,409
Renegotiated loans	1,657	8,833
Non-performing loans (NPL)	121,862	127,242
Real estate owned and repossessed assets	20,124	14,879
Non-performing assets (NPA)	141,986	142,121
90+ days delinquent and still accruing	4,537	3,967
Non-performing assets plus 90+ days delinquent	$146,523	$146,088
Impaired Loans	$150,558	$178,754

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

	June 30, 2010	December 31, 2009
Non Performing Assets and 90+ Days Delinquent:		
Commercial and industrial loans	$23,031	$41,338
Agricultural production financing and other loans to farmers	1,372	
Real estate loans		
Construction	23,812	28,023
Commercial and farm land	65,773	52,795
Residential	32,288	23,404
Individual's loans for household and other personal expenditures	247	184
Other loans		344
Non performing assets plus 90+ days delinquent	$146,523	$146,088

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 June 30, 2010, impaired loans totaled $150,558,000, a decrease of

$28,196,000 from December 31, 2009. At June 30, 2010, an allowance for losses was not deemed necessary for impaired loans totaling $97,946,000, as there was no identified loss on these credits. An allowance of $18,431,000 was recorded for the remaining balance of impaired loans of $52,612,000 and is included in our allowance for loan losses.

At June 30, 2010, the allowance for loan losses was $86,970,000, a decrease of $5,161,000 from year end 2009. As a percent of loans, the allowance was 2.84 percent at June 31, 2010 and 2.81 percent at December 31, 2009. The provision for loan losses for the first six months of 2010 was $28,884,000, a decrease of $43,032,000 from $71,916,000 for the same period in 2009. Specific reserves on impaired loans decreased $7,848,000 from $26,279,000 at December 31, 2009 to $18,431,000 at June 30, 2010.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

LOAN QUALITY/PROVISION FOR LOAN LOSSES continued

Net charge offs for the second quarter of 2010 were $16,613,000, a decrease of $23,765,000 from the same period in 2009. Of this amount, $11,015,000 was made up of nine customer charge offs of more than $500,000. The largest charge off for the second quarter was $3,889,000, followed by $1,588,000 as the next largest. The distribution of the net charge offs for the three and six months ended June 30, 2010 is reflected in the following table.

	Three Months Ended June 30, 2010	Six Months Ended June 30, 2010
Net Charge Offs:		
Commercial and industrial loans	$1,964	$14,117
Agricultural production financing and other loans to farmers	(141)	642
Real estate loans		
Construction	2,768	2,831
Commercial and farm land	9,651	12,587
Residential	2,102	3,164
Individual's loans for household and other personal expenditures	269	650
Lease financing receivables, net of unearned income		54
Total Net Charge Offs	$16,613	$34,045

The decline in the value of commercial and residential real estate in our market has negatively impacted the underlying collateral value in our commercial, residential, land development and construction loans. Management continues to evaluate commercial borrowers 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. The determination of the provision 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.

LIQUIDITY

Liquidity management is the process by which we ensure 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.

Our liquidity is dependent upon our 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 $475,588,000 at June 30, 2010, an increase of $61,981,000, or 15.0 percent, from December 31, 2009. 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 that are maturing in one year or less totaled $14,506,000 at June 30, 2010. In addition, other types of assets such as cash and due from banks, federal funds sold, and securities purchased under agreements to resell, loans and interest-bearing deposits with other banks 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. In addition, Federal Home Loan Bank ("FHLB") advances are utilized as funding sources. At June 30, 2010, total borrowings from the FHLB were $100,540,000. The Bank has pledged certain mortgage loans and investments to the FHLB. The total available remaining borrowing capacity from the FHLB at June 30, 2010, was $145,724,000.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

LIQUIDITY continued

The Bank has $79,000,000 of Senior Notes (the "Notes") that are guaranteed by the FDIC under its Temporary Liquidity Guarantee Program ("TLGP") and are backed by the full faith and credit of the United States. The Notes mature on March 30, 2012. The Notes are issued by the Bank and are not obligations of, or guaranteed by, the Corporation. In connection with the FDIC's TLGP, the Bank entered into a Master Agreement with the FDIC that contains, among other things, certain terms and conditions that must be included in the governing documents for any senior debt securities issued by the Bank that are guaranteed pursuant to the FDIC's TLGP.

The Corporation currently has a $55 million credit facility with Bank of America, N.A., as successor to LaSalle Bank National Association, comprised of (a) a term loan in the principal amount of $5.0 million (the "Term Loan") and (b) a subordinated debenture in the principal amount of $50.0 million (the "Subordinated Debt"). Pursuant to the terms of the underlying Loan Agreement (the "Loan Agreement"), the Term Loan and the Subordinated Debt each mature on February 15, 2015. The Term Loan is secured by a pledge of all of the issued and outstanding shares of the Bank.

The Loan Agreement contains certain customary representations and warranties and financial and negative covenants. A breach of any of these covenants could result in a default under the Loan Agreement. As of June 30, 2010, the Corporation failed to meet the minimum return on average total assets covenant of at least 0.75% and a second financial covenant in the Loan Agreement requiring the Corporation to maintain a certain asset quality ratio less than 25%.

The Loan Agreement provides that upon an event of default as the result of the Corporation's failure to comply with a financial covenant, Bank of America may (a) declare the $5 million outstanding principal amount of the Term Loan immediately due and payable, (b) exercise all of its rights and remedies at law, in equity and/or pursuant to any or all collateral documents, including foreclosing on the collateral if payment of the Term Loan is not made in full, and (c) add a default rate of 3% per annum to the Term Loan. Because the Subordinated Debt is treated as Tier 2 capital for regulatory capital purposes, the Loan Agreement does not provide Bank of America with any right of acceleration or other remedies with regard to the Subordinated Debt upon an event of default caused by the Corporation's breach of a financial covenant. To date, Bank of America has chosen to apply the default rate, but not to accelerate the Term Loan based on the Corporation's failure to meet these financial covenants.

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 our 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 June 30, 2010 are as follows:

(Dollars in Thousands)	June 30, 2010
Amounts of commitments:	
Loan commitments to extend credit	$ 513,980

Standby letters of credit	30,844
	$ 544,824

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.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

LIQUIDITY continued

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 June 30, 2010 are as follows:

(Dollars in Thousands)	2010 Remaining	2011	2012	2013	2014	2015 and after	Total
Operating leases	$1,167	$2,125	$1,698	$944	$820	$1,062	$7,816
Securities sold under repurchase agreements	83,255		14,250		10,000		107,505
Federal Home Loan Bank advances	16,991	18,932	50,508	411	1,270	12,428	100,540
Subordinated debentures, revolving credit lines and term loans			78,972			146,895	225,867
Total	$101,413	$21,057	$145,428	$1,355	$12,090	$160,385	$441,728

INTEREST SENSITIVITY AND DISCLOSURE ABOUT MARKET RISK

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

It is our objective to monitor and manage risk exposure to net interest income caused by changes in interest rates. It is the goal of our ALM function to provide optimum and stable net interest income. To accomplish this, we use two ALM tools. GAP/Interest Rate Sensitivity Reports and Net Interest Income Simulation Modeling are constructed, presented, and monitored quarterly. We believe that our liquidity and interest sensitivity position at June 30, 2010, is adequate to meet our primary goal of achieving optimum interest margins while avoiding undue interest rate risk.

Net interest income simulation modeling, or earnings-at-risk, measures the sensitivity of net interest income to various interest rate movements. Our 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 12-month horizon. The immediate and parallel changes to the base case scenario used in the model are presented on the following page. The interest rate scenarios are used for analytical purposes and do not necessarily represent our view of future market movements. Rather, these are intended to provide a measure of the degree of volatility interest rate movements may introduce into our earnings.

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 our 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 loans and investments, 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, NOW and demand deposits, reflect our best estimate of expected future behavior.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

INTEREST SENSITIVITY AND DISCLOSURE ABOUT MARKET RISK continued

The comparative rising and falling scenarios below 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 us in the base simulation are as follows:

	At June 30, 2010	
Driver Rates	RISING (200 Basis Points)	FALLING (100 Basis Points)
Prime	200	0
Federal Funds	200	0
One-Year CMT	200	(6)
Three-Year CMT	200	(12)
Five-Year CMT	200	(53)
CD's	200	(72)
FHLB Advances	200	(1)

Results for the base, rising and falling interest rate scenarios are listed below, based upon our rate sensitive assets and liabilities at June 30, 2010. The net interest income shown represents cumulative net interest income over a 12-month time horizon. Balance sheet assumptions used for the base scenario are the same for the rising and falling simulations. All results are within the Corporation's policy limits.

		At June 30, 2010	
Driver Rates	Base	RISING (200 Basis Points)	FALLING (100 Basis Points)
Net Interest Income	$ 147,244	$ 149,897	$ 146,218
Variance from Base		$ 2,654	$ (1,026)
Percent of change from base	0.00 %	1.80 %	-0.70 %
Policy Limit		-5.00 %	-2.00 %

The comparative rising and falling scenarios below as of December 31, 2009, 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 us in the base simulation are as follows:

At December 31, 2009

Driver Rates	RISING (200 Basis Points)	FALLING (100 Basis Points)
Prime	200	0
Federal Funds	200	0
One-Year CMT	200	(7)
Three-Year CMT	200	(61)
Five-Year CMT	200	(100)
CD's	200	(79)
FHLB Advances	200	(37)

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

INTEREST SENSITIVITY AND DISCLOSURE ABOUT MARKET RISK continued

Results for the base, rising and falling interest rate scenarios are listed below, based upon our rate sensitive assets and liabilities at December 31, 2009. The net interest income shown represents cumulative net interest income over a 12-month time horizon. Balance sheet assumptions used for the base scenario are the same for the rising and falling simulations.

	At December 31, 2009		
Driver Rates	Base	RISING (200 Basis Points)	FALLING (100 Basis Points)
Net Interest Income	$ 148,713	$ 158,850	$ 146,071
Variance from Base		$ 10,137	$ (2,642)
Percent of change from base	0.00 %	6.82 %	-1.78 %
Policy Limit		-5.00 %	-2.00 %

EARNING ASSETS

The following table presents the earning asset mix as of June 30, 2010, and December 31, 2009. Earning assets decreased by $269,615,000 in the six months ended June 30, 2010. Federal funds sold and interest-bearing time deposits decreased $98,245,000 and $33,202,000 respectively. Investments increased by approximately $83,068,000, while loans and loans held for sale decreased by $218,878,000. Excess liquidity mainly created by the decline in the loan portfolio was used to increase the investment securities portfolio. The three largest loan segments that decreased were commercial and industrial, construction real estate, and residential real estate.

(Dollars in Thousands)	June 30, 2010	December 31, 2009
Federal funds sold	$ 4,101	$ 102,346
Interest-bearing time deposits	40,823	74,025
Investment securities available for sale	475,588	413,607
Investment securities held to maturity	170,597	149,510
Mortgage loans held for sale	7,600	8,036
Loans	3,051,346	3,269,788
Federal Reserve and Federal Home Loan Bank stock	36,218	38,576
Total	$ 3,786,273	$ 4,055,888

OTHER

The Securities and Exchange Commission maintains a Web site that contains reports, proxy and information statements and other information regarding registrants that file electronically with the Commission, including us, and that address is (http://www.sec.gov).

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ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The information required under this item is included as part of Management's Discussion and Analysis of Financial Condition and Results of Operations, under the headings "LIQUIDITY" and "INTEREST SENSITIVITY AND DISCLOSURES ABOUT MARKET RISK".

ITEM 4. CONTROLS AND PROCEDURES

At the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective. Disclosure controls and procedures are controls and procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Securities Exchange Act of 1934 are recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms.

There have been no changes in the Corporation's internal control over finanical reporting identified in connection with the evaluation discussed above that occurred during the Corporation's last fiscal quarter that have materially affected, or are reasonably likely to materially affect the Corporation's internal control over financial reporting.

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PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

None

ITEM 1.A. RISK FACTORS

There have been no material changes to the risk factors previously disclosed in the Corporation's December 31, 2009 Annual Report on Form 10-K.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

a. None

b. None

c. None

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None

ITEM 4. [RESERVED]

ITEM 5. OTHER INFORMATION

a. None

b. None

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ITEM 6. EXHIBITS

Exhibit No.:	Description of Exhibit	Form 10-Q No.:
4.1	Amended and Restated Declaration of Trust, dated as of June 30, 2010 (Incorporated by reference to registrant's Form 8-K filed on July 2, 2010)	
4.2	Indenture, dated as of June 30, 2010 (Incorporated by reference to registrant's Form 8-K filed on July 2, 2010)	
4.3	First Supplemental Indenture, dated as of June 30, 2010 (Incorporated by reference to registrant's Form 8-K filed on July 2, 2010)	
4.4	Guarantee Agreement, dated as of June 30, 2010 (Incorporated by reference to registrant's Form 8-K filed on July 2, 2010)	
4.5	Form of Capital Securities Certificate of First Merchants Capital Trust III (Incorporated by reference to registrant's Form 8-K filed on July 2, 2010)	
10.1	Exchange Agreement, dated as of June 30, 2010 (Incorporated by reference to registrant's Form 8-K filed on July 2, 2010)	
31.1	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes - Oxley Act of 2002	45
31.2	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes - Oxley Act of 2002	46
32	Certifications Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes - Oxley Act of 2002	47

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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 thereunto duly authorized.

First Merchants Corporation

(Registrant)

Date: August 9, 2010

by /s/ Michael C. Rechin
Michael C. Rechin
President and Chief Executive Officer
(Principal Executive Officer)

Date: August 9, 2010

by /s/ Mark K. Hardwick
Mark K. Hardwick
Executive Vice President and
Chief Financial Officer
(Principal Financial and Accounting Officer)

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INDEX TO EXHIBITS

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EXHIBIT-31.1

CERTIFICATIONS PURSUANT TO
SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002

CERTIFICATION

I, Michael C. Rechin, President and Chief Executive Officer of First Merchants Corporation, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of First Merchants Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in the Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report, based on such evaluation; and

d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 9, 2010 by /s/ Michael C. Rechin
Michael C. Rechin
President and Chief Executive Officer
(Principal Executive Officer)

FIRST MERCHANTS CORPORATION
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EXHIBIT-31.2

CERTIFICATIONS PURSUANT TO
SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002

CERTIFICATION

I, Mark K. Hardwick, Executive Vice President and Chief Financial Officer of First Merchants Corporation, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of First Merchants Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in the Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report, based on such evaluation; and

d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or

persons performing the equivalent functions):

a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: August 9, 2010 by: /s/ Mark K. Hardwick

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

FIRST MERCHANTS CORPORATION
FORM 10Q

EXHIBIT-32

CERTIFICATIONS PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report of First Merchants Corporation (the "Corporation") on Form 10-Q for the period ending June 30, 2010 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Michael C. Rechin, President and Chief Executive Officer of the Corporation, do hereby certify, in accordance with 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o (d)); and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Corporation.

Date: August 9, 2010 by /s/ Michael C. Rechin
Michael C. Rechin
President and
Chief Executive Officer
(Principal Executive Officer)

A signed copy of this written statement required by Section 906 has been provided to First Merchants Corporation and will be retained by First Merchants Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

In connection with the quarterly report of First Merchants Corporation (the "Corporation") on Form 10-Q for the period ending June 30, 2010 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Mark K. Hardwick, Executive Vice President and Chief Financial Officer of the Corporation, do hereby certify, in accordance with 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o (d)); and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Corporation.

Date: August 9, 2010 by /s/ Mark K. Hardwick
Mark K. Hardwick
Executive Vice President and
Chief Financial Officer
(Principal Financial and Accounting Officer)

A signed copy of this written statement required by Section 906 has been provided to First Merchants Corporation and will be retained by First Merchants Corporation and furnished to the Securities and Exchange Commission or its staff upon request.